



Invitation to the  
Ordinary General Meeting 2018

***AIXTRON***

Translation for Convenience Purposes

**AIXTRON SE**  
**Herzogenrath**

**ISIN DE000A0WMPJ6**  
**(German securities identification number (WKN) A0WMPJ)**  
**ISIN DE000A2LQHL9**  
**(German securities identification number (WKN) A2LQHL)**

**Invitation to the Annual General Meeting**

We herewith cordially invite all shareholders of AIXTRON SE, headquartered in Herzogenrath, to join us on Wednesday, May 16, 2018 at 10:00 a.m. Central European Summer Time at the Hotel Pullman Aachen Quellenhof, Monheimsallee 52, 52062 Aachen, for the **Annual General Meeting** to be held here.

## I. Agenda

- 1. Presentation of the adopted Annual Financial Statements of AIXTRON SE as per December 31, 2017 and of the Management Report for the financial year 2017, of the approved Consolidated Financial Statements as per December 31, 2017, of the Group Management Report for the financial year 2017 and of the Report of the Supervisory Board and the explanatory notes of the Executive Board regarding the information in accordance with Sections 289a para. 1, 315a para. 1 of the German Commercial Code (*Handelsgesetzbuch - HGB*).**

These documents can be retrieved prior to the Annual General Meeting from the company's internet page at [www.aixtron.com/aggm](http://www.aixtron.com/aggm). They will also be made accessible during the Annual General Meeting, where an explanation will be provided. The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board and thus has adopted the annual financial statements pursuant to Section 172 of the German Stock Corporation Act (*Aktiengesetz - AktG*). In accordance with legal provisions, no resolution is to be adopted relative to Item 1 of the Agenda. The net loss as per December 31, 2017 will be carried forward to new account; there will be no dividend pay-out for the financial year 2017.

- 2. Resolution to formally approve the actions of the members of the Executive Board of AIXTRON SE for the financial year 2017**

The Executive Board and the Supervisory Board propose to formally approve the actions of the members of the Executive Board of AIXTRON SE in office during the financial year 2017 for said period

- 3. Resolution to formally approve the actions of the members of the Supervisory Board of AIXTRON SE for the financial year 2017**

The Executive Board and the Supervisory Board propose to formally approve the actions of the members of the Supervisory Board of AIXTRON SE in office during the financial year 2017 for said period.

**4. Resolution to nominate the annual auditor and the group auditor for the financial year 2018**

The Supervisory Board proposes, at the recommendation of its audit committee, to appoint Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf as annual auditor and group auditor for the financial year 2018.

**5. Resolution to approve the system for the compensation of the members of the Executive Board**

In accordance with Section 120 para. 4 AktG, the Annual General Meeting may adopt a resolution to approve the system for the compensation of the members of the Executive Board. The Annual General Meeting of AIXTRON SE last approved the compensation system currently in effect for members of the Executive Board on May 23, 2013. The Annual General Meeting shall now once again be given the opportunity to adopt a resolution to endorse the compensation system for the members of the Executive Board.

*The Supervisory Board believes that the current compensation system for the Executive Board is adequate in terms of both the amount of emoluments as well as the structure of emoluments. To appraise the adequacy of the amount of compensation, the Supervisory Board has conducted a horizontal market comparison and a vertical comparison within the organization. The system comprises both transparent short-term (variable emoluments in cash) as well as long-term incentives (variable compensation as shares subject to a three-year vesting period plus share options). No special bonus payments or incentives have been agreed beyond this. The compensation system does not contain any explicit claw back arrangements as, in the case of a willful breach of duty on the part of the Executive Board, the liability to pay damages is already comprehensively provided for under German civil law and stock corporation law.*

The current compensation system for the company's Executive Board has been detailed in the compensation report, which has been reproduced as part of the group management report in the 2017 Annual Report. The compensation report, including the details regarding the emoluments paid to the Executive Board is therefore also an integral part of the documents listed under Item 1 of the Agenda, which can be retrieved prior to the Annual General Meeting from the company's internet page at [www.aixtron.com/agm](http://www.aixtron.com/agm) and which will also be made accessible during the Annual General Meeting.

The Executive Board and the Supervisory Board propose to approve the current compensation system for the members of the Executive Board of AIXTRON SE.

## **6. Resolution to downsize the Supervisory Board to five members and to amend the Articles of Association accordingly**

*In consideration of the company's size and the nature of its business operations as well as the Supervisory Board's competence profile, whose future composition will equally reflect expertise in such fields as technology, finance/accounting, capital market as well as strategy and corporate management, the company's management proposes that the Supervisory Board be downsized from six to five members.*

The company's Supervisory Board, in accordance with Art. 40 para. 2, para. 3 of the Council Regulation (EC) No 2157/2001 of October 8, 2001 pertaining to the Statute for a European Company (*SE - Societas Europaea*); Section 17 of the SE Implementing Act and Section 11 para. 1 of the Articles of Association currently comprises six members to be elected by the Annual General Meeting, whereby the Annual General Meeting, according to the version of the Articles of Association currently in effect, may also appoint any other number of Supervisory Board members that is divisible by three. The Supervisory Board of AIXTRON SE is not subject to co-determination. The term of office of one of the current members of the Supervisory Board, notably Prof. Dr. Rüdiger von Rosen, ends upon termination of the Annual General Meeting to be held on May 16, 2018 as the Annual General Meeting during which the formal approval for the financial year 2017 is to be extended.

The amendment of Section 95 sentence 3 AktG within the context of the 2016 amendment on the law of stock companies [*Aktienrechtsnovelle 2016*] entails that the former requirement of a divisibility by three to apply to the number of members of the Supervisory Board which is exempted from co-determination is waived, which was equally implemented by the annual audits reform act [*Abschlussprüfungsreformgesetz*] of May 10, 2016 for an SE by Section 17 para. 1 sentence 3 of the SE Implementing Act accordingly. The Supervisory Board shall now be downsized from its current six members to five members in future and the company's Articles of Association shall be amended accordingly.

The Executive Board and the Supervisory Board therefore propose the following resolution:

Section 11 Number 1 of the company's Articles of Association shall be amended and worded as follows:

"1. The Supervisory Board is comprised of 5 (five) members."

**7. Resolution to amend the Articles of Association to adjust the compensation for the Supervisory Board (Section 17 Numbers 3, 4 and 5 of the Articles of Association)**

*To support the Supervisory Board's required independent supervisory function in the meaning of good corporate governance, the Supervisory Board proposes an adjustment of its compensation system with a full dismissal of a variable compensation component. Compensation for the Supervisory Board is to be adapted to take into consideration the increased requirements relative to Supervisory Board activities, as well as the developments in relation to Supervisory Board emoluments, and to be able to continue to attract qualified candidates for the Supervisory Board. The amount of the proposed compensation components, according to the assessment of the company's management, compared to comparable companies, is both market-based as well as appropriate.*

The current arrangement pertaining to Supervisory Board compensation under Section 17 Number 3 to 5 of the company's Articles of Association which was adopted by the AGM resolution of May 19, 2011 provides for Supervisory Board members to receive in addition to the reimbursement of their expenses (including any value added tax that is possibly payable on the emoluments of Supervisory Board members or their expenses) an annual compensation in the amount of EUR 25,000.00, whereby the Chairman is to receive three-times the stated amount, and the Deputy Chairman, one-and-a-half times that amount. Members of the Supervisory Board receive as a variable capped compensation a total 1 per cent of the company's net profits reduced by an amount that is equivalent to 4 per cent of the contribution paid towards the share capital. The Chairman of the Supervisory Board receives 6/17, the Deputy Chairman 3/17 and a member of the Supervisory Board 2/17 of the variable compensation. The amount of the variable compensation is limited to four times the amount of the fixed emoluments per Supervisory Board member. Moreover, committee members receive an attendance fee in the amount of EUR 2,000 for attending a committee meeting. The committee's chairman receives three times such amount. The total attendance fee payable per annum is limited per Supervisory Board member to one-and-a-half times the respective fixed emoluments paid to this person. The company assumes insurance premiums which are payable for a D&O insurance to cover liability risks resulting from the activity as a Supervisory

Board member, as well as any insurance tax that is payable for this.

The Supervisory Board remuneration shall now be amended to a genuinely fixed compensation, waiving any variable emoluments and the payment of attendance fees. Supervisory Board members shall receive, in addition to the reimbursement of their expenses (including any value added tax that is possibly due on the remuneration of Supervisory Board members or their expenses) an annual compensation in the amount of EUR 60,000.00 whereby the Chairman is to receive three-times the stated amount, and the Deputy Chairman, one-and-a-half times that amount. Moreover, the chairman of the audit committee shall receive additional annual compensation in the amount of EUR 20,000.00. In accordance with the current arrangement, the company shall assume insurance premiums which are payable for a D&O insurance to cover liability risks resulting from the activity as a Supervisory Board member, as well as any insurance tax that is payable for this.

The Executive Board and the Supervisory Board therefore propose the following resolution:

- a) Section 17 Numbers 3, 4 and 5 of the company's Articles of Association shall be amended and worded as follows:
  - "3. Supervisory Board members shall receive, in addition to the reimbursement of their expenses (including any value added tax that is possibly due on the emoluments of Supervisory Board members or their expenses) an annual compensation in the amount of EUR 60,000.00, whereby the Chairman is to receive three-times the stated amount, and the Deputy Chairman, one-and-a-half times that amount. Moreover, the chairman of the audit committee shall receive additional annual emoluments in the amount of EUR 20,000.00.
  4. Supervisory Board members who are only members for part of the financial year or who chair, or who deputy-chair, the Supervisory Board or the audit committee shall receive a pro-rated twelfth of the emoluments under the above Section 17 Number 3 for each month of activity started on the Supervisory Board.
  5. The company shall assume insurance premiums which are payable for a D&O insurance to cover liability risks resulting from the activity as a Supervisory Board member as well as any insurance tax that is payable for this."

- b) The revision resolved in accordance with the above lit. a) regarding Supervisory Board compensation shall apply for the first time to the entire financial year in which the amendment to the Articles of Association as resolved under lit. a) becomes effective.

