



Invitation to the
Annual General Meeting 2021

AIXTRON

Information pursuant Table 3 of the Annex to Implementing Regulation (EU) 2018/1212

Unique identifier of the event	AIXA052021oHV
Type of message	Convocation of the Annual General Meeting format pursuant to Implementing Regulation (EU) 2018/1212: NEWM
ISIN	DE000A0WMPJ6, DE000A3H3MC9
Name of the Issuer	AIXTRON SE
Date of the General Meeting	19.05.2021; format pursuant to Implementing Regulation (EU) 2018/1212: 20210519
Time of the General Meeting	10:00 CEST; format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC
Type of General Meeting	Annual General Meeting as a virtual event without the physical presence of shareholders or their proxies format pursuant to Implementing Regulation (EU) 2018/1212: GMET
Location of the General Meeting	URL to the password-protected GM online-service as virtual venue: www.aixtron.com/agm Location of the Annual General Meeting as defined by the German Stock Corporation Act: Auf der Hüls 170 52068 Aachen
Record Date (Technical Record Date)	12.05.2021; format pursuant to Implementing Regulation (EU) 2018/1212: 20210512
Uniform Resource Locator (URL)	www.aixtron.com/agm

Translation for Convenience Purposes

AIXTRON SE
Herzogenrath

ISIN DE000A0WMPJ6 (WKN A0WMPJ)

ISIN DE000A3H3MC9 (WKN A3H3MC)

Invitation to the Annual General Meeting

We hereby invite the shareholders of AIXTRON SE,
with its registered office in Herzogenrath, Germany, to the

Annual General Meeting,

which will be held at

10.00 hrs CEST on Wednesday, 19 May 2021.

This year's Annual General Meeting will be held as a virtual meeting.

Location of the meeting for the purposes of the
German Stock Corporation Act (*Aktiengesetz*, AktG):
SQUAD STUDIOS, Auf der Hülz 170, 52068 Aachen, Germany.

A physical presence of the shareholders or their proxy holders is not possible.

URL to the internet service of the Company: www.aixtron.com/agm

I. Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as at 31 December 2020, the approved consolidated financial statements as at 31 December 2020, the combined management report for AIXTRON SE and the Group for the 2020 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 2020, as prepared by the Executive Board. Accordingly, the annual financial statements are adopted pursuant to section 172 of the German Stock Corporation Act (*Aktiengesetz*, AktG). Therefore, in accordance with statutory provisions, no resolution will be adopted on Agenda Item 1. The other aforementioned documents are also merely to be made available to the general meeting pursuant to section 176 (1) sentence 1 AktG, without any resolution to be adopted in this regard – apart from the resolution on the appropriation of the net profits being subject of agenda item 2.

- 2. Resolution on the appropriation of the net retained profits for the financial year 2020**

The Executive Board and the Supervisory Board propose to appropriate the net profits in the amount of EUR 18,360,443.87 as reported in the annual financial statements of AIXTRON SE for financial year 2020 as follows

Dividend distribution of EUR 0.11 for each no-par value share entitled for dividends, in sum	EUR	12,302,753.65
New account carry-forward	EUR	6,057,690.22
<hr/>		
Net profits (<i>Bilanzgewinn</i>)	EUR	18,360,443.87

Should the number of no-par value shares entitled to dividends for financial year 2020 change by the time of the Annual General Meeting, a correspondingly adjusted proposal will be put to the vote at the Annual General Meeting, which will continue to provide for a dividend of EUR 0.11 per no-par value share entitled to dividends and a correspondingly adjusted profit carry-forward.

Pursuant to section 58 (4) sentence 2 AktG, the dividend will be paid on the third business day following the Annual General Meeting adopting the proposed resolution, i.e. on 24 May 2021.

3. Resolution concerning approval of the actions of the members of the Executive Board of AIXTRON SE for the 2020 financial year

The Executive Board and the Supervisory Board propose that approval be granted in respect of the actions taken in the 2020 financial year by members of the Executive Board of AIXTRON SE who held office during that period.

4. Resolution concerning approval of the actions of the members of the Supervisory Board of AIXTRON SE for the 2020 financial year

The Executive Board and the Supervisory Board propose that approval be granted in respect of the actions taken in the 2020 financial year by members of the Supervisory Board of AIXTRON SE who held office during that period.

5. Resolution on elections to the Supervisory Board

Pursuant to Article 40 (2) and (3) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) („SE Regulation“), section 17 German SE Implementation Act (*SE-Ausführungsgesetz, SEAG*) in conjunction with section 11 no. 1 of the Articles of Association of AIXTRON SE, the Supervisory Board is composed of five members who are elected by the General Meeting.

With the conclusion of the Annual General Meeting to be held on 19 May 2021, the term of office of the Supervisory Board members Prof. Dr. Andreas Biagosch and Prof. Dr. Petra Denk will end. Two mandates are therefore to be reappointed by the Annual General Meeting. Prof. Dr. Biagosch and Prof. Dr. Denk are available for re-election.

