

# ***Letter from the Chairman of the Supervisory Board***

Herzogenrath, 27 March 2024

Dear shareholders,

This year's Annual General Meeting of AIXTRON SE will take place on 15 May 2024 at the Eurogress in Aachen. I would like to give you the background to some of the items on this year's agenda in advance.

At last year's Annual General Meeting, you expressed your confidence in me and re-elected me to the Supervisory Board. I had promised you that I would devote particular attention to the succession planning for the Supervisory Board. For this reason, I have taken over as Chairman of the Nomination Committee of the Supervisory Board.

The focus of the Nomination Committee's work this year was the search for suitable successors for our long-serving members Prof. Dr. Petra Denk and Prof. Dr. Andreas Biagosch. Both will retire from the Supervisory Board as scheduled with the 2024 Annual General Meeting. We are very pleased to be able to propose two highly suitable candidates, Ms. Karen Florschütz and Mr. Alexander Everke. Our esteemed members Prof. Dr. Anna Weber and Mr. Frits van Hout are standing for a further term of office.

When selecting the new candidates, we were supported by a qualified external consultant who identified first-class candidates on the basis of an elaborated qualification matrix. Ms. Florschütz and Mr. Everke are personalities who complement the profile of our Supervisory Board perfectly. You can also see this in our Board's qualification matrix, which you will find in the invitation.

Under agenda item 7, we propose an adjustment to the remuneration system for the Supervisory Board. The basic remuneration of the Supervisory Board has remained unchanged since 2017 and is not to be increased. However, remuneration for membership in committees is to be introduced and the chairmanship of each committee is to be remunerated twice. In doing so, we are recognizing the high workload in the committees and, in particular, the workload of the committee chairs. We are thus following recommendation G.17 of the German Corporate Governance Code. A benchmark analysis with peer companies from the technology sector and the MDAX has confirmed the structure and appropriateness of our remuneration levels.

At the same time, we are proposing a minor adjustment to the remuneration system for the Executive Board under agenda item 8. The current remuneration system was approved by the 2020 Annual General Meeting, so that it is time to make a resolution again as per schedule. The structure of the remuneration system and its individual elements have proven themselves and remain unchanged: Performance and success are rewarded through variable remuneration, but strict caps ensure that increases are limited, as the 2023 financial year has clearly demonstrated. We propose the following changes to the Annual General Meeting:

- The target parameters for the STI and LTI will be reduced to take account of the company's growth. Together with the higher effective tax rates from the financial year 2025 forward (due to tax loss carryforwards being consumed), this means that earnings before tax must increase by around 50% in order to (re)achieve comparable Executive Board bonuses.
- The maximum remuneration of the Executive Board will be increased to take account of inflation.
- The weighting of the LTI targets has been adjusted to further promote benchmark orientation and sustainability, so that the TSR now accounts for 50% (previously: 40%) and sustainability targets for 15% (previously: 10%).
- In line with the benchmark orientation, the AIXTRON TSR is now measured against an extended peer group of twelve semiconductor equipment manufacturers (previously: six), based on an equal weighting (previously: weighting by market capitalization).
- The remuneration comparison now includes three different groups to reflect AIXTRON's most important reference groups: twelve semiconductor equipment manufacturers, ten companies from the PHLX Semiconductor Index (SOX) and ten companies from the TecDAX are now included.
- In the future, the internal comparison of remuneration data will be based on the members of the newly created Executive Committee and comparable managers.

These changes take into account the development of our company, such as growth and the creation of the Executive Committee, as well as external factors such as inflation. At the same time, they ensure that our remuneration system remains competitive and in line with our corporate values.

I would ask you to vote in favor of our proposals. If you have any questions in the run-up to the Annual General Meeting or would like to enter into dialogue with me, please contact our interim Head of Investor Relations, Mr. Carsten Werle ([c.werle.sc@aixtron.com](mailto:c.werle.sc@aixtron.com)).

This year, we have once again opted for a face-to-face format in order to enter into direct dialogue with you. I would be delighted if as many of you as possible would take the opportunity to visit our Annual General Meeting in person at the Eurogress Aachen.

With best regards,



Yours, Kim Schindelhauer