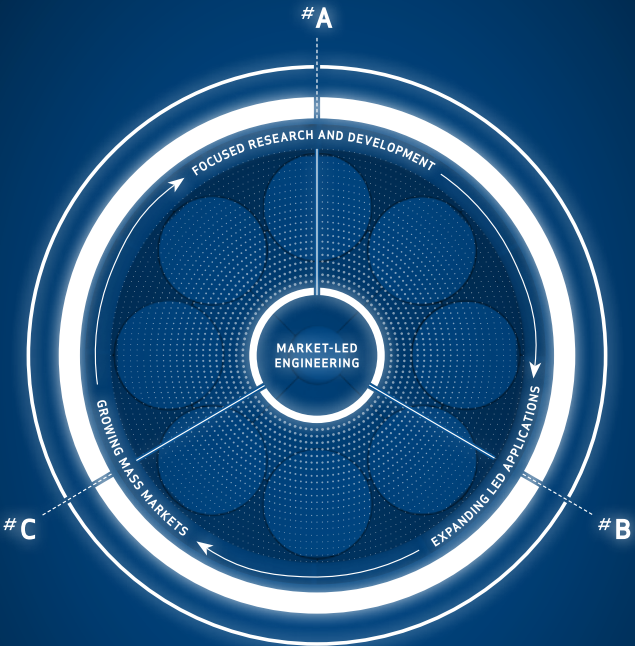


INVITATION TO THE ANNUAL GENERAL MEETING

THURSDAY, MAY 19, 2011, 10:00 A.M.



Translation for Convenience Purposes

AIXTRON SE

Herzogenrath

ISIN DE000A0WMPJ6

(German securities identification number (WKN) A0WMPJ)

ISIN DE000A1H30A0

(German securities identification number (WKN) A1H30A)

Invitation to the Annual General Meeting

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

Annual General Meeting

to be held on

Thursday, May 19, 2011, 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 SE as of December 31, 2010 and the management report for fiscal year 2010, the approved consolidated financial statements as of December 31, 2010, the Group management report for fiscal year 2010 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, 2010 and the consolidated financial statements as of December 31, 2010 at its meeting on February 28, 2011; 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, 2010 for fiscal year 2010 in the amount of EUR 124,910,037.47 as follows:

Payment of a dividend of EUR 0.60 on each no-par value share entitled to a dividend, with a total of 101,179,866 no-par value shares being entitled to a dividend:	EUR 60,707,919.60
Carried forward to new account:	EUR 64,202,117.87

The dividend will be payable as of May 20, 2011.

3. Resolution on the approval of the activities of the members of the Executive Board of AIXTRON AG and of AIXTRON SE during fiscal year 2010

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Executive Board of AIXTRON AG and of AIXTRON SE during fiscal year 2010.

4. Resolution on the approval of the activities of the members of the Supervisory Board of AIXTRON AG and of AIXTRON SE during fiscal year 2010

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Supervisory Board of AIXTRON AG and of AIXTRON SE during fiscal year 2010.

5. Resolution on the elections for the Supervisory Board

In principle, the term of office of all Supervisory Board members ends upon closing of the General Meeting on May 19, 2011. Therefore, new elections are to be held. The Supervisory Board is composed of six members to be elected by the General Meeting in accordance with Art. 40 (2), (3) of the Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SE Regulation"), § 17 of the SE Implementation Act and § 11 (1) of the Articles of Association of AIXTRON SE.

The General Meeting is not bound by nominations for election.

At the recommendation of the nomination committee, the Supervisory Board proposes electing the following individuals as members of the Supervisory Board of AIXTRON SE for a term of office until the closing of the General Meeting resolving on the approval of the activities during fiscal year 2015, but in any event for a maximum term of six years:

1. Prof. Dr. Wolfgang Blättchen, Leonberg,
Managing Director of Blättchen Financial Advisory
GmbH;

Prof. Dr. Wolfgang Blättchen is a member of following other supervisory boards required to be formed by law:

- Pfisterer Holding AG, Winterbach,
chairman of the supervisory board,
- Haubrok AG, Berlin,
deputy chairman of the supervisory board,
- APCOA Parking AG, Stuttgart,
member of the supervisory board,
- FAS AG, Stuttgart,
member of the supervisory board.

He is not a member of similar domestic or foreign supervisory bodies of business undertakings.

