



**AIXTRON Aktiengesellschaft
Aachen**

**ISIN DE000A0WMPJ6
German securities identification number A0WMPJ**

Invitation to the Ordinary General Meeting

The shareholders of AIXTRON Aktiengesellschaft, domiciled in Aachen, are hereby invited to attend the Company's **12th Ordinary General Meeting** to be held on **Wednesday, May 20, 2009, at 10:00 a.m.** at the **Eurogress Aachen, Monheimsallee 48, 52062 Aachen, Germany.**

Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON Aktiengesellschaft as of December 31, 2008 and the management report for fiscal year 2008, the approved consolidated financial statements as of December 31, 2008, the Group management report for fiscal year 2008 and the report of the Supervisory Board and the explanatory report of the Executive Board regarding the information pursuant to §§ 289 (4), 315 (4) of the German Commercial Code**
- 2. Resolution on the appropriation of net earnings**

The Executive Board and the Supervisory Board propose using out of the available net earnings (Bilanzgewinn) for fiscal year 2008 in the amount of EUR 30,031,599.04 a partial amount of EUR 8,180,515.44 to pay a dividend of EUR 0.09 on each no-par value share entitled to a dividend and to carry forward the remaining balance in an amount of EUR 21,851,083.60 to new account.

The dividend will be payable as of May 21, 2009.

3. Resolution on the approval of the activities of the members of the Executive Board during fiscal year 2008

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Executive Board during fiscal year 2008.

4. Resolution on the approval of the activities of the members of the Supervisory Board during fiscal year 2008

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Supervisory Board during fiscal year 2008.

5. Resolution on the election of the auditors and the Group auditors for fiscal year 2009

The Supervisory Board proposes electing Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditors and Group auditors for fiscal year 2009.

6. Resolution on the authorization to purchase and use own shares

The Company has not made use of the authorization to repurchase own shares resolved by the General Meeting on May 14, 2008 (agenda item 8).

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

- a) The authorization to purchase own shares granted on May 14, 2008 shall be cancelled following the entry into force of the following new authorization.
- b) In accordance with § 71 (1) no. 8 of the German Stock Corporation Act (“AktG”), the Company shall be authorized to purchase, within the statutory limits, in the period to November 19, 2010 own shares representing up to 10% of the share capital existing at the time the resolution is adopted. The pro rata amount of the share capital attributable to own shares purchased by the Company based on this authorization and any other own shares held by or attributable to the Company under §§ 71 a et seq. AktG may not exceed 10% of

the share capital at any time. This authorization may not be used by the Company for the purpose of trading in own shares.

- c) The authorization specified in b) may be exercised in full or in part, once or several times by the Company, and in pursuit of one or several purposes. It may also be exercised by entities controlled by the Company or in which the Company holds a majority interest or by third parties on behalf of the Company or any such entity.
- d) The own shares may be purchased (1) on the stock market or (2) by way of a public offer for purchase made to all shareholders by the Company or (3) by way of a public invitation to submit offers for sale.

- (1) Where these shares are purchased on the stock market, the purchase price per share of AIXTRON Aktiengesellschaft (excluding transaction costs) paid by the Company shall not be more than 10% above or below the average closing price of the shares of AIXTRON Aktiengesellschaft in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange during the last three trading days prior to the purchase of the shares.

- (2) Where these shares are purchased by way of a public purchase offer made by AIXTRON Aktiengesellschaft to all shareholders, the Company will establish a purchase price or a purchase price margin per share of AIXTRON Aktiengesellschaft. In the event that a purchase price margin is established by the Company, the final purchase price will be determined by the Company on the basis of the acceptance statements received by it. The purchase price offered by the Company or the upper and lower limits of the purchase price margin per share of AIXTRON Aktiengesellschaft (excluding transaction costs) shall not be more than 10% above or below the average closing price of the shares of AIXTRON Aktiengesellschaft in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange during the last five trading days prior to the final decision of the Executive Board on the public purchase offer. The purchase price or the purchase price margin may be adjusted if, following publication of a purchase offer, there should be substantial changes in the relevant market price. In such a case the average price during the last five trading days prior to the publication of any adjustment will be relevant. The purchase offer may, in addition to the possibility of an adjustment of the purchase price or purchase price margin, provide for a time limit for acceptance and other terms and conditions. The volume of the purchase offer may be limited. If the purchase offer is oversubscribed, bids must be accepted in proportion to the number of shares on offer. Preference may be given to the purchase of small amounts (up to 100) of own shares of AIXTRON Aktiengesellschaft per shareholder.

