

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 as well as the sustainable and responsible actions of our employees 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 Section 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 of 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.

Herzogenrath, February 23, 2022
AIXTRON SE

The Executive Board of AIXTRON SE



Dr. Felix Grawert
Chairman



Dr. Christian Danninger
Member



Dr. Jochen Linck
Member

For the Supervisory Board of AIXTRON SE



Kim Schindelhauer
Chairman of the Supervisory Board

Information on Corporate Governance Practices

AIXTRON SE has defined a **Code of Ethics** which applies to Executive Board members as well as Group-wide managers and key employees from the area of finance. The aim of this Code is to promote upright and ethical conduct, including the ethical handling of conflicts of interest, the timely disclosure of complete, accurate and clear quarterly and annual reports, compliance with prevailing laws, rules and regulations and the immediate internal reporting of breaches of the Code where necessary and to ensure accountability for compliance with the Code.

In addition, a **Compliance Code of Conduct** applies to the Executive and Supervisory Boards, to the senior management team as well as to all employees group-wide, holding them accountable for conscientious conduct in conformity with the law. Among the topics addressed, this Code covers the following issues: responsibility and respect towards people and the environment, compliance with the legal conditions, legal and ethical conduct by each individual employee, loyalty to the Company, fair and respectful treatment of fellow employees, rejection of any form of discrimination, dealing responsibly with corporate risks, acting in an environmentally responsible manner, security in all operating areas, working in a professional manner, reliability and fairness in all business relationships, compliance with guidelines on giving / accepting unfair advantages, dealing with insider information and the treatment of Company property. The full texts of the Compliance Code of Conduct can be downloaded from the AIXTRON website in the Investors / Corporate Governance section under “Code of Conduct”.

Furthermore, AIXTRON issued a group-wide **Compliance Manual** which applies to all members of the Executive and Supervisory Boards as well as senior management and which further sets out the principles of the of the Compliance Code of Conduct. The Compliance Manual provides detailed explanations on the compliance organization at AIXTRON, the legal and regulatory requirements and on the resulting conduct requirements applicable to the Executive Board, Supervisory Board, senior management and employees. This Compliance Manual is regularly updated to reflect new / amended legal and regulatory requirements as well as company internal specifications, most recently in January 2022. The teaching of the contents is an elementary component of the Company-wide compliance training offer. Compliance training is mandatory group-wide for members of the senior management team as well as for all other employees of the Group. This is controlled and monitored by our Compliance Department.

In addition, every quarter the group-wide members of the senior management, as well as select key staff members declare in writing that the compliance requirements were observed in their area of responsibility. If the Compliance Manual has been updated, they also declare that they will take note of the updated version and follow and communicate its contents within their area of responsibility. In addition, management principles were defined for the Company’s senior managers which include what is required of senior managers when dealing with employees.

AIXTRON has a **whistleblower hotline**. Notifications of violations of legal, regulatory and internal company requirements can be sent confidentially to the Chairman of the Supervisory Board of AIXTRON SE via a specified e-mail address or in the form of a letter. The Chairman of the Supervisory Board decides together with the Compliance Department, depending on the subject matter and scope of the report, whether to involve other persons and / or bodies. In the event of proven violations or grievances, the involved persons / body will work out proposed solutions with the aim of a prompt remedy, including any necessary sanctions and improvements to the management and monitoring processes. Any reports or indication received will be treated discreetly, confidentially and anonymously by the persons / bodies involved. AIXTRON will not impose any reprisals against employees who report violations.

Furthermore, AIXTRON has established a **Vendor Code of Conduct**, which defines ethical, moral and legal standards related to the purchase and use of what are known as conflict minerals (gold, tantalum, tungsten, tin) within the AIXTRON supply chain. The key content of this code includes information on U.S. rules regarding the use of conflict minerals, the expectations placed on suppliers and the consequences in the event of non-compliance.

The Vendor Code of Conduct is summarized in the **Supplier Manual**, which can be found on the AIXTRON website under the menu item Company / Suppliers in the Supplier Management section.

Executive Board and Supervisory Board Operating Procedures as well as Composition and Mode of Operation of Committees

AIXTRON SE is a European stock company (Societas Europaea) and is subject not only to the German stock corporation law but also to the superordinate European SE regulations and the German SE Implementation Act. The Company has a dual management and control structure consisting of an Executive Board and a Supervisory Board.

