



# NOTICE OF

Virtual Annual General Meeting  
of Infineon Technologies AG  
on 16 February 2023

Would you like to receive future Shareholders' Meetings documents by e-mail?  
For further information and registration please visit:  
[www.infineon.com/agm](http://www.infineon.com/agm)





Infineon Technologies AG

Neubiberg,

Neubiberg

January 2023

ISIN: DE0006231004

Dear shareholders,

Notice is hereby given that the

**Annual General Meeting of Infineon Technologies AG**

will take place on

**Thursday, 16 February 2023 at 10:00 a.m. (CET)**

in the form of a virtual event, with the approval of the Supervisory Board.

The Annual General Meeting will be broadcast live (audio and video) on the internet at [www.infineon.com/agm](http://www.infineon.com/agm) for the entire duration of the event for shareholders and their proxies and is accessible via the InvestorPortal using the shareholder number and individual login code. The exercise of voting rights by shareholders who have registered for the meeting in due time and in the proper form and by their proxies will be performed exclusively by way of mail ballot or by granting power of attorney to company proxies.

The location of the Annual General Meeting within the meaning of the German Stock Corporation Act is Am Campeon 1-15, 85579 Neubiberg. The physical attendance of shareholders and their proxies (with the exception of company proxies) at the location of the Annual General Meeting is not permitted.

**I. Agenda**

- 1. Submission of the approved Separate Financial Statements of Infineon Technologies AG and the approved Consolidated Financial Statements, both as of 30 September 2022, and of the Combined Management Report of Infineon Technologies AG and the Infineon Group and the Report of the Supervisory Board for the 2022 fiscal year**

These documents also include the explanatory report on the disclosures pursuant to section 289a, paragraph 1 and section 315a, paragraph 1 of the German Commercial Code (*Handelsgesetzbuch - HGB*) in the version applicable for the 2022 fiscal year. The documents referred to above have already been published on the Infineon website at [www.infineon.com/agm](http://www.infineon.com/agm). They will also be made available during the Annual General Meeting and their content presented in detail.

The Corporate Governance Statement (*Erklärung zur Unternehmensführung*) pursuant to sections 289f and 315d HGB is available on the Infineon website at [www.infineon.com/corporate-governance-statement](http://www.infineon.com/corporate-governance-statement). The Combined Separate Non-Financial Report is also available on the company website at [www.infineon.com/csr\\_reporting](http://www.infineon.com/csr_reporting).

The Supervisory Board has approved the Separate Financial Statements and the Consolidated Financial Statements prepared by the Management Board. The Separate Financial Statements have therefore been adopted in accordance with section 172, sentence 1 of the German Stock Corporation Act (*Aktiengesetz - AktG*). A resolution of the Annual General Meeting pertaining to this particular item on the Agenda is not required.

## 2. Utilization of unappropriated profit

The Management Board and the Supervisory Board propose to utilize €416,713,995.52 of the unappropriated profit (*Bilanzgewinn*) of €417,894,763.84, as reported by Infineon Technologies AG for the 2022 fiscal year, to pay a dividend of €0.32 per qualifying share and to transfer the remaining sum of €1,180,768.32 to revenue reserves (*Gewinnrücklagen*).

Unappropriated profit will therefore be utilized as follows:

|                              |                 |
|------------------------------|-----------------|
| Unappropriated profit        | €417,894,763.84 |
| Distribution to shareholders | €416,713,995.52 |
| Transfer to revenue reserves | €1,180,768.32   |

This proposal takes into account the 3,689,901 own shares held at the time of the convocation of the Annual General Meeting that do not qualify for a dividend. If the number of shares qualifying for a dividend should change prior to the



resolution concerning the utilization of unappropriated profit being adopted, the Management Board and the Supervisory Board will propose to the Annual General Meeting an amended resolution concerning the utilization of unappropriated profit that still provides for the payment of a dividend of €0.32 per qualifying share and correspondingly adjusted amounts for the distribution and the amount transferred to revenue reserves.

In accordance with section 58, paragraph 4, sentence 2 of the German Stock Corporation Act (*AktG*), any dividend resolved by the Annual General Meeting will fall due for payment on the third business day following the resolution of the Annual General Meeting, i.e. on 21 February 2023.

### **3. Approval of the acts of the members of the Management Board**

The Management Board and Supervisory Board propose that the acts of the members of the Management Board in office during the 2022 fiscal year be approved for this period. The vote on the approval of the acts of the members of the Management Board at the Annual General Meeting is intended to be held separately for each individual member.

### **4. Approval of the acts of the members of the Supervisory Board**

The Management Board and Supervisory Board propose that the acts of the members of the Supervisory Board in office during the 2022 fiscal year be approved for this period. The vote on the approval of the acts of the members of the Supervisory Board at the Annual General Meeting is intended to be held separately for each individual member.

### **5. Appointment of the Company and Group auditor for the 2023 fiscal year and of the auditor for the review of the Half-Year Financial Report as well as for the possible review of other quarterly financial reports for the 2023 fiscal year**

In concurrence with the recommendation of its Investment, Finance and Audit Committee, the Supervisory Board proposes that for the 2023 fiscal year, KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed Company and Group auditor and auditor for the review of the Half-Year Financial Report pursuant to sections 115 and 117 of the German Securities Trading Act (*Wertpapierhandelsgesetz - WpHG*) as well as for the possible review of other quarterly financial reports pursuant to section 115, paragraph 7, and section 117 WpHG.

The Investment, Finance and Audit Committee has confirmed that its recommendation is free from undue influence by third parties and that it was not

subject to any restriction regarding the selection of auditors within the meaning of article 16, section 6 of the EU Statutory Audit Regulation.

## **6. Elections to the Supervisory Board**

The term of office of Dr. Wolfgang Eder as a shareholder representative on the Supervisory Board expires at the end of the Annual General Meeting on 16 February 2023 as well as his position as Chairman of the Supervisory Board. Mr. Hans-Ulrich Holdenried has also resigned from the Supervisory Board with effect from the end of the Annual General Meeting on 16 February 2023. It is therefore necessary for the Annual General Meeting to elect new Supervisory Board members to fill these vacant positions.

The Supervisory Board, comprising eight shareholder representatives and eight employee representatives, is constituted in accordance with section 6, paragraph 1, sentence 1 of the Articles of Association in conjunction with section 95, section 96, paragraph 1 and section 101, paragraph 1 AktG and in accordance with section 1, paragraph 1, section 5, paragraph 1, section 7, paragraph 1, sentence 1 No. 2 and section 2 No. 2 of the German Co-Determination Act (*Gesetz über die Mitbestimmung der Arbeitnehmer - MitbestG*). Pursuant to section 96, paragraph 2 AktG, the Supervisory Board must comprise at least 30% women and at least 30% men. This quota is required to be complied with on the basis of the Supervisory Board as a whole, given that neither the shareholder representative side nor the employee representative side have objected to such an overall view. There must therefore be a minimum of five women and five men on the Supervisory Board. The employee representatives on the Supervisory Board currently comprise four women and four men. On the shareholder side, the Supervisory Board comprises three women and three men (Ms. Xiaoqun Clever, Dr. Friedrich Eichiner, Ms. Géraldine Picaud, Dr. Manfred Puffer, Dr. Ulrich Spiesshofer and Ms. Margret Suckale) whose Supervisory Board mandates extend beyond the 2023 Annual General Meeting. For the election of new members as shareholder representatives, the Supervisory Board now proposes that two men be elected at the 2023 Annual General Meeting. This means that, overall, the minimum gender quota requirement pursuant to section 96, paragraph 2 AktG would continue to be fulfilled.

The candidates proposed for election were nominated by the Supervisory Board's Nomination Committee. The Supervisory Board's election proposal to the Annual General Meeting takes into account the statutory requirements as well as the specific objectives decided upon by the Supervisory Board for its own composition, and aims to meet the competency profile requirements set for the

Supervisory Board as a whole. The competency profile and catalog of objectives drawn up by the Supervisory Board, together with a description of the implementation status thereof, are contained in the Corporate Governance Statement pursuant to sections 289f and 315d HGB, which is included in the documents submitted or made available under item 1 of the Agenda.

The Supervisory Board proposes to the Annual General Meeting that

#### 6.1. Dr. Herbert Diess

Residence: Munich, Germany

Occupation: Manager, most recently CEO of Volkswagen AG, Germany

Memberships in the following other statutory supervisory boards in Germany:

- None

Memberships in the following comparable supervisory bodies of business enterprises in Germany and abroad:

- None

and

#### 6.2. Klaus Helmrich

Residence: Nürnberg, Germany

Occupation: Member of various supervisory boards

Memberships in the following other statutory supervisory boards in Germany

- ZF Friedrichshafen AG, Germany
- Festo SE & Co. KG, Germany

Memberships in the following comparable supervisory bodies of business enterprises in Germany and abroad:

- Member of the Foundation Council of the Friedhelm Loh Familienstiftung, Germany
- Member of the Foundation Council of the Friedhelm Loh Stiftung, Germany

be elected to the Supervisory Board – as the shareholder representatives required to be elected by the Annual General Meeting – with effect from the end of the Annual General Meeting on 16 February 2023 until the end of the Annual General Meeting which resolves on the approval of the acts of the Supervisory Board for the 2026 fiscal year.

The vote on the election of the new members of the Supervisory Board at the Annual General Meeting is intended to be held separately for each individual member.

The proposed term of office of four years is intended to make use of the option provided for in the Articles of Association to appoint Supervisory Board members for a shorter term of office than the standard five years (section 6, paragraph 1, sentence 4 of the Articles of Association).

In the opinion of the Supervisory Board, there are no personal or business relationships between the candidates proposed for election on the one hand and Infineon Technologies AG or its group companies, the corporate bodies of Infineon Technologies AG or a shareholder directly or indirectly holding more than 10% of the voting rights in Infineon Technologies AG on the other hand that would be relevant for a shareholder making an objective decision about the election. In the opinion of the shareholder representatives, the proposed candidates are also to be regarded as independent of the Company and the Management Board.

The Supervisory Board has also satisfied itself that the proposed candidates will have sufficient time to perform their duties as members of the Supervisory Board of Infineon Technologies AG.

The curricula vitae of the proposed candidates can be found in section III.A. of this invitation and on the Infineon website at [www.infineon.com/agm](http://www.infineon.com/agm) and – together with the curricula vitae of all the other Supervisory Board members – in an annually updated form on the Infineon website at [www.infineon.com/cms/de/about-infineon/company/supervisory-board](http://www.infineon.com/cms/de/about-infineon/company/supervisory-board).

At its first meeting after the 2023 Annual General Meeting, the Supervisory Board intends to elect Dr. Herbert Diess as the Chairman of the Supervisory Board for the period until the expiry of his term of office.

## **7. Revocation of an existing authorization and grant of a new authorization to acquire and use own shares**

The Annual General Meeting held on 22 February 2018 resolved to authorize the acquisition and use of own shares. As this authorization expires on 21 February 2023, it is to be revoked and replaced by a new, essentially identical authorization.

The Management Board and Supervisory Board propose that the following resolution be passed:

(1) Infineon Technologies AG ("the Company") is authorized in the period through 15 February 2028 to acquire its own shares, within the statutory boundaries, in an aggregate amount not exceeding 10% of the share capital at the time the resolution is passed or – if the latter amount is lower – of the share capital in existence at the time this authorization is exercised. It is also the case that the shares acquired in accordance with this authorization together with other Infineon shares already acquired by the Company which it either still holds or which are attributable to the Company pursuant to sections 71d and 71e of the German Stock Corporation Act (*AktG*) may not constitute more than 10% of the share capital at any time. The Company may not use the authorization for the purposes of trading in its own shares.

The Company may exercise the authorization in full or in part, once or a number of times, for one or a number of purposes. The authorization may also be used by dependent companies or companies in which the Company has a majority holding or by third parties acting for the Company or for dependent companies or for companies in which the Company has a majority holding.

The Management Board shall decide whether own shares are to be acquired through the stock exchange (see a. below), by means of a public purchase offer addressed to all shareholders (see b. below) or a public invitation to submit offers for sale (see c. below), or via a bank or other entity that meets the requirements of section 186, paragraph 5, sentence 1 *AktG* (referred to collectively hereafter as "bank") and is engaged to carry out the acquisition as part of a defined repurchase program (see d. below).

- a. If shares are acquired through the stock exchange, the purchase price per share (excluding incidental costs) paid by the Company may be no more than 10% above or 20% below the price established in the Xetra trading opening auction on the Frankfurt Stock Exchange (or comparable successor system) on the trading day.
- b. If shares are acquired by means of a public purchase offer, a fixed purchase price or purchase price range may be specified. The purchase price per share (excluding incidental costs) paid by the Company in this case may be no more than 10% above and no more than 20% below the arithmetic mean of the closing prices of the share in Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) on the last three stock exchange trading days prior to the date of the definitive decision of the Management Board pertaining to the publication of the public purchase offer ("effective date"). If significant price changes occur



after the effective date, the purchase price may be adjusted in accordance with the calculation described in sentence 2; in this case, the relevant time frame is the three stock exchange trading days prior to the public announcement of any such adjustment. The volume of the purchase may be limited. If the total subscription for the public purchase offer exceeds this volume, the Company will apply a quota-based purchase approach. Provision may be made for the preferred acceptance of smaller quantities (up to 100 offered shares per shareholder). The public purchase offer may also provide for further terms and conditions.

- c. If shares are acquired by means of a public invitation to submit offers for sale, the purchase price per share (excluding incidental costs) paid by the Company in this case may be no more than 10% above and no more than 20% below the arithmetic mean of the closing prices of the share in Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) on the last three stock exchange trading days prior to the date of acceptance of the offers for sale. The volume of the purchase may be limited. If the total number of shares offered exceeds this volume, the Company will apply a quota-based purchase approach. Provision may be made for the preferred acceptance of smaller quantities (up to 100 offered shares per shareholder). The public invitation to submit offers for sale may also provide for further terms and conditions.
- d. A bank may be engaged as part of a defined repurchase program to acquire either an agreed number of shares or shares for a previously defined total purchase price, on a previously defined minimum number of stock exchange trading days of Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) and in any case no later than the end of a previously agreed period, and to transfer them to the Company. In such cases, (i) the bank must acquire the shares through the stock exchange and (ii) the purchase price per share (excluding incidental costs) paid by the bank must not be more than 10% above or 20% below the price established in the Xetra trading opening auction on the Frankfurt Stock Exchange (or comparable successor system) on the trading day and (iii) the purchase price per share to be paid by the Company must include a discount to the arithmetic mean of the volume-weighted average price ("VWAP") of the Infineon share in Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) over the actual period in which shares are repurchased. Notwithstanding the above stipulations and subject to any further instructions issued by

the Company in individual cases, the bank may implement the repurchase program at its own discretion.

- (2) The Company is authorized – on its own, through dependent companies or companies in which it has a majority holding or through third parties acting for it or for dependent companies or companies in which it has a majority holding – not only to sell Infineon shares acquired on the basis of this or an earlier authorization via the stock exchange or by means of a public offer to all shareholders, but also to utilize those shares for all legally admissible purposes, specifically including the following:
- a. The shares may be recalled without such recall or its implementation requiring any further resolution by the Annual General Meeting. Recall of the shares results in a reduction in share capital by the proportion attributable to the recalled shares. Contrary to this procedure, the Management Board may also stipulate that the share capital shall not be affected by the recall and that the proportion of the non-recalled shares within share capital be increased accordingly; in this case, the Management Board is authorized to amend the number of shares stated in the Articles of Association.
  - b. The shares may be offered and transferred to third parties in connection with company mergers or the acquisition of companies, parts of companies or participations in companies and/or other assets that qualify for treatment as capital contributions in conjunction with acquisition transactions of the above-mentioned nature.
  - c. With the consent of the Supervisory Board, the shares may be sold to third parties for cash payment by means other than through the stock exchange or through an offer to all shareholders, provided that the price at which the shares are sold (excluding incidental acquisition costs) is not substantially lower than the share price established in the Xetra trading opening auction on the Frankfurt Stock Exchange (or comparable successor system) on the day of the sale. Furthermore, the total number of shares sold in these cases may not exceed 10% of the share capital as determined both at the time of this authorization becoming effective and at the time of its exercise. The notional portion of the share capital that relates to shares issued or used during the lifetime of this authorization subject to the exclusion of subscription rights in direct or analogous application of section 186, paragraph 3, sentence 4 AktG is to be included in this number. Also to be included in this number are the

shares that have already been issued or can still be issued in future to service conversion or option rights insofar as the underlying bonds were issued during the lifetime of this authorization subject to the exclusion of subscription rights in analogous application of section 186, paragraph 3, sentence 4 AktG.

- d. The shares may be used to meet the Company's obligations under convertible bonds and bonds with warrants issued or guaranteed by it in the past or in the future.
  - e. The shares may be offered for purchase or awarded as remuneration to members of the Company's Management Board, to members of the management board/board of directors of affiliated companies and to employees of the Company or affiliated companies; shares offered and awarded in this context may also be transferred to the relevant persons after termination of membership on representative bodies and/or employment contracts. The shares may also be transferred to a bank that has agreed to use the shares exclusively for the purposes stipulated in sentence 1. If own shares are to be offered for purchase or awarded/transferred to members of the Company's Management Board, this authorization shall apply to the Supervisory Board.
- (3) The shares acquired on the basis of this or an earlier authorization may also be used to repay securities-backed loans taken out with a bank for one of the purposes stated in item (2) letters b. to e.
- (4) The authorizations stipulated in items (2) and (3) may be used once or a number of times, individually or together, and in their maximum value or in fractions thereof. Subscription rights of the shareholders with respect to the shares affected by these measures are excluded insofar as the shares concerned are used in accordance with the aforementioned authorizations stipulated in items (2) and (3). In addition, the subscription rights of shareholders are excluded in respect of fractional amounts in instances in which the shares are sold through a public offer for sale addressed to all shareholders.
- (5) The authorization to acquire and use own shares resolved at the Annual General Meeting on 22 February 2018 is revoked upon the new authorization becoming valid.

## **8. Revocation of an existing authorization and grant of a new authorization to acquire own shares using derivatives**

The Company was also authorized by the Annual General Meeting held on 22 February 2018 to acquire own shares using derivatives. This authorization likewise expires on 21 February 2023. It is therefore intended that this authorization will also be revoked and replaced by a new authorization, which in turn supplements the authorization to acquire and use own shares proposed in Item 7 on the Agenda.

The Management Board and Supervisory Board propose that the following resolution be passed:

- (1) Supplementing the authorization to acquire and use own shares proposed under Item 7 on the Agenda for the Annual General Meeting on 16 February 2023, the acquisition of shares in Infineon Technologies AG ("the Company") in accordance with that authorization may also be undertaken using equity derivatives. The Management Board is therefore authorized (i) to sell options that when exercised require Infineon to acquire shares in the Company ("put options") and (ii) to acquire options that when exercised entitle Infineon to acquire shares in the Company ("call options") (put options and call options are referred to collectively hereafter as "derivatives"). The Company can combine the deployment of put options and call options.

Shares may also be acquired using derivatives via a bank or other entity that meets the requirements of section 186, paragraph 5, sentence 1 AktG (collectively "bank") and has been engaged – in conjunction with a defined repurchase program and on the conditions stated below – to acquire either an agreed number of shares or shares for a pre-determined total purchase price by no later than the end of a previously agreed period with the aid of derivatives and to transfer these shares to the Company.

The total number of shares that can be acquired using derivatives may not exceed 5% of the Company's share capital, determined both at the time of this authorization becoming effective and the time of its exercise through the use of the derivative. The shares acquired through the exercise of this authorization are to be counted towards the 10% threshold pursuant to point (1) of the authorization to acquire and use own shares proposed under Item 7 on the Agenda for the Annual General Meeting on 16 February 2023. The term of the individual derivatives may in each case be no longer than 18 months, must expire no later than by the end of 15 February 2028 and must be defined such that the acquisition of own shares as a result of the



exercise or satisfaction of the derivatives may not take place after 15 February 2028.

- (2) The derivative contracts must be concluded with a bank or via the stock exchange. It must be ensured that obligations under the derivatives are met only using shares that have previously been acquired – in compliance with the principle of equal treatment – via the stock exchange at the current price of the share in Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) at the time of acquisition. The price agreed in the derivative (excluding incidental acquisition costs but taking into account the option premium paid or received) for the acquisition of a share when options are exercised may be no more than 10% above and no more than 30% below the price of the share determined in the Xetra trading opening auction on the Frankfurt Stock Exchange (or comparable successor system) on the day the derivative transaction is concluded. The acquisition price paid by the Company for derivatives may not be substantially higher than, and the sale price received by the Company for derivatives may not be substantially lower than, the theoretical market value of the options concerned as determined in accordance with accepted methods (especially financial mathematics methods), it being the case that factors to be considered in determining the theoretical market value include the agreed exercise price.
- (3) If own shares are acquired using derivatives in accordance with the foregoing rules, any right of the shareholders to conclude such derivative transactions with the Company will be excluded in analogous application of section 186, paragraph 3, sentence 4 AktG. Furthermore, the shareholders have no right to conclude derivative transactions with the Company insofar as arrangements for the conclusion of derivative transactions include a preferred offer for the conclusion of derivative transactions concerning small volumes of shares.
- (4) Shareholders have a right to sell their Infineon shares in this connection only insofar as the Company is required to accept the shares under the derivative transactions. No other right to sell shares shall apply in this connection.
- (5) The rules defined by the Annual General Meeting on 16 February 2023 under Item 7, points (2) to (4) on the Agenda shall apply as appropriate in respect of the use of own shares acquired using derivatives on the basis of this or an earlier authorization.

- (6) The authorization to acquire own shares using derivatives resolved at the Annual General Meeting on 22 February 2018 is revoked upon the new authorization becoming valid.

## 9. Amendments to the Articles of Association

### 9.1. Place of the Annual General Meeting

To give the Company greater flexibility in its choice of a suitable, available conference hall for meetings in person, the Annual General Meeting shall also be able to be held in the future at locations within a 100 km radius of the Company's registered place of business; as far as legally permissible, the Annual General Meeting may also continue to be held in other places where a stock exchange on which the Company's shares are admitted for trading is located.

The Management Board and Supervisory Board therefore propose the following amendment to section 13 of the Articles of Association:

"§ 13

#### Place and Convocation

*The Annual General Meeting is convened by the Management Board or the Supervisory Board. It shall take place at the Company's registered place of business or at a location within a 100 km radius of the Company's registered place of business. As far as legally permissible, the Annual General Meeting may also be held at other places where a stock exchange on which the Company's shares are admitted for trading is located."*

### 9.2. Authorization to conduct a virtual Annual General Meeting

The new section 118a of the German Stock Corporation Act (*AktG*), arising from the German Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and changes in other regulations dated 20 July 2022 (German Federal Law Gazette dated 26 July 2022, page 1166 ff.), enables a stock corporation to make a provision in its Articles of Association to hold its Annual General Meeting without the physical presence of the shareholders or their proxies at the meeting's location (a virtual Annual General Meeting). Authorization of the Management Board to hold a virtual Annual General Meeting can also be provided for in the Articles of Association. A corresponding provision in the Articles of Association must

be limited in time and may apply for a maximum period of five years after registration of the relevant amendment to the Articles of Association in the Company's commercial register. The Management Board and Supervisory Board are of the opinion that the virtual Annual General Meeting format as such has proved successful in the past two years and that the Company should at least retain the option to hold virtual Annual General Meetings in the future. The virtual Annual General Meeting in the format set out in the new regulations appropriately preserves the rights of the shareholders and provides in particular for direct interaction between shareholders and management during the meeting by way of video communication and electronic communication channels, making it more similar to the conventional face-to-face Annual General Meeting. It is planned that any future virtual Annual General Meetings will be organized substantially in the same way as the 2023 Annual General Meeting and thus be comparable to a face-to-face meeting. However, taking into account in particular Infineon's interests and those of its shareholders, it may frequently be advisable to hold face-to-face Annual General Meetings at which interaction takes place with the attendance of shareholders and their proxies in person rather than virtual interaction. Practical experience in this area has naturally been limited up to now. Therefore, it seems reasonable not to mandate the holding of virtual Annual General Meetings directly by a provision in the Articles of Association, but to authorize the Management Board to make a decision on a case-by-case basis prior to each Annual General Meeting as to whether the meeting should be virtual or face-to-face.

The Management Board and Supervisory Board therefore propose to insert a new section 13a in the Articles of Association:

"§ 13a

*Virtual Annual General Meeting*

*The Management Board is authorized, for Annual General Meetings taking place until the end of 15 February 2028, to arrange for the meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting) in compliance with the applicable legal requirements."*

9.3. Virtual participation of members of the Supervisory Board

In the future, members of the Supervisory Board are to be permitted, in specific cases, especially when the Annual General Meeting is held virtually, to participate in the Annual General Meeting by way of video and

audio transmission. The Management Board and Supervisory Board therefore propose to insert a new section 14, paragraph 3 in the Articles of Association:

*"(3) Members of the Supervisory Board are permitted to participate in the Annual General Meeting by way of video and audio transmission in exceptional cases whereby their attendance in person is not possible or only possible with considerable effort, as a result of legal or health restrictions or as a result of their office or place of residence being located abroad, or if the Annual General Meeting is being held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting."*

## **10. Remuneration System for the members of the Management Board**

On 25 November 2022, on the recommendation of the Executive Committee, the Supervisory Board resolved to make changes to the existing remuneration system for Management Board members which was last approved by the Annual General Meeting on 25 February 2021. The main changes are as follows:

- The framework for the variable portion of the Management Board remuneration was expanded in line with the market and linked even more closely with the success of the business ("pay for performance").
- Scope was provided to raise the level of remuneration of Management Board members who have served on the Infineon Management Board for longer than four years, again in line with the market, resulting in the maximum remuneration for such Board members increasing from €4.2 million to €5.3 million for a full Management Board member and from €7.2 million to €9.2 million for the Chief Executive Officer.
- The modifier applied to date to the target achievement relating to the short-term variable remuneration (Short Term Incentive, STI) was restricted in compliance with the adjustment options set out in the German Stock Corporation Act and German Corporate Governance Code. In the future, the target achievement can only be reduced or increased by a factor of 0.7 to 1.3 in exceptional cases, i.e. when unplanned extraordinary developments occur. An adjustment based on specific modifier criteria determined by the Supervisory Board in each fiscal year will therefore no longer be applied. In the view of the Supervisory Board, the financial and non-financial performance criteria for the STI and for the long-term variable remuneration



component LTI (Long Term Incentive) are sufficient and appropriate for performance assessment.

