

Translation for Convenience Purposes



**Ordinary General Meeting 2014
of AIXTRON SE, Herzogenrath**

Documents regarding Agenda Item 5

(Resolution on the cancellation of the existing authorization and on the granting of a new authorization to purchase and use own shares with the possibility to exclude pre-emptive rights)

RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 22, 2002
REGARDING AGENDA ITEM 13 (AS AN EXERPT FROM THE MINUTES OF THE
GENERAL MEETING)

Agenda item 13

Resolution on the creation of contingent capital for the purpose of granting, on one or several occasions, subscription rights to Executive Board members and members of the management of affiliates and to employees of AIXTRON AG and employees of affiliates under stock option plans (Stock Option Plan 2002) and on the amendment of the Articles of Association.

The Executive Board and the Supervisory Board propose resolving as follows:

- a) The share capital of the Company is conditionally increased by up to EUR 3,511,495.00 (increased amount) by issuing up to 3,511,495 bearer shares (no-par value shares) with a notional value of EUR 1.00 per share (Contingent Capital). The contingent capital increase serves solely the purpose of granting subscription rights to Executive Board members of AIXTRON AG and members of the management of affiliates and to employees of AIXTRON AG and employees of affiliates. The contingent capital increase will only be implemented to the extent that the holders of the issued subscription rights will make use of their pre-emption right in accordance with § 192 (2) No. 3 of the German Stock Corporation Act (“AktG”) and the Company does not grant own shares to fulfill such subscription rights. The new shares will carry dividends from the beginning of the fiscal year in which they have arisen as a result of the exercise of subscription rights.

The Executive Board is authorized, after approval of the Supervisory Board, to grant – in one or more steps (“plans”) – subscription rights for no-par value shares in AIXTRON AG to the persons entitled to subscribe as set forth hereinafter.

The portion of this agenda item which is not read out, but has been published in the agenda is as follows:

- “aa) Persons who are entitled to subscribe:

The group of persons entitled to subscribe comprises Executive Board members of AIXTRON AG and members of the management of affiliates and employees of AIXTRON AG and employees of affiliates in accordance with the allocation set out under bb) below. The scope of each offer will be determined by the Executive Board after approval by the Supervisory Board and, to the extent that Executive Board members are concerned, by the Supervisory Board.

- bb) Allocation of subscription rights:

The total volume of the subscription rights is allocated to those entitled to subscribe as follows:

- 15% to the Executive Board members of AIXTRON AG;
- 5% to the members of the management of affiliates;
- 80% to the employees of AIXTRON AG and of its affiliates.

Executive Board members of AIXTRON AG who are at the same time members of the management of affiliates will receive subscription rights solely from the portion of the total volume designated for Executive Board members of AIXTRON AG. Employees of AIXTRON AG who are at the same time members of the management of affiliates will receive subscription rights solely from the portion of the total volume designated for employees of AIXTRON AG and employees of affiliates.

cc) Issuance, term:

Subscription rights under stock option plans may be offered to and acquired by those entitled to subscribe within a period of six weeks after the ordinary general meeting of the Company or publication of the operating result for the third quarter of a fiscal year ("acquisition period").

The term of the subscription rights to be issued may be up to ten years.

dd) Subscription price and performance target:

Each subscription right entitles the person concerned, subject to the option terms and conditions to be established, to subscribe one no-par value share of AIXTRON AG. The subscription price payable for subscription of a no-par value share of AIXTRON AG is equal to the average closing price of AIXTRON shares on the Frankfurt Stock Exchange during the last twenty trading days prior to the day on which the respective resolution that a stock option plan will be launched has been adopted by the Executive Board ("reference amount"), plus a premium of 20% on the reference amount as performance target ("subscription price"). The reference amount will be determined on the basis of the average closing prices of the AIXTRON share in XETRA trading or a comparable system replacing XETRA on the Frankfurt Stock Exchange.

The respective subscription price will be adjusted as described in more detail in the option terms and conditions if the Company implements, during the term of the subscription rights, capital measures or creates conversion or subscription rights. The purpose of such adjustment is to achieve that, despite the implementation of such measures and the resulting effects on the stock exchange price, each subscription price and the hurdle to exercising the subscription rights will be similar.

ee) Waiting period, exercise:

The subscription rights can be exercised at the earliest two years after issuance. The options terms and conditions may provide that the subscription rights or parts thereof granted to a person entitled to subscribe can only be exercised after expiration of a longer waiting period.

