

Translation for Convenience Purposes

Explanations regarding the rights of the shareholders pursuant to Art. 56 SE Regulation, Section 50 (2) SE Implementation Act, Sections 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act ("AktG") in part in conjunction with the PandemieG

In the section entitled "II. Additional Information and Notices", the notice convening the Annual General Meeting contains information about the rights of shareholders under Art. 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG in part in conjunction with the "Act Concerning Measures in Company, Cooperative, Association, Foundation and Home-Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*), (Federal Gazette [BGBl.] I 2020, p. 570; herein referred to as "PandemieG"). The following information and remarks are intended to serve as a further explanation of those provisions.

1. Right of the shareholders to demand that additional items be added to the agenda pursuant to Art. 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2) AktG, Section 1 (3) sentence 4 PandemieG

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 EUR 500,000 (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 **5 May 2020 (24:00 h 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
Executive Board
Dornkaulstrasse 2
52134 Herzogenrath GERMANY

Section 122 (2) AktG, governing a demand by shareholder(s) to put additional items on the agenda for a German stock corporation, may only be applied if and to the extent that any matter is not regulated in Art. 56 SE Regulation and Section 50 (2) SE Implementation Act taking precedence over Section 122 (2) AktG. The minimum holding period of 90 days prior to the day the demand was received required for shares in a German stock corporation is not applicable for shareholders of an SE with registered office in Germany. Any additions to the agenda which must be published will promptly after receipt of the demand be published in the Federal Gazette and forwarded to those media outlets pursuant to Section 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 via the Company's website at www.aixtron.com/agm. The amended agenda will further be communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG.

Any proposed resolution published in connection with a permissible addition to the agenda will be voted on during the Annual General Meeting.

The provisions of the SE Regulation, the SE Implementation Act and the German Stock Corporation Act governing demands for an addition to the agenda read as follows (excerpts):

Art. 56 SE Regulation

One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 (2) SE Implementation Act

(2) One or more shareholders who together hold at least 5 percent of the registered share capital or a proportionate amount of EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting.

Section 122 (1) and (2) AktG (excerpt)

(1) A general meeting shall be called if shareholders whose holding in the aggregate equals or exceeds one twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the Executive Board. The articles of association may provide that the right to demand a general meeting shall require another form and only the holding of a lower proportion of the share capital. [...]

- (2) *In the same manner shareholders whose shares amount in the aggregate to not less than one twentieth of the share capital or a proportionate amount of EUR 500,000 may demand that items be put on the agenda and published. Each new item to be put on the agenda must be accompanied by a statement of grounds or a proposed resolution. Any demand within the meaning of sentence 1 one must be received by the company at least 24 days or, in the case of a listed company, at least 30 days prior to the date of the meeting; the date of receipt will not be counted.*

Section 1 (3) sentence 4 PandemieG

In deviation from Section 122 (2) of the Stock Corporation Act demands for additions in the above case must be received by the company at least 14 days prior to the date of the meeting.

2. Counter-motions and nominations for elections by shareholders pursuant to Sections 126 (1), 127 AktG

Since pursuant to Section 1 (2) PandemieG, the Annual General Meeting is being held as a virtual meeting without the physical presence of the shareholders or their proxy holders, the rights to make motions "at" the meeting do not apply. The exercise of voting rights by means of postal vote does not constitute participation at the Annual General Meeting in the legal sense.

Accordingly, shareholders and their proxy holders are not able to make any counter-motions to the Company with regard to the proposals of the Executive Board and/or the Supervisory Board concerning specific agenda items or make nominations for the appointment of the external auditor or the election of Supervisory Board members during the Annual General Meeting.

If shareholders or their proxy holders nevertheless notify counter-motions and/or nominations before the Annual General Meeting, such counter-motions and/or nominations will be published by the Company in accordance with Section 126 (1) AktG, even where they cannot be voted on during the Annual General Meeting for lack of eligibility to make the motion at the Annual General Meeting, if they are sent not later than at the end of 5 May 2020 (24:00 h CEST) to the address set forth below. Counter-motions and nominations sent to a different address will not be considered.

