



**AIXTRON SE
Herzogenrath**

ISIN DE000A0WMPJ6 (WKN A0WMPJ)

ISIN DE000A3MQD61 (WKN A3MQD6)

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, 25 May 2022.

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 Hls 170, 52068 Aachen, Germany

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

URL to the internet service for the General Meeting: www.aixtron.com/agm

I. Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as at 31 December 2021, the approved consolidated financial statements as at 31 December 2021, the combined management report for AIXTRON SE and the Group for the 2021 financial year, the report by the Supervisory Board, the Executive Board's proposal on the appropriation of the net retained profits and the explanatory report by the Executive Board concerning the disclosures required under sections 289a para. 1 and 315a para. 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 2021, 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 para. 1 sentence 1 AktG, without any resolution to be adopted in this regard – apart from the resolution on the appropriation of the net retained profits being subject of Agenda Item 2.

- 2. Resolution on the appropriation of the net retained profits for the 2021 financial year**

The Executive Board and the Supervisory Board propose to appropriate the net retained profits in the amount of EUR 50,893,613 as reported in the annual financial statements of AIXTRON SE for the 2021 financial year as follows

Dividend distribution of EUR 0.30

for each no-par value share entitled for dividends, in sum	EUR 33,662,375
New account carry-forward	EUR 17,231,238
<hr/> Net retained profits (<i>Bilanzgewinn</i>)	<hr/> EUR 50,893,613

Should the number of no-par value shares entitled to dividends for the 2021 financial year 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 0.30 per no-par value share entitled to dividends and a correspondingly adjusted profit carry-forward.

Pursuant to section 58 para. 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. 31 May 2022 (taking into account that Ascension Day (26 May 2022) is a public holiday).

- 3. Resolution concerning approval of the actions of the members of the Executive Board of AIXTRON SE for the 2021 financial year**

The Executive Board and the Supervisory Board propose that approval be granted in respect of the actions taken in the 2021 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 2021 financial year

The Executive Board and the Supervisory Board propose that approval be granted in respect of the actions taken in the 2021 financial year by members of the Supervisory Board of AIXTRON SE who held office during that period.

5. Resolution on the approval of the Remuneration Report prepared and audited pursuant to section 162 AktG for the 2021 financial year

Pursuant to the amendment of the German Stock Corporation Act by the German Act Implementing the Second Shareholders' Rights Directive (ARUG II), a Remuneration Report in accordance with section 162 AktG had to be prepared by the Executive Board and Supervisory Board for the first time for the 2021 financial year and is hereby presented to the Annual General Meeting for approval.

The Remuneration Report was audited by the statutory auditor, namely Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany, in accordance with section 162 para. 3 AktG to verify that the information required under section 162 para. 1 and para. 2 AktG was provided. The report on the audit of the Remuneration Report is attached to the Remuneration Report. The Remuneration Report is enclosed as an annex.

The Executive Board and the Supervisory Board propose that the Remuneration Report for the 2021 financial year, which has been prepared and audited in accordance with section 162 AktG, be approved.

6. Resolution on an expansion of the Supervisory Board to six members and on a corresponding amendment to the Articles of Association

Pursuant to Article 40 para. 2 and para. 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 has so far comprised five members to be elected by the General Meeting.

The Executive Board and the Supervisory Board are convinced that an expansion of the Supervisory Board to six members offers the opportunity to create additional expertise on the Supervisory Board.

The Executive Board and the Supervisory Board propose to resolve as follows:

Section 11 no. 1 of the Articles of Association is amended as follows:

"1. The Supervisory Board consist of six (6) members."

7. Resolution on elections to the Supervisory Board

Pursuant to Article 40 para. 2 and 3 SE Regulation, section 17 SEAG in conjunction with section 11 no. 1 of the Articles of Association of AIXTRON SE, the Supervisory Board has so far comprised five members to be elected by the General Meeting.

In case the General Meeting adopts the resolution on the amendment to section 11 no. 1 of the Articles of Association as proposed under Agenda Item 6 and the amendment has become effective upon entry in the commercial register (*Handelsregister*), the number of members increases from five to six.

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

The term of office of Supervisory Board member Kim Schindelhauer will end as scheduled at the end of the Annual General Meeting to be held on May 25, 2022. The longtime chairman of the Supervisory Board Mr. Kim Schindelhauer is available for re-election for another year.

If the resolution proposal of the Executive Board and Supervisory Board under Agenda Item 6 on the expansion of the Supervisory Board to six members is adopted, the Annual General Meeting shall elect a further member of the Supervisory Board in the event that the corresponding amendment to the Articles of Association has become effective upon entry in the Commercial Register. The company could gain Dr. Stefan Traeger, chairman of the Executive Board of JENOPTIK AG, as a candidate. Dr. Traeger shall be elected for the period of time until the end of the General Meeting resolving on the approval of actions for the 2024 financial year. His term of office shall commence when the amendment to the Articles of Association put to vote under Agenda Item 6 has become effective.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board of AIXTRON SE:

- a) Mr. Kim Schindelhauer, resident in Hamburg, Germany, businessman (*Diplom-Kaufmann*)
- b) Dr. Stefan Traeger, resident in Jena, graduate physicist, chairman of the Executive Board of JENOPTIK AG.

Mr. Schindelhauer is elected for a term of office commencing at the conclusion of the Annual General Meeting to be held on 25 May 2022 and ending with the conclusion of the Annual General Meeting resolving on the approval of actions for the 2022 financial year.

Dr. Traeger is elected for the term of office commencing at the registration of the amendment to section 11 no. 1 of the Articles of Association that is put to vote under Agenda Item 6 and ending with the conclusion of the Annual General Meeting resolving on the approval of actions for the 2024 financial year.

It is intended that the Annual General Meeting vote on the elections to the Supervisory Board on an individual basis.

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 2021 financial year. The 2021 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 candidate Mr. Schindelhauer is already a member 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 curricula vitae of the two candidates are attached to this invitation as an Annex. They are also available on the AIXTRON website at

www.aixtron.com/agm.

Information pursuant to section 125 para. 1 sentence 5 AktG:

Mr. Kim Schindelhauer is not a member of other statutory supervisory boards.

He is not a member of comparable domestic and foreign supervisory bodies of business enterprises.

Dr. Stefan Traeger is not a member of any other statutory supervisory boards.

He is a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises; all offices are intragroup mandates at non-listed affiliated companies which are exercised in the scope of his activities as Chairman of the Executive Board of JENOPTIK AG:

- JENOPTIK North America, Inc., USA (Chairman)
- JENOPTIK (Shanghai) Precision Instrument and Equipment Co., Ltd., China (Member)
- JENOPTIK (Shanghai) International Trading Co., Ltd., China (Member)
- JENOPTIK Korea Corp., Ltd., Korea (Member)
- JENOPTIK JAPAN Co. Ltd., Japan (Member)
- TELSTAR-HOMMEL Co., Ltd., Korea (Member).

8. Resolution concerning the appointment of the statutory auditor and the group statutory auditor for the 2022 financial year

Based on a selection procedure in accordance with section 16 of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) the Audit Committee suggested to the Supervisory Board to either propose KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstraße 277, Essen, Germany, or BDO AG Wirtschaftsprüfungsgesellschaft, Georg-Glock-Str. 8, Düsseldorf, Germany, for appointment as statutory auditor to the Annual General Meeting; the Audit Committee expressed a justified preference for KPMG AG Wirtschaftsprüfungsgesellschaft, Essen, Germany.

On the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstraße 277, Essen, Germany, be appointed as statutory auditor and group statutory auditor for the 2022 financial year.

In its recommendation, the Audit Committee stated that its recommendation is free from influence by a third party pursuant to Article 16 para. 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 para. 6 of the EU Audit Regulation has been imposed upon it.

9. Resolution to revoke the existing and to issue a new authorization for the purchase of treasury shares, even excluding a right to offer and to utilize the authorization even excluding a subscription right, as well as an authorization to redeem treasury shares that have been acquired and to decrease capital

Particularly in light of servicing share-based compensation programs or stock programs for employees and/or the members of the Executive Board, the company still shall be given the possibility to acquire treasury shares.

The resolution adopted by the Annual General Meeting of 16 May 2018 under Agenda Item 8 provided for an authorization to purchase and use treasury shares. This authorization has not been utilized. The authorization is valid until 15 May 2023 and thus will expire before the intended date on which the Annual General Meeting in 2023 shall be held. For this reason, and to maintain flexibility regarding the purchase and the use of treasury shares, a new authorization for the purchase and the use of treasury shares in accordance with section 71 para. 1 no. 8 AktG with the option to exclude subscription rights, shall be resolved while revoking the already existing authorization dated 16 May 2018.

At the time of convening the Annual General Meeting, the company holds 1,084,105 treasury shares.

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

- a) The authorization to purchase and to use treasury shares adopted by the Annual General Meeting of 16 May 2018 under Agenda Item 8 shall be cancelled and substituted as from the moment the following new authorization becomes effective.
- b) Pursuant to section 71 para. 1 no. 8 AktG, the company shall be entitled, within the context of legal restrictions, to acquire treasury shares up until 24 May 2027 of in total 10 percent of the share capital that exists at the time of the adoption of the resolution or – if said amount is lower – that exists at the time the authorization is exercised. In doing so, the shares acquired under this authorization, together with other treasury shares which are owned by the company or which are to be ascribed to the company in accordance with sections 71a et seq. AktG, shall not exceed 10 percent of the share capital at any time. The company must not utilize the authorization for the purpose of trading treasury shares.
- c) The company may exercise the authorization as stated under lit. b) in full or in partial amounts, on one or more occasions, or in pursuit of one or several purposes. The authorization may equally be exercised by companies that are dependent on the company or directly or indirectly majority-owned by the company or by third parties mandated by the company or its dependent companies to do so.
- d) Treasury shares, at the discretion of the Executive Board, 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 resp. by means of a public invitation to tender such an offer.
 - (1) If shares are purchased on the stock exchange, the consideration paid by the company for each share of AIXTRON SE (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share of AIXTRON SE traded in XETRA trading system 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 percent and shall not undercut this price by more than 20 percent. It is for the company's Executive Board to establish the precise specifications of such a purchase.
 - (2) If the purchase is made via a public offer of AIXTRON SE or by means of a public invitation to tender a purchase offer, the purchase price offered or the limits for the purchase price range per share of AIXTRON SE (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share of AIXTRON SE traded in XETRA trading system 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 a public offer is made public by more than 10 percent and shall not undercut this price by more 20 percent. It is for the company's

Executive Board to establish the precise specifications of the offer or of the public invitation to tender purchase offers to shareholders.

If there are material variances in the price compared to the tendered purchase price or the limits of the 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, the average closing price as traded on the last 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, next to the option to adjust the purchase price or the purchase price range, may provide for an acceptance period or for an offer period in addition to further requirements.

Insofar as the number of AIXTRON shares tendered or offered for purchase exceeds the existing repurchase volume, the purchase may be contingent upon the partial exclusion of a potential right to offer in proportion to the relation of shares tendered or offered per shareholder. Equally, the privileged consideration or acceptance of lower quantities of up to 100 shares tendered for purchase per shareholder and a rounding rule according to commercial principles may be provided for.

- e) The Executive Board shall be authorized, with the consent of the Supervisory Board, to sell the treasury shares which were purchased or which will be purchased by virtue of the above authorization or by virtue of a previously issued authorization or which were or will be purchased in any other form or manner, via the stock exchange or by offering these to all shareholders in proportion to their participation quotas. Moreover, the company's treasury shares acquired by virtue of the above authorization or by virtue of a previously issued authorization or in any other form or manner may be used also for all legally permissible purposes, and here in particular for the following:
- (1) They may be offered and transferred in order to meet obligations of the company resulting from the AIXTRON stock option program as adopted by the Annual General Meeting of 16 May 2012 under Agenda Item 8. Reference is made to the details pursuant to section 193 para. 2 no. 4 AktG in the resolution as per Agenda Item 8 adopted by the Annual General Meeting of 16 May 2012. Insofar as treasury shares are to be transferred to members of the company's Executive Board, the competence rests with the company's Supervisory Board.
 - (2) They may be sold to third parties for cash at a price which does not significantly undercut the price of shares of the company of the same class at the time of the sale. In this case, the number of shares to be sold must not exceed more than a total 10 percent of the share capital that exists at the time the resolution is adopted at today's Annual General Meeting, or – if this amount is lower – 10 percent of the share capital that exists at the time the shares in the company are sold. This restriction of 10 percent of the share capital shall include those shares which will be issued or used while this authorization is in effect, excluding the subscription right, in direct or in commensurate application of section 186 para. 3 sentence 4 AktG. Moreover, this restriction of 10 percent of the share capital shall include those shares which will be issued or are to be issued in order to service options and/or convertible bonds provided that the bonds are issued while this authorization is in effect subject to the commensurate application of section 186 para. 3 sentence 4 AktG, excluding the subscription right.
 - (3) They may be used to satisfy obligations from bonds holding option and/or conversion rights (option and/or conversion obligations) which will be issued by the company or companies that are dependent on the company or companies which are directly or indirectly majority-owned by the company.