After expiration of such waiting period exercise of the subscription rights shall be permissible only within exercise periods ("exercise periods") and only on days on which commercial banks in Frankfurt/Main are open for business ("exercise days"). The exercise periods will commence on the fourth Frankfurt banking day following an ordinary general meeting of the Company or presentation of the quarterly report for the third quarter and will end on the 14th Frankfurt banking day following the commencement of the exercise period.

It may be provided that the subscription rights cannot be fully exercised, but only up to certain maximum amounts during any exercise period ("exercise tranches").

If and to the extent that any exercise days should fall within a period commencing on a day on which AIXTRON AG publishes an offer to its shareholders for subscription of new shares or partial bonds with conversion or subscription rights in the German Federal Gazette and ending on and including the day on which the shares of the Company entitled to subscription are listed for the first time on the Frankfurt Stock Exchange "ex subscription rights", any exercise of the subscription rights shall be impermissible and the exercise period shall be extended by the required number of exercise days directly after the end of the waiting period.

ff) Personal right

The subscription rights may only be exercised by the entitled person. This applies even if the subscription rights are underwritten by a credit institution subject to the obligation to transfer such rights to the persons entitled in accordance with the instructions of the Company. Any disposal over the subscription rights is excluded; the subscription rights are in particular not transferable, except by succession (inheritance). The subscription rights may only be exercised as long as there is an employment contract between the person entitled and the Company or any of its affiliates. The option terms and conditions may provide otherwise in the event that the person entitled should die or retire or in the event that such person's employment contract in place with the Company or any of its affiliates should terminate other than by notice of termination or in the event that the affiliate ceases to be an affiliate of the AIXTRON Group.

gg) Details

The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the stock option plans for employees of AIXTRON AG entitled to subscribe, for members of the management of affiliates entitled to subscribe and for employees of affiliates entitled to subscribe as well as the details for issuance of the shares from the contingent capital. To the extent that subscription rights under the stock option plan are to be granted to Executive Board members of AIXTRON AG, such further details will be determined by the Supervisory Board.

The chairman further stated in respect of this item on the agenda:

b) In Article 4 (2) of the Articles of Association a new sub-paragraph 6 will be added as follows:

“2.6. The share capital of the Company is conditionally increased by up to EUR 3,511,495.00, divided into up to 3,511,495 no-par value bearer shares. The contingent capital increase serves the purpose of granting subscription rights to Executive Board members of the Company and members of the management of affiliates and to employees of the Company and employees of affiliates based on stock option plans in accordance with the resolution of the general meeting adopted on 22 May 2002 (Stock Option Plan 2002). The contingent capital increase will only be implemented to the extent that the holders of the subscription rights will make use of their rights and the Company does not grant own shares to fulfill such subscription rights. The new shares will carry dividends from the beginning of the fiscal year in which they have arisen as a result of the exercise of subscription rights. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase. To the extent that subscription rights are to be granted to Executive Board members of AIXTRON AG, such further details will be determined by the Supervisory Board.”

RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 22, 2007
REGARDING AGENDA ITEM 10 (AS AN EXERPT FROM THE MINUTES OF THE
GENERAL MEETING)

10. Resolution on the authorization and approval of the issuance of share options, the reduction of existing contingent capital and the creation of Contingent Capital II 2007 for the AIXTRON Stock Option Plan 2007, including appropriate amendments of the Articles of Association

The Executive Board and the Supervisory Board propose the following resolution:

- a) The Executive Board shall be authorized, subject to the following terms and conditions, to issue under the Stock Option Plan 2007 ("Stock Option Plan"), with the approval of the Supervisory Board, to beneficiaries belonging to a group of persons as described in (1) below, on or before May 21, 2012, share options entitling such persons to subscribe a number of shares representing a pro rata amount of the share capital in the aggregate that is equivalent to the amount of the contingent capital proposed to be resolved under c) below to satisfy share options under the AIXTRON Stock Option Plan 2007 (currently 3,919,374 shares) which will, in the event of any capital increase at a later date from Company funds, also include the increased amount of the contingent capital pursuant to § 218 AktG. Each share option shall grant the right to subscribe one share of the Company. The share options shall have a term of up to ten years. Shareholders shall have no pre-emptive rights.

