

Corporate Governance Report

1. Declaration on Corporate Governance

1.1 Declaration of Conformity

In accordance with Section 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 June 24, 2014, 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 German Corporate Governance Code (DCGK) 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 Supervisory Board did not explicitly specify at the time of the conclusion of the current contracts with the Executive Board 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, however, is used as a basis to assess the appropriateness of the remuneration of the Executive Board pursuant to Section 4.2.2 (2) Clause 2 German Corporate Governance Code (DCGK).

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

The German Corporate Governance Code (DCGK) in Section 4.2.3 (2) Clause 6 recommends 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. 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. Half of the performance-based remuneration is awarded 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 time frame, the members of the Executive Board benefit unlimitedly from the 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 thus not explicitly included in the current contracts for the Executive Board members.

AIXTRON SE has fully complied with the recommendations of the German Corporate Governance Code (DCGK), in the version of May 13, 2013 since the issuing of the last Declaration of Conformity in February 2014 and the recommendations of the German Corporate Governance Code (DCGK), in the version of June 24, 2014 since being announced in the official portion of the Federal Gazette, with the exception of the deviations mentioned above.

Herzogenrath, February 2015
AIXTRON SE

For the Executive Board of AIXTRON SE

Martin Goetzeler
Chairman & Chief Executive Officer

For the Supervisory Board of AIXTRON SE

Kim Schindelbauer
Chairman of the Supervisory Board

1.2 Information regarding Corporate Governance Practices

AIXTRON SE has had a **Code of Ethics** since 2006 for Executive Board members and certain managers in Finance. The aim of this Code is to promote upright and ethical conduct, including the ethical handling of conflicts of interest, the complete, fair, precise, timely and transparent disclosure of quarterly and annual reports, compliance with prevailing laws, rules and regulations and the immediate internal reporting of breaches of the Code where necessary and to ensure accountability for compliance with the Code. The complete text of the Code can be found on the AIXTRON website in the Investor/Corporate Governance area.

In addition, AIXTRON has issued a **Compliance Code of Conduct** applicable to the Company's Executive and Supervisory Boards, as well as all employees throughout the world, which holds them accountable for conscientious conduct in conformity with the law. Amongst the topics addressed, this Code covers the following issues: responsibility and respect towards society and the environment, compliance with the legal conditions, legal and ethical conduct by each individual employee, loyalty to the Company, fair and respectful treatment of fellow employees, rejection of any form of discrimination, dealing responsibly with corporate risks, acting in an environmentally responsible manner, security in all operating areas, working in a professional manner, reliability and fairness in all business relationships, compliance with guidelines on giving/accepting unfair advantages, dealing with insider information and the treatment of Company property. In addition, due to particular requirements set by NASDAQ, AIXTRON SE has a separate NASDAQ Code of Conduct. The full texts of the Compliance Code of Conduct and the NASDAQ Code of Conduct can also be downloaded from the AIXTRON website.

In 2010, AIXTRON issued a Compliance Manual which applies to all members of the Company's senior management and is the basis for the principles of the Compliance Code of Conduct. The **Compliance Manual** provides detailed explanations on the subject of compliance organization at AIXTRON and on the resulting conduct requirements applicable to the Executive Board, the Supervisory Board and the employees. Regular training is held for employees to reinforce these requirements. This manual is regularly updated to reflect amended statutory requirements and was therefore also amended in fiscal year 2014. Each quarter, the senior managers declare in writing that in their area of responsibility the compliance requirements of AIXTRON SE were observed. If the Compliance Manual has been updated, they also declare that they will take note of the updated version and follow and communicate its contents within their area of responsibility.

Furthermore, AIXTRON has established a **Vendor Code of Conduct**, which defines ethical, moral and legal standards in connection with the purchase and use of what are known as conflict minerals (gold, tantalum, tungsten, tin) within the AIXTRON supply chain. The key content of this code includes information on U.S. rules regarding the use of conflict minerals, the process of due diligence on the supply chain, the expectations for supply chain partners and suppliers and the consequences in the event of non-compliance. The complete text of the Vendor Code of Conduct can be accessed on the AIXTRON website in the Investor/Corporate Governance area.

