

COMPLIANCE

# Code of Conduct

**AIXTRON**  
Our technology. Your future.

# Content

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## What is compliance?

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Compliance means acting according to certain accepted standards and conforming to stated requirements. This can refer to laws and regulations as well as to Company guidelines.

The observance of external and internal regulations is a major part of orderly and sustainable corporate governance and one of the most important ways for an organization to maintain its ethical health, support its long-term prosperity, and preserve and promote its values.

Moreover, all actions of a company as an entity and each individual employee should be consistent with the relevant rules, regulations and values.

The primary objectives of compliance and corporate governance are creating a positive corporate image and avoiding liabilities and legal action against the company. At an organizational level, these goals are best achieved by implementing the compliance system process and the relevant measures.

At AIXTRON, this implementation and continuous development is the responsibility of the Compliance Office and all members of the Senior Management Team (Vice Presidents, Directors, General Managers, Country Managers). Furthermore, compliance with regulatory requirements and the organization's own policies are also critical components of any effective compliance management system.

## Tone from the Top

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**Dear colleagues,**

Our reputation is one of our most valuable assets, and it is crucial to our long-term success that everyone within AIXTRON conduct themselves in an ethically and legally appropriate manner.

This Compliance Code of Conduct sets out key principles and rules for all employees of AIXTRON to support us in our daily business and to maintain the highest standards of ethics and professionalism in our decision-making processes.

AIXTRON is an international corporation and we expect all our employees to observe the laws and regulations of the countries they work in. Behavior between and among employees is characterized by mutual respect, support and teamwork. All AIXTRON employees must work and communicate with colleagues and third parties in a friendly, cooperative and fair manner.

AIXTRON respects human rights at all times. Being a good corporate citizen also means that we respect local and national traditions, customs and social norms.

As a leading manufacturer of sophisticated technology, AIXTRON is represented in many countries and regions around the world and is subject to a wide spectrum of laws and regulations in a variety of jurisdictions.

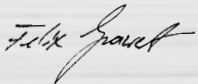
This Code of Conduct cannot and is not intended to address all conceivable legal issues. All members of the Senior Management Team have been issued a comprehensive compliance manual setting out in detail the standards of conduct at AIXTRON.

Moreover, our Code of Conduct will be subject to continuous improvement and extension in line with the constantly changing legal and economic climate in which AIXTRON operates as a global company.

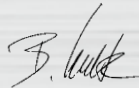
If you have any questions or feel uncertain about legal or ethical issues, please feel free to contact the member of the Senior Management Team responsible for the relevant area and/or the Compliance Office.

This Code of Conduct is binding for all AIXTRON employees and sets out unequivocal principles and rules for the way we operate.

If you are aware of any infringement of legal, regulatory, or internal company requirements, or of our standards of conduct, please contact the member of the Senior Management Team responsible for the relevant area and the Compliance Office. We will ensure that no employee is disciplined or discriminated against as a result of making a report in good faith. We trust and expect all of us to live up to these standards at all times. Please consider that you too are responsible for our positive image and our good reputation.



**DR. FELIX GRAWERT**  
President  
AIXTRON SE



**DR. BERND SCHULTE**  
President  
AIXTRON SE



**RANDY SINGH**  
Chief Compliance Officer  
AIXTRON Group

# I. Compliance Management at AIXTRON

AIXTRON has established a group-wide compliance management organization aimed at ensuring compliant conduct at the company.





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AIXTRON Group's Compliance Office is responsible for implementing and continuously improving the Compliance Management Systems (CMS) and the compliance instruments. The Compliance Office is the responsibility of the Chief Compliance Officer, who is supported by Compliance Managers.

The Senior Management Team has to ensure that all employees in their respective areas of responsibility comply with the applicable laws and regulations, internal company requirements and AIXTRON's standards of conduct.

Any infringements of external or internal requirements and standards of conduct should be reported to the member of the Senior Management Team responsible for the relevant area and to the Compliance Office.

Furthermore, AIXTRON has established a Whistleblower Hotline.

