

# CORPORATE GOVERNANCE

## *Declaration of Corporate Governance*

AIXTRON is committed to a transparent, responsible and sustainable value-creating corporate governance. Through appropriate management and supervision of the Company, we – the Executive Board and the Supervisory Board – aim to merit the trust placed in us by our shareholders, the financial markets, our customers, business partners, employees, and the general public. We are convinced that this approach to corporate governance, as well as the responsible actions of our employees, are an crucial basis for the success of our Company.

The Declaration of Corporate Governance in accordance with Sections 289f, 315d of the German Commercial Code (“Handelsgesetzbuch”, HGB), as well as the current Declaration of Conformity in accordance with Section 161 of the German Stock Corporation Act (“Aktiengesetz”, AktG) as adopted by the Executive Board and the Supervisory Board in February 2024, are permanently available on our website at [Investors/Corporate Governance](#).

### *Declaration of Conformity*

The German Corporate Governance Code (“Deutsche Corporate Governance Kodex”, DCGK) was last updated in 2022. The version dated April 28, 2022 became the basis for the Declaration of Conformity upon publication in the Federal Gazette on June 27, 2022 (“GCGC 2022”). The Executive Board and the Supervisory Board of AIXTRON SE declare that AIXTRON SE has complied with the recommendations of the GCGC 2022 and will continue to comply with them in the future with the following exception:

#### **Consideration of the higher time commitment of the Chair and Deputy Chair of the Supervisory Board as well as the Chair and the members of committees in Supervisory Board compensation (G.17 GCGC 2022)**

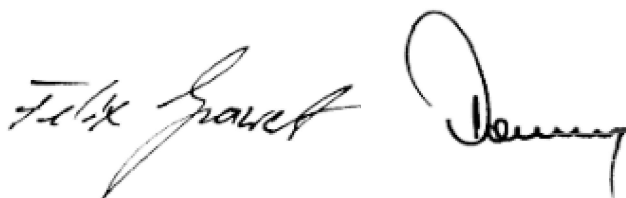
According to G.17, the remuneration of Supervisory Board members shall take into account, in an appropriate manner, the higher time commitment of the Chair and the Deputy Chair of the Supervisory Board as well as of the Chair and the members of committees. The Supervisory Board remuneration resolved by the Annual General Meeting on May 16, 2018, only takes into account the Chair and Deputy Chair of the Supervisory Board and the Chair of the Audit Committee in addition to membership of the Supervisory Board.

A further consideration of the chairmanship or membership in committees has not yet been considered necessary, since the expenses incurred in these activities were already considered to be adequately compensated for by the Supervisory Board's remuneration.

Herzogenrath, February 26, 2024

AIXTRON SE

The Executive Board of AIXTRON SE

The image shows two handwritten signatures in black ink. The signature on the left is 'Felix Grawert' and the signature on the right is 'Dr. Christian Danninger'.

**Dr. Felix Grawert**  
Chairman

**Dr. Christian Danninger**  
Member

For the Supervisory Board of AIXTRON SE

The image shows a single handwritten signature in black ink, which reads 'Kim Schindelhauer'.

**Kim Schindelhauer**  
Chairman of the Supervisory Board

## ***Information on Corporate Governance Practices***

AIXTRON SE has defined a **Code of Ethics** which applies throughout the entire Group and is primarily aimed at Executive Board members, managers and selected employees in the finance department. The aim of this Code is to promote honest and ethical conduct, including the handling of conflicts of interest, the on time disclosure of complete, accurate, and clear quarterly and annual reports, compliance with applicable laws, rules and regulations, and the prompt internal reporting of breaches of the Code where necessary, and to ensure accountability for compliance with the Code. It is published on the AIXTRON website under [Code of Ethics](#).

In addition, a **Compliance Code of Conduct** applies to the Executive Board, Supervisory Board, and the senior management team as well as to all employees throughout the Company, which obliges them to behave responsibly and in accordance with the law. Among the topics addressed, this Code covers the following topics: responsibility and respect towards people and the environment, compliance with the legal frameworks, lawful and ethical conduct of each individual employee, loyalty to the Company, fair and respectful treatment of employees, rejection of any form of discrimination, dealing responsibly with corporate risks, acting in an environmentally responsible manner, safety in all working areas, working professionally, reliability and fairness in all business relationships, compliance with guidelines regarding granting/acceptance of benefits, handling of insider information, and the handling of Company property. The full text of the Compliance Code of Conduct can be downloaded from the AIXTRON website at [Code of Conduct](#).

