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Invitation to the
Ordinary General Meeting 2017

AIXTRON

Translation for Convenience Purposes

AIXTRON SE
Herzogenrath

ISIN DE000A0WMPJ6
(German securities identification number (WKN) A0WMPJ)
ISIN DE000A2E4085
(German securities identification number (WKN) A2E408)

Invitation to the Ordinary General Meeting

The shareholders of AIXTRON SE, domiciled in Herzogenrath, Germany, are hereby invited to attend the Company's

Ordinary General Meeting

to be held on
 Tuesday, May 9, 2017, at 10:00 a.m. CEST
 at the Hotel
 Pullman Aachen Quellenhof,
 Monheimsallee 52,
 52062 Aachen
 Germany.

I. Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as of December 31, 2016 and the management report for fiscal year 2016, the approved consolidated financial statements as of December 31, 2016, the Group management report for fiscal year 2016 and the report of the Supervisory Board and the explanatory report of the Executive Board regarding the information pursuant to §§ 289 (4), 315 (4) of the German Commercial Code**

These documents will be made available on the Company's homepage at www.aixtron.com/agm from the date on which the General Meeting is convened. They will also be provided and explained at the General Meeting. The Supervisory Board has approved the annual financial statements prepared by the Executive Board and the consolidated financial statements and has therefore formally adopted the annual financial statements pursuant to § 172 of the German Stock Corporation Act ("AktG"). Thus, in accordance with statutory provisions, no resolution will be adopted regarding item 1 on the agenda. The accumulated loss for fiscal year 2016 will be carried forward to new account; no dividend will be paid for fiscal year 2016.

- 2. Resolution on the approval of the activities of the members of the Executive Board of AIXTRON SE during fiscal year 2016**

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Executive Board of AIXTRON SE during fiscal year 2016.

- 3. Resolution on the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2016**

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2016.

- 4. Resolution on the election of the auditor and Group auditor for fiscal year 2017**

At the recommendation of its audit committee, the Supervisory Board proposes electing Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor and Group auditor for fiscal year 2017.

5. Resolution for the election of a Supervisory Board member

The General Meeting will have to elect a member to the Supervisory Board. The term of office of the Supervisory Board member Prof. Dr. Rüdiger von Rosen ends at the closing of the General Meeting on May 9, 2017. The Supervisory Board is composed of six members to be elected by the General Meeting in accordance with Art. 40 (2), (3) of the Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SE Regulation"), § 17 of the SE Implementation Act and § 11 (1) of the Articles of Association of AIXTRON SE.

The Supervisory Board therefore proposes that:

Prof. Dr. Rüdiger von Rosen, Frankfurt am Main, businessman,

be elected as a member of the Supervisory Board of AIXTRON SE for a term of office from the closing of the General Meeting on May 9, 2017 until the closing of the General Meeting resolving on the approval of the activities of the Supervisory Board during fiscal year 2017.

The above nomination is based on a recommendation by the nomination committee of the Supervisory Board which, in principle, takes into account the objectives established by the Supervisory Board with respect to its composition and is aimed at filling the competence profile of the Supervisory Board. The nomination committee and the entire Supervisory Board decided to nominate Prof. Dr. Rüdiger von Rosen, currently acting as chairman of the nomination committee, again for election although he already is over the age of seventy years. Therefore, he exceeds the age limit established by the Supervisory Board itself in its bylaws (§ 2 (7) of the Supervisory Board's bylaws), according to which a member of the Supervisory Board should, as a rule, not exceed the age limit of seventy years when such member is due to resign. Given the current situation of the Company, the upcoming new appointment of the chairman of the Executive Board, Prof. von Rosen's special expertise, including in personnel matters, and his in-depth knowledge acquired in past years of the Company, the AIXTRON group and the industry in which the Company is active, the nomination committee of the Supervisory Board and the entire Supervisory Board consider his nomination to be justified as being in the best interest of the Company and aimed at ensuring continuity in the Supervisory Board, despite the fact that he exceeds

the age limit. Moreover, he will be reappointed only for a further term of one year. The nomination committee of the Supervisory Board and the members of the Supervisory Board have further taken into account the fact that Prof. von Rosen will be the only candidate who would temporarily be over the age limit.