The Executive Board is responsible for managing the Company and informs the Supervisory Board regularly, comprehensively and without delay about all relevant issues involving strategy, planning, business development, the risk situation, risk management and compliance.

The Supervisory Board appoints the Executive Board members and oversees and advises the Executive Board in its management duties. To perform certain transactions and measures specified by law, in the Articles of Association of AIXTRON SE or the Executive Board's by-laws, the Executive Board must obtain the prior approval of the Supervisory Board. The Executive Board is required to report to the Supervisory Board on the conclusion, amendment or termination of important agreements that do not require approval under the Articles of Association or the Executive Board's by-laws. The Executive Board is also required to notify the Supervisory Board of all material events, even those that do not require the approval of the Supervisory Board.

As in previous years, the Executive Board and the Supervisory Board worked closely together throughout 2021 for the benefit of the Company. The shared objective is to secure and expand AIXTRON's leading market positions in the long term in order to benefit from growing end markets.

No committees have been set up by AIXTRON SE's Executive Board.

The Supervisory Board of AIXTRON SE has established four committees, an Audit Committee, a Capital Market Committee, a Nomination Committee, and a Remuneration Committee. The Supervisory Board is authorized to establish additional committees from among its members.

The **Audit Committee** consists of a Chairwoman and two other members. As an independent member, the Chairwoman of the Audit Committee, Prof. Dr. Anna Weber, has expertise in the areas of accounting and auditing (Section 107 para. 4, Section 100 para. 5 AktG) and special knowledge and experience in the application of internal control procedures. The members are also familiar in their entirety with the sector in which AIXTRON is represented, which is partially due to their many years of experience. The Audit Committee deals in particular with the audit of the accounting, the monitoring of the accounting process, corporate governance & compliance, the effectiveness of the internal control system, the risk management system, the internal audit system. The Audit Committee also deals with the audit of the financial statements, the assessment of the quality of the audit, and the review of the sustainability report to be prepared by the Company. Furthermore, the Audit Committee submits to the full Supervisory Board a reasoned recommendation for the appointment of the auditor. This was done in November 2021 after the audit mandate for 2022 was retendered and a comprehensive selection process was conducted. The Audit Committee monitors the necessary independence of the auditor and the additional services provided by the auditor. Finally, it deals with the issuing of the audit mandate to the auditor, the determination of auditing focal points and the fee agreement. The committee chairwoman, Prof. Dr. Anna Weber, reports regularly to the Supervisory Board on the work of the Audit Committee.

For the purpose of evaluating, supporting and implementing projects with capital market relevance, a **Capital Market Committee** has existed since 2014, consisting of two members, the Chairman of the Supervisory Board and another member of the Supervisory Board.

The **Nomination Committee**, which consists of three members of the Supervisory Board, makes election proposals to the full Supervisory Board in the event of new appointments to executive bodies and discusses issues relating to the replacement of members of the Supervisory Board.

In addition, a **Remuneration Committee** has been established, consisting of the same members as the Nomination Committee. This committee deals with the application of the compensation system in accordance with the DCGK.

Further details on the work of the Executive Board, Supervisory Board and committees during fiscal year 2021 can be found in the Report of the Supervisory Board, which is part of the Annual Report and can be downloaded from the AIXTRON website. Full details of the composition of the committees can be found in the section “Supervisory Board and its composition”.

Executive Board and its composition

According to Article 8 of AIXTRON SE’s Articles of Association, the Executive Board consists of two or more people. The Supervisory Board determines the precise number of Executive Board members. It also decides whether there should be a Chairman and whether deputy members or a Deputy Chairman should be appointed.

Following the retirement of Dr. Schulte from the Executive Board of AIXTRON SE as of March 31, 2021, the Executive Board consists of three persons at the time of reporting:

Executive Board

(as of December 31, 2021)

Name	Position	Since	End of Term
Dr. Felix Grawert	Chairman	August 14, 2017	August 13, 2025
Dr. Christian Danninger	Member	May 1, 2021	April 30, 2024
Dr. Jochen Linck	Member	October 1, 2020	September 30, 2023

The appointment of Executive Board member Dr. Bernd Schulte regularly ended at the close of March 31, 2021. Dr. Bernd Schulte retired on April 1, 2021. The Supervisory Board appointed Dr. Christian Danninger as a new member of the Executive Board in the function of Chief Financial Officer (CFO) effective May 1, 2021. The appointment was made for three years.