Furthermore, AIXTRON issued a Group-wide **Compliance Manual** which applies to all members of the Executive Board, the Supervisory Board, as well the senior management, and which further sets out the principles of the Compliance Code of Conduct. The Compliance Manual provides detailed explanations on AIXTRON's compliance organization, the legal, regulatory and internal requirements, and the resulting conduct requirements for the Executive Board, Supervisory Board, senior management team, and employees. This Compliance Manual is regularly updated to reflect new and/or amended legal, regulatory and internal requirements. The compliance manual was rewritten during 2023 and will be published in first quarter 2024. The main aim was to further increase the comprehensibility of the requirements. The communication of the content is an essential part of the company-wide compliance trainings offering. Participation in compliance training is mandatory for members of the senior management team and for all other company employees across the group. This is controlled and monitored by our compliance department.

In addition, every quarter all members of the Company's senior management team, as well as selected employees declare in writing that the compliance requirements were adhered to in their area of responsibility. If the Compliance Manual has been updated, they also declare that they will take note of the updated version, follow and communicate its contents within their area of responsibility, and monitor its implementation. Leadership principles have also been defined for the Company's managers, which include rules of conduct for managers when dealing with their employees.

AIXTRON's corporate governance system is based on the risks and opportunities that arise for the company. The combined management report presents the key aspects of the **risk management system (RMS)** and the **internal control system (ICS)**. These systems comply with legal requirements and international standards – such as the German Stock Corporation Act (AktG), the German Corporate Governance Code (GCGC), or the auditing standard IDW PS 340 new version issued by the Institute of Public Auditors in Germany (“Institut der Wirtschaftsprüfer”, IDW). The AIXTRON Group's Senior Vice President & Chief Compliance Officer is responsible for the implementation and maintenance of these systems and regularly reports to the Chief Financial Officer and the full Executive Board on the effectiveness of the corporate governance management systems used. In addition, he regularly reports to the Audit Committee of AIXTRON SE's Supervisory Board or to its Chairwoman. In fiscal year 2023, the risk management system (RMS) and the internal control system (ICS) were reviewed by external experts (Deloitte) with respects to the core elements, the framework and selected risks and controls on the basis of the auditing standards IDW PS 981 and PS 982. This review did not reveal any indications that speak against the appropriateness and effectiveness of these systems. Based on the information provided to the Executive Board of AIXTRON SE, it is not aware of any circumstances that speak against the appropriateness and effectiveness of the risk management system (RMS) or the internal control system (ICS).

AIXTRON also has implemented a **whistleblower mechanism** and adapted it to the requirements of the German Whistleblower Protection Act (HinSchG) in the course of 2023. Notifications of violations of legal, regulatory or internal company requirements can be sent confidentially to the Chairman of the Supervisory Board of AIXTRON SE via a specified e-mail address or in the form of an email. The Chairman of the Supervisory Board decides together with the Compliance department, depending on the subject matter and scope of the report, whether to involve other persons and/or bodies. In the event of proven violations or deficiencies, the involved persons/bodies will work out proposed solutions with the aim of a prompt remedy, including any necessary sanctions and improvements to the management and monitoring processes. All information received will be treated discreetly, confidentially, and anonymously by the persons/bodies involved.

In addition, in 2023 AIXTRON introduced a **compliance program for the protection of human rights and the environment** in the AIXTRON business area and supply chain, which is based on the German Supply Chain Due Diligence Act (LkSG), in order to be prepared for a possible future mandatory application of the LkSG. In particular, this includes a **policy statement on human rights and environmental strategy**, a **code of conduct for suppliers** and a **complaints procedure** for reporting human rights and environmental risks and violations. The mentioned documents can be found on the AIXTRON website under [Supplier Management](#).

## ***Executive Board and Supervisory Board Operating Procedures as well as Composition and Mode of Operation of Committees***

AIXTRON SE is a European stock company (Societas Europaea) and is subject not only to the German stock corporation law but also to the superordinate European SE regulations and the German SE Implementation Act. The Company has a two tier board structure consisting of an Executive Board and a Supervisory Board.

The Executive Board is responsible for managing the Company and informs the Supervisory Board regularly, comprehensively, and without delay about all relevant issues involving strategy, planning, business development, the risk situation, risk management, and compliance.

The Supervisory Board appoints the Executive Board members and monitors and advises the Executive Board in its management duties. To perform certain transactions and measures specified by law, the Articles of Association of AIXTRON SE, or the Executive Board's rules of procedure, the Executive Board must obtain the prior approval of the Supervisory Board. The Executive Board is also required to report to the Supervisory Board on the conclusion, amendment, or termination of important agreements that do not require approval under the Articles of Association or the Executive Board's rules of procedures. The Executive Board is also required to notify the Supervisory Board of all material events, even those that do not require the approval of the Supervisory Board.

In 2023, the Executive Board and the Supervisory Board worked closely together for the benefit of the Company and all stakeholders. The shared objective is to secure and expand AIXTRON's leading market positions in the long term in order to benefit from growing end markets.

No committees have been set up by AIXTRON SE's Executive Board.

