



Convenience Translation

AIXTRON SE
Herzogenrath

ISIN DE000A0WMPJ6 (WKN A0WMPJ)

Invitation to the Annual General Meeting

We hereby invite the shareholders of AIXTRON SE, domiciled in Herzogenrath
to the

Annual General Meeting,

which will be held on
Thursday, May 15, 2025, at 10:00 a.m. CEST
in the Eurogress Aachen,
Monheimsallee 48,
52062 Aachen

This year's Annual General Meeting will be held in person.

1. Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as at December 31, 2024, the approved consolidated financial statements as at December 31, 2024 and the combined management report for AIXTRON SE and the Group for fiscal year 2024, the report of the Supervisory Board, the proposal of the Executive Board for the appropriation of net retained profits and the explanatory report of the Executive Board on the disclosures pursuant to Sections Section289a (1), 315a (1) German Commercial Code (HGB)**

These documents are available on the company's website from the date on which the Annual General Meeting is convened at

www.aixtron.com/agm

available on the website. They will also be available during the Annual General Meeting via the aforementioned Internet link and will be made available and explained at the Annual General Meeting.

The Supervisory Board has approved the annual financial statements prepared by the Executive Board and the consolidated financial statements as at December 31, 2024; the annual financial statements are therefore adopted in accordance with Section 172 German Stock Corporation Act (AktG)¹. In accordance with the statutory provisions, no resolution is therefore planned for agenda item 1. The other aforementioned documents are also only to be made available to the Annual General Meeting in accordance with Section 176 (1) sentence 1 German Stock Corporation Act (AktG) without the need for a resolution by the Annual General Meeting - apart from the resolution on the appropriation of profits, which is to be adopted under agenda item 2.

- 2. Resolution on the appropriation of net retained profits for the fiscal year 2024**

The Executive Board and the Supervisory Board propose that the net retained profits of EUR 107,217,870.70 reported in the annual financial statements of AIXTRON SE for fiscal year 2024 be appropriated as follows

Distribution of a dividend of EUR 0.15	
per dividend-bearing share, in total	EUR 16,916,258.70
Profit carried forward	EUR 90,301,612.00
<hr/>	
Retained earnings	EUR 107,217,870.70

Should the number of no-par value shares entitled to dividends for the 2024 fiscal year change before the Annual General Meeting, a correspondingly adjusted resolution proposal will be put to the vote at the Annual General Meeting, which will continue to provide for a dividend of EUR 0.15 per no-par value share entitled to dividends and a correspondingly adjusted profit carried forward.

¹ Based on the reference provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company (SE) ("SE-Reg."), in particular Art. 9 (1), Art. 52 and Art. 53 SE-Reg., the provisions applicable to stock corporations with registered offices in Germany apply to AIXTRON SE, unless otherwise provided for in more specific provisions of the SE-Reg.

In accordance with Section 58 (4) sentence 2 German Stock Corporation Act (AktG), the dividend will be paid out on the third business day following the resolution of the Annual General Meeting, i.e. on May 20, 2025.

3. Resolution on the formal approval of the actions of the members of the Executive Board of AIXTRON SE for fiscal year 2024

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board of AIXTRON SE in office in fiscal year 2024 be ratified for this period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board of AIXTRON SE for fiscal year 2024

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of AIXTRON SE in office in fiscal year 2024 be ratified for this period.

5. Resolution on the approval of the remuneration report for the fiscal year 2024 prepared and audited in accordance with Section 162 German Stock Corporation Act (AktG)

In accordance with Section 162 German Stock Corporation Act (AktG), the Executive Board and Supervisory Board must prepare an annual remuneration report and submit it to the Annual General Meeting for approval in accordance with Section 120a (4) German Stock Corporation Act (AktG).

The remuneration report was audited by the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstrasse 277, Essen, in accordance with Section 162 (3) German Stock Corporation Act (AktG), to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made. The report on the audit of the remuneration report is attached to the remuneration report.

The remuneration report for the 2024 fiscal year is available here:

<https://www.aixtron.com/en/investors/corporate-governance/executive-board-remuneration-report>

The Executive Board and Supervisory Board propose that the remuneration report for the 2024 fiscal year, prepared and audited in accordance with Section 162 German Stock Corporation Act (AktG), be approved.

6. Resolution on elections to the Supervisory Board

Pursuant to Art. 40 (2) and (3) of the SE Regulation, Section 17 SE Implementation Act in conjunction with Section 11 no. 1 of the Articles of Association of AIXTRON SE, the Supervisory Board is composed of six members who are elected by the General Meeting.