Information pursuant to § 125 (1) sentence 5 AktG:

Prof. Dr. Rüdiger von Rosen is a member of the following other supervisory boards required to be formed by law:

- ICF BANK AG Wertpapierhandelsbank, Frankfurt a. M., vice-chairman of the Supervisory Board
- Paladin Asset Management Investmentaktiengesellschaft mit Teilgesellschaftsvermögen, Hannover, chairman of the Supervisory Board

He is not a member of similar domestic or foreign supervisory bodies of business undertakings.

Information pursuant to clause 5.4.1 paras. 5 to 7 of the German Corporate Governance Code as amended on May 5, 2015 (clause 5.4.1 paras. 6 to 8 of the German Corporate Governance Code as amended on February 7, 2017):

The candidate nominated for election to the Supervisory Board is already a member of the Supervisory Board of AIXTRON SE. According to the assessment by the nomination committee of the Supervisory Board and by the Supervisory Board, there are, apart from this, no other relevant personal or business relations between the nominated candidate and AIXTRON SE or any of its group companies or executive bodies, any controlling shareholder or any enterprise associated with such a shareholder that would have to be disclosed under clause 5.4.1 paras. 5 to 7 of the German Corporate Governance Code as amended on May 5, 2015 (clause 5.4.1 paras. 6 to 8 of the German Corporate Governance Code as amended on February 7, 2017).

Further details regarding the proposed candidate, in particular his CV, can be found on the Company's homepage at www.aixtron.com/agm.

6. Resolution on the revocation of Authorized Capital 2012 pursuant to § 4 clause 2.2 of the Articles of Association and the creation of new Authorized Capital 2017 and on the appropriate amendment of the Articles of Association

The resolution adopted by the General Meeting under agenda item 6 on May 16, 2012 granting authorization to the Executive Board to increase the share capital pursuant to § 4 clause 2.2 of the Articles of Association, with the approval of the Supervisory Board, on one occasion or on several occasions by up to a total of EUR 10,422,817.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2012) has not been used to date and will expire on May 15, 2017. In order to maintain the Company's flexibility to raise new equity capital, Authorized Capital 2012 is to be revoked and new Authorized Capital 2017 in a slightly higher amount including pre-emptive rights is to be created.

The Executive Board and the Supervisory Board therefore propose adopting the following resolution:

- a) The authorization to increase the share capital by issuing new shares pursuant to § 4 clause 2.2 of the Articles of Association granted by the General Meeting on May 16, 2012 (agenda item 6) is hereby revoked and § 4 clause 2.2 of the Articles of Association is hereby deleted.
- b) The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 8, 2022 by up to a total of EUR 10,518,147.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2017). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders in order to eliminate fractions resulting from the subscription ratio. The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions for issuing shares.

- c) § 4 clause 2.2 of the Articles of Association is revised as follows:

"2.2 The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 8, 2022 by up to a total of EUR 10,518,147.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2017). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders in order to eliminate fractions resulting from the subscription ratio. The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions for issuing shares.

Report by the Executive Board on agenda item 6 pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with § 203 (2) sentence 2, § 186 (4) sentence 2 AktG

The authorization resolved by the General Meeting under agenda item 6 on May 16, 2012 to increase the share capital pursuant to § 4 clause 2.2. of the Articles of Association, with the approval of the Supervisory Board, on one occasion or on several occasions by up to a total of EUR 10,422,817.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2012) will expire on May 15, 2017. In order to maintain the Company's flexibility to raise new equity capital, Authorized Capital 2012 is to be revoked and new Authorized Capital 2017 in a slightly higher amount including pre-emptive rights is to be created.

The Executive Board and the Supervisory Board therefore propose under agenda item 6 of the ordinary General Meeting on May 9, 2017 to create new Authorized Capital 2017 with the possibility to exclude the pre-emptive rights of shareholders in order to eliminate fractions. Pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with § 203 (2) sentence 2, § 186 (4) sentence 2 AktG the Executive Board must submit a written report outlining the reasons for excluding pre-emptive rights.

The proposed resolution contains an authorization for the Executive Board to increase, with the approval of the Supervisory Board, the share capital on one occasion or in partial amounts on several occasions in the period to May 8, 2022 by up to a total of EUR 10,518,147.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2017). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription (indirect subscription right).

