Resolution concerning the approval of the remuneration system for Executive Board members

The currently applicable Executive Board remuneration system was most recently presented by the management to the Annual General Meeting of AIXTRON SE on 16 May 2018 on a voluntary basis. That presentation for approval by the Annual General Meeting was based on the arrangement in section 120 (4) AktG in the version that was applicable until 31 December 2019.

However, by way of the German Act on the Transposition of the Second Shareholder Rights Directive (*Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie*, ARUG II) of 12 December 2019, section 120 (4) AktG was repealed, and a new section 120a AktG was introduced. Pursuant to section 120a (1) sentence 1 AktG, the general meeting of a listed company is to adopt a resolution concerning the approval of the remuneration system for management board members, as presented by the supervisory board, whenever there is a material change to the remuneration system, but at least every four years. With ARUG II, the legislators at the same time specified the requirements for the remuneration system of a listed company in section 87a AktG. Because of the transitional rules, both provisions are first mandatory for AIXTRON SE for the 2021 Annual General Meeting.

In view of these changes of the German Stock Corporation Act, the Supervisory Board of AIXTRON SE decided at its meeting on 26 February 2020 to adopt a new remuneration system for the Executive Board members of AIXTRON SE, which is applicable to Executive Board contracts that are concluded in future. Therefore, at the Annual General Meeting of AIXTRON SE on 20 May 2020, a resolution by the Annual General Meeting is now to be adopted concerning the approval of the remuneration system for Executive Board members, as presented by the Supervisory Board.

The Supervisory Board considers the presented remuneration policy to be appropriate, clear, and understandable in terms of both the amount of remuneration and the remuneration structure. It is now consistent with the requirements of section 87a AktG and with the German Corporate Governance Code (DCGK 2020), as published in the Federal Gazette on 20 March 2020.

The Supervisory Board proposes that the Annual General Meeting approve the remuneration system for Executive Board members, as reproduced in the following.

A. Main features of the remuneration system for members of the Executive Board of AIXTRON SE

Executive Board remuneration at AIXTRON SE is structured in a way that promotes corporate governance founded on a sustainable, long-term strategy. Therefore, remuneration is also tied to ethical, ecological, and social criteria. The remuneration system creates incentives for the sustainable, long-term development of the Company as a whole and for the long-term commitment of Executive Board members.

The remuneration system is structured in a clear and understandable manner. It is consistent with the requirements of the AktG (in the version of 12 December 2019) and with the recommendations contained in the German Corporate Governance Code in the version of 16 December 2019 (DCGK 2020). It ensures that the Supervisory Board is able to respond to organisational changes and flexibly take into account changed market conditions.

The Supervisory Board is responsible for determining the structure of the remuneration system. The Supervisory Board sets the specific remuneration for each Executive Board member on the basis of the remuneration system. To the extent legally permissible, the Supervisory Board seeks to offer Executive Board members remuneration that is both in line with the market and competitive, also in order to be able to recruit outstanding individuals in future and gain their long-term commitment.

In setting specific remuneration, it takes into account the following basic conditions:

- The remuneration of Executive Board members is to bear an appropriate relationship to their responsibilities and performance as well as to the situation and performance of AIXTRON SE, and it is to be consistent with the standards customary on the market.
- The remuneration of Executive Board members is not to exceed the customary level of remuneration without specific reasons.
  - In assessing whether remuneration is customary, the Supervisory Board compares whether it is in line with the remuneration of management board members of comparable enterprises and with the remuneration of the senior management level and the workforce of AIXTRON SE as a whole, taking into consideration how remuneration has developed over time.
  - For the purposes of the external comparison, the Supervisory Board uses the remuneration data of the semiconductor plant manufacturers Veeco Instruments, Applied Materials, Lam Research, ASML, and ASMI, as well as companies listed on the TecDAX that have a market capitalisation between 50% and 200% of the market capitalisation of AIXTRON SE. For the purposes of the internal comparison, the

Supervisory Board defines the senior management level as the ten senior managers whose remuneration is not tied to collective bargaining agreements and who have the greatest managerial responsibility and decision-making authority.

