

## Declaration of Compliance

In accordance with section 161 German Stock Corporation Act (*Aktiengesetz*), the Executive Board and the Supervisory Board of AIXTRON AG declare:

“The recommendations of the Government Commission of the German Corporate Governance Code (*Regierungskommission Deutscher Corporate Governance Kodex*) dated 21 May 2003 (hereinafter “Code”) and published by the Federal Ministry of Justice (*Bundesministerium der Justiz*) in the official section of the electronic Federal Gazette are complied with, except for the following recommendations:

1. Section 4.2.4 of the Code recommends that the compensation of the members of the Executive Board shall be reported in the Notes of the Consolidated Financial Statements subdivided according to fixed, performance-related and long-term incentive components. Such figure shall be individualized.

AIXTRON AG will report the compensation of the members of the Executive Board in the Notes of the Consolidated Financial Statements subdivided according to fixed, performance-related and long-term incentive components, but not individualized. It is AIXTRON AG’s view that an individualized break-down would not provide any relevant additional information for the capital markets.

2. Section 5.4.5 (3) of the Code recommends that the compensation of the members of the Supervisory Board shall be reported in the Notes of the Consolidated Financial Statements individualized, subdivided according to the components.

AIXTRON AG will report the compensation of the members of the Supervisory Board in the Notes of the Consolidated Financial Statements subdivided according to the components, but not individualized. It is AIXTRON AG’s view that an individualized break-down would not provide any relevant additional information for the capital markets.”

AIXTRON AG

Aachen, December 2003

Executive Board

*/s/ Paul Hyland  
Chairman of the Executive Board*

Supervisory Board

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