With the approval of the Supervisory Board, the Executive Board has set up an **Executive Committee (EC)** to support the Executive Board in managing the company. The EC is made up of experienced managers from the organisation and the Executive Board and consists of five people as at the end of December 2023. It is responsible for managing the product portfolio and technology and product development as well as the operating business and current projects.

The Supervisory Board of AIXTRON SE has set up four committees, an Audit Committee, a Capital Market Committee, a Nomination Committee, and a Remuneration Committee. The Supervisory Board is authorized to establish additional committees from among its members.

The **Audit Committee** consists of one Chairwoman and two other members. As an independent member, the Chairwoman of the Audit Committee, Prof. Dr. Anna Weber, has expertise in the areas of accounting and auditing (Section 107 para. 4, Section 100 para. 5 AktG) and special knowledge and experience in the application of internal control and risk management systems. Sustainability reporting and the respective audit are also part of accounting and auditing. A further member of the Audit Committee, Mr. Kim Schindelhauer, also has expertise in the field of accounting. The members are also familiar with the sector in which AIXTRON is represented, which particularly due to their many years of experience. The Audit Committee deals in particular with the audit of the accounting, the monitoring of the accounting process, corporate governance and

compliance, the effectiveness of the internal control system, the risk management system, and the internal audit system. The Audit Committee also deals with the audit of the financial statements, the assessment of the quality of the audit, and the review of the Group Non-Financial Report to be prepared by the Company. The Audit Committee discusses with the auditor the assessment of the audit risk, the audit strategy and planning, and the audit results. The Chairwoman regularly confers with the auditor on the progress of the audit and reports her findings to the Audit Committee. In accordance with D.10 GCGC, the Audit Committee also consults regularly with the auditor without the presence of the Executive Board. Furthermore, the Audit Committee submits to the full Supervisory Board a reasoned recommendation for the appointment of the auditor. In accordance with the resolution of the Annual General Meeting of May 17, 2023, the Supervisory Board appointed KPMG AG Wirtschaftsprüfungsgesellschaft, Essen, as auditor. The Audit Committee monitors the independence of the auditor and the additional services provided by the auditor. Finally, it deals with the issuing of the audit mandate to the auditor, the determination of audit focus matters, and the fee agreement. The Chairwoman of the Audit Committee, Prof. Dr. Anna Weber, reports regularly to the Supervisory Board on the work of the Audit Committee.

For the purpose of evaluating, supporting and implementing projects with capital market relevance, a **Capital Market Committee** is set up, consisting of three members, the Chairman of the Supervisory Board and two other members of the Supervisory Board.

The **Nomination Committee**, consists of three members, including Mr. Kim Schindelhauer as Chairman. He prepares nominations to the full Supervisory Board for the appointment of new board members and deals with succession planning for positions on the Supervisory Board.

The **Remuneration Committee** consists of four members, including Mr. Frits van Hout as Chairman. It deals with the application of the remuneration system in accordance with the requirements of ARUG II and the GCGC.

Further details on the work of the Executive Board, Supervisory Board and committees during fiscal year 2023 can be found in this Annual Report in the [Report of the Supervisory Board](#). Full details on the composition of the committees can be found in the section [Executive Board and its Composition](#).

## **Executive Board and its Composition**

According to Article 8 of AIXTRON SE's Articles of Association, the Executive Board consists of two or more people. The Supervisory Board determines the precise number of Executive Board members. It also decides whether there should be a Chairman and whether deputy members or a Deputy Chairman should be appointed. At the time of reporting, the Supervisory Board consists of two members following the departure of Executive Board member Dr. Jochen Linck from the Executive Board:

### **Executive Board**

*(as of December 31, 2023)*

<b>Name</b>	<b>Position</b>	<b>Since</b>	<b>End of Term</b>
Dr. Felix Grawert	Chairman	August 14, 2017	August 13, 2025
Dr. Christian Danninger	Member	May 01, 2021	April 30, 2029

Notwithstanding the Executive Board's overall legal responsibility and the obligation of the Executive Board members to collaborate closely and in confidence with their colleagues, the assigned responsibilities of the individual members of the Executive Board in accordance with the currently valid **business distribution plan** as of December 11, 2023 are as follows:

The **Chairman of the Executive Board, Dr. Grawert**, coordinates the work of the Executive Board and is additionally responsible for Strategy, Marketing, Sales, Customer Service, Innovation, Research and Development as well as Operations (Procurement, Manufacturing and Logistics, Quality Management, Facility Management).

**Executive Board member Dr. Danninger** is responsible for the Group's Finance and Reporting, Human Resources, Investor Relations & Communications, ESG (Environment, Social and Governance), Corporate Governance, Compliance & Risk Management, Information Security, Information Technology and Legal.

**The Executive Board member Dr. Linck** was, until leaving at 30. September 2023, responsible for Research and Development as well as Operations (Procurement, Manufacturing and Logistics, Quality Management, Facility Management) and Information Technology.