At the choice of the Company and with the approval of the Supervisory Board, options rights which have been exercised may be satisfied either by using shares from the contingent capital to be resolved as proposed under c) below or own shares of the Company in accordance with an authorization to be resolved in the future for the purchase and resale of own shares of the Company, provided that no cash compensation is granted.

The Company may, in compliance with statutory law and the terms and conditions of the Stock Option Plan, involve a credit institution, a securities trading bank or a similar institution ("Administrator") which will act upon

instruction by the Executive Board or, to the extent that the Supervisory Board is authorized, upon instruction by the Supervisory Board.

The share options for subscription of Company shares under the Stock Option Plan and shares under the Stock Option Plan will be issued in accordance with the following provisions:

(1) Groups of persons who are beneficiaries

Shares under the Stock Option Plan may be issued with the approval of the Supervisory Board only to persons belonging to one of the following groups:

- members of the Executive Board of the Company;
- members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG ("group companies"); and
- selected executive and other key employees employed with the Company or a group company ("employees").

The Executive Board of the Company shall determine, with the approval of the Supervisory Board, the exact group of beneficiaries and the share options to be granted to them. In deviation therefrom, solely the Supervisory Board of the Company will determine these conditions for the members of the Executive Board, regardless whether the claim to options is fulfilled by using the contingent capital or own shares of the Company or by cash compensation.

The share options may also be underwritten by an Administrator with the obligation to transfer such share options to the beneficiaries upon instruction by the Executive Board or, if the Supervisory Board is authorized, solely upon instruction by the Supervisory Board. The Administrator will not be entitled to exercise the share options.

The total volume of share options will be allocated to the groups of beneficiaries as follows:

- 20 % to members of the Executive Board of the Company;
- 20 % to members of the management of group companies;
- 60 % to employees of the Company and the group companies.

Members of the Executive Board of the Company and of the managements of group companies and employees of the Company and of group companies entitled to acquire share options who are at the same time members of the management of a group company will receive share options only from the volume which is designated for the group of persons at the higher hierarchical level.

A report shall be made every year as to the share options issued to members of the Executive Board in accordance with statutory provisions, unless the General Meeting decides otherwise in a permissible manner. This shall also apply to the number of subscription rights exercised by the members of the Executive Board based on share options in the expired fiscal year and the number of share options which are still held by members of the Executive Board at the end of such expired fiscal year.

(2) Subscription Right

The share options grant to the holder the right to subscribe no-par value bearer shares of the Company entitled to vote. Each share option will grant the right to subscribe one share of the Company against payment of the exercise price pursuant to clause (5). The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued. The option terms and conditions to be established in detail with the approval of the Supervisory Board can provide that the Company may, at its option, grant to the beneficiary in fulfillment of the subscription right (i) own shares rather than new shares by using the contingent capital or (ii) a cash compensation; where a decision is to be made as to the granting of own shares or cash compensation to beneficiaries who are members of the Executive Board of the Company, such decision shall be made solely by the Supervisory Board.

(3) Acquisition periods

The share options are to be issued in not less than three annual tranches, provided that no tranche may comprise more than 50 % of the total volume. The Executive Board may, with the approval of the Supervisory Board, at its reasonable discretion and in accordance with the terms and conditions of the Stock Option Plan, offer to the beneficiaries share options for subscription; to the extent that the Executive Board is concerned, solely the Supervisory Board shall act. The subscription period to be set forth in the offer should not be less than two weeks and may not fall within a period in which the issuance of share options is excluded pursuant to this clause (3). The subscription period may be shortened if the subscription of share options would otherwise fall within such a period. Upon signing of the offer by the beneficiaries vis-à-vis the Executive Board or, if the Executive Board is concerned, vis-à-vis the Supervisory Board, an option agreement shall be in place between the beneficiary and the Company. The date of the subscription offer shall be deemed the date of issuance of the share options ("day of issuance").

Share options may be issued during the periods pursuant to clause (4).

(4) Waiting period, exercise periods and option term

The subscription rights arising from the share options may for the first time be exercised after expiration of a waiting period. The waiting period shall not be

less than two years for 50 % of the granted share options, not less than three years for a further 25 % of the granted share options and not less than four years for the remaining 25 % of the granted share options. The waiting period shall commence to run, regardless of the day on which the subscription offer is accepted by the beneficiary, on the last day of the applicable subscription period in which the beneficiary has accepted the subscription offer.