AIXTRON SE
Investor Relations
Dornkaulstrasse 2
52134 Herzogenrath
GERMANY
Telefax: +49 2407 / 90 30 445
Email: AIXTRON-HV@aixtron.com

Subject to Section 126 (2) and (3) AktG, counter-motions notified by shareholders which must be communicated will be published immediately, including the name of the shareholder, the reasons and any position by management, on the Company's website at www.aixtron.com/agm. The Company is not obliged to publish a counter-motion and the reasons if any of the exclusions provided for in Section 126 (2) AktG apply, for instance because the counter-motion would result in a resolution of the Annual General Meeting which would be illegal or would violate the Articles of Association. The exclusions are described in detail in this document. The reasons for a counter-motion do not have to be communicated if they exceed 5,000 characters.

The above applies accordingly to a shareholder's nomination pursuant to Section 127 AktG and the deadline for communicating such nomination (which must be received no later than by the end of **5 May 2020, 24:00 h CEST**), provided that the nomination for election need not be supported by a statement of reasons. Pursuant to Section 127 sentence 3 AktG, the Executive Board of AIXTRON SE is also not required to communicate such nomination if it does not contain the name, the profession and the place of residence of the nominee (or, in the case of legal entities, the name of the legal entity and the place of its registered office) and, in the case of nominations for the election of Supervisory Board members, if information is not provided concerning the nominees' membership on other legally mandated supervisory boards within the meaning of Section 125 (1) sentence 5 AktG.

The relevant provisions of the German Stock Corporation Act underlying such shareholder rights, including when such rights are excluded, are as follows:

Section 126 AktG

(1) Any motions by shareholders, together with the name of the shareholder, the reasons and any position taken by the management, shall be communicated to the persons entitled pursuant to Section 125 (1) to (3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address provided for such purpose in the notice of the general meeting a counter-motion with respect to a proposal by the Executive Board and Supervisory Board as to an item on the agenda

accompanied by a statement of the grounds for such counter-motion; the date of receipt will not be counted. In the case of listed companies, access shall be provided via the Company's homepage. Section 125 (3) shall apply analogously.

- (2) *A counter-motion and the reasons need not be communicated if*
- 1. the Executive Board would by reason of such communication become criminally liable;*
 - 2. the counter-motion would result in a resolution of the general meeting which would be unlawful or would violate the articles of association;*
 - 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous;*
 - 4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a general meeting of the company pursuant to Section 125;*
 - 5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one twentieth of the share capital represented has voted in favor of such counter-motion;*
 - 6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or*
 - 7. within the past two years at two general meetings the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.*

The statement of the reasons need not be communicated if it exceeds 5,000 characters.

- (3) *If several shareholders make counter-motions for resolutions in respect of the same subject matter, the Executive Board may combine such counter-motions and the respective statements of reasons.*

Section 127 AktG (excerpt)

Section 126 shall apply analogously to a nomination by a shareholder for the election of Supervisory Board members and the external auditors. Such nomination need not be supported by a statement of reasons. The Executive Board need not communicate such nomination if it fails to contain the particulars required by Section 124 (3) sentence 4 and Section 125 (1) sentence 5. [...]

Section 124 (3) sentence 4 AktG

The proposal for the election of members of the Supervisory Board or auditors shall state their name, profession and place of residence.

Section 125 (1) sentence 5 AktG

For companies whose shares are listed on a stock exchange, the nominations of members to the Supervisory Board shall contain information on the nominees' membership in other Supervisory Boards that must be formed pursuant to law; information regarding their membership in comparable governing bodies of domestic and foreign business enterprises should be added.

