

Report of the Executive Board on Agenda Item 8 pursuant to Article 5 of the SE Regulation in conjunction with Section 203(2), second sentence, and Section 186(4), second sentence, of the German Stock Corporation Act (AktG)

The Annual General Meeting of May 25, 2022, resolved under Agenda Item 10 to authorize capital in the amount of EUR 41,450,000.00 (Authorized Capital 2022, Section 4, Item 2.1 of the Articles of Association). This Authorized Capital 2022 has not yet been utilized; however, it remains in effect only until May 24, 2027, and may therefore expire before the expected date of the Annual General Meeting in 2027.

Against this background, the Management Board and the Supervisory Board consider it appropriate to cancel the Authorized Capital 2022 and to create a new Authorized Capital 2026 in the amount of EUR 41,450,000.00 with the option to exclude subscription rights. The proposed amount of the Authorized Capital 2026 corresponds to approximately 36.5 percent of the share capital as of the date of convening the Annual General Meeting in 2026. The proposed authorization provides for the issuance of new registered no-par value shares in exchange for cash and/or non-cash contributions and is limited until May 12, 2031. The proposed authorization may be exercised on a single occasion or in multiple installments until the total proposed authorized capital has been utilized.

The authorized capital is intended to enable the Company to adapt quickly to changing markets in the interests of its shareholders. To this end, the Company requires the customary and necessary instruments for raising capital.

When the authorized capital is utilized, shareholders generally have a subscription right. Instead of a direct issuance of the new shares to the shareholders, the new shares may, in the case of cash contributions, also be taken over by one or more credit institutions designated by the Executive Board or by another company meeting the requirements of Section 186(5), first sentence, of the German Stock Corporation Act (AktG), with the obligation to offer them exclusively to the shareholders for subscription (indirect subscription right); The involvement of credit institutions merely facilitates the technical processing of the share issuance. However, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the cases described below.

The Management Board shall first be authorized to exclude fractional amounts from shareholders' subscription rights. This authorization serves to enable a practicable subscription ratio to be established with regard to the amount of the respective capital increase. Without the exclusion of subscription rights with respect to fractional amounts, the technical implementation of the capital increase and the exercise of subscription rights would be significantly impeded, particularly in the case of a capital increase involving round amounts. The new shares excluded from shareholders' subscription rights as free fractional shares will be disposed of in the best possible manner for the Company, either through sale on the stock exchange or by other means.

The authorization to exclude subscription rights shall apply in the event that the capital increase is carried out in exchange for cash contributions and the issue price of the new shares does not fall significantly below the stock market price of the already listed shares at the time the issue price is finally determined by the Executive Board, which shall take place as close as possible to the placement of the shares. If the authorization is exercised, the Management Board will set the deviation from the market price as low as possible given the prevailing market conditions at the time of placement. The total number of shares issued with the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed 10 percent of the share capital, neither at the time this authorization takes effect nor at the time it is exercised. Shares issued or to be issued on the basis of warrants and/or convertible bonds shall be counted toward this number, provided that the bonds are issued during the term of this authorization with the exclusion of subscription rights in accordance with § 186 (3) sentence 4 AktG; furthermore, shares issued or sold during the term of this authorization in direct or in e application of Section 186(3), sentence 4 of the German Stock Corporation Act (AktG)—e.g., pursuant to an authorization to use treasury shares in accordance with Sections 71(1) No. 8, 186 (3) sentence 4 AktG, excluding subscription rights. These provisions take into account, in accordance with statutory regulations, the shareholders' interest in protection against dilution of their shareholdings. Due to the issue price of the new shares being close to the market price and the volume limitation on the capital increase with the exclusion of subscription rights, every shareholder generally has the opportunity to acquire the shares necessary to maintain their ownership ratio on approximately the same terms via the stock exchange. This authorization aims to facilitate the Company's corporate financing through the raising of equity capital. This enables the company to meet any emerging equity capital requirements at short notice. Such a need may arise, for example, due to short-term market opportunities or when attracting new groups of shareholders. The authorization allows these opportunities to be realized quickly and flexibly; furthermore, higher proceeds from the newly issued shares are expected due to the straightforward execution process.

