



**Ordinary General Meeting 2012  
of AIXTRON SE, Herzogenrath**

**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 German Stock Corporation Act (“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 a utilization of Authorized Capital 2012 to the next General Meeting.

Herzogenrath, March 2012

**AIXTRON SE**

– Executive Board –

Paul Hyland

Wolfgang Breme

Dr. Bernd Schulte