

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

The authorization resolved by the General Meeting under agenda item 6 on May 16, 2012 to increase the share capital pursuant to § 4 clause 2.2. of the Articles of Association, with the approval of the Supervisory Board, on one occasion or on several occasions by up to a total of EUR 10,422,817.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2012) will expire on May 15, 2017. In order to maintain the Company's flexibility to raise new equity capital, Authorized Capital 2012 is to be revoked and new Authorized Capital 2017 in a slightly higher amount including pre-emptive rights is to be created.

The Executive Board and the Supervisory Board therefore propose under agenda item 6 of the ordinary General Meeting on May 9, 2017 to create new Authorized Capital 2017 with the possibility to exclude the pre-emptive rights of shareholders in order to eliminate fractions. Pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with § 203 (2) sentence 2, § 186 (4) sentence 2 AktG the Executive Board must submit a written report outlining the reasons for excluding pre-emptive rights.

The proposed resolution contains an authorization for the Executive Board to increase, with the approval of the Supervisory Board, the share capital on one occasion or in partial amounts on several occasions in the period to May 8, 2022 by up to a total of EUR 10,518,147.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2017). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription (indirect subscription right).

Excluding pre-emptive rights with respect to fractions is generally accepted and necessary to ensure a practicable subscription ratio and to simplify the technical implementation by ensuring round figures and maintaining a subscription ratio based on whole numbers. This is in the Company's interest. Shares representing fractions for which pre-emptive rights are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The potential dilutive effect and the encroachment on shareholders' rights are minimal due to the limitation to fractions. For these reasons, the Executive Board and the Supervisory Board believe that excluding pre-emptive rights is objectively justified and reasonable in relation to the shareholders.

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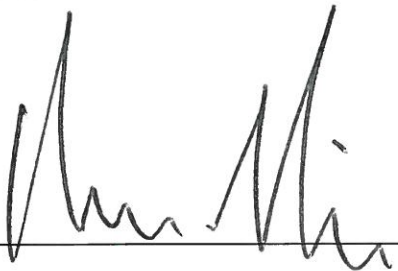
interest. Shares representing fractions for which pre-emptive rights are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The potential dilutive effect and the encroachment on shareholders' rights are minimal due to the limitation to fractions. For these reasons, the Executive Board and the Supervisory Board believe that excluding pre-emptive rights is objectively justified and reasonable in relation to the shareholders.

The Executive Board will report on the utilization of Authorized Capital 2017 to the next General Meeting.

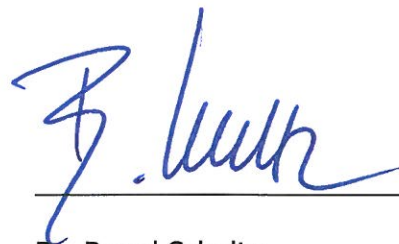
Herzogenrath, March 2017

**AIXTRON SE**

- Executive Board -



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