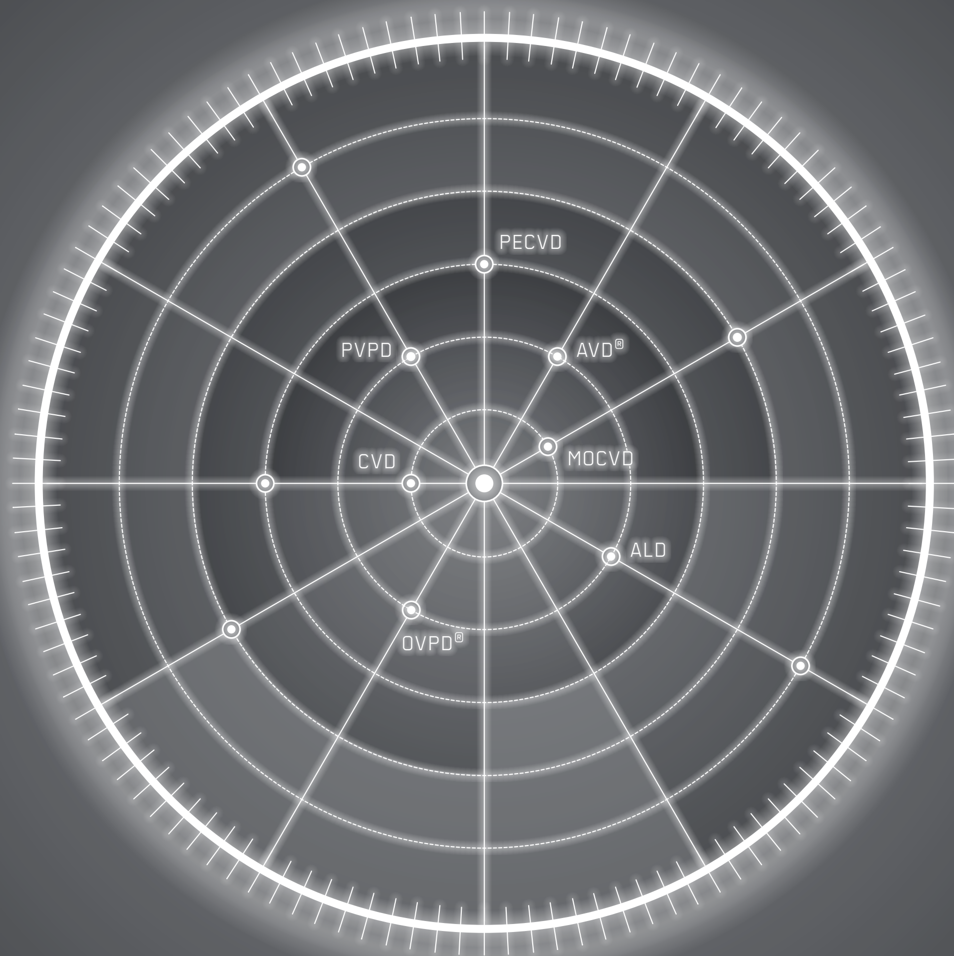
AIXTRON

INVITATION TO THE ORDINARY GENERAL MEETING

TUESDAY, MAY 18, 2010, AT 10:00 A.M.



Translation for Convenience Purposes

AIXTRON AKTIENGESELLSCHAFT

Herzogenrath

ISIN DE000A0WMPJ6 (German securities identification number (WKN) A0WMPJ)
ISIN DE000A1DAHX7 (German securities identification number (WKN) A1DAHX)

Invitation to the Ordinary General Meeting

The shareholders of AIXTRON Aktiengesellschaft,
domiciled in Herzogenrath, are hereby invited to attend the Company's

13th Ordinary General Meeting

to be held on

Tuesday, May 18, 2010, 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, 2009 and the management report for fiscal year 2009, the approved consolidated financial statements as of December 31, 2009, the Group management report for fiscal year 2009 and the report of the Supervisory Board and the explanatory report of the Executive Board regarding the information pursuant to §§ 289 (4) and (5), 315 (4) of the German Commercial Code

The above documents will be provided and explained at the General Meeting. The Supervisory Board has approved the annual financial statements prepared by the Executive Board as of December 31, 2009 and the consolidated financial statements as of December 31, 2009 at its meeting on March 10, 2010; the annual financial statements have therefore been adopted as provided for in § 172 of the German Stock Corporation Act ("AktG"). Consequently, the annual financial statements need not be adopted and the consolidated financial statements need not be approved by the General Meeting as provided for in § 173 AktG and no resolution will be adopted regarding item 1 on the agenda.

2. Resolution on the appropriation of net earnings

The Executive Board and the Supervisory Board propose using the available net earnings (*Bilanzgewinn*) as shown in the adopted annual financial statements as of December 31, 2009 for fiscal year 2009 in the amount of EUR 42,461,136.30 as follows:

Payment of a dividend of EUR 0.15 on each no-par value share entitled to a dividend, with a total of 100,667,177 no-par value shares being entitled to a dividend:	EUR 15,100,076.55
Carried forward to new account:	EUR 27,361,059.75

The dividend will be payable as of May 19, 2010.

3. Resolution on the approval of the activities of the members of the Executive Board during fiscal year 2009

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Executive Board during fiscal year 2009.

4. Resolution on the approval of the activities of the members of the Supervisory Board during fiscal year 2009

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Supervisory Board during fiscal year 2009.

5. Resolution on the approval of the system for remuneration of the members of the Executive Board

The German Law on the Adequacy of Remuneration of Executive Board Members of July 31, 2009 (*Gesetz zur Angemessenheit der Vorstandsvergütung* (**VorstAG**)) has introduced § 120 (4) AktG into the German Stock Corporation Act. According to this provision, the General Meeting of a listed company may resolve on the approval of the system for remuneration of the members of the Executive board. The system for remuneration of the members of the Executive Board of the Company is described in detail in the report on remuneration published in the management report 2009 on p. 46 et seq. as part of the Corporate Governance Report. The report on remuneration will also be available and explained in more detail at the General Meeting.

The Executive Board and the Supervisory Board propose approving the system for remuneration of the members of the Executive Board of AIXTRON Aktiengesellschaft.

6. Resolution on the election of the auditors and the Group auditors for fiscal year 2010

At the recommendation of its audit committee, the Supervisory Board proposes electing Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditors and Group auditors for fiscal year 2010.

7. Resolution on the authorization to purchase and use own shares and to exclude pre-emptive rights

The Company has not made use of the authorization to repurchase own shares resolved by the General Meeting on May 20, 2009 (agenda item 6).

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

a) The authorization to purchase own shares granted on May 20, 2009 shall be cancelled following the entry into force of the following new authorization.

b) In accordance with § 71 (1) no. 8 AktG, the Company shall be authorized to purchase, within the statutory limits, in the period to May 17, 2015 own shares representing up to 10 percent 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 percent 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 will be purchased, at the choice of the Executive Board, (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 percent above or below the arithmetic 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 on 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 percent above or below the arithmetic 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 on 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 arithmetic average closing price on the last five trading days prior to the final decision of the Executive Board regarding the 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 offered shares 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 percent above or below the arithmetic 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 on 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 offered shares 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 or otherwise 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 an 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 percent of the share capital at the time of the resolution on this authorization or, if such amount is lower, 10 percent of the share capital of the Company registered at the time of the sale of the shares. In calculating this limit of 10 percent of the share capital, those shares shall be included which were issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are issued or will have to be issued in respect of subscription rights arising from bonds with warrants and/or convertible bonds, provided that the bonds were issued or will be issued based on an authorization that is valid during the term of this authorization while 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 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, equity interests in companies or other assets.

(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 with the approval of the Supervisory Board.

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 7 pursuant to §§ 71 (1) no. 8 sentence 5, 186 (3) sentence 4, (4) sentence 2 AktG

Agenda item 7 contains the proposal to authorize the Company, in accordance with § 71 (1) no. 8 AktG, to purchase own shares in the period to May 17, 2015 representing up to 10 percent of the share capital existing at the time the resolution is adopted. The current authorization, granted by the General Meeting on May 20, 2009, expires on November 19, 2010 and must therefore be replaced.

The proposed authorization will allow the Company to purchase own shares in the period to May 17, 2015 subject to the statutory limit of 10 percent 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 authorizes the Executive Board, subject to the approval of the Supervisory Board, to use own shares, while excluding the pre-emptive rights of 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 by the General Meeting on May 22, 2007 (agenda item 10) regarding the authorization and approval to issue share

options and to create new Contingent Capital II 2007 for the purpose of satisfying the rights arising from the AIXTRON Stock Option Plan 2007. In this respect the following documents will be made available on the Company's homepage at www.aixtron.com/agm from the date of convening the General Meeting, in addition to the report of the Executive Board pursuant to §§ 71 (1) no. 8 sentence 5, 186 (3) sentence 4, (4) sentence 2 AktG, which will also be available for inspection at the General Meeting of AIXTRON AG: 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).

Subject to the approval of the Supervisory Board, the Executive Board is further authorized to sell own shares, while excluding the pre-emptive right in accordance with the provision 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 carrying the same rights 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 percent 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 percent 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 percent of the registered share capital of the Company at the time of disposal of the shares. In calculating the limit of 10 percent, those shares shall be included which were issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. When calculating the 10 percent limit, it is further necessary to include those shares which are issued or will have to be issued to satisfy subscription rights arising from bonds with warrants and/or convertible bonds, if such bonds were issued or will be issued based on an authorization that is valid during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG. Due to this restriction of 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, with the approval of the Supervisory Board, the purchased shares can be used to satisfy the subscription rights of holders of bonds with 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 implementing a capital increase to fully or partly satisfy the rights arising from these bonds to subscribe for Company shares. This possibility 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 also excluded.

It will further be possible to offer and transfer the purchased shares to third parties, with the approval of the Supervisory Board, in connection with mergers or acquisitions of companies, parts of companies, equity interests in companies or other assets 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, equity interests in companies or other assets quickly.

Finally, it will be possible to cancel the repurchased own shares, with the approval of the Supervisory Board, 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 with the approval of the Supervisory Board.

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 with the approval of the Supervisory Board. 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 20, 2009.

8. Resolution on the creation of new Authorized Capital I with the possibility to exclude the pre-emptive rights of shareholders and on the appropriate amendment of the Articles of Association

The authorization granted to the Executive Board by resolution of the General Meeting on May 18, 2005 (agenda item 5 c)), as amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 d)), to increase the share capital, with the approval of the Supervisory Board, in accordance with Article 4 clause 2.1 of the Articles of Association on one or several occasions by up to a total of EUR 35,919,751.00 against cash and/or non-cash contributions by issuing new no-par value shares (Authorized Capital I) expires on May 17, 2010. Article 4 clause 2.1 of the Articles of Association regarding Authorized Capital I is therefore to be deleted and new Authorized Capital I in a higher amount is to be created.

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

a) 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 occasion or in partial amounts on several occasions in the period to May 17, 2015 by up to a total of EUR 40,266,870.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital I). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders in full or in part:

- to eliminate fractions resulting from the subscription ratio;
- 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 further content of the share rights and the 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.

b) Amendment of the Articles of Association

The Authorized Capital I set forth in Article 4 clause 2.1 of the Articles of Association is deleted and Article 4 clause 2.1 of the Articles of Association is revised as follows:

"2.1 The Executive Board is authorized, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 17, 2015 by up to a total of EUR 40,266,870.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital I). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders in full or in part:

– to eliminate fractions resulting from the subscription ratio;

– 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 further content of the share rights and the conditions for issuing shares."

Report by the Executive Board on agenda item 8 pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG

The authorization granted to the Executive Board by resolution of the General Meeting on May 18, 2005 (agenda item 5c)), as amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 d)), to increase the share capital, with the approval of the Supervisory Board, in accordance with Article 4 clause 2.1 of the Articles of Association on one or several occasions by up to a total of EUR 35,919,751.00 against cash and/or non-cash contributions by issuing new no-par value shares (Authorized Capital I) expires on May 17, 2010. Article 4 clause 2.1 of the Articles of Association regarding Authorized Capital I is therefore to be deleted and new Authorized Capital I is to be created in a higher amount.

On this basis, the Executive Board and the Supervisory Board propose under agenda item 8 of the ordinary General Meeting on May 18, 2010 to create new Authorized Capital I with the possibility to exclude the pre-emptive rights of shareholders. Pursuant to § 203 (2) sentence 2 in conjunction with

§ 186 (4) sentence 2 AktG the Executive Board must submit a written report outlining the reasons for excluding pre-emptive rights.

The proposed resolution contains an authorization for the Executive Board to increase, with the approval of the Supervisory Board, the share capital on one occasion or in partial amounts on several occasions in the period to May 17, 2015 by up to a total of EUR 40,266,870.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital I). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription (indirect subscription right).

The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders in full or in part to eliminate fractions resulting from the subscription ratio and, 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.

Excluding pre-emptive rights for fractions is generally accepted and necessary to ensure a practicable subscription ratio and to simplify the technical implementation by ensuring round figures and maintaining a subscription ratio based on whole numbers. This is in the Company's interests. Shares representing fractions for which pre-emptive rights are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The potential dilutive effect and the encroachment on shareholders' rights are minimal due to the limitation to fractions. For these reasons, the Executive Board and the Supervisory Board believe that excluding pre-emptive rights is objectively justified and reasonable in relation to the shareholders.

The authorization to increase the share capital against non-cash contributions while excluding pre-emptive rights in order to acquire companies, parts of companies, equity interests in companies, or other assets, enables the Executive Board to acquire a company or a part of a company or an equity interest in a company or other assets in return for shares if a suitable opportunity arises. This form of acquisition financing is increasingly required in international competition. The proposed authorization is intended to enable the Company to react quickly and flexibly when advantageous acquisition opportunities or opportunities to acquire suitable assets arise on national and international markets and the acquisition in question appears suitable to strengthen the Company's competitiveness or is otherwise in the interest of the Company. Depending on the scale of such an acquisition and the expectations of the respective seller, it may be expedient or necessary to provide shares in the Company as consideration. If the seller should, for tax or any other reasons, be interested in acquiring shares in the Company rather than receiving a cash consideration, the authorization to be granted will strengthen the negotiating position of the Company. It may also be

appropriate, given specific interests of the Company, to offer the seller new shares as consideration which would strengthen the Company's equity base. In all of these cases the exclusion of the pre-emptive rights of shareholders would be necessary. If new shares are to be issued in order to finance a specific acquisition, such new shares must as a rule be issued quickly in light of the mostly complex transaction structures and the competitive situation with other potential purchasers. This would require the possibility to use authorized capital while excluding pre-emptive rights. The proposed authorization to exclude pre-emptive rights thus meets the requirement for the Executive Board to be able to act quickly and flexibly with the approval of the Supervisory Board if a suitable opportunity arises and to use as "acquisition currency" Company shares created through the full or partial use of Authorized Capital I. When determining the conversion ratio and/or the issue price for shares to be issued while excluding pre-emptive rights, the Executive Board and the Supervisory Board will ensure that the interests of the shareholders are appropriately safeguarded and that the new shares will not be issued at unreasonably low prices. Currently, there are no concrete acquisition projects.