Employees can report any inappropriate conduct directly and anonymously to the Supervisory Board Chairman – either using an e-mail account established for this purpose (sb@aixtron.com) or by letter (such communications should be marked "private & confidential" and sent to the Supervisory Board Chairman of AIXTRON:

Kim Schindelhauer  
AIXTRON SE  
Dornkaulstrasse 2  
52134 Herzogenrath  
Germany

When submitting any such reports, employees should take due account of the law. Anyone who knowingly makes false statements about another person may be liable for criminal prosecution.

## II. Applicable Law ...

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### 1. Conflicts of Interest

Employees must ensure that their private interests are strictly separated from AIXTRON's interests.

In the event of existing or potential conflicts of interest, please inform the Compliance Office immediately and before the conflict actually materializes.

Conflicts of interest may possibly arise in the following situations in particular:

- ▶ A direct or indirect financial interest in a company as a result of which influence may be exerted on the company's management.
- ▶ A financial interest in a supplier, customer, or competitor by an employee of AIXTRON or relative of such.
- ▶ Membership of Management or Supervisory Boards of other companies, non-government organizations (NGOs) or government agencies.

The taking up of secondary employment, sideline activities or the management of a proprietary company may also lead to potential conflicts of interest. Employees must inform their managers and the Head of Human Resources in writing before any such circumstance actually materializes.



## ... and Internal Standards of Conduct at AIXTRON

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### **2. Involvement in Public Affairs**

AIXTRON welcomes the private involvement of employees in public services, political parties and other social, cultural or political associations.

All views or actions taken in that context shall be presented as strictly personal and not as pertaining to or representing AIXTRON.

Unpaid voluntary work only needs to be reported if the employee's work at AIXTRON and/or its subsidiaries and/or the competitive interests of AIXTRON may be affected. In case of a potential conflict of interest, the employee must inform the Compliance Office and the Head of Human Resources immediately.

If employees are appointed or elected to a public office, they must inform the Compliance Office and the Head of Human Resources and explain upon request how their official duties might affect their work duties at AIXTRON.

Any donations by and on behalf of AIXTRON require the prior approval of the Executive Board of AIXTRON SE.

## II. Applicable Law ...

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### 3. Handling of Corporate Assets

The corporate assets of AIXTRON may only be used for business-related purposes. Examples of corporate assets include company products, equipment, facilities, hardware and software, documents, fixed network telephones, cellphones, other mobile end appliances (smartphones etc.), stationary end appliances (printers, plotters, scanners), internet access, and e-mail systems etc. AIXTRON employees are permitted to use corporate assets privately on an occasional basis. Such private use must be in an appropriate relationship to the commercial use of the respective asset, must be performed cost-consciously, may not impair the performance of work-related tasks, and may at no time restrict the availability of any company services and equipment.

In respect of the use of company access to the internet and e-mail system, employees should basically be aware that any improper use may damage the reputation of the company and cause financial losses. Use of internet access and the e-mail system is further governed by company guidelines and company agreements that can be viewed on the company's intranet.

### 4. Handling of Information, Documents and Files

All employees are required to treat internal matters relating to AIXTRON with strict confidentiality unless such matters are expressly approved for public disclosure by the appropriate departments.

## ... and Internal Standards of Conduct at AIXTRON

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Confidential information comprises all business and operating secrets that have not been made publicly available by AIXTRON in any manner. In cases of doubt as to whether the information is confidential, the member of the Senior Management Team responsible for the relevant area should be contacted.

Employees are prohibited from making any unauthorized recordings or unauthorized interception of discussions. The collection, processing and use of personal data in or from filing systems is only permitted within the limits stipulated by data protection law. AIXTRON has appointed a designated agent responsible for data protection (Data Protection Officer).

To protect confidential company information, it must be ensured that no third parties or unauthorized persons have access to such information. In view of this, computers and mobile devices, for example, must be protected with passwords and company information and documents must be treated securely.