Excluding pre-emptive rights with respect to fractions is generally accepted and necessary to ensure a practicable subscription ratio and to simplify the technical implementation by ensuring round figures and maintaining a subscription ratio based on whole numbers. This is in the Company's interest. Shares representing fractions for which pre-emptive rights are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The potential dilutive effect and the encroachment on shareholders' rights are minimal due to the limitation to fractions. For these reasons, the Executive Board and the Supervisory Board believe that excluding pre-emptive rights is objectively justified and reasonable in relation to the shareholders.

Excluding pre-emptive rights for fractions is generally accepted and necessary to ensure a practicable subscription ratio and to simplify the technical implementation by ensuring round figures and maintaining a subscription ratio based on whole numbers. This is in the Company's interest. Shares representing fractions for which pre-emptive rights are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The potential dilutive effect and the encroachment on shareholders' rights are minimal due to the limitation to fractions. For these reasons, the Executive Board and the Supervisory Board believe that excluding pre-emptive rights is objectively justified and reasonable in relation to the shareholders.

The Executive Board will report on a utilization of Authorized Capital 2017 to the next General Meeting.

II. Further Information

1. Total number of shares and voting rights

At the time of convening this General Meeting AIXTRON SE has issued a total of 112,804,105 shares granting 112,804,105 votes.

2. Requirements for attendance at the General Meeting and exercise of voting rights

In accordance with § 20 of the Articles of Association of the Company, only those shareholders are entitled to attend the General Meeting, either in person or by proxy, and to exercise their voting rights who are registered in the share register of the Company on the day of the General Meeting and have given notice of attendance to the Company either electronically in accordance with the procedure established by the Company by using the password-protected Internet service available at the Internet address www.aixtron.com/agm or by using the form included in the registration sheet or in text form in German or English at the following address (registration address):

AIXTRON SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Muenchen
Telefax: +49 (89) 889 690 633
Email: aixtron@better-orange.de

The registration sheet and the individual code for accessing the password-protected Internet service on the Company's homepage at www.aixtron.com/agm will be sent to the shareholders together with the invitation to the meeting by mail or, if they have already registered for email transmission, by email. The registration sheet can also be downloaded on the Company's homepage at www.aixtron.com/agm or requested at the above registration address of AIXTRON SE by mail, by fax or by email.

The notice of attendance must be received by the Company no later than at the end of

May 2, 2017 (12 a.m. CEST).

The shareholding as registered on the day of the General Meeting in the share register will be relevant for the exercise of the right of attendance and voting rights. Please

note that, as provided for in § 20 (2) sentence 2 of the Articles of Association, deletions from and new entries into the share register of the Company will not take place on the day of the General Meeting and during the six days prior to the General Meeting, i.e. in the period from May 3, 2017 until and including May 9, 2017. The technical record date is therefore the end (12 a.m. CEST) of May 2, 2017. Please note that shares will not be barred or blocked as a result of a notice of attendance for the General Meeting; shareholders can therefore freely dispose of their shares also after they have registered for the General Meeting.

The registration office will send out admission tickets to the General Meeting to the shareholders or to the proxies designated by them after having received notice of attendance.

3. Procedure for voting by proxy

Shareholders who are entitled to attend the General Meeting and to vote at the General Meeting, but do not wish to attend in person may have their voting rights exercised by proxy, including a credit institution or an association of shareholders. Appointment of proxy and proof to the Company of such proxy and in principle also its revocation must be in text form. If a shareholder appoints more than one person, the Company may reject one or more of these. Further details regarding the granting of proxy are set out in the documents which will be forwarded to the shareholders.

Proof that proxy has been granted can be furnished *inter alia* by the appointed person showing the power of attorney on the day of the General Meeting at the entry control or also by transmission of proof by mail, by fax or by email to the above registration address of AIXTRON SE.

These ways of transmission can also be used if proxy is to be granted by way of a statement to the Company; separate proof that proxy has been granted will then not be necessary. A revocation of proxy may be declared directly to the Company using the above ways of transmission. Such a revocation will also result from appearing personally at the General Meeting.

Shareholders wishing to appoint a proxy are requested to use the forms provided by the Company for this purpose.

The forms for appointing a proxy will be sent to the shareholders together with the invitation to the meeting and

can also be downloaded on the Company's homepage at www.aixtron.com/agm or requested at the above registration address by mail, by fax or by email.