In consideration of all of these circumstances, the authorization to exclude pre-emptive rights within the outlined limits is in the interest of the Company. Overall, the authorization to exclude pre-emptive rights does not unreasonably impair shareholders' interests. The Executive Board will carefully examine in each specific case whether it should make use of the authorization to implement a capital increase while excluding pre-emptive rights. 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 Authorized Capital I in the next General Meeting.

9. Resolution on the creation of new Authorized Capital II with the possibility to exclude the pre-emptive rights of shareholders and on the appropriate amendment of the Articles of Association

The Executive Board has made full use of the authorization granted to it by resolution of the General Meeting on May 18, 2005 (agenda item 6), as amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 e)), to increase the share capital, with the approval of the Supervisory Board, in accordance with Article 4 clause 2.2 of the Articles of Association on one or several occasions in the period to May 17, 2010 by up to a total of EUR 8,979,937.00 against cash contributions by issuing new no-par value shares (Authorized Capital II). In order to enable the Company to make use of this financing tool in the future if this should become necessary, new Authorized Capital II is to be created in a higher amount.

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

a) The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 17, 2015 by up to a total of EUR 10,066,717.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital II). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders in full or in part:

   – to eliminate fractions resulting from the subscription ratio;

   – if required for protection against dilution, to grant holders and/or creditors of option or conversion rights arising from bonds with warrants or convertible bonds that were or will be issued by the Company and/or its subsidiaries the right to subscribe for new shares to the extent that they would be 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 § 203 (1) and (2) and § 186 (3) sentence 4 AktG than the market price of the 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 § 186 (3) sentence 4 AktG, do not exceed a total of 10 percent of the share capital, either at the time of effectiveness or at the time of exercise of this authorization. In calculating this limit of 10 percent of the share capital, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are issued or will have to be issued in respect of subscription rights arising from bonds with warrants and/or convertible bonds, provided that the bonds were issued or will be issued based on an authorization to issue bonds that is valid during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG.

   The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the 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 to reflect the scope of the capital increase or after the end of the authorization period.

b) Article 4 clause 2.2 of the Articles of Association is revised as follows:

"2.2 The Executive Board is authorized, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 17, 2015 by up to a total of EUR 10,066,717.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital II). Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription. The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to exclude the pre-emptive rights of shareholders in full or in part:

– to eliminate fractions resulting from the subscription ratio;

– if required for protection against dilution, to grant holders and/or creditors of option or conversion rights arising from warrants or convertible bonds that were or will be issued by the Company and/or its subsidiaries the right to subscribe for new shares to the extent that they would be 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 § 203 (1) and (2) and § 186 (3) sentence 4 AktG than the market price of the 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 § 186 (3) sentence 4 AktG, do not exceed a total of 10 percent of the share capital, either at the time of effectiveness or at the time of exercise of this authorization. In calculating this limit of 10 percent of the share capital, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are issued or will have to be issued in respect of subscription rights arising from bonds with warrants and/or convertible bonds, provided that the bonds were issued or will be issued based on an authorization to issue bonds that is valid during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG.

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

Report by the Executive Board on item 9 of the agenda in accordance with § 203 (2) sentence 2 and § 186 (4) sentence 2 AktG

In item 9 of the agenda of the Ordinary General Meeting on May 18, 2010, the Executive Board and Supervisory Board propose creating new Authorized Capital II with the possibility to exclude the pre-emptive rights of shareholders. In accordance with § 203 (2) sentence 2 in conjunction with § 186 (4) sentence 2 AktG, the Executive Board must submit a written report outlining the reasons for excluding pre-emptive rights. The proposed resolution is intended to authorize the Executive Board, with the approval of the Supervisory Board, to increase the share capital on one occasion or in partial amounts on several occasions in the period to May 17, 2015 by up to a total of EUR 10,066,717.00 against cash contributions by issuing new registered no-par value shares. Shareholders must be granted pre-emptive rights. The shares may also be underwritten by one or several credit institutions with the obligation to offer the shares to the shareholders of the Company for subscription (indirect subscription right).

The Executive Board shall, however, be authorized, with the approval of the Supervisory Board, to eliminate the pre-emptive rights of shareholders in full or in part (i) to eliminate fractions resulting from the subscription ratio; (ii) to grant holders and/or creditors of option or conversion rights arising from bonds with warrants or convertible bonds which were or will be issued by the Company and/or its subsidiaries the right to subscribe for new shares to the extent that they would be entitled to do so after option or conversion rights have been exercised or conversion obligations fulfilled, if required for protection against dilution; (iii) if the issue price of the new shares is not significantly lower within the meaning of § 203 (1) and (2) and § 186 (3) sentence 4 AktG than the market price of the listed shares carrying the same rights when the final issue price is fixed by the Executive Board, provided the number of the new shares is limited as indicated in the resolution and as described below.

Excluding pre-emptive rights for fractions is generally accepted and necessary to ensure a practicable subscription ratio and to simplify the technical implementation by ensuring round figures and maintaining a subscription ratio based on whole numbers. This is in the Company's interests. Shares representing fractions for which pre-emptive rights are excluded will either be sold on the stock market or disposed of by other means at best for the Company. The potential dilutive effect and the encroachment on shareholders’ rights are minimal due to the limitation to fractions. For these reasons, the Executive Board and the Supervisory Board believe that excluding pre-emptive rights is objectively justified and reasonable in relation to the shareholders.

Furthermore, it will be possible to exclude pre-emptive rights for protection against dilution insofar as this is necessary to grant the holders and/or creditors of bonds with warrants or convertible bonds issued in the future the right to subscribe for new shares in the event of cash capital increases, if the conditions of the bond in question provide for this. Such bonds usually provide for protection against dilution according to which creditors are granted the same rights to subscribe for new shares in subsequent share issues cum rights as shareholders, instead of a reduction in the option or conversion price. They are therefore placed in the same position as if they had already exercised their option or conversion right or as if a conversion obligation had been fulfilled, and as if they were already shareholders. In order to be able to equip the bonds with such anti-dilution protection, it must be possible to exclude the pre-emptive rights of shareholders with respect to these shares. Ultimately, such exclusion of pre-emptive rights will facilitate placement of the bonds and is therefore in the interest of the shareholders to optimize the Company's financing structure.

Finally, the Executive Board will be authorized, with the approval of the Supervisory Board, to exclude statutory pre-emptive rights in accordance with § 186 (3) sentence 4 AktG in the event of cash capital increases if the issue price for the new shares in accordance with § 186 (3) sentence 4 AktG is not significantly lower than the market price of listed Company shares. This will enable the administration to place the new shares quickly and at a near-market price, i.e. without the discount that is as a rule required for rights issues. One of the main reasons for this is that a placement without a statutory subscription period can take place immediately after the issue price has been fixed, as a result of which it is unnecessary to factor into the issue price the risk of a change in the market price during a subscription period. Ultimately, this will generate higher issue proceeds which is in the interest of the Company. When exercising the authorization, the Executive Board will try to keep the discount as low as possible given the market conditions prevailing at the time of the placement. The discount on the market price at the time the Authorized Capital II is used will in no event be more than 5 percent of the then current market price. The shares issued in accordance with § 186 (3) sentence 4 AktG while excluding pre-emptive rights may in the aggregate not exceed 10 percent of the share capital either at the time the authorization enters into force or at the time it is exercised. In accordance with legal requirements, these stipulations take into account the need to protect shareholders against the dilution of their shareholdings. Every shareholder has the opportunity to acquire the shares required to maintain his or her proportionate interest at approximately the same conditions via the stock market, due to the fact that the new shares are issued at a near-market price and due to the size limit on the capital increase, excluding pre-emptive rights. In calculating this limit of 10 percent of the share capital, those shares shall be included which are issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are or will have to be issued in respect of subscription rights arising from bonds with warrants and/or convertible bonds, provided that the bonds were issued or will be issued based on an authorization to issue bonds that is valid during the term of this authorization while

excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG. This will also ensure that the interests of the shareholders in terms of asset protection and voting rights are appropriately protected when Authorized Capital II is utilized while excluding pre-emptive rights in line with the legal provisions of § 186 (3) sentence 4 AktG, while giving the Company additional scope for action in the interests of all shareholders.

The Executive Board will carefully examine in each specific case whether it should make use of the authorization to implement a capital increase while excluding pre-emptive rights. 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.

The Executive Board will report on the utilization of Authorized Capital II to the next General Meeting.

10. Resolution on the authorization to issue bonds with warrants and/or convertible bonds including the creation of Contingent Capital 2010, cancellation of Contingent Capital I 2007 in an amount of EUR 35,875,598.00 pursuant to Article 4 clause 2.4 of the Articles of Association and appropriate amendment of the Articles of Association

An appropriate capitalization is an essential basis for the Company's development. Bonds with warrants and convertible 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, 2007 the Executive Board of AIXTRON Aktiengesellschaft has been authorized to issue such convertible bonds and bonds with warrants with the approval of the Supervisory Board. The authorization to issue bonds with warrants and/or convertible bonds resolved by the General Meeting on May 22, 2007, as amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 h)), contains stipulations for the determination of the conversion and/or option price which were incorporated in light of the jurisprudence of some lower and higher courts, significantly restricting the Company's flexibility in determining the commercial terms and conditions of the bonds. Now that the German Federal Court and legislation have clarified that the statutory provisions will provide more scope of action to companies, the authorization granted by the General Meeting on May 22, 2007 and amended at the General Meeting on May 14, 2008 is to be replaced by a new authorization to issue bonds with warrants and convertible bonds reflecting the current legal framework and providing more flexibility to the Company. As no bonds with warrants and/or convertible bonds were issued under the authorization granted by the General Meeting on May 22, 2007 and amended by the General Meeting on May 14, 2008, the Contingent Capital I 2007 provided for in Article 4 clause 2.4 of the Articles of Association is no longer required and is to be replaced by new Contingent Capital 2010 in a higher amount.

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

a) Authorization of the Executive Board to issue bonds with 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") bonds with warrants and/or convertible bonds in a total nominal amount of up to EUR 1,200,000,000.00 with or without a term ("bonds"); and

- to assume a guarantee for such bonds issued by subordinated group companies

in the period to May 17, 2015, on one or several occasions, and to grant option or conversion rights to the holders or creditors of bonds for up to a total of 40,266,870 no-par value registered shares of the Company representing a pro rata amount of up to EUR 40,266,870.00 of its share capital, subject to the terms and conditions of the bonds. The bonds may be denominated in Euro or the legal currency of any OECD country, up to the equivalent amount in such currency.

Each issue of bonds may be divided into partial bonds ranking pari passu.

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

The shareholders will in principle have 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 percent 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 or used as of May 18, 2010 until the end of the term of this authorization while excluding the pre-emptive rights of shareholders in direct or analogous application of § 186 (3) sentence 4 AktG shall be included;

- to exempt any fractions resulting from the subscription ratio from the pre-emptive right of shareholders to subscribe for the bonds;

- if necessary for protection against dilution, to grant to the holders and or/creditors of option or conversion rights arising from bonds with warrants or convertible bonds which were or will be issued by the Company and/or its subsidiaries a pre-emptive right in the amount to which they would be entitled after exercise of the option or conversion rights or fulfillment of conversion obligations.

(3) Conversion and Options Rights

In the event that convertible bonds are issued, the holders and/or creditors of a partial bond will obtain the right to convert such bond into registered no-par value shares of the Company subject to the terms and conditions to be established for the convertible bonds. The conversion ratio is calculated by dividing the nominal amount, or the issue price of a partial bond that is below the nominal amount, by the fixed conversion price for a registered no-par value share of the Company. The pro rata amount of the share capital which is attributable to the registered no-par value shares to be issued upon conversion may not exceed the nominal amount or the issue price of the partial bond below the nominal amount.

In the event that bonds with warrants are issued, one or more warrants will be attached to each partial bond entitling the holder to subscribe registered no-par value shares of the Company subject to the terms and conditions for the warrants to be determined by the Executive Board. The pro rata amount of the share capital which is attributable to the registered no-par value shares of the Company to be subscribed for each partial bond may not exceed the nominal amount of such partial bond.

The bond terms and conditions may provide for a right of the Company not to issue new shares in the event of conversion or exercise of warrants, but to pay the equivalent value in money. The bond terms and conditions may also provide that own shares of the Company will be granted upon conversion or exercise of warrants.

(4) Option or conversion price, protection against dilution

The option or conversion price must, even if the following provisions for protection against dilution are applied, be equivalent to at least 80 percent of the average price of the shares of the Company in the Xetra closing auction (or a comparable successor system) on the Frankfurt Stock Exchange during the ten trading days prior to the date on which the Executive Board has resolved to issue the bonds 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. § 9 (1) AktG remains unaffected.

The option or conversion price may, without prejudice to § 9 (1) AktG, on the basis of an anti-dilution clause as provided for in more detail in the terms and conditions of the bonds, be adjusted if the Company increases the share capital at any time before expiration of the option or conversion period while granting a pre-emptive right to the shareholders or issues or guarantees additional bonds without granting a pre-emptive right to the holders and/or creditors of existing option rights or convertible bonds. The terms and conditions of the bonds 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.

(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, subscription and/or conversion ratio, obligation to convert, additional cash payment, elimination or consolidation of fractions, cash payment instead of delivery of shares, delivery of own shares instead of issuing new shares, option and/or conversion price, anti-dilution provisions and option and/or conversion period.

b) Cancellation of the authorization to issue bonds with warrants and/or convertible bonds and of the Contingent Capital I 2007 in an amount of EUR 35,875,598.00 pursuant to Article 4 clause 2.4 of the Articles of Association

The authorization to issue bonds with warrants and/or convertible bonds resolved by the General Meeting on May 22, 2007, as amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 h)), and the Contingent Capital I 2007 resolved by the General Meeting on May 22, 2007, as amended by the General Meeting on May 14, 2008 and provided for in Article 4 clause 2.4 of the Articles of Association are cancelled upon effectiveness of the new Contingent Capital 2010.

c) Contingent capital increase

The share capital shall be conditionally increased by up to EUR 40,266,870.00 by issuing up to 40,266,870 new registered no-par value 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 bonds with warrants and/or convertible bonds which will be issued against cash contributions by the Company or any company in which the Company owns a majority interest, either directly or indirectly, based on the authorization resolved by the General Meeting on May 18, 2010 (agenda item 10). Such 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 or obligations. 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 2010).

d) Amendment of the Articles of Association

Article 4 clause 2.4 of the Articles of Association is revised as follows:

"2.4 The share capital is conditionally increased by up to EUR 40,266,870.00 by issuing up to 40,266,870 new registered no-par value 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 bonds with warrants and/or convertible bonds which will be issued against cash contributions by the Company or any company in which the Company owns a majority interest, either directly or indirectly, based on the authorization resolved by the General Meeting on May 18, 2010 (agenda item 10).

