

Translation for Convenience Purposes

COUNTER-MOTIONS FOR THE ORDINARY GENERAL MEETING OF AIXTRON SE ON MAY 19, 2011

The following counter-motions have so far been received for our Ordinary General Meeting to be held in Aachen on Thursday, May 19, 2011. Notice of the Ordinary General Meeting of the Company including the proposals of the management for the adoption of resolutions was given by means of a publication in the electronic Federal Gazette on April 11, 2011. With respect to such proposals the Company has received two counter-motions. The motion and the reasons given therefore reflect the opinion of the respective author as communicated to us. We have also posted in the internet any assertions of fact without changing or verifying them.

In the event that you wish to give a power of attorney to the proxies nominated by the Company please note the following: The proxy and instruction form supplied to the shareholders and available for downloading on the Company's homepage as well as the proxy and instructions which can be issued via the password-protected Internet service offer the possibility of issuing to the proxies nominated by the Company instructions in connection with the counter-motions reflected below. If your voting right shall be exercised in favor of a counter-motion please include the name of the shareholder and, as the case may be, the identification of the counter-motion (e.g. letter A and/or B) in the proxy and instruction form and check the box "yes".

Shareholder Achim Niederkrüger, re Item 7 of the Agenda:

A

“Counter-motion re item 7.a) of the agenda for the General Meeting 2011 re the remuneration of the newly elected Supervisory Board of Aixtron SE

Ladies and Gentlemen,

The proposals made under item 7.a) of the agenda for the remuneration of the “new” Supervisory Board members appears to be totally excessive because for instance on the basis of the 2010 profit the chairman would have to receive a remuneration of more than 400,000 € and would thus be financially on an equal footing with or even receive more than a Chancellor of the Federal Republic of Germany.

Moreover, the above remuneration of € 400.000 would be equal to the gross dividend received from 666,667 Aixtron shares, i.e. a shareholder would have to invest approximately 18.7 million € in Aixtron shares in order to achieve such an income !

My alternative proposal for the remuneration of the Supervisory Board is therefore as follows:

A. A fixed remuneration in an amount of 25,000 € per year will be paid to the members of the Supervisory Board, with the Chairman receiving triple this amount and the Deputy Chairman one and a half times this amount.

B. In addition, all Supervisory Board members will receive a remuneration equal to 0.5% of the sum of dividends to be distributed; of such variable remuneration the Chairman of the Supervisory Board receives 6/17, the Deputy Chairman 3/17, and the remaining four members of the Supervisory Board each 2/17. The variable remuneration as defined in the foregoing is capped at twice the amount of the respective fixed remuneration.

With the request to publish the proposal as soon as possible

Kind Regards

Achim Niederkrüger“

Shareholder Sylvia Körbl, re Item 9 of the Agenda:

B

“Counter-motion re item 9 (“**Resolution on the creation of new Authorized Capital 2011 with the possibility to exclude the pre-emptive rights of shareholders and on the appropriate amendment of the Articles of Association**”) of the agenda for the General Meeting of Aixtron SE to be held on May 19, 2011 in Aachen.

Ladies and Gentlemen,

I make the following counter-motion:

When new authorized capital is to be created, whether in one or several steps, all shareholders have to be granted pre-emptive rights or an adequate number of bonus shares. An exclusion of pre-emptive rights as part of a capital increase could **exclusively** be applied in order to eliminate fractions to ensure a practicable subscription ratio and to simplify the technical implementation by ensuring round figures and maintaining a subscription ratio based on whole numbers. Shares representing fractions for which pre-emptive rights of shareholders are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The Articles of Association are to be amended accordingly.

Reasons for the Motion:

Already at the last capital increase, which, by the way, was placed very quickly and professionally with institutional investors, existing shareholders’ pre-emptive rights were excluded and they had to accept a dilution of their shares. It is not understandable that the existing shareholders should have to accept a further dilution of their shares over the next years as well. This is a shareholder-unfriendly move that is rather untypical of our Company and even less understandable because the coffers are well filled.

I believe it would be appropriate and time to recall that a large number of loyal shareholders stuck with the Company through “thick and thin” and not only to take care of large new shareholders who are only now jumping on board, after the Company has become the global industry leader with sustainable excellent prospects.

With kind regards and the request to publish the proposal as soon as possible

Sylvia Körbl”

Statement of the Management:

The management adheres to its proposals for the resolutions to be adopted under items 7 and 9 of the agenda.