

Translation for Convenience Purposes

Executive Board Report on Item 8 of the Agenda as per Art. 9 para. 1 lit. c) ii) SE Regulation in connection with Section 71 para. 1 no. 8 sentence 5; Section 186 para. 3 sentence 4; para. 4 sentence 2 of the German Stock Corporation Act (*Aktiengesetz - AktG*)

The resolution adopted by the Annual General Meeting of 14 May 2014 under Item 5 of the Agenda provided for the Executive Board to purchase and use treasury shares. The authorization remains valid until 13 May 2019 and thus will expire before the intended date on which the 2019 Annual General Meeting shall be held. For this reason, and to maintain flexibility regarding the purchase and the utilization of treasury shares while revoking the existing authorization of 14 May 2014, a new authorization which is to provide for the purchase and the utilization of treasury shares in accordance with Section 78 para. 1 no. 8 AktG with the option to exclude the subscription right, shall be resolved.

At the time of convening the AGM, the company holds 1,122,358 treasury shares. During the financial year 2017, the company acquired via its investment company, AIXTRON Inc., a total 1,087,305 treasury shares at no cost in accordance with Section 71 no. 4 AktG from the dissolution of a trust formed in 2004 in connection with the acquisition of Genus, Inc. The trust served the purpose, as detailed on page 60 of the 2005 Annual Report of the company, of supporting an employee option program of Genus, Inc. and servicing warrants issued by Genus, Inc. The trust was dissolved in the financial year 2017 whereby the company acquired the treasury shares at no cost.

Also, the company holds 35,053 treasury shares which were acquired based on the authorization resolved under Item 5 of the Agenda of the Annual General Meeting of 14 May 2014 for the purchase and utilization of treasury shares in accordance with Section 71 no. 8 AktG in order to meet obligations under the compensation agreement for a former member of the Executive Board. A total 59,647 shares were utilized under the authorization in order to meet obligations under the compensation agreement of a former Executive Board member. In May 2014, 24,594 shares were purchased in total at a rate of EUR 10.165, which were transferred in 2017 in accordance with the obligations under the compensation agreement, to a former member of the Executive Board. In May 2015, the company purchased 35,053 shares in total at a rate of EUR 7.132, which will be transferred in 2018 in accordance with the obligations under the compensation agreement to a former member of the Executive Board.

The proposed resolution on Item 8 of the Agenda provides that the company, pursuant to Section 71 para. 1 no. 8 AktG, be authorized to acquire treasury shares up until 15 May 2023 of in total 10 per cent of the share capital that exists at the time of the adoption of the resolution or - if this amount is lower – that exists at the time the authorization is exercised. The shares acquired under this proposed authorization, together with other treasury shares which are owned by the company or which are ascribed to the company in accordance with Sections 71a et seqq AktG, shall not exceed 10 per cent of the share capital at any time. The proposed authorization may thus be exercised fully or partially, on one or more occasions, in pursuit of one or several purposes directly by the company or even by companies that are dependent on the company, or by direct or indirect majority-owned companies of the company or by third parties mandated to do so by the company or its dependent companies or direct or indirect majority-owned companies of the company. At the discretion of the Executive Board, the shares shall either be purchased (1) via the stock exchange; or (2) by means of a public offer made by the company and directed to all shareholders, or by a public invitation to tender such an offer.

If, in accordance with the proposed authorization, shares are purchased on the stock exchange, the consideration paid by the company for each share of the company (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share traded in XETRA (or any comparable successor system) on the Frankfurt Stock Exchange on the last three days of trading before the obligation to purchase the shares by more than 10 per cent, or undercut such price by more than 20 per cent.

If the shares are purchased through a public offer or a public invitation to tender purchase offers, the company may either determine a purchase price or a purchase price range at which it is willing to purchase the shares. The authorization stipulates specific details for determining the purchase price or the purchase price range. The purchase price offered or the limits for the purchase price range per share of the company (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share traded in XETRA (or any comparable successor system) on the Frankfurt Stock Exchange on the last three days of trading before the day on which the public offer or the public invitation to tender an offer is made public, by more than 10 per cent, or undercut this price by more than 20 per cent. If there are material variances in the price compared to the tendered purchase price or the fixed purchase price range once a purchase offer or the public invitation to tender a purchase offer has been announced, the offer or the invitation to tender such an offer may be adjusted accordingly. In this case, in accordance with the proposed authorization, the average price as traded on the three trading days prior to such an adjustment being made public will be taken into account.

The purchase offer or the invitation to tender such an offer may provide for additional requirements.

It is possible that, in the event of a public purchase offer or a public invitation to tender purchase offers, the volume of company shares offered by the shareholders exceeds the volume of shares required by the company. If this is the case, the attribution will be effected according to quotas in order to facilitate the process. The privileged acceptance of smaller offers or of smaller parts of offers up to maximum 100 shares may be provided for in order to curb the administration cost required to process such a public purchase offer or public invitation to tender sales offers, or to eliminate fractions of shares. It is possible to apply a rounding rule according to commercial principles in these cases.

