



Convenience Translation

AIXTRON SE
Herzogenrath

ISIN DE000A0WMPJ6 (WKN A0WMPJ)
ISIN DE000A3EX3C9 (WKN A3EX3C)

Invitation to the Annual General Meeting

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

Annual General Meeting,

which will be held on

Wednesday, May 15, 2024, at 10:00 a.m. CEST

in the Eurogress Aachen,

Monheimsallee 48,

52062 Aachen

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

I. Agenda

- 1. Presentation of the adopted annual financial statements of AIXTRON SE as at December 31, 2023, the approved consolidated financial statements as at December 31, 2023 and the combined management report for AIXTRON SE and the Group for fiscal year 2023, the report of the Supervisory Board, the proposal of the Executive Board for the appropriation of net retained profits and the explanatory report of the Executive Board on the disclosures pursuant to §§ 289a (1), 315a (1) German Commercial Code (HGB)**

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

www.aixtron.com/hv

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

The Supervisory Board has approved the annual financial statements prepared by the Executive Board and the consolidated financial statements as at December 31, 2023; the annual financial statements are therefore adopted in accordance with Section 172 German Stock Corporation Act (AktG)¹. In accordance with the statutory provisions, no resolution is therefore planned for agenda item 1. The other aforementioned documents are also only to be made available to the Annual General Meeting in accordance with Section 176 para. 1 sentence 1 German Stock Corporation Act (AktG) without the need for a resolution by the Annual General Meeting - apart from the resolution on the appropriation of profits, which is to be adopted under agenda item 2.

- 2. Resolution on the appropriation of net retained profits for the 2023 financial year**

The Executive Board and the Supervisory Board propose that the net retained profits of EUR 90,554,090.08 reported in the annual financial statements of AIXTRON SE for fiscal year 2023 be appropriated as follows

Distribution of a dividend of EUR 0.40	
per dividend-bearing share, in total	EUR 45,033,014.40
Profit carried forward	EUR 45,521,075.68
Retained earnings	EUR 90,554,090.08

Should the number of no-par value shares entitled to dividends for the 2023 financial year change before the Annual General Meeting, a correspondingly adjusted resolution proposal will be put to the vote at the Annual General Meeting, which will continue to provide for a dividend of EUR 0.40 per no-par value share entitled to dividends and a correspondingly adjusted profit carried forward.

In accordance with Section 58 para. 4 sentence 2 German Stock Corporation Act (AktG), the dividend will be paid out on the third business day following the resolution of the Annual General Meeting, i.e. (taking into account Whit Monday, May 20, 2024, as a national holiday) on May 21, 2024.

- 3. Resolution on the formal approval of the actions of the members of the Executive Board of AIXTRON SE for fiscal year 2023**

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board of AIXTRON SE in office in fiscal year 2023 be ratified for this period.

- 4. Resolution on the formal approval of the actions of the members of the Supervisory Board of AIXTRON SE for fiscal year 2023**

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of AIXTRON SE in office in fiscal year 2023 be ratified for this period.

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

5. Resolution on the approval of the remuneration report for the 2023 financial year prepared and audited in accordance with Section 162 German Stock Corporation Act (AktG)

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

The remuneration report was audited by the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstrasse 27, Essen, in accordance with Section 162 (3) German Stock Corporation Act (AktG), to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made. The report on the audit of the remuneration report is attached to the remuneration report. The remuneration report is attached at the end of this invitation.

The Executive Board and Supervisory Board propose that the remuneration report for the 2023 financial year, prepared and audited in accordance with Section 162 German Stock Corporation Act (AktG), be approved.

6. Resolution on elections to the Supervisory Board

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

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

The term of office of Supervisory Board members Frits van Hout (Deputy Chairman of the Supervisory Board), Prof. Dr. Anna Weber (Chairwoman of the Audit Committee), Prof. Dr. Andreas Biagosch and Prof. Dr. Petra Denk will expire at the end of the Annual General Meeting to be held on May 15, 2024. Four mandates are therefore to be appointed by the Annual General Meeting. Mr. Frits van Hout and Prof. Dr. Anna Weber are available for re-election. For the two other vacancies, the Supervisory Board has succeeded in recruiting two excellently suited candidates to take over the mandate: Ms. Karen Florschütz and Mr. Alexander Everke.

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

The Supervisory Board proposes that the following persons be elected to the Supervisory Board of AIXTRON SE for the period from the end of the Annual General Meeting on May 15, 2024 until the end of the Annual General Meeting that resolves on the discharge for fiscal year 2027:

- a) Mr. Frits van Hout, resident in Retie (Belgium), graduate physicist, most recently Executive Vice President, Member of the Board of Management, ASML Holding N.V.
- b) Prof. Dr. Anna Weber, resident in Burghaun, auditor and tax consultant, Professor of General Business Administration, in particular External Accounting, Heilbronn University of Applied Sciences
- c) Ms. Karen Florschütz, resident in Herzogenaurach, graduate economist, Executive Vice President Connected Intelligence, Airbus Defence and Space
- d) Mr. Alexander Everke, resident in Tegernsee, graduate industrial engineer, graduate engineer, most recently CEO of ams-OSRAM AG

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

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The Supervisory Board has set specific targets for its composition and developed a skills profile for the entire Board. The objectives and skills profile, including the status of implementation in the form of a skills matrix, are published in the Corporate Governance Statement as part of the Annual Report for the 2023 financial year. The Annual Report 2023 is part of the documents mentioned under agenda item 1, which are available on our website at

www.aixtron.com/hv

as well as during the Annual General Meeting.

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

www.aixtron.com/hv

as well as during the Annual General Meeting.

The qualification matrix for the Supervisory Board in its current composition at the time of convening the Annual General Meeting and the adjusted qualification matrix taking into account the persons named in the aforementioned election proposal are shown below.

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Competence profile of the Supervisory Board in office at the time of convening the Annual General Meeting ("qualification matrix")

	Kim Schindel-hauer	Frits van Hout	Prof. Dr. Andreas Biagosch	Prof. Dr. Petra Denk	Dr. Stefan Traeger	Prof. Dr. Anna Weber
Period of affiliation						
Member since	2002	2019	2013	2011	2022	2019
General suitability						
Independence ¹⁾	+	+	+	+	+	+
No overboarding	+	+	+	+	+	+
Diversity						
Year of birth	1953	1960	1955	1972	1967	1984
Gender	m	m	m	w	m	w
Nationality	German	Dutch	German	German	German	German
International experience with reference to relevant foreign markets	+	+	+		+	+
Educational background	Business Administration	Physics	Mechanical Engineering and Business Administration	Physics and Business Administration (EBW)	Physics and Business Administration (MBA)	Business Administration
Technical knowledge²⁾						
Corporate management ³⁾	+	+	+		+	
Strategy	+	+	+	+	+	
Sales & Marketing	+	+			+	
Operations & Supply Chain	+	+	+		+	
Digitalization of capital goods-related business models		+	+		+	
Personnel / HR	+	+	+	+	+	+
Capital market / IR	+	+			+	
Accounting (including sustainability reporting)	+					+
Audit of financial statements (including audit of sustainability reporting)	+					+
Legal / Compliance / Corporate Governance	+		+		+	+
Sustainability / ESG	+			+	+	+
(Geo) politics	+	+	+		+	
Entrepreneurship & Value Creation	+	+	+	+	+	
Knowledge of the technologies²⁾						
Semiconductor (equipment) industry	+	+	+	+	+	
Compound semiconductors	+	+	+	+		
Knowledge of the customer industries²⁾						
Power electronics			+	+		
Optoelectronics	+				+	
Display industry	+	+				

1) In accordance with the German Corporate Governance Code

2) Criterion fulfilled (+), based on the self-assessment by the Supervisory Board

3) Experience as a member of the executive board of capital market-oriented companies of comparable complexity or comparable experience

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Competence profile of the Supervisory Board ("qualification matrix") taking into account the election proposals for the AGM 2024

	Kim Schindelhauer	Frits van Hout	Alexander Everke	Karen Florschütz	Dr. Stefan Traeger	Prof. Dr. Anna Weber
Period of affiliation						
Member since	2002	2019	2024	2024	2022	2019
General suitability						
Independence ¹⁾	+	+	+	+	+	+
No overboarding	+	+	+	+	+	+
Diversity						
Year of birth	1953	1960	1963	1969	1967	1984
Gender	m	m	m	w	m	w
Nationality	German	Dutch	German	German	German	German
International experience with reference to relevant foreign markets	+	+	+	+	+	+
Educational background	Business Administration	Physics	Diplom-Ing. E-Tech (Uni) & Diplom-Wirtschafts-Ing. (FH)	Diplom-Volkswirtin / BSc. Engineering, MBA	Physics and Business Administration (MBA)	Business Administration
Technical knowledge²⁾						
Corporate management ³⁾	+	+	+	+	+	
Strategy	+	+	+	+	+	
Sales & Marketing	+	+	+	+	+	
Operations & Supply Chain	+	+	+	+	+	
Digitalization of capital goods-related business models		+		+	+	
Personnel / HR	+	+	+	+	+	+
Capital market / IR	+	+	+	+	+	
Accounting (including sustainability reporting)	+					+
Audit of financial statements (including audit of sustainability reporting)	+					+
Legal / Compliance / Corporate Governance	+		+	+	+	+
Sustainability / ESG	+		+	+	+	+
(Geo) politics	+	+	+	+	+	
Entrepreneurship & Value Creation	+	+	+	+	+	
Knowledge of the technologies²⁾						
Semiconductor (equipment) industry	+	+	+	+	+	
Compound semiconductors	+	+	+			
Knowledge of the customer industries²⁾						
Power electronics			+	+		
Optoelectronics	+		+		+	
Display industry	+	+	+			

1) In accordance with the German Corporate Governance Code

2) Criterion fulfilled (+), based on the self-assessment by the Supervisory Board

3) Experience as a member of the executive board of capital market-oriented companies of comparable complexity or comparable experience

In the opinion of the Supervisory Board, there are no significant personal or business relationships within the meaning of C. 13 of the German Corporate Governance Code between Mr. Frits van Hout, Prof. Dr. Anna Weber, Ms. Karen Florschütz and Mr. Alexander Everke and AIXTRON SE, its executive bodies or any of its shareholders.

The CVs of Mr. Frits van Hout, Prof. Dr. Anna Weber, Ms. Karen Florschütz and Mr. Alexander Everke are attached at the end of this invitation. They are also available on the company's website at

www.aixtron.com/hv

available.

Mr. Frits van Hout is proposed for election to the Supervisory Board in particular due to his extensive management experience and many years of experience in the supplier industry for the semiconductor sector and is to continue as Deputy Chairman of the Supervisory Board. Professor Dr. Anna Weber is proposed for election primarily due to her extensive knowledge in the areas of accounting, internal control procedures and auditing. She fulfills the requirements of a financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG) and should remain a member of the Supervisory Board following her election and chair the Audit Committee in accordance with recommendation D.3 of the German Corporate Governance Code.

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

Mr. Frits van Hout is not a member of other statutory supervisory boards in Germany. He is a member of the following comparable domestic or foreign supervisory bodies of commercial enterprises:

- Bambi Belt Holding B.V., Eindhoven, Netherlands (member of the Supervisory Board);
- Kendrion NV, Amsterdam, Netherlands (Chairman of the Supervisory Board);
- PhotonDelta Foundation, Eindhoven, Netherlands (member of the Supervisory Board);
- DeepTech Fund (InvestNL), Amsterdam, Netherlands (Chairman of the Investment Committee).

Prof. Dr. Anna Weber is a member of the following other statutory supervisory boards in Germany:

- Wacker Chemie AG (listed), Munich, member of the Supervisory Board.

She is not a member of comparable domestic or foreign supervisory bodies of commercial enterprises.

Ms. Karen Florschütz is not a member of any other statutory supervisory boards in Germany. She is not a member of comparable domestic or foreign supervisory bodies of commercial enterprises.

Mr. Alexander Everke is not a member of any other statutory supervisory boards in Germany. He is a member of the following comparable domestic or foreign supervisory bodies of commercial enterprises:

- ASML Holding N.V. (listed), Veldhoven, Netherlands (Member of the Supervisory Board)
- duagon AG, Dietikon, Switzerland (Member of the Board of Directors)

7. Resolution on the amendment of the remuneration of the Supervisory Board and corresponding revision of Article 17 of the Articles of Association as well as approval of the amended remuneration system for the Supervisory Board

The current remuneration of the Supervisory Board was determined by the Annual General Meeting in 2018 in Section 17 of the Articles of Association and confirmed by the Annual General Meeting in 2021. The current remuneration of the Supervisory Board is considered appropriate and will be submitted to the Annual General Meeting for approval with minor adjustments.

Activities in Supervisory Board committees have so far only been taken into account when calculating remuneration with regard to the chairmanship of the Audit Committee, but not beyond that. This is to be changed in order to take account of the increased importance of committee work and the associated increased time commitment in accordance with recommendation G.17 of the German Corporate Governance Code. In this context, the remuneration for members of the Audit Committee in particular is to be increased due to the special importance of this committee.

In detail:

- The members of the Audit Committee receive additional annual remuneration of EUR 20,000.00 (previously: not provided for), with the Chairman of the Committee receiving double this amount (previously: EUR 20,000.00).
- The members of other committees receive an additional annual remuneration of EUR 10,000.00 (previously: not provided for), with the chairman of the committee receiving twice this amount (previously: not provided for).
- The above changes will first apply pro rata temporis for 2024 from the date of the Annual General Meeting (May 15, 2024).

Otherwise, no changes will be made to the remuneration of the Supervisory Board.

