

Translation for Convenience Purposes

Explanation regarding agenda item 1 of the Ordinary General Meeting on May 20, 2020

Under agenda item 1 of the Ordinary General Meeting on May 20, 2020 of AIXTRON SE no resolution is required.

This agenda item reads as follows:

Presentation of the adopted annual financial statements of AIXTRON SE as at 31 December 2019, the approved consolidated financial statements as at 31 December 2019, the combined management report for AIXTRON SE and the Group for the 2019 financial year, the report by the Supervisory Board, and the explanatory report by the Executive Board concerning the disclosures required under sections 289a (1) and 315a (1) of the German Commercial Code (Handelsgesetzbuch, HGB)

These documents may be viewed on the Company's website at www.aixtron.com/agm beginning with the notice convening the Annual General Meeting, and they will also be available at that link during the Annual General Meeting, at which time they will be explained.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements as at 31 December 2019, as prepared by the Executive Board. Accordingly, the annual financial statements are adopted pursuant to section 172 German Stock Corporation Act (Aktiengesetz, AktG). Therefore, in accordance with statutory provisions, no resolution will be adopted on Agenda Item 1. The net loss for the 2019 financial year will be carried forward to new account. No dividend will be paid for the 2019 financial year.

The adoption of the annual financial statements and the approval of the consolidated financial statements by the Annual General Meeting in accordance with section 173 of the AktG is not required by law. There is also no statutory provision for the Annual General Meeting to pass a resolution on the other documents referred to in agenda item 1 to be submitted to the Annual General Meeting.

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