With the approval of the Supervisory Board, the Executive Board has adopted Rules of Procedure which are regularly reviewed for their appropriateness and topicality. Among other things, they contain a list of matters of fundamental or significant importance on which the Executive Board must formally resolve. This concerns, for example, decisions on the Company's strategies, business plans and budgets; material changes to the Company and Group structure; the commencement or cessation of areas of activity of the Company; the acquisition and sale of land or land rights; the conclusion, amendment and termination of corporate or significant license agreements; the award of major external consulting and research contracts; fundamental issues relating to human resources and personnel policy; determining the principles for representation in business organizations and associations; appointments to the management and supervisory bodies of subsidiaries and associated companies; important publications and information for the public outside of mandatory disclosure duties; initiating lawsuits and legal disputes; providing collateral and assuming guarantees.

The Rules of Procedure for the Executive Board and the Articles of Association each contain a catalog of significant transactions and measures that additionally require the prior approval of the Supervisory Board. The transactions and measures requiring approval under the Articles of Association or the Rules of Procedure include, for example, decisions on the establishment or sale of business premises, the acquisition or sale of land, the commencement or cessation of areas of activity, or the granting or taking out of loans.

In accordance with the Rules of Procedure, meetings of the Executive Board are held at least twice a month and whenever required for the good of the Company. Meetings of the Executive Board are convened and chaired by the Chairman of the Executive Board. Each member of the Executive Board can arrange an additional meeting on a specific topic at any time. If the Chairman of the Executive Board is unable to attend, the meeting is chaired by the member of the Executive Board designated for this purpose by the Chairman of the Executive Board, or by the oldest member of the Executive Board. The Executive Board constitutes a quorum if all members have been invited and more than half of its members are present at the time a resolution is adopted, whereby members of the Executive Board connected by telephone or video conference are deemed to be present. Unless otherwise stipulated by law, the Articles of Association or the Rules of Procedure, the Executive Board adopts resolutions by a simple majority of the votes cast. In the event of a tie, the Chairman of the Executive Board has the casting vote. If there are two members of the Executive Board, the Chairman of the Supervisory Board must be consulted and asked to mediate in the event of a tie.

Each member of the Executive Board must disclose any conflicts of interest to the Supervisory Board without delay and inform the other members of the Executive Board accordingly. Members of the Executive Board may only take on secondary activities, in particular supervisory board mandates outside the Company, with the approval of the Supervisory Board.

### ***Long-term Succession Planning for the Executive Board and Age Limit for the Executive Board***

AIXTRON is a globally operating company in a highly dynamic and technologically demanding market environment. It is therefore of strategic importance for AIXTRON to have a competent Executive Board and to appoint suitable candidates to the Executive Board. Following the generational change on the Executive Board, the Supervisory Board is also pursuing long-term succession planning. The Nomination Committee bases its work on the requirements and competency profile that has been developed and described, which is continuously reviewed and refined. As part of succession planning, the Supervisory Board and the Executive Board will also discuss potential internal candidates for the Executive Board. The age limit for the Executive Board is 65 and is set out in the Executive Board's Rules of Procedure.

### ***Supervisory Board and its Composition***

Pursuant to Article 11 of AIXTRON SE's Articles of Association, the Supervisory Board consists of six members. According to the Articles of Association, the members of the Supervisory Board are appointed until the end of the Annual General Meeting which resolves on the approval of the Supervisory Board's activities for the fourth fiscal year



after the term of office begins, whereby the fiscal year in which the appointment was made is not included. The Annual General Meeting may provide for a shorter term of office.

The Supervisory Board elects a Chairman and a Deputy Chairman from among its members. The Supervisory Board Chairman convenes and conducts the Supervisory Board meetings. If he is unable to do so, his Deputy takes over this function.

The Supervisory Board has adopted [Rules of Procedure](#). They govern the tasks, rights and obligations of the Supervisory Board, the organization of meetings and resolutions, and the formation of committees. The Rules of Procedure of the Supervisory Board were last revised in December 2023. The Audit Committee has separate Rules of Procedure established by the Supervisory Board.

The Chairman of the Supervisory Board is generally available for discussions with investors but only to the extent that such discussions take place within a reasonable framework and the topics fall within the sole competence of the Supervisory Board. One meeting was held with the Chairman of the Supervisory Board in the past financial year. The topics discussed were succession planning on the Supervisory Board, diversity and Executive Board remuneration.

