

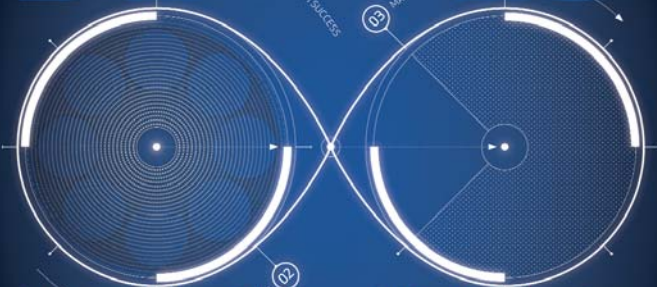
AIXTRON

INVITATION TO THE ORDINARY GENERAL MEETING
WEDNESDAY, MAY 16, 2012, 10 A.M.

SMALL
DETAILS

01 FOCUSED GOALS FOR LONG-TERM SUCCESS

03 MARKET-DRIVEN TECHNOLOGY



02 PROFITABLE AND EFFICIENT LEVERAGE

INFINITE
OPTIONS

Translation for Convenience Purposes

AIXTRON SE
Herzogenrath

ISIN DE000A0WMPJ6
(German securities identification number (WKN) A0WMPJ)
ISIN DE000A1MMEF7
(German securities identification number (WKN) A1MMEF)

Invitation to the Ordinary General Meeting

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

Ordinary General Meeting

to be held on

Wednesday, May 16, 2012, at 10 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, 2011 and the management report for fiscal year 2011, the approved consolidated financial statements as of December 31, 2011, the Group management report for fiscal year 2011 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, 2011 and the consolidated financial statements as of December 31, 2011 at its meeting on February 29, 2012; 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, 2011 for fiscal year 2011 in the amount of EUR 76,982,659.48 as follows:

Payment of a dividend of
EUR 0.25 on each no-par value
share entitled to a dividend, with
a total of 101,789,527 no-par
value shares being entitled to
a dividend: EUR 25,447,381.75

Carried forward to new account: EUR 51,535,277.73

The dividend will be payable as of May 17, 2012.

3. Resolution on the approval of the activities of the members of the Executive Board of AIXTRON SE during fiscal year 2011

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Executive Board of AIXTRON SE during fiscal year 2011.

4. Resolution on the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2011

The Executive Board and the Supervisory Board propose the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2011.

5. Resolution on the election of the auditor and Group auditor for fiscal year 2012

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 2012.

6. Resolution on the creation of new Authorized Capital 2012 and on the appropriate amendment of the Articles of Association

In order to provide the Company with more flexibility to raise new equity capital, new Authorized Capital 2012 is to be created in § 4 subsection 2.2 of the Articles of Association.

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

a) Creation of new Authorized Capital 2012

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 15, 2017 by

up to a total of EUR 10,422,817.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2012). 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 order to eliminate fractions resulting from the subscription ratio. 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.

b) Amendment of the Articles of Association

§ 4 subsection 2.2 of the Articles of Association is revised as follows:

“2.2 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 15, 2017 by up to a total of EUR 10,422,817.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2012). 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 order to eliminate fractions resulting from the subscription ratio. 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 agenda item 6 pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 203 (2) sentence 2, 186 (4) sentence 2 AktG

In order to provide the Company with more flexibility to raise new equity capital, new Authorized Capital 2012 is to be created in § 4 subsection 2.2 of the Articles of Association.

The Executive Board and the Supervisory Board therefore propose under agenda item 6 of the Ordinary General Meeting on May 16, 2012 to create new Authorized Capital 2012 with the possibility to exclude the pre-emptive rights of shareholders in order to eliminate fractions. 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 15, 2017 by up to a total of EUR 10,422,817.00 against cash contributions by issuing new registered no-par value shares (Authorized Capital 2012). 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).

Excluding pre-emptive rights with respect to 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.

The Executive Board will report on the utilization of Authorized Capital 2012 to the next General Meeting.