Furthermore, the Supervisory Board appointed Executive Board member Dr. Felix Grawert as Chairman of the Executive Board effective April 1, 2021.

Notwithstanding the Executive Board's overall legal responsibility and the obligation of the Executive Board members to collaborate closely and in confidence with their colleagues, the assigned responsibilities of the individual members of the Executive Board are as follows in accordance with the currently valid **business distribution plan** as of December 15, 2021:

The **Chairman of the Executive Board, Dr. Grawert**, coordinates the work of the Executive Board and is also responsible for Strategic Planning, Marketing, Sales, Customer Service, and Innovation within the AIXTRON Group.

Executive Board member Dr. Danninger is responsible for the Group's Finance and Reporting, Human Resources, Investor Relations & Communications, ESG (Environment, Social and Governance), Corporate Governance, Compliance & Risk Management, and Information Security and Legal departments.

The Executive Board member Dr. Linck has Group-wide responsibility for Procurement, Product Cost Management, Manufacturing and Logistics, Quality Management, IT, Facility Management, and Research and Development.

With the approval of the Supervisory Board, the Executive Board has adopted Rules of Procedure which are regularly reviewed for their appropriateness and topicality. Among other things, they contain a list of matters of fundamental or significant importance on which the Executive Board must formally resolve. This concerns, for example, decisions on: the Company's strategies, business plans and budgets; material changes to the Company and Group organization; the commencement or cessation of the Company's activities; the acquisition and sale of land or land rights; the conclusion, amendment and termination of corporate or significant license agreements; the award of major external consulting and research contracts; fundamental issues relating to human resources and personnel policy; determining the principles for representation in business organizations and associations; appointments to the management and supervisory bodies of subsidiaries and associated companies; important publications and information to the public outside the regular publicity; initiating lawsuits and legal disputes; providing collateral and assuming guarantees.

The Rules of Procedure for the Executive Board and the Articles of Association each contain a catalog of significant transactions and measures that additionally require the prior approval of the Supervisory Board. The transactions and measures requiring approval under the Articles of Association or the Rules of Procedure include, for example, decisions on the establishment or sale of business premises, the acquisition or sale of land, the commencement or discontinuation of business activities or the granting or taking out of loans.

In accordance with the Rules of Procedure, meetings of the Executive Board take place at least twice a month and when the well-being of the Company so requires. Meetings of the Executive Board are convened and chaired by the Chairman of the Executive Board. Each member of the Executive Board can arrange an additional meeting on a specific topic at any time. If the Chairman of the Executive Board is unable to attend, the meeting shall be chai-

red by the member of the Executive Board designated for this purpose by the Chairman of the Executive Board or by the oldest member of the Executive Board. The Executive Board constitutes a quorum if all members have been invited and more than half of its members are present at the time the resolution is adopted, whereby members of the Executive Board connected by telephone or video conference are deemed to be present. Unless otherwise provided by law, the Articles of Association or the Rules of Procedure, the Executive Board shall decide by a simple majority of the votes cast. In the case of a tie, the Chairman of the Executive Board shall cast the deciding vote.

Each member of the Executive Board will disclose conflicts of interest to the Supervisory Board without delay and inform the other members of the Executive Board accordingly. Members of the Executive Board may only take on secondary activities, in particular Supervisory Board mandates outside the company, with the approval of the Supervisory Board.

Long-term succession planning for the Executive Board and age limit for the Executive Board

AIXTRON is a global company operating in a very dynamic and technologically demanding market environment. Therefore, it is of strategic importance for AIXTRON to have a competent Executive Board and to appoint suitable candidates to the Executive Board. After the complete change of generation in the Executive Board, the Supervisory Board will also pursue a long-term succession planning. As part of the succession planning, the Supervisory Board and the Executive Board will also discuss suitable internal candidates to be appointed to the Executive Board. The age limit for the Executive Board is 65 years and is set out in the Executive Board's Rules of Procedure.

Supervisory Board and its composition

Pursuant to Article 11 of AIXTRON SE's Articles of Association, the Supervisory Board consists of five members. The members of the Supervisory Board are generally appointed until the end of the Annual General Meeting in which the shareholders represented ratify the approval of the Supervisory Board's activities for the fourth fiscal year after the term of office begins, whereby the fiscal year in which the appointment was made is not included.

