

Declaration of Corporate Governance

AIXTRON is committed to transparent, responsible and sustainably value-creating corporate governance. Through appropriate management and supervision of the company, we – the Executive Board and the Supervisory Board – seek to live up to the trust placed in us by our shareholders, the financial markets, our customers, business partners, employees and the general public. We believe that this form of corporate governance, together with the responsible conduct of our employees, forms a key basis for the success of our company.

The Corporate Governance Statement pursuant to Sections 289f and 315d of the German Commercial Code (HGB) and the current Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG), which were approved by the Executive and Supervisory boards in February 2026, are also permanently available on our website at [Investors/Corporate Governance](#). The corporate governance statement was not included in the auditor's review.

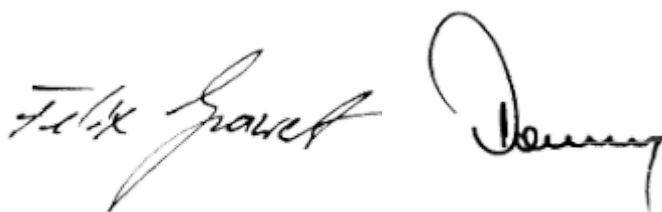
Declaration of Conformity

The German Corporate Governance Code (DCGK) was last updated in 2022. The version of the DCGK dated April 28, 2022, became the basis of the Declaration of Conformity upon its publication in the German Federal Gazette (Bundesanzeiger) on June 27, 2022. The Executive and Supervisory boards of AIXTRON SE declare that AIXTRON SE has complied with the recommendations of the DCGK and will continue to comply with them in the future.

Herzogenrath, February 25, 2026

AIXTRON SE

The Executive Board of AIXTRON SE

Two handwritten signatures in black ink. The signature on the left is 'Felix Grawert' and the signature on the right is 'Christian Danninger'.

Dr. Felix Grawert
Chief Executive Officer

Dr. Christian Danninger
Member of the Executive Board

For the Supervisory Board of AIXTRON SE

A handwritten signature in black ink, which appears to be 'Alexander Everke'.

Alexander Everke
Chairman of the Supervisory Board

Information about corporate governance practices

AIXTRON SE has approved a **Code of Ethics** that applies to the entire Group and is primarily aimed at members of the Executive Board, managers and selected employees from the finance department. The Code is intended to promote honest and ethical conduct, including the handling of conflicts of interest, the timely disclosure of complete, accurate and comprehensible quarterly and annual reports, compliance with applicable laws, rules and regulations, the prompt internal reporting of violations of the Code of Ethics, where applicable, and responsibility for compliance with the Code. The Code is available on the AIXTRON website at [Code of Ethics](#).

In addition, a **Compliance Code of Conduct** applies to the Executive Board, the Supervisory Board, the Senior Management Team and all employees, obliging them to act responsibly and in compliance with the law. This Code covers the following topics, among others: responsibility and respect for people and the environment; compliance with legal frameworks; lawful and ethical conduct by each individual employee; loyalty to the company; fair and respectful interaction with employees; rejection of any form of discrimination; responsible handling of corporate risks; environmentally conscious behavior; safety in all areas of work; professional conduct; reliability and fairness in all business relationships; compliance with guidelines on the granting and acceptance of benefits; handling of inside information; and handling of company property. The full text of the Compliance Code of Conduct is available on the AIXTRON website at [Code of Conduct](#).

AIXTRON has also published a **Compliance Manual** that is binding for all members of the Executive Board, the Supervisory Board, the Senior Management Team and all employees and which reinforces the principles of the Compliance Code of Conduct. The Compliance Manual contains detailed explanations of the compliance organization at AIXTRON, of statutory, regulatory and internal company requirements and of the behavioral requirements arising from these for the Executive Board, the Supervisory Board, members of the Senior Management Team and employees. The Compliance Manual is regularly updated to reflect new and/or amended statutory, regulatory and internal company requirements. The Compliance Manual was most recently newly structured and published in 2024. Communication of its contents forms a key component of the Group-wide compliance training program. Participation in compliance training is mandatory throughout the Group for members of the Senior Management Team and for all other employees. This is coordinated and monitored by the Compliance Department.

In addition, all members of the Senior Management Team and selected employees confirm in writing on a quarterly basis that compliance requirements have been adhered to within their areas of responsibility. When the Compliance Manual is updated, these individuals also declare that they have taken note of the updated version, complied with its contents, communicated it within their areas of responsibility and monitored its implementation. Furthermore, leadership principles have been defined for the company's executives, setting out behavioral expectations for managers in their interactions with employees.