Pursuant to Section 11 (2) of the Articles of Association, the Supervisory Board is appointed for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth fiscal year after the start of the term of office; however, the Annual General Meeting may provide for a shorter term of office. The Annual General Meeting is not bound by election proposals.

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Mr. Kim Schindelhauer has resigned from the Supervisory Board with effect from the end of the Annual General Meeting on 15 May 2025. Furthermore, the regular term of office of Supervisory Board member Dr. Stefan Traeger will end at the end of the Annual General Meeting to be held on 15 May 2025. Two seats are therefore up for election by the Annual General Meeting. Dr. Stefan Traeger is available for re-election. For the remaining vacancy, the Supervisory Board has succeeded in recruiting Mr. Ingo Bank as an outstandingly suitable candidate for the Supervisory Board.

Both candidates are to be elected for a term of office of four years.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board of AIXTRON SE for the period from the end of the Annual General Meeting on May 15, 2025 until the end of the Annual General Meeting that resolves on the discharge for fiscal year 2028:

- A) Mr. Ingo Bank, resident in Manchester, United Kingdom, graduate economist, CFO of City Football Group
- B) Dr. Stefan Traeger, resident in Jena, graduate physicist, Chairman of the Management Board of JENOPTIK AG

The aforementioned election proposal takes into account the targets adopted by the Supervisory Board for its composition, in particular the target set in the 2023 Annual Report of 33% for the proportion of women on the Supervisory Board by December 31, 2025, and the skills profile drawn up by the Supervisory Board for the entire Board.

The Supervisory Board has set specific targets for its composition and developed a skills profile for the entire Board. The objectives and skills profile, including a description of the status of implementation in the form of a skills matrix, are published in the corporate governance statement as part of the annual report for the 2024 fiscal year. The 2024 Annual Report is part of the documents mentioned under agenda item 1, which are available on our website at

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as well as during the Annual General Meeting.

The Supervisory Board has updated this qualification matrix, taking into account the individual skills of the persons named in the aforementioned nomination. The updated qualification matrix is available on our website at

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as well as during the Annual General Meeting. In the opinion of the Supervisory Board, there are no significant personal or business relationships within the meaning of C. 13 of the German Corporate Governance Code between Mr. Ingo Bank and Dr. Stefan Traeger and AIXTRON SE, its executive bodies or a shareholder with a material interest in AIXTRON SE.

The CVs of Mr. Ingo Bank and Dr. Stefan Traeger, which detail their relevant knowledge, skills and professional experience as well as information on their respective key activities in addition to their Supervisory Board mandates, are available on the company's website at

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available.

Disclosures pursuant to Section 125 (1) sentence 5 German Stock Corporation Act (AktG)

Dr. Stefan Traeger is not a member of any other statutory supervisory boards in Germany. He is a member of the following comparable domestic or foreign supervisory bodies of commercial enterprises; all offices are intragroup mandates at non-listed affiliated companies, which are exercised as part of his duties as Chairman of the Management Board of JENOPTIK AG:

- JENOPTIK North America, Inc., USA (Chairman)
- Prodomax, Inc. Canada (Member)
- JENOPTIK (Shanghai) Precision Instrument and Equipment Co, Ltd, China (Member)
- JENOPTIK (Shanghai) International Trading Co, Ltd, China (Member)
- JENOPTIK JAPAN Co. Ltd., Japan (Member)

Mr. Ingo Bank is not a member of any other statutory supervisory boards in Germany. He is not a member of comparable domestic or foreign supervisory bodies of commercial enterprises.

7. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor of the sustainability report for the fiscal year 2025

On the recommendation of its Audit Committee, the Supervisory Board proposes that a resolution be adopted:

1. KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstrasse 277, Essen, is appointed as auditor and group auditor for the 2025 fiscal year.
- 2) KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstrasse 277, Essen, is appointed as the auditor of the sustainability report for the 2025 fiscal year.

Both items are to be voted on separately.

In its recommendation, the Audit Committee stated that it was free from undue influence by third parties in accordance with Article 16 (2) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014) and that no clause restricting the selection options of the Annual General Meeting within the meaning of Article 16 (6) of the EU Statutory Audit Regulation was imposed on it.

The election as auditor of the Sustainability Report takes place against the background of the new regulations on sustainability reporting, which the EU Directive on Sustainability Reporting (Directive (EU) 2022/2464; so-called Corporate Sustainability Reporting Directive) provides for companies such as AIXTRON. It is firmly expected that the Directive will soon be transposed into national law, which is why, in accordance with the European requirements, an election of the sustainability auditor by the Annual General Meeting should already be carried out.