- Finally, the Supervisory Board has created the option of increasing the weighting of the ESG targets as part of the LTI from their current figure of 20% to 30%, thus taking greater account of sustainability considerations.

The revised Management Board remuneration system is reproduced in section III.D. of this invitation and will be available on the Infineon website at [www.infineon.com/agm](http://www.infineon.com/agm) from the date of convocation of the Annual General Meeting and also during the Annual General Meeting.

The Supervisory Board proposes that the revised Management Board remuneration system be approved pursuant to section 120a, paragraph 1 AktG.

## **11. Approval of the Remuneration Report**

Pursuant to section 162 of the German Stock Corporation Act (*AktG*), the Management Board and Supervisory Board are required to prepare a report on the remuneration awarded or due to the members of the Management Board and Supervisory Board in the past fiscal year. The remuneration report was examined by the independent auditor in accordance with section 162, paragraph 3 AktG to ensure that the legally required disclosures pursuant to section 162, paragraph 1 and paragraph 2 AktG had been made. In addition to ensuring that the legal requirements had been met, the independent auditor also conducted a voluntary substantive audit of the report. The independent auditor's Report on the Audit of the Remuneration Report is included in the remuneration report. The remuneration report together with the independent auditor's report is reproduced in section III.E. of this invitation and will be available on the Infineon website at [www.infineon.com/agm](http://www.infineon.com/agm) from the date of convocation of the Annual General Meeting and also during the Annual General Meeting.

The Management Board and Supervisory Board propose that the audited remuneration report prepared in accordance with section 162 AktG for the 2022 fiscal year be approved pursuant to section 120a, paragraph 4 AktG.

## **II. Other information**

### **1. Total number of shares and voting rights**

The share capital of the Company totals €2,611,842,274 and is divided into 1,305,921,137 no-par-value shares at the time the Annual General Meeting is convened, each conferring one vote. The total number of shares includes 3,689,901 own shares held at the time the Annual General Meeting is convened, which do not carry any shareholder rights.

### **2. Virtual Annual General Meeting without the physical presence of the shareholders or their proxies, transmission of the Annual General Meeting**

Based on section 26n, paragraph 1 of the Introductory Act to the German Stock Corporation Act (EGAktG) in conjunction with section 118a AktG, 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 (with the exception of company proxies). Apart from the uncertainty surrounding the future Covid-19 pandemic situation, the main factor considered when making this decision was the current energy crisis. The Annual General Meeting will be held at the Company's offices in Am Campeon 1-15, 85579 Neubiberg, Germany, i.e. the location of the Annual General Meeting within the meaning of section 121, paragraph 3 AktG. The physical attendance of shareholders or their proxies (with the exception of company proxies) at the location of the Annual General Meeting is not permitted.

All times stated in this Notice of the Annual General Meeting refer to Central European Time (CET). To convert to Coordinated Universal Time (UTC), it is necessary to deduct one hour from CET.

The entire Annual General Meeting will be broadcast live on Thursday, 16 February 2023 from 10:00 a.m. (CET) on the internet at [www.infineon.com/agm](http://www.infineon.com/agm) via video and audio transmission for shareholders and their proxies and is accessible via the InvestorPortal using the shareholder number and individual login code.

The registration procedure is explained in point II.3 below. Registration and the exercise of shareholders' rights are possible in text form or electronically via the InvestorPortal, for which access data (shareholder number and individual login code) are required; shareholders will receive these together with the registration documents. Shareholders who have already registered for electronic delivery in previous years should use their shareholder number, which they will receive with their registration documents, and their self-assigned login code.

When using the InvestorPortal (accessible via the shareholder number and individual login code) during the virtual Annual General Meeting on 16 February 2023, the shareholders who have registered for the meeting in due time and in the proper form or their proxies – if power of attorney has been issued to a third party – are electronically connected to the Annual General Meeting.

For all other interested parties, the Annual General Meeting is transmitted live on the internet at [www.infineon.com/agm](http://www.infineon.com/agm), provided the Chair of the meeting gives permission. The intention is that he will do so.

### **3. Prerequisites for exercising shareholders' rights, particularly voting rights**

#### **a. Registration**

In accordance with section 14 of the Articles of Association, shareholders are entitled to participate in the Annual General Meeting and to exercise their shareholders' rights, particularly their voting rights, if they have registered by

#### **9 February 2023, midnight (CET)**

for the Annual General Meeting either themselves or through a proxy (e.g. also an intermediary) and are entered in the stock register at the time of the Annual General Meeting.

Registration must be submitted to the Company in German or English either electronically

- via the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm)

or in text form (section 126b of the German Civil Code (*BGB*)) via one of the following contact channels:

- Address: Infineon Technologies AG,  
c/o Computershare Operations Center, 80249 Munich, Germany
- E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Observance of this deadline is determined on the basis of the date and time of the receipt of the registration by the Company. To avoid the risk of missing the deadline as a result of postal delays, registration by an electronic channel via the InvestorPortal or in text form by e-mail is recommended.

In addition to their shareholder number, shareholders require a login code for electronic registration via the InvestorPortal, which they either receive with

their AGM documents or have selected themselves via the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm). This code is still valid if consent to electronic delivery has already been given in previous years.

In accordance with legal requirements, shareholders who are only entered in the stock register on or after 26 January 2023 will not receive an invitation without requesting one and will therefore not be sent access data for electronic registration. However, they can request the invitation with the required shareholder number and the individual login code via one of the following contact channels:

- Address: Infineon Technologies AG,  
c/o Computershare Operations Center, 80249 Munich, Germany
- E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Shareholders who wish to register are requested to do so in good time.

#### b. Proxies

Shareholders who are entered in the stock register are entitled to exercise their voting rights either personally or via a proxy of their choice, such as an intermediary, a shareholder association, a voting rights advisor or other third party. Even in these cases it is necessary to register in good time and in the proper form in accordance with point II.3.a.

Details on voting by proxy are described in point II.5.

#### c. Entry freeze (technical record date); disposability of shares

The exercising of shareholder rights, especially voting rights, is based on the shareholding entered in the stock register on the day of the Annual General Meeting. However, shareholders should note that for technical processing reasons an entry freeze will apply from the registration deadline (10 February 2023, 00:00 (CET)) until midnight on the day of the Annual General Meeting (16 February 2023, 24:00 (CET)), i.e. no entries or deletions can be made to the stock register during this period. The technical record date for exercising shareholder rights, particularly voting rights, at the Annual General Meeting is therefore 9 February 2023, midnight (CET).

Registering for the Annual General Meeting does not cause shares to be blocked. Shareholders therefore retain the right to dispose of their shares without restriction, irrespective of the entry freeze (technical record date), even



after registration. However, purchasers of shares whose applications for entry are not received by the Company in due time may not exercise shareholder rights pertaining to those shares at the Annual General Meeting unless they have obtained a power of attorney to do so or an authorization to exercise such rights.

#### 4. Exercising voting rights

Shareholders or their proxies may only exercise their voting rights via mail ballot or by issuing power of attorney and instructions to company proxies. In both cases, they are required to register in due time and in the proper form as described in point II.3.

##### a. Voting by mail ballot

Shareholders or their proxies may vote by mail ballot in either German or English. The vote may be cast, amended or revoked either electronically via the InvestorPortal or in text form by mail or e-mail.

Electronic voting by mail ballot (including amendments and revocations) is possible via the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm) using the shareholder number and individual login code **until the voting is closed by the person chairing the virtual Annual General Meeting on 16 February 2023.**

Shareholders will be sent a form for voting by mail ballot in text form together with their registration documents. The form is also available online at [www.infineon.com/agm](http://www.infineon.com/agm) and will be sent to shareholders upon request. Votes cast by mail ballot or their amendment or revocation in text form must be received by the Company via one of the following contact channels within the following deadlines (date and time of receipt by the Company is decisive):

- Address: Infineon Technologies AG,  
c/o Computershare Operations Center, 80249 Munich, Germany  
by **15 February 2023, midnight (CET)** or
- E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
by **16 February 2023, 10:00 a.m. (CET)**

##### b. Voting via company proxies

Shareholders or their proxies may also opt to be represented by Infineon employees designated as proxies (company proxies).

Powers of attorney and instructions to company proxies may be issued, amended or revoked electronically via the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm) **until the voting is closed by the person chairing the virtual Annual General Meeting on 16 February 2023.**

Alternatively, powers of attorney and instructions to company proxies may be issued, amended or revoked in German or English in text form via one of the following contact channels within the following deadlines (date and time of receipt by the company is decisive).

- Address: Infineon Technologies AG,  
c/o Computershare Operations Center, 80249 Munich, Germany  
by **15 February 2023, midnight (CET)**
- E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
by **16 February 2023, 10:00 a.m. (CET)**

The form for granting powers of attorney and instructing company proxies in text form will be sent to shareholders together with the registration documents. The proxy and instruction form is also available online at [www.infineon.com/agm](http://www.infineon.com/agm) and will be sent to shareholders upon request.

Company proxies may only vote on items for which they have been issued explicit instructions. The company proxies are obliged to vote in accordance with these instructions and do not vote if they have not received instructions. If the instructions issued are not clear or are contradictory, the company proxies will abstain from voting.

Company proxies will not accept instructions to speak, ask questions, put forward proposals or submit objections to Annual General Meeting resolutions.

#### c. Further information on voting

If declarations submitted using various transmission methods deviate from one another and it is unclear which declaration was submitted most recently, priority will be given to declarations submitted via the InvestorPortal, if available, and otherwise to declarations submitted via e-mail.

Votes cast by mail ballot and instructions to company proxies regarding item 2 on the Agenda remain valid if the proposal for the utilization of unappropriated profit is amended as a result of a change in the number of shares qualifying for payment of a dividend.

## 5. Exercising shareholder rights by proxy, procedure for voting by proxy

Shareholders who are entered in the stock register and have registered in due time and in the proper form may also have their voting rights and other rights exercised by a proxy of their choice, such as an intermediary, a shareholder association or a voting rights advisor.

Similar to shareholders, proxies may not physically participate in the virtual Annual General Meeting. They may only exercise voting rights for the shareholders they represent by way of mail ballot or by issuing a (sub-)power of attorney and instructions to company proxies.

Shareholders who wish to exercise their right to vote at the Annual General Meeting via a proxy must ensure that they grant the power of attorney to the proxy in due time and in the proper form. When doing so, the following needs to be considered:

If neither a voting rights advisor, nor a shareholder association, nor any other intermediary covered by section 135 AktG or a party equivalent thereto pursuant to section 135 AktG is authorized, the power of attorney must be granted either

- in text form or electronically via the InvestorPortal vis-à-vis the Company, or
- in text form directly vis-à-vis the proxy (in which case proof of the appointment of the proxy in text form has to be provided to the Company).

The same provisions apply if a shareholder wishes to change or revoke the power of attorney.

When granting a power of attorney to voting rights advisors, shareholder associations or other intermediaries covered by section 135 AktG or parties equivalent thereto pursuant to section 135 AktG or revoking or authorizing a power of attorney, the respective statutory provisions, in particular section 135 AktG, are applicable. According to this provision, in such cases the power of attorney must be granted to a specific proxy and verifiably recorded by that proxy. Furthermore, the power of attorney must be complete and may only contain declarations relating to the exercising of voting rights.

However, under certain circumstances, the proxies in question may set out special rules for their own power of attorney. For this reason, shareholders are requested to consult with the proxies concerned in good time regarding the specific form and procedure of the power of attorney.

Powers of attorney can be issued, amended and revoked vis-à-vis the Company no later than **15 February 2023, midnight (CET)** in text form via one of the following contact channels, whereby the date and time of receipt by the Company is decisive. The same applies for the proof of a power of attorney granted to the proxy.

- Address: Infineon Technologies AG,  
c/o Computershare Operations Center, 80249 Munich, Germany
- E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Powers of attorney may also be issued, amended or revoked vis-à-vis the Company electronically using the shareholder number and individual login code via the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm) **until the end of the Annual General Meeting.**

For participation in the electronic voting procedure, the proxy requires individual login data. After granting the power of attorney vis-à-vis the Company or providing proof of a power of attorney granted to the proxy, the Company will provide the necessary login data for the proxy.

Shareholders who wish to make use of the option to appoint a proxy are requested to do so in good time in order to enable timely receipt of the login data by the proxy.

A multi-purpose power of attorney, instruction and mail ballot form is available for download online at [www.infineon.com/agm](http://www.infineon.com/agm). The form will also be sent to shareholders free of charge upon request.

## **6. Shareholders' rights (proposals, election nominations, submission of statements, the right to speak and the right to information, the right to object to resolutions to be taken by the Annual General Meeting)**

The rights of shareholders in connection with the Annual General Meeting include the following (further details of shareholders' rights are available online at [www.infineon.com/agm](http://www.infineon.com/agm)):

### **a. Additions to the Agenda**

Pursuant to section 122, paragraph 2 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 16 January 2023. 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 the Company's 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:

- Address: Management Board of Infineon Technologies AG, Am Campeon 1-15, 85579 Neubiberg, Germany
- E-mail: [hv@infineon.com](mailto: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](http://www.infineon.com/agm).

#### 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 1 February 2023

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

Proposals sent to any other address will not be considered.

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](http://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 comparable supervisory bodies of business enterprises in Germany and abroad 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.

Proposals or election nominations by shareholders which are required to be made available pursuant to sections 126 or 127 AktG are deemed to have been made once they have been made available. The Company will ensure that voting rights relating to these proposals or election nominations can be exercised from this date. If the shareholder making the proposal or submitting the election nomination is not duly authorized to do so or has not registered for the Annual General Meeting in due time and in the proper form, there will be no requirement for the proposal or election nomination to be dealt with in the 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.

Shareholders or their proxies who are following the Annual General Meeting live also have the right to submit proposals and election nominations at the meeting by video link as part of their right to speak at the meeting (see d. below for more detail on this matter).

c. Submission of statements for publication via the InvestorPortal

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 right, pursuant to section 130a, paragraphs 1 to 4 AktG, until five days before the Annual General Meeting, i.e. **until midnight (CET) on 10 February 2023**, to submit statements relating to items on the Agenda electronically via the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm), **either by video or in text form**, using the shareholder number and individual login code. Statements in text form should be submitted as PDF files, while video statements will only be permitted if the shareholder or proxy appears in the video in person. Please ensure that any statement submitted in text form does not exceed 10,000 characters and that the length of any video message, which should preferably be in landscape format, does not exceed five minutes. 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.

Unless there are exceptional circumstances whereby the requirement to make statements available pursuant to section 130a, paragraph 3, sentence 4 AktG may be disregarded, statements submitted that relate to items on the Agenda are published on the InvestorPortal, which is accessible only to shareholders and/or their proxies using the shareholder number and individual login code at [www.infineon.com/agm](http://www.infineon.com/agm), by four days before the Annual General Meeting, i.e. by midnight (CET) on 11 February 2023.

Proposals and election nominations, questions and objections to Annual General Meeting resolutions that form part of the statements submitted by video or in text form are not considered at the Annual General Meeting; the making of proposals and submission of election nominations (see II.6.b), the

exercising of the right to information (see II.6.e) and the filing of objections to Annual General Meeting resolutions (see II.6.f) are only possible in the specific ways described in this invitation.

#### d. Right to speak

Shareholders who have registered for the meeting in due time and in the proper form or their proxies who are connected to the Annual General Meeting electronically also have the right to speak at the Annual General Meeting via video communication. From the beginning of the Annual General Meeting, the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm) using the shareholder number and individual login code will be operating a virtual request-to-speak desk, where shareholders or their proxies can indicate their wish to speak. The right to speak also includes, in particular, the right pursuant to section 118a, paragraph 1, sentence 2, No. 3 AktG to submit proposals and election nominations (see also II.6.b above), and requests for information pursuant to section 131, paragraph 1 AktG (see also II.6.e below). In accordance with section 15, paragraph 2 of the Company's Articles of Association, the Chair of the Annual General Meeting may impose a reasonable time limit on the shareholders' right to speak and ask questions. In particular, the Chair has the right, either at the beginning or during the course of the Annual General Meeting, to set a reasonable time limit for the entire Annual General Meeting, for individual items on the Agenda or for individual speakers. All the video communication with the shareholders and their proxies is conducted via the InvestorPortal only accessible via the shareholder number and individual login code. To contribute a speech via video communication, shareholders or their proxies require either a non-mobile device (e.g. PC, notebook, laptop) or a mobile device (e.g. smartphone). The device used to hold the speech must be connected to the internet (with a stable upload/download bandwidth of at least 5 megabits per second) and must have a camera and microphone available which can be accessed from the browser. There is no need to install additional software components or apps on the device. Those persons who have indicated their wish to speak via the virtual request-to-speak desk will be connected to the meeting to hold their speech. The Company will monitor the functionality of the video communication between the shareholder or their proxy and the Company during the meeting and prior to the speech, and reserves the right to reject it if functionality is not ensured.

e. Right to information

Pursuant to section 131, paragraph 1 AktG, each shareholder is entitled to be provided with information on request by the Management Board at the Annual General Meeting about the Company's affairs, provided that such information is necessary to make a proper assessment of the relevant item on the Agenda and there is no right to withhold such information. The Management Board's duty to provide information also extends to the legal and business relationships of the Company with its affiliated companies. Furthermore, the duty to provide information also relates to the position of the Group and of the companies included in the consolidated financial statements.

It is envisaged that the Chair of the Annual General Meeting will specify that the right to information mentioned above pursuant to section 131, paragraph 1 AktG will only be allowed to be exercised at the Annual General Meeting via video communication, i.e. as part of the exercising of the right to speak at the meeting (see point d. above).

Section 131, paragraph 4, sentence 1 AktG states that, if any information is provided to a shareholder in their capacity as a shareholder outside the Annual General Meeting, this information must be provided on request to every other shareholder or their proxy at the Annual General Meeting, even if it is not necessary to make a proper assessment of the relevant item on the Agenda. At the virtual Annual General Meeting, it is guaranteed that shareholders or their proxies who have live electronic access to the Annual General Meeting will be able to submit their request pursuant to section 131, paragraph 4, sentence 1 AktG by electronic communication at the Annual General Meeting via the InvestorPortal accessible at [www.infineon.com/agm](http://www.infineon.com/agm) using the shareholder number and individual login code.

f. Filing objections to resolutions of the Annual General Meeting

Shareholders registered for the meeting in due time and in the proper form and their proxies who are connected to the Annual General Meeting electronically will have the opportunity pursuant to section 118a, paragraph 1, sentence 2, No. 8 AktG to lodge objections to resolutions of the Annual General Meeting by way of electronic communication.

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

## **7. Information and documents for the Annual General Meeting; website; American Depositary Shares**

The information and documents indicated in section 124a AktG may be viewed and downloaded online at [www.infineon.com/agm](http://www.infineon.com/agm). The key points that will be contained in the speeches of the Chairman of the Supervisory Board, the Chief Executive Officer and the Chief Financial Officer will also be published there on 6 February 2023. After the Annual General Meeting, the voting results will be announced on the same website and the speeches of the Chairman of the Supervisory Board, the Chief Executive Officer and the Chief Financial Officer will be made available as recordings. The website also contains information on how to obtain confirmation pursuant to section 118, paragraph 1, sentence 3 AktG that votes cast electronically were received as well as confirmation of the voting pursuant to section 129, paragraph 5 AktG, both of which may be requested by the voter up to one month after the Annual General Meeting.

Holders of American Depositary Shares (ADS) will receive the information they require in order to participate in the virtual Annual General Meeting from Citibank, N.A. (Depositary).

## **8. Data protection notice for shareholders**

For the purpose of maintaining the stock register and conducting the Annual General Meeting, the Company collects personal data on its shareholders and/or their proxies. This is done to meet its obligations and in order to enable shareholders to exercise their rights at the Annual General Meeting, particularly as it is being held in the form of a virtual event without the physical presence of shareholders or their proxies. Infineon Technologies AG processes the data as the responsible party in accordance with the provisions of the EU Data Protection Regulation ("GDPR") and all other relevant laws. Details regarding the treatment of personal data and the rights of shareholders and/or their proxies in accordance with the GDPR are available online at [www.infineon.com/data-protection-for-shareholders](http://www.infineon.com/data-protection-for-shareholders) and can also be requested in printed form via the addresses provided for registration purposes.



### III. Reports and information regarding items on the Agenda

#### A. Information about the candidates for the Supervisory Board (item 6 on the Agenda)

##### **Dr. Herbert Diess**

Manager,  
most recently CEO of Volkswagen AG

Member of the Infineon Technologies  
Supervisory Board from 2015 to 2020



##### **Personal information**

|               |                 |
|---------------|-----------------|
| Year of birth | 1958            |
| Residence     | Munich, Germany |
| Nationality   | Austrian        |

##### **Education**

|             |  |
|-------------|--|
| 1987        | PhD in Mechanical Engineering (Dr. Ing.) in the area of Production Technology                            |
| 1984 – 1989 | Research Assistant, from 1988 Director of Assembly Automation department, Technical University of Munich |
| 1978 – 1983 | Studies in Mechanical Engineering, Technical University of Munich, (Dipl.-Ing. degree)                   |
| 1977 – 1978 | Studies in Vehicle Technology, University of Applied Sciences Munich                                     |

##### **Professional career**

|             |   |
|-------------|---|
| 2015 – 2022 | Various positions, Volkswagen AG              |
| 2018 – 2022 | Chief Executive Officer, Volkswagen AG        |
| 2015 – 2018 | Member of the Management Board, Volkswagen AG |
| 1996 – 2014 | Various positions, BMW AG                     |
| 2012 – 2014 | Member of the Management Board, Development   |

|             |                    |   |
|-------------|--------------------|---|
|             | 2007 – 2012        | Member of the Management Board, Purchasing and Supplier Network         |
|             | 2003 – 2007        | Head of BMW Motorcycles   |
|             | 2000 – 2003        | Head of Oxford plant  |
|             | 1999 – 2000        | Head of Birmingham plant  |
|             | 1998 – 1999        | Head of Process Consulting Development and Technology                   |
|             | 1997 – 1998        | Head of Process Consulting Production                                   |
|             | 1996               | Joined BMW AG, Head of Long-Term and Structural Planning                |
| 1989 – 1996 | Various positions, | Robert-Bosch GmbH   |
|             | 1993 – 1996        | Technical Director of the Treto plant, Robert-Bosch Spain               |
|             | 1990 – 1993        | Head of Planning and Maintenance of the Treto plant, Robert-Bosch Spain |
|             | 1989 – 1990        | Project work, participation in planning a new plant, Robert-Bosch GmbH  |

#### **Memberships in other statutory supervisory boards in Germany**

None

#### **Memberships in comparable supervisory bodies of business enterprises in Germany and abroad**

None

#### **Relevant know-how, expertise and experience**

In the course of his professional career, Dr. Diess has acquired extensive skills in various areas of global business life, such as manufacturing and production, marketing, sales and distribution, as well as human resources and organizational development. Furthermore, as the former Chief Executive Officer of Volkswagen AG, he also has wide-ranging strategic skills, valuable expertise in future-related topics such as electromobility, and a broad network of contacts in business, industry associations, and political institutions in Germany and abroad.

**Klaus Helmrich**

Member of various supervisory boards

**Personal information**

Year of birth      1958  
 Residence        Nürnberg, Germany  
 Nationality       German

**Education**

1982 – 1986      University of Applied Sciences Würzburg-Schweinfurt (FHWS), Studies and Dipl.-Ing. (FH) degree in Electrical Engineering

**Professional career**

|             |   |
|-------------|---|
| 1986 – 2021 | Various positions, Siemens AG   |
| 2019 – 2021 | Member of the Management Board and CEO Digital Industries   |
| 2014 – 2019 | Member of the Management Board, responsible for the Digital Factory & Process Industries and Drives divisions and for Europe and Africa |
| 2013 – 2014 | Member of the Management Board, CTO and Labor Director  |
| 2011 – 2014 | Member of the Management Board, CTO   |
| 2008 – 2011 | CEO Drive Technologies division   |
| 2004 – 2008 | Head of Standard Drive division   |
| 2002 – 2004 | Head of Power Distribution Products subdivision   |
| 1999 – 2002 | Head of Sales & Marketing   |
| 1997 – 1999 | Head of Development, Automation and Drives  |
| 1995 – 1997 | Head of Development, Automation Technology  |
| 1991 – 1995 | Technical Order Processing, Automation Technology   |
| 1989 – 1991 | Design Engineer, Building Panels  |
| 1986 – 1989 | Development Engineer, Energy Management   |

**Memberships in other statutory supervisory boards in Germany**

- Member of the Supervisory Board of ZF Friedrichshafen AG, Germany
- Member of the Supervisory Board of Festo SE & Co. KG, Germany

**Memberships in comparable supervisory bodies of business enterprises in Germany and abroad**

- Member of the Foundation Council of the Friedhelm Loh Familienstiftung, Germany
- Member of the Foundation Council of the Friedhelm Loh Stiftung, Germany

**Relevant know-how, expertise and experience**

Mr. Helmrich has over 30 years professional experience in the industrial sector. In addition to a profound understanding of technology, he has great expertise in the area of digitalization and automation as well as in research and development. As a longstanding member of the Siemens AG Management Board, he also has a proven record in numerous other areas relating to a group with international operations, including in particular marketing, sales and distribution, manufacturing and production, as well as human resources and organizational development.

