

## **Remuneration report**

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This Remuneration Report describes the key features of the remuneration system of AIXTRON SE and explains the amount and structure of the remuneration of the Executive Board as well as the remuneration of the Supervisory Board for fiscal year 2025 in accordance with the Articles of Association. The remuneration of the individual members of the Executive Board and of the Supervisory Board is disclosed on an individualized basis. The Remuneration Report for the preceding fiscal year 2024 was approved by the Annual General Meeting on May 15, 2025.

This report complies with the requirements of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) pursuant to Section 162 of the German Stock Corporation Act (AktG).

The independent auditor's report on the audit of the remuneration report pursuant to Section 162 (3) of the German Stock Corporation Act (AktG) is included in this annual report under the heading [Assurance report](#).

### ***Principles of the remuneration system***

The remuneration system newly approved by the Annual General Meeting on May 15, 2024, was applied for the first time from fiscal year 2024, taking transitional provisions into consideration. This remuneration system continues the previous system, which had been approved by the Annual General Meeting in 2020, with minor adjustments. The remuneration system of the Executive Board of AIXTRON SE complies with the requirements of the German Stock Corporation Act (AktG, as amended on January 15, 2024), aligns with the substantive requirements of ARUG II and is based on the recommendations of the German Corporate Governance Code (DCGK) in the version dated April 28, 2022.

A detailed description of the remuneration system for the Executive Board newly approved by the Annual General Meeting on May 15, 2024, can be found on the AIXTRON SE website under [Executive Board Remuneration System](#). The newly approved remuneration system applies in fiscal years 2025 and 2024 to the contracts of Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 01, 2025 to December 31, 2025, taking transitional provisions into consideration.

In the course of extending the Executive Board members' contracts by a further five years, the transition to the newly approved remuneration system was structured on an individual basis. The transitional provisions vary by Executive Board member and fiscal year and were determined in the context of the respective contract extensions. They take effect at different points in time. The details of the transition from the previous to the newly approved remuneration system are explained in the relevant sections.

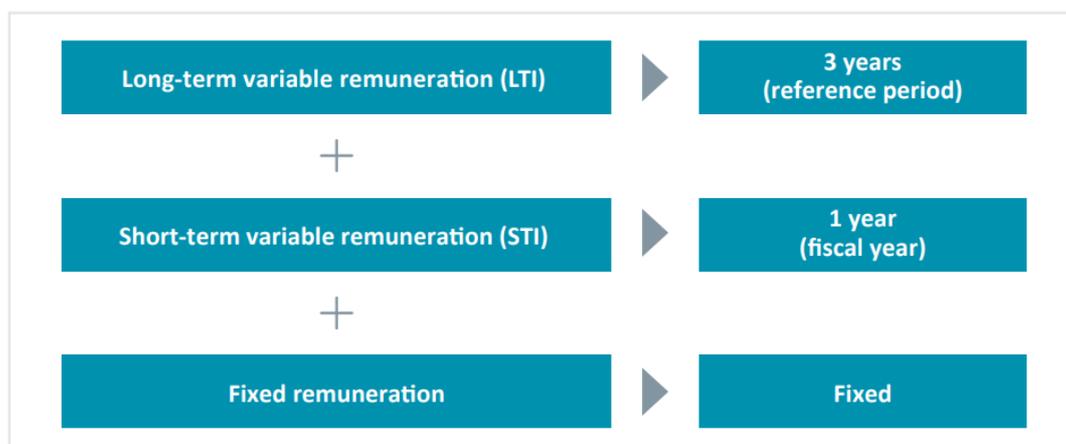
The structure of Executive Board remuneration at AIXTRON SE is designed to create incentives both for the economically and ecologically sustainable development of the Company and for the long-term commitment of the members of the Executive Board.

Based on the remuneration system, the Supervisory Board determines the specific remuneration of the individual members of the Executive Board. Within the scope of what is legally permissible, the Supervisory Board aims to offer Executive Board members remuneration that is standard in the market and at the same time competitive, in order to be able to attract and retain outstanding individuals for AIXTRON SE over the long term.

On the basis of the remuneration system, the Supervisory Board sets target total remuneration for each Executive Board member for the forthcoming fiscal year, which consists of three components:

- **fixed remuneration,**
- **short-term performance-based variable remuneration,** the so-called Short Term Incentive (STI), and
- **long-term performance-based variable remuneration,** the so-called Long Term Incentive (LTI).

### **Remuneration structure**



**Fixed remuneration** comprises a fixed, performance-independent base remuneration, which is paid monthly (13 times per year) as salary. Further components of fixed remuneration include fringe benefits such as a company car, contributions to private pension provision and the assumption of costs for other insurance policies.

**Variable remuneration** is directly linked to the strategy and the success of the AIXTRON Group and consists of the short-term STI and the long-term LTI. The amount of both variable remuneration components depends on the achievement of financial and non-financial performance criteria. With regard to certain market-related KPIs that could allow competitors to draw conclusions about the Company's strategic intentions, the Company does not publish the details on an annual basis, including in the interests of shareholders. The weighting and the KPI value of each target are determined by the Supervisory Board before the beginning of each fiscal year, and the result is determined solely by actual KPI achievement without discretionary adjustments.

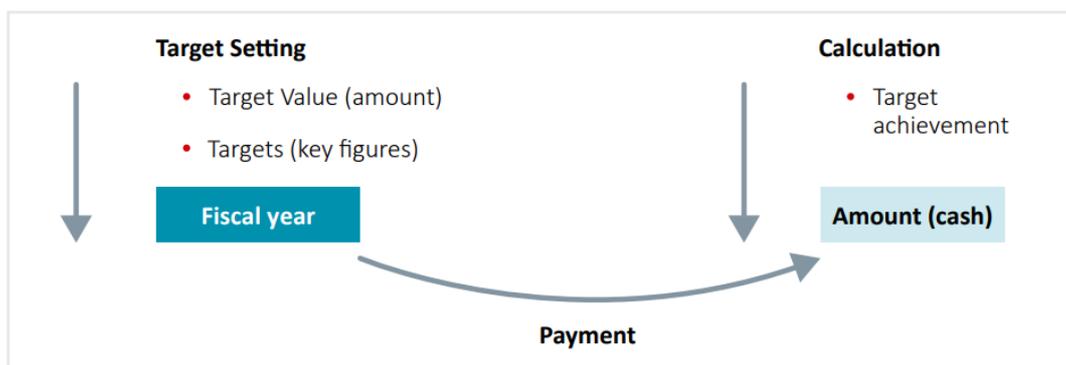
### **Short-term performance-based variable remuneration**

The short-term, performance-based remuneration, also known as the **Short Term Incentive (STI)**, is based on the results achieved by the AIXTRON Group in the fiscal year and is granted entirely in cash.

The STI is measured on the basis of the KPIs consolidated net profit for the year, the AIXTRON Group's market position as well as financial and operational targets. The relative weighting is 70% for consolidated net profit, 15% for market position and 15% for financial and operational targets. The financial targets from which the Supervisory Board may select before the beginning of a fiscal year include, among others: profitability, capital efficiency, growth and liquidity. The operational targets from which the Supervisory Board may select before the beginning of a fiscal year include, among others: innovation, development of business areas and markets, business development, implementation of portfolio measures, implementation of operational measures such as efficiency improvements or cost reductions, as well as implementation of the Company's strategy. The Supervisory Board may define further financially and operationally relevant performance metrics and include them in the specific catalog of criteria for a fiscal year.

Corresponding targets are also applied to employees in the upper management group in order to ensure consistency of the target system within the Company.

#### **Short-term remuneration (STI)**



Before the beginning of a fiscal year, **targets are set**: the Supervisory Board determines the monetary target value of the STI and the targets on the basis of KPIs. At 100% target achievement, the target STI per Executive Board member under the newly approved remuneration system ranges between 0.88% and 1.40%, and under the previous remuneration system between 1.10% and 1.75%, of consolidated net profit for the year in accordance with the budget adopted by the Supervisory Board for the fiscal year. The application of the range under the new remuneration system was subject to transitional arrangements, which were determined individually for each Executive Board member as of the date of contract extension and, in the case of changes during the year, taken into consideration on a pro rata temporis basis. Upon the expiry of fiscal year 2025, both Executive Board members transitioned to the new range.

After the end of the fiscal year, the **target achievement** of the STI is determined. It is capped at a maximum of 250% target achievement. If, in a fiscal year, the actual share of consolidated net profit for the year is zero or negative, the STI lapses. The STI is paid out in cash after the Supervisory Board has determined target achievement and approved the consolidated financial statements for the respective fiscal year.

