



Shareholders' rights

Based on section 1, paragraphs 2 and 6 of the Act Concerning on Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, last amended by section 15 of the Reconstruction Assistance Act dated 10 September 2021 (Federal Law Gazette Part I, Page 4147) (in its current version hereinafter referred to as the "**COVID-19 Act**"), the Management Board, with the approval of the Supervisory Board, has resolved to hold the Annual General Meeting as a virtual event without the physical presence of the shareholders or their proxies.

The entire Annual General Meeting will be broadcast live on Thursday, 17 February 2022 at 10:00 a.m. (CET) on the Internet at www.infineon.com/agm via video and audio transmission for the shareholders, their proxies and interested members of the public. The voting rights of shareholders who are entered in the stock register and have registered in due time and in the proper form may only be exercised by mail ballot or by granting power of attorney and issuing instructions to proxies appointed by the company

Section 1, paragraphs 2 and 6, COVID-19 Act read as follows:

Section 1, paragraphs 2 and 6, COVID-19 Act:

- (2) *The management board may decide to hold the shareholders' meeting as a virtual shareholders' meeting without the physical attendance of the shareholders or their proxies, provided that*
1. *the entire shareholders' meeting is broadcast via video and audio transmission,*
 2. *shareholders can exercise their voting rights via electronic communication (by mail ballot or electronic participation) as well as via granting power of attorney,*
 3. *shareholders are given the right to submit questions via electronic communication,*
 4. *shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from section 245, no. 1 of the*

German Stock Corporation Act with the need to be physically present at the shareholders' meeting being waived.

The management board shall decide at its duty-bound and free discretion how to answer questions; it may also stipulate that questions must be submitted via electronic communication no later than one day prior to the meeting. Proposals or election nominations by shareholders that must be made available in accordance with section 126 or section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the meeting if the shareholder submitting the proposal or election nomination is duly authorized to do so and is registered for the shareholders' meeting.

- (6) *The decisions of the management board according to paragraphs 1 to 5 require the supervisory board's approval. By way of derogation from section 108, paragraph 4 of the German Stock Corporation Act the supervisory board may, irrespective of the provisions of the articles of association or the rules of procedure, decide about the approval without the physical attendance of its members in writing, by phone or in any other comparable manner.*

The rights of shareholders in connection with the Annual General Meeting include the following:

a. Additions to the Agenda

Pursuant to section 122, paragraph 2, of the German Stock Corporation ("AktG"), shareholders whose aggregate holdings amount to at least one twentieth of the company's share capital or the amount of €500,000 (equivalent to 250,000 shares) may demand that certain items be included on the Agenda and published. Furthermore, pursuant to section 87, paragraph 4, AktG, the Annual General Meeting may, in accordance with a proposal pursuant to section 122, paragraph 2, sentence 1, AktG, reduce the maximum remuneration of the Management Board determined pursuant to section 87a, paragraph 1, sentence 2, No. 1 AktG. Pursuant to section 124a, sentence 2, AktG, a proposal received by the company after the Annual General Meeting has been convened must be made available on the company's website after receipt without undue delay.

Each new item must be accompanied by an argument in favor statement or a draft resolution. Pursuant to section 122 AktG, the proposal must be addressed in writing to the Management Board of Infineon Technologies AG. Pursuant to section 122, paragraph 2, sentence 3, AktG, any such request must be received by the company at least 30 days prior to the meeting, i.e. by no later than midnight (CET) on 17 January 2022. Pursuant to section 122, paragraph 2 and paragraph 1, AktG, the shareholders concerned must verify that they have owned the above-mentioned minimum number of shares for at least 90 days prior to receipt of the proposal and that they will hold the shares until a decision has been

reached by the Management Board with respect to the proposal. Section 70 AktG must be observed when calculating the minimum period of ownership. When calculating the above minimum periods, section 121, paragraph 7, AktG must be applied accordingly.

Please send any supplementary proposals via one of the following contact channels:

- i. Address: Management Board of Infineon Technologies AG, Am Campeon 1-15, 85579 Neubiberg, Germany
- ii. E-mail: hv@infineon.com

Any additions to the Agenda that need to be announced will be published in the Federal Gazette immediately after receipt, unless they have already been announced with the notice convening the Annual General Meeting. They will also be published online on the Infineon website at www.infineon.com/agm. Resolution proposals relating to such applications that are duly received by 17 January 2022, midnight (CET), together with items either placed or to be placed on the Agenda pursuant to section 122, paragraph 2, AktG will be treated in the virtual Annual General Meeting as if they had been made at the virtual event.

The corresponding statutory provisions read in extracts as follows:

Section 122, paragraphs 1 and 2, AktG:

- (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. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management board decides on the request. Section 121, paragraph 7, shall be applied 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.*

Section 87, paragraph 4, AktG:

The shareholders' meeting may reduce the maximum compensation specified in accordance with section 87a, paragraph 1, sentence 2, no. 1 pursuant to a request in accordance with section 122, paragraph 2, sentence 1.

