

CORPORATE GOVERNANCE

1 // DECLARATION ON CORPORATE GOVERNANCE

1.1 // DECLARATION OF CONFORMITY

In accordance with Article 161 of the German Stock Corporation Act (AktG), the Executive Board and the Supervisory Board of AIXTRON SE declare:

The recommendations of the Government Commission on the German Corporate Governance Code (Regierungskommission "Deutscher Corporate Governance Kodex"), as published by the Federal Ministry of Justice (Bundesministerium der Justiz) published in the official version of the electronic Federal Gazette as amended, have been complied with in full since the latest Declaration of Conformity, dated February 2011.

The Company intends to remain fully compliant in the future.

HERZOGENRATH, FEBRUARY 2012

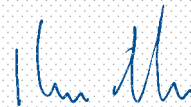
AIXTRON SE

FOR THE EXECUTIVE BOARD OF AIXTRON SE



PAUL HYLAND
CHAIRMAN OF THE EXECUTIVE BOARD

FOR THE SUPERVISORY BOARD OF AIXTRON SE



KIM SCHINDELHAUER
CHAIRMAN OF THE SUPERVISORY BOARD