

Remuneration Report

The remuneration report describes the main features of the remuneration system of AIXTRON SE and explains the amount and structure of the remuneration of the Executive Board and the remuneration of the Supervisory Board for fiscal year 2024 in accordance with the Articles of Association. The remuneration of the individual members of the Executive Board and Supervisory Board is disclosed individually. The remuneration report for the previous fiscal year 2023 was approved by the Annual General Meeting on May 15, 2024.

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). For reasons of easier readability, we only use the grammatically masculine form here. It is representative of persons of all genders: male, female, diverse.

Principles of the Remuneration System

At the 2024 Annual General Meeting, the remuneration system that will be applied for the first time for the 2024 financial year, taking into account transitional arrangements, was approved. This remuneration system continues the previous system, which was approved by the 2020 Annual General Meeting, with minor adjustments. The remuneration system for the Executive Board of AIXTRON SE complies with the requirements of the German Stock Corporation Act (in the version dated January 15, 2024) and is in line with the content-related requirements of ARUG II and is based on the recommendations of the German Corporate Governance Code (DCGK) in the version dated April 28, 2022.

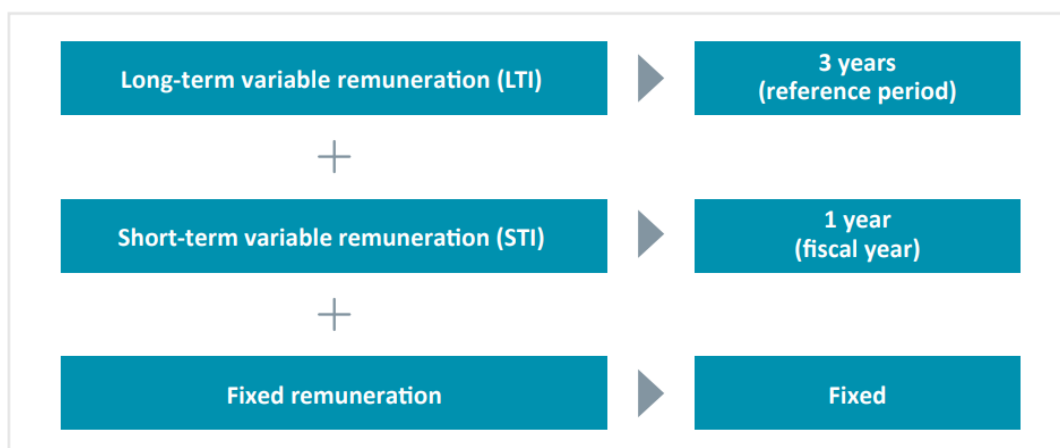
A detailed description of the Executive Board remuneration system approved by the Annual General Meeting on May 15, 2024 can be found on the AIXTRON SE website under [Executive Board remuneration system](#). The newly approved remuneration system will apply in fiscal year 2024 for the contracts of Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 01, 2024 to December 31, 2024, taking into account transitional provisions. The previous remuneration system was applied in the 2023 financial year for the contracts of the Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 01, 2023 to December 31, 2023 and for Dr. Jochen Linck for the period from January 01, 2023 to September 30, 2023. The structure of the remuneration of the Executive Board at AIXTRON SE is designed to provide incentives for ecologically and economically sustainable development of the Company as well as for long-term commitment by Executive Board members.

Based on the remuneration system, the Supervisory Board determines the specific remuneration of the individual members of the Executive Board. To the extent permitted by law, the Supervisory Board aims to offer the members of the Executive Board a remuneration scheme that is customary in the market and at the same time competitive in order to be able to attract outstanding personalities to AIXTRON SE and retain them in the long term.

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

- **fixed remuneration**
- **short-term performance-related variable remuneration** (short-term incentive, **STI**)
- **long-term performance-related variable remuneration** (long-term incentive, **LTI**)

Remuneration Structure



The **fixed remuneration** comprises a fixed, non-performance-related basic remuneration that is paid monthly (13 times a year) as a salary. Other components of the fixed remuneration include fringe benefits such as a company car, allowances for private pensions and the assumption of costs for other insurance policies.

The **variable remuneration** is directly linked to the strategy and performance of the AIXTRON Group and consists of the short-term STI and the long-term LTI. The amount of the two variable remuneration elements depends on the achievement of financial and non-financial performance indicators. In the interests of the shareholders, the Company does not publish the details of individual market-related KPIs that could allow competitors to draw conclusions about the strategic intentions of the company. The weighting and KPI value of each target are determined by the Supervisory Board before the beginning of each financial year and the result is determined solely by the actual KPI achievement without discretionary adjustments.

Short-term performance-related variable remuneration

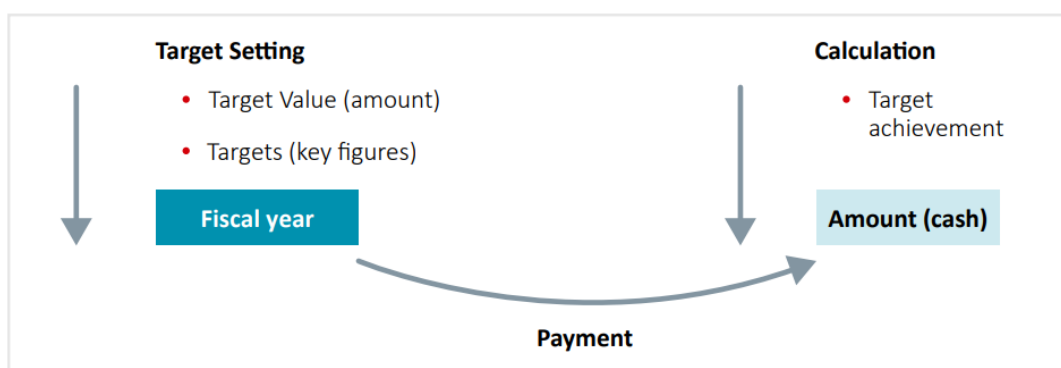
The short-term performance-related remuneration, also known as the **Short Term Incentive (STI)**, is based on the AIXTRON Group's performance in the fiscal year and is granted entirely in cash.

The STI is measured according to the key figures of consolidated net income, the market position of the AIXTRON Group, and financial and operational targets. The relative weighting is 70% for consolidated net income, 15% each for market position and 15% for financial and operating targets. The financial targets from which the Supervisory Board can choose before the start of a fiscal year include, among others: Profitability, capital

efficiency, growth and liquidity. The operational targets from which the Supervisory Board can choose before the start of a financial 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 and implementation of the corporate strategy. The Supervisory Board is free to define further financially and operationally significant targets and include them in the specific list of criteria for a financial year.

Corresponding targets are also applied to employees in senior management in order to achieve consistency in the company's target system.

Short-term incentive (STI)



The **targets are set** prior to the start of a fiscal year: The Supervisory Board establishes the STI's target value and the targets based on the aforementioned indicators. In the event of 100% target achievement, the target STI of the Executive Board members varies from 0.88% to 1.40% of the consolidated net income in the newly approved compensation system and from 1.10% to 1.75% of the consolidated net income in the previous compensation system, in accordance with the budget approved by the Supervisory Board for the financial year. The transitional agreements for the application of the range from the new remuneration system was determined individually for each member of the Board of Management at the time of the extension of their contracts and, in the event of a change during the year, was taken into account on a pro rata basis.

