

Report of the Executive Board on Agenda Item 7 pursuant to Article 5 of the SE Regulation in conjunction with Section 71(1)(8), sentence 5, and Section 186(4), sentence 2, of the German Stock Corporation Act (AktG)

The Annual General Meeting of May 25, 2022, resolved under Agenda Item 9 to authorize the acquisition and use of treasury shares. To date, no use has been made of this authorization. The authorization remains in effect until May 24, 2027, and may therefore expire before the date scheduled for the Annual General Meeting in 2027. Therefore, in order to maintain flexibility regarding the acquisition and use of treasury shares, a resolution is to be passed to revoke the existing authorization of May 25, 2022, and to grant a new authorization for the acquisition and use of treasury shares pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG), with the option to exclude subscription rights.

As of the date of this notice, the Company holds 670,262 treasury shares.

The proposed resolution under Item 7 of the agenda provides for authorizing the Company pursuant to Section 71(1) 1 No. 8 AktG to acquire treasury shares of the Company up to a total of 10 percent of the share capital existing at the time of the resolution or—if this figure is lower—at the time the authorization is exercised, until May 12, 2031. The shares acquired pursuant to the proposed authorization, together with other treasury shares held by the Company or attributable to it pursuant to Sections 71a et seq. of the German Stock Corporation Act (AktG), may at no time represent more than 10 percent of the share capital. The authorization may not be used by the Company for the purpose of trading in its own shares. The proposed authorization may be exercised in whole or in part, once or several times, for one or more purposes, directly by the Company or by companies dependent on the Company or in which the Company holds a direct or indirect majority interest, or by third parties commissioned by the Company or by companies dependent on the Company or in which the Company holds a direct or indirect majority interest. The acquisition may, at the discretion of the Executive Board, (1) take place via the stock exchange or (2) by means of a public tender offer addressed to all shareholders or by means of a public invitation to submit such an offer.

If, following the proposed authorization, the shares are acquired through the stock exchange, the consideration paid by the Company per share of the Company (excluding incidental acquisition costs) may not exceed the average closing price of a share in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange on the last three trading days prior to the obligation to acquire by more than 10 percent, nor may it fall below it by more than 20 percent. The specific details of the acquisition shall be determined by the Company's Executive Board.

If the acquisition is carried out via a public tender offer by the Company or a public invitation to submit purchase offers, the Company may either set a purchase price or a purchase price range

at which it is prepared to acquire the shares. The authorization provides for certain requirements regarding the determination of the purchase price or the purchase price range.

The offered purchase price or the limits of the purchase price range per share of the Company (excluding incidental acquisition costs) may not exceed the average of the closing prices of the Company's shares in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange on the last three trading days prior to the date of publication of the purchase offer or the public invitation to submit an offer by more than 10 percent, nor may they fall below such average by more than 20 percent. The specific terms of the offer or the public invitation to shareholders to submit purchase offers shall be determined by the Company's Management Board.

If, following the publication of a purchase offer or the public invitation to submit a purchase offer, there are significant deviations in the share price from the offered purchase price or the specified purchase price range, the offer or the invitation to submit such an offer may be adjusted. In this case, pursuant to the proposed authorization, the average of the closing prices on the last three trading days prior to the publication of any adjustment will be used as a basis (). In addition to the possibility of adjusting the purchase price or the purchase price range, the purchase offer or the invitation to submit such an offer may provide for an acceptance or offer period and other conditions. In the case of a public tender offer or a public invitation to submit tender offers, the number of shares in the Company offered by shareholders may exceed the number of shares sought by the Company. In this case, an allocation may be made on a pro rata basis to enable settlement. Preferential consideration or acceptance of smaller offers or smaller portions of offers up to a maximum of 100 shares may be provided for in order to limit the administrative burden associated with the settlement of such a public tender offer or a public invitation to submit offers to sell, or to exclude fractional shares. For this purpose, rounding in accordance with commercial principles should also be permitted.

Pursuant to the proposed authorization, the Management Board may, with the approval of the Supervisory Board, sell the Company's acquired treasury shares via the stock exchange or by offering them to all shareholders in proportion to their shareholdings. Furthermore, the Company's acquired treasury shares may be used for all other legally permissible purposes, in particular for the following purposes:

The acquired treasury shares should also be able to be sold to third parties off-market for cash, excluding subscription rights. This is in the Company's interest to enable it to react quickly and flexibly and to meet short-term capital requirements. This enables the Management Board to take advantage of favorable market conditions and, by setting prices close to market levels, to achieve the highest possible resale price, thereby maximizing the strengthening of equity and attracting new investor groups. In doing so, the acquired shares may only be sold at a price that is not significantly lower than the market price of shares with the same rights at the time of sale. In this respect, the authorization enables, in particular, a faster and more cost-effective placement of the shares than would be possible if they were sold while granting shareholders subscription rights. The financial and voting rights interests of the shareholders are appropriately safeguarded in accordance with Section 186(3), sentence 4 of the German Stock Corporation Act (AktG). The final determination of the sale price for the treasury shares will take place shortly before the sale. In doing so, the Management Board will endeavor—taking current market conditions into account—to keep any discount to the stock market price as low as possible. Interested shareholders may

maintain their ownership percentage on essentially the same terms by purchasing additional shares on the market. Furthermore, this authorization is limited to a total of no more than 10 percent of the Company's share capital at the time of the resolution by the Annual General Meeting or—if this amount is lower—of the share capital at the time of the sale of the Company's shares. Shares issued or utilized during the term of this authorization in direct or analogous application of Section 186(3), sentence 4 of the German Stock Corporation Act (AktG), e.g., by exercising an authorization to issue new shares from authorized capital with the exclusion of subscription rights, shall be counted toward this 10 percent limit of the share capital. Furthermore, shares issued or to be issued to service bonds with option and/or conversion rights or option and/or conversion obligations shall be counted toward this 10 percent limit of the share capital, provided that the bonds are issued during the term of this authorization in accordance with Section 186(3), sentence 4 of the German Stock Corporation Act (AktG), with the exclusion of subscription rights. By limiting the number of shares to be sold and requiring that the sale price of the new shares be set close to the market price, shareholders are adequately protected against a dilution of the value of their shares. At the same time, this ensures that the consideration to be received by the Company is appropriate.