As of December 31, 2023, the composition of the Supervisory Board in accordance with the Articles of Association and as determined by the Annual General Meeting was as follows:

### Composition of the Supervisory Board

(as of December 31, 2023)

Name	Position	Member since	End of term
Kim Schindelhauer <sup>1)2)3)4)5)</sup>	Chairman of the Supervisory Board, Chairman of the Capital Market Committee	2002	HV 2026
Frits van Hout <sup>4)</sup>	Deputy Chairman of the Supervisory Board, Chairman of the Remuneration and Nomination Committee	2019	HV 2024
Prof. Dr. Andreas Biagosch <sup>2)3)</sup>		2013	HV 2024
Prof. Dr. Petra Denk <sup>4)</sup>		2011	HV 2024
Dr. Stefan Traeger <sup>1)2)3)4)</sup>		2022	HV 2025
Prof. Dr. Anna Weber <sup>1)</sup>	Chairwoman of the Audit Committee	2019	HV 2024

<sup>1)</sup> Member of the Audit Committee

<sup>2)</sup> Member of the Capital Market Committee

<sup>3)</sup> Member of the Nomination Committee

<sup>4)</sup> Member of the Remuneration Committee

<sup>5)</sup> Former AIXTRON Executive Board member

### Composition of Committees

(as of December 31, 2023)

Audit Committee	Capital Market Committee	Nomination Committee	Remuneration Committee
Prof. Dr. Anna Weber (Chairwoman)	Kim Schindelhauer (Chairman)	Kim Schindelhauer (Chairman)	Frits van Hout (Chairman)
Kim Schindelhauer	Prof. Dr. Andreas Biagosch	Prof. Dr. Andreas Biagosch	Prof. Dr. Petra Denk
Dr. Stefan Traeger	Dr. Stefan Traeger	Dr. Stefan Traeger	Kim Schindelhauer
			Dr. Stefan Traeger

***Independence of Supervisory Board Members and Cooperation between the Supervisory Board and the Executive Board***

The Supervisory Board shall comprise what it considers to be a sufficient number of independent members (recommendation C.6 GCGC). Accordingly, the Supervisory Board has set itself the goal that more than half of its members shall be independent (recommendation C.7 GCGC). The Chairman of the Supervisory Board shall be independent of the Company and the Executive Board (recommendation C.10 GCGC). AIXTRON considers Mr. Schindelhauer to be independent despite the long period of time he has been a member of the Supervisory Board. During his time as Chairman of the Supervisory Board, Mr. Schindelhauer has always maintained a professional distance from the Company and the Executive Board and has fulfilled his monitoring and advisory duties by applying an appropriate critical attitude at all times (recommendation C.8 GCGC).

As all members of the Supervisory Board, which consists exclusively of elected shareholder representatives, are therefore to be regarded as independent, this recommendation is also met.

The Supervisory Board includes Mr. Schindelhauer, a former member of the Executive Board, whose term of office as a member of the Executive Board, however, was more than two years ago (see also C.7 GCGC). The Supervisory Board therefore complies with recommendation C.11 of the GCGC that it shall not include more than two former members of the Executive Board.

The Supervisory Board must include at least one member with expertise in the field of auditing and at least one other member with expertise in the field of accounting. These requirements are met by the two members, Prof. Dr. Weber and Mr. Schindelhauer.

Ahead of the Supervisory Board meeting in December 2023, the members of the Supervisory Board completed a self-evaluation questionnaire. After evaluation of the questionnaire, the Supervisory Board determined that the Supervisory Board performs its activities effectively in accordance with recommendation D.12 of the GCGC.

Further mandates of the members of the Executive Board and the Supervisory Board are listed in the Notes to the Consolidated Financial Statements in section 36 Supervisory Board and Executive Board.

The Company did not enter into or carry out any material transactions with any related parties in the fiscal year 2023.

The Audit Committee is chaired by Prof. Dr. Weber, an independent and expert member of the Supervisory Board in accordance with recommendation D.3 GCGC. She is not the same person as the Chairman of the Supervisory Board. In the persons of Prof. Dr. Weber and Mr. Schindelhauer, the Audit Committee includes one member with expertise in the field of auditing and one further member with expertise in the field of accounting.

The Supervisory Board regularly holds four ordinary meetings and the Audit Committee seven ordinary meetings per calendar year. Extraordinary Supervisory Board meetings as well as meetings of the Audit, Nomination, Remuneration, and Capital Market Committees are convened as required.

The Executive Board reports regularly to the Supervisory Board and its committees on the company's situation. At the request of the Chairman of the Supervisory Board, or the Chairpersons of the Committees, the Executive Board regularly attends the ordinary meetings of the Supervisory Board or individual committee meetings, reports in writing and orally on the individual agenda items and draft resolutions, and answers the questions of individual Supervisory Board members. Between meetings, all members of the Supervisory Board receive detailed quarterly reports from the Executive Board on the situation of the Company. In addition, the Chairman of the Supervisory Board or the Chairwoman of the Audit Committee are informed by the Executive Board about important developments and upcoming important decisions in telephone calls and personal discussions. In accordance with recommendation D.6 GCGC, meetings are also held without participation of the Executive Board.