Such 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 or obligations. 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 2010)."

The Supervisory Board shall be authorized to amend the formal wording of the Articles of Association in Article 4 to reflect utilization of the Contingent Capital 2010. This applies also in the event of non-utilization of the authorization to issue bonds with warrants and/or convertible bonds after expiration of the authorization period and in the event of non-utilization of the Contingent Capital 2010 after expiration of all option and/or conversion periods.

Report by the Executive Board on agenda item 10 in accordance with § 221 (4) sentence 2, § 186 (4) sentence 2 AktG

An appropriate capitalization is an essential basis for the Company's development. Bonds with warrants and convertible bonds ("Bonds") are important instruments 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. By resolution of the General Meeting on May 22, 2007 the Executive Board of AIXTRON Aktiengesellschaft has been authorized to issue such bonds with warrants and convertible bonds with the approval of the Supervisory Board. The authorization to issue bonds with warrants and/or convertible bonds resolved by the General Meeting on May 22, 2007, as amended in connection with the conversion to registered shares by resolution of the General Meeting on May 14, 2008 (agenda item 6 h)), was based on the jurisprudence of some lower and higher courts requiring that a concrete conversion/option price be specified in such resolutions while rejecting the previous practice of determining the basis for calculating a minimum issue price. In the meantime both the German Federal Court and legislation have clarified this issue and established legal certainty, thus providing a commercially reasonable framework. In order to enable the Company to benefit from this framework, the authorization granted by the General Meeting on May 22, 2007 and amended by the General Meeting on May 14, 2008 is to be replaced and extended by a new authorization to issued bonds with warrants and/or convertible bonds with a flexible (minimum) option and/or conversion price. The Executive Board is therefore to be authorized to issue bonds with the approval of the Supervisory Board and Contingent Capital 2010 is to be resolved. Parallel thereto, the Contingent Capital I 2007 set forth in Article 4 clause 2.4 of the Articles of Association is to be cancelled because no convertible bonds or bonds with warrants were issued under the authorization granted by the General Meeting on May 22, 2007 and amended by the

General Meeting on May 14, 2008 so that the Contingent Capital I 2007 has not been utilized. Such Contingent Capital I 2007 is to be replaced by Contingent Capital 2010 to be resolved by the General Meeting.

The proposed authorization will allow the Company to issue bonds with warrants and/or convertible bonds in a total nominal amount of up to EUR 1,200,000,000.00. For the purpose of satisfying option and conversion rights arising from such bonds and/or to fulfill conversion obligations, shares with a pro rata share in the share capital of up to EUR 40,266,870.00, i.e. up to 40,266,870 shares, will be available.

The shareholders will in principle have statutory pre-emptive rights with respect to the bonds, enabling them to invest capital in the Company and to maintain their proportionate shareholding in the Company. In order to facilitate the handling, the possibility that the bonds may also be underwritten by a bank or a banking syndicate with the obligation to offer them to the shareholders for subscription is to be provided for. However, in line with statutory provisions, the Executive Board is to be authorized to exclude the pre-emptive rights of shareholders in certain circumstances with the approval of the Supervisory Board:

– Firstly, in analogous application of § 186 (3) sentence 4 AktG the Executive Board is to be authorized to exclude the shareholders' pre-emptive rights with the approval of the Supervisory Board if the bonds are issued against cash payment and the issue price of the bonds is not significantly lower than the market value which has been estimated by using accepted discounted cash flow methods (§ 221 (4) sentence 2 in conjunction with § 186 (3) sentence 4 AktG). This exclusion of pre-emptive rights is necessary for a quick placement of the bonds in a favorable market environment. The Company will then be flexible to respond quickly to favorable capital market situations and to achieve through near-market conditions better terms regarding determination of interest rate and issue price for the bonds. This would not be possible to the same extent if the statutory pre-emptive rights were not excluded. The subscription period makes it more difficult to respond to a favorable market environment quickly. Moreover, if a subscription right is granted, a successful placement with third parties is endangered or involves higher costs because of the uncertainty whether or not this right will be exercised. The interests of the shareholders will be safeguarded by issuing the bonds at an issue price that is not significantly lower than their market value so that the value of the pre-emptive right will practically be close to zero. Shareholders wishing to maintain their percentage of the share capital can achieve this by purchasing additional shares through the stock exchange.

  This authorization to exclude pre-emptive rights is limited to bonds with rights to shares not exceeding an amount of 10 percent of the share capital. In calculating this limit, those shares which are issued or used as of May 18, 2010 (for instance from authorized capital) until the end of

the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG shall be included. These inclusions take into account anti-dilution protection and adequately safeguard the interests of shareholders in terms of assets and voting rights.

- In addition, it should be possible to exclude pre-emptive rights in order to be able to use fractions resulting from any issuance where in principle the shareholders would have a pre-emptive right. The exclusion of the pre-emptive right regarding fractions is reasonable and usual in order to be able to establish a practicable subscription ratio. The costs of subscription rights trading are disproportionate as regards the benefit derived by shareholders. The potential dilutive effect is minimal due to the limitation to fractions. Bonds representing fractions for which pre-emptive rights are excluded will be sold at best for the Company.

- It should further be possible to exclude pre-emptive rights for protection against dilution insofar as this is necessary to grant the holders and/or creditors of option or conversion rights arising from bonds with warrants or convertible bonds which were or will be issued by the Company and/or its subsidiaries a pre-emptive right in the amount to which they would be entitled after exercise of the option or conversion rights or fulfillment of conversion obligations. In order to facilitate the placement of bonds, the terms and conditions of bonds provide as a rule for protection against dilution. One of the possibilities to ensure protection against dilution is to grant the holders and/or creditors of bonds in subsequent issues a right to subscribe for bonds. The burden on current shareholders would be limited insofar as those entitled to subscribe will be placed in such a position as if they had exercised their subscription rights and were already shareholders of the Company. When holders and/or creditors of option rights or conversion rights that already exist are granted a right of subscription, an adjustment of the option price or conversion price for such holders and/or creditors in order to protect against dilution in the event that the authorization is exercised can be prevented, if the terms and conditions of the bonds in question provide for this. Such an adjustment would be more complicated to handle and more costly for the Company. It would also be conceivable to issue bonds without protection against dilution which would, however, be significantly less attractive for the market.

There are currently no concrete plans to make use of the authorization to issue bonds with warrants and/or convertible bonds. The Executive Board will carefully examine in each specific case whether it should make use of the authorization to implement a capital increase while excluding the pre-emptive rights of shareholders with the approval of the Supervisory Board. 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.

The Executive Board will report on the utilization of the authorization to the next General Meeting.

11. Resolution on amendments of the Articles of Association in accordance with the Act on the Implementation of the Shareholders' Rights Directive (ARUG)

As a result of the Act on the Implementation of the Shareholders' Rights Directive (*Gesetz zur Umsetzung der Aktionärsrechterichtlinie*) of July 30, 2009 (ARUG), among others the provisions of the German Stock Corporation Act regarding the notice period for calling a General Meeting, the period for giving notice of attendance, the appointment of proxies to exercise voting rights and regarding the transmission of General Meetings with picture and sound have changed. The ARUG also allows shareholders to attend General Meetings and to exercise shareholder rights by way of electronic communication (so called online attendance) and to vote in written form or by way of electronic communication (absentee vote), if the articles of association in question provide for this. The Articles of Association of the Company are to be adjusted to these changes of the German Stock Corporation Act. Furthermore, text form is in principle to be provided for giving notice of attendance and for the appointment and revocation of proxy including proof to the Company of such proxy.

a) The Executive Board and the Supervisory Board propose resolving that:

Article 19 of the Articles of Association is deleted and shall read as follows:

"§ 19
Calling of the General Meeting

The General Meeting will be called by the Executive Board or by the Supervisory Board. The General Meeting shall be called at least thirty days in advance of the date of the respective meeting. The minimum notice period set forth in sentence 2 will be extended by the days of the period for giving notice of attendance (Article 20 clause 2 sentence 1)."

b) The Executive Board and the Supervisory Board propose resolving that:

Article 20 clause 2 of the Articles of Association is deleted and shall read as follows:

"2. Notice of attendance must be received by the Company at the address indicated for such purpose in the notice of the General Meeting in text form (in German or English) or, if so decided by the Executive Board, electronically as provided for in more detail in the notice of the General Meeting at least six days prior to the date of the General Meeting, provided that the date of the General Meeting and the date of receipt will not be counted for this purpose (period for giving notice of attendance). In the last six days before the General Meeting and on the day of the General Meeting itself deletions from and new entries into the share register will not take place."

c) The Executive Board and the Supervisory Board propose resolving that:

The following clause 4 shall be added in Article 20 of the Articles of Association:

"4. The Executive Board is authorized to provide that shareholders may also attend the General Meeting without being present at the place where it is held and without appointing a proxy and will be entitled to exercise all or any of their rights, in full or in part, by way of electronic communication (online attendance). The Executive Board is also authorized to determine provisions regarding the extent and procedure of attendance and exercise of rights according to sentence 1. These provisions will be published together with the notice of the General Meeting."

d) The Executive Board and the Supervisory Board propose resolving that:

The following clause 4 shall be added in Article 21 of the Articles of Association:

"4. The person presiding over the General Meeting is authorized to decide that the General Meeting may be transmitted with picture and sound in part or in full in a manner as determined in more detail by such person. Transmission may also be in a form to which the general public has unrestricted access."

e) The Executive Board and the Supervisory Board propose resolving that:

Article 23 clause 2 of the Articles of Association is deleted and shall read as follows:

"2. The voting right may be exercised by proxy. The appointment and revocation of proxy and proof to the Company of such proxy must be in text form. The notice of the General Meeting may also determine a less strict form. The Company will offer at least one way of electronic communication for transmission of proof. Further details will be published together with the notice of the General Meeting. § 135 of the German Stock Corporation Act remains unaffected."

f) The Executive Board and the Supervisory Board propose resolving that:

The following clause 3 shall be added in Article 23 of the Articles of Association:

"3. The Executive Board is authorized to provide that shareholders may also cast their votes without attending the General Meeting, in writing or by way of electronic communication (absentee vote). Such authorization includes the right to determine provisions regarding

the procedure. These provisions will be published together with the notice of the General Meeting."

12. Resolution regarding the conversion of AIXTRON Aktiengesellschaft, Herzogenrath, into an European Company (*Societas Europaea*, SE); appointment of the members of the first Supervisory Board of the SE; appointment of the auditors of the annual financial statements and the consolidated financial statements for the first fiscal year of the SE

The Executive Board and the Supervisory Board propose resolving the following, with only the Supervisory Board, as provided for in § 124 (3) sentence 1 AktG, submitting the proposal upon recommendation of its audit committee to appoint the auditors of the annual financial statements and the consolidated financial statements for the first fiscal year of the future AIXTRON SE (clause 11.2 of the conversion plan) and only the Supervisory Board submitting the proposal upon recommendation of its nomination committee to appoint the members of the first Supervisory Board of the future AIXTRON SE (clause 7.2 of the conversion plan and Article 11 clause 3 of the Articles of Association of the future AIXTRON SE attached to the conversion plan proposed to be resolved):

The conversion plan of March 23, 2010 (Notarial File of the Notary Thomas Karl Müsgen with offices in Aachen, UR-Nr. 285 / 2010 M) regarding the conversion of AIXTRON Aktiengesellschaft into an European Company (*Societas Europaea*, SE) is approved. The Articles of Association of AIXTRON SE attached to the conversion plan are adopted.

The Executive Board is instructed to file an application for registration of Article 4 clause 2.1 of the articles of association of AIXTRON SE attached to the conversion plan in the commercial register only after the resolution regarding item 8 of this agenda has been registered in the commercial register. The Executive Board is instructed to file an application for registration of Article 4 clause 2.2 of the articles of association of AIXTRON SE attached to the conversion plan in the commercial register only after the resolution regarding item 9 of this agenda has been registered in the commercial register. The Executive Board is instructed to file an application for registration of Article 4 clause 2.4 of the articles of association of AIXTRON SE attached to the conversion plan in the commercial register only after the resolution regarding item 10 of this agenda has been registered in the commercial register.

The conversion plan and the Articles of Association of AIXTRON SE attached thereto in **Annex I** read as follows:

CONVERSION PLAN

pursuant to Art. 37 para. 4 of the Regulation EC no. 2157/2001 on the Statutes of the *Societas Europaea*, OJEC L294 dated 10 November 2001, p. 1 ("SE-Reg")

for the conversion of form of

AIXTRON Aktiengesellschaft,

Kaiserstraße 98, D-52134 Herzogenrath, Germany,

registered with the Commercial Register of the Local Court [*Amtsgericht*]
Aachen under HRB 7002
– hereinafter "AIXTRON AG" –

into the

legal form of a Societas Europaea (SE)
– hereinafter "AIXTRON SE" –

(AIXTRON AG and AIXTRON SE are also referred to hereinafter as the "Company")

Preamble

AIXTRON AG is a stock corporation [*Aktiengesellschaft*] under German law listed on the stock exchange with its registered office and main administrative offices in Herzogenrath, Germany. AIXTRON AG constitutes the upper level of the AIXTRON Group and directly holds participations in AIXTRON Inc. (United States of America), AIXTRON Ltd. (United Kingdom), AIXTRON Korea Co. Ltd. (South Korea), AIXTRON Taiwan Co. Ltd. (Taiwan), AIXTRON AB (Sweden) and AIXTRON KK (Japan) (the "AIXTRON Group"). The AIXTRON Group is a leading supplier of deposition equipment for the semi conductor industry.

AIXTRON AG is supposed to be converted into an European Company (*Societas Europaea*, SE) pursuant to Art. 2 para. 4 in conjunction with Art. 37 SE-Reg. The legal form of the SE is the only supranational legal form based on European law which is available for a company with its registered office in Germany and registered on the stock exchange.

The Executive Board of AIXTRON AG is convinced that the change in legal form represents a further step in the direction of developing the business which follows on the successful expansion of the international business activity of the AIXTRON Group and the strong growth in previous years. The supranational legal form also promotes an open international corporate culture. The registered office of the Company is supposed to remain in Germany.

Now, therefore, the Executive Board of AIXTRON AG is establishing the following Conversion Plan in accordance with Art. 37 para. 4 SE-Reg:

1. Conversion of AIXTRON AG into AIXTRON SE

1.1 AIXTRON AG will be converted into an European Company (*Societas Europaea*, SE) pursuant to Art. 2 para. 4 in conjunction with Art. 37 SE-Reg.

1.2 Among others, AIXTRON AG has had a subsidiary which is governed by the law of another Member State in the European Union, namely the law of the United Kingdom, for more than two years in the form of AIXTRON Ltd. (previously Thomas Swan Scientific Equipment Ltd.) with its registered office in Swavesey/Cambridge, United Kingdom, registered on 17 August 1999 under the name Alphawhiz Ltd. in the Registrar of Companies under the no. 03827293. AIXTRON AG acquired all shares in this company on 13 September 1999. Thus, the necessary prerequisite for a conversion of AIXTRON AG into an SE under Art. 2 para. 4 in conjunction with Art. 37 SE-Reg is satisfied.