2. Prof. Dr. Petra Denk, Unterschleißheim,
Professorship for business economics and energy
economy, University Landshut;

Prof. Dr. Petra Denk is not a member of any other supervisory boards required to be formed by law or similar domestic or foreign supervisory bodies of business undertakings.

3. Dr. Holger Jürgensen, Aachen,
Physicist;

Dr. Holger Jürgensen is not a member of any other supervisory boards required to be formed by law or similar domestic or foreign supervisory bodies of business undertakings.

4. Karl-Hermann Kuklies, Duisburg,
Businessman;

Mr. Karl-Hermann Kuklies is not a member of any other supervisory boards required to be formed by law or similar domestic or foreign supervisory bodies of business undertakings.

5. Prof. Dr. Rüdiger von Rosen, Frankfurt a.M.,
Managing Executive Board Member of Deutsches
Aktieninstitut e.V.;

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

- ICF Kursmakler AG, Frankfurt/Main,
deputy chairman of the supervisory board,
- PricewaterhouseCoopers AG, Frankfurt/Main,
member of the supervisory board.

He is not a member of similar domestic or foreign supervisory bodies of business undertakings.

6. Kim Schindelhauer, Aachen,
holder of a business degree (*Diplom Kaufmann*);

Mr. Kim Schindelhauer is not a member of any other supervisory boards required to be formed by law or similar domestic or foreign supervisory bodies of business undertakings.

Among the proposed candidates the chairman of the audit committee, Prof. Dr. Wolfgang Blättchen, fulfills the criteria set forth in § 100 (5) AktG. In the event of their election to the Supervisory Board, the Supervisory Board members propose Kim Schindelhauer as candidate for the position of Chairman of the Supervisory Board and Dr. Holger Jürgensen as candidate for the position of Deputy Chairman of the Supervisory Board.

6. Resolution on the remuneration of the first Supervisory Board of AIXTRON SE

The members of the first Supervisory Board of AIXTRON SE have become members of the Supervisory Board upon effectiveness of the conversion of AIXTRON AG into the legal form of an SE on December 22, 2010. In principle, the term of office of all members of the first Supervisory Board members ends upon closing of the General Meeting convened for May 19, 2011. The members of the Supervisory Board of AIXTRON AG will receive a remuneration for their services on the Supervisory Board of AIXTRON AG until December 21, 2010. The members of the first Supervisory Board of AIXTRON SE are to receive a remuneration for their services on the first Supervisory Board of AIXTRON SE from December 22, 2010 until the end of May 19, 2011. Pursuant to § 113 (2) clause 1 AktG the members of the first Supervisory Board of AIXTRON SE can only be granted a remuneration for their services by the General Meeting.

Such remuneration is to be granted by the General Meeting convened for May 19, 2011 for the period until the end of December 31, 2010 in accordance with the arrangement set forth in § 17 of the Articles of Association of AIXTRON SE. As provided for in § 17 (3) clause 1 of the Articles of Association of AIXTRON SE, the members of the Supervisory Board shall, in addition to the reimbursement of expenses (including the value added tax on their Supervisory Board remuneration or expenses), 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 (§ 17 (3) clause 2 of the Articles of Association of AIXTRON SE). The amount of the annual fixed compensation payable to the members of the Supervisory Board for the above period is to be fixed at EUR 18,000 for each regular member of the Supervisory Board, triple this amount for the Chairman and one and a half times this amount for the Deputy Chairman. § 17 (3) clause 3 of the Articles of Association of AIXTRON SE provides that 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 (§ 17 (3) clause 4 of the Articles of Association of AIXTRON SE). The amount of the variable compensation shall not exceed four times the fixed compensation per member of the Supervisory Board (§ 17 (3) clause 5 of the Articles of Association of AIXTRON SE). As provided for in § 17 (4) clause 1 of the Articles of Association of AIXTRON SE, the members of the Supervisory Board will receive an attendance fee in an amount of € 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 (3) of the Articles of Association of AIXTRON SE (§ 17 (4) clause 2 of the Articles of Association of AIXTRON SE). As provided for in § 17 (5) of the Articles of Association of AIXTRON SE, 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.