8. Resolution to enable virtual Annual General Meetings

According to Section 118a (1) sentence 1 German Stock Corporation Act (AktG), the Articles of Association may authorize the Executive Board to hold General Meetings virtually. According to Section 118a (5) no. 2 German Stock Corporation Act (AktG), such a provision in the articles of association may be limited to a maximum of five years after registration of the amendment to the articles of association.

The Annual General Meeting on 17 May 2023 adopted a corresponding amendment to the Articles of Association for the first time and included an authorization for the Executive Board pursuant to Section 118a (1) sentence 1 AktG in Section 20 (5) of the company's Articles of Association. This authorization is limited to General Meetings that take place within two years of the entry of the provision in the Articles of Association in the commercial register. The entry in the commercial register of the Aachen Local Court was made on 24 May 2023, meaning that the authorization will expire shortly.

The Executive Board considers the renewal of the authorization pursuant to Section 118a (1) sentence 1 German Stock Corporation Act (AktG) to be expedient in order to be able to decide on the format of the Annual General Meeting in an appropriate and flexible manner in the future, taking into account the interests of the shareholders. The Executive Board will always make its decision on whether to hold a General Meeting as an in-person meeting or in a virtual format at its due discretion on the basis of all relevant factual criteria for each General Meeting. If the Executive Board makes use of the proposed authorization in the future and decides to hold an General Meeting as a virtual General Meeting, the protection of shareholders' rights will play a central role in its structure and implementation. Insofar as the statutory provisions provide for restrictions, these should only be applied, if at all necessary and appropriate, taking into account the interests of the shareholders in order to enable all shareholders to exercise their rights in an appropriate manner. If the decision is made in favor of virtual implementation, the option granted by law of requiring shareholders to submit their questions to the company in advance of the General Meeting will not be used in particular. Furthermore, the Supervisory Board will ensure that any virtual implementation can only take place with its prior consent by issuing a corresponding reservation of consent.

The proposed authorization again does not fully utilize the maximum term of five years possible under Section 118a (5) no. 2 German Stock Corporation Act (AktG). Instead, it is proposed that the authorization again be limited to two years after its entry in the commercial register.

The Executive Board and Supervisory Board propose the following resolution:

Section 20 (5) of the Articles of Association is revised as follows:

"5. The Executive Board is authorized for a period of two years from the entry of the amendment to the Articles of Association adopted by the Annual General Meeting on 15 May 2025 to introduce this item 5 in the company's commercial register to provide that the General Meeting will be held without the physical presence of shareholders or their proxies at the venue of the General Meeting (virtual General Meeting). In the case of a virtual General Meeting, Section 18 of the Articles of Association shall not apply."

2. Further information and notes

1. Total number of shares and voting rights

At the time of convening this Annual General Meeting, AIXTRON SE has issued a total of 113,415,120 shares, which grant 113,456,120 votes. Each no-par value share grants one vote. However, the Company holds 681,062 treasury shares at the time of convening the Annual General Meeting, so that the number of shares with voting rights is 112,775,058.

2. Requirements for attending the Annual General Meeting and exercising voting rights

In accordance with Section 20 of our company's Articles of Association, shareholders are entitled to attend the Annual General Meeting - in person or by proxy - and to exercise their voting rights if they are entered in the share register on the day of the Annual General Meeting and have registered either using the form contained in the registration form or electronically using the password-protected Internet service at the Internet address

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or in text form in German or English to the company at the registration address given below:

AIXTRON SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
E-mail: aixtron@linkmarketservices.eu

The registration form and the individual access data for using the password-protected Internet service are available on the company's website at

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will be sent to shareholders together with the invitation to the Annual General Meeting by post or - if they have already registered for e-mail delivery - by e-mail.

The application must be submitted by the end of the

May 8, 2025 (24:00 CEST)

have been received by the company.

The shareholding entered in the share register on the day of the Annual General Meeting is decisive for the exercise of participation and voting rights. It should be noted that, in accordance with Section 20 (2) sentence 2 of the Articles of Association, deletions and new entries in the share register will not take place in the last six days before the Annual General Meeting and on the day of the Annual General Meeting, i.e. in the period from May 9, 2025 up to and including May 15, 2025. The technical record date is therefore the end of May 8, 2025,

i.e. 24:00 CEST. Please note that the shares are not blocked or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registering for the Annual General Meeting.

After receipt of the registration, the registration office will send admission tickets for the Annual General Meeting to the shareholders or their designated proxies.