Furthermore, the proposed authorization provides for the use of the acquired shares, excluding shareholders' subscription rights, to fulfill obligations arising from bonds with option and/or conversion rights or option and/or conversion obligations issued or to be issued by the Company and/or by companies controlled by the Company or in which the Company holds a direct or indirect majority interest. It may be appropriate to use treasury shares, in whole or in part, instead of new shares from a capital increase to fulfill option and/or conversion rights or option and/or conversion obligations, since, unlike when utilizing conditional capital, no new shares need to be created. In deciding whether to deliver treasury shares or to utilize the conditional capital, the Management Board will carefully weigh the interests of the Company and the shareholders.

Treasury shares may also be issued, excluding shareholders' subscription rights, in exchange for assets, including claims against the Company or third parties, or in exchange for the discharge of liabilities, particularly in the context of business combinations or in connection with the acquisition of companies, parts of companies, or equity interests. This enables the Company to offer treasury shares as consideration—including in combination with other forms of consideration—and, in particular, to settle claims against the Company or third parties with treasury shares or to effect a discharge of liabilities through the transfer of treasury shares. Business expansions generally require swift decisions. The Executive Board should be able to react quickly and flexibly to opportunities arising in the market and take advantage of opportunities for business expansion. The price at which treasury shares are used in this case depends on the specific circumstances of the individual case and the respective timing. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are adequately safeguarded. As a rule, it will base the valuation of the shares issued as consideration on the market price of the Company's shares. However, a rigid linkage to a market price is not intended, particularly to avoid jeopardizing negotiation outcomes once achieved due to fluctuations in the market price. There are currently no specific acquisition plans, however.

Acquired treasury shares may also be used, excluding shareholders' subscription rights, in connection with the Company's or its affiliated companies' equity-based compensation or employee stock ownership programs. Furthermore, such treasury shares may be issued to persons

who are or were employed by the Company or an affiliated company, as well as to members of the governing bodies of companies affiliated with the Company. The issuance of treasury shares to employees, generally subject to an appropriate multi-year lock-up period, is in the interest of the Company and its shareholders, as this can foster employees' identification with their company and thereby increase the Company's value. The use of existing treasury shares as share price- and value-oriented compensation components instead of a capital increase or a cash payment may also be economically sensible for the Company. When determining the purchase price to be paid by employees, a reasonable discount—typical for employee shares and based on the company's performance—may be granted. Shares may also be offered, granted, and transferred to the aforementioned persons free of charge in connection with relevant programs.

Furthermore, treasury shares—excluding shareholders' subscription rights—may be used to issue shares to members of the Company's Executive Board as part of their variable compensation. Under the compensation system approved by the Annual General Meeting on May 15, 2024, which applies to the service contracts of the current members of the Executive Board, the granting of variable compensation components in the form of shares is provided for. Since the transfer of the shares takes place only after a waiting period of several years, a portion of the compensation is deferred, thereby increasing the commitment to the company by ensuring that Executive Board members, who during this waiting period share not only in positive but also in negative developments in the share price, participate in the sustainable increase in the company's value. In this case, responsibility lies with the company's Supervisory Board, and the proposed authorization applies to the Supervisory Board. In accordance with its statutory duty under Section 87 of the German Stock Corporation Act (AktG), the Supervisory Board ensures that the total compensation (including components granted in shares) is commensurate with the duties and performance of the Executive Board member as well as with the company's financial situation, and does not exceed customary compensation without good cause.

In addition, the proposed authorization provides that treasury shares may be retired without a further resolution by the Annual General Meeting. Such an authorization is also customary and in line with market standards. It allows the Company to respond appropriately and flexibly to the prevailing capital market situation. The Management Board is hereby authorized to amend the Articles of Association to reflect the changed number of no-par value shares. The proposed authorization further provides, in accordance with Section 237(3)(3) of the German Stock Corporation Act (AktG), that the Executive Board may also redeem shares without a capital reduction. Redeeming shares without a capital reduction increases the proportionate value of the remaining no-par value shares in the company's share capital. In this case, the Management Board is also authorized to adjust the number of shares specified in the Articles of Association.

Finally, the proposed authorization provides that the Management Board has the option, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the event of a sale of acquired treasury shares by offering them to shareholders in favor of the holders or creditors of bonds with option and/or conversion rights or option and/or conversion obligations issued by the Company or by companies dependent on the Company or in which the Company holds a direct or indirect majority interest. This allows subscription rights to shares to be granted to the extent to which the holders or creditors would be entitled following the exercise of the option and/or conversion rights or following the fulfillment of the option and/or conversion

obligations. This prevents dilution of their value or the need to take other measures to protect against dilution.

The Management Board will carefully examine in each individual case whether it will make use of the authorization to acquire treasury shares with the exclusion of a right of tender and to use treasury shares with the exclusion of shareholders' subscription rights. This option will only be exercised if, in the opinion of the Management Board and the Supervisory Board, it is in the interest of the Company and thus its shareholders and is proportionate.

The Executive Board will report on any exercise of the authorization to acquire and use treasury shares at the next Annual General Meeting.

Herzogenrath, March 2026

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The Executive Board

Dr. Felix J. Grawert
Chairman of the Executive Board

Dr. Christian Danninger
Member of the Executive Board