Furthermore, an exclusion of subscription rights shall be possible to the extent necessary to exclude holders or creditors of bonds with option and/or conversion rights or an obligation to exercise options and/or conversion, which have been or will be issued by the Company and/or by companies dependent on the Company or in which the Company holds a direct or indirect majority interest, to grant subscription rights to the extent to which they would be entitled following the exercise of their option and/or conversion rights or following the fulfillment of their option and/or conversion obligations. To facilitate the placement of bonds on the capital market, the relevant bond terms generally include anti-dilution provisions. One form of anti-dilution protection involves granting bondholders or creditors subscription rights in the event of capital increases, similar to those granted to shareholders, without requiring an adjustment to the option or conversion price. They are thus treated as if they were already shareholders. In order to provide the bonds with such anti-dilution protection, shareholders' subscription rights to the new shares must be excluded to that extent. Bonds without anti-dilution protection would be significantly less attractive to the market. In this respect, the option to exclude subscription rights in future capital increases facilitates the placement of the bonds and thus serves the interests of shareholders in an optimal financial structure for the company.

Furthermore, the authorization to exclude subscription rights shall apply to the issuance of new shares in connection with a capital increase against contributions in kind, for example, if the new

shares are granted in connection with business combinations or for the purpose of acquiring companies, parts of companies, interests in companies, or other assets, including claims against the Company or third parties, or in exchange for the discharge of liabilities. The company operates in a highly competitive environment. To remain competitive, the company must be able to act quickly and flexibly in the interests of its shareholders. This includes, in particular, the ability to acquire companies, parts of companies, or interests in companies at short notice when opportunities arise, or to enter into a business combination, or to acquire or obtain certain other assets, including claims against the Company or third parties or the discharge of liabilities, in order to thereby improve its own competitive position. The authorized capital and this authorization to exclude subscription rights enable the Company to carry out such acquisitions quickly and in a manner that preserves liquidity by allowing it to offer shares as part of a merger or as consideration for the company, business unit, or equity interest to be acquired, or for the asset to be acquired. However, there are currently no specific acquisition plans.

Furthermore, the authorization to exclude subscription rights shall apply in the event that new shares up to a proportionate amount of the share capital totaling EUR 3,398,760.00 are issued as employee shares to employees of the Company or affiliated companies. This is intended to enable the Company to continue integrating flexible compensation models in the future without significant administrative effort and thus successfully respond to market requirements. The authority of the respective governing bodies responsible for granting compensation remains preserved in all cases.

Finally, the Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions for the issuance of shares. The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective utilization of the Authorized Capital 2026 or upon expiration of the authorization period.

This authorization is limited to the extent that, following the exercise of the authorization, the total number of shares issued under this authorized capital with the exclusion of subscription rights may not exceed 10 percent of the share capital existing at the time the authorization takes effect or—if this figure is lower—at the time the authorization is utilized. This 10 percent limit shall also include treasury shares sold during the term of the foregoing authorization with the exclusion of subscription rights, as well as shares issued during the term of the foregoing authorization with the exclusion of subscription rights from any other authorized capital; Furthermore, shares to be issued as a result of the exercise of option and/or conversion rights or option and/or conversion obligations attached to bonds must be included, provided that the relevant bonds are issued during the term of this authorization with the exclusion of subscription rights. This provision limits the total volume of shares issued without subscription rights and thus provides shareholders with additional protection against excessive dilution of their holdings.

The Management Board will carefully examine in each individual case whether it will make use of the authorization to increase capital with the exclusion of 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 of its shareholders.

The Management Board will report on the use of the Authorized Capital 2026 with the exclusion of subscription rights at the next Annual General Meeting.



AIXTRON

Herzogenrath, March 2026

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The Board of Directors

Dr. Felix J. Grawert
Chairman of the Board

Dr. Christian Danninge
Member of the Executive Board