The subscription rights arising from the share options may, after expiration of the waiting period, in principle only be exercised during the exercise periods set forth in the following on each day on which commercial banks are open in Frankfurt/Main for regular banking business ("banking days") ("exercise periods"). Such subscription rights may, however, not be exercised if a banking day on which exercise would in principle still be possible falls within one of the blackout periods set forth below. Each exercise period comprises twenty (20) banking days and commences on and including the following banking days:

- On the third banking day following a balance sheet press conference or analyst press conference;
- on the third banking day following publication of interim financial reports (quarterly or every half-year) or, if the Company publishes preliminary figures for the expired business year, publication of such figures;
- on the third banking day following the Ordinary General Meeting of the Company.

The blackout periods shall commence and end on and including the following banking days:

- from the last banking day on which the shareholders may register their attendance at the General Meeting until the second banking day after the Ordinary General Meeting of the Company; or
- on the day of publication of an offer for subscription to new shares or bonds with conversion and/or option rights to shares of the Company in a journal for statutory stock market notices until the day on which the subscription rights for shares of the Company are for the first time officially traded and listed on the Frankfurt stock exchange "ex subscription right".

The subscription rights may, after expiration of the waiting period and with due regard to exercise periods and blackout periods, be exercised for the last time on the banking day prior to the expiration of ten years, calculated from the day of issuance of the share options.

(5) Exercise price and performance target

The exercise price for a share of the Company shall be equal to 120 % of the average closing price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last twenty trading days prior to the day of issuance of the share options (day of signing of the subscription offer). Trading days shall be days on which the Frankfurt Stock Exchange trades securities in accordance with the trading calendar published by it.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may, if during the term of the share options, by granting a pre-emptive right to the shareholders, the share capital of the Company should be increased by issuing new shares or own shares should be delivered or bonds with option or conversion rights to shares of the Company should be issued, provide for a decrease of the exercise price at the ratio between the average price of the subscription right to which the shareholders are entitled during all trading days on the Frankfurt Stock Exchange and the closing price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day prior to deduction of the subscription right (rights discount). This adjustment will not be made if holders of share options are granted a subscription right corresponding to that of the shareholders.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may further provide for an adjustment in the event of any capitalization measures (share consolidations or share splits, capital increase from Company funds, capital decrease) during the term of the subscription rights. The option terms for the Executive Board shall solely be determined by the Supervisory Board.

The minimum exercise price shall, however, always be the lowest issue price within the meaning of § 9 (1) AktG.

(6) Personal Right / (non-) transferability

The share options may only be exercised by the beneficiaries themselves. This shall also apply if the share options are underwritten by a credit institution or a securities trading bank with the obligation to transfer them upon instruction of the respective compensation body to the individual beneficiaries. Any disposal of share options shall be excluded; the share options are in principle not transferable. The share options are, however, hereditary. The share options may only be exercised as long as there is an employment relationship between the beneficiary and the Company or a group company. The option terms and conditions may contain special provisions in deviation from the foregoing, including, but not limited to, cases where the beneficiary should die or retire or

otherwise end his or her employment relationship with the Company or group company other than by notice of termination or the group company should cease to be a member of the group.

(7) Further provisions

The Executive Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of the option terms and conditions and issuance of the share options. If members of the Executive Board of the Company are concerned, the further details of the options terms and conditions and issuance of the share options, including, but not limited to, provisions regarding transferability and forfeiture of the share options, shall solely be determined by the Supervisory Board. Such further details include, without limitation, provisions regarding allocation of the share options among the groups of persons who are beneficiaries, the day of issuance within the permissible period, the procedure for allocation to individual beneficiaries, provisions regarding the exercise and transferability and forfeiture of share options and further procedural provisions. The option terms and conditions may contain special provisions for beneficiaries residing in a foreign country, within the limits of statutory or other rules and regulations of applicable law in such jurisdiction, such as the right to subscribe American Depositary Receipts instead of shares of the Company. In this context the Executive Board may, with the approval of the Supervisory Board, involve a foreign Administrator.

b) Reduction of existing contingent capital

Prior to the creation of new Contingent Capital II 2007 as provided for in c), contingent capital no longer fully needed is to be reduced.