**B. Report of the Management Board concerning Item 7 on the Agenda:  
Authorization to acquire and use own shares**

Acquisition modes (Point (1) of the Authorization Resolution):

The proposed resolution provides for the acquisition of own shares through the stock exchange or by means of a public purchase offer addressed to all shareholders or a public invitation to submit offers for sale. Section 71, paragraph 1, No. 8, sentence 4 AktG states that the mode of acquisition via the stock exchange in itself satisfies the requirements of the principle of equal treatment. Similarly, shareholders are not disadvantaged in the event of a public purchase offer or a public invitation to submit offers for sale.

It is also intended that the Company should have the option of engaging a bank or other entity that meets the requirements of section 186, paragraph 5, sentence 1 AktG (collectively "bank") to conduct the acquisition as part of a defined repurchase program, whereby the bank gives a commitment to acquire either an agreed number of shares or shares for a previously defined total purchase price, on a previously defined minimum number of stock exchange trading days in Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) and in any case by no later than the end of a previously agreed period, and to transfer them to the Company. The principle of equal treatment is also complied with in this situation since the bank acquires Infineon shares via the stock exchange and on the conditions specified by the Company. The fact that the purchase price per share to be paid by the Company must include a discount compared to the arithmetic mean of the volume-weighted average price ("VWAP") of the Infineon share in Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) over the period in which shares are repurchased means that shareholders not involved in the repurchase transactions suffer no disadvantage in value terms.

Uses to which own shares can be put (Point (2) of the Authorization Resolution):

The authorization is intended to give the Company the opportunity to use the acquired shares for all legally permissible purposes. In addition to being able to sell shares via the stock exchange or via a public offer to all shareholders (in both cases in compliance with the principle of equal treatment), and to recall shares (in which case there are no such restrictions), the acquired shares may also be used in particular for the purposes described below:

- Own shares as an acquisition currency  
(Point (2) letter b. of the Authorization Resolution)

First of all, it should be possible to offer and transfer own shares in connection with company mergers and the acquisition of companies, parts of companies, participations and/or other assets that are eligible for treatment as capital contributions in conjunction with such acquisitions. It is essential that the Company is capable of combining forces with other entities and/or of acquiring companies, parts of companies or participations in order to improve its competitive position. It may also be necessary in this context to acquire further assets, over and above the primary acquisition target, but which are nevertheless related to the acquisition transaction, for example when the entity being acquired does not own the rights to the intangible assets necessary to operate the acquired entity's business.

It is not uncommon in practice for acquiring entities to be required to offer own shares as part of the purchase price. Furthermore, it may make economic sense in other cases for the Company to offer own shares as part of the purchase price, thus helping to conserve liquidity by contrast to cash payment. Using own shares can also have advantages over using authorized capital in that it avoids the dilution effect typically associated with the creation of new shares.

- Sale to third parties for cash consideration  
(Point (2) letter c. of the Authorization Resolution)

The Company would also benefit from being able to sell own shares to third parties, in particular institutional investors, in return for cash payment. Such an option would be in the interests of the Company by enabling it to react quickly and flexibly and cover short-term capital requirements. Specifically, it would allow the Management Board to take advantage of the opportunities offered by favorable stock market conditions and to achieve the highest possible resale price by setting appropriate market-based prices, thereby strengthening equity capital to the greatest possible extent, while also reaching out to new investor groups. In accordance with the resolution, the shares can only be sold at a price (excluding incidental acquisition costs) that is not substantially lower than the share price established in the Xetra trading opening auction on the Frankfurt Stock Exchange (or comparable successor system) on the day of the sale. The Management Board will ensure that any discount compared to the stock exchange price is as small as possible given the prevailing market conditions at the time of placement. Furthermore, the Management Board will make use of this authorization only in such a way that the total value of the shares sold to third parties for cash payment subject to the exclusion of the subscription rights of shareholders does not exceed 10% of the share capital as determined both at the time of this authorization becoming effective and the time of its exercise. Shares issued or used during the lifetime of this authorization subject to the



exclusion of the subscription rights of shareholders in direct or analogous application of section 186, paragraph 3, sentence 4 AktG will be counted towards this threshold. Also to be counted towards the threshold are those shares that have already been issued or can still be issued in future to service conversion or option rights insofar as the underlying bonds were issued during the lifetime of this authorization subject to the exclusion of the subscription rights of shareholders in analogous application of section 186, paragraph 3, sentence 4 AktG.

- Own shares to meet the Company's obligations relating to convertible bonds and bonds with warrants  
(Point (2) letter d. of the Authorization Resolution)

Own shares should also be available to service obligations relating to convertible bonds and bonds with warrants ("bonds") that have already been or will in future be issued or guaranteed by the Company. Such bonds are usually serviced out of conditional capital. However, the terms and conditions of the bonds normally stipulate that any conversion and option obligations can also be serviced out of own shares. This option also harbors benefits in terms of enhanced flexibility. One of the advantages of using own shares for this purpose is that there is then no need to create new shares, thus avoiding the dilution effect typically arising when capital increases are made out of conditional capital.

- Own shares to be offered/awarded to members of the Company's Management Board, members of the management board/board of directors of affiliated companies and employees of the Company or affiliated companies  
(Point (2) letter e. of the Authorization Resolution)

Own shares should also be available to be offered for purchase or awarded as a remuneration component and in both cases transferred to members of the Company's Management Board, members of the management board/board of directors of affiliated companies and employees of the Company or affiliated companies.

Under current legislation, shares may only be awarded out of authorized capital to members of the Management Board with specified restrictions, and own shares acquired in accordance with section 71, paragraph 1, No. 2 AktG may not be used at all. In particular, section 71, paragraph 1, No. 2 AktG relates only to shares awarded to employees, not however to members of the Company's representative bodies serving on the basis of service contracts. Notwithstanding this fact, it may be in the interests of the Company to acquire

shares for subsequent award to employees on the basis of a repurchase authorization as defined by section 71, paragraph 1, No. 8 AktG, given that using authorized capital and acquiring shares in accordance with section 71, paragraph 1, No. 2 AktG are both subject to restrictions which reduce the Company's flexibility. The award of new shares out of authorized capital also has a dilution effect when share capital is increased subject to the exclusion of subscription rights of existing shareholders.

In addition to the direct transfer of shares by the Company, it is also intended that the Company should be able to transfer acquired shares initially to a bank which has given a commitment to transfer them only to members of the Company's Management Board, members of the management board/board of directors of affiliated companies and employees of the Company or affiliated companies. The use of the bank as an intermediary can help to simplify the process.

The shares acquired on the basis of this or an earlier authorization may also be used to satisfy redelivery obligations resulting from securities lending transactions taken out with a bank for one of the purposes permitted by the authorization. The acquisition of the shares by means of a securities loan also facilitates the process; the subsequent repayment of the loan using own shares only recreates the situation that would have existed had the shares been used directly in accordance with the purpose permitted by the authorization.

In all the cases described above, the subscription rights of shareholders must be excluded for the shares concerned in order for them to be used as described. The Company's representative bodies will therefore examine in each individual case whether own shares should be used for the measures stated. The decision to exclude existing shareholders' subscription rights will be taken by the Company's representative bodies after careful consideration of shareholder and company interests. Only in this case will the measure be executed and subscription rights excluded.

The Management Board will report on all relevant aspects, including the decision about the exercise of the repurchase authorization and the circumstances of the acquisition, at the subsequent Annual General Meeting in accordance with section 71, paragraph 3 AktG.

**C. Report of the Management Board concerning Item 8 of the Agenda:  
Authorization to acquire own shares using derivatives**

In addition to the options provided under Item 7 on the Agenda, it is intended – as in the past – that the Company should also be allowed to use equity derivatives to acquire own shares. It may be advantageous for the Company to sell put options or acquire call options (collectively "derivatives") rather than acquiring shares in the Company directly. This possible line of action, however, only supplements the authorization proposed in Item 7 on the Agenda, without widening the scope of the overall repurchase volume.

When it sells a put option, the Company grants the acquirer the right to sell Infineon shares to the Company during the agreed period at a price specified in the put option (exercise price). The Company receives in exchange an option premium corresponding to the value of the right of sale taking into account the exercise price, the term of the option and the volatility of the Infineon share. If the put option is exercised, the option premium paid by the acquirer of the put option reduces the total amount paid by the Company to acquire the share. It makes economic sense for the holder to exercise the put option if the price of the Infineon share at the time of exercise is lower than the exercise price, as the option then enables the holder to realize a higher sale price than would otherwise be possible at the time. The advantage of using put options to repurchase shares from the Company's perspective is that the exercise price is established as soon as the option transaction is concluded but the liquidity is not lost until the exercise date. Moreover, the overall charge to the Company for the acquisition of the shares is always lower than the share price when the option transaction is concluded thanks to the option premium received. If the holder chooses not to exercise the option because the share price on the exercise date is higher than the exercise price, the Company cannot acquire shares by this means but does retain the option premium received.

When it acquires a call option, the Company pays an option premium in exchange for the right to purchase a predefined number of shares during the agreed period at a predefined price (exercise price) from the writer of the option. It makes economic sense for the Company to exercise the call option if the price of the Infineon share is higher than the exercise price, as the option then enables it to purchase the shares from the option writer for a lower price than would otherwise be possible. Call options thus enable the Company to hedge against the risk of having to purchase own shares at higher prices. They also help to preserve the Company's liquidity, as the defined acquisition price for the shares does not have to be paid until the call option is exercised.

The Company can combine the use of put and call options, i.e. it is not restricted to either only selling put options or to only acquiring call options.

The term of the individual derivatives must expire by no later than by the end of 15 February 2028 and must be defined such that the acquisition of Infineon shares on exercise or satisfaction of the derivatives cannot be effected after 15 February 2028. The authorization is thus intended to make full use of the five-year period permitted by law, but with the restriction that the term of individual options may not exceed 18 months in each case. This ensures that there is an appropriate time limit on obligations arising from the individual option transactions. The entire acquisition volume via put and call options is also capped at 5% of the current share capital, determined both at the time of the authorization becoming effective and the time of its exercise through the use of the derivative. The repurchase of own shares with the aid of derivatives must also be counted towards the threshold stipulated for the general repurchase authorization in Item 7 on the Agenda; a repurchase of own shares above the 10% threshold stipulated by law is therefore excluded.

The derivative contracts must be concluded with a bank or via the stock exchange. This ensures that obligations under the derivatives are met only using shares that have been acquired previously – in compliance with the principle of equal treatment – at the current price of the share in Xetra trading on the Frankfurt Stock Exchange (or comparable successor system) at the time of acquisition.

The acquisition price to be paid by the Company for the shares is the exercise price specified in the relevant put or call option. The exercise price of a put option will be lower and that of a call option higher than the stock exchange price of the Infineon share when the put option is sold or the call option is acquired. The price agreed in the derivative (excluding incidental acquisition costs but taking into account the option premium paid or received) for the acquisition of a share when options are exercised may be no more than 10% above and no more than 30% below the price of the share determined in the Xetra trading opening auction on the Frankfurt Stock Exchange (or comparable successor system) on the day the derivative transaction is concluded.

The sales price received by the Company for a derivative (usually a put option) may not be substantially lower and the purchase price paid by the Company for a derivative (usually a call option) may not be substantially higher than the theoretical market value of the options concerned as determined in accordance with accepted methods (in particular methods of financial mathematics), it being the case that the factors to be considered in determining the option premium shall include the agreed exercise price.

The fact that the exercise price and the option premium are specified in advance as described and the requirement that obligations under the options be met using only

shares that have been acquired previously, in compliance with the principle of equal treatment, via the stock exchange ensures that shareholders are never financially disadvantaged if the Company acquires own shares using options. The Company receives or pays a fair market price, so shareholders not involved in the derivative transactions suffer no disadvantage in value terms. The position of shareholders is equivalent to that when shares are repurchased via the stock exchange, as here too not all shareholders are actually able to sell shares to the Company. The specifications for the configuration of the options and the requirements in respect of the shares to be delivered ensure that this mode of acquisition also complies with the principle of equal treatment. Consequently it is justifiable to exclude any right of shareholders to conclude the aforementioned derivative transactions with the Company in analogous application of section 186, paragraph 3, sentence 4 AktG. Excluding the subscription rights of shareholders enables the Company to conclude derivative transactions quickly, an advantage it would forfeit if it had to make an offer to acquire the options to all shareholders. This gives the Company the flexibility it needs to respond swiftly to market developments.

It is intended that when own shares are acquired using derivatives, shareholders will only have a right to sell their shares in this connection if the Company is required to accept the shares as a result of the derivatives. Otherwise the use of derivatives for the purposes of repurchasing own shares would be impossible and the Company would be unable to access the associated benefits. Having carefully weighed up the interests of the shareholders and the interests of the Company, the Management Board believes that the benefits to the Company from using derivatives are sufficient to justify denying or limiting the right to sell shares in this connection.

Finally, it is intended that the Company should have the opportunity to engage a bank as part of a repurchase program to execute derivative-backed share purchases, with the requirement to acquire either an agreed number of shares or shares for a previously defined total purchase price and in any case by no later than the end of a previously agreed period, and to transfer them to the Company. Given that the same conditions apply for derivative-backed share purchases by a bank as for situations in which the Company uses derivatives itself, the engagement of a bank does not give rise to any disadvantages for the shareholders.

The Management Board will – at the subsequent Annual General Meeting as indicated in section 71, paragraph 3 AktG – also report on any decisions to employ the repurchase authorization allowing the use of derivatives as well as on the detailed circumstances of an acquisition.

## **D. Remuneration system (Item 10 of the Agenda)**

### **1. Principles of the remuneration system**

Infineon always views its business activities from a long-term perspective, with the objective of consistently creating added value for its customers and shareholders, for its employees, for society and for the Group itself. Decarbonization and digitalization are the key challenges of the future and therefore the main strategic drivers for Infineon. Infineon is enabling a climate-neutral economy and connecting the real world with the digital world. The Group is focusing strongly on structurally growing markets which offer above-average growth potential in the long term.

Infineon aims to be a leader in IoT and power systems. This is based on its "Product to System" strategic approach, according to which the Group's entire value chain is geared towards a comprehensive understanding of customer requirements. Building on this understanding, Infineon's innovative power enables it to create higher-quality solutions and targeted benefits for customers. This approach is supported by the constant pursuit of technological leadership, a high level of quality awareness, in-house production that differentiates it from its competitors and a sales strategy tailored to its various key markets. As a result, Infineon is able to offer its customers market-leading products of outstanding quality as well as reliability of supply, enabling it to grow at a faster rate than the market, yet at the same time increase its profitability.

Infineon defines success not only by the objectives it achieves, but also by the path it takes to accomplish them: sustainability plays a key role in the way its people think and act. Long-term thought and action apply not only to commercial objectives. Beyond gaining a more comprehensive understanding of customers' systems, optimizing products and solutions and achieving an appropriate level of profitability, other essentials for Infineon are sustainable corporate governance and responsible commitment to the common good.

As an integral part of this strategy, the remuneration system of the Management Board makes an important contribution towards attaining the corporate objectives described above. The fact that key performance indicators are built into the Management Board remuneration system provides incentives for long-term sustainable growth and increasing profitability. Comparing Infineon's performance to that of its relevant peers is also aimed at ensuring that it outperforms its competitors in the long run, thus aligning the interests of the Management Board and the shareholders. Infineon is also aware of its responsibility towards society as a whole. For this reason, non-financial



(Environmental, Social & Governance or ESG) performance criteria are also used to determine the remuneration of the Management Board.

When devising the Management Board remuneration system, the Supervisory Board was therefore guided by the following principles:

Table 1

*Principles of the Management Board remuneration system*

|  |   |
|--|---|
|  | To promote the sustainable, long-term development of Infineon and support its corporate strategy                                    |
|  | To comply with the regulatory requirements of the German Stock Corporation Act and the German Corporate Governance Code             |
|  | To rigorously pursue performance-related remuneration by setting ambitious but realistic targets (pay-for-performance basis)        |
|  | To create incentives to achieve above-average performance by setting relative performance criteria in relation to major competitors |
|  | To consider the interests of shareholders and the requirements of relevant stakeholders   |
|  | To consider Environmental, Social & Governance (ESG) criteria with the aim of promoting sustainable corporate development           |
|  | To communicate Management Board remuneration both internally and externally in a transparent manner                                 |
|  | To synchronize and standardize internal target structures for the Management Board and senior executives                            |

This remuneration system, which has been modified to take account of current business challenges, applies principally with effect from 1 October 2022 for all members of the Management Board whose service contracts are newly concluded or extended from the date of the Annual General Meeting at which this modified remuneration system was submitted for approval. In addition, the Company also intends to make adjustments to the service contracts of members of the Management Board that were concluded before the date of the Annual General Meeting at which this modified remuneration system was submitted for approval. In order to implement the modified remuneration system, the Company intends to agree the required changes to the existing service contracts with the Management Board members concerned.

In the current fiscal year (1 October 2022 to 30 September 2023), the Supervisory Board is still applying the STI modifier in accordance with the previous remuneration system.

## **2. Procedures for determining, reviewing and implementing the remuneration system**

In accordance with section 87a, paragraph 1 AktG, the Supervisory Board decides upon a clear and understandable system of remuneration for Management Board members and determines the actual remuneration for each Management Board member. The Executive Committee of the Supervisory Board is responsible for preparing Supervisory Board resolutions regarding the remuneration system and for reviewing the system on a regular basis.

With regard to the remuneration system, the Supervisory Board endeavors to ensure that internal corporate targets are synchronized and consistent between the Management Board and senior executives in order to ensure a uniform incentive effect at management level.

The Supervisory Board is required to submit the remuneration system it has decided upon to the Annual General Meeting for approval whenever any significant change is made and every four years at the latest. If the Annual General Meeting does not approve the system as submitted, the Supervisory Board is required to submit a revised remuneration system to the Annual General Meeting for approval by the following Annual General Meeting at the latest.

If the Supervisory Board consults an external remuneration expert to develop the remuneration system and assess the appropriateness of the remuneration, it is required to ensure that the expert is independent of the Management Board and of Infineon and to take precautions to avoid any conflicts of interest.

### **a. Independence; avoidance of and treatment of conflicts of interest**

The Supervisory Board and its Executive Committee take appropriate measures to ensure that any potential conflicts of interest with regard to Supervisory Board members involved in discussions and decisions on the remuneration system are avoided and, where necessary, resolved. Each member of the Supervisory Board is required to report any conflicts of interest to the Chair of the Supervisory Board. The Chair of the Supervisory Board is required to disclose any conflicts of interest concerning his/her own person to the Deputy Chair of the Supervisory Board. The Supervisory Board decides on a case-by-case basis how to deal with any conflicts of interest that may arise. In particular, any Supervisory Board member who is affected by a conflict of interest may not attend a meeting or participate in individual deliberations and decisions made by the Supervisory Board or its Executive Committee.

## b. Reviewing the appropriateness of Management Board remuneration

In accordance with applicable legal requirements and the recommendations of the German Corporate Governance Code, the remuneration of Management Board members is required to reflect the typical level and structure of management board remuneration at peer companies as well as Infineon's economic position and future prospects. The duties, responsibilities and performance of each Management Board member are also considered, as is Infineon's wider pay structure.

To ensure appropriateness, the Supervisory Board performs both horizontal and vertical comparisons at regular intervals.

The horizontal view compares the remuneration of Infineon's Management Board members with that of comparable companies.

A vertical view is also taken, whereby Infineon's internal remuneration structure is assessed by comparing the remuneration of the Management Board with that of senior executives (in Germany and for internationally comparable functions) and the workforce as a whole. Apart from the current status, changes in the level of remuneration over time are also considered.

## 3. Overview of Management Board remuneration components

The Infineon Management Board's remuneration system comprises the components shown in the following overview. Fixed remuneration consists of the basic annual salary, fringe benefits and the company pension plan. Variable (i.e. performance-related) remuneration comprises the one-year Short Term Incentive (STI) and the four-year Long Term Incentive (LTI).

Table 2

*Overview of the various components of the remuneration system*

| <b>Fixed remuneration</b>  |   |
|----------------------------|---|
| <b>Basic annual salary</b> | Fixed, non-performance-related remuneration paid in twelve equal monthly installments   |
| <b>Fringe benefits</b>     | Primarily a company car with chauffeur (also for private use) and an allowance for health and nursing care insurance as well as various |

|  |   |
|--|---|
|  | insurance and general employee benefits   |
| <b>Company pension plan</b>                        | Defined contribution plan that provides an annual pension contribution and capital market-oriented interest rate  |
| <b>Variable (performance-related) remuneration</b> |   |
| <b>Short Term Incentive (STI)</b>                  |   |
| Performance criteria                               | <ul style="list-style-type: none"> <li>› 1/3 Return on Capital Employed (RoCE) as planned</li> <li>› 1/3 Free Cash Flow (FCF) as planned</li> <li>› 1/3 Segment Result Margin (SRM) as planned</li> </ul> |
| Modifier (0.7 to 1.3)                              | Modification option in the case of extraordinary developments   |
| Performance period                                 | One year  |
| Limitation/cap                                     | 250% of the allocation amount   |
| Payment  | In cash   |
| <b>Long Term Incentive (LTI)</b>                   |   |
| Plan type  | Performance Share Plan  |
| Performance criteria                               | <ul style="list-style-type: none"> <li>› 70 - 80% relative Total Shareholder Return (TSR))</li> <li>› 20 - 30% ESG targets</li> </ul>   |
| Performance period                                 | Four years (from the beginning of the fiscal year)  |
| Waiting period                                     | Four years (from the beginning of the provisional allocation)   |
| Limitation/cap                                     | 250% of the allocation amount (on fulfillment)  |
| Payment  | In shares   |
| <b>Other contractual elements</b>                  |   |
| <b>Malus and clawback</b>                          | Partial or complete reduction or reclamation of variable remuneration components  |

|   |  |
|---|--|
| <b>Share Ownership Guidelines (SOG)</b> | Mandatory personal investment in Infineon shares   |
| Chief Executive Officer                 | 150% of gross basic annual salary  |
| Full member of the Management Board     | 100% of gross basic annual salary  |
| Accumulation phase                      | Generally five years   |
| <b>Maximum remuneration</b>             | Maximum remuneration payable to the Management Board capped in accordance with section 87a, paragraph 1, No. 1 AktG (including fringe benefits and the company pension plan) |
| Chief Executive Officer                 | €7,200,000,<br>after four years €9,200,000   |
| Full member of the Management Board     | €4,200,000,<br>after four years €5,300,000   |
| <b>Change-of-control clause</b>         | In the event of a change of control, right of extraordinary termination within limited period of time and with restricted severance pay regulation                           |

#### 4. Remuneration structure

Total target remuneration is defined as the sum of the fixed remuneration (comprising basic annual salary, fringe benefits and company pension) and variable remuneration components (based on an assumed target achievement of 100% for the STI and LTI). The following table shows the estimated proportion of the total target remuneration comprised by the various remuneration components.

Table 3

*Overview of the relative proportions of the components comprising total target remuneration*

|   |          |
|---|----------|
| Fixed remuneration<br>(Basic annual salary, fringe benefits, company pension) | 39 - 49% |
| STI (short-term variable remuneration)  | 17 - 25% |
| LTI (long-term variable remuneration)   | 33 - 36% |

In line with the pay-for-performance model, variable remuneration exceeds fixed remuneration. Moreover, the stronger weighting of the LTI compared to the STI is designed to promote Infineon's sustainable, long-term development.

The relative share of individual remuneration elements may vary slightly for new appointments, depending on the level of fringe benefits and the company plan expense in each case. In addition, the relative share may deviate from those stated above in the event of any payments made to a newly appointed member in recognition of taking up office for the first time.

In the 2022, 2023 and 2024 fiscal years, the STI allocation amount for Management Board members with service contracts already in place at the time of the Supervisory Board resolution regarding the new remuneration system (20 November 2020) has been temporarily increased, in order to compensate for the payout shortfall caused by the abolition of the Mid Term Incentive associated with this resolution.

## **5. The individual remuneration components**

### **a. Fixed remuneration**

#### **(1) Basic annual salary**

The basic annual salary is fixed, non-performance-related remuneration that is paid in twelve equal monthly installments. The amount of the basic annual salary is based on the experience and areas of activity as well as the responsibility taken by each individual Management Board member. Furthermore, when determining the amount, it is compared with the remuneration in a peer group of entities to ensure that the level of remuneration is both appropriate and competitive.

#### **(2) Fringe benefits**

In accordance with their service contracts, Management Board members are entitled to a chauffeur-driven company car, which may also be used for private purposes. Infineon also pays an allowance for health and nursing care insurance. Furthermore, an accident insurance policy is maintained to cover Management Board members. Other fringe benefits relate mainly to statutory obligations (such as the payment of inventor's fees) or general benefits that are also available to other Infineon employees. These include in particular the use of company social facilities (where applicable at reduced rates) such as the canteen, the fitness studio, child vacation care, the Medical Service Center and underground parking (including an e-



charging station). Infineon also bears the cost of medical health tests and preventive medical check-ups for members of the Management Board.