For the period from January 1, 2011 up until and including May 19, 2011 the remuneration for the first members of the Supervisory Board of AIXTRON SE is to be granted reflecting the amendment of the Articles of Association proposed under agenda item 7 in accordance with § 17 of the Articles of Association of AIXTRON SE, provided that (i) the annual compensation pursuant to § 17 (3) clause 1 of the Articles of Association of AIXTRON SE shall be EUR 25,000, with the Chairman receiving triple this amount and the Deputy Chairman one and a half times this amount, and (ii) in deviation from § 17 (4) clause 1 of the Articles of Association of AIXTRON SE, the members of the Supervisory Board of AIXTRON SE will receive an attendance fee in an amount of EUR 2,000 for attending the meetings of committees each; the chairman of a committee will receive triple this amount.

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

The services of the first Supervisory Board during fiscal year 2010 will be remunerated on a pro rata basis from December 22, 2010 up until and including December 31, 2010. The services of the first Supervisory Board during fiscal year 2011 will be remunerated on a pro rata basis from January 1, 2011 up until and including May 19, 2011. The members of the Supervisory Board will receive a remuneration for their services on the first Supervisory Board of AIXTRON SE from December 22, 2010 up until and including December 31, 2010 in accordance with the arrangement set forth in § 17 of the Articles of Association of AIXTRON SE. The sum of the annual fixed compensation payable pursuant to § 17 (3) clause 1 of the Articles of Association of AIXTRON SE for this period is fixed at EUR 18,000 for each regular member of the Supervisory Board, triple this amount for the Chairman and one and a half times this amount for the Deputy Chairman. For the period from January 1, 2011 up until and including May 19, 2011 the remuneration for the first members of the Supervisory Board of AIXTRON SE is to be granted reflecting the amendment of the Articles of Association proposed under agenda item 7 in accordance with § 17 of the Articles of Association of AIXTRON SE, provided that (i) the annual compensation pursuant to § 17 (3) clause 1 of the Articles of Association of AIXTRON SE shall be EUR 25,000, with the Chairman receiving triple this amount and the Deputy Chairman one and a half times this amount, and (ii) in deviation from § 17 (4) clause 1 of the Articles of Association of AIXTRON SE, the members of the Supervisory Board of AIXTRON SE will receive an attendance fee in an amount of EUR 2,000 for attending the meetings of committees each; the chairman of a committee will receive triple this amount.

7. Resolution on the amendment of the Articles of Association adjusting the remuneration of the newly elected Supervisory Board of AIXTRON SE

The resolution proposed under agenda item 6 above regarding the remuneration of the first Supervisory Board of AIXTRON SE relates solely to the first Supervisory Board of AIXTRON SE the term of office of which ends in principle upon closing of the General Meeting convened for May 19, 2011. A resolution is also to be adopted on the remuneration of the newly elected Supervisory Board. In this context the Articles of Association are to be adjusted with respect to the remuneration of the members of the Supervisory Board. Such adjustment will take into account, in line with statutory provisions and as recommended in the German Corporate Governance Codex, the responsibilities and the scope of the services of the members of the Supervisory Board as well as the economic situation and the success of the Company.

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

- a) § 17 (3) of the Articles of Association is restated as follows:

“In addition to the reimbursement of expenses (including any value added tax payable on their Supervisory Board remuneration or expenses), the members of the Supervisory Board will receive an annual compensation in an amount of EUR 25,000, with the Chairman receiving triple this amount and the Deputy Chairman one and a half times this amount. As well as fixed compensation, the members of the Supervisory Board will 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. Such variable compensation shall be payable following the end of the General

Meeting that resolves on the appropriation of the net retained profit. If members of the Supervisory Board have been members on the Supervisory Board for only part of the fiscal year, they will receive a prorated remuneration for such period.”

- b) § 17 (4) of the Articles of Association is restated as follows:

“The members of the Supervisory Board will receive an attendance fee in an amount of EUR 2,000 for attending the meetings of committees each; the chairman of a committee will receive triple 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.”

The amendments of the Articles of Association adopted in this resolution will apply for the first time for the remuneration of the newly elected Supervisory Board members and, therefore, as of May 20, 2011.

8. Resolution on the election of the auditor and Group auditor for fiscal year 2011

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 2011.

9. Resolution on the creation of new Authorized Capital 2011 with the possibility to exclude the pre-emptive rights of shareholders and on the appropriate amendment of the Articles of Association

It is in the interest of the Company to have as much flexibility as possible in order to be able to act quickly on capital markets. For this purpose new Authorized Capital 2011 is to be created.

