

Translation for Convenience Purposes

AIXTRON

AIXTRON SE
Herzogenrath

ISIN DE000A0WMPJ6 (German securities identification number (WKN) A0WMPJ)
ISIN DE000A14KS91 (German securities identification number (WKN) A14KS9)

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 20, 2015, at 10:00 a.m.**
at the Hotel Pullmann Aachen Quellenhof,
Monheimsallee 52,
52062 Aachen, Germany.

Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as of December 31, 2014 and the management report for fiscal year 2014, the approved consolidated financial statements as of December 31, 2014, the Group management report for fiscal year 2014 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**

These documents will be made available on the Company's homepage at www.aixtron.com/agm from the date on which the General Meeting is convened. They will also 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, 2014 and the consolidated financial statements as of December 31, 2014 at its meeting on February 23, 2015; 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 2014**

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 2014.

- 3. Resolution on the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2014**

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 2014.

- 4. Resolution on the election of the auditor and Group auditor for fiscal year 2015**

At the recommendation of its audit committee, the Supervisory Board proposes electing Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor and Group auditor for fiscal year 2015.

Total number of shares and voting rights

At the time of convening this General Meeting AIXTRON SE has issued a total of 112,701,905 shares granting 112,701,905 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 by using the form included in the registration sheet or in text form in German or English or otherwise in proper form at the following address (registration address):

AIXTRON SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
Telefax: +49 (89) 889 690 633
Email: aixtron@better-organge.de

The registration sheet and the individual code for accessing the password-protected Internet service on the Company's homepage at www.aixtron.com/agm will be sent to the shareholders together with the invitation to the meeting by mail or, if they have already registered for email transmission, by email. The registration sheet can also be downloaded on the Company's homepage at www.aixtron.com/agm or requested at the above registration address of AIXTRON SE by mail, by fax or by email.

The notice of attendance must be received by the Company no later than at the end of **May 13, 2015**.

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 14, 2015 until and including May 20, 2015. The technical record date is therefore the end (12 p.m.) of May 13, 2015. Please note that shares will **not be barred or blocked** as a result of a notice of attendance for the General Meeting; **shareholders can therefore freely dispose of their shares also after they have registered for the General Meeting.**

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.

The holders of American Depositary Receipts (ADRs) 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 (international call) or

+1 (888) 269-2377 (call within the USA).

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, including 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. 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 above registration address of AIXTRON SE.

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 forms provided by the Company for this purpose.

The forms for appointing a proxy will be sent to the shareholders together with the invitation to the meeting and can also be downloaded on the Company's homepage at www.aixtron.com/agm or requested at the above registration address by mail, by telefax or by email.

There may be particular conditions 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. 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 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 code required for accessing 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 sent to the shareholders together with the invitation to the meeting. The form may also be requested at the above registration address of AIXTRON SE by mail, by telefax or by email.

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.

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 19, 2015, 6 p.m.** (receipt by the Company) by mail, by telefax or by email to the above registration address of AXITRON SE. This applies also to 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 19, 2015 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.

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 13, 2015** (receipt by the Company) are entitled to exercise their voting rights by way of absentee voting.

Votes can be cast by absentee voting either in writing or electronically at the above registration address of AIXTRON SE or by using the password-protected Internet service available at the Internet address www.aixtron.com/agm in accordance with the procedure established by the Company and must be received by the Company no later than **May 19, 2015, 6 p.m.**

The form for absentee voting will be enclosed with the invitation letter and can also be downloaded on the Company's homepage at www.aixtron.com/agm. The form can further be requested at the above registration address of AIXTRON SE by mail, by telefax or by email. Shareholders will find further details on absentee voting on the form and on the Company's homepage at 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 19, 2015, 6 p.m.** (receipt by the Company) in writing or electronically at the above registration address of AIXTRON SE 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. If a shareholder personally attends the General Meeting, this will automatically be deemed to be a revocation of such shareholder's previous absentee voting.

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 19, 2015**. Each new item to be put on the agenda

must be accompanied by a statement of reasons 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 in accordance with § 125 (1) sentence 3 AktG.

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

Any counter motions 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. Counter motions 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: hv2015@aixtron.com

If received no later than by the end of **May 5, 2015** by the Company at the above address, together with a statement of the reasons, all counter motions by shareholders to be communicated will be published immediately, including the name of the shareholder, the reasons and any position by the Management, on the Company's homepage at www.aixtron.com/agm. The Company is not obliged to publish a counter motion and the reasons if any of the facts of exclusion listed in § 126 (2) AktG apply, for instance because the counter motion would result in a resolution of the general meeting which would be illegal or would violate the Articles of Association. These facts of exclusion are described in detail in the explanations regarding the rights of the shareholders on the Company's homepage at www.aixtron.com/agm. The reasons for a counter motion do not have to be communicated if they exceed 5,000 characters. The Executive Board of AIXTRON SE reserves the right to combine counter motions and the respective statements of the reasons if several shareholders file counter motions for a resolution in respect of the same subject matter. Counter motions will only be deemed made if made at the

general meeting. The shareholders remain entitled to file counter motions 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 counter motions 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 **May 5, 2015**), provided that the nomination for election need not be supported by a statement of reasons. The Executive Board of AIXTRON SE also is not obliged to 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 § 21 (3) of 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.

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 be found on the Company's homepage at www.aixtron.com/agm as well. The voting results will be published after the General Meeting at the same Internet address.

Herzogenrath, April 2015

AIXTRON SE

The Executive Board