

Translation for Convenience Purposes

AIXTRON

**Ordinary General Meeting 2008
of AIXTRON Aktiengesellschaft, Aachen**

Documents to Agenda Item 6

**(Resolution to convert bearer shares into registered shares and corresponding
amendments to the Articles of Association)**

**RESOLUTION OF THE GENERAL MEETING OF THE COMPANY ON THE CREATION OF
CONTINGENT CAPITAL I AND CONTINGENT CAPITAL II OF MAY 18, 2005 (AS AN
EXCERPT FROM THE MINUTES OF THE GENERAL MEETING)**

5. Resolution on the cancellation of Authorized Capital I and II and the creation of new Authorized Capital I and on the amendment of the Articles of Association

The Executive Board made use of the authorization granted to it by the General Meeting on September 30, 2004 to increase the share capital, in accordance with Article 4 (2.1) of the Articles of Association with the approval of the Supervisory Board, by up to €27,000,000.00 against non-cash contributions for the purpose of acquiring all shares of Genus, Inc., domiciled at 1139 Karlstad Drive, Sunnyvale, CA 94089, U.S.A., and the Executive Board resolved on March 12, 2005, with the approval of the Supervisory Board on March 13, 2005 to increase the share capital to €89,799,379.00. The capital increase was entered in the commercial register at the Aachen local court on March 14, 2005. Authorized Capital I served solely to acquire all shares of Genus, Inc. Following the acquisition of Genus, Inc., the remaining Authorized Capital I can no longer be used for its intended purpose and will therefore be cancelled.

In addition, Article 4 (2.2) of the Articles of Association states that the Executive Board is authorized to increase the share capital against cash contributions (Authorized Capital II). Following the entry of the increase in the share capital to €89,799,379.00,

this authorization will be cancelled and, in the event of an increase in the amount, replaced by new Authorized Capital I.

The Executive Board and Supervisory Board propose adopting the following resolutions:

a) Cancellation of existing Authorized Capital I

The authorization granted to the Executive Board by the General Meeting on September 30, 2004 (agenda item 1) – to increase the Company’s share capital, in accordance with Article 4 (2.1) of the Articles of Association with the approval of the Supervisory Board, in the period to September 29, 2009 by up to €2,032,115.00 by issuing new no-par value bearer shares against non-cash contributions – shall be cancelled.

b) Cancellation of existing Authorized Capital II

The authorization granted to the Executive Board by the General Meeting on September 30, 2004 (agenda item 2) – to increase the Company’s share capital, in accordance with Article 4 (2.2) of the Articles of Association with the approval of the Supervisory Board, in the period to September 29, 2009 by up to €5,415,756.00 by issuing new no-par value bearer shares against cash contributions – shall be cancelled.

c) Creation of new Authorized Capital I

The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital on one or several occasions in the period to May 17, 2010 by up to a total of €35,919,751.00 against cash and/or non-cash contributions by issuing new ordinary bearer shares (no-par value shares) with a notional value of €1.00 per share (Authorized Capital I). Shareholders must be granted pre-emptive rights.

However, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude the statutory pre-emptive rights of shareholders in full or in part:

- to eliminate fractions;
- in the case of capital increases against non-cash contributions to grant shares to be used in the acquisition of companies, parts of companies, or equity interests in companies, or for the acquisition of other assets.

The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the content of the share rights and the further conditions for issuing shares.

The Supervisory Board shall be authorized to amend the formal wording of the Articles of Association following the full or partial implementation of the increase in share capital from Authorized Capital I to reflect the scope of the capital increase or after the end of the authorization period.

d) **Amendment of the Articles of Association**

Article 4 (2.1) of the Articles of Association shall be cancelled and reformulated as follows:

“2.1 The Executive Board is authorized, with the approval of the Supervisory Board, to increase the share capital on one or several occasions in the period to May 17, 2010 by up to a total of €35,919,751.00 against cash and/or non-cash contributions by issuing new ordinary bearer shares (no-par value shares) with a notional value of €1.00 per share (Authorized Capital I). Shareholders must be granted pre-emptive rights. However, the Executive Board is authorized, with the approval of the Supervisory Board, to disapply the statutory pre-emptive rights of shareholders in full or in part:

- to eliminate fractions;
- in the case of capital increases against non-cash contributions to grant shares to be used in the acquisition of companies, parts of companies, or equity interests in companies or for the acquisition of other assets.

The Executive Board is also authorized, with the approval of the Supervisory Board, to determine the content of the share rights and the further conditions for issuing shares.”

The Executive Board is instructed only to submit the resolutions on agenda items 5 c) and d), on the creation of new Authorized Capital I and the appropriate amendments to the Articles of Association, for entry in the commercial register on the proviso that Authorized Capital I will only be entered when the resolutions on agenda items 5 a) and b), on the cancellation of existing Authorized Capital I and Authorized Capital II, are entered in the commercial register.

6. Resolution on the creation of new Authorized Capital II and on the amendment of the Articles of Association.

The Executive Board and Supervisory Board propose adopting the following resolutions:

- a) The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital on one or several occasions in the period to May 17, 2010 by up to a total of €8,979,937.00 against cash contributions by issuing new ordinary bearer shares (no-par value shares) with a notional value of €1.00 per share (Authorized Capital II). Shareholders must be granted pre-emptive rights.

However, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude statutory pre-emptive rights of shareholders in full or in part:

- to eliminate fractions;
- to grant holders of warrants or convertible bonds that were and/or will be issued by the Company and/or its subsidiaries the right to subscribe for new shares to the extent that they are entitled to do so after option or conversion rights have been exercised or conversion obligations fulfilled;
- if the issue price of the new shares is not significantly lower within the meaning of section 203 (1) and (2) and section 186 (3) sentence 4 of the *Aktiengesetz* (AktG – German Stock Corporation Act) than the market price of the same class of listed shares carrying the same rights when the final issue price is fixed by the Executive Board. However, this authorization is only valid provided that the shares issued, while excluding pre-emptive rights in accordance with section 186 (3) sentence 4 of the AktG, do not exceed a total of 10% of the existing share capital at the time of the resolution on this authorization and at the time this authorization is exercised. The disposal of own shares shall be counted towards the restriction to 10% of the share capital if they are acquired on the basis of a General Meeting authorization valid at the time this authorization enters into force and disposed of in accordance with section 71 (1) no. 8 and section 186 (3) sentence 4 of the AktG. Those shares issued to satisfy conversion and/or option rights arising from convertible bonds shall also be counted towards the restriction to 10% of the share capital if the convertible bonds were issued on the basis of an authorization to issue convertible bonds valid at the time this authorization enters into force and pre-emptive rights were excluded in accordance with section 186 (3) sentence 4 of the AktG.

The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the content of the share rights and the further conditions for issuing shares.

The Supervisory Board shall be authorized to amend the formal wording of the Articles of Association following the full or partial implementation of the increase in share capital from Authorized Capital II or after the end of the authorization period to reflect the scope of the capital increase.

b) Article 4 (2.2) of the Articles of Association shall be cancelled and reformulated as follows:

“2.2 The Executive Board is authorized, with the approval of the Supervisory Board, to increase the share capital on one or several occasions in the period to May 17, 2010 by up to a total of €8,979,937.00 against cash contributions by issuing new ordinary bearer shares (no-par value shares) with a notional value of €1.00 per share (Authorized Capital II). Shareholders must be granted pre-emptive rights.

However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude the statutory pre-emptive rights of shareholders in full or in part:

- to eliminate fractions;
- to grant holders of warrants or convertible bonds that were and/or will be issued by the Company and/or its subsidiaries the right to subscribe for new shares to the extent that they are entitled to do so after option or conversion rights have been exercised or conversion obligations fulfilled;
- if the issue price of the new shares is not significantly lower within the meaning of section 203 (1) and (2) and section 186 (3) sentence 4 of the AktG than the market price of the same class of listed shares carrying the same rights when the final issue price is fixed by the Executive Board. However, this authorization is only valid provided that the shares issued, while excluding pre-emptive rights in accordance with section 186 (3) sentence 4 of the AktG, do not exceed a total of 10% of the existing share capital at the time of the resolution on this authorization and at the time this authorization is exercised. The disposal of own shares shall be counted towards the restriction to 10% of the share capital if they are acquired on the basis of a General Meeting authorization valid at the time this authorization enters into force and disposed of in accordance with section 71 (1) no. 8 and section 186 (3) sentence 4 of the AktG. Those shares issued to satisfy conversion and/or option rights arising from convertible bonds shall also be counted towards the restriction to 10% of the share capital if the convertible bonds were issued on the basis of an authorization to issue convertible bonds valid at the time this authorization enters into force and pre-emptive rights

were disappplied in accordance with section 186 (3) sentence 4 of the AktG.

