

AIXTRON

INVITATION TO THE ORDINARY GENERAL MEETING
WEDNESDAY, MAY 14 2014, AT 10:00 A.M.



30 Years of
Pioneering Technologies

AIXTRON SE
Herzogenrath

**ISIN DE000A0WMPJ6 (German securities identification number
(WKN) A0WMPJ)**

**ISIN DE000A1YDC08 (German securities identification number
(WKN) A1YDC0)**

Invitation to the Ordinary General Meeting

The shareholders of AIXTRON SE, domiciled in Herzogenrath, are hereby invited to attend the Company's Ordinary General Meeting to be held

**on Wednesday, May 14, 2014,
at 10:00 a.m. at the Eurogress Aachen,
Monheimsallee 48, 52062 Aachen, Germany.**

Agenda

1. Presentation of the adopted annual financial statements of AIXTRON SE as of December 31, 2013 and the management report for fiscal year 2013, the approved consolidated financial statements as of December 31, 2013, the Group management report for fiscal year 2013 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 above documents will be provided and explained at the General Meeting. The Supervisory Board has approved the annual financial statements prepared by the Executive Board as of December 31, 2013 and the consolidated financial statements as of December 31, 2013 at its meeting on February 24, 2014; 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.

2. Resolution on the approval of the activities of the members of the Executive Board of AIXTRON SE during fiscal year 2013

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Executive Board of AIXTRON SE during fiscal year 2013.

3. Resolution on the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2013

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2013.

4. Resolution on the election of the auditor and Group auditor for fiscal year 2014

At the recommendation of its audit committee, the Supervisory Board proposes electing Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditors and Group auditors for fiscal year 2014.

5. Resolution on the revocation of the existing authorization and on the granting of a new authorization to purchase and use own shares with the possibility to exclude pre-emptive rights

The General Meeting held on May 23, 2013 adopted under agenda item 7 a resolution authorizing the Company to purchase and use own shares in the period to May 22, 2018. This authorization includes a sale of own shares against cash payment other than through the stock exchange or by way of an offer to all shareholders. However, the authorization to exclude pre-emptive rights analogous to § 186 (3) sentence 4 AktG contained therein has been fully used up through the partial use of authorized capital with exclusion of pre-emptive rights in October 2013 as a result of the inclusion clause contained therein. Therefore, in order to ensure flexibility in using own shares, the previous authorization of May 23, 2013 is to be revoked and a new authorization to purchase and use own shares with the possibility to exclude pre-emptive rights is to be resolved, providing additionally for a use of own shares for the purpose of issuing employee shares and shares to members of the management of entities controlled by the Company or in which the Company owns a majority interest. The Executive Board and the Supervisory Board propose resolving as follows:

- a) The authorization to purchase own shares granted on May 23, 2013 shall be revoked for the period as of the entry into force of the following new authorization.
- b) In accordance with § 71 (1) no. 8 AktG, the Company shall be authorized to purchase, within the statutory limits, in the period to May 13, 2019 own shares representing up to 10 percent of the share capital existing at the time the resolution is adopted. The pro rata amount of the share capital attributable to own shares purchased by the Company based on this authorization and any other own shares held by or attributable to the Company under §§ 71 a et seq. AktG may not exceed 10 percent of the share capital at any time. This authorization may not be used by the Company for the purpose of trading in own shares.
- c) The authorization specified in b) may be exercised in full or in part, once or several times by the Company, and in pursuit of one or several purposes. It may also be exercised by entities controlled by the Company or in which the Company holds a majority interest or by third parties on behalf of the Company or any such entity.
- d) The own shares may be purchased, at the choice of the Executive Board, (1) on the stock market or (2) by way of a public offer for purchase made to all shareholders by the Company or (3) by way of a public invitation to submit offers for sale.

- (1) Where these shares are purchased on the stock market, the purchase price per share of AIXTRON SE (excluding transaction costs) paid by the Company shall not be more than 10 percent above or below the arithmetic average closing price of the shares of AIXTRON SE in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange on the last three trading days prior to the purchase of the shares.
- (2) Where these shares are purchased by way of a public purchase offer made by AIXTRON SE to all shareholders, the Company will establish a purchase price or a purchase price margin per share of AIXTRON SE. In the event that a purchase price margin is established by the Company, the final purchase price will be determined by the Company on the basis of the acceptance statements received by it. The purchase price offered by the Company or the upper and lower limits of the purchase price margin per share of AIXTRON SE (excluding transaction costs) shall not be more than 10 percent above and not more than 20 percent below the arithmetic average closing price of the shares of AIXTRON SE in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange on the last five trading days prior to the final decision of the Executive Board on the public purchase offer. The purchase price or the purchase price margin may be adjusted if, following publication of a purchase offer, there should be substantial changes in the relevant market price. In such a case the arithmetic average closing price on the last five trading days prior to the final decision of the Executive Board regarding the adjustment will be relevant. The purchase offer may, in addition to the possibility of an adjustment of the purchase price or purchase price margin, provide for a time limit for acceptance and other terms and conditions. The volume of the purchase offer may be limited. If the purchase offer is oversubscribed, bids must be accepted in proportion to the number of shares on offer. Preference may be given to the purchase of small amounts (up to 100) of offered shares per shareholder.
- (3) Where these shares are purchased by way of a public invitation to submit offers for sale, the Company may establish in the invitation a purchase price margin within which offers may be submitted. The invitation may provide for a time limit for the submission of offers, other terms and conditions and the possibility of adjusting the purchase price margin in the period in which offers must be submitted if, following publication of the invitation, there should be substantial