- (4) They may be issued in return for assets, including receivables against the company or third parties or release from liabilities, especially in the context of company mergers or in connection with the acquisition of companies, parts of a company, or stakes in a company.
 - (5) They may be offered or promised or transferred in connection with share-based compensation or stock programs for employees of the company or companies affiliated with the company as well as board members of companies affiliated with the company.
 - (6) They may be issued as part of a variable compensation to members of the Executive Board to fulfil the respective compensation agreements that are in effect. In this case, the competence rests with the Supervisory Board of AIXTRON SE and this authorization applies to the Supervisory Board.
 - (7) They may be redeemed without such redeeming of shares or the execution of such redemption requiring any additional resolution to be adopted by the Annual General Meeting. The Executive Board may determine the share capital to be decreased on the occasion of redeeming the shares. In this case, the Executive Board is authorized to decrease the share capital by the proportionate amount of the share capital attributed to the redeemed shares and to amend the number of shares and the share capital stated in the Articles of Association accordingly. The Executive Board may equally determine the share capital to remain the same on the occasion of redeeming the shares and instead, that redeeming the shares shall raise the participation quota of the remaining shares in the share capital in accordance with section 8 para. 3 AktG. In this case, the Executive Board is also authorized to amend the number of shares stated in the Articles of Association.
- f) The shareholders' subscription rights shall be excluded insofar as the treasury shares are used in accordance with the above authorizations under lit. e)(1) to e)(6). Moreover, the Executive Board is authorized, in the event of treasury shares being sold by way of an offer tendered to the shareholders, with the consent of the Supervisory Board, to grant to the holders or the creditors of bonds with conversion rights and/or option rights (conversion 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, a subscription right for shares to which they would have been entitled had they exercised the conversion or option right or had the conversion or option obligation been fulfilled; the shareholders' subscription rights are excluded to this extent.
 - g) The company may utilize the above authorizations under lit. e) and lit. f) sentence 2 fully or partially, on one or more occasions, individually or jointly; the company may utilize the authorizations under lit. e) (1) to (5) and lit. f) sentence 2 even through companies that are dependent on the company or which are directly or indirectly majority-owned by the company or by third parties acting for their account or for the account of the company. Insofar as the shares, pursuant to the authorization under lit. e) (4), are used as consideration, they may also be used together with other forms of consideration. The treasury shares which have been acquired may also be transferred to companies that are dependent on the company or directly or indirectly majority-owned by the company.

10. Resolution to cancel the existing Authorized Capital 2018 pursuant to section 4 no. 2.1 of the Articles of Association and the existing Authorized Capital 2017 pursuant to section 4 no. 2.2 of the Articles of Association and to create new Authorized Capital 2022 with the authorization to exclude subscription rights and to amend the Articles of Association accordingly

In order to have adequate and flexible financing options at any time, especially within an international, at times highly dynamic market and competitive environment, the Executive Board and the Supervisory Board propose to the Annual General Meeting to create authorized capital of an adequate amount. When excluding subscription rights in return for cash, the company is limited to a maximum of 10 percent of the share capital and a maximum of 10 percent in total across all measures, as described in detail

below. As it did in the past, the Executive Board and the Supervisory Board, prior to the execution of any capital-related action, will very carefully weigh the interests of the shareholders as well as of the company.

The Annual General Meeting of 16 May 2018, under Agenda Item 9, resolved to create authorized capital in the amount of EUR 45,944,218.00 (Authorized Capital 2018, section 4 no. 2.1 of the Articles of Association). This Authorized Capital 2018 has not yet been utilized; however, it will only exist until 15 May 2023 and will therefore expire before the intended date on which the Annual General Meeting in 2023 shall be held.

The Annual General Meeting of 9 May 2017, under Agenda Item 6, resolved to create authorized capital in the amount of EUR 10,518,147.00 (Authorized Capital 2017, section 4 no. 2.2 of the Articles of Association). This Authorized Capital 2017 has not yet been utilized. However, it will only exist until 8 May 2022 and will therefore expire before the intended date on which the Annual General Meeting in 2022 shall be held.

It is against this background and for the reasons detailed above that the Executive Board and the Supervisory Board both are convinced it is appropriate to cancel the Authorized Capital 2018 and the Authorized Capital 2017 and to already create a new Authorized Capital 2022, with the option to exclude subscription rights. The amount of the new Authorized Capital 2022 is to be EUR 41,450,000.00, which corresponds to approximately 36.6 percent of the current share capital of the company; the option to exclude subscription rights is limited to 10 percent - taking into account other authorizations to exclude subscription rights.

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

- a) The authorization granted by the Annual General Meeting on 9 May 2017 under Agenda Item 6 to increase the share capital by issuing new shares pursuant to section 4 no. 2.2 of the Articles of Association (Authorized Capital 2017) shall be cancelled with the simultaneous annulment of section 4 no. 2.2 of the Articles of Association.
- b) The authorization granted by the Annual General Meeting on 16 May 2018 under Agenda Item 9 to increase the share capital by issuing new shares pursuant to section 4 no. 2.1 of the Articles of Association (Authorized Capital 2018) shall be cancelled with the simultaneous annulment of section 4 no. 2.1 of the Articles of Association.
- c) The Executive Board shall be authorized, with the consent of the Supervisory Board, to increase the company's share capital until 24 May 2027 either in one or multiple amounts by a total of up to EUR 41,450,000.00 by the issue of new no-par value registered shares in return for cash and/or contributions in kind (Authorized Capital 2022). For contributions made in cash, the Executive Board, with the consent of the Supervisory Board, may also have the new shares acquired by one or multiple financial institutions or by a company which meets the requirements under section 186 para. 5 sentence 1 AktG - subject to the obligation that they shall be offered to shareholders only (indirect subscription right). In principle, shareholders shall be granted subscription rights. However, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights
 - in order to eliminate fractional amounts from the subscription rights;
 - if the capital increase is executed in return for cash and the issue price for the new shares does not significantly undercut the price of the already listed shares at the time the issue price was finally determined, whereby the price should be determined relatively close in time to the placement of the shares. The number of shares issued excluding a subscription right pursuant to section 186 para. 3 sentence 4 AktG must not exceed a total 10 percent of the share capital, neither at the time this authorization comes into effect, nor at the time this authorization is exercised. This number shall include those shares which will be or are to be issued by virtue of options and/or

convertible bonds, provided that the bonds are issued while this authorization is in effect and subject to the exclusion of the subscription right and the commensurate application of section 186 para. 3 sentence 4 AktG; moreover, this number shall include those shares which will be issued or sold while this authorization is in effect in direct or in commensurate application of section 186 para. 3 sentence 4 AktG;

- insofar as it is necessary to issue to holders or creditors of option and/or conversion rights (option and/or conversion obligations) from bonds which were or will be issued by the company and/or by companies dependent on the company or which are directly or indirectly majority-owned by the company, a subscription right to which they would be entitled to had they exercised their option and/or conversion rights or had the option and/or conversion obligation been fulfilled;
- if the capital is increased in return for a contribution in kind, for example to grant shares in the context of company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets, including receivables against the company or third parties or release from liabilities;
- to issue new shares up to a proportionate amount of the share capital of in total EUR 3,398,760.00 as employee shares to employees of the company or of affiliated companies in the meaning of sections 15 et seq. AktG.

Moreover, the Executive Board is authorized, with the consent of the Supervisory Board, to establish any additional content of the share rights as well as the conditions of the share issue. The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective utilization of the Authorized Capital 2022 or once the deadline for its authorization has expired.

This authorization is restricted to the extent that, after exercising the authorization, the total number of shares issued out of such authorized capital excluding a subscription right must not exceed 10 percent of the share capital that exists at the time of the authorization coming into effect or – if this value is lower – that exists at the time the authorization is exercised. This 10 percent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other potential authorized capital is in effect; it shall also include shares to be issued as a result of the exercise of option and/or conversion rights or option/conversion obligations attached to bonds, insofar as the associated bonds are issued during the term of this authorization with exclusion of subscription rights.

- d) Section 4 no 2.1 of the Articles of Association will be worded as follows upon this resolution coming into effect upon entry in the commercial register:

“2.1 The Executive Board shall be authorized, with the consent of the Supervisory Board, to increase the company’s share capital until May 24, 2027 either in one or multiple amounts by a total of up to EUR 41,450,000.00 by issuing new no-par value registered shares in return for cash and/or contributions in kind (Authorized Capital 2022). For contributions made in cash, the Executive Board, with the consent of the Supervisory Board, may also have the new shares acquired by one or multiple financial institutions or by a company which meets the requirements under section 186 para. 5 sentence 1 AktG - subject to the obligation that they shall be offered to shareholders only (indirect subscription right). In principle, shareholders shall be granted subscription rights. However, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the shareholders’ subscription rights

- in order to eliminate fractional amounts from the subscription rights;

- if the capital increase is executed in return for cash and the issue price for the new shares does not significantly undercut the price of the already listed shares at the time the issue price was finally determined, whereby the price should be determined relatively close in time to the placement of the shares. The number of shares issued excluding a subscription right pursuant to section 186 para. 3 sentence 4 AktG must not exceed a total 10 percent of the share capital, neither at the time this authorization comes into effect, nor at the time this authorization is exercised. This number shall include those shares which will be or are to be issued by virtue of options and/or convertible bonds, provided that the bonds are issued while this authorization is in effect and subject to the exclusion of the subscription right and the commensurate application of section 186 para. 3 sentence 4 AktG; moreover, this number shall include those shares which will be issued or sold while this authorization is in effect in direct or in commensurate application of section 186 para. 3 sentence 4 AktG;
- insofar as it is necessary to issue to holders or creditors of option and/or conversion rights (option and/or conversion obligations) from bonds which were or will be issued by the company and/or by companies dependent on the company or which are directly or indirectly majority-owned by the company, a subscription right to which they would be entitled to had they exercised their option and/or conversion rights or had the option and/or conversion obligation been fulfilled;
- if the capital is increased in return for a contribution in kind, for example to grant shares in the context of company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets including receivables against the company or third parties or release from liabilities;
- to issue new shares up to a proportionate amount of the share capital of in total EUR 3,398,760.00 as employee shares to employees of the company or of affiliated companies in the meaning of sections 15 et seq. AktG.

Moreover, the Executive Board is authorized, with the consent of the Supervisory Board, to establish any additional content of the share rights as well as the conditions of the share issue. The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective utilization of the Authorized Capital 2022 or once the deadline for the authorization has expired.

This authorization is restricted to the extent that, after exercising the authorization, the total number of shares issued out of such authorized capital excluding a subscription right must not exceed 10 percent of the share capital that exists at the time of the authorization coming into effect or – if this value is lower – that exists at the time the authorization is exercised. This 10 percent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other potential authorized capital is in effect; it shall also include shares to be issued as a result of the exercise of option and/or conversion rights or option/conversion obligations attached to bonds, insofar as the associated bonds are issued during the term of this authorization with exclusion of subscription rights.”

- e) The Executive Board is instructed to cancel the existing Authorized Capital 2017 in accordance with lit. a) and the existing Authorized Capital 2018 in accordance with lit b) of the resolution put on vote under this Agenda Item 10 and to create the new Authorized Capital 2022 with the corresponding amendment of section 4 no. 2.1 of the Articles of Association with the proviso that the registration of the cancellation of the existing Authorized Capital 2017 pursuant to lit. a) and of the existing Authorized Capital 2018 pursuant to lit. b) of the resolution shall only take place if it is ensured that the resolution on section 4 no. 2.1 of the Articles of Association pursuant to lit. d) of this resolution is registered immediately thereafter.

11. Resolution to authorize the issue of and the exclusion of subscription rights for options and/or convertible bonds, profit participation certificates and/or income bonds (or a combination of these instruments) as well as to create a new Contingent Capital 2022, to reduce the Contingent Capital II 2012 and to amend the Articles of Association accordingly

In addition to the creation of Authorized Capital 2022 (see Agenda Item 10), the Executive Board and the Supervisory Board propose to the Annual General Meeting the creation of new contingent capital in an appropriate amount (Contingent Capital 2022) to underpin a new authorization to be resolved for the issue of bonds with warrants and/or convertible bonds (and similar instruments); the existing Contingent Capital 2018 will be cancelled in return. In the amount of Contingent Capital 2022, the company is limited to a maximum of 15,000,000 shares, corresponding to approximately 13.2 percent of the current capital stock of the company. In the authorization, the company limits any exclusion of subscription rights in return for cash contributions to a maximum of 10 percent and, overall across all measures, also to a maximum of 10 percent of the capital stock, as described in detail below.

At the same time as the creation of the contingent capital, Contingent Capital II 2012 (section 4 no 2.7 of the Articles of Association), which serves to underpin the 2012 stock option program, is to be significantly reduced in its amount (namely from EUR 3,852,026.00 to EUR 185,000.00, corresponding to approximately 0.2 percent of the share capital), as it is only required to a very limited extent to serve the 2012 stock option program.

The authorization adopted by the Annual General Meeting of 16 May 2018 under Agenda Item 10 regarding the issue of options and/or convertible bonds expires as per 15 May 2023 and thus before the intended date on which the Annual General Meeting in 2023 shall be held. Adequate funding constitutes a crucial basis for the company's development. One financing instrument refers to options and convertible bonds which initially bring the company low-interest debt capital which possibly remains within the company in the form of share capital. The Executive Board and the Supervisory Board, against this background, believe it to be appropriate to create a new authorization for the issuance of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) as well as Contingent Capital 2022, the purpose of which is to serve the new authorization.

As in the past, the Executive Board and Supervisory Board will very carefully weigh up the interests of both the shareholders and the Company before implementing a capital measure.

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

a) Authorization to issue options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) and to exclude the subscription rights for these options and/or convertible bonds, profit participation certificates and income bonds (or combinations of these instruments)

The Executive Board shall be authorized until 24 May 2027, with the consent of the Supervisory Board, to issue on one or more occasions bearer or registered options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) (together the "Bonds") of an aggregate par value of up to EUR 450,000,000.00 with or without a limitation of maturity, and to grant holders or creditors of Bonds option or conversion rights (also with conversion or option obligations or any rights to offer on the part of the company) up to a total of 15,000,000 new no-par value registered shares of the company representing a proportionate amount in the share capital of up to EUR 15,000,000.00 in accordance with the detailed terms for the Bonds. The Bonds may also be issued in return for a contribution in kind.

The Bonds may be issued in Euro or - subject to restricting the respective equivalent value - in a legal foreign currency, such as that of an OECD country. They may equally be issued by dependent companies or direct or indirect majority-owned companies of the company (hereinafter "Group Companies") headquartered in Germany or abroad. In this case the Executive Board shall be authorized to assume the guarantee for the Bonds for the company and to grant the holders of such Bonds

option or conversion rights (also with a conversion or option obligation or any rights to offer on the part of the company) for no-par value registered shares of the company.

The Bonds may have a fixed or a variable interest rate.

The Bonds may be divided into partial debentures. If warrant bonds are issued, one or multiple warrants will be attached to each partial debenture which entitle the holder to purchase no-par value registered shares in accordance with the terms of the options to be established by the Executive Board. Also, it may be established that fractional amounts can be combined and added up to purchase whole shares in return for an additional cash payment and/or can be balanced in cash, if required. The terms of the options may also provide for the price of the option being fulfilled by virtue of transferring partial debentures and an additional cash payment, if required. The same applies if a warrant is issued with a profit participation certificate or an income bond.

