

AIXTRON

INVITATION TO THE ORDINARY GENERAL MEETING
THURSDAY, MAY 23, 2013, 10 A.M.

AIXTRON



Translation for Convenience Purposes

AIXTRON SE
Herzogenrath

ISIN DE000A0WMPJ6
(German securities identification number (WKN) A0WMPJ)
ISIN DE000A1TNVU3
(WKN A1TNVU)

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

Thursday, May 23, 2013, 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, 2012 and the management report for fiscal year 2012, the approved consolidated financial statements as of December 31, 2012, the Group management report for fiscal year 2012 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, 2012 and the consolidated financial statements as of December 31, 2012 at its meeting on February 27, 2013; 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 approval of the activities of the members of the Executive Board of AIXTRON SE during fiscal year 2012**

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 2012.

- 3. Resolution on the approval of the activities of the members of the Supervisory Board of AIXTRON SE during fiscal year 2012**

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 2012.

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

Pursuant to § 120 (4) AktG the general meeting of a listed company may resolve on the approval of the system for remuneration of the members of the Executive Board. The General Meeting on May 18, 2010 approved the previously applicable system for remuneration of the members of the Company's Executive Board with a large majority. In its meeting on December 5, 2012, the Supervisory Board adopted resolutions amending this remuneration system. This is why the remuneration system is again submitted to the General Meeting for approval this year.

The current basic structure of the composition of the remuneration for the members of the Executive Board will be maintained in the changed system. It is, however, intended to strengthen the orientation of the variable remuneration components towards a sustainable development of the Company by providing that the Executive Board members will receive a portion of their variable bonus in shares of the Company which will be transferred to them only after expiration of a specified waiting period. The Supervisory Board will continue to review on a regular basis whether the remuneration of the Executive Board members and the individual components of the remuneration are adequate. It is intended to implement the new remuneration system as resolved by the Supervisory Board in the agreements with the Executive Board members whenever they are renewed or newly concluded.

The system of remuneration for the members of the Company's Executive Board is described in detail under No. 30 in the notes to the consolidated financial statements as part of the annual report 2012. The annual report 2012 will be available at the General Meeting and the system of remuneration will be explained in more detail at the General Meeting.

The Executive Board and the Supervisory Board propose the approval of the system of remuneration for the members of the Executive Board of AIXTRON SE.

5. Resolution on the elections for the Supervisory Board

The Supervisory Board of the Company 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. Following the resignation by the previous members of the Supervisory Board Dr. Holger Jürgensen and Karl-Hermann Kuklies with effect as of January 30, 2013, two new members will have to be elected to the Supervisory Board. The General Meeting is not bound by nominations for election.

At the recommendation of the nomination committee, the Supervisory Board proposes electing

- a) Dr. Andreas Biagosch, Munich,
Managing Director at Impacting I GmbH & Co. KG,
Oberhaching; and
- b) Dr. Martin Komischke, Morgarten / Switzerland
Chairman of the Management Board
of Hoerbiger GmbH, Schongau,
Chairman of the Group Management Board
of Hoerbiger Holding AG, Zug, Switzerland

as replacement members of the Supervisory Board of AIXTRON SE for the remaining term of office of the resigning Supervisory Board members Dr. Holger Jürgensen and Karl-Hermann Kuklies, with effect as of the closing of this General Meeting. The remaining term of the Supervisory Board members Dr. Holger Jürgensen and Karl-Hermann Kuklies is equal to that of the remaining Supervisory Board members as determined upon their appointment on May 19, 2011, which will end on the closing of the General Meeting resolving on the approval of their activities during fiscal year 2015, but in any event no later than six years after their appointment.

It is intended to have the General Meeting vote on the election of each of the individuals to the Supervisory Board separately.

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

Dr. Martin Komischke is not a member of any supervisory boards required to be formed by law. He is a member of the following similar domestic or foreign supervisory bodies of business undertakings:

- member of the Advisory Board
of Winkelmann Group GmbH & Co. KG,
Ahlen
- member of the Advisory Board
of Schreiner Group GmbH & Co. KG,
Oberschleissheim

In the appraisal of the Supervisory Board, the proposed candidates do not have any personal or business relations with the Company or its boards or any of its shareholders holding a significant shareholding in the Company within the meaning of clause 5.4.1 (4) to (6) of the German Corporate Governance Code as amended on May 15, 2012.