- (3) Where these shares are purchased by way of a public invitation to submit offers for sale, the Company may establish in the invitation a purchase price margin within which offers may be submitted. The invitation may provide for a time limit for the submission of offers, other terms and conditions and the possibility of adjusting the purchase price margin in the period in which offers must be submitted if, following publication of the invitation, there should be substantial changes in the market price of the AIXTRON share in such period. Upon acceptance the final purchase price will be determined by the Company on the basis of the offers for sale received by it. The purchase price per share of AIXTRON Aktiengesellschaft (excluding transaction costs) shall not be more than 10% above or below the average closing price of the shares of AIXTRON Aktiengesellschaft in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange during the last five trading days prior to the acceptance of the offers for sale by AIXTRON Aktiengesellschaft. If the number of AIXTRON shares offered to the Company exceeds the total number of AIXTRON shares intended to be purchased by the Company, offers must be accepted in proportion to the number of shares on offer. Preference may be given to the purchase of small amounts (up to 100) of own shares of AIXTRON Aktiengesellschaft per shareholder.
- e) In addition to a sale on the stock exchange or an offer to all shareholders, the Executive Board shall be authorized to use any own shares of the Company purchased on the basis of this authorization or any previous authorization in the following manner:
 - (1) They may be offered and transferred with the approval of the Supervisory Board to fulfill the Company's obligations under the Stock Option Plan 2002 resolved by the General Meeting on May 22, 2002 (agenda item 13) and the AIXTRON Stock Option Plan 2007 resolved by the General Meeting on May 22, 2007 (agenda item 10). Reference is made to the information pursuant to § 193 (2) no. 4 AktG in the resolution of the General Meeting on May 22, 2002 (agenda item 13) and in the resolution of the General Meeting on May 22, 2007 (agenda item 10). To the extent that own shares are to be transferred to the members of the Company's Executive Board, the Supervisory Board shall be responsible.
 - (2) They may be resold with the approval of the Supervisory Board for a consideration in cash. The shares may be sold by means other than on the stock exchange or by way of a public offer to all shareholders provided that the own shares purchased are sold at a price that is not significantly lower than the market price of shares of the Company with the same terms at the time of disposal. In such a case the number of the shares to be sold may not in the aggregate exceed 10% of the share capital at the time of the resolution on this authorization or, if such

amount is lower, 10% of the share capital of the Company registered at the time of the sale of the shares. In calculating this limit of 10% of the share capital, those shares shall be included which were issued by making use of an authorization to issue new shares from authorized capital during the term of this authorization by excluding pre-emptive rights. In addition, in calculating the limit of 10% of the share capital, those shares shall be included which are issued in respect of bonds with warrants and/or convertible bonds, provided that the bonds were issued based on an authorization during the term of this authorization by excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG.

- (3) They may be used, with the approval of the Supervisory Board, to fulfill conversion and/or option rights or conversion obligations arising from convertible bonds and/or bonds with warrants that were or are issued by the Company and/or its subsidiaries.
 - (4) They may, with the approval of the Supervisory Board, be offered and transferred to third parties in connection with mergers or acquisitions of companies, parts of companies or equity interests in companies.
 - (5) They may be cancelled with the approval of the Supervisory Board without the cancellation or its implementation requiring a further resolution by the General Meeting. The Executive Board may determine that the share capital is reduced as result of the cancellation or that the share capital remains unchanged while the pro rata amount represented by the remaining shares in the share capital is increased according to § 8 (3) AktG. In this case, the Executive Board is also authorized to adjust the number of shares stated in the Articles of Association.
- f) The authorizations specified in e) may be exercised in full or in part, once or several times, individually or jointly by the Company; the authorizations specified in e) (1) through (4) may also be exercised by entities controlled by the Company or in which the Company holds a majority interest or by third parties on behalf of the Company or any such entity.
- g) Shareholders' pre-emptive rights are excluded to the extent that own shares are used in accordance with the above authorizations as specified in e) (1) through (4).