If convertible bonds are issued, the holders shall be entitled to convert their partial debentures into no-par value registered shares of the company in accordance with the terms and conditions of the convertible bonds to be determined by the Executive Board. The conversion ratio results from the division of the par value or the issue price that is below the par value for a partial debenture by the fixed conversion price for a no-par value registered share of the company and may be rounded to a full amount. If required, an additional cash payment may be established. It may also be provided that fractional amounts be combined and/or balanced in cash. The same applies to convertible profit participation certificates and convertible income bonds.

The proportionate amount of the share capital to be issued for the company's no-par value registered shares per partial debenture must not exceed the par value of the partial debenture. Section 9 para. 1 AktG and section 199 AktG remain unaffected.

The terms of the Bonds may equally provide for a conversion or option obligation or the company's right, once the Bonds have matured or at any other moment in time (each also the "Final Maturity"), to confer shares in the company or any other publicly listed company either fully or partially in lieu of the payment of the cash amount due upon Final Maturity of the Bonds to the holders of the Bonds.

The terms of the Bonds may provide for the company's right, in the event of the option being exercised or the conversion or exercise of the company's right to offer, to not offer new shares but to pay the equivalent value in cash. The terms may equally provide for the Bonds, at the discretion of the company, in lieu of being converted into new shares issued out of contingent capital, to be converted into new shares issued out of authorized capital, into already existing shares of the company or into shares of another listed company, or an option right (option obligation) being fulfilled by the delivery of such shares or the shares being offered by the company by means of such shares.

Except in cases in which a conversion obligation, an option obligation or the company's right to offer is provided for, the individual price of the option or conversion shall amount to a minimum 80 percent of the weighted average share price for the company's shares traded in XETRA trading system (or any comparable successor system) on the Frankfurt Stock Exchange over the last 10 days of trading before the day on which the resolution pertaining to the issuance of Bonds is adopted by the Executive Board or – if a subscription right is granted – a minimum 80 percent of the weighted average share price for the company's shares traded in XETRA trading system (or any comparable successor system) on the Frankfurt Stock Exchange for the period starting at the beginning of the subscription period until day three (inclusive) before the final terms in accordance with section 186 para. 2 sentence 2 AktG are disclosed. This equally applies in the event of a variable conversion ratio or conversion price. In the case of Bonds with a conversion or option obligation or the company's right to offer the delivery of

shares, the price of the option or conversion per share may correspond to the weighted average price of the company's shares traded in XETRA trading system (or any comparable successor system) on the Frankfurt Stock Exchange during the 10 days of trading before or after the day of Final Maturity or any other established moment of time even if such price is below the minimum price named above (80 percent). Section 9 para. 1 AktG in conjunction with section 199 para. 2 AktG shall be observed.

Should the company increase its share capital during the option or conversion period or should it sell treasury shares, in each case while granting a subscription right to its share-holders, or should the company issue, confer or guarantee additional options or convertible bonds or conversion or option rights while granting a subscription right to its shareholders and not extend in advance a subscription right in the above cases to the holders of already existing conversion or option rights to which they would be entitled as shareholders after exercising conversion or option rights or after fulfilling their conversion or option obligation or after the offer of shares, or if the share capital is increased by virtue of a capital increase from company resources, the terms of the Bonds may serve to secure that the financial value of existing conversion or option rights remains unaffected by adjusting them to preserve their value (unless such adjustment is already mandatorily required by law). This applies accordingly to a capital decrease or other capital-affecting measures, to restructuring measures, to the acquisition of control by third parties, to the payment of a dividend or other comparable measures which lead to a dilution of the value of the conversion or option rights. Section 9 para. 1 AktG and section 199 AktG remain unaffected.

In principle, the shareholders are entitled to a subscription right, meaning the Bonds must be offered to the shareholders of the company for purchase as a matter of principle. The Bonds may also be acquired by one or multiple financial institutions or companies in the meaning of section 186 para. 5 sentence 1 AktG as appointed by the Executive Board, subject to the obligation that they shall be offered to shareholders of the company for purchase (indirect subscription right). If Group Companies of the company issue Bonds, the company shall ensure that the respective subscription right be granted to shareholders of the company.

However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right for Bonds:

- for fractional amounts resulting from the subscription ratio;
- if the Executive Board comes to the conclusion, following a due review, that the issue price is not significantly lower than the theoretical market value of the Bonds determined in accordance with generally accepted actuarial methods. This authorization on the exclusion of the subscription right, however, applies exclusively to Bonds with option or conversion rights (or Bonds with a conversion or option obligation) or with the company's right to offer issued in return for cash for shares which constitute a maximum 10 percent of the share capital that exists at the time the authorization is effective, or – if lower – that exists at the time this authorization is exercised. This 10 percent threshold of the share capital shall include such proportionate amount of share capital pertaining to shares issued or sold while this authorization is in effect subject to the direct or commensurate application of section 186 para. 3 sentence 4 AktG; the above threshold shall equally include shares which have to be issued to serve option and/or conversion rights (conversion and/or option obligations) and which were created following the issue of bonds by virtue of a different authorization excluding subscription rights subject to the commensurate application of section 186 para. 3 sentence 4 AktG while this authorization was in effect;
- insofar as this is required in order to grant to holders or creditors of Bonds with option and/or conversion rights (option and/or conversion obligations) or rights to offer which were issued by the company or its Group Companies

a subscription right to Bonds to which they would be entitled as a shareholder had they exercised their conversion or option rights or had the conversion or option obligations been fulfilled or the shares actually been offered;

- insofar as Bonds are issued in return for contributions in kind, especially in connection with company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets including receivables against the company or third parties or release from liabilities provided that the value of the contribution in kind is reasonably proportionate to the value of the Bonds; in doing so, the theoretical market value to be determined by virtue of generally accepted actuarial methods is the decisive factor;
- insofar as income bonds and/or profit participation certificates without conversion or option rights (conversion or option obligations) are issued if such income bonds and/or profit participation certificates are structured like bonds, i.e. if they do not confer rights of membership in the company, if they do not grant a participation in the liquidation proceeds and if the amount of interest is not calculated on the basis of the amount of the annual net profit, the accumulated profits or the dividend; the interest and the issue price of the income bonds and/or profit participation certificates shall also correspond with current market conditions that apply at the time of the issue.

This authorization is restricted insofar as the shares issued after exercising the conversion or option rights and fulfilling the conversion or option obligations excluding the subscription right under this authorization must not exceed 10 percent of the share capital that exists at the time of the authorization coming into effect or – if this value is lower – that exists at the time the authorization is used. This 10 percent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other potential authorized capital is in effect; it shall also include shares to be issued as a result of the exercise of option and/or conversion rights or option/conversion obligations attached to bonds, insofar as the associated bonds are issued during the term of this authorization with exclusion of subscription rights

Moreover, the Executive Board shall be authorized, with the consent of the Supervisory Board, to establish additional details regarding the issuing and the structuring of the Bonds, particularly the rate and type of interest, the issuing price, the term and denomination, anti-dilution provisions, the option or conversion period as well as the option and conversion price, or to determine these with the agreement of the boards of the Group Companies issuing the Bonds.

b) Creation of New Contingent Capital 2022 and according amendments to the Articles of Association

The company's share capital will be contingently increased by up to EUR 15,000,000.00 by issuing of up to 15,000,000 new no-par value registered shares (Contingent Capital 2022). The contingent capital increase serves to guarantee the issuance of bearer shares following the exercise of conversion or option rights (or following fulfilment of the respective conversion or option obligations) or following the exercise of a right of choice of the company to fully or partially, in lieu of payment of the due amount, confer no-par value registered shares of the company to holders or creditors of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) with conversion or option rights (conversion or option obligations) or the company's rights to offer that are issued under the authorization stated above under lit. a). The contingent capital increase shall only be executed in case of an issuance of bonds with option and/or conversion rights (conversion or option obligations) in accordance with the authorization stated above under lit. a) and only to the extent to which such option and/or conversion rights are utilized (such conversion and/or option obligations are fulfilled) or insofar as the company exercises a right of choice to either fully or partially confer, in lieu of payment of the due amount, no-par value registered shares of the company and insofar as the amount is not balanced in cash and no treasury shares or shares of another listed company are used to serve this. Such new shares are issued for a conversion or option price to be determined in accordance with the above authorization stated under lit. a). The new shares participate in the profits as from the beginning of the financial year in which they were created; insofar as legally permissible, the Executive Board, with

the consent of the Supervisory Board, may determine in deviation to the above, that new shares participate in the profits of an already expired financial year. The Executive Board is authorized, with the consent of the Supervisory Board, to determine additional details regarding the execution of the contingent capital increase.

Section 4 no. 2.4 of the Articles of Association will be worded as follows:

“ 2.4 The share capital is contingently increased by up to EUR 15,000,000.00 by issuing of up to 15,000,000 new registered no-par value registered shares (Contingent Capital 2022). The contingent capital increase shall only be carried out to the extent that the holders or the creditors of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) with conversion or option rights (conversion or option obligations) or the company’s rights to offer which are issued by the company or by companies dependent on the Company or directly or indirectly majority-owned by the company before May 24, 2027 following the resolution regarding the authorization as adopted by the Annual General Meeting of May 25, 2022, exercise their conversion or option rights under these bonds or fulfil their obligation to exercise their option or to exercise the conversion or, insofar as the company exercises a right of choice, to fully or partially confer in lieu of the payment of the due amount, no-par value registered shares of the company and insofar as no cash compensation is effected or treasury shares or shares of another listed company are not used to settle the obligation. Such new shares are issued in accordance with the above resolution pertaining to the authorization subject to a conversion or option price to be determined. The new shares participate in the profits as from the beginning of the financial year in which they were created; insofar as legally permissible, the Executive Board, with the consent of the Supervisory Board, may determine in deviation to the above that new shares participate in the profits of an already expired financial year. The Executive Board is authorized, with the consent of the Supervisory Board, to determine additional details regarding the execution of the contingent capital increase.”

The Supervisory Board shall be authorized to amend the Articles of Association in accordance with the respective utilization of the Contingent Capital 2022 or, in the event of the non-utilization of the authorization, to issue bonds following the expiration of the period of authorization and to adjust these in the event of the non-utilization of the Contingent Capital 2022 following the expiration of the deadlines for the exercise of conversion or option rights and for the fulfilment of conversion or option obligations.

c) Reduction of Contingent Capital II 2012 and amendment to the Articles of Association

Contingent Capital II 2012 shall be reduced from currently EUR 3,852,026.00 to EUR 185,000.00.

Section 4 no 2.7 sentence 1 of the Articles of Association shall be reworded as follows:

"2.7 The share capital is conditionally increased by up to EUR 185,000.00 by issuing up to 185,000 no-par value registered shares (Contingent Capital II 2012)."

The other sentences of section 4 no. 2.7 remain unchanged.

II. Executive Board Reports

1. Executive Board Report on Agenda Item 9 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 AktG

The resolution adopted by the Annual General Meeting of 16 May 2018 under Agenda Item 8 provided for an authorization to purchase and use treasury shares. This authorization has not been used. The authorization is valid until 15 May 2023 and thus will expire before the intended date on which the Annual General Meeting in 2023 shall be held. For this reason, and to maintain flexibility regarding the purchase and the use of treasury shares, a new authorization for the purchase and the use of treasury shares in accordance with section 71 para. 1 no. 8 AktG with the option to exclude subscription rights, shall be resolved while revoking the already existing authorization dated 16 May 2018.

At the time of convening the Annual General Meeting, the company holds 1,084,105 treasury shares.

The proposed resolution on Agenda Item 9 provides that the company, pursuant to section 71 para. 1 no. 8 AktG, be authorized to acquire treasury shares up until 24 May 2027 of in total 10 percent 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 seq. AktG, shall not exceed 10 percent 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 means of 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 trading system (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 percent, or undercut such price by more than 20 percent.

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 trading system (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 percent, or undercut this price by more than 20 percent. The details of the offer or the public invitation to tender purchase offers shall be determined by the Executive Board of the company.

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 can 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 stock option program 2012 as adopted by the Annual General Meeting of 16 May 2012 under Agenda Item 8. The Annual General Meeting of 16 May 2012, resolved on a contingent capital increase which shall be executed only insofar as the holders of the issued subscription rights utilize their subscription rights under the stock option program 2012 in accordance with section 192 para. 2 no. 3 AktG. 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 mean 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 the 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 percent 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 10 percent threshold 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 threshold of 10 percent 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 or third parties or release from liabilities, 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 or to effect a release from liabilities through the issuance of 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 new remuneration system approved by the Annual General Meeting on 20 May 2020, which applies to the Executive Board service contracts of the incumbent Executive Board members, includes a share-based granting of variable components of compensation. 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. For this purpose, the responsibility lies with the Supervisory Board of AIXTRON SE and the proposed authorization applies to the Supervisory Board. 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 Executive Board as well as the company's situation and does not exceed the customary compensation unless there is a special reason for this.

Moreover, 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.

Finally, 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 value registered 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 value registered shares in the company's share capital. The Executive Board is authorized to amend the number of shares in the Articles of Association accordingly.

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 share-holders' 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.

2. Executive Board Report on Item 10 of the Agenda as per Art. 9 para. 1 lit. c) ii) SE Regulation, section 203 para. 2 sentence 2; section 186 para. 4 sentence 2 AktG

The Annual General Meeting of 16 May 2018, under Agenda Item 9, resolved to create authorized capital in the amount of EUR 45,944,218.00 (Authorized Capital 2018, section 4 no. 2.1 of the Articles of Association). This Authorized Capital 2018 has not yet been utilized; however, it will only exist until 15 May 2023 and will therefore expire before the intended date, on which the Annual General Meeting in 2023 shall be held.

The Annual General Meeting of 9 May 2017, under Agenda Item 6, resolved to create authorized capital in the amount of EUR 10,518,147.00 (Authorized Capital 2017, section 4 no. 2.2 of the Articles of Association). This Authorized Capital 2017 has not yet been utilized. However, it will only exist until 8 May 2022 and will therefore expire before the date expected for the Annual General Meeting in 2022.