(1) Reduction of contingent capital pursuant to Article 4 clause 2.4

Article 4 clause 2.4 of the Articles of Association of the Company provides for contingent capital in an amount of EUR 2,924,328 for the purpose of granting subscription rights to members of the Executive Board and employees of the Company and members of the management of affiliated enterprises and employees of affiliated enterprises based on stock option plans in accordance with the resolution of the General Meeting on May 26, 1999 (agenda item 5).

To date, the Executive Board and the Supervisory Board have, by using the authorization of May 26, 1999 (agenda item 5), granted subscription rights for a maximum of 1,926,005 shares. The Executive Board and the Supervisory Board did not and will not make use of the authorization for the purpose of granting additional subscription rights. With respect to the contingent capital in an amount of EUR 2,924,328, no rights can be asserted exceeding an amount of EUR 1,926,005 so that the contingent capital will be reduced to this amount and sentence 1 of Article 4 clause 2.4 of the Articles of Association of the

Company will therefore be revised as follows, with the remaining sentences continuing to be in full force and effect:

The share capital of the Company will be conditionally increased by up to EUR 1,926,005, divided into up to 1,926,005 no-par value bearer shares.

(2) Reduction of contingent capital pursuant to Article 4 clause 2.6

Article 4 clause 2.6 of the Articles of Association of the Company provides for contingent capital in an amount of EUR 3,511,495 for the purpose of granting subscription rights to members of the Executive Board of the Company and members of the management of affiliated enterprises and employees of the Company and employees of affiliated enterprises based on stock option plans in accordance with the resolution of the General Meeting on May 22, 1999 (Stock Option Plan 2002).

To date, the Executive Board and the Supervisory Board have, by using the authorization of May 22, 2002 (Stock Option Plan 2002), granted subscription rights for a maximum of 3,134,560 shares. The Executive Board and the Supervisory Board did not and will not make use of the authorization for the purpose of granting additional subscription rights. With respect to the contingent capital in an amount of EUR 3,511,495, no rights can be asserted exceeding an amount of EUR 3,134,560 so that the contingent capital will be reduced to this amount and sentence 1 of Article 4 clause 2.6 of the Articles of Association of the Company will therefore be revised as follows, with the remaining sentences continuing to be in full force and effect:

The share capital of the Company will be conditionally increased by up to EUR 3,134,560,00, divided into up to 3,134,560 no-par value bearer shares.

(3) Amendments of the Articles of Association

Based on the above resolutions in (1) and (2) the following amendments of the Articles of Association are appropriate.

aa) Sentence 1 of Article 4 clause 2.4 of the Articles of Association of the Company is revised as follows, with the remaining sentences continuing to be in full force and effect:

“2.4 The share capital of the Company is conditionally increased by up to EUR 1,926,005, divided into up to 1,926,005 no-par value bearer shares.”

- bb) Sentence 1 of Article 4 clause 2.6 of the Articles of Association of the Company is revised as follows, with the remaining sentences continuing to be in full force and effect:

“2.6 The share capital of the Company is conditionally increased by up to EUR 3,134,560,00, divided into 3,134,560 no-par value bearer shares.”

- e) **Creation of new Contingent Capital II 2007 for the AIXTRON Stock Option Plan 2007 and appropriate amendments of the Articles of Association**

The share capital of the Company will be conditionally increased by up to EUR 3,919,374 by issuing up to 3,919,374 no-par value bearer shares (Contingent Capital II 2007). The Contingent Capital II 2007 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 21, 2012 under the Stock Option Plan 2007 based on the authorization granted by the General Meeting on May 22, 2007. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The shares will be issued from the Contingent Capital II 2007 at an issue price equal to the exercise price set forth in (a) clause (5) of this agenda item 10. The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued.

In Article 4 of the Articles of Association of the Company the following new clause 2.7 will be added:

“2.7 The share capital of the Company is conditionally increased by up to EUR 3,919,374 by issuing up to 3,919,374 value bearer shares (Contingent Capital II 2007). The Contingent Capital II 2007 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 21, 2012 under the Stock Option Plan 2007 based on the authorization granted by the General Meeting on May 22, 2007. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued.”

The previous clause 2.7 of Article 4 of the Articles of the Association of the Company will consequently become clause 2.8.