Section 87a, paragraph 1, sentence 2, no. 1, AktG:

This compensation system includes at least the following specifications, however, with regard to compensation components only insofar as these are actually provided for:

1. *specification of a maximum compensation for the management board members;*

Section 124a, sentence 2, AktG:

A request made by shareholders in the sense of section 122, paragraph 2, that is received by the company after the shareholders' meeting has been convened is to be made accessible in like manner and without undue delay upon so having been received by the company.

Section 70 AktG:

Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with section 53, paragraph 1, sentence 1, or section 53b, paragraph 1, sentence 1, or subsection 7 of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BausparkG).

Section 121, paragraph 7, AktG:

For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code shall not be applied accordingly. In the case of non-listed companies, the articles of association may determine a different calculation of the period.

b. Counterproposals; election nominations

Each shareholder is entitled to submit counterproposals in response to the resolutions proposed on the items on the Agenda. In order for the counterproposals to be made available by the company prior to the Annual General Meeting, pursuant to section 126, paragraph 1, AktG they must be sent to one of the following addresses at least 14 days prior to the Annual General Meeting, i.e. by midnight (CET) on 2 February 2022

- i. to the following address: Infineon Technologies AG, Investor Relations, Am Campeon 1-15, 85579 Neubiberg, Germany, or
- ii. to the following e-mail address: hv@infineon.com

Counterproposals sent must be received by the company in due time in order to be considered.

Subject to section 126, paragraphs 2 and 3, AktG, any shareholder counterproposals that are required to be made available will be published online at www.infineon.com/agm together with the name of the shareholder and any argument in favor of the counterproposal as well as any statements made by the company's representative bodies in that regard.

Pursuant to section 127 AktG, these regulations apply mutatis mutandis to any shareholder proposals in respect of candidates for Supervisory Board elections and the selection of the auditor. 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 obligation to make available the proposal of a candidate for an election. Similarly, proposals relating to the election of Supervisory Board members do not need to be made available if details of the membership of the person concerned in other statutory supervisory boards and equivalent national or foreign company boards as defined in section 125, paragraph 1, sentence 5, AktG are not provided. Election proposals do not need to be accompanied by an argument in favor.

As this year's Annual General Meeting is being held as a virtual event without the physical presence of shareholders and their proxies, no proposals may be submitted during the virtual Annual General Meeting.

Pursuant to section 1, paragraph 2, sentence 3 of the COVID-19 Act, proposals or election nominations by shareholders which are required to be made available pursuant to sections 126 or 127 AktG will be deemed to have been made at the Annual General Meeting if the shareholder submitting the proposal or election

nomination is duly authorized to do so and registered for the Annual General Meeting.

This does not affect the right of the Chair of the Annual General Meeting to have the proposals of the management voted on first. Should the proposals put forward by the management be accepted with the necessary majority, the counterproposals or (differing) election nominations are thus deemed to have been settled.

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, sentence 4 and section 125, paragraph 1, sentence 5. 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, sentence 3 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, sentence 1.*

Section 125, paragraph 1, sentence 5, AktG:

In the case of stock exchange listed companies, any nomination for the election of supervisory board members must be accompanied by details on their membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

Section 1, paragraph 2, sentence 3, COVID-19 Act:

Proposals or election nominations by shareholders that must be made available in accordance with section 126 or section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the meeting if the shareholder submitting the proposal or election nomination is duly authorized to do so and is registered for the shareholders' meeting.

- c. Submission of questions pursuant to section 1, paragraph 2, sentence 1 No. 3 and sentence 2 of the COVID-19 Act exclusively by way of electronic communication by 15 February 2022, midnight (CET)

Pursuant to section 1, paragraph 2, sentence 1 No. 3 and sentence 2 of the COVID-19 Act, shareholders have the right to submit questions by way of electronic communication. With the approval of the Supervisory Board, the Management Board has decided that shareholders who are entered in the stock register and have registered for the Annual General Meeting in due time and in the proper form, or their proxies, must submit their questions to the company by way of electronic communication no later than one day prior to the virtual Annual General Meeting, i.e. no later than midnight (CET) on 15 February 2022. An input screen is available for this purpose on the InvestorPortal which is accessible using the shareholder number and individual login code at www.infineon.com/agm. Other forms of transmission are not permitted. No questions may be submitted or asked after this time or during the Annual General Meeting.

The Management Board decides according to its duly exercised and free discretion, how to answer questions that have been properly submitted.

When answering questions during the virtual Annual General Meeting, the name of the person asking the question will only be disclosed (to the extent that questions are answered individually) if consent to do so was expressly stated when the question was submitted.

