



CONVENIENCE TRANSLATION

**AIXTRON SE
Herzogenrath**

ISIN DE000A0WMPJ6 (WKN A0WMPJ)

ISIN DE000A32VP57 (WKN A32VP5)

Invitation to the Annual General Meeting

We hereby invite the shareholders of AIXTRON SE, headquartered in Herzogenrath, Germany, to the

**Annual General Meeting, which will be held at 10:00 hrs CEST on Wednesday,
17 May 2023**

**at the Parkhotel Quellenhof Aachen,
Monheimsallee 52,
52062 Aachen, Germany.**

This year's Annual General Meeting will be held with physical attendance.

I. Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as at 31 December 2022, the approved consolidated financial statements as at 31 December 2022, the combined management report for AIXTRON SE and the Group for the 2022 financial year, the report by the Supervisory Board, the Executive Board's proposal on the appropriation of the net retained profit and the explanatory report by the Executive Board concerning the disclosures required under sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch*, HGB).**

These documents may be viewed on the Company's website at www.aixtron.com/hv beginning with the notice convening the Annual General Meeting. They will also be available via that link during the Annual General Meeting and will be made available and explained at the Annual General Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements as at 31 December 2022, as prepared by the Executive Board. Accordingly, the annual financial statements have been adopted pursuant to section 172 of the German Stock Corporation Act (*Aktiengesetz*, AktG)¹. Therefore, in accordance with the statutory provisions, no resolution is envisaged for Agenda Item 1. The other above-mentioned documents are also merely to be made available to the Annual General Meeting pursuant to section 176 para. 1 sentence 1 AktG, without requiring a resolution of the Annual General Meeting in this regard – apart from the resolution on the appropriation of the net retained profit, which will take place under Agenda Item 2.

- 2. Resolution on the appropriation of the net retained profit for the 2022 financial year**

The Executive Board and the Supervisory Board propose to appropriate the net retained profit in the amount of EUR 59.546 million as reported in the annual financial statements of AIXTRON SE for the 2022 financial year as follows:

Dividend distribution of EUR 0.31	
for each no-par value share entitled for dividends,	
total	EUR 34.839 million
New account carry-forward	EUR 24.707 million
<hr/> Net retained profit (<i>Bilanzgewinn</i>)	<hr/> EUR 59.546 million

Should the number of no-par value shares entitled to dividends for the 2021 financial year change by the time of the Annual General Meeting, a correspondingly adjusted proposal will be put to the vote at the Annual General Meeting, which will continue to provide for a dividend of EUR 0.31 per no-par value share entitled to dividends and a correspondingly adjusted profit carry-forward.

¹ Based on the conflicts of law rules in Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("**SE Regulation**"), in particular Article 9 para. 1, Article 52 and Article 53 of the SE Regulation, the provisions that apply to public limited liability companies with their registered offices in Germany will apply to AIXTRON SE, unless and to the extent that more specific provisions in the SE Regulation provide otherwise.

Pursuant to section 58 para. 4 sentence 2 AktG, the dividend will be paid on the third business day following the Annual General Meeting adopting the proposed resolution, i.e. 23 May 2023 (taking into account that Ascension Day (18 May 2023) is a public holiday).

3. Resolution concerning approval of the actions of the members of the Executive Board of AIXTRON SE for the 2022 financial year

The Executive Board and Supervisory Board propose that approval be granted in respect of the actions taken in the 2022 financial year by members of the Executive Board of AIXTRON SE who held office during that period.

4. Resolution concerning approval of the actions of the members of the Supervisory Board of AIXTRON SE for the 2022 financial year

The Executive Board and Supervisory Board propose that approval be granted in respect of the actions taken in the 2022 financial year by members of the Supervisory Board of AIXTRON SE who held office during that period.

5. Resolution on the approval of the Remuneration Report prepared and audited pursuant to section 162 AktG for the 2022 financial year

Pursuant to section 162 AktG, the Executive Board and the Supervisory Board have to prepare a Remuneration Report annually and submit it to the Annual General Meeting for approval in accordance with section 120a para. 4 AktG.

The Remuneration Report was audited by the statutory auditor, namely KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstraße 27, Essen, Germany, in accordance with section 162 para. 3 AktG to verify that the information required under section 162 para. 1 and para. 2 AktG was provided. The report on the audit of the Remuneration Report is attached to the Remuneration Report. The Remuneration Report is attached as an annex at the end of this invitation.

The Executive Board and the Supervisory Board propose that the Remuneration Report for the 2022 financial year, which has been prepared and audited in accordance with section 162 AktG, be approved.

6. Resolution on elections to the Supervisory Board

Pursuant to Article 40 para. 2 and 3 SE Regulation, section 17 SEAG in conjunction with section 11 clause 1 of the Articles of Association of AIXTRON SE, the Supervisory Board comprises six members who are elected by the Annual General Meeting.

The election to the Supervisory Board is to be made in accordance with section 11 clause 2 of the Articles of Association for the period of time until the end of the Annual General Meeting resolving on the discharge (approval of actions) for the fourth financial year after the commencement of the term of office; the Annual General Meeting may, however, provide for a shorter term of office. The Annual General Meeting is not bound by election proposals.

The term of office of the Chairman of the Supervisory Board member Mr. Kim Schindelhauer will end as scheduled at the end of the Annual General Meeting to be held on 17 May 2022.

The Supervisory Board proposes that Mr. Kim Schindelhauer, resident in Hamburg, Germany, businessman (*Diplom-Kaufmann*), be elected to the Supervisory Board of AIXTRON SE for the period from the end of the Annual General Meeting on 17 May 2023 until the end of the Annual General Meeting that resolves on the approval of actions for the 2025 financial year. Mr. Kim Schindelhauer is available for re-election for a further three years.

The aforementioned election proposal takes into account the objectives resolved by the Supervisory Board for its composition and is in line with the competence profile developed by the Supervisory Board for the entire body.

The Supervisory Board has specified concrete objectives for its composition and developed a skills profile for the entire body. The objectives and skills profile, including a description of the status of its implementation in the form of a qualification matrix, are published in the corporate governance statement as part of the Annual Report for the 2022 financial year. The 2022 Annual Report is part of the documents mentioned under Agenda Item 1 which are available via our website at

www.aixtron.com/hv

as well as during the Annual General Meeting.

Mr. Schindelhauer is already a long-standing member and chairman of the Supervisory Board of AIXTRON SE. Apart from this, in the opinion of the Supervisory Board, there are no significant personal or business relationships within the meaning of Recommendation C.13 of the German Corporate Governance Code between the proposed candidate and AIXTRON SE, its governing bodies or any shareholders with a material interest in it.

The curriculum vitae of Mr. Schindelhauer is attached as an annex at the end of this invitation. It is also available via the Company's website at

www.aixtron.com/hv.

After extensive consultation, the Supervisory Board has decided to propose that Mr. Kim Schindelhauer be re-elected to the Supervisory Board for a final term of office of up to three years. The Supervisory Board is expressly committed to the principles of good corporate governance and, in particular, to the requirements (including those set out in the German Corporate Governance Code) for the members of the Supervisory Board to be independent. The Supervisory Board therefore pursues long-term succession planning in order to ensure compliance with both the qualification requirements that result from the skills profile and the requirements for the members of the Supervisory Board to be independent. This succession planning specifically envisaged that chairmanship of the Supervisory Board would be transferred to a designated successor on the occasion of the Annual General Meeting in 2023,

and that Mr. Schindelhauer would leave the Supervisory Board. However, due to external factors that were beyond the Company's control, the designated successor for chairmanship of the Supervisory Board ceased at short notice to be available. Mr. Schindelhauer is therefore standing for re-election to the Supervisory Board for a maximum period of three years. This is to ensure that the Supervisory Board's succession plan is completed while maintaining the highest possible degree of stability, especially because two further members of the Supervisory Board, Prof. Dr. Petra Denk and Prof. Dr. Andreas Biagosch, are due to retire (for rotational reasons) on the occasion of the Annual General Meeting in 2024. The aim is to transfer the chairmanship of the Supervisory Board to a successor, and thereby complete the Supervisory Board's succession plan, by the occasion of the Annual General Meeting in 2026. The Supervisory Board considers that a further term of office for Mr. Schindelhauer will serve this purpose and will be necessary in the Company's interests. The Supervisory Board is therefore pursuing its goal of meeting the formal requirements, such as having an appropriate number of independent members, while strengthening the skills and qualifications that are available to it as a whole, so that it can accompany the next phase of AIXTRON's growth with an optimised composition.