- The portion of variable remuneration achieved as a result of reaching long-term targets is to exceed the portion from short-term targets, in order to align the remuneration of Executive Board members in particular with long-term business development.
- The specific performance by an Executive Board member is to be appropriately taken into consideration and rewarded. Failure to achieve targets is to result in an appropriate reduction in variable remuneration. However, the remuneration structure is not to encourage the taking of inappropriate risks.

B. Involvement of the Annual General Meeting, application and reassessment of the remuneration system

The remuneration system decided upon by the Supervisory Board is presented to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system that is put to a vote, a reassessed remuneration system will be presented to the next Annual General Meeting at the latest.

The appropriateness of the remuneration components are reviewed by the Supervisory Board annually. If necessary, the Supervisory Board may call upon an external remuneration expert, who is to be independent of the Executive Board and of AIXTRON SE, for the purpose of developing and updating the remuneration system and evaluating whether remuneration is appropriate. In the event of material changes to the remuneration system, but at least every four years, the Supervisory Board will present the remuneration system to the Annual General Meeting for approval.

After it is approved by the Annual General Meeting, this system governing the remuneration of Executive Board members will be applied to Executive Board employment contracts that are concluded in future.

In well-justified cases of exception, the Supervisory Board may decide to derogate temporarily from the remuneration system (arrangements concerning the structure and amount of remuneration, arrangements with respect to individual remuneration components, or the composition of the comparative group of enterprises) if this is necessary in the interest of the long-term welfare of AIXTRON SE. As a rule, the targets and target values do not change during the periods relevant for target achievement. In the event that extraordinary, unforeseen developments occur (such as serious financial crises) whose effects were not sufficiently taken into consideration when the targets were set and that vitiate the original Company targets, the Supervisory Board may appropriately take these into account in rare, justified special cases for the purposes of determining the achievement of targets. Generally unfavourable market developments are explicitly not considered to be extraordinary developments that took place during the year. An explanation of and the reasons for such derogations and extraordinary developments will be provided as part of the remuneration report in a clear and comprehensible manner.

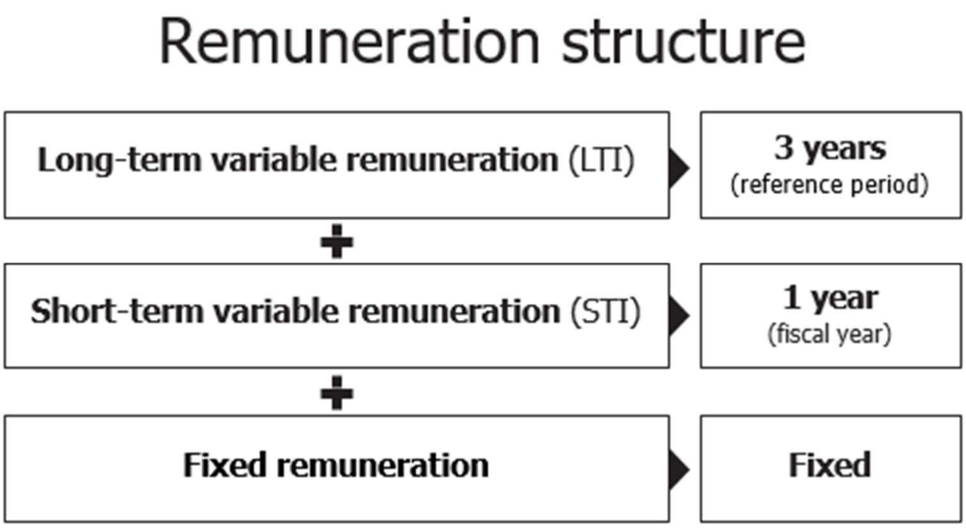
C. Remuneration components, target total remuneration, maximum remuneration

The total remuneration for each Executive Board member consists of three components:

- fixed remuneration,
- short-term, performance-related variable remuneration (**s**hort-**t**erm **i**ncentive, STI) and
- long-term, performance-related variable remuneration (**l**ong-**t**erm **i**ncentive, LTI).

The remuneration components described in more detail below are the benchmarks for

- the target total remuneration set for an Executive Board member personally (see D.I),
- the maximum remuneration specified for Executive Board members (expenditure cap, see D.II) and
- the remuneration cap for Executive Board members (allocation cap, see D.III).