The appointment of the Supervisory Board is to be made in accordance with section 11 no. 2 of the Articles of Association for the period until the end of the Annual General Meeting which resolves on the discharge (approval of actions) for the fourth financial year after the beginning of the term of office; the Annual General Meeting may, however, provide for a shorter term of office.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board of AIXTRON SE for the period from the end of the Annual General Meeting on 19 May 2021 until the end of the Annual General Meeting resolving on the ratification of actions for fiscal year 2023:

- a) Mr. Prof. Dr. Andreas Biagosch, resident in Munich, Germany, former member of the board of McKinsey & Company,
- b) Mrs. Prof. Dr. Petra Denk, resident in Oberschleißheim, Germany, professor of business and energy management, University of Applied Sciences (Hochschule) Landshut.

It is intended to have the Annual General Meeting decide on the elections to the Supervisory Board by way of an individual vote.

The aforementioned election proposals are based on the recommendation of the Nomination Committee of the Supervisory Board, take into account the objectives resolved by the Supervisory Board for its composition and are in line with the competence profile developed by the Supervisory Board for the entire body.

The objectives and competence profile were adopted by the Supervisory Board in 2010 and are published, including the status of implementation, in the corporate governance statement as part of the annual report for the 2020 financial year. The 2020 Annual Report is part of the documents mentioned under agenda item 1, which are available on our website at

www.aixtron.com/agm.

The proposed candidates Prof. Dr. Biagosch and Prof. Dr. Denk are already members of the Supervisory Board of AIXTRON SE. Apart from this, in the opinion of the Nomination Committee of the Supervisory Board and the Supervisory Board, there are no significant personal or business relationships within the meaning of no. C. 13 of the German Corporate Governance Code between the proposed candidates and AIXTRON SE, its corporate bodies or a shareholder with a significant shareholding.

The curriculae vitae of the two candidates are reproduced at the end of this invitation. They are also available on the AIXTRON website at

www.aixtron.com/agm.

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

Prof. Dr. Biagosch is a member of the following other statutory supervisory boards: Wacker Chemie AG (listed), Munich, Germany, member of the Supervisory Board.

He is a member of the following comparable domestic and foreign supervisory bodies of business enterprises: Ashok Leyland Limited (listed) and Hinduja Leyland Finance, both Chennai, India, each Non-executive Director; ATHOS Service GmbH, Munich, Germany, Chairman of the Advisory Board.

Prof. Dr. Denk is a member of the following other statutory supervisory boards: Pfisterer Holding AG, Winterbach, Germany, member of the Supervisory Board.

She is not currently a member of comparable domestic or foreign supervisory bodies of commercial enterprises. She is a candidate for the elections to the Board of Directors of BKW AG (Switzerland) (non-executive function) to be held on 7 May 2021.

6. Resolution on the confirmation of the remuneration for the members of the Supervisory Board

Pursuant to section 113 (3) AktG, the general meeting must pass a resolution on the remuneration of the members of the supervisory board at least every four years. The vote may also confirm the existing remuneration. The current remuneration of the Supervisory Board was determined by resolution of the Annual General Meeting of 16 May 2018 in section 17 no. 3 to 5 of the Articles of Association.

The remuneration regulation in section 17 no. 3 to 5 reads as follows:

- (3) In addition to the reimbursement of expenses (including any value added tax payable on their Supervisory Board remuneration or expenses), the members of the Supervisory Board will receive an annual compensation in an amount of EUR 60,000, with the Chairman receiving triple this amount and the Deputy Chairman one and a half times this amount. The Chairman of the Audit Committee shall receive an additional annual remuneration of EUR 20,000.00
- (4) Members of the Supervisory Board who are only members of the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board or the Audit Committee shall receive pro rata temporis one twelfth of the remuneration according to the above section 17 no. 3 for each month or part thereof of the corresponding activity on the Supervisory Board.
- (5) The Company shall pay insurance premiums for liability and legal expenses insurance to cover liability risks arising from Supervisory Board activities for the members of the Supervisory Board, as well as the insurance tax payable thereon.

The system underlying the remuneration of the Supervisory Board can be described as follows:

- In accordance with suggestion G.18 sentence 1 of the German Corporate Governance Code, the remuneration of the Supervisory Board is a purely fixed remuneration and is paid entirely in cash. There are no variable remuneration components. In addition to the payment of the fixed remuneration, it also includes the reimbursement of expenses (including any value-added tax payable on Supervisory Board remuneration or expenses).
- The fixed remuneration currently amounts to EUR 60,000.00 per year, with the Chairman receiving three times this amount and the Deputy Chairman receiving one and a half times this amount. Furthermore, the chairman of the Audit Committee receives an additional annual remuneration of EUR 20,000.00. With this arrangement, the higher time expenditure is taken into account with regard to the Chairman, the Deputy Chairman and the Chairman of the audit committee - insofar in accordance with recommendation G.17 of the German Corporate Governance Code. No further remuneration is paid for committee memberships. No attendance fee is paid. There are no remuneration-related agreements between the company and the members of the Supervisory Board that go beyond the provisions in the Articles of Association.