7. Resolution on the authorization to issue bonds with warrants and/or convertible bonds including the creation of Contingent Capital I 2012 and cancellation of Contingent Capital I 2007 and appropriate amendment of the Articles of Association

An appropriate capitalization is an essential basis for the Company's development. Bonds with warrants and convertibles 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. The authorization to issue bonds with warrants and convertibles bonds resolved by the General Meeting on May 22, 2007 and amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 h)) will expire on May 21, 2012. For this reason the Executive Board and the Supervisory Board consider it appropriate to cancel the previous authorization and to create a new authorization. As no bonds with warrants and/or convertibles bonds were issued under the authorization resolved by the General Meeting on May 22, 2007 and amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 h)), the Contingent Capital I 2007 provided for in § 4 subsection 2.4 of the Articles of Association is no longer needed. It is to be replaced by new Contingent Capital I 2012 to be created for the purposes of this new authorization.

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

Cancelling the authorization to issue bonds with warrants and/or convertibles bonds resolved by the General Meeting on May 22, 2007 and amended by resolution of the General Meeting on May 14, 2008 (agenda item 6 h)), the Executive Board shall be 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 500,000,000.00 with or without a term (“bonds”); and
- to assume a guarantee for such bonds issued by subordinated group companies

in the period to May 15, 2017, 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 40,715,810 no-par value registered shares of the Company representing a pro rata amount of up to EUR 40,715,810.00 of its share capital, in accordance with the terms and conditions of the bonds. The bonds may be denominated in Euro or in the legal currency of a member country of the OECD, up to the equivalent amount in such currency. Bonds may also be issued against non-cash contributions, in particular for the purpose of acquiring companies, parts of companies, equity interests in companies, claims (such as outstanding bonds) or other assets, if this is in the interest of the Company and the value of the non-cash contribution is reasonable as compared to the value

of the bond, provided that the theoretical market value determined in accordance with recognized methods will be relevant for this purpose.

Each issue of bonds may be divided into partial bonds, each of which conveys equal entitlements.

(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 (indirect subscription rights). 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 during the term of this authorization while excluding the pre-emptive rights of shareholders in direct or analogous application of Art. 9 (1) c) ii) SE Regulation, § 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;
- provided that the bonds are issued against non-cash contributions, in particular for the purpose of acquiring companies, parts of companies, equity interests in companies, claims (e.g. outstanding bonds) or other assets, if this is in the interest of the Company in each case and the value of the non-cash contribution is reasonable as compared to the value of the bond.

The proposed authorization is restricted – 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 – insofar as, following the exercise of option rights and/or conversion rights under this authorization, the sum of the shares issued without pre-emptive rights may 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 from authorized capital during the term of this authorization, provided that an exclusion of 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 is not taken into account.

(3) Conversion and options rights

In the event that convertible bonds are issued, the holders will be entitled to convert their bonds in accordance with the terms and conditions defined by the Executive Board. The conversion ratio is calculated by dividing the nominal amount of a partial bond or, if provided for in the terms and conditions, an issue price of a partial bond that is below the nominal amount, by the defined conversion price for one share of the Company and can be rounded up or down to a whole number; further, an additional payment in cash and consolidation or settlement in cash of non-convertible fractions can be determined. The terms and conditions can provide for a variable conversion ratio and specify a conversion price (subject to the minimum price set forth below) within a defined range, depending on the performance of the price of the Company's share during the term of the bonds. The pro rata amount of the share capital represented by the shares to be subscribed for each partial bond may not exceed the nominal amount of the partial bonds. Art. 9 (1) c) ii) SE Regulation and §§ 9 (1) and 199 (2) AktG shall remain unaffected.

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 in accordance with the terms and conditions to be defined by the Executive Board. The terms and conditions may provide that the option price can also be effected by transferring partial bonds and by making an additional payment in cash, if appropriate. The subscription ratio is calculated by dividing the nominal amount of a partial bond or, if provided for in the terms and conditions, an issue price of a partial bond that is below the nominal amount, by the defined option price for one share of the Company. In case of fractional amounts, it can be provided that they can be added up to make up full shares as provided for in the terms and conditions for the bonds, if appropriate, by

making an additional payment in cash. Art. 9 (1) c)
ii) SE Regulation and §§ 9 (1) and 199 (2) AktG shall remain unaffected.

The terms and conditions may provide for a right of the Company not to grant new shares upon conversion of bonds or exercise of warrants, but to pay an amount of money for the number of shares which would otherwise have been delivered that is equal to the average volume-weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the ten trading days before or after exercise of the conversion or option rights. The terms and conditions can also provide that the convertible bonds may, at the choice of the Company, be converted into new shares from authorized capital or into existing shares of the Company rather than into new shares from contingent capital or that the option rights can be fulfilled by delivering new shares from authorized capital or existing shares.