1.3 Executive Board and Supervisory Board Operating Procedures; Composition and Mode of Operation of Committees

As a European company (Societas Europaea), AIXTRON SE is subject not only to the German Stock Corporation Act, but also to the superordinate European SE regulations (SE-Regelungen) and the German SE Implementation Act (SE-Ausführungsgesetz). The Company has a dual management and supervisory structure consisting of an Executive Board and a Supervisory Board.

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

The Supervisory Board is responsible for the appointment of the Executive Board members and oversees and advises the Executive Board with regard to its management duties. For certain transactions and measures specified in the Articles of Association of AIXTRON SE or the Executive Board's by-laws, the Executive Board must obtain the prior approval of the Supervisory Board. The Executive Board is required to report to the Supervisory Board on the conclusion, amendment or termination of material agreements that do not require approval under the Articles of Association or the Executive Board's by-laws. The Executive Board is also required to notify the Supervisory Board of all material events, even those that do not require the approval of the Supervisory Board.

As in previous years, the Executive Board and the Supervisory Board worked closely together throughout 2014 for the benefit of the Company. The common goal is the return to profitability.

Executive Board

According to Article 8 of AIXTRON SE's Articles of Association, the Executive Board consists of two or more persons. The Supervisory Board determines the precise number of Executive Board members. It also decides whether there should be a Chairman and whether deputy members or a Deputy Chairman should be appointed.

The Executive Board of AIXTRON SE has consisted of two people since CFO, Wolfgang Breme, stepped down on May 31, 2014:

Name	Position	First Appointment	End of Term
Martin Goetzeler	Chief Executive Officer	March 1, 2013	February 28, 2017
Dr. Bernd Schulte	Chief Operating Officer	April 1, 2002	March 31, 2018

Notwithstanding the Executive Board's statutory joint and several liability and the obligation of its members to collaborate closely and in confidence with their colleagues, the assigned responsibilities of the individual members of the Executive Board are as follows in accordance with the currently valid business distribution plan:

The Chief Executive Officer coordinates the tasks of the Executive Board and is additionally responsible for the operating business of the AIXTRON Group, focusing in particular on Strategic Planning, Investor Relations Management & Communications, Procurement, Human Resources, Finances and Reporting, Corporate Governance, Compliance & Risk Management, Information Technology, Legal and Quality Management. The Chief Operating Officer is responsible for the Group's Research and Development, Marketing, Sales, Customer Support, Production and Logistics and Facility Management.

With the Supervisory Board's approval, the Executive Board has adopted by-laws, which are regularly reviewed to ensure they are appropriate and up to date. They include a list of matters that are of fundamental or substantial importance and about which the Executive Board is required to make formal resolutions. Examples of such material decisions requiring formal resolutions are: decisions on strategies, corporate plans and budgets; significant changes in the organization of the Company and Group; the commencement or discontinuation of areas of activity within the Company; the acquisition and sale of land and land rights; the conclusion, amendment, and termination of intercompany or significant license or cooperation agreements; the commissioning of material external consulting and research projects; fundamental questions in the area of human resources and human resources policy; determination of the principles governing representation in business organizations and associations; appointments to the management and supervisory bodies of subsidiaries and associated companies; important publications and information for the public above and beyond normal reporting requirements; the initiation of lawsuits and legal disputes; the granting of collateral and assumption of guarantees.

The Executive Board by-laws and the Articles of Association, respectively, contain a list of material transactions and measures which require the prior approval of the Supervisory Board. Transactions and measures requiring approval pursuant to the Articles of Association or by-laws include, but are not limited to, decisions to build or dispose of operating sites or land; the starting or ending of business activities; granting or taking out of loans, etc.

According to the by-laws, meetings of the Executive Board are to be held at least twice a month or whenever the Company's interests shall so dictate. Executive Board meetings are convened and directed by the Chairman of the Executive Board. Any member of the Executive Board may request an Executive Board meeting be convened for a specific issue. If the Chairman cannot attend, the meeting shall be chaired by a Board member appointed by the Chairman or the oldest member of the Executive Board in terms of age. The Executive Board shall be deemed to have a quorum if all members have been invited and more than half of the members are able to participate in person, via telephone link or by video conference, when resolutions are being voted on. The Executive Board makes decisions by a simple majority of the votes cast by the members involved in the meeting unless otherwise provided by law, the Articles of Association or by-laws. In the case of a tie, the Executive Board Chairman casts the deciding vote. With two Executive Board members, the Supervisory Board Chairman shall be asked to mediate in the event of a tie.