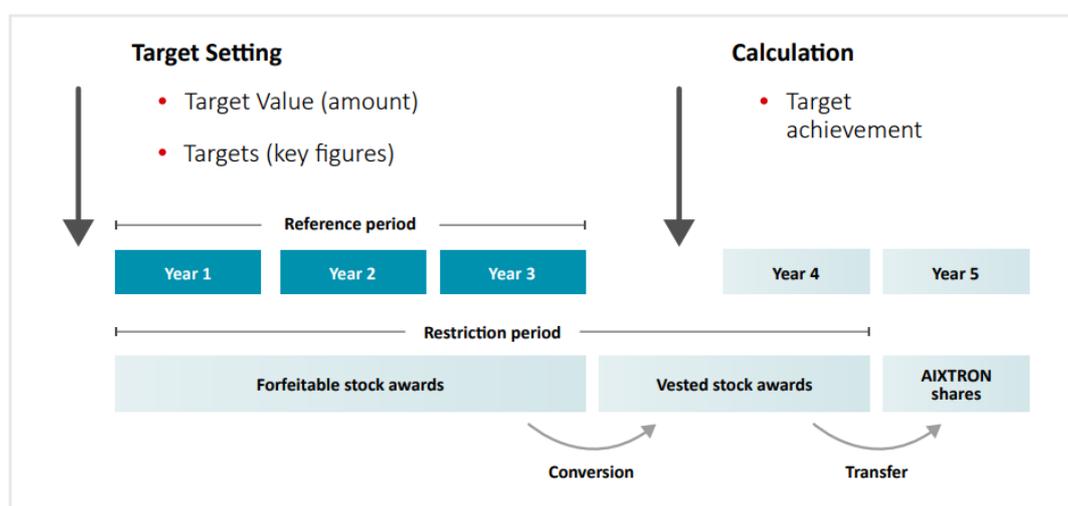
### Long-term performance-based variable remuneration

The long-term, performance-based variable remuneration, known as the **Long Term Incentive (LTI)**, is determined in amount by the results achieved by the AIXTRON Group over a **three-year reference period** and is granted entirely in AIXTRON shares. The Executive Board members may dispose of these shares after a holding period of four years, calculated from the beginning of the reference period.

Before the beginning of a fiscal year, the Supervisory Board sets **the long-term targets** for the upcoming reference period for each Executive Board member. Each Executive Board member receives forfeitable share awards with a value equal to the **target LTI**, which under the newly approved remuneration system ranges between 1.12% and 1.80% of consolidated net profit for the year, and under the previous remuneration system between 1.40% and 2.25%, in accordance with the budget adopted by the Supervisory Board for the fiscal year. The transitional arrangement for applying the range under the new remuneration system was determined individually for each Executive Board member as of the contract extension date and, in the event of a change during the year, taken into consideration on a pro rata temporis basis. Upon the expiry of fiscal year 2025, both Executive Board members transitioned to the new range.

The number of forfeitable share awards is calculated on the basis of the average closing prices on all trading days in the last quarter of the previous year. If, according to the budget, consolidated net profit is zero or negative, the Supervisory Board may, if a return to profitability within the reference period is expected, set an LTI value for the fiscal year within a reasonable range.

#### Long-term remuneration (LTI)



The **target achievement of the LTI** is measured on the basis of the KPIs consolidated net profit for the year and total shareholder return (TSR), as well as sustainability targets.

The **weighting of the LTI targets was modified in 2025**. Since fiscal year 2025, under the newly approved remuneration system, the adjusted relative weighting of the performance criteria applies: 35% is allocated to consolidated net profit for the year, 50% to TSR and 15% to sustainability targets. In fiscal year 2024, the weighting under the previous remuneration system still applied (50% consolidated net profit for the year, 40% TSR, 10% sustainability targets).

For the **first LTI KPI, consolidated net profit for the year**, the Supervisory Board sets a target value before the beginning of each fiscal year, which is to be achieved as the sum of consolidated net profit for the year over the reference period. After the end of the period, the actual value achieved is compared with this target value. Target achievement is 100% if the two values match exactly. It is capped at a maximum of 250%. It amounts to 0% if the actual value is zero or negative. Between 0% and 250%, the result is interpolated on a linear basis.

The **second LTI KPI, TSR**, represents the **total shareholder return** over the reference period and is calculated as the ratio of the share price performance plus dividends paid at the end of the reference period to the value at the beginning of the reference period.

From fiscal year 2025 onwards, the peer group defined in the newly approved remuneration system for the LTI tranches comprises twelve semiconductor equipment manufacturers, each weighted equally. From 2025, the peer group comprises the following semiconductor equipment manufacturers: Applied Materials, ASMI, ASML, Axcelis, BE Semiconductor, KLA, Lam Research, Lasertec, PVA TePla, SUESS MicroTec, Tokyo Electron and Veeco Instruments. For the LTI tranches in fiscal year 2024 and earlier, the TSR of the AIXTRON share is measured against the weighted TSR of a peer group consisting of the six semiconductor equipment manufacturers Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML and ASMI, weighted in proportion to their market capitalization.

Share price performance is determined as the difference between the average closing prices on all trading days in the last quarter before the beginning and in the last quarter of the reference period. After the end of the reference period, the ratio of the TSR performance of the AIXTRON share to the TSR performance of the peer group is determined. Target achievement over the reference period corresponds to this ratio. Target achievement is capped at a maximum of 250% and is 0% if the ratio is less than 50%. If extraordinary changes occur among the companies in the peer group during the observation period, such as mergers or changes in business activities, the Supervisory Board may take this into consideration when determining the composition of the peer group. In such a case, the Supervisory Board will report on this in the annual Remuneration Report.

The **third LTI KPI** is derived from **sustainability targets**, which the Supervisory Board defines at the beginning of each reference period. These cover the areas of environment, social and governance. Target achievement corresponds to the ratio of the actual values achieved to the target values and is capped at 250%. Before the beginning of each fiscal year, the Supervisory Board defines two to three sustainability targets to be achieved by the end of the reference period. The sustainability targets from which the Supervisory Board may select for each Executive Board member before the beginning of the fiscal year include, among others: efficient use of energy and resources, reduction of emissions, employee satisfaction and employee development, customer satisfaction, innovative performance, succession planning and compliance.

After the end of the three-year reference period, the Supervisory Board determines the level of target achievement of the LTI. The forfeitable share awards are then converted into non-forfeitable share awards, depending on the level of target achievement, or lapse in part. The maximum number of non-forfeitable share awards under the LTI is capped at

250% of the shares awarded on a forfeitable basis at the beginning of the reference period.

After expiry of the four-year lock-up period, the shares are transferred to the Executive Board member. In doing so, the remuneration caps set out below are observed. During the lock-up period, the Executive Board member is not entitled to dividends.

For the LTI tranches whose four-year lock-up period ends on or after December 31, 2024, the Executive Board member may extend the lock-up period for the transfer of shares under the LTI, once and irrevocably by up to 36 months in each case.

### ***Remuneration limits***

The remuneration system is designed to ensure that successful performance by the Executive Board is rewarded appropriately, so that the Executive Board, like the shareholders, benefits from positive corporate performance. At the same time, in order to avoid the assumption of inappropriate risks and to maintain an appropriate relationship to the situation of the AIXTRON Group, Executive Board remuneration is limited by the definition of a **maximum remuneration amount** and a **remuneration cap**.

The **maximum remuneration amount (expense cap)** is the total Executive Board remuneration owed for a fiscal year. Under the newly approved remuneration system, it may not exceed EUR 8,500 thousand for two Executive Board members or EUR 12,500 thousand for three or more Executive Board members. The maximum remuneration amount under the new system applies on a pro rata temporis basis with effect from May 1, 2024. Under the previous remuneration system, the total remuneration maximum amounted to EUR 6,500 thousand for two Executive Board members or EUR 10,000 thousand for three or more Executive Board members. The expense cap is applied on a pro rata temporis basis in the event of changes to the Executive Board during the year. This also results in the **expense limitation**, i.e. the maximum expense for the Company.

In addition, there is a **remuneration cap (payout cap)** for the sum of fixed remuneration, STI and LTI. The actual payout to each individual Executive Board member for a fiscal year is limited to four times the target total remuneration. This is the **payout limitation**. If the remuneration cap is exceeded, part of the previously determined share awards will lapse in order to ensure compliance.

**Fixed remuneration** will generally amount to between 20% and 40% of **target total remuneration**, and **variable remuneration** to between 60% and 80%. A larger portion is attributable to long-term remuneration in order to create incentives for long-term and sustainable action. Mandates within the Group, such as at subsidiaries, are not remunerated separately.

### ***Further provisions***

To ensure that the interests of the Executive Board and the interests of the shareholders are aligned, a share ownership guideline exists. Each Executive Board member is required, after a four-year accumulation phase, to permanently hold AIXTRON shares with a value equal to 100% of base remuneration during their tenure on the Executive Board. The

value of non-forfeitable share awards is credited towards the respective share ownership target. Shares may only be sold if they exceed the respective target level.

In addition, a **sanction mechanism in the event of breaches of duty or compliance violations** is in place, a so-called **claw-back provision**. Under this provision, the Supervisory Board may, in the event of such violations, reduce unpaid variable remuneration components, allow share awards to lapse or even reclaim them. These options may also be exercised if the office or employment relationship with the Executive Board member has already ended.