The terms and conditions can also provide for a conditional or unconditional duty to convert at the end of the term (or at any other time) or for a right of the Company to grant to the bond holders, upon final maturity of the convertible bonds (which includes maturity due to termination), in whole or in part, shares of the Company instead of paying the amount of money which is due (right to deliver shares).

(4) Option or conversion price, protection against dilution

The option or conversion price for one registered no-par value share of the Company to be determined in each case must be equivalent to at least 80 percent of the average volume-weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the ten trading days before the date on which the Executive Board has resolved to issue the bonds or, if the

shareholders have a pre-emptive right to subscribe the bonds, to at least 80 percent of the average volume-weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the period from the start of the subscription period until the day before the publication of the final terms and conditions pursuant to Art. 9 (1) c ii) SE Regulation, § 186 (2) sentence 2 AktG, unless the amount of the option or conversion price has been finally determined prior to the start of the trade in subscription rights.

In the event of a duty to convert bonds or exercise warrants or a right to deliver shares, the option or conversion price may also be lower than the above minimum price (80 percent), as defined in more detail in the terms and conditions, but must in any event be equivalent to the average volume-weighted price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the ten trading days before the date of final maturity or any other date to be defined.

The pro rata amount of the share capital represented by the Company shares to be issued may not exceed the nominal amount of the bonds. Art. 9 (1) c ii) SE Regulation and §§ 9 (1) and 199 (2) AktG shall remain unaffected.

The option and/or conversion price may, without prejudice to Art. 9 (1) c ii) SE Regulation, §§ 9 (1) and 199 (2) AktG, on the basis of an anti-dilution clause as provided for in more detail in the terms and conditions, be reduced 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 of existing option or conversion rights. The terms and conditions 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 an economic dilution of the value of the option and/or conversion rights. The option and/or conversion price may also be reduced by providing for a cash payment at the time the option or conversion rights are exercised or fulfilled. In any event the pro rata amount of the share capital represented by the shares to be subscribed for each bond may not exceed the nominal amount of the bonds.

(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 issue 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 current Contingent Capital I 2007 and creation of new Contingent Capital I 2012 and appropriate amendment of the Articles of Association

The Contingent Capital I 2007 currently provided for in § 4 subsection 2.4 of the Articles of Association is cancelled.

The share capital shall be conditionally increased by up to EUR 40,715,810.00 by issuing up to 40,715,810 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 convertibles 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 16, 2012 (agenda item 7). 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 or shares from any authorized capital 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 I 2012).

§ 4 subsection 2.4 of the Articles of Association is revised as follows:

“2.4 The share capital is conditionally increased by up to EUR 40,715,810.00 by issuing up to 40,715,810 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 convertibles 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 16, 2012 (agenda item 7). 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 2012).“

The Supervisory Board shall be authorized to amend the formal wording of the Articles of Association to reflect utilization of the Contingent Capital I 2012 or when the Contingent Capital I 2012 has lost its function (utilization of Contingent Capital I 2012 no longer possible).

Report by the Executive Board on agenda item 7 in accordance with Art. 9 (1) c) ii) SE Regulation, § 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 convertibles 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. The authorization to issue bonds with warrants and convertibles bonds resolved on May 22, 2007 and amended on May 14, 2008 will expire on May 21, 2012. For this reason the Executive Board is to be authorized to issue bonds with the approval of the Supervisory Board and Contingent Capital I 2012 is to be resolved for this purpose. The previous authorization including Contingent Capital I 2007 is to be cancelled.

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 500,000,000.00. 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 40,715,810.00, i.e. up to 40,715,810 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 (indirect subscription right).

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 Art. 9 (1) c) ii) SE Regulation, § 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 (Art. 9 (1) c) ii) SE Regulation, § 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 pre-emptive 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.

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 (for instance from authorized capital) during the term of this authorization while excluding pre-emptive rights in direct or analogous application of Art. 9 (1) c) ii) SE Regulation, § 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 issue 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 determine 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.