**8. Resolution to revoke the existing, and to issue a new authorization for the purchase of treasury shares, even excluding a right to offer and to utilize the authorization even excluding a subscription right, as well as an authorization to redeem treasury shares that have been acquired and to decrease capital**

*Particularly in light of servicing share-based compensation programs or stock programs for employees and/or the members of the Executive Board, the company shall be given the possibility to acquire treasury shares even in the future.*

The resolution adopted by the Annual General Meeting of May 14, 2014 under Item 5 of the Agenda provided for an authorization to purchase and use treasury shares. For a total of 59,647 shares this authorization has been used in order to meet obligations under the compensation agreement of a former Executive Board member. The authorization is valid until May 13, 2019 and thus will expire before the intended date on which the 2019 Annual General Meeting shall be held. For this reason, and to maintain flexibility regarding the purchase and the use of treasury shares while revoking the existing authorization of May 14, 2014, a new authorization which is to provide for the purchase and the use of treasury shares in accordance with Section 78 para. 1 no. 8 AktG with the option to exclude subscription rights, shall be resolved.

At the time of convening the Annual General Meeting, the company holds 1,122,358 treasury shares.

The Executive Board and the Supervisory Board propose the following resolution:

- a) The authorization as issued by the resolution for the purchase and for the use of treasury shares adopted by the Annual General Meeting of May 14, 2014 under Item 5 of the Agenda shall be cancelled as from the moment the following new authorization comes into effect and is substituted accordingly.
- b) Pursuant to Section 71 para. 1 no. 8 AktG, the company shall be entitled, within the context of legal restrictions, to acquire treasury shares up until May 15, 2023 of in total 10



percent of the share capital that exists at the time of the adoption of the resolution or - if said amount is lower – that exists at the time the authorization is exercised. In doing so, the shares acquired under this authorization, together with other treasury shares which are owned by the company or which are to be ascribed to the company in accordance with Sections 71a et seqq AktG, shall not exceed 10 per cent of the share capital at any time. The company must not utilize the authorization for the purpose of trading treasury shares.

- c) The company may exercise the authorization as stated under lit. b) in full or in partial amounts, on one or more occasions, or in pursuit of one or several purposes. The authorization may equally be exercised by companies that are dependent on the company or directly or indirectly majority-owned by the company or by third parties mandated by the company or its dependent companies to do so.
- d) Treasury shares, at the discretion of the Executive Board, shall either be purchased (1) via the stock exchange; or (2) by means of a public offer made by the company and directed to all shareholders, or by a public invitation to tender such an offer.
  - (1) If shares are purchased on the stock exchange, the consideration paid by the company for each share of AIXTRON SE (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share of AIXTRON SE traded in XETRA or any comparable successor system on the Frankfurt Stock Exchange on the last three days of trading before the obligation to purchase the shares, by more than 10 per cent, and shall not undercut this price by more than 20 per cent. It is for the company's Executive Board to establish the precise specifications of such a purchase.
  - (2) If the purchase is made via a public offer of AIXTRON SE or a public invitation to tender a purchase offer, the purchase price offered or the limits for the purchase price range per share of AIXTRON SE (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share of AIXTRON SE traded in XETRA or any comparable successor system on the Frankfurt Stock Exchange on the last three days of trading before the day on which the public offer or the public invitation to tender a public offer is made public, by more than 10 per cent, and shall not undercut this price by more than 20 per cent. It is for the company's Executive Board to

establish the precise specifications of the offer or of the public invitation to tender purchase offers to shareholders.

If there are material variances in the price compared to the tendered purchase price or the limits of the purchase price range once a purchase offer or the public invitation to tender a purchase offer has been announced, the offer or the invitation to tender such an offer may be adjusted accordingly. In this case, the average closing price as traded on the last three trading days prior to such an adjustment being made public will be taken into account. The purchase offer or the invitation to tender such an offer, next to the option to adjust the purchase price or the purchase price range, may provide for an acceptance period or for an offer period in addition to further requirements.

Insofar as the number of AIXTRON shares tendered or offered for purchase exceeds the existing repurchase volume, the purchase may be contingent upon the partial exclusion of a potential right to offer in proportion to the relation of shares tendered or offered per shareholder. Equally, the privileged consideration or acceptance of lower quantities of up to 100 shares tendered for purchase per shareholder and a rounding rule according to commercial principles may be provided for.

- e) The Executive Board shall be authorized, with the consent of the Supervisory Board, to sell the treasury shares which were purchased or which will be purchased by virtue of the above authorization or by virtue of a previously issued authorization or which were or will be purchased in any other form or manner, via the stock exchange or by offering these to all shareholders in proportion to their participation quotas. Moreover, the company's treasury shares acquired by virtue of the above authorization or by virtue of a previously issued authorization or in any other form or manner may be used also for all legally permissible purposes, and here in particular for the following:
  - (1) They may be offered and transferred in order to meet obligations of the company resulting from the AIXTRON stock option program as adopted by resolution during the Annual General Meeting of May 22, 2007 under Item 10 of the Agenda, as well as the stock option program as adopted by resolution during the Annual General Meeting of May 16, 2012 under Item 8 of the Agenda. Reference is made to the details pursuant to

Section 193 para. 2 no. 4 AktG in the resolution as per Item 10 of the Agenda adopted during the Annual General Meeting of May 22, 2007, as well as the resolution as per Item 8 of the Agenda adopted during the Annual General Meeting of May 16, 2012. Insofar as treasury shares are to be transferred to members of the company's Executive Board, the competence rests with the company's Supervisory Board.

- (2) They may be sold to third parties for cash at a price which does not significantly undercut the price of shares of the company of the same class at the time of the sale. In this case, the number of shares to be sold must not exceed more than a total 10 per cent of the share capital that exists at the time the resolution is adopted at today's Annual General Meeting, or - if this amount is lower - 10 per cent of the share capital that exists at the time the shares in the company are sold. This restriction of 10 per cent of the share capital shall include those shares which will be issued or used while this authorization is in effect, excluding the subscription right, in direct or in commensurate application of Section 186 para. 3 sentence 4 AktG. Moreover, this restriction of 10 per cent of the share capital shall include those shares which will be issued or are to be issued in order to service options and/or convertible bonds provided that the bonds are issued while this authorization is in effect subject to the commensurate application of Section 186 para. 3 sentence 4 AktG, excluding the subscription right.
- (3) They may be used to satisfy obligations from bonds holding option and/or conversion rights (option and/or conversion obligations) which will be issued by the company or companies that are dependent on the company or companies which are directly or indirectly majority-owned by the company.
- (4) They may be issued in return for assets (including receivables against the company), especially in the context of company mergers or in connection with the acquisition of companies, parts of a company, or stakes in a company.
- (5) They may be offered or promised or transferred in connection with share-based compensation or stock programs for employees of the company or companies affiliated with the company as well as board members of companies affiliated with the company.

- (6) They may be issued as part of a variable compensation to members of the Executive Board to fulfil the respective compensation agreements that are in effect. In this case, the competence rests with the Supervisory Board of AIXTRON SE and this authorization applies for the Supervisory Board.
- (7) They may be redeemed without such redeeming of shares or the execution of such redemption requiring any additional resolution to be adopted by the Annual General Meeting. The Executive Board may determine the share capital to be decreased on the occasion of redeeming the shares. In this case, the Executive Board is authorized to decrease the share capital by the proportionate amount of the share capital attributed to the redeemed shares and to amend the number of shares and the share capital stated in the Articles of Association accordingly. The Executive Board may equally determine the share capital to remain the same on the occasion of redeeming the shares and instead, that redeeming the shares shall raise the participation quota of the remaining shares in the share capital in accordance with Section 8 para. 3 AktG. In this case, the Executive Board is also authorized to amend the number of shares stated in the Articles of Association.
- f) The shareholders' subscription rights shall be excluded insofar as the treasury shares are used in accordance with the above authorizations under lit. e) (1) to (6). Moreover, the Executive Board is authorized, in the event of treasury shares being sold by way of an offer tendered to the shareholders, with the consent of the Supervisory Board, to grant to the holders or the creditors of bonds with conversion rights and/or option rights (conversion and/or option obligations) issued by the company or companies that are dependent on the company or directly or indirectly majority-owned by the company, a subscription right for shares to which they would have been entitled had they exercised the conversion or option right or had the conversion or option obligation been fulfilled; the shareholders' subscription rights are excluded to this extent.
- g) The company may utilize the above authorizations under lit. e) and lit. f) sentence 2 fully or partially, on one or more occasions, individually or jointly; the company may utilize the authorizations under lit. e) (1) to (5) and lit. f) sentence 2 even through companies that are dependent on the company or which are directly or indirectly majority-owned by the company or by third parties acting for their account

or for the account of the company. Insofar as the shares, pursuant to the authorization under lit. e) (4), are used as consideration, they may also be used together with other forms of consideration. The treasury shares which have been acquired may also be transferred to companies that are dependent on the company or directly or indirectly majority-owned by the company.

**9. Resolution to cancel the existing Authorized Capital 2014 in accordance with Section 4 Number 2.1 of the Articles of Association and to create new Authorized Capital 2018 with the authorization to exclude subscription rights and to amend the Articles of Association accordingly**

*In order to have adequate and flexible financing options at any time, especially within an international, at times highly dynamic market and competitive environment, the Executive Board and the Supervisory Board propose to the Annual General Meeting to create authorized capital of an adequate amount. When excluding subscription rights in return for cash, the company is limited to a maximum 10 per cent, and across all measures to a maximum 20 per cent of the share capital, as described in detail below. As it did in the past, the Executive Board and the Supervisory Board, prior to the execution of any capital-related action, shall very carefully weigh the interests of the shareholders as well as of the company. The Annual General Meeting of May 14, 2014, under Item 6 of the Agenda, resolved to create authorized capital in the amount of EUR 45,883,905.00 (Authorized Capital 2014, Section 4 Number 2.1 of the Articles of Association). This Authorized Capital 2014 has not been utilized up to now. The deadline here is May 13, 2019, meaning it will expire before the next intended Annual General Meeting scheduled to be held in 2019.*

It is against this background and for the reasons detailed above that the Executive Board and the Supervisory Board believe it to be appropriate to cancel the Authorized Capital 2014 and to already create new Authorized Capital 2018, with the option to exclude any subscription rights.

The Executive Board and the Supervisory Board propose the following resolution:

- a) The authorization issued to the Executive Board under Item 6 of the Agenda of the Annual General Meeting of May 14, 2014 regarding the increase of the share capital through the issue of new shares pursuant to Section 4 Number 2.1 of the Articles of Association (Authorized Capital 2014) shall be cancelled by simultaneously annulling Section 4 Number 2.1 of the Articles of Association.