- changes in the market price of the AIXTRON share occurring in such period. Upon acceptance the final purchase price will be determined by the Company on the basis of the offers for sale received by it. The purchase price per share of AIXTRON SE (excluding transaction costs) shall not be more than 10 percent above and not more than 20 percent below the arithmetic average closing price of the shares of AIXTRON SE in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange on the last five trading days prior to the acceptance of the offers for sale by AIXTRON SE. If the number of AIXTRON shares offered to the Company exceeds the total number of AIXTRON shares intended to be purchased by the Company, offers must be accepted in proportion to the number of shares on offer. Preference may be given to the purchase of small amounts (up to 100) of offered shares per shareholder.
- e) The Executive Board shall be authorized to use own shares of the Company purchased on the basis of this authorization or any previous authorization or otherwise for all legally permitted purposes, including as follows:
 - (1) They may be offered and transferred with the approval of the Supervisory Board to fulfill the Company's obligations under the Stock Option Plan 2002 resolved by the General Meeting on May 22, 2002 (agenda item 13), the AIXTRON Stock Option Plan 2007 resolved by the General Meeting on May 22, 2007 (agenda item 10) and the Stock Option Plan resolved by the General Meeting on May 16, 2012 (agenda item 8). Reference is made to the information pursuant to § 193 (2) no. 4 AktG in the resolution of the General Meeting on May 22, 2002 (agenda item 13), in the resolution of the General Meeting on May 22, 2007 (agenda item 10) and in the resolution of the General Meeting on May 16, 2012 (agenda item 8). If and to the extent that own shares are to be transferred to the members of the Company's Executive Board, the Supervisory Board shall be responsible.
 - (2) They may be resold with the approval of the Supervisory Board for a consideration in cash. The shares may be sold by means other than on the stock exchange or by way of an offer to all shareholders provided that the own shares purchased are sold at a price that is not significantly lower than the market price of shares of the Company carrying the same rights at the time of disposal. In such a case the number of the shares to be sold may not in the aggregate exceed 10 percent of the Company's share capital at the time of the resolution on this authorization or, if such amount is

lower, 10 percent of the Company's share capital at the time of the sale of the shares. In calculating this limit of 10 percent of the share capital, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are issued or will have to be issued to service bonds with warrants and/or convertible bonds, provided that the bonds were issued or will be issued based on an authorization that is in force during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG.

- (3) They may be used, with the approval of the Supervisory Board, to fulfill conversion and/or option rights or conversion obligations arising from convertible bonds and/or bonds with warrants that were or will be issued by the Company and/or any entities in which the Company owns a majority interest, either directly or indirectly.
- (4) They may, with the approval of the Supervisory Board, be offered and transferred to third parties in connection with mergers or acquisitions of companies, parts of companies, equity interests in companies or other assets.
- (5) They may, with the approval of the Supervisory Board, be offered or promised and/or transferred as employee shares to employees of the Company and entities controlled by the Company or in which the Company owns a majority interest and to members of the management of entities controlled by the Company or in which the Company owns a majority interest.
- (6) They may be issued to members of the Executive Board as a component of their variable remuneration. In such a case the Supervisory Board of AIXTRON SE shall be responsible and this authorization shall be deemed granted to it.
- (7) They may be cancelled with the approval of the Supervisory Board without the cancellation or its implementation requiring a further resolution by the General Meeting. The Executive Board may determine that the share capital is reduced as a result of the cancellation or that the share capital remains unchanged while

the pro rata amount represented by the remaining shares in the share capital is increased according to § 8 (3) AktG. In this case, the Executive Board is also authorized to adjust the number of shares stated in the Articles of Association with the approval of the Supervisory Board.

- f) The authorizations specified in e) may be exercised in full or in part, once or several times, individually or jointly by the Company; the authorizations specified in e) (1) through (5) may also be exercised by entities controlled by the Company or in which the Company owns a majority interest or by third parties on behalf of the Company or any such entity.
- g) Shareholders' pre-emptive rights are excluded to the extent that own shares are used in accordance with the above authorizations specified in e) (1) through (6). In addition, if own shares purchased by the Company are to be sold by way of an offer to the shareholders, the Executive Board shall be authorized to grant, subject to the approval of the Supervisory Board, to the holders of bonds with warrants or convertible bonds or conversion obligations, which are issued by the Company or entities controlled by the Company or in which the Company owns a majority interest, a subscription right with respect to such shares in the same proportion to which they would be entitled following exercise of their conversion or option rights or fulfillment of a conversion obligation; the pre-emptive rights of the shareholders will be excluded to this extent.

Report by the Executive Board on agenda item 5 pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with § 71 (1) no. 8 sentence 5, § 186 (3) sentence 4, (4) sentence 2 AktG

Agenda item 5 contains the proposal to authorize the Company, in accordance with § 71 (1) no. 8 AktG, to purchase own shares in the period to May 13, 2019 representing up to 10 percent of the share capital existing at the time the resolution is adopted. The current authorization, granted by the General Meeting on May 23, 2013, is to be replaced. This currently existing authorization to use own shares includes a sale for a consideration in cash other than through the stock exchange or an offer to all shareholders, provided, however, that in such a case the number of the shares to be sold may not exceed 10 percent of the Company's share capital; any shares which have been issued during the term of this authorization with exclusion of pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG shall count towards such 10 percent limit. As a result of a (partial) use of authorized capital with an exclusion of pre-emptive rights pursuant to § 186 (3) sentence 4 AktG, the possibility to use own shares while excluding

pre-emptive rights pursuant to § 186 (3) sentence 4 AktG is now restricted. Therefore, in order to ensure flexibility in using own shares, the previous authorization of May 23, 2013 is to be revoked and a new authorization to purchase and use own shares with the possibility to exclude pre-emptive rights is to be resolved, providing additionally for a use of own shares for the purpose of issuing employee shares.

The proposed authorization will allow the Company to purchase own shares in the period to May 13, 2019 subject to the statutory limit of 10 percent of the existing share capital. The own shares may 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. As regards a purchase on the stock market, § 71 (1) no. 8 sentence 4 AktG clarifies that such a purchase would meet the requirement to treat all shareholders equally. An acquisition by way of a public offer for purchase to all shareholders or by way of a public invitation to submit offers for sale would also meet this requirement. If the purchase offer is oversubscribed, bids will be accepted in proportion to the number of shares on offer. It can, however, be provided that preference will be given to the purchase of small amounts (up to 100) of offered shares per shareholder so as to avoid fractional amounts when determining the quota to be acquired and small remaining parcels, thereby simplifying the technical procedure.

