

Infineon Technologies AG Annual General Meeting 2020

Information for investors on
Agenda Items 7 to 9
Capital Authorizations

Investor Relations, January 2020



Disclaimer

This documents contains explanations on parts of the invitation to and agenda of the Annual General Meeting of Infineon Technologies AG, which was published in the Federal Gazette on January 13, 2020. This information is provided to investors for convenience purposes only. No warranty is made as to the accuracy of this summary and Infineon Technologies AG assumes no liability with respect thereto. Only the invitation is decisive for the adoption of resolutions by the Annual General Meeting.

Overview on Capital Authorizations – Status Quo

Key Data: Share Capital 2,501,842,274 EUR; Number of shares outstanding 1,250,921,137⁽¹⁾

| | Name | Purpose | Initial volume | | Previous exercises | Exclusion of subscription rights | Term | Resolution proposal to AGM |
|---------------------|------------------|---|-----------------|---------------------------------------|---|---|---------------------------------------|---|
| | | | Nominal in euro | % of the Share capital ⁽²⁾ | | | | |
| Authorized Capital | Auth.Cap. 2015/I | General purposes | 676,000,000 | 30.0 | 225,547,846 (Share placement in June 2019, ABB ⁽³⁾) | 10 % (cash, simplified procedure) respectively 20% (e.g. in kind) | February 11, 2020 | Item 8: Revocation of Authorized Capital 2015/I; Creation of a new Authorized Capital 2020/I, see next slide |
| | Auth.Cap. 2016/I | Employee shares | 30,000,000 | 1.3 | - | 1.3 % | February 17, 2021 | - |
| Conditional Capital | Con.Cap. 2010/I | Stock Option Plan 2010 | 24,000,000 | 1.1 | 20,037,373 | 1.1 % | December 14, 2019 ⁽⁴⁾ | Item 7: Revocation of Conditional Capital 2010/I |
| | Con.Cap. 2018 | Convertible bonds / bonds with warrants | 260,000,000 | 11.4 | - | 10% (cash, simplified procedure) respectively 20% | Authorization until February 21, 2023 | Item 9: Revocation of authorization to issue convertible bonds/bonds with warrant and Cond. Cap. 2018 and new authorization / creation of a new Conditional Cap. 2020/I |

Mutual offsetting

(1) Including 5,431,692 own shares

(2) Based on share capital at the time of the publication of the invitation to the AGM granting the authorization

(3) ABB = Accelerated Bookbuilding, accelerated placement with exclusion of subscription rights for refinancing of the planned acquisition of Cypress Semiconductor

(4) No further exercises under stock option plan 2010 possible after this date

Overview on Capital Authorizations– NEW

Key Data: Share Capital 2,501,842,274 EUR; Number of shares outstanding 1,250,921,137⁽¹⁾

| | Name | Purpose | Current Volume | | Exclusion of subscription rights | Term |
|--------------------|------------------------------------|---|-----------------|---------------------------------------|----------------------------------|-------------------|
| | | | Nominal in euro | % of the Share capital ⁽²⁾ | | |
| Authorized Capital | <i>Item 8:</i> Auth.Cap. 2020/I | General purposes | 750,000,000 | 30 | 10 % | February 19, 2025 |
| | Auth.Cap. 2016/I | Employee shares | 30,000,000 | 1.1 | 1,1 % | February 17, 2021 |
| Cond. Capital | <i>Item 9</i> Cond.Cap. 2020/I | Convertible Bonds / Bonds with warrants | 260,000,000 | 10.4 | 10 % | February 19, 2025 |

Due to mutual offsetting, an exclusion of subscription rights under Auth.Cap.2020/I and/or Cond.Cap.2020/I is only possible up to a maximum of 10% of the share capital⁽³⁾

- (1) Including 5,431,692 own shares
- (2) Based on the current share capital
- (3) Offsetting of shares out of Auth.Cap.2016/I against Cond.Cap.2020/I and Auth.Cap. 2020/I. However, no reverse offsetting against Authorized Capital 2016/I.



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