AIXTRON strives to maintain cooperative and open relationships with all appropriate authorities. Certain authorities are authorized to request information and/or documents either for inspection, or if any infringement of applicable laws and guidelines is suspected. In such cases, information or documents may be furnished only following consultation with the member of the Senior Management Team responsible for the relevant area.

Various requirements of national and foreign law oblige AIXTRON to retain and store documents. Documents and electronic storage media may therefore only be destroyed following consultation with the member of the Senior Management Team responsible for the relevant area.

## II. Applicable Law ...

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### 5. Conclusion of Contracts and Assumption of Other Obligations

Those employees of AIXTRON acting in a legally binding manner on behalf of the company must be authorized and responsible for the area to which their actions are related as set out in AIXTRON's organizational chart.

The authorized limits stipulated in AIXTRON's signing guidelines for specific agreements must be complied with.

Special procedural rules and standards apply to agreements and declarations in connection with:

- ▶ Purchasing/procurement
- ▶ Sales
- ▶ All consulting and agency agreements.

AIXTRON's guidelines in these areas must be adhered to. For all specific guidelines regarding purchasing/ procurement, sales, consulting and agency agreements, please consult the member of the Senior Management Team responsible for the relevant area.

### 6. Communications with Media and Investors

Business-relevant information may only be communicated to media and investors by authorized employees (generally via Investor Relations & Corporate Communications).

Any information communicated to persons outside the company must comply with the principles of transparency, timeliness, openness, clarity, and the equal treatment of information access, as well as with the company's corporate design guidelines.

## ... and Internal Standards of Conduct at AIXTRON

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### 7. Conduct in Competition

AIXTRON is committed to fair competition and compliance with all relevant competition and cartel laws.

It is often difficult to assess whether any particular conduct is in violation of competition or cartel laws. All cases of doubt should be referred to the member of the Senior Management Team responsible for the relevant area.

Basic rules concerning conduct in competition:

- ▶ No AIXTRON employee may impede any business partner's decision-making powers by exerting inappropriate pressure or any other undue influence. Specifically, no employee may attempt to restrict customers and/or suppliers in their freedom to set their own prices or determine supplier relationships with their own business partners.
- ▶ No information must be shared with competitors concerning customer relationships, current or future information regarding price. Employees should not disclose internal calculations, capacities or plans to competitors. In dealing with competitors, it must be ensured that no information is provided or received which would allow any conclusions to be drawn about the current or future market behavior of the provider of such information. If appropriate, competition-sensitive information must be made anonymously so that the source of the information can no longer be identified and any influence on current market developments can be excluded.

## II. Applicable Law ...

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### 7. Conduct in Competition (continued from page 13)

- ▶ Agreements with competitors and coordinated behavior aimed at or causing a restraint or limitation on competition are forbidden. These include agreements to fix or set prices, quotations, terms and conditions of sale, production or sales quotas, apportionment or allocation of customers, territories, markets or product portfolios. This applies not only to formal agreements, but also to concerted practices, informal talks etc. aimed at or giving rise to any such a restraint on competition.
- ▶ AIXTRON employees respect existing industrial property rights and do not use such rights without authorization. Conversely, all AIXTRON employees are obliged to obtain legal protection, such as patents etc., for the results of their work.

### 8. Granting or Acceptance of Advantages, Bribery

AIXTRON participates in global competition with its national and international branches and business partners and is listed on German exchange. Due to this structure, alongside national anticorruption laws and regulations, AIXTRON is also required to observe and comply with international requirements.

## ... and Internal Standards of Conduct at AIXTRON

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AIXTRON as a company, each AIXTRON employee, and all third parties representing and/or acting on behalf of AIXTRON must comply with the applicable laws against corruption, bribery, fraud, and money laundering.

It is not permitted to grant, promise, demand, or accept any cash or other benefits with the exception of socially appropriate benefits required out of politeness or courtesy and that are customary in social terms, of a general nature, and internally authorized by the company. Invitations, for example to attend entertainment, sporting, or cultural events, may only be issued or accepted within acceptable limits.