Mr. Schindelhauer has outstanding experience and knowledge of the Company due to his many years as a member of the Executive Board and chairman of the Supervisory Board of AIXTRON SE. The Supervisory Board believes that, in this important but sensitive transitional phase for AIXTRON SE, it is in the best interest of the Company that Mr. Schindelhauer be able to contribute his extensive knowledge and experience to the work of the Supervisory Board for a further term of office, so that the succession plan can be successfully completed – in particular with regard to the chairmanship of the Supervisory Board. The Supervisory Board considers a possible exceeding of the standard age limit of 70 years resolved for the Supervisory Board of AIXTRON SE to be justified due to the present circumstances.

If he is re-elected, Mr Schindelhauer intends to stand again for the chairmanship of the Supervisory Board. The Supervisory Board has assured itself of Mr. Schindelhauer's ability to devote the time that is expected for the office.

Information pursuant to section 125 para. 1 sentence 5 AktG

Mr. Kim Schindelhauer is not a member of any other statutorily required supervisory boards. He is not a member of comparable domestic or foreign supervisory bodies of business enterprises.

7. Resolution concerning the appointment of the statutory auditor and the group statutory auditor for the 2023 financial year

At the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstraße 27, Essen, Germany, be appointed statutory auditor and group statutory auditor for the 2023 financial year.

In its recommendation, the Audit Committee stated that its recommendation is free from influence by a third party pursuant to Article 16 para. 2 of the EU Audit Regulation (Regulation (EU) No 537/2014) and that no clause restricting the choice by the Annual General Meeting within the meaning of Article 16 para. 6 of the EU Audit Regulation has been imposed upon it.

8. Resolution on amendments to the Articles of Association to allow virtual general meetings and on ways for members of the Supervisory Board to attend

The German law on the introduction of virtual general meetings of public limited liability companies and on the amendment of cooperative and insolvency and restructuring law provisions (BGBl. 2022 I, p. 1,166) came into force on 27 July 2022. This law introduced a new section 118a to the AktG providing that a company's articles of association may provide or authorise its executive board to provide that a general meeting be held as a virtual general meeting, i.e. without the physical presence of the shareholders or their proxies at the place of the meeting. It is proposed that the Executive Board be so authorised, but not for the maximum possible term of five years that is provided for in the law. It is proposed that the legally possible authorisation period instead be limited to two years.

Section 20 of the Articles of Association of the Company already contains an authorisation to hold a general meeting in virtual form, which was resolved by the Annual General Meeting in 2020; however, this authorisation does not contain a time limit. For this reason, it is proposed that the already existing authorisation be adapted to the new statutory requirements.

The Executive Board and the Supervisory Board continue to consider it sensible to authorise the Executive Board by means of a provision in the Articles of Association to decide, when convening a general meeting, whether the meeting should be held as a virtual or a physical meeting, so that it can in future decide on the format of general meetings flexibly and in a manner that is appropriate and in line with the interests of the shareholders. However, it is proposed that the new version of the authorisation should not take full advantage of the maximum legally possible period of five years from the date of entry of the relevant amendment to the Articles of Association in the commercial register of the Company but should be limited to two years.

During the term of the authorisation, the Executive Board will decide afresh for each general meeting whether it should be convened as a virtual meeting and, if so, in what specific format. In doing so, it will take the relevant specific circumstances of the individual case into consideration and will make its decision at its due discretion for the benefit of the Company and the shareholders. In doing so, it will take account of the need to protect shareholder rights appropriately (in particular shareholders' right to ask questions), as well as cost, effort and sustainability considerations, in reaching its decisions.

In principle, the members of the Supervisory Board physically attend the general meetings. However, under section 118 paras. 3 and 2 AktG, the Articles of Association may provide for certain cases in which the members of the Supervisory Board members may attend general meetings by means of video or audio transmission. It is proposed that the Articles of Association of the Company be amended to provide more options for members of the Supervisory Board to attend general meetings in cases in which their physical presence at the location of the meetings would not be possible or would only be possible with considerable effort.

The Executive Board and the Supervisory Board therefore propose that the following resolution be adopted:

8.1 New version of section 20 clause 5 of the Articles of Association

Article 20 clause 5 of the Articles of Association be revised as follows:

- “5. The Executive Board is authorised for a period of two years from registration of the amendment to the Articles of Association adopted by the Annual General Meeting on 17 May 2023 to introduce this clause 5 in the commercial register of the Company to provide that a General Meeting be held without the physical presence of the shareholders or their proxies at the place of the meeting (virtual General Meeting). In the case of a virtual General Meeting, section 18 of the Articles of Association shall not apply.”

8.2 Addition of a new clause 6 to section 20 of the Articles of Association

The following new clause 6 shall be added to Article 20 of the Articles of Association:

- “6. The members of the Executive Board and the Supervisory Board shall attend the General Meeting at the place of the meeting. Members of the Supervisory Board shall, in agreement with the Chairman of the Supervisory Board, be permitted to participate in a General Meeting by means of video or audio transmission in cases where, due to legal restrictions, their residence abroad, their residence at another location in Germany or an unreasonable length of travel time, their physical presence at the location of the meeting would not be possible or would only be possible at considerable expense.”

It is intended to put the proposed resolutions on agenda items 8.1 and 8.2 to separate votes.

II. Additional information and notices

1. Total number of shares and voting rights

As at the date of the notice convening this Annual General Meeting, AIXTRON SE has issued a total of 113,352,820 shares, which accord 113,352,820 votes. Each no-par-value share entitles the holder to one vote. However, as at the date of this notice, the Company holds 965,224 treasury shares, meaning that the number of shares entitled to vote currently amounts to 112,387,596.

2. Requirements for participating in the Annual General Meeting and exercising voting rights

To be eligible to participate in the Annual General Meeting – in person or by proxy – and to exercise their voting rights in accordance with section 20 of the Articles of Association of the Company, shareholders must be recorded in the share register on the day of the Annual General Meeting and have registered either with the form included with the registration materials or electronically using the Company's password-protected internet service at www.aixtron.com/hv, pursuant to the procedure specified by the Company, or in text form in German or English sent to the Company's registration address, as listed below:

AIXTRON SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
Email: aixtron@better-orange.de

The registration materials, as well as the personalised access credentials for use of the password-protected internet service on the Company's website at www.aixtron.com/hv, will be sent to the shareholders, together with the invitation to the Annual General Meeting, by post or, if they have already registered for email notifications, by email.

The registration must be received by the Company by

24:00 hrs CEST on 10 May 2023.

Shareholdings recorded in the share register on the day of the Annual General Meeting will be decisive for the exercise of attendance and voting rights. It should be noted that, pursuant to Article 20 clause 2 sentence 2 of the Articles of Association, cancellations and new registrations will not be made in the share register in the six days prior to the Annual General Meeting or on day of the meeting, i.e. in the period from 11 May 2023 to and including 17 May 2023. The Technical Record Date is therefore 24:00 hrs CEST on 10 May 2023. Please note that registering for the Annual General Meeting does not

result in shares being blocked for transfer. Therefore, shareholders can continue to freely dispose of their shares even they have registered for the Annual General Meeting.

The registration office will send admission tickets for the Annual General Meeting to the shareholders, or the proxies whom they have nominated, after receipt of their registrations. In order to ensure that the entry tickets are received in time, we ask that shareholders be sure to send their registrations to the Company well in advance.

3. Procedure for casting votes through a proxy

Shareholders who are entitled to attend and vote at the Annual General Meeting but do not wish to attend in person may exercise their voting rights through a proxy, an intermediary covered by section 135 AktG, a shareholders' association, a voting rights consultant, or a person who professionally offers shareholders their services in exercising voting rights at the Annual General Meeting. The granting of the proxy, the proof of authorisation that is to be provided to the Company and, in principle, also the revocation of the proxy must be expressed in text form. If a shareholder grants a proxy to more than one person, the Company may reject one or more of them. Further information concerning granting of proxies can be found in the documentation sent to shareholders.

A declaration of authorisation may be made to the proxy itself or directly to the Company.

A declaration of authorisation can be submitted directly to the Company electronically at www.aixtron.com/hv using the password-protected internet service (in accordance with the procedure established by the Company) or by post or email to AIXTRON SE's above-mentioned registration address. Access data for using the password-protected internet service are attached to the invitation letter. If the proxy is granted by declaration to the Company, separate proof of granting the proxy is not required. Proof of a power of attorney granted to the proxy can be provided, among other ways, by the proxy presenting the authorisation at the entrance control on the day of the Annual General Meeting or by sending the proof by post or email to AIXTRON SE's above-mentioned registration address.