As a rule, resolutions of the Supervisory Board and its committees are passed at the meetings. In justified exceptional cases, Supervisory Board members may also participate in a meeting of the Supervisory Board or a committee by telephone or video conference. The Supervisory Board and its committees each constitute a quorum if two thirds of the members participate in the vote (outside of meetings by means of a vote conducted in writing, by fax, by telephone or by e-mail, or by a combination of the aforementioned communication media, provided that no member of the Supervisory Board objects to this procedure). Resolutions require a simple majority of the votes cast. In the event of a tie, the chairman of the meeting has the casting vote.

Each member of the Supervisory Board shall disclose to the Supervisory Board any conflicts of interest, in particular those that may arise as a result of a consultancy or directorship function with customers, suppliers, lenders or other third parties. Any conflicts of interest on the part of a member of the Supervisory Board that are material and not merely temporary shall result in that person having to resign from office.

### ***Self-evaluation of the Supervisory Board***

In fiscal year 2023, the Supervisory Board conducted an internal self-evaluation based on a questionnaire, taking into account AIXTRON-specific criteria. The results were discussed by the Supervisory Board and confirmed that cooperation both within the Supervisory Board and with the Executive Board was characterized by a high degree of trust and openness. The Supervisory Board and its committees were also considered to be adequately informed and effective in their work. Hence there is no fundamental need for change. Based on the feedback received, the Remuneration Committee was asked to draw up a proposal for adjusting the remuneration of the Supervisory Board.

### **Information on the Equal Representation of Men and Women as per Section 76 para. 4 and Section 111 para. 5 AktG**

Pursuant to Sections 76 para. 4, 111 para. 5 AktG, companies listed on the stock exchange or subject to co-determination must set target figures for the proportion of women on their supervisory boards, executive boards and the two management levels below the executive board. The GCGC reflects these regulations in principle 3 and principle 9 sentence 2 for the executive board and in recommendation C.1 sentence 2 for the supervisory board.

AIXTRON aims to increase both the proportion of women and the internationality of its employees and managers. In doing so, the Company is primarily committed to the professional and social skills of all employees.

The **Supervisory Board** of AIXTRON SE has set the following **target figures for the proportion of women** to be reached by **December 31, 2025**:

Level	Target as of 31.12.2025	Women's quota as of 31.12.2023	Determined by
Supervisory Board	33%	33%	Supervisory Board
Executive Board	0%	0%	Supervisory Board

The Supervisory Board consists of six members. It continues to include two women, bringing the proportion of female Supervisory Board members to around 33% as of December 31, 2023. The current composition of the Executive Board is in line with the target set for the Executive Board.

The **Executive Board** of AIXTRON SE has set itself the objective of specifically promoting women in the Company. In line with this objective, the Executive Board has now raised the **targets for the proportion of women** to 10% for the first level below the Executive Board and to 20% for the second level below the Executive Board. These targets are to be achieved by **December 31, 2025**.

Level	Target as of 31.12.2025	Women's quota as of 31.12.2023	Determined by
1st tier management	10%	11%	Executive Board
2nd tier management	20%	23%	Executive Board

Based on the current composition of the Executive Board, no changes in the composition are initially planned until the end of 2025, so that the target for the proportion of women on the Executive Board valid until December 31, 2025 has been set at 0%. The proportion of women at all management levels should be increased in the long term. To this end, the Executive Board has rolled out various personnel development initiatives that promote the advancement of female talent at AIXTRON. These include, for example, coaching and mentoring programs for selected female managers. In addition, there were regular women's network meetings in 2023, which enabled participants to share their views on strategic corporate management topics. In order to ensure equal participation of women in management positions, the Supervisory Board and Executive Board of AIXTRON SE are focusing even more on women when evaluating job candidates.

## ***Diversity Concept for Executive Board and Supervisory Board; Objectives for the Composition of the Supervisory Board and Status of Implementation***

### ***Executive Board***

As required by the GCGC, AIXTRON has addressed the issue of objectives with regard to an appropriate level of diversity in the Company's management (recommendations B.1 and C.1).

When proposing the appointment of new Executive Board members by the Nomination Committee, the Supervisory Board takes into account their personal and professional suitability, international experience and leadership qualities, the age limit set for members of the Executive Board, and diversity – also with regard to aspects such as age, gender, and educational and professional background. The Executive Board shall consist of members with different, complementary skill profiles as well as a sufficient age mix and possess different personalities. In addition to the above-mentioned qualities, members of the Executive Board should, as far as possible, have different knowledge and experience as well as educational and professional backgrounds, both individually and in their entirety as a team. In view of the Company's international orientation, experience abroad is an advantage. In its search for suitable candidates to fill vacant positions on the Executive Board, the Supervisory Board took account of the diversity concept and, as part of this, also considered female candidates.

### ***Supervisory Board***

The Supervisory Board has set the target for the proportion of women on the Supervisory Board at 33% by December 31, 2025. With Prof. Dr. Petra Denk and Prof. Dr. Anna Weber, two of the six members of the Supervisory Board are currently women, corresponding to a proportion of around 33%.