In well-founded exceptional cases, such as severe economic crises whose effects render the original corporate targets obsolete, the Supervisory Board may decide to temporarily deviate from the remuneration system if this is in the interest of AIXTRON SE. As a rule, the targets and target values do not change during the respective periods relevant for target achievement, even in the event of generally adverse market developments.

### ***Remuneration comparison***

The appropriateness of the remuneration components – including in comparison with the groups of companies listed below – is reviewed and confirmed annually by the Supervisory Board. In the event of material changes to the remuneration system, and at least every four years, the remuneration system is submitted to the Annual General Meeting for approval.

In accordance with the newly approved remuneration system, the **external comparison** is based on the remuneration data of three defined peer groups:

- semiconductor equipment manufacturers Applied Materials, ASMI, ASML, Axcelis, BE Semiconductor, KLA, Lam Research, Lasertec, PVA TePla, SUESS MicroTec, Tokyo Electron and Veeco Instruments,
- the ten companies in the PHLX Semiconductor Index (SOX) whose market capitalization is closest to that of AIXTRON SE,
- the ten companies in the TecDAX whose market capitalization is closest to that of AIXTRON SE.

Up to fiscal year 2024, the external comparison was based on the remuneration data of the semiconductor equipment manufacturers Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML and ASMI as well as those TecDAX companies whose market capitalization was between 50% and 200% of the market capitalization of AIXTRON SE.

For the **internal comparison**, under the newly approved remuneration system, the upper management group consists of the members of the Executive Committee and executives with comparable seniority, management responsibility and decision-making authority. For the internal comparison up to fiscal year 2024, the ten executives with non-tariff remuneration and the greatest management responsibility and decision-making authority were defined as the upper management group.

### ***Provisions in the event of termination of service***

In the event of termination of an Executive Board contract, any outstanding variable remuneration components attributable to the period up to termination of the contract are granted in accordance with the originally agreed targets and comparison parameters, and at the maturity dates or holding periods stipulated in the contract. If an Executive Board contract ends during a fiscal year, the STI and LTI are granted on a pro rata basis in proportion to the period of service rendered in that fiscal year.

This does not apply in cases where the service contract is terminated without notice for good cause attributable to the Executive Board member; in such a case, no variable remuneration is granted for the year in which the termination becomes effective.

In the event of **early termination of the Executive Board appointment** due to revocation of the appointment, the Executive Board member receives severance pay in the amount of the remuneration expected to be owed by the Company for the remaining term of the service contract, albeit no more than the amount of two years' remuneration (severance cap).

The Supervisory Board may provide in the Executive Board service contract that, following termination of the Executive Board member due to the occurrence of a so-called **change of control event**, severance pay in the above maximum amount be granted. A change of control, within the meaning of the above, occurs if a third party – or a group of third parties acting in concert by contractually pooling their shares – holds, directly or indirectly, more than 50% of the Entity's share capital.

Any benefits exceeding this severance payment are not permitted.

In the event of early termination of the Executive Board appointment due to a mutual termination agreement, the total value of the benefits promised by the Company to the Executive Board member under such an agreement should not exceed the amount of the remuneration expected to be owed by the Company for the original remaining term of the service contract, albeit no more than the value of two years' remuneration.

## ***Remuneration of Executive Board members in fiscal year 2025***

In fiscal year 2025, the newly approved remuneration system is applied to the contracts of the Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 1 to December 31, taking into consideration the aforementioned transitional provisions. The structure of Executive Board remuneration at AIXTRON SE is designed to create incentives both for the sustainable development of the Company and for the long-term commitment of the members of the Executive Board.

The following sections set out the specific remuneration of the Executive Board for the reporting year and contain detailed information and background on total remuneration, on the targets and target achievement of variable remuneration as well as individualized information on the remuneration of the individual Executive Board members. The stated target remuneration figures take into consideration the departure of Executive Board members during the year.

### ***Total remuneration***

The maximum remuneration amount (expense cap) is the total Executive Board remuneration owed for a fiscal year. Under the newly approved remuneration system, it may not exceed EUR 8,500 thousand for two Executive Board members (EUR 12,500 thousand for three or more Executive Board members). The maximum remuneration amount for fiscal year 2025 consequently amounts to EUR 8,500 thousand for two Executive Board members.

Total Executive Board remuneration for fiscal year 2025 amounted to EUR 6,492 thousand (2024: EUR 7,839 thousand). In fiscal year 2025, the expense cap did not apply (2024: the expense cap reduced remuneration to the amounts stated above).

Performance-independent fixed remuneration of the Executive Board for fiscal year 2025, consisting of base remuneration, pension contributions and benefits in kind, totaled EUR 954 thousand (2024: EUR 820 thousand).

### ***Base remuneration***

Base remuneration in fiscal year 2025 amounted to

- EUR 507 thousand (2024: EUR 400 thousand) for Dr. Felix Grawert,
- EUR 360 thousand (2024: EUR 342 thousand) for Dr. Christian Danninger.

In the course of extending the Executive Board contracts by a further five years, the base salaries were adjusted. The fixed base remuneration of Dr. Felix Grawert was increased in August 2025 from EUR 400 thousand to EUR 650 thousand, and that of Dr. Christian Danninger in May 2024 from EUR 300 thousand to EUR 360 thousand. The adjustments to base salary took into consideration both the significant inflation during the previous contract term, as measured by the consumer price index, as well as the competitiveness of remuneration in the market environment. As the contract extensions became effective at different times, the salary adjustments are taken into consideration on a pro rata basis in the respective fiscal years.

***Pension commitment***

The members of the Executive Board in office during the reporting year do not have individual pension commitments, so that no pension provisions are recognized. Instead, pension contributions for the Executive Board members are paid with their salary or paid into an insurance contract with a provident fund commitment. The pension contributions form part of the performance-independent fixed remuneration of the Executive Board. In fiscal year 2025, they amounted to

- EUR 32 thousand (2024: EUR 30 thousand) for Dr. Felix Grawert,
- EUR 36 thousand (2024: EUR 34 thousand) for Dr. Christian Danninger.

In the course of extending the Executive Board contracts by a further five years, the pension contributions were adjusted to current market conditions. For both Executive Board members, the contributions increased from EUR 30 thousand to EUR 36 thousand. Due to the different effective dates of the contract extensions, these changes are taken into consideration on a pro rata basis in the respective fiscal years.

***Short-term variable remuneration (STI)***

Target achievement in fiscal year 2025 comprises the three target dimensions and the resulting overall target achievement.

***STI target "Consolidated net profit for the year"***

The target dimension "consolidated net profit for the year" accounts for 70% of the overall target for short-term variable remuneration. For 2025, the Supervisory Board set a target value of EUR 89,300 thousand at its meeting on December 9, 2024. Based on the actual value achieved of EUR 85,253 thousand, target achievement amounts to 95% (2024: 68%), reflecting the weaker-than-expected business performance over the course of the year.

***STI target "Market position"***

The target dimension "market position" accounts for 15% of the overall target for short-term variable remuneration. For fiscal year 2025, the Supervisory Board defined specific sub-targets for individual market segments. These are allocated 27% to existing markets, 27% to new growth markets and 47% to future markets.

Overall, **target achievement of 141%** was determined for the target dimension "market position" for fiscal year 2025 (2024: 160%). In relation to the individual sub-targets, target achievement is as follows:

- 133% (2024: 156%) for existing markets
- 130% (2024: 150%) for new markets
- 153% (2024: 175%) for future markets

A further breakdown of the sub-targets and their target achievement is omitted, as their disclosure could impair the Company's legitimate interests and enable conclusions to be drawn about strategic planning (Section 162 (6) AktG). In particular, the Company wishes

to prevent conclusions being drawn about its strategy for penetrating new and future markets.

### **STI target “Financial and operational targets”**

The target dimension “financial and operational targets” accounts for 15% of the overall target for short-term variable remuneration. Target achievement for this dimension in fiscal year 2025 amounts to 104% (2024: 81%). For fiscal year 2025, the Supervisory Board defined specific sub-targets in the area of operational improvements and product-related improvements. Target achievement in the past fiscal year is as follows:

- 126% for operational improvements (2024: 136%)
- 41% for product-related improvements (2024: 0%)

The operational improvements aimed at comprehensive optimization of production processes at the Herzogenrath site. Target achievement takes into consideration both the achievement of defined milestones as well as result KPIs that affect financial performance and delivery performance to customers.

The product-related improvements were measured to a significant extent by the market launch of a new product. The technical targets for the new product were fully achieved. However, the market launch was deliberately postponed in order to sell down inventories of the predecessor product and thereby avoid the risk of inventory write-downs. This had a negative impact on target achievement.

A further breakdown of the sub-targets and their target achievement is omitted, as their disclosure could impair the Company’s legitimate interests and enable conclusions to be drawn about strategic planning (Section 162 (6) AktG).

### **Overall target achievement for short-term variable remuneration (STI)**

Overall, a target achievement level of 103% (2024: 84%) was determined for short-term variable remuneration. In total, for fiscal year 2025, short-term variable remuneration (STI) amounts to

- EUR 1,492 thousand in cash (2024: EUR 1,692 thousand; reduced by 26.4% due to the expense cap) for Dr. Felix Grawert,
- EUR 813 thousand in cash (2024: EUR 921 thousand; reduced by 26.4% due to the expense cap) for Dr. Christian Danningner.