The Supervisory Board elects a Chairman and a Deputy Chairman from among its members. The Supervisory Board Chairman or – if he is unable to do so – his Deputy convenes and conducts the Supervisory Board meetings.

The Supervisory Board has adopted Rules of Procedure. They govern the tasks, rights and obligations of the Supervisory Board, the organization of meetings and resolutions and the formation of committees. The Rules of Procedure of the Supervisory Board were last revised in fiscal year 2021. The Audit Committee has separate Rules of Procedure established by the

Supervisory Board.

The Chairman of the Supervisory Board is generally available for discussions with investors but only to the extent that such discussions take place within a reasonable framework and the topics fall within the sole competence of the Supervisory Board. No discussions with the Chairman of the Supervisory Board were requested in the past fiscal year. Accordingly, no such discussions took place.

Currently, the composition of the Supervisory Board in accordance with the Articles of Association and as determined by the General Meeting is as follows:

Composition of the Supervisory Board

(as of December 31, 2021)

Name	Position	Since	End of Term
Kim Schindelhauer ¹⁾²⁾³⁾⁴⁾⁵⁾	Chairman of the Supervisory Board	2002	AGM 2022
Prof. Dr. Anna Weber ¹⁾	Chairwoman of the Audit Committee, independent financial expert	2019	AGM 2024
Prof. Dr. Andreas Biagosch ¹⁾²⁾		2013	AGM 2024
Prof. Dr. Petra Denk ³⁾⁴⁾		2011	AGM 2024
Frits van Hout ³⁾⁴⁾	Deputy chairman of the Supervisory Board Chairman of the Nomination Committee/Remuneration Committee	2019	AGM 2024

1) Member of the Audit Committee

2) Member of the Capital Market Committee

3) Member of the Nomination Committee

4) Member of the Remuneration Committee

5) Former AIXTRON Executive Board member

Composition of Committees

Audit Committee	Capital Market Committee	Nomination Committee	Remuneration Committee
Prof. Dr. Anna Weber (Chair)	Kim Schindelhauer	Frits van Hout (Chair)	Frits van Hout (Chair)
Kim Schindelhauer	Prof. Dr. Andreas Biagosch	Prof. Dr. Petra Denk	Prof. Dr. Petra Denk
Prof. Dr. Andreas Biagosch		Kim Schindelhauer	Kim Schindelhauer

Independence of Supervisory Board Members and cooperation between the Supervisory Board and the Executive Board

The Supervisory Board shall comprise what it considers to be a sufficient number of independent members (Recommendation C.6 DCGK 2020). Accordingly, the Supervisory Board has set itself the goal that more than half of its members shall be independent (recommendation C.7 DCGK 2020). AIXTRON considers Mr. Schindelhauer to be independent despite the period of time he has been a member of the Supervisory Board. During his time as Chairman of the Supervisory Board, Mr. Schindelhauer has always maintained a professional distance from the Company and the Executive Board and has always fulfilled his monitoring and advisory duties by applying an appropriate critical attitude (recommendation C.8 DCGK 2020).

As all members of the Supervisory Board, which consists exclusively of elected shareholder representatives, are therefore to be regarded as independent, this objective is also met or declared.

The Supervisory Board includes Mr. Schindelhauer, a former member of the Executive Board, whose term of office as a member of the Executive Board, however, was more than two years ago (see also C.7 DCGK 2020). The Supervisory Board therefore complies with recommendation C.11 of the DCGK 2020 that it should not include more than two former members of the Executive Board.

The Supervisory Board must include at least one member with expertise in the field of auditing and at least one other member with expertise in the field of accounting. These requirements are met by the two members Prof. Dr. Weber and Mr. Schindelhauer.

In the run-up to the Supervisory Board meeting in December 2021, the members of the Supervisory Board received the self-evaluation questionnaire prepared annually by the Chairman of the Supervisory Board. After evaluation of the questionnaire, the Supervisory Board determined that the Supervisory Board performs its activities effectively in accordance with recommendation D.13 of the DCGK 2020.

Further mandates of the members of the Executive Board and the Supervisory Board are listed in the notes to the consolidated financial statements in section 36 "Supervisory Board and Management Board".