The Executive Board and Supervisory Board propose the following resolution:

1. Section 17 (3) of the Articles of Association is revised as follows:
"In addition to the reimbursement of their expenses (including any value added tax on their Supervisory Board remuneration or expenses), the members of the Supervisory Board receive annual remuneration of EUR 60,000.00, with the Chairman receiving three times this amount and the Deputy Chairman one and a half times this amount. The members of the Audit Committee receive additional annual remuneration of EUR 20,000.00, with the Chairman of the Audit Committee receiving twice this amount. The members of other Supervisory Board committees each receive additional annual remuneration of EUR 10,000.00 for their committee work, with the Chairman of each committee receiving double this amount, provided that the respective committee has met at least once in the financial year to perform its duties."

The above new version of Section 17 (3) of the Articles of Association shall apply for the 2024 financial year pro rata temporis from the date of the Annual General Meeting adopting the resolution (May 15, 2024).

2. The underlying remuneration system for the Supervisory Board presented in the annex to this agenda, which takes into account the proposed new version of Section 17 (3) of the Articles of Association, is approved.

8. Resolution on the approval of the remuneration system for the members of the Executive Board prepared in accordance with Section 87a (2) and Section 120a (1) German Stock Corporation Act (AktG)

In accordance with Section 120a (1) sentence 1 German Stock Corporation Act (AktG), the Annual General Meeting resolves to approve the remuneration system for the members of the Executive Board presented by the Supervisory Board whenever a material change is made, but at least every four years.

The remuneration system was last approved by the Annual General Meeting on May 20, 2020, meaning that a new resolution must now be passed by the Annual General Meeting as scheduled.

The remuneration system for the Executive Board will be submitted to the Annual General Meeting for approval with minor adjustments. The structure of the remuneration system and its individual elements have proven themselves and remain unchanged. The adjustments made take into account business and organizational development, the increased importance of sustainability and benchmark orientation as well as inflation. Specifically, by resolution dated December 11, 2023, the Supervisory Board made the following adjustments to the remuneration system for the Executive Board, which will take effect for the first time in the 2024 financial year (pro rata temporis from May 1, 2024):

- The target amount of the STI at 100% target achievement was reduced to a range of 0.88% to 1.4% of consolidated net income (previously: 1.1% to 1.75%) for the respective financial year in accordance with the budget approved by the Supervisory Board. This takes account of the company's growth.

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- The target amount of the LTI for 100% target achievement was reduced to a range of 1.12% to 1.8% of consolidated net income (previously: 1.4% to 2.25%) for the respective financial year in accordance with the budget approved by the Supervisory Board. This also takes account of the company's growth.
- The maximum remuneration of the Executive Board will be adjusted to EUR 8.5 million for two Executive Board members and EUR 12.5 million for three or more Executive Board members (previously: EUR 6.5 million for two Executive Board members and EUR 10 million for three or more Executive Board members). This takes account of the inflation factor.

In addition, by resolution dated December 11, 2023, the Supervisory Board made the following adjustments to the remuneration system for the Executive Board, which will take effect for the first time for the 2025 financial year (from January 1, 2025):

- The relative weighting of the targets for the LTI has been adjusted so that consolidated net income accounts for 35% (previously: 50%), TSR for 50% (previously: 40%) and sustainability targets for 15% (previously: 10%). This adjustment emphasizes the importance of performance compared to the competition (benchmark orientation) and takes into account the increased importance of sustainability aspects.
- The TSR of the AIXTRON share is now measured against an expanded peer group of twelve semiconductor equipment manufacturers (previously: six), based on an equal weighting of the companies (previously: weighted by market capitalization). To this end, the wording of the passage on the achievement of TSR development targets has been revised. This adjustment places the peer group on a broader basis and expands it to include smaller companies with expected dynamic development. Specifically, the peer group now consists of the twelve manufacturers Applied Materials, ASMI, ASML, Axcelis, BE Semiconductor, KLA, Lam Research, Lasertec, PVA TePla, SUESS MicroTec, Tokyo Electron and Veeco Instruments (previously: six manufacturers Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML and ASMI).
- Three groups are now used for the external comparison regarding the customary nature of the remuneration data: (1) twelve other semiconductor equipment manufacturers (Applied Materials, ASMI, ASML, Axcelis, BE Semiconductor, KLA, Lam Research, Lasertec, PVA TePla, SUESS MicroTec, Tokyo Electron and Veeco Instruments), (2) the ten companies from the PHLX Semiconductor Index (SOX) whose market capitalization is closest to that of AIXTRON SE and (3) the ten companies from the TecDAX whose market capitalization is closest to that of AIXTRON SE. (previously: compensation data of six other semiconductor equipment manufacturers and comparable TecDAX companies whose market capitalization was between 50% and 200% of AIXTRON SE's market capitalization). With this adjustment, the three peer groups of companies relevant to AIXTRON SE are represented using a uniform system.
- The internal comparison of remuneration data is now based on the members of the Executive Committee and other comparable executives (previously: ten non-tariff remunerated executives). This takes into account the introduction of the Executive Committee at AIXTRON.

Otherwise, no adjustments will be made to the remuneration system for Executive Board members approved in 2020.

The remuneration system (including the aforementioned adjustments) can be found as an attachment at the end of this invitation and is also available on our website at

www.aixtron.com/hv

accessible.

The Supervisory Board considers the adjusted remuneration system presented to be appropriate and clear and comprehensible, both in terms of the amount of remuneration and the remuneration structure. It complies with the requirements of Section 87a German Stock Corporation Act (AktG) and the German Corporate Governance Code.

The Supervisory Board proposes that the adjusted remuneration system for members of the Executive Board pursuant to Section 87a para. 2 and Section 120a para. 1 of the German Stock Corporation Act (AktG), as set out in the annex to this agenda, be approved.

9. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor of the sustainability report for the 2024 financial year

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

1. KPMG AG Wirtschaftsprüfungsgesellschaft, Alfredstrasse 27, Essen, is appointed as auditor and group auditor for the 2024 financial year.
- 2) KPMG AG Wirtschaftsprüfungsgesellschaft, Tersteegenstrasse 19-23, Düsseldorf, is appointed as the auditor of the sustainability report for the 2024 financial year.

Both items are to be voted on separately.

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

The election of the auditor of the sustainability report takes place against the background of the new regulations on sustainability reporting, which the EU Directive on Sustainability Reporting (Directive (EU) 2022/2464; so-called Corporate Sustainability Reporting Directive) provides for companies such as AIXTRON for the first time for the 2024 financial year. The German legislator is obliged to transpose the requirements of the Directive into national law by the beginning of July 2024.

II. Further information and notes

1. Total number of shares and voting rights

At the time of convening this Annual General Meeting, AIXTRON SE has issued a total of 113,415,120 shares, which grant 113,415,120 votes. Each no-par value share grants one vote. However, the Company holds 828,484 treasury shares at the time of convening the Annual General Meeting, so that the number of shares with voting rights is 112,586,636.

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

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

www.aixtron.com/hv

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

AIXTRON SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
E-mail: aixtron@linkmarketservices.eu

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

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

The application must be submitted by the end of the

May 8, 2024 (24:00 CEST)

have been received by the company.

The shareholding entered in the share register on the day of the Annual General Meeting is decisive for the exercise of participation and voting rights. It should be noted that, in accordance with Section 20 (2) sentence 2 of the Articles of Association, deletions and new entries in the share register will not take place in the last six days before the Annual General Meeting and on the day of the Annual General Meeting, i.e. in the period from May 9, 2024 up to and including May 15, 2024. The technical record date is therefore the end of May 8, 2024, i.e. 24:00 CEST. Please note that the shares are not blocked or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registering for the Annual General Meeting.

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

3. Procedure for voting by proxy

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

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

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

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

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

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

Special rules may apply to the authorization of an intermediary covered by Section 135 German Stock Corporation Act (AktG), a voting rights advisor, a shareholders' association or a person who offers to exercise voting rights at the Annual General Meeting on behalf of shareholders or an equivalent institution or company in accordance with Section 135 (8) German Stock Corporation Act (AktG), as well as to the revocation and proof of such authorization; in such cases, shareholders are requested to consult with the proxy in good time regarding the form of authorization they may require. An intermediary may only exercise voting rights for

registered shares that do not belong to him but for which he is entered as the holder in the share register on the basis of an authorization.

4. Procedure for voting by proxies appointed by the company

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

www.aixtron.com/hv

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

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

www.aixtron.com/hv

ready for download.

Shareholders who wish to authorize the proxies nominated by the Company are requested to submit the powers of attorney together with instructions by no later than **May 14, 2024, 6:00 p.m. CEST** (receipt by the Company), by post or by e-mail to the above registration address of AIXTRON SE. The same applies to the amendment and revocation of proxies and instructions issued. The password-protected Internet service at the Internet address

www.aixtron.com/hv

in accordance with the procedure defined by the company is also available to shareholders for issuing proxies and instructions. Amendments and revocation of already issued proxies and instructions via the password-protected internet service are possible until **May 14, 2024, 6:00 p.m. CEST** (receipt by the company). Personal attendance or the attendance of a proxy at the Annual General Meeting is automatically deemed to be a revocation of the authorization and instructions previously issued to the proxies appointed by the company.

5. Procedure for voting by postal ballot

Shareholders who are entered in the share register may cast their vote by postal vote without attending the Annual General Meeting. Only those registered shareholders who have registered in good time by the end of **May 8, 2024** (24:00 CEST, receipt by the company) are entitled to exercise their voting rights by postal vote.

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

www.aixtron.com/hv

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

May 14, 2024, 6:00 p.m. CEST

have been received by the company.

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

www.aixtron.com/hv

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

www.aixtron.com/hv

shareholders will find further information on postal voting.

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

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

Postal votes cast can be submitted until **May 14, 2024, 6:00 p.m. CEST** (receipt by the Company), by post or by e-mail to the above registration address of AIXTRON SE or electronically using the password-protected Internet service at the Internet address

www.aixtron.com/hv

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

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

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

Shareholders whose shares together account for 5% of the share capital or a proportionate amount of the share capital of EUR 500,000 (this corresponds to 500,000 no-par value shares) may request that items be placed on the agenda and published. The request must be addressed to the Executive Board in writing and must be received by the company by the end of **April 14, 2024 (24:00 CEST)** at the latest. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Please send such requests to the following address:

AIXTRON SE
Executive Board
Dornkaulstrasse 2
52134 Herzogenrath

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

www.aixtron.com/hv

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

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

Every shareholder is entitled to submit counter motions to the proposed resolutions on the items on the agenda. If the counter motions are to be made available in advance of the Annual General Meeting, they must be sent to the address below by no later than the end of April 30, 2024 (24:00 CEST) in accordance with Section 126 (1) German Stock Corporation Act (AktG). Counter motions and election proposals sent to any other address will not be considered.

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

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

www.aixtron.com/hv

published.

The above statements, including the deadline for making the election proposal accessible (receipt no later than the end of **April 30, 2024, 24:00 CEST**), apply mutatis mutandis to the election proposal of a shareholder pursuant to § 127 German Stock Corporation Act (AktG); the election proposal does not have to be substantiated. The Executive Board of AIXTRON SE does not need to make the election proposal accessible pursuant to § 127 sentence 3 German Stock Corporation Act (AktG) even if the proposal does not contain the name, profession and place of residence of the proposed person.

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

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

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

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

www.aixtron.com/hv.

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

www.aixtron.com/hv.

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

8. Information on data protection

As the responsible body within the meaning of Art. 4 No. 7 Regulation (EU) 2016/679 (GDPR), the Company processes personal data: personal data (e.g. name), contact data (e.g. address, e-mail address), information about the shares (e.g. number of shares) and administrative data on the basis of the applicable data protection regulations in order to enable shareholders and shareholder representatives to exercise their rights at the Annual General Meeting. The shares of AIXTRON SE are registered shares which must be entered in the

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Company's share register in accordance with Section 67 German Stock Corporation Act (AktG), stating the name, date of birth and address of the shareholder as well as the number of shares or the share number. The Company is legally represented by its Executive Board, namely Dr. Felix Grawert and Dr. Christian Danninger.

The contact details of the company as the responsible body are as follows:

AIXTRON SE
Dornkaulstrasse 2
52134 Herzogenrath
Responsible: Dr. Felix Grawert (Chairman of the Executive Board of AIXTRON SE)
E-Mail: AIXTRON-HV@aixtron.com

The company is legally obliged to hold the Annual General Meeting in accordance with the German Stock Corporation Act. The processing of the personal data of shareholders and shareholder representatives is mandatory for participation in the Annual General Meeting. The company is the controller for the processing. The legal basis for the processing is Art. 6 para. 1 c) GDPR.

The personal data is processed for the purpose of preparing, conducting and handling the Annual General Meeting, in particular for keeping the share register, communicating with shareholders and preparing the minutes of the Annual General Meeting. In addition, personal data is also processed due to legal obligations such as retention obligations under stock corporation, commercial and tax law.

As a matter of principle, the company does not pass on personal data to third parties. By way of exception, persons or employees of companies (e.g. AGM service providers, lawyers or auditors) who are commissioned in connection with the organization of the Annual General Meeting receive such personal data from the company as is necessary for the performance of the commissioned service; they do so as service providers exclusively in accordance with the instructions of the company.

Subject to statutory provisions coming into force after the Annual General Meeting, the company stores the personal data of shareholders and shareholder representatives for a period of ten years, starting at the end of 2023, due to current statutory retention obligations. In individual cases, personal data may be stored for longer if further processing of the data is still necessary for the processing of motions, decisions or legal proceedings in relation to the Annual General Meeting.

We would like to point out that photos of the event will be taken at the Annual General Meeting in compliance with personal rights (cf. Art. 6 para. 1 f) GDPR).

Shareholders and shareholder representatives are entitled to the rights under Chapter III of the GDPR, namely the right of access in accordance with Art. 15 GDPR, the right to request the immediate rectification of inaccurate or incomplete personal data in accordance with Art. 16 GDPR or the immediate erasure of personal data in accordance with Art. 17 GDPR, the right to request the restriction of processing of personal data in accordance with Art. 18 GDPR to demand the restriction of the processing of personal data and the right, in accordance with Art. 20 GDPR, to receive the personal data in a format that meets the legal requirements and to transmit this data to another controller without hindrance (right to data portability).