It is against this background and for the reasons detailed above that the Executive Board and the Supervisory Board both are convinced it is appropriate to cancel the Authorized Capital 2018 and Authorized Capital 2017 and to already create a new Authorized Capital 2022 in the amount of EUR 41,450,000.00, with the option to exclude subscription rights. The proposed amount of the new Authorized Capital 2022 corresponds to approximately 36.6 percent of the share capital of the company at the time of convening the Annual General Meeting in 2022. The proposed authorization provides for the issue of new no-par value registered shares against cash contribution and/or contribution in kind and is to expire on 24 May 2027. The proposed authorization may be exercised once or several times in partial amounts until the proposed authorized capital has been utilized in total.

Such authorized capital is to enable the company to swiftly adapt to changing markets in the interest of its shareholders. For this, the company requires the customary and necessary instruments to procure capital.

Upon utilization of the authorized capital, shareholders generally have a subscription right. In lieu of issuing the new shares directly to the shareholders, the new shares may also be acquired by one or multiple financial institutions appointed by the Executive Board subject to the obligation that they shall be offered to the shareholders for purchase (indirect subscription right); processing the issue of the shares through financial institutions acting as intermediaries is merely a technical convenience. However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders subscription right in the cases described below.

Initially, the Executive Board shall be authorized to eliminate fractional amounts from the shareholders' subscription right. This authorization serves to achieve a feasible subscription ratio in relation to the amount of the individual capital increase. Without excluding the subscription right in relation to the fractional amounts it would prove particularly difficult to technically execute the capital increase and to exercise the subscription right, especially when increasing capital by rounded amounts. The fractions of new shares excluded from the shareholders' subscription rights are either utilized by selling them via the stock exchange or in any other form with the best possible outcome for the company.

The authorization excluding the subscription right shall then apply if the issue price of the new shares does not significantly undercut the share price of shares already listed at the time the Executive Board finally determined the issue price, whereby the price should be determined relatively close to the time of placement of the shares. When utilizing the authorization, the Executive Board will keep the deviation from the share price as low as is possible and in line with the market conditions that prevail at the time of the placement. The number of shares issued excluding a subscription right pursuant to section 186 para. 3 sentence 4 AktG must not exceed a total 10 percent of the share capital, neither at the time this authorization comes into effect, nor at the time this authorization is exercised. This number shall include those shares which will be or are to be issued by virtue of bonds with conversion and/or option rights (conversion and/or option obligations), provided that such bonds are issued while this authorization is in effect subject to the commensurate application of section 186 para. 3 sentence 4 AktG; moreover, this number of shares shall include those shares which will be issued or sold while this authorization is in effect subject to the direct or commensurate application of section 186 para. 3 sentence 4 AktG - for example, because of an authorization regarding the utilization of treasury shares pursuant to sections 71 para. 1 no. 8, 186 para. 3 sentence 4 AktG excluding subscription rights. This approach is consistent with legal provisions that take into consideration the interests of shareholders in the protection against a dilution of their shareholdings. Each shareholder, by virtue of the near-market issue price of the new shares and by virtue of the volume-based ceiling of the capital increase excluding the subscription right, generally has the possibility to purchase the number of shares which the shareholder requires to maintain its participation quota under very similar terms and conditions via the stock exchange. The goal of this authorization is to facilitate financing of the company by raising equity. This enables the company to cover any short-term equity requirements. Such requirements may arise, for example, because of market opportunities presenting themselves at short notice, or even when attracting new groups of shareholders. The authorization allows these opportunities to be swiftly and flexibly implemented; moreover, due to the straightforward processing, higher proceeds are to be expected from the new shares to be issued.

Moreover, the exclusion of a subscription right shall be possible insofar as is necessary to issue to holders or creditors of bonds with conversion and/or option rights (conversion and/or option obligations) which were or will be issued by the company and/or by companies dependent on the company or which are directly or indirectly majority-owned by the company, a subscription right to which they would be entitled to had they exercised their conversion and/or option rights or had the conversion and/or option obligation been fulfilled. To place bonds more easily on the capital market, the respective terms of the bonds tend to include anti-dilution provisions. One anti-dilution option is to grant holders or creditors of the bonds a subscription right in the event of

capital increases just as shareholders are entitled to, without having to adjust the price of the conversion or of the option. Consequently, they will be in a position as if they were already shareholders. To furnish bonds with such an anti-dilution protection, the shareholders' subscription right must be excluded to this extent for the new shares. Bonds without anti-dilution protection would be significantly less attractive for the market. To this extent, the possibility to exclude the subscription right for future capital increases serves to place the bonds more easily and thus the interests of shareholders in an optimal financial structure of the company.

Moreover, the authorization to exclude the subscription right for the issue of new shares in the context of a capital increase against a contribution in kind shall apply if the new shares are extended in the context of company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets, including receivables against the company or third parties or release from liabilities. The company faces fierce competition. To survive this competition, the company must be able to act swiftly and flexibly in the interest of its shareholders. This includes especially also the possibility, if the opportunity presents itself, to acquire at short notice other companies, parts of companies or stakes in companies or to merge with another company or to acquire certain other assets or even receivables against the company or to achieve the release from liabilities so as to improve the company's own competitive position as a result of this. The Authorized Capital and this authorization on the exclusion of subscription rights enable the company to execute such acquisitions swiftly and in a liquidity-preserving manner by being put in the position to offer shares in the context of a merger or as consideration for the company, the part of the company, the stake in the company or the asset to be acquired. However, there are currently no specific acquisition projects.

Additionally, the authorization to exclude the subscription right shall apply in the event that new shares are issued up to a proportionate amount of the share capital of in total EUR 3,398,760.00 as employee shares to employees of the company or of affiliated companies. This is to enable the company to integrate flexible compensation models without major administrative effort even in the future, so as to respond successfully to market requirements. The competences of the boards responsible for granting compensation shall, in any case, be safeguarded.

Finally, the Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective utilization of Authorized Capital 2022 or after expiry of the authorization period.

This authorization is restricted to the extent that, after exercising the authorization, the total of shares issued under this Authorized Capital excluding a subscription right must not exceed 10 percent of the share capital that exists at the time of the authorization coming into effect or - if this value is lower – that exists at the time the authorization is exercised. This 10 percent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other authorized capital is in effect; moreover, such shares shall be included which are issued following the exercise of option and/or conversion rights (option and/or conversion obligations) attached to bonds insofar as the associated bonds are issued while this authorization is in effect based on an authorization excluding the subscription right. This requisite restricts the overall scope of the issue of shares without subscription rights and acts as an additional safeguard for shareholders against the excessive dilution of their shareholding.

In any case, the Executive Board will carefully review whether it will utilize the authorization to increase capital 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.

The Executive Board will report on the utilization of Authorized Capital 2022 excluding subscription rights at the relevant next Annual General Meeting.

3. Executive Board Report on Item 11 of the Agenda as per Art. 9 para. 1 lit. c) ii) SE Regulation, section 221 para. 4 sentence 2; section 186 para. 4 sentence 2 AktG

The authorization adopted by the Annual General Meeting of 16 May 16, 2018, under Agenda Item 10, regarding the issue of options and/or convertible bonds expires as per 15 May 2023 and thus expires before the intended date, on which the Annual General Meeting in 2023 shall be held.

In order to ensure a comprehensive capacity to act, the Executive Board and the Supervisory Board consider it appropriate to create a new authorization for the issuance of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) which is limited in time until 24 May 2027, while cancelling the previous authorization.

In this context, a new Contingent Capital 2022 is to be created – under cancellation of the previous Contingent Capital 2018 – to serve the new authorization. At the same time as the cancellation of the Contingent Capital 2018, Contingent Capital II 2012 (section 4 no 2.7 of the Articles of Association), which serves to underpin the 2012 stock option program, is to be significantly reduced in its amount (namely from EUR 3,852,026.00 to EUR 185,000.00 as it is only required to a very limited extent to serve the 2012 stock option program.

The proposed authorization for the issuance of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) (together the “Bonds”) of an aggregate par value of up to EUR 450,000,000.00 as well as for the creation of the respective contingent capital of up to EUR 15,000,000.00 shares, is to furnish the company with an ongoing extended scope for the financing of its activities and enable the management to swiftly and flexibly respond to favorable capital market conditions. The terms of the Bonds will provide for more details. The Bonds may be issued in Euro or – subject to restricting the respective equivalent value – in a legal foreign currency, such as that of an OECD country. They may equally be issued by dependent companies or direct or indirect majority-owned companies of the company (hereinafter “Group Companies”) headquartered in Germany or abroad. In this case the Executive Board shall be authorized to assume the guarantee for the Bonds for the company and to grant the holders of such Bonds option or conversion rights (also with a conversion or option obligation or any rights to offer on the part of the company) for no-par value registered shares of the company. The Bonds may have a fixed or a variable interest rate.

The authorization provides for the opportunity that Bonds are divided into partial debentures. The proportionate amount of the share capital to be issued for the company’s no-par value registered shares per partial debenture must not exceed the par value of the partial debenture.

According to legal provisions, shareholders generally have a subscription right. It provides shareholders with the opportunity to invest their capital in the company while maintaining their participation quota. To facilitate the processing, it is intended to provide for the Bonds to be issued to one or multiple financial institutions or companies in the meaning of section 186 para. 5 sentence 1 AktG subject to the obligation that the shareholders shall be offered to purchase the Bonds in accordance with their subscription right (indirect subscription right). If Bonds are issued by Group companies of the company, it is intended that the company will ensure the corresponding granting of subscription rights to the shareholders of the company.

In accordance with legal provisions, the Executive Board, with the consent of the Supervisory Board, shall be authorized to exclude the shareholders’ subscription right for Bonds:

At first, the subscription right for share issues with a principle subscription right of shareholders shall be eliminated for fractional amounts. Such exclusion of subscription rights is customary. Furthermore, it is objectively justified as the cost of trading

subscription rights for fractional amounts as would otherwise be required is in no reasonable relation to the advantage that shareholders stand to gain, and the potential dilution effect, due to the restriction to fractional amounts, is in any event low.

Furthermore, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the subscription right of shareholders insofar as the issue of shares is restricted to conversion or option rights or conversion or option obligations or offers of up to 10 percent of the company's share capital. This option to exclude the subscription right provides the company with the flexibility to seize favorable capital market situations at short notice and, by establishing market-value conditions, to achieve better conditions for the interest rate and for the issue price of the Bonds. Pricing the issue price of the Bonds in these cases insignificantly below its market value to be determined by virtue of generally accepted actuarial methods is to account for the shareholders' need for protection regarding the financial dilution of their shareholding. An issue price equivalent to the market value lowers the value of the subscription right to practically zero. The Executive Board will seek to achieve as high as possible an issue price and to rate the financial gap to the price at which existing shareholders may purchase shares on the market as low as possible. Shareholders wishing to maintain their participation quota in the company's share capital may achieve this by buying shares on the market under very similar terms and conditions. Even a relevant financial loss of the participation quota from the viewpoint of shareholders is ruled out. The authorization is restricted to the issue of conversion or option rights (also with conversion or option obligations or rights to offer) for shares constituting up to 10 percent of the company's share capital against cash contribution. This 10 percent threshold of the share capital shall include those shares which will be issued or treasury shares which will be sold if performed excluding the subscription right in accordance with or pursuant to section 186 para. 3 sentence 4 AktG while the proposed authorization is in effect. Moreover, shares shall be included which are to be issued to serve option and/or conversion rights or conversion and/or option obligations which were created following the issue of Bonds by virtue of a different authorization excluding subscription rights subject to the commensurate application of section 186 para. 3 sentence 4 AktG while this authorization was in effect. This additional restriction is in the interest of the shareholders who intend to maintain their participation quota under the respective capital measures; their additional investment may be restricted in these cases to a maximum 10 percent of their shareholding. The Executive Board shall ensure that the requirements under section 186 para. 3 sentence 4 AktG are protected in view of the existing authorizations as well as this new authorization to be created.

It shall be made possible to also exclude the subscription right insofar as this is required for reasons of protection against dilution in order to issue to persons entitled to a right of offer from the company or to holders or creditors of bonds with conversion and/or option rights (conversion and/or option obligations or rights) which were issued by the company or its group companies utilizing the authorization, a subscription right for bonds to which they would be entitled as a shareholder had they exercised their option or conversion rights or had the conversion or option obligation been fulfilled or the shares actually been offered. To place bonds more easily on the capital market, the respective terms of the bonds tend to include anti-dilution provisions. This therefore serves the interests of shareholders in an optimal financial structure of the company. One anti-dilution option is to grant holders or creditors of the bonds in the event of subsequent share issues a subscription right for bonds just as shareholders are entitled to, without having to adjust the price of the conversion or of the option. Consequently, they will be in a position as if they were already shareholders. To furnish bonds with such anti-dilution protection, the shareholders' subscription right for bonds must be excluded to this extent.

Bonds may equally be issued in return for contributions in kind provided that this is in the company's interest. In this case, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders if the value of the contribution in kind is reasonably proportionate to the theoretical market value of the bonds to be determined by virtue of generally accepted actuarial methods. This opens up the possibility that bonds may also be used in order to, for example, acquire companies, parts of companies or stakes in companies or other assets, including loans and other liabilities of the company, receivables against the company or third parties or to achieve release from liabilities. Practice has shown that negotiations frequently call for the consideration not to be settled in cash, but also, or exclusively, in another form. The possibility

to be able to offer bonds as consideration therefore creates a competitive advantage so as to be able to exploit interesting acquisitions and have the scope required to explore opportunities that present themselves to purchase companies, parts of companies or stakes in companies or other assets in a liquidity-preserving manner. This may also prove reasonable in view of an optimal financing structure.

Insofar as income bonds and/or profit participation certificates without conversion or option rights (conversion or option obligations) are to be issued, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in totality if these profit participation certificates or income bonds are structured like bonds, i.e. if they do not confer rights of membership in the company, if they do not grant participation in the liquidation proceeds and if the amount of interest is not calculated based on the amount of the annual net profit, the accumulated profits or the dividend. Moreover, the interest rate and the issue price of the income bonds and/or of the profit participation certificates must correspond with current market conditions that apply at the time of the offer. If these requirements have been met, the exclusion of the subscription right does not result in disadvantages for the shareholders because the profit participation certificates or the income bonds do not confer any rights of membership and do not grant any participation in the company's liquidation proceeds or profits.