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

a) Creation of new Authorized Capital 2011

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 18, 2016 by up to a total of EUR 40,471,946.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital 2011). 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;
- 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;
- 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.

This authorization shall apply – without taking into account shares issued without pre-emptive rights in order to eliminate fractions and/or to protect the holders and/or creditors of option or conversion rights arising from bonds with warrants or convertible bonds against dilution – only subject to the provision that following exercise of such authorization the sum of the shares issued without pre-emptive rights under Authorized Capital 2011 does not exceed 20 percent of the share capital existing at the time this authorization becomes effective or – if this amount is lower – existing at the time of its exercise. In calculating this limit of 20 percent of the share capital, those shares shall be included which are issued without pre-emptive rights under any other authorized capital and/or under Contingent Capital I 2007 or any contingent capital replacing Contingent Capital I 2007 for the purpose of granting conversion and/or

subscription rights to the creditors of bonds with warrants or convertible bonds.

b) Amendment of the Articles of Association

§ 4 (2.1) of the Articles is added as follows:

“2.1 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 18, 2016 by up to a total of EUR 40,471,946.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital 2011). 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;
- 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;

- 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.

This authorization shall apply – without taking into account shares issued without pre-emptive rights in order to eliminate fractions and/or to protect the holders and/or creditors of option or conversion rights arising from bonds with warrants or convertible bonds against dilution – only subject to the provision that following exercise of such authorization the sum of the shares issued without pre-emptive rights under Authorized Capital 2011 does not exceed 20 percent

of the share capital existing at the time this authorization becomes effective or – if this amount is lower – existing at the time of its exercise. In calculating this limit of 20 percent of the share capital, those shares shall be included which are issued without pre-emptive rights under any other authorized capital and/or under Contingent Capital I 2007 or any contingent capital replacing Contingent Capital I 2007 for the purpose of granting conversion and/or subscription rights to the creditors of bonds with warrants or convertible bonds.”

Report by the Executive Board on agenda item 9 pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG

It is in the interest of the Company to have as much flexibility as possible in order to be able to act quickly on capital markets.

On this basis, the Executive Board and the Supervisory Board propose under agenda item 9 of the Annual General Meeting on May 19, 2011 to create new Authorized Capital 2011 with the possibility to exclude the pre-emptive rights of shareholders. Pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 203 (2) sentence 2, 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 18, 2016 by up to a total of EUR 40,471,946.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital 2011). 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 (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) in the case of capital increases against non-cash contributions in order 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, provided the number of the new shares is limited as indicated in the resolution and as described below; (iv) 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 interest. 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, if the conditions of the

bond in question provide for this. In order to facilitate placement on the capital market, the conditions for issuing bonds usually provide for protection against dilution. Protection against dilution may take the form of granting to the holders of bonds with warrants or convertible bonds the right to subscribe for new shares in any share issues cum-rights. They are therefore placed in the same position as if they had already exercised their option or conversion right or as if the conversion obligation had been fulfilled. As it will not be necessary for protection against dilution to reduce the option or conversion price, a higher issue price can be achieved for the no-par value shares issued in exchange for convertible bonds or bonds with warrants. In order to be able to provide for such anti-dilution protection, it must be possible to exclude the pre-emptive rights of shareholders. Ultimately, such anti-dilution protection will facilitate placement of the convertible bonds or bonds with warrants or conversion obligations and the exclusion of the pre-emptive rights is therefore in the interest of the shareholders to optimize the Company's financing structure.

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. It is the Company's stated objective to maintain its leading technology and market position during the next development phase of this market and beyond. In the future shorter product life cycles of the systems than previously and new and stronger competition is to be expected. The Company must therefore be able to react flexibly and to protect its growth strategy through acquisition, if necessary. 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 2011. 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.

Finally, the Executive Board will be authorized, with the approval of the Supervisory Board, to exclude statutory pre-emptive rights 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 2011 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, following the granting of this authorization, the bonds are issued based on an authorization that is valid at the time of granting this authorization or any authorization replacing it, 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 2011 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 interest of all shareholders.