These rights can be asserted against the company free of charge using the following contact details:

AIXTRON SE
Dornkaulstrasse 2
52134 Herzogenrath
Responsible: Dr. Felix Grawert (Chairman of the Executive Board of AIXTRON SE)
E-Mail: AIXTRON-HV@aixtron.com

In addition, shareholders and shareholder representatives have the right to lodge a complaint in accordance with Art. 77 GDPR, in particular with the data protection supervisory authority responsible for the place of residence or permanent abode of the shareholder or shareholder representative or the federal state in which the alleged infringement was committed.

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Shareholders and shareholder representatives can contact our data protection officer at:

INTEGRITY
Company for data protection, money laundering prevention
and compliance
Jülicher Straße 215
52070 Aachen
E-mail: datenschutz@aixtron.com

The information on data protection is also available on the company's website at www.aixtron.com/hv.

Herzogenrath, March 2024

AIXTRON SE
The Executive Board

III. Attachments

Annex 1 (to agenda item 5)

Remuneration report for the 2023 financial year

The remuneration report describes the main features of the remuneration system of AIXTRON SE and explains the amount and structure of the remuneration of the Executive Board and the remuneration of the Supervisory Board for fiscal year 2023 in accordance with the Articles of Association. The remuneration of the individual members of the Executive Board and the Supervisory Board is disclosed individually. The remuneration report for the previous fiscal year 2022 was approved by the Annual General Meeting on May 17, 2023.

This report complies with the requirements of the Act Implementing the Second Shareholder Rights Directive (ARUG II) in accordance with Section 162 of the German Stock Corporation Act (AktG). For reasons of easier readability, we only use the grammatically masculine form here. It is representative of persons of all genders: male, female, diverse.

Basic features of the remuneration system

The remuneration system for the Executive Board of AIXTRON SE introduced in fiscal year 2020 is in line with the content requirements of ARUG II and is based on the recommendations of the German Corporate Governance Code (GCGC) in the version dated April 28, 2022. A detailed description of the remuneration system for the Executive Board approved by the Annual General Meeting on May 20, 2020 can be found on the AIXTRON SE website under [Executive Board Remuneration System](#).

The remuneration system will apply in fiscal year 2023 for the contracts of Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 1, 2023 to December 31, 2023 and for Dr. Jochen Linck for the period from January 1, 2023 to September 30, 2023. The structure of the Executive Board remuneration of AIXTRON SE is designed to provide incentives for both the ecologically and economically sustainable development of the Company and the long-term commitment of the Executive Board members.

The Supervisory Board determines the specific remuneration of the individual Executive Board members on the basis of the remuneration system. To the extent permitted by law, the Supervisory Board aims to offer Executive Board members remuneration that is both in line with market conditions and competitive in order to attract and retain outstanding individuals for AIXTRON SE.

Based on the remuneration system, the Supervisory Board determines a target total remuneration for each member of the Executive Board for the upcoming financial year, which consists of three components:

- of the **fixed remuneration**,
- the **short-term oriented, performance-related variable remuneration**, the so-called Short Term Incentive, or **STI** for short, and
- the **long-term, performance-related variable remuneration**, the so-called Long Term Incentive, or **LTI** for short.

Remuneration structure

The **fixed remuneration** comprises a fixed, non-performance-related basic remuneration that is paid out monthly as a salary. Other components of the fixed remuneration include fringe benefits such as a company car, allowances for private pensions and the assumption of insurance costs.

The **variable remuneration** is directly linked to the strategy and success of the AIXTRON Group and consists of the short-term STI and the long-term LTI. The amount of the two variable remuneration elements depends on the achievement of financial and non-financial performance indicators. The company does not publish details of individual market-related KPIs, which could allow competitors to draw conclusions about the company's strategic intentions, on an annual basis, also in the interests of shareholders. The weighting and KPI value of each target are determined by the Supervisory Board before the start of each financial year and the result is determined solely by the actual KPI achievement without discretionary adjustments.

Short-term, performance-related variable remuneration

The short-term performance-related remuneration, also known as the **Short Term Incentive (STI)**, is based on the AIXTRON Group's performance in the fiscal year and is granted entirely in cash.

The STI is measured according to the key figures of consolidated net income, the market position of the AIXTRON Group, and financial and operational targets. The relative weighting is 70% for consolidated net income, 15% each for market position and 15% for financial and operating targets.

Short-term incentive (STI)

Targets are set before the start of the financial year: the Supervisory Board determines the target amount of the STI and the targets based on key figures. If 100% of the target is achieved, the target STI per Executive Board member is between 1.1% and 1.75% of the consolidated net profit for the year in accordance with the budget approved by the Supervisory Board for the financial year.

The **target achievement** of the STI is determined after the end of the financial year. It is limited to a maximum of 250% target achievement and the STI does not apply in the event of negative consolidated net income, i.e. in a year with losses. The STI is paid out in cash after the Supervisory Board has approved the consolidated financial statements.

Long-term, performance-related variable remuneration

The **Long Term Incentive (LTI)** is a long-term, performance-related variable remuneration component, the amount of which is determined by the success of the AIXTRON Group over a **three-year reference period** and is granted entirely in AIXTRON shares. The Executive Board members can dispose of these shares after a holding period of four years, calculated from the beginning of the reference period.

Before the start of a financial year, the Supervisory Board sets the **long-term targets** for each Executive Board member for the coming reference period. Each member of the Executive Board receives forfeitable share awards to the value of the **target LTI**, which ranges between 1.4% and 2.25% of the consolidated net profit for the year in accordance with the budget approved by the Supervisory Board for the financial year. The number of forfeitable share awards is calculated based on the average closing price on all stock exchange trading days in the last quarter of the previous year. If, according to the budget, the consolidated net income for the financial year is zero or negative, the Supervisory Board can set an appropriate LTI value for the financial year if a return to profitability is expected within the reference period.

Long-term oriented remuneration (LTI)

The **target achievement of the LTI is measured** against the key figures of consolidated net income and total shareholder return (TSR), as well as sustainability targets. The relative weighting is 50% for consolidated net profit, 40% for TSR and 10% for sustainability targets.

For the **first indicator of the LTI**, the **consolidated net income**, the Supervisory Board sets a target value before the start of each financial year, which is to be achieved in the reference period as the sum of the consolidated net income for the year. At the end of the period, the actual value achieved and this target value are compared. The target achievement is 100% if there is an exact match. It is limited to a maximum of 250%. It is 0% if the actual value is zero or negative. Linear interpolation takes place between 0% and 250%. The **second indicator of the LTI**, the **TSR**, refers to the **total shareholder return** over the reference period and is calculated from the ratio of the share price performance plus dividend paid at the end of the reference period to the value at the beginning of the reference period. The TSR of the AIXTRON share is measured against the weighted TSR of a peer group consisting of shares of the six semiconductor equipment manufacturers Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML and ASMI, weighted proportionally to their market capitalization. The price developments are determined as the difference between the average closing prices on all stock exchange trading days in the last quarter before the start and in the last quarter of the reference period. At the end of the reference period, the ratio of the TSR development of the AIXTRON share to the TSR development of the peer group is determined. The target achievement over the reference period corresponds to the ratio of the TSR development of the AIXTRON share to the TSR development of the peer group. Target

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achievement is limited to a maximum of 250% and is 0% if the ratio is less than 50%. Should there be extraordinary changes in the companies of the peer group during the period under review, such as mergers, changes in the business segment, etc., the Supervisory Board may take this into account in the composition of the peer group. In such a case, the Supervisory Board will report on this in the annual remuneration report.

The **third key figure of the LTI** is calculated from **sustainability targets** set by the Supervisory Board at the beginning of each reference period. They cover the areas of environment, social affairs and good corporate governance. Target achievement corresponds to the ratio of the actual values achieved to the target values. It is capped at 250%. Before the start of each financial year, the Supervisory Board sets two to three sustainability targets to be achieved by the end of the reference period. The sustainability targets from which the Supervisory Board can choose before the start of the financial year for the respective member of the Executive Board include: efficient use of energy and raw materials, reduction of emissions, employee satisfaction and development, customer satisfaction, innovation performance, succession planning and compliance.

At the end of the three-year reference period, the Supervisory Board determines whether the LTI target has been achieved. Depending on target achievement, the forfeitable share awards are then converted into vested share awards or partially forfeited. The maximum number of vested share awards under the LTI is limited to 250% of the vested shares awarded at the beginning of the reference period.

At the end of the four-year vesting period, the shares are transferred to the Executive Board member. The maximum remuneration limits specified below are observed. The Executive Board member is not entitled to dividends during the vesting period.

Remuneration limits

The remuneration system aims to ensure that successful Executive Board work is appropriately rewarded so that both the Executive Board and the shareholders benefit from the Company's positive development. In order to avoid taking inappropriate risks and to maintain an appropriate relationship to the situation of the AIXTRON Group, Executive Board remuneration is capped by setting a **maximum remuneration amount** and a **maximum remuneration limit**.

The **maximum remuneration (expense cap)** is the total remuneration owed to the Executive Board for a financial year. It may not exceed EUR 6,500 thousand for two Executive Board members or EUR 10,000 thousand for three or more Executive Board members. The expense cap is applied pro rata temporis in the event of changes to the Executive Board during the year. This also results in the **expense cap**, i.e. the maximum expense for the company.

In addition, there is a **remuneration cap (allocation cap)** for the total of fixed remuneration, STI and LTI. The actual allocation of each individual member of the Executive Board for a financial year is limited to four times the target total remuneration. This is the **allocation cap**. If the remuneration cap is exceeded, part of the previously defined share awards are forfeited in order to ensure compliance.

The **fixed remuneration** will generally be between 20% and 40% of the **target total remuneration**, while the **variable remuneration will be** between 60% and 80%. A larger proportion is allocated to long-term remuneration in order to incentivize long-term and sustainable action. Intra-Group mandates, for example at subsidiaries, are not remunerated additionally.

Further provisions

To ensure that the interests of the Executive Board and the interests of the shareholders are aligned, there is a share ownership guideline. After a four-year build-up phase, each Executive Board member is obliged to hold 100% of their basic remuneration in AIXTRON shares for the duration of their membership of the Executive Board. The value of vested share commitments is counted towards the respective share ownership target. Shares may only be sold if they exceed the respective target amount.

There is also a **sanction mechanism for breaches of duty or compliance**, known as a **claw-back provision**. According to this, the Supervisory Board can reduce the unpaid variable remuneration components, forfeit share

awards or even reclaim them in the event of the aforementioned violations. These options can also be used even if the office or employment relationship with the Executive Board member has already ended.

In well-founded exceptional cases, such as severe economic crises whose effects render the original corporate targets invalid, the Supervisory Board may decide to temporarily deviate from the remuneration system if this is in the interests of AIXTRON SE. In principle, the targets and target values do not change during the periods relevant for the achievement of the targets, even in the event of generally unfavorable market developments.

Compensation comparison

The appropriateness of the remuneration components is reviewed annually by the Supervisory Board. In the event of significant changes to the remuneration system, but at least every four years, the remuneration system is submitted to the Annual General Meeting for approval.

The external comparison is based on the remuneration data of the semiconductor equipment manufacturers Veeco Instruments, Applied Materials, Tokyo Electron, Lam Research, ASML, ASMI and the TecDAX companies, whose market capitalization is between 50% and 200% of the market capitalization of AIXTRON SE.

For the internal comparison, the ten non-tariff-paid managers with the greatest management responsibility and decision-making authority were defined as the top management circle.

Regulations upon termination of employment

In the event of the termination of a Executive Board contract, any outstanding variable remuneration components attributable to the period up to the termination of the contract are granted in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding periods specified in the contract. If a Executive Board contract ends during the course of a financial year, the STI and the LTI are granted pro rata to the period of service in this financial year.

This does not apply to cases in which the employment contract is terminated without notice for good cause for which the Executive Board member is responsible; in such a case, no variable remuneration is granted for the year in which the termination takes effect.

In the event of premature termination of the Executive Board mandate due to the revocation of the appointment, the Executive Board member receives a severance payment in the amount of the remuneration expected to be owed by the company for the remaining term of the employment contract, up to a maximum of two years' remuneration (severance payment cap).

The Supervisory Board can stipulate in the Executive Board service contract that a severance payment in the maximum amount specified above is granted following the termination of a Executive Board member due to a **change of control**. A change of control in the aforementioned sense exists if a third party or a group of third parties who contractually combine their shares in order to act as a third party directly or indirectly hold more than 50% of the company's share capital.

Benefits in excess of this severance payment are excluded.

In the event of premature termination of the Executive Board mandate due to a mutually agreed termination of the employment contract, the total value of the benefits promised by the company to the Executive Board member as part of such an agreement should not exceed the amount of remuneration expected to be owed by the company for the original remaining term of the employment contract, but no more than the value of two years' remuneration.

Remuneration of the members of the Executive Board in the 2023 financial year

In the 2023 financial year, the remuneration system described applies to the contracts of the Executive Board members Dr. Felix Grawert and Dr. Christian Danninger for the period from January 1 to December 31 and for Dr. Jochen Linck for the period from January 1 to September 30. The following sections list the specific Executive Board remuneration for the reporting year and contain detailed information and background information on the total remuneration of the Executive Board, the objectives and target achievement of the variable remuneration as well as individualized information on the remuneration of the individual Executive Board members. The figures given for target remuneration take into account the departure of Executive Board members during the year.

Total remuneration

The maximum remuneration (expense cap) is the total remuneration owed to the Executive Board for a financial year. It may not exceed EUR 6,500 thousand for two Executive Board members or EUR 10,000 thousand for three or more Executive Board members. For the 2023 financial year, the maximum remuneration (expense cap) may not exceed EUR 9,125 thousand due to the departure of a member of the Executive Board during the year.