The revocation of a previously granted proxy may also be declared directly to the Company through the aforementioned transmission channels. Such revocation will also occur, without any requirements as to form, as a result of personal attendance at the Annual General Meeting.

For organisational reasons, the Company must receive a direct declaration of authorisation or its revocation electronically at www.aixtron.com/hv using the password-protected internet service (in accordance with the procedure established by the Company) or by post or email to AIXTRON SE's above-mentioned registration address by **[18:00 hrs CEST on 16 May 2023 (receipt by the Company)]**.

Shareholders who wish to authorise a proxy are requested to use the forms that the Company has provided for this purpose.

The forms for granting a proxy are attached to the invitation letter. They may also be downloaded from the Company's website at www.aixtron.com/hv or requested by letter, or email sent to the above-mentioned registration address.

Special rules may apply where a proxy is granted to an intermediary covered by section 135 AktG, a voting rights consultant, a shareholders' association, or a person who professionally offers shareholders his or her services in exercising voting rights at the Annual General Meeting, as well as for the revocation and proof of such a proxy. In such case, shareholders are asked to coordinate in advance with the person or entity being granted the proxy with respect to the form that may be required for such proxy. If an intermediary does not own registered shares but is recorded as their owner in the share register, he or she may exercise the voting rights in respect of those shares only on the basis of a proxy.

4. Procedure for voting through proxy holders designated by the Company

The Company offers shareholders who are entitled to participate and vote the opportunity to grant their proxies in advance of the Annual General Meeting to proxy holders designated by the Company. Where they have been granted a proxy, the proxy holders designated by the Company will exercise the voting rights in accordance with the shareholder's instructions. If the shareholder does not provide instructions, the proxy holders designated by the Company are not authorised to exercise the voting rights. The proxy and instructions to proxy holders designated by the Company are to be issued either electronically at the internet address www.aixtron.com/hv using the password-protected internet service (in accordance with the procedure established by the Company) or in text form.

The access credentials for using the password-protected internet service and the form for granting a written proxy to proxy holders designated by the Company and for issuing written instructions to them are attached to the invitation letter. The form may also be requested by sending a letter or email to the above-mentioned registration address for AIXTRON SE. Furthermore, a neutral form is available for download on the Company's website at www.aixtron.com/hv, along with additional information about granting a proxy to proxy holders designated by the Company and issuing written instructions to them.

Shareholders who wish to grant a proxy to proxy holders designated by the Company are asked to send their proxies together with instructions by post or email to the address listed below by **18:00 hrs CEST on 16 May 2023** (receipt by the Company). The same applies to a change or revocation of a proxy that has been granted and instructions that have been issued. The password-protected internet service at the internet address www.aixtron.com/hv is also available to shareholders (in accordance with the procedure established by the Company) for issuing proxies and instructions. Amendments and revocations of proxies and accompanying instructions already issued via the password-protected internet service will be possible until **18:00 hrs CEST on 16 May 2023** (receipt by the Company). Personal attendance or the attendance of a proxy at the Annual General Meeting will automatically be deemed to be a revocation of any proxy and instructions previously issued to proxy holders designated by the Company.

5. Procedure for casting votes by means of postal ballot

Shareholders who are registered in the share register may cast their votes by postal ballot without attending the Annual General Meeting. Only shareholders who have duly registered by **24:00 hrs CEST on 10 May 2023** (receipt by the Company) will be entitled to exercise their voting rights by postal ballot.

They may vote by postal ballot either by post or by email to AIXTRON SE's above-mentioned registration address or by using the password-protected internet service at the internet address www.aixtron.com/hv (in accordance with the procedure established by the Company), and their votes must be received by the Company by

18:00 hrs CEST on 16 May 2023,

regardless of the method of transmission.

A form for voting by postal ballot will be attached to the invitation letter, and it can also be downloaded from the Company's website at www.aixtron.com/hv. It can also be requested by post or email to AIXTRON SE's above-mentioned registration address. Shareholders will find further instructions on postal voting on the form and at the internet address www.aixtron.com/hv.

Authorised intermediaries, shareholders' associations, and other persons and institutions that are equivalent to them under section 135 para. 8 AktG may also make use of the postal ballot.

Shareholdings recorded in the share register on the day of the Annual General Meeting will also be decisive for the exercise of voting rights by means of the postal ballot.

Postal votes cast can be changed or revoked until **18:00 hrs CEST on 16 May 2023** (receipt by the Company) by post or email to AIXTRON SE's above-mentioned registration address or by using the password-protected internet service at internet address www.aixtron.com/hv in accordance with the procedure established by the Company. Personal attendance or the attendance of a proxy at the Annual General Meeting will automatically be deemed to be a revocation of any vote that was previously cast by means of the postal ballot.

6. Rights of shareholders under Article 56 of the EU SE Regulation, section 50 para. 2 of the German SE Implementation Act (*SE-Ausführungsgesetz, SEAG*), and sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG

Demands to add items to the agenda under Article 56 of the EU SE Regulation, section 50 para. 2 SEAG or section 122 para. 2 AktG

Shareholders whose shares represent in the aggregate 5% of the share capital or the proportionate amount of EUR 500,000 of the share capital (corresponding to 500,000 no-par-value shares) may demand that items be put on the agenda and published. The demand must be sent in writing to the Executive Board and be received by the Company by **24:00 hrs CEST on 16 April 2023**. Each new agenda

item must be accompanied by a statement of reasons or a proposed resolution. Please send corresponding demands to the following address:

AIXTRON SE
Executive Board
Dornkaulstraße 2
52134 Herzogenrath, Germany

Additions to the agenda that the Company is obliged to publish will be published in the Federal Gazette promptly following receipt of the demand and, pursuant to section 121 para. 4a AktG, will be forwarded to those media outlets that the Company believes will disseminate the information throughout the entire European Union. They will also be made available to shareholders on the Company's website at www.aixtron.com/hv. Notice will also be given of the amended agenda pursuant to section 125 para. 1 sentence 3 AktG.

Counter-motions and nominations by shareholders pursuant to sections 126 para. 1 and 127 AktG

Every shareholder is entitled to make counter-motions to proposed resolutions concerning agenda items. If counter-motions are to be made available in advance of the Annual General Meeting, then they must be sent to the address set out below by **24:00 hrs CEST on 2 May 2023** (pursuant to section 126 para. 1 AktG). Counter-motions and election proposals sent to a different address will not be considered.

AIXTRON SE
Investor Relations
Dornkaulstraße 2
52134 Herzogenrath, Germany
Email: AIXTRON-HV@aixtron.com

Section 126 paras. 2 and 3 AktG notwithstanding, counter-motions from shareholders that the Company is obliged to make available will be promptly published on the Company's website at www.aixtron.com/hv, together with the name of the shareholder, any statement of reasons and any statement by the management.

The foregoing statements apply mutatis mutandis to a shareholder's nomination pursuant to section 127 AktG, including the deadline for making the nomination available (receipt by **24:00 hrs CEST on 2 May 2023**), with the proviso that the nomination does not have to be accompanied by a statement of reasons. Pursuant to section 127 sentence 3 AktG, the Executive Board of AIXTRON SE is also not required to make the nomination available if the nomination does not include the name, profession and place of residence of the nominee.

Shareholders' rights to information pursuant to section 131 para. 1 AktG

In the Annual General Meeting, every shareholder and proxy may request information about the Company's affairs, insofar as the information is required in order to appropriately adjudge the business set out in the agenda (section 131 para. 1 AktG). The obligation to provide information also covers the Company's legal and business relationships with an affiliated enterprise, as well as the condition of the Company and the affiliated enterprises included in the consolidated financial statements. The Executive Board may refuse to answer certain questions for the reasons specified in section 131 para. 3 AktG. The Articles of Association authorise the chair of the Annual General Meeting to restrict the right of shareholders to speak and to ask questions to an appropriate amount of time.

7. More detailed explanations / Reference to the Company's website

More detailed explanations concerning the rights of shareholders under Article 56 of the EU SE Regulation, section 50 para. 2 SEAG, and sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG can also be found on the Company's website at www.aixtron.com/hv. The documentation and information concerning the Annual General Meeting that the Company is obliged to make available pursuant to section 124a AktG can also be found on the Company's website at www.aixtron.com/hv. The voting results will be published on the same page of the Company's website following the Annual General Meeting.