- Finally, the Executive Board will be authorized, with the approval of the Supervisory Board, to exclude shareholders' pre-emptive rights with respect to the bonds if the bonds are issued against non-cash contribution, in particular for the purpose of acquiring companies, parts of companies, equity interests in companies, claims (such as outstanding bonds) or other assets. The Executive Board will examine in each specific case whether it should make use of the authorization to issue bonds against non-cash contributions excluding the pre-emptive rights of shareholders and will only do so if, after considering all relevant aspects, this would be in the interest of the Company and its shareholders. This requires that the non-cash contribution has a reasonable value as compared to the value of the bond. In case of convertible bonds and/or bonds with warrants the theoretical market value determined in accordance with recognized methods would be relevant. The issue of bonds against non-cash contribution offers the Company the opportunity to use such bonds as "acquisition currency" in connection with acquisitions of companies, parts of companies, equity interests in companies or other assets if a suitable opportunity arises. In addition to authorized capital, the issue of bonds will provide the Company with flexibility to exploit opportunities for acquisitions of companies, parts of companies, equity interests in companies or other assets without impacting the Company's cash flow, because the consideration would not have to be paid in cash to the seller. In many cases the seller insists on receiving consideration in another form. An attractive alternative could then be to offer, in place of or in addition to granting shares or making cash payments, bonds with warrants or convertible bonds. This possibility provides additional flexibility to the Company and increases its competitive chances in acquisitions. The ability to offer bonds as consideration could for instance significantly contribute towards a sustainable financing structure of the Company in

case of an acquisition of outstanding claims against the Company or any of its affiliates.

The proposed authorization is restricted – 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 – insofar as, following the exercise of option and/or conversion rights under this authorization, the sum of the shares issued without pre-emptive rights may 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 from authorized capital, provided that an exclusion of 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 is not taken into account.

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 interest 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 a utilization of the authorization to the next General Meeting.

8. Resolution on the authorization and approval of the issue of share options and the creation of new Contingent Capital II 2012 for shares to be granted under the AIXTRON Stock Option Plan 2012 and appropriate amendment of the Articles of Association

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

- a) The Executive Board and alternatively the Supervisory Board shall be authorized, subject to the following terms and conditions, to issue under a stock option plan 2012 ("Stock Option Plan"), to beneficiaries belonging to a group of persons as described under (1) below, on or before May 15, 2017, share options entitling such persons to subscribe a number of shares representing a pro rata amount of the share capital in the aggregate that is equivalent to the amount of the contingent capital proposed to be resolved under b) below to satisfy share options under the Stock Option Plan (currently 4,208,726 shares). The authorization of the Executive Board comprises the issue of share options, subject to the approval of the Supervisory Board, to the groups of persons described under the second bullet point and under the third bullet point in (1) below (members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG and selected executive and other key employees employed with the Company or a group company); the authorization of the Supervisory Board comprises the issue of share options to the group of persons described below under the first bullet point in (1) below (members of the Executive Board). Each share option shall grant the right to subscribe one share of the Company. The share options will have a term of up to ten years. Shareholders shall have no pre-emptive rights.

At the Company's choice and with the approval of the Supervisory Board, option rights which have been exercised may be satisfied either by granting shares from the contingent capital to be resolved as proposed under b) below or own shares of the Company, provided that no cash compensation is granted.

The Company may, in compliance with statutory law and the terms and conditions of the Stock Option Plan, involve a credit institution, a securities trading bank or a similar institution ("administrator") which will act upon instruction by the Executive Board or, to the extent that the Supervisory Board is authorized, upon instruction by the Supervisory Board.

The share options under the Stock Option Plan for the subscription of Company shares and the Company shares to be granted will be issued as follows:

(1) Groups of persons who are beneficiaries

Shares under the AIXTRON Stock Option Plan 2012 may be issued, subject to the approval of the Supervisory Board, worldwide to persons belonging to one of the following groups:

- Members of the Executive Board of AIXTRON SE;
- members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG ("group companies"); and
- selected executive and other key employees employed with the Company or a group company ("employees").

The Executive Board of the Company will, with the approval of the Supervisory Board, determine the exact group of beneficiaries and the share options to be granted to them. This determination will solely be made by the Supervisory Board of the Company with respect to the members of the Executive Board of the Company, regardless of whether the option rights will be satisfied by using the contingent capital, by granting own shares of the Company or by making a compensation payment in cash.

The share options may also be subscribed to by an administrator with the obligation to transfer such share options to the beneficiaries upon instruction by

the Executive Board or, where the Supervisory Board is authorized, solely upon instruction by the Supervisory Board. The administrator will not be entitled to exercise the share options.

