



Rights of shareholders

The rights of shareholders prior to and during the Annual General Meeting include the following:

1. Additions to the Agenda

Section 122, paragraph 2, AktG entitles shareholders whose combined shareholdings reach the nominal amount of €500,000.00 of the Company's share capital (corresponding to 250,000 shares) to demand that items be added to the Agenda and announced. Each new item must be accompanied by an argument in favor or a proposed resolution. The demand must be submitted in writing to the Management Board of Infineon Technologies AG (Am Campeon 1-12, 85579 Neubiberg, Germany) and must be received by the Company at least 30 days prior to the meeting, i.e. no later than 12 midnight (CET) on January 18, 2016. According to section 122, paragraph 2, and paragraph 1, AktG in the version valid until December 30, 2015¹ in conjunction with section 142, paragraph 2, second sentence, AktG, the shareholders concerned must verify that they have owned the shares at least since 0.00 a.m. (CET) on November 18, 2015.

The corresponding statutory provisions read in extracts as follows:

Section 122, paragraph 1, 2 AktG (old version):

- (1) A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefore; such request shall be directed to the management board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. Section 142, paragraph 2, second sentence shall apply accordingly.*
- (2) In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

¹ The Act Amending the Stock Corporation Act (Gesetz zur Änderung des Aktiengesetzes („Stock Corporation Law Amendment 2016“)) as adopted by the Bundestag on November 12, 2015, entered into force on December 31, 2015. Pursuant to transitional provisions, the amendments to section 122 of the German Stock Corporation Act (AktG) will not yet apply to the Annual General Meeting of Infineon Technologies AG on February 18, 2016.

Section 142, paragraph 2, second sentence AktG:

The applicants shall establish that they have held the shares for at least three months prior to the date of the general meeting and that they will hold the shares until the application is decided on.

2. Counterproposals; proposals for elections

Each shareholder is entitled to submit counterproposals in response to the resolutions proposed on the items on the Agenda. If the counterproposals are to be made available by the Company prior to the Annual General Meeting, they must – in accordance with section 126, paragraph 1 AktG – be directed, together with an argument in favor, to one of the following addresses at least 14 days prior to the meeting, i.e. by 12 midnight (CET) on February 3, 2016

- to the address
Infineon Technologies AG
Investor Relations
Am Campeon 1-12
85579 Neubiberg, Germany
- to the fax number
+49 (0)89 30903 – 74681 or
- to the e-mail address
hv2016@infineon.com

Counterproposals sent to other addresses need not be made available.

Admissibility will be determined in all cases on the basis of the date and time of receipt of the counterproposal by the Company. Subject to section 126, paragraphs 2 and 3, AktG, shareholder counterproposals that are required to be made available will be published on the internet at www.infineon.com/agm together with the name of the shareholder, the argument in favor of the counterproposal and any observations of the Company's representative bodies in relation to the counterproposal.

Pursuant to section 127 AktG, these regulations also apply as appropriate to shareholder proposals in respect of candidates for Supervisory Board elections and the selection of the auditor, but do not need to be accompanied by an argument in favor. In addition to the grounds defined in section 126, paragraph 2, AktG, the omission from the proposal of the candidate's name, practiced profession and place of residence also exempts the Management Board from any duty to make available the proposal of a candidate for an election. A shareholder proposal in respect of candidates for Supervisory Board elections that omits to enclose details of the proposed Supervisory Board candidate's membership of other supervisory boards whose existence is required by law as defined in section 125, paragraph 1, fifth sentence, AktG need similarly not be made available.

The corresponding statutory provisions read in extracts as follows:

Section 126 AktG:

(1) Motions put forward by shareholders including the name of the shareholder, the reasons for the motion and any comments of the administration shall be made accessible to the entitled persons named in section 125 paragraphs 1 to 3 subject to the conditions stated therein if, at least fourteen days prior to the meeting, the shareholder sends a counter motion against a proposal made by the management board and the supervisory board on a particular item on the agenda to the company at the address given for this purpose in the notification of convening the meeting together with his reasons for such motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Section 125 paragraph 3 shall apply accordingly.