The Executive Board is also authorized, with the approval of the Supervisory Board, to determine the content of the share rights and the further conditions for issuing shares."

The Executive Board is instructed only to submit the resolutions on agenda item 6, on the creation of Authorized Capital II and the appropriate amendments to the Articles of Association, for entry in the commercial register together with the resolutions in agenda items 5 a) and b) and on the proviso that Authorized Capital II will only be entered when the resolutions on agenda items 5 a) and b), on the cancellation of existing Authorized Capital I and Authorized Capital II, are entered in the commercial register.

**RESOLUTION OF THE GENERAL MEETING OF THE COMPANY REGARDING AGENDA
ITEM 5 OF MAY 26, 1999, INCLUDING THE AMENDING RESOLUTION OF THE GENERAL
MEETING OF MAY 26, 1999 AND THE AMENDING RESOLUTION OF THE GENERAL
MEETING OF MAY 30, 2000 AS WELL AS THE AMENDING RESOLUTION OF THE
GENERAL MEETING OF MAY 15, 2001 (IN EACH CASE AS AN EXCERPT FROM THE
MINUTES OF THE RESPECTIVE GENERAL MEETING)**

Agenda Item

- 5. Resolution on the creation of contingent capital in order to grant, on one or several occasions, subscription rights to Executive Board members and employees of AIXTRON AG and to members of the management of affiliates and employees of affiliates on the basis of stock option plans**

The chairman explained the following:

The issuance of stock options is internationally and increasingly also in Germany a customary part of the compensation for executives and employees. Stock option plans effectively tie the compensation of executives and employees to the development of the stock exchange value of a company, thereby promoting the strategic orientation of the management and the employees of the company towards a long-term increase of the corporate value. In addition, the granting of subscription rights on company shares is a crucial factor in the competition for qualified executives and employees. It is of special importance for AIXTRON AG and its affiliated companies to recruit and retain qualified executives and employees. The Executive Board and the Supervisory Board of AIXTRON AG have therefore decided to introduce corresponding stock option plans. It is planned to launch several stock option plans at intervals. A full utilization of the contingent capital would result in an increase of the share capital by 5%. Consequently, there will not be any substantial dilution of shareholdings.

A copy of the wording of the proposed resolution and of the provisions of the Articles of Association as placed on each shareholder seat has been published in the agenda and has been forwarded to the shareholders through their depositary banks so that the chairman can reasonably assume that the corresponding wording is known to the shareholders and that he need not read out the voluminous text.

The chairman determined that no objections were raised.

The Executive Board and the Supervisory Board proposed resolving as follows:

- a) The share capital of the Company is conditionally increased by up to DM 1,250,000.00 (increased amount) by issuing up to 250,000 bearer shares (no-par value shares) with a notional value of DM 5.00 per share (Contingent Capital). The contingent capital increase serves solely the purpose of granting subscription rights to Executive Board members and employees of AIXTRON AG and to members of the management of affiliates and employees of affiliates. The contingent capital increase will only be implemented to the extent that the holders of the issued subscription rights will make use of their pre-emption right in accordance with § 192 (2) No. 3 of the German Stock Corporation Act ("AktG"). The new shares will carry dividends from

the beginning of the fiscal year in which they have arisen as a result of the exercise of subscription rights.

The Executive Board is authorized, after approval of the Supervisory Board, to grant – in one or more steps (“plans”) – subscription rights for no-par value shares in AIXTRON AG to the persons entitled to subscribe as set forth hereinafter.

aa) Persons who are entitled to subscribe:

The group of persons entitled to subscribe comprises Executive Board members and employees of AIXTRON AG and members of the management of affiliates and employees of affiliates in accordance with the allocation set out under cc) below. The scope of each offer will be determined by the Executive Board after approval by the Supervisory Board and, to the extent that Executive Board members are concerned, by the Supervisory Board.

bb) Subscription price (issue price per no-par value share):

Each subscription right entitles the person concerned, subject to the option terms and conditions to be established, to subscribe one no-par value share of AIXTRON AG. The subscription price (issue price per no-par value share) payable upon exercise of the subscription right for subscription of one no-par value share of AIXTRON AG shall be equal to the average closing price of AIXTRON shares on the Frankfurt Stock Exchange during the last twenty trading days prior to the day on which the respective resolution that a stock option plan will be launched has been adopted by the Executive Board. The average price for the AIXTRON share will be determined on the basis of the Frankfurt closing prices (XETRA or floor closing price) which are also used to determine the closing price of the Neuer Markt Index.

The respective subscription price will be adjusted as described in more detail in the option terms and conditions if the Company implements, during the term of the subscription rights, capital measures or creates conversion or subscription rights. The purpose of such adjustment is to achieve that, despite the implementation of such measures and the resulting effects on the stock exchange price, each subscription price and the hurdle to exercising the subscription right will be similar.

cc) Allocation of subscription rights:

The total volume of the subscription rights is allocated to those entitled to subscribe as follows:

- 10% to the Executive Board members of AIXTRON AG;
- 70% to the employees of AIXTRON AG;
- 5% to the members of the management of affiliates;

- 15% to the employees of affiliates.

Executive Board members of AIXTRON AG who are at the same time members of the management of affiliates will receive subscription rights solely from the portion of the total volume designated for Executive Board members of AIXTRON AG. Employees of AIXTRON AG who are at the same time members of the management of affiliates will receive subscription rights solely from the portion of the total volume designated for employees of AIXTRON AG.

dd) Issuance, term:

Subscription rights under stock option plans may be offered to and acquired by those entitled to subscribe within a period of six weeks after the ordinary general meeting of the Company or publication of the operating result for the third quarter of a fiscal year ("acquisition period").

The term of the subscription rights to be issued may be up to ten years.

ee) Waiting period, exercise:

The subscription rights can be exercised at the earliest two years after issuance. The options terms and conditions may provide that the subscription rights or parts thereof granted to a person entitled to subscribe can only be exercised after expiration of a longer waiting period. After expiration of such waiting period exercise of the subscription rights shall be permissible upon fulfillment of a hurdle to exercising the subscription rights (performance criterion) as described further below only within exercise periods ("exercise periods") and only on days on which commercial banks in Frankfurt/Main are open for business ("exercise days"). The exercise periods will commence on the fourth Frankfurt banking day following an ordinary general meeting of the Company or presentation of the quarterly report for the third quarter and will end on the 14th Frankfurt banking day following the commencement of the exercise period.

It may be provided that the subscription rights cannot be fully exercised, but only up to certain maximum amounts during any exercise period ("exercise tranches").

If and to the extent that exercise days should fall within a period commencing on a day on which AIXTRON AG publishes an offer to its shareholders for subscription of new shares or partial bonds with conversion or subscription rights in the German Federal Gazette and ending on and including the day on which the shares of the Company entitled to subscription are listed for the first time on the Neuer Markt on the Frankfurt Stock Exchange "ex subscription rights", any exercise of the subscription rights shall be impermissible and the exercise period shall be extended by the required number of exercise days directly after the end of the waiting period.

ff) Performance criterion:

The exercise of the subscription rights under the stock option plans is subject to the following criteria:

At least one of the following two conditions must be fulfilled:

1. condition:

A subscription of shares is only possible when the performance of the AIXTRON share, adjusted in accordance with the "Guideline on EURO.NM Stock Indexes", as amended from time to time, exceeds at the time any exercise tranche can be exercised for the first time the performance of the Neuer Markt Index (securities identification number 846 896) by at least 5% during such period. The performance of the AIXTRON share and the Neuer Markt Index are determined as follows:

An average price is determined for both the AIXTRON share and the Neuer Markt Index based on the average closing prices during the last twenty trading days prior to the day on which the resolution that a stock option plan will be launched has been adopted by the Executive Board. Such average price for the AIXTRON share will be determined on the basis of the Frankfurt closing prices (XETRA or floor closing price) which are also used to determine the closing price of the New Market Index. The average price for the AIXTRON share so determined (hereinafter referred to as "BO") and that of the Neuer Markt Index (hereinafter referred to as "NMO") provide the benchmarks for measuring performance.