Every Executive Board member must immediately disclose conflicts of interest to the Supervisory Board and other members of the Executive Board. Members of the Executive Board may only take on part-time activities, especially posts on company and supervisory boards outside of the Group, after receiving Supervisory Board approval.

Supervisory Board

The Supervisory Board elects a Chairman and a Deputy Chairman from among its members. The Supervisory Board Chairman or – if he is unable to do so – his Deputy convenes and conducts the Supervisory Board meetings.

At the end of fiscal year 2014, AIXTRON'S Supervisory Board consisted of the following six members:

Name	Position	Member since	End of Term
Kim Schindelhauer 1) 2) 3) 4) 5)	Chairman of the Supervisory Board	2002	AGM 2016
Prof. Dr. Wolfgang Blättchen ^{1) 4)}	Deputy Chairman of the Supervisory Board, Chairman of the Audit Committee, Independent Financial Expert ⁶⁾	1998	AGM 2016
Dr. Andreas Biagosch ²⁾		2013	AGM 2016
Prof. Dr. Petra Denk ^{2) 3)}	Chair of the Technology Committee	2011	AGM 2016
Dr. Martin Komischke		2013	AGM 2016
Prof. Dr. Rüdiger von Rosen ^{1) 3)}	Chairman of the Nomination Committee	2002	AGM 2016

1) Member of the Audit Committee

2) Member of the Technology Committee

3) Member of the Nomination Committee

4) Member of the Capital Market Committee

5) Former AIXTRON Executive Board Member

6) Since 2005

The Company is in compliance with the requirement for diversity on the Supervisory Board (Section 5.4.1 DCGK // German Corporate Governance Code) due to the broad range of skills that individual Supervisory Board members have (in the areas of finance, capital markets, M&A, technology and market experience). In addition, the ratio of female members met the objectives set in 2010.

The Supervisory Board shall include what they consider to be an adequate number of independent members. Within the meaning of Section 5.4.2 of the German Corporate Governance Code (DCGK), a Supervisory Board member will not be considered independent, in particular, if he or she has personal or business relations with the Company, its executive bodies, a controlling shareholder or an enterprise associated with the latter which may cause a substantial and not merely temporary conflict of interest. The Supervisory Board targets that at least half of its members shall be independent. Since each member of the Supervisory Board – consisting solely of elected representatives of shareholders – can be viewed as independent according to the German Corporate Governance Code (DCGK), the Company has complied also with this objective.

As required under Section 5.4.2 German Corporate Governance Code (DCGK), the Supervisory Board includes no more than two former Executive Board members.

Prior to the Supervisory Board Meeting on December 10, 2014, each Supervisory Board member received the annual questionnaire from the Chairman examining the efficiency of the Supervisory Board's activities. Based on its evaluation of the returned questionnaires, the Supervisory Board resolved that it is acting efficiently in accordance with Section 5.6 of the German Corporate Governance Code (DCGK).

Other directorships held by Executive and Supervisory Board members are listed under Section 36 "Supervisory Board and Executive Board" in the Notes to the Consolidated Financial Statements.

The Company did not initiate or conclude any material transactions with related parties during fiscal year 2014.

The Supervisory board has adopted its own set of by-laws governing Supervisory Board duties, rights, obligations and organization procedures for meetings and resolutions, including the formation of appropriate committees. The Audit Committee and the Technology Committee both operate according to separate by-law requirements approved by the Supervisory Board. All sets of by-laws are regularly amended to reflect the latest changes made to the German Corporate Governance Code (DCGK).

An independent and expert member of the Supervisory Board has chaired the Audit Committee since 2005 in accordance with Section 5.3.2 of the German Corporate Governance Code (DCGK). The Technology Committee was created on May 19, 2011. Due to the evaluation of various strategic projects, the Supervisory Board formed a Capital Market Committee as of April 12, 2014.

The Supervisory Board, like the Audit Committee and Technology Committee, generally holds four ordinary meetings per year. The Nomination and Capital Market Committees convene as necessary.