- b) The Executive Board shall be authorized, with the consent of the Supervisory Board, to increase the company's share capital before May 15, 2023 either in one or multiple amounts by a total of up to EUR 45,944,218.00 by the issue of no-par registered shares in return for cash and/or contributions in kind (Authorized Capital 2018). For contributions made in cash, the Executive Board, with the consent of the Supervisory Board, may also have the new shares acquired by one or multiple financial institutions or by a company which meets the requirements under Section 186 para. 5 sentence 1 AktG subject to the obligation that they shall be offered to shareholders only (indirect subscription right). In principle, shareholders shall be granted subscription rights. However, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights
- in order to eliminate fractional amounts from the subscription rights;
  - if the capital increase is executed in return for cash and the issue price for the new shares does not significantly undercut the price of the already listed shares at the time the issue price was finally determined, whereby the price should be determined relatively close in time to the placement of the shares. The number of shares issued excluding a subscription right pursuant to Section 186 para. 3 sentence 4 AktG must not exceed a total 10 per cent of the share capital, neither at the time this authorization comes into effect, nor at the time this authorization is exercised. This number shall include those shares which will be or are to be issued by virtue of options and/or convertible bonds, provided that the bonds are issued while this authorization is in effect and subject to the exclusion of the subscription right and the commensurate application of Section 186 para. 3 sentence 4 AktG; moreover, this number shall include those shares which will be issued or sold while this authorization is in effect in direct or in commensurate application of Section 186 para. 3 sentence 4 AktG;
  - insofar as it is necessary to issue to holders or creditors of option and/or conversion rights (option and/or conversion obligations) from bonds which were or will be issued by the company and/or by companies dependent on the company or which are directly or indirectly majority-owned by the company, a subscription right to which they would be entitled to had they exercised

their option and/or conversion rights or had the option and/or conversion obligation been fulfilled;

- if the capital is increased in return for a contribution in kind, to grant shares in the context of company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets;
- to issue new shares up to a proportionate amount of the share capital of in total EUR 3,387,741.00 as employee shares to employees of the company or of affiliated companies in the meaning of Sections 15 et seqq AktG.

Moreover, the Executive Board is authorized, with the consent of the Supervisory Board, to establish any additional content of the share rights as well as the conditions of the share issue. The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective utilization of the Authorized Capital 2018 or once the deadline for the authorization has expired.

This authorization is restricted to the extent that, after exercising the authorization, the total number of shares issued out of such authorized capital excluding a subscription right must not exceed 20 per cent of the share capital that exists at the time of the authorization coming into effect or - if this value is lower – that exists at the time the authorization is exercised. This 20 per cent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other potential authorized capital is in effect; moreover, such shares shall be included which are issued by virtue of option and/or conversion rights (option and/or conversion obligations) attached to bonds being exercised insofar as the associated bonds are issued while this authorization excluding the subscription right is in effect.

- c) Section 4 Number 2.1 of the Articles of Association will be worded as follows upon this resolution coming into force by entry into the commercial register:

“2.1 The Executive Board is authorized, with the consent of the Supervisory Board, to increase the company’s share capital before May 15, 2023 either in one or multiple amounts by a total of up to EUR 45,944,218.00 by the issue of no-par registered shares in return for cash and/or contributions in kind (Authorized Capital 2018). For

contributions made in cash, the Executive Board, with the consent of the Supervisory Board, may also have the new shares acquired by one or multiple financial institutions or by a company which meets the requirements under Section 186 para. 5 sentence 1 AktG subject to the obligation that they shall be offered to shareholders only (indirect subscription right). In principle, shareholders shall be granted subscription rights. However, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the shareholders subscription rights

- in order to eliminate fractional amounts from the subscription rights;
- if the capital increase is executed in return for cash and the issue price for the new shares does not significantly undercut the price of the already listed shares at the time the issue price was finally determined, whereby the price should be determined relatively close in time to the placement of the shares. The number of shares issued excluding a subscription right pursuant to Section 186 para. 3 sentence 4 AktG must not exceed a total 10 per cent of the share capital, neither at the time this authorization comes into effect, nor at the time this authorization is exercised. This number shall include those shares which will be or are to be issued by virtue of options and/or convertible bonds, provided that the bonds are issued while this authorization is in effect and subject to the exclusion of the subscription right and the commensurate application of Section 186 para. 3 sentence 4 AktG; moreover, this number shall include those shares which will be issued or sold while this authorization is in effect in direct or in commensurate application of Section 186 para. 3 sentence 4 AktG;
- insofar as it is necessary to issue to holders or creditors of option and/or conversion rights (option and/or conversion obligations) from bonds which were or will be issued by the company and/or by companies dependent on the company or which are directly or indirectly majority-owned by the company, a subscription right to which they would be entitled to had they exercised their option and/or conversion rights or had the option and/or conversion obligation been fulfilled;



- if the capital is increased in return for a contribution in kind, to grant shares in the context of company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets;
- to issue new shares up to a proportionate amount of the share capital of in total EUR 3,387,741.00 as employee shares to employees of the company or of affiliated companies in the meaning of Sections 15 et seqq AktG.

Moreover, the Executive Board is authorized, with the consent of the Supervisory Board, to establish any additional content of the share rights as well as the conditions of the share issue. The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective utilization of the Authorized Capital 2018 or once the deadline for the authorization has expired.

This authorization is restricted to the extent that, after exercising the authorization, the total number of shares issued out of such authorized capital excluding a subscription right must not exceed 20 per cent of the share capital that exists at the time of the authorization coming into effect or - if this value is lower – that exists at the time the authorization is exercised. This 20 per cent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other potential authorized capital is in effect; moreover, such shares shall be included which are issued following the exercise of option and/or conversion rights (option and/or conversion obligations) attached to bonds insofar as the associated bonds are issued while this authorization excluding the subscription right is in effect.”

- d) The Executive Board is instructed to cancel the existing Authorized Capital 2014 in accordance with lit. a) of the resolution under this Item 9 of the Agenda and to create the new Authorized Capital 2018 with the respective amendment of Section 4 Number 2.1 of the Articles of Association in accordance with lit. b) and c) in the commercial register provided that the entry of the cancellation of the existing Authorized Capital 2014 in accordance with lit. a) of the resolution will only be executed once it has

been secured that immediately following this the adoption of the resolution regarding Section 4 Number 2.1 of the Articles of Association in accordance with lit. c) of the resolution will be lodged.

**10. Resolution to authorize the issue of and the exclusion of subscription rights for options and/or convertible bonds, profit participation certificates and/or income bonds (or a combination of these instruments) as well as to create a new Contingent Capital 2018 and to amend the Articles of Association accordingly**

*In addition to the creation of authorized capital (please see Item 9 on the Agenda), the Executive Board and the Supervisory Board propose to the Annual General Meeting to create contingent capital of an adequate amount. Regarding the amount of contingent capital, the company limits itself to a maximum 25,000,000 shares or an aggregate amount combined with the ongoing existing Contingent Capital II 2007 and Contingent Capital II 2012 of around 28 per cent of the share capital (permitted by law: up to 50 per cent) as detailed below. When excluding the subscription right in return for cash, the company is limited to up to 10 per cent and in total, across all actions, to a maximum 20 per cent of the share capital, as detailed below. As they did in the past, the Executive Board and the Supervisory Board, prior to the execution of any capital-related action, shall very carefully weigh the interests of the shareholders as well as of the company.*

The authorization adopted by the Annual General Meeting of May 16, 2012 under Item 7 of the Agenda regarding the issue of options and/or convertible bonds expired as per May 15, 2017. Adequate funding constitutes a crucial basis for the company's development. One financing instrument refers to options and convertible bonds which initially bring the company low-interest debt capital which possibly remains within the company in the form of share capital. The Executive Board and the Supervisory Board, against this background, believe it to be appropriate to create a new authorization for the issuance of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) as well as Contingent Capital 2018, the purpose of which is to serve the new authorization.

The Executive Board and the Supervisory Board propose the following resolution:

**a) Authorization to issue options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) and to exclude the subscription rights for these options and/or convertible bonds, profit participation certificates and income bonds (or combinations of these instruments)**

The Executive Board shall be authorized until May 15, 2023, with the consent of the Supervisory Board, to issue on one or more occasions bearer or registered options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) (together the Bonds) of an aggregate par value of up to EUR 350,000,000.00 with or without a limitation of maturity, and to grant holders or creditors of Bonds option or conversion rights (also with conversion or option obligations or any rights to offer on the part of the company) up to a total 25,000,000 new no-par registered shares of the company representing a proportionate amount in the share capital of up to EUR 25,000,000.00 in accordance with the detailed terms for the Bonds. The Bonds may also be issued in return for a contribution in kind.

The Bonds may be issued in Euro or - subject to restricting the respective equivalent value - in a legal foreign currency, such as that of an OECD country. They may equally be issued by dependent companies or direct or indirect majority-owned companies of the company (hereinafter Group Companies) headquartered in Germany or abroad. In this case the Executive Board shall be authorized to assume the guarantee for the Bonds for the company and to grant the holders of such Bonds option or conversion rights (also with a conversion or option obligation or any rights to offer on the part of the company) for no-par registered shares of the company.

The Bonds may have a fixed or variable interest rate.

The Bonds may be divided into partial debentures.

If warrant bonds are issued, one or multiple warrants will be attached to each partial debenture which entitle the holder to purchase no-par registered shares in accordance with the terms of the options to be established by the Executive Board. Also, it may be established that fractional amounts can be combined and added up to purchase whole shares in return for an additional cash payment and/or can be balanced in cash, if required. The terms of the

options may also provide for the price of the option being fulfilled by virtue of transferring partial debentures and an additional cash payment, if required. The same applies if a warrant is issued with a profit participation certificate or an income bond.

If convertible bonds are issued, their holders are given the right to exchange their partial debentures in accordance with the terms of the convertible bonds to be established by the Executive Board into no-par registered shares. The conversion ratio results from the division of the par value or the issue price that is below the par value for a partial debenture by the fixed conversion price for a no-par registered share of the company and may be rounded to a full amount. If required, an additional cash payment may be established. It may also be provided that fractional amounts be combined and/or balanced in cash. The same applies to convertible profit participation certificates and convertible income bonds.