(2) The counter motion and the reasons therefore need not be made accessible

- 1. if the management board would render itself liable to prosecution by making such counter motion and reasons accessible,*
- 2. if the counter motion would result in a resolution of the general meeting which is either unlawful or in breach of the articles of association,*
- 3. if the reasons contain key statements which are manifestly incorrect or misleading or if they are slanderous,*
- 4. if a counter motion of the shareholder based on the same subject matter has already been made accessible in connection with a general meeting of the company pursuant to section 125,*
- 5. if the same counter motion of the shareholder with essentially the same reasons has within the previous five years already been made accessible in the context of at least two general meetings of the company pursuant to section 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favor of such counter motion,*
- 6. if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf,*
- 7. if in the previous two years the shareholder has failed in two general meetings to file or cause to be filed on his behalf a counter motion communicated by him.*

The reasons need not be made available if the text thereof exceeds a total of 5,000 characters.

(3) If several shareholders file a counter motion in respect of the same resolution, the management board may combine the counter motions and reasons.

Section 127 AktG:

Section 126 shall apply accordingly to nominations made by shareholders for the election of supervisory board members or auditors of annual financial statements. There is no need for reasons to be given for the nomination. Furthermore, the management board need not make the nomination accessible if the nomination does not contain the information pursuant to section 124, paragraph 3, fourth sentence and section 125, paragraph 1, fifth sentence. Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montanmitbestimmungsgesetz) or the Co-Determination Amendment Act (Mitbestimmungsergänzungsgesetz) apply, the management board has to add the following information:

1. reference to the requirements pursuant to section 96, paragraph 2,
2. statement, whether there has been an objection to the overall fulfillment pursuant to section 96, paragraph 2, third sentence and
3. statement, how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to section 96, paragraph 2, first sentence.

Section 124 paragraph 3 AktG:

The management board and the supervisory board, or in the case of the election of supervisory board members and auditors of the annual financial statements, only the supervisory board, shall make proposals for the resolution for each item on the agenda which is to be decided by the general meeting in the announcement. In the case of companies within the meaning of section 264 d of the German Commercial Code (Handelsgesetzbuch), the proposal of the supervisory board for the election of the auditor of financial statements shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the general meeting is bound to nominations for the election of supervisory board members pursuant to section 6 of the Coal, Iron and Steel Co-Determination Act (Montanmitbestimmungsgesetz) or if the item on which a resolution is to be adopted was placed on the agenda at the request of a minority. The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence. If employee representatives are also to be included on the supervisory board, resolutions adopted by the supervisory board concerning nominations of supervisory board members shall only require the majority of votes cast by the shareholder members of the supervisory board; section 8 of the Coal, Iron and Steel Co-Determination Act (Montanmitbestimmungsgesetz) shall not be affected.

Section 125, paragraph 1, fifth sentence AktG:

In the case of listed companies, information concerning membership of nominated supervisory board members in other supervisory boards required

by law shall be attached to a nomination of supervisory board members; information concerning their membership in comparable domestic and foreign authorities responsible for supervising commercial enterprises shall also be attached.

3. Right to information

Section 131, paragraph 1, AktG affords every shareholder the right to receive information about the affairs of the Company from the Management Board on request at the Annual General Meeting insofar as this information is necessary in order to assess an item on the Agenda properly and no right to refuse information applies. The Management Board's duty to disclose information also extends to the legal and commercial relationships between Infineon Technologies AG and the Infineon Group companies. This duty to disclose information additionally encompasses the position of the Infineon Group and the companies included in the Infineon Consolidated Financial Statements.

