

Translation for Convenience Purposes

**COUNTER-MOTIONS
FOR THE ORDINARY GENERAL MEETING OF AIXTRON AKTIENGESELLSCHAFT
ON MAY 20, 2009**

The following counter-motions have so far been received for our Ordinary General Meeting to be held in Aachen on May 20, 2009.

Notice of the Ordinary General Meeting of the Company including the proposals of the management for the adoption of resolutions was given by means of a publication in the electronic Federal Gazette on March 24, 2009. With respect to such proposals the Company has received counter-motions at the address specified therefore in the notice. The motions and the reasons given therefore reflect the opinion of the author as communicated to us. We have also posted in the internet any assertions of fact without changing or verifying them.

In the event that you wish to give a power of attorney to the proxies nominated by the Company please note the following: The proxy and instruction form supplied to you offers the possibility of issuing to the proxies nominated by the Company instructions in connection with the counter-motions reflected below. You may join counter-motions exclusively rejecting the management's proposal by directing that, in connection with the items concerned of the agenda, a vote is to be cast against the proposal of the management, i. e. a negative vote is to be cast with respect to the management's proposal of a resolution. Any counter-motions having as their subject not only the rejection of the management's proposal but in a legally admissible manner also resolutions of a deviating content are in the following identified by letters.

If your voting right shall be exercised in favor of such a counter-motion please include the corresponding letter in the proxy and instruction form and check the box "in favor of the motion".

(Latest update: April 14, 2009)

Shareholder Dipl.-Ing. Rainer Lennartz, Brüggen, re Items 2, 3 and 4 of the Agenda:

"Counter-Motion at Annual General Meeting

Dear Shareholders of Aixtron AG, Ladies and Gentlemen:

The dividend offered by the board of management and the supervisory board for the fiscal year 2008 in an amount of 0.09 cent for each ordinary share entitled to vote is ridiculous, since the amount is much too small. As in previous fiscal years only a small portion of the net profits is being distributed to the shareholders (for 2008 just $\frac{1}{4}$ of the profits).

Each year different reasons are given on why only ridiculously small amounts of cents are distributed. Now the generally bad economic situation can be expected to be heavily relied on just to avoid the distribution of a satisfactory dividend. Certainly, no savings will be made on the salaries and benefits of the persons resolving on the amount of the dividends even though public assurances are given to the contrary. Besides that why should a wild boar's rubbing bother a sturdy oak-tree. Meaning: Even small salary or benefit cuts are far from hurting, because the compensation is anyhow totally excessive. I therefore plead for the general meeting to resolve on the distribution of a higher dividend or clearly establish this for the future.

Otherwise the approval of the activities of the management and supervisory board should be refused.

I look forward to a broad support by the shareholders at the general meeting.

Kind regards.
Rainer Lennartz"