The curriculum vitae of the candidates are posted on the Company's homepage under www.aixtron.com/agm.

6. Resolution on the election of the auditor and Group auditor for fiscal year 2013

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 2013.

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

The General Meeting held on May 18, 2010 adopted under agenda item 7 a resolution authorizing the Company to purchase and use own shares in the period to May 17, 2015. This existing authorization does not include the possibility to issue shares to the members of the Company's Executive Board as a component of their variable remuneration. Therefore, the existing authorization to purchase and use own shares granted on May 18, 2010 is to be cancelled and a new authorization, providing for this possibility, is to be resolved.

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

- a) The authorization to purchase own shares granted on May 18, 2010 shall be cancelled following the entry into force of the following new authorization.
- b) In accordance with § 71 (1) no. 8 AktG, the Company shall be authorized to purchase, within the statutory limits, in the period to May 22, 2018 own shares representing up to 10 percent of the share capital existing at the time the resolution is adopted. The pro rata amount of the share capital attributable to own shares purchased by the Company based on this authorization and any other own shares held by or attributable to the Company under §§ 71 a et seq. AktG may not exceed 10 percent of the share capital at any time. This authorization may not be used by the Company for the purpose of trading in own shares.
- c) The authorization specified in b) may be exercised in full or in part, once or several times by the Company, and in pursuit of one or several purposes. It may also be exercised by entities controlled by the Company or in which the Company holds a majority interest or by third parties on behalf of the Company or any such entity.
- d) The own shares may be purchased, at the choice of the Executive Board, (1) on the stock market or (2) by way of a public offer for purchase made to all

shareholders by the Company or (3) by way of a public invitation to submit offers for sale.

- (1) Where these shares are purchased on the stock market, the purchase price per share of AIXTRON SE (excluding transaction costs) paid by the Company shall not be more than 10 percent above or below the arithmetic average closing price of the shares of AIXTRON SE in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange on the last three trading days prior to the purchase of the shares.
- (2) Where these shares are purchased by way of a public purchase offer made by AIXTRON SE to all shareholders, the Company will establish a purchase price or a purchase price margin per share of AIXTRON SE. In the event that a purchase price margin is established by the Company, the final purchase price will be determined by the Company on the basis of the acceptance statements received by it. The purchase price offered by the Company or the upper and lower limits of the purchase price margin per share of AIXTRON SE (excluding transaction costs) shall not be more than 10 percent above or below the arithmetic average closing price of the shares of AIXTRON SE in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange on the last five trading days prior to the final decision of the Executive Board on the public purchase offer. The purchase price or the purchase price margin may be adjusted if, following publication of a purchase offer, there should be substantial changes in the relevant market price. In such a case the arithmetic average closing price on the last five trading days prior to the final decision of the Executive Board regarding the adjustment will be relevant. The purchase offer may, in addition to the possibility of an adjustment of the purchase price or purchase price margin, provide for a time limit for acceptance and other terms

and conditions. The volume of the purchase offer may be limited. If the purchase offer is oversubscribed, bids must be accepted in proportion to the number of shares on offer. Preference may be given to the purchase of small amounts (up to 100) of offered shares per shareholder.

- (3) Where these shares are purchased by way of a public invitation to submit offers for sale, the Company may establish in the invitation a purchase price margin within which offers may be submitted. The invitation may provide for a time limit for the submission of offers, other terms and conditions and the possibility of adjusting the purchase price margin in the period in which offers must be submitted if, following publication of the invitation, there should be substantial changes in the market price of the AIXTRON share in such period. Upon acceptance the final purchase price will be determined by the Company on the basis of the offers for sale received by it. The purchase price per share of AIXTRON SE (excluding transaction costs) shall not be more than 10 percent above or below the arithmetic average closing price of the shares of AIXTRON SE in XETRA trading or a comparable system replacing the XETRA system on the Frankfurt Stock Exchange on the last five trading days prior to the acceptance of the offers for sale by AIXTRON SE. If the number of AIXTRON shares offered to the Company exceeds the total number of AIXTRON shares intended to be purchased by the Company, offers must be accepted in proportion to the number of shares on offer. Preference may be given to the purchase of small amounts (up to 100) of offered shares per shareholder.
- e) The Executive Board shall be authorized to use own shares of the Company purchased on the basis of this authorization or any previous authorization or otherwise for all legally permitted purposes, including as follows:

- (1) They may be offered and transferred with the approval of the Supervisory Board to fulfill the Company's obligations under the Stock Option Plan 2002 resolved by the General Meeting on May 22, 2002 (agenda item 13), the AIXTRON Stock Option Plan 2007 resolved by the General Meeting on May 22, 2007 (agenda item 10) and the Stock Option Plan resolved by the General Meeting on May 16, 2012 (agenda item 8). Reference is made to the information pursuant to § 193 (2) no. 4 AktG in the resolution of the General Meeting on May 22, 2002 (agenda item 13), in the resolution of the General Meeting on May 22, 2007 (agenda item 10) and in the resolution of the General Meeting on May 16, 2012 (agenda item 8). If and to the extent that own shares are to be transferred to the members of the Company's Executive Board, the Supervisory Board shall be responsible.

- (2) They may be resold with the approval of the Supervisory Board for a consideration in cash. The shares may be sold by means other than on the stock exchange or by way of an offer to all shareholders provided that the own shares purchased are sold at a price that is not significantly lower than the market price of shares of the Company with the same terms at the time of disposal. In such a case the number of the shares to be sold may not in the aggregate exceed 10 percent of the share capital at the time of the resolution on this authorization or, if such amount is lower, 10 percent of the share capital of the Company registered at the time of the sale of the shares. In calculating this limit of 10 percent of the share capital, those shares shall be included which were issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. In addition, in calculating the limit of 10 percent of the share capital, those shares shall be included which are issued or will have to be issued in respect of subscription rights arising from bonds with warrants and/or

- convertible bonds, provided that the bonds were issued or will be issued based on an authorization that is valid during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG.
- (3) They may be used, with the approval of the Supervisory Board, to fulfill conversion and/or option rights or obligations arising from convertible bonds and/or bonds with warrants that were or will be issued by the Company and/or any entities in which the Company owns a majority interest, either directly or indirectly.
 - (4) They may, with the approval of the Supervisory Board, be offered and transferred to third parties in connection with mergers or acquisitions of companies, parts of companies, equity interests in companies or other assets.
 - (5) They may be issued to members of the Executive Board as a component of their variable remuneration. In such a case the Supervisory Board of AIXTRON SE shall be responsible and the above authorization shall be deemed granted to it.
 - (6) They may be cancelled with the approval of the Supervisory Board without the cancellation or its implementation requiring a further resolution by the General Meeting. The Executive Board may determine that the share capital is reduced as result of the cancellation or that the share capital remains unchanged while the pro rata amount represented by the remaining shares in the share capital is increased according to § 8 (3) AktG. In this case, the Executive Board is also authorized to adjust the number of shares stated in the Articles of Association with the approval of the Supervisory Board.
- f) The authorizations specified in e) may be exercised in full or in part, once or several times, individually or jointly by the Company; the authorizations specified in

- e) (1) through (4) may also be exercised by entities controlled by the Company or in which the Company owns a majority interest or by third parties on behalf of the Company or any such entity.
- g) Shareholders' pre-emptive rights are excluded to the extent that own shares are used in accordance with the above authorizations specified in e) (1) through (5).

Report by the Executive Board on agenda item 7 pursuant to Art. 9 SE Regulation in conjunction with § 71 (1) no. 8 sentence 5, § 186 (3) sentence 4, (4) sentence 2 AktG

Agenda item 7 contains the proposal to authorize the Company, in accordance with § 71 (1) no. 8 AktG, to purchase own shares in the period to May 22, 2018 representing up to 10 percent of the share capital existing at the time the resolution is adopted. The current authorization, granted by the General Meeting on May 18, 2010, is to be replaced.