The corresponding statutory provisions read in extracts as follows:

Section 1, paragraph 2, COVID-19 Act:

- (2) *The management board may decide to hold the shareholders' meeting as a virtual shareholders' meeting without the physical attendance of the shareholders or their proxies, provided that*
1. *the entire shareholders' meeting is broadcast via video and audio transmission,*
 2. *shareholders can exercise their voting rights via electronic communication (by mail ballot or electronic participation) as well as via granting power of attorney,*

3. *shareholders are given the right to submit questions via electronic communication,*
4. *shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from section 245, no. 1 of the German Stock Corporation Act with the need to be physically present at the shareholders' meeting being waived.*

The management board shall decide at its duty-bound and free discretion how to answer questions; it may also stipulate that questions must be submitted via electronic communication no later than one day prior to the meeting. Proposals or election nominations by shareholders that must be made available in accordance with section 126 or section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the meeting if the shareholder submitting the proposal or election nomination is duly authorized to do so and is registered for the shareholders' meeting.

d. Submitting statements for publication via the InvestorPortal

If a virtual Annual General Meeting is held without the physical presence of shareholders or their proxies, the aforementioned will have no opportunity to comment on the Agenda at the Annual General Meeting. With the approval of the Supervisory Board and over and above the requirements of the COVID-19 Act, the Management Board has therefore decided to give shareholders or their proxies the opportunity to submit statements on the Agenda either by means of video messages or in text form.

For this reason, shareholders who are entered in the stock register and have registered for the Annual General Meeting in due time and in the proper form, or their proxies, have the opportunity, until **13 February 2022, midnight (CET)**, to submit statements relating to the Agenda electronically via the InvestorPortal accessible at www.infineon.com/agm, **either by video or in text form**, using the shareholder number and individual login code. The length of a statement submitted in text form may not exceed 10,000 characters and the length of a video message may not exceed three minutes. Moreover, video messages are only permissible if the shareholder or proxy appear in the video in person. By submitting a statement, shareholders and proxies agree that the statement may be published on the InvestorPortal together with the shareholder's and/or proxy's name.

Details of the technical and legal requirements for submitting statements are available via the company's InvestorPortal accessible at www.infineon.com/agm.

The company intends to publish any statements submitted prior to the virtual Annual General Meeting on its InvestorPortal, which is accessible only to shareholders and/or their proxies using the shareholder number and individual login code at www.infineon.com/agm. However, Infineon wishes to point out that there is no legal entitlement to the publication of a statement. In particular, the company reserves the right not to publish statements containing offensive, discriminatory, criminally relevant or obviously false or misleading information, those without any reference to the Agenda, or those submitted in languages other than German. The same applies in particular to statements that exceed 10,000 characters or three minutes in length, those that do not meet the technical requirements, or those made by video in which the shareholder or proxy does not appear in person. Only one statement will be published per shareholder. The rules for questions as well as for counterproposals and election nominations are set out exclusively by the procedures described above in points c. and b. respectively. Please note that questions, counterproposals or election nominations contained in a statement that has not been submitted in the manner described above in points c. and b. respectively, will not be considered.

e. Filing objections to resolutions of the Annual General Meeting

Pursuant to section 245, No. 1, AktG, section 1, paragraph 2, sentence 1, No. 4 of the COVID-19 Act, shareholders who have exercised their voting rights, or their proxies, will have the opportunity to lodge objections to resolutions of the Annual General Meeting by way of electronic communication with the notary public appointed to record the minutes of the virtual Annual General Meeting.

Any statements of this nature can be made electronically via the InvestorPortal accessible at www.infineon.com/agm from the opening of the virtual Annual General Meeting until it is closed by the person chairing the meeting.

The corresponding statutory provisions read in extracts as follows:

Section 1, paragraph 2, sentence 1, COVID-19 Act:

(2) *The management board may decide to hold the shareholders' meeting as a virtual shareholders' meeting without the physical attendance of the shareholders or their proxies, provided that*

1. *the entire shareholders' meeting is broadcast via video and audio transmission,*
2. *shareholders can exercise their voting rights via electronic communication (by mail ballot or electronic participation) as well as via granting power of attorney,*

3. *shareholders are given the right to submit questions via electronic communication,*
4. *shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from section 245, no. 1 of the German Stock Corporation Act with the need to be physically present at the shareholders' meeting being waived.*

The management board shall decide at its duty-bound and free discretion which questions it will respond to and how to answer them; it may also stipulate that questions must be submitted via electronic communication no later than two days prior to the meeting.

Section 245, no. 1, AktG:

The following shall have authority to bring an action for avoidance:

1. *Any shareholder attending the shareholders' meeting, provided he/she has acquired the shares already prior to the agenda having been published by notice and provided he/she raised an objection concerning the resolution and had it recorded in the minutes;*