

Explanatory Report

- Translation for Convenience Purposes -

Explanatory Report by the Executive Board regarding the information pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (HGB) for Fiscal Year 2021

The Executive Board has made disclosures in the management report of the Company and in the Group management report pursuant to §§ 289a (1), 315a (1) HGB, which are explained in this report:

The share capital of AIXTRON SE as of December 31, 2021 amounted to EUR 113,292,020 (December 31, 2020: EUR 112,927,320). It is divided into 113,292,020 registered shares with a proportional interest in the Company's share capital of EUR 1.00 per no-par value registered share. Each no-par value share represents the proportionate share in AIXTRON's share capital and carries one vote at the Company's Annual General Meeting. All registered shares are fully paid in. The shares are globally securitized; the shareholders' claim to securitization of their share is excluded pursuant to Section 6 number 4 sentence 2 of the Articles of Association of the Company.

Neither the voting right per share nor the transferability of the shares of the company are subject to restrictions under the Articles of Association. There are no classes of shares with special rights that confer powers of control. There are also no agreements on the control of voting rights insofar as employees hold shares in the capital and do not exercise their voting rights themselves.

As at December 31, 2021, the following capital was approved by the respective Annual General Meeting indicated and has not yet been utilized as at December 31, 2021 in the amount indicated below:

(EUR or number of shares)	31 Dec.2021	Resolution
Authorized Capital 2018 – Capital increase for cash or contribution in kind with or without preemptive rights for shareholders	45,944,218	16/05/2018
Authorized Capital 2017 - Capital increase for cash with preemptive rights for shareholders	10,518,147	09/05/2017

Conditional Capital 2018 – Authorization to issue bonds with or without preemptive rights for shareholders	25,000,000	16/05/2018
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As at December 31, 2021, the following capital was approved by the respective Annual General Meeting indicated and has been utilized as at December 31, 2021 within the scope of the exercise of a total of 364,700 employee options in the amount indicated below:

(EUR or number of shares)	31 Dec. 2021	Resolution	31 Dec. 2020	2021-2020
Subscribed Shares	113,292,020		112,927,320	364,700
Conditional Capital II 2012 – Stock Option Program 2012	3,852,026	16/05/2012	4,208,726	-356,700
Conditional Capital II 2007 – Stock Option Program 2007	2,678,523	22/05/2007	2,686,523	-8,000

Authorized Capital 2018: By resolution of the Annual General Meeting of 16 May 2018, the Executive Board was authorized, with the consent of the Supervisory Board, to increase the share capital of the Company on one occasion or in partial amounts by a total of up to EUR 45,944,218.00 by issuing new registered no-par value shares against cash contributions and/or contributions in kind until 15 May 2023. In principle, the shareholders shall be granted a subscription right. However, under certain conditions listed in the authorization, shareholders' subscription rights may be excluded with the consent of the Supervisory Board. The Executive Board has not made use of this authorization to date.

Authorized Capital 2017: By resolution of the Annual General Meeting of 9 May 2017, the Executive Board was authorized, with the consent of the Supervisory Board, to increase the share capital of the Company on one or more occasions until 8 May 2022 by up to a total of EUR 10,518,147.00 against cash contributions by issuing new registered no-par value shares. The shareholders shall be granted a subscription right. Pursuant to this authorization, the Executive Board may, with the consent of the Supervisory Board, exclude the shareholders' subscription right to compensate for fractional amounts resulting from the subscription ratio. The Executive Board has not made use of this authorization to date.

Conditional Capital 2018: By resolution of the Annual General Meeting of 16 May 2018, the Executive Board was authorized, with the consent of the Supervisory Board, to issue bearer and/or registered bonds with warrants and/or convertible bonds, profit participation rights and/or participating bonds (or combinations of these instruments) on one or more occasions until 15 May 2023 for a total nominal amount of up to EUR 350,000. 350,000,000.00 with or

without a limited term and to grant the holders or creditors of bonds option or conversion rights (also with option or conversion obligations or tender rights of the Company) to a total of up to 25,000,000 new registered no-par value shares of the Company with a proportionate amount of the share capital of up to EUR 25,000,000.00 in accordance with the more detailed provisions of the bond conditions of the bonds. The shareholders are generally entitled to a subscription right, i.e. the bonds are generally to be offered to the shareholders of the Company for subscription. However, under certain conditions listed in the authorization, shareholders' subscription rights may be excluded with the consent of the Supervisory Board. The Executive Board has not made use of this authorization to date.

