

The Rights of the Shareholders

Explanatory notes on the rights of shareholders pursuant to Art. 56 SE directive, §50 (2) SE Implementation Act, § 122 para. 2, §126 (1), § 127, §131 (1) AktG

The notice convening the Annual General Meeting already contains information on the rights of shareholders pursuant to Art. 56 SE Regulation, Art. 50 par. 2 SE Implementation Act, Art. 122 par. 2, Art. 126 par. 1, Art. 127, Art. 131 par. 1 AktG in section "II. Further Information and Notes"; the following information and notes serve to further explain these provisions.

1. Request for addition to agenda in accordance with Art. 56 SE Regulation, § 50 para. 2 SE Implementation Act, § 122 para. 2 AktG

Shareholders whose shares together amount to 5 percent of the share capital or a proportionate amount of the share capital of 500,000 euros (this corresponds to 500,000 no-par value shares) may request that items be added to the agenda and published. The request must be addressed in writing to the Executive Board and must be received by the Company no later than the end of **April 16, 2023 (24:00 CEST)**. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Please send corresponding requests to the following address:

AIXTRON SE
Executive Board
Dornkaulstraße 2
52134 Herzogenrath

Section 122 para. 2 AktG, which governs the request for a supplement for a German stock corporation, can only be used as a supplement to the extent that Art. 56 SE Regulation and Section 50 para. 2 SE Implementation Act, which have priority, do not contain a conclusive provision. The minimum holding period of 90 days prior to the day of receipt of the request applicable to shareholders of a German stock corporation does not apply to the shareholders of an SE with its registered office in Germany. Additions to the agenda to be announced will be published in the Federal Gazette without undue delay after receipt of the request and, in accordance with section 121 (4a) AktG, forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be made available to shareholders via the Company's internet address at www.aixtron.com/hv. The amended agenda will also be communicated in accordance with Art. 125 par. 1 sentence 3 AktG. The proposed resolution announced as a permissible addition to the agenda will be voted on during the Annual General Meeting.

The provisions of the SE Regulation, the SE Implementation Act and the Stock Corporation Act on which the request for additions to the agenda is based read in extracts as follows:

Art. 56 SE-Directive

The addition of one or more items to the agenda for a general meeting may be requested by one or more shareholders, provided that his/her share in the subscribed capital amounts to at least 10%. The procedures and time limits for such request shall be determined in accordance with the national law of the Member State in which the SE's registered office is situated or, in the absence of such provisions, in accordance with the SE's statutes. The statutes or the law of the Member State in which the SE's registered office is situated may provide for a lower percentage under the same conditions as those applicable to public limited-liability companies.

§ 50 (2) SE Implementation Act

(2) The addition of one or more items to the agenda for an Annual General Meeting may be requested by one or more shareholders if his or their shareholding reaches 5 percent of the capital stock or the pro rata amount of 500,000 euros.

§ 122 (1) and (2) AktG (excerpt)

- (1) The Annual General Meeting shall be convened if shareholders whose combined shareholdings amount to one-twentieth of the capital stock request such a meeting in writing, stating the purpose and the reasons; the request shall be addressed to the Executive Board. The Articles of Association may make the right to request the convening of the General Meeting subject to a different form and to the holding of a lower proportion of the share capital. [...]*
- (2) In the same way, shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of 500,000 euros may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt shall not be counted.*

2. Countermotions and election proposals by shareholders pursuant to §§126 (1), 127 AktG

Every shareholder is entitled to submit countermotions to the proposed resolutions on the items on the agenda. If the countermotions are to be made available in advance of the Annual General Meeting, they must be sent to the address below by no later than the end of **May 02, 2023 (24:00 CEST)** in accordance with §126 (1) AktG. Countermotions and nominations sent to any other address will not be considered.

AIXTRON SE
Investor Relations
Dornkaulstraße 2
52134 Herzogenrath
E-Mail: AIXTRON-HV@aixtron.com

Subject to § 126 (2) and (3) AktG, countermotions by shareholders which are to be made available, including the name of the shareholder, any statement of grounds and any statement by the management, shall be published without undue delay on the Company's website at

www.aixtron.com/hv. The Company may refrain from publishing a countermotion and its grounds if one of the grounds for exclusion pursuant to Section 126 (2) AktG applies, for example because the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to law or the Articles of Association. The grounds for a countermotion need not be made available if they exceed a total of 5,000 characters.

For the election proposal of a shareholder pursuant to § 127 AktG, the above statements including the deadline for making the election proposal accessible (access no later than the end of May 02, 2023, 24:00 CEST) apply mutatis mutandis; the election proposal does not have to be substantiated. The Executive Board of AIXTRON SE also does not have to make the election proposal available pursuant to § 127 sentence 3 AktG if the proposal does not contain the name, the profession practiced and the place of residence of the proposed person and, in the case of election to the Supervisory Board, information about other mandates pursuant to § 125 para. 1 sentence 5 AktG.