- The members of the Supervisory Board are included in a pecuniary damage liability insurance policy for members of executive bodies. The premiums are paid by the company.
- There is no further remuneration in the event of resignation or any provision regarding remuneration after the term of office. Supervisory Board members who did not serve for the entire financial year receive remuneration pro rata temporis, rounded up to full months.
- The structure of Supervisory Board remuneration, which provides exclusively for fixed remuneration, strengthens the independence of the Supervisory Board and provides a counterbalance to the structure of Executive Board remuneration, a substantial part of which is variable. Thus, the Supervisory Board remuneration promotes the long-term development of AIXTRON.
- The Supervisory Board regularly reviews whether the remuneration of its members is appropriate, taking into account their tasks and the Company's situation. The Supervisory Board has the option of making a horizontal market comparison and/or a vertical comparison with the remuneration of the Company's employees. Due to the special nature of the work of the Supervisory Board, a vertical comparison with the remuneration of the company's employees is generally not used when reviewing the remuneration of the Supervisory Board. Depending on the outcome of a review, the Supervisory Board, together with the Executive Board, may submit a proposal to the Annual General Meeting to adjust the Supervisory Board's remuneration.
- The rules for dealing with conflicts of interest set out in the rules of procedure for the Executive Board and the Supervisory Board are observed in the procedures for establishing, implementing and reviewing the remuneration system.

The Executive Board and the Supervisory Board are of the opinion that the amount of remuneration and the concrete design of the remuneration system for the Supervisory Board are appropriate with regard to the tasks of the Supervisory Board members and the situation of the Company.

The Executive Board and the Supervisory Board propose to confirm the remuneration of the members of the Supervisory Board, including the system on which this remuneration is based.

7. Resolution concerning the appointment of the statutory auditor and the group statutory auditor for the 2021 financial year

At the recommendation of its Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany, be appointed statutory auditor and group statutory auditor for the 2021 financial year.

In its recommendation, the Audit Committee stated that its recommendation is free from influence by a third party pursuant to Article 16 (2) of the EU Audit Regulation (Regulation (EU) No 537/2014) and that no clause restricting the choice by the Annual General Meeting within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed upon it.

II. Additional information and notices

1. Total number of shares and voting rights

As at the date of the notice convening this Annual General Meeting, AIXTRON SE has issued a total of 113,047,920 shares, granting 113,047,920 votes. However, as at the date of this notice, the Company holds 1,084,105 treasury shares, meaning that the number of shares entitled to vote currently amounts to 111,963,815.

2. Virtual Annual General Meeting and exercisable shareholder rights

In light of the COVID-19 pandemic, the legislators have enacted 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*, PandemieG) (Federal Gazette [BGBl.] I 2020, p. 570; amended on 22 December 2020, Federal Law Gazette [BGBl.] I 2020, p. 3328, in the following “PandemieG”). Section 1 PandemieG provides, inter alia, for the temporary relaxation of the rules for the annual general meeting of a European company (SE) like AIXTRON SE.

The Executive Board, with the approval of the Supervisory Board, has decided in accordance with the requirements of the PandemieG to hold the Annual General Meeting of AIXTRON SE without the physical presence of the shareholders or their proxy holders as a virtual Annual General Meeting.

For this year’s Annual General Meeting, this means, in particular, the following:

- The location of the meeting for the purposes of the AktG is SQUAD STUDIOS, Auf der Hüls 170, 52068 Aachen, Germany. The chairman of the meeting, the Company’s Executive Board and the notary, who will be taking the minutes of the Annual General Meeting, as well as the voting rights proxy holders designated by the Company, will all be present at this place during the Annual General Meeting.
- It is not possible for shareholders or their proxy holders to participate there. An audiovisual broadcast of the Annual General Meeting will be made available to all properly registered shareholders and their proxy holders via the Company’s password-protected internet service at www.aixtron.com/agm (for further details, see 4., below). For persons other than properly registered shareholders and their proxy holders, an audiovisual broadcast of the Annual General Meeting will be made available up until the start of the question-and-answer session at www.aixtron.com/agm.
- Properly registered shareholders or their proxy holders can exercise their **voting rights by means of postal vote** either **electronically** via the Company’s password-protected internet service at www.aixtron.com/agm or **in writing** (for further details, see 5. and 6, below). They also have the option of entrusting the exercise of their voting rights to the voting rights proxy holders designated by the Company, who are required to cast votes in accordance with instructions (for further details, see 7., below). There are no other options for exercising

voting rights. Up until the opportunity to exercise the voting right is formally ended by the chairman of the meeting following the answering of questions on the day of the Annual General Meeting, duly registered shareholders or their proxy holders have the opportunity to exercise their voting rights by means of electronic postal vote and to issue instructions electronically to the voting rights proxy holders designated by the Company via the Company's password-protected internet service at www.aixtron.com/agm. If they wish to exercise their voting rights in writing or issue instructions in writing to the voting rights proxy holders designated by the Company, shorter deadlines apply for organisational reasons (for further details, see 5. and 6., below).