The Executive Board shall be authorized to use own shares of the Company purchased on the basis of this authorization or any previous authorization or otherwise for all legally permitted purposes, including as follows:

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 authorizes the Executive Board, subject to the approval of the Supervisory Board, to use own shares, while excluding the pre-emptive rights of 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 existing 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 by the General Meeting on May 22, 2007 (agenda item 10) regarding the authorization and approval to issue share options and to create new Contingent Capital II 2007 for the purpose of satisfying the rights arising from the AIXTRON Stock Option Plan 2007 and with respect to the resolution of the General Meeting on May 16, 2012

(agenda item 8) regarding the authorization and approval to issue share options and to create new Contingent Capital II 2012 for the purpose of satisfying the rights arising from the AIXTRON Stock Option Plan 2012. In this respect the following documents will be made available on the Company's homepage at www.aixtron.com/agm* from the date of convening the General Meeting, in addition to the report of the Executive Board pursuant to § 71 (1) no. 8 sentence 5, § 186 (3) sentence 4, (4) sentence 2 AktG, which will also be available for inspection at the General Meeting of AIXTRON SE: the resolution of the General Meeting of the Company on agenda item 13 of May 22, 2002, the resolution of the General Meeting of the Company on agenda item 10 of May 22, 2007 and the resolution of the General Meeting of the Company of May 16, 2012 on agenda item 8 with the key points of the Stock Option Plan 2002, the AIXTRON Stock Option Plan 2007 and the AIXTRON Stock Option Plan 2012 including the information pursuant to § 193 (2) no. 4 AktG (in each case as an excerpt from the minutes of the respective General Meeting recorded by a Notary which are also available for inspection at the Commercial Register of the Company).

Subject to the approval of the Supervisory Board, the Executive Board is further authorized to sell own shares, while excluding the pre-emptive right in accordance with the provision 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 carrying the same rights 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 assess 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 percent 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 percent of the Company's share capital in existence at the time of adoption of this resolution or, if such amount is lower, 10 percent of the Company's share capital at the time of disposal of the shares. In calculating the limit of 10 percent, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. When calculating the 10 percent limit, in addition those shares will be included which were or will be issued to service bonds with warrants and/or convertible bonds, if such bonds are issued based on an authorization that is in force during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG.

**This is the link to the English homepage; in the German original version of the invitation to the ordinary General Meeting reference is made here and in the following to the German homepage www.aixtron.de/hv.*

Due to this restriction of 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 purchase 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, with the approval of the Supervisory Board, the purchased shares can be used to satisfy conversion and/or options rights or conversion obligations of holders of bonds with warrants or convertible bonds which were or will be issued by the Company and/or any entities in which the Company owns a majority interest, either directly or indirectly. It may be more appropriate for the Company to use own shares, instead of implementing a capital increase, to fully or partly satisfy the rights and/or duties arising from these bonds to subscribe for Company shares. This possibility 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 also excluded.

It will further be possible to offer and transfer the purchased shares to third parties, with the approval of the Supervisory Board, in connection with mergers or acquisitions of companies, parts of companies, equity interests in companies or other assets 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, equity interests in companies or other assets quickly.

In addition, the authorization will allow the Company to use purchased shares in order to issue employee shares to employees of the Company and entities controlled by the Company or in which the Company owns a majority interest and to members of the management of entities controlled by the Company or in which the Company owns a majority interest. By issuing employee shares, the Company will be able to promote the participation of the employees in the enterprise. The granting of employee shares helps to integrate employees, increases their willingness to assume responsibility and strengthens the commitment of the workforce, which is in the interest of the Company and its shareholders. The issue of employee shares is desired and facilitated by the legislator in various ways. It is, however, not intended that only employees of the Company or of entities controlled by it or in which it owns a majority interest will benefit, but also members of the management of entities controlled by the Company or in which the Company owns a majority interest. These executives

have a significant influence on the development of the AIXTRON group and the Company. It is therefore important to provide a strong incentive for these executives to achieve a sustainable increase of the corporate value and to strengthen their identification with and commitment to the companies of the AIXTRON group by rewarding future company loyalty. This use of purchased shares will also require an exclusion of shareholders' pre-emptive rights.

In addition, the Company will be able to issue its own shares to members of the Executive Board as a component of their variable remuneration. This will also require an exclusion of pre-emptive rights of shareholders. These variable remuneration components were created as an incentive for long-term and sustainable corporate governance. Thus, a portion of the variable remuneration is granted in the form of share options subject to a waiting period rather than in cash. By transferring the shares only after expiration of a waiting period of several years, a portion of the compensation is deferred, thus enhancing the commitment of the members of the Executive Board to the Company through their participation in a sustainable appreciation of the Company's value. In this way, the Executive Board member will not only participate in positive, but also in negative developments of the share price which may occur during the extended waiting period of several years. This would mean either a bonus or a penalty for the members of the Executive Board. These structures will meet both the objectives of the German Law on the Adequacy of Remuneration of Executive Board Members (VorstAG) and the requirements of the German Corporate Governance Code. The Supervisory Board decides on the structure to be selected and the type of fulfilling the options for the relevant shares as part of the regulations governing the remuneration of Executive Board members. The Supervisory Board will be solely guided by the interests of the shareholders and the Company and will observe the principle of reasonableness. The Supervisory Board has resolved that appropriate new provisions will be incorporated into all future agreements with Executive Board members; the agreements with Executive Board members which have been executed since fiscal year 2013 contain a provision for variable remuneration in accordance with the system for remuneration of the members of the Executive Board approved by the General Meeting on May 23, 2013 (agenda item 4).

It will further be possible to cancel the repurchased own shares, with the approval of the Supervisory Board, without obtaining a further resolution from 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. If shares are cancelled 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 such a change in the number of the Company's no-par value shares with the approval of the Supervisory Board.

