# Global Rule A.4

# Insider Law

| RegID | A.4 | Version | 4.1 | Language | en |
|---|---|---|---|---|---|
| **Summary** | Internal rules of conduct to prevent non-compliance with insider trading legislation. | | | | |
| **Scope** | Infineon worldwide | | | | |
| **Intranet homepage of this Rule** | **Always check the intranet homepage of this rule for updates.**<br>The homepage provides the full context of this rule in the latest state. You will find references to the most recent versions of<br>• this rule document<br>• supporting documents that may be enforced through this rule<br>• hints and links to other regulations or resources that are relevant in the context of this rule | | | | |

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# Scope

This Rule has been released pursuant to the Global Rule A.1 “Creation and management of Rules”.

It applies to all employees and members of the representative bodies of all Infineon Companies worldwide (hereinafter collectively “Infineon Employees”).

# Rule content

This Rule stipulates a set of internal rules of conduct for Infineon Employees having come into contact with inside information; potentially, any Infineon Employee may belong to this group. The rules aim at preventing non-compliance with insider trading legislation.

## I. Statutory insider regulation

Like anyone else Infineon Employees are subject to compliance with applicable local laws and regulations regarding the trading of securities of listed companies, including the use of inside information.

### A. Insider trading prohibitions

Insider trading is defined as trading in listed securities on the basis of inside information, i.e. non-public information which could influence the price of such securities

Insider trading is prohibited by law in practically all countries of the world. For the EU member states the “Market Abuse Regulation” (MAR) prohibits

- the use, or the attempted use, of inside information in connection with the trading of securities (**"Prohibition to Trade"**). The Prohibition to Trade also covers the use – or the attempted use – of inside information by cancelling or amending an order where the order was placed before the person concerned possessed the inside information;

- giving tips/recommendations to others to engage in insider trading or inducing them to do so (**"Prohibition to Induce"**);

- the disclosure of inside information to unauthorized third parties (**"Prohibition to Disclose"**).

Infineon Employees must observe the aforementioned “**Insider Prohibitions**” not only with respect to “**Infineon Financial Instruments**” (= listed Infineon shares, bonds, warrants and options, including comparable derivative financial products), but also with respect to securities of other domestic and foreign listed companies as Infineon, if – for instance as a result of acquisition or co-operation negotiations – they are aware of any non-public information which could influence the price of listed securities (= inside information).

### B. Closed Periods

Regardless of the existence of inside information the members of the Management Board and of the Supervisory Board of Infineon Technologies AG have to observe certain statutory

closed periods in connection with the financial accounts obligatory to be published during the business year, during which they shall not conduct any transactions on their own account or for the account of a third party, directly or indirectly, relating to Infineon Financial Instruments.

## II. Prohibition for specified Infineon Employees to Trade, Induce and Disclose during defined Closed Periods

Infineon is committed to protecting Infineon Employees against violations of statutory insider trading rules. Equally, Infineon has a vested interest in ensuring that Infineon Employees do not contravene any statutory insider trading rules.

In addition to only dedicated persons having to comply with the applicable statutory requirements (cf. I. above), Infineon Employees must comply with the following provisions:

### A. "Insider Employees"

In order to avoid even the suspicion of any violation of statutory insider trading rules, certain senior Infineon employees, are generally prohibited from conducting transactions in Infineon Financial Instruments during specified closed periods, regardless of applicable insider trading legislation. These so-called "**Insider Employees**" include two groups:

- Group 1: Infineon employees with a Global Grade of at least 16.
- Group 2: Infineon Employees included in Infineon's insider list.

### B. Prohibitions

It exists for Insider Employees during specified closed periods a general prohibition to trade, a prohibition to induce and a prohibition to disclose. However, the closed periods for each group are different; furthermore, the respective prohibitions are related to different financial instruments:

(1) Regardless of the existence of any specific inside information the prohibitions to trade, induce and disclose for Group 1 shall start 30 calendar days before the quarterly announcement of the financials and shall end upon the announcement of the respective financial or quarterly report. The prohibitions for the members of Group 1 exclusively apply to Infineon Financial Instruments.

The respective closed periods shall be timely published on Infineon’s intranet. Each member of Group 1 is obliged to keep him-/herself informed about the closed periods.

