

# CORPORATE GOVERNANCE

## Declaration on Corporate Governance

### Declaration of Conformity

The Executive Board and the Supervisory Board of AIXTRON SE declare pursuant to Art. 9 para. 1 lit. c)(ii) SE-Reg. in conjunction with Section 161 German Stock Corporation Act (AktG) that AIXTRON SE has complied with the recommendations of the Government Commission „German Corporate Governance Code“ in the version dated February 7, 2017 with the exceptions stated in this declaration of conformity and continues to comply and will continue to comply with the recommendations of the Government Commission „German Corporate Governance Code“ in the version dated February 7, 2017 with the exceptions stated below.

### Composition of the Executive Board (4.2.1 Sentence 1 DCGK)

Section 4.2.1 Sentence 1 of the German Corporate Governance Code (DCGK) recommends that the Executive Board should consist of several persons and have a chairman or spokesman. The Executive Board of AIXTRON SE consists of two persons. A chairman or spokesman of the board is not appointed. Rules of procedure were issued for the Executive Board in which the distribution of responsibilities is regulated in detail and equal management of AIXTRON SE by both Executive Board members is provided for. The Supervisory Board is of the opinion that, given the size of the Executive Board and its structure, it is not appropriate to appoint a chairman or spokesman of the Executive Board.

### Consideration of the ratio of the remuneration of the Board of Management to the remuneration of senior executives and the workforce as a whole, including the development over time (4.2.2 para. 2 Sentence 3 DCGK)

In Section 4.2.2 para. 2 Sentence 3, the German Corporate Governance Code (DCGK) recommends that the Supervisory Board, when determining the total remuneration of the individual members of the Executive Board, should also take into account the ratio of the remuneration of the Executive Board the remuneration of the senior management and the workforce as a whole over time, with the Supervisory Board determining how the upper management and the relevant workforce are to be defined for comparison purposes. In concluding the current contracts with the members of the Executive Board, the Supervisory Board did not expressly specify how the upper management and the relevant total workforce were to be defined. However, the ratio of the remuneration of the Executive Board to the remuneration of the senior management and the relevant total workforce is used as the basis for assessing the appropriateness of the remuneration of the Executive Board in accordance with Section 4.2.2 para. 2 Sentence 2 DCGK.

### **Maximum limits for Executive Board remuneration (4.2.3 para. 2 Sentence 6 DCGK)**

The German Corporate Governance Code (GCGC) recommends in Section 4.2.3 para. 2 sentence 6 that the remuneration of the members of the Executive Board as a whole and with regard to their variable remuneration components should be subject to maximum limits. The total compensation of the Executive Board members of AIXTRON SE includes both a fixed compensation as well as various variable compensation components. The variable compensation is limited to a maximum amount of EUR 6.5 million with respect to the variable bonus for the entire Executive Board. Half of the variable remuneration is granted in the form of Company stock awards. The amount of the respective stock awards is subject to the aforementioned maximum limit in relation to the time of the commitment. The shares are transferred after a period of three years following the given commitment. Should the value of these shares increase during this period, which would be in the interests of all shareholders, the members of the Executive Board should also benefit from this development, possibly even beyond the aforementioned maximum limit.

### **Standard limit for length of service on the Supervisory Board and age limit for Supervisory Board members (5.4.1 para. 2 Sentence 2 DCGK)**

In Section 5.4.1 para. 2 Sentence 2, the German Corporate Governance Code (DCGK) recommends that the Supervisory Board should specify specific objectives for its composition, which should take into account, among other things, a regulatory limit to be determined for the length of service on the Supervisory Board, taking into account the company-specific situation. It is difficult to define an optimal length of service and the Supervisory Board considers it advantageous to keep the currently available know-how on the Supervisory Board against the background of the current company situation. This includes, for example, many years of knowledge of the company and the niche markets addressed by the company as well as comprehensive knowledge of capital market and financially relevant issues of a globally positioned group. Due to these factors, the Supervisory Board did not set a limit for the length of service on the Supervisory Board at that time.

## Consideration of the chairmanship and deputy chairmanship of the Supervisory Board and the chairmanship and membership of committees in Supervisory Board remuneration (5.4.6 para. 1 Sentence 2 DCGK)

In Section 5.4.6 para. 1 Sentence 2, the German Corporate Governance Code (DCGK) recommends that the remuneration of the Supervisory Board should take into account the chairmanship and deputy chairmanship of the Supervisory Board as well as the chairmanship and membership of committees. In addition to membership of the Supervisory Board, the Supervisory Board remuneration resolved by the Annual General Meeting on 16 May 2018 only takes into account the chairmanship and deputy chairmanship of the Supervisory Board and the chairmanship of the Audit Committee. Further consideration of the deputy chairmanship of the Audit Committee and the chairmanship and deputy chairmanship of the remaining Committees is not considered meaningful, as the expenses incurred for these activities have already been adequately covered by the recently adjusted Supervisory Board remuneration.

Herzogenrath, February 4, 2020

AIXTRON SE

The Executive Board of AIXTRON SE



**Dr. Felix Grawert**

Member of the Executive Board



**Dr. Bernd Schulte**

Member of the Executive Board

For the Supervisory Board of AIXTRON SE



**Kim Schindelhauer**

Chairman of the Supervisory Board