STI target achievement is determined after the expiry of the fiscal year. This is capped at a maximum of 250% target achievement. No STI is paid if the consolidated net income for the year is negative, i.e. in years in which the Company posts a loss. STI is paid out in cash after the Supervisory Board has approved the consolidated financial statements.

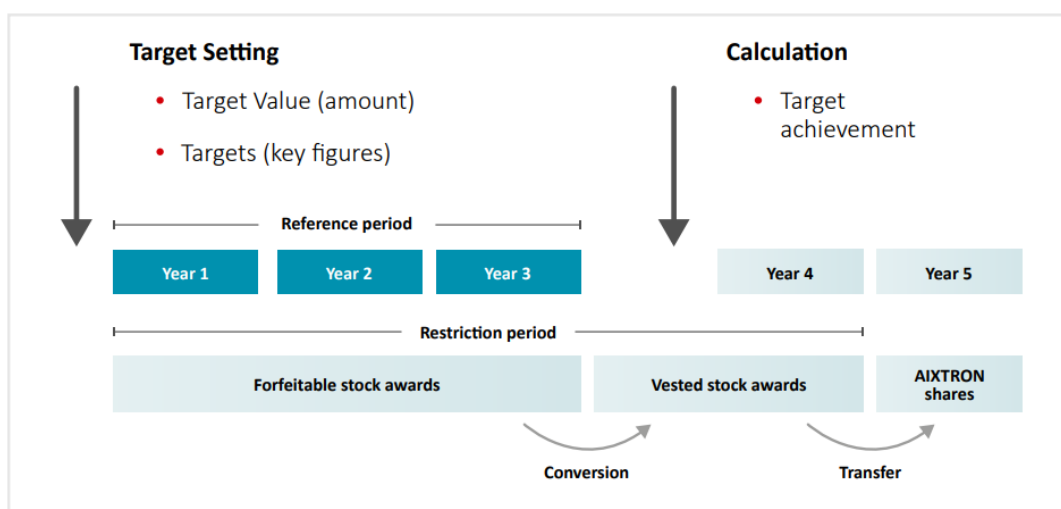
Long-term Performance-Related Variable Remuneration

The amount of long-term performance-related remuneration, also referred to as the **long-term incentive (LTI)**, is geared to the performance of the AIXTRON Group over a **3-year reference period** and is granted entirely in AIXTRON shares. Executive Board members may first dispose of these shares following a four-year holding period calculated from the start of the reference period.

Before the start of a financial year, the Supervisory Board determines the **long-term targets** for each Executive Board member for the forthcoming reference period. Each Executive Board member receives forfeitable stock awards in the amount of the **target**

LTI, which varies from 1.12% to 1.80% of the consolidated net income for the year in the newly approved remuneration system and from 1.40% to 2.25% in the previous remuneration system, in accordance with the budget approved by the Supervisory Board for the financial year. The transitional agreements for the application of the range from the new remuneration system was determined individually for each member of the Executive Board on the contract extension date and taken into account pro rata temporis in the event of a change during the year. The number of forfeitable stock awards is calculated based on the average of the closing prices on all stock market trading days in the final quarter of the previous year. If the consolidated net income for the year is budgeted to be zero or negative, and if a return to profitability is expected during the reference period, the Supervisory Board may within reasonable limits specify a LTI value for the fiscal year.

Long-term variable remuneration (LTI)



The **target achievement of the LTI** is measured against the key figures of consolidated net income for the year and total shareholder return (TSR), as well as sustainability targets.

In this regard, the relative weighting amounts to 50% for consolidated net income for the year, 40% for TSR, and 10% for sustainability targets. From the 2025 financial year, the relative weighting is 35% for consolidated net income, 50% for TSR and 15% for sustainability targets.

For the **first key figure of the LTI**, the **consolidated net income**, the Supervisory Board sets a target value on the aggregate consolidated net incomes that are to be achieved during the reference period. After the reference period ends, the ratio of the actual value to the target value is calculated. If the two values are identical, target achievement amounts to 100%. Target achievement is capped at a maximum of 250%. If the ratio is zero or negative, target achievement amounts to 0%. A linear interpolation takes place between the values of 0% and 250%.

The **second key figure of the LTI**, the **TSR**, denotes the **total shareholder return** over the reference period and is calculated as the ratio of the change in the stock price, plus paid dividends, at the end of the reference period to the value at the start of the reference period. For the LTI tranches in fiscal years 2024, 2023 and before, the TSR of the AIXTRON share is measured against the weighted TSR of a peer group consisting of shares from the six semiconductor equipment manufacturers Veeco Instruments, Applied Materials,

Tokyo Electron, Lam Research, ASML and ASMI and weighted proportionally to their market capitalization. In the newly approved remuneration system, an expanded composition of the peer group to twelve semiconductor equipment manufacturers and their equal weighting was resolved for the LTI tranches from the 2025 financial year. From 2025, the peer group will comprise 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.

The share price development is determined as the difference between the average closing prices on all stock exchange trading days in the last quarter before the start of the reference period and in the final quarter of the reference period. After the reference period ends, the ratio of the development in the TSR for AIXTRON shares to the development in the TSR for the comparative group is calculated. The target achievement over the reference period corresponds to the ratio of the TSR performance of the AIXTRON share to the TSR performance of the peer group. Target achievement is capped at a maximum of 250% and amounts to 0% if the ratio is less than 50%. If during the period under consideration the enterprises in the comparative group experience extraordinary changes (such as mergers, changes in business activities, etc.), the Supervisory Board may take this appropriately into consideration with regard to the composition of the comparative group. In such case, the Supervisory Board will report on this in the annual remuneration report.

The **third key figure of the LTI** is calculated by reference to **sustainability targets** set by the Supervisory Board at the beginning of each reference period. These targets refer to the areas of environment, social affairs, and corporate governance. Target achievement corresponds to the ratio of the actual values achieved to the target values. It is capped at 250%. Before the start of each financial year, the Supervisory Board sets two to three sustainability targets to be achieved by the end of the reference period. The sustainability targets from which the Supervisory Board can choose before the start of the financial year for the respective member of the Executive Board include: efficient use of energy and raw materials, reduction of emissions, employee satisfaction and development, customer satisfaction, innovation performance, succession planning and compliance.

At the end of the three-year reference period, the Supervisory Board determines whether the LTI target has been achieved. Depending on target achievement, the forfeitable stock awards are then converted into vested share awards or partially forfeited. The maximum number of vested share awards under the LTI is limited to 250% of the vested shares awarded at the beginning of the reference period.

Following expiry of the four-year restriction period, the shares are transferred to the Executive Board member, with due compliance with the maximum remuneration limits set out below. The Executive Board member is not entitled to receive dividends during the restriction period.

The restriction period for the transfer of shares under the LTI can irrevocably be extended once by the Executive Board member by up to 36 months for the LTI tranches that end with the four-year vesting period from December 31, 2024.