In fiscal year 2025, the expense cap did not apply (2024: the expense cap reduced remuneration to the amounts stated above).

### **Long-term variable remuneration (LTI)**

**Target achievement of the LTI** in fiscal year 2025 comprises the three target dimensions consolidated net profit for the year, total shareholder return (TSR) and sustainability targets, as well as the resultant overall target achievement.

Target achievement for the LTI Tranche 2025 is calculated on the basis of the results achieved in the period from January 01, 2025 to December 31, 2027.

The **weighting of the LTI targets** was **modified** in the newly approved remuneration system with effect **from 2025**. Since fiscal year 2025, the adjusted relative weighting of the performance criteria applies: 35% is allocated to consolidated net profit for the year (2024: 50%), 50% to TSR (2024: 40%) and 15% to sustainability targets (2024: 10%).

#### ***LTI target “Consolidated net profit for fiscal years 2025, 2026 and 2027”***

For the cumulative consolidated net profit for fiscal years 2025, 2026 and 2027, the Supervisory Board defined target values at its meeting on December 9, 2024, which are compared with the actual consolidated net profit for the year achieved to determine target achievement. The relative target achievement for the three-year period accounts for 35% of the overall target for long-term remuneration (2024: 50%).

In fiscal year 2025, a provisional target achievement of 89% was determined. The actual target achievement for fiscal years 2026 and 2027 can only be determined after their completion. A further breakdown of the target values for these fiscal years is omitted, as their disclosure could impair the Company’s legitimate interests (Section 162 (6) AktG).

#### ***LTI target “Total shareholder return”***

Total shareholder return (TSR) accounts for 50% of the overall target for long-term remuneration (2024: 40%). TSR represents total shareholder return over the reference period (Q4/2024 to Q4/2027) and is calculated as the ratio of share price performance plus dividends paid at the end of the reference period to the value at the beginning of the reference period.

The TSR KPI represents a market condition within the meaning of IFRS 2. It is measured at fair value on the grant date with the support of an external expert and is calculated after the end of the three-year period to determine actual target achievement. The fair value of the TSR tranche 2025 was measured at EUR 19.41 per share award on the grant date (2024: EUR 36.07). The market valuation is included at 50% in the expense recognition of long-term remuneration in fiscal year 2025 (2024: 40%). The valuation model of the external expert is based on a Monte Carlo simulation.

#### ***LTI target “Sustainability targets”***

The sustainability targets for the LTI Tranche 2025 consist of three sub-targets.

##### **Social:**

For fiscal year 2025, the following targets were defined in the social area:

- **Diversity (LTI 2025):** The target is to increase the percentage of women in key positions (upper management) over the 2025–2027 reference period. Target achievement is determined annually by the Human Resources department. As of December 31, 2025, this ratio stands at 14% (provisional target achievement 208%); the final determination will be conducted after the end of 2027.
- **Training and skills development (LTI 2025):** The target is to strengthen training and skills development for employees and managers over the 2025–2027 period, including through the introduction of the AIXTRON behavioral model as a global reference framework for values/behavior and performance assessment. Target achievement is determined annually by the Human Resources department. As of

December 31, 2025, this ratio stands at 83% (provisional target achievement 84%); the final determination will be conducted after the end of 2027.

- **Occupational health and safety (LTI 2025):** The target is the continuous improvement of health, safety and well-being of the workforce through ISO 45001 certification of all production sites during the 2025–2027 reference period. Target achievement is monitored annually by the Controlling function and is measured by progress and speed of implementation (not only by final certification). As of December 31, 2025, completion is expected in Q3 2026 (provisional target achievement 125%); the final determination will be conducted after the end of 2027.

#### **Environment:**

For fiscal year 2025, the following environmental targets were defined:

- **Reduction in normalized energy consumption (LTI 2025):** The target is to reduce the normalized energy consumption of current AIXTRON systems for power electronics by the end of 2027 (2025–2027 reference period). From AIXTRON’s perspective, the energy efficiency target addresses GHG Scope 3; from the customer’s perspective, GHG Scope 2. The final target achievement will be determined after the end of 2027. As of December 31, 2025, progress was assessed by the functional area at 100% provisional target achievement. A further breakdown of the sub-targets and their calculation is omitted, as their disclosure could impair the Company’s legitimate interests and enable conclusions to be drawn about strategic planning (Section 162 (6) AktG).
- **Continuous improvement of environmental management (LTI 2025):** The target is ISO 14001 certification of all of the AIXTRON Group’s production sites by the end of 2027 (2025–2027 reference period) in order to strengthen environmental management across sites. Target achievement is assessed based on progress and speed of implementation against defined interim targets (2025–2027). As of December 31, 2025, completion of certification is expected in Q3 2026 (provisional target achievement 125%); the final determination will be conducted after the end of 2027.

#### **Overall target achievement for long-term variable remuneration (LTI)**

The AIXTRON SE share price relevant for LTI target remuneration for 2025 amounts to EUR 14.523. This corresponds to the average XETRA closing prices on all trading days in Q4/2024. The degree of fulfillment of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2027. The forfeitable share awards will then be converted into non-forfeitable share awards depending on target achievement. After expiry of a four-year lock-up period, which for fiscal year 2025 ends on December 31, 2028, one share of the Company will be transferred for each non-forfeitable share award. This is intended to take place in the week following publication of the annual report. For the LTI tranches whose four-year lock-up period ends on or after December 31, 2024, the Executive Board member may extend the lock-up period for the transfer of shares under the LTI, once and irrevocably by up to 36 months in each case.

For long-term variable remuneration (LTI) 2025, the Supervisory Board granted 196,772 forfeitable share awards for the target remuneration on the grant date, which must be

measured in accordance with IFRS 2 at fair value on the grant date (LTI 2025: December 9, 2024). The fair value was calculated by an external expert using a valuation model. The following table presents the key parameters of the valuation model (Monte Carlo simulation) for long-term variable remuneration for the LTI tranches 2025 and 2024:

	LTI Tranche 2025	LTI Tranche 2024
Grant date	12/09/2024	12/11/2023
Share price on grant date	15.21€	36.07€
Peer group index level	98.30	106.76
Risk-free interest rate	1.89%	2.20%
AIXTRON volatility	46.66%	46.57%
Peer group index volatility	32.35%	34.20%
Correlation between AIXTRON and the index	0.53	0.58
Fair value of the TSR tranche	19.41€	47.96€
Fair value of the plain tranche	13.54€	34.29€

The 2025 tranche was measured at a weighted average fair value of EUR 16.48 per share award (2024 tranche: EUR 39.76), resulting in a target LTI of EUR 3,242 thousand (without taking into consideration the remuneration limits under the remuneration system).

Taking into consideration the provisionally estimated level of target achievement, this results in an expense for long-term variable remuneration (LTI expense) of a total of EUR 3,234 thousand (2024: EUR 4,406 thousand). In fiscal year 2025, the expense cap did not apply. In fiscal year 2024, total Executive Board remuneration was limited to the aforementioned amounts by the expense cap.

Accordingly, the following expenses for long-term variable remuneration (LTI expense) arise:

- EUR 2,100 thousand (2024: EUR 2,863 thousand) for Dr. Felix Grawert,
- EUR 1,133 thousand (2024: EUR 1,543 thousand) for Dr. Christian Danninger.

In fiscal year 2025, the expense cap did not apply. In fiscal year 2024, the expense cap reduced the long-term remuneration of both Executive Board members by 26.4%.

The LTI expense recognized in the financial statements for the fiscal year is derived from the fair value under IFRS 2 at the grant date. This LTI expense does not correspond to the value of the provisional share awards based on the share price at the reporting date.

As part of remuneration reporting, the Company intends to present transparently how Executive Board remuneration is determined and reported. Due to market fluctuations, the value of the provisional share awards at the reporting date may differ significantly from the expense recognized under IFRS 2 (LTI expense). This issue does not arise for the STI, which is granted entirely in cash.

For this purpose, the difference between the expense recognized under IFRS 2 for share-based remuneration (LTI expense) and the value of the provisional share awards at the reporting date is presented.

			Long-term variable remuneration (LTI)				
			Shares granted (December 31)	Share price on the reporting date (December 31)	Value of shares granted at the reporting date share price	Weighted average fair value under IFRS 2 on the grant date	Expense under IFRS 2
			(1)	(2)	(1) x (2)	(3)	(1) x (3)
Dr. Felix Grawert Chairman of the Executive Board	LTI Tranche 2024-2026*	2024-2027	71,999	15.22	1,096	39.76	2,863
	LTI Tranche 2025-2027*	2025-2028	127,496	17.31	2,206	16.48	2,100
Dr. Christian Danning Executive Board member	LTI Tranche 2024-2026*	2024-2027	38,802	15.22	591	39.76	1,543
	LTI Tranche 2025-2027*	2025-2028	68,778	17.31	1,190	16.48	1,133

\* The number of shares may still change depending on actual target achievement at the end of the reference period

For the LTI Tranche 2025–2027, the differences between the value of the provisional share awards (determined on the basis of the reporting date share price) and the expense calculated under IFRS 2 are smaller than for the LTI Tranche 2024–2026.