8. Information concerning data protection

The Company, as the controller within the meaning of Article 4 No. 7 of Regulation (EU) 2016/679 (GDPR), processes personal data (e.g. name), contact data (e.g. postal address, email address), information about shares (e.g. number of shares), and administrative data on the basis of applicable data protection provisions in order to enable shareholders and proxies to exercise their rights for the purpose of the Annual General Meeting. AIXTRON SE's shares are registered and, pursuant to section 67 AktG, are to be recorded in the Company's share register together with the name, date of birth and address of the shareholder, as well as the number of shares held or the share certificate number. The Company is legally represented by its Executive Board, namely Dr. Felix Grawert, Dr. Christian Danninger and Dr. Joachim Linck.

The contact data for the Company as the controller are:

AIXTRON SE

Dornkaulstraße 2

52134 Herzogenrath, Germany

Responsible individual: Dr. Felix Grawert (chairman of the Executive Board of AIXTRON SE)

Email: AIXTRON-HV@aixtron.com

The Company is legally obliged to conduct the Annual General Meeting in accordance with the AktG. In order for shareholders and proxies to participate in the Annual General Meeting, it is essential that their personal data are processed. The Company is the controller of the processing. The legal basis for the processing is Article 6 para. 1 lit c) GDPR.

Personal data are processed for the purpose of preparing, conducting, and completing the Annual General Meeting, including for maintaining the share register, communicating with shareholders, and preparing the minutes of the proceedings of the Annual General Meeting. In addition, personal data are processed as a result of statutory obligations, such as retention obligations specified by stock corporation law, commercial law, and tax law.

As a rule, the Company does not disclose personal data to third parties. Persons or employees of companies (e.g. general meeting service providers, lawyers or auditors) who are commissioned in connection with organising the Annual General Meeting will exceptionally receive such personal data from the Company as are necessary for performing the commissioned services; and they shall do so as service providers exclusively in accordance with the Company's instructions.

Subject to any statutory provisions that may enter into force following the Annual General Meeting, the Company will store the personal data of shareholders and proxies on the basis of current statutory retention obligations for a period of ten years, starting from the end of 2022. In some case, personal data may be stored for a longer period if the data require additional processing for the purposes of managing motions, decisions, or legal procedures relating to the General Meeting.

Please be aware that during the Annual General Meeting, photos will be taken of the event, while protecting rights relating to personality (see Article 6 para. 1 lit f) GDPR).

Shareholders and proxies are entitled to the rights under Chapter III of the GDPR, namely the right of access pursuant to Article 15 GDPR; the right pursuant to Article 16 GDPR to obtain without undue delay the rectification of inaccurate or incomplete personal data; the right pursuant to Article 17 GDPR to obtain without undue delay the erasure of personal data; the right pursuant to Article 18 GDPR to the restriction of processing of personal data; and the right pursuant to Article 20 GDPR to receive personal data in a format corresponding with statutory requirements and to transmit those data to another controller without hindrance (right to data portability).

These rights may be asserted against the Company at no charge using the following contact data:

AIXTRON SE
Dornkaulstraße 2
52134 Herzogenrath, Germany
Responsible individual: Dr. Felix Grawert (chair of the Executive Board of AIXTRON SE)
Email: AIXTRON-HV@aixtron.com

In addition, pursuant to Article 77 GDPR, shareholders and proxies have a right to lodge a complaint, in particular with the data protection supervisory authority having jurisdiction over the domicile or habitual place of residence of the shareholder or proxy or with the supervisory authority of the Federal State in which the alleged infringement occurred.

Shareholders and proxies can contact our data protection officer at:

INTEGRITY
Gesellschaft für Datenschutz, Geldwäscheprävention
und Compliance
Jülicher Straße 215
52070 Aachen, Germany
Email: datenschutz@aixtron.com

The information concerning data protection can also be viewed on the Company's website at www.aixtron.com/hv.

Herzogenrath, Germany, April 2023

AIXTRON SE
The Executive Board

III. Annexes

Annex 1 (regarding agenda item 5)

Remuneration Report

The remuneration report describes the main features of the remuneration system of AIXTRON SE and explains the amount and structure of the remuneration of the Executive Board as well as the remuneration of the Supervisory Board in accordance with the Articles of Association for the 2022 fiscal year. The remuneration of the individual members of the Executive Board and the Supervisory Board is disclosed on an individual basis.

The remuneration report for fiscal year 2021 was approved by the Annual General Meeting on May 25, 2022. This report complies with the requirements of the Act Implementing the Second Shareholders' Directive (ARUG II) pursuant to Section 162 of the German Stock Corporation Act (AktG). For reasons of easier readability, we only use the grammatical masculine form here. It represents people of all genders: male, female, diverse.

Principles of the Remuneration System

The remuneration system for the Executive Board of AIXTRON SE was introduced in 2020. It is in line with the content-related requirements of ARUG II and is based on the recommendations of the German Corporate Governance Code in the version dated April 28, 2022 ("GCGC 2022"). A detailed description of the remuneration system for the Executive Board which was approved by the Annual General Meeting on May 20, 2020 can be found on the AIXTRON SE website under Executive Board remuneration system.

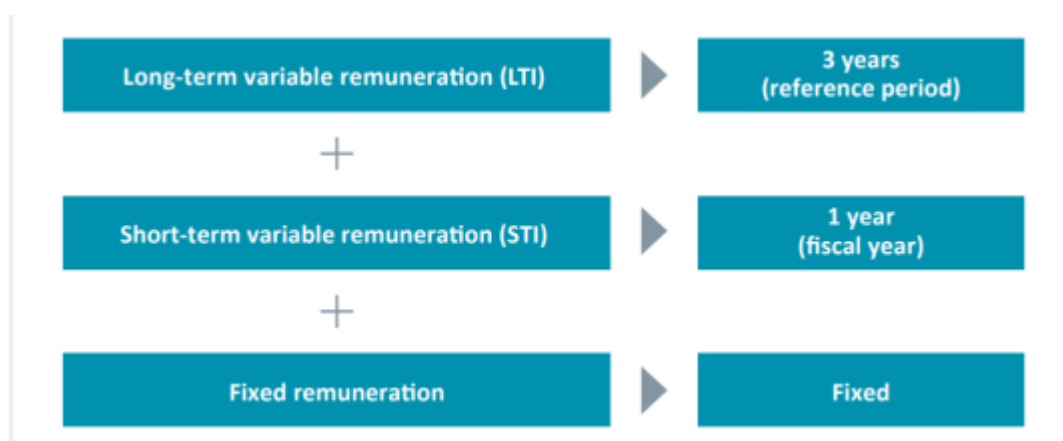
The remuneration system for the 2022 fiscal year applies to the contracts of all Executive Board members for the period from January 1, 2022 to December 31, 2022. The structure of the remuneration of the Executive Board at AIXTRON SE is designed to provide incentives for ecologically and economically sustainable development of the Company as well as for long-term commitment by Executive Board members.

Based on the remuneration system, the Supervisory Board determines the specific remuneration of the individual members of the Executive Board. Within the scope of what is legally permissible, the Supervisory Board targets to offer the members of the Executive Board a remuneration scheme that is customary in the market and at the same time competitive in order to be able to attract outstanding personalities to AIXTRON SE and retain them in the long term.

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

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

Remuneration Structure



Fixed remuneration consists of fixed, non-performance-related base remuneration, which is paid out as a monthly salary. Other components of fixed remuneration include fringe benefits, such as a company car, allowances for individual private pensions, and the assumption of costs for other insurance policies.

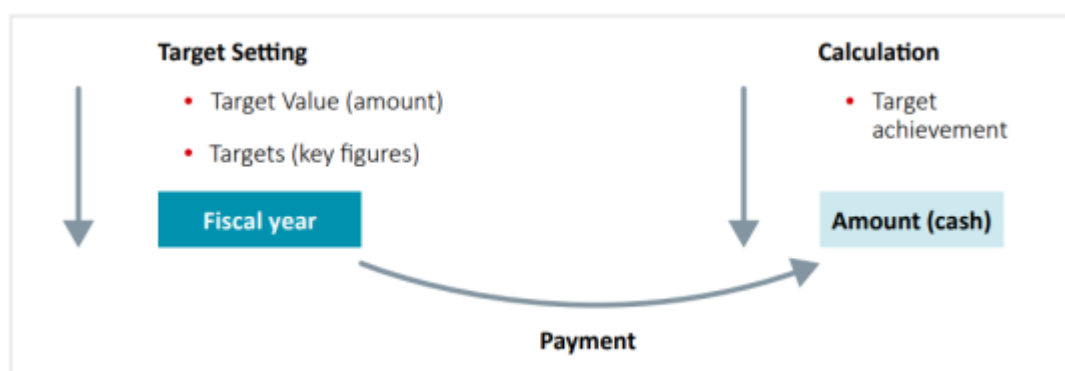
The **variable remuneration** is directly linked to the strategy and the performance of the AIXTRON Group and consists of the short-term STI and the long-term LTI. The amount of the two variable remuneration elements depends on the achievement of financial and non-financial performance criteria. In the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

Short-term Performance-Related Variable Remuneration

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

The STI is measured based on the key indicators of consolidated net income, the market position of the AIXTRON Group and financial and operational targets. The relative weighting is 70% for the consolidated net income, 15% for the market position and 15% for financial and operational goals.