The proportionate amount of the share capital to be issued for the company's no-par shares per partial debenture must not exceed the par value of the partial debenture. Section 9 para. 1 AktG and Section 199 AktG remain unaffected.

The terms of the Bonds may equally provide for a conversion or option obligation or the company's right, once the Bonds have matured or at any other moment in time (each also the Final Maturity), to confer shares in the company or any other publicly listed company either fully or partially in lieu of the payment of the cash amount due upon Final Maturity of the Bonds to the holders of the Bonds.

The terms of the Bonds may provide for the company's right, in the event of the option being exercised or the conversion or exercise of the company's right to offer, to not extend new shares but to pay the equivalent value in cash. The terms may equally provide for the Bonds, at the discretion of the company, in lieu of being converted into new shares issued out of contingent capital, to be converted into new shares issued out of authorized capital, into already existing shares of the company or into shares of another listed company, or an option right (option obligation) being fulfilled by the delivery of such shares or the shares being offered by the company by means of such shares.

Except in cases in which a conversion obligation, an option obligation or the company's right to offer is provided for, the individual price of the option or conversion shall

amount to a minimum 80 per cent of the weighted average share price for the company's shares traded in XETRA (or any comparable successor system) on the Frankfurt Stock Exchange over the last 10 days of trading before the day on which the resolution pertaining to the issuance of Bonds is adopted by the Executive Board or - if a subscription right is granted - a minimum 80 per cent of the weighted average share price for the company's shares traded in XETRA (or any comparable successor system) on the Frankfurt Stock Exchange for the period starting at the beginning of the subscription period until day three (inclusive) before the final terms in accordance with Section 186 para. 2 sentence 2 AktG are disclosed. This equally applies in the event of a variable conversion ratio or conversion price. In the case of Bonds with a conversion or option obligation or the company's right to offer the delivery of shares, the price of the option or conversion per share may correspond to the weighted average price of the company's shares traded in XETRA (or any comparable successor system) on the Frankfurt Stock Exchange during the 10 days of trading before or after the day of Final Maturity or any other established moment of time even if such price is below the minimum price named above (80 per cent). Section 9 para. 1 in conjunction with Section 199 para. 2 AktG shall be observed.

Should the company increase its share capital during the option or conversion period or should it sell treasury shares, in each case while granting a subscription right to its shareholders, or should the company issue, confer or guarantee additional options or convertible bonds or conversion or option rights while granting a subscription right to its shareholders and not extend in advance a subscription right in the above cases to the holders of already existing conversion or option rights to which they would be entitled as shareholders after exercising conversion or option rights or after fulfilling their conversion or option obligation or after the offer of shares, or if the share capital is increased by virtue of a capital increase from company resources, the terms of the Bonds may serve to secure that the financial value of existing conversion or option rights remains unaffected by adjusting them to preserve their value (unless such adjustment is already mandatorily required by law). This applies accordingly to a capital decrease or other capital-affecting measures, to restructuring measures, to the acquisition of control by third parties, to the payment of a dividend or other comparable measures which lead to a dilution of the value of the conversion or option rights. Section 9 para. 1 AktG and Section 199 AktG remain unaffected.

In principle, the shareholders are entitled to a subscription right, meaning the Bonds must be offered to the shareholders of the company for purchase as a matter of principle. The Bonds may also be acquired by one or multiple financial institutions or companies in the meaning of Section 186 para. 5 sentence 1 AktG as appointed by the Executive Board, subject to the obligation that they shall be offered to shareholders of the company for purchase (indirect subscription right). If Group Companies of the company issue Bonds, the company shall ensure that the respective subscription right be granted to shareholders of the company.

However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right for Bonds:

- for fractional amounts resulting from the subscription ratio;
- if the Executive Board comes to the conclusion, following a due review, that the issue price is not significantly lower than the theoretical market value of the Bonds determined in accordance with generally accepted actuarial methods. This authorization on the exclusion of the subscription right, however, applies exclusively to Bonds with option or conversion rights (or Bonds with a conversion or option obligation) or with the company's right to offer issued in return for cash for shares which constitute a maximum 10 per cent of the share capital that exists at the time the authorization is effective, or - if lower – that exists at the time this authorization is exercised. This ceiling of 10 per cent of the share capital shall include such proportionate amount of share capital pertaining to shares issued or sold while this authorization is in effect subject to the direct or commensurate application of Section 186 para. 3 sentence 4 AktG; the above ceiling shall equally include shares which have to be issued to serve option and/or conversion rights (conversion and/or option obligations) and which were created following the issue of bonds by virtue of a different authorization excluding subscription rights subject to the commensurate application of Section 186 para. 3 sentence 4 AktG while this authorization was in effect;
- insofar as this is required in order to grant to holders or creditors of Bonds with option and/or conversion rights (option and/or conversion obligations) or rights

to offer which were issued by the company or its Group Companies a subscription right to Bonds to which they would be entitled as a shareholder had they exercised their conversion or option rights or had the conversion or option obligations been fulfilled or the shares actually been offered;

- insofar as Bonds are issued in return for contributions in kind, especially in connection with company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets provided that the value of the contribution in kind is reasonably proportionate to the value of the Bonds; in doing so, the theoretical market value to be determined by virtue of generally accepted actuarial methods is the decisive factor;
- insofar as income bonds and/or profit participation certificates without conversion or option rights (conversion or option obligations) are issued if such income bonds and/or profit participation certificates are structured like bonds, i.e. if they do not confer rights of membership in the company, if they do not grant a participation in the liquidation proceeds and if the amount of interest is not calculated on the basis of the amount of the annual net profit, the accumulated profits or the dividend; the interest and the issue price of the income bonds and/or profit participation certificates shall also correspond with current market conditions that apply at the time of the issue.

This authorization is restricted insofar as the shares issued after exercising the conversion or option rights and fulfilling the conversion or option obligations excluding the subscription right under this authorization must not exceed 20 per cent of the share capital that exists at the time of the authorization coming into effect or - if this value is lower - that exists at the time the authorization is used. This 20 per cent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other potential authorized capital is in effect; moreover, such shares shall be included which have to be issued following the exercise of option and/or conversion rights (option and/or conversion obligations) attached to Bonds insofar as the associated Bonds are issued while this authorization is in effect based on another authorization excluding the subscription right.

Moreover, the Executive Board shall be authorized, with the consent of the Supervisory Board, to establish additional details regarding the issuing and the structuring of the Bonds, particularly the rate and type of interest, the issuing price, the term and denomination, anti-dilution provisions, the option or conversion period as well as the option and conversion price, or to determine these with the agreement of the boards of the Group Companies issuing the Bonds.

**b) Creation of New Contingent Capital 2018 in addition to the respective amendments to the Articles of Association**

The company's share capital will be contingently increased by up to EUR 25,000,000.00 by the issuance of up to 25,000,000 new no-par bearer shares (Contingent Capital 2018). The contingent capital increase serves to guarantee the issuance of bearer shares following the exercise of conversion or option rights (or following fulfilment of the respective conversion or option obligations) or following the exercise of a right of choice of the company to fully or partially, in lieu of payment of the due amount, confer no-par shares of the company to holders or creditors of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) with conversion or option rights (conversion or option obligations) or the company's rights to offer that are issued under the authorization stated above under lit. a). The contingent capital increase shall only be executed in case of an issuance of bonds with option and/or conversion rights (conversion or option obligations) in accordance with the authorization stated above under lit. a) and only to the extent to which such option and/or conversion rights are utilized (such conversion and/or option obligations are fulfilled) or insofar as the company exercises a right of choice to either fully or partially confer, in lieu of payment of the due amount, no-par shares of the company and insofar as the amount is not balanced in cash and no treasury shares or shares of another listed company are used to serve this. Such new shares are issued for a conversion or option price to be determined in accordance with the above authorization stated under lit. a). The new shares participate in the profits as from the beginning of the financial year in which they were created; insofar as legally permissible, the Executive Board, with the consent of the Supervisory Board, may determine in deviation to the above, that new shares participate in the profits of an already expired financial year. The Executive Board is authorized, with the consent of the Supervisory Board, to determine further details of the



execution of the contingent capital increase.

Section 4 item number 2.4 of the Articles of Association will be worded as follows:

“2.4 The share capital shall be contingently increased by up to EUR 25,000,000.00 by the issuance of up to 25,000,000 new no-par bearer shares (Contingent Capital 2018). The contingent capital increase shall only be executed insofar as the holders or the creditors of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) with conversion or option rights (conversion or option obligations) or the company's rights to offer which are issued by the company or by companies dependent on the Company or directly or indirectly majority-owned by the company before May 15, 2023 following the resolution regarding the authorization as adopted by the Annual General Meeting of May 16, 2018, exercise their conversion or option rights under these bonds or fulfil their obligation to exercise their option or to exercise the conversion or, insofar as the company exercises a right of choice, to fully or partially confer in lieu of the payment of the due amount, no-par shares of the company and insofar as no cash compensation is effected or treasury shares or shares of another listed company are not used to settle the obligation. Such new shares are issued in accordance with the above resolution pertaining to the authorization subject to a conversion or option price to be determined. The new shares participate in the profits as from the beginning of the financial year in which they were created; insofar as legally permissible, the Executive Board, with the consent of the Supervisory Board, may determine in deviation to the above that new shares participate in the profits of an already expired financial year. The Executive Board is authorized, with the consent of the Supervisory Board, to determine additional details regarding the execution of the contingent capital increase.”

The Supervisory Board shall be authorized to amend the Articles of Association in accordance with the respective utilization of the Contingent Capital 2018 or, in the event of the non-utilization of the authorization, to issue bonds following the expiration of the period of authorization and to adjust these in the event of the non-utilization of the Contingent Capital 2018 following the expiration of the deadlines for the exercise of conversion or option rights and for the fulfilment of conversion or option obligations.