In accordance with the proposed authorization, the Executive Board shall be authorized, with the consent of the Supervisory Board, to sell purchased treasury shares of the company via the stock exchange or by offering these to all shareholders in proportion to their shareholdings. Moreover, treasury shares that have been purchased may be used for any and all other legally permissible purposes, especially also for the purposes listed below:

Treasury shares that have been purchased shall be offered and transferred subject to the exclusion of the subscription right in order to meet the obligations of the company resulting from the AIXTRON stock option program 2007 as adopted by resolution during the Annual General Meeting of 22 May 2007 under Item 10 of the Agenda, as well as the stock option program 2012 as adopted by resolution during the Annual General Meeting of 16 May 2012 under Item 8 of the Agenda. At both, the Annual General Meeting of 22 May 2007 and the Annual General Meeting of 16 May 2012, a contingent capital increase was decided which shall be executed only insofar as the holders of the issued subscription rights utilize their subscription rights under the stock option program (2007/2012) in accordance with Section 192 para. 2 no. 3 AktG, as adopted by resolution during the individual Annual General Meeting. Upon adopting the resolution regarding the authorization to purchase and to utilize treasury shares, the Executive Board shall be authorized, with the consent of the Supervisory Board, to utilize treasury shares (excluding the shareholders' subscription right) to serve the subscription rights under the stock options. This option is a suitable means to prevent any dilution of the participation quota and the voting rights of the existing shareholders, as may occur to a certain degree if the subscription rights from newly-created shares are fulfilled.

It shall equally be possible to sell the purchased treasury shares outside of the stock exchange in return for cash to third parties, excluding the subscription right. This is in the interest of the company, so as to be able to respond swiftly and flexibly and cover capital requirements at short notice. This enables the Executive Board to exploit opportunities under favorable stock

exchange situations and to achieve as high as possible a resale price through market-value pricing in order to strengthen the equity as best as possible and to access new groups of investors. Hereby, shares that have been purchased may only be sold at a price which does not significantly undercut the price of shares of the same class at the time of the sale. To this extent, the authorization facilitates especially a faster and more cost-effective placement of the shares compared to their sale to shareholders inclusive of a subscription right. The shareholders' interests in respect of their assets and voting rights are protected accordingly as per Section 186 para. 3 sentence 4 AktG. The final selling price for treasury shares will be specified close to the time of sale. The Executive Board shall endeavor to keep any potential markdown of the share price as low as possible, while taking the current market situations into consideration. Interested shareholders may uphold their participation quota subject to largely the same conditions through share purchases on the market. Moreover, this authorization is limited to a maximum total of 10 per cent of the share capital at the time the resolution is adopted by the Annual General Meeting or - if lower - at the time the shares in the company are sold. This restriction of 10 per cent of the share capital shall include those shares which will be issued or sold while this authorization is in effect and subject to the direct or commensurate application of Section 186 para. 3 sentence 4 AktG, such as for example by utilizing an authorization to issue new shares from authorized capital excluding the subscription right. Moreover, this restriction of 10 per cent of the share capital shall include those shares which will be issued or are to be issued to serve bonds with option and/or conversion rights (conversion/option obligations) provided that the bonds are issued while this authorization is in effect and subject to the commensurate application of Section 186 para. 3 sentence 4 AktG, excluding the subscription right.

Moreover, the proposed authorization provides that the purchased shares also be used to meet obligations from bonds with option and/or conversion rights or conversion and/or option obligations which were or will be issued by the company or by companies dependent on the company or which are directly or indirectly majority-owned by the company. It may prove advisable, in lieu of using new shares from a capital increase, to fully or partially use treasury shares to meet conversion and/or option rights or conversion and/or option obligations as, contrary to using contingent capital, no new shares need to be created. In deciding whether treasury shares be supplied or the contingent capital be utilized, the Executive Board shall carefully weigh the interests of the company and of the shareholders.

It shall be possible to issue treasury shares in return for assets (including receivables against the company), especially in the context of company mergers or in connection with the acquisition of companies, parts of a company or stakes in a company. This is to enable the company to offer treasury shares as consideration - even in combination with other forms of

consideration - and especially, to settle receivables against the company through treasury shares. Company expansions usually require quick decision-making. The Executive Board is to respond swiftly and flexibly to opportunities that present themselves on the market and shall be able to exploit possibilities to expand the company. The price at which treasury shares are used in such a case depends on the individual circumstances of the respective case and on the individual moment of time. When determining the pricing ratios, the Executive Board is to ensure that the shareholders' interests are adequately protected. Generally, the value of the shares to be used as consideration for the shares offered shall be determined on the basis of the market price of the company's shares. A systematic formula relating to a share price is, however, not provided, especially so as not to question negotiated results due to fluctuations of the market price. However, there are currently no specific acquisition projects.