As requested by the Chairman of the Supervisory Board, the Executive Board participates in all Supervisory Board meetings (usually four times a year), gives written and oral reports on the various points on the agenda and proposed resolutions, and answers questions posed by individual Supervisory Board members. Between meetings, detailed quarterly reports on the status of the Company from the Executive Board are made available to all Supervisory Board members. Furthermore, in numerous telephone calls and face-to-face meetings, the Supervisory Board Chairman, the Chairman of the Audit Committee and the Chair of the Technology Committee are informed by the Executive Board about relevant material developments and forthcoming decisions on material issues.

Resolutions of the Supervisory Board and its committees are generally passed during formally convened meetings. In exceptional cases, Supervisory Board members may, if justified, participate in a board or committee meeting remotely via telephone or video conference. The Supervisory Board and its committees are deemed to have a quorum if two-thirds, but at least three of its members, are able to participate in person for the adoption of a resolution (outside of formal meetings, if no objections are raised by any member, it is possible by casting votes in writing, by fax, telephone, e-mail or a combination of these communication media). Resolutions are adopted if a majority of the votes are cast in favor. In the case of a tie, the Chairman of the meeting casts the deciding vote.

Every member of the Supervisory Board must disclose conflicts of interest to the Supervisory Board, especially those conflicts arising from a consulting contract or board position for a customer, supplier, creditor or other business partner. If a material, not just temporary, conflict of interest involving a Supervisory Board member cannot be resolved to the satisfaction of the Supervisory Board, it will result in that member being required to resign.

Operating Procedures and Composition of Committees

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

The Supervisory Board of AIXTRON SE currently has four committees: the Audit Committee, the Technology Committee, the Nomination Committee and the Capital Market Committee. The Supervisory Board is authorized to form other Committees with its members.

The Audit Committee is composed of one chairman and two other members. The Chairman of the Audit Committee, Prof. Dr. Blättchen, is an independent member whose area of expertise is reporting and audits (as required by law: Section 107 (4); Section 100 (5) AktG // German Stock Corporation Act) and who has particular knowledge and experience in the application of internal control processes. The Audit Committee addresses, in particular, the monitoring of the accounting process, compliance, the effectiveness of the internal control system, the risk management system, the internal audit system and the implementation of the rules in accordance with Section 404 Sarbanes-Oxley Act (SOA 404). In addition, the Audit Committee is responsible for the audit of the financial statements and ensures in particular the required independence of the auditor and any additional services performed by the auditor. Finally, it issues the mandate to the auditor, identifies the focal points of the audit and handles the fee arrangements. The Committee Chair reports regularly on the work of the Audit Committee to the Supervisory Board.

The Technology Committee is composed of one chair and two other members. It deals, in particular, with questions of AIXTRON's market positioning in technology, patents, product planning and technology development, potential technology acquisitions and other topics relating to diversification. The Committee Chair, Prof. Denk, regularly reports to the Supervisory Board on the activities of the Technology Committee.

The Nomination Committee also consists of a chair and two other members. The Committee, chaired by Prof. Dr. von Rosen, makes nomination proposals to the Supervisory Board if one of the Supervisory Board positions needs to be replaced

Due to the evaluation of various strategic projects, the Supervisory Board formed a Capital Market Committee consisting of two members as of April 12, 2014.

The details on the interaction and cooperation of the Executive Board, the Supervisory Board and its committees during fiscal year 2014 can also be found in the Supervisory Board Report, which is part of this Company's Annual Report and can be downloaded from the AIXTRON corporate website.

2. Corporate Governance Report

2.1. Report on Corporate Governance from the Executive and Supervisory Boards

AIXTRON is committed to observing the principles of transparent and responsible conduct of its business aimed at creating value on a sustainable basis by employing appropriate corporate governance. We, the Executive and Supervisory Boards of AIXTRON SE, seek to further strengthen the trust placed in us by our shareholders, financial markets, customers, business partners, employees and the general public through appropriate management and supervision. We are convinced that good corporate governance is an essential element for our Company's success.

Both this Corporate Governance Report, prepared in accordance with Section 3.10 German Corporate Governance Code (DCGK), and the joint Declaration of Conformity, issued by the Executive Board and the Supervisory Board pursuant to Article 2015 AktG (German Stock Corporation Act) in February 2015 are published in the Annual Report and on the AIXTRON corporate website in German and English. AIXTRON also retains previous Declarations of Conformity on its website for a period of at least five years.