Remuneration limits

The remuneration system is intended to provide appropriate rewards for successful Executive Board work and to ensure that the Executive Board and shareholders all benefit from the Company's positive development. In order to avoid taking inappropriate risks and to maintain an appropriate relationship to the situation of the AIXTRON Group, Executive Board remuneration is capped by setting a **maximum remuneration** and a **maximum remuneration cap**.

The **maximum remuneration (expense cap)** is the total remuneration owed to the Executive Board for a fiscal year. In 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 under the new system applies pro rata temporis with effect from May 01, 2024. Under the previous remuneration system, the maximum total remuneration was EUR 6,500 thousand for two Executive Board members and EUR 10,000 thousand for three or more Executive Board members. The expense cap is applied pro rata temporis in the event of changes to the Executive Board during the year. In total, this also results in the **expenditure cap**, i.e. the maximum expense for the Company.

In addition, there is a maximum **remuneration limit (allocation cap)** for the total of fixed remuneration, STI and LTI. The actual inflow of each individual member of the Executive Board for a financial year is limited to four times the target total remuneration. This is the **inflow cap**. If the remuneration cap is exceeded, part of the previously defined share awards are forfeited in order to ensure compliance.

The **fixed remuneration** will generally be between 20% and 40% of the **target total remuneration**, while the **variable remuneration** will be between 60% and 80%. A larger proportion is allocated to long-term remuneration in order to incentivize long-term and sustainable action. Intra-Group mandates, for example at subsidiaries, are not remunerated additionally.

Further provisions

To ensure that the interests of the Executive Board are aligned with those of shareholders, the Company has a stock ownership policy. After a four-year build-up phase, each Executive Board member is obliged to hold 100% of their basic remuneration in AIXTRON shares for the duration of their membership of the Executive Board. The value of vested stock awards is set off against the respective target shareholding value. Executive Board members may sell shares only if they exceed the respective target value.

Furthermore, a **sanctioning mechanism**, i.e. claw-back policy, applies for **breaches of duty or compliance**. Based on this mechanism, in the event of such breaches the Supervisory Board may reduce variable remuneration components not yet paid out, allow stock awards to lapse, or even claw these back. These possibilities may be exercised even when the Executive Board member is no longer in office and is no longer employed by the Company.

In justified exceptional circumstances, such as severe economic crises, the effects of which render the original Company targets invalid, the Supervisory Board may resolve a temporary divergence from the remuneration system if such divergence is in the interests

of AIXTRON SE. As a general rule, the targets and target values do not change during the periods relevant for the respective target achievement, even if developments in the overall market are unfavorable.

Compensation comparison

The appropriateness of the remuneration components is reviewed annually by the Supervisory Board. The remuneration system is presented to the Annual General Meeting for approval in the event of any material changes to the system and at least every four years.

For the external comparison, the remuneration data of the semiconductor equipment manufacturers Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML, ASMI and the TecDAX companies, whose market capitalization is between 50% and 200% of the market capitalization of AIXTRON SE, were used up to fiscal year 2024.

In accordance with the newly approved remuneration system, the remuneration data of three groups of companies will be used for the external comparison from the 2025 financial year:

- the 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 TecDAX companies whose market capitalization is closest to that of AIXTRON SE.

For the internal comparison, the ten non-tariff-paid managers with the greatest management responsibility and decision-making authority were defined as the top management circle until the 2024 financial year. In accordance with the newly approved remuneration system, the members of the Executive Committee and managers with comparable seniority, management responsibility and decision-making authority will be used as the top management group from the 2025 financial year onwards.

Regulations upon termination of employment

In the event of the termination of a Executive Board contract, any outstanding variable remuneration components attributable to the period up to the termination of the contract are granted in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding periods specified in the contract. If an Executive Board contract ends during a fiscal year, STI and LTI are granted on a prorated basis relative to the length of service in this fiscal year.

The foregoing does not apply to cases in which the employment contract is terminated without notice for cause inherent in the Executive Board member for which he or she is responsible. In such case, variable remuneration will not be paid for the year in which termination becomes effective.

In the event of **premature termination of the Executive Board mandate** due to the revocation of the appointment, the Executive Board member receives a severance payment in the amount of the remuneration expected to be owed by the Company for the remaining term of the employment contract, up to a maximum of two years' remuneration (severance cap).

When agreeing employment contracts with Executive Board members, the Supervisory Board may stipulate that, in the event of the contract being terminated due to a **“change-of-control” event**, severance will be paid in the aforementioned maximum amount. A change-of-control event in the foregoing sense exists where a third party, or a group of third parties who combine their shareholding by contract in order to act as a single third party, directly or indirectly holds more than 50% of the Company's share capital.

Benefits in excess of this severance payment are not permitted.

In the event of a premature termination of the Executive Board mandate due to a mutually agreed termination of the employment contract, the total value of the benefits promised by the Company to the Executive Board member as part of 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 employment contract, but no more than the value of two years' remuneration.

Remuneration of Executive Board Members in Fiscal Year 2024

In the 2024 financial year, the newly approved remuneration system was applied to the contracts of the Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 01 to December 31, taking into account the transitional agreements described above. The previous remuneration system was applied in the 2023 financial year for the contracts of Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 01, 2023 to December 31, 2023 and for Dr. Jochen Linck for the period from January 01 to September 30, 2023. The structure of Executive Board remuneration at AIXTRON SE is designed to provide incentives for both the economically and ecologically sustainable development of the Company and the long-term commitment of Executive Board members.

The following sections list the specific Executive Board remuneration for the reporting year and contain detailed information and background information on the total remuneration of the Executive Board, the target setting and target achievement of the variable remuneration as well as individualized information on the remuneration of the individual Executive Board members. The stated target remuneration takes into account the departure of Executive Board members during the course of the year.

Total remuneration

The maximum remuneration (expense cap) is the total remuneration owed to the Executive Board for a financial year. In 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 under the new system applies pro rata temporis with effect from May 01, 2024. Under the previous remuneration system, the maximum total remuneration was EUR 6,500 thousand for two Executive Board members and EUR 10,000 thousand for three or more Executive Board members. For the 2024 financial year, the maximum remuneration (expense cap) for two Executive Board members may not exceed EUR 7,838 thousand due to the pro rata temporis consideration of the new maximum remuneration limits. For the 2023 financial year, the maximum remuneration (expense cap) was EUR 9,125 thousand due to the departure of a member of the Executive Board during the year.

Total Executive Board remuneration for the 2024 financial year amounted to EUR 7,838 thousand (2023: EUR 9,125 thousand). In the 2024 and 2023 financial years, the expense cap was applied, which limits the total remuneration of the Executive Board to the aforementioned values.

The non-performance-related fixed remuneration of the Executive Board for the 2024 financial year, consisting of basic remuneration, pension contributions and benefits in kind, totaled EUR 820 thousand (2023: EUR 1,032 thousand).

Basic remuneration

The basic remuneration in the 2024 financial year amounted to

- EUR 400 thousand for Dr. Felix Grawert,
- EUR 342 thousand for Dr. Christian Danninger.