The total volume of share options will be allocated to the groups of beneficiaries as follows:

- 20 percent to members of the Executive Board of the Company;
- 20 percent to members of the management of group companies;
- 60 percent to employees of the Company and group companies.

Members of the Executive Board of the Company and of the managements of group companies and employees of the Company and of group companies entitled to acquire share options who are at the same time members of the management of a group company will receive share options only from the volume which is designated for the group of persons at the higher hierarchical level.

The Executive Board will report on share options issued to members of the Executive Board of the Company annually as provided for by law, unless the General Meeting duly resolves otherwise. This applies also with respect to the number of subscription rights exercised by members of the Executive Board under share options held by them during the preceding fiscal year and the number of share options still held by members of the Executive Board at the end of the preceding fiscal year.

(2) Subscription right

The share options grant to the holder the right to subscribe no-par value registered shares of the Company entitled to vote. Each share option will grant the right to subscribe one share of the Company against payment of the exercise price set forth in (5) below. The new shares will carry dividend rights from

the beginning of the fiscal year in which the new shares are issued. The terms and conditions of the Stock Option Plan to be established in detail can provide that the Company may, at its choice, grant to the beneficiary in fulfillment of the subscription right (i) own shares rather than new shares by using the Contingent Capital II 2012 or (ii) a cash compensation; where a decision is to be made as to the granting of own shares or cash compensation to beneficiaries who are members of the Executive Board of the Company, this decision will solely be made by the Supervisory Board. The Executive Board will require the approval of the Supervisory Board in order to establish the terms and conditions.

(3) Acquisition periods

The share options can be issued in several tranches. An issue is only permissible within the first four months of a calendar year or in the period between the Ordinary General Meeting of the Company and the end of the calendar year (“issue period”).

If share options are offered for subscription to the beneficiaries, the subscription period to be set forth in the offer should not be less than two weeks and must altogether fall within the issue period. As an exception the subscription period may be shortened, if and to the extent that this is necessary in order to ensure that the end of the subscription period falls within the issue period.

(4) Waiting period, exercise periods and option term

The subscription rights arising from the share options may be exercised – if the performance targets are achieved (see (5) and (6) below) – for the first time after expiration of a waiting period as defined in more detail in the Stock Option Plan. The waiting period shall not be less than four years. The waiting period commences to run on the day of allocation of the respective share option (“date of issue”).

The subscription rights arising from the share options may, after expiration of the waiting period, in principle only be exercised during the exercise periods set forth below (“exercise periods”) on each day on which commercial banks are open in Frankfurt/Main for regular banking business (“Banking Days”). Subscription rights may, however, not be exercised if a Banking Day on which exercise would in principle be possible falls within one of the blackout periods set forth below. Each exercise period comprises twenty (20) Banking Days and commences to run on the following Banking Day (in each case including such Banking Day):

- On the third Banking Day after a press conference on annual results or an analyst conference has been held;
- on the third Banking Day after publication of quarterly or semi-annual financial statements, annual financial statements or, if the Company publishes preliminary figures for the preceding fiscal year, after publication of such figures;
- on the third Banking Day after the Ordinary General Meeting of the Company has been held.

The blackout periods commence and end on the following Banking Days (in each case including such Banking Day):

- On the last Banking Day on which the shareholders may register their attendance at the Ordinary General Meeting until the second Banking Day after the Ordinary General Meeting of the Company; or
- on the day of publication of an offer for subscription to new shares or bonds with conversion and/or option rights to shares of the Company in a journal for statutory stock market notices until the day on which the subscription rights for shares of the Company are for the first

time officially traded and listed on the Frankfurt stock exchange “ex subscription right”.

The subscription rights may, after expiration of the waiting period and with due regard to exercise periods and blackout periods, be exercised for the last time on the Banking Day prior to the expiration of ten years, calculated from the date of issue of the share options.

(5) Absolute performance target

The condition for the exercise of subscription rights is that the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on at least one trading day after expiration of the waiting period reaches or exceeds the exercise price (absolute performance target). Trading days shall be days on which the Frankfurt Stock Exchange trades securities in accordance with the trading calendar published by it.