Finally, the Company will be able to exclude the shareholders' pre-emptive rights in favor of the holders of bonds with warrants or convertible bonds and/or conversion obligations which are issued by the Company or subordinated group companies in cases where own shares purchased by the Company are to be sold by way of an offer to the shareholders with the approval of the Supervisory Board. In this way a subscription right for shares can be granted to the holders of bonds with warrants or convertible bonds and/or conversion obligations in the same proportion to which they would be entitled following exercise of their conversion or option rights or fulfillment of a conversion obligation. This will prevent a dilution of their value and means that other anti-dilution measures need not be taken.

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 with the approval of the Supervisory Board. 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 each utilization of the authorization to purchase and use own shares to the respective next General Meeting.

The present authorization to purchase and use own shares replaces the authorization to purchase and use own shares that was resolved by the General Meeting on May 23, 2013.

6. Resolution on the cancellation of Authorized Capital 2011 pursuant to § 4 clause 2.1 of the Articles of Association and the creation of new Authorized Capital 2014 with the possibility to exclude the pre-emptive right and on the appropriate amendment of the Articles of Association

The Authorized Capital 2011 resolved by the General Meeting on May 19, 2011 under agenda item 9 has been used up in part in connection with the capital increase in October 2013. It is in the interest of the Company to have as much flexibility as possible in order to be able to act quickly on the capital market. The Authorized Capital 2011 is to be cancelled and new Authorized Capital 2014 is to be resolved in order to ensure that the Company will retain its flexibility in the future.

The Executive Board and the Supervisory Board propose adopting the following resolution:

- a) The authorization to increase the share capital by issuing new shares pursuant to § 4 clause 2.1 of the

Articles of Association granted by the General Meeting on May 19, 2011 (agenda item 9) is hereby revoked and § 4 clause 2.1 of the Articles of Association is hereby deleted.

- b) The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 13, 2019 by up to a total of EUR 45,883,905.00 against cash and/or non-cash contributions by issuing new registered non-par value shares (Authorized Capital 2014). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders:
- to eliminate fractions resulting from the subscription ratio;
 - if required for protection against dilution, to grant holders of option or conversion rights or conversion obligations arising from bonds with warrants or convertible bonds that were or will be issued by the Company and/or its subsidiaries the right to subscribe for new shares to the extent that they would be entitled to do so after option or conversion rights have been exercised or conversion obligations fulfilled;
 - in the case of capital increases against non-cash contributions to grant shares to be used in the acquisition of companies, parts of companies, or equity interests in companies, or for the acquisition of other assets;
 - if the issue price of the new shares is not significantly lower within the meaning of § 203 (1) and (2) and § 186 (3) sentence 4 AktG than the market price of the listed shares carrying the same rights when the final issue price is fixed by the Executive Board. However, this authorization is only valid provided that the shares issued with exclusion of pre-emptive rights in accordance with § 186 (3) sentence 4 AktG do not exceed a total of 10 percent of the share capital, either at the time of effectiveness or at the time of exercise of this authorization. In calculating this limit of 10 percent of the share capital, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In

addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are issued or will have to be issued to service bonds with warrants and/or convertible bonds, provided that, following the granting of this authorization, the bonds are issued with exclusion of pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG based on an authorization that is in force at the time of granting this authorization or any authorization replacing it.

The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions for issuing shares.

This authorization shall apply – without taking into account shares issued without pre-emptive rights in order to eliminate fractions and/or to protect the holders of option or conversion rights or conversion obligations arising from bonds with warrants or convertible bonds against dilution – only subject to the provision that following exercise of such authorization the sum of the shares issued without pre-emptive rights under Authorized Capital 2014 does not exceed 20 percent of the share capital existing at the time this authorization becomes effective or – if this amount is lower – existing at the time of its exercise. In calculating this limit of 20 percent of the share capital, those shares shall be included which are issued during the term of this authorization with exclusion of pre-emptive rights under any other authorized capital and/or contingent capital as a result of the exercise of option and/or conversion rights or conversion obligations to holders of bonds with warrants or convertible bonds, provided that an exclusion of pre-emptive rights to eliminate fractions and/or in favor of the holders of bonds with warrants or convertible bonds to protect them against dilution will not be taken into account.

c) § 4 clause 2.1 of the Articles of Association is revised as follows:

“2.1 The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 13, 2019 by up to a total of EUR 45,883,905.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital 2014). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the

approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders:

- to eliminate fractions resulting from the subscription ratio;
- if required for protection against dilution, to grant holders of option or conversion rights or conversion obligations arising from bonds with warrants or convertible bonds that were or will be issued by the Company and/or its subsidiaries the right to subscribe for new shares to the extent that they would be entitled to do so after option or conversion rights have been exercised or conversion obligations fulfilled;
- in the case of capital increases against non-cash contributions to grant shares to be used in the acquisition of companies, parts of companies, or equity interests in companies, or for the acquisition of other assets;
- if the issue price of the new shares is not significantly lower within the meaning of § 203 (1) and (2) and § 186 (3) sentence 4 AktG than the market price of the listed shares carrying the same rights when the final issue price is fixed by the Executive Board. However, this authorization is only valid provided that the shares issued with exclusion of pre-emptive rights in accordance with § 186 (3) sentence 4 AktG do not exceed a total of 10 percent of the share capital, either at the time of effectiveness or at the time of exercise of this authorization. In calculating this limit of 10 percent of the share capital, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are issued or will have to be issued to service bonds with warrants and/or convertible bonds, provided that, following the granting of this authorization, the bonds are issued with exclusion of pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG based on an authorization that is in force at the time of granting this authorization or any authorization replacing it.

The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions for issuing shares.

This authorization shall apply – without taking into account shares issued without pre-emptive rights in order to eliminate fractions and/or to protect the holders of option or conversion rights or conversion obligations arising from bonds with warrants or convertible bonds against dilution – only subject to the provision that following exercise of such authorization the sum of the shares issued without pre-emptive rights under Authorized Capital 2014 does not exceed 20 percent of the share capital existing at the time this authorization becomes effective or – if this amount is lower – existing at the time of its exercise. In calculating this limit of 20 percent of the share capital, those shares shall be included which are issued during the term of this authorization with exclusion of pre-emptive rights under any other authorized capital and/or contingent capital as a result of the exercise of option and/or conversion rights or conversion obligations to holders of bonds with warrants or convertible bonds, provided that an exclusion of pre-emptive rights to eliminate fractions and/or in favor of the holders of bonds with warrants or convertible bonds to protect them against dilution will not be taken into account.