Pension commitment

The members of the Executive Board in office during the reporting year do not have individual pension commitments, meaning that no pension provisions are recognized. Instead, pension allowances for the members of the Executive Board are paid out with their salary or paid into an insurance policy with a provident fund commitment. The pension allowances are part of the non-performance-related fixed remuneration of the Executive Board. In the 2024 financial year, they amounted to

- EUR 30 thousand for Dr. Felix Grawert,
- EUR 34 thousand for Dr. Christian Danninger.

Short-term variable remuneration (STI)***Target dimension "Consolidated Profit for the Year"***

At its meeting on December 11, 2023, the Supervisory Board set a target value of EUR 156,675 thousand for the consolidated net income for 2024 (70% of total target). The actual figure of EUR 106,283 thousand results in a target achievement of 68% (2023: 102%), which reflects the weaker than expected business performance over the course of the year.

Target dimension "Market position"

For the target dimension "market position" (15% of total target), the Supervisory Board has set targets for individual market segments for the 2024 financial year, which are weighted 33% for existing markets, 33% for new growth markets and 33% for future markets (2023: 50% each for existing markets and new growth markets). A good sales performance in both the existing and growth markets led to a target achievement of 156% (2023: 112%) for the existing markets and 150% (2023: 107%) for the new markets. The target achievement for the future markets was 175% in the 2024 financial year.

Target dimension "Financial and Operational Targets"

For the target dimension "Financial and operational targets" (15% of total target), performance criteria were defined in the area of operational improvements and product-related improvements. Target achievement in the past financial year was 136% and 0% respectively (2023: 175% for operational improvements and 91% for product-related improvements). The failure to meet the target for product-related improvements is attributable to a failure to meet the sales target for an innovation topic due to weak demand in the area of electromobility.

In the 2024 financial year, the expense cap will apply to both short-term and long-term remuneration, which limits the total remuneration for the Executive Board.

The total short-term variable remuneration (STI) is as follows

- for Dr. Felix Grawert in the amount of EUR 1,692 thousand in cash (reduced by 26.4% due to the expense cap),
- for Dr. Christian Danninger in the amount of EUR 921 thousand in cash (reduced by 26.4% due to the expense cap)

Long-term variable remuneration (LTI)

The target achievement of the 2024 LTI tranche is calculated on the basis of the results achieved in the period from January 01, 2024 to December 31, 2026. The performance criteria apply to them

- Consolidated net income for the financial years 2024, 2025 and 2026 (50% of total target)
- Development of total shareholder return (TSR) from Q4/2023 to Q4/2026 (40% of total target)
- Sustainability targets (10% of total target):
 - Decarbonization targets in accordance with the criteria of the Science Based Target Initiative (SBTi) and achievement of "Target Approved" status by the end of 2026.
 - Diversity and employee retention measured at the end of 2026 in relation to defined employee groups.

The share price of AIXTRON SE relevant for the LTI target remuneration for 2024 is EUR 32.102. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in Q4/2023. The degree of fulfillment of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2026. The forfeitable share awards will then be converted into non-forfeitable share awards depending on target achievement. After the expiry of a 4-year restriction period ending on December 31, 2027, for the fiscal year 2024, one share of the Company will be transferred for each vested share award. This is to take place in the week following the publication of the annual report. The restriction period for the transfer of shares under the LTI can be irrevocably extended once by the Executive Board member by up to 36 months for the LTI tranches that end with the four-year restriction period from December 31, 2024.

For the long-term variable remuneration (LTI) 2024, the Supervisory Board granted 168,992 forfeitable stock awards on the grant date, which must be measured at fair value on the grant date in accordance with IFRS 2 (LTI 2024: 11.12.2023). The 2024 tranche was therefore measured at a weighted average fair value of EUR 39.76 per share commitment, resulting in a target LTI of EUR 6,719 thousand (not taking into account the remuneration limits in accordance with the remuneration system).

Taking into account the preliminary estimate of target achievement and the expense cap, which limits the total remuneration of the Executive Board, the total expense for long-term variable remuneration (LTI expense) amounts to EUR 4,406 thousand.

This results in the following expenses for the long-term variable remuneration (LTI expenses):

- for Dr. Felix Grawert of EUR 2,863 thousand (reduced by 26.4% due to the expense cap)
- for Dr. Christian Danninger of EUR 1,543 thousand (reduced by 26.4% due to the expense cap).

The LTI expense recognized in the financial year is based on the fair value in accordance with IFRS 2 on the grant date. This LTI expense does not correspond to the value of the preliminary share awards based on the share price on the balance sheet date.

The remuneration report should provide a transparent overview of how the compensation of the Executive Board is determined and recognized. Due to market fluctuations, the value of the preliminary stock awards as of the balance sheet date may differ significantly from the expenses recognized in accordance with IFRS 2 (LTI expenses). This issue does not arise for the STI, which is granted entirely in cash.

For this purpose, the difference between the share-based payment expense (LTI expense) recognized in accordance with IFRS 2 and the value of the preliminary stock awards as at the balance sheet date is presented.

Name, position	Title of plan	Restriction Period	Long-term variable remuneration (LTI)				
			Pre-liminary stock awards	Weighted average of the fair value according to IFRS 2 on the grant date	Share price on the balance sheet date of December 31	Expense under IFRS 2	Value of preliminary stock awards at the balance sheet date
			(1)	(2)	(3)	(1) x (2)	(1) x (3)
Dr. Felix Grawert Chairman of the Executive Board	LTI Tranche 2023-2025*	2023-2026	65,705	34.47	38.66	2,266	2,540
	LTI Tranche 2024-2026*	2024-2027	71,999	39.76	15.22	2,863	1,096
Dr. Christian Danning Board member	LTI Tranche 2023-2025*	2023-2026	40,883	34.47	38.66	1,410	1,581
	LTI Tranche 2024-2026*	2024-2027	38,802	39.76	15.22	1,543	591

* The number of shares may still change due to the target achievement at the end of the reference period.

For the LTI tranche 2024-2026, there are large differences between the value of the preliminary stock awards at the reporting date price and the expense in accordance with IFRS 2. The reason for this is the sharp fall in the share price in the 2024 financial year.