Short-term Variable Remuneration (STI)



The **targets** are set prior to the start of a fiscal year: The Supervisory Board establishes the STI's target value and the targets based on the aforementioned indicators. In the event of 100% target achievement, the individual target STI of the Executive Board members varies from 1.1% to 1.75% of the consolidated net income for the year pursuant to the budget approved by the Supervisory Board for the fiscal year.

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

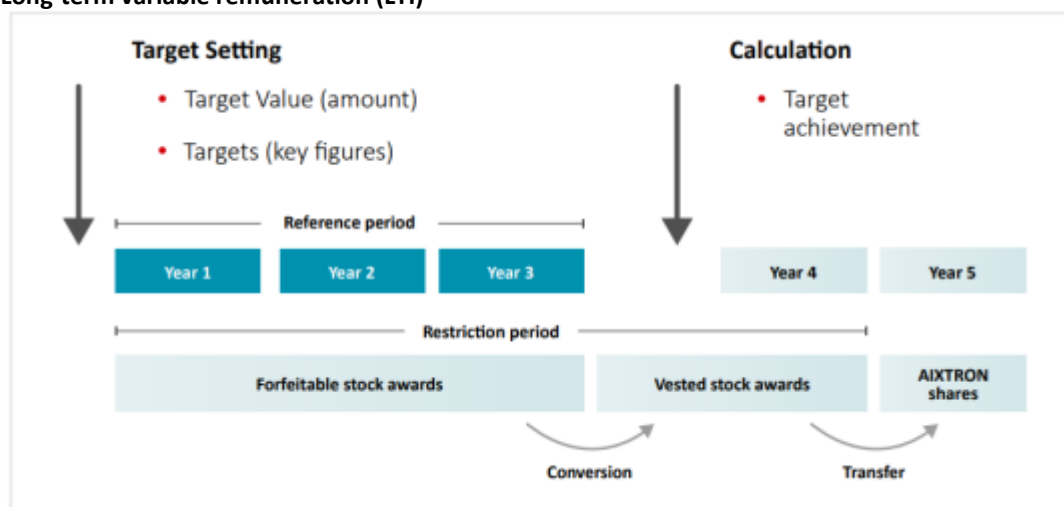
Long-term Performance-Related Variable Remuneration (LTI)

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

Before the start of a fiscal year, the Supervisory Board determines **the long-term targets** for each Executive Board member for the forthcoming reference period. Each Executive Board member receives forfeitable stock awards in the amount of the **target LTI**, which varies from 1.4% to 2.25% of the consolidated net income for the year pursuant to the budget adopted by the Supervisory Board for the fiscal year. The number of forfeitable stock awards is calculated based on the average of the closing prices on all stock market trading days in the final

quarter of the previous year. If consolidated net income for the year is budgeted to be zero or negative, and if a return to profitability is expected during the reference period, the Supervisory Board may within reasonable limits specify a LTI value for the fiscal year.

Long-term variable remuneration (LTI)



LTI target achievement is determined using the indicators consolidated net income for the year and total shareholder return (TSR), as well as sustainability targets. In this regard, the relative weighting amounts to 50% for consolidated net income for the year, 40% for TSR, and 10% for sustainability targets.

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

The **second LTI key figure, the TSR, denotes the total shareholder return** over the reference period and is calculated as the ratio of the change in the stock price, plus paid dividends, at the end of the reference period to the value at the start of the reference period. The TSR for AIXTRON stock is determined by the weighted TSR for a comparative group, which consists of the shares of six semiconductor equipment manufacturers – Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML, and ASMI – and is weighted in proportion to their market capitalization. Changes in the share prices are determined by reference to the difference between the average values of the closing prices on all stock market trading days in the final quarter before the start of the reference period and in the final quarter of the reference period. After the reference period ends, the ratio of the development in the TSR for AIXTRON shares to the development in the TSR for the comparative group is calculated. Target achievement is capped at a maximum of 250% and amounts to 0% if the ratio is less than 50%. A linear interpolation takes place between these values. If during the period under consideration the enterprises in the comparative group experience extraordinary changes (such as mergers, changes in business activities, etc.), the Supervisory Board may take this appropriately into consideration with regard to the composition of the comparative group. In such case, the Supervisory Board will report on this in the annual remuneration report.

The **third LTI key figure** is calculated by reference to **sustainability targets** set by the Supervisory Board at the start of each reference period. These targets refer to the areas of environment, social affairs, and corporate governance. Target achievement corresponds to the ratio of the actual values to the target values and is capped at 250%. Before the start of each fiscal year, the Supervisory Board sets two to three sustainability targets that are to be achieved by the end of the reference period. The sustainability targets that the Supervisory Board may choose from before the start of a fiscal year when setting targets for the respective Executive Board member

include, among others: efficient use of energy and raw materials, reduction of emissions, employee satisfaction and development, customer satisfaction, innovation performance, successor planning, and compliance.

After the expiry of the three-year reference period, the degree of LTI target achievement is determined by the Supervisory Board. Depending on the degree of target achievement, the forfeitable stock awards are then converted into vested stock awards or otherwise lapse. The **maximum number** of vested stock awards that may be granted in connection with LTI is capped at 250% of the number of forfeitable stock awards granted at the start of the reference period.

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

Remuneration limits

The remuneration system is intended to provide appropriate rewards for successful Executive Board work and to ensure that the Executive Board and shareholders all benefit from the Company's positive development. At the same time, to prevent the taking of inappropriate risks and ensure an appropriate relation to the situation of the AIXTRON Group, Executive Board remuneration is limited by setting a **maximum remuneration** and a **remuneration cap**.

Maximum remuneration (expenditure cap) is the total remuneration owed to the Executive Board for a fiscal year. It may not exceed EUR 6.5 million in the case of two Executive Board members or EUR 10.0 million in the case of three or more Executive Board members. This also represents the **expenditure cap**, i.e. the maximum expense for the Company.

There is also a **remuneration cap (allocation cap)** for the aggregate of fixed remuneration, STI, and LTI. The actual allocation for each Executive Board member for a fiscal year is capped at four times the Executive Board member's target total remuneration. This is the allocation cap. If the remuneration cap is exceeded, a portion of the vested stock awards previously awarded is forfeited to ensure compliance.

Fixed remuneration will generally account for 20% to 40% of **target total remuneration**, while **variable remuneration** will make up 60% to 80%. Long-term remuneration will account for a greater share of remuneration in order to provide incentives for long-term and sustainable actions. No additional remuneration is paid for group-internal mandates at subsidiaries.

Further Provisions

To ensure that the interests of the Executive Board are aligned with those of shareholders, the Company has a stock ownership policy. Following a four-year build-up phase, each Executive Board member is obliged to hold AIXTRON stock worth 100% of their base remuneration on a permanent basis throughout their term of office. The value of vested stock awards is set off against the respective target shareholding value. Executive Board members may sell shares only if they exceed the respective target value.

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

In justified exceptional circumstances, such as severe economic crises, the effects of which render the original Company targets invalid, the Supervisory Board may resolve a temporary divergence from the remuneration system if such divergence is in the interests of AIXTRON SE. As a general rule, the targets and target values do not change during the periods relevant for the respective target achievement, even if developments in the overall market are unfavorable.

Comparison of Remuneration

The Supervisory Board reviews the appropriateness of the various components of remuneration on an annual basis. The remuneration system is presented to the Annual General Meeting for approval in the event of any material changes to the system and at least every four years.

For the purposes of external comparison, the Supervisory Board refers to remuneration data at the semiconductor equipment manufacturers Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML, and ASMI, as well as to those companies listed in the TecDAX that have a market capitalization between 50% and 200% of that of AIXTRON SE.