There may be particular conditions that need to be observed for granting proxy to a credit institution or any shareholders' association or person as provided for in § 135 (8) AktG or any equivalent institution or enterprise pursuant to § 135 (10) in conjunction with § 125 (5) AktG as well as for revocation and proof of such proxy; the shareholders are requested to contact the person to be appointed as proxy in due time as to the form of proxy that such person may require. A credit institution may exercise the voting rights for registered shares not owned by it, but for which it is registered as owner in the share register only on the basis of an authorization.

4. Procedure for voting by proxies nominated by the Company

The Company offers to shareholders entitled to attend and to vote the opportunity to grant power of attorney to proxies nominated by the Company prior to the General Meeting. The proxies nominated by the Company will exercise voting rights as instructed if authorized by a shareholder. In the absence of such instructions from the shareholder concerned, the proxies nominated by the Company are not authorized to exercise the right to vote. The power of attorney and the voting instructions to the proxies nominated by the Company must be issued either electronically in accordance with the procedure established by the Company by using the password-protected Internet service under the Internet address www.aixtron.com/agm or in text form.

The code required for accessing the password-protected Internet service and the form to be used to grant power of attorney and to give instructions to proxies nominated by the Company will be sent to the shareholders together with the invitation to the meeting. The form may also be requested at the above registration address of AIXTRON SE by mail, by fax or by email. Further, a neutral form can be downloaded on the Company's homepage at www.aixtron.com/agm together with further details regarding the power of attorney and the instructions to be issued to the proxies nominated by the Company.

Shareholders wishing to grant power of attorney to the proxies nominated by the Company are requested to transmit such power of attorney including instructions no

later than by **May 8, 2017, 6 p.m. CEST** (receipt by the Company) by mail, by fax or by email to the above registration address of AIXTRON SE. This applies also to a change or revocation of such powers of attorney and instructions. The password-protected Internet service under the Internet address www.aixtron.com/agm can also be used by shareholders in order to issue powers of attorney and instructions. Any powers of attorney including instructions can be changed or revoked until **May 8, 2017 6 p.m. CEST** by using the password-protected Internet service. Personal attendance of a shareholder at the General Meeting will automatically be considered as a revocation of the power of attorney and instructions previously issued to the proxies nominated by the Company.

5. Procedure for absentee voting

Shareholders who are registered in the share register may cast their votes without attending the General Meeting by way of absentee voting. Only those shareholders who are duly registered no later than by the end of **May 2, 2017** (12 a.m. CEST receipt by the Company) are entitled to exercise their voting rights by way of absentee voting.

Votes can be cast by absentee voting either in writing or electronically at the above registration address of AIXTRON SE or by using the password-protected Internet service available at the Internet address www.aixtron.com/agm in accordance with the procedure established by the Company and must be received by the Company no later than

May 8, 2017, 6 p.m. CEST

The form for absentee voting will be enclosed with the invitation letter and can also be downloaded on the Company's homepage at www.aixtron.com/agm. The form can further be requested at the above registration address of AIXTRON SE by mail, by fax or by email. Shareholders will find further details on absentee voting on the form and on the Company's homepage at www.aixtron.com/agm.

Absentee voting is also available to authorized credit institutions, associations of shareholders or other persons and institutions that are equivalent pursuant to § 135 (8) and (10) AktG.

The shareholding as registered on the day of the General Meeting in the share register will also be relevant for absentee voting.

Votes cast by absentee voting can be changed or revoked until **May 8, 2017, 6 p.m. CEST** (receipt by the Company) in writing or electronically at the above registration address of AIXTRON SE or by using the password-protected Internet service in accordance with the procedure established by the Company under the Internet address www.aixtron.com/agm. If a shareholder personally attends the General Meeting, this will automatically be deemed to be a revocation of such shareholder's previous absentee voting.

6. Rights of the shareholders pursuant to Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 122 (2), § 126 (1), § 127, § 131 (1) AktG

Right of the shareholders to demand that items be added to the agenda pursuant to Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 122 (2) AktG

Shareholders whose shares amount in the aggregate to not less than 5 percent of the share capital or a proportionate amount in the share capital of 500,000 Euro (equivalent to 500,000 no-par value shares) may demand that items be placed on the agenda and published. Such a demand has to be directed in writing to the Executive Board and must be received by the Company no later than at the end of **April 8, 2017** (12 a.m. CEST). Each new item to be put on the agenda must be accompanied by a statement of reasons or a proposed resolution. Please send corresponding demands to the following address:

AIXTRON SE
Vorstand
Dornkaulstrasse 2
52134 Herzogenrath
Germany.