3. Procedure for voting by proxy

Shareholders entitled to attend and vote who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by a proxy, an intermediary covered by Section 135 German Stock Corporation Act (AktG), a shareholders' association, a proxy advisor or by a person who offers to exercise voting rights at the Annual General Meeting in a businesslike manner vis-à-vis shareholders. The granting of the power of attorney, proof of authorization to the company and, in principle, the revocation of the power of attorney must be in text form. If a shareholder authorizes more than one person, the company may reject one or more of them. Further information on granting power of attorney can be found in the documents sent to shareholders.

Proof that a proxy has been granted can be provided, for example, by the proxy presenting the power of attorney at the admission desk on the day of the Annual General Meeting or by sending the proof by post or e-mail to the above-mentioned registration address of AIXTRON SE.

The above transmission channels are also available if the proxy is to be granted by declaration to the company; in this case, separate evidence of the granting of the proxy is not required. The revocation of a proxy already granted can also be declared directly to the company via the aforementioned transmission channels. Such a revocation can also be made form-free by appearing in person at the Annual General Meeting.

Shareholders who wish to authorize a representative are requested to use the forms provided by the company for this purpose.

The forms for granting a power of attorney are enclosed with the invitation letter and can also be downloaded from the company's website at

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and can also be requested by post or e-mail from the above registration address.

Special rules may apply to the authorization of an intermediary covered by Section 135 German Stock Corporation Act (AktG), a voting rights advisor, a shareholders' association or a person who offers to exercise voting rights at the Annual General Meeting on behalf of shareholders or an equivalent institution or company in accordance with Section 135 (8) German Stock Corporation Act (AktG), as well as to the revocation and proof of such authorization; in such cases, shareholders are requested to consult with the proxy in good time regarding the form of authorization they may require. An intermediary may only exercise voting rights for registered shares that do not belong to him but for which he is entered as the holder in the share register on the basis of an authorization.

4. Procedure for voting by proxies appointed by the company

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The company offers shareholders entitled to participate and vote at the Annual General Meeting the opportunity to authorize proxies appointed by the company prior to the Annual General Meeting. The proxies nominated by the company exercise the voting right in accordance with instructions if they are authorized. Without instructions from the shareholder, the proxies appointed by the company are not authorized to exercise voting rights. The authorization and instructions to the proxies appointed by the company must be submitted either electronically using the password-protected Internet service in accordance with the procedure specified by the company at the Internet address

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in accordance with the procedure laid down by the company or in text form.

The access data for using the password-protected internet service and the form for granting power of attorney and issuing instructions to the proxies nominated by the Company will be enclosed with the invitation letter. The form can also be requested by mail or e-mail from the above-mentioned registration address of AIXTRON SE. In addition, a neutral form together with further information on granting power of attorney and issuing instructions to the proxies nominated by the Company is available on the Company's website at

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ready for download.

Shareholders who wish to authorize the proxies nominated by the Company are requested to submit the powers of attorney together with instructions by no later than **May 14, 2025, 6:00 p.m. CEST** (receipt by the Company), by post or by e-mail to the above registration address of AIXTRON SE. The same applies to the amendment and revocation of proxies and instructions issued. The password-protected Internet service at the Internet address

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in accordance with the procedure defined by the company is also available to shareholders for issuing proxies and instructions. Amendments and revocation of already issued proxies and instructions via the password-protected internet service are possible until **May 14, 2025, 6:00 p.m. CEST** (receipt by the company). Personal attendance or the attendance of a proxy at the Annual General Meeting is automatically deemed to be a revocation of the authorization and instructions previously issued to the proxies appointed by the company.

5. Procedure for voting by postal ballot

Shareholders who are entered in the share register may cast their vote by postal vote without attending the Annual General Meeting. Only those registered shareholders who have registered in good time by the end of **May 8, 2025** (24:00 CEST, receipt by the company) are entitled to exercise their voting rights by postal vote.

Voting by postal vote will then take place either by post or by e-mail using the above-mentioned registration address of AIXTRON SE or electronically using the password-protected Internet service at the Internet address

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in accordance with the procedure laid down by the company and must be submitted by

May 14, 2025, 6:00 p.m. CEST

have been received by the company.

A form for postal voting is enclosed with the invitation letter and can also be downloaded from the company's website at

www.aixtron.com/agm

can be downloaded. It can also be requested by post or e-mail from the above registration address of AIXTRON SE. On the form and at the Internet address

www.aixtron.com/agm

shareholders will find further information on postal voting.

Authorized intermediaries, shareholders' associations or other equivalent persons and institutions pursuant to Section 135 (8) AktG may also use postal voting.