The total remuneration of the Executive Board for the 2023 financial year amounted to EUR 9,125 thousand (2022: EUR 9,985 thousand). In the 2023 financial year, the expense cap was applied, which limits the total remuneration of the Executive Board to EUR 9,125 thousand.

The non-performance-related fixed remuneration of the Executive Board for the 2023 financial year, consisting of basic remuneration, pension contributions and benefits in kind, totaled EUR 1,032 thousand (2022: EUR 1,113 thousand).

Basic remuneration

The basic remuneration in the 2023 financial year amounted to

- EUR 400 thousand for Dr. Felix Grawert,
- EUR 300 thousand for Dr. Christian Danninger,
- EUR 225 thousand for Dr. Jochen Linck

Pension commitment

The members of the Executive Board in office during the reporting year do not have individual pension commitments, meaning that no pension provisions are recognized. Instead, pension contributions for the members of the Executive Board are paid out with their salary or paid into an insurance policy with a provident fund commitment.

The pension contributions are part of the non-performance-related fixed remuneration of the Executive Board. In the 2023 financial year, they amounted to

- EUR 30 thousand for Dr. Felix Grawert,
- EUR 30 thousand for Dr. Christian Danninger,
- EUR 23 thousand for Dr. Jochen Linck.

Short-term variable remuneration (STI)

Target dimension "Consolidated net income"

At its meeting on December 12, 2022, the Supervisory Board set a target value of EUR 141,691 thousand for the consolidated net profit for 2023 (70% share). The actual figure of EUR 145,189 thousand results in a target achievement of 102% (2022: 115%).

Target dimension "Market position"

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For the target dimension "market position" (15% share), the Supervisory Board has set targets for individual market segments for the 2023 financial year, which are weighted 50% for existing markets and 50% for new growth markets. A good sales performance in both the existing and growth markets led to a target achievement of 112% (2022: 175%) for the existing markets and 107% (2022: 234%) for the new markets.

"Financial and operational targets" target dimension

For the "Financial and operational targets" target dimension (15% share), performance criteria were defined in the area of operational improvements and product-related improvements. Target achievement in the past financial year was 175% and 91% respectively (2022: 142% for operational improvements and 50% for product-related improvements).

Due to the very good performance achieved in the 2023 financial year and the resulting target achievement, the expense cap is applied, which limits the total remuneration for the Executive Board. This results in the short-term variable remuneration (STI)

- for Dr. Felix Grawert in the amount of EUR 1,576 thousand in cash (reduced by 41.9% due to the expense cap),
- for Dr. Christian Danninger in the amount of EUR 991 thousand in cash (reduced by 41.9% due to the expense cap),
- for Dr. Jochen Linck in the amount of EUR 764 thousand in cash (reduced by 40.3% due to the expense cap).

Long-term variable remuneration (LTI)

The target achievement of the 2023 LTI tranche is calculated based on the results achieved in the period from January 1, 2023 to December 31, 2025. The performance criteria apply to them

- Consolidated net income for the financial years 2023, 2024 and 2025 (50% share)
- Development of total shareholder return (TSR) from Q4/2022 to Q4/2025 (40% share)
- Sustainability targets (10% share):
 - Share of revenue, operating expenses (OpEx) and capital expenditure (CapEx) compliant with the EU Taxonomy Regulation in 2025
 - Strategic management and personnel development, measured against defined target quotas for the year 2025

The share price of AIXTRON SE relevant for the LTI target remuneration for 2023 is EUR 28.206. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in Q4/2022. The degree of fulfillment of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2025. The forfeitable share awards will then be converted into non-forfeitable share awards depending on target achievement. At the end of a 4-year vesting period, which ends on December 31, 2026 for the 2023 financial year, one share in the company will be transferred for each vested share commitment. This is to take place in the week following the publication of the annual report.

For the long-term variable remuneration (LTI) 2023, the Supervisory Board has set a target LTI of EUR 8,139 thousand for the Executive Board (not taking into account the remuneration limits in accordance with the remuneration system).

In the 2023 financial year, the expense cap will be applied, which limits the total remuneration of the Executive Board. This will reduce the expense for long-term variable remuneration (LTI) by 41.5% and limit it to a total of EUR 4,762 thousand.

This results in the following expenses for the long-term variable remuneration (LTI):

- for Dr. Felix Grawert of EUR 2,266 thousand (reduced by 41.9% due to the expense cap)
- for Dr. Christian Danninger of EUR 1,410 thousand (reduced by 41.9% due to the expense cap)
- for Dr. Jochen Linck of EUR 1,087 thousand (reduced by 40.3% due to the expense cap)

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Tabular overview of performance criteria applied to Executive Board remuneration pursuant to section 162 para. 1 sentence 2 no. 1 German Stock Corporation Act (AktG)

Component	Description of performance measures	Portion	Information on the performance targets			
				a) Minimum target b) Corresponding remuneration	a) Target achievement b) Corresponding remuneration	a) Measured performance b) Corresponding remuneration
STI 2023	Consolidated net income 2023	70%	% kEUR	a) 0 b) 0	a) 100 b) 3,645	a) 102 b) 3,735
	Market position	15%	% kEUR.	a) 0 b) 0	a) 100 b) 781	a) 109 b) 854
	Existing markets	50%	% kEUR	a) 0 b) 0	a) 100 b) 391	a) 112 b) 436
	New markets	50%	% kEUR	a) 0 b) 0	a) 100 b) 391	a) 107 b) 418
	Financial and operational targets	15%	% kEUR	a) 0 b) 0	a) 100 b) 781	a) 141 b) 1,105
	Operational improvements	70%	% kEUR	a) 0 b) 0	a) 100 b) 469	a) 175 b) 820
	Product related improvements	30%	% kEUR	a) 0 b) 0	a) 100 b) 312	a) 91 b) 284
LTI 2023	Consolidated net income 2023-2025	50%	% kEUR	a) 0 b) 0	a) 100 b) 3,537	a) will be calculated at the end of 2025 b) will be calculated at the end of 2025
	Total Shareholder Return 2023-2025	40%	% kEUR	a) 0 b) 0	a) 100 b) 3,895	a) will be calculated at the end of 2025 b) will be calculated at the end of 2025
	Sustainability targets 2023-2025	10%	% kEUR	a) 0 b) 0	a) 100 b) 707	a) will be calculated at the end of 2025 b) will be calculated at the end of 2025
	EU Taxonomy aligned revenues, OpEx and CapEx	50%	% kEUR	a) 0 b) 0	a) 100 b) 354	a) will be calculated at the end of 2025 b) will be calculated at the end of 2025
	Development of executive and personnel	50%	% kEUR	a) 0 b) 0	a) 100 b) 354	a) will be calculated at the end of 2025 b) will be calculated at the end of 2025

Determination of target achievement tranche 2021:

The reference period for the 2021 LTI tranche expired on December 31, 2023. The originally agreed targets were largely achieved or exceeded. Target achievement for the entire Executive Board is shown in detail in the table below:

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Component	Description of performance measures	Portion	Information on the performance targets			
				a) Minimum target b) Corresponding remuneration	a) Target achievement b) Corresponding remuneration	a) Measured performance b) Corresponding remuneration
LTI 2021	Consolidated net income 2021-2023	50%	% kEUR	a) 0 b) 0	a) 100 b) 1,030	a) 211 b) 2,179
	Total Shareholder Return 2021-2023	40%	% kEUR	a) 0 b) 0	a) 100 b) 824	a) 149 b) 1,225
	Sustainability targets 2021-2023	10%	% kEUR	a) 0 b) 0	a) 100 b) 206	a) 249 b) 514
	Reduction of energy consumption	50%	% kEUR	a) 0 b) 0	a) 100 b) 103	a) 249 b) 257
	Employee trainings	50%	% kEUR	a) 0 b) 0	a) 100 b) 103	a) 250 b) 257

A target of EUR 161 million was set for the **Group net profit for the** years 2021-2023 in 2021. This financial target was achieved by 211% with consolidated net income totaling EUR 341 million. At the end of this fiscal year, the '**Total Shareholder Return**' TSR of the AIXTRON share amounted to 184% and the TSR of the peer group to 91%, which corresponds to a target achievement level of 149%. In terms of non-financial targets, the AIXTRON Group's **energy consumption** standardized to the number of systems, employees and laboratory runs was reduced by 15% in 2023 compared to fiscal year 2020. This corresponds to a target achievement of 249%. In terms of **employee training**, AIXTRON achieved an increase to 32 hours per employee compared to fiscal year 2020, which corresponded to a target achievement of 250% (limitation at a maximum of 250%).

Deviations from the remuneration system

In 2023, there were no deviations or adjustments to the remuneration system that was approved at the Annual General Meeting in May 2020.

Remuneration granted and owed in the 2023 financial year

The following tables show the remuneration granted and owed to the active members of the Executive Board in the 2022 and 2023 financial years in accordance with Section 162 para. 1 sentence 1 German Stock Corporation Act (AktG). The "Remuneration granted and remuneration owed" section of the tables therefore contains all amounts that actually accrued to the individual members of the Executive Board in the reporting period ("**remuneration granted**") and all remuneration that is legally due but not yet accrued in the reporting period ("**remuneration owed**"). In addition, the individually possible minimum and maximum remuneration values for the 2023 financial year are shown here.

In addition, the tables show the fixed remuneration and the one-year variable remuneration as an allocation for the respective financial year. For subscription rights and other share-based payments, the date and value of the allocation is the relevant date and value under German tax law.

In addition to the remuneration amounts, the relative share of all fixed and variable remuneration components in the total remuneration must also be disclosed in accordance with Section 162 para. 1 sentence 2 no. 1 German Stock Corporation Act (AktG). The relative shares shown at the end of each table relate to the remuneration components granted and owed in the respective financial year in accordance with Section 162 (1) sentence 1 German Stock Corporation Act (AktG).

Total Executive Board remuneration ("remuneration granted and owed") for the 2023 financial year amounted to EUR 9,125 thousand (2022 financial year: EUR 9,985 thousand). In the 2023 financial year, the expense cap was applied, which limits the total remuneration of the Executive Board to EUR 9,125 thousand.

- CONVENIENCE TRANSLATION -

Remuneration Granted and due pursuant to Section 162 (1) sentence 1 AktG and Payments Made per Executive Board Member in Fiscal Year 2023

Dr. Felix Grawert		Remuneration granted and due				Allocation	
Chairman of the Executive Board							
Member of the Executive Board since August 14, 2017							
in EUR thousands		2022	2023	2023 ** (Target achievement)	2023 *** (Maximum remuneration)	2022	2023
Non-performance related remuneration	Fixed remuneration	430	430	430	430	430	430
	Fringe benefits	6	6	6	6	6	6
	Total	436	436	436	436	436	436
Performance-related remuneration	Short-term variable remuneration	1,963	1,576	2,480		1,963	1,576
	STI 2022	1,963	0	0		1,963	0
	STI 2023	0	1,576	2,480		0	1,576
	Long-term variable remuneration	1,979	2,266	3,896		1,670	1,350
	Share-based portion of one-year variable remuneration 2018 under old system (restriction period 2018-2021)	0	0	0		1,670	0
	Share-based portion of one-year variable remuneration 2019 under old system (restriction period 2019-2022)	0	0	0		0	1,350
	LTI tranche 2021-2023 (restriction period 2021-2024)	0	0	0		0	0
	LTI tranche 2022-2024 (restriction period 2022-2025) *	1,979	0	0		0	0
	LTI tranche 2023-2025 (restriction period 2023-2026) *	0	2,266	3,896		0	0
	Total	3,942	3,842	6,376	3,842	3,633	2,926
Total non-performance and performance-related remuneration		4,377	4,278	6,812	4,278	4,069	3,362
Pension allowance		0	0	0	0	0	0
Total remuneration		4,377	4,278	6,812	4,278	4,069	3,362
Thereof as a percentage	Portion of fixed remuneration	10%	10%	6%	10%	11%	13%
	Portion of variable remuneration	90%	90%	94%	90%	89%	87%

* Fair value measurement of the LTI tranche

** Theoretical target remuneration without consideration of the remuneration limits in accordance with the remuneration system

*** Maximum remuneration taking into account the remuneration limits in accordance with the remuneration system

In the 2023 financial year, Dr. Grawert will apply the expense cap, which limits the total remuneration of the Executive Board. This will reduce the expenses for both the short-term variable remuneration (STI) and the long-term variable remuneration (LTI) by 41.9% each.

- CONVENIENCE TRANSLATION -

Dr. Christian Danninger Member of the Executive Board Member of the Executive Board since Mai 1, 2021		Remuneration granted and due				Allocation	
		2022	2023	2023 ** (Target achievement)	2023 *** (Maximum remuneration)	2022	2023
in EUR thousands							
Non-performance related remuneration	Fixed remuneration	330	330	330	330	330	330
	Fringe benefits	11	14	14	14	11	14
	Total	341	344	344	344	341	344
Performance-related remuneration	Short-term variable remuneration	1,234	991	1,559		1,234	991
	STI 2022	1,234	0	0		1,234	0
	STI 2023	0	991	1,559		0	991
	Long-term variable remuneration	1,231	1,410	2,424		0	0
	LTI tranche 2021-2023 (restriction period 2021-2024)	0	0	0		0	0
	LTI tranche 2022-2024 (restriction period 2022-2025) *	1,231	0	0		0	0
	LTI tranche 2023-2025 (restriction period 2023-2026) *	0	1,410	2,424		0	0
	Total	2,465	2,400	3,983	2,400	1,234	991
	Total non-performance and performance-related remuneration	2,806	2,744	4,327	2,744	1,575	1,335
	Pension allowance	0	0	0	0	0	0
Total remuneration	2,806	2,744	4,327	2,744	1,575	1,335	
Thereof as a percentage	Portion of fixed remuneration	12%	13%	8%	13%	22%	26%
	Portion of variable remuneration	88%	87%	92%	87%	78%	74%

* Fair value measurement of the LTI tranche

** Theoretical target remuneration without consideration of the remuneration limits in accordance with the remuneration system

*** Maximum remuneration taking into account the remuneration limits in accordance with the remuneration system

In the 2023 financial year, Dr. Danninger will apply the expense cap, which limits the total remuneration of the Executive Board. This will reduce the expenses for both the short-term variable remuneration (STI) and the long-term variable remuneration (LTI) by 41.9% each.