## II. Executive Board Reports

### **Executive Board Report on Item 8 of the Agenda as per Art. 9 para. 1 lit. c) ii) SE Regulation in connection with Section 71 para. 1 no. 8 sentence 5; Section 186 para. 3 sentence 4; para. 4 sentence 2 of the German Stock Corporation Act (*Aktiengesetz - AktG*)**

The resolution adopted by the Annual General Meeting of May 14, 2014 under Item 5 of the Agenda provided for the Executive Board to purchase and use treasury shares. The authorization remains valid until May 13, 2019 and thus will expire before the intended date on which the 2019 Annual General Meeting shall be held. For this reason, and to maintain flexibility regarding the purchase and the utilization of treasury shares while revoking the existing authorization of May 14, 2014, a new authorization which is to provide for the purchase and the utilization of treasury shares in accordance with Section 78 para. 1 no. 8 AktG with the option to exclude the subscription right, shall be resolved.

At the time of convening the AGM, the company holds 1,122,358 treasury shares. During the financial year 2017, the company acquired via its investment company, AIXTRON Inc., a total 1,087,305 treasury shares at no cost in accordance with Section 71 no. 4 AktG from the dissolution of a trust formed in 2004 in connection with the acquisition of Genus, Inc. The trust served the purpose, as detailed on page 60 of the 2005 Annual Report of the company, of supporting an employee option program of Genus, Inc. and servicing warrants issued by Genus, Inc. The trust was dissolved in the financial year 2017 whereby the company acquired the treasury shares at no cost.

Also, the company holds 35,053 treasury shares which were acquired based on the authorization resolved under Item 5 of the Agenda of the Annual General Meeting of May 14, 2014 for the purchase and utilization of treasury shares in accordance with Section 71 no. 8 AktG in order to meet obligations under the compensation agreement for a former member of the Executive Board. A total 59,647 shares were utilized under the authorization in order to meet obligations under the compensation agreement of a former Executive Board member. In May 2014, 24,594 shares were purchased in total at a rate of EUR 10.165, which were transferred in 2017 in accordance with the obligations under the compensation agreement, to a former member of the Executive Board. In May 2015, the company purchased 35,053 shares in total at a rate of EUR 7.132, which will be transferred in 2018 in accordance with the obligations under the compensation agreement to a former member of the Executive Board.

The proposed resolution on Item 8 of the Agenda provides that the company, pursuant to Section 71 para. 1 no. 8 AktG, be authorized to acquire treasury shares up until May 15, 2023 of in total 10 per cent of the share capital that exists at the time of the adoption of the resolution or – if this amount is lower – that exists at the time the authorization is exercised. The shares acquired under this proposed authorization, together with other treasury shares which are owned by the company or which are ascribed to the company in accordance with Sections 71a et seqq AktG, shall not exceed 10 per cent of the share capital at any time. The proposed authorization may thus be exercised fully or partially, on one or more occasions, in pursuit of one or several purposes directly by the company or even by companies that are dependent on the company, or by direct or indirect majority-owned companies of the company or by third parties mandated to do so by the company or its dependent companies or direct or indirect majority-owned companies of the company. At the discretion of the Executive Board, the shares shall either be purchased (1) via the stock exchange; or (2) by means of a public offer made by the company and directed to all shareholders, or by a public invitation to tender such an offer.

If, in accordance with the proposed authorization, shares are purchased on the stock exchange, the consideration paid by the company for each share of the company (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share traded in XETRA (or any comparable successor system) on the Frankfurt Stock Exchange on the last three days of trading before the obligation to purchase the shares by more than 10 per cent, or undercut such price by more than 20 per cent.

If the shares are purchased through a public offer or a public invitation to tender purchase offers, the company may either determine a purchase price or a purchase price range at which it is willing to purchase the shares. The authorization stipulates specific details for determining the purchase price or the purchase price range. The purchase price offered or the limits for the purchase price range per share of the company (exclusive of ancillary acquisition costs) must not exceed the average closing price of a share traded in XETRA (or any comparable successor system) on the Frankfurt Stock Exchange on the last three days of trading before the day on which the public offer or the public invitation to tender an offer is made public, by more than 10 per cent, or undercut this price by more than 20 per cent. If there are material variances in the price compared to the tendered purchase price or the fixed purchase price range once a purchase offer or the public invitation to tender a purchase offer has been announced, the offer or the invitation to tender such an offer may be adjusted accordingly. In this case, in accordance with the proposed authorization, the

average price as traded on the three trading days prior to such an adjustment being made public will be taken into account. The purchase offer or the invitation to tender such an offer may provide for additional requirements.

It is possible that, in the event of a public purchase offer or a public invitation to tender purchase offers, the volume of company shares offered by the shareholders exceeds the volume of shares required by the company. If this is the case, the attribution will be effected according to quotas in order to facilitate the process. The privileged acceptance of smaller offers or of smaller parts of offers up to maximum 100 shares may be provided for in order to curb the administration cost required to process such a public purchase offer or public invitation to tender sales offers, or to eliminate fractions of shares. It is possible to apply a rounding rule according to commercial principles in these cases.

In accordance with the proposed authorization, the Executive Board shall be authorized, with the consent of the Supervisory Board, to sell purchased treasury shares of the company via the stock exchange or by offering these to all shareholders in proportion to their shareholdings. Moreover, treasury shares that have been purchased may be used for any and all other legally permissible purposes, especially also for the purposes listed below:

Treasury shares that have been purchased shall be offered and transferred subject to the exclusion of the subscription right in order to meet the obligations of the company resulting from the AIXTRON stock option program 2007 as adopted by resolution during the Annual General Meeting of May 22, 2007 under Item 10 of the Agenda, as well as the stock option program 2012 as adopted by resolution during the Annual General Meeting of May 16, 2012 under Item 8 of the Agenda. At both, the Annual General Meeting of May 22, 2007 and the Annual General Meeting of May 16, 2012, a contingent capital increase was decided which shall be executed only insofar as the holders of the issued subscription rights utilize their subscription rights under the stock option program (2007/2012) in accordance with Section 192 para. 2 no. 3 AktG, as adopted by resolution during the individual Annual General Meeting. Upon adopting the resolution regarding the authorization to purchase and to utilize treasury shares, the Executive Board shall be authorized, with the consent of the Supervisory Board, to utilize treasury shares (excluding the shareholders' subscription right) to serve the subscription rights under the stock options. This option is a suitable means to prevent any dilution of the participation quota and the voting rights of the existing shareholders, as may occur to a certain degree if the subscription rights from newly-created shares are fulfilled.

It shall equally be possible to sell the purchased treasury shares outside of the stock exchange in return for cash to third parties, excluding the subscription right. This is in the interest of the company, so as to be able to respond swiftly and flexibly and cover capital requirements at short notice. This enables the Executive Board to exploit opportunities under favorable stock exchange situations and to achieve as high as possible a resale price through market-value pricing in order to strengthen the equity as best as possible and to access new groups of investors. Hereby, shares that have been purchased may only be sold at a price which does not significantly undercut the price of shares of the same class at the time of the sale. To this extent, the authorization facilitates especially a faster and more cost-effective placement of the shares compared to their sale to shareholders inclusive of a subscription right. The shareholders' interests in respect of their assets and voting rights are protected accordingly as per Section 186 para. 3 sentence 4 AktG. The final selling price for treasury shares will be specified close to the time of sale. The Executive Board shall endeavor to keep any potential markdown of the share price as low as possible, while taking the current market situations into consideration. Interested shareholders may uphold their participation quota subject to largely the same conditions through share purchases on the market. Moreover, this authorization is limited to a maximum total of 10 per cent of the share capital at the time the resolution is adopted by the Annual General Meeting or - if lower - at the time the shares in the company are sold. This restriction of 10 per cent of the share capital shall include those shares which will be issued or sold while this authorization is in effect and subject to the direct or commensurate application of Section 186 para. 3 sentence 4 AktG, such as for example by utilizing an authorization to issue new shares from authorized capital excluding the subscription right. Moreover, this restriction of 10 per cent of the share capital shall include those shares which will be issued or are to be issued to serve bonds with option and/or conversion rights (conversion/option obligations) provided that the bonds are issued while this authorization is in effect and subject to the commensurate application of Section 186 para. 3 sentence 4 AktG, excluding the subscription right.

Moreover, the proposed authorization provides that the purchased shares also be used to meet obligations from bonds with option and/or conversion rights or conversion and/or option obligations which were or will be issued by the company or by companies dependent on the company or which are directly or indirectly majority-owned by the company. It may prove advisable, in lieu of using new shares from a capital increase, to fully or partially use treasury shares to meet conversion and/or option rights or conversion and/or option obligations as, contrary to using contingent capital, no new shares need to be created. In deciding

whether treasury shares be supplied or the contingent capital be utilized, the Executive Board shall carefully weigh the interests of the company and of the shareholders.

It shall be possible to issue treasury shares in return for assets (including receivables against the company), especially in the context of company mergers or in connection with the acquisition of companies, parts of a company or stakes in a company. This is to enable the company to offer treasury shares as consideration - even in combination with other forms of consideration - and especially, to settle receivables against the company through treasury shares. Company expansions usually require quick decision-making. The Executive Board is to respond swiftly and flexibly to opportunities that present themselves on the market and shall be able to exploit possibilities to expand the company. The price at which treasury shares are used in such a case depends on the individual circumstances of the respective case and on the individual moment of time. When determining the pricing ratios, the Executive Board is to ensure that the shareholders' interests are adequately protected. Generally, the value of the shares to be used as consideration for the shares offered shall be determined on the basis of the market price of the company's shares. A systematic formula relating to a share price is, however, not provided, especially so as not to question negotiated results due to fluctuations of the market price. However, there are currently no specific acquisition projects.

It shall be possible to use treasury shares that have been purchased in connection with share-based compensation or stock programs for employees of the company or of companies affiliated with the company. Moreover, it shall be possible to issue treasury shares to persons who are or were in an employment relationship with the company or with one of its affiliated companies as well as to board members of companies affiliated with the company. The issue of treasury shares to employees, which is generally contingent upon a reasonable vesting period of several years, protects the interests of the company and its shareholders as it encourages the employees' identification with their company and consequently increases the company's shareholder value. The use of existing treasury shares as share price-related and value-based compensation components in lieu of a capital increase or a cash payment may also prove financially advisable for the company. When assessing the purchase price to be paid by employees, it is possible to extend a reasonable discount as is customary for employee shares, which is tied to the company's performance. Shares may equally be offered, promised and transferred to the above persons in connection with the respective programs at no cost. To achieve the above goals, the exclusion of the shareholders' subscription right is required.