When any exercise tranche is for the first time available for exercise, the average prices as described above will be determined analogously during the last twenty trading days ending five trading days prior to the beginning of the exercise period. Thus, at the beginning of exercise period 1 of a stock option plan, the average price for the AIXTRON share (B1) is determined and an average price for the Neuer Markt Index (NMI). The subscription rights of exercise tranche 1 under a stock option plan may be exercised if the following condition is fulfilled:

B1	NMI
_____ is larger than or equal to 1.05 x	_____
B0	NMO

When exercise of tranche 2 under a stock option plan is for the first time available for exercise, B2 and NM2 are determined analogously. The subscription rights of exercise tranche 2 under a stock option plan may be exercised if the following condition is fulfilled:

$$\frac{B2}{B0} \text{ is larger than or equal to } 1.05 \times \frac{NM2}{NMO}$$

The above formula will be applied for all additional exercise tranches.

2. condition:

This condition will only be deemed fulfilled when the two following sub-criteria are fulfilled:

(1) The sales revenues reflected in the report of the external auditor of the AIXTRON Group in accordance with US GAAP for the fiscal year ending prior to the launch of a stock option plan (base year) have increased in the period until the fiscal year ending prior to the date when the exercise tranche is for the first time available for exercise of subscription rights by at least 25 % per fiscal year. Consequently, exercise tranche 1 of the subscription rights will be available for exercise when the revenues have increased as compared to the base year by at least 56.25% (1.25 x 1.25). The subscription rights of exercise tranche 2 under a stock option plan will be available for exercise when the revenues of the fiscal year preceding exercise tranche 2 have increased, as compared to the base year, by at least 95.3125% (1.25 x 1.25 x 1.25). This formula will be applied for all additional exercise tranches;

and

(2) The sales return of the AIXTRON Group in accordance with US GAAP has, in the fiscal year preceding the respective exercise tranche, been equivalent to at least 12%. The sales return is defined as follows: The annual surplus reflected in the report of the external auditor of the AIXTRON Group in accordance with US GAAP – adjusted by any personnel expenses which may have to be shown under US GAAP for stock options - , divided by sales revenues reflected in the report of the external auditors under US GAAP for the AIXTRON Group.

If neither the 1. condition nor the 2. condition is fulfilled at the time the exercise tranches are for the first time available for exercise, the subscription rights for such exercise tranche may not be exercised at such time, but will not be forfeited.

If the performance criterion is not fulfilled at the time the subscription rights of exercise tranche 1 are for the first time available for exercise, and is for the first time fulfilled when the subscription rights of exercise tranche 2 are for the first time available for exercise, the persons entitled to subscribe will at such time be entitled to exercise the subscription rights for exercise tranche 1 and for exercise tranche 2. Consequently, it is possible that at the end of the term of a stock option plan all subscription rights will be available at the same time. This will be the case when at such time the performance criterion is for the first time fulfilled.

If the performance criterion is fulfilled at the time the subscription rights for exercise tranche 1 are for the first time available for subscription and is not fulfilled for the first time when the subscription rights of exercise tranche 2 are for the first time available for exercise, the persons entitled to subscribe will at such time only be entitled to exercise the subscription rights of exercise tranche 1. Any tranches which have become free for exercise will therefore be available for exercise on all future exercise days as long as the option plan has not expired or the tranches have not been fully exercised.

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the stock option plans for employees of AIXTRON AG entitled to subscribe, for members of the management of affiliates entitled to subscribe and for employees of affiliates entitled to subscribe as well as the details for issuance of the shares from the contingent capital. To the extent that subscription rights under the stock option plan are to be granted to Executive Board members of AIXTRON AG, such further details will be determined by the Supervisory Board.

- b) In Article 4 (2) of the Articles of Association a new sub-paragraph 4 will be added as follows:

“The share capital of the Company is conditionally increased by up to DM 1,250,000.00, divided into up to 250,000 no-par value bearer shares. The contingent capital increase serves the purpose of granting subscription rights to Executive Board members and employees of the Company and to members of the management of affiliates and employees of affiliates based on stock option plans in accordance with the resolution of the general meeting adopted on 26 May 1999 under agenda item 5. The contingent capital increase will only be implemented to the extent that the holders of the subscription rights will make use of their pre-emption right. The new shares will carry dividends from the beginning of the fiscal year in which they have arisen as a result of the exercise of subscription rights. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase. To the extent that subscription rights are to be granted to Executive Board members of AIXTRON AG, such further details will be determined by the Supervisory Board.”

Agenda item

6. Resolution on the conversion of the share capital and other DM amounts in the Articles of Association into Euros, on the increase of the share capital from the Company's reserves for the purpose of eliminating odd Euro amounts and on the decrease of the notional amount per no-par value share in the share capital and on amendments of the Articles of Association

The chairman announced the updated presence of shareholders based on the 2nd supplementary list: The presence prior to voting on agenda item 6 has decreased

by 188 votes
to 2,998,796 votes,

i.e. to 59.98% of the share capital entitled to vote.

The chairman explained:

As the third phase of the European Economic and Monetary Union, including the Federal Republic of Germany, has commenced on 1 January 1999, the share capital of the Company and other DM amounts in the Articles of Association are to be converted into the currency Euro. At the same time the share capital is to be increased, in order to technically facilitate future capital measures, from the Company's reserves without issuing new shares so that the notional amount of the share capital attributable to each no-par value share will be an even Euro amount. At the same time the notional amount of the share capital attributable to each no-par value share is to be decreased at a ratio of 1:3 in order to increase the attractiveness of the share on the capital market.

The chairman pointed out in this context that the wording of the proposed resolution and the provisions of the Articles of Association had been published in the agenda and had been forwarded to the shareholders through their depositary banks. In addition, the wording had been placed today on each shareholder seat so that the chairman could reasonably assume that the wording of this resolution and of the proposed amendments of the Articles of Association was known to the shareholders and that he need therefore not read out the voluminous text of the proposed resolution.

The chairman determined that no objections were raised.

The Executive Board and the Supervisory Board therefore proposed resolving as follows:

- a) The DM amounts in Article 4 (1) subparagraph 1 (Share Capital), Article 4 (2) subparagraph 1 (Authorized Capital I) sentence 1, Article 4 (2) subparagraph 2 (Authorized Capital II) sentence 1, Article 4 (2) subparagraph 3 (Contingent Capital) sentence 1 and Article 4 (2) subparagraph 4 (Contingent Capital) sentence 1 of the Articles of Association are, on the basis of the exchange rate 1 Euro = 1.95583 DM

determined by the Council of the European Union pursuant to Art. 109 I (4) sentence 1 of the EC Treaty, replaced by a corresponding Euro amount. In this respect the Euro amounts will be rounded up to the next Cent pursuant to Art. 5 of Council Regulation No. 1103/97 of 17 June 1997 on certain provisions relating to the introduction of the Euro.

- b) In order to eliminate the odd notional amount of EUR 2.55646 of each no-par value share resulting from the conversion into Euros by rounding up such amount to the next full amount of Euro 3.00, the share capital of the Company under a) above in an amount of Euro 12782297.03 is increased, in accordance with the provisions of the German Stock Corporation Act on a capital increase from the company's reserves (§§ 207 et seq. AktG), without issuing new shares by Euro 2217702.97 to Euro 15000000.00 by transferring an amount of Euro 2217702.97 (equivalent to an amount of DM 4337450.00 based on the exchange rate 1 Euro = 1.95583 DM determined by the Council of the European Union pursuant to Art. 109 I (4) sentence 1 of the EC Treaty) from the reserves reflected under capital reserves. The capital increase is based on the annual balance sheet of the Company as of 31 December 1998 adopted by the Executive Board and the Supervisory Board, which has been issued with an unqualified certificate by the external auditor of the Company, Wollert-Elmendorff Deutsche Industrie-Treuhand GmbH Wirtschaftsprüfungsgesellschaft, Hannover.

Pursuant to § 218 AktG the contingent capital set forth in Article 4 (2) subparagraphs 3 and 4 of the Articles of Association is increased at the same proportion as the share capital. The Executive Board is authorized to determine the further details of the capital increase with the approval of the Supervisory Board.

- c) The share capital of the Company pursuant to Article 4 (1) of the Articles of Association will be newly divided. Each no-par value share with a notional amount of Euro 3.00 per share in the Company's share capital pursuant to a) and b) above will be replaced by three no-par value shares with a notional amount of Euro 1.00 per share.