This results in the following values for the provisional share commitments at the balance sheet date price:

- for Dr. Felix Grawert of EUR 1,096 thousand (expenses in accordance with IFRS 2: EUR 2,863 thousand)
- for Dr. Christian Danning of EUR 591 thousand (expenses in accordance with IFRS 2: EUR 1,543 thousand)

**Tabular Overview of Performance Criteria Applied to Executive Board
Remuneration pursuant to Sec. 162 (1) Sentence 2 No. 1 Stock Corporation Act
(AktG)**

Comp- onent	Description of performance measures	Portion	Information on the performance targets					
				a) Minimum target	a) Target achievement	a) Measured performance		
				b) Corresponding remuneration	b) Corresponding remuneration	b) Corresponding remuneration		
STI 2024	Consolidated net income 2024	70%	% a) 0 kEUR b) 0	a) 100 b) 2,964	a) 68 b) 2,016			
	Market position	15%	% a) 0 kEUR b) 0	a) 100 b) 635	a) 160 b) 1,018			
	Existing markets	33%	% a) 0 kEUR b) 0	a) 100 b) 212	a) 156 b) 330			
	New markets	33%	% a) 0 kEUR b) 0	a) 100 b) 212	a) 150 b) 318			
	Future markets	33%	% a) 0 kEUR b) 0	a) 100 b) 212	a) 175 b) 371			
	Financial and operational targets	15%	% a) 0 kEUR b) 0	a) 100 b) 635	a) 81 b) 517			
	Operational improvements	60%	% a) 0 kEUR b) 0	a) 100 b) 381	a) 136 b) 517			
	Product related improvements	40%	% a) 0 kEUR b) 0	a) 100 b) 254	a) 0 b) 0			
LTI 2024	Consolidated net income 2024-2026	50%	% a) 0 kEUR b) 0	a) 100 b) 2,897	a) will be calculated at the end of b) 2026			
	Total Shareholder Return 2024-2026	40%	% a) 0 kEUR b) 0	a) 100 b) 3,242	a) will be calculated at the end of b) 2026			
	Sustainability targets 2024-2026	10%	% a) 0 kEUR b) 0	a) 100 b) 579	a) will be calculated at the end of b) 2026			
	Decarbonization targets in line with the criteria of the Science Based Target Initiative (SBTi) and achieving "Target Approved" status by the end of 2026	50%	% a) 0 kEUR b) 0	a) 100 b) 290	a) will be calculated at the end of b) 2026			
	Diversity and employee retention, each measured at the end of 2026, based on defined employee groups	50%	% a) 0 kEUR b) 0	a) 100 b) 290	a) will be calculated at the end of b) 2026			

Determination of Target Achievement Tranche 2022:

The reference period for the 2022 LTI tranche expired on December 31, 2024. The originally agreed targets were largely achieved or even exceeded. The achievement of objectives for the Executive Board is shown in detail in the following table:

Comp- onent	Description of performance measures	Portion	Information on the performance targets			
				a) Minimum target	a) Target achievement	a) Measured performance
LTI 2022	Consolidated net income 2022-2024	50%	% kEUR	a) 0 b) 0	a) 100 b) 1,792	a) 122 b) 2,191
	Total Shareholder Return 2022-2024	40%	% kEUR	a) 0 b) 0	a) 100 b) 1,752	a) 67 b) 1,173
	Sustainability targets 2022-2024	10%	% kEUR	a) 0 b) 0	a) 100 b) 358	a) 172 b) 616
	EU taxonomy-aligned revenues, OpEx and CapEx	50%	% kEUR	a) 0 b) 0	a) 100 b) 179	a) 250 b) 448
	Management and personnel development	50%	% kEUR	a) 0 b) 0	a) 100 b) 179	a) 94 b) 168

* Valued at the fair value in accordance with IFRS 2 on the grant date; differs from the value at the balance sheet date

A target of EUR 288 million was set in 2021 for the **group's net income** in the years 2022-2024. This financial goal was achieved by 122% with a total consolidated net income of EUR 352 million. At the end of this fiscal year, the '**Total Shareholder Return**' (TSR) performance of the AIXTRON share was -23% compared to the TSR performance of the peer group 15%, corresponding to a target achievement of 67%. For the non-financial targets, the **taxonomy-aligned revenue, capital expenditure (CapEx) and operating expenditure (OpEx) shares** of the taxonomy-eligible revenue, CapEx and OpEx were measured. The share is 100% for sales, 98% for CapEx and 95% for OpEx. This corresponds to a total target achievement of 250%. As part of the sustainability target for the **development of managers and personnel**, succession planning and requirement profiles were assessed on the basis of defined target quotas. Target achievement was determined by the HR department at 94%.

Deviation from Remuneration System

The new remuneration system approved by the Annual General Meeting in May 2024 was applied from the 2024 financial year, taking into account transitional agreements. This remuneration system continues the previous system, which was approved by the 2020 Annual General Meeting, with minor adjustments. There were no deviations from the remuneration system in 2024, apart from the transitional agreements to the newly approved remuneration system.

Benefits Granted and Payments Made in Fiscal Year 2024

The following tables show the remuneration granted and due to the active members of the Executive Board in the 2024 and 2023 financial years in accordance with Section 162

para. 1 sentence 1 AktG. The "Remuneration granted and due" section of the tables therefore contains all amounts that actually received to the individual members of the Executive Board in the reporting period ("**remuneration granted**") and all remuneration that is legally due but not yet received in the reporting period ("**remuneration due**"). In addition, the individual minimum and maximum possible remuneration values for the 2024 financial year are shown here.

Furthermore, the tables show the fixed remuneration and the one-year variable remuneration as an inflow for the respective fiscal year. For subscription rights and other share-based remuneration, the time and value of the inflow is the relevant time and value under German tax law.

In addition to the remuneration amounts, the relative share of all fixed and variable remuneration components in the total remuneration must also be disclosed in accordance with Section 162 para. 1 sentence 2 no. 1 AktG. The relative shares shown at the end of each table relate to the remuneration components granted and due in the respective financial year in accordance with Section 162 para. 1 sentence 1 AktG.

In total, the expense for Executive Board remuneration ("remuneration granted and due") for the 2024 financial year amounts to EUR 7,838 thousand (2023 financial year: EUR 9,125 thousand). In the 2024 and 2023 financial years, the expense cap is applied, which limits the total compensation of the Executive Board to the above-mentioned values.

The remuneration report should provide a transparent overview of how the compensation of the Executive Board is determined and recognized. Due to market fluctuations, the value of the preliminary stock awards as of the balance sheet date may differ significantly from the expenses recognized in accordance with IFRS 2 (LTI expenses).

For this purpose, the difference between the share-based payment expense (LTI expense) recognized in accordance with IFRS 2 and the value of the preliminary stock awards as at the balance sheet date is presented.

For the LTI tranche 2024-2026, there are large differences between the value of the preliminary stock awards at the reporting date price and the expense in accordance with IFRS 2. The reason for this is the sharp fall in the share price in the 2024 financial year.

