



**Explanations regarding the rights of the shareholders
pursuant to § 122 (2), § 126 (1), § 127, § 131 (1) AktG**

1. 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 hours 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 hrs CET) as provided for in § 122 (1) sentence 3, (2) 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.

The provisions of the German Stock Corporation Act underlying the demand to add items on the agenda are as follows:

§ 122 Calling of a meeting at the request of a minority (excerpt)

- (1) A general meeting shall be called if shareholders whose holding in the aggregate equals or exceeds one twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the Executive Board. The articles of association may provide that the right to demand a general meeting shall require another form and only the holding of a lower proportion of the share capital. § 142 (2) sentence 2 applies accordingly.
- (2) In the same manner shareholders whose shares amount in the aggregate to not less than one twentieth of the share capital or a proportionate amount of EUR 500,000 may demand that items be placed on the agenda and published. Each new item to be placed on the agenda must be accompanied by a statement of grounds or a proposed resolution. Any demand within the meaning of sentence 1 one must be received by the company at least 24 days or, in the case of a listed company, at least 30 days prior to the date of the meeting; the date of receipt will not be counted.

§ 142 Appointment of special auditors (excerpt)

- (2) If the general meeting rejects a motion to appoint special auditors to audit any matter relating to the formation of the company or the management of the company's business which has occurred within the past five years, the court shall, upon motion by shareholders whose aggregate holdings equal or exceed one tenth of the share capital or a proportionate amount of EUR 100,000, appoint special auditors, provided that facts exist which give reason to suspect that improprieties or gross violations of the law or the articles of association have occurred in connection with such matter. The parties making motion shall be required to furnish evidence that they have been holders of such shares for not less than three months prior to the date of the general meeting and that they will hold the shares until a decision regarding the motion has been made. § 149 shall apply accordingly to agreements that are concluded in order to avoid such special audit.

In this context reference is further made to the provision set forth in § 70 AktG according to which in certain cases prior holding periods will have to be taken into account in calculating the period during which the shares have been held by a shareholder as provided for in § 142 (2) sentence 2 AktG. This provision reads as follows:

§ 70 Computation of the Period of Shareholding

If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, or an enterprise operating under § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be

attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to § 14 of the Insurance Supervision Act or § 14 of the Building Loan Associations Act.

2. 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
Email: hv2010@aixtron.com

If received no later than May 3, 2010 (24:00 hrs 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 taken 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 need not publish a countermotion and the statement of the grounds if any of the reasons listed in § 126 (2) AktG applies (see the provision cited below). The statement of the grounds for a countermotion need not be communicated if such statement exceeds 5,000 characters. The Executive Board of AIXTRON Aktiengesellschaft reserves the right to combine countermotions and their respective statements of grounds if several shareholders file countermotions for a resolution of the same subject matter. Countermotions will only be deemed made 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 hours CEST), provided that the nomination for election need not be supported by a statement of grounds. The Executive Board of AIXTRON Aktiengesellschaft also need not communicate any election nomination for an external auditor pursuant to § 127 sentence 3 AktG if it fails to contain the name, exercised profession and place of residence of the nominated auditor, in the case of legal entities, the corporate name and the legal seat.

The relevant provisions of the German Stock Corporation Act underlying such shareholder rights, including the reasons for excluding such rights, are as follows:

§ 126 Motions by shareholders

- (1) Any motions by shareholders, together with the name of the shareholder, the grounds and any position taken by the management, shall be communicated to the persons entitled pursuant to § 125 (1) to (3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address provided for such purpose in the notice of the general meeting a countermotion with respect to a proposal by the Executive Board and supervisory board as to an item on the agenda accompanied by a statement of the grounds for such countermotion; the date of receipt will not be counted. In the case of listed companies, access shall be provided via the Company's homepage. § 125 (3) shall apply analogously.
- (2) A countermotion and the grounds need not be communicated if
 1. the Executive Board would by reason of such communication become criminally liable;
 2. the countermotion would result in a resolution of the general meeting which would be illegal or would violate the articles of association;
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous;
 4. a countermotion of such shareholder based on the same facts has already been communicated with respect to a general meeting of the company pursuant to §125;
 5. the same countermotion of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two general meetings of the company within the past five years and at such general meetings less than one twentieth of the share capital represented has voted in favor of such countermotion;
 6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or

7. within the past two years at two general meetings the shareholder has failed to make or cause to be made on his behalf a countermotion communicated by him.

The statement of the grounds need not be communicated if it exceeds 5,000 characters.

- (3) If several shareholders make countermotions for resolutions in respect of the same subject matter, the Executive Board may combine such countermotions and the respective statements of grounds.

§ 127 Nominations by shareholders

§ 126 shall apply analogously to a nomination by a shareholder for the election of a member to the supervisory board or external auditors. Such nomination need not be supported by a statement of grounds. The Executive Board need not communicate such nomination if it fails to contain the particulars required by § 124 (3) sentence 3 and § 125 (1) sentence 5.

3. Right of Shareholders to Information in accordance with § 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.

The relevant provision of the German Stock Corporation Act underlying the right of shareholders to information, including the reasons set forth in its subsection 3 for a denial of such information by the Executive Board, are as follows:

§ 131 Right of shareholders to information

- (1) Each shareholder shall upon request be provided with information at the general meeting 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. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to § 266 (1) sentence 2, § 276 or § 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such financial statements in the form that would have been used if such provisions on simplified procedure were not applied. The duty of the

Executive Board of a parent company to provide information (§ 290 (1), (2) of the German Commercial Code) at the general meeting to which the consolidated financial statements and the group management report are submitted, also extends to the situation of the group and the enterprises included in the consolidated annual financial statements.

- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure pursuant to § 129 may authorize the person presiding over the meeting to restrict the right of shareholders to speak and to ask questions at the General Meeting to an appropriate amount of time, and to determine details.
- (3) The Executive Board may refuse to provide information:
 1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;
 2. to the extent that such information relates to tax valuations or the amount of certain taxes;
 3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;
 4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264 (2) of the German Commercial Code; the foregoing shall not apply if the general meeting is to approve the annual financial statements;
 5. if the provision of such information would render the Executive Board criminally liable;
 6. insofar as, in the case of a credit institution or financial services provider, information need not be given on methods of classification and valuation applied and set-offs made in the annual financial statements, management report, consolidated financial statements or group management report;
 7. to the extent that such information is continuously available on the company's homepage for at least seven days prior to the commencement of the general meeting and during the general meeting.

The provision of information may not be refused for any other reasons.

- (4) If information has been provided to a shareholder by reason of his status as a shareholder outside a general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The Executive Board may not refuse to provide such information on the

grounds of subsection (3) sentence 1 Nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1), (2) of the German Commercial Code), a joint enterprise (§ 310 (1) of the German Commercial Code) or an associated enterprise (§ 311 (1) of the German Commercial Code) provides information to a parent company (§ 290 (1), (2) of the German Commercial Code) for purposes of the inclusion of the company into the consolidated financial statements of the parent company and such information is needed for such purposes.

- (5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.

The person presiding over the meeting is further authorized by the articles of association of the Company to restrict the right of shareholders to speak and to ask questions at the general meeting to an appropriate amount of time. The underlying provision set forth in Article 21 clause 3 of the Company's articles of association reads as follows:

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 timeframe for the course of the entire General Meeting, for individual items on the agenda and for questions and contributions by the shareholders.

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