

Explanatory report

- Convenience Translation -

Explanatory Report of the Executive Board regarding the information pursuant to Sections 289a and 315a of the German Commercial Code (HGB) for the 2024 financial year

The Management Board has made disclosures in the management report of the Company and in the Group management report pursuant to Sections 289a, 315a of the German Commercial Code (HGB), which are explained in this report:

The share capital of AIXTRON SE as of December 31, 2024, amounted to EUR 113,456,120 (December 31, 2023: EUR 113,411,020) divided into 113,456,120 registered shares with a proportional interest in the share capital of EUR 1.00 per no-par value registered share. Each no-par value share represents the proportionate share in AIXTRON's stated share capital and carries one vote at the Company's annual shareholders' meeting. All registered shares are fully paid in.

As of December 31, 2024, AIXTRON SE held 784,259 (December 31, 2023: 876,402) treasury shares, which accounted for a share capital in the amount of EUR 784,259 (2023: 876,402). The treasury shares correspond to 0.7% of the share capital (previous year: 0.8%).

AIXTRON SE has issued a share certificate representing multiples of shares (global share). Shareholders do not have the right to the issue of a share certificate representing their share(s). There are no voting or transfer restrictions on AIXTRON's registered shares that are related to the Company's Articles of Association. There are no classes of securities endowed with special control rights, nor are there any provisions for control of voting rights, if employees participate in the share capital without directly exercising their voting rights.

Additional funding needs could be covered by the following additional capital as authorized by the annual shareholders' meeting:

Funding Sources

(EUR or number of shares)

	31.12.24	Approved	Expiration	31.12.23	31.12.24 vs. 31.12.23
Issued shares	113,456,120			113,411,020	45,100
Authorised capital 2022 - Capital increase in cash or in kind with or without subscription rights for existing shareholders	41,450,000	25.05.22	24.05.27	41,450,000	0
Conditional Capital II 2012 - Stock Option Program 2012	20,900	16.05.12	15.05.17	66,000	-45,100
Conditional Capital 2022 - Authorisation to issue bonds with warrants and/or convertible bonds, profit-sharing rights and/or income bonds (or combinations of these instruments) with or without subscription rights for existing shareholders	15,000,000	25.05.22	24.05.27	15,000,000	0

In accordance with Section 71 (1) no. 8 German Corporations Act, AktG, the Company is authorized until May 24, 2027, with the approval of the Supervisory Board, to purchase its own shares representing an amount of up to 10% of the share capital existing at the time of the resolution or – if this value is lower – at the time of the exercise of the authorization. This authorization may not be used by the Company for the purpose of trading in own shares. The authorization may be exercised in full, or in part, once, or on several occasions by the Company, by companies dependent on the Company or in which the Company directly or indirectly holds a majority interest, or by third parties appointed by the Company. The shares may be purchased (1) on the stock market or (2) by way of a public offer to all shareholders made by the Company or (3) by way of a public invitation to submit offers for sale.

Changes to the Articles of Association regarding capital measures require a resolution of the general meeting, which is passed by a three-quarters majority of the share capital represented at the general meeting (Art. 59 SE-VO, § 179 AktG). Other changes to the Articles of Association require a majority of two-thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast.

As of December 31, 2024, around 26% of AIXTRON shares were held by private individuals (2023: 16%), most of whom are based in Germany. Around 69% of the outstanding AIXTRON shares were held by institutional investors (2023: 83%). According to the voting rights notifications received,

the following shareholders were above the 3% threshold at the end of 2024: Goldman Sachs with 4.9%, Morgan Stanley with 4.7%, UBS with 3.9% and Blackrock, Inc. with 3.8%. According to the Deutsche Börse definition, 99% of AIXTRON's shares were in free float and around 1% of AIXTRON's shares were held by the company itself.

Members of the Executive Board are appointed and dismissed by the Company's Supervisory Board. The individual members of the Executive Board are appointed for a maximum period of six years and can then be re-appointed.

In the event of a “change of control”, the individual members of the Executive Board are entitled to terminate their employment with three months’ notice to the end of the month and to resign from office with effect from the date of termination. Upon termination of employment due to a so-called “change of control” event, all members of the Executive Board receive a severance payment in the amount of the fixed and variable remuneration expected to be owed by the Company for the remaining term of the employment contract, up to a maximum of two years’ remuneration. A “change of control” as defined above exists if a third party or a group of third parties, who contractually combine their shares to act as a third party, directly or indirectly holds more than 50% of the Company’s share capital. Apart from the aforementioned, there are no other “change of control” clauses.

Herzogenrath, March 2025

AIXTRON SE

Dr. Felix Grawert

Dr. Christian Danninger