(6) Relative performance target

Where share options are granted to members of the Executive Board, the subscription rights will also be provided with a relative performance target. The exercise of subscription rights by members of the Executive Board is also conditional on the AIXTRON SE share price having progressed better than the TecDAX (relative performance target). Initially, the respective reference values (100 percent) for this purpose will be determined as the arithmetic means of

- (i) the closing auction prices of the shares of AIXTRON SE in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange and
- (ii) the end-closing prices of the TecDAX

over the three-month period following the date of issue of the share options. The closing auction price of the shares of AIXTRON SE in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange must then exceed the TecDAX (end-closing price), as measured using the respective reference values, at least once on at least five consecutive trading days in the period beginning one year after the issue of the share options and lasting until the end of their term. The aforementioned comparison must be made for each issue of share options with the reference values being updated accordingly.

If the TecDAX is discontinued or has its composition fundamentally altered during the term of the Stock Option Plan or the term of the share options issued under the Stock Option Plan, it will be replaced by another index with the closest possible composition to the TecDAX as it was previously; if no such index exists, a new comparative index that includes as many as possible of the individual prices previously tracked in the TecDAX will be calculated by a bank appointed by AIXTRON SE in such a way as to reproduce the TecDAX as closely as possible.

(7) Exercise price

If the relevant performance targets are achieved, every share option can be exercised in accordance with the other option terms and conditions. The exercise price for one share of the Company is equivalent to 130 percent of the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the twenty trading days preceding the date of issue of the respective share option.

The option terms and conditions to be determined with the approval of the Supervisory Board may, if during the term of the share options, by granting a pre-emptive right to the shareholders, the share capital of the Company should be increased by issuing new shares, or own shares should be delivered or bonds with option or conversion rights to shares of

the Company should be issued, provide for a reduction of the exercise price at the ratio between the average price to which the shareholders are entitled on all trading days on the Frankfurt Stock Exchange and the closing auction price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day immediately preceding the rights markdown. This adjustment will not be made if holders of share options are granted a subscription right corresponding to that of the shareholders.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may further provide for an adjustment in the event of any capitalization measures (e.g. share consolidations or share splits, capital increase from Company funds, capital decrease) during the term of the subscription rights. The option terms applicable for the Executive Board will solely be determined by the Supervisory Board.

The minimum exercise price will, however, in any event be the lowest issue amount within the meaning of § 9 (1) AktG.

(8) Possibility of a cap

Where share options are granted to members of the Executive Board of AIXTRON SE, the Supervisory Board must provide for a means of limitation (cap) in case of any extraordinary developments.

(9) Personal right / (non-) transferability

The share options can only be exercised by the beneficiaries themselves. This will also apply if the share options are subscribed to by a credit institution or a securities trading bank with the obligation to transfer them to the individual beneficiaries as instructed by the respective corporate bodies responsible for compensation. Any disposal of share options is excluded; they are in principle not transferable. The share options can, however, be bequeathed to heirs. The share options can only

be exercised as long as there is an employment relationship between the beneficiary and the Company or a group company. The option terms and conditions may contain special provisions in deviation from the foregoing, including, but not limited to, cases where the beneficiary should die or retire or otherwise end his or her employment relationship with the Company or group company other than by notice of termination or the group company should cease to be a member of the group.

(10) Further provisions

The Executive Board is authorized to determine, with the approval of the Supervisory Board, the further details of the option terms and conditions and of the issue of the share options. Where members of the Executive Board of the Company are concerned, the further details of the option terms and conditions and of the issue of the share options, in particular provisions on the transferability of the share options and their forfeiture, will be solely determined by the Supervisory Board. The further details include, without limitation, provisions regarding allocation of the share options among the groups of persons who are beneficiaries, the date of issue within the permissible period, the procedure for the allocation to individual beneficiaries, provisions regarding the exercise and transferability and forfeiture of share options and further procedural provisions. Within the statutory limits or other rules of the applicable law of any jurisdiction, the option terms and conditions may contain specific provisions for non-resident beneficiaries, e.g. the right to subscribe American Deposit Receipts rather than shares of the Company. In this context the Executive Board can involve a foreign administrator with the approval of the Supervisory Board.

b) Creation of new Contingent Capital II 2012 for the shares to be granted under the AIXTRON Stock Option Plan 2012 and amendment of the Articles of Association

The share capital of the Company will be conditionally increased by up to EUR 4,208,726.00 by issuing up to 4,208,726 no-par value registered shares (Contingent Capital II 2012). The Contingent Capital II 2012 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 15, 2017 based on the authorization granted by the General Meeting on May 16, 2012. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The shares will be issued from the Contingent Capital II 2012 at an issue price equal to the exercise price set forth in (5) (a) of this agenda item 8. The new shares will carry dividend rights from the beginning of the fiscal year in which they are issued.