Moreover, it shall be possible to use treasury shares to issue them to members of the company's Executive Board as a component of their variable compensation. Here, too, the exclusion of the shareholders' subscription right is required. The current contracts for the Executive Board provide for variable components of compensation which are to incentivize a long-term and sustainable corporate management. As mentioned in the compensation report which forms part of the group management report for the financial year 2017, the variable compensation is currently paid in equal parts in cash and in shares, the latter being subject to a vesting period. By transferring the shares only after a multi-year vesting period has expired, part of the compensation is deferred while consolidating the ties with the company by involving the members of the Executive Board, who during this vesting period experience not only the positive, but also the negative trends of the share price, in the company's sustained increase in value. Additionally, as a variable component with long-term incentive and risk features, the members of the Executive Board may draw on a share-based compensation in the shape of options from the stock option programs or from the company's shares. This or comparable structures allow for the creation of not only a bonus effect, but also a penalty effect in the event of negative developments. In accordance with its legal obligation under Section 87 AktG, the Supervisory Board ensures in this case that the overall compensation (including the components extended by the shares) is reasonably proportionate to the responsibilities and the performance of the member of the board as well as the company's situation and does not exceed the customary compensation unless there is a special reason for this.

Finally, the Executive Board shall have the possibility to exclude the shareholders' subscription right in the event of selling treasury shares that had been purchased by way of an offer tendered to the shareholders, with the consent of the Supervisory Board, to the benefit of the holders or the creditors of bonds with conversion rights and/or option rights (conversion obligations and/or option obligations) issued by the company or companies that are dependent on the company or directly or indirectly majority-owned by the company. This facilitates the granting of subscription rights for shares to which the holders or creditors would be entitled following the exercise of the conversion and/or option right or upon fulfilment of the conversion and/or option obligation. This may protect against diluting their value or prevent that other measures have to be taken in order to protect against a dilution of the value.

Moreover, the company is authorized to redeem treasury shares without requiring the Annual General Meeting to adopt any further resolution. Such an authorization is equally customary and

corresponds with market practices. It allows the company to respond to the individual capital market situation appropriately and flexibly. The Executive Board is authorized insofar to adjust the Articles of Association to the change in the number of no-par shares. In accordance with Section 237 para. 3 no. 3 AktG, the proposed authorization provides that the Executive Board may redeem the shares even without a capital decrease. Redeeming the shares without a capital decrease results in an increase of the proportion of the remaining no-par shares in the company's share capital.

In any case, the Executive Board will carefully review whether it will utilize the authorization to acquire treasury shares excluding a right to offer as well as to use treasury shares excluding the shareholders' subscription right. This possibility shall only be referred to if, in the opinion of the Executive Board and of the Supervisory Board, it protects the interests of the company and therefore, of its shareholders, and if it is reasonable.

The Executive Board will report at the next respective Annual General Meeting on each and any utilization of the authorization to purchase as well as to use treasury shares.

**Executive Board Report on Item 9 of the Agenda as per Art. 9 para. 1 lit. c) ii) SE Regulation, Section 203 para. 2 sentence 2; Section 186 para. 4 sentence 2 of the German Stock Corporation Act (*Aktengesetz - AktG*)**

The Annual General Meeting of May 14, 2014, under Item 6 of the Agenda, had resolved to create authorized capital in the amount of EUR 45,883,905.00 (Authorized Capital 2014, Section 4 Number 2.1 of the Articles of Association). This Authorized Capital 2014 has not been utilized up to now. However, it will exist only until May 13, 2019, meaning it will expire before the next intended Annual General Meeting scheduled to be held in 2019.

It is against this background that the Executive Board and the Supervisory Board believe it to be appropriate, in order to maintain the company's flexibility, to cancel the remaining existing Authorized Capital 2014 and to create new Authorized Capital 2018 in the - slightly adjusted - amount of EUR 45,944,218.00 with the option to exclude subscription rights. Such authorized capital is to enable the company to swiftly adapt to changing markets in the interest of its shareholders. For this, the company requires the customary and necessary instruments to procure capital.

Upon utilization of the authorized capital, shareholders generally have a subscription right. In lieu of issuing the new shares directly



to the shareholders, the new shares may also be acquired by one or multiple financial institutions appointed by the Executive Board subject to the obligation that they shall be offered to the shareholders for purchase (indirect subscription right); processing the issue of the shares through financial institutions acting as intermediaries is merely a technical convenience. However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders subscription right in the cases shown below.

Initially, the Executive Board shall be authorized to eliminate fractional amounts from the shareholders' subscription right. This authorization serves to achieve a feasible subscription ratio in relation to the amount of the individual capital increase. Without excluding the subscription right in relation to the fractional amounts it would prove particularly difficult to technically execute the capital increase and to exercise the subscription right, especially when increasing capital by rounded amounts. The fractions of new shares excluded from the shareholders' subscription rights are either utilized by selling them via the stock exchange or in any other form with the best possible outcome for the company.

The authorization excluding the subscription right shall then apply if the issue price of the new shares does not significantly undercut the share price of shares already listed at the time the Executive Board finally determined the issue price, whereby the price should be determined relatively close to the time of placement of the shares. When utilizing the authorization, the Executive Board will keep the deviation from the share price as low as is possible and in line with the market conditions that prevail at the time of the placement. The number of shares issued excluding a subscription right pursuant to Section 186 para. 3 sentence 4 AktG must not exceed a total 10 per cent of the share capital, neither at the time this authorization comes into effect, nor at the time this authorization is exercised. This number shall include those shares which will be or are to be issued by virtue of bonds with conversion and/or option rights (conversion and/or option obligations), provided that such bonds are issued while this authorization is in effect subject to the commensurate application of Section 186 para. 3 sentence 4 AktG; moreover, this number of shares shall include those shares which will be issued or sold while this authorization is in effect subject to the direct or commensurate application of Section 186 para. 3 sentence 4 AktG - for example, because of an authorization regarding the utilization of treasury shares pursuant to Sections 71 para. 1 no. 8, 186 para. 3 sentence 4 AktG excluding subscription rights. This approach is consistent with legal provisions that take into consideration the interests of shareholders in the protection against a dilution of their shareholdings. Each shareholder, by virtue of the near-market

issue price of the new shares and by virtue of the volume-based ceiling of the capital increase excluding the subscription right, generally has the possibility to purchase the number of shares which the shareholder requires to maintain its participation quota under very similar terms and conditions via the stock exchange. The goal of this authorization is to facilitate financing of the company by raising equity. This enables the company to cover any short-term equity requirements. Such requirements may arise, for example, because of market opportunities presenting themselves at short notice, or even when attracting new groups of shareholders. The authorization allows these opportunities to be swiftly and flexibly implemented; moreover, due to the straightforward processing, higher proceeds are to be expected from the new shares to be issued.

Moreover, the exclusion of a subscription right shall be possible insofar as is necessary to issue to holders or creditors of bonds with conversion and/or option rights (conversion and/or option obligations) which were or will be issued by the company and/or by companies dependent on the company or which are directly or indirectly majority-owned by the company, a subscription right to which they would be entitled to had they exercised their conversion and/or option rights or had the conversion and/or option obligation been fulfilled. To place bonds more easily on the capital market, the respective terms of the bonds tend to include anti-dilution provisions. One anti-dilution option is to grant holders or creditors of the bonds a subscription right in the event of capital increases just as shareholders are entitled to, without having to adjust the price of the conversion or of the option. Consequently, they will be in a position as if they were already shareholders. To furnish bonds with such an anti-dilution protection, the shareholders' subscription right must be excluded to this extent for the new shares. Bonds without anti-dilution protection would be significantly less attractive for the market. To this extent, the possibility to exclude the subscription right for future capital increases serves to place the bonds more easily and thus the interests of shareholders in an optimal financial structure of the company.

Moreover, the authorization to exclude the subscription right for the issue of new shares in the context of a capital increase against a contribution in kind shall apply if the new shares are extended in the context of company mergers or for the purpose of acquiring companies, parts of companies, stakes in companies or other assets. The company faces fierce competition. To survive this competition, the company must be able to act swiftly and flexibly in the interest of its shareholders. This includes especially also the possibility, if the opportunity presents itself, to acquire at short notice other companies, parts of companies or stakes in companies or to merge with another company or to acquire certain other

assets or even receivables against the company so as to improve the company's own competitive position as a result of this. The authorized capital and this authorization on the exclusion of subscription rights enable the company to execute such acquisitions swiftly and in a liquidity-preserving manner by being put in the position to offer shares in the context of a merger or as consideration for the company, the part of the company, the stake in the company or the asset to be acquired. However, there are currently no specific acquisition projects.

Finally, the authorization to exclude the subscription right shall apply in the event that new shares are issued up to a proportionate amount of the share capital of in total EUR 3,387,741.00 as employee shares to employees of the company or of affiliated companies. This is to enable the company to integrate flexible compensation models without major administrative effort even in the future, so as to respond successfully to market requirements. The competences of the boards responsible for extending the compensation shall, in any case, be safeguarded.

This authorization is restricted to the extent that, after exercising the authorization, the share total issued under this authorized capital excluding a subscription right must not exceed 20 per cent of the share capital that exists at the time of the authorization coming into effect or - if this value is lower - that exists at the time the authorization is exercised. This 20 per cent threshold shall also include treasury shares sold while the above authorization excluding the subscription right is in effect, as well as shares issued while the above authorization excluding the subscription right from any other authorized capital is in effect; moreover, such shares shall be included which are issued following the exercise of option and/or conversion rights (option and/or conversion obligations) attached to bonds insofar as the associated bonds are issued while this authorization is in effect based on an authorization excluding the subscription right. This requisite restricts the overall scope of the issue of shares without subscription rights and acts as an additional safeguard for shareholders against the excessive dilution of their shareholding.

In any case, the Executive Board will carefully review whether it will utilize the authorization to increase capital excluding the shareholders' subscription right. This possibility shall only be referred to if, in the opinion of the Executive Board and of the Supervisory Board, it protects the interests of the company and therefore, of its shareholders. At the next Annual General Meeting, the Executive Board shall report on the utilization of the Authorized Capital 2018 excluding subscription rights.