The proposed authorization will allow the Company to purchase own shares in the period to May 22, 2018 subject to the statutory limit of 10 percent of the existing share capital. The own shares shall only be purchased on the stock market or by way of a public offer for purchase to all shareholders or by way of a public invitation to submit offers for sale. This ensures adherence to the duty to treat all shareholders equally set out in § 71 (1) no. 8 sentences 3 and 4 AktG. As regards a purchase on the stock market, § 71 (1) no. 8 sentence 4 AktG clarifies that such a purchase would meet the requirement to treat all shareholders equally. An acquisition by way of a public offer for purchase to all shareholders or by way of a public invitation to submit offers for sale would also meet this requirement. If the purchase offer is oversubscribed, bids will be accepted in proportion to the number of shares on offer. It can, however, be provided that preference will be given to the purchase of small amounts (up to 100) of offered shares per shareholder so as to avoid fractional amounts when determining the quota to be acquired and

small remaining parcels, thereby simplifying the technical procedure.

The Executive Board shall be authorized to use own shares of the Company purchased on the basis of this authorization or any previous authorization or otherwise for all legally permitted purposes, including as follows:

At the General Meeting on May 22, 2002, a contingent capital increase was resolved, which will only be implemented to the extent that the holders of the subscription rights issued under the Stock Option Plan 2002 resolved by the General Meeting on May 22, 2002 (agenda item 13) exercise their subscription rights according to § 192 (2) no. 3 AktG. The resolution authorizing the purchase and use of own shares authorizes the Executive Board, subject to the approval of the Supervisory Board, to use own shares, while excluding the pre-emptive rights of shareholders, to fulfill subscription rights arising from the share options. This is a suitable means of countering the dilution of equity holdings and voting rights conveyed by shares, as may occur to a certain extent when subscription rights are fulfilled by creating new shares. The same applies with respect to the resolution by the General Meeting on May 22, 2007 (agenda item 10) regarding the authorization and approval to issue share options and to create new Contingent Capital II 2007 for the purpose of satisfying the rights arising from the AIXTRON Stock Option Plan 2007 and with respect to the resolution of the General Meeting on May 16, 2012 (agenda item 8) regarding the authorization and approval to issue share options and to create new Contingent Capital II 2012 for the purpose of satisfying the rights arising from the AIXTRON Stock Option Plan 2012. In this respect the following documents will be made available on the Company's homepage at www.aixtron.com/agm from the date of convening the General Meeting, in addition to the report of the Executive Board pursuant to § 71 (1) no. 8 sentence 5, § 186 (3) sentence 4, (4) sentence 2 AktG, which will also be available for inspection at the General Meeting of AIXTRON SE: the resolution of the General Meeting of the Company on agenda item 13 of May 22, 2002, the resolution of the General Meeting of the Company of May 22, 2007 on agenda item 10 and the resolution of

the General Meeting of the Company of May 16, 2012 on agenda item 8 with the key points of the Stock Option Plan 2002, the AIXTRON Stock Option Plan 2007 and the AXITRON Stock Option Plan 2012 including the information pursuant to § 193 (2) no. 4 AktG (in each case as an excerpt from the minutes of the respective General Meeting recorded by a Notary which are also available for inspection at the Commercial Register of the Company).

Subject to the approval of the Supervisory Board, the Executive Board is further authorized to sell own shares, while excluding the pre-emptive right in accordance with the provision of § 186 (3) sentence 4 AktG, to third parties (such as institutional investors) at a price that is not significantly lower than the market price of the Company's shares carrying the same rights at the time of disposal. The price to be paid for own shares will be fixed in due time prior to the date of the sale. The Executive Board will assess a discount (if any) on the market price – with due regard to the market conditions prevailing at the time of the placement – as low as possible. Such a discount on the market price at the time the authorization is used will under no circumstances be more than 5 percent of the then current market price. This authorization of the Executive Board to dispose of shares is restricted insofar as the shares to be disposed of shall in the aggregate not exceed 10 percent of the Company's share capital in existence at the time of adoption of this resolution or, if such amount is lower, 10 percent of the registered share capital of the Company at the time of disposal of the shares. In calculating the limit of 10 percent, those shares shall be included which were issued or used during the term of this authorization while excluding pre-emptive rights in direct or analogous application of § 186 (3) sentence 4 AktG. When calculating the 10 percent limit, it is further necessary to include those shares which are issued or will have to be issued to satisfy subscription rights arising from bonds with warrants and/or convertible bonds, if such bonds were issued or will be issued based on an authorization that is valid during the term of this authorization while excluding pre-emptive rights in analogous application of § 186 (3) sentence 4 AktG. Due to this restriction of the scope of the authorization and the fact that the price for disposing of the shares will be based on the market price, the concept of anti-dilution

