

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“), published by the Federal Ministry of Justice (Bundesministerium der Justiz) in the official section of the electronic Federal Gazette as applicable from time to time, have been complied with in full since the latest Declaration of Conformity of March 2006.

In the future, it is intended that they will continue to be fully complied with.

Aachen, March 2007

AIXTRON AG

For the Executive Board
of AIXTRON AG

|s| Paul Hyland
(Chairman)

For the Supervisory Board
of AIXTRON AG

|s| Kim Schindelhauer
(Chairman)