Conditional Capital II 2012: In accordance with the resolution of the Annual General Meeting of 16 May 2012, the share capital of the Company is conditionally increased by up to EUR 4,208,726.00 through the issue of up to 4,208,726 no-par value registered shares. The Conditional Capital II 2012 serves to secure subscription rights from stock options issued by the Company on the basis of the authorization resolution of 16 May 2012 within the framework of the Stock Option Program 2012 up to and including 15 May 2017. The conditional capital increase will only be carried out to the extent that the holders of such share options exercise their option rights and the Company does not grant treasury shares or cash compensation to fulfil the share options. The issue of the shares from the Conditional Capital II 2012 shall be effected at an issue price corresponding to the exercise price determined in accordance with lit. (a) item (7) of agenda item 8 of the Annual General Meeting of 16 May 2012. The new shares participate in the profit from the beginning of the financial year in which the new shares are issued. In the 2021 financial year, a total of 356,700 subscription rights were exercised under the conditions of this share option program.

Conditional Capital II 2007: This conditional capital amounts to up to EUR 2,686,523.00. It serves to secure subscription rights from stock options issued by the Company on the basis of the authorization resolution dated 22 May 2007 under the AIXTRON Stock Option Program 2007 up to and including 21 May 2012. In fiscal year 2021, a total of 8,000 subscription rights were exercised under the terms of this stock option program.

Pursuant to section 71, paragraph 1, no. 8 of the German Stock Corporation Act, the Company is authorized until 15 May 2023 to acquire own shares representing a proportionate amount of the share capital of up to EUR 11,292,473 within the statutory limits and to use them in accordance with the underlying resolution of the Annual General Meeting of 16 May 2018 (agenda item 8). The authorization may not be used by the Company for the purpose of trading in its own shares. The authorization may be exercised by the Company in whole or in partial amounts, once or several times, in pursuit of one or several purposes. It may also be exercised by dependent companies or companies in which the Company holds a majority interest or by third parties commissioned by the Company or such companies.

At the discretion of the Executive Board, own shares may be purchased (1) on the stock exchange or (2) by means of a public purchase offer by the Company addressed to all shareholders or by means of a public invitation to submit such an offer.

The articles of association may be amended by resolution of the general meeting. The amendment becomes effective upon entry of the amendment to the Articles of Association in the commercial register (§ 181 section 3 AktG). Insofar as statutory provisions require a majority of the share capital represented at the passing of a resolution, a simple majority of the share capital represented shall suffice in accordance with § 22 number 1 sentence 2 of the Articles of Association, insofar as this is legally permissible. Pursuant to § 22 number 1 sentence 3 of the Articles of Association, resolutions on amendments to the Articles of Association require a majority of two-thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast, unless otherwise provided by law (e.g. § 193 section 1 of the German Stock Corporation Act for a conditional capital increase). The Supervisory Board is authorized to amend the Articles of Association in accordance with the scope of the respective capital increase from the authorized and conditional capital; the Supervisory Board is also authorized to resolve amendments and additions to the Articles of Association that only affect the wording (§ 4 clause 2.8 and § 26 of the Articles of Association of the Company).

As of December 31, 2021, approximately 22% of AIXTRON's shares were held by private individuals, most of whom are based in Germany. Approximately 77% of the outstanding AIXTRON shares are held by institutional investors. At the end of fiscal year 2021, the five largest shareholders, each holding more than 5% of the AIXTRON shares in their portfolios, were Société Générale, T. Rowe Price International, Artisan Partners, Invesco and Citigroup. 99% of the shares were in free float as defined by Deutsche Börse. Approximately 1% of the AIXTRON shares were held by the Company itself.

Appointment and dismissal of members of the Executive Board is carried out by the Supervisory Board of the Company in accordance with Art. 39 para. 2 SE-Reg. Pursuant to § 8 clause 1 of the articles of association, the individual members of the Executive Board are appointed for a maximum period of six years and may be reappointed thereafter.

In the event of a change of control, the individual Executive Board members are entitled to terminate their employment with three months' notice to the end of the month and to resign from office on the date of termination. In the event of termination due to a change of control event, all Executive Board members receive a severance payment in the amount of the fixed and variable remuneration expected to be owed by the company for the remaining term of the employment contract, up to a maximum of two years' remuneration. A change of control occurs if a third party or a group of third parties who contractually combine their shares in order to act as a third party directly or indirectly holds more than 50% of the share capital of the company. Apart from the aforementioned, there are no other "change of control" clauses.

Herzogenrath, April 2022

AIXTRON SE

- Executive Board –

Dr. Felix Grawert

Dr. Christian Danninger

Dr. Joachim Linck