

Infineon Technologies AG

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AD HOC NOTIFICATION PURSUANT TO ARTICLE 17 OF THE MARKET ABUSE REGULATION

***** CAPITAL INCREASE*****

Infineon determines the placement price for the new shares

Neubiberg, 26 May 2020 – Infineon Technologies AG (“**Infineon**“) has decided to increase its share capital through partial utilization of its authorized capital under the exclusion of shareholders’ subscription rights from EUR 2,501,842,274.00 by EUR 110,000,000.00 to EUR 2,611,842,274.00. The 55,000,000 new no-par value ordinary registered shares were placed, following an accelerated bookbuilding process with institutional investors, and carry full dividend rights as from 1 October 2019.

The shares were placed at a placement price of EUR 19.30 per share resulting in gross proceeds of EUR 1.06 billion before deduction of commissions and expenses. The net proceeds from the capital increase shall be used to partially re-finance the purchase price for the acquisition of Cypress Semiconductor Corporation that closed on 16 April 2020, by repaying a portion of the loans entered into for financing the acquisition.

Admission of the new shares for trading in the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange is expected to take place without a prospectus on 29 May 2020. Trading is expected to commence on 3 June 2020. It is intended to include the new shares in the existing listings of the company’s shares. The delivery of the new shares is scheduled for 3 June 2020. Following the private placement, Infineon will be subject to a lock-up, i.e. an obligation not to, inter alia, issue further shares or financial instruments convertible into shares or to conduct a further capital increase, of 90 days, subject to market standard exemptions.

Important notice

The distribution of this announcement and the offering of the shares of Infineon in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in the United States of America, Australia, Canada, Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

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In member states of the European Economic Area (“EEA”) and in the United Kingdom, this announcement is only addressed to and directed at persons who are ‘qualified investors’ within the meaning of Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended, the “Prospectus Regulation”) (“Qualified Investors”). In the United Kingdom, this announcement is only addressed to and directed at Qualified Investors who are persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”), (ii) falling within Article 49(2)(a) to (d) (high net worth companies, incorporated associations, etc.) of the Order, or (iii) to whom it may otherwise be lawfully communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it.

To the extent this announcement contains predictions, expectations or statements, estimates, opinions and projections with respect to anticipated future performance of Infineon (“forward-looking statements”), they are based upon current views and assumptions of the Infineon management, which were made to its best knowledge. Forward-looking statements reflect various assumptions taken from Infineon’s current business plan or from public sources which have not been independently verified or assessed by Infineon and which may or may not prove to be correct. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors which could cause the earnings position, profitability, performance or the results of Infineon or the success of the industries in which Infineon operates to differ materially from the earnings position, profitability, performance or the results expressly or implicitly assumed or described in these forward-looking statements. In consideration of these risks, uncertainties and other factors, persons receiving this document are advised not to rely on these forward-looking statements. Infineon does not assume any liability or guarantee for such forward-looking statements and will not adjust them to any future results and developments.

Information to Distributors

Pursuant to EU product governance requirements, the shares have been subject to a product approval process, under which each distributor has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II. Any distributor subsequently offering the shares is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

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