The number of shares entered in the share register on the day of the Annual General Meeting is also decisive for exercising voting rights by postal vote.

Postal votes cast can be submitted until **May 14, 2025, 6:00 p.m. CEST** (receipt by the Company), by post or by e-mail to the above registration address of AIXTRON SE or electronically using the password-protected Internet service at the Internet address

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may be changed or revoked in accordance with the procedure laid down by the company. Attending the Annual General Meeting in person is automatically deemed to be a revocation of the vote previously cast by postal vote.

6. Shareholders' rights pursuant to Art. 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2, Section 126 (1), Section 127, Section 131 (1) German Stock Corporation Act (AktG)

Request for additions to the agenda pursuant to Art. 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2) German Stock Corporation Act (AktG)

Shareholders whose shares together account for 5% of the share capital or a proportionate amount of the share capital of EUR 500,000 (this corresponds to 500,000 no-par value shares) may request that items be placed on the agenda and published. The request must be addressed to the Executive Board in writing and must be received by the company by the end of **April 14, 2025** (24:00 CEST) at the latest. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Please send such requests to the following address:

AIXTRON SE
Executive Board
Dornkaulstrasse 2
52134 Herzogenrath

Additions to the agenda that are to be announced are published in the Federal Gazette immediately after receipt of the request and forwarded for publication in accordance with Section 121 (4a) German Stock Corporation Act (AktG) to media that can be expected to disseminate the information throughout the European Union. They will also be made available to shareholders via the company's Internet address at

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made accessible to the shareholders. The amended agenda is also communicated in accordance with Section 125 (1) sentence 3 German Stock Corporation Act (AktG).

Counter motions and election proposals from shareholders in accordance with Sections 126 (1), 127 German Stock Corporation Act (AktG)

Every shareholder is entitled to submit counter motions to the proposed resolutions on the items on the agenda. If the counter motions are to be made available in advance of the Annual General Meeting, they must be sent to the address below by no later than the end of April 30, 2025 (24:00 CEST) in accordance with Section 126 (1) German Stock Corporation Act (AktG). Counter motions and election proposals sent to any other address will not be considered.

AIXTRON SE
Investor Relations
Dornkaulstrasse 2
52134 Herzogenrath
E-Mail: AIXTRON-HV@aixtron.com

Subject to Section 126 (2) and (3) German Stock Corporation Act (AktG), counter motions from shareholders that are to be made accessible, including the name of the shareholder, any justification and any statement by the management, will be published immediately on the company's website at

www.aixtron.com/agm

published.

For the election proposal of a shareholder pursuant to Section 127 AktG, the above statements including the deadline for making the election proposal accessible (receipt no later than the end of **April 30, 2025, 24:00 hours CEST**) apply mutatis mutandis; the election proposal does not have to be substantiated. The Executive Board of AIXTRON SE does not need to make the nomination accessible pursuant to Section 127 sentence 3 AktG even if the nomination does not contain the name, profession and place of residence of the proposed person and, in the case of nominations for the election of Supervisory Board members, additional information on their membership in other statutory supervisory boards.

Shareholders' right to information in accordance with Section 131 (1) AktG

At the Annual General Meeting, every shareholder and shareholder representative may request information from the Executive Board about the company's affairs, insofar as the information is necessary for a proper assessment of the agenda (see Section 131 (1) German Stock Corporation Act (AktG)). The duty to provide information also extends to the company's legal and business relationships with an affiliated company as well as the situation of the Group and the companies included in the consolidated financial statements. The Executive Board may refrain from answering individual questions for the reasons stated in Section 131 (3) German Stock Corporation Act (AktG). According to the Articles of Association, the chairman of the meeting is authorized to reasonably limit the time allowed for shareholders to ask questions and speak.

7. Further explanations / reference to the company's website

Further information on the rights of shareholders in accordance with Art. 56 SE Regulation, Section 50 (2) SE Implementation Act, Section 122 (2), Section 126 (1), Section 127, Section 131 (1) German Stock Corporation Act (AktG) can also be found on the company's website at

www.aixtron.com/agm

The documents and information on the Annual General Meeting to be made available in accordance with Section 124a German Stock Corporation Act (AktG) can also be found on the company's website at

www.aixtron.com/agm

The voting results will be published at the same Internet address after the Annual General Meeting.

8. Information on data protection

Information on the processing of your personal data in connection with the Annual General Meeting and the share register can be found on the company's website at

www.aixtron.com/agm

Herzogenrath, March 2025

AIXTRON SE
The Executive Board