This results in the following values for the provisional share commitments as at the balance sheet date:

- for Dr. Felix Grawert of EUR 1,096 thousand (expenses in accordance with IFRS 2: EUR 2,863 thousand)
- for Dr. Christian Danninger of EUR 591 thousand (expenses in accordance with IFRS 2: EUR 1,543 thousand)

Remuneration Granted and due pursuant to Section 162 (1) sentence 1 AktG and Payments Made per Executive Board Member in Fiscal Year 2024

Dr. Felix Grawert Chairman of the Executive Board Member of the Executive Board since August 14, 2017		Remuneration granted and due						Allocation		
		Value of the preliminary stock awards at balance sheet date		Expense in accordance with IFRS 2 (fair value at grant date)						
		in EUR thousands		2023	2024	2023	2024	2024* (Target achievement)	2024** (Maximum remuneration)	2023
Non-performance related remuneration	Fixed remuneration	430	430	430	430	430	430	430	430	430
	Fringe benefits	6	6	6	9	9	9	6	9	9
	Total	436	436	436	439	439	439	436	439	439
Performance related remuneration	Short-term variable remuneration	1,576	1,692	1,576	1,692	2,742		1,576	1,692	
	STI 2023	1,576	0	1,576	0	0		1,576	0	
	STI 2024	0	1,692	0	1,692	2,742		0	1,692	
	Long-term variable remuneration	2,540	1,096	2,266	2,863	4,366		1,350	1,321	
	Share-based portion of one-year variable remuneration 2019 under old system (restriction period 2019-2022)	0	0	0	0	0		1,350	0	
	Share-based portion of one-year variable remuneration 2020 under old system (restriction period 2020-2023)	0	0	0	0	0		0	404	
	LTI tranche 2020-2022 (vesting period 2020-2023)	0	0	0	0	0		0	917	
	LTI tranche 2021-2023 (vesting period 2021-2027)***	0	0	0	0	0		0	0	
	LTI tranche 2022-2024 (vesting period 2022-2025)	0	0	0	0	0		0	0	
	LTI tranche 2023-2025 (restriction period 2023-2026)	2,540	0	2,266	0	0		0	0	
	LTI tranche 2024-2026 (restriction period 2024-2027)	0	1,096	0	2,863	4,366		0	0	
	Total	4,116	2,788	3,842	4,555	7,108	4,555	2,926	3,013	
	Total non-performance and performance-related remuneration		4,552	3,224	4,278	4,994	7,547	4,994	3,362	3,452
Pension allowance		0	0	0	0	0	0	0	0	
Total remuneration		4,552	3,224	4,278	4,994	7,547	4,994	3,362	3,452	
Thereof as a percentage	Portion of fixed remuneration	10%	14%	10%	9%	6%	9%	13%	13%	
	Portion of variable remuneration	90%	86%	90%	91%	94%	91%	87%	87%	

* Theoretical target remuneration without taking into account remuneration limits in accordance with remuneration system

** Maximum remuneration taking into account the remuneration limits in accordance with the remuneration system

*** The restriction period was extended from 2025 to 2027 by the member of the Executive Board

Dr. Christian Danninger Member of the Executive Board Member of the Executive Board since Mai 1, 2021		Remuneration granted and due						Allocation	
		Value of the preliminary stock awards at balance sheet date		Expense in accordance with IFRS 2 (fair value at grant date)					
		2023	2024	2023	2024	2024* (Target achievement)	2024** (Maximum remuneration)		
in EUR thousands		2023	2024	2023	2024	2024*	2024**	2023	2024
Non-performance related remuneration	Fixed remuneration	330	376	330	376	376	376	330	376
	Fringe benefits	14	5	14	5	5	5	14	5
	Total	344	381	344	381	381	381	344	381
Performance related remuneration	Short-term variable remuneration	991	921	991	921	1,493		991	921
	STI 2023	991	0	991	0	0		991	0
	STI 2024	0	921	0	921	1,493		0	921
	Long-term variable remuneration	1,581	591	1,410	1,543	2,353		0	0
	LTI tranche 2021-2023 (vesting period 2021-2027)***	0	0	0	0	0		0	0
	LTI tranche 2022-2024 (vesting period 2022-2025)	0	0	0	0	0		0	0
	LTI tranche 2023-2025 (restriction period 2023-2026)	1,581	0	1,410	0	0		0	0
	LTI tranche 2024-2026 (restriction period 2024-2027)	0	591	0	1,543	2,353		0	0
	Total	2,571	1,512	2,400	2,464	3,846	2,464	991	921
	Total non-performance and performance-related remuneration	2,915	1,892	2,744	2,845	4,226	2,845	1,335	1,302
Pension allowance	0	0	0	0	0	0	0	0	
Total remuneration	2,915	1,892	2,744	2,845	4,226	2,845	1,335	1,302	
Thereof as a percentage	Portion of fixed remuneration	12%	20%	13%	13%	9%	13%	26%	29%
	Portion of variable remuneration	88%	80%	87%	87%	91%	87%	74%	71%

* Theoretical target remuneration without taking into account remuneration limits in accordance with remuneration system

** Maximum remuneration taking into account the remuneration limits in accordance with the remuneration system

*** The restriction period was extended from 2025 to 2027 by the member of the Executive Board

Dr. Jochen Linck Member of the Executive Board Member of the Executive Board from Oct 01, 2020 until September 30, 2023		Remuneration granted and due						Allocation	
		Value of the preliminary stock awards at balance sheet date		Expense in accordance with IFRS 2 (fair value at grant date)					
		2023	2024	2023	2024	2024* (Target achievement)	2024* (Maximum remuneration)		
in EUR thousands		2023	2024	2023	2024	2024*	2024*	2023	2024
Non-performance related remuneration	Fixed remuneration	248	0	248	0	0	0	248	0
	Fringe benefits	4	0	4	0	0	0	4	0
	Total	252	0	252	0	0	0	252	0
Performance related remuneration	Short-term variable remuneration	764	0	764	0	0	0	764	0
	STI 2023	764	0	764	0	0	0	764	0
	STI 2024			0	0	0	0	0	0
	Long-term variable remuneration	1,218	0	1,087	0	0	0	0	378
	LTI tranche 2020-2022 (vesting period 2020-2023)	0	0	0	0	0	0	0	378
	LTI tranche 2021-2023 (vesting period 2021-2027)	0	0	0	0	0	0	0	0
	LTI tranche 2022-2024 (vesting period 2022-2025)	0	0	0	0	0	0	0	0
	LTI tranche 2023-2025 (restriction period 2023-2026)**	1,218	0	1,087	0	0	0	0	0
	Total	1,982	0	1,851	0	0	0	764	378
Total non-performance and performance-related remuneration		2,234	0	2,103	0	0	0	1,016	378
Pension allowance		0	0	0	0	0	0	0	0
Total remuneration		2,234	0	2,103	0	0	0	1,016	378
Thereof as a percentage	Portion of fixed remuneration	11%	0%	12%	0%	0%	0%	25%	0%
	Portion of variable remuneration	89%	0%	88%	0%	0%	0%	75%	100%

* Theoretical target or maximum compensation according to the remuneration system applicable to Dr. Jochen Linck

** LTI tranche for the period from January 01 to September 30, 2023

Dr. Bernd Schulte Member of the Executive Board Member of the Executive Board until March 31, 2021		Remuneration granted and due						Allocation	
		Value of the preliminary stock awards at balance sheet date		Expense in accordance with IFRS 2 (fair value at grant date)					
		2023	2024	2023	2024	2024* (Minimum)	2024* (Maximum)		
in EUR thousands		2023	2024	2023	2024	2024* (Minimum)	2024* (Maximum)	2023	2024
Non-performance related remuneration	Fixed remuneration	0	0	0	0	0	0	0	0
	Fringe benefits	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Performance related remuneration	Short-term variable remuneration	0	0	0	0	0	0	0	0
	Long-term variable remuneration	0	0	0	0	0	0	1,202	585
	Share-based portion of one-year variable remuneration 2019 under old system (restriction period 2019-2022)	0	0	0	0	0	0	1,202	0
	Share-based portion of one-year variable remuneration 2020 under old system (restriction period 2020-2023)	0	0	0	0	0	0	0	585
	Total	0	0	0	0	0	0	1,202	585
Total non-performance and performance-related remuneration		0	0	0	0	0	0	1,202	585
Pension allowance		0	0	0	0	0	0	0	0
Total remuneration		0	0	0	0	0	0	1,202	585
Thereof as a percentage	Portion of fixed remuneration	0%	0%	0%	0%	0%	0%	0%	0%
	Portion of variable remuneration	0%	0%	0%	0%	0%	0%	100%	100%