The targets for the composition of the Supervisory Board are shown in detail below:

- When proposing candidates for election to the Supervisory Board, the Nomination Committee ensures that the Supervisory Board always includes members who, individually and collectively as a team, have the knowledge, skills and professional experience required to properly perform their duties. Furthermore, the members should be independent. In this way, the Nomination Committee contributes to increasing the efficiency and transparency of the selection process. As a general rule, Supervisory Board members should be elected for the longest period of time permitted by the statutes.

- AIXTRON is strongly export-oriented. In particular, experience in AIXTRON's specific electronics and semiconductor markets is a great advantage.
- As a general rule, an age limit of 75 years for the retirement of Supervisory Board members should be appropriate. New Supervisory Board members should be available to the Company for at least two election periods.
- It is desirable that the individual members of the Supervisory Board have the most diverse education, qualifications, expertise and international experience possible in order to have the knowledge, skills and professional experience necessary to properly perform their duties. Company- and product-oriented coverage with an understanding of the business model, the industry-specific features and the processes in the various areas of business administration, accounting, auditing, corporate development, capital markets, technology, special equipment manufacturing, markets/sales, semiconductor market etc. are advantageous.
- It is in the best interests of the Company to utilize the potential of well-trained and motivated employees of different nationalities and genders. The Supervisory Board supports the appropriate participation of women and men on the Supervisory Board, which is reflected in the current proportion of women on the Supervisory Board of around 33%.
- In its opinion, the Supervisory Board should have a sufficient number of independent members, whereby a member of the Supervisory Board shall not be considered independent in particular if he or she has a business or personal relationship with the Company, its executive bodies, a controlling shareholder, or a company affiliated with the latter that could give rise to a material and not merely temporary conflict of interest.
- More than half of the Supervisory Board shall consist of independent members.
- No more than two former members of the Executive Board shall be members of the Supervisory Board.
- The members of the Supervisory Board shall not exercise any executive or advisory functions at major competitors of the Company.
- At least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing. These two members shall then also be members of the Audit Committee.
- Due to the increased demands on the professionalization of the Supervisory Board's members and in order to simultaneously ensure high efficiency of the Supervisory Board's activities as in previous years, new Supervisory Board members shall not hold more than five mandates in other listed companies or other companies that have comparable requirements, whereby a supervisory board chairmanship counts double.

In addition to the objectives set for its composition, the Supervisory Board has also drawn up a skills profile for the Supervisory Board as a whole. In view of AIXTRON's business activities and the markets addressed by the Company, the Supervisory Board shall have expertise in the areas of technology, finance/accounting, capital markets, strategy and

corporate governance, and in ecological sustainability topics of relevance to AIXTRON SE. Furthermore, a established network of contacts and many years of experience in the respective disciplines are advantageous.

The requirement for diversity within the Supervisory Board (recommendation C.1 sentence 2 GCGC ) is fulfilled, among other things, as a result of the diverse skills of the individual Supervisory Board members (with regard to areas such as finance, capital markets, M&A, and technology and markets).

The Executive Board and the Supervisory Board of AIXTRON SE are convinced that the composition of the Supervisory Board fully complies with its own objectives and skills profile as well as with the requirement of the current GCGC for appropriate diversity and an appropriate number of independent Supervisory Board members.

As Chairwoman of the Audit Committee of AIXTRON SE, Prof. Dr. Anna Weber has expertise in the field of accounting and auditing. She is an auditor and a member of the Supervisory Board and Chairwoman of the Audit Committee of another listed company. She is also a professor of general business administration specializing in external accounting. The Chairman of the Supervisory Board, Mr. Kim Schindelhauer, also has expertise in the field of accounting. He was active at AIXTRON as Chief Executive Officer, Chief Financial Officer and Commercial Director as well as in various management positions in the finance department of other international groups (recommendation D.3 GCGC).

In the following qualification matrix (recommendation C.1 GCGC), the Supervisory Board presents a clear overview of the implementation status of the desired skills profile for the Supervisory Board as a whole:



	Kim Schindelhauer	Frits van Hout	Prof. Dr. Andreas Biagosch	Prof. Dr. Petra Denk	Dr. Stefan Traeger	Prof. Dr. Anna Weber
<b>Membership duration</b>						
Member since	2002	2019	2013	2011	2022	2019
<b>General suitability</b>						
Independence <sup>1)</sup>	+	+	+	+	+	+
No overboarding	+	+	+	+	+	+
<b>Diversity</b>						
Year of birth	1953	1960	1955	1972	1967	1984
Gender	m	m	m	f	m	f
Nationality	German	Dutch	German	German	German	German
International experience	+	+	+		+	+
Educational background	Business Administration	Physics	Mechanical Engineering and Business Administration	Physics and Business Administration (EBW)	Physics and Business Administration (MBA)	Business Administration
<b>Professional knowledge <sup>2)</sup></b>						
Company management <sup>3)</sup>	+	+	+		+	
Strategy	+	+	+	+	+	
Sales & marketing	+	+			+	
Operations & Supply Chain	+	+	+		+	
Digitalization of business models related to capital goods		+	+		+	
Personnel / HR	+	+	+	+	+	+
Capital market / IR	+	+			+	
Accounting	+					+
Auditing	+					+
Legal / Compliance / Corporate Governance	+		+		+	+
Sustainability / ESG	+			+	+	+
Geopolitics	+	+	+		+	
Entrepreneurship & Value Creation	+	+	+	+	+	
<b>Knowledge of technologies</b>						
Semiconductor (equipment) industry	+	+	+	+	+	
Compound semiconductors	+	+	+	+		
<b>Knowledge of customer industry</b>						
Power electronics			+	+		
Optoelectronics	+				+	
Display industry	+	+				

<sup>1)</sup> In accordance with the German Corporate Governance Code

<sup>2)</sup> Criterion met (+), based on self-assessment by Supervisory Board member

<sup>3)</sup> Experience as Executive Board member of capital market-oriented companies of similar complexity or comparable experience

### ***Information on the Remuneration of the Executive Board and Supervisory Board and on the Remuneration System of the Executive Board***

Detailed information on the structure and amount of remuneration paid to the individual Executive Board members and on the remuneration of the members of the Supervisory Board as well as an exact list of the outstanding Executive Board stock options can be found in the Company's [Remuneration Report](#).

The remuneration system pursuant to Section 87a para. 1 and para. 2, sentence 1 AktG approved by the 2020 Annual General Meeting with an approval rate of 90.3% is publicly available on the Company's website under [Executive Board Remuneration Policy](#). In accordance with Section 113 para. 3 AktG, the Annual General Meeting 2021 confirmed the remuneration of the Supervisory Board; this resolution is also available on the Company's website under [Voting Results AGM 2021](#). A Remuneration Report prepared in accordance with Section 162 AktG for the past fiscal year, together with an auditor's report in accordance with Section 162 AktG, is also available on the Company's website under [Executive Board Remuneration Report](#).

### ***Shareholders and Annual General Meeting***

The Annual General Meeting was held on 17 May 2023 in presence. The invitation to the Annual General Meeting was published in due time in the German Federal Gazette ("Bundesanzeiger") in accordance with the statutory requirements and contained, among other things, the agenda with the proposed resolutions of the administration or the Supervisory Board as well as the conditions for attending the Annual General Meeting and exercising voting rights. All reports and documents required by law were available on the AIXTRON website, in the [Annual General Meeting](#) section, from the time the Annual General Meeting was convened. After the Annual General Meeting, AIXTRON published the attendance and voting results on its website.

Eight agenda items were put to the vote. All resolutions were passed with clear majorities, with about 67% of AIXTRON's share capital being represented at the Annual General Meeting at the time of voting.

## ***Transparency***

AIXTRON regularly and promptly informs interested parties such as customers, suppliers, shareholders, shareholder associations, potential investors, financial analysts, and the media of the Group's business developments. The internet is the primary communication channel used for this purpose.

Reports on the business situation and financial results of AIXTRON SE and the AIXTRON Group are made available in German and/or English, in the form of:

- The Annual Report with the Consolidated Financial Statements, the Combined Management Report and the Supervisory Board Report,
- The Financial Statements of AIXTRON SE, with the Combined Management Report,
- The Group Non-Financial Report (Sustainability Report),
- The Interim Financial Reports,
- Quarterly conference calls for the press and analysts with their respective transcripts,
- Company presentations.
- Publication of insider information, corporate and press releases.

The date of the Annual General Meeting and the publication dates of the financial reports are listed in the Company's [Financial Calendar](#) on the AIXTRON website. This calendar, as well as the reports, speech manuscripts, presentations, webcasts, and announcements listed above, can be freely viewed on the AIXTRON website.

## ***Accounting and Audit of the Annual Financial Statements***

The quarterly reports as of March 31 and September 30, the half-year report as of June 30 and the consolidated financial statements as of December 31, 2023 were prepared in accordance with International Financial Reporting Standards (IFRS). The Separate Financial Statements of AIXTRON SE for fiscal year 2023 and the Combined Management Report were prepared in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG).

The Consolidated Financial Statements and the Separate Financial Statements of AIXTRON SE were audited by the auditor and approved and adopted by the Supervisory Board. It was agreed with the auditor that the Chairman of the Supervisory Board or the Chairwoman of the Audit Committee would be informed immediately of any reasons for exclusion or exemption or any inaccuracies in the Declaration of Conformity that arise during the audit. No such duties to inform were triggered in the year under review.