1.3 The conversion will take effect upon the registration of the conversion with the commercial register of the Company (the "Conversion Date"). The conversion of AIXTRON AG into an SE results neither in the dissolution of the Company nor the establishment of a new legal entity.

1.4 As of the Conversion Date, the shareholders of AIXTRON AG will become shareholders in AIXTRON SE. The participations of the shareholders in the Company continue to exist unchanged due to the legal entity remaining the same. The shareholders will participate in the share capital of AIXTRON AG in the same scope and with the same number of shares as was the case with their participations in the share capital of AIXTRON AG prior to the

conversion taking effect. The mathematical portion of each share in the share capital will remain the same as at the time the conversion takes effect. All shares in AIXTRON AG are registered shares and will become registered shares in AIXTRON SE. The shares in AIXTRON AG are certificated in share certificates representing multiples of shares ("Global Shares"). These Global Shares will be replaced by Global Shares representing AIXTRON SE.

2. Company name, registered office, articles of association

2.1 The company name of AIXTRON SE is "AIXTRON SE".

2.2 The registered office of AIXTRON SE is in Herzogenrath, Germany. That is also the location of its main administrative offices.

2.3 AIXTRON SE will receive the articles of association attached as **Annex I** which constitute a component of this Conversion Plan.

3. Share capital, authorized capital and conditional capital, authorization to acquire treasury stock

3.1 The entire share capital of AIXTRON AG in the amount existing as of the Conversion Date and as allocated at that time as well as the amount of the share capital attributable to each individual share (§ 4 Clause 1 of the articles of association of AIXTRON AG) will become the share capital of AIXTRON SE. The authorized and conditional capital of AIXTRON AG in the amount existing as of the Conversion Date (§ 4 Clause 2.1, Clause 2.2, Clause 2.3, Clause 2.4, Clause 2.5 and Clause 2.6 of the articles of association of AIXTRON AG) will become the authorized and conditional capital of AIXTRON SE.

3.2 As of the Conversion Date, the amount of share capital mentioned in § 4 Clause 1 of the articles of association of AIXTRON SE with the allocation of shares corresponds to the amount of share capital with the allocation in registered shares set forth in § 4 Clause 1 of the articles of association of AIXTRON AG. The share capital of AIXTRON AG is currently (status: 9 February 2010) EUR 100,667,177.00. This does not take into account any potential increases in capital using authorized or conditional capital in the period of time between 9 February 2010 and the Conversion Date. The share capital is divided into 100,667,177 registered shares each representing a portion of the share capital of EUR 1.00.

3.3 As of the Conversion Date, the amount of the authorized capital under § 4 Clause 2.1 of the articles of association of AIXTRON SE corresponds to the amount of the authorized capital under § 4 Clause 2.1 of the articles of association of AIXTRON AG. The Executive Board of AIXTRON AG is authorized, subject to the consent of the Supervisory Board, under § 4 Clause 2.1 of the currently applicable articles of association of AIXTRON AG (status: 9 February 2010) to increase the share capital by 17 May 2010 either at one time or several times by up to a total amount of EUR 35,919,751.00 in exchange for cash contributions and/or contributions in kind by issuing new no-par registered shares representing a proportionate amount in the share capital of EUR 1.00 per share (Authorized Capital I).

A proposal will be made to the general shareholders meeting of AIXTRON AG under agenda point 8 of the agenda for the invitation to the general shareholders meeting on 18 May 2010 to strike § 4 Clause 2.1 of the currently applicable articles of association relating to the Authorized Capital I and to authorize the Executive Board of AIXTRON AG, subject to the consent of the Supervisory Board, to increase the share capital by 17 May 2015 once or in installments at several times by an amount of up to EUR 40,266,870.00 in exchange for cash contributions and/or contributions in kind by issuing new registered shares (Authorized Capital I). At the same time, the articles of association of AIXTRON AG are supposed to be amended accordingly in § 4 Clause 2.1. Reference is made to the proposal of the Executive Board and the Supervisory Board for a resolution as well as to the report of the Executive Board on agenda point 8 in the agenda for the invitation to the general shareholders meeting on 18 May 2010. If the general shareholders meeting follows this proposal for a resolution, this new authorization as well as the corresponding amendment of § 4 Clause 2.1 of the articles of association of AIXTRON AG will continue to apply for the future AIXTRON SE upon the resolution taking effect, and the previous authorization in § 4 Clause 2.1 of the currently applicable articles of association of AIXTRON AG will be striked.

3.4 As of the Conversion Date, the regulation on the authorized capital or the amount of the authorized capital pursuant to § 4 Clause 2.2 of the articles of association of AIXTRON SE corresponds to the regulation on authorized capital or the amount of the authorized capital under § 4 Clause 2.2 of the articles of association of AIXTRON AG. The currently applicable articles of association of AIXTRON AG (status: 9 February 2010) does not provide for any authorization of the Executive Board to increase the share capital under § 4 Clause 2.2.

A proposal will be made to the general shareholders meeting of AIXTRON AG under agenda point 9 of the agenda for the invitation to the general shareholders meeting on 18 May 2010 to authorize the Executive Board of AIXTRON AG, subject to the consent of the Supervisory Board, to increase the share capital by 17 May 2015 once or in installments by an amount of up to EUR 10,066,717.00 in exchange for cash contributions by issuing new registered shares (Authorized Capital II). Reference is made to the proposal of the Executive Board and the Supervisory Board for the resolution and to the report of the Executive Board on agenda point 9 of the agenda for the invitation to the general shareholders meeting on 18 May 2010. At the same time, the articles of association of AIXTRON AG are supposed to be amended accordingly in § 4 Clause 2.2. If the general shareholders meeting follows this proposal for a resolution, this new authorization and the corresponding amendment in § 4 Clause 2.2 of the articles of association of AIXTRON AG will continue to apply unchanged for the future AIXTRON SE upon the resolution taking effect.

3.5 As of the Conversion Date, the value and number of the shares in the conditional capital under § 4 Clause 2.3 of the articles of association of AIXTRON SE corresponds to the value and the number of the shares in the conditional capital under § 4 Clause 2.3 of the articles of association of AIXTRON AG. The share capital of AIXTRON AG has been conditionally increased under § 4 Clause 2.3 of the currently applicable articles of association of AIXTRON AG (status: 9 February 2010) into up to 1,926,005.00 and up to 1,926,005 registered shares. The conditional capital increase serves to grant subscription rights to members of the Executive Board and employees of the Company as well as to the member of management in affiliated enterprises and employees in affiliated enterprises on the basis of stock option programs in accordance with the resolution of the general shareholders meeting dated 26 May 1999.

3.6 As of the Conversion Date, the value and number of the shares in the conditional capital under § 4 Clause 2.4 of the articles of association of AIXTRON SE corresponds to the value and the number of shares in the conditional capital under § 4 Clause 2.4 of the articles of association of AIXTRON AG. The share capital of AIXTRON AG has been conditionally increased in § 4 Clause 2.4 of the currently applicable articles of association of AIXTRON AG (status: 9 February 2010) by up to EUR 35,875,598 by issuing up to 35,875,598 new registered shares (Conditional Capital I 2007). The conditional capital increase serves to grant shares to holders of or creditors under bonds with warrants attached and/or convertible bonds which have been issued by the Company or by companies in which the majority belongs directly or indirectly to the Company on the basis of the authorization of the general shareholders meeting dated 22 May 2007.

A proposal will be made to the general shareholders meeting of AIXTRON AG under agenda point 10 of the agenda for the invitation to the general shareholders meeting on 18 May 2010 to cancel the authorization of the general shareholders meeting dated 22 May 2007 for the issuance of bonds with warrants attached and/or convertible bonds and the Conditional Capital I 2007 in § 4 Clause 2.4 of the currently applicable articles of association and to authorize the Executive Board of AIXTRON AG, subject to the consent of the Supervisory Board, to issue bonds with warrants attached and/or convertible bonds in a total nominal amount of up to EUR 1,200,000,000.00 and to conditionally increase the share capital by up to EUR 40,266,870.00 by issuing up to 40,266,870 new registered shares with a right to participate in profits commencing as of the start of the respective fiscal year in which they are issued (Conditional Capital 2010). At the same time, the articles of association of AIXTRON AG are supposed to be amended accordingly in § 4 Clause 2.4. Reference is made to the proposal for resolution from the Executive Board and the Supervisory Board and to the report of the Executive Board on agenda point 10 of the agenda for the invitation to the general shareholders meeting on 18 May 2010. If the general shareholders meeting follows this proposal for a resolution, this new authorization and the Conditional Capital 2010 as well as the cancellation of the authorization contained previously in § 4 Clause 2.4 of the currently applicable articles of association of AIXTRON AG and the cancellation of the Conditional Capital I 2007 as well as the corresponding amendment to § 4 Clause 2.4 of the articles of association of AIXTRON AG will continue to apply for the future AIXTRON SE upon the resolution taking effect.

3.7 As of the Conversion Date, the value and number of the shares in the conditional capital under § 4 Clause 2.5 of the articles of association of AIXTRON SE corresponds to the number of the shares in the conditional capital under § 4 Clause 2.5 of the articles of association of AIXTRON AG. The share capital of AIXTRON AG has been increased pursuant to § 4 Clause 2.5 of the currently applicable articles of association of AIXTRON AG by up to EUR 1,247,197.00 divided in an amount of up to 1,247,197 registered shares. The conditional capital increase serves to grant subscription rights to members of the Executive Board of the Company and members of the management of affiliated enterprises as well as to employees of the Company and employees of affiliated enterprises on the basis of stock option programs in accordance with the resolution of the general shareholders meeting dated 22 May 2002.

3.8 As of the Conversion Date, the value and number of the shares in the conditional capital under § 4 Clause 2.6 of the articles of association of AIXTRON SE corresponds to the value and the number of shares in the conditional capital under § 4 Clause 2.6 of the articles of association of AIXTRON AG. The share capital of AIXTRON AG has been conditionally increased under § 4 Clause 2.6 of the currently applicable articles of association of

AIXTRON AG by up to EUR 3,919,374 by issuing up to 3,919,374.00 registered shares (Conditional Capital II 2007). The conditional capital increase serves to secure subscription rights under stock options in accordance with the resolution of the general shareholders meeting dated 22 May 2007.

3.9 If AIXTRON AG makes use of authorized or conditional capital prior to the Conversion Date, the respective scope of authorization for increasing the share capital (§ 4 Clause 2.1, Clause 2.2, Clause 2.3, Clause 2.4, Clause 2.5 and Clause 2.6 in the articles of association of AIXTRON AG) will be reduced, and the number for the share capital as well as the statements on the number of shares (§ 4 Clause 1 of the articles of association of AIXTRON AG) will increase accordingly. Any capital measures resolved by the general shareholders meeting prior to the Conversion Date will apply equally for AIXTRON SE.

3.10 A proposal will be made to the general shareholders meeting of AIXTRON AG under agenda point 7 of the agenda for the invitation to the general shareholders meeting on 18 May 2010 to authorize the Company to acquire treasury stock in accordance with § 71 para. 1 no. 8 German Stock Corporations Act [*Aktiengesetz*, "AktG"] within the statutory limits until 17 May 2015 in a total amount of up to 10 percent of the share capital existing as of the date of adopting the resolution under certain further conditions also contained in the authorization. Furthermore, the Supervisory Board is supposed to be authorized to apply treasury stock to certain purposes determined in the authorization upon receiving the consent of the Supervisory Board. Reference is made to the proposal for the resolution from the Executive Board and the Supervisory Board and the report of the Executive Board of AIXTRON AG in accordance with § 71 para. 1 no. 8 in conjunction with § 186 para. 3 sentence 4 and para. 4 sentence 2 AktG concerning agenda point 7 of the agenda for the invitation to the general shareholders meeting on 18 May 2010. If the general shareholders meeting follows this proposal for a resolution, these authorizations will continue to apply without any change for the future AIXTRON SE, especially with regard to the permissible exclusion of subscription rights under the authorizing resolution in the context of using treasury stock. If the general shareholders meeting rejects the proposal for a resolution under agenda point 7 of the agenda for the invitation to the general shareholders meeting on 18 May 2010, the previous authorization issued by the general shareholders meeting on 20 May 2009 which applies until 19 November 2010 for acquiring treasury stock as well as the authorization of the Executive Board of AIXTRON AG to apply treasury stock will continue to apply unchanged for AIXTRON SE.

3.11 The Supervisory Board of AIXTRON SE is authorized by the general shareholders meeting to make any amendments which concern the formal wording to the version of the articles of association of AIXTRON SE attached as Annex I prior to registration of the conversion of corporate form.

4. Offer for cash compensation

Shareholders objecting to the conversion of corporate form will not be offered any cash compensation because such an offer of cash compensation is not required under the law.

5. Holders of special rights and holders of other securities

5.1 On the basis of the general shareholders meeting dated 26 May 1999, AIXTRON AG has granted both members of the Executive Board and employees of AIXTRON AG as well as members of the management and employees of affiliated enterprises subscription rights to stock under a stock option program ("Stock Option Program 1999"), which initially grants an entitlement to subscribe to up to 250,000 shares representing a par value of DM 5.00 each. In order to service the stock options granted under the Stock Option Program 1999, the share capital of the Company was conditionally increased in the year 1999 by DM 1,250,000.00. As a result of subsequent adjustments, the subscription entitlement under the Stock Option Program 1999 was increased to 3,000,000 shares; the capital was also conditionally increased accordingly by EUR 3,000,000.00. The options were granted in four annual tranches (1999, 2000, 2001, 2002), which could each be exercised upon expiration of the second year after being granted. The period of time in which the exercise of the options could take place under regular conditions has expired in the meantime. Notwithstanding satisfaction of these conditions, the stock options can, however, be exercised after the expiration of 15 years after being issued. In accordance with the terms and conditions in the Stock Option Program 1999, the options are issued with an exercise price in the amount of the average closing price in the last 20 trading days on the Frankfurt securities exchange prior to the date on which they were granted. The new shares participate in the profits in each case as of the commencement of the fiscal year in which they come into existence as the result of exercising the subscription rights. As of 31 December 2009, there are still 1,133,744 options outstanding for the purchase of 1,802,952 registered shares which can be exercised beginning from the years 2014 through 2017 at an exercise price of between EUR 7.48 and EUR 67.39 (rounded) per share.

5.2 On the basis of the resolution of the general shareholders meeting dated 22 May 2002, AIXTRON AG has granted members of the Executive Board of the Company and members of the management of affiliated enterprises as well as employees of the Company and employees of affiliated enterprises subscription rights for shares under a stock option program (the "Stock Option Program 2002") which in total authorize subscription to as many as 3,511,495 shares. In order to service the stock options granted under the Stock Option Program 2002, the share capital of the Company was conditionally increased by EUR 3,511,495.00 in the year 2002. The options were granted in three annual tranches (2003, 2004, 2006). The options cease to exist 10 years after they were granted. In accordance with the terms and conditions of the Stock Option Program 2002, the options were issued at an exercise price in the amount of the average closing price in the last 20 trading days on the Frankfurt securities exchange prior to the date on which they were granted, plus a premium of 20 percent of the average closing price. The new shares participate in each case in the profits starting at the beginning of the fiscal year in which they come into existence as a result of exercise of the subscription rights. As of 31 December 2009, 960,984 options for the purchase of the same number of registered shares were outstanding. The exercise prices lie between EUR 3.10 and EUR 6.17 per share.

