

Explanatory report

- Convenience Translation -

Explanatory Report of the Executive Board regarding the information pursuant to Sections 289a and 315a of the German Commercial Code (HGB) for the 2025 financial year

The Management Board has made disclosures in the management report of the Company and in the Group management report pursuant to Sections 289a, 315a of the German Commercial Code (HGB), which are explained in this report:

The share capital of AIXTRON SE totaled EUR 113,456,120 as of December 31, 2025 (December 31, 2024: EUR 113,456,120). The capital is divided into 113,456,120 no-par value registered ordinary shares, with a notional interest in the share capital of EUR 1.00 per share. Each registered share represents a proportionate interest in the Entity's share capital and carries full voting rights, with one vote per share at the Annual General Meeting. All registered shares are fully paid-up.

AIXTRON SE held 670,262 as of December 31, 2025 (December 31, 2024: 784,259), representing a proportionate amount of share capital of EUR 670,262 (2024: 784,259). Treasury shares represent 0.6% of the share capital (prior-year period: 0.7%).

The shares are held in the form of a global certificate. Shareholders are not entitled to receive share certificates for their shares. Neither the voting rights attached to each share nor the transferability of the Entity's shares are subject to restrictions under corporate law or the Articles of Association. There are no classes of shares with special rights conferring control powers, nor are there any agreements providing for the control of voting rights where employees hold shares and do not exercise their voting rights directly.

The following capital authorizations approved by the General Meeting could currently cover additional capital requirements:

Funding Sources

(EUR or number of shares)

	31.12.25	Approved	Expiration	31.12.24	31.12.25 vs. 31.12.24
Issued shares	113,456,120			113,456,120	0
Authorised capital 2022 - Capital increase in cash or in kind with or without subscription rights for existing shareholders	41,450,000	25.05.22	24.05.27	41,450,000	0
Conditional Capital II 2012 - Stock Option Program 2012	20,900	16.05.12	15.05.17	20,900	-0
Conditional Capital 2022 - Authorisation to issue bonds with warrants and/or convertible bonds, profit-sharing rights and/or income bonds (or combinations of these instruments) with or without subscription rights for existing shareholders	15,000,000	25.05.22	24.05.27	15,000,000	0

Pursuant to Section 71 (1) No. 8 AktG and with the Supervisory Board's approval, the Executive Board is authorized to acquire and utilize treasury shares representing a pro rata amount of up to 10% of the share capital existing at the time of the resolution or – if lower – at the time of exercise. The authorization is effective until May 24, 2027. The authorization may not be used for trading in treasury shares. The authorization may be exercised in whole or in part, on one or more occasions, by the Entity, by entities dependent on or directly or indirectly majority-owned by the Entity, or by third parties acting on behalf of the Entity or such entities. Permitted buyback methods include purchases made on the stock exchange, a public tender offer addressed to all shareholders, or public solicitations of such offers.

Capital-related amendments to the Articles of Association require an Annual General Meeting resolution passed by a three-quarters majority of the share capital represented at the Annual General Meeting (Art. 59 SE-VO, Section 179 AktG). Other amendments require a two-thirds majority of the votes cast or, if a quorum of half the share capital is met, a simple majority.

As of December 31, 2025, retail investors, the majority of whom are based in Germany, accounted for approximately 25% of AIXTRON shares (2024: 16%), while institutional holdings reached 71% (2024: 69%). Based on voting rights notifications received by AIXTRON, the following shareholders exceeded the 3% threshold for voting rights associated with shares and instruments at year-end 2025: Goldman Sachs (7.1%), UBS (4.9%), Blackrock, Inc. (4.8%) and Morgan Stanley (4.6%). Under

Deutsche Börse's definition, 99% of shares were in free float, with the Company holding approximately 1% as treasury stock.

The Entity's Supervisory Board manages the appointment and dismissal of Executive Board members, who serve for a maximum term of five years and are eligible for reappointment.

Under change of control events, Executive Board members are entitled to terminate their service agreements and resign from office subject to three months' notice effective at month-end. Upon such termination, all Executive Board members receive a severance payment equal to the anticipated fixed and variable remuneration owed by the Entity for the remaining term of the service contract, capped at two years' remuneration. A change of control, within the meaning of the above, occurs if a third party – or a group of third parties acting in concert by contractually pooling their shares – holds, directly or indirectly, more than 50% of the Entity's share capital. No other change of control clauses exist beyond those mentioned above.

Herzogenrath, March 2026

AIXTRON SE

Dr. Felix Grawert

Dr. Christian Danninger