This authorization is restricted insofar as the shares issued after exercising the conversion or option rights (conversion or option obligations) excluding the subscription right must not exceed 10 percent of the share capital that exists at the time of the authorization coming into effect or – if this value is lower – that exists at the time the authorization is exercised. This 10 percent threshold shall also include those shares which are issued while the above authorization excluding the subscription right from authorized capital is in effect; also, those shares shall be included which are to be issued following the exercise of conversion and/or option rights (conversion or option obligations) attached to bonds insofar as the associated bonds are issued while this authorization is in effect based on another authorization excluding the subscription right. This inclusion restricts a potential dilution of voting rights of those shareholders excluded from the subscription right.

In any case, the Executive Board, with the consent of the Supervisory Board, will carefully review whether it will exercise the authorization to issue the bonds excluding the shareholders' subscription rights. It shall only do so if, in the opinion of the Executive Board and of the Supervisory Board, this protects the interests of the company and therefore, of its shareholders.

The Executive Board shall report on whether the authorization was utilized at the relevant next Annual General Meeting.

III. 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 113,296,120 shares, which accord 113,296,120 votes. Each no-par-value share entitles the holder to one vote. 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 112,212,015.

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*) (Federal Gazette [BGBl.] I 2020, p. 570; last time amended by Act dated 10 September 2021, Federal Law

Gazette [BGBl.] I 2021, p. 4147 ff., in the following “COVMG”). Section 1 COVMG provides, inter alia, for the temporary relaxation of the rules for the annual general meeting of a European company (SE) like AIXTRON SE.

Weighing the pros and cons for our shareholders and the parties involved in the conduct of our Annual General Meeting, the Executive Board, with the approval of the Supervisory Board, has decided in accordance with the requirements of the COVMG 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 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 (in the following “AGM Portal”) 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, properly 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 AGM Portal 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 organizational 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 AGM Portal 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 AGM Portal at www.aixtron.com/agm (for further details, see 9., below).
- In addition, the company will provide shareholders with the opportunity to submit comments on the agenda in the form of a video message via the AGM Portal at www.aixtron.com/agm (for further details, see 10., 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 via the AGM Portal 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 personalized access credentials for use of the AGM Portal 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 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 18 May 2022.

The shareholding entered in the share register on the day of the Annual General Meeting shall be decisive for registration for the virtual Annual General Meeting and thus for the exercise of shareholder rights. The **Technical Record Date** is 24:00 hrs CEST on **18 May 2022**. 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 19 May 2022 up to and including 25 May 2022. Please note that shares are also **not locked or 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

The entire Annual General Meeting, including the answering of submitted questions during the Annual General Meeting and vote tallies, can be viewed live via the AGM Portal at www.aixtron.com/agm.

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

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. via the AGM Portal 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 (25 May 2022).

If the postal vote is cast **electronically**, i.e. via the AGM Portal at www.aixtron.com/agm, it may be cast via the AGM Portal 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 even **on the day of the Annual General Meeting** (25 May 2022).

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

12:00 hrs CEST on 24 May 2022

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 of 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 even **on the day of the Annual General Meeting** (25 May 2022)

via the AGM Portal at www.aixtron.com/agm. **Written** notice of a change or withdrawal must be received not later than **12:00 hrs CEST on 24 May 2022** (receipt by the company) at the above-listed registration address of 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

Authorized 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. via the AGM Portal 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 AGM Portal at www.aixtron.com/agm by regular mail or by email to the email address specified by the principal at the principal's choice, and if the proxy holder is on file as such in the AGM Portal 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. via the AGM Portal 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 even **on the day of the Annual General Meeting** (25 May 2022)

via the AGM Portal 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 organizational reasons be received by the company not later than

12:00 hrs CEST on 24 May 2022

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 authorized 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. via the AGM Portal 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 AGM Portal 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 of 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 even **on the day of the Annual General Meeting (25 May 2022)**

via the AGM Portal 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 voting rights 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 24 May 2022 (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 AGM Portal 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 even **on the day of the Annual General Meeting (25 May 2022)**.

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 para. 2 sentence 1 no. 3 COVMG, 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 23 May 2022,

via the AGM Portal 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 11., 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 AGM Portal at www.aixtron.com/agm.

10. Opportunity for submitting comments on the agenda by video message

Due to the concept of the virtual Annual General Meeting without physical participation of shareholders or their proxy holders, they do not have the opportunity to comment on the agenda at the Annual General Meeting. The Executive Board of the company has therefore decided, with the approval of the Supervisory Board, to grant eligible shareholders or their proxy holders – beyond the requirements of the COVMG and thus on a voluntary basis – the opportunity to submit comments on the agenda in the form of video messages before the Annual General Meeting as follows:

Corresponding comments on the agenda in the form of video messages in German may be submitted to the company by shareholders or their proxy holders who have met the above-mentioned requirements for joining the virtual Annual General Meeting via the AGM Portal at www.aixtron.com/agm and must be received by the company by the end of **19 May 2022 (24:00 hrs CEST)**.

The length of such a video message shall **not exceed three minutes**; a neutral background shall be used. Only video messages are allowed in which the shareholder or his or her proxy holder appear in person to record his or her comment.

Further details on the technical and legal prerequisites for submitting video messages are provided in the AGM Portal at www.aixtron.com/agm.

It is intended to publish the submitted video messages via the AGM Portal at www.aixtron.com/agm before the Annual General Meeting and, as the case may be, to additionally play them at the virtual Annual General Meeting. Upon submitting a video message, the shareholder or his proxy holder expressly agree that the video message may be published in the AGM Portal and,

if the case may be, played during the audio-visual broadcast of the virtual Annual General Meeting, disclosing the name and place of residence or registered office of the submitting shareholder or proxy holder.

There is no legal entitlement to the publication of a video message. In particular, the company reserves the right not to publish video messages with insulting or criminally relevant content, obviously false or misleading content or without sufficient reference to the agenda of the Annual General Meeting, as well as video messages whose length exceeds three minutes, which are not submitted by the aforementioned deadline, or are submitted in another manner or in a language other than German. Only one video message per shareholder will be published. In order to ensure that the virtual Annual General Meeting is conducted efficiently, the company reserves the right to select video messages to be played at the virtual Annual General Meeting or even to refrain entirely from playing such messages at the virtual Annual General Meeting. The Executive Board will make the selection at its due discretion; in doing so, it may take into account in particular the relevance of the content to the items on the agenda, the extent to which the comment contains new aspects or assessments compared with other comments recorded, the number of shares or shareholders represented by the submitter, and the duration as well as the sound and image quality of the video message.

Any **motions, election proposals, questions and objections** to resolutions of the Annual General Meeting in the submitted video messages **will not be considered**. These are to be submitted separately and exclusively by the means and in the form described in the invitation to this Annual General Meeting.

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

Demands to add items to the agenda under Article 56 of the EU SE Regulation, section 50 para. 2 SEAG, section 122 para. 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 **24 April 2022 (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 obligated to publish will be published in the Federal Gazette (*Bundesanzeiger*) promptly following receipt of the demand and, pursuant to section 121 para. 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 para. 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 para. 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 para. 2 sentence 3 COVMG if the shareholder making the counter-motion or submitting the nomination is duly legitimized and registered for the General Meeting.

Pursuant to section 126 para. 1 AktG counter-motions will be published by the company, if they are sent not later than the end of **10 May 2022 (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 para. 2 and para. 3 AktG, notified counter-motions from shareholders that the company is obligated 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 **10 May 2022 (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 para. 1 sentence 5 AktG.

Right to ask questions pursuant to section 131 AktG in conjunction with section 1 para. 2 sentence 1 No. 3 and sentence 2 COVMG

In the case of an Annual General Meeting that pursuant to section 1 para. 2 COVMG 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 para. 2 sentence 2 COVMG questions must be submitted in German and **not later than one day prior to the Annual General Meeting (24:00 hrs CEST on 23 May 2022, receipt by the company)**, in written form by means of electronic communication via the AGM Portal at www.aixtron.com/agm.

Submitted questions will be answered **during the Annual General Meeting.**

In addition, the general rights pursuant to section 131 para. 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.

12. More detailed explanations / Reference to the company's website

More detailed explanations concerning the rights of shareholders under Article 56 SE Regulation, section 50 para. 2 SEAG, and sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG, in part in conjunction with COVMG, 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.

13. 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, Dr. Christian Danninger 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 para. 2 lit. 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 2022. 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.

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 para. 1 lit. 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 2022

**AIXTRON SE
The Executive Board**

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IV. Annexes

Annex 1 (regarding agenda item 5)

Remuneration Report

With the approval of the Annual General Meeting on May 20, 2020, a new compensation system ("new compensation system") for the Executive Board of AIXTRON SE was introduced. Since then, this has been applied to all new contracts of the Executive Board of the Company. For existing legacy contracts of the Executive Board, the previous compensation system approved by the regular general shareholders meeting on May 16, 2018 ("previous compensation system") continued to be applied. In the reporting year, the previous remuneration system was applied for the last time for Executive Board member Dr. Bernd Schulte until his retirement after March 31, 2021. A detailed description of the previous remuneration system is available in the Annual Report 2020.

The following remuneration report describes the main features of the new remuneration system and explains the amount and structure of the remuneration of the Executive Board as well as the remuneration of the Supervisory Board of AIXTRON SE for fiscal year 2021 in accordance with the articles of association. The remuneration of the individual members of the Executive Board and the Supervisory Board is disclosed individually in the remuneration report. The Remuneration Report complies with the disclosure requirements under German stock corporation law pursuant to Section 162 AktG. In addition, the remuneration report is based in particular on the recommendations of the German Corporate Governance Code (DCGK) and the requirements of the German Stock Corporation Act (AktG).

Principles of the new remuneration system (applicable to new Executive Board contracts since May 20, 2020)

The new remuneration system of the Executive Board of AIXTRON SE introduced in fiscal year 2020 is in line with the content requirements of ARUG II and is based on the recommendations of the new German Corporate Governance Code (DCGK 2020) which came into force on March 20, 2020.

Scope of application in fiscal year 2021

The new remuneration system was applied to new Executive Board employment contracts in fiscal year 2021 as follows:

- Dr. Felix Grawert: from January 1, 2021 to December 31, 2021
- Dr. Christian Danninger: from May 1, 2021 to December 31, 2021
- Dr. Jochen Linck: from January 1, 2021 to December 31, 2021

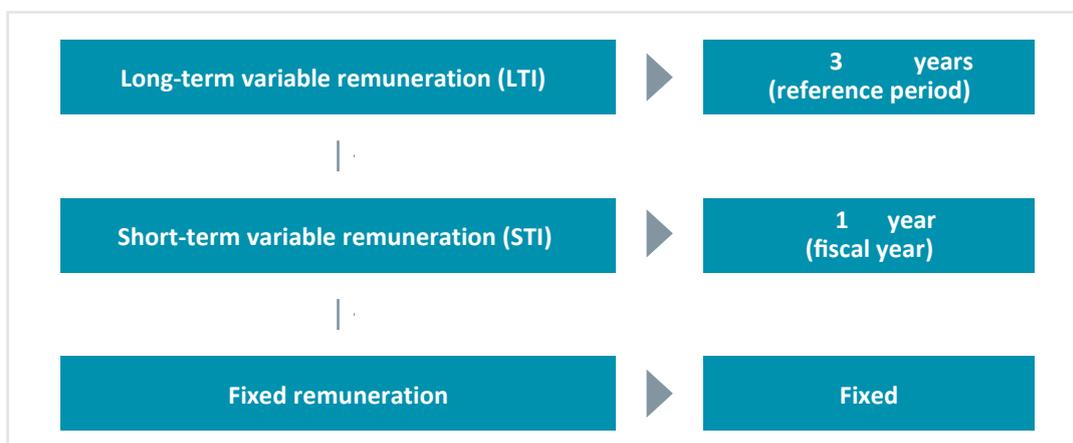
Executive Board remuneration at AIXTRON SE is structured in a way that creates incentives for the sustainable, long-term development of the Company and for the long-term commitment of Executive Board members.

The Supervisory Board sets the specific remuneration for each Executive Board member on the basis of the remuneration system. To the extent legally permissible, the Supervisory Board seeks to offer Executive Board members remuneration that is both in line with the market and competitive, also in order to be able to recruit outstanding individuals to AIXTRON SE and gain their long-term commitment.

Based on the remuneration system, the Supervisory Board sets target total remuneration for each individual Executive Board member for the forthcoming fiscal year. This consists of **three components**:

- **fixed remuneration**,
- **short-term performance-related variable remuneration** (short-term incentive, **STI**), and
- **long-term performance-related variable remuneration** (long-term incentive, **LTI**).

Remuneration structure



Fixed remuneration consists of fixed, non-performance-related base remuneration, which is paid out as a monthly salary. Other components of fixed remuneration include fringe benefits, such as the provision of a company car, allowances for individual private pensions, and the assumption of costs for other insurance policies.

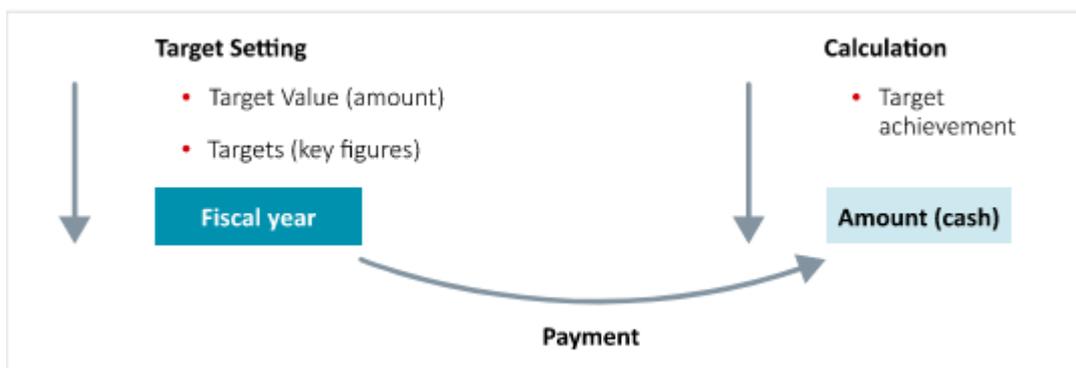
Variable remuneration is tied to the performance of the AIXTRON Group and consists of short-term variable remuneration (STI) and long-term variable remuneration (LTI). The amount of both components depends on the achievement of financial and non-financial performance indicators.

