

CORPORATE GOVERNANCE

Declaration on Corporate Governance

Declaration of Conformity

The Executive Board and Supervisory Board of AIXTRON SE declare pursuant to Art. 9 para. 1 lit. c) (ii) SE-Reg. in connection with Section 161 of the German Stock Corporation Act (AktG) that, with the exception of the deviations declared in the most recent Declaration of Conformity of May 2018, AIXTRON SE has complied with the recommendations of the Government Commission Deutscher Corporate Governance Kodex (or DCGK in the following) in the version of February 7, 2017 and, with the following exceptions, continues to comply with the recommendations of the Government Commission German Corporate Governance Code in the version of February 7, 2017 and will comply accordingly.

Composition of the Executive Board (4.2.1 line 1 DCGK)

Section 4.2.1 Sentence 1 of the German Corporate Governance Code (DCGK) recommends that the Management Board should consist of several persons and have a chairman or spokesman. The Executive Board of AIXTRON SE consists of two persons. A chairman or spokesman of the board is not appointed. Rules of procedure were issued for the Executive Board in which the distribution of responsibilities is regulated in detail and equal management of AIXTRON SE by both Executive Board members is provided for. The Supervisory Board is of the opinion that, given the size of the Management Board and its structure, it is not appropriate to appoint a chairman or spokesman of the Management Board.

Consideration of the ratio of the remuneration of the Board of Management to the remuneration of senior executives and the workforce as a whole, including the development over time (4.2.2 (2) Sentence 3 DCGK)

In Section 4.2.2 (2) Sentence 3, the German Corporate Governance Code (DCGK) recommends that the Supervisory Board, when determining the total remuneration of the individual members of the Board of Management, should also take into account the ratio of the remuneration of the Board of Management to the remuneration of the upper management and the workforce as a whole over time, with the Supervisory Board determining how the upper management and the relevant workforce are to be defined for comparison purposes. In concluding the current contracts with the members of the Management Board, the Supervisory Board did not expressly specify how the upper management and the relevant total workforce were to be defined. However, the ratio of the remuneration of the Executive Board to the remuneration of the senior management

and the relevant total workforce is used as the basis for assessing the appropriateness of the remuneration of the Executive Board in accordance with Section 4.2.2 (2) Sentence 2 DCGK.

Maximum limits for Executive Board remuneration (4.2.3 (2) Sentence 6 DCGK)

In Section 4.2.3 (2) Sentence 6, the German Corporate Governance Code (DCGK) recommends that the total compensation of the members of the Management Board and their variable compensation components should be capped. The total remuneration of the members of the Executive Board of AIXTRON SE includes both a fixed remuneration and various variable remuneration components. The variable remuneration is limited to a maximum of EUR 6.5 million with regard to the variable bonus for the entire Management Board. Half of the variable remuneration is granted in the form of commitments on company shares. The amount of the respective commitment for shares is subject to the aforementioned maximum limit in relation to the time of the commitment, so that the recommendation is complied with in this respect. The shares will only be transferred after the expiry of a period of three years after the respective commitment. During this period, the members of the Management Board benefit unrestrictedly from a potential increase in the share price, which could be seen as a deviation from the wording of the recommendation. However, a further limitation of the variable remuneration in relation to the time of the transfer of the shares does not appear to be in the best interests of the Company, as this would counteract the main incentive of the share-based remuneration to work towards an increasing enterprise value and the member of the Board of Management would be disadvantaged in the event of a further increase in the share price once such a limit is reached.

Standard limit for length of service on the Supervisory Board and age limit for Supervisory Board members (5.4.1 (2) Sentence 2 DCGK)

In Section 5.4.1 (2) Sentence 2, the German Corporate Governance Code (DCGK) recommends that the Supervisory Board should specify specific objectives for its composition, which should take into account, among other things, a regulatory limit to be determined for the length of service on the Supervisory Board, taking into account the company-specific situation. It is difficult to define an optimal length of service and the Supervisory Board considers it advantageous to keep the currently available know-how on the Supervisory Board against the background of the current company situation. This includes, for example, many years of knowledge of the company and the niche markets addressed by the company as well as comprehensive knowledge of capital market and financially relevant issues of a globally positioned group. Due to these factors, the Supervisory Board did not set a limit for the length of service on the Supervisory Board at that time.

Consideration of the chairmanship and deputy chairmanship of the Supervisory Board and the chairmanship and membership of committees in Supervisory Board remuneration (5.4.6 (1) Sentence 2 DCGK)

In Section 5.4.6 (1) Sentence 2, the German Corporate Governance Code (DCGK) recommends that the remuneration of the Supervisory Board should take into account the chairmanship and deputy chairmanship of the Supervisory Board as well as the chairmanship and membership of committees. In addition to membership of the Supervisory Board, the Supervisory Board remuneration resolved by the Annual General Meeting on 16 May 2018 only takes into account the chairmanship and deputy chairmanship of the Supervisory Board and the chairmanship of the Audit Committee. Further consideration of the deputy chairmanship of the Audit Committee and the chairmanship and deputy chairmanship of the Nomination Committee is not considered meaningful, as the expenses incurred for these activities have already been adequately covered by the recently adjusted Supervisory Board remuneration.

Herzogenrath, February 2019

AIXTRON SE

The Executive Board of AIXTRON SE



Dr. Felix Grawert


Member of the Executive Board



Dr. Bernd Schulte

Member of the Executive Board

For the Supervisory Board of AIXTRON SE



Kim Schindelhauer

Chairman of the Supervisory Board