Report by the Executive Board on agenda item 6 pursuant to §§ 71 (1) no. 8 sentence 5, 186 (3) sentence 4, (4) sentence 2 AktG

Agenda item 6 contains the proposal to authorize the Company, in accordance with § 71 (1) no. 8 AktG, to purchase own shares in the period to November 19, 2010 representing up to 10% of the share capital at the time the resolution is adopted. The current authorization,

granted by the General Meeting on May 14, 2008 expires on November 13, 2009 and must therefore be replaced.

The proposed authorization will allow the Company to purchase own shares in the period to November 19, 2010 subject to the statutory limit of 10% of the existing share capital. The own shares shall only be purchased on the stock market or by way of a public offer for purchase to all shareholders or by way of a public invitation to submit offers for sale. This ensures adherence to the duty to treat all shareholders equally set out in § 71 (1) no. 8 sentences 3 and 4 AktG.

In accordance with the provisions of § 71 (1) no. 8 AktG, the General Meeting may authorize the Company to dispose of shares other than via the stock market or by way of a public offer to all shareholders. At the General Meeting on May 22, 2002, a contingent capital increase was resolved, which will only be implemented to the extent that the holders of the subscription rights issued under the Stock Option Plan 2002 resolved by the General Meeting on May 22, 2002 (agenda item 13) exercise their subscription rights according to § 192 (2) no. 3 AktG. The resolution authorizing the purchase and use of own shares allows the Company to use repurchased own shares, by excluding the pre-emption right of the shareholders, to fulfill subscription rights arising from the share options. This is a suitable means of countering the dilution of equity holdings and voting rights conveyed by shares, as may occur to a certain extent when subscription rights are fulfilled by creating new shares. The same applies with respect to the resolution of the General Meeting on May 22, 2007 (agenda item 10) on the authorization and approval on the issuance of share options and the creation of new Contingent Capital II 2007 for the purpose of servicing the AIXTRON Stock Option Plan 2007.

The Executive Board is further authorized, with the approval of the Supervisory Board, to sell own shares in accordance with the provisions of § 186 (3) sentence 4 AktG to third parties (such as institutional investors) at a price that is not significantly lower than the market price of the Company's shares at the time of disposal. The price to be paid for own shares will be fixed in due time prior to the date of the sale. The Executive Board will measure a discount (if any) on the market price - with due regard to the market conditions prevailing at the time of the placement - as low as possible. Such a discount on the market price at the time the authorization is used will under no circumstances be more than 5% of the then current market price. This authorization of the Executive Board to dispose of shares is restricted insofar as the shares to be disposed of shall in the aggregate not exceed 10% of the Company's share capital in existence at the time of the resolution adopted by this General Meeting or, if such amount is lower, 10% of the registered share capital of the Company at the time of disposal of the shares. In calculating the limit of 10%, those shares shall be included which were issued during the term of this authorization based on an authorization to issue new shares from contingent capital while excluding pre-emptive rights. When calculating the 10% limit, it is further necessary to include shares which are issued to service convertible bonds or bonds with warrants, if such bonds were issued based on an authorization during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG. Due to this restriction on the scope of the authorization and the fact that the price for disposing of the shares will be based on the market price, the concept of anti-dilution protection is taken into account and the interests of shareholders in terms of both asset

protection and voting rights are appropriately protected. In addition, the shareholders will in principle be able to maintain their share percentages by purchasing AIXTRON shares on the stock exchange. The authorization is in the interest of the Company because it gives the Company a wider scope of action and more flexibility.

Further, the purchased shares can be used to fulfill the pre-emptive rights of holders of warrants or convertible bonds which were or will be issued by the Company and/or its subsidiaries. It may be more appropriate for the Company to use own shares instead of a capital increase to fully or partly service the rights arising from these convertible bonds to subscribe for the Company's shares. This option increases the Company's scope of action. Therefore, the authorization provides for own shares to be used accordingly. In this respect, shareholders' pre-emptive rights are excluded.