AIXTRON's corporate governance system is aligned with the risks and opportunities arising for the company. The summarized management report presents the key aspects of the **Risk Management System (RMS)** and the **Internal Control System (ICS)**. These systems comply with statutory requirements and international standards, such as the

German Stock Corporation Act (AktG), the German Corporate Governance Code (DCGK) and auditing standard IDW PS 340 (new version) issued by the Institute of Public Auditors in Germany (IDW). The Senior Vice President & Chief Compliance Officer of the AIXTRON Group is responsible for the implementation and maintenance of these systems and regularly informs the Chief Financial Officer and the full Executive Board about the effectiveness of the corporate governance management systems in place. The Senior Vice President & Chief Compliance Officer also reports regularly to the Audit Committee of the Supervisory Board of AIXTRON SE or to its chairperson. For the 2025 fiscal year, the ICS was reviewed by external experts (Deloitte) with regard to its core elements, framework and selected controls on the basis of the IDW PS 982 auditing standard. No indications existed that the ICS was inadequate or ineffective. In the interest of continuous improvement, the RMS and ICS are continuously further developed. Based on the information available to the Executive Board of AIXTRON SE, it is not aware of any circumstances that would suggest that either the RMS or the ICS are not appropriate or effective.

AIXTRON has also set up a **whistleblower mechanism** in accordance with the requirements of the German Whistleblower Protection Act (HinSchG). Reports of violations of statutory, regulatory or internal company requirements may be submitted confidentially by email to the Chair of the Supervisory Board of AIXTRON SE. Depending on the nature and scope of the report, the Chair of the Supervisory Board decides, together with the Compliance function, whether additional persons or bodies should be involved. In the event of substantiated violations or deficiencies, the persons or bodies involved develop proposals for remedial measures in order to remedy the situation as quickly as possible, impose sanctions where appropriate and improve management and monitoring processes. Any information received is treated discreetly, confidentially and anonymously by the persons or bodies involved.

Furthermore, AIXTRON has a **Compliance Program for the Protection of Human Rights and the Environment** within AIXTRON's business area and supply chain, which is based on the German Supply Chain Due Diligence Act (LkSG), in order to be prepared for a possible future mandatory application of the LkSG. In particular, this includes a **Policy Statement on Human Rights and Environmental Strategy**, a **Code of Conduct for Suppliers** and a **Complaints Procedure** for reporting risks and violations in relation to human rights and the environment. These documents are available on the AIXTRON website at [Supplier Management](#).

Working methodologies of the Executive Board and Supervisory Board and composition and working methodologies of the committees

AIXTRON SE is a European public limited-liability company (Societas Europaea) and, in addition to German stock corporation law, is subject to the primarily applicable European SE regulations and the German SE Implementation Act (SEAG). The company operates under a dual-board management and control system with an Executive Board and a Supervisory Board.

The Executive Board manages the company independently and on its own responsibility and informs the Supervisory Board regularly, promptly and comprehensively about all

matters relevant to the company relating to strategy, planning, business development and performance, the risk situation, risk management and compliance.

The Supervisory Board appoints the members of the Executive Board and supervises and advises the Executive Board on the management of the company. For certain transactions and measures specified by law, the Articles of Association of AIXTRON SE or the Rules of Procedure for the Executive Board, the Executive Board requires the Supervisory Board's prior consent. The Executive Board must also inform the Supervisory Board of the conclusion, amendment and termination of significant contracts that do not require Supervisory Board consent. Moreover, the Executive Board must inform the Supervisory Board of all material events, even if they do not require Supervisory Board consent.

In 2025, the Management and Supervisory boards worked closely together in the interests of the company and all stakeholders. Their shared objective is to secure and further expand AIXTRON's leading market positions long-term in order to benefit sustainably from growing end markets.

The Executive Board of AIXTRON SE has not established any committees.

With the consent of the Supervisory Board, the Executive Board established an **Executive Committee (EC)** to support the Executive Board in managing the company. The EC comprises experienced executives from the organization as well as members of the Executive Board and consisted of six members as of the end of December 2025. This committee is responsible for managing the product portfolio and technology and product development as well as the operational business and current projects.

The Supervisory Board of AIXTRON SE has formed four committees: an Audit Committee, a Capital Markets Committee, a Nomination Committee and a Remuneration Committee. The Supervisory Board may also establish additional committees from among its members.