### **(3) Pension benefits**

Each member of the Management Board receives a defined contribution pension entitlement that is largely based on the pension plan applicable for all Infineon employees. The Company sets up a personal pension account (basic account) for each beneficiary and makes annual pension contributions accordingly. Interest is added annually by the Company to the balance of the basic account using the highest statutory interest rates valid for the life insurance industry (guaranteed interest rates) until disbursement of the pension begins. Infineon may also award surplus credits to the account. 95% of any income earned over and above the guaranteed interest rate is credited to the pension account, either at the date when disbursement of the pension begins or, at the latest, when the beneficiary reaches the age of 60. The balance of the basic account when disbursement of the pension begins (due to age, invalidity or death) – increased by an adjusting amount in the event of invalidity or death – constitutes the retirement benefit and is paid out to Management Board members or their surviving dependents in twelve annual installments, or, if so requested by the Management Board member, in eight annual installments, as a lump sum or as a lifelong pension.

If the entitlements of Management Board members have either not yet legally vested or have legally vested but are not protected by the state pension insurance scheme (*Pensionssicherungsverein*), Infineon maintains reinsurance policies in favor of, and pledged to, the Management Board members concerned.

In line with the plan rules applied to Infineon employees, the amounts credited to the pension accounts of Management Board members are paid out upon or after reaching the age of 67, provided the service contract has ended. Upon request, amounts can also be paid out at an earlier point in time if the service contract arrangements end on or after reaching the age of 60 or, in the case of commitments made from 2012 onwards, on or after reaching the age of 62. If beneficiaries elect to have their pension paid out in monthly installments, the pension amount is adjusted automatically each year in accordance with the Infineon pension plan.

#### (4) Other fixed compensation components

In individual cases, the Supervisory Board may grant a payment to a new Management Board member in recognition of their taking up office. A payment of this nature could be awarded in particular to offset any variable remuneration a new Management Board member were to lose as a result of joining Infineon from a previous employer. Such payments must always be at an appropriate level. Furthermore, they are included in and therefore limited by the amount of maximum remuneration determined for the member concerned.

#### b. Variable remuneration

##### (1) Short Term Incentive (STI)

The STI focuses on incentivizing profitability and return on investment, while taking into account the collective performance of the Management Board. Infineon's three key performance indicators – Return on Capital Employed (RoCE), Free Cash Flow (FCF) and Segment Result Margin (SRM) – are integrated in the STI as performance criteria and linked accumulatively. The German Stock Corporation Act and the German Corporate Governance Code provide for the exceptional application of an appropriate (positive or negative) modifier by the Supervisory Board when there are extraordinary developments. The Supervisory Board determines the level of target achievement after the end of each fiscal year.



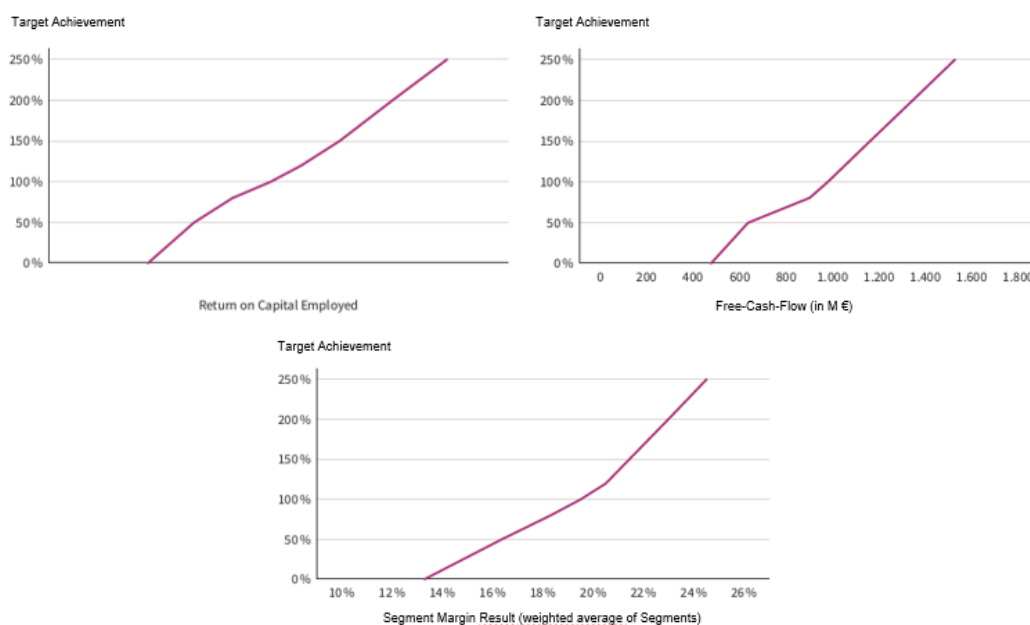
Diagram 1: Illustrative representation of the Short Term Incentive

The overall target achievement of the performance criteria is calculated using target achievement curves and is limited to a maximum target achievement of 250%. The modifier is only used by the Supervisory Board in the case of extraordinary developments and can range from 0.7 to 1.3. The payout amount is calculated in this case by multiplying the individual contractual allocation amount by the overall target achievement and if

applicable by the modifier, but this is also limited to 250% of the allocation amount.

### (a) Performance criteria and measuring target achievement

The STI focuses on Infineon's three key financial performance indicators – RoCE, FCF and SRM. Each of these three performance criteria contributes a one-third proportion to the overall target achievement for the STI.



*Diagram 2: Illustrative target achievement curves for the RoCE, FCF and SRM performance criteria. In addition to the threshold, target and maximum values, the Supervisory Board can set other values. The target, threshold and maximum values are published ex-post in the remuneration report.*

### Return on Capital Employed (RoCE)

RoCE is defined as operating profit from continuing operations after tax divided by capital employed (which comprises non-current assets and net working capital). This ratio measures Infineon's ability to generate returns from a capital market perspective and – by comparing it against the weighted cost of capital – provides information on the extent to which returns have been generated over and above the expectations of shareholders and debt providers. To determine RoCE for the purposes of the STI, operating profit is based on the Segment Result (for the definition of the Segment Result, see the comments below on the Segment Result Margin). The inclusion of RoCE in the calculation of the STI as a component of Management Board remuneration is aimed at ensuring the efficient

utilization of Infineon's resources and facilitating value-based management in the long term. The STI of the Management Board members is therefore directly linked to operating success and promotes Infineon's corporate strategy by providing an incentive to increase the return on capital employed.

### **Free Cash Flow (FCF)**

FCF is defined as cash flows from investing and operating activities from continuing operations, adjusted for cash flows related to the purchase and sale of financial investments. This ratio describes operating profitability in cash flow terms by measuring the ability to convert operating success into cash inflows and thus finance day-to-day operations and investments required out of the ongoing business. It is therefore a good indicator of Infineon's ability to repay financial debt. By aligning the remuneration of the Management Board with the generation of sustainably positive free cash flow, an incentive is provided for effective, systematic management of net working capital and investments. As a performance criterion, FCF therefore contributes significantly to the successful implementation of Infineon's growth strategy.

### **Segment Result Margin (SRM)**

SRM is defined as the Segment Result expressed as a percentage of revenue. Segment Result in turn measures operating profit excluding certain impairment losses (in particular on goodwill), the impact on earnings of restructuring and closures, share-based payment, acquisition-related depreciation/amortization and other expenses, gains (or losses) on the sale of businesses or interests in subsidiaries and other income (or expenses), including litigation costs. The SRM measures the operating profitability of the individual segments as a percentage of revenue. The inclusion of the SRM as a performance criterion therefore creates an incentive to improve the earnings performance of the various segments in the long term and hence to continue to increase the profitability of Infineon as a whole.

### **Defining target values for RoCE, FCF and SRM and determining target achievement**

At the beginning of each fiscal year, the Supervisory Board sets the targets for each fiscal year for the three financial performance criteria. For each financial performance criterion, it sets at least the following:

- a threshold, corresponding to 0% target achievement;

- a target, corresponding to 100% target achievement;
- a maximum figure, corresponding to 250% target achievement.

The Supervisory Board can set other figures between the figures shown above.

In order to determine the various target achievement levels, actual values as reported in the relevant approved consolidated financial statements of Infineon Technologies AG are compared with the target values set at the beginning of the fiscal year. Actual target achievement is calculated on the basis of the defined target values and target corridors for each performance criterion and can range between 0% and 250%. If the actual value achieved is below or equal to the threshold, target achievement is deemed to be 0%. If the actual value achieved is equal to or greater than the maximum figure, target achievement is deemed to be 250%. Overall target achievement for the purposes of the STI is calculated by adding the equally weighted target achievements determined for each of the three performance criteria and can also range between 0% and 250%. The thresholds, targets and maximum figures as well as the actual levels of target achievement are published ex-post in the remuneration report for the relevant fiscal year.

#### **(b) Modifier in the case of extraordinary developments**

The modifier, as set out in the German Stock Corporation Act and the German Corporate Governance Code, enables the Supervisory Board to take appropriate account of extraordinary developments that were not adequately reflected in the targets set at an earlier stage. Extraordinary developments consist solely of significant business changes not included in operational planning, such as company purchases and disposals, restructuring and changes in tax or accounting regulations, or far-reaching and unforeseeable changes in the economic situation (such as serious economic crises), the effects of which are not adequately reflected in the target achievement criteria that were originally defined. Generally unfavorable market developments are expressly not considered to be extraordinary developments.

After the end of the relevant fiscal year, the Supervisory Board applies the modifier, but only in exceptional cases. A factor of 0.7 to 1.3 may be applied to determine the overall level of target achievement.

If the modifier is applied, a substantive justification is published ex-post in the remuneration report.

**(c) Payout**

The STI payout amount is calculated by multiplying the individual contractual STI allocation amount by the overall target achievement and the modifier. It is limited to 250% of the individual contractual allocation amount. The actual payment is made in cash as soon as possible after the Supervisory Board has determined the amount to be paid, but no later than five months after the end of the fiscal year.

**(d) Temporary increase of the STI allocation amount for current service contracts**

With the conversion to the remuneration system which had just been introduced at the time of the Supervisory Board resolution about that system (20 November 2020) of the current service contracts on 1 October 2021 (i.e. for the 2022 fiscal year) and, in the case of the LTI, with effect from 1 October 2020 (i.e. with the allocation made on 1 April 2021 for the 2021 fiscal year), the previous variable remuneration element MTI (Mid Term Incentive) was abolished. The allocation amount previously awarded for the MTI has now largely been added to the LTI to increase the weighting of long-term variable remuneration.

As the previous MTI allocation amount has now been added to the LTI with a four-year performance period, a temporary payout shortfall arises, which will be compensated by temporarily increasing the STI allocation amount in the 2022, 2023 and 2024 fiscal years for the members of the Management Board in office at the time of the Supervisory Board resolution regarding the new remuneration system on 20 November 2020.

**(2) Long Term Incentive (LTI)**

The Long Term Incentive (LTI) is a Performance Share Plan with a four-year performance period.



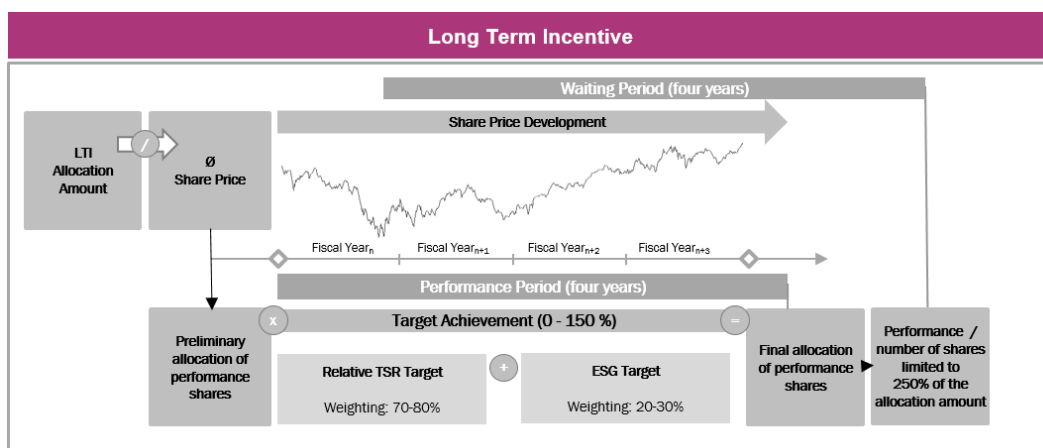


Diagram 3: Illustrative representation of the Long Term Incentive.

The performance period begins on 1 October of the first fiscal year of the performance period and ends on 30 September four years later. During this period, performance is measured based on two criteria, namely a financial performance criterion comprising relative Total Shareholder Return (TSR) compared to a selected industry peer group and a non-financial performance criterion derived from strategic ESG targets. The TSR target contributes 70 - 80% and the ESG targets 20 - 30% to the overall target achievement. Accordingly, the LTI contributes significantly to the sustainable and long-term development of Infineon, while also aligning the interests of the Management Board and the shareholders.

The LTI tranche is allocated in each case on 1 April in the first fiscal year of the performance period (allocation date). The waiting period begins on the allocation date. Unlike the performance period, the waiting period ends four years after the allocation date, i.e. on 31 March. To determine the number of Performance Shares provisionally awarded on the allocation date, at the beginning of the performance period the individual LTI allocation amount is divided by the average share price over the last 60 trading days prior to the beginning of the performance period. The extent of target achievement is determined at the end of the four-year performance period. The definitive number of Performance Shares to be allocated after the end of the performance period is calculated by multiplying the number of provisionally allocated Performance Shares by the total target achievement of the two performance criteria applied during the performance period.

## (a) Performance criteria and measuring success

### Relative TSR

Relative TSR is defined as Infineon's share price performance over the performance period, including dividends per share paid during that period (cumulative and notionally reinvested) compared to a pre-defined peer group. The TSR measures the total shareholder return, reflects the overall success of an investment, and is used as an indicator to determine the increase in market or company value. The inclusion of the TSR in the calculation means that Management Board remuneration takes account of Infineon's relative performance, while at the same time linking the interests of the Management Board with those of the shareholders, e. g. the desire to achieve above-average performance in the long term compared with its competitors. Target achievement for the TSR is based on a comparison with Infineon's main international competitors. The companies included in the industry peer group at the time of the resolution about this remuneration system are shown in Table 4.

Table 4

#### *Industry peer group*

|   |  |
|---|--|
| Analog Devices                                | NXP Semiconductors                       |
| Broadcom                                      | Omron                                    |
| China Electronics Huada<br>Technology Company | ON Semiconductor                         |
| Cree  | Power Integrations                       |
| Synaptics                                     | Qualcomm Incorporated                    |
| Elmos Semiconductor                           | Renesas Electronics                      |
| Fuji Electric                                 | Rohm                                     |
| GigaDevice                                    | Shanghai Fudan<br>Microelectronics Group |
| Knowles                                       | Silicon Laboratories                     |
| Macronix International                        | STMicroelectronics                       |
| MediaTek                                      | Texas Instruments                        |
| Microchip                                     | Toshiba                                  |
| Micron  | Vishay Intertechnology                   |
| Mitsubishi Electric                           | Winbond                                  |
| Nuvoton Technology                            |  |

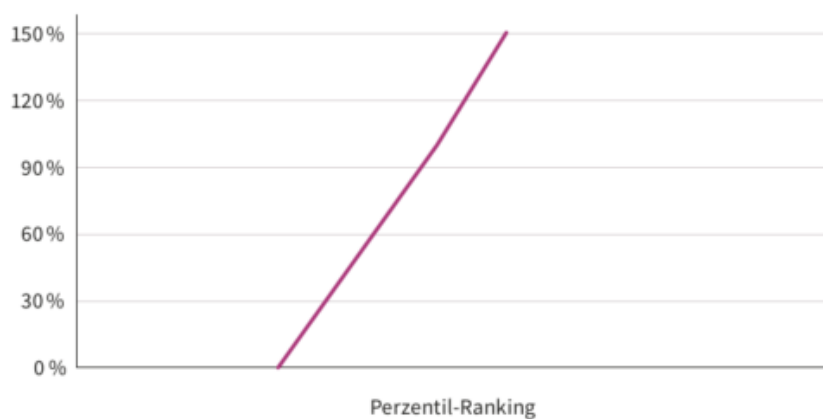
The Supervisory Board considers the industry peer group to be appropriate given that it consists of listed companies operating in the same (relevant) sub-markets as Infineon and since the companies included are in direct competition with Infineon and therefore operate under comparable market

conditions to Infineon. Only companies that exist (and remain) as a legally independent entity throughout the performance period are considered part of the peer group. The Supervisory Board may adjust the peer group as it sees fit prior to the beginning of a new performance period.

The target achievement for Infineon's TSR performance criterion is determined using the ranking method. In this context, the TSR is calculated for Infineon and all the companies in the industry peer group and the companies are ranked in order according to the figures calculated. This ranking produces the percentile rank for Infineon.

The TSR target achievement can range between 0% and 150%. If Infineon's TSR is at the 60th percentile, the target achievement is 100%. A position at or below the 25th percentile results in a target achievement of 0%, while a position at or above the 75th percentile results in a target achievement of 150%. Target achievements between the defined target achievement points are linearly interpolated.

The TSR target achievement comprises 70 - 80% of the overall target achievement for the LTI. The Supervisory Board determines the exact weighting in each instance prior to the beginning of the performance period.



*Diagram 4: Target achievement curve of the relative TSR.*

## ESG

ESG targets are defined as quantitative and qualitative performance criteria relating to Environmental, Social & Governance (ESG) matters. These include, for example, contributions to global climate protection (such as carbon neutrality by 2030) and the promotion of diversity at Infineon that

has a positive impact on innovation, employee commitment and financial performance. Establishing a clear link between ESG targets and Infineon's business and sustainability strategies on the one hand and current market requirements on the other creates incentives for managing the company on a sustainable basis in the best interest of the stakeholders. The ESG targets are therefore important in that they align the interests of the Management Board and other stakeholders and contribute to the long-term sustainable success of the Group as a whole.

The ESG targets for the relevant allocation are determined by the Supervisory Board prior to the beginning of the fiscal year. The Supervisory Board generally defines up to three ESG targets, which are weighted equally. The Supervisory Board is entitled to set additional ESG targets and to determine their relative weighting. The target achievement curves are decided at the beginning of the fiscal year.

At the end of the performance period, target achievement is determined on the basis of a target/actual comparison and, as is the case with the TSR target, can range from 0% to 150%. The ESG targets, target achievement curves and target achievements are disclosed ex-post in the remuneration report.

The ESG target achievement comprises 20 to 30% of the overall target achievement for the LTI.

#### **(b) Payout**

After the end of the final fiscal year of the four-year performance period, the Supervisory Board determines the number of Performance Shares that will be definitively allocated. Infineon allocates the definitive number of Performance Shares after the end of the waiting period. Within one month after the end of the waiting period, it transfers these to the members of the Management Board in the form of Infineon Technologies AG shares (ISIN: DE0006231004, "Infineon shares"). The definitive share transfer in connection with the LTI is limited to a value of 250% of the individual allocation amount.

The Supervisory Board reserves the right to make a cash settlement rather than actually transferring Infineon shares. The Supervisory Board is required to make the decision prior to the end of the four-year waiting period; otherwise the right to make a cash settlement lapses. If the Supervisory Board decides to settle in cash, the amount to be paid out is calculated by multiplying the number of Performance Shares definitively

allocated by the average share price over the last 60 trading days prior to the end of the four-year performance period. Payment must be made within one month after the end of the waiting period. Here too, the definitive LTI payout amount is limited to 250% of the individual allocation amount.

**c. Other contractual elements**

**(1) Malus and clawback**

The service contracts of Management Board members also include "malus and clawback" clauses, which allow variable remuneration amounts that have already been paid to be reclaimed or variable remuneration amounts not yet paid to be reduced under certain conditions.

If a Management Board member has breached the duties set forth in section 93 AktG either intentionally or through gross negligence, the Supervisory Board may, taking into account the circumstances of the individual case and considering the interests of both contracting parties, reduce or cancel the payout amount for the STI and the LTI for the fiscal year in which the breach of duty occurred either in full or in part (malus). If a breach of duty becomes known at a later date, any STI already paid out for the fiscal year in which the breach of duty occurred can also be reclaimed in full or in part if no more than three years have elapsed since payment (clawback). The Supervisory Board decides on these matters in each individual case, based on its own professional judgement. In reaching its decision, the Supervisory Board is required in particular (but not exclusively) to take account of the significance of the duty that has been breached, the weight of any causal contribution and the amount of any damages incurred. The Supervisory Board is required to prioritize the LTI before reclaiming the STI. The amount of any reduction, cancellation or reclamation must be determined on the basis of the gross amount of the STI and LTI.

Irrespective of any action taken, the Supervisory Board reserves the right to assert other claims in accordance with the service contract and applicable statutory provisions (e. g. claims for damages).

**(2) Share Ownership Guidelines (SOG)**

In order to further align the interests of Management Board members and shareholders and to ensure the sustainable, long-term development of Infineon, each Management Board member is required to invest a fixed amount in Infineon Technologies AG shares and to hold these shares on a

long-term basis. The amount to be invested is based on the gross basic annual salary of the Management Board member concerned.

The Chief Executive Officer of Infineon is required to invest the equivalent of 150% of his gross basic annual salary, while all other full members of the Management Board are required to invest the equivalent of 100% of their respective gross basic annual salaries. An accumulation phase of five years generally applies.

Management Board members are obliged to hold the required number of shares during the term of their service contract and for a period of two years after termination of the service contract.

### (3) Maximum remuneration

The individual variable remuneration components as well as the total of all remuneration components of Management Board members, including the basic annual salary, fringe benefits and company pensions (total remuneration) are subject to a cap. The maximum amount of total remuneration that can be awarded to each member of the Management Board for a given fiscal year has been set in accordance with section 87a, paragraph 1, No. 1 AktG.

Accordingly, remuneration may not exceed the following amounts (maximum remuneration):

Table 5

| <b>Maximum remuneration</b> | Chief Executive Officer | Full Management Board member |
|-----------------------------|-------------------------|------------------------------|
| For the first four years    | €7,200,000              | €4,200,000                   |
| After four years            | €9,200,000              | €5,300,000                   |

If a Management Board member completes four years on the Management Board from his/her initial appointment in the course of a fiscal year, the maximum remuneration is calculated pro rata temporis. Due to the temporary increase in the STI allocation amount for individual service contracts, maximum remuneration of €8,200,000 (Chief Executive Officer) and €5,900,000 (full member of the Management Board) will apply for the 2022, 2023 and 2024 fiscal years.



## 6. Duration of service contracts

The duration of the service contracts of Management Board members corresponds to the period of appointment and, in the event of reappointment, is extended by the period of reappointment. As a general rule, Management Board members are initially appointed for a period of three years. The period of reappointment is usually five years.

Due to the fixed term of the service contracts, they do not generally include the option of an ordinary termination of contract (i.e. termination of contract without a compelling reason). In the event of a change of control, for a limited period of time Management Board members have a special right of termination in accordance with section 9 below. The right of both parties to give extraordinary notice of termination for a compelling reason pursuant to section 626 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) remains unaffected. Service contracts end automatically at the end of the month in which a Management Board member would reach the entry age for an unreduced standard retirement pension under the German state pension plan, irrespective of whether the member concerned actually participates in that plan.

## 7. Regulations governing the early termination of service contracts

If a service contract ends during a fiscal year, the STI and LTI allocation amounts for the fiscal year concerned are reduced pro rata temporis on a monthly basis (by one twelfth for each full month not completed in the relevant fiscal year). The agreed performance criteria and due dates for payment remain in place. Early payment or settlement of the STI and LTI is therefore not possible.

Entitlements to STI and LTI for the fiscal year in which the member leaves office lapse without replacement or compensation (unless there is a compelling reason for leaving office for which the member is not responsible) and also if the Management Board member's contract is terminated for a compelling reason for which the member is responsible (section 626 BGB). Similarly, all entitlements lapse in connection with LTI tranches provisionally allocated for previous fiscal years and which have not yet been definitively allocated.

If a severance payment is disbursed in the event of early termination of a service contract, the amount paid must comply with the recommendations made in the current version of the German Corporate Governance Code. If a post-contractual non-competition clause applies, the severance payment will be taken into account when calculating the settlement payment.

## **8. Regulations governing the temporary revocation of an appointment pursuant to section 84, paragraph 3 AktG**

The Supervisory Board can agree with members of the Management Board whose appointment as a Board member is temporarily revoked with the assurance that they will be reappointed pursuant to section 84, paragraph 3 AktG that these Management Board members continue to receive individual remuneration components during the interruption to their term of office.

## **9. Change of control**

The service contracts of Management Board members include a change-of-control clause, which stipulates the terms that apply when the activities of a Management Board member are terminated due to a significant change in Infineon's ownership structure. A change of control within the meaning of this clause occurs when a third party, either individually or in conjunction with another party, acquires at least 50% of the voting rights in Infineon Technologies AG as defined in section 30 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetzes - WpÜG*).

Members of the Management Board have the right to resign and terminate their service contracts within twelve months of the announcement of any such change of control. Any Management Board members who choose to do so are entitled to continued payment of their basic annual salary and variable remuneration components until the end of the originally agreed duration of their term of office, up to a maximum of 24 months.