* Theoretical minimum and maximum remuneration according to that for Dr. Bernd Schulte valid remuneration system

Shares Granted and Awarded to the Executive Board under the LTI in Accordance with Section 162 (1) Sentence 2 No. 3 AktG

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 01	a) Granted (+) or forfeited (-) shares b) Awarded shares (-)	Awarded shares December 31
Dr. Felix Grawert Chairman of the Executive Board	Variable remuneration 2020 old system*	2020-2024	18,072	b) -18,072	0
	LTI tranche 2020-2022**	2020-2023	33,941	b) -33,941	0
	LTI tranche 2021-2023	2021-2027****	165,852		165,852
	LTI tranche 2022-2024	2022-2025	114,070	a) -8,708	105,362
	LTI tranche 2023-2025***	2023-2026	65,705		65,705
	LTI tranche 2024-2026***	2024-2027	0	a) 71,999	71,999
					408,918

* Prorated from January 01 to August 13, 2020

** Prorated from August 14 to December 31, 2020

*** The number of shares can change due to the actual target achievement at the end of the reference period

****The restriction period was extended by the member of the Management Board from 2024 to 2027

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 01	a) Granted (+) or forfeited (-) shares b) Awarded shares (-)	Awarded shares December 31
Dr. Christian Danninger Member of the Executive Board	LTI tranche 2021-2023*	2021-2027**	69,269		69,269
	LTI tranche 2022-2024	2022-2025	70,977	a) -5,418	65,559
	LTI tranche 2023-2025***	2023-2026	40,883		40,883
	LTI tranche 2024-2026***	2024-2027	0	a) 38,802	38,802
					214,512

* Prorated from May 01 bis December 31, 2021

** The restriction period was extended by the member of the Management Board from 2024 to 2027

***The number of shares can change due to the actual target achievement at the end of the reference period

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 01	a) Granted (+) or forfeited (-) shares b) Awarded shares (-)	Awarded shares December 31
Dr. Jochen Linck (Member of the Executive Board until September 30, 2023)	LTI tranche 2020-2022*	2020-2023	13,977	b) -13,977	0
	LTI tranche 2021-2023	2021-2024	103,197		103,197
	LTI tranche 2022-2024	2022-2025	70,977	a) -5,418	65,559
	LTI tranche 2023-2025**/**	2023-2026	31,518		31,518
					200,274

* Prorated from October 1 to December 31, 2020

** The number of shares can change due to the actual target achievement at the end of the reference period.

*** Prorated for the period from January 01 to September 30, 2023

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 01	a) Granted (+) or forfeited (-) shares b) Awarded shares (-)	Awarded shares December 31
Dr. Bernd Schulte (Member of the Executive Board until March 31, 2021)	Variable remuneration 2020	2020-2024	26,153	b) -26,153	0
	Variable remuneration 2021	2021-2025	10,800		10,800
					10,800

Benefits in connection with the termination of activity on the Executive Board

Apart from the provisions regarding the termination of an Executive Board member's contract, there are no other contractually agreed benefits that would apply if an Executive Board member were to leave the Company, such as retirement benefits, the further use of a company car or office, or the continued payment of other benefits.

Comparative Presentation of the Annual Change in the 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 percentage change in the remuneration of the members of the Executive Board with the earnings development of AIXTRON SE and the AIXTRON Group as well as with the average remuneration of the employees on a full-time equivalent basis compared to the previous year. The remuneration of the members of the Executive Board included in the table reflects the remuneration granted and due to the respective Executive Board members in the reporting year and thus corresponds to the value stated in the preceding remuneration tables in the column "Remuneration granted and due" for the fiscal years 2024 and 2023 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, for example due to joining or leaving the Company during the year, the remuneration for this fiscal year was extrapolated to a full year to ensure comparability.

The development of earnings is generally presented on the basis of the development of the annual result of AIXTRON SE in accordance with Section 275 (3) No. 16 HGB (German Commercial Code). As the remuneration of the members of the Executive Board is also significantly dependent on the business success of the AIXTRON Group, the development of revenues, EBIT and net income for the year is also stated for the Group.

The comparison with the development of the average remuneration of employees is based on the average remuneration of the workforce of the Group parent company AIXTRON SE in Germany. Since the employee and remuneration structures in the subsidiaries are manifold, in particular in the case of employees abroad, it is appropriate for the comparison of the development of the average remuneration to be based only on the total workforce of AIXTRON SE. This comparison group was also used in the examination of the appropriateness of the remuneration of the members of the Executive Board. In this context, the remuneration of all employees of AIXTRON SE, including the leadership team and excluding student assistants, was taken into account. In order to ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

Remuneration reporting is intended to provide a transparent presentation of how the remuneration for the Executive Board is determined and recognized. Due to market fluctuations, the value of the preliminary stock awards as of the balance sheet date may differ significantly from the expenses recognized in accordance with IFRS 2 (LTI expenses).

For this purpose, the difference between the share-based payment expense (LTI expense) recognized in accordance with IFRS 2 and the value of the provisional share awards as at the balance sheet date is presented.

Comparison of Annual Changes in Executive Board Remuneration pursuant to Section 162 (1) no. 2 of the German Stock Corporation Act (AktG)

Annual change (in %)	31.12.24 versus 31.12.23	31.12.23 versus 31.12.22	31.12.22 versus 31.12.21	31.12.21 versus 31.12.20
Executive Board remuneration				
Value at the respective balance-sheet date (forfeitable stock awards)				
Dr. Felix Grawert	-29%	-11%	44%	152%
Dr. Christian Danninger*	-35%	-11%	42%	n.a.
Fair value as of the grant date (forfeitable stock awards, expense according to IFRS 2)				
Dr. Felix Grawert	17%	-2%	18%	166%
Dr. Christian Danninger*	4%	-2%	13%	n.a.
Earnings development of AIXTRON SE and the Group				
Group revenues	1%	8%	8%	59%
Group EBIT	-16%	6%	6%	184%
Group net income	-27%	6%	6%	175%
AIXTRON SE income	-6%	6%	6%	275%
Average remuneration of AIXTRON employees**				
Employees of AIXTRON SE	0%	7%	3%	9%

* Executive Board member since May 01, 2021, amount for 2021 calculated on an annualized basis

** Based on full-time equivalents; gradual build-up over an observation period of five financial years

For the LTI tranche 2024-2026, there are large differences between the value of the preliminary stock awards at the reporting date price and the expense in accordance with IFRS 2. The reason for this is the sharp fall in the share price in the 2024 financial year.