- d) The Executive Board is instructed to notify the cancellation of the existing authorized capital pursuant to a) and the resolution to create new authorized capital and the appropriate amendment of the Articles of Association in § 4 clause 2.1 pursuant to b) and c) to the commercial register requesting that the registration of the cancellation of the existing authorized capital pursuant to a) will only be made if it is safeguarded that the registration of the resolution revising § 4 clause 2.1 of the Articles of Association pursuant to c) will be made promptly afterwards.

Report by the Executive Board on agenda item 6 pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG

It is in the interest of the Company to have as much flexibility as possible in order to be able to act quickly on capital markets. On this basis, the Executive Board and the Supervisory Board propose under agenda item 6 of the ordinary General Meeting on May 14, 2014 to create new Authorized Capital 2014 with the possibility to exclude the pre-emptive rights of shareholders.

The current Authorized Capital 2011 provided for in § 4 clause 2.1 of the Articles of Association was decided by the General Meeting on May 19, 2011 to have a term of five years (until May 18, 2016) and has meanwhile been used up in part.

The Executive Board of the Company decided on October 23/24, 2013, with the approval of the Supervisory Board, to make partial use of the existing authorization pursuant to § 4 clause 2.1 of the

Articles of Association and to increase the Company's share capital by EUR 10,223.133.00 to EUR 112,454,470.00 through issuance of 10,223,133 new no-par value registered shares with a notional interest in the share capital of EUR 1.00 per share ("New Shares") against cash contribution. The shareholders' statutory pre-emptive right was excluded pursuant to § 186 (3) sentence 4 AktG. The newly issued shares of the Company were placed with institutional investors in an accelerated book building process at a price of EUR 9.90 per share (issue price). The placement generated proceeds of more than EUR 101 million, thereby strengthening the Company's balance sheet and liquidity and increasing its financial flexibility; moreover, it is expected that this will also improve the bargaining power of the Company, in particular vis-à-vis major customers. The proceeds help to strengthen the technological leadership of the Company and are to be used for investments in growth segments at an early date, in particular technologies for the manufacture of high-performance electronics, organic LEDs and applications in the silicon semiconductor industry. It was possible to broaden the investor basis and to avoid the time and expenses involved in a rights issue which would, moreover, have resulted in even larger discounts and uncertainties. By excluding the pre-emptive right it proved possible to implement this transaction quickly and efficiently.

The Executive Board and the Supervisory Board approved the placement price of EUR 9.90, because the volume-weighted average price was EUR 10.004 on the date of the placement (and until its conclusion) and the discount on the placement price was therefore only 1.04 percent, i.e. the placement price was not significantly below the market price within the meaning of §§ 203 (1) and (2), 186 (3) sentence 4 AktG, as provided for in the authorization granted by the General Meeting. The placement price was determined in an accelerated book building process. Each of the existing shareholders of the Company had the opportunity to maintain his or her proportionate interest by purchasing the necessary shares on the stock exchange at approximately identical conditions. Thus, the interests of the existing shareholders in terms of both asset protection and voting rights were appropriately protected.

The new authorized capital is to be based on the well-established rules for the current Authorized Capital 2011. It is therefore proposed to the General Meeting under agenda item 6 that new Authorized Capital 2014 be created.

Pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG the Executive Board must submit a written report outlining the reasons for excluding pre-emptive rights.

The proposed resolution contains an authorization for the Executive Board to increase, with the approval of the Supervisory Board, the share capital on one occasion or in partial amounts on

several occasions in the period to May 13, 2019 by up to a total of EUR 45,883,905.00 against cash and/or non-cash contributions through issuance of new registered no-par value registered shares (Authorized Capital 2014). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription (indirect subscription right).

The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders to eliminate fractions resulting from the subscription ratio. Excluding pre-emptive rights for fractions is generally accepted and necessary 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. This is in the Company's interest. Shares representing fractions for which pre-emptive rights are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The potential dilutive effect and the encroachment on shareholders' rights are minimal due to the limitation to fractions. For these reasons, the Executive Board and the Supervisory Board believe that excluding pre-emptive rights is objectively justified and reasonable in relation to the shareholders.

Furthermore, it will be possible to exclude pre-emptive rights for protection against dilution insofar as this is necessary to grant the holders of bonds with warrants or convertible bonds issued in the future the right to subscribe for new shares, if the conditions of the bond in question provide for this. In order to facilitate placement on the capital market, the conditions for issuing bonds usually provide for protection against dilution. Protection against dilution may take the form of granting to the holders of bonds with warrants or convertible bonds the right to subscribe for new shares in any share issues cum-rights. They are therefore placed in the same position as if they had already exercised their option or conversion right or as if the conversion obligation had been fulfilled. As it will not be necessary for protection against dilution of this type to reduce the option or conversion price, a higher issue price can regularly be achieved for the shares issued in exchange for convertible bonds or bonds with warrants. In order to be able to provide for such anti-dilution protection, it must be possible to exclude the pre-emptive rights of shareholders. Ultimately, such anti-dilution protection will facilitate placement of the convertible bonds or bonds with warrants or conversion obligations and the exclusion of the pre-emptive rights is therefore in the interest of the shareholders to optimize the Company's financing structure.