It shall be possible to use treasury shares that have been purchased in connection with share-based compensation or stock programs for employees of the company or of companies affiliated with the company. Moreover, it shall be possible to issue treasury shares to persons who are or were in an employment relationship with the company or with one of its affiliated companies as well as to board members of companies affiliated with the company. The issue of treasury shares to employees, which is generally contingent upon a reasonable vesting period of several years, protects the interests of the company and its shareholders as it encourages the employees' identification with their company and consequently increases the company's shareholder value. The use of existing treasury shares as share price-related and value-based compensation components in lieu of a capital increase or a cash payment may also prove financially advisable for the company. When assessing the purchase price to be paid by employees, it is possible to extend a reasonable discount as is customary for employee shares, which is tied to the company's performance. Shares may equally be offered, promised and transferred to the above persons in connection with the respective programs at no cost. To achieve the above goals, the exclusion of the shareholders' subscription right is required.

Moreover, it shall be possible to use treasury shares to issue them to members of the company's Executive Board as a component of their variable compensation. Here, too, the exclusion of the shareholders' subscription right is required. The current contracts for the Executive Board provide for variable components of compensation which are to incentivize a long-term and sustainable corporate management. As mentioned in the compensation report which forms part of the group management report for the financial year 2017, the variable compensation is currently paid in equal parts in cash and in shares, the latter being subject to a vesting period. By transferring the shares only after a multi-year vesting period has expired, part of the compensation is deferred while consolidating the ties with the company by involving the members of the Executive Board, who during this vesting period experience not only the

positive, but also the negative trends of the share price, in the company's sustained increase in value. Additionally, as a variable component with long-term incentive and risk features, the members of the Executive Board may draw on a share-based compensation in the shape of options from the stock option programs or from the company's shares. This or comparable structures allow for the creation of not only a bonus effect, but also a penalty effect in the event of negative developments. In accordance with its legal obligation under Section 87 AktG, the Supervisory Board ensures in this case that the overall compensation (including the components extended by the shares) is reasonably proportionate to the responsibilities and the performance of the member of the board as well as the company's situation and does not exceed the customary compensation unless there is a special reason for this.

Finally, the Executive Board shall have the possibility to exclude the shareholders' subscription right in the event of selling treasury shares that had been purchased by way of an offer tendered to the shareholders, with the consent of the Supervisory Board, to the benefit of the holders or the creditors of bonds with conversion rights and/or option rights (conversion obligations and/or option obligations) issued by the company or companies that are dependent on the company or directly or indirectly majority-owned by the company. This facilitates the granting of subscription rights for shares to which the holders or creditors would be entitled following the exercise of the conversion and/or option right or upon fulfilment of the conversion and/or option obligation. This may protect against diluting their value or prevent that other measures have to be taken in order to protect against a dilution of the value.

Moreover, the company is authorized to redeem treasury shares without requiring the Annual General Meeting to adopt any further resolution. Such an authorization is equally customary and corresponds with market practices. It allows the company to respond to the individual capital market situation appropriately and flexibly. The Executive Board is authorized insofar to adjust the Articles of Association to the change in the number of no-par shares. In accordance with Section 237 para. 3 no. 3 AktG, the proposed authorization provides that the Executive Board may redeem the shares even without a capital decrease. Redeeming the shares without a capital decrease results in an increase of the proportion of the remaining no-par shares in the company's share capital.

In any case, the Executive Board will carefully review whether it will utilize the authorization to acquire treasury shares excluding a right to offer as well as to use treasury shares excluding the shareholders' subscription right. This possibility shall only be referred to if, in the opinion of the Executive Board and of the Supervisory Board, it protects the interests of the company and therefore, of its shareholders, and if it is reasonable.

The Executive Board will report at the next respective Annual General Meeting on each and any utilization of the authorization to purchase as well as to use treasury shares.

Herzogenrath, March 2018

AIXTRON SE

- Executive Board -



Dr. Felix Grawert



Dr. Bernd Schulte

Additional information to the report of the Executive Board regarding TOP 8

RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 22, 2007 REGARDING AGENDA ITEM 10 (AS AN EXCERPT FROM THE AGENDA)

Resolution on the authorization and approval of the issuance of share options, the reduction of existing contingent capital and the creation of Contingent Capital II 2007 for the AIXTRON Stock Option Plan 2007, including appropriate amendments of the Articles of Association

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

- a) The Executive Board shall be authorized, subject to the following terms and conditions, to issue under the Stock Option Plan 2007 ("Stock Option Plan"), with the approval of the Supervisory Board, to beneficiaries belonging to a group of persons as described in (1) below, on or before May 21, 2012, share options entitling such persons to subscribe a number of shares representing a pro rata amount of the share capital in the aggregate that is equivalent to the amount of the contingent capital proposed to be resolved under c) below to satisfy share options under the AIXTRON Stock Option Plan 2007 (currently 3,919,374 shares) which will, in the event of any capital increase at a later date from Company funds, also include the increased amount of the contingent capital pursuant to § 218 AktG. Each share option shall grant the right to subscribe one share of the Company. The share options shall have a term of up to ten years. Shareholders shall have no pre-emptive rights.

