



**Ordinary General Meeting 2009
of AIXTRON Aktiengesellschaft, Aachen**

Report of the Executive Board to the General Meeting on agenda item 6 pursuant to §§ 71 (1) no. 8 sentence 5, 186 (3) sentence 4, (4) sentence 2 AktG

Agenda item 6 contains the proposal to authorize the Company, in accordance with § 71 (1) no. 8 AktG, to purchase own shares in the period to November 19, 2010 representing up to 10% of the share capital at the time the resolution is adopted. The current authorization, granted by the General Meeting on May 14, 2008 expires on November 13, 2009 and must therefore be replaced.

The proposed authorization will allow the Company to purchase own shares in the period to November 19, 2010 subject to the statutory limit of 10% of the existing share capital. The own shares shall only be purchased on the stock market or by way of a public offer for purchase to all shareholders or by way of a public invitation to submit offers for sale. This ensures adherence to the duty to treat all shareholders equally set out in § 71 (1) no. 8 sentences 3 and 4 AktG.

In accordance with the provisions of § 71 (1) no. 8 AktG, the General Meeting may authorize the Company to dispose of shares other than via the stock market or by way of a public offer to all shareholders. At the General Meeting on May 22, 2002, a contingent capital increase was resolved, which will only be implemented to the extent that the holders of the subscription rights issued under the Stock Option Plan 2002 resolved by the General Meeting on May 22, 2002 (agenda item 13) exercise their subscription rights according to § 192 (2) no. 3 AktG. The resolution authorizing the purchase and use of own shares allows the Company to use repurchased own shares, by excluding the pre-emption right of the shareholders, to fulfill subscription rights arising from the share options. This is a suitable means of countering the dilution of equity holdings and voting rights conveyed by shares, as may occur to a certain extent when subscription rights are fulfilled by creating new shares. The same applies with respect to the resolution of the General Meeting on May 22, 2007 (agenda item 10) on the authorization and approval on the issuance of share options and the creation of new Contingent Capital II 2007 for the purpose of servicing the AIXTRON Stock Option Plan 2007.

The Executive Board is further authorized, with the approval of the Supervisory Board, to sell own shares in accordance with the provisions of § 186 (3) sentence 4

AktG to third parties (such as institutional investors) at a price that is not significantly lower than the market price of the Company's shares at the time of disposal. The price to be paid for own shares will be fixed in due time prior to the date of the sale. The Executive Board will measure a discount (if any) on the market price - with due regard to the market conditions prevailing at the time of the placement - as low as possible. Such a discount on the market price at the time the authorization is used will under no circumstances be more than 5% of the then current market price. This authorization of the Executive Board to dispose of shares is restricted insofar as the shares to be disposed of shall in the aggregate not exceed 10% of the Company's share capital in existence at the time of the resolution adopted by this General Meeting or, if such amount is lower, 10% of the registered share capital of the Company at the time of disposal of the shares. In calculating the limit of 10%, those shares shall be included which were issued during the term of this authorization based on an authorization to issue new shares from contingent capital while excluding pre-emptive rights. When calculating the 10% limit, it is further necessary to include shares which are issued to service convertible bonds or bonds with warrants, if such bonds were issued based on an authorization during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG. Due to this restriction on the scope of the authorization and the fact that the price for disposing of the shares will be based on the market price, the concept of anti-dilution protection is taken into account and the interests of shareholders in terms of both asset protection and voting rights are appropriately protected. In addition, the shareholders will in principle be able to maintain their share percentages by purchasing AIXTRON shares on the stock exchange. The authorization is in the interest of the Company because it gives the Company a wider scope of action and more flexibility.

Further, the purchased shares can be used to fulfill the pre-emptive rights of holders of warrants or convertible bonds which were or will be issued by the Company and/or its subsidiaries. It may be more appropriate for the Company to use own shares instead of a capital increase to fully or partly service the rights arising from these convertible bonds to subscribe for the Company's shares. This option increases the Company's scope of action. Therefore, the authorization provides for own shares to be used accordingly. In this respect, shareholders' pre-emptive rights are excluded.

It will further be possible to offer and transfer the purchased shares to third parties in connection with mergers or acquisitions of companies, parts of companies or equity interests in companies while excluding the pre-emptive rights of shareholders. The Company will be able to offer own shares as consideration in these cases. This form of consideration is increasingly required due to international competition and the globalization of the economy. The proposed authorization will enable the Company to exploit opportunities to acquire companies, parts of companies and equity interests in companies quickly.

Finally, it will be possible to cancel the repurchased own shares without obtaining a new resolution of the General Meeting. The proposed authorization provides in accordance with § 237 (3) no. 3 AktG that the Executive Board may cancel the shares without a capital decrease. By cancelling the shares without a capital decrease the pro rata

amount represented by the remaining no-par value shares in the share capital of the Company will increase. The Executive Board is authorized to amend the Articles of Association to reflect the change in the number of the Company's no-par value shares.

The Executive Board will carefully examine in each specific case whether it should make use of the authorization to repurchase and use own shares while excluding pre-emptive rights of shareholders. This authorization will only be exercised if it is in the interests of the Company and therefore of its shareholders in the opinion of the Executive Board and the Supervisory Board, and if it is reasonable.

The Executive Board will report on the utilization of the authorization to purchase and use own shares to the next General Meeting.

The present authorization to purchase and use own shares supersedes the authorization to purchase and use own shares that was resolved by the General Meeting on May 14, 2008.

Aachen, March 2009

AIXTRON Aktiengesellschaft

- The Executive Board –