The authorization to increase the share capital against non-cash contributions while excluding pre-emptive rights in order to acquire companies, parts of companies, equity interests in companies, or other assets, enables the Executive Board to acquire a company or a part of a company or an equity interest in a com-

pany or other assets in return for shares if a suitable opportunity arises. This form of acquisition financing is increasingly required in international competition. The Company must always be able to react flexibly and to protect its growth strategy through acquisitions, if necessary. The proposed authorization is intended to enable the Company to react quickly and flexibly when advantageous acquisition opportunities or opportunities to acquire suitable assets arise on national and international markets and the acquisition in question appears suitable to strengthen the Company's competitiveness or is otherwise in the interest of the Company. In this context it may be expedient or necessary to provide shares in the Company as consideration which can, moreover, improve the bargaining power of the Company in certain cases. It may also be appropriate, given specific interests of the Company, to offer the seller new shares as consideration which would strengthen the Company's equity base. In all of these cases the exclusion of the pre-emptive rights of shareholders would be necessary. If new shares are to be issued in order to finance a specific acquisition, such new shares must, as a rule, be issued quickly. This would require the possibility to use authorized capital while excluding pre-emptive rights. The proposed authorization to exclude pre-emptive rights thus meets the requirement for the Executive Board to be able to act quickly and flexibly with the approval of the Supervisory Board if a suitable opportunity arises and to use as "acquisition currency" Company shares created through use of Authorized Capital 2014. When determining the conversion ratio and/or the issue price for shares to be issued while excluding pre-emptive rights, the Executive Board and the Supervisory Board will ensure that the interests of the shareholders are appropriately safeguarded and that the new shares will not be issued at unreasonably low prices.

In addition, the Executive Board will be authorized, with the approval of the Supervisory Board, to exclude statutory pre-emptive rights in the event of cash capital increases if the issue price for the new shares in accordance with § 186 (3) sentence 4 AktG is not significantly lower than the market price of listed Company shares. This will enable management to place the new shares quickly and at a near-market price, i.e. without the discount that is as a rule required for rights issues. The reason for this is that a placement without a statutory subscription period can take place immediately after the issue price has been fixed, as a result of which it is unnecessary to factor into the issue price the risk of a change in the market price during such a subscription period. Ultimately, this will regularly generate higher proceeds, which is in the interest of the Company. When exercising the authorization, the Executive Board will assess the discount as low as possible given the market conditions prevailing at the time of the placement. The discount on the market price at the time the Authorized Capital 2014 is used will in no event be more than 5 percent of the then current market price. The shares issued in accordance with § 186 (3) sentence 4 AktG by excluding pre-emptive rights may in the

aggregate not exceed 10 percent of the share capital either at the time the authorization enters into force or at the time it is exercised. In accordance with legal requirements, these stipulations take into account the need to protect shareholders against the dilution of their shareholdings. Every shareholder has the opportunity to acquire the shares required to maintain his or her proportionate interest at approximately the same conditions via the stock market, due to the fact that the new shares are issued at a near-market price and due to the limit placed on the capital increase by excluding pre-emptive rights. In calculating this limit of 10 percent of the share capital, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares will be included which are issued or will have to be issued to service bonds with warrants and/or convertible bonds, provided that, following the granting of this authorization, the bonds are issued with exclusion of pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG based on an authorization that is in force at the time of granting this authorization or any authorization replacing it. This will also ensure that the interests of the shareholders in terms of asset protection and voting rights are appropriately protected when Authorized Capital 2014 is utilized while excluding pre-emptive rights in line with the legal provisions of § 186 (3) sentence 4 AktG, while giving the Company additional scope for action in the interest of all shareholders.

In order to protect the shareholders this authorization to issue shares with an exclusion of the pre-emptive rights of the shareholders shall apply only subject to the provision that – without taking into account shares issued without pre-emptive rights in order to eliminate fractions and/or to protect the holders of option or conversion rights or conversion obligations arising from bonds with warrants or convertible bonds against dilution – following exercise of such authorization the sum of the shares issued without pre-emptive rights under Authorized Capital 2014 does not exceed 20 percent of the share capital existing at the time this authorization becomes effective or – if this amount is lower – existing at the time of its exercise. In calculating this limit of 20 percent of the share capital, those shares shall be included which are issued during the term of this authorization with exclusion of pre-emptive rights under any other authorized capital and/or contingent capital as a result of the exercise of option and/or conversion rights or conversion obligations to holders of bonds with warrants or convertible bonds, provided that an exclusion of pre-emptive rights to eliminate fractions and/or in favor of the holders of bonds with warrants or convertible bonds to protect them against dilution will not be taken into account.

In consideration of all of these circumstances, the authorization to exclude pre-emptive rights within the outlined limits is in the

interest of the Company. Overall, the authorization to exclude pre-emptive rights does not unreasonably impair shareholders' interests. The Executive Board will carefully examine in each specific case whether it should make use of the authorization to implement a capital increase while excluding the pre-emptive rights of the 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 each utilization of Authorized Capital 2014 to the respective next General Meeting.

Documents for the General Meeting

From the day the General Meeting is convened the following documents will be made available on the Company's homepage at www.aixtron.com/agm and can also be inspected at the General Meeting of AIXTRON SE:

- regarding agenda item 1: the adopted annual financial statements of AIXTRON SE as of December 31, 2013, the management report for fiscal year 2013, the approved consolidated financial statements as of December 31, 2013, the Group management report for fiscal year 2013, 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;
- regarding agenda item 5: the report of the Executive Board pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with § 71 (1) no. 8 sentence 5, § 186 (3) sentence 4, (4) sentence 2 AktG, the resolution of the General Meeting of the Company adopted on May 22, 2002 (agenda item 13), the resolution of the General Meeting of the Company adopted on May 22, 2007 (agenda item 10) and the resolution of the General Meeting of the Company adopted on May 16, 2012 (agenda item 8) with the key points of the Stock Option Plan 2002, the AIXTRON Stock Option Plan 2007 and the AIXTRON Stock Option Plan 2012 including the information pursuant to § 193 (2) no. 4 AktG (in each case as an excerpt from the minutes of the respective General Meeting recorded by a Notary which are also available for inspection at the Commercial Register of the Company);
- regarding agenda item 6: the report of the Executive Board pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG.

Total number of shares and voting rights

At the time of convening this General Meeting AIXTRON SE has issued a total of 112,624,295 shares granting 112,624,295 votes.