The **Audit Committee** has a chairperson and two further members. The chair, Prof. Dr. Anna Weber, is an independent member and possesses expertise in the financial accounting and auditing area (Section 107 (4), Section 100 (5) of the German Stock Corporation Act (AktG)). Financial accounting and auditing also include sustainability reporting and the auditing of sustainability reports. A further member, Mr. Ingo Bank, likewise possesses expertise in the financial accounting and auditing area. The members are very familiar with the sector in which AIXTRON operates, especially thanks to their many years of experience. The Audit Committee deals in particular with the audit of the financial statements, the monitoring of the financial accounting process, corporate governance and compliance, the effectiveness of the internal control system, the risk management system and the internal audit system. It also addresses the audit of the financial statements, the assessment of the quality of the audit and the review of the Group's non-financial consolidated statement to be prepared by the company. The Audit Committee discusses with the auditor the assessment of audit risks, the audit strategy and planning as well as the audit results. The committee chair is in regular contact with the auditor regarding the progress of the audit and informs the Audit Committee accordingly. Pursuant to recommendation D.10 of the German Corporate Governance Code (DCGK), the Audit Committee also consults regularly with the auditor without the Executive Board being present. Furthermore, it submits a reasoned recommendation to the plenary Supervisory Board regarding the election of the auditor. By resolution of the

Annual General Meeting on May 15, 2025, the Supervisory Board appointed KPMG AG Wirtschaftsprüfungsgesellschaft as the auditor. The Audit Committee monitors the auditor's independence and the additional services provided by the auditor. Finally, it addresses the issuance of the audit engagement to the auditor, the determination of audit focus areas and the agreement on audit fees. The chair, Prof. Dr. Anna Weber, regularly reports to the Supervisory Board on the Audit Committee's work.

For the purpose of evaluating, supporting and implementing projects with capital market relevance, a **Capital Markets Committee** has been established, consisting of three members, with Mr. Alexander Everke serving as chair.

The **Nomination Committee** has four members, including Mr. Alexander Everke as chair. In the event of new board appointments, the committee submits nomination proposals to the Supervisory Board as a whole and addresses succession planning for Supervisory Board positions.

The **Remuneration Committee** has three members, including Mr. Frits van Hout as Chairman. It primarily deals with the application of the compensation system in accordance with the requirements of ARUG II and the DCGK.

The working methodologies of the Executive Board, the Supervisory Board and the committees in the fiscal year 2025 are described in the [Report of the Supervisory Board](#) contained in this Annual Report. The composition of the committees is described in the section [Supervisory Board and its composition](#).

Executive Board and its composition

Pursuant to Section 8 of the Articles of Association of AIXTRON SE, the Executive Board consists of two or more members. The Supervisory Board determines the number of members of the Executive Board. It also decides whether a chairperson, deputy members or a deputy chairperson are to be appointed. At the time of reporting, the Executive Board consists of two members:

Executive Board

(as of December 31, 2025)

Name	Position	Since	End of Term
Dr. Felix Grawert	Chairman	August 14, 2017	August 13, 2030
Dr. Christian Danninger	Member	May 01, 2021	April 30, 2029

Notwithstanding the statutory joint responsibility of the Executive Board and the obligation of its members to cooperate closely and in a spirit of trust within the Executive Board, the responsibilities of the individual members of the Executive Board are allocated in accordance with the current allocation of responsibilities plan as follows:

The **Chairman of the Executive Board, Dr. Grawert**, coordinates the work of the Executive Board and, within the AIXTRON Group, is additionally responsible for the areas of strategic planning, marketing, sales, customer service, innovation, research and development as well as operations (procurement, manufacturing and logistics, quality management, facility management).

Executive Board member Dr. Danninger is responsible within the Group for finance and reporting, investor relations and communications, corporate governance, compliance and risk management, information security, information technology, human resources, legal affairs, and ESG (environmental, social, and corporate governance).

With Supervisory Board consent, the Executive Board has adopted rules of procedure, which are regularly reviewed in order to ensure that they are appropriate and up to date. Among other elements, these rules contain a list of matters of fundamental or material importance on which the Executive Board is required to pass resolutions. Examples of such matters include decisions on strategies, corporate plans and budgets of the company; material changes to the company's and the Group's structure; the commencement or discontinuation of the company's business activities; the acquisition or disposal of real estate or real-estate interests; the conclusion, amendment and termination of intercompany or significant licensing agreements; the awarding of major external consulting and research contracts; fundamental issues relating to human resources and personnel policy; the determination of principles for representation in business organizations and associations; the appointment of management and supervisory bodies of subsidiaries and equity investments; important publications and the issuing of information to the public outside regular disclosures; the initiation of proceedings and litigation; and the granting of collateral and the assumption of guarantees.

