

CORPORATE GOVERNANCE

Declaration of Corporate Governance

AIXTRON is committed to the principles of transparent, responsible corporate governance aimed at creating sustainable value. Through appropriate management and supervision of the Company, we - the Executive Board and the Supervisory Board - aim to underpin the trust placed in us by our shareholders, the financial markets, our customers, business partners, employees and the general public. We are convinced that good corporate governance is an essential basis for the success of our Company.

The declaration of corporate governance in accordance with the German Commercial Code (HGB) as well as the current joint declaration of conformity by the Executive Board and the Supervisory Board in accordance with § 161 of the German Stock Corporation Act (AktG) are published in the Annual Report and on the AIXTRON website in German and English language.

Declaration of Conformity

The German Corporate Governance Code was revised on December 16, 2019 and became the basis for the Declaration of Conformity upon publication in the Federal Gazette on March 20, 2020 ("DCGK 2020"). The Executive Board and the Supervisory Board of AIXTRON SE declare that AIXTRON SE has complied with the recommendations of the DCGK 2020 and will continue to comply with them in the future, in each case with the following exception:

Consideration for the Chairmanship and Deputy Chairmanship of the Supervisory Board as well as the Chairmanship and Membership of Committees in Supervisory Board Compensation (G.17 DCGK 2020)

According to G.17 DCGK 2020, Supervisory Board compensation shall take into account the Chair and Deputy Chair of the Supervisory Board as well as the Chair and membership of committees. The Supervisory Board compensation resolved by the Annual General Meeting on May 16, 2018 only takes into account the chairmanship and deputy chairmanship of the Supervisory Board and the chairmanship of the Audit Committee in addition to membership of the Supervisory Board. Further consideration of the deputy chairmanship of the Audit Committee and a chairmanship and deputy chairmanship of the other committees is not considered appropriate, as the time and effort involved in these activities is already adequately covered by the Supervisory Board compensation.

Furthermore, the Executive Board and the Supervisory Board of AIXTRON SE declare that AIXTRON SE has complied with the recommendations of the version of the German Corporate

Governance Code dated February 7, 2017 (“**DCGK 2017**”) applicable until March 20, 2020, with the following exceptions (in addition to the deviation from recommendation No. 5.4.6 para. 1 sentence 2 DCGK 2017 already described above, which corresponds to recommendation G.17 DCGK 2020):

Composition of the Executive Board (4.2.1 Sentence 1 DCGK 2017)

According to Section 4.2.1 Sentence 1 of the DCGK 2017 recommends that the Executive Board should consist of several persons and have a chairman or spokesman. The Executive Board of AIXTRON SE consisted of two persons in the past fiscal year until September 30, 2020, and was expanded by one person as of October 1, 2020. A chairman or spokesman of the board was not appointed for the fiscal year 2020. In the course of the expansion of the Executive Board, the Supervisory Board has appointed Dr. Grawert as Chairman of the Executive Board with effect from April 1, 2021.

Maximum limits for Executive Board remuneration (4.2.3 para. 2 Sentence 6 DCGK 2017)

According to Section 4.2.3 para. 2 sentence 6 DCGK 2017, the remuneration of the members of the Executive Board as a whole and with regard to its variable remuneration components should have maximum limits in terms of amounts. The total remuneration of the members of the Executive Board of AIXTRON SE under the previous remuneration system, which was still applicable in the period relevant here until March 20, 2020, includes both a fixed remuneration and various variable remuneration components. Accordingly, the variable remuneration is limited with regard to the variable bonus for the entire Executive Board to a maximum of EUR 6.5 million, whereby in the case of the commitment to shares the point in time of the commitment is decisive, i. e. any increases in value of the shares after their transfer to the Executive Board member are possible in excess of the aforementioned maximum limit.

The current remuneration system, which applies to Executive Board contracts signed after March 20, 2020, provides for maximum limits in terms of amount.

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 2017)

According to Section 5.4.1 (2) Sentence 2 DCGK 2017, the Supervisory Board shall specify concrete objectives for its composition which, with due regard to the Company-specific situation, shall take into account, among other things, a standard limit to be specified for the length of membership of the Supervisory Board. An optimum length of membership is difficult to define and the Supervisory Board considers it advantageous to retain the experience and knowledge currently available on the Board. 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. The Supervisory Board has therefore not set a regular limit for the length of membership of the Supervisory Board in the relevant period.

Herzogenrath, February 22, 2021
AIXTRON SE

The Executive Board of AIXTRON SE



Dr. Jochen Linck



Dr. Bernd Schulte



Dr. Felix Grawert

For the Supervisory Board of AIXTRON SE



Kim Schindelhauer

Chairman of the Supervisory Board