At the choice of the Company and with the approval of the Supervisory Board, options rights which have been exercised may be satisfied either by using shares from the contingent capital to be resolved as proposed under c) below or own shares of the Company in accordance with an authorization to be resolved in the future for the purchase and resale of own shares of the Company, provided that no cash compensation is granted.

The Company may, in compliance with statutory law and the terms and conditions of the Stock Option Plan, involve a credit institution, a securities trading bank or a similar institution ("Administrator") which will act upon instruction by the Executive Board or, to the extent that the Supervisory Board is authorized, upon instruction by the Supervisory Board.

The share options for subscription of Company shares under the Stock Option Plan and shares under the Stock Option Plan will be issued in accordance with the following provisions:

(1) Groups of persons who are beneficiaries

Shares under the Stock Option Plan may be issued with the approval of the Supervisory Board only to persons belonging to one of the following groups:

- members of the Executive Board of the Company;
- members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG (“group companies”); and
- selected executive and other key employees employed with the Company or a group company (“employees”).

The Executive Board of the Company shall determine, with the approval of the Supervisory Board, the exact group of beneficiaries and the share options to be granted to them. In deviation therefrom, solely the Supervisory Board of the Company will determine these conditions for the members of the Executive Board, regardless whether the claim to options is fulfilled by using the contingent capital or own shares of the Company or by cash compensation.

The share options may also be underwritten by an Administrator with the obligation to transfer such share options to the beneficiaries upon instruction by the Executive Board or, if the Supervisory Board is authorized, solely upon instruction by the Supervisory Board. The Administrator will not be entitled to exercise the share options.

The total volume of share options will be allocated to the groups of beneficiaries as follows:

- 20 % to members of the Executive Board of the Company;
- 20 % to members of the management of group companies;
- 60 % to employees of the Company and the group companies.

Members of the Executive Board of the Company and of the managements of group companies and employees of the Company and of group companies entitled to acquire share options who are at the same time members of the management of a group company will receive share options only from the volume which is designated for the group of persons at the higher hierarchical level.

A report shall be made every year as to the share options issued to members of the Executive Board in accordance with statutory provisions, unless the General Meeting decides otherwise in a permissible manner. This shall also apply to the number of subscription rights exercised by the members of the Executive Board based on share options in the expired fiscal year and the number of share options which are still held by members of the Executive Board at the end of such expired fiscal year.

(2) Subscription Right

The share options grant to the holder the right to subscribe no-par value bearer shares of the Company entitled to vote. Each share option will grant the right to subscribe one share of the Company against payment of the exercise price pursuant to clause (5). The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued. The option terms and conditions to be established in detail with the approval of the Supervisory Board can provide that the Company may, at its option, grant to the beneficiary in fulfillment of the subscription right (i) own shares rather than new shares by using the contingent capital or (ii) a cash compensation; where a decision is to be made as to the granting of own shares or cash compensation to beneficiaries who are members of the Executive Board of the Company, such decision shall be made solely by the Supervisory Board.

(3) Acquisition periods

The share options are to be issued in not less than three annual tranches, provided that no tranche may comprise more than 50 % of the total volume. The Executive Board may, with the approval of the Supervisory Board, at its reasonable discretion and in accordance with the terms and conditions of the Stock Option Plan, offer to the beneficiaries share options for subscription; to the extent that the Executive Board is concerned, solely the Supervisory Board shall act. The subscription period to be set forth in the offer should not be less than two weeks and may not fall within a period in which the issuance of share options is excluded pursuant to this clause (3). The subscription period may be shortened if the subscription of share options would otherwise fall within such a period. Upon signing of the offer by the beneficiaries vis-à-vis the Executive Board or, if the Executive Board is concerned, vis-à-vis the Supervisory Board, an option agreement shall be in place between the beneficiary and the Company. The date of the subscription offer shall be deemed the date of issuance of the share options ("day of issuance").

Share options may be issued during the periods pursuant to clause (4).

(4) Waiting period, exercise periods and option term

The subscription rights arising from the share options may for the first time be exercised after expiration of a waiting period. The waiting period shall not be less than two years for 50 % of the granted share options, not less than three years for a further 25 % of the granted share options and not less than four years for the remaining 25 % of the granted share options. The waiting period shall commence to run, regardless of the day on which the subscription offer is accepted by the beneficiary, on the last day of the applicable subscription period in which the beneficiary has accepted the subscription offer.

The subscription rights arising from the share options may, after expiration of the waiting period, in principle only be exercised during the exercise periods set forth in

the following on each day on which commercial banks are open in Frankfurt/Main for regular banking business ("banking days") ("exercise periods"). Such subscription rights may, however, not be exercised if a banking day on which exercise would in principle still be possible falls within one of the blackout periods set forth below. Each exercise period comprises twenty (20) banking days and commences on and including the following banking days:

- On the third banking day following a balance sheet press conference or analyst press conference;
- on the third banking day following publication of interim financial reports (quarterly or every half-year) or, if the Company publishes preliminary figures for the expired business year, publication of such figures;
- on the third banking day following the Ordinary General Meeting of the Company.