protection is taken into account and the interests of shareholders in terms of both asset protection and voting rights are appropriately protected. In addition, the shareholders will in principle be able to purchase AIXTRON shares on the stock exchange. The authorization is in the interest of the Company because it gives the Company a wider scope of action and more flexibility.

Further, with the approval of the Supervisory Board, the purchased shares can be used to satisfy the subscription rights of holders of bonds with warrants or convertible bonds which were or will be issued by the Company and/or any entities in which the Company owns a majority interest, either directly or indirectly. It may be more appropriate for the Company to use own shares instead of implementing a capital increase to fully or partly satisfy the rights arising from these bonds to subscribe for Company shares. This possibility increases the Company's scope of action. Therefore, the authorization provides for own shares to be used accordingly; in this respect, shareholders' pre-emptive rights are also excluded.

It will further be possible to offer and transfer the purchased shares to third parties, with the approval of the Supervisory Board, in connection with mergers or acquisitions of companies, parts of companies, equity interests in companies or other assets while excluding the pre-emptive rights of shareholders. The Company will be able to offer own shares as consideration in these cases. This form of consideration is increasingly required due to international competition and the globalization of the economy. The proposed authorization will enable the Company to exploit opportunities to acquire companies, parts of companies, equity interests in companies or other assets quickly.

In addition, the Company will be able to issue its own shares to members of the Executive Board as a component of their variable remuneration. This will also require an exclusion of pre-emptive rights of shareholders. In this way, variable remuneration components providing an incentive for long-term and sustainable corporate governance could be created. For instance, a portion of the variable remuneration could be granted in the form of share options subject to a waiting period rather than in

cash. By transferring the shares only after expiration of a waiting period of several years, a portion of the compensation is deferred, thus enhancing the commitment of the members of the Executive Board to the Company through their participation in a sustainable appreciation of the Company's value. In this way, the Executive Board member will not only participate in positive, but also in negative developments of the share price which may occur during the extended waiting period of several years. This would mean either a bonus or a penalty for the members of the Executive Board. The contemplated structure would be able to meet both the objectives of the German Law on the Adequacy of Remuneration of Executive Board Members (*VorstAG*) and the requirements of the German Corporate Governance Code. This is the background for the authorization proposed under agenda item 7 e) (5): it is in particular intended to strengthen the orientation of the variable remuneration components towards a sustainable development of the Company by providing that the Executive Board members will receive a portion of their variable bonus in shares of the Company which will be transferred to them only after expiration of a specified waiting period. The details of the remuneration for the Executive Board members will be determined by the Supervisory Board. This includes regulations on vesting of share options which are granted to a member of the Executive Board instead of a portion of the variable remuneration payable to such member and regulations on handling share options in special cases. The Supervisory Board will decide on the structure to be selected and the type of fulfilling the options for the relevant shares as part of the regulations governing the remuneration of Executive Board members. The Supervisory Board will be solely guided by the interests of the shareholders and the Company and will observe the principle of reasonableness. The Supervisory Board has already resolved that appropriate new provisions will be incorporated into all future agreements with Executive Board members. Further information regarding these provisions and the system of remuneration for the members of the Executive Board is provided in detail under No. 30 in the notes to the consolidated financial statements as part of the annual report 2012. The annual report 2012 will be available at the General Meeting.

The report on remuneration will also be available and explained in more detail at the General Meeting.