Both the Rules of Procedure for the Executive Board and the Articles of Association contain a catalog of material transactions and measures that additionally require the prior Supervisory Board consent. Transactions and measures requiring approval pursuant to the Articles of Association or the Rules of Procedure include, for example, decisions on the establishment or disposal of operating sites, the acquisition or disposal of real estate, the commencement or discontinuation of business activities as well as the granting and raising of loans.

In accordance with the Rules of Procedure, Executive Board meetings are held at least twice a month or when the interests of the company so require. They are convened and chaired by the Chair of the Executive Board (CEO). Each member of the Executive Board may at any time request an additional meeting on a specific topic. If the Chair of the Executive Board is prevented from doing so, the meeting is to be chaired by the member of the Executive Board designated for this purpose by the Chair or, failing such designation, by the member of the Executive Board with the greatest seniority by age. The Executive Board is quorate if all members have been invited and more than half of its members participate in the resolution, whereby members participating by telephone or video conference are deemed to be present. Resolutions are adopted by a simple majority of the votes cast, unless otherwise provided by law, the Articles of Association or the Rules of Procedure. In the event of a tie, the Chair of the Executive Board has the casting vote. If the Executive Board consists of two members and in the event of a tie, the Chair of the Supervisory Board is to be consulted and requested to mediate.

Each member of the Executive Board is to promptly disclose any conflicts of interest to the Supervisory Board and inform the other members of the Executive Board accordingly. Members of the Executive Board may engage in ancillary activities, in particular supervisory board mandates outside the company, only with Supervisory Board consent.

Long-term succession planning for the Executive Board and age limit for the Executive Board

AIXTRON is a globally active company operating in a highly dynamic and technologically demanding market environment. For this reason, it is of strategic importance for AIXTRON to have a competent Executive Board and to appoint suitable candidates to the Executive Board. Following the generational change on the Executive Board in recent years, the Supervisory Board also pursues long-term succession planning. In doing so, the Nomination Committee is guided by the defined requirements and competency profile, which is regularly reviewed and adjusted. As part of succession planning, the Supervisory and Executive boards will also consider potential internal candidates for appointment to the Executive Board. The age limit for members of the Executive Board is 65 years and is stipulated in the Rules of Procedure for the Executive Board.

Supervisory Board and its composition

Pursuant to Section 11 of the Articles of Association, the Supervisory Board of AIXTRON SE consists of six members. In accordance with the Articles of Association, their term of office ends with the Annual General Meeting that ratifies the members' acts for the fourth fiscal year after the commencement of their term of office, whereby the fiscal year of appointment is not counted. The Annual General Meeting may determine a shorter term of office.

The Supervisory Board elects a Chairperson and a Deputy Chairperson from among its members. The Chairperson of the Supervisory Board convenes and chairs the meetings of the Supervisory Board. If the Chairperson is prevented from doing so, these duties are assumed by the Deputy Chairperson.

The Supervisory Board has adopted [Rules of Procedure for itself](#). These define the duties, rights and obligations of the Supervisory Board, the organization of meetings and resolutions, and the formation of committees. The Rules of Procedure for the Supervisory Board were last amended in December 2025. The Audit Committee has its own Rules of Procedure, which were determined by the Supervisory Board.

In principle, the Chairperson of the Supervisory Board is willing to hold discussions with investors on topics specific to the Supervisory Board, provided that such discussions take place within an appropriate framework and concern matters that fall within the sole remit of the Supervisory Board. In the past fiscal year, no such discussions were held with the Chairman of the Supervisory Board.

The composition of the Supervisory Board, which is determined by the Articles of Association and the Annual General Meeting, was as follows as of December 31, 2025:

Composition of the Supervisory Board

(as of December 31, 2025)

Name	Position	Member since	End of term
Alexander Everke ¹⁾²⁾³⁾⁴⁾	Chairman of the Supervisory Board, Chairman of the Capital Markets Committee, Chairman of the Nomination Committee	2024	AGM 2028
Frits van Hout ³⁾⁴⁾	Deputy Chairman of the Supervisory Board, Chairman of the Remuneration Committee	2019	AGM 2028
Ingo Bank ¹⁾²⁾		2025	AGM 2029
Karen Florschütz ³⁾⁴⁾		2024	AGM 2028
Dr. Stefan Traeger ²⁾³⁾		2022	AGM 2029
Prof. Dr. Anna Weber ¹⁾	Chairwoman of the Audit Committee	2019	AGM 2028

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

Composition of Committees

(as of December 31, 2025)