The blackout periods shall commence and end on and including the following banking days:

- from the last banking day on which the shareholders may register their attendance at the General Meeting until the second banking day after the Ordinary General Meeting of the Company; or
- on the day of publication of an offer for subscription to new shares or bonds with conversion and/or option rights to shares of the Company in a journal for statutory stock market notices until the day on which the subscription rights for shares of the Company are for the first time officially traded and listed on the Frankfurt stock exchange "ex subscription right".

The subscription rights may, after expiration of the waiting period and with due regard to exercise periods and blackout periods, be exercised for the last time on the banking day prior to the expiration of ten years, calculated from the day of issuance of the share options.

(5) Exercise price and performance target

The exercise price for a share of the Company shall be equal to 120 % of the average closing price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last twenty trading days prior to the day of issuance of the share options (day of signing of the subscription offer). Trading days shall be days on which the Frankfurt Stock Exchange trades securities in accordance with the trading calendar published by it.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may, if during the term of the share options, by granting a pre-

emptive right to the shareholders, the share capital of the Company should be increased by issuing new shares or own shares should be delivered or bonds with option or conversion rights to shares of the Company should be issued, provide for a decrease of the exercise price at the ratio between the average price of the subscription right to which the shareholders are entitled during all trading days on the Frankfurt Stock Exchange and the closing price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day prior to deduction of the subscription right (rights discount). This adjustment will not be made if holders of share options are granted a subscription right corresponding to that of the shareholders.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may further provide for an adjustment in the event of any capitalization measures (share consolidations or share splits, capital increase from Company funds, capital decrease) during the term of the subscription rights. The option terms for the Executive Board shall solely be determined by the Supervisory Board.

The minimum exercise price shall, however, always be the lowest issue price within the meaning of § 9 (1) AktG.

(6) Personal Right / (non-) transferability

The share options may only be exercised by the beneficiaries themselves. This shall also apply if the share options are underwritten by a credit institution or a securities trading bank with the obligation to transfer them upon instruction of the respective compensation body to the individual beneficiaries. Any disposal of share options shall be excluded; the share options are in principle not transferable. The share options are, however, hereditary. The share options may only be exercised as long as there is an employment relationship between the beneficiary and the Company or a group company. The option terms and conditions may contain special provisions in deviation from the foregoing, including, but not limited to, cases where the beneficiary should die or retire or otherwise end his or her employment relationship with the Company or group company other than by notice of termination or the group company should cease to be a member of the group.

(7) Further provisions

The Executive Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of the option terms and conditions and issuance of the share options. If members of the Executive Board of the Company are concerned, the further details of the options terms and conditions and issuance of the share options, including, but not limited to, provisions regarding transferability and forfeiture of the share options, shall solely be determined by the Supervisory Board. Such further details include, without limitation, provisions regarding allocation of the share options among

the groups of persons who are beneficiaries, the day of issuance within the permissible period, the procedure for allocation to individual beneficiaries, provisions regarding the exercise and transferability and forfeiture of share options and further procedural provisions. The option terms and conditions may contain special provisions for beneficiaries residing in a foreign country, within the limits of statutory or other rules and regulations of applicable law in such jurisdiction, such as the right to subscribe American Depositary Receipts instead of shares of the Company. In this context the Executive Board may, with the approval of the Supervisory Board, involve a foreign Administrator.

b) Reduction of existing contingent capital

Prior to the creation of new Contingent Capital II 2007 as provided for in c), contingent capital no longer fully needed is to be reduced.

(1) Reduction of contingent capital pursuant to Article 4 clause 2.4

Article 4 clause 2.4 of the Articles of Association of the Company provides for contingent capital in an amount of EUR 2,924,328 for the purpose of granting subscription rights to members of the Executive Board and employees of the Company and members of the management of affiliated enterprises and employees of affiliated enterprises based on stock option plans in accordance with the resolution of the General Meeting on May 26, 1999 (agenda item 5).

To date, the Executive Board and the Supervisory Board have, by using the authorization of May 26, 1999 (agenda item 5), granted subscription rights for a maximum of 1,926,005 shares. The Executive Board and the Supervisory Board did not and will not make use of the authorization for the purpose of granting additional subscription rights. With respect to the contingent capital in an amount of EUR 2,924,328, no rights can be asserted exceeding an amount of EUR 1,926,005 so that the contingent capital will be reduced to this amount and sentence 1 of Article 4 clause 2.4 of the Articles of Association of the Company will therefore be revised as follows, with the remaining sentences continuing to be in full force and effect:

The share capital of the Company will be conditionally increased by up to EUR 1,926,005, divided into up to 1,926,005 no-par value bearer shares.

(2) Reduction of contingent capital pursuant to Article 4 clause 2.6

Article 4 clause 2.6 of the Articles of Association of the Company provides for contingent capital in an amount of EUR 3,511,495 for the purpose of granting subscription rights to members of the Executive Board of the Company and members of the management of affiliated enterprises and employees of the Company and employees of affiliated

enterprises based on stock option plans in accordance with the resolution of the General Meeting on May 22, 1999 (Stock Option Plan 2002).