In order to protect the shareholders this authorization for issuing shares to the exclusion of the pre-emptive rights of shareholders shall apply only subject to the provision that – without taking into account shares issued without

pre-emptive rights in order to eliminate fractions and/or to protect the holders and/or creditors of option or conversion rights arising from bonds with warrants or convertible bonds against dilution – following exercise of such authorization the sum of the shares issued without pre-emptive rights under Authorized Capital 2011 does not exceed 20 percent of the share capital existing at the time this authorization becomes effective or – if this amount is lower – existing at the time of its exercise. In calculating this limit of 20 percent of the share capital, those shares shall be included which are issued without pre-emptive rights under any other authorized capital and/or under Contingent Capital I 2007 or any contingent capital replacing Contingent Capital I 2007 (§ 4 (2.4) of the Articles of Association of AIXTRON SE) for the purpose of granting conversion and/or subscription rights to the creditors of bonds with warrants or convertible bonds.

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 the pre-emptive rights of the shareholders. This authorization will only be exercised if it is in the interests of the Company and therefore of its shareholders, in the opinion of the Executive Board and the Supervisory Board, and if it is reasonable.

The Executive Board will report on the utilization of Authorized Capital 2011 to the next General Meeting.

10. Resolution regarding the amendment of § 11 and § 17 of the Articles of Association of AIXTRON SE

The provisions regarding the first supervisory board of AIXTRON SE set forth in § 11 (3) and § 17 (6) of the Articles of Association will become obsolete upon conclusion of the Annual General Meeting on Mai 19, 2011 and are therefore to be rescinded. In addition, the proposed amendment of § 11 (2) of the Articles of Association is to enable the General Meeting to resolve in the future a shorter term of office of the supervisory board than currently provided for in § 11 (2) of the Articles of Association.

- a) The Executive Board and the Supervisory Board propose adopting the following resolution:

§ 11 (2) of the Articles of Association is rescinded and restated as follows:

“The appointment of the Supervisory Board occurs for the period of time until the end of the General Meeting resolving about the ratification of actions for the fourth fiscal year after the commencement of the term of office, whereby the fiscal year in which the appointment occurs is not taken into account; however, the longest term is six years. The General Meeting may resolve a shorter term of office. Repeated appointment is permissible.”

- b) The Executive Board and the Supervisory Board propose adopting the following resolution:

§ 11 (3) of the Articles of Association is deleted.
§ 11 (4) will therefore become § 11 (3) of the Articles of Association. § 17 (6) of the Articles of Association is deleted.

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 SE:

- Regarding agenda items 1 and 2: the adopted annual financial statements of AIXTRON SE as of December 31, 2010, the management report for fiscal year 2010, the approved consolidated financial statements as of December 31, 2010, the Group management report for fiscal year 2010, 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 9: the report of the Executive Board pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 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 2011.

Total number of shares and voting rights

At the time of convening this General Meeting AIXTRON SE has issued a total of 101,529,591 shares granting 101,529,591 votes.

Requirements for Attendance at the General Meeting and exercise of voting rights

In accordance with § 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 either electronically in accordance with the procedure established by the Company by using the password-protected Internet service available at the Internet address www.aixtron.com/agm or in German or English in text form at the following address:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: anmeldung@haubrok-ce.de

The notice of attendance must be received by the Company no than later than at the end of

May 12, 2011.

Online access is available to the shareholders by entering their shareholder number and the corresponding Internet code. The data for accessing the password-protected Internet service in accordance with the procedure established by the Company will be enclosed with the invitation letter.

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 § 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 13, 2011 until and including May 19, 2011.

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.

The holders of American Depositary Receipts (ADR) can obtain additional information from the Bank of New York Mellon under the following address/telephone number: BNY Mellon Shareowner Services, P.O. Box 358516 Pittsburgh, PA 15252-8516, USA, Email: shrrelations@bnymellon.com, Telephone: +1 866 394 9083.

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. 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 email to the following address:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: vollmacht@haubrok-ce.de

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. A revocation of proxy may be declared directly to the Company using the above ways of transmission or result from appearing personally at the General Meeting.

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 email.

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. The power of attorney and the voting instructions to the proxies nominated by the Company must be issued either electronically in accordance with the procedure established by the Company by using the password-protected Internet service under the Internet address www.aixtron.com/agm or in text form.