Audit Committee	Capital Market Committee	Nomination Committee	Remuneration Committee
Prof. Dr. Anna Weber (Chairwoman)	Alexander Everke (Chairman)	Alexander Everke (Chairman)	Frits van Hout (Chairman)
Ingo Bank	Ingo Bank	Karen Florschütz	Alexander Everke
Alexander Everke	Dr. Stefan Traeger	Dr. Stefan Traeger	Karen Florschütz
		Frits van Hout	

Independence of Supervisory Board members and collaboration between the Supervisory Board and the Executive Board

In the Supervisory Board's assessment, the Supervisory Board should include an adequate number of independent members (Recommendation C.6 of the German Corporate Governance Code [DCGK]). For this reason, the Supervisory Board has set itself the objective that more than half of its members be independent (Recommendation C.7 DCGK). The Chair of the Supervisory Board should be independent of the company and of the Executive Board (Recommendation C.10 DCGK).

As all members of the Supervisory Board, which consists exclusively of elected shareholder representatives, are considered independent, the above recommendations are complied with.

No former member of the Executive Board is a member of the Supervisory Board. As a consequence, the Supervisory Board complies with Recommendation C.11 of the DCGK, according to which no more than two former members of the Executive Board should belong to the Supervisory Board.

The Supervisory Board must include at least one member with expertise in the area of financial auditing and at least one additional member should possess expertise in the area of financial accounting. These requirements are met by the two members, Prof. Dr. Weber and Mr. Bank.

In advance of the Supervisory Board meeting in December 2025, the members of the Supervisory Board completed a comprehensive self-assessment questionnaire. Following evaluation of the questionnaire, the Supervisory Board concluded that it performs its duties effectively in accordance with Recommendation D.12 DCGK.

Further mandates held by the members of the Executive and Supervisory boards are listed in the notes to the consolidated financial statements under [Note 35](#) Supervisory Board and Executive Board.

In the 2025 fiscal year, the company did not conclude or carry out any material transactions with related parties.

The Audit Committee is chaired by Prof. Dr. Weber, an independent and expert member of the Supervisory Board, in accordance with Recommendation D.3 DCGK. She is not the Chair of the Supervisory Board. The Audit Committee includes two members, Prof. Dr. Weber and Mr. Bank, each of whom possesses expertise in the areas of financial auditing and accounting.

The Supervisory Board holds four regular meetings per calendar year, while the Audit Committee holds seven regular meetings per calendar year. Extraordinary meetings of the Supervisory Board and the Audit Committee as well as meetings of the Nomination Committee, the Remuneration Committee and the Capital Markets Committee are convened as required.

The Executive Board regularly reports to the Supervisory Board and its committees on the company's situation. At the invitation of the Chair of the Supervisory Board or the respective committee chairs, the Executive Board regularly attends their meetings. It provides written and verbal information on the agenda items and draft resolutions and answers the questions of the Supervisory Board members. Between meetings, all members of the Supervisory Board receive detailed quarterly reports from the Executive Board on the company's situation. In addition, the Executive Board keeps the Chair of the Supervisory Board and the Chair of the Audit Committee informed of important developments and decisions through telephone calls and personal discussions. In accordance with Recommendation D.6 DCGK, meetings are also held without the Executive Board.

Resolutions of the Supervisory Board and its committees are generally adopted at meetings. In exceptional cases, members of the Supervisory Board may also participate in a meeting by telephone or video conference. The Supervisory Board and its committees constitute a quorum if two thirds of their members participate in the vote. Voting may also take place in writing, by fax, telephone or email, or by a combination of these means of communication, provided that no member of the Supervisory Board objects. Resolutions are adopted by a simple majority of the votes cast. In the event of a tie, the vote of the chair of the meeting is decisive.

Each member of the Supervisory Board must disclose conflicts of interest to the Supervisory Board, in particular those that may arise as a result of advisory activities or

positions on governing bodies at customers, suppliers, lenders or other third parties. If a Supervisory Board member has a material and permanent conflict of interest, he or she must resign from the Supervisory Board.

Self-assessment of the Supervisory Board

The Supervisory Board conducted a self-assessment in the 2025 fiscal year. For this purpose it used a questionnaire with AIXTRON-specific criteria. The results were discussed within the board and demonstrated a relationship of trust and open collaboration both within the Supervisory Board and with the Executive Board. The work of the Supervisory Board and its committees was professional, constructive and effective. No fundamental need for improvement was identified.

Information on the equal participation of men and women pursuant to Section 76 (4) and Section 111 (5) AktG

Pursuant to Sections 76 (4) and 111 (5) of the German Stock Corporation Act (AktG), listed companies or companies subject to co-determination are required to set targets for the percentage of women on the Supervisory Board, the Executive Board and the two management tiers below the Executive Board. The German Corporate Governance Code (DCGK) also requires this in Principle 3 and in Principle 9, Sentence 2, with regard to the Executive Board, and in Recommendation C.1, Sentence 2, with regard to the Supervisory Board.