The resolution of the general meeting on 24 October 1997 authorizing the Executive Board to issue convertible bonds, as amended by resolution of the general meeting on 19 May 1998, is amended in that instead of one no-par value share three no-par value shares with a notional amount of Euro 1.00 per share may be subscribed. Other than that, the resolution will remain in full force and effect.

The resolution of the general meeting on 26 May 1998 authorizing the Executive Board to issue subscription rights is amended in that instead of one no-par value share three no-par value shares with a notional amount of Euro 1.00 per share may be subscribed. Other than that, the resolution will remain in full force and effect.

- d) Now that Article 4 (3) of the Articles of Association is no longer correct as a result of the capital measure which has been implemented following the conversion into a stock corporation, such provision is deleted.
- e) Article 4 (1) subparagraph 1 (Share Capital) and subparagraph 2 (Division of the Share Capital), Article 4 (2) subparagraph 1 (Authorized Capital I) sentence 1, Article 4 (2) subparagraph 2 (Authorized Capital II) sentence 1, Article 4 (2) subparagraph 3 (Contingent Capital) sentence 1 and Article 4 (2) subparagraph 4 (Contingent Capital) sentence 1 of the Articles of Association are revised as follows as a result of the above resolutions with effect from the day of registration of the resolution on the capital increase from the Company's reserves pursuant to b) above in the Commercial Register:

Article 4 (1) subparagraph 1:

"The share capital of the Company amounts to Euro 15000000.00 (in words: Euro fifteen million)."

Article 4 (1) subparagraph 2:

"It is divided into 15000000 no-par value bearer shares."

Article 4 (2) subparagraph 1 sentence 1:

"The Executive Board is authorized to increase the share capital of the Company by up to a total of Euro 2556459.41 on one or several occasions in the period to 24 October 2002, with the approval of the Supervisory Board, by issuing new ordinary and/or preferred shares without voting rights against cash or non-cash contributions (Authorized Capital I)."

Article 4 (2) subparagraph 2 sentence 1:

"The Executive Board is authorized to increase the share capital of the Company by up to a total of Euro 639114.85 on one or several occasions in the period to 24 October 2002, with the approval of the Supervisory Board, by issuing new ordinary and/or preferred shares without voting rights against cash or non-cash contributions."

Article 4 (2) subparagraph 3 sentence 1:

"The share capital of the Company is conditionally increased by up to Euro 750000.00, divided into up to 750000 no-par value bearer shares."

Article 4 (2) subparagraph 4 sentence 1:

"The share capital of the Company is conditionally increased by up to Euro 750000.00, divided into up to 750000 no-par value bearer shares."

Article 4 (3):

This provision is deleted.

Agenda Item 5

Resolution on the increase of the share capital from the Company's reserves

The Executive Board and the Supervisory Board proposed resolving as follows:

- a) In accordance with the rules of the German Stock Corporation Act on a capital increase from the company's reserves (§§ 207 et seq. AktG), the share capital of the Company of Euro 15,598,560 is increased by Euro 15,598,560 to Euro 31,197,120 by transferring an amount of Euro 15,598,560 of the reserves reflected under "Capital Reserves". The capital increase is based on the annual balance sheet of the Company as of 31 December 1999 adopted by the Executive Board and the Supervisory Board, which has been issued with an unqualified certificate by the external auditor of the Company, Wollert-Elmendorff Deutsche Industrie-Treuhand GmbH Wirtschaftsprüfungsgesellschaft, Hannover. The capital increase will be implemented by issuing 15,598,560 new no-par value bearer shares with a notional amount of Euro 1.00 per share. The shareholders will be entitled to subscribe to the new shares at a ratio of 1:1 in accordance with the shares currently held by them in the Company which means that each shareholder will receive for each old share additionally one new share. The new shares will carry dividends as of 1 January 2000.

The Executive Board is authorized to determine the further details of the capital increase with the approval of the Supervisory Board.

- b) The resolution of the general meeting on 24 October 1997 authorizing the Executive Board to issue convertible bonds, as amended by resolution of the general meeting on 19 May 1998, as amended by resolution of the general meeting on 26 May 1999, is amended in that instead of one no-par value share twelve no-par value shares with a notional amount of Euro 1.00 per share may be subscribed. Other than that, the resolution will remain in full force and effect.

The resolution of the general meeting on 24 May 1999 authorizing the Executive Board to issue subscription rights, as amended by resolution of the general meeting on 26 May 1999, is amended in that instead of one no-par value share six no-par value shares with a notional amount of Euro 1.00 per share may be subscribed. Other than that, the resolution will remain in full force and effect.

- c) Article 4 (1) and Article 4 (2) subparagraph 3 sentence 1 and Article 4 (2) subparagraph 4 sentence 1 of the Articles of Association are revised as follows:

Article 4 (1):

“The share capital of the Company amounts to Euro 31,197,120.00 (in words: Euro thirty one million one hundred ninety seven thousand one hundred and twenty). It is divided into 31,197,120 no-par value bearer shares.”

Article 4 (2) subparagraph 3 sentence 1:

“The share capital of the Company is conditionally increased by up to Euro 1,202,880.00, divided into up to 1,202,880 no-par value bearer shares.”

Article 4 (2) subparagraph 4 sentence 1:

“The share capital of the Company is conditionally increased by up to Euro 1,500,000.00, divided into up to 1,500,000 no-par value bearer shares.”

Agenda Item 6

Resolution on the increase of the share capital from the Company's reserves

The chairman informed as follows:

The Executive Board and the Supervisory Board propose a capital increase from the Company's reserves at a ratio of 1:1 by issuing new shares, thereby doubling the amount of the share capital and the number of shares.

The chairman advised that the wording of the proposed resolution and of the provisions of the Articles of Association as published in the agenda had been placed today on each shareholder seat. This document has also been sent to the shareholders so that the chairman could reasonably assume that the wording of the resolution and of the proposed amendment of the Articles of Association and the written report made by the Executive Board was known to the shareholders. The chairman therefore determined that he need not read out the voluminous text. No objection was raised.

The text not read out as published in the agenda is as follows:

“The Executive Board and the Supervisory Board propose resolving as follows:

- a) In accordance with the rules of the German Stock Corporation Act on a capital increase from the company's reserves (§§ 207 et seq. AktG), the share capital of the Company of Euro 32,322,240 is increased by Euro 32,322,240 to Euro 64,644,480 by transferring an amount of Euro 32,322,240 of the reserves reflected under “Capital Reserves”. The capital increase is based on the annual balance sheet of the Company as of 31 December 2000 adopted by the Executive Board and the Supervisory Board, which has been issued with an unqualified certificate by the external auditor of the Company, Wollert-Elmendorff Deutsche Industrie-Treuhand GmbH Wirtschaftsprüfungsgesellschaft, Hannover. The capital increase will be implemented by issuing 32,322,240 new no-par value bearer shares with a notional amount of Euro 1.00 per share. The shareholders will be entitled to subscribe to the new shares at a ratio of 1:1 in accordance with the shares currently held by them in the Company which means that each shareholder will receive for each old share additionally one new share. The new shares will carry dividends as of 1 January 2001.

The Executive Board is authorized to determine the further details of the capital increase with the approval of the Supervisory Board.

- b) The resolution of the general meeting on 24 October 1997 authorizing the Executive Board to issue convertible bonds, as amended by resolution of the general meeting on 19 May 1998, as amended by resolution of the general meeting on 26 May 1999, as

amended by resolution of the general meeting on 30 May 2000, is amended in that instead of – as determined in 1997 – one no-par value, share twenty-four no-par value shares with a notional amount of Euro 1.00 per share may be subscribed. Other than that, the resolution will remain in full force and effect.

The resolution of the general meeting on 26 May 1999 authorizing the Executive Board to issue subscription rights, as amended by resolution of the general meeting on 26 May 1999, as amended by resolution of the general meeting on 30 May 2000, is amended in that instead of – as determined in 1999 under agenda item 5 – one no-par value share, twelve no-par value shares with a notional amount of Euro 1.00 per share may be subscribed. Other than that, the resolution will remain in full force and effect. Consequently, under the Stock Option Plan 1999 a subscription ratio of 1:12 will apply instead of 1:6 as previously determined and under the Stock Option Plan 2000 a subscription ratio of 1:4 will apply instead of 1:2 as previously determined.

