

Declaration of Conformity

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 May 21, 2003 (hereinafter “Code”) and published by the Federal Ministry of Justice (*Bundesministerium der Justiz*) in the official section of the electronic Federal Gazette have been and are being complied with, except for the following recommendations:

1. **Individualized reporting of the compensation of the Executive Board (Section 4.2.4)**

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. **Individualized reporting of the compensation of the Supervisory Board (Section 5.4.5 (3))**

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, March 2005

Executive Board

/s/ Paul Hyland
Chairman of the Executive Board

Supervisory Board

/s/ Kim Schindelhauer
Chairman of the Supervisory Board