For the internal comparison, the Supervisory Board defines the senior management level as the ten non-tariff remunerated senior managers who have the greatest managerial responsibility and decision-making powers.

Arrangements upon Contract Termination

Should a contract with an Executive Board member be terminated, then the outstanding variable remuneration components attributable to the time through to termination of the contract will be paid out in accordance with the originally agreed targets and comparison parameters and with the due dates or holding periods specified in the contract. If an Executive Board contract ends during a fiscal year, STI and LTI are granted on a prorated basis relative to the length of service in this fiscal year.

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

In the case of **premature termination of the Executive Board mandate** by reason of revocation of the appointment, the Executive Board member will be paid a severance equal to the remuneration expected to be owed by the Company for the remaining term of the employment contract, but not more than two years of remuneration (severance cap).

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

Benefits in excess of this severance payment are not permitted.

In the event of premature termination of the Executive Board mandate based on mutual agreement to end the employment contract, the total value of benefits pledged by the Company to the Executive Board member in connection with such agreement may not exceed the amount of remuneration expected to be owed by the Company for the original remaining term of the employment contract and may not exceed a maximum of two annual remuneration packages.

Remuneration of Executive Board Members in Fiscal Year 2022

In fiscal year 2022, the remuneration system described above was applied for the members of the Executive Board of AIXTRON SE. The following section specifies the specific Executive Board remuneration for the reporting year and contains detailed information and background on the total Executive Board remuneration, the target setting and target achievement of the variable remuneration as well as individualized information on the remuneration of the individual Executive Board members.

Total Remuneration

The total remuneration of the Executive Board for the fiscal year 2022 amounted to EUR 9,984 thousand (2021: EUR 8,437 thousand). The non-performance-related fixed remuneration of the Executive Board for the fiscal year 2022, consisting of a basic remuneration, pension allowances and benefits in kind, totalled EUR 1,113 thousand (2021: EUR 1,106 thousand).

Base Remuneration

Base remuneration comprised the following amounts in fiscal year 2022:

- for Dr. Felix Grawert: EUR 400 thousand
- for Dr. Christian Danninger: EUR 300 thousand
- for Dr. Jochen Linck: EUR 300 thousand

Pension Allowances

The Executive Board members in office in the year under report do not have individual pension commitments, as a result of which no provisions are stated for pensions. The Company rather pays pension allowances to Executive Board members together with their salaries or makes contributions to an insurance contract with a pension fund.

Pension allowances form a constituent component of the non-performance-related fixed remuneration of the Executive Board. They comprised the following amounts in fiscal year 2022:

- for Dr. Felix Grawert: EUR 30 thousand
- for Dr. Christian Danninger: EUR 30 thousand
- for Dr. Jochen Linck: EUR 30 thousand

Short-term Variable Remuneration (STI)

Target Dimension "Consolidated Net Income for the Year"

In its meeting on December 15, 2021, the Supervisory Board set a target value of EUR 87,500 thousand for the consolidated net income for 2022 (70% of total target). The actually achieved value of EUR 100,472 thousand results in a target achievement of 115% (2021: 211%).

Target Dimension "Market Position"

For the target dimension "market position" (15% of total target), the Supervisory Board has set targets for individual market segments. These targets for the 2022 fiscal year are weighted 50% for existing markets and 50% for new growth markets. A very good sales performance in both the existing and the growth markets led to a target achievement of 175% (2021: 183%) for the existing and 234% (2021: 228%) for the new markets.

Target Dimension "Financial and Operational Targets"

For the target dimension "financial and operational targets" (15% of total target), performance criteria in the area of operational improvements and product-related improvements were defined. Here, the target achievement in the past fiscal year was 142% and 50% (2021: 143% for operational improvements, 129% for the market launch of a new product and 65% for the realignment of OLED activities).

Based on the achievement of these three target dimensions, short-term variable remuneration (STI) is calculated for fiscal year 2022 as follows:

- for Dr. Felix Grawert: EUR 1,963 thousand in cash

- for Dr. Christian Danninger: EUR 1,234 thousand in cash
- for Dr. Jochen Linck: EUR 1,234 thousand in cash.

Long-Term Variable Remuneration (LTI)

The target achievement of the LTI tranche 2022 is calculated based on the results achieved in the period from January 1, 2022 to December 31, 2024. The following performance criteria apply to them:

- Consolidated net income for fiscal years 2022, 2023, and 2024 (50% of total)
- Change in total shareholder return (TSR) from Q4/2021 to Q4/2024 (40% of total)
- Sustainability (10% of total):
 - Percentage of aligned sales, operating expenses (OpEx) and investments (CapEx) as defined by the EU Taxonomy Regulation in 2024
 - Strategic leadership team and personnel development, measured against defined target quotas for the year 2024

The relevant AIXTRON SE share price for the LTI target remuneration for fiscal year 2022 is EUR 19,644. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in Q4/2021. The degree of achievement of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2024. At that time, the vested share awards will be converted into non-forfeitable share awards depending on target achievement. After the expiry of a 4-year vesting period ending on December 31, 2024, for the fiscal year 2022, one share of the Company will be transferred for each vested share award. This is to take place in the week following the publication of the annual report.

For the long-term variable remuneration (LTI) for 2022, the Supervisory Board stipulated the values of target LTI as follows:

- for Dr. Felix Grawert: EUR 1,969 thousand in forfeitable stock awards
- for Dr. Christian Danninger: EUR 1,225 thousand in forfeitable stock awards
- for Dr. Jochen Linck: EUR 1,225 thousand in forfeitable stock awards

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

Component	Description of performance measures	Portion	Information on the performance targets			
				a) Minimum target b) Corresponding remuneration	a) Target achievement b) Corresponding remuneration	a) Measured performance b) Corresponding remuneration
STI 2022	Consolidated net income 2022	70%	% kEUR	a) 0 b) 0	a) 100 b) 2,419	a) 115 b) 2,778
	Market position	15%	% kEUR.	a) 0 b) 0	a) 100 b) 518	a) 204 b) 1,060
	Existing markets	50%	% kEUR	a) 0 b) 0	a) 100 b) 259	a) 175 b) 454
	New markets	50%	% kEUR	a) 0 b) 0	a) 100 b) 259	a) 234 b) 606
	Financial and operational targets	15%	% kEUR	a) 0 b) 0	a) 100 b) 518	a) 114 b) 592
	Operational improvements	70%	% kEUR	a) 0 b) 0	a) 100 b) 363	a) 142 b) 514
	Product related improvements	30%	% kEUR	a) 0 b) 0	a) 100 b) 156	a) 50 b) 78
LTI 2022	Consolidated net income 2022-2024	50%	% kEUR	a) 0 b) 0	a) 100 b) 1,792	a) will be calculated at the end of 2024 b) 1,792
	Total Shareholder Return 2022-2024	40%	% kEUR	a) 0 b) 0	a) 100 b) 1,752	a) will be calculated at the end of 2024 b) 1,752
	Sustainability targets 2022-2024	10%	% kEUR	a) 0 b) 0	a) 100 b) 358	a) will be calculated at the end of 2024 b) 358
	EU Taxonomy compliant revenues, OpEx and CapEx	50%	% kEUR	a) 0 b) 0	a) 100 b) 179	a) will be calculated at the end of 2024 b) 179
	Development of executive and personnel	50%	% kEUR	a) 0 b) 0	a) 100 b) 179	a) will be calculated at the end of 2024 b) 179

Determination of Target Achievement Tranche 2020:

The reference period for the 2020 LTI tranche expired on December 31, 2022. The originally agreed targets were largely achieved or even exceeded. The achievement of objectives is shown in detail in the following table:

Component	Description of performance measures	Portion	Information on the performance targets			
				a) Minimum target b) Corresponding remuneration	a) Target achievement b) Corresponding remuneration	a) Measured performance b) Corresponding remuneration
LTI 2020	Consolidated net income 2020-2022	50%	% kEUR	a) 0 b) 0	a) 100 b) 115	a) 212 b) 244
	Total Shareholder Return 2020-2022	40%	% kEUR	a) 0 b) 0	a) 100 b) 92	a) 166 b) 153
	Sustainability targets 2020-2022	10%	% kEUR	a) 0 b) 0	a) 100 b) 23	a) 82 b) 19
	Reduction of energy consumption	50%	% kEUR	a) 0 b) 0	a) 100 b) 11	a) 83 b) 10
	Employee trainings	50%	% kEUR	a) 0 b) 0	a) 100 b) 12	a) 81 b) 9

A target of EUR 115 million was set in 2020 for the **group's net income** in the years 2020-2022. This financial goal was achieved by 212% with a total consolidated net income of EUR 244 million. At the end of this fiscal year, the **'Total Shareholder Return' TSR** was 199% corresponding to a target achievement of 166%. For the non-financial targets, the energy consumption of the AIXTRON Group normalized for the number of systems, employees and laboratory runs was reduced by 5% in 2022 compared to the 2019 financial year. This corresponded to a target achievement of 83%. In **employee training**, AIXTRON achieved an increase to 33 hours per employee, which corresponded to a target achievement of 81%.