- CONVENIENCE TRANSLATION -

Dr. Jochen Linck Member of the Executive Board Member of the Executive Board from Oct 1, 2020 until September 30, 2023		Remuneration granted and due				Allocation	
		2022	2023	2023 ** (Target achievement)	2023 *** (Maximum remuneration)	2022	2023
in EUR thousands							
Non-performance related remuneration	Fixed remuneration	330	248	248	248	330	248
	Fringe benefits	5	4	4	4	5	4
	Total	335	252	252	252	335	252
Performance-related remuneration	Short-term variable remuneration	1,234	764	1,169		1,234	764
	STI 2022	1,234	0	0		1,234	0
	STI 2023 ****	0	764	1,169		0	764
	Long-term variable remuneration	1,231	1,087	1,818		0	0
	LTI tranche 2021-2023 (restriction period 2021-2024)	0	0	0		0	0
	LTI tranche 2022-2024 (restriction period 2022-2025) *	1,231	0	0		0	0
	LTI tranche 2023-2025 (restriction period 2023-2026) * / ****	0	1,087	1,818		0	0
	Total	2,465	1,851	2,987	1,851	1,234	764
Total non-performance and performance-related remuneration		2,800	2,103	3,239	2,103	1,569	1,016
Pension allowance		0	0	0	0	0	0
Total remuneration		2,800	2,103	3,239	2,103	1,569	1,016
Thereof as a percentage	Portion of fixed remuneration	12%	12%	8%	12%	21%	25%
	Portion of variable remuneration	88%	88%	92%	88%	79%	75%

* Fair value measurement of the LTI tranche

** Theoretical target remuneration without consideration of the remuneration limits in accordance with the remuneration system

*** Maximum remuneration taking into account the remuneration limits in accordance with the remuneration system

**** Pro rata for the period from January 1 to September 30, 2023

In the 2023 financial year, Dr. Linck will apply the expense cap, which limits the total remuneration of the Executive Board. This will reduce the expense for both the short-term variable remuneration (STI) and the long-term variable remuneration (LTI) by 40.3% in each case.

- CONVENIENCE TRANSLATION -

Dr. Bernd Schulte Member of the Executive Board Member of the Executive Board until Mar 31, 2021		Remuneration granted and due				Allocation	
		2022	2023	2023 * (Minimum)	2023 * (Maximum)	2022	2023
in EUR thousands							
Non-performance related remuneration	Fixed remuneration	0	0	0	0	0	0
	Fringe benefits	0	0	0	0	0	0
	Total	0	0	0	0	0	0
Performance-related remuneration	Short-term variable remuneration	0	0	0	0	0	0
	Long-term variable remuneration	0	0	0	0	1,544	1,202
	Share-based portion of one-year variable remuneration (restriction period 2018-2021)	0	0	0	0	1,544	0
	Share-based portion of one-year variable remuneration (restriction period 2019-2022)	0	0	0	0	0	1,202
	Total	0	0	0	0	1,544	1,202
Total non-performance and performance-related remuneration		0	0	0	0	1,544	1,202
Pension allowance		0	0	0	0	0	0
Total remuneration		0	0	0	0	1,544	1,202
Thereof as a percentage	Portion of fixed remuneration	0%	0%	0%	0%	0%	0%
	Portion of variable remuneration	0%	0%	0%	0%	100%	100%

* Theoretical minimum and maximum remuneration in accordance with the remuneration system applicable to Dr. Bernd Schulte.

- CONVENIENCE TRANSLATION -

Shares granted and promised to the Executive Board as part of the LTI in accordance with Section 162 para. 1 sentence 2 no. 3 German Stock Corporation Act (AktG)

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Felix Grawert Chairman of the Executive Board	Variable remuneration 2019	2019-2023	46,987	a) -46,987	0
	Variable remuneration 2020 old system*	2020-2024	18,072		18,072
	LTI tranche 2020-2022**	2020-2023	33,586		33,586
	LTI tranche 2021-2023***	2021-2024	112,119	a) 53,733	165,852
	LTI tranche 2022-2024***	2022-2025	114,070		114,070
	LTI tranche 2023-2025***	2023-2026	0	a) 65,705 b) 2,266	65,705
					397,285

* Pro rata from January 01 to August 13, 2020

** Pro rata from August 14 to December 31, 2020

*** The number of shares may still change due to the actual target achievement at the end of the reference period.

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Christian Danninger Member of the Executive Board	LTI tranche 2021-2023*/**	2021-2024	46,827	a) 22,442	69,269
	LTI tranche 2022-2024**	2022-2025	70,977		70,977
	LTI tranche 2023-2025**	2023-2026	0	a) 40,883 b) 1,410	40,883
					140,246

* Pro rata from May 01 to December 31, 2021

** The number of shares may still change due to the actual target achievement at the end of the reference period.

- CONVENIENCE TRANSLATION -

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Jochen Linck Member of the Executive Board	LTI tranche 2020-2022*	2020-2023	13,977		13,977
	LTI tranche 2021-2023**	2021-2024	69,763		103,197
	LTI tranche 2022-2024**	2022-2025	70,977		70,977
	LTI tranche 2023-2025**/**	2023-2026	0	a) 31,518 b) 1,087	31,518
					188,151

* Pro rata from October 01 to December 31, 2020

** The number of shares may still change due to the actual target achievement at the end of the reference period

*** Pro rata for the period from January 1 to September 30, 2023

Name, position	Description of plan	Restriction period	Development of granted or awarded shares		
			Awarded shares January 1	a) Granted (+) or awarded (-) shares b) Value of granted shares in EUR thousands	Awarded shares December 31
Dr. Bernd Schulte (Member of the Executive Board until Mar 31, 2021)	Variable remuneration 2019	2019-2023	41,835	a) -41,835	0
	Variable remuneration 2020	2020-2024	26,153		26,153
	Variable remuneration 2021	2021-2025	10,800		10,800
					36,953

* In the previous year, provisionally calculated using the closing price on 31.12.2021. In 2022, the number of shares was adjusted based on the actual underlying share price on 31.05.2022.

Benefits in connection with the termination of activity on the Executive Board

Beyond the aforementioned provisions on termination of employment, there are no other contractually agreed benefits that would apply when a member of the Executive Board leaves the company, such as retirement benefits, the continued use of a company car or office, or the continued payment of other benefits.

Comparative presentation of the annual change in the remuneration of the members of the Executive Board with the development of earnings and the average remuneration of the employees of AIXTRON SE

The following table shows a comparison of the percentage change in the remuneration of the members of the Executive Board with the earnings development of AIXTRON SE and the AIXTRON Group as well as with the average remuneration of employees on a full-time equivalent basis compared to the previous year. The remuneration of the members of the Executive Board contained in the table reflects the remuneration granted and owed to the respective Executive Board members in the reporting year and thus corresponds to the value stated in the preceding remuneration tables in the column "Remuneration granted and owed" for fiscal years 2022 and 2023 within the meaning of Section 162 (1) sentence 1 German Stock Corporation Act (AktG). Where members of the Executive Board were only remunerated pro rata in individual financial years, for example due to joining or leaving the company during the year, the remuneration for this financial year was extrapolated to a full year in order to ensure comparability.

The development of earnings is generally presented on the basis of the development of AIXTRON SE's net income for the year in accordance with Section 275 (3) No. 16 HGB. Since the remuneration of the members of the Executive Board is also largely dependent on the business success of the AIXTRON Group, the development of revenues, EBIT and the annual result for the Group is also disclosed.

The comparison with the development of the average remuneration of employees is based on the average remuneration of the workforce of the parent company AIXTRON SE in Germany. As the employee and remuneration structures in the subsidiaries are diverse, especially with regard to employees abroad, it is appropriate to compare the development of average remuneration only with the total workforce of AIXTRON SE. This peer group was also used when examining the appropriateness of the remuneration of the members of the Executive Board. The remuneration of all employees of AIXTRON SE, including senior executives and excluding student assistants, was taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to full-time equivalents.

Comparison of annual change in Executive Board remuneration in accordance with Section 162 para. 1 no. 2 German Stock Corporation Act (AktG)

Annual change (in %)	31.12.23 vs. 31.12.22	31.12.22 vs. 31.12.21	31.12.21 vs. 31.12.20
Executive Board remuneration			
Dr. Felix Grawert	(2%)	18%	166%
Dr. Christian Danninger*	(2%)	13%	n.a.
Dr. Jochen Linck**	0%	18%	128%
Dr. Bernd Schulte***	n.a.	n.a.	113%
Earnings performance of AIXTRON SE and of the Group			
Group sales	36%	8%	59%
Group EBIT	50%	6%	184%
Consolidated net income for the year	45%	6%	175%
Annual results of AIXTRON SE	56%	6%	275%
Average remuneration of the AIXTRON employees****			
Employees of AIXTRON SE	7%	3%	9%

* Executive Board from 01 May 2021, amount for 2021 calculated on an annualized basis

** Executive Board until 30 September 2023, amount for 2023 calculated on an annualized basis

*** Executive Board until 31 March 2021, amount for 2021 calculated on an annualized basis

**** on the basis of full-time equivalents; successive build-up over an observation period of five financial years

- CONVENIENCE TRANSLATION -

The remuneration of the Executive Board fell by around 2% in the 2023 financial year, despite a significant increase in Group sales (+36%), Group EBIT (+50%) and Group earnings (+45%). This is due to the application of the expense cap, which limits the total remuneration of the Executive Board.

Share option programs

The remuneration system described does not include any share options. Therefore, Dr. Felix Grawert, Dr. Christian Danning and Dr. Jochen Linck do not hold any share options.

Information on the claw-back provision

There was no claw-back of variable remuneration components for members of the Executive Board (claw-back clause) in the 2023 financial year.

Outlook for the application of the remuneration system for 2024

Short-term variable remuneration (STI)

In December 2023, the Supervisory Board set the following target dimensions and performance criteria for short-term variable remuneration (STI) for the current 2024 financial year:

- Target dimension "consolidated net income" (70% share): The Supervisory Board has set a target value for consolidated net income for 2024 as part of internal planning.
- "Market position" target dimension (15% share): For the "Market position" target dimension, the Supervisory Board has set targets for key markets for 2024.
- Target dimension "Financial and operational targets" (15% share): Targets relating to operational improvements and product-related improvements were defined for the "Financial and operational targets" target dimension.

Long-term variable remuneration (LTI)

The Supervisory Board has defined the following performance criteria for the reference period of the long-term variable remuneration (LTI) beginning in the 2024 financial year:

- Consolidated net income for the financial years 2024, 2025 and 2026 (50% share)
- Development of total shareholder return (TSR) from Q4/2023 to Q4/2026 (40% share)
- Sustainability targets (10% share):
 - Decarbonization targets in accordance with the criteria of the Science Based Target Initiative (SBTi) and achievement of "Target Approved" status by the end of 2026.
 - Diversity and variety as well as employee retention, each measured at the end of 2026 in relation to defined employee groups.

The target achievement of the LTI remuneration 2024 is calculated on the basis of the results achieved in the period from January 1, 2024 to December 31, 2026. The share price of AIXTRON SE relevant for the LTI grant is EUR 32.102. It corresponds to the average of the XETRA closing prices on all stock exchange trading days in the fourth quarter of 2023. The degree of fulfillment of the performance criteria will be determined by the Supervisory Board after the end of fiscal year 2026. The forfeitable share awards will then be converted into non-forfeitable share awards depending on target achievement. At the end of a 4-year vesting period, which ends on December 31, 2027 for the 2024 financial year, one share in the company will be transferred for each vested share commitment. This is to take place in the week following the publication of the annual report.

Remuneration of the members of the Supervisory Board

The remuneration of the Supervisory Board is regulated in Section 17 of the Articles of Association of AIXTRON SE. The currently valid remuneration system for the Supervisory Board was last approved by the 2018 Annual General Meeting and the remuneration of the Supervisory Board was confirmed by the 2021 Annual General Meeting. Accordingly, the annual fixed remuneration for the individual member of the Supervisory Board is EUR 60,000, for the Chairman three times this amount and for the Deputy Chairman one and a half times the remuneration of an ordinary Supervisory Board member.

The Chairman of the Audit Committee receives additional annual remuneration of EUR 20,000.

- CONVENIENCE TRANSLATION -

No attendance fees or other variable remuneration is granted.

Members of the Supervisory Board who only belong to the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board or Audit Committee receive one twelfth of the above-mentioned remuneration pro rata temporis for each month or part thereof of the corresponding activity on the Supervisory Board.

The company pays insurance premiums for liability and legal expenses insurance to cover liability risks arising from Supervisory Board activities for the members of the Supervisory Board, as well as the insurance tax payable on these premiums. The members of the Supervisory Board do not receive any loans from the company.

The remuneration attributable to the individual members of the Supervisory Board in the 2022 and 2023 financial years is presented individually in the table below. As in previous years, no remuneration was paid for personal services rendered by Supervisory Board members in the 2023 financial year.