The Company did not enter into or carry out any material transactions with any related parties in the 2021 fiscal year.

The Audit Committee is chaired by Prof. Dr. Weber, an independent and expert member of the Supervisory Board in accordance with Recommendation D.4 DCGK 2020. She is not the same person as the Chairman of the Supervisory Board. In the persons of Prof. Dr. Weber and Mr. Schindelhauer, the Audit Committee includes one member with expertise in the field of auditing and one further member with expertise in the field of accounting.

Like the Audit Committee, the Supervisory Board holds four regular meetings per calendar year. Extraordinary Supervisory Board meetings as well as meetings of the Nomination Committee and the Capital Market Committee are convened as required.

At the request of the Chairman of the Supervisory Board or the Chairmen of the Committees, the Executive Board regularly attends the ordinary meetings (generally four times a year) of the Supervisory Board or individual committee meetings, reports in writing and orally on the individual agenda items and draft resolutions and answers the questions of the individual Supervisory Board members. Between meetings, all members of the Supervisory Board receive detailed quarterly reports from the Executive Board on the situation of the Company. In addition, the Chairman of the Supervisory Board or the Chairwoman of the Audit Committee are informed by the Executive Board about important developments and upcoming important decisions in telephone calls and personal discussions. In accordance with recommendation D.7 DCGK 2020, meetings are also held regularly without participation of the Executive Board.

As a rule, resolutions of the Supervisory Board and its committees are passed at the meetings. In justified exceptional cases, Supervisory Board members may also participate in a meeting of the Supervisory Board or a committee by telephone or video conference. The Supervisory Board and its committees shall each constitute a quorum if two thirds of its members participate in the adoption of the resolution (outside of meetings by means of a vote conducted in writing, by fax, by telephone or by e-mail or by a combination of these aforementioned communication media, provided that no member of the Supervisory Board objects to this procedure). Resolutions require a simple majority of the votes cast. In the event of a tie, the chairman of the meeting has the casting vote.

Each member of the Supervisory Board shall disclose to the Supervisory Board any conflicts of interest, in particular those that may arise as a result of a consultancy or directorship function with customers, suppliers, lenders or other third parties. Material and not only temporary conflicts of interest in the person of a member of the Supervisory Board result in that person having to resign from office.

Self-evaluation of the Supervisory Board

In fiscal year 2021, the Supervisory Board conducted an internal self-evaluation based on a questionnaire, taking into account AIXTRON-specific topics. The results were discussed by the Supervisory Board and confirmed that the cooperation both within the Supervisory Board and with the Executive Board was characterized by a high degree of trust and openness and was always professional and constructive. The Supervisory Board and its committees were also considered to be adequately informed and effective in their work. Hence there is no fundamental need for change.

Information on the equal representation of men and women as per Section 76 para. 4 and Section 111 para. 5 AktG

Pursuant to Sections 76 para. 4, 111 para. 5 of the German Stock Corporation Act (AktG), the Supervisory boards and Executive Boards of companies that are listed on the stock exchange or subject to co-determination must set target figures for the proportion of women on the Supervisory Boards, Executive Boards and the two management levels below the Executive Board. The DCGK reflects these regulations in principle 3 and principle 9 sentence 2 DCGK 2020 for the Executive Board and in recommendation C.1 sentence 2 DCGK 2020 for the Supervisory Board.

AIXTRON aims to increase both the proportion of women and the internationality of its employees and managers. In doing so, the Company is primarily committed to the professional and social qualification of all employees.

The **Supervisory Board** of AIXTRON SE had set the following **target figures for the proportion of women** to be reached by **31 December 2025**:

Level	Target per 31.12.2025	Target per 31.12.2021	Women's quota as of 31.12.2021	Determined by
Supervisory Board	20%	16.7%	40%	Supervisory Board
Executive Board	0%	0%	0%	Supervisory Board

Since the initial determination of the target figures for achievement by December 31, 2021, the Supervisory Board of AIXTRON SE has been reduced from six to five members. The five-member Supervisory Board includes two women, bringing the proportion of female Supervisory Board members to 40%. The current composition of the Executive Board is in line with the target set for the Executive Board.

The **Executive Board** of AIXTRON SE has set itself the goal of specifically promoting women in the Company. In line with this, the Executive Board has raised the **targets for the proportion of women** now to 10% for the first level below the Executive Board and to 20% for the second level below the Executive Board. These targets are to be achieved by **December 31, 2025**.