RESOLUTION OF THE GENERAL MEETING OF THE COMPANY OF MAY 16, 2012
REGARDING AGENDA ITEM 8 (AS AN EXCERPT FROM THE MINUTES OF THE
GENERAL MEETING)

8. Resolution on the authorization and approval of the issue of share options and the creation of new Contingent Capital II 2012 for shares to be granted under the AIXTRON Stock Option Plan 2012 and appropriate amendment of the Articles of Association

The Executive Board and the Supervisory Board propose the following resolution:

- a) The Executive Board and alternatively the Supervisory Board shall be authorized, subject to the following terms and conditions, to issue under a stock option plan 2012 ("Stock Option Plan"), to beneficiaries belonging to a group of persons as described under (1) below, on or before May 15, 2017, share options entitling such persons to subscribe a number of shares representing a pro rata amount of the share capital in the aggregate that is equivalent to the amount of the contingent capital proposed to be resolved under b) below to satisfy share options under the Stock Option Plan (currently 4,208,726 shares). The authorization of the Executive Board comprises the issue of share options, subject to the approval of the Supervisory Board, to the groups of persons described under the second bullet point and under the third bullet point in (1) below (members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG and selected executive and other key employees employed with the Company or a group company); the authorization of the Supervisory Board comprises the issue of share options to the group of persons described below under the first bullet point in (1) below (members of the Executive Board). Each share option shall grant the right to subscribe one share of the Company. The share options will have a term of up to ten years. Shareholders shall have no pre-emptive rights.

At the Company's choice and with the approval of the Supervisory Board, option rights which have been exercised may be satisfied either by granting shares from the contingent capital to be resolved as proposed under b) below or own shares of the Company, provided that no cash compensation is granted.

The Company may, in compliance with statutory law and the terms and conditions of the Stock Option Plan, involve a credit institution, a securities trading bank or a similar institution ("administrator") which will act upon instruction by the Executive Board or, to the extent that the Supervisory Board is authorized, upon instruction by the Supervisory Board. The share options under the Stock Option Plan for the subscription of Company shares and the Company shares to be granted will be issued as follows:

(1) Groups of persons who are beneficiaries

Shares under the AIXTRON Stock Option Plan 2012 may be issued, subject to the approval of the Supervisory Board, worldwide to persons belonging to one of the following groups:

- Members of the Executive Board of AIXTRON SE;
- members of the management of companies which are affiliated enterprises of the Company within the meaning of § 15 AktG ("group companies"); and
- selected executive and other key employees employed with the Company or a group company ("employees").

The Executive Board of the Company will, with the approval of the Supervisory Board, determine the exact group of beneficiaries and the share options to be granted to them. This determination will solely be made by the Supervisory Board of the Company with respect to the members of the Executive Board of the Company, regardless of whether the option rights will be satisfied by using the contingent capital, by granting own shares of the Company or by making a compensation payment in cash.

The share options may also be subscribed to by an administrator with the obligation to transfer such share options to the beneficiaries upon instruction by the Executive Board or, where the Supervisory Board is authorized, solely upon instruction by the Supervisory Board. The administrator will not be entitled to exercise the share options.

The total volume of share options will be allocated to the groups of beneficiaries as follows:

- 20 percent to members of the Executive Board of the Company;
- 20 percent to members of the management of group companies;
- 60 percent to employees of the Company and group companies.

Members of the Executive Board of the Company and of the managements of group companies and employees of the Company and of group companies entitled to acquire share options who are at the same time members of the management of a group company will receive share options only from the volume which is designated for the group of persons at the higher hierarchical level.

The Executive Board will report on share options issued to members of the Executive Board of the Company annually as provided for by law, unless the General Meeting duly resolves otherwise. This applies also with respect to the number of subscription rights exercised by members of the Executive Board under share options held by them during the preceding fiscal year and the number of share options still held by members of the Executive Board at the end of the preceding fiscal year.

(2) Subscription right

The share options grant to the holder the right to subscribe no-par value registered shares of the Company entitled to vote. Each share option will grant the right to subscribe one share of the Company against payment of the exercise price set forth in (5) below. The new shares will carry dividend rights from the beginning of the fiscal year in which the new shares are issued. The terms and conditions of the Stock Option Plan to be established in detail can provide that the Company may, at its choice, grant to the beneficiary in fulfillment of the subscription right (i) own shares rather than new shares by using the Contingent Capital II 2012 or (ii) a cash compensation; where a decision is to be made as to the granting of own shares or cash compensation to beneficiaries who are members of the Executive Board of the Company, this decision will solely be made by the Supervisory Board. The Executive Board will require the approval of the Supervisory Board in order to establish the terms and conditions.