**AIXTRON does not tolerate any corrupt or criminal behavior.**

AIXTRON has implemented anti-corruption guidelines that are valid across the group and which can be viewed on the company's intranet.

Money laundering and product diversions are not tolerated. It is not allowed to accept payments from, or to make payments to persons or companies which are not party to a contract with AIXTRON. Payments for goods and services purchased by AIXTRON must be made by way of bank transfer/checks. Only exceptions are small amounts of money which can be paid cash as long as a receipt for proof of purchase is available.



## II. Applicable Law ...

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### 9. Conduct in Relation to the Capital Market

The shares of AIXTRON are listed in Germany. AIXTRON employees are therefore subject to the requirements of the German jurisdictions with respect to capital market law.

In principle, all employees of AIXTRON are permitted to fully trade in shares or other securities of AIXTRON, subject to the rules governing insider transactions.

Specifically, all AIXTRON employees are without exception prohibited from:

- ▶ Acquiring or selling shares or other securities of AIXTRON or securities or derivatives related thereto, which are publicly traded, for their own account or for the account or on behalf of a third party, by using and/or reference to insider information;
- ▶ Disclosing or making accessible to another person any insider information, recommending the acquisition or sale of insider securities on that basis or otherwise inducing others to do so without appropriate authority.

Insider information is specific information regarding circumstances in relation to AIXTRON or its shares that is not publicly known and that is likely to exert significant influence on the stock exchange price or the market price of AIXTRON shares if made public.

## ... and Internal Standards of Conduct at AIXTRON

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### 10. Protecting the Environment

AIXTRON is fully aware of the importance of environmental protection. We expect all employees to act responsibly and help maintain a clean and safe environment.

AIXTRON's most important environmental obligations include:

- ▶ Avoiding or minimizing any harmful effects to the environment due to emissions.
- ▶ Ensuring that hazardous waste, especially toxic laboratory waste, produced by AIXTRON, is disposed of by specialist waste management companies.
- ▶ Ensuring that the facilities used by AIXTRON to treat substances hazardous to waters are regularly inspected.
- ▶ Using energy responsibly, consciously, and efficiently, and treating natural resources with care.

Hazardous goods require particular attention in terms of their handling. Before any hazardous goods are used, authorization must be obtained by the responsible departments, the hazards involved must be assessed, and the correct emergency conduct and measures to be implemented immediately. Employees must be instructed about potential risks and the correct conduct before any hazardous goods are used.

The function and effectiveness of technical protection measures concerning hazardous substances must be regularly reviewed and hazard assessments must be conducted in a diligent manner.

In general, every employee should be familiar and act in accordance with the company regulations governing behavior in the event of an emergency.

## Applicable Law and Internal Standards of Conduct ...

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### **11. Product Safety**

The products manufactured by AIXTRON will only be launched on the market if they are proven to be sufficiently safe and will not endanger any persons or damage property.

The products delivered to customers by AIXTRON must be continuously monitored in order to minimize and prevent any risks emanating from such products.

Employees who have concerns concerning the safety and labeling of any system/products manufactured by AIXTRON, or about the quality of parts purchased from suppliers etc., should inform the Senior Management Team responsible for the relevant area.

### III. Consequences of any Infringement of Standards of Conduct

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AIXTRON makes every effort to provide its employees with all the information and advice they need to avoid any infringements of legal, regulatory, and internal company requirements, or of the Code of Conduct.

In cases of doubt, employees should always ask the member of the Senior Management Team responsible for the relevant area and/or the Compliance Office for advice.

AIXTRON does not tolerate any violations of laws, regulations and internal standards of conduct.

AIXTRON managers including supervisors may also be disciplined should they fail to detect any infringements in this respect if such failure is attributable to inadequate supervision of employees in their areas of responsibility.

#### **NOTE ABOUT THE GENERAL EQUAL TREATMENT ACT**

For ease of reading, the editorial department uses the masculine form as a rule in gender related wording. The feminine form is explicitly understood to be included therein.

AIXTRON always means AIXTRON Group as a whole and worldwide.

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AIXTRON

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