AIXTRON pursues the objective of balanced participation of both genders in management and supervisory bodies as well as at management tiers. Appointment decisions are based primarily on professional and personal suitability and social competence. In line with statutory requirements, target figures for the percentage of women are defined and disclosed.

The **Supervisory Board** of AIXTRON SE has defined the following **targets for the proportion of women** to be achieved by **December 31, 2030**:

Level	Target as of December 31, 2030	Percentage of women as of December 31, 2025	Defined by
Supervisory Board	33%	33%	Supervisory Board
Executive Board	0%	0%	Supervisory Board

The Supervisory Board consists of six members, two of whom are women. Accordingly, the percentage of female Supervisory Board members as of December 31, 2025, amounted to approximately 33%. The composition of the Executive Board corresponds to the target figure defined for the Executive Board. As a consequence, as of December 31, 2025, the percentage of women on both the Supervisory and the Executive boards met the respective target figures in each case.

The Supervisory Board of AIXTRON SE has set a target figure of 0% for the percentage of women on the Executive Board to be achieved by December 31, 2030. The Executive Board of AIXTRON SE currently consists of two members whose mandates run for the long term. An expansion of the Executive Board is not currently planned. In the event of future appointments becoming necessary, female and male candidates will be considered on an equal basis and exclusively on the basis of their professional and personal suitability.

Pursuant to Section 76 (4) AktG, the **Executive Board** of AIXTRON SE has set **targets for the percentage of women** of 10% for the first management tier below the Executive Board and 25% for the second management tier below the Executive Board. These targets are to be achieved by **December 31, 2030**.

Level	Target as of December 31, 2030	Percentage of women as of December 31, 2025	Defined by
1st tier management	10%	4%	Executive Board
2nd tier management	25%	21%	Executive Board

The target figures were defined in compliance with the statutory requirement that, where the percentage of women is below 30%, the target figure must not fall below the proportion already achieved (Sections 76 (4) and 111 (5) AktG).

The percentage of women at all management tiers is intended to increase over the long term. To this end, the Executive Board has launched various measures to support female talent at AIXTRON. These include coaching and mentoring programs for selected female managers. In addition, regular women's network meetings were held in 2025 to discuss strategic topics. In the interests of equal participation of women in management positions, the Supervisory and Executive boards of AIXTRON SE place a special emphasis on female candidates during the candidate evaluation process.

Target achievement in the past reference period (until December 31, 2025):

First management tier: role-specific profile requirements during the reporting period, a limited pipeline of suitable female candidates and external career opportunities for female managers resulted in the target figure (10%) not being achieved (actual: 4%).

Second management tier: the target (20%) was achieved (actual: 21%). To sustainably safeguard and moderately increase this proportion, the existing catalog of measures will be continued.

Diversity concept for the Executive Board and Supervisory Board; targets for the composition of the Supervisory Board and status of implementation

Executive Board

In accordance with the German Corporate Governance Code (DCGK), AIXTRON has addressed objectives for appropriate diversity in corporate management (Recommendations B.1 and C.1).

When considering proposals from the Nomination Committee for the appointment of members of the Executive Board, the Supervisory Board takes into account the candidates' personal and professional suitability, international experience and leadership qualities, the defined age limit for members of the Executive Board and diversity with regard to aspects such as age, gender as well as educational and professional background. The Executive Board should consist of members with different and complementary skills profiles, a balanced age structure and diverse personalities. In addition to the aforementioned attributes, the members of the Executive Board should, both individually and as a team, possess diverse knowledge, experience as well as educational and professional backgrounds. Given the company's international orientation, international experience is desirable. When searching for suitable candidates for vacant positions on the Executive Board, the Supervisory Board observes the diversity concept and also takes female candidates into consideration.

Supervisory Board

The Supervisory Board set a target of 33% for the percentage of women on the Supervisory Board to be achieved by December 31, 2025. At present, two of the six members of the Supervisory Board are women, namely Karen Florschütz and Prof. Dr. Anna Weber, corresponding to a percentage of approximately 33%. This target has been achieved. The objectives for the composition of the Supervisory Board are described in detail below:

- When proposing candidates for election to the Supervisory Board, the Nomination Committee ensures that the Supervisory Board always includes members who, both individually and collectively as a team, possess the knowledge, skills and professional experience required for the proper performance of their duties. Furthermore, the members should be independent. The Nomination Committee thereby contributes to increasing efficiency and enhancing transparency in the selection process. As a rule, members of the Supervisory Board should be elected for the maximum term permitted under the Articles of Association.
- AIXTRON is strongly export-oriented. In particular, experience in the electronics and semiconductor markets relevant to AIXTRON is of significant advantage.
- As a rule, an age limit of 75 years at the time of leaving office is considered appropriate for members of the Supervisory Board. New members of the Supervisory Board should be available to the company for at least two terms of office.