I. Fixed remuneration

Fixed remuneration consists of fixed, non-performance-related base remuneration, which is paid out monthly (13 times per year) as salary.

Other components of fixed remuneration include ancillary benefits, such as provision of a company car, allowances for an individual private pension, and assumption of costs for other insurance policies.

II. Performance-based variable remuneration components

Variable remuneration components are tied to the performance of the AIXTRON SE Group. They consist of short-term variable remuneration (**s**hort-**t**erm **i**ncentive, STI) and long-term variable remuneration (**l**ong-**t**erm **i**ncentive, LTI).

The amount of each component depends on the achievement of financial and non-financial performance indicators. With a view to business development that is sustainable, successful, and in line with the interests of shareholders, as well as with the aim of setting remuneration for Executive Board members that is appropriate to the situation and performance of AIXTRON SE, the Supervisory Board reaches an agreement with each Executive Board member in his or her employment contract on the relative proportions of various targets, and prior to a financial year, it specifies the target values for the purpose of defining target achievement for each Executive Board member.

1. Short-term incentive, STI (short-term variable remuneration)

STI is geared to the business, financial and operational performance achieved by the AIXTRON SE Group in the financial year, and it is paid out in full in cash. The amount of STI is oriented toward the portion of the consolidated net income for the year that is to be apportioned to the shareholders of the Company. For the purpose of the remuneration system, we use the term "consolidated net income for the year". It consists of profits that are to be apportioned to the shareholders of the Company and excludes profits to which other holders of interests in joint participations (such as in a joint venture) are entitled.

Prior to the start of a financial year, the Supervisory Board establishes STI targets for that financial year. The amount of the STI's target value at 100% target achievement (target STI) varies from 1.1% to 1.75% of the consolidated net income for the financial year pursuant to the budget approved by the Supervisory Board. This amount constitutes target STI.

At its first meeting following the close of the financial year, the Supervisory Board determines actual STI target achievement for the respective Executive Board member. STI target achievement is determined using the indicators consolidated net income for the year and market position of the AIXTRON SE Group, as well as financial and operational targets. In this regard, the relative weighting amounts to 70% for consolidated net income for the year, 15% for market position, and 15% for financial and operational targets.

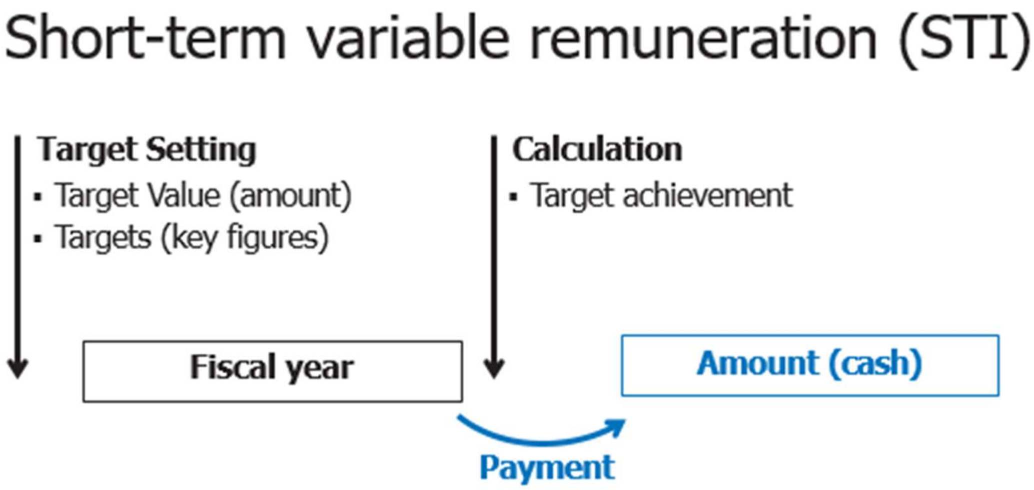
The financial targets that the Supervisory Board may choose from prior to the start of a financial year include, inter alia: profitability, capital efficiency, growth, and liquidity. The Supervisory Board is at liberty to define other financially significant target values and to include them in the specific set of criteria for a financial year.