- Properly registered shareholders or their proxy holders may submit questions up to one day prior to the Annual General Meeting via the Company's password-protected internet service at www.aixtron.com/agm (for further details, see 8., below).
- During the Annual General Meeting, shareholders or their proxy holders who have exercised their voting rights may lodge objections to resolutions adopted at the Annual General Meeting as recorded in the minutes kept by the notary via the Company's password-protected internet service at www.aixtron.com/agm (for further details, see 9., below).

Unless specified otherwise below, there are no other exercisable, meeting-related shareholder rights beyond those described above (including the requirements for how they are exercised). In particular, there will be no possibility during the Annual General Meeting to comment on or make motions concerning the agenda or the rules of procedure.

3. Registering for the Annual General Meeting

In order to be eligible to exercise their voting rights and other exercisable shareholder rights in accordance with the Articles of Association of our Company, shareholders must be recorded in the share register on the day of the Annual General Meeting and have registered either with the form included with the registration materials or electronically using the Company's password-protected internet service at www.aixtron.com/agm, or in writing in German or English sent to the registration address of the Company listed below:

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

The registration materials as well as the personalised access credentials for use of the password-protected internet service on the Company's website at www.aixtron.com/agm, will be sent to the shareholders together with the invitation to the Annual General Meeting by regular mail or, if they have registered for email notifications, by email. The registration materials can also be downloaded from the Company's website at www.aixtron.com/agm or requested by regular mail, fax, or email sent to the above-listed registration address of AIXTRON SE.

The registration period regularly amounts to six full days. Therefore, **registrations** will be accepted, if they are received by the Company up to the end of the sixth day prior to the Annual General Meeting, i.e. on or before

24:00 hrs CEST on 12 May 2021.

Controlling for registration for the virtual Annual General Meeting and thus for the exercise of shareholder rights is the shareholding recorded in the share register on the day of the Annual General Meeting. The **Technical Record Date** is 24:00 hrs CEST on **12 May 2021**. This means that deletions and new entries will not be made in the share register in the six days prior to the Annual General Meeting or on the day of the Annual General Meeting, i.e. in the period from 13 May 2021 up to and including 19 May 2021. Please note that shares are also not blocked after the Technical Record Date. Therefore, shareholders can continue to freely dispose of their shares even after the Technical Record Date.

4. Audiovisual broadcast of the Annual General Meeting

Properly registered shareholders or their proxy holders will be able to view a live audiovisual broadcast of the entire Annual General Meeting, including the answering of submitted questions during the Annual General Meeting and vote tallies, via the Company's password-protected internet service at www.aixtron.com/agm. Shareholders will be **sent** the personal access credentials necessary for proper registration together with the personalised invitation letter for the Annual General Meeting. Shareholders or proxy holders may then use the personal access credentials to log in to the audiovisual broadcast and view the entire Annual General Meeting.

The audiovisual broadcast of the Annual General Meeting does not enable participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 AktG.

For persons other than properly registered shareholders and their proxy holders, an audiovisual broadcast of the Annual General Meeting will be made available up until the start of the question-and-answer session at www.aixtron.com/agm.

5. Procedure for casting votes by means of postal vote

Only those recorded shareholdings who have properly registered are entitled to exercise their voting rights by means of postal vote.

The casting of votes by means of postal voting takes place either **electronically**, i.e. by using the Company's password-protected internet service at www.aixtron.com/agm, or **in writing**, i.e. exclusively by regular mail, sent to the above-listed registration address of AIXTRON SE; casting votes via fax or email is not possible.

The exercise of the voting right by means of postal vote is governed by the shareholding recorded in the share register on the day of the Annual General Meeting.

If the postal vote is cast electronically, i.e. using the Company's password-protected internet service at www.aixtron.com/agm, it may be cast using the Company's password-protected internet service at www.aixtron.com/agm

up until the opportunity to exercise the voting right is formally ended by the chairman of the meeting following the answering of questions **on the day of the Annual General Meeting** (Wednesday, 19 May 2021).

However, a postal vote cast in writing, i.e. by regular mail, must be received not later than

12:00 hrs CEST on 18 May 2021

at the above-listed registration address of the Company. A form for casting votes **in writing** (i.e. by regular mail) by means of postal vote will be enclosed with the invitation letter, and it can also be downloaded from the Company's website at www.aixtron.com/agm. In addition, the form may be requested by sending a letter, fax or email to the above-listed registration address for AIXTRON SE.

