



**Explanation regarding agenda item 1
of the Ordinary General Meeting on May 23, 2013**

Under agenda item 1 of the Ordinary General Meeting on May 23, 2013 of AIXTRON SE no resolution is required. This agenda item reads as follows:

Presentation of the adopted annual financial statements of AIXTRON SE as of December 31, 2012 and the management report for fiscal year 2012, the approved consolidated financial statements as of December 31, 2012, the Group management report for fiscal year 2012 and the report of the Supervisory Board and the explanatory report of the Executive Board regarding the information pursuant to §§ 289 (4) and (5), 315 (4) of the German Commercial Code

The Supervisory Board has approved the annual financial statements prepared by the Executive Board as of December 31, 2012 and the consolidated financial statements as of December 31, 2012 at its meeting on February 27, 2013; the annual financial statements have therefore been adopted as provided for in § 172 of the German Stock Corporation Act ("AktG"). Consequently, the annual financial statements need not be adopted and the consolidated financial statements need not be approved by the General Meeting as provided for in § 173 AktG and no resolution will be adopted regarding item 1 on the agenda.

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