The data required to access the password-protected Internet service and the form to be used to grant power of attorney and to give instructions to proxies nominated by the Company will be enclosed with the invitation letter. The form may also be requested at the following address by mail, by telefax or by email:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: vollmacht@haubrok-ce.de

The form 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 May 18, 2011, 6 p.m. (receipt by the Company) electronically in accordance with the procedure established by the Company by using the password-protected Internet service under the Internet address www.aixtron.com/agm or by mail, by telefax or by email to the above address. This applies also for a change or revocation of such powers of attorney and instructions. The password-protected Internet service under the Internet address www.aixtron.com/agm can also be used by shareholders in order to issue powers of attorney and instructions. Any powers of attorney including instructions issued no later than by the end of May 12, 2011 can be changed or revoked until May 18, 2011 6 p.m. (receipt by the Company) by using the password-protected Internet service.

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.

Procedure for absentee voting

For the first time shareholders who are registered in the share register may cast their votes without attending the General Meeting by way of absentee voting. Only those shareholders who are duly registered no later than by the end of May 12, 2011 (receipt by the Company) are entitled to exercise their voting rights by way of absentee voting.

Votes can then be cast in absentee voting either in writing or electronically at the below address or by using the password-protected Internet service under the Internet address www.aixtron.com/agm in accordance with the procedure established by the Company and must be received by the Company no later than

May 18, 2011, 6 p.m.

The data for accessing the password-protected Internet service and the forms for absentee voting will be enclosed with the invitation letter. Shareholders wishing to use this form are requested to send it back to the following address:

AIXTRON SE
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 München
Telefax: +49 89 / 210 27 288
Email: briefwahl@haubrok-ce.de

The form for absentee voting can also be downloaded on the Company's homepage at www.aixtron.com/agm. The form can further be requested at the above address by mail, by telefax or by email. Shareholders will find further details on absentee voting on the form and at the Internet address www.aixtron.com/agm.

Absentee voting is also available to authorized credit institutions, associations of shareholders or other persons and institutions that are equivalent pursuant to § 135 (8) and (10) AktG.

The shareholding as registered on the day of the General Meeting in the share register will also be relevant for absentee voting. Please note that, as provided for in § 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 13, 2011 until and including May 19, 2011.

Votes cast by absentee voting can be changed or revoked until May 18, 2011 6 p.m. (receipt by the Company) in writing or electronically under the Company's address provided above or by using the password-protected Internet service in accordance with the procedure established by the Company under the Internet address www.aixtron.com/agm.

Rights of the shareholders pursuant to Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 122 (2), § 126 (1), § 127, § 131 (1) AktG

Right of the shareholders to demand that items be added to the agenda pursuant to Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 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 SE, Vorstand, Kaiserstrasse 98, 52134 Herzogenrath) and must be received by the Company no later than by the end of April 18, 2011. Each new item to be placed on the agenda must be accompanied by a statement of grounds or a proposed resolution.

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 SE
Investor Relations
Kaiserstrasse 98
52134 Herzogenrath
Telefax: +49 241 / 89 09 445
Email: hv2011@aixtron.com

If received no later than by the end of May 4, 2011 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 need not publish a countermotion 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 SE 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 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 supervisory board members or external auditors pursuant to § 127 AktG and the period for communicating such nomination (which must be received no later than by the end of May 4, 2011), provided that the nomination for election need not be supported by a statement of grounds. The Executive Board of AIXTRON SE also need not communicate such nomination pursuant to § 127 sentence 3 AktG if it does not contain the name, the exercised profession and the residence of the nominated person and, in case a supervisory board member to be elected, information regarding such member's seats on other supervisory boards required to be formed by law within the meaning of § 125 (1) clause 5 AktG.

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.

Transmission of the General Meeting

If so determined by the chairman, the General Meeting held on May 19, 2011 will be transmitted and can be viewed live on the Internet (www.aixtron.com/agm) by all interested persons from 10 a.m. until completion of the speeches by the Chairman of the Supervisory Board and the Chairman of the Executive Board. After the General Meeting the speeches held by the Chairman of the Supervisory Board and the Chairman of the Executive Board will be made available as a recording (www.aixtron.com/agm).

Company's homepage

Explanations regarding the rights of shareholders in accordance with Art. 56 SE Regulation, § 50 (2) SE Implementation Act, § 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, April 2011

AIXTRON SE

The Executive Board

AIXTRON SE

KAISERSTRASSE 98

52134 HERZOGENRATH/GERMANY

WWW.AIXTRON.COM