Finally, it will be possible to cancel the repurchased own shares, with the approval of the Supervisory Board, without obtaining a new resolution of the General Meeting. The proposed authorization provides in accordance with § 237 (3) no. 3 AktG that the Executive Board may cancel the shares without a capital decrease. By cancelling the shares without a capital decrease the pro rata amount represented by the remaining no-par value shares in the share capital of the Company will increase. The Executive Board is authorized to amend the Articles of Association to reflect the change in the number of the Company's no-par value shares with the approval of the Supervisory Board.

The Executive Board will carefully examine in each specific case whether it should make use of the authorization to repurchase and use own shares while excluding pre-emptive rights of shareholders with the approval of the Supervisory Board. This authorization will only be exercised if it is in the interests of the Company and therefore of its shareholders in the opinion of the Executive Board and the Supervisory Board, and if it is reasonable.

The Executive Board will report on each utilization of the authorization to purchase and use own shares to the respective next General Meeting.

The present authorization to purchase and use own shares replaces the authorization to purchase and use own shares that was resolved by the General Meeting on May 18, 2010.

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 item 1: the adopted annual financial statements of AIXTRON SE as of December 31, 2012, the management report for fiscal year 2012, the approved consolidated financial statements as of December 31, 2012, the Group management report for fiscal year 2012, 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;
- regarding agenda item 4: the system of remuneration for the members of the Company's Executive Board (excerpt from No. 30 of the notes to the consolidated financial statements as part of the annual report 2012);
- regarding agenda item 7: the report of the Executive Board pursuant to Art. 9 SE Regulation in conjunction with § 71 (1) no. 8 sentence 5, § 186 (3) sentence 4, (4) sentence 2 AktG, the resolution of the General Meeting of the Company adopted on May 22, 2002 (agenda item 13), the resolution of the General Meeting of the Company adopted on May 22, 2007 (agenda item 10) and the resolution of the General Meeting of the Company adopted on May 16, 2012 (agenda item 8) with the key points of the Stock Option Plan 2002, the AIXTRON Stock Option Plan 2007 and the AIXTRON Stock Option Plan 2012 including the information pursuant to § 193 (2) no. 4 AktG (in each case as an excerpt from the minutes of the respective General Meeting recorded by a Notary which are also available for inspection at the Commercial Register of the Company) and information on the system of remuneration for the members of the Company's Executive Board (excerpt from No. 30 of the notes to the consolidated financial statements as part of the annual report 2012).

Total number of shares and voting rights

At the time of convening this General Meeting AIXTRON SE has issued a total of 102.086.124 shares granting 102.086.124 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
GERMANY
Fax: +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 16, 2013.

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 17, 2013 until and including May 23, 2013. The technical record date is therefore the end (12 p.m.) of May 16, 2013.

The registration office will send out admission tickets to the General Meeting to the shareholders or to the proxies designated by them 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 - Depositary Receipts
P.O. Box 43006
Providence, RI 02940-3006
USA
Email: shrrelations@bnymellon.com
Phone: +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 of proxy and proof to the Company of such proxy and in principle also its revocation 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
GERMANY
Fax: +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. Such a revocation will also 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.

Procedure for voting by proxies nominated by the Company

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
GERMANY
Fax: +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 22, 2013, 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 can be changed or revoked until May 22, 2013 6 p.m. (receipt by the Company) by using the password-protected Internet service. Personal attendance of a shareholder at the General Meeting will automatically be considered as a revocation of the power of attorney and instructions previously issued to the proxies nominated by the Company.

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 16, 2013 (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 than later than

May 22, 2013, 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
GERMANY
Fax: +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.

Votes cast by absentee voting can be changed or revoked until May 22, 2013, 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 500,000 Euro (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 22, 2013. 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
GERMANY

Any additional items on the agenda to be published will promptly after receipt of the demand be published in the 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.

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
GERMANY
Fax: +49 (241) 89 09 445
Email: hv2013@aixtron.com

If received no later than by the end of May 8, 2013 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 Supervisory Board members and 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 8, 2013), 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 of an election of members of the Supervisory Board, information on their membership in 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 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.

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 2013

AIXTRON SE

The Executive Board





AIXTRON SE

KAISERSTRASSE 98

52134 HERZOGENRATH/GERMANY

WWW.AIXTRON.COM