- c) Article 4 (1) and Article 4 (2) subparagraph 3 sentence 1 and Article 4 (2) subparagraph 4 sentence 1 of the Articles of Association are revised as follows:

Article 4 (1):

“The share capital of the Company amounts to Euro 64,644,480.00 (in words: Euro sixty four million six hundred forty four thousand four hundred and eighty). It is divided into 64,644,480 no-par value bearer shares.”

Article 4 (2) subparagraph 3 sentence 1:

“The share capital of the Company is conditionally increased by up to Euro 155,520.00, divided into up to 155,520 no-par value bearer shares.”

Article 4 (2) subparagraph 4 sentence 1:

“The share capital of the Company is conditionally increased by up to Euro 3,000,000.00, divided into up to 3,000,000 no-par value bearer shares.”

**RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 22, 2007
REGARDING AGENDA ITEM 9 (AS AN EXCERPT FROM THE MINUTES OF THE GENERAL
MEETING)**

9. Resolution on the authorization to issue bonds with warrants and/or convertible bonds including the creation of new Contingent Capital I 2007, cancellation of contingent capital in an amount of EUR 25,931,452 pursuant to Article 4 clause 2.5 of the Articles of Association and appropriate amendments of the Articles of Association

An appropriate capitalization is an essential basis for the Company's development. Bonds with warrants and convertibles bonds are instruments available for financing, initially providing debt capital to the Company at favorable interest rates which may, under certain circumstances, remain with the Company in the form of equity capital. At the General Meeting held on May 22, 2002 the Executive Board of ALXTRON AG was authorized to issue such convertible bonds and bonds with warrants. The Executive Board did not and will not make use of this authorization; it will expire on May 21, 2007. In order to provide the Company with the required flexibility for this type of raising capital, this authorization is to be replaced by a new authorization to issue bonds with warrants and convertible bonds. At the same time the contingent capital in an amount of EUR 25,931,452 (see Article 4 clause 2.5 of the Articles of Association) created to service the conversion and option rights resulting from the authorization of May 22, 2002 is to be cancelled and new contingent capital in an amount of EUR 35,875,598 (Contingent Capital I 2007) is to be resolved. The purpose of this Contingent Capital I 2007 is to satisfy the option and conversion rights arising from the bonds to be issued based on the authorization to be resolved at the General Meeting on May 22, 2007. The total amount of the contingent capital available to the Company to satisfy subscription rights arising from warrants and/or convertible bonds will increase to a total of EUR 35,919,758 as a result of the proposed cancellation of contingent capital in an amount of EUR 25,931,452 and the creation of new Contingent Capital I 2007 in an amount of EUR 35,875,598. The Supervisory Board and the Executive Board therefore propose resolving as follows:

a) **Authorization of the Executive Board to issue warrants and/or convertible bonds**

(1) **Period of authorization, nominal amount, number of shares**

The Executive Board is authorized, with the approval of the Supervisory Board,

- to issue, through the Company or any companies in which the Company owns a majority interest either directly or indirectly ("subordinated group companies") warrants and/or convertible bonds in a total nominal amount of up to EUR 500,000,000 with or without a term ("bonds"); and
- to assume a guarantee for such bonds issued by subordinated group companies

on or before May 21, 2012, once or several times, and to grant option or conversion rights to the holders or creditors of bonds for up to a total of 35,875,598 no-par value bearer shares of the Company representing a pro rata amount of up to EUR 35,875,598 of its share capital, subject to the terms and conditions of the bonds ("terms and conditions"). The bonds may be denominated in Euro or the legal currency of any OECD country, up to the equivalent amount in such currency.

The bonds may also be issued against non-cash contributions, provided the value of such non-cash contributions is equal to the issue price and the issue price is not significantly lower than the market value of the bonds which has been estimated by using accepted discounted cash flow methods.

(2) Pre-emptive right, exclusion of pre-emptive right

The shareholders have in principle a pre-emptive right to subscribe for the bonds; the bonds may also be underwritten by a bank or a banking syndicate with the obligation to offer them to the shareholders for subscription. The Executive Board is, however, authorized to exclude the pre-emptive right of the shareholders for the bonds with the approval of the Supervisory Board,

- provided the bonds are issued against cash and the issue price is not significantly lower than the market value of the bonds estimated by using accepted discounted cash flow methods; this applies, however, only to the extent that the shares to be issued to satisfy the option and/or conversion rights arising from the bonds do not exceed in the aggregate 10% of the share capital, either at the time this authorization enters into force or at the time this authorization is exercised. In calculating this limit, the pro rata amount of the share capital attributable to shares which are issued as of May 22, 2007 until the end of the term of this authorization from any authorized capital by way of a cash capital increase while excluding the pre-emptive rights of shareholders pursuant to § 186 (3) sentence 4 AktG shall be included. For this purpose, the pro rata amount of the share capital attributable to the sale of own shares shall also be included, provided that these shares are sold

during the term of this authorization by excluding any pre-emptive right pursuant to § 186 (3) sentence 4 AktG,

- to exempt any fractions resulting from the subscription ratio from the pre-emptive right of shareholders to subscribe for the bonds,
- if and to the extent necessary to grant to the holders of warrants or creditors of convertible bonds which were or are issued by the Company or its subordinated group companies a pre-emptive right in the amount to which they would be entitled after exercise of the rights or fulfillment of conversion obligations,
- to the extent that convertible bonds are issued against non-cash contributions and the exclusion of pre-emptive rights is in the interest of the Company.

(3) Conversion and Options Rights, Duty to Convert

In the event that convertible bonds are issued, the holders will obtain the irrevocable right to convert their bonds into no-par value bearer shares of AIXTRON AG in accordance with the terms and conditions for the convertible bonds determined by the Executive Board. The conversion ratio is calculated by taking the nominal amount divided by the conversion price for a share of the Company which has been determined and may be rounded up or down to a full number; in addition, an additional cash payment and a consolidation or a compensation for non-convertible fractions may be determined. The pro rata amount of the share capital which is attributable to the shares to be subscribed for each of the bonds may not exceed the nominal amount of the bonds.

In the event that bonds with warrants are issued, one or more warrants will be attached to each bond entitling the holder to subscribe no-par value bearer shares of AIXTRON AG as described in more detail in the terms and conditions for the warrants determined by the Executive Board. The warrant terms and conditions may provide that the option price may be fulfilled by transferring bonds and by making an additional cash payment, if appropriate. The subscription ratio is calculated by taking the nominal amount divided by the option price for a share of the Company which has been determined. The pro rata amount of the share capital which is attributable to the shares to be subscribed for each of the bonds may not exceed the nominal amount of the bonds. If there are any fractions of shares, it may be provided that such fractions may be added up for a subscription of full shares in accordance with the warrant and/or bond terms and conditions, if appropriate by making an additional payment.

The bond terms and conditions may provide for a right of the Company not to grant new shares upon conversion of bonds or exercise of warrants, but to pay an amount of money for the number of shares which would otherwise have been delivered that is equal to the average non-weighted closing price of the shares of AIXTRON AG in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the ten trading days prior to or after exercise of the conversion rights or exercise of the warrants. The bond terms and conditions may also provide that the warrants and/or bonds may, at the choice of the Company, be converted into existing shares of the Company rather than new shares created from contingent capital and that the conversion or option right may be fulfilled by delivery of such shares.

The bond terms and conditions may also provide for a duty to convert at the end of the term (or at any other time) or for a right of the Company to grant to the bond holders, upon final maturity of the convertible bonds (which includes maturity due to termination), in whole or in part, shares of the Company instead of paying the amount of money which is due.

(4) Option or conversion price, protection against dilution

The option or conversion price for a no-par value bearer share of the Company shall be equivalent to 135 percent of the average weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the period in which the underwriting banks complete the bookbuilding process or, if the shareholders have a pre-emptive right to subscribe for the bonds, during the days on which subscription rights for the bonds are traded on the Frankfurt Stock Exchange, except for the last two trading days on which subscription rights are traded ("Reference Price I").