Supervisory Board remuneration

Member of the Supervisory Board	Year	Fixed total remuneration EUR thousand
Kim Schindelhauer ¹⁾²⁾³⁾⁴⁾⁵⁾ (Chairman of the Supervisory Board)	2023	180
	2022	180
Frits van Hout ⁴⁾ (Deputy Chairman of the Supervisory Board)	2023	90
	2022	90
Prof. Dr. Andreas Biagosch ²⁾³⁾	2023	60
	2022	60
Prof. Dr. Petra Denk ⁴⁾	2023	60
	2022	60
Dr. Stefan Traeger ¹⁾²⁾³⁾⁴⁾	2023	60
	2022	40
Prof. Dr. Anna Weber ¹⁾ (Chairwoman of the Audit Committee, independent financial expert)	2023	80
	2022	80
Total	2023	530
	2022	510

as of December 31, 2023:

- 1) Member of the Audit Committee
- 2) Member of the Capital Market Committee
- 3) Member of the Nomination Committee
- 4) Member of the Remuneration Committee
- 5) Former member of the AIXTRON Executive Board

Directors & Officers insurance (D&O)

In accordance with the requirements of § 93 (2) German Stock Corporation Act (AktG), AIXTRON SE has taken out D&O insurance for all members of the Executive Board against risks arising from their professional activities for the Company, which provides for a deductible of at least 10% of the loss up to at least one and a half times the fixed annual remuneration of the Executive Board member. The Company has taken out D&O insurance for the members of the Supervisory Board of AIXTRON SE.

Independent auditor's report on the audit of the remuneration report in accordance with Section 162 (3) German Stock Corporation Act (AktG)

To AIXTRON SE, Herzogenrath

Audit opinion

We have formally audited the remuneration report of AIXTRON SE, Herzogenrath, for the financial year from January 1 to December 31, 2023 to determine whether the disclosures pursuant to Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made in the remuneration report. In accordance with § 162 Abs. 3 German Stock Corporation Act (AktG), we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report includes, in all material respects, the disclosures required by section 162 (1) and (2) German Stock Corporation Act (AktG). Our audit opinion does not cover the content of the remuneration report.

Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with § 162 Abs. 3 German Stock Corporation Act (AktG) and the IDW Auditing Standard: The Audit of the Remuneration Report in Accordance with Section 162 (3) German Stock Corporation Act (AktG) (IDW PS 870 (09.2023)). Our responsibilities under this requirement and this standard are further described in the "Auditor's Responsibilities" section of our report. As an auditing practice, we have applied the IDW Quality Management Standard: Requirements for Quality Management in Auditing Practices (IDW QMS 1 (09.2022)). The professional duties in accordance with the Auditors' Code and the Professional Code for Auditors / Sworn Auditors including the requirements for independence.

Responsibility of the Executive Board and the Supervisory Board

The Executive Board and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 German Stock Corporation Act (AktG). They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud (i.e. accounting fraud or fraudulent misrepresentation) or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the remuneration report includes, in all material respects, the disclosures required by section 162 (1) and (2) German Stock Corporation Act (AktG) and to issue an opinion on these disclosures in an auditor's report. We planned and performed our audit such that we can determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 (1) and (2) German Stock Corporation Act (AktG). In accordance with § 162 Abs. 3 German Stock Corporation Act (AktG), we have not audited the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Dealing with any misleading representations

In connection with our audit, our responsibility is to read the remuneration report in the light of our knowledge obtained in the audit and, in doing so, to consider whether the remuneration report includes misrepresentations with regard to the accuracy of the content of the information, the completeness of the individual disclosures or the fair presentation of the remuneration report. If, based on the work we have performed, we conclude that there is such a misrepresentation, we are required to report that fact. We have nothing to report in this context.

Essen, February 26, 2024

KPMG AG Wirtschaftsprüfungsgesellschaft

Dr. Ackermann
Certified public accountant

Dr. Ohmen
Certified Public Accountant

Annex 2 (to agenda item 6): CVs of the candidates

Curriculum vitae Frits van Hout, graduate physicist, most recently Executive Vice President, Member of the Board of Management, ASML Holding N.V.

Personal details

Born 1960 in Emmerich
Resident in Retie (Belgium)
Nationality: Dutch

Professional career

- **2001-2021 ASML, Veldhoven, Netherlands**
Executive Vice President, Member of the Board of Management

2018-2021 Chief Strategy Officer
2013-2018 Chief Program Officer
2009-2013 Chief Marketing Officer
2001-2009 Various senior management functions
- **1998 - 2001 Beyeler, Hardinxveld-Giessendam, Netherlands & Gotha, Germany**
Chairman of the Executive Board
- **1992 - 1997 Datacolor, Dietlikon, Switzerland & Bradford, Great Britain**
Chief Technology Officer
- **1984 - 1992 ASML, Veldhoven, Netherlands**
Various management functions

Academic career

1981 - 1984

Study of Applied Physics, Swiss Federal Institute of Technology Zurich
Degree: Master in Applied Physics (Dipl. Phys. ETH)

1978 - 1981

Degree in Theoretical Physics, Merton College, University of Oxford
Degree: Master of Arts (Oxon.)

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

Mr. Frits van Hout is not a member of any other statutory supervisory boards in Germany. He is a member of the following comparable domestic or foreign supervisory bodies of Commercial enterprises:

- Bambi Belt Holding B.V., Eindhoven, Netherlands (member of the Supervisory Board);
- Kendrion NV, Amsterdam, Netherlands (Chairman of the Supervisory Board);
- PhotonDelta Foundation, Eindhoven, Netherlands (member of the Supervisory Board);
- DeepTech Fund (InvestNL), Amsterdam, Netherlands (Chairman of the Investment Committee).

Curriculum vitae Prof. Dr. Anna Weber, auditor, tax consultant and professor of general business administration, in particular external accounting, Heilbronn University of Applied Sciences

Personal details

Born in 1984 in Freiburg im Breisgau
Resident in Burghaun
Nationality: German

Professional career

- **Since 2015**
Professor of General Business Administration, in particular External Accounting, Faculty of Management and Sales, Heilbronn University of Applied Sciences
- **Since 2014**
Auditing and tax consulting firm, Burghaun
- **2008 - 2014 Ernst & Young, GmbH, auditing company, Freiburg/Stuttgart**
Various functions; most recently as Manager/Engagement Leader (authorized signatory), Auditing

Academic career

2015
Professorship for General Business Administration, in particular External Accounting at Heilbronn University of Applied Sciences

2014
Appointment as auditor

2012
Appointment as tax consultant

2011
Doctorate Dr. rer. pol

2008
Studied business administration at the University of Mannheim
Degree: Diplom-Kauffrau

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

Prof. Dr. Anna Weber is a member of the following other statutory supervisory boards in Germany:

- Wacker Chemie AG (listed), Munich, member of the Supervisory Board.

She is not a member of comparable domestic or foreign supervisory bodies of commercial enterprises.

CV Karen Florschütz, graduate economist, Executive Vice President Connected Intelligence, Airbus Defense and Space

Personal details

Born 1969 in Karlsruhe
Resident in Herzogenaurach
Nationality: German

Professional career

since February 2023 Airbus Defense and Space

- Executive Vice President Connected Intelligence

1998 - 2023 SIEMENS AG

- 2019 - January 2023
CEO, Customer Services, Digital Industries, SIEMENS AG, Erlangen, Germany
- 2017 - 2019
Executive Vice President & General Management, Automation Products & Customizing Solutions, Digital Factory, SIEMENS AG, Fürth, Germany
- 2015 - 2017
Senior Vice President & General Manager Operations Americas & Asia Pacific, Dresser Rand (a Siemens business), SIEMENS AG, Corning, NY, USA
- 2007 - 2015
Senior Vice President & Segment Head, Houston, TX, USA; Hengelo, Netherlands; Huludao, China; Vadodara, India; Jundiai, Brazil; Perm, Russia, Power Generation, Oil & Gas, SIEMENS AG, Duisburg, Germany
- 2005 - 2007
Head of Corporate Functions & Business Management for the Members of the Managing Board of Directors (Zentralvorstand), SIEMENS AG, Munich, Germany
- 1998 - 2005
Head, Technical Sales, Shanghai, China; Taipei, Taiwan, Siemens Mobile Networks Munich, Germany; Shanghai, China; Taipei, Taiwan, SIEMENS AG, Siemens Mobile Networks Munich, Germany

1996 - 1998 EBT CONSULTING, Boston, MA, USA,

- Project and M&A Manager

Academic career

1996 - 1997

Dartmouth (Tuck), Hanover, NH, USA

MBA degree

1992 - 1996

University of Freiburg, Germany / McMaster University, Hamilton, ON, Canada

Economics and ergonomics

Degree: Diplom-Volkswirtin/ BSc. Engineering

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

Ms. Florschütz is not a member of any other statutory supervisory boards in Germany.

She is not a member of comparable domestic or foreign supervisory bodies of commercial enterprises.

Curriculum vitae Alexander Everke, graduate industrial engineer; graduate engineer; most recently CEO, ams-OSRAM AG

Personal details

Born 1963 in Baden-Baden
Resident in Tegernsee
Nationality: German

Professional career

2015 - December 2023 ams-OSRAM AG

- April 2023 - December 2023
Advisor
- 2021 - March 2023
Chief Executive Officer, ams-OSRAM AG, Graz, Austria and Munich, Germany
- 2015 - 2021
Chief Executive Officer, ams-OSRAM AG, Graz, Austria

2006 - 2014 NXP Semiconductors

- 2012 - 2014
Member of the NXP Management Team, Executive Vice President & General Manager, Business Unit Infrastructure and Industrial, NXP Semiconductors, Eindhoven, Netherlands
- 2010 - 2012
Member of the NXP Management Team, Executive Vice President & General Manager, Business Unit High-Performance Mixed Signal, NXP Semiconductors, Eindhoven, Netherlands
- 2007 - 2009
Member of the NXP Management Team, Executive Vice President & General Manager, Business Unit Multimarket Semiconductors (MMS), NXP Semiconductors, Eindhoven, Netherlands
- 2006 - 2007
Senior Vice President & General Manager, NXP Semiconductors, Hazel Grove, United Kingdom

2001 - 2005 Infineon Technologies AG

- January 2005 - December 2005
Senior Vice President & General Manager, Chip Card & Security ICs Business Unit, Munich, Germany
- 2001 - 2004
Senior Vice President, Munich, Germany
- April 2001 - September 2001
Vice President & General Manager, Network & Computer Storage Business Unit, Munich, Germany

1991 - 2001 Siemens AG

- 1996 - 2001
Vice President, Sales, Marketing & Logistics, Memory Products Division, Siemens AG Munich, Germany / Infineon Technologies AG
- 1993 - 1996
Memory Products Business Unit, Marketing Director, Munich, Germany
- 1991 - 1993
Memory Products Business Unit, Marketing Manager, Munich, Germany

Academic career

1989 - 1990

Bochum University of Applied Sciences, Germany
Business Administration with a focus on International Business
Diploma Thesis: Japanese Direct Investment in the European Community
Degree in business administration

1984 - 1989

Ruhr University, Bochum, Germany
Electrical engineering with a focus on microelectronics and communication
Diploma thesis: Design of adaptive digital wave filters with programmable digital signal processors
Degree: MSc. Electrical Engineering

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

Mr. Everke is not a member of any other statutory supervisory boards in Germany.
He has been a member of the Supervisory Board of ASML Holding N.V. (listed), Netherlands, since 2022.
He has been a member of the Board of Directors of duagon AG, Switzerland, since 2020.

Appendix 3 (to agenda item 7): Remuneration system for the Supervisory Board

The remuneration of the Supervisory Board is regulated in § 17 (3) - (5) of the Articles of Association of AIXTRON SE and will have the following content if the General Meeting approves the new version of § 17 (3) of the Articles of Association proposed under agenda item 7:

"3 In addition to the reimbursement of their expenses (including any value added tax on their Supervisory Board remuneration or expenses), the members of the Supervisory Board receive annual remuneration of EUR 60,000.00, with the Chairman receiving three times this amount and the Deputy Chairman one and a half times this amount. The members of the Audit Committee receive additional annual remuneration of EUR 20,000.00, with the Chairman of the Audit Committee receiving twice this amount. The members of other Supervisory Board committees each receive additional annual remuneration of EUR 10,000.00 for their committee work, with the Chairman of each committee receiving double this amount, provided that the respective committee has met at least once in the financial year to perform its duties.

4. members of the Supervisory Board who only belong to the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board or Audit Committee shall receive one twelfth of the remuneration pursuant to Section 17 (3) above on a pro rata basis for each month or part thereof of corresponding activity on the Supervisory Board.

5. the company shall pay insurance premiums for liability and legal expenses insurance to cover liability risks arising from Supervisory Board activities for the members of the Supervisory Board, as well as the insurance tax payable on these premiums."

The above new version of Section 17 (3) of the Articles of Association shall apply for the 2024 financial year pro rata temporis from the date of the Annual General Meeting adopting the resolution (May 15, 2024).

The system underlying the remuneration of the Supervisory Board can be described as follows:

- In accordance with suggestion G.18 sentence 1 of the German Corporate Governance Code, the remuneration of the Supervisory Board is purely fixed remuneration and is paid out entirely in cash. There are no variable remuneration components. In addition to the payment of the fixed remuneration, it also includes the reimbursement of expenses (including any VAT payable on Supervisory Board remuneration or expenses).
- The fixed remuneration currently amounts to EUR 60,000.00 per year, with the Chairman receiving three times this amount and the Deputy Chairman one and a half times this amount. The members of the Audit Committee receive additional annual remuneration of EUR 20,000.00, with the Chairman of the Audit Committee receiving twice this amount.
- The members of other Supervisory Board committees each receive additional annual remuneration of EUR 10,000.00 for their committee work, with the chairman of a committee receiving twice this amount, provided that the respective committee has met at least once in the financial year to perform its duties. This arrangement takes account of the greater time commitment of the Chairman and Deputy Chairman of the Supervisory Board and the Chairmen of the Audit Committee and the members of committees, in accordance with recommendation G.17 of the German Corporate Governance Code. No attendance fee is paid. There are no remuneration-related agreements between the company and the members of the Supervisory Board that go beyond the provisions of the Articles of Association.
- The members of the Supervisory Board are covered by directors' and officers' liability insurance and legal expenses insurance to cover liability risks arising from Supervisory Board activities. The premiums and the insurance tax payable on them are paid by the company.
- There is no further remuneration in the event of resignation or a provision regarding remuneration after the term of office. Members of the Supervisory Board who are only members of the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board or Audit Committee receive one twelfth of the remuneration for each month or part thereof of the corresponding activity on the Supervisory Board.
- The structure of the Supervisory Board remuneration, which provides exclusively for fixed remuneration, strengthens the independence of the Supervisory Board and represents a counterbalance to the structure of the Executive Board remuneration, a substantial part of which is variable. The Supervisory Board remuneration thus promotes the long-term development of AIXTRON.