To date, the Executive Board and the Supervisory Board have, by using the authorization of May 22, 2002 (Stock Option Plan 2002), granted subscription rights for a maximum of 3,134,560 shares. The Executive Board and the Supervisory Board did not and will not make use of the authorization for the purpose of granting additional subscription rights. With respect to the contingent capital in an amount of EUR 3,511,495, no rights can be asserted exceeding an amount of EUR 3,134,560 so that the contingent capital will be reduced to this amount and sentence 1 of Article 4 clause 2.6 of the Articles of Association of the Company will therefore be revised as follows, with the remaining sentences continuing to be in full force and effect:

The share capital of the Company will be conditionally increased by up to EUR 3,134,560,00, divided into up to 3,134,560 no-par value bearer shares.

(3) Amendments of the Articles of Association

Based on the above resolutions in (1) and (2) the following amendments of the Articles of Association are appropriate.

aa) Sentence 1 of Article 4 clause 2.4 of the Articles of Association of the Company is revised as follows, with the remaining sentences continuing to be in full force and effect:

"2.4 The share capital of the Company is conditionally increased by up to EUR 1,926,005, divided into up to 1,926,005 no-par value bearer shares."

bb) Sentence 1 of Article 4 clause 2.6 of the Articles of Association of the Company is revised as follows, with the remaining sentences continuing to be in full force and effect:

"2.6 The share capital of the Company is conditionally increased by up to EUR 3,134,560,00, divided into 3,134,560 no-par value bearer shares."

c) Creation of new Contingent Capital II 2007 for the AIXTRON Stock Option Plan 2007 and appropriate amendments of the Articles of Association

The share capital of the Company will be conditionally increased by up to EUR 3,919,374 by issuing up to 3,919,374 no-par value bearer shares (Contingent Capital II 2007). The Contingent Capital II 2007 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 21, 2012 under the Stock Option Plan 2007 based on the authorization granted by the General Meeting on May 22, 2007. The contingent capital increase will

only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The shares will be issued from the Contingent Capital II 2007 at an issue price equal to the exercise price set forth in (a) clause (5) of this agenda item 10. The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued.

In Article 4 of the Articles of Association of the Company the following new clause 2.7 will be added:

"2.7 The share capital of the Company is conditionally increased by up to EUR 3,919,374 by issuing up to 3,919,374 value bearer shares (Contingent Capital II 2007). The Contingent Capital II 2007 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 21, 2012 under the Stock Option Plan 2007 based on the authorization granted by the General Meeting on May 22, 2007. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued."

The previous clause 2.7 of Article 4 of the Articles of the Association of the Company will consequently become clause 2.8.

RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 16, 2012 REGARDING AGENDA ITEM 8 (AS AN EXCERPT FROM THE AGENDA)

Resolution on the authorization and approval of the issue of share options and the creation of new Contingent Capital II 2012 for shares to be granted under the AIXTRON Stock Option Plan 2012 and appropriate amendment of the Articles of Association

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

a) The Executive Board and alternatively the Supervisory Board shall be authorized, subject to the following terms and conditions, to issue under a stock option plan 2012 ("Stock Option Plan"), to beneficiaries belonging to a group of persons as described under (1) below, on or before May 15, 2017, share options entitling such persons to subscribe a number of shares representing a pro rata amount of the share capital in the aggregate that is equivalent to the amount of the contingent capital proposed to be resolved under b) below to satisfy share options under the Stock Option Plan (currently 3,598,865 shares). The authorization of the Executive Board comprises the issue of share options, subject to the approval of the Supervisory Board, to the groups of persons described under the second bullet point and under the third bullet point in (1) below (members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG and selected executive and other key employees employed with the Company or a group company); the authorization of the Supervisory Board comprises the issue of share options to the group of persons described below under the first bullet point in (1) below (members of the Executive Board). Each share option shall grant the right to subscribe one share of the Company. The share options will have a term of up to ten years. Shareholders shall have no pre-emptive rights.

At the Company's choice and with the approval of the Supervisory Board, option rights which have been exercised may be satisfied either by granting shares from the contingent capital to be resolved as proposed under b) below or own shares of the Company, provided that no cash compensation is granted.

The Company may, in compliance with statutory law and the terms and conditions of the Stock Option Plan, involve a credit institution, a securities trading bank or a similar institution ("administrator") which will act upon instruction by the Executive Board or, to the extent that the Supervisory Board is authorized, upon instruction by the Supervisory Board.

The share options under the Stock Option Plan for the subscription of Company shares and the Company shares to be granted will be issued as follows:

(1) Groups of persons who are beneficiaries

Shares under the AIXTRON Stock Option Plan 2012 may be issued, subject to the approval of the Supervisory Board, worldwide to persons belonging to one of the following groups:

- members of the Executive Board of AIXTRON SE;
- members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG (“group companies”); and
- selected executive and other key employees employed with the Company or a group company (“employees”).