3. Opportunities for shareholders to ask questions pursuant to Section 131 AktG in conjunction with Section 1 (2) sentence 1, No. 3, sentence 2 PandemieG

In the case of a general meeting that pursuant to Section 1 (2) PandemieG takes place without the physical presence of the shareholders and their proxy holders, properly registered shareholders or their proxy holders may pose questions to the Executive Board about the Company's affairs by means of electronic communication, to the extent that answering them is necessary for a proper evaluation of the agenda items. The opportunity to ask questions also extends to the Company's legal and business relations with any affiliated enterprise. Since, among other documents, the consolidated financial statements and the group management report are submitted to the Annual General Meeting hereby convened, the opportunity to ask questions extends to the situation of the group and of the affiliated enterprises included in the consolidated financial statements.

As provided for in Section 1 (2) sentence 2 PandemieG, any questions must be submitted by shareholders to the Company in German no later than two days prior to the Annual General Meeting (which must be received by the Company on **17 May 2020, 24:00 h CEST**) in written form (*Textform*) by means of electronic communication using either the Company's password-protected internet service under www.aixtron.com/agm in accordance with the procedure stipulated by the Company.

Any answers to questions submitted by shareholders will be provided during the Annual General Meeting.

In addition, the Executive Board may generally refuse to provide information in accordance with Section 131 (3) AktG, in particular to the extent that providing information would, in accordance with sound business judgment, be capable of causing more than insignificant damage to the Company or an affiliated enterprise or to the extent that the Executive Board would expose itself to criminal liability.

The relevant provisions of the German Stock Corporation Act and the PandemieG underlying these rights of the shareholders read as follows:

Section 131 AktG

- (1) *Each shareholder shall upon request be provided with information at the general meeting 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. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such financial statements in the form that would have been used if such provisions on simplified procedure had not been applied. The duty of the Executive Board of a parent company to provide information (Section 290 (1), (2) of the German Commercial Code) at the general meeting to which the consolidated financial statements and the group management report are submitted, also extends to the position of the group and the enterprises included in the consolidated annual financial statements.*
- (2) *The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure pursuant to Section 129 may authorize the person presiding over the meeting to restrict the right of shareholders to speak and to ask questions at the general meeting to an appropriate amount of time, and to determine details.*
- (3) *The Executive Board may refuse to provide information:*
 1. *to the extent that providing such information is, according to sound business judgment, likely to cause more than insignificant damage to the company or an affiliated enterprise;*
 2. *to the extent that such information relates to tax valuations or the amount of certain taxes;*
 3. *with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;*
 4. *with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of Section 264 (2) of the German Commercial Code; the foregoing shall not apply if the general meeting is to approve the annual financial statements;*

5. *if the provision of such information would render the Executive Board criminally liable;*
6. *insofar as, in the case of a credit institution or financial services provider, information need not be given on methods of classification and valuation applied and set-offs made in the annual financial statements, management report, consolidated financial statements or group management report;*
7. *to the extent that such information is continuously available on the company's homepage for at least seven days prior to the commencement of the general meeting and during the general meeting.*

The provision of information may not be refused for any other reasons.

- (4) *If information has been provided to a shareholder by reason of his status as a shareholder outside a general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The Executive Board may not refuse to provide such information on the grounds of subsection (3) sentence 1 Nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1), (2) of the German Commercial Code), a joint enterprise (Section 310 (1) of the German Commercial Code) or an associated enterprise (Section 311 (1) of the German Commercial Code) provides information to a parent company (Section 290 (1), (2) of the German Commercial Code) for purposes of the inclusion of the company into the consolidated financial statements of the parent company and such information is needed for such purposes.*
- (5) *A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.*

Section 1 (2) PandemieG (excerpt)

- (2) *The Executive Board may decide that the meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxy holders if [...]*
 3. *the shareholders are given an opportunity to ask questions by means of electronic communication [...]*

The Executive Board decides in its reasonably exercised discretion which questions it chooses to answer and how it chooses to do so; it may also determine that questions must be submitted not later than two days prior to the Annual General Meeting.