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- The Supervisory Board regularly reviews whether the remuneration of its members is appropriate, taking into account their duties and the situation of the company. The Supervisory Board has the option of making a horizontal market comparison and/or a vertical comparison with the remuneration of the company's employees. Due to the special nature of the Supervisory Board's work, a vertical comparison with the remuneration of the company's employees is not generally used when reviewing the remuneration of the Supervisory Board. Depending on the result of a review, the Supervisory Board can submit a proposal to the Annual General Meeting together with the Executive Board to adjust the remuneration of the Supervisory Board.
- The rules for dealing with conflicts of interest laid down in the rules of procedure for the Executive Board and Supervisory Board are observed in the procedures for determining, implementing and reviewing the remuneration system.

Annex 4 (to agenda item 8): Remuneration system for the Executive Board

A. Basic features of the remuneration system for the members of the Executive Board of AIXTRON SE

The present remuneration system continues the previous system, which was approved by the 2020 Annual General Meeting, with minor adjustments. Unless otherwise specified below, it applies for the first time to remuneration for the entire 2024 financial year.

The structure of Executive Board remuneration at AIXTRON SE is designed to contribute to the implementation of corporate governance based on sustainability and a long-term perspective. The remuneration is therefore also linked to ethical, ecological and social criteria. The remuneration system provides incentives for the sustainable and long-term development of the company as a whole and for the long-term commitment of the Executive Board members.

The remuneration system is clear and comprehensible. It complies with the requirements of the German Stock Corporation Act (in the version dated January 15, 2024) and the recommendations of the German Corporate Governance Code in the version dated April 28, 2022 (GCGC 2022). It ensures that the Supervisory Board can react to organizational changes and flexibly take into account changing market conditions.

The Supervisory Board is responsible for determining the structure of the remuneration system. The Supervisory Board determines the specific remuneration of the individual Executive Board members on the basis of the remuneration system. To the extent permitted by law, the Supervisory Board wishes to offer Executive Board members remuneration that is both in line with the market and competitive in order to continue to attract and retain outstanding individuals for AIXTRON SE in the future.

It takes the following framework conditions into account when determining the specific remuneration:

- The remuneration of Executive Board members should be commensurate with their duties and performance and with the situation of AIXTRON SE and should be in line with market standards.
- The remuneration of the Executive Board member should not exceed the usual remuneration without special reasons.
 - The Supervisory Board will assess the appropriateness of the remuneration on the basis of an external comparison with the remuneration of Executive Board members of comparable companies and internally with the remuneration of senior management and the entire workforce of AIXTRON SE, taking into account the overall development over time.
 - The external comparison is based on the remuneration data of three groups of companies:
 - o i) the semiconductor equipment manufacturers Applied Materials, ASMI, ASML, Axcelis, BE Semiconductor, KLA, Lam Research, Lasertec, PVA TePla, SUESS MicroTec, Tokyo Electron and Veeco Instruments;
 - o ii) the ten companies of the PHLX Semiconductor Index (SOX) whose market capitalization is closest to that of AIXTRON SE;
 - o iii) the ten TecDAX companies whose market capitalization is closest to that of AIXTRON SE;
 - For the internal comparison, the members of the Executive Committee and managers with comparable seniority, management responsibility and decision-making authority are used as the senior management circle.

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- The aforementioned compositions for the peer groups apply for the first time for the 2025 financial year.
- The variable remuneration resulting from the achievement of long-term targets should exceed the proportion of short-term targets in order to focus the remuneration of the members of the Executive Board on the long-term development of the company.
- The individual performance of a member of the Executive Board should be appropriately taken into account. Successes should be rewarded. Missing targets should lead to an appropriate reduction in variable remuneration. However, the remuneration structure should not encourage the taking of inappropriate risks.

B. Participation of the Annual General Meeting, application and review of the remuneration system

The remuneration system adopted by the Supervisory Board is submitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system put to the vote, a revised remuneration system will be presented at the following Annual General Meeting at the latest.

The appropriateness of the remuneration components is reviewed annually by the Supervisory Board. If necessary, the Supervisory Board can consult an external remuneration expert, who should be independent of the Executive Board and AIXTRON SE, to develop and update the remuneration system and to assess the appropriateness of the remuneration. In the event of significant changes to the remuneration system, but at least every four years, the remuneration system is submitted to the Annual General Meeting for approval.

Following approval by the Annual General Meeting, this remuneration system for members of the Executive Board will apply to all new Executive Board service contracts to be concluded.

In well-founded exceptional cases, the Supervisory Board may decide to temporarily deviate from the remuneration system (regulations on the remuneration structure and amount, regulations regarding the individual remuneration components or composition of the peer group of companies) if this is necessary in the interests of the long-term well-being of AIXTRON SE. In principle, the targets and target values do not change during the respective periods relevant for target achievement. In the event that extraordinary, unforeseen developments (e.g. severe economic crises) occur, the effects of which are not adequately captured in the target setting and which render the original corporate targets obsolete, the Supervisory Board may take this into account appropriately in justified rare special cases when setting targets. Generally unfavorable market developments are expressly not considered to be extraordinary developments during the year. Such deviations or extraordinary developments are clearly explained and justified in the remuneration report.

C. Remuneration components, target total remuneration, maximum remuneration

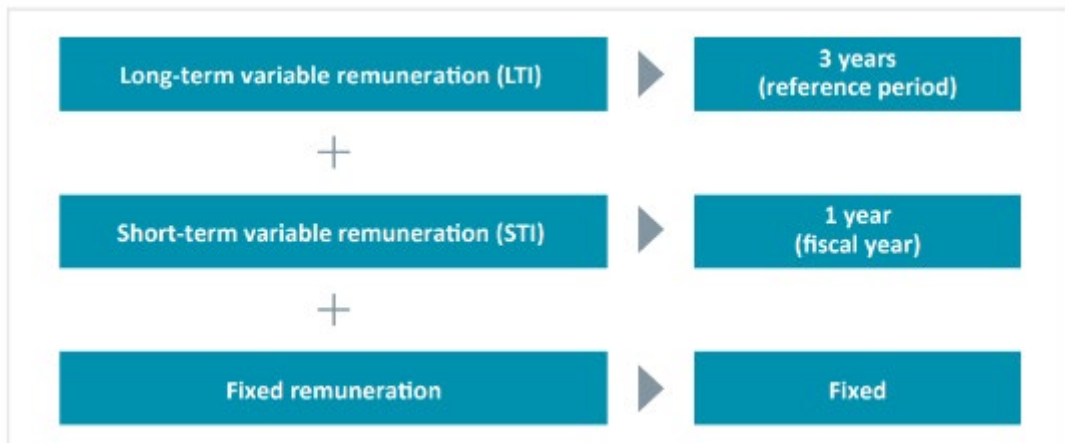
The total remuneration of each member of the Executive Board consists of three components:

- a fixed remuneration,
- a short-term performance-related variable remuneration (Short Term Incentive, STI) and
- a long-term, performance-related variable remuneration component (long-term incentive, LTI).

The remuneration components described in more detail below are reference values for

- the target total remuneration individually determined by the Supervisory Board for a member of the Executive Board (see D.I),
- the fixed maximum remuneration of the members of the Executive Board (expense cap, see D.II) and
- the remuneration cap for members of the Executive Board (see D.III).

Remuneration structure



I. Fixed remuneration

The fixed remuneration comprises a fixed, non-performance-related basic remuneration, which is paid monthly (13 times a year) as a salary.

The fixed remuneration also includes fringe benefits such as the provision of a company car, allowances for an individual private pension scheme and the assumption of costs for other insurance policies.

II. Performance-related, variable remuneration components

The variable remuneration components are linked to the success of the AIXTRON Group. They consist of a short-term variable remuneration (Short Term Incentive, STI) and a long-term variable remuneration (Long Term Incentive, LTI).

The amount of both components depends on the achievement of financial and non-financial performance criteria. With a view to sustainable, successful corporate development that is aligned with the interests of the shareholders and with the aim of ensuring that the remuneration of the Executive Board members is appropriate to the situation of AIXTRON SE, the Supervisory Board agrees the relative shares of various targets in the Executive Board service contract with each Executive Board member and sets the targets for defining target achievement for each Executive Board member before a fiscal year.

1. short-term incentive, STI (short-term variable remuneration)

The STI is based on the business, financial and operational performance of the AIXTRON Group in the fiscal year and is granted entirely in cash. The amount of the STI is based on the portion of the consolidated net income for the year attributable to the shareholders of the Company. In the context of the remuneration system, we use the term "consolidated net income" for this purpose. It includes the profits attributable to the shareholders of the company and excludes profits attributable to other shareholders in joint investments (such as a joint venture).

Before the start of a financial year, the Supervisory Board sets targets for the STI relating to the respective financial year. The target amount of the STI at 100% target achievement (target STI) ranges from 0.88% to 1.4% of the consolidated net income for the financial year in accordance with the budget approved by the Supervisory Board. This amount represents the target STI. The specified range applies from May 1, 2024 (pro rata temporis).

At the first Supervisory Board meeting after the end of the fiscal year, the Supervisory Board determines the actual target achievement of the STI for the respective Executive Board member. The target achievement of the STI is measured against the key figures of consolidated net income, the market position of the AIXTRON Group as well as financial and operational targets. The relative weighting is 70% for consolidated net income, 15% for market position and 15% for financial and operational targets.

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The financial targets from which the Supervisory Board can choose before the start of a financial year include, among others: Profitability, capital efficiency, growth and liquidity. The Supervisory Board is free to define further financially significant targets and include them in the specific list of criteria for a financial year.

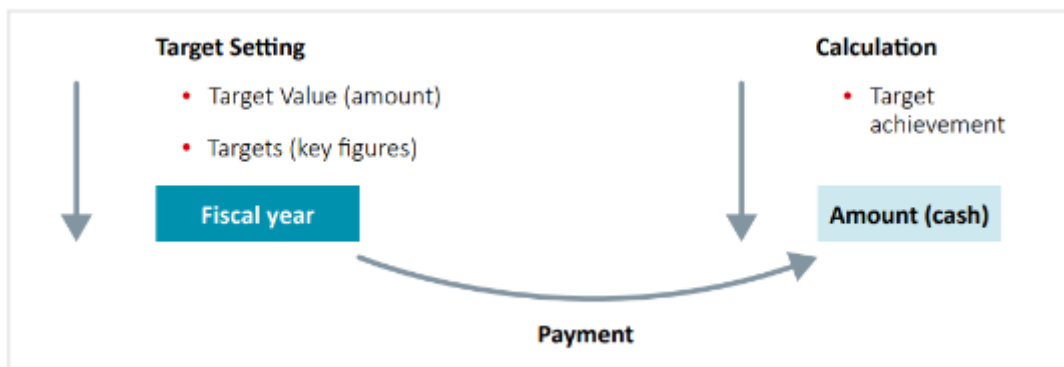
The operational objectives from which the Supervisory Board can choose before the start of a financial year include, among others: Innovation, development of business areas and markets, business development, implementation of portfolio measures, implementation of operational measures such as efficiency increases or cost reductions and implementation of the corporate strategy. The Supervisory Board is free to define further operationally significant targets and include them in the specific list of criteria for a financial year.

Corresponding targets are also applied to employees in senior management in order to achieve consistency in the company's target system.

The target achievement of the STI is limited to a maximum of 250% (cap). If the share of consolidated net profit actually achieved in a financial year is zero or negative, the STI for the financial year is no longer applicable.

The STI is paid out in cash within six weeks after the Supervisory Board has approved the target achievement and the consolidated financial statements for the respective financial year, but no later than March 31 of the corresponding year.

Short-term incentive (STI)



2. Long-term incentive, LTI (long-term oriented variable remuneration)

The LTI is based on the performance of the AIXTRON Group over a period of three years and is granted entirely in shares of AIXTRON SE, which the Executive Board member can only dispose of after four years.

Before the start of a financial year, the Supervisory Board sets long-term targets for each member of the Executive Board for the coming three-year period. The 3-year period begins with the financial year following the target setting and covers the following two financial years (reference period).

At the beginning of the financial year, the Executive Board member receives forfeitable share awards with a market value of between 1.12% and 1.8% of the consolidated net income for the financial year in accordance with the budget approved by the Supervisory Board. The value of these share awards represents the target LTI. The specified range applies from May 1, 2024 (pro rata temporis).

The number of forfeitable share awards is calculated from the average closing price (XETRA or successor system) on all stock exchange trading days in the last quarter of the previous year (October 1 - December 31). If, according to the budget, the consolidated net profit for the year is zero or negative, the Supervisory Board can set an appropriate LTI value for the financial year if a return to profitability is expected within the reference period.

- CONVENIENCE TRANSLATION -

At the first Supervisory Board meeting after the end of the reference period, the Supervisory Board determines the actual target achievement of the LTI for the reference period for each Executive Board member. The target achievement of the LTI is measured against the key figures of consolidated net income and total shareholder return (TSR) as well as sustainability targets. The relative weighting is 35% for Group net profit, 50% for TSR and 15% for sustainability targets from the 2025 financial year onwards.

a) Target setting and determination of target achievement

Consolidated net income for the year

Before the start of each financial year, the Supervisory Board sets a target value that the total consolidated net income should reach in the reference period (target value). At the end of the reference period, the total consolidated net income actually achieved in the reference period is determined (actual value). The ratio of the actual value actually achieved to the target value is also determined. If the ratio is 250% or higher, the target achievement is 250%. If the ratio is zero or negative, the target achievement is 0%. Linear interpolation is performed between these values.