Any additional items on the agenda to be published will promptly after receipt of the demand be published in the Federal Gazette and forwarded to those media pursuant to § 121 (4a) AktG where it can be assumed that they will disseminate the information within the entire European Union. They will additionally be made available to the shareholders at the Company's Internet address www.aixtron.com/agm. The amended agenda will further be communicated to the shareholders in accordance with § 125 (1) sentence 3 AktG.

Countermotions and nominations for elections by shareholders pursuant to §§ 126 (1), 127 AktG

Each shareholder is entitled to file countermotions with respect to the submitted proposals for resolutions for the items on the agenda. If countermotions are to be communicated before the General Meeting, such countermotions will have to be submitted together with a statement of reasons as provided for in § 126 (1) AktG and must be received by the Company no later than by the end of **April 24, 2017 (12 a.m. CEST)** at the following address. Countermotions and nominations for election sent to a different address will not be taken into consideration.

AIXTRON SE
Investor Relations
Dornkaulstrasse 2
52134 Herzogenrath
Germany
Telefax: +49 (2407) 9030-445
Email: AIXTRON-AGM@aixtron.com

Subject to § 126 (2) and (3) AktG all countermotions by shareholders to be communicated will be published immediately, including the name of the shareholder, the reasons and any position by the Management, on the Company's homepage at www.aixtron.com/agm.

The above applies accordingly for a nomination by a shareholder for the election of Supervisory Board members or external auditors pursuant to § 127 AktG, including the period for communicating such nomination (which must be received no later than by the end of April, 24, 2017, 12 a.m. CEST), provided that the nomination for election need not be supported by a statement of reasons. The Executive Board of AIXTRON SE also is not obliged to communicate such nomination pursuant to § 127 sentence 3 AktG if it does not contain the name, the exercised profession and the residence of the nominated person and, in the case of the election of Supervisory Board members, information regarding their membership in other supervisory boards required to be formed by law pursuant to § 125 (1) sentence 5 AktG.

Information rights of the shareholders pursuant to § 131 (1) AktG

At the General Meeting each of the shareholders and any proxy may request to be provided with information by the Executive Board regarding the Company's affairs, to

the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda (see § 131 (1) AktG). The duty to provide information also extends to the Company's legal and business relations with any affiliated enterprise as well as the situation of the group and of the enterprises included in the consolidated financial statements. The Company may refrain from answering certain questions for any of the reasons listed in § 131 (3) AktG. According to the Articles of Association of the Company, the person presiding over the General Meeting is authorized to restrict the right of shareholders to speak and to ask questions at the General Meeting to an appropriate amount of time.

7. Further explanations / Company's homepage

Further explanations regarding the rights of shareholders under Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 122 (2), § 126 (1), § 127, § 131 (1) AktG can also be found on the Company's homepage at www.aixtron.com/agm. The documents and information to be made available for the General Meeting in accordance with § 124a AktG can be found on the Company's homepage at www.aixtron.com/agm as well. The voting results will be published after the General Meeting at the same Internet address.

Herzogenrath, March 2017

AIXTRON SE

The Executive Board

Arrival by public transportation

You can reach the Quellenhof from the Aachen central train station by bus taking lines 3A or 13A towards "Ponttor". The fifth stop is "Eurogress".

Arrival by car

You can reach Aachen via the following freeways

From Cologne / Dusseldorf / Liège:

Freeway A4 (E40); at "Aachener Kreuz", follow A544, exit "Europa-
platz" (freeway ends here), direction city center (Zentrum)

From the Netherlands:

Freeway A4 (E40), exit Aachen city center (Aachen Zentrum), turn
right, direction city center (Zentrum)

In Aachen, please follow the direction of "Eurogress – Kurpark"

The Quellenhof has the following GPS coordinates:

50.781508°N, 6.090961°E

Public parking garage Eurogress

Monheimsallee 44

52062 Aachen

The Public parking garage Eurogress is signposted and can be
reached via the Monheimsallee.

The Parking Garage has the following GPS coordinates:

50.780654°N, 6.09267°E

AIXTRON SE

DORNKAULSTRASSE 2

52134 HERZOGENRATH

WWW.AIXTRON.DE