5.3 On the basis of the resolution of the general shareholders meeting dated 22 May 2007, AIXTRON AG has issued subscription rights to shares in the context of a stock option program (the "Stock Option Program 2007") which permit subscription up to a total amount of 3,919,374 registered shares. In order to service the stock options granted under the Stock Option Program 2007, the share capital of the Company was conditionally increased by EUR 3,919,374.00 in the year 1999. One half of the allocated shares can be exercised in this context after a waiting period of at least two years; a further 25 percent can be exercised after at least three years, and the remaining 25 percent after at least four years. The option ceases to exist 10 years after they were granted. In accordance with the terms and conditions of the Stock Option Program 2007, options were issued with an exercise price in the amount of 120 percent of the average closing price in the last twenty trading days on the Frankfurt securities exchange prior to the date on which they were granted. The new shares participate in the profits in each case starting at the beginning of the fiscal year in which they come into existence as a result of exercising the subscription rights. Under the Stock Option Program 2007 759,100 options were issued under a first tranche ("Tranche 2007"), in a second and third tranche, 779,000 and 778,850 options were issued ("Tranche 2008" and "Tranche 2009"). As of 31 December 2009, a total of 2,234,750 options for the purchase of the same number of registered shares were outstanding. The exercise prices lie between EUR 4.17 and EUR 24.60 (rounded) per share.

5.4 Upon acquisition of Genus, Inc. on 14 March 2005, the Company took over the Genus Incentive Stock Option Program 2000. On the date of acquiring Genus, Inc., options for purchasing 3,948,014 Genus shares were approved under this stock option program. These options were converted into options for the purchase of 2,013,487 AIXTRON American Depositary Shares ("AIXTRON-ADS"). Options granted prior to 3 October 2003 have a blocking period of three years and a term of five years after the subscription date. Options granted after 3 October 2003 have a blocking period of 4 years and a term of 10 years as of the subscription date. Further terms and conditions for the exercise do not exist. A total of 6,935 options for the purchase of AIXTRON-ADS were outstanding under this program on 31 December 2009.

5.5 The general shareholders meeting of AIXTRON AG authorized the Executive Board of AIXTRON AG under a resolution dated 22 May 2007 to issue, subject to the consent of the Supervisory Board, bonds with warrants attached and/or convertible bonds in a total nominal amount of up to EUR 500,000,000 having a limited term or an unlimited term at one time or on several times through the Company or through companies in which the majority is held directly or indirectly by the Company and to issue options and/or conversion rights to holders or creditors of bonds for a total amount of up to 35,875,598 registered shares in the Company representing a proportional amount in the share capital of up to EUR 35,875,598.00. In order to service the options and/or conversion rights, the share capital of the Company was conditionally increased in the year 2007 by EUR 35,875,598.00 (Conditional Capital I 2007). The Executive Board has so far not made use of this authorization. Aside from this, reference is made to Clause 3.6 of this Conversion Plan.

5.6 In the course of the conversion of corporate form, the entitled parties will receive a subscription right to shares in AIXTRON SE instead of shares in AIXTRON AG. The number of shares does not change as a result of the conversion of corporate form. Instead of shares in AIXTRON AG, shares in AIXTRON SE must be delivered in the future. AIXTRON-ADS to be delivered are supported in the future by shares in AIXTRON SE. Conditional capital which was created to secure subscription rights under the Stock Option Plans 1999, 2002 and 2007 will continue to exist in AIXTRON SE in accordance with Clause 3.5, Clause 3.7 and Clause 3.8 as well as Clause 3.9 of this Conversion Plan (see, § 4 Clause 2.3, Clause 2.5 and Clause 2.6 of the articles of association of AIXTRON SE).

6. Executive Board / management body

6.1 The offices of all members of the Executive Board of AIXTRON AG end upon the conversion taking effect.

6.2 Notwithstanding the responsibility of the future Supervisory Board of AIXTRON SE for making decisions in accordance with Art. 39 para. 2 SE-Reg, it is pointed out here that it can be assumed that the current members of the Executive Board of AIXTRON AG will be appointed as members of the Executive Board of AIXTRON SE. The current members of the Executive Board of AIXTRON AG are Paul K. Hyland (Chairman), Dr. Bernd Schulte and Wolfgang Breme.

7. Supervisory Board / supervisory body

7.1 Pursuant to § 11 of the articles of association of AIXTRON SE, a Supervisory Board will be established at AIXTRON SE which – as is the case at AIXTRON AG – consists of six members. All members of the Supervisory Board of AIXTRON SE will be elected by the general shareholders meeting. The members of the first Supervisory Board of AIXTRON SE will be appointed in the articles of association of AIXTRON SE in accordance with Art. 40 para. 2 sentence 2 SE-Reg.

7.2 The offices of the members of the Supervisory Board of AIXTRON AG end upon the conversion taking effect. The following individuals are supposed to be appointed as members of the first Supervisory Board of AIXTRON SE in accordance with § 11 Clause 3 of the articles of association of AIXTRON SE:

- Kim Schindelhauer, Aachen, graduate businessman,
- Dr. Holger Jürgensen, Aachen, physicist,
- Prof. Dr. Rüdiger von Rosen, Frankfurt am Main, executive member of the board, Deutsches Aktieninstitut e.V.,
- Joachim Simmroß, Hannover, graduate businessman,
- Karl-Hermann Kuklies, Duisburg, businessman, and
- Prof. Dr. Wolfgang Blättchen, Leonberg, member of the executive board of Blättchen & Partner AG.

Notwithstanding the responsibility of the Supervisory Board of AIXTRON SE, it is pointed out due to reasons of precaution that Mr. Kim Schindelhauer will most likely be elected as the Chairman of the Supervisory Board and that Mr. Dr. Holger Jürgensen will most likely be appointed as the Vice-chairman.

8. Special benefits

Due to reasons of precaution and notwithstanding the responsibilities of the Supervisory Board of AIXTRON SE, it is pointed out in this context that the members of the Executive Board of AIXTRON AG will most likely be appointed as members of the Executive Board of AIXTRON SE (see, Clause 6.2 of this Conversion Plan). Furthermore, it is pointed out that the current members of the Supervisory Board of AIXTRON AG will be appointed as members of the Supervisory Board of AIXTRON SE in the articles of association of AIXTRON SE (see, Clause 7.2 of this Conversion Plan).

9. Information on the procedure for agreeing about participation by the employees

9.1 In order to secure the acquired rights of the employees in AIXTRON AG to participate in corporate decisions, the procedure for the participation of employees must be carried out in connection with the conversion of corporate form into an SE in accordance with the German Act on the Participation of Employees in an European Company [*Gesetz über die Beteiligung der Arbeitnehmer in einer europäischen Gesellschaft*, "SEBG"] dated 22 December 2004 (German Official Journal of Statutes [*Bundesgesetzblatt*, "BGBl."] I p. 3686). The goal of this procedure is to conclude an agreement about the participation of the employees in the SE.

The procedure for involving the employees is characterized by the principle of protecting the acquired rights of the employees in AIXTRON AG. The scope of the participation of the employees in the SE will be defined by the terminology in § 2 para. 8 SEBG which in substance follows Art. 2 lit. h) of the Directive 2001/86/EC of the Council dated 8 October 2001 on supplementing the statute for the European Company with regard to the participation by the employees. Participation by the employees is, thus, the superior term for every procedure which enables the representatives of the employees to exercise influence on adopting resolutions within the Company. This includes especially information, being heard and co-determination. Information refers in this regard to the information for the works council of the SE or other employee representatives by the management of the SE about matters which relate to the SE itself, one of its subsidiaries

or any of its plants in another Member State or which go beyond the authority of the relevant corporate bodies at the level of the individual Member State. A hearing means, in addition to a response from the representatives of the employees about events relevant for decisions, the exchange of ideas between the representatives of the employees and the corporate management and consultation with the goal of reaching an agreement, whereby the corporate management, however, remains free in reaching its decision. The co-determination relates either to the right of appointing or electing members of the Supervisory Board or, in the alternative, proposing members for the Supervisory Board or objecting to proposals from third parties.

9.2 At the present time, AIXTRON AG has a Supervisory Board with six members. The Supervisory Board of AIXTRON AG does not have any employee representatives; there are no rights of co-determination either on the basis of the German Act on the One-Third Participation of Employees and Supervisory Boards [*Gesetz über die Drittelbeteiligung der Arbeitnehmer im Aufsichtsrat*] or under the German Act on the Co-Determination by Employees [*Gesetz über die Mitbestimmung der Arbeitnehmer*].

9.3 Regarding employee information and consultation a works council has been established at AIXTRON AG at the plant in Herzogenrath in Germany. There is no speaker's committee. At the European level, the employees in the AIXTRON Group are currently not organized, and there is especially no European works council under the provisions in the German Act on European Works Councils [*Gesetz über Europäische Betriebsräte*].

9.4 The initiation of the process for involving the employees occurs in accordance with the provisions in the SEBG. § 4 SEBG provides that the management of the company involved in establishing the SE (in this case: the Executive Board of AIXTRON AG) must call upon the employees to establish a Special Negotiating Body and inform the employees or their relevant employee representatives about the contemplated conversion of corporate form. The process must be initiated unsolicited by providing this required information to the employee representatives or the employees and at the latest without undue delay after disclosure of the Conversion Plan by the Executive Board of AIXTRON AG. As a company subject to German law, AIXTRON AG must submit the Conversion Plan electronically to the relevant commercial register in Aachen for the purpose of disclosure (see, Art. 37 para. 5 SE-Reg in conjunction with § 12 para. 1 German Commercial Code [*Handelsgesetzbuch*, "HGB"], Art. 15 para. 1 SE-Reg in conjunction with § 14 AktG). The required information for the employees or their relevant representatives extends especially to the following pursuant to § 4 para. 3 SEBG: (i) the identity and structure of AIXTRON AG, the subsidiaries affected by the establishment of the SE and the plants affected by the establishment of the SE and how this is distributed among the Member States; (ii) the

employee representative bodies existing in these companies and plants, (iii) the number of the employees respectively employed in these companies and plants and the resulting total number of employees employed in a Member State, and (iv) the number of employees who have co-determination rights in the corporate bodies of these companies.

9.5 The law provides that the employees or their relevant employee representatives are supposed to elect the members of the Special Negotiating Body within ten weeks after the commencement of the process by means of the required information.

The responsibility of the Special Negotiating Body is to negotiate with the corporate management the structure of the process for involvement and the determination of the participation rights of the employees in the SE.

The members of the Special Negotiating Body are representatives of the employees from all Member States in the EU and the treaty states in the EER in which the companies in the AIXTRON Group have employees.

The establishment and the composition of the Special Negotiating Body is governed in principle by German law (§ 4 through § 7 SEBG). The allocation of the seats in the Special Negotiating Body to the individual Member States of the EU and the treaty states in the EER in which the AIXTRON Group has employees is regulated in § 5 para. 1 SEBG for establishing the SE with its registered office in Germany. The allocation of the seats is in accordance with the following general rule:

Each Member State of the EU and each treaty state in the EER in which the companies in the AIXTRON Group have employees receives at least one seat. The number of the seats allocated to a Member State in the EU or a treaty state in the EER is increased in each case by one seat to the extent that the number of the employees in this Member State of the EU or treaty state of the EER in each case exceeds a threshold of 10 percent, 20 percent, 30 percent etc. of all employees of the AIXTRON Group in the Member States of the EU and the treaty states of the EER. For the purpose of allocating the seats, as a general rule the date when the information is given to the employees or the employee representatives about the planned establishment of an SE is the basis (see, § 4 para. 4 SEBG).

Based on the number of employees in the AIXTRON Group in the individual Member States of the EU and the treaty states of the EER as of 28 February 2010, the following allocation of seats results:

Country	Number of employees	Percentage of the total number of employees (rounded)	Delegated to the Special Negotiating Body
Germany	450	83.5	9
United Kingdom	82	15.2	2
Sweden	7	1.3	1
Total	539	100	12

The respective national law controls the election or appointment of the members in the Special Negotiating Body form the individual Member States of the EU and the treaty states in the EER. The election or appointment of the members as well as the establishment of the Special Negotiating Body as a general rule is the responsibility of the employees and their relevant employee representatives and the unions responsible for them, respectively.

Pursuant to § 8 para. 1 sentence 1 SEBG, the members of the Special Negotiating Body attributable to the employees of the companies, subsidiaries and plants affected in Germany by the establishment are elected by an electoral body in a secret and direct election. The electoral body represents as a general rule under § 8 para. 2 sentence 2 SEBG also those employees who have not elected a works council in their plants or companies.

The composition of the electoral body is governed by the existing employee representatives in the company involved in the establishment, a subsidiary affected by the establishment of the SE or a plant affected by the establishment of the SE. As a general rule, the employee representative bodies existing at the respective highest level under works constitution law are supposed to assume the task of the election. If, as is the case upon the conversion of corporate form of AIXTRON AG into an SE, only one German company is involved in establishing the SE, the electing body consists either of the members of the general works council or, to the extent such a general works council does not exist, the members of the works council or works councils (§ 8 para. 3 SEBG). Since only one works council exists at AIXTRON AG for the plant in Herzogenrath, the

electing body for the election of the German members of the Special Negotiating Body must be established from among the members of this works council.

Employees of the companies and plants as well as union representatives can be elected to the Special Negotiating Body. A substitute member must be elected for each member. If the Special Negotiating Body consists of more than two members from Germany, every third member must be appointed at the suggestion of the union represented in the operations of AIXTRON AG (see, § 6 para. 3 in conjunction with § 8 para. 1 sentence 2 SEBG). If there are more than six members from Germany in the Special Negotiating Body, at least every seventh German member must be an executive employee as proposed by the speakers committee (see, § 6 para. 4 in conjunction with § 8 para. 1 sentence 5 SEBG). If, as is the situation in the present case, there is no speakers committee, the executive employees can submit nominations for election; a nomination must be signed by one twentieth or 50 of the executive employees entitled to vote (§ 8 para. 1 sentence 6 SEBG).

The law does not contain detailed requirements for the election and is limited to describing general principles. In the course of the election, at least two thirds of the members of the electing body who represent at least two thirds of the employees must be present. The members of the electing body in each case have as many votes as the employees they represent. The members of the electing body must comply with the principles of secret and direct election (see, § 8 para. 1 sentence 1 SEBG).

