

**PIXTRON**

Translation for Convenience Purposes

**AIXTRON SE**  
**Herzogenrath**

**ISIN DE000A0WMPJ6**  
 (German securities identification number (WKN) A0WMPJ)  
**ISIN DE000A2AAEV2**  
 (German securities identification number (WKN) A2AAEV)

### **Invitation to the Ordinary General Meeting**

The shareholders of AIXTRON SE, domiciled in Herzogenrath, Germany are hereby invited

to attend the Company's

### **Ordinary General Meeting**

to be held on  
 Wednesday, May 25, 2016, at 10:00 a.m. CEST  
 at the Hotel Pullman Aachen Quellenhof,  
 Monheimsallee 52,  
 52062 Aachen, Germany.

## **I. Agenda**

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as of December 31, 2015 and the management report for fiscal year 2015, the approved consolidated financial statements as of December 31, 2015, the Group management report for fiscal year 2015 and the report of the Supervisory Board and the explanatory report of the Executive Board regarding the information pursuant to §§ 289 (4), 315 (4) of the German Commercial Code**

These documents will be made available on the Company's homepage at [www.aixtron.com/agm](http://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, 2015 and the consolidated financial statements as of December 31, 2015; the annual financial statements have therefore been adopted as provided for in § 172 of the German Stock Corporation Act ("AktG"). The accumulated loss for fiscal year 2015 will be carried forward to new account; no dividend will be paid for fiscal year 2015. 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 2015**

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 2015.

- 3. Resolution on the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2015**

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 2015.

- 4. Resolution on the election of the auditor and Group auditor for fiscal year 2016**

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 2016.

## 5. Resolution for the election of members to the Supervisory Board

In principle, the term of office of all Supervisory Board members ends at the closing of the General Meeting on May 25, 2016. Therefore, new elections are to be held. The Supervisory Board is composed of six members to be elected by the General Meeting in accordance with Art. 40 (2), (3) of the Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SE Regulation"), § 17 of the SE Implementation Act and § 11 (1) of the Articles of Association of AIXTRON SE.

The Supervisory Board proposes that:

- a) **Dr. Andreas Biagosch**, Munich,  
*managing director of Impacting I GmbH & Co KG, Oberhaching,*  
be elected as a member of the Supervisory Board of AIXTRON SE for a term of office from the closing of the General Meeting on May 25, 2016 until the closing of the General Meeting resolving on the approval of the activities during fiscal year 2020, but in any event for a maximum term of six years;
- b) **Prof. Dr. Wolfgang Blättchen**, Leonberg,  
*managing director of Blättchen Financial Advisory GmbH, Leonberg,*  
be elected as a member of the Supervisory Board of AIXTRON SE for a term of office from the closing of the General Meeting on May 25, 2016 until the closing of the General Meeting resolving on the approval of the activities during fiscal year 2018, but in any event for a maximum term of six years;
- c) **Prof. Dr. Petra Denk**, Unterschleissheim,  
*professor for business and energy management at Landshut University and managing director of Institut für Systemische Energieberatung GmbH at Landshut University, Unterschleissheim,*  
be elected as a member of the Supervisory Board of AIXTRON SE for a term of office from the closing of the General Meeting on May 25, 2016 until the closing of the General Meeting resolving on the approval of the activities during fiscal year 2020, but in any event for a maximum term of six years;

- d) **Dr. Martin Komischke**, Morgarten, Switzerland,  
*chairman of the group management, HOERBIGER Holding AG, Zug, Switzerland,*  
be elected as a member of the Supervisory Board of AIXTRON SE for a term of office from the closing of the General Meeting on May 25, 2016 until the closing of the General Meeting resolving on the approval of the activities during fiscal year 2020, but in any event for a maximum term of six years;
- e) **Prof. Dr. Rüdiger von Rosen**, Frankfurt a.M.,  
*co-chairman of the Executive Board of Sino-German Center of Finance and Economics e.V. Frankfurt a.M.,*  
be elected as a member of the Supervisory Board of AIXTRON SE for a term of office from the closing of the General Meeting on May 25, 2016 until the closing of the General Meeting resolving on the approval of the activities during fiscal year 2016, but in any event for a maximum term of six years;
- f) **Mr. Kim Schindelbauer**, Aachen,  
*Dipl.-Kaufmann,*  
be elected as a member of the Supervisory Board of AIXTRON SE for a term of office from the closing of the General Meeting on May 25, 2016 until the closing of the General Meeting resolving on the approval of the activities during fiscal year 2018, but in any event for a maximum term of six years.