The operational targets that the Supervisory Board may choose from prior to the start of a financial year include, inter alia: innovation, development of new business fields and markets, business performance, implementation of portfolio measures, implementation of operational measures, such as increasing efficiency or reducing costs, and implementation of the business strategy. The Supervisory Board is at liberty to define other operationally significant target values and to include them in the specific set of criteria for a financial year.

The corresponding targets also apply to senior managers in order to ensure that the target system is consistent throughout the Company.

STI target achievement is capped at 250%. If the proportion of the annual net income for the year that was actually achieved in a financial year is zero or negative, STI is forfeited for the financial year.

STI is paid out in cash within six weeks after the Supervisory Board determines target achievement and adopts the consolidated financial statement for the respective financial year, but not later than 31 March of the corresponding year.



2. **Long-term incentive, LTI (Long-term variable remuneration)**

LTI is geared to the performance achieved by the AIXTRON SE Group over a period of three years, and it is granted entirely in shares of AIXTRON SE, which the Executive Board member can first dispose of after four years.

Prior to the start of a financial year, the Supervisory Board establishes for each Executive Board Member long-term targets for the upcoming three-year period. The three-year period begins with the financial year following target specification and covers the two financial years that follow it (reference period).

At the start of the financial year, the Executive Board member receives forfeitable stock awards representing a share price based market value in an amount that varies from 1.4% to 2.25% of the consolidated net income for the financial year pursuant to the budget approved by the Supervisory Board. The value of these stock awards constitutes target LTI.

The number of forfeitable stock awards is calculated based on the average of the closing prices (XETRA or successor system) on all stock exchange trading days in the last quarter of the previous year (1 October to 31 December). If consolidated net income for the year is budgeted to be zero or negative, and if return to profitability is expected during the reference period, the Supervisory Board may within reason specify an LTI value for the financial year.

At its first meeting following the end of the reference period, the Supervisory Board determines actual LTI target achievement for the reference period. LTI target achievement is determined using the indicators consolidated net income for the year and **t**otal **s**hareholder **r**eturn (TSR), as well as sustainability targets. In this regard, the relative weighting amounts to 50% for consolidated net income for the year, 40% for TSR, and 10% for sustainability targets.

a) Target specification and determination of target achievement

Consolidated net income for the year

Prior to the start of each financial year, the Supervisory Board establishes a target value that the aggregate consolidated net income for the year is to achieve during the reference period (target value) After the reference period ends, the aggregate consolidated net income for the year actually achieved during the reference period is calculated (actual value). In addition, the ratio of the actual value to the target value is calculated. If the ratio is 250% or higher, target achievement amounts to 250%. If the ratio is zero or negative, target achievement amounts to 0%. A linear interpolation takes place between these values.

Total shareholder return (TSR)

TSR means the total shareholder return over the reference period. It is calculated as the ratio of the change in the stock price, plus paid dividends, at the end of the reference period to the value at the start of the reference period.

The TSR for AIXTRON stock is determined by the weighted TSR for a comparative group, which consists of the stock of six semiconductor plant manufacturers – Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML and ASMI – and is weighted in proportion to their market capitalisation.

Change in the stock price means the difference between the average values of the closing prices (XETRA or successor system) on all exchange trading days in the last quarter prior to the start of the reference period and in the last quarter of the reference period.

After the reference period ends, the ratio of the change in the TSR for AIXTRON stock to the change in the TSR for the comparative group is calculated. If the ratio is 250% or higher, target achievement amounts to 250%. If the ratio is 50% or less, target achievement amounts to 0%. A linear interpolation takes place between these values.

If during the period under consideration the enterprises in the comparative group experience extraordinary changes (such as mergers, changes in the business field, etc.), the Supervisory Board may take this appropriately into consideration with regard to the composition of the comparative group or the calculation of the relevant stock prices of competitors. In such case, the Supervisory Board will report on this in the annual remuneration report.

Sustainability
At AIXTRON SE, sustainability consists of the areas environment, social affairs, and good corporate governance. Prior to the start of each financial year, the Supervisory Board establishes two to three sustainability targets that are to be achieved by the end of the reference period. Target achievement corresponds to the ratio of the actual values to the target values, with target achievement being limited to 0% to 250%.