(3) Acquisition periods

The share options can be issued in several tranches. An issue is only permissible within the first four months of a calendar year or in the period between the Ordinary General Meeting of the Company and the end of the calendar year (“issue period”).

If share options are offered for subscription to the beneficiaries, the subscription period to be set forth in the offer should not be less than two weeks and must altogether fall within the issue period. As an exception the subscription period may be shortened, if and to the extent that this is necessary in order to ensure that the end of the subscription period falls within the issue period.

(4) Waiting period, exercise periods and option term

The subscription rights arising from the share options may be exercised – if the performance targets are achieved (see (5) and (6) below) – for the first time after expiration of a waiting period as defined in more detail in the Stock Option Plan. The waiting period shall not be less than four years. The waiting period commences to run on the day of allocation of the respective share option (“date of issue”).

The subscription rights arising from the share options may, after expiration of the waiting period, in principle only be exercised during the exercise periods set forth below (“exercise periods”) on each day on which commercial banks are open in Frankfurt/Main for regular banking business (“Banking Days”).

Subscription rights may, however, not be exercised if a Banking Day on which exercise would in principle be possible falls within one of the blackout periods set forth below. Each exercise period comprises twenty (20) Banking Days and commences to run on the following Banking Day (in each case including such Banking Day):

- On the third Banking Day after a press conference on annual results or an analyst conference has been held;
- on the third Banking Day after publication of quarterly or semi-annual financial statements, annual financial statements or, if the Company publishes preliminary figures for the preceding fiscal year, after publication of such figures;
- on the third Banking Day after the Ordinary General Meeting of the Company has been held.

The blackout periods commence and end on the following Banking Days (in each case including such Banking Day):

- On the last Banking Day on which the shareholders may register their attendance at the Ordinary General Meeting until the second Banking Day after the Ordinary General Meeting of the Company; or
- on the day of publication of an offer for subscription to new shares or bonds with conversion and/or option rights to shares of the Company in a journal for statutory stock market notices until the day on which the subscription rights

for shares of the Company are for the first time officially traded and listed on the Frankfurt stock exchange “ex subscription right”.

The subscription rights may, after expiration of the waiting period and with due regard to exercise periods and blackout periods, be exercised for the last time on the Banking Day prior to the expiration of ten years, calculated from the date of issue of the share options.

(5) Absolute performance target

The condition for the exercise of subscription rights is that the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on at least one trading day after expiration of the waiting period reaches or exceeds the exercise price (absolute performance target). Trading days shall be days on which the Frankfurt Stock Exchange trades securities in accordance with the trading calendar published by it.

(6) Relative performance target

Where share options are granted to members of the Executive Board, the subscription rights will also be provided with a relative performance target. The exercise of subscription rights by members of the Executive Board is also conditional on the AIXTRON SE share price having progressed better than the TecDAX (relative performance target). Initially, the respective reference values (100 percent) for this purpose will be determined as the arithmetic means of

- (i) the closing auction prices of the shares of AIXTRON SE in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange and
- (ii) the end-closing prices of the TecDAXover

the three-month period following the date of issue of the share options. The closing auction price of the shares of AIXTRON SE in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange must then exceed the TecDAX (end-closing price), as measured using the respective reference values, at least once on at least five consecutive trading days in the period beginning one year after the issue of the share options and lasting until the end of their term. The aforementioned comparison must be made for each issue of share options with the reference values being updated accordingly.

If the TecDAX is discontinued or has its composition fundamentally altered during the term of the Stock Option Plan or the term of the share options issued under the Stock Option Plan, it will be replaced by another index with the closest possible composition to the TecDAX as it was previously; if no such index exists, a new comparative index that includes as many as possible of the individual prices previously tracked in the TecDAX will be calculated by a bank appointed by AIXTRON SE in such a way as to reproduce the TecDAX as closely as possible.

(7) Exercise price

If the relevant performance targets are achieved, every share option can be exercised in accordance with the other option terms and conditions. The exercise price for one

share of the Company is equivalent to 130 percent of the arithmetic means of the closing auction prices of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange over the twenty trading days preceding the date of issue of the respective share option.