If the terms and conditions for the convertible bonds provide for a duty to convert, the conversion price for exercising the conversion right by the holder of the convertible bond shall be equivalent to 120 percent of the average weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the period in which the underwriting banks complete the bookbuilding process ("Reference Period"). Upon conversion based on a duty to convert on the final maturity date, the conversion price shall be adjusted in such a manner that the conversion price will be equivalent to the following:

- the average weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the Reference Period ("Reference Price II"), if the average of the closing prices of the share of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock

Exchange during the ten trading days prior to the final maturity date ("Final Maturity Price") is lower than or equal to the Reference Price II;

- 120 percent of the Reference Price II, if the Final Maturity Price is equal to or exceeds 120 percent of the Reference Price II;
- the Final Maturity Price, if the Final Maturity Price is equal to an amount between the Reference Price II and 120 percent of the Reference Price II.

If the terms and conditions for the convertible bonds provide for a right of the Company to grant to the holders of convertible bonds upon final maturity non-par value bearer shares of the Company instead of paying the amount of money which is due, in whole or in part, the conversion price shall be equivalent to the average weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the third trading day prior to final maturity.

The option or conversion price may, without prejudice to § 9 (1) AktG, based on a clause for protection against dilution as provided for in more detail in the terms and conditions, be decreased if the Company increases the share capital until expiration of the option or conversion period by granting a pre-emptive right to the shareholders or issues or guarantees additional bonds without granting a pre-emptive right to the holders of existing option or conversion rights. The terms and conditions may also provide for a value-stabilizing adjustment of the option and/or conversion price with respect to any other measures of the Company which may lead to a dilution of the value of the option and/or conversion rights.

In any event the pro rata amount of the share capital attributable to the shares to be subscribed per bond may not exceed the nominal amount of the bond.

(5) Further terms

The Executive Board is authorized, with the approval of the Supervisory Board, or in consultation with the bodies of the subordinated group companies issuing the bonds, to determine in compliance with the above provisions the further details of the issuance of the bonds and their terms and conditions, including but not limited to, rate of interest, issue price, term and denomination and option and/or conversion period.

b) Cancellation of contingent capital in an amount of EUR 25,931,452 pursuant to Article 4 clause 2.5 of the Articles of Association

The Executive Board has not and will not make use of the authorization granted to it by the General Meeting on May 22, 2002 to issue convertible bonds and warrants. Consequently, with respect to the existing contingent capital in an amount of EUR 25,931,452 pursuant to Article 4 clause 2.5 of the Articles of Association, rights to issue bonds may no longer be asserted. The contingent capital has become obsolete as a result of the expiration of the authorization granted to the Executive Board by the General Meeting on May 22, 2002 to issue convertible bonds and warrants until May 21, 2007 and is therefore cancelled.

c) Contingent capital increase

The share capital is conditionally increased by up to EUR 35,875,598 by issuing up to 35,875,598 new no-par value bearer shares carrying dividend rights from the beginning of the fiscal year in which they are issued. This contingent capital increase serves the purpose of granting shares to the holders or creditors of warrants and/or convertibles bonds ("bonds") which will be issued by the Company or a subordinated group company based on the authorization resolved by the General Meeting on May 22, 2007 (agenda item 9). The new shares will be issued at the option and/or conversion price determined in accordance with the above authorization. The contingent capital increase will only be implemented to the extent that option and/or conversion rights arising from the bonds will be exercised and/or conversion obligations arising from the bonds will be fulfilled and to the extent that no cash compensation is granted or own shares are used to satisfy such rights. The Executive Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of implementing the contingent capital increase (Contingent Capital I 2007).

d) Amendments of the Articles of Association

Based on the above resolutions under b) and c), the following amendments of the Articles of Association are appropriate:

In Article 4 of the Articles of Association a new clause 2.5 will be added; the previous clause 2.5 will be obsolete by the date of the Ordinary General Meeting on May 22, 2007 and is therefore revoked:

"2.5 The share capital is conditionally increased by up to EUR 35,875,598 by issuing up to 35.875.598 new no-par value bearer shares carrying dividend rights from the beginning of the fiscal year in which they are issued. This contingent capital increase serves the purpose of granting shares to the holders or creditors of warrants and/or convertibles bonds ("bonds") which will be

issued by the Company or any company in which the Company owns a majority interest based on the authorization resolved by the General Meeting on May 22, 2007 (agenda item 9). The contingent capital increase will only be implemented to the extent that option and/or conversion rights arising from the bonds will be exercised and/or conversion obligations arising from the bonds will be fulfilled and to the extent that no cash compensation is granted or own shares are used to satisfy such rights. The Executive Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of implementing the contingent capital increase (Contingent Capital I 2007)."

**RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 22, 2002
REGARDING AGENDA ITEM 13 (AS AN EXCERPT FROM THE MINUTES OF THE GENERAL
MEETING)**

Agenda item 13

Resolution on the creation of contingent capital for the purpose of granting, on one or several occasions, subscription rights to Executive Board members and members of the management of affiliates and to employees of AIXTRON AG and employees of affiliates under stock option plans (Stock Option Plan 2002) and on the amendment of the Articles of Association.

The Executive Board and the Supervisory Board propose resolving as follows:

- a) The share capital of the Company is conditionally increased by up to EUR 3,511,495.00 (increased amount) by issuing up to 3,511,495 bearer shares (no-par value shares) with a notional value of EUR 1.00 per share (Contingent Capital). The contingent capital increase serves solely the purpose of granting subscription rights to Executive Board members of AIXTRON AG and members of the management of affiliates and to employees of AIXTRON AG and employees of affiliates. The contingent capital increase will only be implemented to the extent that the holders of the issued subscription rights will make use of their pre-emption right in accordance with § 192 (2) No. 3 of the German Stock Corporation Act (“AktG”) and the Company does not grant own shares to fulfill such subscription rights. The new shares will carry dividends from the beginning of the fiscal year in which they have arisen as a result of the exercise of subscription rights.

The Executive Board is authorized, after approval of the Supervisory Board, to grant – in one or more steps (“plans”) – subscription rights for no-par value shares in AIXTRON AG to the persons entitled to subscribe as set forth hereinafter.

The portion of this agenda item which is not read out, but has been published in the agenda is as follows:

- “aa) Persons who are entitled to subscribe:

The group of persons entitled to subscribe comprises Executive Board members of AIXTRON AG and members of the management of affiliates and employees of AIXTRON AG and employees of affiliates in accordance with the allocation set out under bb) below. The scope of each offer will be determined by the Executive Board after approval by the Supervisory Board and, to the extent that Executive Board members are concerned, by the Supervisory Board.

- bb) Allocation of subscription rights:

The total volume of the subscription rights is allocated to those entitled to subscribe as follows:

- 15% to the Executive Board members of AIXTRON AG;
- 5% to the members of the management of affiliates;
- 80% to the employees of AIXTRON AG and of its affiliates.

Executive Board members of AIXTRON AG who are at the same time members of the management of affiliates will receive subscription rights solely from the portion of the total volume designated for Executive Board members of AIXTRON AG. Employees of AIXTRON AG who are at the same time members of the management of affiliates will receive subscription rights solely from the portion of the total volume designated for employees of AIXTRON AG and employees of affiliates.

cc) Issuance, term:

Subscription rights under stock option plans may be offered to and acquired by those entitled to subscribe within a period of six weeks after the ordinary general meeting of the Company or publication of the operating result for the third quarter of a fiscal year (“acquisition period”).

The term of the subscription rights to be issued may be up to ten years.

dd) Subscription price and performance target:

Each subscription right entitles the person concerned, subject to the option terms and conditions to be established, to subscribe one no-par value share of AIXTRON AG. The subscription price payable for subscription of a no-par value share of AIXTRON AG is equal to the average closing price of AIXTRON shares on the Frankfurt Stock Exchange during the last twenty trading days prior to the day on which the respective resolution that a stock option plan will be launched has been adopted by the Executive Board (“reference amount”), plus a premium of 20% on the reference amount as performance target (“subscription price”). The reference amount will be determined on the basis of the average closing prices of the AIXTRON share in XETRA trading or a comparable system replacing XETRA on the Frankfurt Stock Exchange.

The respective subscription price will be adjusted as described in more detail in the option terms and conditions if the Company implements, during the term of the subscription rights, capital measures or creates conversion or subscription rights. The purpose of such adjustment is to achieve that, despite the implementation of such measures and the resulting effects on the stock exchange price, each subscription price and the hurdle to exercising the subscription rights will be similar.

ee) Waiting period, exercise:

The subscription rights can be exercised at the earliest two years after issuance. The options terms and conditions may provide that the subscription rights or parts thereof granted to a person entitled to subscribe can only be exercised after expiration of a longer waiting period.