**Executive Board Report on Item 10 of the Agenda as per Art. 9 para. 1 lit. c) ii) SE Regulation, Section 221 para. 4 sentence 2; Section 186 para. 4 sentence 2 of the German Stock Corporation Act (*Aktiengesetz - AktG*)**

By resolution adopted by the Annual General Meeting of May 16, 2012 under Item 7 of the Agenda, the Executive Board was authorized to issue up until 15 May 2017 options and/or convertible bonds of an aggregate par value of up to EUR 500,000,000.00. This authorization, which was not utilized, expired as per May 15, 2017. The Contingent Capital I 2012 which was created in order to serve the authorization, amounting to EUR 40,715,810.00, has thus become redundant and - following the amendment of the Articles of Association by the Supervisory Board in accordance with its authorization - has been deleted from the Articles of Association.

Adequate funding constitutes a crucial basis for the company's development. One financing instrument refers to options and convertible bonds which initially bring the company low-interest debt capital which possibly remains within the company in the form of equity. Therefore, a new five-year authorization shall be created for the issuance of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) as well as Contingent Capital 2018, the purpose of which is to serve the new authorization.

The proposed authorization for the issuance of options and/or convertible bonds, profit participation certificates and/or income bonds (or combinations of these instruments) (together the Bonds) of an aggregate par value of up to EUR 350,000,000.00 as well as for the creation of the respective contingent capital of up to EUR 25,000,000.00, is to furnish the company with an ongoing extended scope for the financing of its activities and enable the management to swiftly and flexibly respond to favorable capital market conditions. The terms of the Bonds will provide for more details.

According to legal provisions, shareholders generally have a subscription right. It provides shareholders with the opportunity to invest their capital in the company while maintaining their participation quota. To facilitate the processing, it is intended to provide for the Bonds to be issued to one or multiple financial institutions or companies in the meaning of Section 186 para. 5 sentence 1 AktG subject to the obligation that the shareholders shall be offered to purchase the Bonds in accordance with their subscription right (indirect subscription right). In accordance with legal provisions, the Executive Board, with the consent of the Supervisory Board, shall be authorized to exclude the shareholders' subscription right for Bonds:

At first, the subscription right for share issues with a principle subscription right of shareholders shall be eliminated for fractional amounts. Such exclusion of subscription rights is customary. Furthermore, it is objectively justified as the cost of trading subscription rights for fractional amounts as would otherwise be required is in no reasonable relation to the advantage that shareholders stand to gain, and the potential dilution effect, due to the restriction to fractional amounts, is in any event low.

Furthermore, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the subscription right of shareholders insofar as the issue of shares is restricted to conversion or option rights or conversion or option obligations or offers of up to 10 per cent of the company's share capital. This option to exclude the subscription right provides the company with the flexibility to seize favorable capital market situations at short notice and, by establishing market-value conditions, to achieve better conditions for the interest rate and for the issue price of the bond. Pricing the issue price of the Bonds in these cases insignificantly below its market value to be determined by virtue of generally accepted actuarial methods is to account for the shareholders' need for protection regarding the financial dilution of their shareholding. An issue price equivalent to the market value lowers the value of the subscription right to practically zero. The Executive Board will seek to achieve as high as possible an issue price and to rate the financial gap to the price at which existing shareholders may purchase shares on the market as low as possible. Shareholders wishing to maintain their participation quota in the company's share capital may achieve this by buying shares on the market under very similar terms and conditions. Even a relevant financial loss of the participation quota from the viewpoint of shareholders is ruled out. The authorization is restricted to the issue of conversion or option rights (also with conversion or option obligations or rights to offer) for shares constituting up to 10 per cent of the company's share capital. This restriction of 10 per cent of the share capital shall include those shares which will be issued or treasury shares which will be sold if performed excluding the subscription right in accordance with or pursuant to Section 186 para. 3 sentence 4 AktG while the proposed authorization is in effect. Moreover, shares shall be included which are to be issued to serve option and/or conversion rights or conversion and/or option obligations which were created following the issue of Bonds by virtue of a different authorization excluding subscription rights subject to the commensurate application of Section 186 para. 3 sentence 4 AktG while this authorization was in effect. This additional restriction is in the interest of the shareholders who intend to maintain their participation quota under the respective capital measures; their additional investment may be restricted in these cases to a maximum 10 per cent of their share-

holding. The Executive Board shall ensure that the requirements under Section 186 para. 3 sentence 4 AktG are protected in view of the existing authorizations as well as this new authorization to be created.

It shall be made possible to even exclude the subscription right (insofar as this is required for reasons of protection against dilution) in order to issue to persons entitled to a right of offer from the company or to holders or creditors of bonds with conversion and/or option rights (conversion and/or option obligations or rights) which were issued by the company or its group companies utilizing the authorization, a subscription right for bonds to which they would be entitled as a shareholder had they exercised their option and/or conversion rights or had the conversion or option obligation been fulfilled or the shares actually been offered. To place bonds more easily on the capital market, the respective terms of the bonds tend to include anti-dilution provisions. This therefore serves the interests of shareholders in an optimal financial structure of the company. One anti-dilution option is to grant holders or creditors of the bonds in the event of subsequent share issues a subscription right for bonds just as shareholders are entitled to, without having to adjust the price of the conversion or of the option. Consequently, they will be in a position as if they were already shareholders. To furnish bonds with such anti-dilution protection, the shareholders' subscription right for bonds must be excluded to this extent.

Bonds may equally be issued in return for contributions in kind provided that this is in the company's interest. In this case, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders if the value of the contribution in kind is reasonably proportionate to the theoretical market value of the bonds to be determined by virtue of generally accepted actuarial methods. This opens up the possibility that bonds may also be used in order to, for example, acquire companies, parts of companies or stakes in companies or other assets, including loans and other liabilities of the company. Practice has shown that negotiations frequently call for the consideration not to be settled in cash, but also, or exclusively, in another form. The possibility to be able to offer bonds as consideration therefore creates a competitive advantage so as to be able to exploit interesting acquisitions and have the scope required to explore opportunities that present themselves to purchase companies, parts of companies or stakes in companies or other assets in a liquidity-preserving manner. This may also prove reasonable in view of an optimal financing structure.

Insofar as income bonds and/or profit participation certificates without conversion or option rights (conversion or option obligations) are to be issued, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in totality if these profit participation certificates or income bonds are structured like bonds, i.e. if they do not confer rights of membership in the company, if they do not grant a participation in the liquidation proceeds and if the amount of interest is not calculated based on the amount of the annual net profit, the accumulated profits or the dividend. Moreover, the interest rate and the issue price of the income bonds and/or of the profit participation certificates must correspond with current market conditions that apply at the time of the offer. If these requirements have been met, the exclusion of the subscription right does not result in disadvantages for the shareholders because the profit participation certificates or the income bonds do not confer any rights of membership and do not grant any participation in the company's liquidation proceeds or profits.

This authorization is restricted insofar as the shares issued after exercising the conversion or option rights (conversion or option obligations) excluding the subscription right must not exceed 20 per cent of the share capital that exists at the time of the authorization coming into effect or - if this value is lower - that exists at the time the authorization is exercised. This 20 per cent threshold shall also include those shares which are issued while the above authorization excluding the subscription right from authorized capital is in effect; also, those shares shall be included which are to be issued following the exercise of conversion and/or option rights (conversion/option obligations) attached to bonds insofar as the associated bonds are issued while this authorization is in effect based on another authorization excluding the subscription right. This inclusion restricts a potential dilution of voting rights of those shareholders excluded from the subscription right.

In any case, the Executive Board, with the consent of the Supervisory Board, will carefully review whether it will exercise the authorization to issue the bonds excluding the shareholders' subscription rights. It shall only do so if, in the opinion of the Executive Board and of the Supervisory Board, this protects the interests of the company and therefore, of its shareholders. The Executive Board shall report on whether the authorization was utilized at the next Annual General Meeting.

### **III. Further information and instructions**

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

At the time at which this Annual General Meeting is called, AIXTRON SE has issued a total of 112,924,730 shares which grant 112,924,730 voting rights. Each no-par share grants one vote. However, at the time of the calling of this meeting, the company holds 1,122,358 shares itself, so the number of shares with voting rights is 111,802,372.

#### **2. Requirements for participation in the Annual General Meeting and exercising voting rights**

To participate in the Annual General Meeting – either in person or through an authorized representative – and exercise voting rights, shareholders must, in accordance with Section 20 of the Articles of Association of our company, be entered in the shareholders' ledger on the day of the Annual General Meeting and must have registered their participation with the company, either by using the form included in the registration information or by electronic means, using the password-protected internet service in accordance with the procedure stipulated by the company at the internet address [www.aixtron.com/aggm](http://www.aixtron.com/aggm) or via the "BetterSmart" shareholder app in accordance with the procedure stipulated by the company, or in text form in German or English, at the registration address given below:

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

The shareholder app can be downloaded free of charge from the customary app sites ("App Store"/"Play Store").

The registration information and the individual access data for use of the password-protected internet service on the company's website at [www.aixtron.com/aggm](http://www.aixtron.com/aggm) or for the use of the "BetterSmart" shareholder app will be sent to the shareholders together with the invitation to the Annual General Meeting, either by post or by email, if they have already registered for email dispatch. The registration information can also be downloaded from the company's website at [www.aixtron.com/aggm](http://www.aixtron.com/aggm) and requested by post, by fax or by email at the registration address of AIXTRON SE given above.



Registration must have been received by the company by no later than

**May 9, 2018  
(12 midnight, Central European Summer Time).**

The share portfolio entered in the shareholders' ledger on the date of the Annual General Meeting constitutes the decisive criterion for the exercising of the right of participation and voting. Please note that, in accordance with Section 20 Number 2 Sentence 2 of the Articles of Association, no deletions or new entries will be made in the shareholders' ledger in the last six days before the Annual General Meeting and on the day of the Annual General Meeting, i.e. in the period from May 10, 2018 until and including May 16, 2018. The so-called Technical Record Date is thus the end of May 9, 2018, i.e. 12 midnight, Central European Summer Time. Please note that shares are not blocked or frozen by a registration for the Annual General Meeting. So even after registering for the Annual General Meeting, shareholders can continue to freely dispose of their shares.

After registration has been received, the Registrations Office will send admission tickets to the Annual General Meeting to shareholders or their appointed authorized representatives.