Short-term performance-related variable remuneration (STI) in new remuneration system

The short-term performance-related remuneration, also referred to as the **short-term incentive (STI)**, is geared to the performance of the AIXTRON Group in the given fiscal year and is paid out in full in cash.

The STI is determined using the indicators consolidated net income for the year, the market position of the AIXTRON Group, as well as financial and operational targets. In this regard, the relative weighting amounts to 70% for consolidated net income for the year, 15% for market position, and 15% for financial and operational targets.

Short-term variable remuneration (STI)



The **targets are set** prior to the start of a fiscal year: The Supervisory Board establishes the STI's target value and the targets based on the aforementioned indicators. In the event of 100% target achievement, the individual target STI of the Executive Board members varies from 1.1% to 1.75% of the consolidated net income for the year pursuant to the budget approved by the Supervisory Board for the fiscal year.

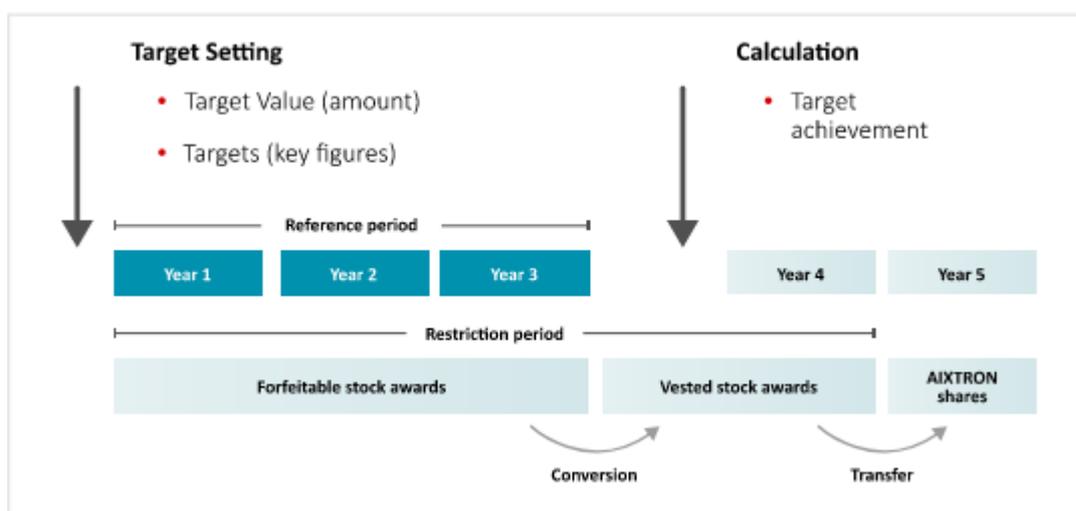
STI target achievement is determined after the expiry of the fiscal year. This is capped at a maximum of 250% target achievement. No STI is paid if the consolidated net income for the year is negative, i.e. in years in which the Company posts a loss. STI is paid out in cash after the Supervisory Board has approved the consolidated financial statements.

Long-term performance-related variable remuneration (LTI) in new remuneration system

The amount of long-term performance-related remuneration, also referred to as the **long-term incentive (LTI)**, is geared to the performance of the AIXTRON Group over a **3-year reference period** and is granted entirely in AIXTRON shares. Executive Board members may first dispose of these shares following a four-year holding period calculated from the start of the reference period.

Before the start of a fiscal year, the Supervisory Board determines the **long-term targets** for each Executive Board member for the forthcoming reference period. Each Executive Board member receives forfeitable stock awards in the amount of the **target LTI**, which varies from 1.4% to 2.25% of the consolidated net income for the year pursuant to the budget adopted by the Supervisory Board for the fiscal year. The number of forfeitable stock awards is calculated based on the average of the closing prices on all stock market trading days in the final quarter of the previous year. If consolidated net income for the year is budgeted to be zero or negative, and if a return to profitability is expected during the reference period, the Supervisory Board may within reasonable limits specify a LTI value for the fiscal year.

Long-term variable remuneration (LTI)



LTI target achievement is determined using the indicators consolidated net income for the year and total shareholder return (TSR), as well as sustainability targets. In this regard, the relative weighting amounts to 50% for consolidated net income for the year, 40% for TSR, and 10% for sustainability targets.

For the **first LTI key figure**, the **consolidated net income for the year**, before the start of each fiscal year the Supervisory Board sets a target value on the aggregate consolidated net incomes that are to be achieved during the reference period. After the reference period ends, the ratio of the actual value to the target value is calculated. If the two values are identical, target achievement amounts to 100%. Target achievement is capped at a maximum of 250%. If the ratio is zero or negative, target achievement amounts to 0%. A linear interpolation takes place between the values of 0% and 250%.

The **second LTI key figure**, the **TSR**, denotes the **total shareholder return** over the reference period and is calculated as the ratio of the change in the stock price, plus paid dividends, at the end of the reference period to the value at the start of the reference period. The TSR for AIXTRON stock is determined by the weighted TSR for a comparative group, which consists of the shares of six semiconductor equipment manufacturers – Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML, and ASMI – and is weighted in proportion to their market capitalization. Changes in the share prices are determined by reference to the difference between the average values of the closing prices on all stock market trading days in the final quarter before the start of the reference period and in the final quarter of the reference period. After the reference period ends, the ratio of the development in the TSR for AIXTRON shares to the development in the TSR for the comparative group is calculated. Target achievement is capped at a maximum of 250% and amounts to 0% if the ratio is less than 50%. A linear interpolation takes place between these values. If during the period under consideration the enterprises in the comparative group experience extraordinary changes (such as mergers, changes in business activities, etc.), the Supervisory Board may take this appropriately into consideration with regard to the composition of the comparative group. In such case, the Supervisory Board will report on this in the annual remuneration report.

The **third LTI key figure** is calculated by reference to **sustainability targets** set by the Supervisory Board at the start of each reference period. These targets refer to the areas of environment, social affairs, and good corporate governance. Target achievement corresponds to the ratio of the actual values to the target values and is capped at 250%. Before the start of each fiscal year, the Supervisory Board sets two to three sustainability targets that are to be achieved by the end of the reference period. The sustainability targets that the Supervisory Board may choose from before the start of a fiscal year when setting targets for the respective Executive Board member include, among others: efficient use of energy and raw materials, reduction of emissions, employee satisfaction and development, customer satisfaction, innovation achievements, successor planning, and compliance.

After the expiry of the three-year reference period, the degree of LTI target achievement is determined by the Supervisory Board. Depending on the degree of target achievement, the forfeitable stock awards are then converted into vested stock awards or otherwise lapse. The maximum number of vested stock awards that may be granted in connection with LTI is capped at 250% of the number of forfeitable stock awards granted at the start of the reference period.

Following expiry of the four-year restriction period, the shares are transferred to the Executive Board member, with due compliance with the maximum remuneration limits set out below. The Executive Board member is not entitled to receive dividends during the restriction period.

Remuneration limits in new remuneration system

The remuneration system is intended to provide appropriate rewards for successful Executive Board work and to ensure that the Executive Board and shareholders all benefit from the Company's positive development. At the same time, to prevent the taking of inappropriate risks and ensure an appropriate relation to the situation of the AIXTRON Group, Executive Board remuneration is limited by setting a **maximum remuneration** and a **remuneration cap**.

Maximum remuneration (expenditure cap) is the total remuneration owed to the Executive Board for a fiscal year. It may not exceed EUR 6.5 million in the case of two Executive Board members or EUR 10.0 million in the case of three or more Executive Board members. This also represents the **expenditure cap**, i.e. the maximum expense for the Company.

There is also a **remuneration cap (allocation cap)** for the aggregate of fixed remuneration, STI, and LTI. The actual allocation for each Executive Board member for a fiscal year is capped at four times the Executive Board member's target total remuneration. This is the **allocation cap**. If the remuneration cap is exceeded, a portion of the vested stock awards previously awarded is forfeited to ensure compliance.

Fixed remuneration will generally account for 20% to 40% of **target total remuneration**, while **variable remuneration** will make up 60% to 80%. Long-term remuneration will account for a greater share of remuneration in order to provide incentives for long-term and sustainable actions. No additional remuneration is paid for group-internal mandates, such as at subsidiaries.

Further provisions governing new remuneration system

To ensure that the interests of the Executive Board are aligned with those of shareholders, the Company has a **stock ownership policy**. Following a four-year build-up phase, each Executive Board member is obliged to hold AIXTRON stock worth 100% of their base remuneration on a permanent basis throughout their term of office. The value of vested stock awards is set off against the respective target shareholding value. Executive Board members may sell shares only if they exceed the respective target value.

Furthermore, a **sanctioning mechanism**, i. e. **claw-back policy**, applies for **breaches of duty or compliance**. Based on this mechanism, in the event of such breaches the Supervisory Board may reduce variable remuneration components not yet paid out, allow stock awards to lapse, or even claw these back. These possibilities may be exercised even when the Executive Board member is no longer in office and is no longer employed by the Company.

In justified exceptional circumstances, such as severe economic crises, the effects of which render the original Company targets invalid, the Supervisory Board may resolve a temporary divergence from the remuneration system if such divergence is in the interests of AIXTRON SE. As a general rule, the targets and target values do not change during the periods relevant for the respective target achievement, even if developments in the overall market are unfavorable.

A detailed description of the new Executive Board remuneration system adopted by the Annual General Meeting on May 20, 2020 can be found on AIXTRON's website under [Remuneration Policy](#).

Comparison of remuneration in new remuneration system

The Supervisory Board reviews the appropriateness of the various components of remuneration on an annual basis. The remuneration system is presented to the Annual General Meeting for approval in the event of any material changes to the system and at least every four years.

For the purposes of external comparison, the Supervisory Board refers to remuneration data at the semiconductor equipment manufacturers Veeco Instruments, Applied Materials, Lam Research, ASML, and ASMI, as well as to those companies listed in the TecDAX that have market capitalizations between 50% and 200% of that at AIXTRON SE.

For the internal comparison, the Supervisory Board defines the senior management level as the ten senior managers whose remuneration is not tied to collective bargaining agreements and who have the greatest managerial responsibility and decision-making powers.

Reporting in new remuneration system

The Executive Board and the Supervisory Board prepare a remuneration report each year in accordance with statutory provisions. For the fiscal year 2021, a remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG) as amended by ARUG II is presented for the first time. This report explains which performance criteria were applied and how the respective amounts of the variable compensation components were calculated.

The remuneration report for the past fiscal year contains an outlook on the application of the remuneration system in the current fiscal year. This outlook reports in advance on the selection of the financial and non-financial performance criteria. However, the non-financial performance criteria, as well as the specific targets for the financial indicators, are not explained in detail until after the end of the relevant periods for STI and/or LTI in order not to disclose competition-relevant strategic plans in advance.

Arrangements upon contract termination

Should a contract with an Executive Board member be terminated, then the outstanding variable remuneration components attributable to the time through to termination of the contract will be paid out in accordance with the originally agreed targets and comparison parameters and with the due dates or holding periods specified in the contract. If an Executive Board contract ends during a fiscal year, STI and LTI are granted on a prorated basis relative to the length of service in this fiscal year.

The foregoing does not apply to cases in which the employment contract is terminated without notice for cause inherent in the Executive Board member for which he or she is responsible. In such case, variable remuneration will not be paid for the year in which termination becomes effective.

In the case of **premature termination of the Executive Board mandate** by reason of revocation of the appointment, the Executive Board member will be paid a severance equal to the remuneration expected to be owed by the Company for the remaining term of the employment contract, but not more than two years of remuneration (severance cap).

When agreeing employment contracts with Executive Board members, the Supervisory Board may stipulate that, in the event of the contract being terminated due to a **“change-of-control” event**, severance will be paid in the aforementioned maximum amount. A change-of-control event in the foregoing sense exists where a third party, or a group of third parties who combine their shareholding by contract in order to act as a single third party, directly or indirectly holds more than 50% of the Company’s share capital.

No benefits in excess of this severance payment are permitted.

In the event of premature termination of the Executive Board mandate based on mutual agreement to end the employment contract, the total value of benefits pledged by the Company to the Executive Board member in connection with such agreement may not exceed the amount of remuneration expected to be owed by the Company for the original remaining term of the employment contract and may not exceed a maximum of two annual remuneration packages.

Remuneration of Executive Board members in fiscal year 2021

Executive Board remuneration

In fiscal year 2021, exclusively the new remuneration system described above was applied for the members of the Executive Board of AIXTRON SE with the exception of Dr. Bernd Schulte, whose legacy contract expired on March 31, 2021. The following section specifies the concrete Executive Board remuneration for the reporting year and contains detailed information and background on the total Executive Board remuneration, the target setting and target achievement of the variable remuneration as well as individualized information on the remuneration of the individual Executive Board members for fiscal year 2021.

Total remuneration for fiscal year 2021

The total remuneration of the Executive Board for the financial year 2021 amounted to kEUR 8,437 (2020: kEUR 2,956). The non-performance-related fixed remuneration of the Executive Board for the fiscal year 2021, consisting of a basic remuneration, pension allowances and benefits in kind, totaled kEUR 1,106 (2020: kEUR 912).

Base remuneration for fiscal year 2021

Base remuneration comprised the following amounts in fiscal year 2021:

- for Dr. Felix Grawert: kEUR 400
- for Dr. Christian Danninger: kEUR 200 (May 1, 2021 – December 31, 2021)
- for Dr. Jochen Linck: kEUR 300
- for Dr. Bernd Schulte: kEUR 90 (January 1, 2021 – March 31, 2021)

Pension allowances for fiscal year 2021

The Executive Board members in office in the year under report do not have individual pension commitments, as a result of which no provisions are stated for pensions. The Company rather pays pension allowances to Executive Board members together with their salaries or makes contributions to an insurance contract with a pension fund.