Requirements for Attendance at the General Meeting and exercise of voting rights

In accordance with § 20 of the Articles of Association of the Company, only those shareholders are entitled to attend the General Meeting and to exercise their voting rights who are registered in the share register of the Company on the day of the General Meeting and have given notice of attendance to the Company either electronically in accordance with the procedure established by the Company by using the password-protected Internet service available at the Internet address www.aixtron.com/agm or in German or English in text form at the following address:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: anmeldung@haubrok-ce.de

The notice of attendance must be received by the Company no than later than at the end of

May 7, 2014.

Online access is available to the shareholders by entering their shareholder number and the corresponding Internet code. The data for accessing the password-protected Internet service in accordance with the procedure established by the Company will be enclosed with the invitation letter to the General Meeting. Those shareholders registered in the share register who have already registered for a transmission of the invitation by email will receive the access data together with the invitation letter by email. All other shareholders registered in the share register will receive the access data enclosed with the invitation letter by regular mail.

The shareholding as registered on the day of the General Meeting in the share register will be relevant for the exercise of the right of attendance and voting rights. Please note that, as provided for in § 20 (2) sentence 2 of the Articles of Association, deletions from and new entries into the share register of the Company will not take place on the day of the General Meeting and during the six days prior to the General Meeting, i.e. in the period from May 8, 2014 until and including May 14, 2014. The technical record date is therefore the end (12 p.m.) of May 7, 2014.

The registration office will send out admission tickets to the General Meeting to the shareholders or to the proxies designated by them after having received notice of attendance.

Shares will not be blocked as a result of a notice of attendance so that shareholders will remain able to freely dispose of their shares even after having given notice of attendance of the General Meeting.

The holders of American Depositary Receipts (ADR) can obtain additional information from the Bank of New York Mellon under the following address/telephone number:

BNY Mellon Shareowner Services
P.O. Box 30170
College Station, TX 77842-3170
USA
Email: shrrelations@cpushareownerservices.com
Telephone: +1 (201) 680-6825.

Procedure for voting by proxy

Shareholders who are entitled to attend the General Meeting and to vote at the General Meeting, but do not wish to attend in person may have their voting rights exercised by proxy, also a credit institution or an association of shareholders. Appointment of proxy and proof to the Company of such proxy and in principle also its revocation must be in text form. If a shareholder appoints more than one person, the Company may reject one or more of these persons. Further details regarding the granting of proxy are set out in the documents which will be forwarded to the shareholders.

Proof that proxy has been granted can be furnished inter alia by the appointed person showing the power of attorney on the day of the General Meeting at the entry control or also by transmission of proof by mail, by telefax or by email to the following address:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: vollmacht@haubrok-ce.de

These ways of transmission can also be used if proxy is to be granted by way of a statement to the Company; separate proof that proxy has been granted will then not be necessary. A revocation of proxy may be declared directly to the Company using the above ways of transmission. Such a revocation will also result from appearing personally at the General Meeting.

Shareholders wishing to appoint a proxy are requested to use the form provided by the Company for this purpose. It will be forwarded to persons who have duly notified attendance together with the admission ticket and can also be downloaded on the Company's homepage at www.aixtron.com/agm. The form to be used may also be requested at the above address provided to give notice of attendance by mail, by telefax or by email.

There may be particulars that need to be observed for granting proxy to a credit institution or any shareholders' association or person as provided for in § 135 (8) AktG or any equivalent institution or enterprise pursuant to § 135 (10) in conjunction with § 125 (5) AktG as well as for revocation and proof of such proxy; the shareholders are requested to contact the person to be appointed as proxy in due time as to the form of proxy that such person may require.

Procedure for voting by proxies nominated by the Company

The Company offers to shareholders entitled to attend and to vote the opportunity to grant power of attorney to proxies nominated by the Company prior to the General Meeting. The proxies nominated by the Company will exercise voting rights as instructed if authorized by a shareholder. In the absence of such instructions from the shareholder concerned, the proxies nominated by the Company are not authorized to exercise the right to vote. The power of attorney and the voting instructions to the proxies nominated by the Company must be issued either electronically in accordance with the procedure established by the Company by using the password-protected Internet service under the Internet address www.aixtron.com/agm or in text form.

The data required to access the password-protected Internet service and the form to be used to grant power of attorney and to give instructions to proxies nominated by the Company will be enclosed with the invitation letter. The form may also be requested at the following address by mail, by telefax or by email:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: vollmacht@haubrok-ce.de

The form can also be downloaded on the Company's homepage at www.aixtron.com/agm together with further details regarding the power of attorney and the instructions to be issued to the proxies nominated by the Company.

To facilitate the organization of the General Meeting, shareholders wishing to grant power of attorney to the proxies nominated by

the Company are requested to transmit such power of attorney including instructions no later than by May 13, 2014, 6 p.m. (receipt by the Company) by mail, by telefax or by email to the above address. This applies also for a change or revocation of such powers of attorney and instructions. The password-protected Internet service under the Internet address www.aixtron.com/agm can also be used by shareholders in order to issue powers of attorney and instructions. Any powers of attorney including instructions can be changed or revoked until May 13, 2014 6 p.m. (receipt by the Company) by using the password-protected Internet service. Personal attendance of a shareholder at the General Meeting will automatically be considered as a revocation of the power of attorney and instructions previously issued to the proxies nominated by the Company.

A credit institution may exercise the voting rights for registered shares not owned by it, but for which it is registered as owner in the share register only on the basis of an authorization.

Procedure for absentee voting

Shareholders who are registered in the share register may cast their votes without attending the General Meeting by way of absentee voting. Only those shareholders who are duly registered no later than by the end of May 7, 2014 (receipt by the Company) are entitled to exercise their voting rights by way of absentee voting.

Votes can be cast in absentee voting either in writing or electronically at the below address or by using the password-protected Internet service under the Internet address www.aixtron.com/agm in accordance with the procedure established by the Company and must be received by the Company no than later than

May 13, 2014, 6 p.m.

The data for accessing the password-protected Internet service and the forms for absentee voting will be enclosed with the invitation letter. Shareholders wishing to use this form are requested to send it back to the following address:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: briefwahl@haubrok-ce.de

The form for absentee voting can also be downloaded on the Company's homepage at www.aixtron.com/agm. The form can further be requested at the above address by mail, by telefax or by email. Shareholders will find further details on absentee voting on

the form and at the Internet address www.aixtron.com/agm.