The service contracts of Management Board members otherwise contain no promises of severance pay for situations in which contracts are terminated early.

## **10. Temporary deviation from the Management Board remuneration system**

Under special and extraordinary circumstances (e.g. in the event of a serious financial or economic crisis), in accordance with section 87a, paragraph 2, sentence 2 AktG, the Supervisory Board may temporarily deviate from the remuneration system if deemed necessary in the interest of Infineon's long-term well-being. Unfavorable market conditions are explicitly excluded from the definition of special and extraordinary circumstances. The necessity for such a temporary deviation is required to be examined and assessed by the Executive Committee of the Supervisory Board. Based on the findings of the Executive Committee, the Supervisory Board determines the necessity of any deviations in the form of a resolution.

Even in the event of a deviation from the Management Board remuneration system, the remuneration of Management Board members must be geared towards the long-term, sustainable development of Infineon and take into account the company's overall situation as well as the Management Board's performance. The option to deviate temporarily is limited to the remuneration structure, the performance criteria and the weightings of the STI and LTI and their respective ranges of possible target achievement. If it is not possible to recreate the incentive effect of the remuneration system by adjusting the relevant components, the Supervisory Board is also entitled, under the same conditions described above, to temporarily replace individual remuneration components with others or grant additional remuneration components.

If the option to deviate has been exercised, an explanation of the need to do so is included in the remuneration report, together with details of the remuneration components affected by the deviation in accordance with section 162, paragraph 1, No. 5 AktG.

## **E. Remuneration Report (Item 11 of the Agenda)**

The remuneration report explains the principles of the remuneration system for the Management Board and Supervisory Board of Infineon Technologies AG and sets out, on an individual basis, the remuneration awarded or due to current and former members of the Management Board and Supervisory Board in the 2022 fiscal year (1 October 2021 to 30 September 2022) in a clear and understandable manner. It complies with the new requirements stipulated in section 162 of the German Stock Corporation Act (AktG) introduced by the German Act Implementing the Second Shareholder Rights Directive (ARUG II).

In this report, Infineon Technologies AG is also referred to as “the Company” and the Infineon Group is also referred to as “Infineon”.

Due to rounding, individual figures in this report may not add up precisely to the totals provided, and the percentages shown may not reflect precisely the absolute values to which they relate.

KPMG Wirtschaftsprüfungsgesellschaft audited the remuneration report for compliance with the requirements of section 162, paragraph 3, sentences 1 and 2 of the German Stock Corporation Act (AktG), as well as for its content, and issued its unqualified audit opinion thereon.

### **Contents**

- 2 Review of the 2022 fiscal year**
- 2 Successful 2022 fiscal year**
- 2 Changes in the composition of the Management Board and Supervisory Board**
  
- 3 Management Board remuneration**
- 3 Remuneration system**
- 3 Determining the remuneration
- 3 Strategic approach and appropriateness of the remuneration
- 4 Remuneration structure and components,  
target/minimum/maximum remuneration
- 11 Variable remuneration in the 2022 fiscal year**
- 11 Short-term variable remuneration (Short-Term Incentive, STI)
- 14 Long-term variable remuneration (Long-Term Incentive, LTI)

- 20 Commitments to Management Board members upon termination of their Board activities**
- 20 Benefits and pension entitlements in the 2022 fiscal year
- 21 Resignation of Dr. Reinhard Ploss
- 22 Resignation of Dr. Helmut Gassel
- 22 Remuneration awarded or due in the 2022 fiscal year**
- 22 Active members of the Management Board
- 27 Former members of the Management Board
- 27 Other information**
  
- 28 Supervisory Board remuneration**
- 28 Remuneration structure and components**
- 28 Remuneration awarded or due in the 2022 fiscal year**
  
- 30 Comparative review of remuneration trends and Infineon's earnings performance**
  
- 32 Independent auditor's report**

## **Review of the 2022 fiscal year**

### **Successful 2022 fiscal year**

In line with the principle enshrined in the remuneration system that excellent performance should be appropriately rewarded and failure to meet targets should result in a significant reduction in remuneration (the “pay for performance” principle), the very successful 2022 fiscal year – despite the difficult climate – is reflected in the variable remuneration of the Management Board. Not only financial success is considered, but also environmental and social aspects. The remuneration of the Management Board members is therefore also aligned with the interests of the shareholders and of other stakeholders.

### **Changes in the composition of the Management Board and Supervisory Board**

In the 2022 fiscal year, there were a number of changes in the Management Board team, principally as a result of the resignation of the former Chief Executive Officer, Dr. Reinhard Ploss, on the grounds of age. Dr. Reinhard Ploss resigned from office on 31 March 2022. His employment contract, supplemented by a transitional agreement, continues until 31 December 2022.

At its meeting on 25 November 2021, the Supervisory Board reappointed Jochen Hanebeck as a member of the Management Board for the period from 1 April 2022 to 31 March 2027. At the same time, it appointed him as Dr. Reinhard Ploss’s successor as Chief Executive Officer and Labor Director.

Moreover, at its meeting on 16 February 2022, the Supervisory Board appointed Dr. Rutger Wijburg as a member of the Management Board (Chief Operations Officer) for the period from 1 April 2022 to 31 March 2025. He succeeds Jochen Hanebeck in his role as Chief Operations Officer.

Dr. Helmut Gassel resigned from office with effect from the close of 31 May 2022. His employment contract was terminated by mutual agreement at the close of 30 September 2022.

The Supervisory Board resolved on 27 April 2022 to appoint Andreas Urschitz as a member of the Management Board (Chief Marketing Officer) for the period from 1 June 2022 to 31 May 2025. He succeeds Dr. Helmut Gassel in his role as Chief Marketing Officer.

Kerstin Schulzendorf retired from the Supervisory Board on 31 May 2022 on the grounds of age. She was succeeded on 1 June 2022 by Mirco Synde.

## **Management Board remuneration**

### **Remuneration system**

#### **Determining the remuneration**

The remuneration system for the Management Board (including the remuneration of individual Management Board members) is determined by the Supervisory Board on the recommendation of the Executive Committee and is reviewed on a regular basis.

The current remuneration system was established by the Supervisory Board on 20 November 2020 and approved by the Annual General Meeting held on 25 February 2021 in accordance with section 120a of the German Stock Corporation Act (AktG). It has applied in full since 1 October 2021. The previous remuneration system continues to apply for a transitional period with respect to the tranches in the Mid-Term Incentive (MTI) and Long-Term Incentive (LTI) schemes that were still outstanding when the new remuneration system was established.

The main components of the remuneration system are described below. A more detailed description of the remuneration system can also be found on Infineon's website.

[www.infineon.com/management-board-remuneration-system](http://www.infineon.com/management-board-remuneration-system)

#### **Strategic approach and appropriateness of the remuneration**

In accordance with legal requirements and the recommendations of the German Corporate Governance Code (DCGK), the remuneration of the Management Board members is intended to reflect the typical level and structure of management board remuneration at comparable companies as well as Infineon's economic position and future prospects. Other aspects to be taken into account are the duties, responsibilities and performance of each individual Management Board member and Infineon's wider pay structure. The relationship between Management Board remuneration and the remuneration of senior management and of the workforce as a whole are considered, including changes over time.

The remuneration structure is designed to promote sustainable and long-term development. The level of remuneration should contribute towards Infineon's business strategy and long-term development, with a cap in place in the event of exceptional developments. The Company sets remuneration at a level that is competitive both nationally and internationally, with the aim of inspiring and rewarding dedication and success in a dynamic environment.



## **Strategic approach**

The Management Board remuneration system is closely linked with Infineon's strategy and makes a significant contribution to the achievement of its corporate targets. Incorporating Infineon's key performance indicators into the remuneration of the Management Board incentivizes long-term sustainable growth and growing profitability. Account should also be taken of efforts that contribute towards Infineon's strategic, technological and structural development. The review of Infineon's performance in comparison with that of relevant competitors should encourage long-term outperformance for Infineon, while simultaneously uniting the interests of the Management Board more closely with those of the shareholders. At the same time, the Supervisory Board is aware of Infineon's responsibility as part of society. Therefore, non-financial factors mainly from areas of Environmental, Social & Governance (ESG) are also relevant for the remuneration of the Management Board.

## **Appropriateness**

To ensure the appropriateness of the Management Board remuneration, the Supervisory Board performs horizontal and vertical comparisons on a regular basis.

### **Horizontal comparison**

The horizontal view involves the comparison of the remuneration of the Management Board of the Company with that of similar companies. The relevant peer group is taken to be the DAX 40 companies.

### **Vertical comparison**

In addition to the horizontal comparison, a vertical view is also taken. Here, the internal remuneration structure is examined by comparing the remuneration of the Management Board with that of the workforce as a whole in Germany. In addition to the current status, changes in the level of remuneration over time are also considered.

## **Review of appropriateness in 2022**

In the 2022 fiscal year, the Supervisory Board commissioned a review of the Management Board remuneration system by an independent remuneration expert to ensure its compliance with legal requirements and objective appropriateness. On this occasion, a review was also performed of the target total remuneration of the individual Management Board members. The conclusion of the independent expert's report was that Infineon's remuneration system complied both with the legal requirements and with the recommendations of the German Corporate Governance Code (DCGK). In particular, the report concluded that the variable remuneration was oriented towards the Company's sustainable and long-term development. It also

noted that the remuneration of the Management Board was appropriate, although in some areas the level of remuneration was below normal market rates. When a comparison was made with the market, other companies were also more heavily weighted towards the variable remuneration component. The results presented in the review by the remuneration expert were discussed in detail on 22 April 2022 by the Executive Committee and on 19 May 2022 by the Supervisory Board.

## Remuneration structure and components, target/minimum/maximum remuneration

### Overview of the remuneration structure and remuneration components

The currently effective remuneration system for the Management Board comprises the fixed and variable remuneration components presented in the following overview. Fixed remuneration includes the basic annual salary, fringe benefits and the company pension plan. The variable (performance-related) remuneration comprises the one-year Short-Term Incentive (STI) and the four-year Long-Term Incentive (LTI).

---

#### Fixed remuneration

---

|                            |   |
|----------------------------|---|
| <b>Basic annual salary</b> | Fixed, non-performance-related remuneration paid in twelve equal monthly installments |
|----------------------------|---|

---

|                        |  |
|------------------------|--|
| <b>Fringe benefits</b> | Primarily a company car with chauffeur (also for private use), and an allowance for health and nursing care insurance as well as various insurance and general employee benefits |
|------------------------|--|

---

|                             |  |
|-----------------------------|--|
| <b>Company pension plan</b> | Defined contribution plan that provides an annual pension contribution and capital market-oriented interest rate |
|-----------------------------|--|

---

#### Variable (performance-related) remuneration

---

##### Short-Term Incentive (STI) – short-term variable remuneration

---

|                       |  |
|-----------------------|--|
| Performance criteria  | <ul style="list-style-type: none"> <li>&gt; 1/3 Return on Capital Employed (RoCE) as planned</li> <li>&gt; 1/3 Free Cash Flow (FCF) as planned</li> <li>&gt; 1/3 Segment Result Margin (SRM) as planned</li> </ul> |
| Modifier (0.7 to 1.3) | <ul style="list-style-type: none"> <li>&gt; Collective performance of the Management Board using specific criteria</li> <li>&gt; Extraordinary developments</li> </ul>   |

---

|                    |  |
|--------------------|--|
| Performance period | One year   |
| Limitation/Cap     | 250 percent of the contractual allocation amount |
| Payment            | In cash  |

#### **Long-Term Incentive (LTI) - long-term variable remuneration**

|                      |  |
|----------------------|--|
| Plan type            | Performance Share Plan   |
| Performance criteria | <ul style="list-style-type: none"> <li>› 80 percent relative Total Shareholder Return (TSR)</li> <li>› 20 percent ESG targets</li> </ul> |
| Performance period   | Four years   |
| Limitation/Cap       | 250 percent of the allocation amount   |
| Payment              | Generally in shares  |

#### **Other parts of contract**

|                             |  |
|-----------------------------|--|
| <b>Malus &amp; clawback</b> | <p>Partial or complete reduction or clawback of variable remuneration components</p> <ul style="list-style-type: none"> <li>› The employment contracts contain malus and clawback provisions that allow variable remuneration components (STI and LTI) already paid out or not yet paid out to be reclaimed or reduced, in particular in the event of compliance violations</li> </ul> |
|-----------------------------|--|

|   |  |
|---|--|
| <b>Share Ownership Guidelines (SOG)</b> | Mandatory personal investment in Infineon shares |
|---|--|

|   |  |
|---|--|
| Chief Executive Officer (CEO)           | 150 percent of gross basic annual salary   |
| Full member of the Board                | 100 percent of gross basic annual salary   |
| Accumulation phase                      | Generally five years   |
| Holding obligation                      | Term of the employment contract and two years after termination of the employment contract   |
| <b>Maximum remuneration<sup>1</sup></b> | Maximum remuneration of the Management Board determined in accordance with section 87a, paragraph 1, no. 1 AktG (including fringe benefits and expenses for the company pension plans) |

|                                   |  |
|-----------------------------------|--|
| Chief Executive Officer (CEO)     | €7,200,000   |
| Full member of the Board          | €4,200,000   |
| <b>„Change-of-control” clause</b> | <p>Time-limited right to extraordinary termination in the event of a change of control with limited severance pay regulation</p> <ul style="list-style-type: none"> <li>› Management Board members may resign from office and terminate service contracts within a period of 12 months after a change of control becomes known (third party holds at least 50 percent of the voting rights in the Company); they are then entitled to continued payment of their basic annual salary and variable remuneration components until the end of the originally agreed term, but for a maximum of 24 months</li> <li>› Otherwise, no severance payment commitment applies in the event of early termination of the service contract</li> </ul> |

<sup>1</sup> See the section below for the maximum remuneration in the 2022 – 2024 fiscal years, which differs for Management Board members with employment contracts that were applicable at the time the current remuneration system was introduced.

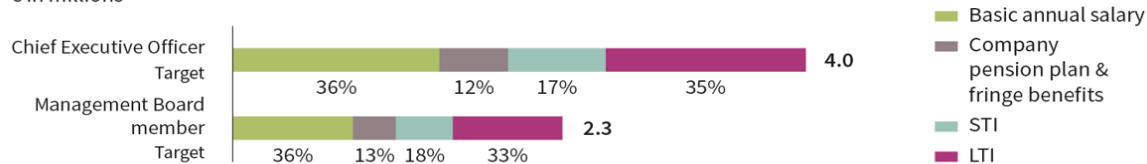
## Target remuneration as well as minimum and maximum remuneration

### Target remuneration

The target total remuneration comprises the total fixed remuneration (basic annual salary, fringe benefits and the company pension plan) and the variable remuneration components which depend on 100 percent target achievement for the STI and LTI (with regard to the contractual allocation amount). The target total remuneration is €4.0 million for the Chief Executive Officer and €2.3 million for full members of the Management Board. The Chief Executive Officer’s basic annual salary comprises 36 percent of his target total remuneration. Fringe benefits comprise 1 percent while the company pension plan comprises 11 percent of his target total remuneration. The STI comprises 17 percent of his target total remuneration and the LTI 35 percent. This means that, as a proportion of the total, his variable remuneration exceeds his fixed remuneration, in line with the pay-for-performance approach. In addition, by weighting the LTI more heavily than the STI, the focus is on sustainable and long-term development of Infineon. For full Management Board members, the percentages for the STI, LTI and fringe benefits differ slightly by only a few percentage points.

### C01 Target total remuneration

€ in millions



In the 2022, 2023 and 2024 fiscal years, the STI allocation amount for the Management Board members with employment contracts already in place when the current remuneration system was introduced has been temporarily increased, in order to compensate for the payout shortfall caused by the abolition of the Mid-Term Incentive (MTI).

The third variable remuneration component, the MTI, was abolished when the remuneration system for the Management Board was revised in 2020/2021. Prior to this, each fiscal year began with its own new three-year MTI tranche. At the end of the three years, a payment was made in cash. The amount of the payment depended on the results achieved for RoCE and Free Cash Flow in each year of the three-year period. The target values for RoCE and Free Cash Flow for the individual years in an MTI tranche corresponded to the STI targets that had been determined previously each year. To arrive at the MTI amount payable at the end of the three-year period, the arithmetic average of the three annual levels of target achievement needed to be calculated. The MTI tranches still in place at the time the MTI was abolished were terminated at the end of the three-year period, without any further annual tranches being added. The last MTI tranche ended on 30 September 2022 and will be paid out in the 2023 fiscal year. The level of target achievement for this MTI tranche, consisting of the annual tranche for the 2020 fiscal year, was 86.9 percent.

In the 2022, 2023 and 2024 fiscal years, the Chief Executive Officer's basic annual salary therefore comprises 34 percent of his target total remuneration. Fringe benefits comprise 1 percent and the company pension plan comprises 10 percent of his target total remuneration. The STI comprises 22 percent of his target total remuneration and the LTI 33 percent. This ensures that the proportion of the target total remuneration comprised by the LTI will always exceed the proportion comprised by the STI. For those full members of the Management Board affected, the percentages for the basic annual salary, STI, LTI as well as fringe benefits differ slightly by only a few percentage points.

The individual target amounts for the contractually agreed remuneration components in the 2022 and 2021 fiscal years are set out below, together with the relative proportions of the individual remuneration components.



|  |                  |             |          |          |                  |             |                  |             |
|--|------------------|-------------|----------|----------|------------------|-------------|------------------|-------------|
| Short-term variable remuneration (STI) | 202.500          | 18%         | -        | -        | 525.834          | 24%         | 550.000          | 15%         |
| Long-term variable remuneration (LTI)  |                  |             |          |          |                  |             |                  |             |
| Performance Share-Plan                 | 386.000          | 33%         | -        | -        | 698.500          | 32%         | 1.397.000        | 39%         |
| <b>Total variable remuneration</b>     | <b>588.500</b>   | <b>51%</b>  | <b>-</b> | <b>-</b> | <b>1.224.334</b> | <b>56%</b>  | <b>1.947.000</b> | <b>54%</b>  |
| Company pension scheme                 | 126.600          | 11%         | -        | -        | 211.500          | 10%         | 372.000          | 10%         |
| <b>Target total remuneration</b>       | <b>1.159.600</b> | <b>100%</b> | <b>-</b> | <b>-</b> | <b>2.163.334</b> | <b>100%</b> | <b>3.604.000</b> | <b>100%</b> |

<sup>2</sup> For Dr. Reinhard Ploss and Dr. Helmut Gassel, the target total remuneration relates to their active service on the Management Board of Infineon Technologies AG. This was determined on a pro rata basis.

| <b>Dr. Helmut Gassel<sup>2</sup></b>      |                  |             |                  |             |
|---|------------------|-------------|------------------|-------------|
| Management Board member until 31 May 2022 |                  |             |                  |             |
| in €                                      | 2022             | %           | 2021             | %           |
| <b>Fixed remuneration</b>                 |                  |             |                  |             |
| Basic annual salary                       | 562.667          | 33%         | 750.000          | 35%         |
| Fringe benefits                           | 30.000           | 2%          | 45.000           | 2%          |
| <b>Total fixed remuneration</b>           | <b>592.667</b>   | <b>35%</b>  | <b>795.000</b>   | <b>37%</b>  |
| <b>Variable remuneration</b>              |                  |             |                  |             |
| Short-term variable remuneration (STI)    | 436.667          | 25%         | 340.000          | 16%         |
| Long-term variable remuneration (LTI)     |                  |             |                  |             |
| Performance Share-Plan                    | 514.666          | 30%         | 772.000          | 36%         |
| <b>Total variable remuneration</b>        | <b>951.333</b>   | <b>55%</b>  | <b>1.112.000</b> | <b>52%</b>  |
| Company pension scheme                    | 168.800          | 10%         | 225.000          | 11%         |
| <b>Target total remuneration</b>          | <b>1.712.800</b> | <b>100%</b> | <b>2.132.000</b> | <b>100%</b> |

<sup>2</sup> For Dr. Reinhard Ploss and Dr. Helmut Gassel, the target total remuneration relates to their active service on the Management Board of Infineon Technologies AG. This was determined on a pro rata basis.

## Minimum and maximum remuneration

Both the individual variable remuneration components granted for a fiscal year and the sum of all remuneration components granted to the Management Board members for a fiscal year, including fringe benefits and the company pension plan (total remuneration), are capped, in each case irrespective of the date they are actually paid. In accordance with section 87a, paragraph 1, no. 1 of the German Stock Corporation Act (AktG) a maximum sum was determined for the total remuneration that could be achieved in a fiscal year. Consequently, the remuneration could not exceed an amount of €7.2 million (for the Chief Executive Officer) or €4.2 million (for full members of the Management Board) (maximum remuneration).

For the 2022, 2023 and 2024 fiscal years, as a result of the temporary increase in the STI allocation amount (to compensate for the abolition of the MTI) for



employment contracts already in place when the changeover to the current remuneration system occurred, a maximum remuneration of €8.2 million (for the Chief Executive Officer) or €4.75 million (for full members of the Management Board) will apply. For Dr. Reinhard Ploss, the maximum remuneration in the reporting year is €8.1 million.

The caps on the individual variable remuneration components are set out below in detail. However, compliance with the maximum remuneration for the reporting year can only be verified retrospectively, once the final remuneration component for the reporting year has been paid. For the 2022 fiscal year, the LTI tranche 2022-2025 was granted. Its performance period ends on 30 September 2025 and is fulfilled upon completion of the waiting period on 31 March 2026. For this reason, compliance with the rules on maximum remuneration for the 2022 fiscal year can only be reported in the remuneration report for the 2026 fiscal year.

|  | <b>Jochen Hanebeck<sup>1</sup></b><br>Management Board member until<br>31 March 2022<br>Chief Executive Officer since 1<br>April 2022 |            | <b>Constanze Hufenbecher</b><br>Management Board member |            | <b>Dr. Sven Schneider</b><br>Management Board member |            | <b>Andreas Urschitz</b><br>Management Board member<br>since 1 June 2022 |            |
|--|---|------------|---|------------|--|------------|---|------------|
| in €                                   | 2022 (Min.)   | 2022 (Cap) | 2022 (Min.)   | 2022 (Cap) | 2022 (Min.)  | 2022 (Cap) | 2022 (Min.)   | 2022 (Cap) |
| <b>Variable remuneration</b>           |   |            |   |            |  |            |   |            |
| Short-term variable remuneration (STI) | -   | 1.929.168  | -   | 1.012.500  | -  | 1.637.500  | -   | 337.500    |
| Long-term variable remuneration (LTI)  |   |            |   |            |  |            |   |            |
| Performance Share-Plan                 | -   | 2.711.250  | -   | 1.930.000  | -  | 1.930.000  | -   | 643.333    |

<sup>1</sup> For Jochen Hanebeck, the amounts were determined taking into account the remuneration as a Management Board member agreed until 31 March 2022 and the remuneration as Chief Executive Officer applicable from 1 April 2022.

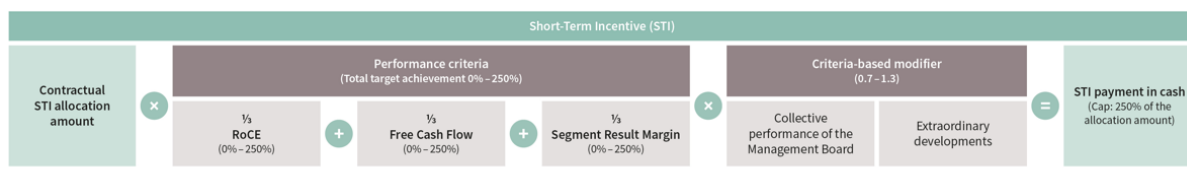
|  | <b>Dr. Rutger Wijburg</b><br>Management Board member<br>since 1 April 2022 |            | <b>Dr. Reinhard Ploss<sup>2</sup></b><br>Chief Executive Officer until 31<br>March 2022 |            | <b>Dr. Helmut Gassel<sup>2</sup></b><br>Management Board member<br>until 31 May 2022 |            |
|--|--|------------|---|------------|--|------------|
| in €                                   | 2022 (Min.)  | 2022 (Cap) | 2022 (Min.)   | 2022 (Cap) | 2022 (Min.)  | 2022 (Cap) |
| <b>Variable remuneration</b>           |  |            |   |            |  |            |
| Short-term variable remuneration (STI) | -  | 506.250    | -   | 1.314.584  | -  | 1.091.667  |
| Long-term variable remuneration (LTI)  |  |            |   |            |  |            |
| Performance Share-Plan                 | -  | 965.000    | -   | 1.746.250  | -  | 1.286.667  |

<sup>2</sup> For Dr. Reinhard Ploss and Dr. Helmut Gassel, the amounts stated relate to their active service on the Management Board of Infineon Technologies AG. They were determined on a pro rata basis.

## Variable remuneration in the 2022 fiscal year

### Short-term variable remuneration (Short-Term Incentive, STI)

C02 Short-Term Incentive (STI)



### Performance criteria

The Short-Term Incentive (STI) is intended to reward performance over the respective fiscal year just ended, reflecting Infineon's recent progress. The relevant equally weighted performance criteria for the STI are Infineon's three financial key performance indicators: Return on Capital Employed (RoCE), Free Cash Flow and Segment Result Margin.