Level	Target per 31.12.2025	Target per 31.12.2021	Women's quota as of 31.12.2021	Determined by
1. tier management	10%	3%	4%	Executive Board
2. tier management	20%	17%	17%	Executive Board

In the year 2021, the Company has therefore achieved the targets set.

Following the successful appointment of vacant positions on the Executive Board, in which the Supervisory Board took the diversity concept into account and as part of which female candidates were also considered, the generational transition on the Executive Board has been completed. Based on the structure now in place, no changes in composition are plan-

ned, so the target for the proportion of women on the Executive Board valid until December 31, 2025, has been set consistently at 0%. The proportion of women on the Executive Board is taken into account as part of the long-term succession planning.

Diversity concept for Executive Board and Supervisory Board

Executive Board

As provided for by the DCGK 2020, AIXTRON has addressed diversity objectives (“diversity”) in corporate governance (recommendations B.1 and C.1).

When proposing the appointment of new members to the Executive Board by the Nominating Committee, the Supervisory Board takes into account their personal and professional suitability, international experience and leadership quality, the age limit set for members of the Executive Board, and diversity, including aspects such as age, gender, and educational and professional background. The Executive Board should consist of members with different, complementary competence profiles as well as a sufficient age mix and possess different personalities.

In addition to the above-mentioned qualities, members of the Executive Board should, as far as possible, have different knowledge and experience as well as educational and professional backgrounds, both individually and in their entirety as a team. In view of the Company’s international orientation, experience abroad is an advantage. In its search for suitable candidates to fill vacant positions on the Executive Board, the Supervisory Board took account of the diversity concept and, as part of this, also considered female candidates.

Supervisory Board

The Supervisory Board had set the target for the proportion of women on the Supervisory Board at 16.7% and the deadline for achieving this target on December 31, 2021. With Prof. Dr. Petra Denk and Prof. Dr. Anna Weber, two of the five members of the Supervisory Board are women currently (40%).

The targets for the compositions of the Supervisory Board are shown in detail below:

- When proposing candidates for election to the Supervisory Board, the Nomination Committee ensures that the Supervisory Board always includes members who, individually and collectively as a team, have the knowledge, skills and professional experience required to properly perform their duties. Furthermore, the members should be independent. In this way, the nomination committee contributes to increasing the efficiency and transparency of the selection process. As a general rule, Supervisory Boards should be elected for the longest period of time permitted by the statutes.

- AIXTRON is strongly export-oriented. Experience in AIXTRON's specific electronics and semiconductor markets is therefore a great advantage.
- As a general rule, an age limit of 70 years should be appropriate for Supervisory Board members upon retirement. New Supervisory Board members should be available to the Company for at least two election periods.
- It is desirable that the individual members of the Supervisory Board have the most diverse education, qualifications, expertise and international experience possible in order to have the knowledge, skills and professional experience necessary to properly perform their duties. Company- and product-oriented coverage with an understanding of the business model, the industry-specific features and the processes in the various corporate areas of business administration, accounting, auditing, corporate development, capital market, technology, equipment business, markets / distribution, semiconductor market etc. are advantageous.
- It is in the best interests of the company to utilize the potential of well-trained and motivated employees of different nationalities and genders. The Supervisory Board considers appropriate participation of women on the Supervisory Board to be very important, which is reflected in the current proportion of women on the Supervisory Board of 40%.
- In its opinion, the Supervisory Board should have a sufficient number of independent members, whereby a member of the Supervisory Board shall not be considered independent in particular if he or she has a business or personal relationship with the company, its executive bodies, a controlling shareholder or a company affiliated with the latter that could give rise to a material and not merely temporary conflict of interest.
- More than half of the Supervisory Board shall consist of independent members.
- No more than two former members of the Executive Board shall be members of the Supervisory Board.
- The members of the Supervisory Board shall not exercise directorships or similar positions or advisory tasks for important competitors of the enterprise.
- At least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing. These two members shall then also be members of the Audit Committee.
- Due to the increased demands on the professionalization of the Supervisory Board and in order to simultaneously ensure the greatest possible efficiency of the Supervisory Board's activities as in previous years, new Supervisory Board members should not hold more than five mandates in other listed companies or other companies if they have comparable requirements.