(2) Regardless of the existence of any specific inside information the prohibitions to trade, induce and disclose shall apply for any Group 2 member during the period in which he/she is included in the Infineon insider list. The relevant dates for the closed period are not the entry dates in the insider list, but the dates on which the employee is informed of his/her inclusion in, or removal from, the list. The prohibitions for the members of Group 2 apply in each case to Infineon Financial Instruments and – provided the project causing the entry in the insider list is related to a listed company – additionally to such company’s financial instruments.

If a person qualifies as belonging to *both* groups of Insider Employees, the relevant prohibitions under (1) and (2) apply *simultaneously*. Infineon Employees who do *not* belong to *either* of the two groups are not affected by the prohibitions stipulated in this section B.

### C. Exceptions

Exceptions to the prohibitions under section B. above are transactions, in which the securities affected by the inside information only play a minor, unspecific role only. For example, an Infineon Employee may at any time acquire an interest in an investment fund which also contains less than 20% of such securities.

Specifically excluded from the prohibition to trade are transactions, whose execution is beyond the control of the Infineon Employee. Accordingly, transactions not executed by an Infineon Employee but by a person professionally executing or brokering such transaction are permitted – always provided that the person has full discretion in making his/her investment decisions and the Infineon Employee can take no influence on the composition of the investment portfolio (e.g. in the framework of a stock savings or asset management plan).

### D. Prohibition to trade share-based remuneration components

There are no restrictions with respect to the acquisition or award of Infineon Financial Instruments in conjunction with an employee share purchase plan available to Infineon Employees, such as the Performance Share Plan (PSP). Infineon Financial Instruments (like the Performance Shares under the PSP) may therefore be *awarded* or *exchanged* into Infineon shares under the terms of the plan during closed periods. However, Infineon shares acquired in this way may only be sold if there is no prohibition to trade pursuant to section B. above.

To the extent that the terms of an employee share purchase plan require the Infineon Employee to invest in Infineon shares or a certain amount of Infineon shares has to be acquired according to so-called Share Ownership Guidelines, the acquisition and sale of such shares is subject to the prohibition to trade pursuant to Section B. above.

## III. Handling of Inside Information by Infineon Employees

Inside information must not be communicated or made available by Infineon Employees to any person outside the Infineon Group without authorization (e.g. to journalists, financial analysts, customers, consultants or close family members). Likewise the communication of inside information to other Infineon Employees is only permitted to the extent the recipient requires the information to perform his/her work. The recipient must be informed that the information communicated is inside information and that it must therefore be treated with extreme confidentiality.

As an underlying principle, inside information must be kept under lock and key or otherwise secured to ensure it cannot be accessed by unauthorized persons.

The aforesaid applies accordingly to *potential* inside information, i.e. to information which may subsequently become inside information or as a result of which a NDA has already been signed by the Infineon Employee or an entry has been made in the insider list.

### IV. Disclosure of Inside Information and Insider Lists

The decision to disclose inside information relating to Infineon is solely the responsibility of Infineon's Management Board. According to Supporting Document P.4 Disclosure Committee und Insiderliste (only available in German) in predefined cases related to Infineon Technologies AG Infineon's Disclosure Committee has to be involved prior to the decision being taken and eventually an insider list has to be created.

### V. Supervision and legal consequences

The respective supervisory authorities are monitoring anomalies in securities transactions and can start investigations – also against Infineon Employees individually – using public means of enforcement where appropriate. Non-compliance with statutory insider law is pursuant to the German Securities Trading Act (*Wertpapierhandelsgesetz*) classified as a misdemeanor (*Ordnungswidrigkeit*) or, in serious cases, as a criminal offence (*Straftat*) and are punishable by administrative or criminal fines or prison sentences. Applicable local rules may be different and, in fact, even more rigid. Violations of the Insider Prohibitions may therefore have serious consequences – both for the employee concerned as well as for Infineon – by way of serious criminal sanctions. Besides, for the employee concerned, said violations can – like cases of non-compliance with this rule – result in employment contract sanctions. Infineon regularly informs the Infineon Employees about the duties resulting from insider law.

## Proof of evidence

Infineon informs its employees ahead of the beginning of each closed period according to II.B.(1) in due time via the Intranet. About the entry in and the deletion from the insider list the employees are informed via email; the employees' confirmation of receipt of the entry message is documented in the so-called "Insider Manager" of EQS Group AG.

## Appendix

### List of references

The following list shows all links contained in this document

- Supporting Document P.4 "Disclosure Committee und Insiderliste"

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## Validity

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