This results in the following value for the provisional share awards at the share price on the reporting date:

- EUR 2,206 thousand (expense under IFRS 2: EUR 2,100 thousand) for Dr. Felix Grawert
- EUR 1,190 thousand (expense under IFRS 2: EUR 1,133 thousand) for Dr. Christian Danning

In contrast, the LTI Tranche 2024–2026 shows significant differences between the value of the provisional share awards and the expense under IFRS 2. This was due to the sharp decline in the share price in the 2024 fiscal year.

**Tabular overview of performance criteria Applied to Executive Board remuneration pursuant to Section 162 (1) Sentence 2 No. 1 AktG**

Component	Description of the performance criteria	Weighting	Information on the performance targets					
				a) Minimum target	a) Target value/ target performance	a) Actual performance	b) Corresponding remuneration	b) Corresponding target remuneration
STI 2025	<b>Consolidated net profit for 2025</b>	<b>70%</b>	% a) 0 kEUR b) 0	<b>0</b>	a) <b>100</b> b) <b>1,559</b>	a) <b>95</b> b) <b>1,486</b>		
	<b>Market position</b>	<b>15%</b>	% a) 0 kEUR b) 0	<b>0</b>	a) <b>100</b> b) <b>334</b>	a) <b>141</b> b) <b>472</b>		
	Existing markets	27%	% a) 0 kEUR b) 0	0	a) 100 b) 89	a) 133 b) 119		
	New markets	27%	% a) 0 kEUR b) 0	0	a) 100 b) 89	a) 130 b) 116		
	Future markets	47%	% a) 0 kEUR b) 0	0	a) 100 b) 156	a) 153 b) 238		
	<b>Financial and operational targets</b>	<b>15%</b>	% a) 0 kEUR b) 0	<b>0</b>	a) <b>100</b> b) <b>334</b>	a) <b>104</b> b) <b>346</b>		
	Operational improvements	73%	% a) 0 kEUR b) 0	0	a) 100 b) 245	a) 126 b) 310		
	Product related improvements	27%	% a) 0 kEUR b) 0	0	a) 100 b) 89	a) 41 b) 36		
LTI 2025	<b>Consolidated net profit for 2025-2027</b>	<b>35%</b>	% a) 0 kEUR b) 0	<b>0</b>	a) <b>100</b> b) <b>933</b>	a) <b>to be measured at end-2027</b> b) <b>to be measured at end-2027</b>		
	<b>Total shareholder return 2025-2027</b>	<b>50%</b>	% a) 0 kEUR b) 0	<b>0</b>	a) <b>100</b> b) <b>1,910</b>	a) <b>to be measured at end-2027</b> b) <b>to be measured at end-2027</b>		
	<b>Sustainability targets for 2025-2027</b>	<b>15%</b>	% a) 0 kEUR b) 0	<b>0</b>	a) <b>100</b> b) <b>400</b>	a) <b>to be measured at end-2027</b> b) <b>to be measured at end-2027</b>		
	<i>Social:</i>							
	Diversity	20%	% a) 0 kEUR b) 0	0	a) 100 b) 80	a) to be measured at end-2027 b) to be measured at end-2027		
	Training and skills development	20%	% a) 0 kEUR b) 0	0	a) 100 b) 80	a) to be measured at end-2027 b) to be measured at end-2027		
	Occupational health and safety	10%	% a) 0 kEUR b) 0	0	a) 100 b) 40	a) to be measured at end-2027 b) to be measured at end-2027		
	<i>Environment:</i>							
Reduction in normalized energy consumption	40%	% a) 0 kEUR b) 0	0	a) 100 b) 160	a) to be measured at end-2027 b) to be measured at end-2027			
Continuous improvement in environmental management	10%	% a) 0 kEUR b) 0	0	a) 100 b) 40	a) to be measured at end-2027 b) to be measured at end-2027			

**Determination of target achievement for the LTI Tranche 2023:**

The reference period for the LTI Tranche 2023 ended on December 31, 2025. Target achievement for the Executive Board as a whole is presented in detail in the table below:

Component	Description of the performance criteria	Weighting	Information on the performance targets			
				a) Minimum target b) Corresponding remuneration	a) Target value/ target b) Corresponding target remuneration	a) Actual performance b) Corresponding remuneration *
LTI 2023	Consolidated net profit 2023-2025	50%	% kEUR	a) 0 b) 0	a) 100 b) 3,800	a) 74 b) 2,820
	Total Shareholder Return 2023-2025	40%	% kEUR	a) 0 b) 0	a) 100 b) 4,185	a) 0 b) 0
	Sustainability targets for 2023-2025	10%	% kEUR	a) 0 b) 0	a) 100 b) 760	a) 143 b) 1,090
	EU Taxonomy-aligned revenue	20%	% kEUR	a) 0 b) 0	a) 100 b) 152	a) 147 b) 223
	EU Taxonomy-aligned OpEx	15%	% kEUR	0 0	a) 100 b) 114	a) 215 b) 245
	EU Taxonomy-aligned CapEx	15%	% kEUR	0 0	a) 100 b) 114	a) 142 b) 162
	Executive development	25%	% kEUR	0 0	a) 100 b) 190	a) 130 b) 247
	Employee development	25%	% kEUR	0 0	a) 100 b) 190	a) 113 b) 214

\* Measured at fair value under IFRS 2 on the grant date; differs from the value based on the reporting date share price

Overall target achievement for the LTI Tranche 2023–2025 amounts to 51%. This is composed as follows.

**LTI target “Consolidated net profit for fiscal years 2023, 2024 and 2025”**

In the target dimension “consolidated net profit for the year”, target achievement of 74% was recorded for the years 2023–2025. For this period, the Supervisory Board set a target of EUR 449 million in December 2022, compared with an actually achieved cumulative consolidated net profit of EUR 337 million in the years 2023, 2024 and 2025. The low level of target achievement is attributable to the downturn in the business for equipment for SiC power semiconductors and the absence of volume orders for micro LEDs.

**LTI target “Total shareholder return”**

In the target dimension “total shareholder return (TSR)”, target achievement of 0% was recorded for the years 2023–2025: over this period, the TSR of the AIXTRON share declined by 41%, while the peer group recorded TSR growth of 131%. The remuneration system provides that target achievement is 0% if the ratio of TSR performance at AIXTRON compared with the peer group is 50% or less. This is the case for this period. This is attributable to the negative share price performance and the comparatively low dividends distributed relative to the peer group. Here, too, negative market

developments in SiC power semiconductors and micro LEDs were a key factor for AIXTRON, while the peer group experienced a strongly positive development due to the boom in chips for AI applications.

### ***LTI target “Sustainability targets”***

For the non-financial targets, target achievement of 143% was realized. This figure is derived from the target achievements for EU Taxonomy-aligned revenue (147% target achievement), EU Taxonomy-aligned capital expenditure (CapEx) (185% target achievement) and EU Taxonomy-aligned operating expenditure (OpEx) (215% target achievement), as well as target achievement of 130% for the leadership development target and 113% for the employee development target.

### ***Deviation from the remuneration system***

The remuneration system newly approved by the Annual General Meeting in May 2024 has been applied since fiscal year 2024, taking transitional provisions into consideration. This remuneration system continues the previous system, which had been approved by the Annual General Meeting in 2020, with minor adjustments. In 2025, apart from the transitional provisions relating to the newly approved remuneration system, no deviations from the remuneration system occurred.

### ***Remuneration granted and owed in fiscal year 2025***

The following tables show the remuneration granted and owed to the active members of the Executive Board in fiscal years 2025 and 2024 in accordance with Section 162 (1) Sentence 1 AktG. The section “Remuneration granted and owed” in the tables consequently includes all amounts that were actually paid to the individual Executive Board members in the reporting period (“remuneration granted”) as well as all remuneration that is legally due but not yet paid in the reporting period (“remuneration owed”). In addition, the tables show the individually possible minimum and maximum values of remuneration for fiscal year 2025.

Furthermore, the tables show fixed remuneration and the one-year variable remuneration as payments received for the respective fiscal year. For subscription rights and other share-based remuneration, the date and value of the payments received are the date and value relevant under German tax law.

In addition to the amounts of remuneration, Section 162 (1) Sentence 2 No. 1 AktG also requires disclosure of all fixed and variable remuneration components as a relative proportion of total remuneration. The relative proportions shown at the end of each table refer to the remuneration components granted and owed in the respective fiscal year pursuant to Section 162 (1) Sentence 1 AktG.

In total, the expense for Executive Board remuneration (“remuneration granted and owed”) amounts to EUR 6,492 thousand for fiscal year 2025 (fiscal year 2024: EUR 7,839 thousand). In fiscal year 2025 the expense cap did not apply. In fiscal year 2024, total Executive Board remuneration was limited to the aforementioned amounts by the expense cap.