Deviation from Remuneration System

In 2022, there were no deviations from and no adjustments to the remuneration system compared with the AGM resolution on the remuneration system in May 2020.

Benefits Granted and Payments Made in Fiscal Year 2022

The following tables show the remuneration granted and due to the active members of the Executive Board in each of the fiscal years 2021 and 2022 in accordance with Section 162 (1) sentence 1 AktG. The "Remuneration granted and due" section of the tables thus contains all amounts actually received by the individual Executive Board members in the reporting period ("remuneration granted") and all remuneration legally due but not yet received in the reporting period ("remuneration due"). In addition, the individual possible minimum and maximum remuneration values for the 2022 fiscal year are shown here.

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

In addition to the remuneration amounts, Section 162 (1) sentence 2 no. 1 AktG also requires the disclosure of the relative share of all fixed and variable remuneration components in total remuneration. The relative proportions stated here at the end of each table relate to the remuneration components granted and due in the respective fiscal year in accordance with Section 162 (1) sentence 1 AktG.

In total, the remuneration of the Executive Board ("remuneration granted and due") for fiscal year 2022 amounted to EUR 9,984 thousand (fiscal year 2021: EUR 8,437 thousand).

Remuneration Granted and due pursuant to Section 162 (1) sentence 1 AktG and Payments Made per Executive Board Member in Fiscal Year 2022

Dr. Felix Grawert Chief Executive Officer Member of the Executive Board since August 14, 2017		Remuneration granted and due				Allocation	
		2021	2022	2022 (Target achievement 100%)	2022 (Target achievement 250%)	2021	2022
in EUR thousands							
Non-performance related remuneration	Fixed remuneration	430	430	430	430	430	430
	Fringe benefits	6	6	6	6	6	6
	Total	436	436	436	436	436	436
Performance-related remuneration	Short-term variable remuneration	1,552	1,963	1,531	3,828	1,552	1,963
	STI 2021	1,552	0	0	0	1,552	0
	STI 2022	0	1,963	1,531	3,828	0	1,963
	Long-term variable remuneration	1,715	1,979	1,738	4,346	0	1,670
	Share-based portion of one-year variable remuneration (restriction period 2018-2021)	0	0	0	0	0	1,670
	LTI tranche 2021-2023 (restriction period 2021-2024) *	1,715	0	0	0	0	0
	LTI tranche 2022-2024 (restriction period 2022-2025) *	0	1,979	1,738	4,346	0	0
Total non-performance and performance-related remuneration	3,703	4,377	3,706	8,610	1,988	4,069	
Pension allowance	0	0	0	0	0	0	
Total remuneration	3,703	4,377	3,706	8,610	1,988	4,069	
Thereof as a percentage	Portion of fixed remuneration	12%	10%	12%	5%	22%	11%
	Portion of variable remuneration	88%	90%	88%	95%	78%	89%

* Fair value valuation of LTI tranche

Dr. Christian Danninger Member of the Executive Board Member of the Executive Board since Mai 1, 2021		Remuneration granted and due				Allocation	
		2021	2022	2022 (Target achievement 100%)	2022 (Target achievement 250%)	2021	2022
in EUR thousands							
Non-performance related remuneration	Fixed remuneration	220	330	330	330	220	330
	Fringe benefits	11	11	11	11	11	11
	Total	231	341	341	341	231	341
Performance-related remuneration	Short-term variable remuneration	655	1,234	963	2,406	655	1,234
	STI 2021	655	0	0	0	655	0
	STI 2022	0	1,234	963	2,406	0	1,234
	Long-term variable remuneration	773	1,231	1,082	2,704	0	0
	LTI tranche 2021-2023 (restriction period 2021-2024) *	773	0	0	0	0	0
	LTI tranche 2022-2024 (restriction period 2022-2025) *	0	1,231	1,082	2,704	0	0
Total non-performance and performance-related remuneration		1,660	2,806	2,385	5,452	886	1,575
Pension allowance		0	0	0	0	0	0
Total remuneration		1,660	2,806	2,385	5,452	886	1,575
Thereof as a percentage	Portion of fixed remuneration	14%	12%	14%	6%	26%	22%
	Portion of variable remuneration	86%	88%	86%	94%	74%	78%

* Fair value valuation of LTI tranche

Dr. Jochen Linck Member of the Executive Board Member of the Executive Board since Oct 1, 2020		Remuneration granted and due				Allocation	
		2021	2022	2022 (Target achievement 100%)	2022 (Target achievement 250%)	2021	2022
in EUR thousands							
Non-performance related remuneration	Fixed remuneration	330	330	330	330	330	330
	Fringe benefits	5	5	5	5	5	5
	Total	335	335	335	335	335	335
Performance-related remuneration	Short-term variable remuneration	976	1,234	963	2,406	976	1,234
	STI 2021	976	0	0	0	976	0
	STI 2022	0	1,234	963	2,406	0	1,234
	Long-term variable remuneration	1,067	1,231	1,082	2,704	0	0
	LTI tranche 2021-2023 (restriction period 2021-2024) *	1,067	0	0	0	0	0
	LTI tranche 2022-2024 (restriction period 2022-2025) *	0	1,231	1,082	2,704	0	0
Total non-performance and performance-related remuneration		2,378	2,800	2,380	5,446	1,311	1,569
Pension allowance		0	0	0	0	0	0
Total remuneration		2,378	2,800	2,380	5,446	1,311	1,569
Thereof as a percentage	Portion of fixed remuneration	14%	12%	14%	6%	26%	21%
	Portion of variable remuneration	86%	88%	86%	94%	74%	79%

* Fair value valuation of LTI tranche

Dr. Bernd Schulte

Member of the Executive Board

Member of the Executive Board until Mar 31, 2021

in EUR thousands		Remuneration granted and due				Allocation	
		2021	2022	2022 (Minimum)	2022 (Maximum)	2021	2022
Non-performance related remuneration	Fixed remuneration	100	0	0	0	100	0
	Fringe benefits	3	0	0	0	3	0
	Total	103	0	0	0	103	0
Performance-related remuneration	Short-term variable remuneration	296	0	0	0	296	0
	Long-term variable remuneration	296	0	0	0	296	1,544
	Share-based portion of one-year variable remuneration (restriction period 2020-2024)	296	0	0	0	296	0
	Share-based portion of one-year variable remuneration (restriction period 2018-2021)	0	0	0	0	0	1,544
Total non-performance and performance-related remuneration		696	0	0	0	696	1,544
Pension allowance		0	0	0	0	0	0
Total remuneration		696	0	0	0	696	1,544
Thereof as a percentage	Portion of fixed remuneration	15%	0%	0%	0%	15%	0%
	Portion of variable remuneration	85%	0%	0%	0%	85%	100%

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

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

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Felix Grawert Chief Executive Officer	Variable remuneration 2018	2018-2022	61,924	a) -61,924	0
	Variable remuneration 2019	2019-2023	46,987		46,987
	Variable remuneration 2020 old system*	2020-2024	18,072		18,072
	LTI tranche 2020-2022**	2020-2023	21,096	a) 12,845	33,941
	LTI tranche 2021-2023***	2021-2024	112,119		112,119
	LTI tranche 2022-2024***	2022-2025	0	a) 114,070 b) 1,979	114,070
					325,189

* prorated from January 01 to August 13, 2020

** prorated from August 14 to December 31, 2020

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

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Christian Danninger Member of the Executive Board	LTI tranche 2021-2023*/**	2021-2024	46,827		46,827
	LTI tranche 2022-2024**	2022-2025	0	a) 70,977 b) 1,231	70,977
					117,804

* prorated from May 01 bis December 31, 2021

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

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Jochen Linck Member of the Executive Board	LTI tranche 2020-2022*	2020-2023	8,687	a) 5,290	13,977
	LTI tranche 2021-2023**	2021-2024	69,763		69,763
	LTI tranche 2022-2024**	2022-2025	0	a) 70,977 b) 1,231	70,977
					154,717

* prorated from October 1 bis December 31, 2020

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

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Bernd Schulte (Member of the Executive Board until Mar 31, 2021)	Variable remuneration 2018	2018-2022	56,957	a) -56,957	0
	Variable remuneration 2019	2019-2023	41,835		41,835
	Variable remuneration 2020	2020-2024	26,153		26,153
	Variable remuneration 2021*	2021-2025	16,585	a) -5,785	10,800
					78,788

*In the previous year provisionally calculated with the closing price on December 31, 2021. In 2022, the number of shares was adjusted based on the actual underlying price on May 31, 2022.