The provisions of the Stock Corporation Act on which these shareholder rights are based - including the exclusion criteria - read in extracts as follows:

§ 126 AktG

- (1) Shareholder motions, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the entitled persons referred to in Section 125 (1) to (3) under the conditions set out therein if the shareholder has sent a counter-motion to a proposal by the Executive Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address notified for this purpose in the notice convening the meeting at least 14 days before the meeting of the Company. The day of receipt shall not be counted. In the case of listed companies, such access shall be made available on the Company's website. § Section 125 (3) shall apply mutatis mutandis.*
- (2) A countermotion and its grounds need not be made available,*
 - 1. if the Executive Board would render itself liable to prosecution by making the countermotion accessible,*
 - 2. if the countermotion would lead to a resolution of the Annual General Meeting that would be unlawful or contrary to the Articles of Association,*
 - 3. if the statement of grounds is obviously false or misleading in material respects or if it contains insults,*
 - 4. if a countermotion of the shareholder based on the same facts has already been made available to a shareholders' meeting of the Company pursuant to Section 125,*
 - 5. if the same countermotion of the shareholder with essentially the same grounds has already been made accessible to at least two shareholders' meetings of the Company pursuant to Section 125 in the last five years and less than one-twentieth of the capital stock represented voted in favor of it at the shareholders' meeting,*
 - 6. if the shareholder indicates that he will not attend the General Meeting and will not be represented, or*
 - 7. if in the last two years at two General Meetings the shareholder has failed to make or cause to be made a countermotion communicated by him.*

The statement of grounds need not be made available if it exceeds 5,000 characters in total.

(3) If several shareholders submit countermotions on the same subject matter of the resolution, the Executive Board may combine the countermotions and their reasons.

§ 127 sentences 1 to 3 AktG

Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination need not be substantiated. The Executive Board need not make the election proposal available even if the proposal does not contain the information required by § 124 (3) sentence 4 and § 125 (1) sentence 5.

§ 124 (3) sentence 4 AktG

The proposal for the election of Supervisory Board members or auditors shall state their names, occupation and place of residence.

§ 125 (1) sentence 5 AktG

In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.

3. Right to information pursuant to section 131 (1) AktG

At the Annual General Meeting, every shareholder and shareholder representative may request information from the Executive Board on the Company's affairs to the extent that the information is necessary for a proper evaluation of the agenda (cf. Art. 131 par. 1 AktG). The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements. The Executive Board may refrain from answering individual questions for the reasons stated in § 131 (3) AktG. According to the Articles of Association, the chairman of the meeting is authorized to impose reasonable time limits on the shareholders' right to ask questions and speak.

The provisions of the Stock Corporation Act on which this shareholder right is based read in part as follows:

§ 131 AktG

(1) Upon request, each shareholder shall be provided with information at the Annual General Meeting by the Executive Board on the Company's affairs to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. The duty to provide information also extends to the Company's legal and business relations with an affiliated company. If a company makes use of the simplifications under Art. 266 par. 1 sentence 3, Art. 276 or Art. 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the Annual Stockholders' Meeting on the annual financial statements in the form that would have been used if these simplifications had not been made. The duty of the Board of Management of a parent company (Sec. 290 (1), (2) of the German Commercial Code) to

provide information at the Annual General Meeting to which the consolidated financial statements and the Group management report are submitted also extends to the situation of the Group and the companies included in the consolidated financial statements. (

- 2) *The information provided must comply with the principles of conscientious and faithful accountability. The Articles of Association or the Rules of Procedure pursuant to § 129 may authorize the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may specify further details.*
- (3) *The Executive Board may refuse to provide the information,*
 1. *1. to the extent that the provision of the information is likely, according to reasonable commercial judgment, to cause the Company or an affiliated company a not inconsiderable disadvantage;*
 2. *to the extent as it relates to tax valuations or the amount of individual taxes;*
 3. *on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the Annual General Meeting approves the annual financial statements;*
 4. *on the accounting and valuation methods, insofar as the disclosure of these methods in the notes to the financial statements is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the Annual General Meeting adopts the annual financial statements;*
 5. *to the extent that the Board of Management would render itself liable to prosecution by providing the information;*
 6. *to the extent that the case of a credit institution, financial services institution or securities institution, information need not be provided on the accounting and valuation methods applied and offsetting carried out in the annual financial statements, management report, consolidated financial statements or group management report;*
 7. *to the extent that the the information is continuously accessible on the company's website for at least seven days prior to the beginning and during the Annual General Meeting.*

The information may not be refused for other reasons.

- (4) *If a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, such information shall be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. The Executive Board may not refuse to provide the information pursuant to subsection 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Sec. 290 (1), (2) of the German Commercial Code), a joint venture (Sec. 310 (1) of the German Commercial Code) or an associated company (Sec. 311 (1) of the German Commercial Code) provides the information to a parent company (Sec. 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*
- (5) *If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting.*

§ 21 of the Articles of Association of the Company

3. *The chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he may set an appropriate time frame for the entire course of the Annual General Meeting, for individual agenda items and for individual questions and speeches.*