The sustainability targets that the Supervisory Board may choose from prior to the start of a financial year for the specification for the respective Executive Board member include, inter alia: efficient use of energy and raw materials, reduction of emissions, employee satisfaction and development, customer satisfaction, innovation achievements, successor planning, and compliance. The Supervisory Board is at liberty to define other target values in the area of sustainability and to include them in the specific set of criteria for a financial year.

b) Conversion of forfeitable stock awards; restriction period

After the Supervisory Board determines LTI target achievement, the forfeitable stock awards are, depending on the degree of target achievement, converted into vested stock awards (subject to compliance with the remuneration cap, see D.III).

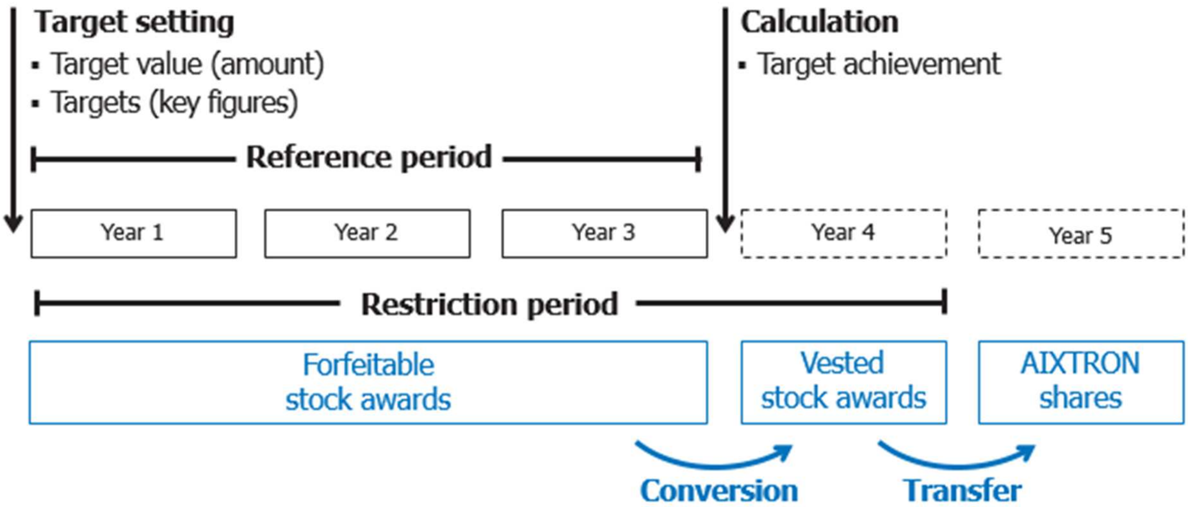
- If target achievement exceeds 100%, the Executive Board member receives the number of shares awarded at the start of the reference period, plus an additional number of shares corresponding to the amount by which targets were exceeded.

- If target achievement is less than 100%, the corresponding number of awarded shares is forfeited without replacement.

The maximum number of vested stock awards that may be granted in connection with LTI is capped at 250% of the number of forfeitable stock awards granted at the start of the reference period.

Following expiry of a four-year restriction period, calculated from the start of the reference period, one share of AIXTRON stock is transferred for each vested stock award (subject to compliance with the remuneration cap, see D.III). This is to take place in the week following publication of the annual report. The Executive Board member is not entitled to receive dividends during the restriction period.

Long-term variable remuneration (LTI)



D. Target total remuneration, remuneration limits, and other provisions

The remuneration for Executive Board members is to bear an appropriate relationship to their responsibilities and performance as well as to situation and performance of AIXTRON SE, and it is to be consistent with the standards customary on the market. The remuneration system is to set incentives for the sustainable, long-term development of the Company as a whole and for the long-term commitment of Executive Board members. The Supervisory Board takes this into consideration when setting target total remuneration for each Executive Board member (see D.I).

Successful Executive Board work is to be rewarded to an appropriate extent, with the Executive Board and the shareholders all sharing in positive business development. At the same time, in order to prevent the taking of inappropriate risks and ensure an appropriate relation to the situation and performance of AIXTRON SE, Executive Board remuneration is limited by setting maximum remuneration (expenditure cap, see D.II) and a remuneration cap (allocation cap, see D.III).