9.6 The process for establishing the Special Negotiating Body ends with the meeting in which this body constitutes itself. The Executive Board of AIXTRON AG must issue an invitation for this without undue delay after all members have been appointed, but at the latest 10 weeks after the information has been provided pursuant to § 4 para. 2 and para. 3 SEBG which initiates the process for involving the employees (see, §§ 12 para. 1, 11 para. 1 SEBG).

The negotiations commence on the day for which the Executive Board has issued the invitation for the meeting in which the Special Negotiating Body constitutes itself. A duration of up to six months is contemplated under the law for the negotiations which, however, can be extended by up to one year upon mutual resolution of the negotiating parties (§ 20 SEBG).

The negotiation process also takes place if the deadline for the election or the appointment of individual or all members of the Special Negotiating Body has been exceeded due to reasons for which the employees are responsible (§ 11 para. 2 sentence 1 SEBG).

During the course of the negotiations, elected or appointed members can involve themselves at any time in the negotiating process (§ 11 para. 2 sentence 2 SEBG). A member who becomes involved late, however, must accept the status of the negotiations as that member finds them. A claim of the Special Negotiating Body for extension of the six-month negotiating period does not exist.

The goal of the negotiations is the conclusion of an agreement on the participation of the employees in AIXTRON SE. If the stock corporation, such as AIXTRON AG, to be converted into the SE does not have corporate co-determination, as a general rule the only necessary subject of the negotiations is the determination of the process for informing and hearing the employees in the SE.

9.7 The agreement between the Executive Board and the Special Negotiating Body must determine in this regard whether a works council for the SE must be established in order to inform and hear the employees. If the works council is established, the scope of responsibility (including any inclusion of non-Member States of the EU or non-treaty states of the EER), the number of its members and the allocation of seats, the rights to receive information and be heard, the corresponding process, the frequency of meetings, the financial and material means to be provided, the date for when the agreement takes effect and its term as well as the instances in which the agreement is supposed to be re-negotiated must be agreed, including the process applicable for this re-negotiation (§ 21 para. 1 SEBG).

The Executive Board and the Special Negotiating Body can, as an alternative to establishing a works council for the SE, also agree on a different procedure which ensures the information of the employees and their ability to be heard.

The agreement is also supposed to determine that further negotiations on the involvement of employees in the SE must be commenced in the case of structural changes in the SE.

9.8 The conclusion of an agreement on the participation of the employees requires a resolution of the Special Negotiating Body which as a general rule adopts the resolution with a majority of its members who must at the same time also represent the majority of the represented employees. A resolution which has the consequence of reducing co-determination rights cannot be adopted (see, § 15 para. 5 SEBG). In the case of existing statutory co-determination rights, it is also not possible to resolve to not commence negotiations or to terminate negotiations which have already started (see, § 16 para. 3 SEBG).

9.9 If an agreement on involving the employees is not reached within the contemplated period, a statutory fall-back solution will apply; this solution can also be agreed from the very beginning as the contractual solution.

The statutory fall-back solution in the case of AIXTRON SE would have the consequence with regard to the Supervisory Board of AIXTRON AG which does not have any co-determination that the Supervisory Board of AIXTRON SE would also remain free of co-determination and its members would be determined exclusively by the shareholders.

With regard to securing the right for information and the right to be heard on the part of the employees of AIXTRON SE, the statutory fall-back solution would have the consequence that a works council for the SE would have to be established which would have the responsibilities of securing the information and right to be heard of the employees in the SE. The works council would be responsible for the matters affecting the SE itself, one of its subsidiaries or one of its plants in another Member State or which go beyond the authority of the relevant corporate bodies at the level of the individual Member State (§ 27 SEBG). The works council for the SE would have to be informed and heard annually with regard to the development of the business situation and the perspectives of the SE. The works council of the SE would have to be informed and heard about extraordinary circumstances (§§ 28, 29 SEBG). The composition of the works council for the SE and the election of its members would, as a general rule, follow the provisions on the composition and appointment of the members of the Special Negotiating Body (§ 23 SEBG).

9.10 In the case of the statutory fall-back solution, an examination would be required on the part of the management of AIXTRON SE every two years during the existence of AIXTRON SE about whether changes in the SE, its subsidiaries and plants require a change in the composition of the works council of the SE. In the case of the statutory fall-back solution, the works council of the SE would also be required to resolve with the majority of its members four years after being instituted whether negotiations about an agreement for involving employees in the SE should be commenced or whether the then current regulation should continue to apply. If the resolution about negotiating an agreement on involving employees is adopted, the works council of the SE takes the place of the Special Negotiating Body in such negotiations.

9.11 The required costs incurred for establishing the Special Negotiating Body and its activity are borne by AIXTRON AG and, after it is established, by AIXTRON SE (§ 19 SEBG). The duty to bear costs includes the costs for materials and personnel incurred in connection with the activity of the Special Negotiating Body, including the negotiations. Especially

premises, materials (e.g. telephone, telefax, required writings), interpreters and office personnel must be provided as needed for the meetings, and the required travel costs and costs for lodging for members of the Special Negotiating Body must be borne.

10. Other effects of the conversion of corporate form for the employees and their representative bodies

10.1 The rights and duties of the employees under the existing employment and labor agreements remain unchanged. § 613a BGB does not apply to the conversion of corporate form because no transfer of operations occurs due to the fact that the identity of the legal entity remains.

10.2 The existing works council agreements and other collective bargaining rules continue to exist in accordance with the respective agreement.

10.3 There are no changes for the members of plant employee representative bodies in AIXTRON AG and the AIXTRON Group as a result of the conversion into an SE. These existing representatives bodies in the operations continue to exist.

10.4 No other measures are contemplated or planned under the conversion of corporate form which would affect the situation of the employees.

11. Fiscal year, auditor

11.1 The fiscal year of the Company will continue to correspond to the calendar year without any change. There are no changes resulting from the conversion of corporate form.

11.2 Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, will be appointed as the auditor and the group auditor for the first fiscal year of AIXTRON SE.

12. Costs of the conversion of corporate form

The originating costs with regard to the conversion of corporate form from a stock corporation to a SE will be borne by the Company up to an amount of EUR 1,000,000.00.

Herzogenrath, March 23, 2010

AIXTRON Aktiengesellschaft

The Executive Board

Dr. Bernd Schulte
Member of the Executive Board

Wolfgang Breme
Member of the Executive Board

Annex I to the Conversion Plan:

ARTICLES OF ASSOCIATION AIXTRON SE

I. GENERAL PROVISIONS

§ 1
Company Name, Domicile, Duration

1. The Company is registered under the name:

   AIXTRON SE

2. The domicile of the Company is Herzogenrath.

3. The duration of the Company is unlimited.

§ 2
Purpose

1. The purpose of the Company is the manufacture and sale of products, as well as research and development and services for the implementation of semiconductor technologies and other physicochemical technologies, particularly those bearing the AIXTRON trademark.

2. The Company is authorized to conduct all transactions suitable for promoting the Company's purpose indirectly and directly.

   The Company may establish branch offices in Germany and abroad, may acquire equity interests in other companies in Germany and abroad, as well as purchase or establish such companies.

The purpose of subsidiaries and investees may differ from that referred to in clause 1 above insofar as it seems capable of promoting the purpose of the Company.

The Company may outsource all or part of its operations to affiliates.

§ 3
Notices and Information

1. The Company's notices will be published in the electronic Bundesanzeiger (Federal Gazette), unless otherwise stipulated by law.

2. Information intended for the holders of listed securities of the Company may also be transmitted electronically.

II. SHARE CAPITAL AND SHARES

§ 4
Share Capital

1. The Company's share capital is EUR 100,667,177.00 (in words: one hundred million six hundred and sixty seven thousand one hundred and seventy seven Euros). It is composed of 100,667,177 no-par value registered shares. The share capital in the amount of EUR 100,667,177.00 (in words: one hundred million six hundred sixty seven thousand one hundred seventy seven Euros) has been rendered by converting the corporate form of AIXTRON Aktiengesellschaft into AIXTRON SE.

2.1 The Executive Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital by 17 May 2015 once or in several installments by up to a total amount of EUR 40,266,870.00 in exchange for cash contributions and/or contributions in kind by issuing new registered shares (Authorized Capital I), but as a maximum up to the amount in which the authorized capital under § 4 clause 2.1 of the articles of association of AIXTRON Aktiengesellschaft still exists at the time of converting AIXTRON Aktiengesellschaft into an European Company (*Societas Europaea*, SE) in accordance with the Conversion Plan dated March 23, 2010. A subscription right must be granted to the shareholders in this context. The shares can also be underwritten by one or more credit institutions subject to the obligation to offer them for subscription to shareholders of

the Company. However, the Executive Board is authorized, subject to consent by the Supervisory Board, to exclude the subscription right of the shareholders in full or partially:

- to settle remainder amounts resulting due to the subscription ratio;

- in the case of increases of capital in exchange for contributions in kind for the purpose of granting shares for the purpose of acquiring enterprises, parts of enterprises, participations in enterprises or acquiring other assets.

The Executive Board is furthermore authorized, subject to the consent of the Supervisory Board, to determine the further content of the rights associated with the shares as well as the terms and conditions of issuing the shares.

2.2 The Executive Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital by 17 May 2015 at one time or several times in installments by a total of up to EUR 10,066,717.00 in exchange for cash contributions by issuing new registered shares (Authorized Capital II), but as a maximum up to the amount in which the authorized capital under § 4 clause 2.2 of the articles of association of AIXTRON Aktiengesellschaft still exists at the time of converting AIXTRON Aktiengesellschaft into an European Company (*Societas Europaea*, SE) in accordance with the Conversion Plan dated March 23, 2010. A subscription right must be granted to the shareholders in this context. The shares can also be underwritten by one or more credit institutions subject to the obligation to offer them for subscription to shareholders of the Company.

However, the Executive Board is authorized, subject to consent by the Supervisory Board, to exclude the subscription right of the shareholders in full or partially:

- to settle remainder amounts resulting due to the subscription ratio;

- to the extent that it is necessary for protecting against dilution in order to grant a subscription right for new shares to holders or creditors of options or conversion rights under bonds with warrants attached or convertible bonds issued or to be issued by the Company and/or its subsidiaries to the extent these holders or creditors would have options or conversion rights after the exercise of these rights or after performance of conversion obligations;

- if the issue price for the new shares does not materially within the meaning of §§ 203 paras. 1 and 2, 186 para. 3 sentence 4 German Stock Corporations Act [*Aktiengesetz*, "AktG"] falls below the stock exchange price of the already listed shares having the

same rights as of the date of final determination of the issuing price by the Executive Board. This authorization only applies, however, subject to the provision that the shares issued under exclusion of the subscription right pursuant to § 186 para. 3 sentence 4 AktG in total do not exceed 10 percent of the share capital either at the time the authorization takes effect or when it is exercised. Shares must be credited against this limit of 10 percent of the share capital if these shares are issued or applied in direct or corresponding application of § 186 para. 3 sentence 4 AktG subject to the exclusion of the subscription right during the term of this authorization. Furthermore, those shares must be credited against the limit of 10 percent of the share capital which is or must be issued in order to service subscription rights under bonds with warrants and/or convertible bonds if the bonds have been or are issued subject to exclusion of the subscription right on the basis of an authorization for the issuance of bonds under corresponding of application of § 186 para. 3 sentence 4 AktG applicable during the term of this authorization.

The Executive Board is furthermore authorized, subject to the consent of the Supervisory Board, to determine the further content of the rights associated with the shares as well as the terms and conditions of issuing the shares.

2.3 The Company’s share capital is conditionally increased by up to EUR 1,926,005.00 by issuing up to 1,926,005 new no-par value registered shares but as a maximum up to the amount in which the authorized capital under § 4 clause 2.3 of the articles of association of AIXTRON Aktiengesellschaft still exists at the time of converting AIXTRON Aktiengesellschaft into an European Company (*Societas Europaea*, SE) in accordance with the Conversion Plan dated March 23, 2010. The conditional capital increase serves to grant options to members of the Executive Board and employees of the Company and to members of the management and employees of affiliated companies under the stock option plans resolved by the General Meeting on May 26, 1999 under agenda item 5. The conditional capital increase will only be implemented to the extent that the holders of options exercise their rights. The new shares carry dividend rights as of the start of the fiscal year in which they are issued as a result of the options being exercised in each case. The Executive Board is authorized to determine the further details of the implementation of the conditional capital increase with the approval of the Supervisory Board. Where options are to be granted to members of AIXTRON Aktiengesellschaft's Executive Board, the further details of the conditional capital increase will be determined by the Supervisory Board.

2.4 The share capital is conditionally increased by up to EUR 40,266,870.00 by issuing up to 40,266,870 new registered shares having a right to participate in the profit commencing

with the start of the fiscal year in which they are issued, but as a maximum up to the amount in which the authorized capital under § 4 clause 2.4 of the articles of association of AIXTRON Aktiengesellschaft still exists at the time of converting AIXTRON Aktiengesellschaft into an European Company (*Societas Europaea*, SE) in accordance with the Conversion Plan dated March 23, 2010. The conditional capital increase serves to grant shares to the holders or creditors under bonds with warrants and/or convertible bonds which are issued by the Company or a company in which the Company directly or indirectly holds the majority of shares in exchange for cash contribution on the basis of the authorization under agenda point 10 of the general shareholders meeting dated 18 May 2010. The conditional capital increase is to be implemented only to the extent that options and/or conversion rights are exercised under the bonds or duties to convert under the bonds are fulfilled and to the extent that no cash compensation has been granted or treasury stock has been used for the servicing. The Executive Board is authorized, subject to the consent of the Supervisory Board, to establish the further details for implementing the conditional capital increase (Conditional Capital 2010).

2.5 The Company's share capital is conditionally increased by up to EUR 1,247,197.00 by issuing up to 1,247,197 new no-par value registered shares but as a maximum up to the amount in which the authorized capital under § 4 clause 2.5 of the articles of association of AIXTRON Aktiengesellschaft still exists at the time of converting AIXTRON Aktiengesellschaft into an European Company (*Societas Europaea*, SE) in accordance with the Conversion Plan dated March 23, 2010. The conditional capital increase serves to grant options to members of the Executive Board of AIXTRON AG and members of the management of affiliated companies, as well as to employees of AIXTRON AG and of affiliated companies under the stock option plans in accordance with the General Meeting's resolution of May 22, 2002 (Stock Option Plan 2002). The conditional capital increase will only be implemented to the extent that the holders of options make use of their rights, and the Company does not grant own shares to fulfill these rights. The new shares carry dividend rights as of the start of the fiscal year in which they are issued as a result of the options being exercised. The Executive Board is authorized to determine the further details of the implementation of the conditional capital increase with the approval of the Supervisory Board. Where options are to be granted to members of AIXTRON Aktiengesellschaft's Executive Board, the further details of the conditional capital increase will be determined by the Supervisory Board.