It will further be possible to offer and transfer the purchased shares to third parties in connection with mergers or acquisitions of companies, parts of companies or equity interests in companies while excluding the pre-emptive rights of shareholders. The Company will be able to offer own shares as consideration in these cases. This form of consideration is increasingly required due to international competition and the globalization of the economy. The proposed authorization will enable the Company to exploit opportunities to acquire companies, parts of companies and equity interests in companies quickly.

Finally, it will be possible to cancel the repurchased own shares without obtaining a new resolution of the General Meeting. The proposed authorization provides in accordance with § 237 (3) no. 3 AktG that the Executive Board may cancel the shares without a capital decrease. By cancelling the shares without a capital decrease the pro rata amount represented by the remaining no-par value shares in the share capital of the Company will increase. The Executive Board is authorized to amend the Articles of Association to reflect the change in the number of the Company's no-par value shares.

The Executive Board will carefully examine in each specific case whether it should make use of the authorization to repurchase and use own shares while excluding pre-emptive rights of shareholders. This authorization will only be exercised if it is in the interests of the Company and therefore of its shareholders in the opinion of the Executive Board and the Supervisory Board, and if it is reasonable.

The Executive Board will report on the utilization of the authorization to purchase and use own shares to the next General Meeting.

The present authorization to purchase and use own shares supersedes the authorization to purchase and use own shares that was resolved by the General Meeting on May 14, 2008.

7. Resolution on the transfer of the seat of the Company to Herzogenrath and corresponding amendment of the Articles of Association

The Company's headquarters and distribution functions have moved from Aachen to Herzogenrath. For this reason the legal seat of the Company set forth in its Articles of Association shall be transferred from Aachen to Herzogenrath as well.

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

- a) The seat of the Company is transferred from Aachen to Herzogenrath.
- b) Article 1 (2) of the Articles of Association (Name, Seat, Duration) is hereby amended and will read as follows:

“2. The Company has its seat in Herzogenrath.”

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Documents for the General Meeting

From the day the General Meeting is convened the following documents can be inspected by the shareholders at the Company's business premises at Kaiserstrasse 98, 52134 Herzogenrath:

- Regarding agenda item 1: The adopted annual financial statements of AIXTRON Aktiengesellschaft as of December 31, 2008, the management report for fiscal year 2008, the approved consolidated financial statements as of December 31, 2008, the Group management report for fiscal year 2008, the report of the Supervisory Board, the explanatory report of the Executive Board regarding the information pursuant to §§ 289 (4), 315 (4) of the German Commercial Code and the proposal of the Executive Board for the appropriation of net earnings;
- Regarding agenda item 6: The resolution of the General Meeting of the Company on agenda item 13 of May 22, 2002 and the resolution of the General Meeting of the Company of May 22, 2007 on agenda item 10 with the key points of the Stock Option Plan 2002 and the AIXTRON Stock Option Plan 2007 including the information pursuant to § 193 (2) no. 4 AktG (in each case as an excerpt from the minutes of the respective General Meeting recorded by a Notary which are also available for inspection at the Commercial Register of the Company) and the report of the Executive Board pursuant to §§ 71 (1) no. 8 sentence 5, 186 (3) sentence 4, (4) sentence 2 AktG.

These documents can also be inspected at the General Meeting and are in addition available on the Internet at www.aixtron.com. Copies of the documents will be sent immediately and free of charge to shareholders on request.

Right of Attendance

In accordance with Article 20 of the Articles of Association of the Company, only those shareholders are entitled to attend the General Meeting and to exercise their voting rights who

are registered in the share register of the Company on the day of the General Meeting and have given notice of attendance to the Company at the following address:

AIXTRON Aktiengesellschaft
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Muenchen
Telefax: +49 (89) 21 0 27 -288

The notice of attendance must be received by the Company in German or English in writing or by telefax no than later than at the end of

May 13, 2009 (24:00 hours)

at the above address. According to Article 20 (2) sentence 2 of the Articles of Association, shareholders will not be deleted from or newly registered in the share register of the Company on the day of the General Meeting itself and in the last six days before the General Meeting, i.e. in the period from May 14, 2009 until and including May 20, 2009.

The registration office will send out admission tickets to the General Meeting to the shareholders or to the proxies named by them to exercise their voting rights after having received notice of attendance .

Free disposability of the shares

Shares will not be blocked as a result of a notice of attendance so that shareholders will remain able to freely dispose of their shares even after having given notice of attendance of the General Meeting.