The corresponding statutory provisions and the corresponding provisions of the Articles of Association read in extracts as follows:

Section 131 AktG:

- (1) Each shareholder shall upon request be given information from the management board in the general meeting regarding the company's affairs to the extent required to allow a proper assessment of the items on the agenda. The obligation to provide information shall also extend to the legal and business relationships between the company and an affiliated enterprise. If a company makes use of the simplifications pursuant to section 266, paragraph 1, third sentence, section 276 or section 288 of the German Commercial Code (Handelsgesetzbuch), each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with the annual financial statements in the form they would take if such simplifications were not applied. The obligation on the part the management board of a parent enterprise (section 290, paragraphs 1, 2 of the German Commercial Code (Handelsgesetzbuch)) to provide information in the general meeting in which the consolidated financial statements and consolidated management report are presented shall also extend to the situation of the group and the enterprises included in the consolidated financial statements.*
- (2) The information shall comply with the principles of conscientious and true accounting. The articles of association or the rules of procedure pursuant to section 129 may authorize the chairman of the meeting to restrict the rights of the shareholders to ask questions and to speak to an adequate period of time and to regulate other details.*
- (3) The management board may refuse to provide information*
 - 1. insofar as according to sound business judgment the providing of such information is likely to cause not inconsiderable damage to the company or an affiliated enterprise;*

2. *insofar as it pertains to tax valuations or the amount of individual taxes;*
3. *concerning the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting formally approves the annual financial statements;*
4. *concerning the accounting and evaluation methods, provided that the details given in the notes concerning such methods are sufficient to give an accurate portrayal of the situation regarding the assets, finances and profits of the company within the meaning of section 264 paragraph 2 of the German Commercial Code (Handelsgesetzbuch); this shall not apply if the general meeting formally approves the annual financial statements;*
5. *insofar as the management board would make itself liable to prosecution by giving such information;*
6. *insofar as, in the case of a credit institution or a financial services institute, there is no requirement for information concerning the accounting and valuation methods used and set-offs made to be given in the annual financial statements, management report, consolidated financial statement or consolidated management report.*
7. *insofar as the information is continuously accessible on the website of the company from the seventh day prior to the general meeting through and during the general meeting.*

Information may not be denied for any other reason.

(3) If a shareholder has been given information outside of the general meeting as a result of him being a shareholder, such information shall be given to any other shareholder in the general meeting upon request, even if such information is not necessary for a proper assessment of the item on the agenda. The management board may not refuse to give the information pursuant to paragraph 3, first sentence no. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290, paragraphs 1, 2 of the German Commercial Code (Handelsgesetzbuch)), a joint venture (section 310, paragraph 1 of the German Commercial Code (Handelsgesetzbuch)) or an associated enterprise (section 311, paragraph 1 of the German Commercial Code (Handelsgesetzbuch)) provides the information to a parent enterprise (section 290, paragraphs 1, 2 of the German Commercial Code (Handelsgesetzbuch)) for the purpose of the inclusion of the company in the parent enterprise's consolidated annual financial statements and the information is required for this purpose.

(4) If a shareholder is denied information, such shareholder may request that his question and the reason given for the refusal of the information be recorded in the minutes of the proceedings.

Section 15, paragraph 2 of the Articles of Association of Infineon Technologies AG:

The Chairperson of the Annual General Meeting regulates the progress of the Annual General Meeting. He or she may have recourse to the aid of assistants

in doing so, especially in the enforcement of the rules of the meeting. The Chairperson of the Annual General Meeting determines the order in which speakers appear, and may impose a reasonable time limit on the right of shareholders to speak and ask questions. He or she is explicitly entitled to define, at the beginning of the Annual General Meeting or while it is proceeding, a reasonable time limit for the entire Annual General Meeting, for the discussion of individual items on the agenda and for each speaker or speech and question contribution in general. The Chairperson of the Annual General Meeting may furthermore order the conclusion of the debate as a whole or on individual items on the agenda insofar as this is necessary to ensure that the Annual General Meeting proceeds in an orderly fashion.