Isolated deviations

AIXTRON has complied with all the recommendations of the German Corporate Governance Code (DCGK) in the past and, with the exception of the deviations declared for precautionary reasons in the Declaration of Conformity, also fully complied with the German Corporate Governance Code (DCGK) in fiscal year 2014. Our internal monitoring and control systems, which have been regularly tested and are continuously kept up to date, comply with Section 404 of the Sarbanes-Oxley Act and provide us with support in meeting our compliance responsibilities.

The Government Commission on the German Corporate Governance Code (DCGK) did not make any important changes or additions to the DCGK in 2014. Clarification was only provided for the explanations in the sample tables for Executive Board remuneration in the appendices of the DCGK. The sample tables are not included in the current remuneration report of the AIXTRON Group. The German Corporate Governance Code (DCGK) in the currently applicable version of June 24, 2014 was published by the Federal Ministry of Justice and for Consumer Protection on September 30, 2014.

Diversity

As stipulated by the German Corporate Governance Code (DCGK), AIXTRON has set clear targets with regard to appropriate diversity in the management of the Company (Sections 5.1.2 and 5.4.1 DCGK // German Corporate Governance Code).

Against the backdrop of demographic change and the associated effect of a lack of sufficiently qualified staff in Germany, AIXTRON has consistently striven for further increases in the percentage of women and the international composition of its employees and management. Nevertheless, the Company's primary commitment is to ensure that the employees possess the required professional and social competencies.

Composition of the Supervisory Board

As early as 2010, the Supervisory Board listed a set of required qualities for future appointments of Supervisory Board members. They were amended most recently in 2012. The detailed requirements are as follows:

- With respect to nominations of Supervisory Board members, the Nomination Committee shall ensure that the Supervisory Board at all times consists of members who, individually and collectively as a team, have the knowledge, skills and experience required to perform their tasks properly. In addition, the members should be independent. The Nomination Committee will strive to enhance the efficiency and transparency of the selection process. As a general rule, the Supervisory Board members are nominated for election for the longest possible period in compliance with the Company's Articles of Association.
- AIXTRON currently exports more than 85% of its products overseas, of which more than 90% to Asia. Experience in the electronics and lighting appliances markets that are specific to AIXTRON's areas of interest is of the greatest benefit to the Company.
- As a general rule, new members of the Supervisory Board should not be older than 70 when they retire from the Supervisory Board. When elected, they should be available to the Company for at least two election periods.
- The aim should be that the individual Supervisory Board members will have training, qualifications, expertise and international experience that are as diverse as possible so that collectively they will have the necessary knowledge, skills and experience required to perform their tasks properly. They should have company and product oriented relevant experience with an understanding of the business model, the specifics of the industry and the processes in the various departments of business management and administration, including more specifically accounting, audit of the annual financial statements, corporate development, capital market, technology, special machine production, markets, sales, lighting market, etc.

- It is believed to be in the best interest of the Company to employ the full potential of well-trained and motivated people from different nationalities and both genders. To strengthen the Company's position in global competition, the Supervisory Board aims to achieve an approximate ratio of 20% ratio of women in the Supervisory Board.
- The Supervisory Board shall include what it considers to be an adequate number of independent members. A Supervisory Board member will not be considered independent, in particular, if he or she has personal or business relations with the Company, its executive bodies, a controlling shareholder or an enterprise associated with the latter that may cause a substantial and not merely temporary conflict of interest.
- At least half of the Supervisory Board members should be independent.
- The Supervisory Board shall not have more than two former members of the Executive Board amongst its members at any one time.
- The Supervisory Board members shall not hold any function as a board member in or act as a consultant for any material competitor of the Company.
- The Supervisory Board must have at least one independent member with expertise in accounting, internal control processes and the auditing of annual financial statements. This Supervisory Board member will be required to also be a member of the Audit Committee.
- Given the increased demands on the professionalization of Supervisory Board members and with a view to ensuring that their services will be delivered as efficiently as possible, as in previous years, new Supervisory Board members should not hold more than five board memberships in other listed companies or other companies with similar demands. For reasons of convenience and efficiency, the aim is to give preference, but not exclusivity, to candidates who are based in Germany or in other parts of Europe.