The above nominations are based on recommendations made by the nomination committee of the Supervisory Board with due regard to the objectives established by the Supervisory Board with respect to its composition. Given the current business situation, the nomination committee has in particular considered the criteria of continuity, experience and expertise, with a specific focus on the specialized knowledge and the knowledge of the company deemed to be required for Supervisory Board candidates. In order to enable a step-by-step change of the members of the Supervisory Board, rather than all of them being elected for the same term of office, its members will be appointed for different lengths of tenure.

Among the nominated candidates, Prof. Dr. Wolfgang Blättchen is especially qualified, given his practical experience and his long-term membership in the Company's audit committee as an independent finance expert within the meaning of § 100 (5) AktG.

Prof. Dr. **Rüdiger von Rosen** has already completed his seventieth year. Therefore, he would exceed the age limit established by the Supervisory Board itself in its bylaws (§ 2 (7) of the Supervisory Board's bylaws), according to which a member of the Supervisory Board should, as a rule, not exceed the age limit of seventy year when he or she is due to resign. Given Prof. von Rosen's special expertise and the in-depth knowledge of the Company and the AIXTRON group acquired by him over the past years, the nomination committee of the Supervisory Board and the Supervisory Board consider his nomination to be justified despite the fact that he would exceed the age limit. Moreover, he will in principle be appointed only for a term of one year. The nomination committee of the Supervisory Board and the members of the Supervisory Board have further taken into account the fact that Prof. von Rosen will be the only candidate who would temporarily exceed the age limit.

It is pointed out, as required under clause 5.4.3 sentence 3 of the German Corporate Governance Code, that Mr. **Kim Schindelbauer** is prepared to stand for the post of chairman again if he is reelected as a member of the Supervisory Board.

It is intended that the elections to the Supervisory Board will be conducted on an individual basis for each nominated candidate.

Additional information about the candidates nominated by the Supervisory Board, specifically information pursuant to § 125 (1) sentence 5 AktG and information pursuant to clause 5.4.1 para. 5 to 7 of the German Corporate Governance Code is provided under Section II. 8. below and on the Company's homepage at [www.aixtron.com/agm](http://www.aixtron.com/agm).

## II. Further Information

### 1. Total number of shares and voting rights

At the time of convening this General Meeting AIXTRON SE has issued a total of 112,720,355 shares granting 112,720,355 votes.

### 2. 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](http://www.aixtron.com/agm) or by using the form included in the registration sheet or in text form in German or English 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-orange.de](mailto:aixtron@better-orange.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](http://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](http://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 18, 2016.**

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 19, 2016 until and including May 25, 2016. The technical record date is therefore the end (12 p.m. CEST) of May 18, 2016. 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 under the following address:

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).

### 3. 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 fax 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](http://www.aixtron.com/agm) or requested at the above registration address by mail, by fax 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.

### 4. 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](http://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 fax or by email. The form can also be downloaded on the Company's homepage at [www.aixtron.com/agm](http://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 24, 2016, 6 p.m. CEST (receipt by the Company) by mail, by fax or by email to the above registration address of AIXTRON 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](http://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 24, 2016 6 p.m. CEST (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.

## 5. 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 18, 2016 (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](http://www.aixtron.com/agm) in accordance with the procedure established by the Company and must be received by the Company no later than

**May 24, 2016, 6 p.m. CEST**

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](http://www.aixtron.com/agm). The form can further be requested at the above registration address of AIXTRON SE by mail, by fax 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](http://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 24, 2016, 6 p.m. CEST (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](http://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.

## 6. 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 24, 2016. 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  
Germany

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](http://www.aixtron.com/agm). The amended agenda will further be communicated to the shareholders in accordance with § 125 (1) sentence 3 AktG.

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

Each shareholder is entitled to file countermotions with respect to the submitted proposals for resolutions for the items on the agenda. If countermotions are to be communicated before the General Meeting, such countermotions will have to be submitted together with a statement of reasons as provided for in § 126 (1) AktG and must be received by the Company no later than by the end of May 10, 2016 at 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  
Germany  
Telefax: +49 2407 / 9030-445  
Email: [aixtron-agm@aixtron.com](mailto:aixtron-agm@aixtron.com)

Subject to § 126 (2) and (3) AktG all countermotions 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](http://www.aixtron.com/agm).