- The aim is for Supervisory Board members to have the most diverse training, qualifications, expertise and international experience possible in order, overall, to possess the knowledge, skills and professional experience required for the proper performance of their duties. Company- and product-related expertise with an understanding of the business model, industry-specific characteristics and processes in the various corporate functions, such as business administration, financial accounting, financial auditing, corporate development, capital markets, technology, special-purpose machinery manufacturing, markets/sales, the semiconductor market, etc., is advantageous.
- It is in the company's interest to harness the potential of well-qualified and motivated individuals of different nationalities and genders. The Supervisory Board supports an appropriate participation of women and men on the Supervisory Board, as reflected in the current percentage of women of approximately 33%.
- In the Supervisory Board's assessment, it should include a sufficient number of independent members. A member of the Supervisory Board is generally not considered independent in particular if he or she maintains a business or personal relationship with the company, its governing bodies, a controlling shareholder or an affiliated company that may give rise to a material and not merely temporary conflict of interest.
- More than half of the members of the Supervisory Board should be independent.
- No more than two former members of the Executive Board should belong to the Supervisory Board.
- Members of the Supervisory Board should not perform executive functions or advisory services for significant competitors of the company.
- At least one member of the Supervisory Board must possess expertise in the area of financial accounting and at least one further member must possess expertise in the area of financial auditing. These two members are also to be members of the Audit Committee.
- Given greater requirements regarding the professionalization of supervisory board activities and in order to ensure a high level of efficiency of the Supervisory Board's work, as in previous years, new members of the Supervisory Board should not hold more than five mandates in other listed companies or other companies with comparable requirements, whereby a chairmanship of a supervisory board counts as two mandates.

In addition to the targets for its composition, the Supervisory Board has developed a competency profile for the entire body. In light of AIXTRON's business activities and the markets served by the company, the Supervisory Board should possess competencies in the areas of technology, finance/accounting, capital markets, strategy and corporate management as well as in the sustainability topics relevant to AIXTRON SE. Moreover, an established network of relationships and many years of experience in the respective disciplines are advantageous.

The Supervisory Board meets the requirement for diversity within the Supervisory Board (Recommendation C.1, Sentence 2, DCGK), inter alia, through the diverse competencies of

its individual members (in areas such as finance, capital markets, M&A as well as technology and markets).

The Executive and Supervisory boards of AIXTRON SE are convinced that, in its composition, the Supervisory Board fully meets both its own objectives and competency profile as well as the requirements of the DCGK regarding appropriate diversity and an appropriate number of independent Supervisory Board members.

As Chair of the Audit Committee of AIXTRON SE, Prof. Dr. Anna Weber possesses expertise in the areas of financial accounting and auditing. She works as a certified public auditor and serves as a member of the supervisory board and as chair of the audit committee of another listed company. In addition, she is Professor of Business Administration with a focus on financial accounting and external reporting. Supervisory Board member Mr. Ingo Bank also possesses expertise in the areas of financial accounting and auditing area. He is Chief Financial Officer of City Football Group and previously served for many years as Chief Financial Officer of a listed group (Recommendation D.3 DCGK).

In the following qualification matrix (Recommendation C.1 DCGK), the Supervisory Board presents a clear overview of the status of implementation of the competency profile sought for the entire body:

	Alexander Everke	Frits van Hout	Ingo Bank	Karen Florschütz	Dr. Stefan Traeger	Prof. Dr. Anna Weber
Length of tenure						
Member since	2024	2019	2025	2024	2022	2019
Overall suitability						
Independence ¹⁾	+	+	+	+	+	+
No overboarding	+	+	+	+	+	+
Diversity						
Year of birth	1963	1960	1969	1969	1967	1984
Gender	m	m	m	w	m	w
Nationality	German	Dutch	German	German	German	German
International experience relating to relevant foreign markets	+	+	+	+	+	+
Educational background	Engineering (university) & industrial engineering (university of applied)	Physics	Business Administration	Economics / BSc. Engineering, MBA	Physics & Business Administration (MBA)	Business Administration, tax consultant, auditor
Professional competencies²⁾						
Corporate leadership ³⁾	+	+	+	+	+	
Strategy	+	+	+	+	+	
Sales & marketing	+	+	+	+	+	
Operations & supply chain	+	+	+	+	+	
Digitalization of capital goods-related business models		+		+	+	
Personnel / HR	+	+	+	+	+	+
Capital markets / investor relations	+	+	+	+	+	
Accounting (including sustainability reporting)			+			+
Auditing (including sustainability reporting)			+			+
Legal / compliance / corporate governance	+		+	+	+	+
Sustainability / ESG	+		+	+	+	+
(Geo)politics	+	+	+	+	+	
Entrepreneurship & value creation	+	+	+	+	+	
Technology expertise²⁾						
Semiconductor (equipment) industry	+	+	+	+	+	
Compound semiconductors	+	+	+			
Knowledge of customer industries²⁾						
Power electronics	+			+		
Optoelectronics	+		+		+	
Display industry	+	+	+			

¹⁾ In accordance with the German Corporate Governance Code (DCGK)

²⁾ Criterion fulfilled (+), on the basis of the Supervisory Board's self-assessment

³⁾ Experience as an Executive Board member of capital market-oriented companies of comparable complexity or comparable experience

Information on the remuneration of the Executive Board and Supervisory Board and the Executive Board remuneration system

Detailed information on the remuneration structure and remuneration of the individual members of the Executive Board and the remuneration of the members of the Supervisory Board can be found in the company's [Remuneration Report](#).

The remuneration system pursuant to Section 87a (1) and (2) Sentence 1 AktG, which was approved by the Annual General Meeting in 2024 with an approval rate of 91.2% in accordance with Section 113 (3) AktG, is available on the company's website at [Executive Board remuneration system](#). The remuneration report prepared pursuant to Section 162 AktG for the most recent fiscal year, including the auditor's opinion in accordance with Section 162 AktG, is included in the Annual Report under the sections [Remuneration report](#) and [Audit opinion](#). The Annual Report is available on the company's website in the Annual Report area.

Remuneration reports prepared pursuant to Section 162 AktG for previous fiscal years, together with the respective auditor's opinions in accordance with Section 162 AktG are available on the company's website in the [AGM Archive](#).

Shareholders and the Annual General Meeting

The Annual General Meeting was held in person on May 15, 2025. The notice convening the Annual General Meeting was published in the German Federal Gazette (Bundesanzeiger) in due time in accordance with the statutory requirements and included, inter alia, the agenda with the management's and/or the Supervisory Board's proposed resolutions as well as the conditions for participation in the Annual General Meeting and the exercise of voting rights. All reports and documents required by law were available on the AIXTRON website at [Annual General Meeting](#) from the date of convening the Annual General Meeting. Following the Annual General Meeting, AIXTRON published the attendance and voting results on its website.

Eight agenda items were on the agenda. All proposed resolutions were adopted by clear majorities. At the time of voting, approximately 50% of AIXTRON's share capital was represented at the Annual General Meeting.

Transparency

AIXTRON informs its stakeholders, such as customers, suppliers, shareholders, shareholder associations, potential investors, financial analysts and the media, promptly and regularly about the Group's business performance. The internet is used as the primary communication medium for this purpose.

Reporting on the financial position and results of AIXTRON SE and the AIXTRON Group is carried out in German and/or English by means of:

- the Annual Report, including the consolidated financial statements, the combined management report and the report of the Supervisory Board,
- the separate annual financial statements of AIXTRON SE, including the combined management report,

- the Group's non-financial statement (sustainability report),
- interim financial reports,
- quarterly conference calls for the press and analysts and their recordings,
- corporate presentations,
- the publication of inside information, corporate announcements and press releases.

The date of the Annual General Meeting and the publication dates of the financial reports are published in the [Financial Calendar](#) on the AIXTRON website. The aforementioned reports, speech manuscripts, presentations, webcasts and announcements are also freely accessible on the AIXTRON website.

Financial accounting and auditing

The quarterly statements as of March 31 and September 30, the half-year financial report as of June 30 and the consolidated financial statements as of December 31, 2025, were prepared in accordance with International Financial Reporting Standards (IFRS). The annual financial statements of AIXTRON SE for the 2025 fiscal year and the combined management report were prepared in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG).

The consolidated financial statements and the separate annual financial statements as well as the combined management report of AIXTRON SE were audited by the auditor and approved and/or adopted by the Supervisory Board. The auditor is required to inform the Chair of the Supervisory Board or the Chair of the Audit Committee of any grounds for exclusion or exemption or of any inaccuracies in the declaration of compliance that arise during the audit. No such notification obligations arose in the reporting year.