Pension allowances form a constituent component of the non-performance-related fixed remuneration of the Executive Board. They comprised the following amounts in fiscal year 2021:

- for Dr. Felix Grawert: kEUR 30
- for Dr. Christian Danninger: kEUR 20 (May 1, 2021 – December 31, 2021)
- for Dr. Jochen Linck: kEUR 30
- for Dr. Bernd Schulte: kEUR 10 (January 1, 2021 – March 31, 2021)

Variable remuneration for fiscal year 2021 under former remuneration system

The former remuneration system was applied in 2021 to determine the variable remuneration for Dr. Bernd Schulte from January 1, 2021, to March 31, 2021. The variable remuneration under the former remuneration system amounts to 2.5% of consolidated net income per Executive Board member on a pro rata basis and is paid half in cash and half in shares. This results in variable remuneration for 2021 under the previous remuneration system:

- for Dr. Bernd Schulte: kEUR 296 in cash and kEUR 296 to be granted in shares.

Short-term variable remuneration (STI) for fiscal year 2021 under new remuneration system

The new remuneration system was applied in 2021 to determine the short-term variable remuneration for Dr. Felix Grawert, Dr. Christian Danninger and Dr. Jochen Linck.

Target dimension “consolidated net income for the year”

At its meeting on December 9, 2020, the Supervisory Board set a target of kEUR 44,900 for consolidated net income in 2021 (70% of total target). The actual figure of kEUR 94,839 results in a target achievement of 211%.

Target dimension “market position”

For the target dimension "market position" (15% of total target), the Supervisory Board set targets for individual market segments for 2021. Good sales performance in the existing markets and success in the growth markets led to a target achievement of 205%.

Target dimension “financial and operational targets”

For the target dimension "Financial and operational targets" (15% of total target), performance criteria were defined in the area of operational performance, the market launch of new products, and for the OLED business unit. Here, target achievement in the past fiscal year was 127%.

Based on the achievement of these three target dimensions, short-term variable remuneration (STI) is calculated for fiscal year 2021 under the new remuneration system as follows:

- for Dr. Felix Grawert: kEUR 1,552 in cash
- for Dr. Christian Danninger: kEUR 655 in cash (May 1, 2021 – December 31, 2021)
- for Dr. Jochen Linck: kEUR 976 in cash.

Long-term variable remuneration (LTI) for fiscal year 2021 under new remuneration system

In 2021, the new remuneration system was applied to the contracts with Dr. Felix Grawert, Dr. Christian Danninger (since May 1, 2021) and Dr. Jochen Linck. Target achievement for the 2021 LTI tranche is calculated by reference to the results achieved in the period from January 1, 2021, to December 31, 2023. It is determined by the following performance criteria:

- Consolidated net income for fiscal years 2021, 2022, and 2023 (50% of total)
- Change in total shareholder return (TSR) from Q4 / 2020 to Q4 / 2023 (40% of total)
- Sustainability (10% of total), measured in terms of energy consumption in kWh normed to the most important drivers of consumption and employee training measured in terms of learning hours

The relevant AIXTRON SE share price for the TSR target remuneration 2021 is EUR 11.582. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in Q4 / 2020. The degree of achievement of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2023. At that time, the vested share awards will be converted into non-forfeitable share awards depending on target achievement. After the expiry of a 4-year vesting period ending on December 31, 2024, for the fiscal year 2021, one share of the Company will be transferred for each vested share award. This is to take place in the week following the publication of the annual report.

For the long-term variable remuneration (LTI) for 2021, the Supervisory Board stipulated the values of target LTI as follows:

- for Dr. Felix Grawert: kEUR 1,010 in forfeitable stock awards,
- for Dr. Christian Danninger: kEUR 422 in forfeitable stock awards (May 1, 2021 – December 31, 2021),
- for Dr. Jochen Linck: kEUR 629 in forfeitable stock awards.

Tabular overview of performance criteria applied to Executive Board remuneration pursuant to Sec. 162 (1) Sentence 2 No. 1 Stock Corporation Act (AktG)

Component	Description of performance measures	Portion	Information on the performance targets				
			a) Minimum target	b) Corresponding remuneration	a) Target achievement	b) Corresponding remuneration	a) Measured performance
STI 2021	Consolidated net income 2021	70%	kEUR a) 0 kEUR b) 0	a) 44,900 b) 1,128	a) 211% b) 2,382		
	Market position	15%	% a) 0 kEUR b) 0	a) 100 b) 242	a) 205 b) 495		
	Financial and operational targets	15%	% a) 0 kEUR b) 0	a) 100 b) 242	a) 127 b) 306		
LTI 2020-2022	Consolidated net income 2020-2022	50%	% a) 0 kEUR b) 0	a) 100 b) 115	a) will be calculated b) at the end of 2022		
	Total Shareholder Return 2020-2022	40%	% a) 0 kEUR b) 0	a) 100 b) 92	a) will be calculated b) at the end of 2022		
	Sustainability targets for 2020-2022	10%	% a) 0 kEUR b) 0	a) 100 b) 23	a) will be calculated b) at the end of 2022		
LTI 2021-2023	Consolidated net income 2021-2023	50%	% a) 0 kEUR b) 0	a) 100 b) 1,030	a) will be calculated b) at the end of 2023		
	Total Shareholder Return 2021-2023	40%	% a) 0 kEUR b) 0	a) 100 b) 824	a) will be calculated b) at the end of 2023		
	Sustainability targets for 2021-2023	10%	% a) 0 kEUR b) 0	a) 100 b) 206	a) will be calculated b) at the end of 2023		

Deviation from new remuneration system

In 2021, there were no deviations from and no adjustments to the remuneration system compared with the AGM resolution on the remuneration system in May 2020.

Benefits granted and payments made in fiscal year 2021

The following tables show the remuneration granted and due to the active members of the Executive Board in each of the fiscal years 2020 and 2021 in accordance with Section 162 (1) sentence 1 AktG. The "Remuneration granted and due" section of the tables thus contains all amounts actually received by the individual Executive Board members in the reporting period ("**remuneration granted**") and all remuneration legally due but not yet received in the reporting period ("**remuneration due**"). In addition, the individual possible minimum and maximum remuneration values for the 2021 fiscal year are shown here.

Furthermore, in line with the DCGK 2020, the tables show the fixed remuneration and the one-year variable remuneration as an inflow for the respective financial year. For subscription rights and other share-based remuneration, the time and value of the inflow is the relevant time and value under German tax law.

In addition to the remuneration amounts, Section 162 (1) sentence 2 no. 1 AktG also requires the disclosure of the relative share of all fixed and variable remuneration components in total remuneration. The relative proportions stated here at the end of each table relate to the remuneration components granted and due in the respective fiscal year in accordance with Section 162 (1) sentence 1 AktG.

In total, the remuneration of the Executive Board ("remuneration granted and due") for fiscal year 2021 amounted to kEUR 8,437 (fiscal year 2020: kEUR 2,956) and was thus below the maximum remuneration (expense cap) for three Executive Board members of kEUR 10,000.

Remuneration granted and due pursuant to Section 162 (1) sentence 1 AktG and payments made per Executive Board member in fiscal year 2021

Dr. Felix Grawert Chief Executive Officer Member of the Executive Board since August 14, 2017		Remuneration granted and due				Allocation	
		2020	2021	2021 (Target achievement 100%)	2021 (Target achievement 250%)	2020	2021
in € Thousands							
Non-performance related remuneration	Fixed remuneration	373	430	430	430	373	430
	Fringe benefits	11	6	6	6	11	6
	Total	384	436	436	436	384	436
Performance- related remuneration	Short-term variable remuneration	460	1,552	786	1,964	460	1,552
	Under former contract (01.01.-13.08.2020)	267	0	0	0	267	0
	STI 2020 under new contract (14.08.-31.12.2020)	193	0	0	0	193	0
	STI 2021	0	1,552	786	1,964	0	1,552
	Long-term variable remuneration	546	1,715	1,334	3,335	42	0
	Share-based portion of one-year variable remuneration (restriction period 2017-2020)	0	0	0	0	42	0
	Share-based portion of one-year variable remuneration (restriction period 2020-2024) under old con- tract (01.01.-08.13.2020)	298	0	0	0	0	0
	LTI tranche 2020-2022 (restriction period 2020-2023) under new contract (08.14.-12.31.2020) *	248	0	0	0	0	0
	LTI tranche 2021-2023 (restriction period 2021-2024) *	0	1,715	1,334	3,335	0	0
	Total non-performance-related / performance-related remuneration	1,390	3,703	2,556	5,736	886	1,989
Pension allowance	0	0	0	0	0	0	
Total remuneration	1,390	3,703	2,556	5,736	886	1,989	
Thereof as a per- centage	Portion of fixed remuneration	28%	12%	17%	8%	43%	22%
	Portion of variable remuneration	72%	88%	83%	92%	57%	78%

* Fair value valuation of LTI tranche

Dr. Christian Danninger Chief Financial Officer Member of the Executive Board since May 1, 2021		Remuneration granted and due				Allocation	
		2020	2021	2021 (Target achievement 100%)	2021 (Target achievement 250%)	2020	2021
in € Thousands							
Non-performance related remuneration	Fixed remuneration	0	220	220	220	0	220
	Fringe benefits	0	11	11	11	0	11
	Total	0	231	231	231	0	231
Performance-related remuneration	Short-term variable remuneration	0	655	332	829	0	655
	STI 2021	0	655	332	829	0	655
	Long-term variable remuneration	0	773	602	1,504	0	0
	LTI tranche 2021-2023 (restriction period 2021-2024) *	0	773	602	1,504	0	0
Total non-performance-related / performance-related remuneration		0	1,660	1,164	2,564	0	886
Pension allowance		0	0	0	0	0	0
Total remuneration		0	1,660	1,164	2,564	0	886
Thereof as a percentage	Portion of fixed remuneration	0%	14%	20%	9%	0%	26%
	Portion of variable remuneration	0%	86%	80%	91%	0%	74%

* Fair value valuation of LTI tranche

Dr. Jochen Linck Chief Operating Officer Member of the Executive Board since October 1, 2020		Remuneration granted and due				Allocation	
		2020	2021	2021 (Target achievement 100%)	2021 (Target achievement 250%)	2020	2021
in € Thousands							
Non-performance related remuneration	Fixed remuneration	83	330	330	330	83	330
	Fringe benefits	2	5	5	5	2	5
	Total	85	335	335	335	85	335
Performance-related remuneration	Short-term variable remuneration	81	976	494	1,235	81	976
	STI 2020	81	0	0	0	81	0
	STI 2021	0	976	494	1,235	0	976
	Long-term variable remuneration	96	1,067	830	2,075	0	0
LTI tranche 2020-2022 (restriction period 2020-2023) *		96	0	0	0	0	0
LTI tranche 2021-2023 (restriction period 2021-2024) *		0	1,067	830	2,075	0	0
Total non-performance-related / performance-related remuneration		262	2,378	1,659	3,645	166	1,311
Pension allowance		0	0	0	0	0	0
Total remuneration		262	2,378	1,659	3,645	166	1,311
Thereof as a percentage	Portion of fixed remuneration	32%	14%	20%	9%	51%	26%
	Portion of variable remuneration	68%	86%	80%	91%	49%	74%

* Fair Value valuation of LTI Tranche

Dr. Bernd Schulte Member of the Executive Board until March 31, 2021		Remuneration granted and due				Allocation	
		2020	2021	2021 (Minimum)*	2021 (Maximum)*	2020	2021
in € Thousands							
Non-performance related remuneration	Fixed remuneration	430	100	100	100	430	100
	Fringe benefits	13	3	3	3	13	3
	Total	443	103	103	103	443	103
Performance-related remuneration	Short-term variable remuneration	431	296	0	813	431	296
	Long-term variable remuneration	431	296	0	813	0	0
	Share-based portion of one-year variable remuneration (restriction period 2020-2024)	431	0	0	0	0	0
	Share-based portion of one-year variable remuneration (restriction period 2021-2025)		296	0	813	0	0
Total non-performance-related / performance-related remuneration		1,305	696	103	1,728	874	400
Pension allowance		0	0	0	0	0	0
Total remuneration		1,305	696	103	1,728	874	400
Thereof as a percentage	Portion of fixed remuneration	34%	15%	100%	6%	51%	26%
	Portion of variable remuneration	66%	85%	0%	94%	49%	74%

* Theoretical minimum- and maximum compensation for Dr. Bernd Schulte under the formed remuneration system applicable.

Shares granted and awarded to the Executive Board under the LTI in accordance with Section 162 (1) Sentence 2 No. 3 AktG

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares 01.01.	a) granted or awarded shares b) Value of granted or awarded shares	Awarded shares 31.12.
Dr. Felix Grawert Chief Executive Officer	Variable remuneration 2018	(restriction period 2018-2022)	61,924		61,924
	Variable remuneration 2019	(restriction period 2019-2023)	46,987		46,987
	Variable remuneration 2020 old system*	(restriction period 2020-2024)	18,072		18,072
	LTI tranche 2020-2022**/***	(restriction period 2020-2023)	21,096		21,096
	LTI tranche 2021-2023***	(restriction period 2021-2024)	0	a) 112,119 b) 1,715 TEUR	112,119
					260.198

* prorated from January 01 to August 13, 2020

** prorated from August 14 to December 31, 2020

*** The number of shares can change due to the actual target achievement at the end of the reference period.

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares 01.01.	a) granted or awarded shares b) Value of granted or awarded shares	Awarded shares 31.12.
Dr. Christian Danninger Member of the Executive Board	LTI tranche 2021-2023**/**	(restriction period 2021-2024)	0	a) 46,827 b) 773 TEUR	46,827

* prorated from May 01 to December 31, 2020

** The number of shares can change due to the actual target achievement at the end of the reference period.

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares 01.01.	a) granted or awarded shares b) Value of granted or awarded shares	Awarded shares 31.12.
Dr. Jochen Linck Member of the Executive Board	LTI tranche 2020-2022**/**	(restriction period 2020-2023)	8,687		8,687
	LTI tranche 2021-2023**	(restriction period 2021-2024)	0	a) 69,763 b) 1,067 TEUR	69,763
					78,450

* prorated from October 1 bis Dezember 31, 2021

** The number of shares can change due to the actual target achievement at the end of the reference period.

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares 01.01.	a) granted or awarded shares b) Value of granted or awarded shares	Awarded shares 31.12.
Dr. Bernd Schulte Member of the Executive Board until März 31, 2021	Variable remuneration 2018	(restriction period 2018-2022)	56,957		56,957
	Variable remuneration 2019	(restriction period 2019-2023)	41,835		41,835
	Variable remuneration 2020	(restriction period 2020-2024)	26,153		26,153
	Variable remuneration 2021*	(restriction period 2021-2025)		a) 3,3170 b) 593 TEUR	33,170
					158,115

* Calculated using closing price on Dec 31, 2021. The number of shares might change due to the actual share price determined after the shareholders' meeting in May 2022.