Voting by proxy

Shareholders who are entitled to attend the General Meeting and to vote at the General Meeting, but do not wish to attend in person may have their voting rights exercised by proxy; also a credit institution or an association of shareholders. It is required and sufficient for such proxy to be issued in writing or by telefax, unless proxy is issued to a credit institution, an association of shareholders or another person as provided for in § 135 AktG. Further details on how to issue a proxy are set out in the documents which will be forwarded to the shareholders.

AIXTRON Aktiengesellschaft offers to its shareholders the opportunity to allow proxies nominated by the Company to represent them at the General Meeting. The proxies nominated by the Company will exercise voting rights only as instructed by the shareholders. The authorization and the instructions may be issued in writing or by telefax. Details regarding the

authorization and instructions to be issued to the proxies nominated by the Company are set out in the documents which will be forwarded to the shareholders.

Total number of shares and voting rights

Upon convening this General Meeting AIXTRON Aktiengesellschaft has a total of 90,894,616 outstanding shares granting 90,894,616 votes.

Counter motions and proposals for election pursuant to §§ 126, 127 AktG

Counter motions by a shareholder relating to one or more of the proposals made by the Executive Board and/or the Supervisory Board for one or more of the agenda items in accordance with § 126 (1) AktG and election nominations within the meaning of § 127 AktG should be sent exclusively to the following address. Counter motions and election proposals sent to a different address will not be taken into consideration.

AIXTRON Aktiengesellschaft
Investor Relations
Kaiserstrasse 98
52134 Herzogenrath
Telefax: +49 (241) 89 09 -445
Email: invest@aixtron.com

If received at least two weeks prior to the date of the General Meeting at the above address, all counter motions and election nominations by shareholders to be made available will be published immediately, including the name of the shareholder, the justification and any comments of the administration, in the Internet at www.aixtron.com.

Aachen, March 2009

AIXTRON Aktiengesellschaft

The Executive Board

Information pursuant to § 128 (2) sentences 6 through 8 AktG

The Supervisory Board of AIXTRON Aktiengesellschaft has no members who are executive board members or employees of a credit institution.

No member of the Executive Board or employee of AIXTRON Aktiengesellschaft is a member of a supervisory board of a credit institution.

Until the date of publication of the agenda in the electronic Federal Gazette no credit institution informed us of an interest in AIXTRON Aktiengesellschaft subject to the notification requirements provided for in § 21 of the German Securities Trading Act.

The following credit institutions were members of the syndicate underwriting securities of AIXTRON Aktiengesellschaft issued within the 5 preceding years:

- Morgan Stanley Bank AG, Frankfurt am Main.

**Notices to holders of American Depositary Receipts (ADR holders) regarding the
Ordinary General Meeting**

ISIN: US0096061041//CUSIP: 009606104

German securities identification number A0D82P

Each American Depositary Receipt (ADR) represents one AIXTRON share. ADR holders may only have their voting rights exercised at the Ordinary General Meeting by JPMorgan Chase Bank, the depositary, in accordance with the terms of the deposit agreement of March 10, 2005. ADR holders will receive forms (“proxy cards”) from the depositary, or from the depositary bank, if appropriate, which they can use to issue instructions regarding the exercise of their voting rights. ADR holders can use these forms to instruct the depositary as to how to exercise their voting rights conveyed by AIXTRON shares.

The depositary will ensure that voting rights are exercised in accordance with ADR holders’ instructions. The appropriate instructions and directions must be received – directly or via the depositary bank - at the following address and must be available to the depositary no later than May 12, 2009. ADR holders may attend the General Meeting as guests. ADR holders may request a guest ticket also under the following address:

JPMorgan Chase & Co.
P.O. Box 64506
St. Paul, MN 55164-0504
USA
Email: jpmorgan.adr@wellsfargo.com
Tel. (within the U.S.A.): +1 (800) 990-1135
Tel. (from outside the U.S.A.): +1 (651) 453-2128

In accordance with the deposit agreement, the depositary will not exercise the voting rights conveyed by the represented shares if an ADR holder fails to issue express instructions.

Aachen, March 2009

AIXTRON Aktiengesellschaft

The Executive Board