The annual remuneration report provides an explanation of target specification and target achievement, as well as the remuneration structure based thereon, so that the relationship between business performance and Executive Board remuneration is clear and understandable for shareholders.

I. Target total remuneration

The Supervisory Board sets target total remuneration for each Executive Board member for the upcoming financial year on the basis of the remuneration system.

Total target remuneration corresponds to the aggregate of fixed remuneration, target STI (see C.II.1, above), and target LTI (see C.II.2, above).

II. Maximum remuneration (expenditure cap)

The total remuneration owed to the Executive Board for a financial year may not exceed EUR 6.5 million in the case of two Executive Board members or EUR 10 million in the case of three or more Executive Board members (maximum remuneration).

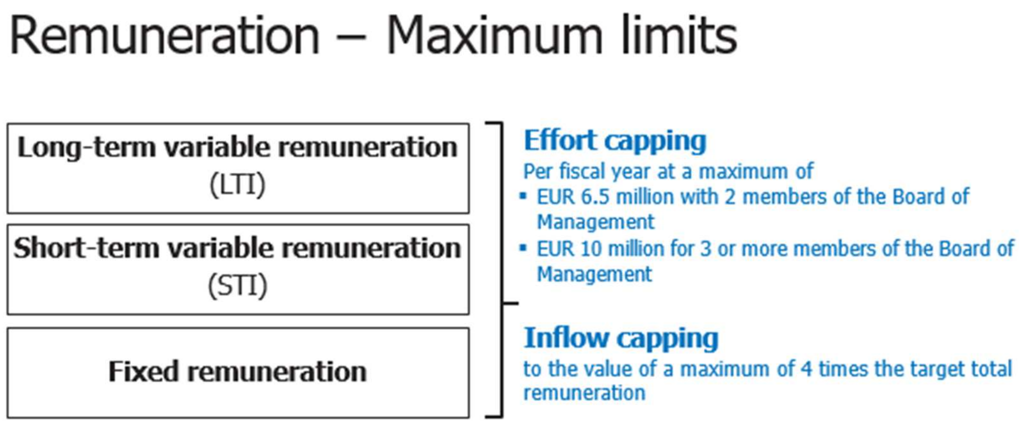
The total remuneration owed to the Executive Board for a financial year that may not exceed the aforementioned amount is the aggregate of all remuneration components expended for the Executive Board members in accordance with IFRS for the financial year in question (expenditure cap). It consists of the aggregate of the fixed remuneration, STI amounts, and LTI amounts actually expended for the individual Executive Board members in the financial year in question.

Fixed remuneration and STI amounts are expended in cash. LTI constitutes proportional remuneration that is equity-settled within the meaning of IFRS 2. It is recognised as an expense in accordance with the rules in IFRS 2 for such transactions, taking into consideration the agreed terms and conditions.

III. Remuneration cap (allocation cap)

In addition, the amount of remuneration for each Executive Board member for a financial year in terms of allocation is capped at four times the Executive Board member's target total remuneration for the financial year in question (allocation cap).

Accordingly, the aggregate of fixed remuneration paid for the financial year in question, the STI amounts, and the stock exchange value of the shares transferred under the LTI for the financial year in question (as determined based on the closing price on XETRA or a successor system on the date of transfer) may not exceed four times the respective Executive Board member’s target total remuneration for the financial year in question. If the remuneration cap is exceeded, a portion of the vested stock awards that are subject to this limit are forfeited in order to create compliance.



IV. Other provisions

If an Executive Board member holds supervisory board mandates within the Group, such work is covered in full by the remuneration paid to him or her as an Executive Board member of AIXTRON SE. If an Executive Board member assumes supervisory board mandates outside of the Group, the Supervisory Board decides as part of the approval whether and to what extent any remuneration paid may be offset against the Executive Board member’s remuneration.

Since the individual remuneration components are set for each Executive Board member personally and, moreover, the scope of the specified starting values for the calculation (budgeted consolidated net income for the year in the case of STI and in the case of LTI) may vary from financial year to financial year, the prospective relative proportions of the individual remuneration components can be specified only as percentage ranges.

The reference points for the variable remuneration components are to be selected in the Executive Board employment contracts in such a way that during the term of the respective contracts, target total remuneration can be expected to consist of a relative proportion of

- 20% to 40% in terms of fixed remuneration
- 25% to 45% in terms of target STI and
- 30% to 50% in terms of target LTI.

