

## Declaration of Compliance

In accordance with section 161 German Stock Corporation Act (*Aktiengesetz*), the Executive Board and the Supervisory Board of AIXTRON AG declare:

“The recommendations of the Government Commission of the German Corporate Governance Code (*Regierungskommission Deutscher Corporate Governance Kodex*) dated 21 May 2003 (hereinafter “Code”) and published by the Federal Ministry of Justice (*Bundesministerium der Justiz*) in the official section of the electronic Federal Gazette are complied with, except for the following recommendations:

1. Section 4.2.4 of the Code recommends that the compensation of the members of the Executive Board shall be reported in the Notes of the Consolidated Financial Statements subdivided according to fixed, performance-related and long-term incentive components. Such figure shall be individualized.

AIXTRON AG will report the compensation of the members of the Executive Board in the Notes of the Consolidated Financial Statements subdivided according to fixed, performance-related and long-term incentive components, but not individualized. It is AIXTRON AG’s view that an individualized break-down would not provide any relevant additional information for the capital markets.

2. Section 5.4.5 (3) of the Code recommends that the compensation of the members of the Supervisory Board shall be reported in the Notes of the Consolidated Financial Statements individualized, subdivided according to the components.

AIXTRON AG will report the compensation of the members of the Supervisory Board in the Notes of the Consolidated Financial Statements subdivided according to the components, but not individualized. It is AIXTRON AG’s view that an individualized break-down would not provide any relevant additional information for the capital markets.

3. Section 2.3.1 (2) of the Code recommends that the Management Board shall not only provide the reports and documents, including the Annual Report, required by law for the General Meeting, and send them to shareholders upon request, but shall also publish them on the company's Internet site together with the agenda.

Section 2.3.2 of the Code recommends that the company shall inform all domestic and foreign shareholders, shareholders' associations and financial services providers, who, in the preceding 12 months, have requested such notification, of the convening of the General Meeting together with the convention documents, upon request, also using electronic channels.

AIXTRON AG has decided to publish and disseminate the invitation to the Extraordinary General Meeting to be held on September 30, 2004 as prescribed by law and the Articles of Association, including the reports and documents that can be inspected at the Company’s business premises upon convening of the General Meeting; and, as an exceptional event, it will not publish such invitation or reports and documents on the Company’s website or disseminate them in electronic form in accordance with sections 2.3.1 (2) and 2.3.2 of the recommendations of the Code. Thereby, any risks of a potential violation of foreign capital market and stock exchange rules and regulations shall be avoided, which could exist due to generally available publication of information to an unlimited international group of addresses in connection with the signing of the Agreement and Plan of Merger dated July 1, 2004

between AIXTRON AG and Genus Inc., domiciled in Sunnyvale, USA, and the implementation of such Agreement.

The invitation to the Extraordinary General Meeting and the reports and documents as required by law for the General Meeting will be available for inspection at the Company's business premises during normal office hours upon convening the General Meeting and will also be available at the General Meeting. Copies of these documents will be sent without delay and free of charge to shareholders on request."

AIXTRON AG

Aachen, August 2004

Executive Board

*/s/ Paul Hyland  
Chairman of the Executive Board*

Supervisory Board

*/s/ Kim Schindelhauer  
Chairman of the Supervisory Board*