

Translation for Convenience Purposes

**Explanations regarding the rights of the shareholders pursuant to Art. 56 SE Regulation, § 50 (2) SE Implementation Act, §§ 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act ("AktG")**

**1. Right of the shareholders to demand that additional 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. This quorum is required pursuant to Art. 56 clause 3 of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SE Regulation") in conjunction with § 50 (2) of the SE Implementation Act. 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 19, 2015**. Each new item to be put on the agenda must be accompanied by a statement of reasons or a proposed resolution. Please send corresponding demands to the following address:

AIXTRON SE  
Vorstand  
Dornkaulstrasse 2  
52134 Herzogenrath

§ 122 (2) AktG, governing a demand by shareholder(s) to put additional items on the agenda for a German stock corporation, may only be applied if and to the extent that any matter is not regulated in Art. 56 SE Regulation and § 50 (2) SE Implementation Act taking precedence over § 122 (2) AktG. Consequently, according to the prevailing view of legal authors, in particular the minimum holding period for shares in a German stock corporation resulting from § 122 (2) clause 1 AktG in conjunction with § 122 (1) clause 3 AktG and § 142 (2) clause 2 AktG is not applicable for an SE with registered office in Germany. Shareholders of AIXTRON SE wishing to request that additional items be put on the agenda will therefore not be required to submit together with such a request any proof that they have owned the relevant shares for at least a period of three months.

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](http://www.aixtron.com/agm). The amended agenda will further be communicated to the shareholders in accordance with § 125 (1) sentence 3 AktG.

The provisions of the SE Regulation, the SE Implementation Act and the German Stock Corporation Act underlying the demand to put additional items on the agenda read (in part) as follows:

**Art. 56 SE Regulation**

*One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.*

**§ 50 (2) SE Implementation Act**

*(2) One or more shareholders who together hold at least 5 percent of the registered share capital or a proportionate amount of EUR 500,000 may request that one or more additional items be put on the agenda of any general meeting.*

**§ 122 (1) and (2) AktG (calling of a meeting at the request of a minority)**

*(1) A general meeting shall be called if shareholders whose holding in the aggregate equals or exceeds one twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the Executive Board. The articles of association may provide that the right to demand a general meeting shall require another form and only the holding of a lower proportion of the share capital. § 142 (2) sentence 2 applies accordingly.*

*(2) In the same manner shareholders whose shares amount in the aggregate to not less than one twentieth of the share capital or a proportionate amount of EUR 500,000 may demand that items be put on the agenda and published. Each new item to be put on the agenda must be accompanied by a statement of grounds or a proposed resolution. Any demand within the meaning of sentence 1 one must be received by the company at least 24 days or, in the case of a listed company, at*

*least 30 days prior to the date of the meeting; the date of receipt will not be counted.*

**2. Countermotions and nominations for elections by shareholders pursuant to §§ 126 (1), 127 AktG**

Any countermotions to be raised by a shareholder with respect to one or more of the proposals submitted by the Executive Board and/or the Supervisory Board regarding one or more of the agenda items in accordance with § 126 (1) AktG and any nominations for election within the meaning of § 127 AktG should be directed exclusively to the following address. Countermotions and nominations for election sent to a different address will not be taken into consideration.

AIXTRON SE  
Investor Relations  
Dornkaulstrasse 2  
52134 Herzogenrath  
Telefax: +49 241 / 89 09 445  
Email: [hv2015@aixtron.com](mailto:hv2015@aixtron.com)

If received no later than by the end of **May 5, 2015** by the Company at the above address, together with a statement of the reasons, all countermotions by shareholders to be communicated will be published immediately, including the name of the shareholder, the reasons and any position by the Management, on the Company's homepage at [www.aixtron.com/agm](http://www.aixtron.com/agm). The Company is not obliged to publish a countermotion and the reasons if any of the facts of exclusion listed in § 126 (2) AktG apply, for instance because the countermotion would result in a resolution of the general meeting which would be illegal or would violate the Articles of Association. The reasons are described in detail in this document. The reasons for a countermotion do not have to be communicated if they exceed 5,000 characters. The Executive Board of AIXTRON SE reserves the right to combine countermotions and the respective statements of the reasons if several shareholders file countermotions for a resolution in respect of the same subject matter. Countermotions will only be deemed made if made at the general meeting. The shareholders remain entitled to file countermotions at the general meeting in respect of one or more proposals submitted by the Executive Board and/or Supervisory Board regarding one or more items on the agenda without having sent such countermotions to the Company prior to the General Meeting.