The option terms and conditions to be determined with the approval of the Supervisory Board may, if during the term of the share options, by granting a pre-emptive right to the shareholders, the share capital of the Company should be increased by issuing new shares, or own shares should be delivered or bonds with option or conversion rights to shares of the Company should be issued, provide for a reduction of the exercise price at the ratio between the average price to which the shareholders are entitled on all trading days on the Frankfurt Stock Exchange and the closing auction price of the shares of the Company in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day immediately preceding the rights markdown. This adjustment will not be made if holders of share options are granted a subscription right corresponding to that of the shareholders.

The option terms and conditions to be determined in detail with the approval of the Supervisory Board may further provide for an adjustment in the event of any capitalization measures (e.g. share consolidations or share splits, capital increase from Company funds, capital decrease) during the term of the subscription rights. The option terms applicable for the Executive Board will solely be determined by the Supervisory Board.

The minimum exercise price will, however, in any event be the lowest issue amount within the meaning of § 9 (1) AktG.

(8) Possibility of a cap

Where share options are granted to members of the Executive Board of AIXTRON SE, the Supervisory Board must provide for a means of limitation (cap) in case of any extraordinary developments.

(9) Personal right / (non-) transferability

The share options can only be exercised by the beneficiaries themselves. This will also apply if the share options are subscribed to by a credit institution or a securities trading bank with the obligation to transfer them to the individual beneficiaries as instructed by the respective corporate bodies responsible for compensation. Any disposal of share options is excluded; they are in principle not transferable. The share options can, however, be bequeathed to heirs. The share options can only be exercised as long as there is an employment relationship between the beneficiary and the Company or a group company. The option terms and conditions may contain special provisions in deviation from the foregoing, including, but not limited to, cases where the beneficiary should die or retire or otherwise end his or her employment relationship with the Company or group company other than by notice of termination or the group company should cease to be a member of the group.

(10) Further provisions

The Executive Board is authorized to determine, with the approval of the Supervisory Board, the further details of the option terms and conditions and of the issue of the share options. Where members of the Executive Board of the Company are concerned, the further details of the option terms and conditions and of the issue of the share options, in particular provisions on the transferability of the share options and their forfeiture, will be solely determined by the Supervisory Board. The further details include, without limitation, provisions regarding allocation of the share options among the groups of persons who are beneficiaries, the date of issue within the permissible period, the procedure for the allocation to individual beneficiaries, provisions regarding the exercise and transferability and forfeiture of share options and further procedural provisions. Within the statutory limits or other rules of the applicable law of any jurisdiction, the option terms and conditions may contain specific provisions for non-resident beneficiaries, e.g. the right to subscribe American Deposit Receipts rather than shares of the Company. In this context the Executive Board can involve a foreign administrator with the approval of the Supervisory Board.

b) Creation of new Contingent Capital II 2012 for the shares to be granted under the AIXTRON Stock Option Plan 2012 and amendment of the Articles of Association

The share capital of the Company will be conditionally increased by up to EUR 4,208,726.00 by issuing up to 4,208,726 no-par value registered shares (Contingent Capital II 2012). The Contingent Capital II 2012 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 15, 2017 based on the authorization granted by the General Meeting on May 16, 2012. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The shares will be issued from the Contingent Capital II 2012 at an issue price equal to the exercise price set forth in (5) (a) of this agenda item 8. The new shares will carry dividend rights from the beginning of the fiscal year in which they are issued.

In § 4 of the Articles of Association of the Company the following new subsection 2.7 will be added:

“2.7 The share capital of the Company is conditionally increased by up to EUR 4,208,726.00 by issuing up to 4,208,726 no-par value registered shares (Contingent Capital II 2012). The Contingent Capital II 2012 serves the purpose of securing subscription rights arising from share options which will be issued by the Company until and including May 15, 2017 based on the authorization granted by the General Meeting on May 16, 2012. The contingent capital increase will only be implemented to the extent that the holders of such share options will exercise their options rights and the Company does not grant own shares or cash compensation in fulfillment of the share options. The new shares will carry dividend rights from the beginning of the fiscal year in which they are issued.”

The previous subsection 2.7 in § 4 of the Articles of Association will become subsection 2.8.