After expiration of such waiting period exercise of the subscription rights shall be permissible only within exercise periods ("exercise periods") and only on days on which commercial banks in Frankfurt/Main are open for business ("exercise days"). The exercise periods will commence on the fourth Frankfurt banking day following an ordinary general meeting of the Company or presentation of the quarterly report for the third quarter and will end on the 14th Frankfurt banking day following the commencement of the exercise period.

It may be provided that the subscription rights cannot be fully exercised, but only up to certain maximum amounts during any exercise period ("exercise tranches").

If and to the extent that any exercise days should fall within a period commencing on a day on which AIXTRON AG publishes an offer to its shareholders for subscription of new shares or partial bonds with conversion or subscription rights in the German Federal Gazette and ending on and including the day on which the shares of the Company entitled to subscription are listed for the first time on the Frankfurt Stock Exchange "ex subscription rights", any exercise of the subscription rights shall be impermissible and the exercise period shall be extended by the required number of exercise days directly after the end of the waiting period.

ff) Personal right

The subscription rights may only be exercised by the entitled person. This applies even if the subscription rights are underwritten by a credit institution subject to the obligation to transfer such rights to the persons entitled in accordance with the instructions of the Company. Any disposal over the subscription rights is excluded; the subscription rights are in particular not transferable, except by succession (inheritance). The subscription rights may only be exercised as long as there is an employment contract in place between the person entitled and the Company or any of its affiliates. The option terms and conditions may provide otherwise in the event that the person entitled should die or retire or in the event that such person's employment contract with the Company or any of its affiliates should terminate other than by notice of termination or in the event that the affiliate ceases to be an affiliate of the AIXTRON Group.

gg) Details

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the stock option plans for employees of AIXTRON AG entitled to subscribe, for members of the management of affiliates entitled to subscribe and for employees of affiliates entitled to subscribe as well as the details for issuance of the shares from the contingent capital. To the extent that subscription rights under the stock option plan are to be granted to Executive Board members of AIXTRON AG, such further details will be determined by the Supervisory Board.

The chairman further stated in respect of this item on the agenda:

b) In Article 4 (2) of the Articles of Association a new sub-paragraph 6 will be added as follows:

“2.6. The share capital of the Company is conditionally increased by up to EUR 3,511,495.00, divided into up to 3,511,495 no-par value bearer shares. The contingent capital increase serves the purpose of granting subscription rights to Executive Board members of the Company and members of the management of affiliates and to employees of the Company and employees of affiliates based on stock option plans in accordance with the resolution of the general meeting adopted on 22 May 2002 (Stock Option Plan 2002). The contingent capital increase will only be implemented to the extent that the holders of the subscription rights will make use of their rights and the Company does not grant own shares to fulfill such subscription rights. The new shares will carry dividends from the beginning of the fiscal year in which they have arisen as a result of the exercise of subscription rights. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase. To the extent that subscription rights are to be granted to Executive Board members of AIXTRON AG, such further details will be determined by the Supervisory Board.”

**RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 22, 2007
REGARDING AGENDA ITEM 10 (AS AN EXCERPT FROM THE MINUTES OF THE GENERAL
MEETING)**

10. Resolution on the authorization and approval of the issuance of share options, the reduction of existing contingent capital and the creation of Contingent Capital II 2007 for the AIXTRON Stock Option Plan 2007, including appropriate amendments of the Articles of Association

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

- a) The Executive Board shall be authorized, subject to the following terms and conditions, to issue under the Stock Option Plan 2007 ("Stock Option Plan"), with the approval of the Supervisory Board, to beneficiaries belonging to a group of persons as described in (1) below, on or before May 21, 2012, share options entitling such persons to subscribe a number of shares representing a pro rata amount of the share capital in the aggregate that is equivalent to the amount of the contingent capital proposed to be resolved under c) below to satisfy share options under the AIXTRON Stock Option Plan 2007 (currently 3,919,374 shares) which will, in the event of any capital increase at a later date from Company funds, also include the increased amount of the contingent capital pursuant to § 218 AktG. Each share option shall grant the right to subscribe one share of the Company. The share options shall have a term of up to ten years. Shareholders shall have no pre-emptive rights.

At the choice of the Company and with the approval of the Supervisory Board, options rights which have been exercised may be satisfied either by using shares from the contingent capital to be resolved as proposed under c) below or own shares of the Company in accordance with an authorization to be resolved in the future for the purchase and resale of own shares of the Company, provided that no cash compensation is granted.

The Company may, in compliance with statutory law and the terms and conditions of the Stock Option Plan, involve a credit institution, a securities trading bank or a similar institution ("Administrator") which will act upon

instruction by the Executive Board or, to the extent that the Supervisory Board is authorized, upon instruction by the Supervisory Board.

The share options for subscription of Company shares under the Stock Option Plan and shares under the Stock Option Plan will be issued in accordance with the following provisions:

(1) Groups of persons who are beneficiaries

Shares under the Stock Option Plan may be issued with the approval of the Supervisory Board only to persons belonging to one of the following groups:

- members of the Executive Board of the Company;
- members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG ("group companies"); and
- selected executive and other key employees employed with the Company or a group company ("employees").

The Executive Board of the Company shall determine, with the approval of the Supervisory Board, the exact group of beneficiaries and the share options to be granted to them. In deviation therefrom, solely the Supervisory Board of the Company will determine these conditions for the members of the Executive Board, regardless whether the claim to options is fulfilled by using the contingent capital or own shares of the Company or by cash compensation.

The share options may also be underwritten by an Administrator with the obligation to transfer such share options to the beneficiaries upon instruction by the Executive Board or, if the Supervisory Board is authorized, solely upon instruction by the Supervisory Board. The Administrator will not be entitled to exercise the share options.

The total volume of share options will be allocated to the groups of beneficiaries as follows:

- 20 % to members of the Executive Board of the Company;
- 20 % to members of the management of group companies;
- 60 % to employees of the Company and the group companies.

Members of the Executive Board of the Company and of the managements of group companies and employees of the Company and of group companies entitled to acquire share options who are at the same time members of the management of a group company will receive share options only from the volume which is designated for the group of persons at the higher hierarchical level.

A report shall be made every year as to the share options issued to members of the Executive Board in accordance with statutory provisions, unless the General Meeting decides otherwise in a permissible manner. This shall also apply to the number of subscription rights exercised by the members of the Executive Board based on share options in the expired fiscal year and the number of share options which are still held by members of the Executive Board at the end of such expired fiscal year.

(2) Subscription Right

The share options grant to the holder the right to subscribe no-par value bearer shares of the Company entitled to vote. Each share option will grant the right to subscribe one share of the Company against payment of the exercise price pursuant to clause (5). The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued. The option terms and conditions to be established in detail with the approval of the Supervisory Board can provide that the Company may, at its option, grant to the beneficiary in fulfillment of the subscription right (i) own shares rather than new shares by using the contingent capital or (ii) a cash compensation; where a decision is to be made as to the granting of own shares or cash compensation to beneficiaries who are members of the Executive Board of the Company, such decision shall be made solely by the Supervisory Board.

(3) Acquisition periods

The share options are to be issued in not less than three annual tranches, provided that no tranche may comprise more than 50 % of the total volume. The Executive Board may, with the approval of the Supervisory Board, at its reasonable discretion and in accordance with the terms and conditions of the Stock Option Plan, offer to the beneficiaries share options for subscription; to the extent that the Executive Board is concerned, solely the Supervisory Board shall act. The subscription period to be set forth in the offer should not be less than two weeks and may not fall within a period in which the issuance of share options is excluded pursuant to this clause (3). The subscription period may be shortened if the subscription of share options would otherwise fall within such a period. Upon signing of the offer by the beneficiaries vis-à-vis the Executive Board or, if the Executive Board is concerned, vis-à-vis the Supervisory Board, an option agreement shall be in place between the beneficiary and the Company. The date of the subscription offer shall be deemed the date of issuance of the share options ("day of issuance").

Share options may be issued during the periods pursuant to clause (4).

(4) Waiting period, exercise periods and option term

The subscription rights arising from the share options may for the first time be exercised after expiration of a waiting period. The waiting period shall not be

less than two years for 50 % of the granted share options, not less than three years for a further 25 % of the granted share options and not less than four years for the remaining 25 % of the granted share options. The waiting period shall commence to run, regardless of the day on which the subscription offer is accepted by the beneficiary, on the last day of the applicable subscription period in which the beneficiary has accepted the subscription offer.