The Executive Board of the Company will, with the approval of the Supervisory Board, determine the exact group of beneficiaries and the share options to be granted to them. This determination will solely be made by the Supervisory Board of the Company with respect to the members of the Executive Board of the Company, regardless of whether the option rights will be satisfied by using the contingent capital, by granting own shares of the Company or by making a compensation payment in cash.

The share options may also be subscribed to by an administrator with the obligation to transfer such share options to the beneficiaries upon instruction by the Executive Board or, where the Supervisory Board is authorized, solely upon instruction by the Supervisory Board. The administrator will not be entitled to exercise the share options.

The total volume of share options will be allocated to the groups of beneficiaries as follows:

- 20% to members of the Executive Board of the Company;
- 20% to members of the management of group companies;
- 60% to employees of the Company and group companies.

Members of the Executive Board of the Company and of the managements of group companies and employees of the Company and of group companies entitled to acquire share options who are at the same time members of the management of a group company will receive share options only from the volume which is designated for the group of persons at the higher hierarchical level.

The Executive Board will report on share options issued to members of the Executive Board of the Company annually as provided for by law, unless the General Meeting duly resolves otherwise. This applies also with respect to the number of subscription rights exercised by members of the Executive Board under share options held by them during the preceding fiscal year and the number of share options still held by members of the Executive Board at the end of the preceding fiscal year.

(2) Subscription right

The share options grant to the holder the right to subscribe no-par value registered shares of the Company entitled to vote. Each share option will grant the right to subscribe one share of the Company against payment of the exercise price set forth in (5) below. The new shares will

carry dividend rights from the beginning of the fiscal year in which the new shares are issued. The terms and conditions of the Stock Option Plan to be established in detail can provide that the Company may, at its choice, grant to the beneficiary in fulfillment of the subscription right (i) own shares rather than new shares by using the Contingent Capital II 2012 or (ii) a cash compensation; where a decision is to be made as to the granting of own shares or cash compensation to beneficiaries who are members of the Executive Board of the Company, this decision will solely be made by the Supervisory Board. The Executive Board will require the approval of the Supervisory Board in order to establish the terms and conditions.

(3) Acquisition periods

The share options can be issued in several tranches. An issue is only permissible within the first four months of a calendar year or in the period between the ordinary General Meeting of the Company and the end of the calendar year ("issue period").

If share options are offered for subscription to the beneficiaries, the subscription period to be set forth in the offer should not be less than two weeks and must altogether fall within the issue period. As an exception the subscription period may be shortened, if and to the extent that this is necessary in order to ensure that the end of the subscription period falls within the issue period.

(4) Waiting period, exercise periods and option term

The subscription rights arising from the share options may be exercised – if the performance targets are achieved (see (5) below) – for the first time after expiration of a waiting period as defined in more detail in the Stock Option Plan. The waiting period shall not be less than four years. The waiting period commences to run on the day of allocation of the respective share option ("date of issue").

The subscription rights arising from the share options may, after expiration of the waiting period, in principle only be exercised during the exercise periods set forth below ("exercise periods") on each day on which commercial banks are open in Frankfurt/Main for regular banking business ("Banking Days"). Subscription rights may, however, not be exercised if a Banking Day on which exercise would in principle be possible falls within one of the blackout periods set forth below. Each exercise period comprises twenty (20) Banking Days and commences to run on the following Banking Day (in each case including such Banking Day):

- on the third Banking Day after a press conference on annual results or an analyst conference has been held;
- on the third Banking Day after publication of quarterly or semi-annual financial statements or, if the Company publishes preliminary figures for the preceding fiscal year, after publication of such figures;

- on the third Banking Day after the ordinary General Meeting of the Company has been held.

The blackout periods commence and end on the following Banking Days (in each case including such Banking Day):

- on the last Banking Day on which the shareholders may register their attendance at the Ordinary General Meeting until the second Banking Day after the ordinary General Meeting of the Company; or
- on the day of publication of an offer for subscription to new shares or bonds with conversion and/or option rights to shares of the Company in a journal for statutory stock market notices until the day on which the subscription rights for shares of the Company are for the first time officially traded and listed on the Frankfurt stock exchange "ex subscription right".

The subscription rights may, after expiration of the waiting period and with due regard to exercise periods and blackout periods, be exercised for the last time on the Banking Day prior to the expiration of ten years, calculated from the date of issue of the share options.

(5) Performance target, exercise price

It is intended to provide the subscription rights with an absolute performance target and a relative performance target:

- Absolute performance target

The first condition for the exercise of subscription rights is that the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the first exercise day after expiration of the waiting period reaches or exceeds the exercise price. Trading days shall be days on which the Frankfurt Stock Exchange trades securities in accordance with the trading calendar published by it.