## Remuneration granted and owed pursuant to Section 162 (1) Sentence 1 AktG and payments made per Executive Board member in fiscal year 2025

Dr. Felix Grawert Chairman of the Executive Board Executive Board member since August 14, 2017		Remuneration granted and owed						Payments received	
		Value of shares granted at the reporting date share price		Expense under IFRS 2 (fair value at grant date)					
		2024	2025	2024	2025	2025* (Target remun- eration)	2025** (Maxi- mum remun- eration)		
<b>EUR thousand</b>									
Performance- independent remuneration	Fixed remuneration	430	539	430	539	539	539	430	539
	Fringe benefits	9	13	9	13	13	13	9	13
	<b>Total</b>	<b>439</b>	<b>552</b>	<b>439</b>	<b>552</b>	<b>552</b>	<b>552</b>	<b>439</b>	<b>552</b>
Performance- based remuneration	<b>Short-term variable remuneration</b>	<b>1,692</b>	<b>1,492</b>	<b>1,692</b>	<b>1,492</b>	<b>1,442</b>		<b>1,692</b>	<b>1,492</b>
	STI 2024	1,692	0	1,692	0	0		1,692	0
	STI 2025	0	1,492	0	1,492	1,442		0	1,492
	<b>Long-term variable remuneration</b>	<b>1,096</b>	<b>2,206</b>	<b>2,863</b>	<b>2,100</b>	<b>2,106</b>		<b>1,321</b>	<b>0</b>
	Share-based component from one- year variable remuneration 2020 under previous contract (lock-up period 2020-2023)	0	0	0	0	0		404	0
	LTI Tranche 2020-2022 (lock-up period 2020-2023)	0	0	0	0	0		917	0
	LTI Tranche 2021-2023 (lock-up period 2021-2027)***	0	0	0	0	0		0	0
	LTI Tranche 2022-2024 (lock-up period 2022-2028)****	0	0	0	0	0		0	0
	LTI Tranche 2023-2025 (lock-up period 2023-2026)	0	0	0	0	0		0	0
	LTI Tranche 2024-2026 (lock-up period 2024-2027)*****	1,096	0	2,863	0	0		0	0
LTI Tranche 2025-2027 (lock-up period 2025-2028)*****	0	2,206	0	2,100	2,106		0	0	
<b>Total</b>	<b>2,788</b>	<b>3,698</b>	<b>4,555</b>	<b>3,592</b>	<b>3,548</b>	<b>4,874</b>	<b>3,013</b>	<b>1,492</b>	
<b>Total performance-independent / performance-based remuneration</b>		<b>3,227</b>	<b>4,250</b>	<b>4,994</b>	<b>4,144</b>	<b>4,100</b>	<b>5,426</b>	<b>3,452</b>	<b>2,044</b>
Retirement benefit expense		0	0	0	0	0	0	0	0
<b>Total remuneration</b>		<b>3,227</b>	<b>4,250</b>	<b>4,994</b>	<b>4,144</b>	<b>4,100</b>	<b>5,426</b>	<b>3,452</b>	<b>2,044</b>
of which in percent	Share of fixed remuneration	14%	13%	9%	13%	13%	10%	13%	27%
	Share of variable remuneration	86%	87%	91%	87%	87%	90%	87%	73%

\* Theoretical target remuneration without taking into consideration the remuneration limits under the remuneration system

\*\* Maximum remuneration taking into consideration the remuneration limits under the remuneration system

\*\*\* The lock-up period was extended by the Executive Board member from 2024 to 2027

\*\*\*\* The lock-up period was extended by the Executive Board member from 2025 to 2028

\*\*\*\*\*The number of shares may still change depending on actual target achievement at the end of the reference period

Dr. Christian Danninger Executive Board member Executive Board member since May 1, 2021		Remuneration granted and owed						Payments received	
		Value of shares granted at the reporting date share price		Expense under IFRS 2 (fair value at grant date)					
		2024	2025	2024	2025	2025* (Target remun- eration)	2025** (Maxi- mum remun- eration)		
EUR thousand		2024	2025	2024	2025	2025* (Target remun- eration)	2025** (Maxi- mum remun- eration)	2024	2025
Performance- independent remuneration	Fixed remuneration	376	396	376	396	396	396	376	396
	Fringe benefits	5	5	5	5	5	5	5	5
	<b>Total</b>	<b>381</b>	<b>401</b>	<b>381</b>	<b>401</b>	<b>401</b>	<b>401</b>	<b>381</b>	<b>401</b>
Performance- based remuneration	<b>Short-term variable remuneration</b>	<b>921</b>	<b>813</b>	<b>921</b>	<b>813</b>	<b>786</b>		<b>921</b>	<b>813</b>
	STI 2024	921	0	921	0	0		921	0
	STI 2025	0	813	0	813	786		0	813
	<b>Long-term variable remuneration</b>	<b>591</b>	<b>1,190</b>	<b>1,543</b>	<b>1,133</b>	<b>1,136</b>		<b>0</b>	<b>0</b>
	LTI Tranche 2021-2023 (lock-up period 2021-2027)***	0	0	0	0	0		0	0
	LTI Tranche 2022-2024 (lock-up period 2022-2026)****	0	0	0	0	0		0	0
	LTI Tranche 2023-2025 (lock-up period 2023-2026)	0	0	0	0	0		0	0
	LTI Tranche 2024-2026 (lock-up period 2024-2027)*****	591	0	1,543	0	0		0	0
	LTI Tranche 2025-2027 (lock-up period 2025-2028)*****	0	1,190	0	1,133	1,136		0	0
	<b>Total</b>	<b>1,512</b>	<b>2,003</b>	<b>2,464</b>	<b>1,946</b>	<b>1,922</b>	<b>2,672</b>	<b>921</b>	<b>813</b>
<b>Total performance-independent / performance-based remuneration</b>		<b>1,892</b>	<b>2,405</b>	<b>2,845</b>	<b>2,347</b>	<b>2,323</b>	<b>3,074</b>	<b>1,302</b>	<b>1,214</b>
Retirement benefit expense		0	0	0	0	0	0	0	0
<b>Total remuneration</b>		<b>1,892</b>	<b>2,405</b>	<b>2,845</b>	<b>2,347</b>	<b>2,323</b>	<b>3,074</b>	<b>1,302</b>	<b>1,214</b>
of which in percent	Share of fixed remuneration	20%	17%	13%	17%	17%	13%	29%	33%
	Share of variable remuneration	80%	83%	87%	83%	83%	87%	71%	67%

\* Theoretical target remuneration without taking into consideration the remuneration limits under the remuneration system

\*\* Maximum remuneration taking into consideration the remuneration limits under the remuneration system

\*\*\* The lock-up period was extended by the Executive Board member from 2024 to 2027

\*\*\*\* The lock-up period was extended by the Executive Board member from 2025 to 2026

\*\*\*\*\* The number of shares may still change depending on actual target achievement at the end of the reference period

Dr. Jochen Linck Executive Board member Executive Board member until September 30, 2023		Remuneration granted and owed						Payments received	
		Value of shares granted at the reporting date share price		Expense under IFRS 2 (fair value at grant date)					
		2024	2025	2024	2025	2025* (Target remun- eration)	2025* (Maxi- mum remun- eration)		
<b>EUR thousand</b>									
Performance- independent remuneration	Fixed remuneration	0	0	0	0	0	0	0	0
	Fringe benefits	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Performance- based remuneration	<b>Short-term variable remuneration</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>
	<b>Long-term variable remuneration</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>378</b>	<b>1,195</b>
	LTI Tranche 2020-2022 (lock-up period 2020-2023)	0	0	0	0	0		378	0
	LTI Tranche 2021-2023 (lock-up period 2021-2024)	0	0	0	0	0		0	1,195
	LTI Tranche 2022-2024 (lock-up period 2022-2025)	0	0	0	0	0		0	0
	LTI Tranche 2023-2025 (lock-up period 2023-2026)**	0	0	0	0	0		0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>378</b>	<b>1,195</b>
<b>Total performance-independent / performance-based remuneration</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>378</b>	<b>1,195</b>
Retirement benefit expense		0	0	0	0	0	0	0	0
<b>Total remuneration</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>378</b>	<b>1,195</b>
of which in percent	Share of fixed remuneration	0%	0%	0%	0%	0%	0%	0%	0%
	Share of variable remuneration	0%	0%	0%	0%	0%	0%	100%	100%

\* Theoretical target or maximum remuneration in accordance with the remuneration system applicable to Dr. Jochen Linck