The above applies accordingly for a nomination by a shareholder for the election of Supervisory Board members or external auditors pursuant to § 127 AktG, including the period for communicating such nomination (which must be received no later than by the end of May 10, 2016), 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 and, in the case of the election of Supervisory Board members, information regarding their membership in other supervisory boards required to be formed by law pursuant to § 125 (1) sentence 5 AktG.

**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. The Company may refrain from answering certain questions for any of the reasons listed in § 131 (3) AktG. 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.

**7. Further explanations / Company's homepage**

Further explanations regarding the rights of shareholders under 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](http://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](http://www.aixtron.com/agm) as well. The voting results will be published after the General Meeting at the same Internet address.

**8. Additional information on agenda item 5: Resolution for the election of members to the Supervisory Board**

Information pursuant to § 125 (1) sentence 5 AktG:

- a) **Dr. Andreas Biagosch** is a member of the following other supervisory boards required to be formed by law:
- Wacker Chemie AG, Munich, member of the Supervisory Board

He is a member of the following similar domestic or foreign supervisory bodies of business undertakings:

- Lürssen Maritime Beteiligungen GmbH & Co. Kommanditgesellschaft, Bremen, member of the Advisory Board
- Ashok Leyland Limited, Chennai, India, non-executive Director



- b) **Prof. Dr. Wolfgang Blättchen** is a member of the following other supervisory boards required to be formed by law:

- Pfisterer Holding Aktiengesellschaft, Winterbach, chairman of the Supervisory Board
- FAS AG, Stuttgart, member of the Supervisory Board

He is not a member of similar domestic or foreign supervisory bodies of business undertakings.

- c) **Prof. Dr. Petra Denk** is a member of the following other supervisory boards required to be formed by law:

- Pfisterer Holding Aktiengesellschaft, Winterbach, member of the Supervisory Board

She is not a member of similar domestic or foreign supervisory bodies of business undertakings.

- d) **Dr. Martin Komischke** is a member of the following other supervisory boards required to be formed by law:

- ADCURAM Invest AG, Vienna, Austria, member of the Supervisory Board

He is not a member of similar domestic or foreign supervisory bodies of business undertakings.

- e) **Prof. Dr. Rüdiger von Rosen** is a member of the following other supervisory boards required to be formed by law:

- ICF BANK AG Wertpapierhandelsbank, Frankfurt a. M., vice-chairman of the Supervisory Board
- Paladin Asset Management Investmentaktiengesellschaft mit Teilgesellschaftsvermögen, Hannover, chairman of the Supervisory Board

He is not a member of similar domestic or foreign supervisory bodies of business undertakings.

- f) **Mr. Kim Schindelhauer** is not a member of any other supervisory boards required to be formed by law or similar domestic or foreign supervisory bodies of business undertakings.

### Information pursuant to clause 5.4.1 paras. 5 to 7 of the German Corporate Governance Code:

All candidates nominated for election to the Supervisory Board are currently members of the Supervisory Board of AIXTRON SE. According to the assessment by the nomination committee of the Supervisory Board and by the Supervisory Board, there are, apart from this, no other relevant personal or business relations between the nominated candidates and AIXTRON SE or any of its group companies or executive bodies, any controlling shareholder or any enterprise associated with such a shareholder that would have to be disclosed under clause 5.4.1 paras. 5 to 7 of the German Corporate Governance Code.

Further details regarding the proposed candidates, in particular their CVs, can be found on the Company's homepage at [www.aixtron.com/agm](http://www.aixtron.com/agm).



### **Arrival by public transportation**

You can reach the Quellenhof from the Aachen central train station by bus taking lines 3A or 13A towards "Ponttor". The fifth stop is "Eurogress".

### **Arrival by car**

You can reach Aachen via the following freeways

From Cologne / Dusseldorf / Liège:

Freeway A4 (E40); at "Aachener Kreuz", follow A544, exit "Europa-platz" (freeway ends here), direction city center (Zentrum)

From the Netherlands:

Freeway A4 (E40), exit Aachen city center (Aachen Zentrum), turn right, direction city center (Zentrum)

In Aachen, please follow the direction of "Eurogress – Kurpark"

The Quellenhof has the following GPS coordinates:

50.781508°N, 6.090961°E

### **Public parking garage Eurogress**

Monheimsallee 44

52062 Aachen

The Public parking garage Eurogress is signposted and can be reached via the Monheimsallee.

The Parking Garage has the following GPS coordinates:

50.780654°N, 6.09267°E

### **AIXTRON SE**

DORNKAULSTRASSE 2

52134 HERZOGENRATH

WWW.AIXTRON.DE