

# Declaration of Conformity

In accordance with Article 161 AktG (German Stock Corporation Act), the Executive Board and the Supervisory Board of AIXTRON SE declare:

AIXTRON SE meets all recommendations of the Government Commission on the German Corporate Governance Code (Regierungskommission "Deutscher Corporate Governance Kodex") published by the Federal Ministry of Justice (Bundesministerium der Justiz) in the official portion of the German Federal Gazette (Bundesanzeiger), in the version dated May 13, 2013, with the exception of the following deviations declared for precautionary reasons:

## **Consideration of the relationship between the remuneration of the Executive Board and the remuneration of senior management and staff overall at the present time and over the course of its historical development (Section 4.2.2 (2) Clause 3 DCGK // German Corporate Governance Code)**

The Code recommends in Section 4.2.2 (2) Clause 3 that the Supervisory Board should take into account the relationship between the remuneration of the Executive Board and senior management and staff overall at the present time and over the course of its historical development when determining the total remuneration of individual members of the Executive Board, with the Supervisory Board specifying how the senior management and the relevant staff are to be differentiated for the comparison. The current employment contracts with the Executive Board were concluded before the aforementioned recommendation was adopted as a recommendation in the last amendment to the Code in 2013. The Supervisory Board did not explicitly specify at the time of their conclusion how the senior management and the relevant overall staff are to be differentiated from the Executive Board. The relationship between the remuneration of the Executive Board and the remuneration of senior management and the relevant overall staff is also not taken into account on the basis of such specifications by the Supervisory Board with respect to the criteria in Section 4.2.2 (2) Clause 2 DCGK (German Corporate Governance Code).

## **Upper limits for remuneration of the Executive Board (Section 4.2.3 (2) Clause 6 DCGK // German Corporate Governance Code)**

The Code recommends in Section 4.2.3 (2) Clause 6 that the remuneration of the Executive Board members in total and with respect to their performance-based salary components should have upper limits in terms of amounts. The total remuneration of Executive Board members at AIXTRON SE includes both a fixed salary and various performance-based salary components. For the fixed salary, the annual income is set in the employment contract for the Executive Board member. Remuneration in kind and fixed benefits for an individual private retirement scheme are also added to this. The performance-based remuneration is limited to a maximum of EUR 6.5m with respect to the performance-based bonus for the entire Executive Board. The President and Chief Executive Officer is entitled to 8/18 and the other two Executive Board members each receive 5/18. The performance-based remuneration is awarded partially in the form of Company stock options. The amount of the respective stock option is subject to the aforementioned upper limit at the time of its awarding. In this respect, the recommendation has been complied with. The shares are only transferred to the entitled recipient three years after being awarded. Within this timeframe, the members of the Executive Board benefit from the unlimited potential rise in the price of the shares, which may be viewed as a deviation from the wording of the recommendation. A further limit on the performance-based remuneration with respect to the time of the transfer of the shares does not seem to be in the interests of the parties, since the essential incentive of share-based remuneration "to work toward increasing corporate value" would be counteracted and the Executive Board members would be placed at a disadvantage above such an upper limit in the event of a further increase in the stock price. An upper limit in terms of amounts for the total remuneration is not explicitly included in the current contracts for the Executive Board members.

In an adjustment of the running contracts with the Executive Board members, they will be based on the new recommendations of the German Corporate Governance Code (DCGK) and shall again fully comply with the recommendations in the future.

Since the issuing of the last Declaration of Conformity in February 2013, AIXTRON SE has fully complied with the recommendations of the German Corporate Governance Code (DCGK), in the version of May 15, 2012.

Herzogenrath, February 2014  
AIXTRON SE

For the Executive Board of AIXTRON SE

*Martin Goetzeler*  
**Chairman and Chief Executive Officer**

For the Supervisory Board of AIXTRON SE

*Kim Schindelhauer*  
**Chairman of the Supervisory Board**