### **3. Procedure for voting by authorized representatives**

Shareholders who are entitled to participate and vote in the Annual General Meeting but do not wish to attend said meeting in person can arrange for their voting right to be exercised by an authorized representative, who can also be a credit institution or shareholders' association. As a rule, the issue of authorization, the evidence of authorization for submission to the company and also revocation of authorization must be recorded in text form. If a shareholder authorizes more than one person, the company can reject one or more of them. Further information on issue of authorization is given in the documents sent to shareholders.

Evidence of the issue of authorization can be furnished, inter alia, by the authorized representative showing such authorization at the admission control on the day of the Annual General Meeting or also by transmitting the evidence by post, by fax or by email to the registration address of AIXTRON SE given above.

The above transmission modes also apply if the authorization is to be issued by statement to the company; in this case, no

separate evidence of issue of authorization is required. Authorization already issued can also be revoked directly to the company via the above transmission modes. In addition, such revocation is deemed performed without formal requirements if the shareholder attends the Annual General Meeting in person.

Shareholders wishing to authorize a representative are requested to use the forms available for this purpose from the company for issue of authorization.

The forms for issue of authorization will be enclosed with the invitation and can also be requested on the company's website at [www.aixtron.com/agm](http://www.aixtron.com/agm) or by post, by fax or by email at the registration address given above.

Special requirements may apply for the authorization of a credit institution or a shareholders' association or person covered by Section 135 para. 8 of the German Stock Corporation Act (*Aktiengesetz – AktG*) or an institution or enterprise declared equivalent under Section 135 para. 10 in conjunction with Section 125 para. 5 AktG and for the revocation and furnishing of evidence of such authorization; in such a case, shareholders are requested to consult in due time with the party scheduled to be authorized with regard to the form of authorization possibly required for the same. Only if it has been authorized to do so is a credit institution permitted to exercise a voting right for registered shares which do not belong to said institution but for which it is entered as the holder in the shareholders' ledger.

#### **4. Procedure for voting by proxy**

The company offers shareholders who are entitled to participate and vote in the Annual General Meeting the opportunity of already authorizing before the Annual General Meeting the proxies appointed by the company. If authorized, the proxies appointed by the company will exercise the voting right as instructed. The proxies appointed by the company are not empowered to exercise the voting right without being instructed by the shareholder. The authorization and instruction of the proxies appointed by the company are to be issued either electronically, using the password-protected internet service in accordance with the procedure stipulated by the company at the internet address [www.aixtron.com/agm](http://www.aixtron.com/agm) or via the "BetterSmart" shareholder app in accordance with the procedure stipulated by the company or in text form.

The access data for use of the password-protected internet service or for the use of the "BetterSmart" shareholder app

and the form for issue of authorization and instruction of the proxies appointed by the company will be enclosed with the invitation. The form can also be requested by post, by fax or by email at the registration address of AIXTRON SE given above. In addition, a neutral form, together with further information on issue of authorization and instruction of proxies appointed by the company, can be downloaded from the company's website at [www.aixtron.com/agm](http://www.aixtron.com/agm).

Shareholders wishing to authorize the proxies appointed by the company are requested to transmit the authorizations and instructions by post, by fax or by email to the registration address of AIXTRON SE given above by no later than **May 15, 2018, 6 p.m., Central European Summer Time** (receipt by the company). The same applies to the amendment and revocation of authorization and instructions already issued. The password-protected internet service at the internet address [www.aixtron.com/agm](http://www.aixtron.com/agm) and the "BetterSmart" shareholder app are also available to shareholders in accordance with the procedure stipulated by the company for issue of authorization and instruction. Amendments and the revocation of authorizations and instructions already issued can be implemented via the password-protected internet service and the "BetterSmart" shareholder app until **May 15, 2018, 6 p.m., Central European Summer Time**. Personal participation in the Annual General Meeting is automatically considered to be a revocation of the authorization and instruction previously issued to the proxies appointed by the company.

## 5. Procedure for voting by mail

Shareholders entered in the shareholders' ledger can vote by mail without attending the Annual General Meeting. Shareholders entered in said ledger are only entitled to vote by mail if they have registered in due time by the end of **May 9, 2018** (12 midnight, Central European Summer Time, receipt by the company).

Then shareholders can vote by mail either in writing or electronically at the registration address of AIXTRON SE given above or using the password-protected internet service at the internet address [www.aixtron.com/agm](http://www.aixtron.com/agm) or the "BetterSmart" shareholder app in accordance with the procedure stipulated by the company. Their vote must be received by the company no later than

**May 15, 2018, 6 p.m., Central European Summer Time.**

A form for voting by mail will be enclosed with the invitation

and can also be downloaded from the company's website at [www.aixtron.com/agm](http://www.aixtron.com/agm). It can also be requested by post, by fax or by email at the registration address of AIXTRON SE given above. Shareholders will find further information on voting by mail in said form and at the website [www.aixtron.com/agm](http://www.aixtron.com/agm) or in the "BetterSmart" shareholder app.

Authorized credit institutions, shareholders' associations or other persons and institutions declared equivalent to the same under Section 135 paras. 8 and 10 AktG can also vote by mail.

The share portfolio entered in the shareholders' ledger on the date of the Annual General Meeting also constitutes the decisive criterion for the exercising of the voting right by mail.

Votes already cast by mail can be amended or revoked by no later than **May 15, 2018, 6 p.m., Central European Summer Time** (receipt by the company), this being either in writing or electronically at the registration address of AIXTRON SE given above or by using the password-protected internet service at the internet address [www.aixtron.com/agm](http://www.aixtron.com/agm) or via the "BetterSmart" shareholder app in accordance with the procedure stipulated by the company. Personal participation in the Annual General Meeting is automatically considered to be a revocation of the vote previously cast by mail.

**6. Rights of the shareholders under Art. 56 of the SE Regulation, Section 50 para. 2 of the German SE Implementing Act, Section 122 para. 2, Section 126 para. 1, Section 127, Section 131 para. 1 AktG**

***Request for addition to the agenda in accordance with Art. 56 of the SE Regulation, Section 50 para. 2 of the German SE Implementing Act, Section 122 para. 2 AktG***

Shareholders whose shares together make up 5 per cent of share capital or a proportionate amount of share capital of EUR 500,000 (this corresponds to 500,000 no-par shares) can require items to be placed on the agenda and announced. The request must be sent to the Executive Board in writing and must be received by the company by the end of **April 15, 2018 (12 midnight, Central European Summer Time)**. Reasons or a draft resolution must be included with every new item on the agenda. Please send such a request to the following address:

AIXTRON SE  
Vorstand  
Dornkaulstrasse 2  
52134 Herzogenrath

Additions to the agenda which have to be announced to the public will be published in the Federal Gazette immediately after receipt of the request and, in accordance with Section 121 para. 4a AktG, forwarded for publication to the media of which it can be assumed that they will disseminate the information throughout the European Union. They will also be made accessible to shareholders via the company's website at [www.aixtron.com/agm](http://www.aixtron.com/agm). In addition, notification will be given of the amended agenda in accordance with Section 125 para. 1 sentence 3 AktG.

***Counter-motions and proposals for candidates by shareholders in accordance with Sections 126 para. 1, 127 AktG***

Every shareholder has the right to submit counter-motions to the proposed resolutions on items on the agenda. If such counter-motions are to be already made accessible prior to the Annual General Meeting, they must be forwarded pursuant to Section 126 para. 1 AktG by no later than the end of **May 1, 2018 (12 midnight, Central European Summer Time)** to the address given below. Counter-motions and proposals for candidates will not be considered if forwarded to any other address.

AIXTRON SE  
Investor Relations  
Dornkaulstrasse 2  
52134 Herzogenrath  
Fax: +49 (2407) 9030-445  
Email: [AIXTRON-HV@aixtron.com](mailto:AIXTRON-HV@aixtron.com)

Subject to Section 126 paras. 2 and 3 AktG, counter-motions from shareholders which are scheduled to be made accessible, including the shareholder's name, any reasons and any comments by management, will be posted immediately on the company's website at [www.aixtron.com/agm](http://www.aixtron.com/agm).

The above statements apply accordingly for a proposal for a candidate by a shareholder pursuant to Section 127 AktG, including the deadline for making the proposal for a candidate accessible (receipt by no later than the end of **May 1, 2018, 12 midnight, Central European Summer Time**); no reasons need to be given for the proposal for a candidate. The Executive Board of AIXTRON SE need not make the proposal for a candidate accessible pursuant to Section 127 sentence 3 AktG if the proposal does not include the name, the occupation practiced and the address of the proposed person.

***Right of shareholders to information under Section 131 para. 1 AktG***

At the Annual General Meeting, every shareholder and representative of a shareholder can require the Executive Board to provide information on company matters, insofar as such information is necessary for objective assessment of the agenda (cf. Section 131 para. 1 AktG). The obligation to provide information also extends to the legal and business relations of the company with an affiliated enterprise and to the position of the group and the enterprises which are members of the group. For the reasons specified in Section 131 para. 3 AktG, the Executive Board can refuse to answer individual questions. According to the Articles of Association, the chairman of the meeting is authorized to restrict to a reasonable degree the time allowed for the shareholders' right to speak and ask questions.

**7. Further explanations / reference to the company's website**

Further explanations of the rights of shareholders under Art. 56 of the SE Regulation, Section 50 para. 2 of the German SE Implementing Act, Section 122 para. 2, Section 126 para. 1, Section 127, Section 131 para. 1 AktG can also be found on the company's website at [www.aixtron.com/agm](http://www.aixtron.com/agm). The documents and information on the Annual General Meeting which are required to be made accessible pursuant to Section 124a AktG can also be found on the company's website at [www.aixtron.com/agm](http://www.aixtron.com/agm). The results of voting will be posted at the same internet address after the Annual General Meeting.

Herzogenrath, in March 2018

AIXTRON SE  
The Executive Board

**Arrival by public transportation**

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

**Arrival by car**

You can reach Aachen via the following freeways

From Cologne / Dusseldorf / Liège:

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

From the Netherlands:

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

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

The Quellenhof has the following GPS coordinates:

50.781508°N, 6.090961°E

**Public parking garage Eurogress**

Monheimsallee 44

52062 Aachen

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

The Parking Garage has the following GPS coordinates:

50.780654°N, 6.09267°E

**AIXTRON SE**

DORNKAULSTRASSE 2  
52134 HERZOGENRATH  
[WWW.AIXTRON.DE](http://WWW.AIXTRON.DE)