At the beginning of the fiscal year, the Supervisory Board sets the targets for all levels of target achievement up to 250 percent for the three financial performance criteria, which are derived from the annual plan for the Infineon Group. To determine the target achievement in each case, the actual figures disclosed in the relevant approved consolidated financial statements of Infineon Technologies AG are compared with the targets set at the beginning of the fiscal year. The actual levels of target achievement are determined on the basis of the defined targets and target ranges for the relevant performance criterion and may be between 0 percent and 250 percent. If the actual figure is below or equal to the threshold, the level of target achievement is 0 percent. If the actual figure is equal to or above the maximum level, the level of target achievement is 250 percent.

At the end of the relevant fiscal year, the Supervisory Board determines the level of target achievement for each performance criterion. This may be between 0 percent and 250 percent for each performance criterion. The overall target achievement is calculated by adding the equally weighted levels of target achievement for the three performance criteria and may be between 0 percent and 250 percent.

If a Management Board member's employment contract begins or ends during a fiscal year, that member's entitlement to the STI is reduced on a pro rata monthly basis (by one-twelfth for each full month missing from the complete STI tranche). Management Board members are not entitled to receive the STI for the fiscal year in which they resign from the Board (unless this is for good cause, for reasons beyond

their control) or if the Management Board member's contract is terminated by the Company for good cause.

The actual payment is made as soon as possible after the determination of the payment amount by the Supervisory Board. However, it should be paid in cash within five months of the end of the fiscal year at the latest.

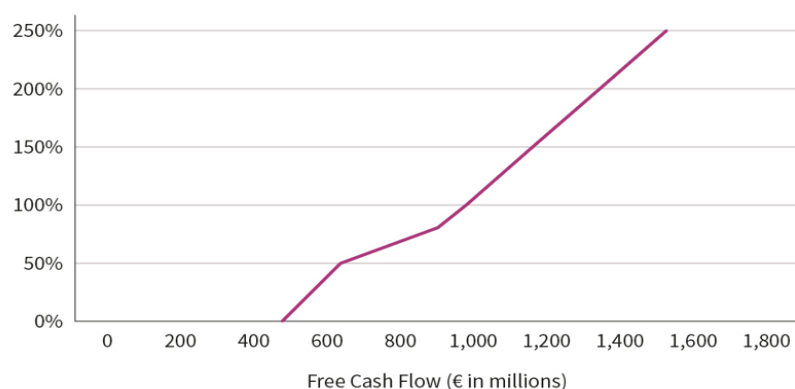
## 2022 fiscal year

### Free Cash Flow

With regard to the Free Cash Flow performance indicator for the 2022 fiscal year, the Supervisory Board had set, among other things, a threshold of €478 million (0 percent target achievement), a target of €980 million (100 percent target achievement) and a maximum figure of €1,527 million (250 percent target achievement).

#### C03 Free Cash Flow target curve

Target achievement



| Explanation   |                    |
|---------------|--------------------|
| € in millions | Target achievement |
| 1,527         | 250%               |
| 980           | 100%               |
| 478           | 0%                 |

Target curve refers to Infineon's continuing operations.

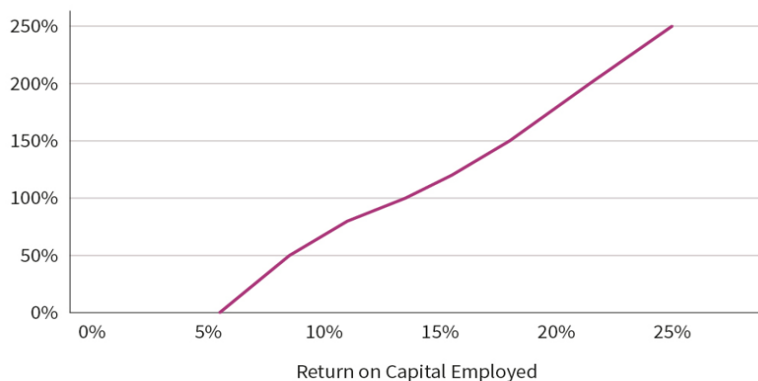
Free Cash Flow for the 2022 fiscal year was €1,648 million, which corresponds to a target achievement level of 250 percent.

### RoCE

With regard to the RoCE performance indicator for the 2022 fiscal year, the Supervisory Board had set, among other things, a threshold of 5.5 percent (0 percent target achievement), a target of 13.5 percent (100 percent target achievement) and a maximum figure of 25 percent (250 percent target achievement).

#### C04 Return on Capital Employed target curve

Target achievement



| Explanation |                    |
|-------------|--------------------|
| RoCE        | Target achievement |
| 25.0%       | 250%               |
| 13.5%       | 100%               |
| 5.5%        | 0%                 |

Target curve refers to Infineon's continuing operations.

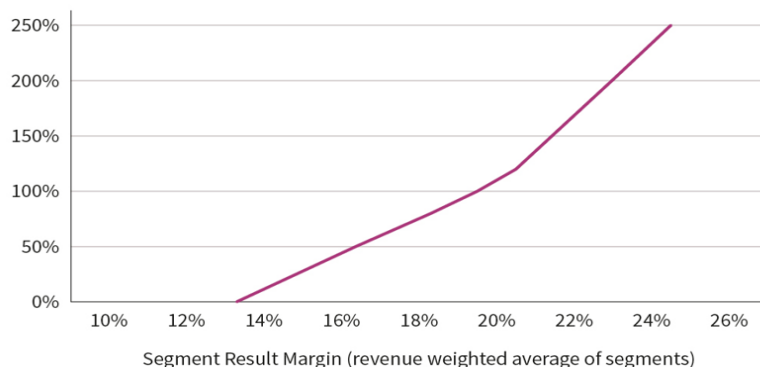
When calculating the RoCE relevant for determining the level of target achievement, those factors that cannot be influenced by the relevant decision-makers are adjusted for in the earnings figure (operating profit from continuing operations after tax). This applies in particular to earnings components which are not directly segment-related. To that extent, there is a difference to the reported RoCE. RoCE determined in this way for the 2022 fiscal year was 15.5 percent, corresponding to a target achievement level of 119.7 percent.

### Segment Result Margin

With regard to the Segment Result Margin performance indicator for the 2022 fiscal year, the Supervisory Board had set, among other things, a threshold of 13.3 percent (0 percent target achievement), a target of 19.5 percent (100 percent target achievement) and a maximum figure of 24.5 percent (250 percent target achievement).

### C05 Segment Result Margin target curve

Target achievement



| Explanation           |                    |
|-----------------------|--------------------|
| Segment Result Margin | Target achievement |
| 24.5%                 | 250%               |
| 19.5%                 | 100%               |
| 13.3%                 | 0%                 |

Target curve refers to Infineon's continuing operations.

When calculating the Segment Result Margin relevant for determining the level of target achievement, an adjustment is made for those factors that cannot be influenced by the relevant decision-makers. This applies in particular to earnings components which are not directly segment-related. To that extent, there is a difference to the reported Segment Result Margin. The Segment Result Margin determined in this way for the 2022 fiscal year was 23.9 percent, corresponding to a target achievement level of 228.9 percent.

### Overall target achievement

With all three targets (Free Cash Flow, RoCE and Segment Result Margin) given equal weighting, an arithmetic average is calculated to arrive at a figure for overall target achievement for the 2022 fiscal year of 199.5 percent.

### STI modifier

In addition to the financial performance criteria, the STI also includes a criteria-based modifier. This enables the Supervisory Board to assess the Management Board's collective performance and take appropriate account of extraordinary developments that were not adequately reflected in the targets originally set. After the end of the relevant fiscal year, the Supervisory Board applies a factor of between 0.7 and 1.3 to determine the overall level of target achievement. The factor relating to the collective performance of the Management Board rewards the extent to which the Management Board has contributed to the sustainable development of the Company as a whole – in a strategic, technological or structural sense. Prior to the beginning of each fiscal year, the Supervisory Board selects the criteria that it has determined are relevant for the fiscal year in question, based on the following categories:

- › sustainable strategic, technological or structural development of the business;

- › portfolio-related measures, particularly successful mergers and acquisitions together with the associated integration measures;
- › successful development of new growth markets, improvement of market position;
- › optimizations, efficiency improvement programs, restructuring;
- › successful completion of key projects;
- › improved innovative strength and delivery capabilities;
- › progress in Environmental, Social & Governance (ESG) matters.

On the recommendation of the Executive Committee, the Supervisory Board had defined two specific criteria for the 2022 fiscal year:

- › Firstly, the performance of the Management Board should be measured in terms of its implementation of the digital transformation strategy.
- › Secondly, it should be measured in terms of the development of key technologies and innovations and, in this context, in terms of the resulting growth in the market for SiC and GaN products, markets which are strategically important for Infineon.

Both time-based (project milestones) and revenue-based targets were defined for the above targets. The achievement of these targets results in an overall final STI modifier of 1.0, so that the overall STI target achievement described above is not adjusted. The STI modifier results from both the achievement of the defined project milestones and the defined revenue figures for the SiC and GaN markets.

## **Long-term variable remuneration (Long-Term Incentive, LTI)**

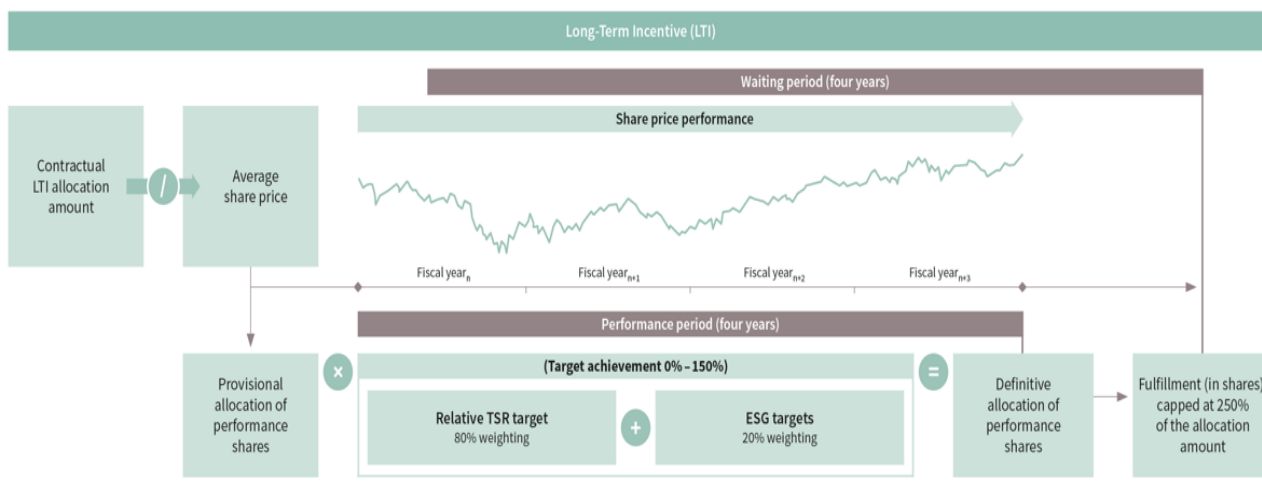
### **Performance criteria**

The LTI is a performance share plan with a four-year performance period.

The performance period begins on 1 October of the first fiscal year of the performance period and ends on 30 September four years later.

During this period, performance is measured on the basis of two criteria: a financial performance criterion based on relative Total Shareholder Return (TSR) as compared with a selected industry peer group, and a non-financial performance criterion derived from strategic Environmental, Social & Governance (ESG) targets. The TSR target and the ESG target contribute 80 percent and 20 percent to overall target achievement respectively.

## C06 Long-Term Incentive (LTI)



For each fiscal year beginning on 1 October, the LTI tranche is allocated on the following 1 April of the same fiscal year. The decision to make the allocation date 1 April was made to synchronize with the corresponding allocations to those employees entitled to the LTI, thus simplifying the administration. At the beginning of the performance period, in order to determine the number of performance shares to be provisionally awarded on the allocation date, the individual LTI allocation amount is divided by the average share price of the Company over the last 60 trading days prior to the beginning of the performance period. The extent to which the targets have been achieved is determined at the end of the four-year performance period. The definitive number of performance shares to be allocated after the end of the performance period is calculated by multiplying the number of provisionally allocated performance shares by the overall target achievement. The final allocation of performance shares in a LTI tranche must not result in the Management Board member making a gain (before tax) of more than 250 percent of the respective LTI allocation amount. Above this cap, any performance shares that could still theoretically be allocated will lapse.

If the service contract of a Management Board member begins and/or ends during the fiscal year, the LTI allocation amount for the fiscal year is reduced on a pro rata monthly basis (by one-twelfth for each missing full month).



## TSR

The Total Shareholder Return (TSR) is defined as the share price performance of Infineon Technologies AG over the performance period, including any dividends per share paid during that period (cumulative and notionally reinvested) compared to a pre-defined peer group of its major international competitors (industry peer group):

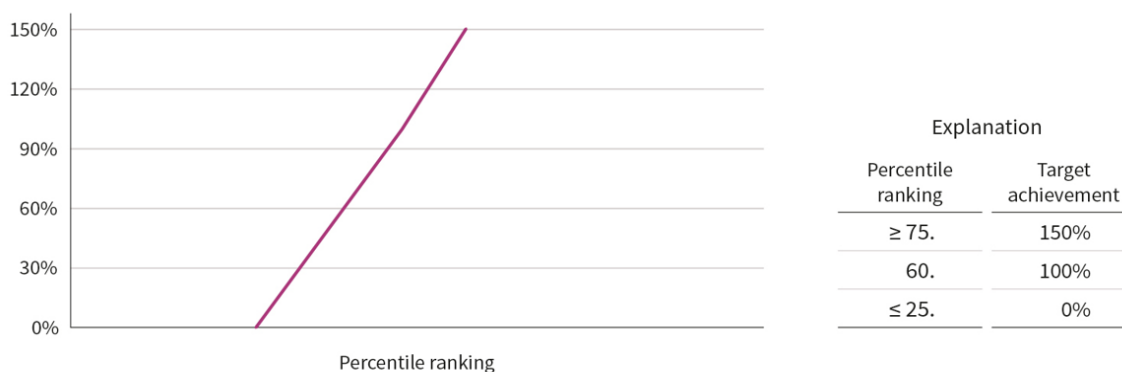
- › Analog Devices Inc.
- › Broadcom Inc.
- › China Electronics Huada Technology Company Ltd.
- › Elmos Semiconductor SE
- › Fuji Electric CO., LTD.
- › GigaDevice Semiconductor (Beijing) Inc.
- › Knowles Corp.
- › Macronix International Co., Ltd.
- › MediaTek Inc.
- › Microchip Technology Inc.
- › Micron Technology, Inc.
- › Mitsubishi Electric Corp.
- › Nuvoton Technology Corp.
- › NXP Semiconductors N.V.
- › Omron Corp.
- › ON Semiconductor Corp.
- › Power Integrations Inc.
- › Qualcomm Technologies, Inc.
- › Renesas Electronics Corp.
- › Rohm CO., LTD.
- › Shanghai Fudan Microelectronics Group Co., Ltd.
- › Silicon Laboratories, Inc.
- › STMicroelectronics N.V.
- › Synaptics Inc.
- › Texas Instruments Inc.
- › Toshiba Corp.
- › Vishay Intertechnology, Inc.
- › Winbond Electronics Corp.
- › Wolfspeed, Inc.

The target achievement for Infineon's TSR performance criterion is determined using the ranking method. In this context, the TSR is calculated for Infineon and for all the companies in the peer group and ranked according to size. This ranking results in a percentile rank that indicates where Infineon's TSR is positioned.

The TSR target achievement can range between 0 percent and 150 percent. If Infineon's TSR is positioned at the 60th percentile, the target achievement is 100 percent. A position at or below the 25th percentile results in a target achievement of 0 percent, while a position at or above the 75th percentile results in a

target achievement of 150 percent. Target achievements between the defined target achievement points are linearly interpolated. The TSR target achievement comprises 80 percent of the overall target achievement for the LTI.

**C07** Total Shareholder Return target curve



## ESG

ESG targets are defined as non-financial performance criteria relating to environmental, social and governance matters. Establishing a clear link between ESG targets and Infineon's business and sustainability strategy, on the one hand, and current market requirements, on the other, creates incentives for managing the Company on a sustainable basis in the interests of its stakeholders.

The ESG targets specific to each tranche are determined in the abstract by the Supervisory Board prior to the beginning of the fiscal year. The Supervisory Board defines up to three ESG targets, which are weighted equally. Then, at the beginning of the fiscal year, the Supervisory Board decides on the specific target curves. After the end of the performance period, target achievement is determined, and this can range from 0 percent to 150 percent. The target achievement relating to ESG targets comprises 20 percent of the overall target achievement for the LTI.

## 2022 fiscal year

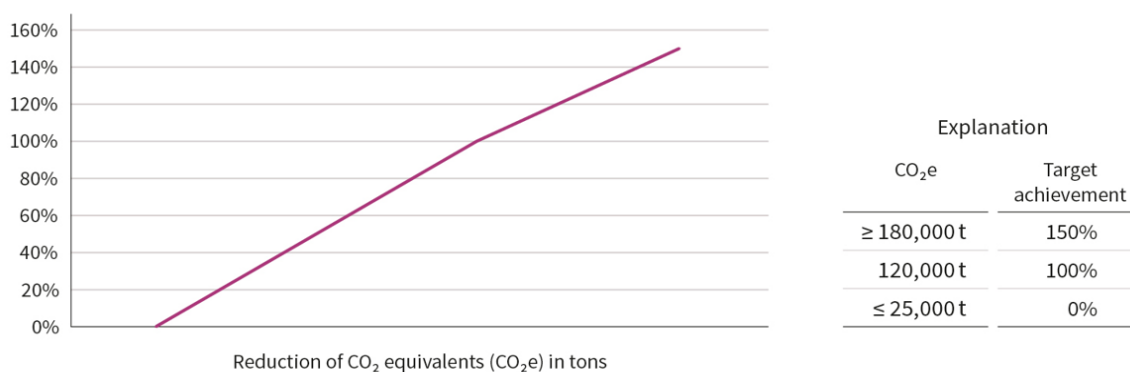
### Issue of the 2022 tranche

For the LTI tranche issued on 1 April 2022, the Supervisory Board defined two ESG targets. One of these related to the environment and the other to social matters.

The environmental target is to achieve 70 percent carbon neutrality in the 2025 fiscal year. The base period for these purposes is the 2019 calendar year. The target is to be achieved by switching to renewable energy (green electricity), through technical measures at Infineon sites such as reducing PFC emissions, energy efficiency measures, and/or development assistance measures associated with decarbonization. The aim is to achieve a total reduction of 120,000 tons in carbon

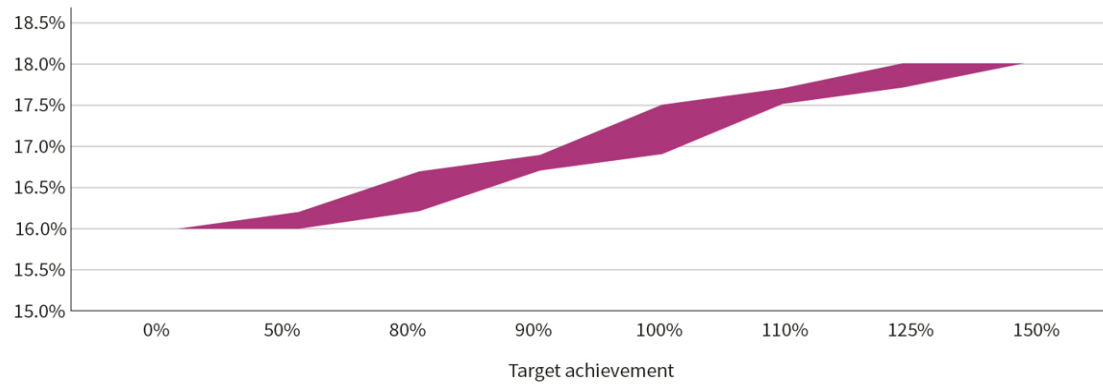
emissions by the end of the 2025 fiscal year as a result of technical measures. Target achievement for this environmental target is within a range of 0 percent to 150 percent. If carbon emissions are reduced by less than 25,000 tons, target achievement is 0 percent. If carbon emissions are reduced by 120,000 tons, target achievement is 100 percent, and if they are reduced by 180,000 tons or more, target achievement is 150 percent. If the CO<sub>2</sub> neutrality of 70 percent is not achieved in fiscal year 2025 compared to calendar year 2019, the target achievement is 0 percent regardless of the aforementioned linear component. The environmental target comprises 10 percent of the overall target achievement for the LTI.

**C08** CO<sub>2</sub>e reduction target curve



The Supervisory Board also defined a second ESG target, one that relates to social matters. As part of the diversity target, gender diversity is taken into account, i.e., the proportion of women in management positions. In addition to gender diversity, other diversity factors are also included. A target range has been defined for the percentage of women in management positions. The aim is to increase the proportion of women in GG (Global Grade) 13+ positions to within a target range between 18 percent and 20 percent by the 2030 fiscal year. Target achievement for the diversity target can range between 0 percent and 150 percent. A 100 percent target achievement corresponds to an increase between 1.2 percentage points and 1.8 percentage points at the end of the performance period. The baseline is 15.2 percent as of 30 September 2020. If the proportion of women is increased by up to 0.3 percentage points during the performance period, this results in a target achievement of 0 percent, while an increase in the proportion of women by more than 2.3 percentage points would result in a target achievement of 150 percent. Target achievements between the defined target achievement points are linearly interpolated. The diversity target comprises 10 percent of the overall target achievement for the LTI.

---

**C09** Diversity target

The following table shows the virtual performance shares provisionally allocated to the Management Board members in the 2022 fiscal year.

| Management Board member <sup>1</sup>  | Allocation amount in € | End of the waiting period | Average share price in the 60 trading days before the start of the performance period in € | Fair value per performance share in € at the grant date | Number of provisionally allocated virtual performance shares | Fair value of the provisionally allocated performance shares in € |
|---|------------------------|---------------------------|--|---|--|---|
| Jochen Hanebeck<br>(Management Board member until 31 March 2022<br>Chief Executive Officer since 1 April 2022) <sup>2</sup> | 1.084.500              |                           |  |   | 31.119   | 859.818   |
| Constanze Hufenbecher<br>(Management Board member)  | 772.000                |                           |  |   | 22.152   | 612.060   |
| Dr. Sven Schneider<br>(Management Board member)   | 772.000                | 31. März 2026             | 34,85  | 27,63   | 22.152   | 612.060   |
| Dr. Rutger Wijburg<br>(Management Board member since 1 April 2022)  | 386.000                |                           |  |   | 11.076   | 306.030   |
| Dr. Reinhard Ploss (Chief Executive Officer until 31 March 2022) <sup>3</sup>   | 1.397.000              |                           |  |   | 40.086   | 1.107.576   |
| Dr. Helmut Gassel<br>(Management Board member until 31 May 2022) <sup>3</sup>   | 772.000                |                           |  |   | 22.152   | 612.060   |

1 In accordance with his employment contract, Andreas Urschitz is also entitled to the LTI tranche for the 2022 fiscal year on a pro rata temporis basis. He is therefore entitled to the allocation of performance shares for the months of June to September 2022. As the annual allocation of performance shares for the 2022 fiscal year had already taken place when Andreas Urschitz took office, the allocation will be made together and in accordance with the terms and conditions of the allocation for the following 2023 fiscal year (pro rata allocation amount: €257,333).

2 The LTI grant amount for the Chief Executive Officer in the fiscal year is €1,397,000. For Jochen Hanebeck, the LTI grant amount is €1,084,500 taking into account the compensation agreed as Management Board member up to 31 March 2022.

3 Dr. Reinhard Ploss and Dr. Helmut Gassel resigned from the Management Board of Infineon Technologies AG on 31 March and 31 May 2022, respectively. However, the employment contract of Dr. Reinhard Ploss continues to run until 31 December 2022, and that of Dr. Helmut Gassel ended on 30 September 2022. For the 2022 fiscal year, Dr. Reinhard Ploss and Dr. Helmut Gassel were each granted an unreduced LTI tranche on 1 April 2022 (see "Commitments to Management Board members upon termination of their Board activities").

A report will be given on the 2022 LTI tranche, as part of the remuneration granted, in the fiscal year of the final allocation of that tranche (the 2026 fiscal year). (For further information on the reporting system, see "Remuneration awarded or due in the 2022 fiscal year" below).

### Settlement of the 2018 tranche (based on the plan terms and conditions applicable until 2020)

In the 2022 fiscal year, the 2018 tranche was settled. This tranche was still subject to the old rules that applied until the establishment of the current remuneration system in November 2020.

The (virtual) performance shares were allocated as of 1 March 2018 for the fiscal year that began on 1 October 2017, initially on a provisional basis. Performance shares were allocated provisionally in euros on the basis of the "LTI allocation

amount” agreed upon individually in the service contract of each Management Board member. The number of performance shares was determined by dividing the LTI allocation amount by the average price of the Infineon share (Xetra closing price) during the nine months prior to the allocation date. The prerequisites for the definitive allocation of the performance shares (which were at that stage still virtual) were (i) that the Management Board member invested 25 percent of his individual LTI allocation amount in Infineon shares and (ii) that the holding period of four years applicable both for the Board member’s own investment and for the performance shares had come to an end. In addition, 50 percent of the performance shares were performance-related; they could only be definitively allocated if (iii) the Infineon share outperformed the Philadelphia Semiconductor Index (SOX) between the date of the provisional allocation of the performance shares and the end of the holding period. If the conditions for the definitive allocation of performance shares – either all the performance shares or only those performance shares that were not performance-related – were met at the end of the holding period, the Management Board member acquired an entitlement against the Company for the transfer of the corresponding number of (real) Infineon shares. Any performance shares that did not achieve the performance target were forfeited. The value of the performance shares definitively granted to the Management Board member per LTI tranche at the end of the holding period could not exceed 250 percent of the relevant LTI allocation amount. Any performance shares above this cap lapse.

