



## The AIXTRON ADR-Program

### **Definition of an ADR**

American Depositary Receipts (ADRs) are certificates representing ownership in shares of foreign companies that trade on U.S. financial markets. ADRs are a common way for U.S. Investors to buy equity in non-U.S. companies without having to worry about the details of cross-border transactions. ADRs are priced in U.S. dollars, pay dividends in U.S. dollars and can be traded just like shares of U.S. companies. ADRs are issued by a U.S. commercial bank and represent a fixed number or a fixed fraction of foreign registered shares, depending on the ratio of ADRs to ordinary shares.

### **Role of the depositary bank**

JPMorgan Chase Bank, N.A. is the depositary bank for Aixtron and performs the roles of registrar, transfer agent, record keeper and dividend paying agent. JPMorgan as depositary bank also coordinates the proxy voting process.

### **Benefits of holding ADRs**

For U.S. investors, ADRs eliminate many of the obstacles of holding non-U.S. securities since they trade and settle according to U.S. market practices, are quoted and traded in U.S. dollars and pay dividends in U.S. dollars. They eliminate custodian safekeeping charges in the issuer's home country and facilitate prompt dividend payments and corporate action notifications.

### **Beneficial and registered ADR holders**

There are 2 ways to hold ADRs: they can be held through banks or brokers, in which case the investor is a "beneficial holder". Alternatively, ADRs can be held directly through JPMorgan as ADR depositary, in which case the investor is a "registered holder" and is listed on the company's shareholder register that is maintained by Aixtron's ADR depositary JPMorgan. Registered holders of Aixtron ADRs may hold their ADRs either physically in the form of a certificate or in dematerialized form, evidenced by an account statement.

### **What is the ratio of Aixtron ADRs to Ordinary Shares?**

Aixtron's ADR ratio is 1:1, meaning one ADR represents one German Aixtron ordinary share. Aixtron ADRs are backed by ordinary bearer shares held under custody in Germany in the depositary bank's name (JPMorgan Chase Bank, N.A.) on behalf of Aixtron ADR holders.

Aixtron ordinary shares are principally traded on the Frankfurt Stock Exchange under the symbol "AIX" (Reuters Instrument Code AIXG.DE, Bloomberg: AIX GY).



**What is the symbol of the Aixtron ADR and where are they traded?**

Aixtron ADRs are quoted on the NASDAQ SmallCap Market under the ticker symbol "AIXG" since March 15, 2005.

**Can I convert Aixtron ADRs into Aixtron ordinary shares after receipt of Aixtron ADRs?**

The ADR Hotline number is: +1 302 552 0230

**Buying and selling ADRs**

Aixtron ADRs may be bought and sold through any broker licensed to buy and sell U.S. securities.

If you opt to be a registered holder, you may contact JPMorgan, Aixtron's ADR depository, at the JPMorgan Service Center +1 800-990-1135; +1 201-680-6630 for inquiries from outside the United States, 9:00 a.m. - 7:00 p.m., Eastern Standard Time, Monday through Friday (except holidays).

Alternatively, you can write to:

JPMorgan Chase Bank, N.A.  
P.O. Box 3409  
South Hackensack, NJ 07606-3409

Registered holders of Aixtron ADRs may conduct transactions online by going to JPMorgan's website [www.adr.com](http://www.adr.com) and going to "Investor Services" and selecting "Account Access".

You will need an Investor ID to access your account via [www.adr.com](http://www.adr.com). If you do not have an Investor ID, you can fill out a request online and your Investor ID will be mailed to your home address. You will also be mailed a separate letter with a one-time Authentication Number. Upon receipt of both letters, you can return to "Account Access" on [www.adr.com](http://www.adr.com), log-in and establish your own unique PIN.

**Dividends and proceeds from other corporate actions**

Whenever Aixtron pays a dividend on its shares, Aixtron ADR holders will receive dividends in U.S. dollars if you are an ADR holder on the dividend's record date. JPMorgan Chase publishes the record date in advance.

**Confirmation of shareholdings**

Beneficial holders will need to contact their broker to check their shareholdings, registered holders may contact Aixtron's ADR depository bank as follows:

JPMorgan Service Center +1 800-990-1135; +1 201-680-6630 for inquiries from outside the United States, 9:00 a.m. - 7:00 p.m., Eastern Standard Time, Monday through Friday (except holidays)



Registered holders of Aixtron ADRs may log on to "Account access" on the "Investor Services" page on JPMorgan's website ([www.adr.com](http://www.adr.com)).

You will need an Investor ID to access your account via [www.adr.com](http://www.adr.com). If you do not have an Investor ID, you can fill out a request online and your Investor ID will be mailed to your home address. You will also be mailed a separate letter with a one-time Authentication Number. Upon receipt of both letters, you can return to "Account Access" on [www.adr.com](http://www.adr.com), log-in and establish your own unique PIN.

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#### **Loss of the ADR certificate**

Please contact JPMorgan Chase Bank, N.A. immediately at +1-800-990-1135, +1 201-680-6630 for inquiries from outside the United States, to report the loss of your certificate. For a duplicate certificate you will need to pay an insurance fee of approximately 2% of the value of your ADR and submit a completed affidavit of loss to JPMorgan. JPMorgan will provide the affidavit of loss and calculate the amount of insurance fee required by you.

#### **ADR voting rights**

As an ADR holder on the record date, you may only have your voting rights arising from the equivalent number of underlying shares as represented by your Aixtron ADR holdings exercised by JP Morgan as depositary bank. You will receive your proxy card and other relevant documentation through your usual intermediary.

#### **Attending the Annual General Meeting**

At the Annual General Meeting (AGM), shareholders have the opportunity to ask questions about the company and its activities.

ADR holders can request a non-voting guest admission ticket to attend the AGM by calling Mr. Russell Crane of JPMorgan Chase Bank, N.A. on +1 302-552-0334.

In order to instruct JP Morgan as depositary bank how to vote the equivalent number of underlying shares as represented by your Aixtron ADR holdings, you will still need to complete your proxy card and other relevant documentation which you receive through your usual intermediary.