

Corporate Governance Declaration of Conformity

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 on May 15, 2012).

The Company intends to remain fully compliant in the future.

Since the last declaration of conformity of February 2012, AIXTRON SE fully complied with the recommendations of the German Corporate Governance Code version dated May 26, 2010.

Herzogenrath, February 2013

AIXTRON SE

For the Executive Board of AIXTRON SE

For the Supervisory Board of AIXTRON SE

Paul Hyland
Chairman and Chief Executive Officer

Kim Schindelhauer
Chairman of the Supervisory Board