Votes that have **already been cast** electronically or in writing may be **changed** or **withdrawn**

up until the opportunity to exercise the voting right is formally ended by the chairman of the meeting following the answering of questions **on the day of the Annual General Meeting** (Wednesday, 19 May 2021)

using the Company's **password-protected internet service** at www.aixtron.com/agm. Written notice of a change or withdrawal must be received not later than **12:00 hrs CEST on 18 May 2021** (receipt by the Company) at the above-listed registration address for AIXTRON SE.

Casting a vote by means of postal vote does not constitute participation at the Annual General Meeting in the legal sense.

6. Procedure for exercising voting rights and other exercisable shareholder rights through proxy holders

Authorised intermediaries, shareholders' associations, and other persons and institutions equivalent to them under section 135 AktG may make use of the postal vote if the shareholding concerned has been properly registered.

Shareholders entitled to vote who prefer not to personally exercise their voting rights or other exercisable shareholder rights may have these rights exercised by a proxy holder, an intermediary covered by section 135 AktG, a shareholders' association, a voting rights consultant, or a person who professionally offers shareholders his services in exercising voting rights at the Annual General Meeting, who in turn makes use of the postal vote.

If a shareholder grants a proxy to more than one person, the Company may reject one or more of them.

Shareholders entitled to vote may **grant a proxy** to a representative by making a **declaration directly to the Company** either **electronically**, i.e. using the Company's password-protected internet service at www.aixtron.com/agm, or **in writing**, i.e. by regular mail, fax or email sent to the above-listed registration address of AIXTRON SE. Also, the revocation of a previously granted proxy may be declared directly to the Company through the aforementioned transmission channels. Separate proof concerning the granting of the proxy is no longer necessary in such case.

Shareholders who would like to grant a proxy to a representative by making a declaration directly to the Company in writing, i.e. by regular mail, fax or email sent to the above-listed registration address of AIXTRON SE, are requested to use the forms provided by the Company for this purpose. The forms for granting a proxy in writing are enclosed with the invitation letter. They may also be downloaded from the Company's website at www.aixtron.com/agm or requested by regular mail, fax, or email sent to the above-listed registration address.

If the proxy is not granted directly to the Company but instead **is granted to the representative**, written form (*Textform*) is required for the grant of proxy, for the proof furnished to the Company concerning the grant of proxy and, as a rule, also for the revocation of the proxy. Proof that a proxy has been granted to a representative may be furnished by sending the proof by regular mail, fax or email to the above-listed address of AIXTRON SE.

Also in the case where shareholders grant a proxy by making a declaration to the representative, they are requested to use the forms provided by the Company for this purpose.

Special rules may apply where a proxy is granted to an intermediary covered by section 135 AktG, a voting rights consultant, a shareholders' association, or a person who professionally offers shareholders his services in exercising voting rights at the Annual General Meeting, as well as for the revocation and proof of such a proxy. In such case, shareholders are asked to coordinate in advance with the person or entity being granted the proxy with respect to the form that may be required for such proxy. If an intermediary does not own registered shares but is recorded as their owner in the share register, he may exercise the voting right in respect of those shares only on the basis of a proxy.

In any case, a proxy holder may exercise the exercisable shareholder rights **electronically** only if the shareholder has given him the personal access credentials to the Company's password-protected internet service at www.aixtron.com/agm and if the proxy holder is on file as such in the Company's password-protected internet service at www.aixtron.com/agm.

In order to be able to ensure that the proxy holder is on file as a proxy holder, the following applies:

If a proxy is granted directly to the Company **electronically**, i.e. using the Company's password-protected internet service at www.aixtron.com/agm, it may be granted

up until the opportunity to exercise the voting right is formally ended by the chairman of the meeting following the answering of questions **on the day of the Annual General Meeting** (Wednesday, 19 May 2021)

using the Company's password-protected internet service at www.aixtron.com/agm.

However, a proxy granted directly to the Company **in writing** or, as the case may be, proof of the granting of a proxy to a representative that is furnished in writing, i.e. in either case by regular mail, fax or email, must for organisational reasons be received by the Company not later than

12:00 hrs CEST on 18 May 2021

at the above-listed registration address of AIXTRON SE.

Further information concerning granting of proxies can be found in the documentation sent to shareholders.

7. Procedure for exercising voting rights through the voting rights proxy holders designated by the Company

The Company offers properly registered shareholders and their proxy holders the opportunity to grant a proxy to voting rights proxy holders designated by the Company. Where they have been granted a proxy, the voting rights proxy holders designated by the Company exercise the voting right in accordance with the shareholder's instructions. If the shareholder does not provide instructions, the voting rights proxy holders designated by the Company are not authorised to exercise the voting right.

Shareholders may grant a proxy to the voting rights proxy holders designated by the Company and issue instructions to them either **electronically**, i.e. using the Company's password-protected internet service at www.aixtron.com/agm, or **in writing**, i.e. by regular mail, fax or email sent to the above-listed registration address of AIXTRON SE.