In § 4 of the Articles of Association of the Company the following new subsection 2.7 will be added:

“2.7 The share capital of the Company is conditionally increased by up to EUR 4,208,726.00 by issuing up to 4,208,726 no-par value registered shares (Contingent Capital II 2012). The Contingent Capital II 2012 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 15, 2017 based on the authorization granted by the General Meeting on May 16, 2012. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The new shares will carry dividend rights from the beginning of the fiscal year in which they are issued.”

The previous subsection 2.7 in § 4 of the Articles of Association will become subsection 2.8.

Report by the Executive Board on agenda item 8

It is national and international standard to provide an incentive to the members of the Executive Board and the management and employees by granting subscription rights for the purchase of shares in the Company (share options) as a motivation for performance and loyalty to the Company. This is the purpose envisaged by the AIXTRON Stock Option Plan 2012 and the creation of the Contingent Capital II 2012. The volume of 10 percent of the share capital permitted by law for contingent capital to be used to satisfy share options is not exceeded, whether by taking the Stock Option Plan 2012 or any other existing stock option plans into account. The beneficiaries will, by exercising their share options, be able to participate in the success of their performance which has benefited the Company and therefore its shareholders. This has been practiced by the Company for a number of years and is to be continued in the future. The aim is to ensure that the Company and the group companies will remain attractive as an employer for selected members of the Executive Board and the management, other executives and employees, both currently employed and to be hired in the future.

As an instrument of profit-sharing, the share options to be offered to selected beneficiaries free of charge will entitle them to subscribe shares in the Company. The authorization to issue share options is limited until May 15, 2017. The proposal for the resolution to be adopted provides additionally for the possibility, at the Company's choice, to grant to the beneficiaries own shares or a cash compensation in fulfillment of their share options. This will increase the Company's flexibility to select the fulfillment that is appropriate for the Company upon exercise of the shares options, with due regard to its liquidity position and the dilutive effect for existing shareholders, which will not occur when own shares or cash compensation are granted.

Of the total volume of the share options a maximum of 20 percent each will be allocable to members of the

Executive Board of the Company and to members of the management of group companies and a maximum of 60 percent to employees of the Company and affiliated enterprises. The exact group of beneficiaries and the scope of the share options to be granted to them will be determined by the Executive Board of the Company with the approval of the Supervisory Board. Where share options are to be issued to members of the Executive Board of the Company, the determination, the granting and the exact terms and conditions of the share options will solely be decided by the Supervisory Board. Specifically key employees who are responsible for the economic success of the group as a whole will be given incentives under the Stock Option Plan 2012. Since, however, selected other employees of the group are also responsible for the economic success, share options will also be granted in these specific cases. This applies in particular for executives and employees in countries where stock options are considered to be part of the compensation (for example in the US).

In order to provide a long-term incentive to the beneficiaries to increase the going concern value in the interest of all shareholders, the Stock Option Plan 2012 provides in accordance with § 193 (2) No. 4 AktG for a waiting period of not less than four years before the share options may be exercised for the first time. In addition, granting and exercising share options is only allowed within a certain issue/exercise period to ensure that no insider knowledge will be used.

The condition for the exercise of subscription rights is that the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange reaches or exceeds the exercise price on at least one trading day after expiration of the waiting period (absolute performance target). The exercise price for one share of the Company is equivalent to 130 percent of the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the twenty trading days preceding the date of issue of the respective share option. The selection of this performance target is, in the opinion of the Executive Board, a

reasonable compromise between the interest of the shareholders in an ambitious performance target compensating for the dilution of their shareholdings resulting from the capital increase and the interest of the Company in ensuring that the employees of the Company and its group companies are highly motivated and loyal, which can be achieved to a noticeable degree when beneficiaries are actually given an attractive opportunity to share in the profit of the Company. In selecting the beneficiaries and determining the option terms and conditions, including the number of share options to be granted, the corporate bodies responsible for compensation will take the performance and individual targets into account so as to achieve the aims pursued by the Stock Option Plan 2012.