2.6 The Company's share capital is conditionally increased by up to EUR 3,919,374.00 by issuing up to 3,919,374 no-par value registered shares (contingent capital II 2007) but as a maximum up to the amount in which the authorized capital under § 4 clause 2.6 of the articles of association of AIXTRON Aktiengesellschaft still exists at the time of converting

AIXTRON Aktiengesellschaft into an European Company (*Societas Europaea*, SE) in accordance with the Conversion Plan dated March 23, 2010. Contingent capital II 2007 serves to ensure the fulfillment of the subscription rights attached to the options granted by the Company under the Stock Option Plan 2007 up to and including May 21, 2012 in accordance with the authorization resolved by the General Meeting on May 22, 2007. The conditional capital increase will only be implemented to the extent that the holders of such options exercise their option rights and the Company does not service the options by granting own shares or offering cash settlement. The new shares carry dividend rights as of the start of the fiscal year in which they are issued.

2.7 The Supervisory Board is authorized to reformulate the Articles of Association in accordance with the amount of the capital increase from authorized and conditional capital in each case.

§ 5
Dividend rights

In the case of a capital increase, the dividend rights can be assigned differently from section 60 of the *Aktiengesetz*.

§ 6
Classes of shares

1. The shares are registered shares.

2. If, as part of an increase in capital, the resolution makes no provision as to whether shares are to be bearer shares or registered shares, they will be registered shares.

3. The Executive Board, with the approval of the Supervisory Board, determines the type of share certificates as well as the coupons and renewal coupons. The same applies to interim certificates, bonds, interest coupons and warrants.

4. The Company may issue share certificates representing multiples of shares (global shares). The right of shareholders to the certification of their shares is excluded.

5. Renewal coupons and coupons shall be attached to the shares.

III. LEGAL CONSTITUTION OF THE COMPANY

§ 7
Executive Bodies

The Company's executive bodies are:

the Executive Board,
the Supervisory Board,
the General Meeting.

A. Executive Board

§ 8
Executive Board

1. The Company's Executive Board is comprised of two or more persons. The Supervisory Board determines the number of Executive Board members. The appointment of deputy Executive Board members is permitted. The members of the Executive Board are appointed for a maximum period of six years. Reappointments are permissible.

2. The Supervisory Board can delegate the conclusion, amendment, and termination of appointment contracts duties to a Supervisory Board committee.

3. The Supervisory Board can appoint a member of the Executive Board as the Chairman or the Spokesman of the Executive Board and additional members of the Executive Board as Deputy Chairmen or Deputy Spokesmen.

§ 9
Legal Representation

1. The Company is legally represented by two members of the Executive Board or by one member of the Executive Board acting jointly with a Prokurist (authorized signatory). The Supervisory Board can grant individual Executive Board members power of sole representation.

2. The Supervisory Board can also exempt individual Executive Board members from the restrictions imposed by section 181 of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code).

§ 10
Management

1. The Executive Board conducts the business of the Company in accordance with the law and the Articles of Association. It has passed by-laws for itself by a unanimous resolution of its members and with the approval of the Supervisory Board.

2. The Executive Board requires the prior consent of the Supervisory Board in order to conduct the following transactions or take the following measures:

   – establishing, acquiring, disposing of, especially in the form of sale, surrendering or dissolving plants, subsidiaries and companies in which shareholdings are held and participations in other enterprises if, in the specific case, an amount of EUR 500,000 is exceeded;

   – commencing, materially restricting or giving up fields of activity of the Company;

   – acquiring and selling real property and rights equivalent to real property, dispositions over such properties and rights and corresponding transactions resulting in obligations to make such dispositions;

   – conclusion, amendment and termination of important license contracts or cooperation contracts which involve an economic risk of more than EUR 1,000,000 for AIXTRON SE or its group companies;

   – appointment of holders of registered signing authority, general or primary representatives for the entire business operations.

   The Supervisory Board can make other matters dependent on its consent.

   The Supervisory Board can issue the consent for specific matters in advance or in the context of approving the business planning.

B. Supervisory Board

§ 11
Composition, Election, Term of Office

1. The Supervisory Board consists of 6 (six) members. The General Meeting can specify any other number of Supervisory Board members divisible by three.

2. The appointment of the Supervisory Board occurs for the period of time until the end of the general shareholders meeting resolving about the ratification of actions for the fourth fiscal year after the commencement of the term of office, subject to the regulation in § 11 clause 3, whereby the fiscal year in which the appointment occurs is not taken into account; however, the longest term is six years. Repeated appointment is permissible.

3. The following individuals are appointed as members of the first Supervisory Board until the end of the general shareholders meeting which resolves about the ratification of actions for the first fiscal year of AIXTRON SE, but in any event for a maximum term of three years:

   – Kim Schindelhauer, Aachen, graduate businessman,
   – Dr. Holger Jürgensen, Aachen, physicist,
   – Prof. Dr. Rüdiger von Rosen, Frankfurt am Main, executive member of the board, Deutsches Aktieninstitut e.V.,
   – Joachim Simmroß, Hannover, graduate businessman,
   – Karl-Hermann Kuklies, Duisburg, businessman, and
   – Prof. Dr. Wolfgang Blättchen, Leonberg, member of the executive board of Blättchen & Partner AG.

4. Substitute members can be elected for Supervisory Board members who have been elected by the General Meeting. The term of office of a substitute member taking the place of a retired member ends at the end of the General Meeting in which a supplementary election for the remaining term of the retired member takes place, but no later than the end of the retiring member's term of office.

§ 12
Resignation from Office

Any member of the Supervisory Board can resign from office by addressing a statement to the Chairman of the Supervisory Board or the Executive Board, giving one month's notice.

§ 13
Chairman of the Supervisory Board

The Supervisory Board elects a Chairman and a Deputy from among its members. If in the course of an electoral period, the Chairman or the Deputy Chairman retire from their posts, the Supervisory Board must immediately hold an election for the remainder of the term of the retiree.

§ 14
Meetings

The meetings of the Supervisory Board are convened in writing by the Chairman, or – if he is prevented from doing so – by his Deputy, giving 14 days' notice. When calculating the period of notice required, the day on which the invitation was sent and the day of the meeting are not included. The invitation must indicate the individual items on the agenda. In urgent cases, the period of notice for convening a meeting can be reduced to 3 (three) working days and the invitation can be issued verbally, by fax, telephone, or e-mail.

§ 15
Resolutions

1. The agenda must be announced at the time the meeting is convened. Resolutions on agenda items not duly announced in the invitation are only permitted if no Supervisory Board member presents objects. In such cases, absent Supervisory Board members must be given the opportunity to object to the resolution within an appropriate period to be determined by the Chairman, or – if he is prevented from doing so – by his Deputy, or to submit their vote in writing. The resolution shall only take effect if the absent Supervisory Board members do not object to it within this period or if they vote in favor of it.

2. Resolutions of the Supervisory Board are passed at meetings. In exceptional, justified cases, members of the Supervisory Board may also participate in meetings of the Supervisory

Board and its committees by telephone conferencing or video conferencing with the approval of the Chairman, or – if he is prevented from giving such approval – by his Deputy. Supervisory Board members who do not participate in the meeting in accordance with clause 2, sentence 2 above, may take part in resolutions of the Supervisory Board and its committees by submitting a written vote (also by fax) to the Chairman of the meeting. Outside the meetings, resolutions of the Supervisory Board are only permitted by way of votes cast in writing, by fax, telephone, or e-mail or by way of a combination of these aforementioned means of communication, if no member of the Supervisory Board objects to this procedure.

3. The Supervisory Board is quorate if two thirds of its members take part in the resolution in accordance with § 11 clause 1 of the Articles of Association. If the Supervisory Board only consists of three members, all three members are required to take part in the resolution.

4. The resolutions of the Supervisory Board require a majority of the votes cast. Abstentions are not counted as votes. The Chairman of the meeting has the casting vote in the event of a tie. The Chairman of the meeting will determine the type of voting procedure to be followed. These provisions apply accordingly to votes cast in writing, or by telephone, fax, or e-mail.

5. Minutes must be taken of Supervisory Board meetings and must be signed by the Chairman of the meeting. The minutes taken on resolutions passed in writing, or by telephone, fax, or e-mail must be signed by the Chairman of the Supervisory Board, or – if he is prevented from doing so – by his Deputy.

§ 16
Committees

1. The Supervisory Board is authorized and, if prescribed by law, required to form committees of its members and to draw up by-laws establishing their responsibilities and powers. The Supervisory Board can also, if permitted by law, assign decision-making powers to the committees.

2. Declarations of intent by the Supervisory Board and its committees are submitted by the Chairman on behalf of the Supervisory Board, or – if he/she is prevented from doing so – by his Deputy.

§ 17
Tasks/Remuneration for the Supervisory Board

1. The Supervisory Board supervises the management activities of the Executive Board.

2. The Supervisory Board shall draw up by-laws for itself.

3. In addition to the reimbursement of expenses (including the value added tax on their Supervisory Board remuneration or expenses), the members of the Supervisory Board shall receive appropriate annual compensation, the amount of which shall be determined by the General Meeting. This sum is applicable until the General Meeting resolves otherwise. As well as fixed compensation, members of the Supervisory Board shall also receive total variable compensation of 1% of the Company's net retained profit, less an amount corresponding to 4% of the paid-in contributions to the share capital. The Chairman of the Supervisory Board receives 6/17, the Deputy Chairman 3/17, and a member of the Supervisory Board 2/17 of the variable compensation. The amount of the variable compensation shall not exceed four times the fixed compensation per member of the Supervisory Board. Variable compensation is payable following the end of the General Meeting, that resolves on the appropriation of the net retained profit.

4. The members of the Supervisory Board will receive an attendance fee in an amount of Euro 1,500.00 for attending the meetings of committees each; the chairman of a committee will receive double this amount. The total amount of attendance fees payable to the members of the Supervisory Board shall be limited to one and a half times of the fixed compensation of this person pursuant to § 17 clause 3.

5. The Company also pays the insurance premiums for the members of Supervisory Board for liability and legal insurance to cover liability risks arising from their activities for the Supervisory Board, as well as the insurance tax payable on these.

6. The general shareholders meeting resolving about the ratification of actions by the members of the first Supervisory Board of AIXTRON SE will resolve about the compensation for the members of the first Supervisory Board of AIXTRON SE.

C. General Meeting

§ 18
General Meeting

The Company's General Meetings take place either at the Company's domicile or a German city with over 100,000 residents.

§ 19
Convening the General Meeting

The general shareholders meeting is called by the Executive Board or by the Supervisory Board. The general shareholders meeting must be called at least 30 days prior to the date of the meeting. The minimum notice period under sentence 2 is extended by the days for the notification period (§ 20 clause 2 sentence 1).

§ 20
Participation in the General Meeting

1. Those shareholders who have given notice of attendance and whose names have been entered into the shareholders’ ledger shall be entitled to attend such General Meeting and to exercise their voting rights.

2. Registration for participating in a meeting must be received at the Company under the address notified in the call for the meeting in German or English in the form of text or, if so resolved by the Executive Board, electronically in a manner determined in the call for the meeting, at least six days prior to the general shareholders meeting, whereby the date of the general shareholders meeting and the date of receipt are not taken into account (registration period). Cancellations and new registration in the register of shareholders will not take place on the date of the general shareholders meeting and during the last six days prior to the general shareholders meeting.

3. Any details regarding registration are to be made known once notification of convening of the General Meeting has been dispatched.

4. The Executive Board is authorized to provide that shareholders can participate in the general shareholders meeting without being present at its location and without a proxy and can completely or partially exercise all or individual rights they have by means of electronic communication (online participation). The Executive Board is also authorized to make determinations about the scope and the process for participating and exercising rights under sentence 1. The determinations will be announced together with the call for the general shareholders meeting.

§ 21
Chairing the General Meeting

1. The meeting is chaired by the Chairman of the Supervisory Board, or by his Deputy if the Chairman is unable to do so. If neither the Chairman nor his Deputy chairs the meeting, it will be chaired by the most senior member of the Supervisory Board (in terms of service) present.

2. The Chairman can change the sequence of topics to be discussed as against that announced in the agenda. In addition, he shall decide on the type and form of voting.

3. The person presiding over the General Meeting may restrict the right of shareholders to speak and to ask questions to an appropriate amount of time. In particular the person presiding over the General Meeting may determine an appropriate time frame for the course of the entire General Meeting, for individual items on the agenda and for questions and contributions by the shareholders.

4. The chair of the meeting is authorized to permit in parts or completely the transmission in pictures and sound of the general shareholders meeting in a manner to be determined in more detail by the chair of the meeting. The transmission can also occur in a form under which the public has unrestricted access.

§ 22
Resolutions

1. Resolutions of the General Meeting are passed by a simple majority of the votes cast, unless the Articles of Association or mandatory provisions of law require otherwise. Insofar as the provisions in the law require that resolutions be passed by a majority of the share capital represented at the time of resolution, a simple majority of the represented capital is

sufficient, as far as this is legally permissible. Resolutions about amending the Articles of Association, to the extent legal provisions do not determine otherwise, require a majority of two thirds of the votes cast or, if at least one half of the share capital is represented, the simple majority of the votes cast.

2. If a simple majority is not achieved in the first round of voting for elections by the General Meeting, an additional round of voting will be held between the two people who have received the highest number of votes in the first round.

§ 23
Voting Rights

1. Each no-par value share grants one vote at General Meetings. The preferred shares without voting rights only have voting rights in the cases provided for by law, in this case, each no-par value share also grants one vote.

2. The voting right can be exercised by proxy. The grant of proxy, its revocation and proof of proxy for the Company requires the form of text. An easing of the form can also be determined in the call for a meeting. The Company will provide at least one method of electronic communication for transmitting proof. The further details will be announced together with the call for the general shareholders meeting. § 135 AktG remains unaffected.

3. The Executive Board is authorized to provide that shareholders can cast their votes in writing or by means of electronic communications (absentee ballot) even without participating in the meeting. The authorization includes the right to make determinations about the procedure. The determinations will be announced together with the call for the general shareholders meeting.

IV. ANNUAL FINANCIAL STATEMENTS, PROVISIONS, APPROPRIATION OF RETAINED EARNINGS

§ 24
Fiscal Year

The fiscal year is the calendar year.

§ 25
Annual Financial Statements, Ordinary General Meeting, Appropriation of Retained Earnings

1. The Executive Board shall prepare the annual financial statements as well as the management report for the previous fiscal year and present it to the Supervisory Board within the first 3 (three) months of the fiscal year. If the annual financial statements have to be audited by an auditor, these documents shall be submitted along with the auditor's report immediately after the receipt of the auditor's report by the Supervisory Board.

2. At the same time, the Executive Board shall submit to the Supervisory Board its proposal for the appropriation of the net retained profit that will be presented to the General Meeting.

3. The Supervisory Board is required to inspect the annual financial statements, the management report, and the proposal for the appropriation of the net retained profit within one month of receiving the auditor's report. The Executive Board will receive the Supervisory Board's report.

4. After receiving the Supervisory Board's report of the result of its inspection, the Executive Board shall immediately convene the General Meeting, which is required to take place within the first 6 (six) months of every fiscal year.