\*\* LTI tranche for the period from January 1 to September 30, 2023

Dr. Bernd Schulte Executive Board member Executive Board member until March 31, 2021		Remuneration granted and owed						Payments received	
		Value of shares granted at the reporting date share price		Expense under IFRS 2 (fair value at grant date)					
		2024	2025	2024	2025	2025* (Minimum)	2025* (Maximum)		
EUR thousand		2024	2025	2024	2025	2025* (Minimum)	2025* (Maximum)	2024	2025
Performance-independent remuneration	Fixed remuneration	0	0	0	0	0	0	0	0
	Fringe benefits	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Performance-based remuneration	<b>Short-term variable remuneration</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Long-term variable remuneration</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>585</b>	<b>134</b>
	Share-based component from one-year variable remuneration (lock-up period 2020-2023)	0	0	0	0	0	0	585	0
	Share-based component from one-year variable remuneration (lock-up period 2021-2024)	0	0	0	0	0	0	0	134
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>585</b>	<b>134</b>
<b>Total performance-independent / performance-based remuneration</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>585</b>	<b>134</b>
Retirement benefit expense		0	0	0	0	0	0	0	0
<b>Total remuneration</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>585</b>	<b>134</b>
of which in percent	Share of fixed remuneration	0%	0%	0%	0%	0%	0%	0%	0%
	Share of variable remuneration	0%	0%	0%	0%	0%	0%	100%	100%

\* Theoretical minimum or maximum remuneration in accordance with the remuneration system applicable to Dr. Bernd Schulte

### Shares granted and promised to the Executive Board under the LTI pursuant to Section 162 (1) Sentence 2 No. 3 AktG

Name, position	Plan name	Lock-up period	Movement in shares granted or promised		
			Shares promised as of January 1	a) Granted (+) or forfeited (-) shares b) Transferred shares (-)	Shares promised as of December 31
Dr. Felix Grawert Chairman of the Executive Board	LTI Tranche 2021-2023	2021-2027*	165,852		165,852
	LTI Tranche 2022-2024	2022-2028**	105,362		105,362
	LTI Tranche 2023-2025	2023-2026	65,705	a) -7,550	58,155
	LTI Tranche 2024-2026***	2024-2027	71,999		71,999
	LTI Tranche 2025-2027***	2025-2028	0	a) 127,496	127,496
					<b>528,864</b>

\* The lock-up period was extended by the Executive Board member from 2024 to 2027

\*\* The lock-up period was extended by the Executive Board member from 2025 to 2028

\*\*\* The number of shares may still change depending on actual target achievement at the end of the reference period

Name, position	Plan name	Lock-up period	Movement in shares granted or promised		
			Shares promised as of January 1	a) Granted (+) or forfeited (-) shares b) Transferred shares (-)	Shares promised as of December 31
Dr. Christian Danninger Executive Board member	LTI Tranche 2021-2023*	2021-2027**	69,269		69,269
	LTI Tranche 2022-2024	2022-2026***	65,559		65,559
	LTI Tranche 2023-2025	2023-2026	40,883	a) -4,698	36,185
	LTI Tranche 2024-2026****	2024-2027	38,802		38,802
	LTI Tranche 2025-2027****	2025-2028	0	a) 68,778	68,778
					<b>278,593</b>

\* Pro rata for the period from May 1 to December 31, 2021

\*\* The lock-up period was extended by the Executive Board member from 2024 to 2027

\*\*\* The lock-up period was extended by the Executive Board member from 2025 to 2026

\*\*\*\* The number of shares may still change depending on actual target achievement at the end of the reference period

Name, position	Plan name	Lock-up period	Movement in shares granted or promised		
			Shares promised as of January 1	a) Granted (+) or forfeited (-) shares	Shares promised as of December 31
				b) Transferred shares (-)	
Dr. Jochen Linck (Executive Board member until September 30, 2023)	LTI Tranche 2021-2023	2021-2024	103,197	b) -103,197	0
	LTI Tranche 2022-2024	2022-2025	65,559		65,559
	LTI Tranche 2023-2025*	2023-2026	31,518	a) -4,379	27,139
					<b>92,698</b>

\* Pro rata for the period from January 1 to September 30, 2023

Name, position	Plan name	Lock-up period	Movement in shares granted or promised		
			Shares promised as of January 1	a) Granted (+) or forfeited (-) shares	Shares promised as of December 31
				b) Transferred shares (-)	
Dr. Bernd Schulte (Executive Board member until March 31, 2021)	Variable remuneration 2021	2021-2025	10,800	b) -10,800	0
					<b>0</b>

### ***Benefits in connection with termination of service on the Executive Board***

Apart from the provisions on termination of service explained above, no further contractually agreed benefits exist that would apply upon the departure of an Executive Board member, such as retirement benefits, continued use of a company car or office, or continued payment of other benefits.

***Comparative presentation of the annual change in remuneration of the members of the Executive Board with the development of earnings and the average remuneration of the employees of AIXTRON SE***

The following table shows a comparison of the year-on-year percentage change in remuneration of the members of the Executive Board with change in the net profit of AIXTRON SE and the AIXTRON Group as well as with the average remuneration of employees on a full-time equivalent basis compared with the previous year. The remuneration of the members of the Executive Board shown in the table reflects the remuneration granted and owed in the reporting year and thereby corresponds to the amount stated in the preceding remuneration tables in the column “Remuneration granted and owed” for fiscal years 2025 and 2024 within the meaning of Section 162 (1) Sentence 1 AktG. Where members of the Executive Board were only remunerated on a pro rata basis in individual fiscal years, such as due to joining or leaving during the year, remuneration for that fiscal year was extrapolated to a full year in order to ensure comparability.

The profit trend is generally presented on the basis of the change in the net profit for the year of AIXTRON SE in accordance with Section 275 (3) No. 16 HGB. As the remuneration of the members of the Executive Board is also materially dependent on the AIXTRON Group’s business performance, the trend in revenues, EBIT and the net profit for the year for the Group is also presented.

For the comparison with the change in average employee remuneration, reference is made to the average remuneration of the workforce of the parent company AIXTRON SE in Germany. As employee and remuneration structures in the subsidiaries are diverse, particularly for employees abroad, it is appropriate to base the comparison of the change in average remuneration solely on the total workforce of AIXTRON SE. This peer group was also used in reviewing the appropriateness of Executive Board remuneration. In doing so, the remuneration of all employees of AIXTRON SE, including senior executives and excluding student assistants, was taken into consideration. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

As part of remuneration reporting, the Company intends to present transparently how Executive Board remuneration is determined and reported. Due to market fluctuations, the value of the provisional share awards at the reporting date may differ significantly from the expense recognized under IFRS 2 (LTI expense).

For this purpose, the difference between the expense recognized under IFRS 2 for share-based remuneration (LTI expense) and the value of the provisional share awards at the reporting date is presented.

### Comparison of annual change in Executive Board remuneration in accordance with Section 162 (1) No. 2 AktG

Year-on-year change (in %)	12/31/2025 vs. 12/31/2024	12/31/2024 vs. 12/31/2023	12/31/2023 vs. 12/31/2022	12/31/2022 vs. 12/31/2021	12/31/2021 vs. 12/31/2020
<b>Executive Board remuneration</b>					
<b>Value at the respective reporting date share price (forfeitable share awards) (1)</b>					
Dr. Felix Grawert	32%	-29%	-11%	44%	152%
Dr. Christian Danninger*	27%	-35%	-11%	42%	n.a.
<b>Expense under IFRS 2 (forfeitable share awards; fair value at grant date) (2)</b>					
Dr. Felix Grawert	-17%	17%	-2%	18%	166%
Dr. Christian Danninger*	-17%	4%	-2%	13%	n.a.
<b>Change in net profit of AIXTRON SE and the Group</b>					
Consolidated revenues	-12%	1%	36%	8%	59%
Consolidated EBIT	-24%	-16%	50%	6%	184%
Consolidated net profit for the year	-20%	-27%	45%	6%	175%
Net profit for the year of AIXTRON SE	-50%	-6%	56%	6%	275%
<b>Average remuneration of AIXTRON employees **</b>					
Employees of AIXTRON SE	2%	0%	7%	3%	9%

\* Executive Board member as from May 1, 2021; amount for 2021 calculated on an annualized basis

\*\* Based on full-time equivalents

Changes in Executive Board remuneration may vary depending on the valuation approach applied. This is not a contradiction: two different points in time are considered, each providing different information.

- (1) Value of the forfeitable share awards at the reporting date: this value shows the “current” market value of the forfeitable share awards at year-end. If neither target achievement nor the share price changes significantly up to final transfer, this value is a good indicator of the later remuneration value.
- (2) Expense under IFRS 2: The expense recognized under IFRS 2 is based on the fair value of the forfeitable share awards on the grant date, which is determined by an external expert using a valuation model (Monte Carlo simulation). This valuation is mandatory under IFRS.

As the share price may change between the grant date and the reporting date, the two developments may differ significantly:

- As of December 31, 2025, the share price was 14% higher than at the prior year-end, which increases the value of the forfeitable share awards recognized at the reporting date. This is essentially the reason why Executive Board remuneration for 2025 increase by 32% for Dr. Felix Grawert and by 27% for Dr. Christian Danninger.
- By contrast, the IFRS 2 expense shows an opposite change, because the weighted fair value of the 2025–2027 tranche on the grant date was significantly lower than in the

prior year (EUR 16.48 instead of EUR 39.76; -59%). As a consequence, for 2025 the reported Executive Board remuneration for both Dr. Felix Grawert and Dr. Christian Danninger decreases by -17%.