The final allocation of performance shares occurred on 1 March 2022. For the 2018 tranche, the performance target was not reached, with the result that only 50 percent of the performance shares were definitively allocated. The final allocations for the 2018 tranche are shown in the table below. For better transparency with regard to the amounts for the prior year specified below (“Remuneration awarded or due in the 2022 fiscal year”), the following table also includes the allocations from the 2017 tranche, for which the final allocation took place on 1 October 2020 in accordance with the plan terms and conditions in place at the time. A total of 50 percent of the virtual performance shares in the 2017 tranche also lapsed since the performance target was not reached.

| Management Board Member  | Allocation amount in € | Nine-month average price in € before allocation | Fair value in € per performance share at allocation | Number of the provisionally allocated performance shares | Share price in € at final allocation | Number of finally allocated performance shares | Fair value of finally allocated performance shares in € |
|--|------------------------|---|---|--|--------------------------------------|--|---|
| <b>Tranche due in the 2022 fiscal year</b>   |                        |   |   |  |                                      |  |   |
| Jochen Hanebeck<br>(Management Board member until 31 March 2022<br>Chief Executive Officer since 1 April 2022) | 240.000                |   |   | 11.172   |                                      | 5.586  | 157.670   |
| Dr. Reinhard Ploss (Chief Executive Officer until 31 March 2022)   | 420.000                | 21,48   | 15,25   | 19.552   | 28,23                                | 9.776  | 275.937   |
| Dr. Helmut Gassel<br>(Management Board member until 31 May 2022)   | 240.000                |   |   | 11.172   |                                      | 5.586  | 157.670   |
| <b>Tranche due in the 2021 fiscal year</b>   |                        |   |   |  |                                      |  |   |
| Jochen Hanebeck<br>(Management Board member until 31 March 2022<br>Chief Executive Officer since 1 April 2022) | 220.000                |   |   | 16.910   |                                      | 8.455  | 215.583   |
| Dr. Reinhard Ploss (Chief Executive Officer until 31 March 2022)   | 365.000                | 13,01   | 11,25   | 28.054   | 25,50                                | 14.027   | 357.656   |
| Dr. Helmut Gassel<br>(Management Board member until 31 May 2022)   | 220.000                |   |   | 16.910   |                                      | 8.455  | 215.583   |



## Overview of the performance shares outstanding

The following table shows the performance shares outstanding in the 2022 and 2021 fiscal years of the individual members of the Management Board:

|   |             | Performance Share-Plan   |   |   |  |  |
|---|-------------|--|---|---|--|--|
|   |             | Virtual performance shares outstanding at the beginning of the fiscal year | Virtual performance shares newly granted in the fiscal year | Virtual performance shares finally allocated in the fiscal year | Virtual performance shares expired in the fiscal year <sup>2</sup> | Virtual performance shares outstanding at the end of the fiscal year |
| Management Board member <sup>1</sup>  | Fiscal year | Number   | Number  | Number  | Number   | Number   |
| <b>Jochen Hanebeck</b>  | <b>2022</b> | <b>70.248</b>  | <b>31.119</b>   | <b>5.586</b>  | <b>5.586</b>   | <b>90.195</b>  |
| (Management Board member until 31 March 2022<br>Chief Executive Officer since 1 April 2022) | 2021        | 53.328   | 33.830  | 8.455   | 8.455  | 70.248   |
| <b>Constanze Hufenbecher</b>  | <b>2022</b> | <b>15.505</b>  | <b>22.152</b>   | -   | -  | <b>37.657</b>  |
| (Management Board member)   | 2021        | -  | 15.505  | -   | -  | 15.505   |
| <b>Dr. Sven Schneider</b>   | <b>2022</b> | <b>54.960</b>  | <b>22.152</b>   | -   | -  | <b>77.112</b>  |
| (Management Board member)   | 2021        | 21.130   | 33.830  | -   | -  | 54.960   |
| <b>Dr. Rutger Wijburg</b>   | <b>2022</b> | -  | <b>11.076</b>   | -   | -  | <b>11.076</b>  |
| (Management Board member since 1 April 2022)  | 2021        | -  | -   | -   | -  | -  |
| <b>Dr. Reinhard Ploss</b>   | <b>2022</b> | <b>124.952</b>   | <b>40.086</b>   | <b>9.776</b>  | <b>9.776</b>   | <b>145.486</b>   |
| (Chief Executive Officer until 31 March 2022)   | 2021        | 91.788   | 61.218  | 14.027  | 14.027   | 124.952  |
| <b>Dr. Helmut Gassel</b>  | <b>2022</b> | <b>70.248</b>  | <b>22.152</b>   | <b>5.586</b>  | <b>5.586</b>   | <b>81.228</b>  |
| (Management Board member until 31 May 2022)   | 2021        | 53.328   | 33.830  | 8.455   | 8.455  | 70.248   |
| <b>Total</b>  | <b>2022</b> | <b>335.913</b>   | <b>148.737</b>  | <b>20.948</b>   | <b>20.948</b>  | <b>442.754</b>   |
|   | 2021        | 219.574  | 178.213   | 30.937  | 30.937   | 335.913  |

1 In accordance with his employment contract, Andreas Urschitz is also entitled to the LTI tranche for the 2022 fiscal year on a pro rata temporis basis. He is therefore entitled to the allocation of performance shares for the months of June to September 2022. As the annual allocation of performance shares for the 2022 fiscal year had already taken place when Andreas Urschitz took office, the allocation will be made together and in accordance with the terms and conditions of the allocation for the following 2023 fiscal year (pro rata allocation amount: €257,333).

2 In the 2022 and 2021 fiscal years, virtual performance shares expired because the performance hurdle had not been met.

## **Commitments to Management Board members upon termination of their Board activities**

### **Benefits and pension entitlements in the 2022 fiscal year**

The Management Board members have a contribution-based defined benefit pension scheme that is essentially based on the Infineon Pension Plan for all employees. Accordingly, the Company has set up a personal pension account (basic account) for each beneficiary, to which it makes annual pension contributions. For each full fiscal year, the Company makes pension contributions at the end of that fiscal year that amount to 30 percent of that Management Board member's agreed basic annual salary. The Company adds annual interest to the prior-year balance in the basic account using the maximum actuarial interest rate applicable for insurance-type commitments (guaranteed interest rate) until disbursement of the pension begins, and may also award surplus credits. A total of 95 percent of any income earned over and above the guaranteed interest rate is credited to the pension account, either at the date on which disbursement of the pension begins or, at the latest, when the beneficiary reaches the age of 60. The balance of the basic account when disbursement of the pension begins (due to age, invalidity or death) – increased by an adjusting amount in the event of invalidity or death – constitutes the retirement benefit entitlement and is paid out to the Management Board member or his surviving dependents in twelve annual installments (or if so requested by the Management Board member in eight annual installments), as a lump sum or as a lifelong pension.

Moreover, in addition to the contribution-based defined benefit plan that has been in place for Dr. Reinhard Ploss since 1 January 2016, a fully vested annual fixed-amount pension entitlement of €210,000 exists for his Board activities up to 31 December 2015, which will not increase in the future. This pension is payable in twelve monthly installments from his pension start date.

Insofar as the entitlements of Management Board members (i) have not yet legally vested or (ii) have legally vested but are not protected by the state pension insurance association (Pensionssicherungsverein), the Company maintains pension reinsurance policies in favor of, and pledged to, the Management Board members concerned.

The amounts credited to the pension accounts of Management Board members – in line with the plan rules applied to Infineon employees – are paid out once the member reaches the age of 67, provided the service contract arrangements have also ended. Upon request, amounts can also be paid out earlier if the service contract arrangements end when the Management Board member reaches 60 (or 62, in the case of commitments made from 2012 onwards). If the beneficiaries elect to have their pension paid out in monthly installments, the pension amount is adjusted automatically every year in accordance with the Infineon pension plan.

The following table shows the annual pension contributions, the service cost and the present value of the pension commitments in accordance with IFRS for each member of the Management Board.

|   | <b>Jochen Hanebeck</b><br>Management Board member until 31<br>March 2022<br>Chief Executive Officer since 1 April<br>2022 |           | <b>Constanze Hufenbecher</b><br>Management Board Member |         | <b>Dr. Sven Schneider</b><br>Management Board Member |         |
|---|---|-----------|---|---------|--|---------|
| in €  | 2022  | 2021      | 2022  | 2021    | 2022   | 2021    |
| Pension contribution (defined benefit contribution) | 423.000   | 225.000   | 253.200   | 112.500 | 253.200  | 247.500 |
| Fixed annual annuity                                | -   | -         | -   | -       | -  | -       |
| Service cost (IAS 19)                               | 105.107   | 120.148   | 264.376   | 131.044 | 231.327  | 278.244 |
| Defined benefit obligation <sup>1</sup>             | 3.146.142   | 2.995.017 | 286.219   | 131.044 | 710.548  | 554.907 |

|   | <b>Andreas Urschitz<sup>2</sup></b><br>Management Board Member<br>since 1 June 2022 |      | <b>Dr. Rutger Wijburg<sup>3</sup></b><br>Management Board Member<br>since 1 April 2022 |      | <b>Dr. Reinhard Ploss<sup>4</sup></b><br>Chief Executive Officer<br>until 31 March 2022 |           |
|---|---|------|--|------|---|-----------|
| in €  | 2022  | 2021 | 2022   | 2021 | 2022  | 2021      |
| Pension contribution (defined benefit contribution) | 119.190   | -    | 145.519  | -    | 423.000   | 372.000   |
| Fixed annual annuity                                | -   | -    | -  | -    | 210.000   | 210.000   |
| Service cost (IAS 19)                               | 37.599  | -    | 28.589   | -    | 65.192  | 72.298    |
| Defined benefit obligation <sup>1</sup>             | 1.214.570   | -    | 523.105  | -    | 6.359.745   | 7.405.156 |

|   | <b>Dr. Helmut Gassel<sup>5</sup></b><br>Management Board Member<br>until 31 May 2022 |           |
|---|--|-----------|
| in €  | 2022   | 2021      |
| Pension contribution (defined benefit contribution) | 253.200  | 225.000   |
| Fixed annual annuity                                | -  | -         |
| Service cost (IAS 19)                               | 85.786   | 98.884    |
| Defined benefit obligation <sup>1</sup>             | 2.066.938  | 2.414.767 |

1 IFRS actuarial interest rate as of 30 September 2022: 3.76 % (30 September 2021: 1.25%). The appointment of Andreas Urschitz and Dr. Rutger Wijburg to the Executive Board during the year results in a one-time past service cost (for Andreas Urschitz: €804,435, for Dr. Rutger Wijburg €350,544).

2 The pro rata contribution since 1 June 2022 under the Management Board mandate for Andreas Urschitz amounts to €84,400.

3 The pro rata contribution since 1 April 2022 under the Management Board mandate for Dr. Rutger Wijburg amounts to €126,600.

4 Dr. Reinhard Ploss will receive a regular contribution in the 2022 fiscal year; the pro rata contribution until the end of his Executive Board mandate on 31 March 2022 amounts to €211,500. In the 2023 fiscal year, Dr. Reinhard Ploss will receive a pro rata contribution of €105,750 with the end of his employment contract on 31 December 2022. The present value of the defined benefit obligation as of 30 September 2022 of €6,359,745 consists of a pro rata present value of the defined contribution obligation of €2,395,391 and €3,964,354 for the fixed amount obligation.

5 Dr. Helmut Gassel will receive a regular contribution until the end of his employment contract in the 2022 financial year; the pro rata contribution until the end of his Management Board mandate on 31 May 2022 amounts to €168,800.

## Resignation of Dr. Reinhard Ploss

The Company and Dr. Reinhard Ploss agreed that Dr. Reinhard Ploss would resign from office with effect from the close of 31 March 2022, from which date he would be released from his obligation to provide services to the Company. However, his contract of employment would continue until its normal expiry date at the close of

31 December 2022. The Company and Dr. Reinhard Ploss have therefore concluded a transitional agreement. According to this agreement, the employment contract will be continued until its termination date, in accordance with the terms of the contract. This means that Dr. Reinhard Ploss is entitled to receive his basic annual salary as well as all fringe benefits and insurance benefits until the termination date of his employment contract. The outstanding variable compensation components remain in place and will be paid out in accordance with the contract. For the 2023 fiscal year, the STI and LTI will each be reduced pro rata by nine-twelfths. The performance criteria and due dates previously agreed remain unchanged. The variable remuneration components will not be paid out early. The pension contribution for the 2023 fiscal year will also be reduced pro rata by nine-twelfths.

### **Resignation of Dr. Helmut Gassel**

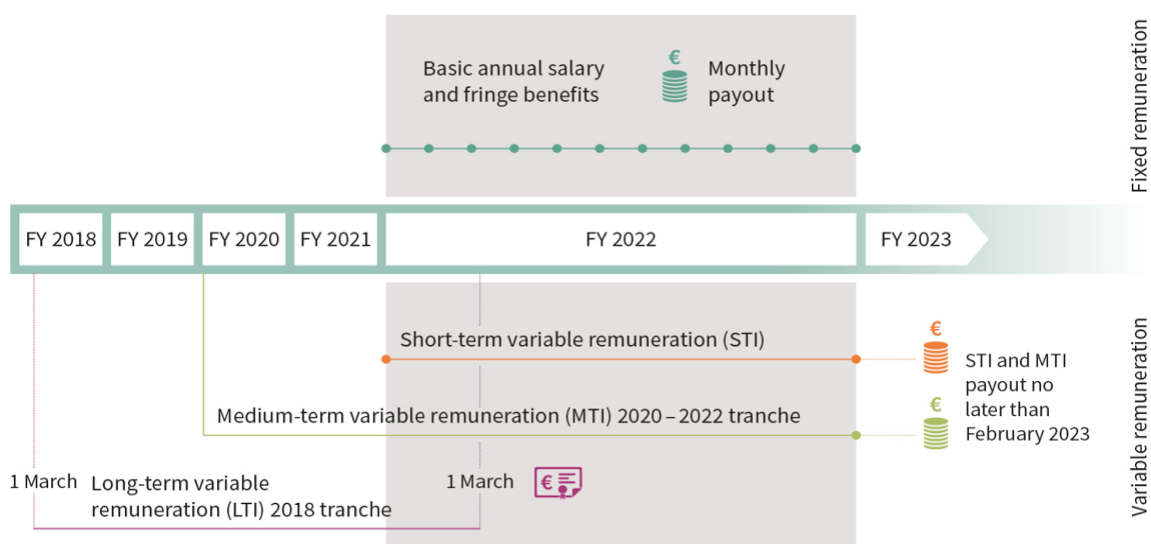
The Company and Dr. Helmut Gassel agreed that Dr. Helmut Gassel would resign from office with effect from the close of 31 May 2022 and that his employment contract, which would normally have run until the close of 30 June 2024, would be terminated, by mutual agreement, at the close of 30 September 2022. The Company and Dr. Helmut Gassel have therefore concluded a severance agreement. According to this agreement, Dr. Helmut Gassel is entitled to receive his basic annual salary as well as all fringe benefits and further insurance benefits until the termination date of his employment contract, 30 September 2022. The chauffeur of Dr. Helmut Gassel's company car remained at his disposal only until 31 May 2022. The variable remuneration components are paid out until the termination date of his employment contract, 30 September 2022. The performance criteria and due dates previously agreed remain unchanged. The variable remuneration components will not be paid out early. Dr. Helmut Gassel will receive the pension contribution for the 2022 fiscal year in full.

In addition, Dr. Helmut Gassel receives a gross severance pay of €3,891,445. Dr. Helmut Gassel received the first portion of his severance pay, a gross sum of €1,272,934, on 30 September 2022. He will receive the remaining portion of his severance pay, a gross sum of €2,618,511, in nine equal monthly installments between October 2022 and June 2023. If, during that period, Dr. Helmut Gassel were to receive earnings from elsewhere (other than earnings from the exercise of supervisory board and/or advisory board activities), 50 percent of those earnings would be set against the amounts payable by Infineon. In return for the contractually agreed non-competition clause, Dr. Helmut Gassel will receive gross monthly compensation of €70,333.33 for the period from 1 October 2022 to 30 November 2023. In the period from 1 October 2022 to 30 June 2023, that part of the severance pay which is to be settled in installments will be credited against the monthly compensation payments.

## Remuneration awarded or due in the 2022 fiscal year

### Active members of the Management Board

#### C10 Overview of remuneration awarded or due in the 2022 fiscal year



The following table shows the individual remuneration in the 2022 and 2021 fiscal years of those members of the Management Board who were active in the reporting year. The remuneration awarded or due to the individual Management Board members in the reporting period is disclosed in the table in accordance with section 162, paragraph 1, sentence 1 of the German Stock Corporation Act (AktG). The disclosure requirements set out in section 162, paragraph 1, sentence 2, no.1 AktG include not only the amounts of remuneration, but also the relative share in the total remuneration of all fixed and variable remuneration components. The relative share disclosed here relates to the remuneration components awarded or due in each fiscal year in accordance with section 162, paragraph 1, sentence 1 AktG.

This table includes the payments made in the fiscal year for basic remuneration as well as for fringe benefits and/or related non-cash benefits in accordance with German income tax law.

The short-term variable remuneration (STI) is disclosed in the fiscal year for which all the underlying performance requirements have been fulfilled by the balance sheet date. Likewise, the medium-term variable remuneration (MTI) in accordance with the previous Management Board remuneration system is disclosed in the fiscal year in which the underlying performance criteria have finally been met and all the conditions for the creation of the entitlement after the end of the fiscal year have been satisfied and payment of the MTI is made as a result. Consequently, the figure disclosed for the 2022 fiscal year is the 2020-2022 MTI tranche reduced by the annual tranches for the 2021 and 2022 fiscal years (and for the 2021 fiscal year the

2019-2021 tranche reduced by the annual tranche for the 2021 fiscal year). The cash payment for the STI and MTI is made as soon as possible after the determination of the payment amount by the Supervisory Board, but at the latest within five months of the end of the relevant fiscal year. Therefore, the STI and MTI payment amounts are disclosed for the reporting year even though the disbursement does not take place until after the end of the relevant reporting year. This makes the reporting transparent and comprehensible, while ensuring the link between performance and remuneration in the reporting period.

In the 2022 and 2021 reporting years, the virtual performance shares in the 2018 and 2017 tranches, which were provisionally allocated in the 2018 and 2017 fiscal years respectively, also became due, although because the performance target was not reached only 50 percent of the performance shares were definitively allocated (see "Settlement of the 2018 tranche (based on the plan terms and conditions applicable until 2020)"). The liability was settled by transferring Infineon shares in the 2022 and 2021 fiscal years respectively. The value of the Infineon shares at the date of transfer is disclosed in the table under "Long-term variable remuneration (LTI)" for the relevant fiscal year.

To ensure consistent and transparent reporting, the pension expense for the defined contribution pension commitments granted to active members of the Management Board is also disclosed below for each individual member. This figure does not represent actual remuneration received by the Management Board member and is therefore not "remuneration awarded or due" as defined by section 162 of the German Stock Corporation Act (AktG).

The disclosure is equivalent to the disclosure that has been made in the past in accordance with the model table for remuneration received by Management Board members ("Zufluss") set out in the German Corporate Governance Code (DCGK) as amended on 7 February 2017, thereby ensuring a consistently transparent and comparable presentation of the remuneration of the individual Management Board members at Infineon.

|  | <b>Jochen Hanebeck<sup>1</sup></b><br>Management Board member until 31 March 2022<br>Chief Executive Officer since 1 April 2022 |             |                  |             | <b>Constanze Hufenbecher</b><br>Management Board member |             |                |             |
|--|---|-------------|------------------|-------------|---|-------------|----------------|-------------|
|  | <b>2022</b>   |             | 2021             |             | <b>2022</b>   |             | 2021           |             |
|  | in €  | in %        | in €             | in %        | in €  | in %        | in €           | in %        |
| <b>Fixed remuneration</b>  |   |             |                  |             |   |             |                |             |
| Basic annual salary  | 1.127.000   | 38%         | 750.000          | 40%         | 844.000   | 50%         | 346.591        | 51%         |
| Fringe benefits  | 33.035  | 1%          | 28.329           | 2%          | 32.074  | 2%          | 34.140         | 5%          |
| <b>Total fixed remuneration</b>  | <b>1.160.035</b>  | <b>39%</b>  | <b>778.329</b>   | <b>42%</b>  | <b>876.074</b>  | <b>52%</b>  | <b>380.731</b> | <b>56%</b>  |
| <b>Variable remuneration</b>   |   |             |                  |             |   |             |                |             |
| Short-term variable remuneration (STI)   | 1.539.476   | 52%         | 660.280          | 35%         | 807.975   | 48%         | 302.628        | 44%         |
| Medium-term variable remuneration (MTI)  |   |             |                  |             |   |             |                |             |
| 2020–2022 tranche  | 98.487  | 3%          |                  |             | -   | -           |                |             |
| 2019–2021 tranche  |   |             | 199.920          | 11%         |   |             | -              | -           |
| Long-term variable remuneration (LTI)  |   |             |                  |             |   |             |                |             |
| Performance Share Plan   |   |             |                  |             |   |             |                |             |
| due in the 2022 fiscal year  | 157.670   | 6%          |                  |             | -   | -           |                |             |
| due in the 2021 fiscal year  |   |             | 215.583          | 12%         |   |             | -              | -           |
| <b>Total variable remuneration</b>   | <b>1.795.633</b>  | <b>61%</b>  | <b>1.075.783</b> | <b>58%</b>  | <b>807.975</b>  | <b>48%</b>  | <b>302.628</b> | <b>44%</b>  |
| <b>Total remuneration in accordance with section 162, paragraph 1, sentence 1 AktG</b> | <b>2.955.668</b>  | <b>100%</b> | <b>1.854.112</b> | <b>100%</b> | <b>1.684.049</b>  | <b>100%</b> | <b>683.359</b> | <b>100%</b> |
| Pension expense  | 105.107   |             | 120.148          |             | 264.376   |             | 131.044        |             |
| <b>Total remuneration incl. pension expenses</b>                                       | <b>3.060.775</b>  |             | <b>1.974.260</b> |             | <b>1.948.425</b>  |             | <b>814.403</b> |             |

<sup>1</sup> In the case of Jochen Hanebeck, the total remuneration comprises the remuneration as Management Board member agreed until 31 March 2022 and the remuneration as Chief Executive Officer applicable from 1 April 2022.