Additional information regarding the composition of the Supervisory Board can also be found in the section of Chapter 1.3 of this Annual Report entitled "Supervisory Board".

The Executive Board and Supervisory Board of AIXTRON SE are convinced that the Supervisory Board fully complies with its own and the German Corporate Governance Code (DCGK)'s requirements of appropriate diversity and an appropriate number of independent Supervisory Board members.

For the purposes of continuing education, as part of further professionalization of the Supervisory Board, its members have taken part in advanced training in connection both with their functions as Supervisory Board members and their other professional activities.

Principles of Management Compensation

The Supervisory Board is responsible for establishing the structure of the Executive Board remuneration system and for the total remuneration for the individual Executive Board members. The appropriateness of the remuneration components, and the likelihood that they do not encourage Management to take unreasonable risks, are regularly reviewed by the Supervisory Board.

Executive Board remuneration currently consists of three components: fixed remuneration (including benefits in kind and payments into an individual private pension insurance), a variable bonus, and may include stock-based remuneration.

The limited variable bonus scheme for the collective Executive Board (profit-sharing) is based on consolidated net income for the year. The variable will be paid half through a monetary element and half in shares. This new compensation structure was approved by AIXTRON's shareholders at the Annual General Meeting held on May 23, 2013.

Remuneration of the Supervisory Board is regulated by AIXTRON's Articles of Association. The members of the Supervisory Board receive an annual, fixed remuneration as well as a limited variable remuneration. Furthermore, they receive an attendance fee for attending the committee meetings. The Supervisory Board members receive no loans from the Company.

The Company has a D&O insurance contract in place, covering the activities of members of the Executive Board and members of the Supervisory Board. The deductible for members of the Executive Board and members of the Supervisory Board is equal to a minimum of 10% of the respective, potential loss incurred. The deductible cannot exceed a factor of 1.5 of the respective annual fixed remuneration.

Information on the Executive Board remuneration according to Section 4.2.5 German Corporate Governance Code

Further detailed information on the compensation structure and remuneration of the individual Executive Board members according to Section 4.2.5 of the German Corporate Governance Code and on the compensation of the Supervisory Board members as well as a detailed list of outstanding Executive Board stock options can be found in the remuneration report as part of the Group Management Report.

Shareholders and Annual General Meeting

In fiscal year 2014, the Annual General Meeting was held in Aachen on May 14, 2014. The invitation to the Annual General Meeting was announced in a timely manner in the German Federal Gazette (Bundesanzeiger) in accordance with the legal requirements, and included the agenda, the proposed resolutions from the Executive and Supervisory Boards as well as the conditions for participation at the Annual General Meeting and the exercising of voting rights. Holders of the Company's ADS (American Depositary Shares) received special proxy voting forms within the required time frame. All reports and documentation required by law were available on AIXTRON's website, www.aixtron.com, from the date the Annual General Meeting was convened. In compliance with Section 2.3.3 of the German Corporate Governance Code (DCGK), certain parts of the Annual General Meeting (opening of the meeting, speech of the Chairman of the Supervisory Board and presentation of the Executive Board) were also broadcast live via webcast. Directly following the Annual General Meeting, the Company published attendance figures and the voting results in a press release, as well as on its website.

Five out of six agenda points required approval. All of the resolutions were approved with the support of at least 75 % of the voters entitled to vote, with around 44 % of AIXTRON share capital being represented at the Annual General Meeting. Under agenda item 5, the shareholders granted the Company a new authorization to purchase and use treasury shares, which also includes the possibility of excluding the subscription right (if the previous authorization is cancelled), after the authorization for subscription right exclusion according to Article 186, paragraph 3, Sentence 4 AktG, adopted in the Annual General Meeting on May 23, 2013 was completely utilized as a result of the partial utilization of authorized capital under the subscription right exclusion in October 2013. Under agenda item 6, the Annual General Meeting passed a resolution to repeal the authorized capital 2011 which had been partially utilized in October 2013, and to create new authorized capital 2014 with the possibility of subscription right exclusion.

