

Translation for Convenience Purposes

## Explanation regarding agenda item 1 of the Ordinary General Meeting on May 9, 2017

Under agenda item 1 of the Ordinary General Meeting on May 9, 2017 of AIXTRON SE no resolution is required.

This agenda item reads as follows:

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](http://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.

On February 22, 2017, the Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board; the annual financial statements have therefore been adopted as provided for in § 172 of the German Stock Corporation Act ("AktG"). The accumulated loss for fiscal year 2016 will be carried forward to new account; no dividend will be paid for fiscal year 2016.

The annual financial statements need not be adopted and the consolidated financial statements need not be approved by the General Meeting as provided for in § 173 AktG and no resolution will be adopted regarding item 1 on the agenda.

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