The access credentials for using the password-protected internet service and the form for granting a written proxy to the voting rights proxy holders designated by the Company and for issuing written instructions to them are enclosed with the invitation letter. In addition, the form may be requested by sending a letter, fax or email to the above-listed registration address for AIXTRON SE. Furthermore, a neutral form is available for download on the Company's website at www.aixtron.com/agm, along with additional information about granting a written proxy to the voting rights proxy holders designated by the Company and issuing written instructions to them.

Shareholders who would like to **grant a proxy** to the voting rights proxy holders designated by the Company **electronically** may transmit the proxy along with the instructions

up until the opportunity to exercise the voting right is formally ended by the chairman of the meeting following the answering of questions **on the day of the Annual General Meeting** (Wednesday, 19 May 2021)

via the Company's password-protected internet service at www.aixtron.com/agm. The voting rights proxy holders designated by the Company will then, following the formal termination of the possibility to exercise the voting right (i.e. in this case the possibility to give instructions to the proxy holders designated by the Company), execute the instructions given to them accordingly.

Shareholders who would like to **grant a proxy** to the voting rights proxy holders designated by the Company in **writing** may send the proxy along with the instructions up until

12:00 hrs CEST on 18 May 2021 (receipt by the Company)

by regular mail, fax or email to the above-listed registration address of AIXTRON SE. The same applies to a change or revocation of a proxy that has been granted and instructions that have been issued in this way.

Proxies that have already been granted and instructions that have already been issued – whether electronically or in writing – may be **changed** or **revoked electronically**, i.e. via the Company's password-protected internet service at www.aixtron.com/agm,

up until the **opportunity to exercise the voting right is formally ended** by the chairman of the meeting following the answering of questions **on the day of the Annual General Meeting** (Wednesday, 19 May 2021).

The voting rights proxy holders designated by the Company cannot be instructed to make motions or declare objections.

8. Opportunity to ask questions

Pursuant to section 1 (2) sentence 1 no. 3 PandemieG, shareholders and their proxies are granted the right to ask questions by way of electronic communication, which are to be answered by the Executive Board. The Executive Board shall decide at its own dutiful discretion how to answer the questions. It may also specify that questions are to be submitted by electronic communication no later than one day before the meeting.

In accordance with these statutory requirements, the Executive Board has decided that properly registered shareholders and their proxy holders may submit questions not later than one day prior to the Annual General Meeting, i.e. not later than

24:00 hrs CEST on 17 May 2021,

via the Company's password-protected internet service at www.aixtron.com/agm. Decisive for meeting the deadline is receipt of the question(s) by the Company.

Submitted questions will be answered during the Annual General Meeting.

Further details about the opportunity to ask questions can be found in 10, below.

9. Objection to resolutions adopted by the Annual General Meeting

Properly registered shareholders or their proxy holders who have exercised their voting rights have the right during the Annual General Meeting to lodge an objection in German to a resolution adopted by the Annual General Meeting, and to have same entered in the minutes, by means of electronic communication via the Company's password-protected internet service at www.aixtron.com/agm.

10. Rights of shareholders under Article 56 of the EU SE Regulation, section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz, SEAG*), and sections 122 (2), 126 (1), 127 and 131 (1) AktG, in part in conjunction with the PandemieG

Demands to add items to the agenda under Article 56 of the EU SE Regulation, section 50 (2) SEAG, section 122 (2) AktG

Shareholders whose shares represent in the aggregate 5% of the share capital or the proportionate amount of EUR 500,000 of the share capital, corresponding to 500,000 no-par-value shares, may demand that items be put on the agenda and published. The demand must be sent in writing to the Executive Board and be received by the Company not later than the end of **18 April 2021 (24:00 hrs CEST)**. Each new agenda item 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

Additions to the agenda that the Company is obliged to publish will be published in the Federal Gazette promptly following receipt of the demand and, pursuant to section 121 (4a) AktG, will be forwarded to those media outlets that can be expected to disseminate the information throughout the entire European Union. They will also be made available to shareholders on the Company's website at www.aixtron.com/agm. Furthermore, notice will be given of the amended agenda pursuant to section 125 (1) sentence 3 AktG.

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

Counter-motions and nominations by shareholders pursuant to sections 126 (1) and 127 AktG

Unless specified otherwise in the foregoing notices, the exercise of voting rights by means of postal vote is not associated with any participation-related rights. Accordingly, shareholders and their proxy holders are not able to make any counter-motions or any counter-proposals for nominations during the Annual General Meeting. However, counter-motions or nominations by shareholders that are to be made accessible pursuant to section 126 or section 127 AktG shall be deemed to have been made at the general meeting pursuant to section 1 (2) sentence 3 PandemieG if the shareholder making the counter-motion or submitting the nomination is duly legitimised and registered for the general meeting.

Pursuant to section 126 (1) counter-motions will be published by the Company, if they are sent not later than the end of **4 May 2021 (24:00 hrs CEST)** to the address set forth below. Notified counter-motions sent to a different address will not be considered.

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

Subject to section 126 (2) and (3) AktG, notified counter-motions from shareholders that the Company is obliged to make available, including the name of the shareholder, any statement of reasons, and any statement by the management, will be promptly published on the Company's website at www.aixtron.com/agm.