Absentee voting is also available to authorized credit institutions, associations of shareholders or other persons and institutions that are equivalent pursuant to § 135 (8) and (10) AktG.

The shareholding as registered on the day of the General Meeting in the share register will also be relevant for absentee voting.

Votes cast by absentee voting can be changed or revoked until May 13, 2014, 6 p.m. (receipt by the Company) in writing or electronically under the Company's address provided above or by using the password-protected Internet service in accordance with the procedure established by the Company under the Internet address www.aixtron.com/agm.

Rights of the shareholders pursuant to Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 122 (2), § 126 (1), § 127, § 131 (1) AktG

Right of the shareholders to demand that items be added to the agenda pursuant to Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 122 (2) AktG

Shareholders whose shares amount in the aggregate to not less than 5 percent of the share capital or a proportionate amount in the share capital of 500,000 Euro (equivalent to 500,000 no-par value shares) may demand that items be placed on the agenda and published. Such a demand has to be directed in writing to the Executive Board and must be received by the Company no later than at the end of April 13, 2014. Each new item to be put on the agenda must be accompanied by a statement of grounds or a proposed resolution. Please send corresponding demands to the following address:

AIXTRON SE
Vorstand
Dornkaulstrasse 2
52134 Herzogenrath

Any additional items on the agenda to be published will promptly after receipt of the demand be published in the Federal Gazette and forwarded to those media pursuant to § 121 (4a) AktG where it can be assumed that they will disseminate the information within the entire European Union. They will additionally be made available to the shareholders at the Company's Internet address www.aixtron.com/agm. The amended agenda will further be communicated to the shareholders together with the notice of the meeting in accordance with § 125 (1) sentence 3 AktG.

Countermotions and nominations for elections by shareholders pursuant to §§ 126 (1), 127 AktG

Any countermotions to be raised by a shareholder with respect to one or more of the proposals submitted by the Executive Board and/or the Supervisory Board regarding one or more of the agenda items in accordance with § 126 (1) AktG and any nominations for election within the meaning of § 127 AktG should be directed exclusively to the following address. Countermotions and nominations for election sent to a different address will not be taken into consideration.

AIXTRON SE
Investor Relations
Dornkaulstrasse 2
52134 Herzogenrath
Telefax: +49 241 / 89 09 445
Email: hv2014@aixtron.com

If received no later than by the end of April 29, 2014 by the Company at the above address, together with a statement of the grounds, all countermotions by shareholders to be communicated will be published immediately, including the name of the shareholder, the grounds and any position by the management, on the Company's homepage at www.aixtron.com/agm. Any countermotions that are addressed differently will not be considered. The Company need not publish a countermotion and the grounds if any of the reasons listed in § 126 (2) AktG applies, for instance because the countermotion would result in a resolution of the general meeting which would be illegal or would violate the Articles of Association. These reasons are described in detail in the explanations regarding the rights of the shareholders on the Company's homepage at www.aixtron.com/agm. The grounds for a countermotion need not be communicated if it exceeds 5,000 characters. The Executive Board of AIXTRON SE reserves the right to combine countermotions and the respective statements of the grounds if several shareholders file countermotions for a resolution in respect of the same subject matter. Countermotions will only be deemed made if made at the general meeting. The shareholders remain entitled to file countermotions at the general meeting in respect of one or more proposals submitted by the Executive Board and/or Supervisory Board regarding one or more items on the agenda without having sent such countermotions to the Company prior to the General Meeting.

The above applies accordingly for a nomination by a shareholder for the election of external auditors pursuant to § 127 AktG and the period for communicating such nomination (which must be received no later than by the end of April 29, 2014), provided that the nomination for election need not be supported by a statement of grounds. The Executive Board of AIXTRON SE also need not communicate such nomination pursuant to § 127 sentence 3

AktG if it does not contain the name, the exercised profession and the residence of the nominated person.

Information rights of the shareholders pursuant to § 131 (1) AktG

At the General Meeting each of the shareholders and any proxy may request to be provided with information by the Executive Board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda (see § 131 (1) AktG). The duty to provide information also extends to the Company's legal and business relations with any affiliated enterprise as well as the situation of the group and of the enterprises included in the consolidated financial statements. Shareholders will in principle be required to request such information at the General Meeting verbally during the debate.

Under certain circumstances, as described in more detail in § 131 (3) AktG, the Executive Board may refuse to provide information, for instance to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or any affiliated enterprise (e.g. no disclosure of business secrets). A detailed description of the requirements under which the Executive Board may refuse to provide information can be found in the explanations regarding the rights of the shareholders on the Company's homepage at www.aixtron.com/agm. According to the Articles of Association of the Company, the person presiding over the General Meeting is authorized to restrict the right of shareholders to speak and to ask questions at the General Meeting to an appropriate amount of time; he may determine an appropriate timeframe for the course of the entire General Meeting, for individual items on the agenda and for questions and contributions by the shareholders.

Transmission of the General Meeting

If so determined by the chairman of the General Meeting, the speeches held by the Chairman of the Supervisory Board and the Chairman of the Executive Board at the beginning of the General Meeting will be transmitted and can be viewed live by all shareholders and by the interested public on the Internet at www.aixtron.com/agm. After the General Meeting the speeches held by the Chairman of the Supervisory Board and the Chairman of the Executive Board will be made available as a recording on the Company's homepage.

Company's homepage

Explanations regarding the rights of shareholders in accordance with Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 122 (2), § 126 (1), § 127, § 131 (1) AktG can also be found on the Company's homepage at www.aixtron.com/agm. The documents and information to be made available for the General Meeting in accordance with § 124a AktG can also be found on the Company's homepage at www.aixtron.com/agm. The voting results will be published after the General Meeting at the same Internet address.

Herzogenrath, March 2014

AIXTRON SE

The Executive Board

AIXTRON SE

KAISERSTRASSE 98

52134 HERZOGENRATH/DEUTSCHLAND

WWW.AIXTRON.DE