***Stock option programs***

The remuneration system described does not include any stock options. Accordingly, Dr. Felix Grawert and Dr. Christian Danninger do not hold any stock options.

***Information on the claw-back provision***

No claw-backs of variable remuneration components of the Executive Board members were implemented in fiscal year 2025.

## **Outlook on the application of the remuneration system for 2026**

### **Short-term variable remuneration (STI)**

For the current fiscal year 2026, the Supervisory Board defined the following target dimensions and performance criteria for short-term variable remuneration (STI) in December 2025:

- **STI target “Consolidated net profit for the year”** (70% weighting): For consolidated net profit in 2026, the Supervisory Board set a target value within the framework of internal planning.
- **STI target “Market position”** (15% weighting): For the target dimension “market position”, the Supervisory Board defined targets for key markets for 2026.
- **STI target “Financial and operational targets”** (15% weighting): For the target dimension “financial and operational targets”, targets were defined with regard to operational improvements as well as product-related improvements.

### **Long-term variable remuneration (LTI)**

For the reference period of long-term variable remuneration (LTI) beginning in fiscal year 2026, the Supervisory Board defined the following performance criteria:

- **LTI target “Consolidated net profit for fiscal years 2026, 2027 and 2028”** (35% weighting)
- **LTI target “Total shareholder return (TSR)”** from Q4/2025 to Q4/2028 (50% weighting)
- **LTI target “Sustainability targets”** (15% weighting):
  - Social (5% weighting): Sustainable promotion of employee development, measured by the average number of training hours achieved per AIXTRON employee per year by the end of 2028
  - Environment (5% weighting): Reduction in normalized energy consumption of current AIXTRON systems for power electronics by the end of 2028
  - Information security management (5% weighting): Continuous development of information security in accordance with the requirements of ISO 27001 and the corresponding statutory requirements under the NIS 2 Directive by the end of 2028

Target achievement of the LTI remuneration 2026 will be determined on the basis of the results for the period from January 01, 2026 to December 31, 2028. The share price relevant for the allocation amounts to EUR 15.935 (average XETRA closing prices in Q4 2025). The Supervisory Board will determine the degree of target achievement after the end of 2028 and will convert the forfeitable share awards into non-forfeitable share awards depending on target achievement. After expiry of the four-year lock-up period (ending on December 31, 2029), one share will be transferred for each non-forfeitable share award, generally in the week following publication of the annual report.

## ***Remuneration of Supervisory Board Members***

The remuneration of the Supervisory Board is governed by Section 17 of the Articles of Association of AIXTRON SE. At the Annual General Meeting in May 2024, the amendment to Supervisory Board remuneration, the corresponding new version of Section 17 of the Articles of Association and the approval of the adjusted remuneration system for the Supervisory Board were approved. The new provisions were applied on a pro rata temporis basis for the 2024 fiscal year from the date of the Annual General Meeting.

Under the remuneration system applicable until the Annual General Meeting in the 2024 fiscal year, committee activities on the Supervisory Board – with the exception of the role of Chair of the Audit Committee – were not remunerated. The adjustments are intended to reflect the increased importance of committee work and the associated increase in time commitment, in line with Recommendation G.17 of the German Corporate Governance Code (DCGK). In particular, the remuneration for members of the Audit Committee was increased in order to reflect the special role of this committee. No further changes were made to the fixed remuneration of the Supervisory Board. The annual fixed remuneration for each individual member of the Supervisory Board amounts to EUR 60,000; for the Chairperson, three times this amount, and for the Deputy Chair, one and a half times the remuneration of an ordinary Supervisory Board member.

Members of the Audit Committee receive additional annual remuneration of EUR 20,000, with the Chair of the Audit Committee receiving twice that amount (previous system: EUR 20,000 only for the Chair of the Audit Committee).

Members of other committees of the Supervisory Board receive additional annual remuneration of EUR 10,000 for their committee work in each case, with the chair of a committee receiving twice that amount, provided that the respective committee has met at least once in the fiscal year to fulfill its duties (previous system: EUR 0).

No attendance fees or other variable remuneration are granted.

Members of the Supervisory Board who serve on the Supervisory Board only for part of a fiscal year or who hold the position of Chair or Deputy Chair of the Supervisory Board or of the Audit Committee only for part of the year receive, on a pro rata basis, one twelfth of the above remuneration for each commenced month of the respective activity on the Supervisory Board.

The Company bears the insurance premiums paid for liability and legal expenses insurance to cover liability risks arising from Supervisory Board activities for the members of the Supervisory Board, as well as the insurance tax payable thereon.

The members of the Supervisory Board do not receive any loans from the Company.

The remuneration attributable to the individual members of the Supervisory Board for fiscal years 2025 and 2024 is presented on an individualized basis in the table below. As in previous years, no remuneration was paid in fiscal year 2025 for services personally rendered by members of the Supervisory Board.

**Supervisory Board remuneration**

Supervisory Board member	Year	Total fixed remuneration in EUR thousand		Fixed remuneration in EUR thousand		Committee remuneration in EUR thousand	
					in %		in %
Alexander Everke <sup>1)2)3)4)</sup> (Chairman of the Supervisory Board, Chairman of the Capital Markets Committee, Chairman of the Nomination Committee)	2025	210	140	67%	70	33%	
	2024	74	40	54%	34	46%	
Frits van Hout <sup>4)7)</sup> (Deputy Chairman of the Supervisory Board, Chairman of the Remuneration Committee)	2025	120	90	75%	30	25%	
	2024	103	90	87%	13	13%	
Ingo Bank <sup>5)6)</sup>	2025	63	40	63%	23	37%	
	2024	0	0	0%	0	0%	
Karen Florschütz <sup>4)7)</sup>	2025	80	60	75%	20	25%	
	2024	47	40	0%	7	0%	
Dr. Stefan Traeger <sup>2)3)</sup>	2025	80	60	75%	20	25%	
	2024	67	60	90%	7	10%	
Prof. Dr. Anna Weber <sup>1)</sup> (Chairwoman of the Audit Committee, independent financial expert)	2025	100	60	60%	40	40%	
	2024	93	60	64%	33	36%	
Kim Schindelhauer <sup>8)9)10)11)12)13)</sup> (until May 15, 2025)	2025	83	75	90%	8	10%	
	2024	207	180	87%	27	13%	
Prof. Dr. Andreas Biagosch (until May 15, 2024)	2025	0	0	0%	0	0%	
	2024	25	25	100%	0	0%	
Prof. Dr. Petra Denk (until May 15, 2024)	2025	0	0	0%	0	0%	
	2024	25	25	100%	0	0%	
<b>Total</b>	<b>2025</b>	<b>737</b>	<b>525</b>	<b>71%</b>	<b>212</b>	<b>29%</b>	
	<b>2024</b>	<b>641</b>	<b>520</b>	<b>81%</b>	<b>121</b>	<b>19%</b>	

1) Member of the Audit Committee

2) Member of the Capital Markets Committee

3) Member of the Nomination Committee

4) Member of the Remuneration Committee

5) Member of the Audit Committee as from May 15, 2025

6) Member of the Capital Markets Committee as from May 15, 2025

7) Member of the Nomination Committee as from May 15, 2025

8) Chairman of the Supervisory Board until May 15, 2025

9) Former member of the Executive Board of AIXTRON

10) Member of the Audit Committee until May 15, 2025

11) Chairman of the Capital Markets Committee until May 15, 2025

12) Member of the Nomination Committee until May 15, 2025

13) Member of the Remuneration Committee until May 15, 2025

**Directors' & Officers' (D&O) insurance**

In accordance with the requirements of Section 93 (2) AktG, AIXTRON SE has taken out D&O insurance for all members of the Executive Board against risks arising from their professional activities for the Company, which provides for a deductible of at least 10% of the loss up to at least one and a half times the fixed annual remuneration of the Executive Board member. The Company has also taken out D&O insurance for the members of the Supervisory Board of AIXTRON SE.

## ***Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG***

To AIXTRON SE, Herzogenrath,

### ***Opinion***

We have formally examined the remuneration report of AIXTRON SE, Herzogenrath for the financial year from January 1 to December 31, 2025 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

### ***Basis for Opinion***

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (09.2023)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QMS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

### ***Responsibilities of the Management Board and the Supervisory Board***

The management and the Supervisory Board of AIXTRON SE are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

### ***Our Responsibilities***

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the

remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

***Handling Potential Misleading Presentations***

In connection with our examination our responsibility is to read the remuneration report by taking into account the findings of the audit of the annual financial statements and, in doing so, remain alert for indications of misleading presentations in the remuneration report to determine whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

If, based on the work we have performed, we conclude that there is such misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Essen, February 25, 2026

**KPMG AG**

**Wirtschaftsprüfungsgesellschaft**

[Original German version signed by:]

Dr. Ohmen  
Wirtschaftsprüfer  
[German Public Auditor]

Bersching  
Wirtschaftsprüfer  
[German Public Auditor]