Benefits in connection with the termination of Executive Board mandate

Apart from the provisions regarding the termination of an Executive Board member's contract (page 50), there are no other contractually agreed benefits that would apply if an Executive Board member were to leave the Company, such as retirement benefits, the further use of a company car or office, or the continued payment of other benefits.

Comparative presentation of the annual change in the remuneration of the members of the Executive Board with the development of earnings and the average remuneration of the employees of AIXTRON SE

The following table shows a comparison of the percentage change in the remuneration of the members of the Executive Board with the earnings development of AIXTRON SE and the AIXTRON Group as well as with the average remuneration of the employees on a full-time equivalent basis compared to the previous year. The remuneration of the members of the Executive Board included in the table reflects the remuneration granted and due to the respective Executive Board members in the reporting year and thus corresponds to the value stated in the preceding remuneration tables in the column "Remuneration granted and due" for the fiscal years 2020 and 2021 within the meaning of Section 162 (1) sentence 1 AktG (on [page 56 - 58](#) of the Annual Report). Where members of the Executive Board were only remunerated on a pro rata basis in individual financial years, for example due to joining or leaving the company during the year, the remuneration for this fiscal year was extrapolated to a full year to ensure comparability.

The development of earnings is generally presented on the basis of the development of the annual result of AIXTRON SE in accordance with Section 275 (3) No. 16 HGB (German Commercial Code). Since the remuneration of the members of the Executive Board is also significantly dependent on the business success of the AIXTRON Group, the development of the revenues, the EBIT and the net income for the year is also stated for the Group.

The comparison with the development of the average remuneration of employees is based on the average remuneration of the workforce of the Group parent company AIXTRON SE in Germany. Since the employee and remuneration structures in the subsidiaries are manifold, in particular in the case of employees abroad, it is appropriate for the comparison of the development of the average remuneration to be based only on the total workforce of AIXTRON SE. This comparison group was also used in the examination of the appropriateness of the remuneration of the members of the Executive Board. In this context, the remuneration of all employees of AIXTRON SE, including executive employees and excluding student assistants, was taken into account. In order to ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

Comparison of annual changes in Executive Board remuneration pursuant to Section 162 (1) no. 2 of the German Stock Corporation Act (AktG)

Annual change (in %)	2021 versus 2020
Executive Board remuneration	
Dr. Felix Grawert	166%
Dr. Christian Danninger*	n. a.
Dr. Jochen Linck**	128%
Dr. Bernd Schulte***	113%
Earnings development of AIXTRON SE and the Group	
Group revenues	59%
Group EBIT	184%
Group net income	175%
AIXTRON SE net income	275%
Average remuneration of AIXTRON employees****	
Employees of AIXTRON SE	9%

* Executive Board member since May 1, 2021, thus no data available

** Executive Board member since October 1, 2020, amount for 2020 annualized

*** Executive Board member until March 31, 2021, amount for 2021 annualized

**** based on full-time equivalents

Stock option plans

Stock options are neither components of the "former remuneration system" nor of the "new remuneration system" described above. Therefore, Dr. Felix Grawert, Dr. Christian Danninger and Dr. Jochen Linck do not hold any stock options. From periods prior to the applicability of the remuneration systems described herein, Dr. Bernd Schulte held a stock options, which expired in fiscal year 2021.

Stock option plans

Executive Board member	Allocation date	Outstanding (shares)	Exercisable (shares)	Option value on grant date (EUR)	Exercise price (EUR)	Maturity	Lapsed shares
Dr. Bernd Schulte	Oct 2014	0	0		13.14	Oct 2024	50,000

In fiscal year 2021, 50,000 option rights to purchase AIXTRON shares expired (2020: 52,000). The members of the Executive Board in office in the reporting year 2021 did not exercise any option rights in 2021 (2020: 0).

Claw-back information

There was no claw-back of variable compensation components of the Executive Board members in fiscal year 2021 (claw-back policy).

Outlook for the application of the new remuneration system for 2022

Short-term variable remuneration (STI)

For the current fiscal year 2022, the Supervisory Board has defined the following target dimensions and performance criteria for the short-term variable remuneration (STI):

- Target dimension “Consolidated net income” (70% of total): In December 2021, the Supervisory Board set a target value for consolidated net income in 2022 as part of the forecast.
- Target dimension “Market position” (15% of total): For the “Market position” target dimension, the Supervisory Board has set targets for important markets for 2022.
- Target dimension “Financial and operational targets” (15% of total): Performance criteria were defined for the target dimension “Financial and operational targets” in the area of operational performance and product-related performance.

Long-term variable remuneration (LTI)

The Supervisory Board has defined the following performance criteria for the reference period for long-term variable remuneration (LTI) starting in fiscal year 2022:

- Consolidated net income for fiscal years 2022, 2023 and 2024 (50% of total)
- Development of total shareholder return (TSR) from Q4 / 2021 to Q4 / 2024 (40% of total).
- Sustainability (10% of total), measured among other things by the proportion of ecologically sustainable revenues, capital expenditures (CapEx) and operating expenses (OpEx) as defined in the EU Taxonomy Regulation. In addition, there are further sustainability targets which, however, when considered individually, are not essential for the implementation of the corporate strategy.

The target achievement of the LTI remuneration 2022 is calculated on the basis of the results achieved in the period from January 1, 2022, to December 31, 2024. The relevant share price of AIXTRON SE for the LTI grant is EUR 19.64. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in the 4th quarter of 2021. The degree of fulfillment of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2024. At that time, the vested share awards will be converted into non-forfeitable share awards depending on target achievement. After the expiry of a 4-year vesting period ending on December 31, 2025 for the fiscal year 2022, one share of the Company will be transferred for each vested share award. This is to take place in the week following the publication of the annual report.

Remuneration of Supervisory Board members

Remuneration of the Supervisory Board is regulated in Article 17 of AIXTRON's Articles of Association. The currently valid remuneration system was last approved by the Annual General Meeting on May 16, 2018. Accordingly, annual fixed remuneration for individual members of the Supervisory Board amounts to EUR 60,000, with the Chairman receiving three times and the Deputy Chairman one and a half times the remuneration of an ordinary Supervisory Board member.

The Chairman of the Audit Committee receives additional annual remuneration of EUR 20,000.

No attendance fees or other variable remuneration is granted.

The members of the Supervisory Board who are only members of the Supervisory Board for part of the fiscal year or who are the Chairman or Deputy Chairman of the Supervisory Board or Audit Committee receive one twelfth of the above mentioned remuneration on a prorated basis for each month or part thereof of the corresponding activity on the Supervisory Board.

The Company assumes insurance premiums paid 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 Supervisory Board members receive no loans from the Company.

The remuneration allocable to individual Supervisory Board members in fiscal years 2020 and 2021 is presented on an individualized basis in the table below. As in previous years, no remuneration was paid to Supervisory Board members for individual advisory services in fiscal year 2021.

Supervisory Board remuneration

Supervisory Board Member	Year	Fixed (EUR)	Total (EUR)
Kim Schindelhauer ¹⁾²⁾³⁾⁴⁾⁵⁾ (Chairman of the Supervisory Board)	2021	180,000	180,000
	2020	180,000	180,000
Prof. Dr. Anna Weber ¹⁾ (Chairwoman of the Audit Committee) (Independent Financial Expert)	2021	80,000	80,000
	2020	80,000	80,000
Dr. Andreas Biagosch ¹⁾²⁾	2021	60,000	60,000
	2020	60,000	60,000
Prof. Dr. Petra Denk ³⁾⁴⁾ Frits van Hout ³⁾⁴⁾ (Deputy Chairman of the Supervisory Board)	2021	60,000	60,000
	2020	60,000	60,000
	2021	90,000	90,000
	2020	90,000	90,000
Total	2020	470,000	470,000

1) Member of the Audit Committee

2) Member of the Capital Markets Committee

3) Member of the Nomination Committee

4) Member of the Compensation Committee

5) Former AIXTRON Executive Board Member

Directors & Officers (D&O) insurance

In accordance with the requirements of Section 93 para. 2 AktG, AIXTRON SE has arranged a D&O insurance policy for all members of the Executive Board against risks from their professional activities for the Company, which in each case provides for a deductible of at least 10 percent of the damage up to at least the amount of one and a half times the fixed annual remuneration of the Executive Board member. For the members of the Supervisory Board of AIXTRON SE, the Company has arranged D&O insurance policies which also provide for a corresponding deductible.

REPORT OF THE INDEPENDENT AUDITOR ON THE AUDIT OF THE REMUNERATION REPORT IN ACCORDANCE WITH SECTION 162 (3) AKTG

To AIXTRON SE, Herzogenrath/Germany

Audit Opinion

We conducted a formal audit of the remuneration report of AIXTRON SE, Herzogenrath/Germany, for the financial year from January 1 to December 31, 2021, to assess whether the disclosures required under Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made in the remuneration report. In accordance with Section 162 (3) AktG, we did not audit the content of the remuneration report.

In our opinion, the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the accompanying remuneration report. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report pursuant to Section 162 (3) AktG (IDW AuS 870 (08.2021)). Our responsibilities under those requirements and this standard are further described in the "Auditor's Responsibilities" section of our auditor's report. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We have fulfilled our professional responsibilities in accordance with the German Public Auditor Act (WPO) and the Professional Charter for German Public Auditors and German Sworn Auditors (BS WP/vBP) including the requirements on independence.

Responsibilities of the Executive Board and the Supervisory Board

The executive board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. In addition, they are responsible for such internal control as they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our objectives are to obtain reasonable assurance about whether the disclosures required under Section 162 (1) and (2) AktG have been made in the remuneration report, in all material respects, and to express an audit opinion thereon as part of an auditor's report.

We planned and conducted our audit so as to be able to determine whether the remuneration report is formally complete by comparing the disclosures made in the remuneration report with the disclosures required under Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did neither audit whether the contents of these disclosures are correct, nor whether the contents of individual disclosures are complete, nor whether the remuneration report has been reasonably presented.

Handling of possible misrepresentations

In connection with our audit, our responsibility is to read the remuneration report taking into account our knowledge obtained in the financial statement audit while remaining attentive to any signs of misrepresentations in the remuneration report regarding the correctness of the disclosures' contents, the completeness of individual disclosures' contents or the reasonable presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is such a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Düsseldorf/Germany, February 23, 2022

Deloitte GmbH Wirtschaftsprüfungsgesellschaft



André Bedenbecker
Wirtschaftsprüfer
(German Public Auditor)



Dr. Peter Dittmar
Wirtschaftsprüfer
(German Public Auditor)

Annex 2 (regarding agenda item 7): Curricula Vitae of the candidates

Curriculum Vitae Mr. Kim Schindelhauer

Businessman

Personal Information

Born in 1953 in Essen
Residing in Hamburg
Nationality: German

Professional Career

since September 2017

AIXTRON SE, Chairman of the Supervisory Board

March 2017 - August 2017

AIXTRON SE, Chairman of the Executive Board & CFO

May 2002 - February 2017

AIXTRON SE, Chairman of the Supervisory Board

July 1997 - May 2002

AIXTRON AG, member of the Executive Board

1992 - July 1997

AIXTRON Semiconductor Technologies GmbH, managing director

1987 - 1992

General Tire Inc. Akron, Ohio, USA, Chief Financial Controller

1984 - 1987

Continental Products Corp. Lyndhurst, NJ, USA, Financial Director

1983 - 1984

Continental AG – Uniroyal GmbH Aachen, Controller responsible for export business

1981 - 1983

Continental AG Hannover, Controller

Academic Career

1981

Studies of Business Administration, Georg-August-University Göttingen
Degree: diploma businessman (*Diplom-Kaufmann*)

Information pursuant to section 125 para. 1 sentence 5 AktG:

Mr. Kim Schindelhauer is not a member of other statutory supervisory boards.

He is not a member of comparable domestic and foreign supervisory bodies of business enterprises.

Curriculum Vitae Dr. Stefan Traeger

Graduate physicist

Chairman of the Executive Board of JENOPTIK AG

Personal Information

Born in 1967 in Jena, Germany

Resident in Jena

Nationality: German

Professional Career

Since 2017

JENOPTIK AG, Jena (Germany), Chairman of the Executive Board / President & CEO

2013-2017

TECAN AG, Männedorf (Switzerland), Member of the Executive Board

2007 – 2013

LEICA MICROSYSTEMS, Wetzlar (Germany), Vice President

2000 – 2007

CARL ZEISS GROUP

- 2005 – 2007 Managing Director, Carl Zeiss SMT Ltd, Cambridge (UK)

- 2002 – 2005 BU Manager & Director Strategic Business Development, Carl Zeiss Meditec, Jena (Germany)

- 2000 – 2002 Assistant to the Chairman of the Executive Board, Carl Zeiss AG, Oberkochen (Germany)

- 2000 – 2000 F&E Project Manager, Carl Zeiss Jena GmbH, Jena (Germany)

Academic Career

2002 – 2003

Executive MBA Studies Purdue University (U.S.A.) and GISMA (Germany)

1999 – 2000

Postdoc at GINZTON Lab / Stanford University (U.S.A.)

1991 – 1998

Physics studies and doctorate at the University of Hanover, Hanover (Germany)

Information pursuant to section 125 para. 1 sentence 5 AktG:

Dr. Stefan Traeger is not a member of any other statutory supervisory boards.

He is a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises; all offices are intragroup mandates at non-listed affiliated companies which are exercised in the scope of his activities as Chairman of the Executive Board of JENOPTIK AG:

- JENOPTIK North America, Inc., USA (Chairman)
- JENOPTIK (Shanghai) Precision Instrument and Equipment Co., Ltd., China (Member)
- JENOPTIK (Shanghai) International Trading Co., Ltd., China (Member)
- JENOPTIK Korea Corp., Ltd., Korea (Member)
- JENOPTIK JAPAN Co. Ltd., Japan (Member)
- TELSTAR-HOMMEL Co., Ltd., Korea (Member).