- Relative performance target

The exercise of subscription rights is also conditional on the AIXTRON SE share price having progressed better than the TecDAX. Initially, the respective reference values (100%) for this purpose will be determined as the arithmetic means of

- (i) the AIXTRON SE share prices and
- (ii) the end-closing prices of the TecDAX

over the three-month period following the date of issue of the share options. The AIXTRON SE share price must then exceed the TecDAX (end-closing price), as measured using the respective reference values, at least once on at least five consecutive trading days in the

period beginning one year after the issue of the share options and lasting until the end of their term. The aforementioned comparison must be made for each issue of share options with the reference values being updated accordingly.

If the TecDAX is discontinued or has its composition fundamentally altered during the term of the Stock Option Plan or the term of the share options issued under the Stock Option Plan, it will be replaced by another index with the closest possible composition to the TecDAX as it was previously; if no such index exists, a new comparative index that includes as many as possible of the individual prices previously tracked in the TecDAX will be calculated by a bank appointed by AIXTRON SE in such a way as to reproduce the Tec DAX as closely as possible.

If both performance targets are achieved, every share option can be exercised in accordance with the other option terms and conditions. The exercise price for one share of the Company is equivalent to 120% of the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the 20 trading days preceding the date of issue of the respective share option.

The option terms and conditions to be determined with the approval of the Supervisory Board may, if during the term of the share options, by granting a pre-emptive right to the shareholders, the share capital of the Company should be increased by issuing new shares, or own shares should be delivered or bonds with option or conversion rights to shares of the Company should be issued, provide for a reduction of the exercise price at the ratio between the average price to which the shareholders are entitled on all trading days on the Frankfurt Stock Exchange and the closing auction price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day immediately preceding the rights markdown. This adjustment will not be made if holders of share options are granted a subscription right corresponding to that of the shareholders.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may further provide for an adjustment in the event of any capitalization measures (e.g. share consolidations or share splits, capital increase from Company funds, capital decrease) during the term of the subscription rights. The option terms applicable for the Executive Board will solely be determined by the Supervisory Board.

The minimum exercise price will, however, in any event be the lowest issue amount within the meaning of § 9 (1) AktG.

(5) Possibility of a cap

Where share options are granted to members of the Executive Board of AIXTRON SE, the Supervisory Board must provide for a means of limitation (cap) in case of any extraordinary developments.

(6) Personal right / (non-) transferability

The share options can only be exercised by the beneficiaries themselves. This will also apply if the share options are subscribed to by a credit institution or a securities trading bank with the obligation to transfer them to the individual beneficiaries as instructed by the respective corporate bodies responsible for compensation. Any disposal of share options is excluded; they are in principle not transferable. The share options can, however, be bequeathed to heirs. The share options can only be exercised as long as there is an employment relationship between the beneficiary and the Company or a group company. The option terms and conditions may contain special provisions in deviation from the foregoing, including, but not limited to, cases where the beneficiary should die or retire or otherwise end his or her employment relationship with the Company or group company other than by notice of termination or the group company should cease to be a member of the group.

(7) Further provisions

The Executive Board is authorized to determine, with the approval of the Supervisory Board, the further details of the option terms and conditions and of the issue of the share options. Where members of the Executive Board of the Company are concerned, the further details of the option terms and conditions and of the issue of the share options, in particular provisions on the transferability of the share options and their forfeiture, will be solely determined by the Supervisory Board. The further details include, without limitation, provisions regarding allocation of the share options among the groups of persons who are beneficiaries, the date of issue within the permissible period, the procedure for the allocation to individual beneficiaries, provisions regarding the exercise and transferability and forfeiture of share options and further procedural provisions. Within the statutory limits or other rules of the applicable law of any jurisdiction, the option terms and conditions may contain specific provisions for non-resident beneficiaries, e.g. the right to subscribe American Deposit Receipts rather than shares of the Company. In this context the Executive Board can involve a foreign administrator with the approval of the Supervisory Board.

b) Creation of new Contingent Capital II 2012 for the shares to be granted under the AIXTRON Stock Option Plan 2012 and amendment of the Articles of Association

The share capital of the Company will be conditionally increased by up to EUR 3,598,865.00 by issuing up to 3,598,865 no-par value registered shares (Contingent Capital II 2012). The Contingent Capital II 2012 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 15, 2017 based on the authorization granted by the General Meeting on May 16, 2012. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The shares will be issued from the Contingent Capital II 2012 at an issue price equal to the exercise price set forth in (5) (a) of this agenda item 8. The new shares will carry dividend rights from the beginning of the fiscal year in which they are issued.

In § 4 of the Articles of Association of the Company the following new subsection 2.7 will be added:

“2.7 The share capital of the Company is conditionally increased by up to EUR 3,598,865.00 by issuing up to 3,598,865 no-par value registered shares (Contingent Capital II 2012). The Contingent Capital II 2012 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 15, 2017 based on the authorization granted by the General Meeting on May 16, 2012. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The new shares will carry dividend rights from the beginning of the fiscal year in which they are issued.”

The previous subsection 2.7 in § 4 of the Articles of Association will become subsection 2.8.