5. The Ordinary General Meeting resolves on the approval of the activities of the Executive Board and Supervisory Board as well as on the appropriation of the net retained profit. In addition, the General Meeting resolves on the choice of the auditor and, in the cases provided for by the law, on the adoption of the annual financial statements.

V. AUTHORITY IF THE SUPERVISORY BOARD TO AMEND THE ARTICLES OF ASSOCIATION, FORMATION EXPENSES, PLACE OF JURISDICTION, SPECIAL BENEFITS

§ 26
Amendments to the Articles of Association

The Supervisory Board is authorized to resolve amendments and additions to the Articles of Association that only concern the formal wording.

§ 27
Costs

1. The Company will bear the formation costs and taxes up to a maximum amount of DM 100,000.00.

2. The Company assumes the expense for establishing itself with regard to the conversion of corporate form of AIXTRON AG into AIXTRON SE, especially the costs of the preparatory measures, the costs for examining and preparing the certificate on value by the court appointed expert in accordance with § 37 para. 6 SE-Reg, the costs for notarizing the Conversion Plan, the costs for entries in the register, the costs of external advisors, the costs for required publications, the costs for conducting the process for regulating the involvement of employees and the costs for converting stock exchange listings for the shares in AIXTRON AG to shares in AIXTRON SE in an estimated amount of up to EUR 1,000,000.00.

§ 28
Place of Jurisdiction

The Company's domicile is the place of jurisdiction.

§ 29
Special Benefits

The following is pointed out in the context of the conversion of corporate form of AIXTRON AG into AIXTRON SE due to reasons of precaution:

Notwithstanding the responsibility of the Supervisory Board of AIXTRON SE to make decisions under stock corporations law, it must be assumed that the present members of the Executive Board of AIXTRON AG will be appointed as members of the Executive Board of AIXTRON SE. The members of the Executive Board of AIXTRON AG are Paul K. Hyland, Dr. Bernd Schulte and Wolfgang Breme.

Furthermore, the then current members of the Supervisory Board of AIXTRON AG at the time the conversion of AIXTRON AG into AIXTRON SE takes effect are supposed to be appointed as members of the Supervisory Board of AIXTRON SE (see, § 11 clause 3).

As regards the members proposed to be appointed in accordance with Article 11 clause 3 of the Articles of Association of AIXTRON SE as members of the Supervisory Board of AIXTRON SE, the following additional information is provided:

Mr. Kim Schindelhauer
is not a member of any other supervisory boards required to be set up by law or similar control bodies of domestic or foreign commercial enterprises.

Mr. Dr. Holger Jürgensen
is not a member of any other supervisory boards required to be set up by law or similar control bodies of domestic or foreign commercial enterprises.

Mr. Prof. Dr. Rüdiger von Rosen
is a member of the following other supervisory boards required to be set up by law:

– PricewaterhouseCoopers AG, Frankfurt a.M.

Mr. Joachim Simmroß
is a member of the following other supervisory boards required to be set up by law:

– Commerz Unternehmensbeteiligungs-AG, Frankfurt a.M.

In addition, Joachim Simmroß is a member of the following similar control bodies of domestic and foreign commercial enterprises:

– WeHaCo Unternehmensbeteiligungsgesellschaft mbH, Hannover (advisory board),
– BAG Health Care GmbH, Lich (advisory board),
– Astyx GmbH, Ottobrunn (advisory board).

Mr. Karl-Hermann Kuklies
is not a member of any other supervisory boards required to be set up by law or similar control bodies of domestic or foreign commercial enterprises.

Mr. Prof. Dr. Wolfgang Blättchen
is a member of the following other supervisory boards required to be set up by law:

– HAUBROK AG, Düsseldorf (vice-chairman),
– APCOA Parking AG, Leinfelden-Echterdingen,
– Datagroup IT Services Holding AG, Pliezhausen.

Documents for the General Meeting

From the day the General Meeting is convened the following documents will be made available on the Company's homepage at www.aixtron.com/agm and can also be inspected at the General Meeting of AIXTRON Aktiengesellschaft:

- Regarding agenda items 1 and 2: the adopted annual financial statements of AIXTRON Aktiengesellschaft as of December 31, 2009, the management report for fiscal year 2009, the approved consolidated financial statements as of December 31, 2009, the Group management report for fiscal year 2009, the report of the Supervisory Board, the explanatory report of the Executive Board regarding the information pursuant to §§ 289 (4) and (5), 315 (4) of the German Commercial Code and the proposal of the Executive Board for the appropriation of net earnings;

- regarding agenda item 5: the management report 2009 containing on p. 46 et seq. the report on remuneration as part of the Corporate Governance Report;

- regarding agenda item 7: 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;

- regarding agenda item 8: the report of the Executive Board pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG explaining the reasons for the exclusion of the pre-emptive right with respect to the Authorized Capital I;

- regarding agenda item 9: the report of the Executive Board pursuant to §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG explaining the reasons for the exclusion of the pre-emptive right with respect to the Authorized Capital II;

- regarding agenda item 10: the report of the Executive Board pursuant to §§ 221 (4) sentence 2, 186 (4) sentence 2 AktG explaining the reasons for the exclusion of the pre-emptive right with respect to bonds with warrants and/or convertible bonds that are issued;

- regarding agenda item 12: the conversion plan of March 23, 2010 including the Articles of Association of AIXTRON SE attached thereto in Annex I (Notarial File No. 285 / 2010 M of the Notary Thomas Karl Müsgen with offices in Aachen), the conversion report of the Executive Board of AIXTRON Aktiengesell-

schaft dated March 23, 2010 and the certificate of the court-appointed independent expert, WARTH & KLEIN Wirtschaftsprüfungsgesellschaft GmbH, Düsseldorf, pursuant to Art. 37 (6) SE Directive dated March 9, 2010.

Total Number of Shares and Voting Rights

At the time of convening this General Meeting AIXTRON Aktiengesellschaft has issued a total of 100,844,452 shares granting 100,844,452 votes.

Requirements for Attendance at the General Meeting and Exercise of Voting Rights

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 Munich
Telefax: +49 (0)89 / 210 27 288
E-mail: anmeldung@haubrok-ce.de

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

May 11, 2010 (24:00 CEST)

at the above address. The shareholding as registered on the day of the General Meeting in the share register will be relevant for the exercise of the right of attendance and voting rights. Please note that, as provided for in Article 20 (2) sentence 2 of the Articles of Association, deletions from and new entries into the share register of the Company will not take place on the day of the General Meeting and during the six days prior to the General Meeting, i.e. in the period from May 12, 2010 until and including May 18, 2010.

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

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.

Procedure for 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. Appointment and revocation of proxy and proof to the Company of such proxy must be in text form. If a shareholder appoints more than one person, the Company may reject one or more of these persons. The provision set forth in Article 23 clause 2 sentence 2 of the Articles of Association according to which it is required and sufficient for such proxy to be issued in writing does not apply, because § 134 (3) sentence 3 AktG, as amended by the Act on the Implementation of the Shareholders' Rights Directive (ARUG), provides that text form is sufficient for this purpose. Further details regarding the granting of proxy are set out in the documents which will be forwarded to the shareholders.

Proof that proxy has been granted can be furnished inter alia by the appointed person showing the power of attorney on the day of the General Meeting at the entry control or also by transmission of proof by mail, by telefax or by e-mail to the above address, telefax number or e-mail address provided to give notice of attendance. These ways of transmission can also be used if proxy is to be granted by way of a statement to the Company; separate proof that proxy has been granted will then not be necessary. Revocation of proxy may also be made by way of a statement directly to the Company using the above ways of transmission.

Shareholders wishing to appoint a proxy are requested to use the form provided by the Company for this purpose. It will be forwarded to persons who have duly notified attendance together with the admission ticket and can also be downloaded on the Company’s homepage at www.aixtron.com/agm. The form to be used may also be requested at the above address provided to give notice of attendance by mail, by telefax or by e-mail.

There may be particulars that need to be observed for granting proxy to a credit institution or any shareholders’ association or person as provided for in § 135 (8) AktG or any equivalent institution or enterprise pursuant to § 135 (10) in conjunction with § 125 (5) AktG as well as for revocation and proof of such proxy; the shareholders are requested to contact the person to be appointed as proxy in due time as to the form of proxy that such person may require.

The Company offers to shareholders entitled to attend and to vote the opportunity to grant power of attorney to proxies nominated by the Company prior to the General Meeting. The proxies nominated by the Company will exercise voting rights as instructed if authorized by a shareholder. In the absence of any instructions from the shareholder concerned, the proxies nominated by the Company are not authorized to

exercise the right to vote. Both power of attorney and voting instructions must be issued in text form. The forms to be used to grant power of attorney and to give instructions to such proxies nominated by the Company will be enclosed with the invitation and may also be requested at the above address provided to give notice of attendance by mail, by telefax or by e-mail. The forms can also be downloaded on the Company's homepage at www.aixtron.com/agm together with further details regarding the power of attorney and the instructions to be issued to the proxies nominated by the Company.

To facilitate the organization of the General Meeting, shareholders wishing to grant power of attorney to the proxies nominated by the Company are requested to transmit such power of attorney including instructions no later than by the end of May 17, 2010 (receipt by the Company) by mail, by telefax or by e-mail to the above address provided to give notice of attendance.

A credit institution may exercise the voting rights for registered shares not owned by it, but for which it is registered as owner in the share register only on the basis of an authorization.

Rights of the shareholders pursuant to § 122 (2), § 126 (1), § 127, § 131 (1) AktG

Right of the shareholders to demand that items be added on the agenda pursuant to § 122 (2) AktG

Shareholders whose shares amount in the aggregate to not less than 5 percent of the share capital or a proportionate amount in the share capital of EUR 500,000 (equivalent to 500,000 no-par value shares) may demand that items be placed on the agenda and published. Such a demand has to be directed in writing to the Executive Board (AIXTRON Aktiengesellschaft, Vorstand, Kaiserstraße 98, 52134 Herzogenrath) and must be received by the Company no later than April 17, 2010 (24:00 CEST). Each new item to be placed on the agenda must be accompanied by a statement of grounds or a proposed resolution. The shareholders concerned will have to furnish evidence that they have been holders of the shares for not less than three months prior to the date of the General Meeting (i.e. at least since February 18, 2010, 00:00 CET) as provided for in § 122 (1) sentence 3, (2) sentence 1 in conjunction with § 142 (2) sentence 2 AktG.

Any additional items on the agenda to be published will promptly after receipt of the demand be published in the electronic Federal Gazette and forwarded to those media pursuant to § 121 (4a) AktG where it can be assumed that they will disseminate the information within the entire European Union. They will additionally be made available to the shareholders at the Company's internet address www.aixtron.com/agm. The amended agenda will further be communicated to the shareholders together with the notice of the meeting in accordance with § 125 (1) sentence 3 AktG.

Countermotions and nominations for elections by shareholders pursuant to §§ 126 (1), 127 AktG

Any countermotions to be raised by a shareholder with respect to one or more of the proposals submitted by the Executive Board and/or the Supervisory Board regarding one or more of the agenda items in accordance with § 126 (1) AktG and any nominations for election within the meaning of § 127 AktG should be directed exclusively to the following address. Countermotions and nominations for election sent to a different address will not be taken into consideration.

AIXTRON Aktiengesellschaft
Investor Relations
Kaiserstraße 98
52134 Herzogenrath
Telefax: +49 (0)241 / 89 09 445
E-mail: hv2010@aixtron.com

If received no later than May 3, 2010 (24:00 CEST) by the Company at the above address, together with a statement of the grounds, all countermotions by shareholders to be communicated will be published immediately, including the name of the shareholder, the grounds and any position by the management, on the Company's homepage at www.aixtron.com/agm. Any countermotions that are addressed differently will not be considered. The Company does not have to publish and the grounds if any of the reasons listed in § 126 (2) AktG applies, for instance because the countermotion would result in a resolution of the General Meeting which would be illegal or would violate the Articles of Association. These reasons are described in detail on the Company's homepage at www.aixtron.com/agm. The grounds for a countermotion need not be communicated if it exceeds 5,000 characters. The Executive Board of AIXTRON Aktiengesellschaft reserves the right to combine countermotions and the respective statements of the grounds if several shareholders file countermotions for a resolution in respect of the same subject matter. Countermotions will only be deemed if made verbally at the General Meeting. The shareholders remain entitled to file countermotions at the General Meeting in respect of one or more proposals submitted by the Executive Board and/or Supervisory Board regarding one or more items on the agenda without having sent such countermotions to the Company prior to the General Meeting.

The above applies accordingly for a nomination by a shareholder for the election of the external auditor pursuant to § 127 AktG and the period for communicating such nomination (which must be received no later than on May 3, 2010; 24:00 CEST), provided that the nomination for election need not be supported by a statement of grounds. The Executive Board of AIXTRON Aktiengesellschaft does also not have to communicate pursuant to § 127 sentence 3 AktG if it fails to contain certain information. Such information is described on the Company's homepage at www.aixtron.com/agm.

Information rights of the shareholders pursuant to § 131 (1) AktG

At the General Meeting each of the shareholders and any proxy may request to be provided with information by the Executive Board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda (see § 131 (1) AktG). The duty to provide information also extends to the Company's legal and business relations with any affiliated enterprise as well as the situation of the group and of the enterprises included in the consolidated financial statements. Shareholders will in principle be required to request such information at the General Meeting verbally during the debate.

Under certain circumstances, as described in more detail in § 131 (3) AktG, the Executive Board may refuse to provide information, for instance to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the Company or any affiliated enterprise (e.g. no disclosure of business secrets). A detailed description of the requirements under which the Executive Board may refuse to provide information can be found on the Company's homepage at www.aixtron.com/agm. According to the Articles of Association of the Company, the person presiding over the General Meeting is authorized to restrict the right of shareholders to speak and to ask questions at the General Meeting to an appropriate amount of time; he may determine an appropriate timeframe for the course of the entire General Meeting, for individual items on the agenda and for questions and contributions by the shareholders.

Homepage of the Company

Explanations regarding the rights of shareholders in accordance with § 122 (2), § 126 (1), § 127, § 131 (1) AktG can also be found on the Company's homepage at www.aixtron.com/agm. The documents and information to be made available for the General Meeting in accordance with § 124a AktG can also be found on the Company's homepage at www.aixtron.com/agm. The voting results will be published after the General Meeting at the same Internet address.

Herzogenrath, March 2010

AIXTRON Aktiengesellschaft

The Executive Board

Information pursuant to § 135 (2) sentences 4 and 5 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 which has underwritten the last issue of securities of AIXTRON Aktiengesellschaft within the 5 preceding years:

– Deutsche Bank AG, Frankfurt am Main;
– J.P. Morgan Securities Ltd., London, Great Britain.

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

ISIN: US0096061041//CUSIP: 009606104
German securities identification number (WKN): A0D82P // Ticker: AIXG

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 10, 2010. 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
E-mail: 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.

Herzogenrath, March 2010

AIXTRON Aktiengesellschaft

The Executive Board

AIXTRON AG

KAISERSTRASSE 98
52134 HERZOGENRATH
GERMANY
WWW.AIXTRON.COM