Total shareholder return (TSR)

TSR is the total shareholder return over the reference period and is calculated as the ratio of the share price performance plus dividends paid at the end of the reference period to the value at the beginning of the reference period.

The TSR of the AIXTRON share is measured against the TSR of a peer group consisting of an equal weighting of the shares of the twelve semiconductor equipment manufacturers Applied Materials, ASMI, ASML, Axcelis, BE Semiconductor, KLA, Lam Research, Lasertec, PVA TePla, SUESS MicroTec, Tokyo Electron and Veeco Instruments. The composition of the peer group and its equal weighting will apply from the 2025 financial year.

Price developments are determined as the difference between the average closing prices (XETRA or successor system) on all stock exchange trading days in the last quarter before the start and in the last quarter of the reference period.

At the end of the reference period, the ratio of the TSR development of the AIXTRON share to the TSR development of the peer group is determined. If the ratio is 250% or more, the target achievement is 250%. If the ratio is 50% or less, the target achievement is 0%. Linear interpolation is used between these values.

If extraordinary changes occur at the companies in the peer group during the period under review (such as mergers, changes to the business segment, etc.), the Supervisory Board can take this into account appropriately when composing the peer group or determining the relevant share prices of competitors. In such a case, the Supervisory Board will report on this in the annual remuneration report.

Sustainability

Sustainability at AIXTRON SE covers the areas of environment, social affairs and good corporate governance. Before the start of each fiscal year, the Supervisory Board sets two to three sustainability targets to be achieved by the end of the reference period. Target achievement corresponds to the ratio of the actual values achieved to the target values, whereby target achievement is limited to between 0% and 250%.

The sustainability targets that the Supervisory Board can choose from before the start of the financial year to define for the respective Executive Board member include: efficient use of energy and raw materials, reduction of emissions, employee satisfaction and development, customer satisfaction, innovation performance, succession planning and compliance. The Supervisory Board is free to define further sustainability targets and include them in the specific list of criteria for a financial year.

b) Conversion of forfeitable share awards; vesting period

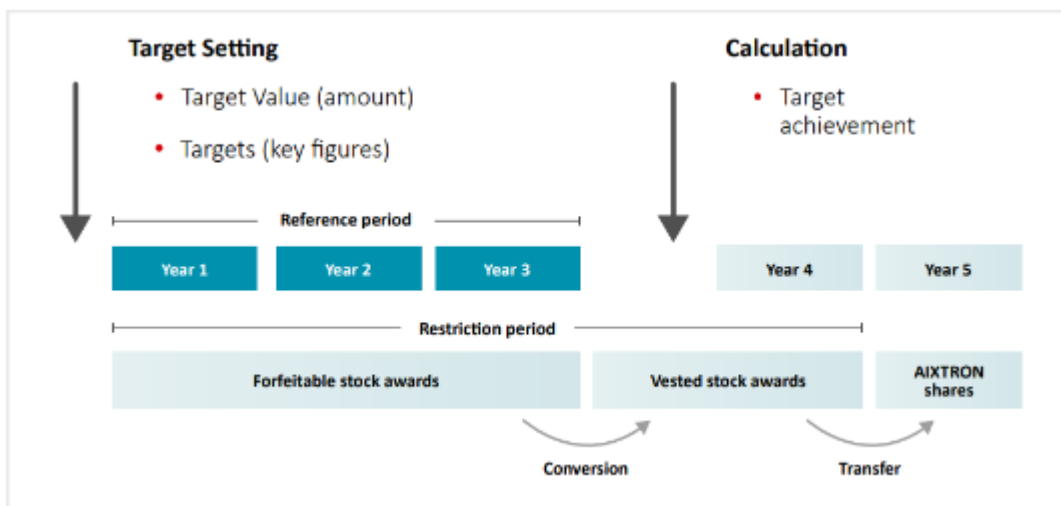
Once the target achievement of the LTI has been determined by the Supervisory Board, the forfeitable share awards - depending on the target achievement - are converted into vested share awards (subject to compliance with the maximum remuneration limit, see D.III).

- If the target achievement exceeds 100%, the Executive Board member receives an additional number of shares corresponding to the amount by which the target was exceeded, in addition to the number of shares promised at the beginning of the reference period.
- If the target achievement is below 100 %, a corresponding number of share awards are forfeited without replacement.

The maximum number of vested share awards granted under the LTI is limited to 250% of the number of vested shares awarded at the beginning of the reference period (cap).

At the end of a four-year vesting period, calculated from the beginning of the reference period, one AIXTRON share will be transferred for each vested share commitment (subject to compliance with the maximum remuneration limit, see D.III). This is to take place in the week following the publication of the annual report. During the vesting period, the Executive Board member is not entitled to dividends.

Long-term oriented remuneration (LTI)



D. Total target remuneration, remuneration limits and other provisions

The remuneration of the Executive Board should be commensurate with its tasks and performance as well as the situation of AIXTRON SE and in line with market standards. The remuneration system should provide incentives for the sustainable and long-term development of the Company as a whole and for the long-term commitment of the Executive Board members. The Supervisory Board takes this into account when setting a target total remuneration for each Executive Board member (see D.I).

Successful Executive Board work should be appropriately rewarded, so that the Executive Board should in principle participate in the positive development of the Company in the same way as the shareholders. In order to avoid taking inappropriate risks and to maintain an appropriate relationship to the situation of AIXTRON SE, the remuneration of the Executive Board is limited by setting a maximum remuneration (expense cap, see D.II) and a maximum remuneration limit (allocation cap, see D.III).

Target setting, target achievement and the remuneration structure based on this are explained in the annual remuneration report, so that the connection between business success and Executive Board remuneration is clearly and comprehensibly presented to shareholders.

I. Target total remuneration

Based on the remuneration system, the Supervisory Board sets a target total remuneration for each member of the Executive Board for the upcoming financial year.

The target total remuneration corresponds to the sum of the fixed remuneration, target STI (see C.II.1 above) and target LTI (see C.II.2 above).

II. Maximum remuneration (expense cap)

The total remuneration of the Executive Board for a financial year may not exceed EUR 8.5 million for two Executive Board members or EUR 12.5 million for three or more Executive Board members (maximum remuneration). The cap is applied pro rata temporis in the event of changes to the Executive Board during the year and applies pro rata temporis with effect from May 1, 2024.

The total remuneration of the Executive Board for a financial year, which may not exceed the aforementioned amount, is the sum of all remuneration components paid to the members of the Executive Board in accordance with IFRS for the financial year in question (expense cap). It consists of the sum of the fixed remuneration actually paid to the individual members of the Executive Board in the financial year in question, amounts for STIs and amounts for LTIs.

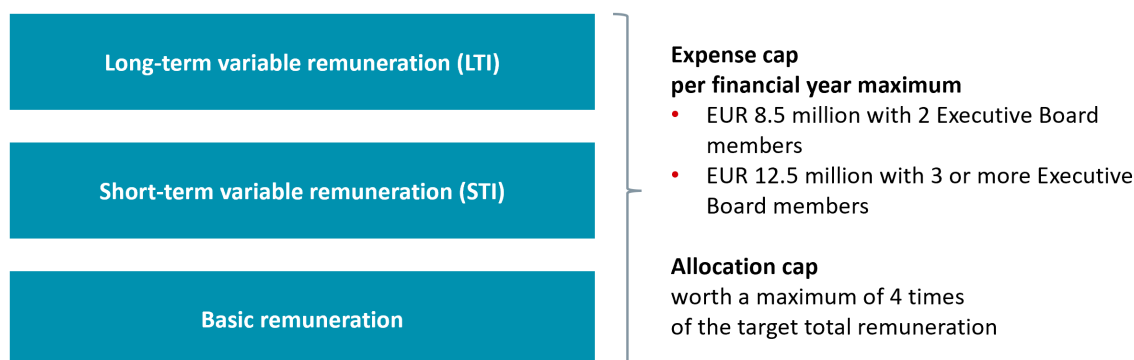
Fixed remuneration and amounts for STIs are paid in cash. The LTI is an equity-settled share-based payment within the meaning of IFRS 2 ("equity-settled"). Expenses are recognized in accordance with the provisions of IFRS 2 for such transactions, taking into account the agreed conditions.

III. Maximum remuneration limit (allocation cap)

In addition, the remuneration of each individual member of the Executive Board for a financial year is limited to four times the target total remuneration of the Executive Board member for the relevant financial year (allocation cap).

Accordingly, the sum of the fixed remuneration received for the financial year in question, the amounts from the STI and the market value of the shares transferred under the LTI for the financial year in question (measured at the XETRA closing price or successor system on the day of transfer) may not exceed four times the target total remuneration of the respective Executive Board member for the financial year in question. If the maximum remuneration limit is exceeded, a portion of the vested share awards - subject to this limit - will be forfeited in order to ensure compliance.

Remuneration ceilings



IV. Further provisions

If the Executive Board member performs Supervisory Board mandates within the Group, such activity is fully compensated with the remuneration as a member of the Executive Board of AIXTRON SE. If an Executive Board member takes on Supervisory Board mandates outside the Group, the Supervisory Board decides within the scope of approval whether and to what extent remuneration is to be offset.

As the individual remuneration components are determined for each individual member of the Executive Board and, in addition, the scope of the intended starting point for the assessment (budgeted consolidated net income for the STI and LTI) may vary in the different financial years, the expected relative shares of the individual remuneration components can only be stated as percentage ranges.

The reference points for the variable remuneration components are to be selected in the Executive Board service contracts in such a way that during the term of the respective contracts, a relative share of

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- of the fixed remuneration of 20 % to 40 %,
- of the target STI of 25 % to 45 % and
- of the target LTI of 30 % to 50 %

of the target total remuneration is to be expected.

Legally binding relative ranges are not specified. This ensures that the Supervisory Board can set the target total remuneration in accordance with the above-mentioned principles in an appropriate relationship to the situation of AIXTRON SE. The determination of a maximum remuneration remains unaffected by this.

E. Directive on share ownership

After a four-year build-up phase during their membership of the Executive Board, the members of the Executive Board are obliged to hold 100% of their basic remuneration in AIXTRON shares on a permanent basis.

The value of vested share commitments is offset against the respective target shareholding. Shares may only be sold if they exceed the respective target value.

The Executive Board members are thus expressing their confidence in the successful future of AIXTRON SE.

F. Clawback and withholding or reduction (malus) of remuneration components

In the event of breaches of duty or compliance, the Supervisory Board can reduce the variable remuneration components.

This affects the short-term variable remuneration (STI), which has not yet been paid out, and share awards from the long-term share-based remuneration (LTI), for which no shares have yet been transferred.

In the event of a grossly negligent or intentional breach of the duty of care of a prudent and conscientious manager in accordance with Section 93 (1) of the German Stock Corporation Act (AktG) by an Executive Board member, AIXTRON SE is entitled to reclaim from him all or part of the variable remuneration components paid out for the respective assessment period in which the breach of duty occurred, or to forfeit share commitments from the long-term share-based remuneration (LTI) for which no shares have yet been transferred.

If variable remuneration components that are linked to the achievement of certain targets were paid out incorrectly on the basis of incorrect data, the company should reserve the right to reclaim the difference resulting from the recalculation of the amount of variable remuneration compared to the amount paid out.

These options can also be used if the office or employment relationship with the Executive Board member has already ended. Claims for damages against the Executive Board member remain unaffected.

G. Regulations on termination of employment

In the event of the termination of a Executive Board contract, any outstanding variable remuneration components attributable to the period up to the termination of the contract are granted in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding periods specified in the contract. If a Executive Board contract ends during the course of a financial year, the STI and the LTI are granted pro rata to the period of service in this financial year.

This does not apply in cases where the employment contract is terminated without notice for good cause for which the Executive Board member is responsible; in such cases, variable remuneration is not granted for the year in which the termination takes effect.

In the event of premature termination of the Executive Board mandate due to the revocation of the appointment, the Executive Board member receives a severance payment in the amount of the remuneration expected to be owed by the company for the remaining term of the employment contract, up to a maximum of two years' remuneration (severance payment cap).

The Supervisory Board can stipulate in the Executive Board service contract that a severance payment in the maximum amount specified above is granted following the termination of a Executive Board member due to a change of control. A change of control in the aforementioned sense exists if a third party or a group of third

parties who contractually combine their shares in order to act as a third party directly or indirectly hold more than 50% of the company's share capital.

Benefits in excess of this severance payment are excluded.

In the event of premature termination of the Executive Board mandate due to a mutually agreed termination of the employment contract, the total value of the benefits promised by the company to the Executive Board member as part of such an agreement should not exceed the amount of the remuneration expected to be owed by the company for the original remaining term of the employment contract, but should not exceed the value of two years' remuneration.

H. Reporting

The Executive Board and Supervisory Board prepare an annual remuneration report in accordance with the statutory provisions. In this report, the Supervisory Board will explain in a comprehensible manner which and how the performance criteria were applied and how the respective amount of the variable remuneration components was calculated. In addition, the Supervisory Board will report on the possible inclusion of further target figures in the specific criteria catalogs for STI and/or LTI for a financial year or changes in the peer group of companies.

The remuneration report for the past financial year contains an outlook for the application of the remuneration system in the current financial year. This outlook reports in advance on the selection of financial performance criteria. Non-financial performance criteria, on the other hand, are explained after the end of the relevant periods for the STI and/or LTI, as are the specific targets for the financial indicators, in order not to disclose strategic projects relevant to competition in advance.

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