Where share options are granted to members of the Executive Board, the subscription rights will also be provided with a relative performance target. The exercise of subscription rights by members of the Executive Board is also conditional on the AIXTRON SE share price having progressed better than the TecDAX (relative performance target). Initially, the respective reference values (100 percent) for this purpose will be determined as the arithmetic means of (i) the closing auction prices of the shares of AIXTRON SE in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange and (ii) the end-closing prices of the TecDAX over the three-month period following the issue of the subscription rights. The closing auction price of the shares of AIXTRON SE in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange must then exceed the TecDAX (end-closing price), as measured using the respective reference values, at least once on at least five consecutive trading days in the period beginning one year after the issue of the subscription rights and lasting until the end of their term. The aforementioned comparison must be made for each issue of share options with the reference values being updated accordingly. It is thus ensured that the share options are related to demanding, relevant comparison parameters.

If the relevant performance targets are achieved, every subscription right can be exercised in accordance with the other option terms and conditions.

The possibility of providing for a limitation (cap) ensures that the pecuniary benefit resulting from the share options is limited in case of extraordinary developments and will not lead to disproportionate compensation elements under the Stock Option Plan 2012.

The Executive Board believes that, given the possibility to use own shares or to make a cash compensation at the Company's choice with the approval of the Supervisory Board, rather than issuing new shares from the contingent capital, the authorization to establish the selected AIXTRON Stock Option Plan 2012 is a flexible and at the same time attractive profit-sharing plan to ensure the loyalty and motivation of selected existing and future key employees of the Company and group companies.

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, 2011, the management report for fiscal year 2011, the approved consolidated financial statements as of December 31, 2011, the Group management report for fiscal year 2011, 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 6: 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 for fractional amounts with respect to the Authorized Capital 2012;
- regarding agenda item 7: the report of the Executive Board pursuant to Art. 9 (1) c) ii) SE Regulation in conjunction with §§ 221 (4) sentence 2, 186 (4) sentence 2 AktG explaining the reasons for the exclusion of the pre-emptive right with respect to the issue of bonds with warrants and/or convertible bonds;
- regarding agenda item 8: report of the Executive Board.

Total number of shares and voting rights

At the time of convening this General Meeting AIXTRON SE has issued a total of 101,883,823 shares granting 101,883,823 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 9, 2012.

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 10, 2012 until and including May 16, 2012.

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:

The Bank of New York Mellon, 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 15, 2012, 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 9, 2012 can be changed or revoked until May 15, 2012 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

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 9, 2012 (receipt by the Company) are entitled to exercise their voting rights by way of absentee voting.

Votes can 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 15, 2012, 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 10, 2012 until and including May 16, 2012.

Votes cast by absentee voting can be changed or revoked until May 15, 2012, 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/aggm.

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 and must be received by the Company no later than at the end of April 15, 2012. Each new item to be put on the agenda must be accompanied by a statement of grounds or a proposed resolution. Please send corresponding demands to the following address:

AIXTRON SE
Vorstand
Kaiserstrasse 98
52134 Herzogenrath

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/aggm. 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.

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

Any counter motions 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. Counter motions 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: hv2012@aixtron.com

If received no later than by the end of May 1, 2012 by the Company at the above address, together with a statement of the grounds, all counter motions 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 counter motions that are addressed differently will not be considered. The Company need not publish a counter motion and the grounds if any of the reasons listed in § 126 (2) AktG applies, for instance because the counter motion 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 in the explanations regarding the rights of the shareholders on the Company's homepage at www.aixtron.com/agm. The grounds for a counter motion need not be communicated if it exceeds 5,000 characters. The Executive Board of AIXTRON SE reserves the right to combine counter motions and the respective statements of the grounds if several shareholders file counter motions for a resolution in respect of the same subject matter. Counter motions will only be deemed made if made verbally at the General Meeting. The shareholders remain entitled to file counter motions 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 counter motions to the Company prior to the General Meeting.

The above applies accordingly for a nomination by a shareholder for the election of 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 1, 2012), 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.

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 in the explanations regarding the rights of the shareholders 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 16, 2012 will be transmitted and can be viewed live on the Internet (www.aixtron.com/agm) by all interested persons from 10 a.m., including 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, March 2012

AIXTRON SE
The Executive Board

AIXTRON SE

KAISERSTRASSE 98

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