The subscription rights arising from the share options may, after expiration of the waiting period, in principle only be exercised during the exercise periods set forth in the following on each day on which commercial banks are open in Frankfurt/Main for regular banking business ("banking days") ("exercise periods"). Such subscription rights may, however, not be exercised if a banking day on which exercise would in principle still be possible falls within one of the blackout periods set forth below. Each exercise period comprises twenty (20) banking days and commences on and including the following banking days:

- On the third banking day following a balance sheet press conference or analyst press conference;
- on the third banking day following publication of interim financial reports (quarterly or every half-year) or, if the Company publishes preliminary figures for the expired business year, publication of such figures;
- on the third banking day following the Ordinary General Meeting of the Company.

The blackout periods shall commence and end on and including the following banking days:

- from the last banking day on which the shareholders may register their attendance at the General Meeting until the second banking day after the Ordinary General Meeting of the Company; or
- on the day of publication of an offer for subscription to new shares or bonds with conversion and/or option rights to shares of the Company in a journal for statutory stock market notices until the day on which the subscription rights for shares of the Company are for the first time officially traded and listed on the Frankfurt stock exchange "ex subscription right".

The subscription rights may, after expiration of the waiting period and with due regard to exercise periods and blackout periods, be exercised for the last time on the banking day prior to the expiration of ten years, calculated from the day of issuance of the share options.

(5) Exercise price and performance target

The exercise price for a share of the Company shall be equal to 120 % of the average closing price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last twenty trading days prior to the day of issuance of the share options (day of signing of the subscription offer). Trading days shall be days on which the Frankfurt Stock Exchange trades securities in accordance with the trading calendar published by it.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may, if during the term of the share options, by granting a pre-emptive right to the shareholders, the share capital of the Company should be increased by issuing new shares or own shares should be delivered or bonds with option or conversion rights to shares of the Company should be issued, provide for a decrease of the exercise price at the ratio between the average price of the subscription right to which the shareholders are entitled during all trading days on the Frankfurt Stock Exchange and the closing price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day prior to deduction of the subscription right (rights discount). This adjustment will not be made if holders of share options are granted a subscription right corresponding to that of the shareholders.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may further provide for an adjustment in the event of any capitalization measures (share consolidations or share splits, capital increase from Company funds, capital decrease) during the term of the subscription rights. The option terms for the Executive Board shall solely be determined by the Supervisory Board.

The minimum exercise price shall, however, always be the lowest issue price within the meaning of § 9 (1) AktG.

(6) Personal Right / (non-) transferability

The share options may only be exercised by the beneficiaries themselves. This shall also apply if the share options are underwritten by a credit institution or a securities trading bank with the obligation to transfer them upon instruction of the respective compensation body to the individual beneficiaries. Any disposal of share options shall be excluded; the share options are in principle not transferable. The share options are, however, hereditary. The share options may only be exercised as long as there is an employment relationship between the beneficiary and the Company or a group company. The option terms and conditions may contain special provisions in deviation from the foregoing, including, but not limited to, cases where the beneficiary should die or retire or

otherwise end his or her employment relationship with the Company or group company other than by notice of termination or the group company should cease to be a member of the group.

(7) Further provisions

The Executive Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of the option terms and conditions and issuance of the share options. If members of the Executive Board of the Company are concerned, the further details of the options terms and conditions and issuance of the share options, including, but not limited to, provisions regarding transferability and forfeiture of the share options, shall solely be determined by the Supervisory Board. Such further details include, without limitation, provisions regarding allocation of the share options among the groups of persons who are beneficiaries, the day of issuance within the permissible period, the procedure for allocation to individual beneficiaries, provisions regarding the exercise and transferability and forfeiture of share options and further procedural provisions. The option terms and conditions may contain special provisions for beneficiaries residing in a foreign country, within the limits of statutory or other rules and regulations of applicable law in such jurisdiction, such as the right to subscribe American Depositary Receipts instead of shares of the Company. In this context the Executive Board may, with the approval of the Supervisory Board, involve a foreign Administrator.

b) Reduction of existing contingent capital

Prior to the creation of new Contingent Capital II 2007 as provided for in c), contingent capital no longer fully needed is to be reduced.

(1) Reduction of contingent capital pursuant to Article 4 clause 2.4

Article 4 clause 2.4 of the Articles of Association of the Company provides for contingent capital in an amount of EUR 2,924,328 for the purpose of granting subscription rights to members of the Executive Board and employees of the Company and members of the management of affiliated enterprises and employees of affiliated enterprises based on stock option plans in accordance with the resolution of the General Meeting on May 26, 1999 (agenda item 5).

To date, the Executive Board and the Supervisory Board have, by using the authorization of May 26, 1999 (agenda item 5), granted subscription rights for a maximum of 1,926,005 shares. The Executive Board and the Supervisory Board did not and will not make use of the authorization for the purpose of granting additional subscription rights. With respect to the contingent capital in an amount of EUR 2,924,328, no rights can be asserted exceeding an amount of EUR 1,926,005 so that the contingent capital will be reduced to this amount and sentence 1 of Article 4 clause 2.4 of the Articles of Association of the

Company will therefore be revised as follows, with the remaining sentences continuing to be in full force and effect:

The share capital of the Company will be conditionally increased by up to EUR 1,926,005, divided into up to 1,926,005 no-par value bearer shares.

(2) Reduction of contingent capital pursuant to Article 4 clause 2.6

Article 4 clause 2.6 of the Articles of Association of the Company provides for contingent capital in an amount of EUR 3,511,495 for the purpose of granting subscription rights to members of the Executive Board of the Company and members of the management of affiliated enterprises and employees of the Company and employees of affiliated enterprises based on stock option plans in accordance with the resolution of the General Meeting on May 22, 1999 (Stock Option Plan 2002).

To date, the Executive Board and the Supervisory Board have, by using the authorization of May 22, 2002 (Stock Option Plan 2002), granted subscription rights for a maximum of 3,134,560 shares. The Executive Board and the Supervisory Board did not and will not make use of the authorization for the purpose of granting additional subscription rights. With respect to the contingent capital in an amount of EUR 3,511,495, no rights can be asserted exceeding an amount of EUR 3,134,560 so that the contingent capital will be reduced to this amount and sentence 1 of Article 4 clause 2.6 of the Articles of Association of the Company will therefore be revised as follows, with the remaining sentences continuing to be in full force and effect:

The share capital of the Company will be conditionally increased by up to EUR 3,134,560,00, divided into up to 3,134,560 no-par value bearer shares.

(3) Amendments of the Articles of Association

Based on the above resolutions in (1) and (2) the following amendments of the Articles of Association are appropriate.

aa) Sentence 1 of Article 4 clause 2.4 of the Articles of Association of the Company is revised as follows, with the remaining sentences continuing to be in full force and effect:

“2.4 The share capital of the Company is conditionally increased by up to EUR 1,926,005, divided into up to 1,926,005 no-par value bearer shares.”

bb) Sentence 1 of Article 4 clause 2.6 of the Articles of Association of the Company is revised as follows, with the remaining sentences continuing to be in full force and effect:

“2.6 The share capital of the Company is conditionally increased by up to EUR 3,134,560,00, divided into 3,134,560 no-par value bearer shares.”

c) **Creation of new Contingent Capital II 2007 for the AIXTRON Stock Option Plan 2007 and appropriate amendments of the Articles of Association**

The share capital of the Company will be conditionally increased by up to EUR 3,919,374 by issuing up to 3,919,374 no-par value bearer shares (Contingent Capital II 2007). The Contingent Capital II 2007 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 21, 2012 under the Stock Option Plan 2007 based on the authorization granted by the General Meeting on May 22, 2007. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The shares will be issued from the Contingent Capital II 2007 at an issue price equal to the exercise price set forth in (a) clause (5) of this agenda item 10. The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued.

In Article 4 of the Articles of Association of the Company the following new clause 2.7 will be added:

“2.7 The share capital of the Company is conditionally increased by up to EUR 3,919,374 by issuing up to 3,919,374 value bearer shares (Contingent Capital II 2007). The Contingent Capital II 2007 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 21, 2012 under the Stock Option Plan 2007 based on the authorization granted by the General Meeting on May 22, 2007. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued.”

The previous clause 2.7 of Article 4 of the Articles of the Association of the Company will consequently become clause 2.8.