Taking into account the value of the preliminary stock awards as at the balance sheet date, the remuneration of the Executive Board developed as follows in the 2024 financial year

- for Dr. Felix Grawert -29% (expense in accordance with IFRS 2: 17%)
- for Dr. Christian Danninger -35% (expense in accordance with IFRS 2: 4%)

Stock option programs

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

Information on the claw-back rule

There was no clawback of variable remuneration components for members of the Executive Board (clawback clause) in the 2024 financial year.

Outlook on the application of the remuneration system for 2025

Short-term variable remuneration (STI)

In December 2024, the Supervisory Board set the following target dimensions and performance criteria for short-term variable remuneration (STI) for the current 2025 financial year:

- Target dimension "Consolidated net income" (70% of total): The Supervisory Board has set a target value for consolidated net income for 2025 as part of internal forecast.
- Target dimension "Market position" target dimension (15% of total): For the "Market position" target dimension, the Supervisory Board has set targets for key markets for 2025.
- Target dimension "Financial and operational targets" (15% of total): Performance criteria were defined for the target dimension "Financial and operational targets" in the area of operational performance and product-related performance.

Long-term variable remuneration (LTI)

The Supervisory Board has defined the following performance criteria for the reference period of the long-term variable remuneration (LTI) beginning in the 2025 financial year:

- Consolidated net income for the financial years 2025, 2026 and 2027 (35% of total)
- Development of total shareholder return (TSR) from Q4/2024 to Q4/2027 (50% of total)
- Sustainability targets (15% of total):
 - Reduction of standardized energy consumption of current AIXTRON systems for power electronics by the end of 2027
 - Promotion of diversity, further training and skills development for employees and managers, measured at the end of 2027
 - Continuous improvement of environmental management and occupational health and safety by the end of 2027

The target achievement of the LTI remuneration 2025 is calculated on the basis of the results achieved in the period from January 01, 2025 to December 31, 2027. The share price of AIXTRON SE relevant for the LTI grant is EUR 14.523. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in the fourth quarter of 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 stock awards will then be converted into non-forfeitable stock awards depending on target achievement. At the end of a 4-year restriction period, which ends on December 31, 2028 for the 2025 financial year, one share in the Company will be transferred for each vested share award. This is to take place in the week following the publication of the annual report.

Remuneration of Supervisory Board Members

The remuneration of the Supervisory Board is regulated in Section 17 of the Articles of Association of AIXTRON SE. At the Annual General Meeting in May 2024, the amendment to the remuneration of the Supervisory Board and the corresponding revision of Section 17 of the Articles of Association as well as the approval of the amended remuneration system for the Supervisory Board were approved. The amendments apply for the first time pro rata temporis for the 2024 financial year from the date of the Annual General Meeting.

In the previous remuneration system, the activities in the Supervisory Board Committees were only taken into account when determining remuneration with regard to the chairmanship of the Audit Committee, but not beyond that. The previous remuneration system was adjusted to take account of the increased importance of Committee work and the associated increased time commitment in accordance with recommendation G.17 of the German Corporate Governance Code. As part of the adjustment, the remuneration for members of the Audit Committee in particular was increased due to the particular importance of this Committee. No other changes were made to the remuneration of the Supervisory Board.

Accordingly, the annual fixed remuneration for the individual member of the Supervisory Board remains unchanged at EUR 60,000, for the Chairman three times this amount and for the Deputy Chairman one and a half times the remuneration of an ordinary member of the Supervisory Board. The members of the Audit Committee receive additional annual remuneration of EUR 20,000, with the Chairman of the Audit Committee receiving twice this amount (2023: EUR 20,000 only for the Chairman of the Audit Committee). The members of other Supervisory Board Committees each receive an additional annual remuneration of EUR 10,000 for their Committee activity, whereby the chairperson of a Committee receives twice this amount and provided that the respective Committee has met at least once in the financial year to fulfill its duties (2023: EUR 0).

No attendance fees or other variable remuneration is granted.

Members of the Supervisory Board who only belong to the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board or Audit Committee receive one twelfth of the above-mentioned remuneration pro rata temporis for each month or part thereof of the corresponding activity on the Supervisory Board.

The Company assumes 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 Supervisory Board members receive no loans from the Company.

The remuneration attributable to the individual members of the Supervisory Board in the 2024 and 2023 financial years is shown individually in the table below. As in previous years, no remuneration was paid for personal services rendered by Supervisory Board members in the 2024 financial year.

Supervisory Board Remuneration

Supervisory Board Member	Year	Total fixed remuneration	Fixed remuneration	in %	Committee remuneration	in %
		in EUR thousands	in EUR thousands		in EUR thousands	
Kim Schindelhauer ¹⁾²⁾³⁾⁴⁾⁵⁾ (Chairman of the Supervisory Board, Chairman of the Capital Markets Committee)	2024	207	180	87%	27	13%
	2023	180	180	100%	0	0%
Frits van Hout ⁴⁾ (Deputy Chairman of the Supervisory Board, Chairman of the Remuneration Committee)	2024	103	90	87%	13	13%
	2023	90	90	100%	0	0%
Stefan Traeger ²⁾³⁾⁶⁾⁷⁾	2024	67	60	90%	7	10%
	2023	60	60	100%	0	0%
Prof. Dr. Anna Weber ¹⁾ (Chairwoman of the Audit Committee, Independent Financial Expert)	2024	93	60	64%	33	36%
	2023	80	60	75%	20	25%
Alexander Everke ⁸⁾⁹⁾¹⁰⁾¹¹⁾ (Chairman of the Nomination Committee)	2024	74	40	54%	34	46%
	2023	0	0	0%	0	0%
Karen Florschütz ¹¹⁾	2024	47	40	86%	7	14%
	2023	0	0	0%	0	0%
Prof. Dr. Andreas Biagosch ¹²⁾¹³⁾ (until Mai 15, 2024)	2024	25	25	100%	0	0%
	2023	60	60	100%	0	0%
Prof. Dr. Petra Denk ⁷⁾ (until Mai 15, 2024)	2024	25	25	100%	0	0%
	2023	60	60	100%	0	0%
Total	2024	641	520	81%	121	19%
	2023	530	510	96%	20	4%

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) Former AIXTRON Executive Board Member

6) Member of the Audit Committee until May 15, 2024

7) Member of the Remuneration Committee until May 15, 2024

8) Member of the Audit Committee from May 15, 2024

9) Member of the Capital Market Committee from May 15, 2024

10) Member of the Nomination Committee from May 15, 2024

11) Member of the Remuneration Committee from May 15, 2024

12) Member of the Capital Market Committee until May 15, 2024

13) Member of the Nomination Committee until May 15, 2024

Directors & Officers (D&O) Insurance

In accordance with the requirements of Section 93 para. 2 AktG, AIXTRON SE has arranged a D&O insurance policy for all members of the Executive Board against risks from their professional activities for the Company, which in each case provides for a deductible of at least 10% of the damage up to at least the amount of one and a half times the fixed annual remuneration of the Executive Board member. For the members of the Supervisory Board of AIXTRON SE, the Company has arranged D&O insurance policies.