No legally binding relative ranges have been specified. This ensures that the Supervisory Board is able to set target total remuneration in accordance with the aforementioned principles that bears an appropriate relation to the situation and performance of AIXTRON SE. The foregoing does not affect the specification of maximum remuneration.

E. Policy concerning stockholding

Following a four-year buildup phase, the members of the Executive Board are obligated to hold AIXTRON stock worth 100% of their base remuneration throughout their terms of office on the Executive Board.

The value of vested stock awards is set off against the respective target shareholding value. Executive Board members may sell shares only if they exceed the respective target value.

In this way, Executive Board members express their confidence in the successful future of AIXTRON SE.

F. Reclamation (claw-back) and retention or reduction (malus) of remuneration components

In the event of any breaches of duty or compliance, the Supervisory Board can reduce the variable remuneration components.

This concerns short-term variable remuneration (STI) that has not yet been paid out and stock awards under long-term equity-based remuneration (LTI) for which shares have not yet been transferred.

In cases of a grossly negligent or wilful breach by an Executive Board member of the duty of care to be exercised by a prudent and conscientious manager in accordance with section 93 (1) AktG, AIXTRON SE is entitled to reclaim from him or her, either in whole or in part, the variable remuneration components that have been paid out for the respective calculation period in which the breach of duty occurred or, as the case may be, to order the forfeiture of stock awards under long-term equity-based remuneration (LTI) for which shares have not yet been transferred.

If variable remuneration components that are tied to the achievement of certain targets were improperly paid out on the basis of incorrect data, the Company is to reserve the right to reclaim the amount of the difference resulting from the recalculation of the amount of variable remuneration as compared with the amount previously paid out.

Use may be made of this possibility even where the Executive Board member’s term of office or employment relationship has already ended. Claims against the Executive Board member for compensation of damages remain unaffected.

G. Arrangements in the case of contract termination

In the case of termination of an Executive Board contract, outstanding variable remuneration components attributable to the time up until contract termination will be paid out in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding periods specified in the contract. If an Executive Board contract ends during a financial year, STI and LTI are paid out in that financial year on a pro-rata basis relative to the amount of time the contract was in effect.

The foregoing does not apply to cases in which the employment contract is terminated without notice for cause inherent in the Executive Board member for which he or she is responsible. In such case, variable remuneration will not be paid for the year in which termination becomes effective.

In the case of premature termination of the Executive Board mandate by reason of revocation of the appointment, the Executive Board member will be paid a severance equal to the remuneration expected to be owed by the Company for the remaining term of the employment contract, but not more than two years of remuneration (severance cap).

The Supervisory Board may provide in the Executive Board employment contract that following termination of the Executive Board member due to a change-of-control event, severance will be paid in the aforementioned maximum amount. A change-of-control event in the foregoing sense exists where a third party, or a group of third parties who combine their shareholding by contract in order in that way to act as one third party, directly or indirectly holds more than 50% of the Company's share capital.

Benefits going beyond this severance are excluded.

In the case of premature termination of the Executive Board mandate by reason of mutual agreement to end the employment contract, the total value of the benefits/payments pledged by the Company to the Executive Board member in connection with such an agreement is not to exceed the amount of the remuneration expected to be owed by the Company for the original remaining term of the employment contract, but not more than the value of two years of remuneration.

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H. Reporting

The Executive Board and the Supervisory Board prepare a remuneration report each year in accordance with statutory provisions. In this regard, the Supervisory Board provides a clear and comprehensible explanation of the performance criteria that were applied, how they were applied, and how the respective amount of the variable remuneration components is calculated. Furthermore, the Supervisory Board will report on the possible adoption of additional target values in the specific set of criteria for STI and/or LTI for a financial year or changes in the comparative group of enterprises.

The remuneration report on the past financial year contains an outlook on the application of the remuneration system in the current financial year. That outlook reports in advance on the selection of the financial performance criteria. By contrast, an explanation of non-financial performance criteria, as well as the specific targets set for the financial indicators, is provided after the end of the periods relevant for STI and/or LTI in order to avoid prematurely disclosing strategic projects with a bearing on competition.