The foregoing remarks apply mutatis mutandis to a shareholder's nomination pursuant to section 127 AktG, including the deadline for making the nomination available (receipt not later than the end of **4 May 2021, 24:00 hrs CEST**); the announced nomination does not have to be accompanied by a statement of reasons. Pursuant to section 127 sentence 3 AktG, the Executive Board of AIXTRON SE is also not required to make the nomination available if the nomination does not include the name, profession and place of residence of the nominee and, in the case of elections to the Supervisory Board does not include the information on other mandates pursuant to section 125 (1) sentence 5 AktG.

Right to ask questions pursuant to section 131 AktG in conjunction with section 1 (2) sentence 1 No. 3 and sentence 2 PandemieG

In the case of an Annual General Meeting that pursuant to section 1 (2) PandemieG takes place without the physical presence of the shareholders and their proxy holders, registered shareholders or their proxy holders shall be granted a right to ask questions on the Company's affairs by means of electronic communication, to the extent that answering them is necessary for disposing of the agenda item properly. The opportunity to ask questions also covers the Company's legal and business relationships with affiliated enterprises. Since the consolidated financial statements and the Group management report will be presented to the Annual General Meeting being convened with this notice, the opportunity to ask questions also covers the situation and performance of the Group and the companies included in the consolidated financial statements.

In conformity with section 1 (2) sentence 2 PandemieG questions must be submitted in German and not later than one day prior to the Annual General Meeting (**24:00 hrs CEST on 17 May 2021**, receipt by the Company), in written form by means of electronic communication via the Company's password-protected internet service at www.aixtron.com/agm.

Submitted questions will be answered during the Annual General Meeting.

In addition, the general rights pursuant to section 131 (3) AktG to refuse to provide information are applicable. This applies, in particular, to the extent that providing information would, in accordance with sound business judgment, be capable of causing more than insignificant harm to the Company or an affiliated enterprise or to the extent that providing information would expose the Executive Board to criminal liability.

11. More detailed explanations / Reference to the Company's website

More detailed explanations concerning the rights of shareholders under Article 56 SE Regulation, section 50 (2) SEAG, and sections 122 (2), 126 (1), 127 and 131 (1) AktG, in part in conjunction with the PandemieG, can also be found on the Company's website at www.aixtron.com/agm. The documents and information on the Annual General Meeting to be made available pursuant to section 124a AktG can also be found on the Company's website at www.aixtron.com/agm. The voting results will be published on the same page of the Company's website following the Annual General Meeting.

12. Information concerning data protection

The Company, as the controller within the meaning of Article 4 No. 7 of Regulation (EU) 2016/679 (GDPR), processes personal data (e.g. name), contact data (e.g. postal address, email address), information about shares (e.g. number of shares), and administrative data on the basis of applicable data protection provisions in order to enable shareholders and shareholder representatives to exercise their rights for the purpose of the Annual General Meeting. The shares of AIXTRON SE are registered shares, which pursuant to section 67 AktG are to be recorded in the Company's share register with indication of the name, date of birth, and address of the shareholder, as well as the number of shares held or the share certificate number. The Company is legally represented by its Executive Board, namely Dr Felix Grawert and Dr Joachim Linck.

The contact data for the Company as the controller are:

AIXTRON SE
Dornkaulstraße 2
52134 Herzogenrath, Germany
Responsible individual: Dr Felix Grawert (Chairman of the Executive Board of AIXTRON SE)
Email: AIXTRON-AGM@aixtron.com

The Company is legally obligated to conduct the Annual General Meeting in accordance with the AktG. In order for shareholders and shareholder representatives to participate in the Annual General Meeting, it is essential that their personal data are processed. The Company is the controller of the processing. The legal basis for processing is Article 6(1)(c) GDPR.

Personal data are processed for the purpose of preparing, conducting, and completing the Annual General Meeting, including for maintaining the share register, communicating with shareholders, and preparing the minutes of the proceedings of the Annual General Meeting. In addition, personal data are processed as a result of statutory obligations, such as retention obligations specified by stock corporation law, commercial law, and tax law.

As a rule, the Company does not disclose personal data to third parties. By way of exception, third parties engaged in connection with hosting the Annual General Meeting (e.g. general meeting service providers, attorneys, and auditors) receive personal data from the Company that are necessary for the performance of the engaged service. They process the data solely in accordance with the Company's instructions.

Subject to any statutory provisions that may enter into force following the Annual General Meeting, the Company stores the personal data of shareholders and shareholder representatives on the basis of current statutory retention obligations for a period of ten years, starting with the end of 2021. In some cases, personal data may be stored for a longer period if the data require additional processing for the purposes of managing motions, decisions, or legal procedures relating to the General Meeting.

If applicable: please be aware that during the Annual General Meeting, photos will be taken of the event while protecting rights relating to personality (see Article 6(1)(f) GDPR).