The above applies accordingly for a nomination by a shareholder for the election of 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 5, 2015**),

provided that the nomination for election need not be supported by a statement of reasons. The Executive Board of AIXTRON SE also is not obliged to 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 (or, in the case of legal entities, the corporate name and the registered office).

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

**§ 126 Motions by shareholders**

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

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

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

**§ 127 Nominations by shareholders**

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

**§ 124 (3) AktG (Publication of requests by shareholders to put additional items on the agenda; proposals for resolution)**

- (3) *With respect to each item on the agenda which is to be decided by the General Meeting, the Executive Board and the Supervisory Board, but in the case of the election of members of the Supervisory Board and auditors, only the Supervisory Board shall in the publication of the agenda make a proposal for the respective resolutions. In the case of companies within the meaning of § 264d of the Commercial Code (Handelsgesetzbuch), the proposal of the Supervisory Board for the election of the auditors shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the General Meeting is bound by nominations for the election of members of the Supervisory Board pursuant to § 6 of the Coal and Steel Co-determination Act, or if the subject matter of the resolution has been put on the agenda upon request by a minority. The proposal for the election of members of the Supervisory Board or auditors shall state their name, profession and place of residence. If the Supervisory Board is to comprise representatives of employees, any resolution of the Supervisory Board regarding proposals for the election of members of the Supervisory Board shall require only the majority of the votes of the representatives of the shareholders in the Supervisory Board; § 8 of the Coal and Steel Co-determination Act shall remain unaffected.*

**3. 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

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<sup>1</sup> The reference should correctly be made to § 124 (3) sentence 4 AktG.

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).

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

**§ 131 Right of shareholders to information**

- (1) Each shareholder shall upon request be provided with information at the general meeting by the Executive Board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to § 266 (1) sentence 2, § 276 or § 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such financial statements in the form that would have been used if such provisions on simplified procedure were not applied. The duty of the Executive Board of a parent company to provide information (§ 290 (1), (2) of the German Commercial Code) at the general meeting to which the consolidated financial statements and the group management report are submitted, also extends to the situation of the group and the enterprises included in the consolidated annual financial statements.*
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure pursuant to § 129 may authorize the person presiding over the meeting to restrict the right of shareholders to speak and to ask questions at the general meeting to an appropriate amount of time, and to determine details.*
- (3) The Executive Board may refuse to provide information:
  - 1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;**

2. *to the extent that such information relates to tax valuations or the amount of certain taxes;*
3. *with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;*
4. *with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264 (2) of the German Commercial Code; the foregoing shall not apply if the general meeting is to approve the annual financial statements;*
5. *if the provision of such information would render the Executive Board criminally liable;*
6. *insofar as, in the case of a credit institution or financial services provider, information need not be given on methods of classification and valuation applied and set-offs made in the annual financial statements, management report, consolidated financial statements or group management report;*
7. *to the extent that such information is continuously available on the company's homepage for at least seven days prior to the commencement of the general meeting and during the general meeting.*

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

- (4) *If information has been provided to a shareholder by reason of his status as a shareholder outside a general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The Executive Board may not refuse to provide such information on the grounds of subsection (3) sentence 1 Nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1), (2) of the German Commercial Code), a joint enterprise (§ 310 (1) of the German Commercial Code) or an associated enterprise (§ 311 (1) of the German Commercial Code) provides information to a parent company (§ 290 (1), (2) of the German Commercial Code) for purposes of the inclusion of the company into the consolidated financial statements of the parent company and such information is needed for such purposes.*
- (5) *A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.*

According to the Articles of Association of the Company, the person presiding over the meeting is entitled to restrict the right of shareholders to speak and to ask

questions at the General Meeting to an appropriate amount of time. The underlying provision set forth in Article 21 clause 3 of the Company's Articles of Association reads as follows:

3. *The person presiding over the General Meeting may restrict the right of shareholders to speak and to ask questions to an appropriate amount of time. In particular the person presiding over the General Meeting may determine an appropriate timeframe for the course of the entire General Meeting, for individual items on the agenda and for questions and contributions by the shareholders.*