|  | <b>Dr. Sven Schneider</b><br>Management Board member |             |                  |             | <b>Andreas Urschitz</b><br>Management board member since<br>1 June 2022 |             |      |      |
|--|--|-------------|------------------|-------------|---|-------------|------|------|
|  | 2022   |             | 2021             |             | 2022  |             | 2021 |      |
|  | in €   | in %        | in €             | in %        | in €  | in %        | in € | in % |
| <b>Fixed remuneration</b>  |  |             |                  |             |   |             |      |      |
| Basic annual salary  | 844.000  | 36%         | 825.000          | 47%         | 281.333   | 50%         | -    | -    |
| Fringe benefits  | 59.476   | 3%          | 55.337           | 3%          | 12.640  | 2%          | -    | -    |
| <b>Total fixed remuneration</b>  | <b>903.476</b>                                       | <b>39%</b>  | <b>880.337</b>   | <b>50%</b>  | <b>293.973</b>  | <b>52%</b>  | -    | -    |
| <b>Variable remuneration</b>   |  |             |                  |             |   |             |      |      |
| Short-term variable remuneration (STI)   | 1.306.725  | 56%         | 728.250          | 41%         | 269.325   | 48%         | -    | -    |
| Medium-term variable remuneration (MTI)  |  |             |                  |             |   |             |      |      |
| 2020–2022 tranche  | 108.625  | 5%          |                  |             | -   | -           |      |      |
| 2019–2021 tranche  |  |             | 156.188          | 9%          |   |             | -    | -    |
| Long-term variable remuneration (LTI)  |  |             |                  |             |   |             |      |      |
| Performance Share Plan   |  |             |                  |             |   |             |      |      |
| due in the 2022 fiscal year  | -  | -           |                  |             | -   | -           |      |      |
| due in the 2021 fiscal year  |  |             |                  |             |   |             | -    | -    |
| <b>Total variable remuneration</b>   | <b>1.415.350</b>                                     | <b>61%</b>  | <b>884.438</b>   | <b>50%</b>  | <b>269.325</b>  | <b>48%</b>  | -    | -    |
| <b>Total remuneration in accordance with section 162, paragraph 1, sentence 1 AktG</b> | <b>2.318.826</b>                                     | <b>100%</b> | <b>1.764.775</b> | <b>100%</b> | <b>563.298</b>  | <b>100%</b> | -    | -    |
| Pension expense  | 231.327  |             | 278.244          |             | 37.599  |             | -    |      |
| <b>Total remuneration incl. pension expenses</b>                                       | <b>2.550.153</b>                                     |             | <b>2.043.019</b> |             | <b>600.897</b>  |             | -    |      |

|  | <b>Dr. Rutger Wijburg</b><br>Management Board member since 1 April 2022 |             |          |          | <b>Dr. Reinhard Ploss<sup>2</sup></b><br>Chief Executive Officer until 31 March 2022 |             |                  |             |
|--|---|-------------|----------|----------|--|-------------|------------------|-------------|
|  | 2022  |             | 2021     |          | 2022   |             | 2021             |             |
|  | in €  | in %        | in €     | in %     | in €   | in %        | in €             | in %        |
| <b>Fixed remuneration</b>  |   |             |          |          |  |             |                  |             |
| Basic annual salary  | 422.000   | 50%         | -        | -        | 705.000  | 32%         | 1.240.000        | 41%         |
| Fringe benefits  | 19.183  | 2%          | -        | -        | 20.051   | 1%          | 35.238           | 1%          |
| <b>Total fixed remuneration</b>  | <b>441.183</b>  | <b>52%</b>  | <b>-</b> | <b>-</b> | <b>725.051</b>   | <b>33%</b>  | <b>1.275.238</b> | <b>42%</b>  |
| <b>Variable remuneration</b>   |   |             |          |          |  |             |                  |             |
| Short-term variable remuneration (STI)   | 403.988   | 48%         |          |          | 1.049.038  | 47%         | 1.068.100        | 35%         |
| Medium-term variable remuneration (MTI)  |   |             |          |          |  |             |                  |             |
| 2020–2022 tranche  | -   | -           |          |          | 159.317  | 7%          |                  |             |
| 2019–2021 tranche  |   |             | -        | -        |  |             | 323.400          | 11%         |
| Long-term variable remuneration (LTI)  |   |             |          |          |  |             |                  |             |
| Performance Share Plan   |   |             |          |          |  |             |                  |             |
| due in the 2022 fiscal year  | -   | -           |          |          | 275.937  | 13%         |                  |             |
| due in the 2021 fiscal year  |   |             | -        | -        |  |             | 357.656          | 12%         |
| <b>Total variable remuneration</b>   | <b>403.988</b>  | <b>48%</b>  | <b>-</b> | <b>-</b> | <b>1.484.292</b>   | <b>67%</b>  | <b>1.749.156</b> | <b>58%</b>  |
| <b>Total remuneration in accordance with section 162, paragraph 1, sentence 1 AktG</b> | <b>845.171</b>  | <b>100%</b> | <b>-</b> | <b>-</b> | <b>2.209.343</b>   | <b>100%</b> | <b>3.024.394</b> | <b>100%</b> |
| Pension expense  | 28.589  |             | -        |          | 65.192   |             | 72.298           |             |
| <b>Total remuneration incl. pension expenses</b>                                       | <b>873.760</b>  |             | <b>-</b> |          | <b>2.274.535</b>   |             | <b>3.096.692</b> |             |

| <b>Dr. Helmut Gassel<sup>2</sup></b>   |                  |             |                  |             |
|--|------------------|-------------|------------------|-------------|
| Management Board member until 31 May 2022  |                  |             |                  |             |
|  | 2022             |             | 2021             |             |
|  | in €             | in %        | in €             | in %        |
| <b>Fixed remuneration</b>  |                  |             |                  |             |
| Basic annual salary  | 562.667          | 33%         | 750.000          | 40%         |
| Fringe benefits  | 26.811           | 2%          | 32.188           | 2%          |
| <b>Total fixed remuneration</b>  | <b>589.478</b>   | <b>35%</b>  | <b>782.188</b>   | <b>42%</b>  |
| <b>Variable remuneration</b>   |                  |             |                  |             |
| Short-term variable remuneration (STI)   | 840.117          | 50%         | 660.280          | 35%         |
| Medium-term variable remuneration (MTI)  |                  |             |                  |             |
| 2020–2022 tranche  | 98.487           | 6%          |                  |             |
| 2019–2021 tranche  |                  |             | 199.920          | 11%         |
| Long-term variable remuneration (LTI)  |                  |             |                  |             |
| Performance Share Plan   |                  |             |                  |             |
| due in the 2022 fiscal year  | 157.670          | 9%          |                  |             |
| due in the 2021 fiscal year  | -                |             | 215.583          | 12%         |
| <b>Total variable remuneration</b>   | <b>1.096.274</b> | <b>65%</b>  | <b>1.075.783</b> | <b>58%</b>  |
| <b>Total remuneration in accordance with section 162, paragraph 1, sentence 1 AktG</b> | <b>1.685.752</b> | <b>100%</b> | <b>1.857.971</b> | <b>100%</b> |
| Pension expense  | 85.786           |             | 98.884           |             |
| <b>Total remuneration incl. pension expenses</b>                                       | <b>1.771.538</b> |             | <b>1.956.855</b> |             |

<sup>2</sup> For Dr. Reinhard Ploss and Dr. Helmut Gassel, basic annual salary, fringe benefits and short-term variable remuneration (STI) are presented on a pro rata basis until the date of resignation from the Management Board on 31 March 2022 and 31 May 2022, respectively. The MTI tranche 2020-2022 and the LTI tranche due in the 2022 fiscal year as well as pension expense in the 2022 fiscal year are allocated in full to the active Management Board service of Dr. Reinhard Ploss and Dr. Helmut Gassel.

## Former members of the Management Board

The following table shows the fixed and variable remuneration components awarded or due to former members of the Management Board in the 2022 fiscal year in accordance with section 162 of the German Stock Corporation Act (AktG). The disclosure of the basic remuneration (including fringe benefits) and of the STI, MTI and LTI tranches is based on the same principles as for the active members of the Management Board. The pension payments and severance payments are included in the fiscal year in which they are disbursed as remuneration awarded. The compensation payable to Dr. Helmut Gassel in relation to the non-competition clause is disclosed in the fiscal year in which all the conditions for the creation of the entitlement have been satisfied at the balance sheet date.

| Former Management Board member <sup>1</sup> | End of term                     | Basic annual salary and fringe benefits |      | Short-term variable remuneration (STI) |      | Severance and termination payments |      | Pension payments |      | Total<br>in €    |
|---|---------------------------------|---|------|--|------|------------------------------------|------|------------------|------|------------------|
|   |                                 | in €                                    | in % | in €                                   | in % | in €                               | in % | in €             | in % |                  |
| Dr. Reinhard Ploss <sup>2</sup>             | 31 March 2022                   | 727.913                                 | 41%  | 1.049.038                              | 59%  | -                                  | -    | -                | -    | <b>1.776.951</b> |
| Dr. Helmut Gassel                           | 31 May 2022                     | 296.343                                 | 15%  | 420.059                                | 21%  | 1.272.934                          | 64%  | -                | -    | <b>1.989.336</b> |
| Peter Bauer                                 | 30 September 2012               | -                                       | -    | -                                      | -    | -                                  | -    | 450.000          | 100% | <b>450.000</b>   |
| Former Management Board members             | Resigned for more than 10 years | -                                       | -    | -                                      | -    | -                                  | -    | 2.144.171        | 100% | <b>2.144.171</b> |

1 The table contains only remuneration granted to the former Management Board members after their resignation from the Management Board.

2 For the months October to December 2022, Dr. Reinhard Ploss is entitled to a basic annual salary of €352,500 in connection with the termination of his employment. The pro rata allocation amount for the STI for this period is €262,917. For the LTI, the corresponding pro rata allocation amount is €349,250. The pension contribution for the 2023 fiscal year will be granted pro rata temporis for three twelfths in the amount of €105,750. These fixed and variable remuneration components to be paid out will be paid out in the 2023 fiscal year (see "Retirement of Dr. Reinhard Ploss" under "Commitments to Management Board members upon termination of their Board activities").

## Other information

In the 2022 fiscal year, no benefits were promised or granted by third parties to any member of the Management Board for their Management Board activities (section 162, paragraph 2, no. 1 of the German Stock Corporation Act (AktG)).

Neither current nor former members of the Management Board received loans from the Company in the 2022 fiscal year or in the 2021 fiscal year.

The Supervisory Board did not avail itself of the option to reclaim any variable remuneration components in the 2022 fiscal year (section 162, paragraph 1, sentence 2, no. 4 of the German Stock Corporation Act (AktG)).

In the 2022 fiscal year, there was no deviation from the specifications of the remuneration systems (section 162, paragraph 1, sentence 2, no. 5 of the German Stock Corporation Act (AktG)).

This remuneration report will be presented for approval at the Annual General Meeting in February 2023 in accordance with section 120a, paragraph 4 of the German Stock Corporation Act (AktG) (section 162, paragraph 1, sentence 2, no. 6 of the German Stock Corporation Act (AktG)).

## **Supervisory Board remuneration**

The most recent amendments to the Articles of Association with regard to Supervisory Board remuneration were agreed at the Annual General Meeting held on 25 February 2021. At the same time, the remuneration system for the Supervisory Board was approved in accordance with section 113 AktG. The current Supervisory Board remuneration system has applied since 1 October 2021.

The main components of the remuneration system are described below. A detailed description of the Supervisory Board remuneration system can be found on Infineon's website.

[www.infineon.com/supervisory-board-remuneration-system](http://www.infineon.com/supervisory-board-remuneration-system)

### **Remuneration structure and components**

The remuneration of the members of the Supervisory Board (total remuneration) is governed by article 11 of the Company's Articles of Association and comprises the following:

- › Fixed annual remuneration (basic remuneration) of €100,000. This amount applies to each Supervisory Board member and is paid within one month of the end of the fiscal year.
- › Allowances in recognition of the additional work involved in performing certain functions within the Supervisory Board. The Chairman of the Supervisory Board receives an allowance of €100,000, while each deputy receives an allowance of €30,000. Each member of the Investment, Finance and Audit Committee receives an allowance of €40,000 and each member of one of the other Supervisory Board committees, with the exception of the Mediation Committee, receives an allowance of €25,000. The allowance for the Chairmen of the Investment, Finance and Audit Committee and the Strategy and Technology Committee is 200 percent of the relevant allowance for the members of that committee. The committee-related allowances are payable to the committee members only if at least three meetings of the relevant committee have taken place in the fiscal year concerned. If members of the Supervisory Board perform several of the functions mentioned, they receive all the allowances provided in each case. However, the total amount that can be paid in committee-related allowances to the Supervisory Board member is capped at a maximum figure of €100,000.
- › An attendance fee of €2,000 for personal participation – regardless of whether this is physical, virtual or by telephone – in a meeting of the Supervisory Board or of one of its committees. For extraordinary meetings that take place in the form of telephone or video conferences and at which no resolutions are passed, Supervisory Board members receive a reduced attendance fee of €1,000. The

attendance fee is paid only once if more than one meeting takes place on a given day, but in that case the attendance fee is always €2,000.

In the event that a member, during a fiscal year, joins (or leaves) the Supervisory Board or one of its committees, or takes on (or ceases to perform) a Supervisory Board function for which an allowance is payable, the relevant remuneration components are disbursed on a pro rata basis, i.e., payment of one-twelfth of the relevant annual remuneration for each started month of membership or exercise of function.

Moreover, Supervisory Board members are reimbursed for all expenses incurred in connection with the performance of their Supervisory Board duties as well as for any value-added tax payable by them in this connection. The Company also pays Supervisory Board members any value-added tax incurred on their total remuneration (including meeting attendance fees). In addition, it pays any employer's contributions for social insurance arising in accordance with foreign laws in respect of the member's Supervisory Board activities.

The fixed remuneration is payable within one month after the end of the fiscal year to which the remuneration relates and the attendance fees are payable within one month after the relevant meeting.

### Remuneration awarded or due in the 2022 fiscal year

The total remuneration awarded or due to the members of the Supervisory Board for the 2022 fiscal year (including the meeting attendance fees) is presented in the following table. The amounts disclosed do not include value-added tax at 19 percent (or withholding tax, in the case of Supervisory Board members resident abroad), the solidarity surcharge or any other taxes arising. The Supervisory Board activities on which the remuneration for members of the Supervisory Board for the 2022 fiscal year is based had been completed by the balance sheet date. Therefore, the remuneration for the Supervisory Board activities is classified as awarded and due in the 2022 fiscal year, even though the disbursement of the Supervisory Board remuneration did not take place until after the end of the 2022 fiscal year

| Supervisory Board member, in €      | Fiscal year | Fixed remuneration | Allowance for specific functions | Meeting attendance fees | Total remuneration <sup>1</sup> |
|-------------------------------------|-------------|--------------------|----------------------------------|-------------------------|---------------------------------|
| Xiaoqun Clever <sup>2</sup>         | 2022        | 100,000            | 25,000                           | 20,000                  | 145,000                         |
|                                     | 2021        | 90,000             | 15,000                           | 18,000                  | 123,000                         |
| Johann Dechant                      | 2022        | 100,000            | 95,000                           | 42,000                  | 237,000                         |
|                                     | 2021        | 90,000             | 30,000                           | 36,000                  | 156,000                         |
| Dr. Wolfgang Eder <sup>2</sup>      | 2022        | 100,000            | 200,000                          | 40,000                  | 340,000                         |
|                                     | 2021        | 90,000             | 90,000                           | 42,000                  | 222,000                         |
| Dr. Friedrich Eichiner <sup>2</sup> | 2022        | 100,000            | 90,417                           | 26,000                  | 216,417                         |
|                                     | 2021        | 90,000             | 25,000                           | 22,000                  | 137,000                         |
| Annette Engelfried                  | 2022        | 100,000            | 65,000                           | 34,000                  | 199,000                         |

| Supervisory Board member, in €      | Fiscal year | Fixed remuneration | Allowance for specific functions | Meeting attendance fees | Total remuneration <sup>1</sup> |
|-------------------------------------|-------------|--------------------|----------------------------------|-------------------------|---------------------------------|
|                                     | 2021        | 90,000             | 15,000                           | 30,000                  | 135,000                         |
| Peter Gruber                        | <b>2022</b> | <b>100,000</b>     | <b>25,000</b>                    | <b>18,000</b>           | <b>143,000</b>                  |
|                                     | 2021        | 90,000             | 15,000                           | 18,000                  | 123,000                         |
| Hans-Ulrich Holdenried <sup>2</sup> | <b>2022</b> | <b>100,000</b>     | <b>25,000</b>                    | <b>36,000</b>           | <b>161,000</b>                  |
|                                     | 2021        | 90,000             | 15,000                           | 30,000                  | 135,000                         |
| Dr. Susanne Lachenmann              | <b>2022</b> | <b>100,000</b>     | <b>25,000</b>                    | <b>20,000</b>           | <b>145,000</b>                  |
|                                     | 2021        | 90,000             | 15,000                           | 18,000                  | 123,000                         |
| Géraldine Picaud <sup>2</sup>       | <b>2022</b> | <b>100,000</b>     | <b>10,417</b>                    | <b>16,000</b>           | <b>126,417</b>                  |
|                                     | 2021        | 90,000             | -                                | 12,000                  | 102,000                         |
| Dr. Manfred Puffer <sup>2</sup>     | <b>2022</b> | <b>100,000</b>     | <b>25,000</b>                    | -                       | <b>125,000</b>                  |
|                                     | 2021        | 90,000             | -                                | 12,000                  | 102,000                         |
| Melanie Riedl                       | <b>2022</b> | <b>100,000</b>     | -                                | <b>14,000</b>           | <b>114,000</b>                  |
|                                     | 2021        | 90,000             | -                                | 12,000                  | 102,000                         |
| Jürgen Scholz                       | <b>2022</b> | <b>100,000</b>     | <b>25,000</b>                    | <b>20,000</b>           | <b>145,000</b>                  |
|                                     | 2021        | 90,000             | 15,000                           | 14,000                  | 119,000                         |
| Kerstin Schulzendor <sup>3</sup>    | <b>2022</b> | <b>66,667</b>      | -                                | <b>8,000</b>            | <b>74,667</b>                   |
|                                     | 2021        | 90,000             | -                                | 12,000                  | 102,000                         |
| Dr. Ulrich Spiesshofer <sup>2</sup> | <b>2022</b> | <b>100,000</b>     | <b>50,000</b>                    | <b>6,000</b>            | <b>156,000</b>                  |
|                                     | 2021        | 90,000             | 25,000                           | 18,000                  | 133,000                         |
| Margret Suckale <sup>2</sup>        | <b>2022</b> | <b>100,000</b>     | <b>50,000</b>                    | <b>36,000</b>           | <b>186,000</b>                  |
|                                     | 2021        | 90,000             | 2,500                            | 26,000                  | 118,500                         |
| Mirco Synde <sup>4</sup>            | <b>2022</b> | <b>33,333</b>      | -                                | <b>2,000</b>            | <b>35,333</b>                   |
|                                     | 2021        | -                  | -                                | -                       | -                               |
| Diana Vitale                        | <b>2022</b> | <b>100,000</b>     | <b>25,000</b>                    | <b>36,000</b>           | <b>161,000</b>                  |
|                                     | 2021        | 90,000             | 15,000                           | 30,000                  | 135,000                         |
| <b>Total</b>                        | <b>2022</b> | <b>1,600,000</b>   | <b>735,834</b>                   | <b>374,000</b>          | <b>2,709,834</b>                |
|                                     | 2021        | 1,440,000          | 277,500                          | 350,000                 | 2,067,500                       |

1 The total remuneration consists exclusively of the fixed remuneration components.

2 In the 2021 fiscal year, shareholder representatives on the Supervisory Board waived their entitlement to attendance fees for certain meetings. The Company donated the attendance fee saved to a charitable institution.

3 Member of the Supervisory Board until 31 May 2022. The remuneration for the 2022 fiscal year was therefore awarded on a pro rata basis.

4 Member of the Supervisory Board since 1 June 2022. The remuneration for the 2022 fiscal year was therefore awarded on a pro rata basis.

Supervisory Board members did not receive any loans from Infineon in either the 2022 or 2021 fiscal year.



### **Comparative review of remuneration trends and Infineon's earnings performance**

The following table gives an overview of Infineon's earnings performance and the trends in the average remuneration of employees and the remuneration of the members of the Management Board and Supervisory Board over the past five fiscal years. Earnings performance is presented in the form of the net profit of Infineon Technologies AG in accordance with the German Commercial Code (HGB), supplemented by performance indicators for the Infineon Group (RoCE, Segment Result, Segment Result Margin and Free Cash Flow), which are partially relevant figures in the calculation of target achievement in the short-term (and before the introduction of the new Management Board remuneration system, also for the medium-term) variable remuneration of the individual members of the Management Board. The average remuneration of employees comprises the salaries (including variable remuneration) for the relevant fiscal year on a full-time equivalent (FTE) basis of employees of the Infineon Group in Germany with the exception of employees of Moteon GmbH, Hitex GmbH and Siltectura GmbH and non-consolidated companies based in Germany. The companies that have been excluded are currently not integrated into the Group-wide accounting systems and employ less than 1 percent of all the workforce at Infineon's German companies. Since the 2021 fiscal year, Infineon Technologies Semiconductor GmbH and Infineon Technologies Memory Solutions Germany GmbH have been incorporated in the calculations. In addition, the trends in the remuneration awarded or due to current and former members of the Management Board and Supervisory Board are disclosed for the 2022 fiscal year and prior years.

|   | $\Delta$ in %<br>2019 v. 2018 | $\Delta$ in %<br>2020 v. 2019 | $\Delta$ in %<br>2021 v. 2020 | $\Delta$ in %<br>2022 v. 2021 |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <b>Key figures Group development / earnings development</b>   |                               |                               |                               |                               |
| RoCE (Group)  | (40%)                         | (75%)                         | 180%                          | 50%                           |
| Free Cash Flow (Group)  | (94%)                         | (17,349%)                     | 123%                          | 5%                            |
| Segment Result (Group)  | (3%)                          | (11%)                         | 77%                           | 63%                           |
| Segment Result Margin (Group)   | (8%)                          | (16%)                         | 36%                           | 27%                           |
| Net income of Infineon Technologies AG (under HGB)  | (102%)                        | (782%)                        | 259%                          | 170%                          |
| <b>Average employee remuneration</b>  | <b>(2%)</b>                   | <b>2%</b>                     | <b>11%</b>                    | <b>0%</b>                     |
| <b>Management Board remuneration</b>  |                               |                               |                               |                               |
| <b>Active Management Board members<sup>1</sup></b>  |                               |                               |                               |                               |
| Jochen Hanebeck (Management Board member until 31 March 2022, Chief Executive Officer since 1 April 2022) | 0%                            | (3%)                          | 32%                           | 59%                           |
| Constanze Hufenbecher (Management Board member since 15 April 2021)                                       | -                             | -                             | -                             | 146%                          |
| Dr. Sven Schneider (Management Board member since 1 May 2019)   | -                             | 138%                          | 46%                           | 31%                           |
| Andreas Urschitz (Management Board member since 1 June 2022)  | -                             | -                             | -                             | -                             |
| Dr. Rutger Wijburg (Management Board member since 1 April 2022)   | -                             | -                             | -                             | -                             |
| Dr. Reinhard Ploss (Chief Executive Officer until 31 March 2022)  | (2%)                          | (20%)                         | 18%                           | (27%)                         |
| Dr. Helmut Gassel (Management Board member until 31 May 2022)   | 0%                            | (3%)                          | 28%                           | (9%)                          |
| <b>Former Management Board members and members who left during the fiscal year</b>                        |                               |                               |                               |                               |
| Dr. Reinhard Ploss (Chief Executive Officer until 31 March 2022)  | -                             | -                             | -                             | -                             |
| Dr. Helmut Gassel (Management Board member until 31 May 2022)   | -                             | -                             | -                             | -                             |
| Peter Bauer (Chief Executive Officer until 30 September 2012)   | -                             | -                             | 300%                          | 0%                            |
| Former Management Board members resigned for more than 10 years   | 31%                           | 5%                            | 3%                            | (1%)                          |
| <b>Supervisory Board remuneration</b>   |                               |                               |                               |                               |
| <b>Active Supervisory Board members<sup>2</sup></b>   |                               |                               |                               |                               |
| Xiaoqun Clever  | -                             | -                             | 58%                           | 18%                           |
| Johann Dechant  | 3%                            | 4%                            | (1%)                          | 52%                           |
| Dr. Wolfgang Eder   | 85%                           | 35%                           | 6%                            | 53%                           |
| Dr. Friedrich Eichiner  | -                             | -                             | 62%                           | 58%                           |
| Annette Engelfried  | 10%                           | 0%                            | 0%                            | 47%                           |
| Peter Gruber  | 3%                            | (2%)                          | (3%)                          | 16%                           |
| Hans-Ulrich Holdenried  | 2%                            | (2%)                          | 6%                            | 19%                           |
| Dr. Susanne Lachenmann  | 3%                            | (2%)                          | (2%)                          | 18%                           |
| Géraldine Picaud  | (4%)                          | (6%)                          | 2%                            | 24%                           |
| Dr. Manfred Puffer  | 8%                            | (4%)                          | (6%)                          | 23%                           |
| Melanie Riedl   | -                             | -                             | 34%                           | 12%                           |

|   | $\Delta$ in %<br>2019 v. 2018 | $\Delta$ in %<br>2020 v. 2019 | $\Delta$ in %<br>2021 v. 2020 | $\Delta$ in %<br>2022 v. 2021 |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| Jürgen Scholz                                       | 5%                            | (3%)                          | (6%)                          | 22%                           |
| Dr. Ulrich Spiesshofer                              | -                             | -                             | 57%                           | 17%                           |
| Margret Suckale                                     | -                             | -                             | 69%                           | 57%                           |
| Mirco Synde   | -                             | -                             | -                             | -                             |
| Diana Vitale  | 8%                            | 14%                           | 5%                            | 19%                           |
| <b>Former Supervisory Board members<sup>3</sup></b> |                               |                               |                               |                               |
| Kerstin Schulzendorf                                | 4%                            | (2%)                          | (4%)                          | (27%)                         |

1 Any significant increases in Management Board remuneration in a year-on-year comparison result, among other things, from Management Board members taking office during the year as well as from the above-average achievement of targets in the previous fiscal years.

2 Any significant increases in Supervisory Board remuneration in a year-on-year comparison are mainly the result of Supervisory Board members taking office during the year.

3 Supervisory Board members who resigned in the 2022 fiscal year.

Neubiberg, November 2022

Infineon Technologies AG

Dr. Wolfgang Eder

Chairman of the  
Supervisory Board

Jochen Hanebeck

Chief Executive Officer

Dr. Sven Schneider

Member of the  
Management Board

## **Independent auditor's report**

To Infineon Technologies AG, Neubiberg

### **Report on the Audit of the Remuneration Report**

We have audited the attached remuneration report of Infineon Technologies AG, Neubiberg, for the financial year from 1 October 2021 to 30 September 2022, including the related disclosures, prepared to meet the requirements of section 162 AktG [Aktiengesetz: German Stock Corporation Act].

### **Responsibilities of Management and the Supervisory Board**

The management and the Supervisory Board of Infineon Technologies AG are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

### **Auditor's responsibilities**

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and

the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 October 2021 to 30 September 2022, including the related disclosures, complies in all material respects with the financial reporting requirements of section 162 AktG.

### **Other matter – formal examination of the remuneration report**

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

### **Limitation of liability**

The terms governing this engagement, which we fulfilled by rendering the aforesaid services Infineon Technologies AG, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Munich, 25 November 2022

KPMG AG  
Wirtschaftsprüfungsgesellschaft

Pritzer  
Wirtschaftsprüfer

Schmitt  
Wirtschaftsprüfer

**Yours sincerely,**

**Infineon Technologies AG**

**The Management Board**

# Infineon Technologies AG



**Chairman of the Supervisory Board:**

Dr. Wolfgang Eder

**Management Board:** Jochen Hanebeck (CEO),

Constanze Hufenbecher, Dr. Sven Schneider,

Andreas Urschitz, Dr. Rutger Wijburg

**Registered Office:** Neubiberg

**Commercial Register:** Amtsgericht München HRB 126492