Shares Held by Executive and Supervisory Board Members

The Company's share capital amounted to EUR 112,694,555 at the end of 2014. As of December 31, 2014, members of AIXTRON SE's Supervisory Board held, directly and indirectly, a total of 0.5% or 601,429 ordinary shares.

As of December 31, 2014, the AIXTRON Executive Board did not directly or indirectly hold any shares issued by the Company. The options held by Executive Board members under stock option plans and the share- and performance-based components of remuneration granted by the Company are set out and explained in the Remuneration Report in the Notes to the Annual Financial Statements.

Information regarding the purchase and sale of AIXTRON SE shares by persons performing managerial responsibilities according to Article 15a WpHG (German Securities Trading Act) is published on the AIXTRON website under the category of "Corporate Governance/Directors' Dealings" immediately after the notification is received. In fiscal year 2014 a transaction of this kind was published where a total of 35,000 AIXTRON stock options were exercised and the resulting shares sold.

Transparency

In the interest of maximum transparency, shareholders, shareholder associations, potential investors, financial analysts and the media are regularly and promptly informed of the AIXTRON Group's business developments. The internet is the primary communication channel used for this purpose.

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

- A webcast of the Annual General Meeting (opening, speech by the Chairman of the Supervisory Board and presentation of the Executive Board were broadcast live)
- The interactive, electronic Annual Report with the Consolidated Financial Statements, the Group Management Report and the Supervisory Board Report
- The AIXTRON SE Annual Financial Statements and the related Management Report
- The annual report on Form 20-F for the United States Securities and Exchange Commission ("SEC")
- Interim financial reports
- (Quarterly) 6-K forms for the SEC
- Transcripts or audio files of quarterly conference calls for the press and analysts
- The SD form required by the SEC with the respective report on dealing with conflict minerals
- Company presentations
- Ad-hoc, corporate news and IR-news releases
- Marketing releases

Important recurring dates, such as the date of the Annual General Meeting or the publication dates of financial reports, are detailed in the Company's financial calendar. This and the above-mentioned reports, speaker notes, presentations, webcasts and press releases are available on the Company's website for a limited period of time.

Accounting and audit of the annual financial statements

The Group's interim financial reports as of March 31, June 30, and September 30, 2014 and the Consolidated Financial Statements for the period ending on December 31, 2014 were prepared in accordance with IFRS (International Financial Reporting Standards). The separately reported parent-company Annual Financial Statements 2014 for AIXTRON SE were prepared in accordance with the German Commercial Code (HGB) and the requirements of the German Stock Corporation Act (AktG).

The Consolidated Annual Financial Statements and the parent company's Annual Financial Statements were audited by the appointed external auditor and approved by the Supervisory Board. The auditor agreed that the Chairman of the Supervisory Board and the Chairman of the Audit Committee would be informed without delay about any reasons for exclusion or exemption and any inaccuracies in the Declaration of Conformity arising in the course of the audit. No such material events were recorded in the current year.

Stock Option Plans

AIXTRON has a total of five stock option plans, under which options are or have been issued for the acquisition of AIXTRON shares or ADS (American Depositary Shares) to members of the Executive Board, managers and Company employees.

Tranche 2014 from the 2012 Stock Option Plan was increased by Tranche 2014_I from 800,000 to a total of 1,200,000 stock options during the reporting year. Tranche 2014 replaces the Tranche 2013. In accordance with the amended Article 193 (2) No. 4 AktG (German Stock Corporation Act) of the Act on the Appropriateness of Management Board Remuneration (VorstAG), the options under the 2012 Stock Option Plan can only be exercised, at the earliest point in time, after a waiting period of four years and include an absolute performance target. In addition, stock options issued to members of the Executive Board contain a relative exercise threshold with the TecDAX as a comparison parameter. The maximum term of the stock options is ten years.

As of December 31, 2014, options to acquire 3,521,639 AIXTRON shares or ADS were outstanding from the Tranches 2014 and 2014_I of the 2012 Stock Option Plan and the 2007, 2008, 2009, 2010, 2011 and 2012 Tranches of the 2007 Stock Option Plan and the previous stock option plans (AIXTRON 1999 and 2002 Plans and the Genus Stock Option Plan 2000).

A more detailed description of the individual stock option plans and a summary of all the stock option transactions can be found in Note 23, "Share-based payment", of the Notes to the Consolidated Financial Statements.