Shareholders and shareholder representatives are entitled to the rights under Chapter III of the GDPR, namely: pursuant to Article 15 GDPR, the right of access; pursuant to Article 16 GDPR, the right to obtain without undue delay the rectification of inaccurate or incomplete personal data; pursuant to Article 17 GDPR, the right to obtain without undue delay the erasure of personal data; pursuant to Article 18 GDPR, the right to the restriction of processing of personal data; and pursuant to Article 20 GDPR, the right to receive personal data in a format corresponding with statutory requirements and to transmit those data to another controller without hindrance (right to data portability).

These rights may be asserted against the Company at no charge using the following contact data:

AIXTRON SE
Dornkaulstraße 2
52134 Herzogenrath, Germany
Responsible individual: Dr Felix Grawert (Chairman of the Executive Board of AIXTRON SE)
Email: AIXTRON-AGM@aixtron.com

In addition, pursuant to Article 77 GDPR, shareholders and shareholder representatives have a right to lodge a complaint, in particular with the data protection supervisory authority having jurisdiction over the domicile or habitual place of residence of the shareholder or shareholder representative or with the supervisory authority of the Federal State in which the alleged infringement occurred.

Shareholders and shareholder representatives can reach our data protection officer at:

INTEGRITY
Gesellschaft für Datenschutz, Geldwäscheprävention und Compliance
Jülicher Straße 215
52070 Aachen, Germany
Email: datenschutz@aixtron.com

The information concerning data protection can also be viewed on the Company's website at www.aixtron.com/agm.

Herzogenrath, Germany, April 2021

**AIXTRON SE
The Executive Board**

Annex 1 to agenda item 5

Curriculum Vitae Prof. Dr. Andreas Biagosch, former board member McKinsey & Company

Personal details

Born 1955 in Bielefeld, Germany
 Resident in Munich, Germany
 Nationality: German

Professional career

1984 - 2012

McKinsey & Company, International Management Consulting
 1999 - 2012 Member of the worldwide board of McKinsey & Company
 1995 Director
 1991-1996 Head of the German High Tech Practice
 1989 Partner
 1980 - 1984
 Development Engineer at MTU Aeroengines AG, Munich, Germany

Academic career

2013-2021

Lecturer TU Munich at the Chair of Controlling (Lehrstuhl Controlling)

1982 - 1984

Assistant at the Chair of Aero Engines (Lehrstuhl für Flugantriebe), TU Munich

1978 - 1979

University of Illinois, USA
 Scholarship of the Rotary Foundation

1975 - 1984

Mechanical engineering and business administration at TU Munich
 Degrees: Diplom-Ingenieur; Diplom-Wirtschaftsingenieur; Dr.-Ing.

Mandates

AIXTRON SE, Herzogenrath, Germany (listed)

Member of the Supervisory Board since 2013

Wacker Chemie AG, Munich, Germany (listed)

Member of the Supervisory Board

Ashok Leyland Ltd. (listed) and Hinduja Leyland Finance, India

Non-executive Director

ATHOS Service GmbH, Munich, Germany

Chairman of the Advisory Board

Annex 2 to agenda item 5

Curriculum Vitae Prof. Dr. Petra Denk, Chair of Business and Energy Management, University of Applied Sciences (*Hochschule*) Landshut

Personal details

Born 1972 in Düsseldorf, Germany
 Resident in Oberschleißheim, Germany
 Nationality: German

Professional career

Since October 2012

Managing Director of the Institute for Systemic Energy Consulting GmbH at the University of Applied Sciences (*Hochschule*) Landshut

Since August 2009

Professor for Business and Energy Management at the Faculty of Electrical Engineering and Industrial Engineering, University of Applied Sciences (*Hochschule*) Landshut

2008 - 2009

E.ON Energie AG, Munich, Germany
 Head of Portfolio Development

2006 - 2008

E.ON Energie AG, Munich, Germany
 Head of International Controlling / Acquisitions

2002 - 2005

E.ON Energie AG, Munich, Germany
 Consultant, International Business Unit Management

2001 - 2002

E.ON Energie AG, Munich, Germany
 Consultant, International Corporate Development Department

Academic career

2003 - 2005

Postgraduate studies in business administration
 Degree: Business Economist (*Betriebswirtin*) (EBW)

2000 - 2001

Research assistant at LMU Munich

1997 - 2000

Doctoral thesis in physics at the C.N.R.S, Paris, France
 Degree: Doctorate in Physics at LMU Munich, specialising in semiconductor physics

1991 - 1996

Diploma studies in physics at LMU Munich, main focus: semiconductor physics
 Degree: Diploma in Physics

Mandates

AIXTRON SE, Herzogenrath, Germany (listed)

Member of the Supervisory Board since 2011

Pfisterer Holding AG, Winterbach, Germany

Member of the Supervisory Board

AIXTRON

AIXTRON SE | Dornkaulstr. 2 | 52134 Herzogenrath | Deutschland

www.aixtron.com