Benefits in Connection with the Termination of Executive Board Mandate

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

Comparative Presentation of the Annual Change in the Remuneration of the Members of the Executive Board with the Development of Earnings and the Average Remuneration of the Employees of AIXTRON SE

The following table shows a comparison of the percentage change in the remuneration of the members of the Executive Board with the earnings development of AIXTRON SE and the AIXTRON Group as well as with the average remuneration of the employees on a full-time equivalent basis compared to the previous year. The remuneration of the members of the Executive Board included in the table reflects the remuneration granted and due to the respective Executive Board members in the reporting year and thus corresponds to the value stated in the preceding remuneration tables in the column "Remuneration granted and due" for the fiscal years 2021 and 2022 within the meaning of Section 162 (1) sentence 1 AktG. Where members of the Executive Board were only remunerated on a pro rata basis in individual fiscal years, for example due to joining or leaving the company during the year, the remuneration for this fiscal year was extrapolated to a full year to ensure comparability.

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

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

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

Annual change (in %)	31.12.22 versus 31.12.21	31.12.21 versus 31.12.20
Executive Board remuneration		
Dr. Felix Grawert	18%	166%
Dr. Christian Danningер*	13%	n.a.
Dr. Jochen Linck	18%	128%
Dr. Bernd Schulte**	n.a.	113%
Earnings development of AIXTRON SE and the Group		
Group revenues	8%	59%
Group EBIT	6%	184%
Group net income	6%	175%
AIXTRON SE income	6%	275%
Average remuneration of AIXTRON employees***		
Employees of AIXTRON SE	3%	9%

* Executive Board member since May 1, 2021, amount for 2021 annualized

** Executive Board member until March 31, 2021, amount for 2021 annualized

*** based on full-time equivalents

Stock Option Plans

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

Claw-Back Information

There was no claw-back of variable compensation components of the Executive Board members in fiscal year 2022 (claw-back policy).

Outlook for the Application of the Remuneration System for 2023 Short-Term Variable Remuneration (STI)

For the current fiscal year 2023, the Supervisory Board has defined the following target dimensions and performance criteria for the short-term variable remuneration (STI) in December 2022:

- Target dimension “Consolidated net income” (70% of total): The Supervisory Board set a target value for consolidated net income in 2023 in line with the internal forecast.
- Target dimension “Market position” (15% of total): For the “Market position” target dimension, the Supervisory Board has set targets for important markets for 2023.
- Target dimension “Financial and operational targets” (15% of total): Performance criteria were defined for the target dimension “Financial and operational targets” in the area of operational performance and product-related performance.

Long-Term Variable Remuneration (LTI)

The Supervisory Board has defined the following performance criteria for the reference period for long-term variable remuneration (LTI) starting in fiscal year 2023:

- Consolidated net income for fiscal years 2023, 2024 and 2025 (50% of total)
- Development of total shareholder return (TSR) from Q4/2022 to Q4/2025 (40% of total).
- Sustainability targets (10% of total)
 - Proportion of taxonomy aligned revenues, capital expenditures (CapEx) and operating expenses (OpEx) as defined in the EU Taxonomy Regulation in the year 2025
 - Strategic leadership team and personnel development, measured against defined target quotas for the year 2025.

The target achievement of the LTI remuneration 2023 is calculated on the basis of the results achieved in the period from January 1, 2023, to December 31, 2025. The relevant share price of AIXTRON SE for the LTI grant is EUR 28.206. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in the 4th quarter of 2022. The degree of fulfillment of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2025. At that time, the vested share awards will be converted into non-forfeitable share awards depending on target achievement. After the expiry of a 4-year vesting period for fiscal year 2023 ending on December 31, 2026, one share of the Company will be transferred for each vested share award. This is to take place in the week following the publication of the annual report.

Remuneration of Supervisory Board Members

Remuneration of the Supervisory Board is regulated in Article 17 of AIXTRON’s Articles of Association. The currently valid remuneration system was last approved by 2018 Annual General Meeting and the compensation of the Supervisory Board was confirmed by the 2021 Annual General Meeting. Accordingly, annual fixed remuneration for individual members of the Supervisory Board amounts to EUR 60,000, with the

Chairman receiving three times and the Deputy Chairman one and a half times the remuneration of an ordinary Supervisory Board member.

The Chairman of the Audit Committee receives additional annual remuneration of EUR 20,000.

No attendance fees or other variable remuneration is granted.

The members of the Supervisory Board who were members of the Supervisory Board or who were the Chairman or Deputy Chairman of the Supervisory Board or Audit Committee for only part of the fiscal year receive one twelfth of the above mentioned remuneration on a prorated basis for each month or part thereof of the corresponding activity on the Supervisory Board.

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

The Supervisory Board members receive no loans from the Company.

At the Annual General Meeting on May 25, 2022, it was decided to expand the Supervisory Board from five to six members. Dr. Stefan Traeger, CEO of JENOPTIK AG, was elected as a new member of the Supervisory Board and Mr. Kim Schindelhauer, previous Chairman of the Supervisory Board, was re-elected in his position. The remuneration attributable to the respective members of the Supervisory Board in fiscal years 2021 and 2022 is presented on an individualized basis in the table below. As in previous years, no remuneration was paid to Supervisory Board members for individual advisory services in fiscal year 2022.

Supervisory Board Remuneration

Supervisory Board Member	Year	Total fixed compensation in EUR thousands
Kim Schindelhauer ¹⁾²⁾³⁾⁴⁾⁵⁾ (Chairman of the Supervisory Board)	2022	180
	2021	180
Frits van Hout ³⁾⁴⁾ (Deputy Chairman of the Supervisory Board)	2022	90
	2021	90
Prof. Dr. Andreas Biagosch ²⁾	2022	60
	2021	60
Prof. Dr. Petra Denk ³⁾⁴⁾	2022	60
	2021	60
Stefan Traeger ¹⁾²⁾³⁾⁴⁾	2022	40
	2021	-
Prof. Dr. Anna Weber ¹⁾ (Chairwoman of the Audit Committee, Independent Financial Expert)	2022	80
	2021	80
Gesamt	2022	510
	2021	470

as of December 31, 2022:

1) Member of the Audit Committee

2) Member of the Capital Markets Committee

3) Member of the Nomination Committee

4) Member of the Compensation Committee

5) Former AIXTRON Executive Board Member

Directors & Officers (D&O) Insurance

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

Annex 2 (regarding agenda item 6): Curricula Vitae of the candidates

Curriculum Vitae Mr. Kim Schindelhauer, Businessman

Personal information

Born in 1953 in Essen

Residing in Hamburg

Nationality: German

Professional Career

- **since September 2017**
AIXTRON SE, Chairman of the Supervisory Board
- **March 2017 - August 2017**
AIXTRON SE, Chairman of the Executive Board & CFO
- **May 2002 - February 2017**
AIXTRON SE, Chairman of the Supervisory Board
- **July 1997 - May 2002**
AIXTRON AG, member of the Executive Board
- **1992 - July 1997**
AIXTRON Semiconductor Technologies GmbH, managing director
- **1987 - 1992**
General Tire Inc. Akron, Ohio, USA, Chief Financial Controller
- **1984 - 1987**
Continental Products Corp. Lyndhurst, NJ, USA, Financial Director
- **1983 - 1984**
Continental AG – Uniroyal GmbH Aachen, Controller responsible for export business
- **1981 - 1983**
Continental AG Hannover, Controller

Academic Career

1981

Studies of Business Administration, Georg-August-Universität Göttingen

Degree: diploma businessman (*Diplom-Kaufmann*)

Information pursuant to section 125 para. 1 sentence 5 AktG

Mr. Kim Schindelhauer is not a member of other statutory supervisory boards.

He is not a member of comparable domestic or foreign supervisory bodies of business enterprises.