In addition to the goals set for its composition, the Supervisory Board has also drawn up a competence profile for the entire Board. In view of AIXTRON's business activities and the markets addressed by the Company, the Supervisory Board shall have competencies in the areas of technology, finance / accounting, capital markets, strategy and corporate governance. Furthermore, a grown network of contacts and many years of experience in the respective disciplines are advantageous.

The requirement for diversity within the Supervisory Board (recommendation C.1 sentence 2 DCGK 2020) is taken into account, among other things, as a result of the diverse competencies of the individual Supervisory Board members (with regard to areas such as finance, capital markets, M&A, and technology and markets).

The Executive Board and the Supervisory Board of AIXTRON SE are convinced that the composition of the Supervisory Board fully complies with its own objectives and competence profile as well as with the requirement of the DCGK for appropriate diversity and an appropriate number of independent Supervisory Board members.

Information on the remuneration of the Executive Board and Supervisory Board and on the remuneration system of the Executive Board

Detailed information on the structure and amount of remuneration paid to the individual Executive Board members in accordance with principle 25 DCGK 2020 and on the remuneration of the members of the Supervisory Board as well as an exact list of the outstanding Board stock options can be found in the **remuneration report** as part of the Group's consolidated management report.

The remuneration system pursuant to Section 87a (1) and (2) sentence 1 AktG approved by the 2020 Annual General Meeting pursuant to Section 113 (3) AktG with an approval rate of 90.3% is publicly available on the Company's website at [Remuneration Policy](#). A remuneration report prepared in accordance with Section 162 of the German Stock Corporation Act (AktG) for the past fiscal year together with an auditors' report in accordance with Section 162 of the German Stock Corporation Act (AktG) is also available on the [Company's website](#).

Shareholders and Annual General Meeting

As in 2020, the Annual General Meeting in the 2021 fiscal year was held in completely virtual form again on May 19, 2021, due to the COVID-19 pandemic and the associated contact restrictions. The invitation to the Annual General Meeting was published in due time in the German Federal Gazette (Bundesanzeiger) in accordance with the statutory requirements and contained, among other things, the agenda with the proposed resolutions of the administration or the Supervisory Board as well as the conditions for attending the Annual General Meeting and exercising voting rights. All reports and documents required by law were available on the AIXTRON website from the time the General Meeting was convened. Immediately after the Annual General Meeting, AIXTRON published the attendance and voting results on its website.

Six out of seven agenda items were put to the vote. All resolutions were passed with clear majorities, with slightly more than 63% of AIXTRON's share capital being represented at the Annual General Meeting (AGM).

Transparency

To ensure maximum transparency, AIXTRON regularly and promptly informs interested parties such as customers, suppliers, shareholders, shareholder associations, potential investors, financial analysts and the media of the Group's business developments. The internet is the primary communication channel used for this purpose.

Reports on the business situation and financial results of AIXTRON SE and the AIXTRON Group are made available in German and / or English, in the form of:

- The Annual Report with the Consolidated Financial Statements, the Combined Management Report and the Supervisory Board Report,
- The Financial Statements of AIXTRON SE, with the Combined Management Report,
- The non-financial Group Report (Sustainability Report),
- Interim financial reports,
- Quarterly conference calls for the press and analysts and respective transcripts,
- Company presentations,
- Publication of insider information, corporate and press releases.

The date of the Annual General Meeting or the publication dates of the financial reports are summarized in the Company's financial calendar on the AIXTRON website in the section Investors / events and dates. This calendar, as well as the reports, speech manuscripts, presentations, webcasts, and announcements listed above, can be freely viewed on the AIXTRON website for a certain period of time.

Accounting and Audit of the Annual Financial Statements

The quarterly reports as of 31 March, 30 June, 30 September and the consolidated financial statements as of 31 December 2021 were prepared in accordance with the International Financial Reporting Standards (IFRS). The separate financial statements of AIXTRON SE for fiscal year 2021 were prepared in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG).

The consolidated financial statements and the individual financial statements of AIXTRON SE were audited by the auditor and approved by the Supervisory Board. It was agreed with the auditors that the Chairman of the Supervisory Board or the Chair of the Audit Committee would be informed immediately of any reasons for exclusion or exemption or any inaccuracies in the Declaration of Conformity that arise during the audit. No such duties to inform were triggered in the year under review.