

## **Declaration of Conformity**

In accordance with Article 9 para 1 lit. c) (ii) SE-Regulation (SE-VO) in connection with Section 161 German Stock Corporation Act (AktG), the Executive Board and the Supervisory Board of AIXTRON SE declare that AIXTRON SE, with the exception of the deviations declared in the last Declaration of Conformity as of March 2017, met the recommendations of the Government Commission on the German Corporate Governance Code (Regierungskommission "Deutscher Corporate Governance Kodex") in the version dated May 5, 2015, as well of the version dated February 7, 2017, published in the German Federal Gazette (Bundesanzeiger) on April 24, 2017, and with the exception of the deviations declared below further meet and will meet the recommendations of the Government Commission on the German Corporate Governance Code in the version of February 7, 2017:

### **Composition of the Management Board (Section 4.2.1 Sentence 1 DCGK)**

The German Corporate Governance Code (DCGK) recommends in Section 4.2.1 Sentence 1 that the Executive Board should consist of several persons and should have a Chair or Spokesperson. The Executive Board of AIXTRON SE consists of two persons. A chairman or spokesperson of the Executive Board is not named. Bylaws have been issued for the Executive Board in which the allocation of responsibilities is arranged in detail and management of AIXTRON SE by both members of the Executive Board on equal rights is determined. The Supervisory Board is of the opinion that, in view of the size of the Executive Board and its structure, it is not advisable to appoint a chairman or spokesperson of the Executive Board.

### **Consideration of the ratio between the remuneration of the Executive Board and the remuneration of senior management and staff overall, even in terms of its development over time (Section 4.2.2 (2) Sentence 3 DCGK)**

The German Corporate Governance Code (DCGK) recommends in Section 4.2.2 (2) Sentence 3 that the Supervisory Board should take into account the ratio between the remuneration of the Executive Board and senior management and staff overall, even in terms of its development over time, when determining the total remuneration of individual members of the Executive Board, with the Supervisory Board specifying how senior management and the relevant staff are to be differentiated for the comparison. The Supervisory Board did not explicitly specify at the time of the conclusion of the current contracts with the Executive Board how senior management and the relevant overall staff are to be differentiated from the Executive Board. The relationship between the remuneration of the Executive Board and the remuneration of senior management and the relevant overall staff, however, is taken into account to assess the appropriateness of the remuneration of the Executive Board pursuant to Section 4.2.2 (2) Sentence 2 DCGK.

### **Upper limits for remuneration of the Executive Board (Section 4.2.3 (2) Sentence 6 DCGK)**

The German Corporate Governance Code (DCGK) recommends in Section 4.2.3 (2) Sentence 6 that the amount of the remuneration of the Executive Board members as a whole and with respect to its performance-based salary components be capped. The total remuneration of Executive Board members at AIXTRON SE includes both a fixed salary and various performance-based salary components. The performance-based remuneration is limited to a maximum of EUR 6.5 million with respect to the performance-based bonus for the entire Executive Board. Half of the performance-based remuneration is awarded in the form of Company stock. The amount of the respective shares is subject to the aforementioned upper limit at the time of its awarding. In this respect, the recommendation has been complied with. The shares are only transferred to the entitled recipient three years after being awarded. Within this time frame, the members of the Executive Board benefit to an unlimited extent from the potential rise in the price of the shares, which may be viewed as a deviation from the wording of the recommendation. A further limit on the performance-based remuneration with respect to the time of the transfer of the shares does not seem to be in the interests of the parties, since the essential incentive of share-based remuneration – to work toward increasing shareholder value – would be counteracted and the Executive Board members would be placed at a disadvantage above such an upper limit in the event of a further increase in the stock price. An upper limit in terms of amounts for the total remuneration is thus not explicitly included in the current contracts for the Executive Board members.

### **Control limit for length of term on the Supervisory Board and age limit for members of the Supervisory Board (Section 5.4.1 (2) DCGK)**

In Section 5.4.1 (2) DCGK, it is recommended that the Supervisory Board specify concrete objectives for its composition, while considering the specifics of the Company, by taking into account a control limit to be defined for the length of term on the Supervisory Board. It is difficult to define an ideal length of term, and in light of the current situation of the Company, the Supervisory Board considers it to be advantageous to maintain the current expertise on the board. This includes, for example, long-standing knowledge of the company and the niche markets on which the company focuses as well as comprehensive knowledge of capital markets and finance-related topics for a global corporation. Given these factors, the Supervisory Board has not set a regular limit for the length of membership on the Supervisory Board at this time.

Section 5.4.1 (2) DCGK also recommends the specification of an age limit for members of the Supervisory Board. This was set at 70 years in the Supervisory Board's by-laws (Section 2 (7)). This age limit was exceeded with the re-election of Prof. Dr. Rüdiger von Rosen to the Supervisory Board for another year. The Nomination Committee of the Supervisory Board and the Supervisory Board regarded this appointment as justified on account of his special expertise and the profound knowledge about the Company and the AIXTRON Group that he has gained in recent years.

Herzogenrath, September 2017  
AIXTRON SE

For the Executive Board of AIXTRON SE

Dr. Felix Grawert  
Executive Board

Dr. Bernd Schulte  
Executive Board

For the Supervisory Board of AIXTRON SE

*Kim Schindelhauer*  
*Chairman of the Supervisory Board*