



# NOTICE OF

Annual General Meeting  
of Infineon Technologies AG  
on 21 February 2019

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Dear Shareholders,

Notice is hereby given that the

### **Annual General Meeting of Infineon Technologies AG**

will be held at the ICM (International Congress Center Munich), which is located at Am Messesee 6, Messengelände, 81829 Munich, Germany, on Thursday, 21 February 2019 at 10:00 a.m. (CET).

## 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 2018, the combined Management Report for Infineon Technologies AG and the Infineon Group, including the explanatory report on the disclosures pursuant to section 289a, paragraph 1 and section 315a, paragraph 1 of the German Commercial Code (*Handelsgesetzbuch - HGB*), the report of the Supervisory Board for the 2018 fiscal year and the Management Board's proposal for the allocation of unappropriated profit**

The aforementioned documents have already been published on the Infineon website at [www.infineon.com/agm](http://www.infineon.com/agm). They will also be made available to the Annual General Meeting, where their content will be presented in detail by the Management Board. The Supervisory Board report will be presented by the Chairman of the Supervisory Board.

The Corporate Governance Statement (*Erklärung zur Unternehmensführung*) and the Corporate Governance Report are published on the Infineon website at [www.infineon.com/declaration-on-corporate-governance](http://www.infineon.com/declaration-on-corporate-governance) and [www.infineon.com/corporate-governance-report](http://www.infineon.com/corporate-governance-report) respectively.

The Supervisory Board has approved the Separate Financial Statements and Consolidated Financial Statements prepared by the Management Board and the Separate Financial Statements have therefore been adopted in accordance with section 172, first sentence, 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. Allocation of unappropriated profit**

The Management Board and the Supervisory Board propose to allocate € 305,368,875.18 of the unappropriated profit (*Bilanzgewinn*) of € 491,188,499.62 reported by Infineon Technologies AG for the 2018 fiscal year to pay a dividend of € 0.27 per qualifying share and to

transfer the remaining sum amounting to € 185,819,624.44 to other revenue reserves (*Gewinnrücklagen*).

This proposal takes into account the 6 million own shares held at the time of the calling of the Annual General Meeting that do not qualify for payment of a dividend. If the number of shares qualifying for payment of a dividend changes prior to the resolution concerning the allocation of unappropriated profit being adopted, the Management Board and Supervisory Board will propose to the Annual General Meeting a correspondingly amended resolution concerning the allocation of unappropriated profit that still provides for the payment of a dividend of € 0.27 per qualifying share.

Any dividend resolved by the Annual General Meeting will fall due and be paid on the third business day following the Annual General Meeting, i.e. on 26 February 2019.

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

The Management Board and the Supervisory Board propose that the acts of the members of the Management Board in office during the 2018 fiscal year be approved for this period.

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

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in office during the 2018 fiscal year be approved for this period.

### **5. Appointment of the Company and Group auditor for the 2019 fiscal year and the auditor for the review of the Half-Year Financial Report pursuant to sections 115, 117 of the German Securities Trading Act (*Wertpapierhandelsgesetz - WpHG*) for the 2019 fiscal year**

The Supervisory Board, concurring with the recommendation of its Investment, Finance and Audit Committee, proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed Company and Group auditor for the 2019 fiscal year and auditor for the review of the Half-Year Financial Report pursuant to sections 115, 117 WpHG for the 2019 fiscal year.

## II. Other information

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

The share capital of the Company totals € 2,274,327,188.00 and is divided into 1,137,163,594 no par value shares at the time of the calling of the Annual General Meeting. This total includes 6 million own shares held at the time of the calling of the Annual General Meeting, which do not carry any shareholder rights.

### 2. Prerequisites for attending the Annual General Meeting and exercising voting rights

#### a. Registration

All shareholders who have registered for the Annual General Meeting by no later than 12 midnight (CET) on 14 February 2019 and are entered in the Company's stock register are entitled, pursuant to section 14 of the Articles of Association, to attend the Annual General Meeting and to exercise their voting rights.

Registrations may be submitted in text form

- to the address  
Infineon Technologies AG  
c/o Computershare Operations Center  
80249 Munich, Germany,

- to the fax number  
+49 (0)89 30903 – 74681 or

- to the e-mail address  
hv@infineon.com

or electronically via the internet

- by visiting the website  
www.infineon.com/agm

The date on which we receive the registration is relevant for the observance of this period.

In order to use the electronic registration option via the internet you will need your individual access code, which is either supplied with the Annual General Meeting documents or which you have individually chosen via the internet at [www.infineon.com/agm](http://www.infineon.com/agm).

#### b. Proxies; employee proxies

Shareholders who are entered in the Company's stock register may exercise their voting rights at the Annual General Meeting either personally or by appointing a proxy (for example a bank or a shareholders' association) or via an employee proxy. Please note that it is also necessary in these cases to register in good time by means of a formally acceptable method in accordance with point a.

Details of how to vote by proxy or via an employee proxy are provided in points 3.b. and c.

#### c. Mail ballot voting

Shareholders who are entered in the Company's stock register may exercise their voting rights by means of a mail ballot without attending the Annual General Meeting in person or through a proxy or employee proxy. Please note that it is also necessary in these cases to register in good time by means of a formally acceptable method in accordance with point a.

Details of the voting by mail ballot are provided in point 3.d.

#### d. Entry freeze (Technical Record Date); disposability of shares

Attendance and voting rights are based on shareholdings entered in the stock register on the day of the Annual General Meeting. However, please be aware that, for procedural reasons, no transfer entries can be made in the stock register between 15 February 2019 and the day of the Annual General Meeting (each inclusive) due to a so-called entry freeze (Technical Record Date).

Registering for the Annual General Meeting does not cause shares to be blocked, so shareholders retain the right to dispose of their shares without restriction, irrespective of the entry freeze (Technical Record Date), even after registration has been completed.

## 3. Voting procedures

#### a. General

Once properly registered in accordance with point 2., you may attend the Annual General Meeting in person and exercise your right to vote personally. You may also exercise your right to vote through a proxy, an employee proxy or by mail ballot.

#### b. Voting through a proxy

Shareholders who wish to exercise their right to vote at the Annual General Meeting through a proxy rather than personally must ensure that they grant their intended proxy the proper power of attorney prior to the ballot. Shareholders wishing to use a proxy must consider the following:

aa. If neither a bank nor another person or institution equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example a shareholders' association) is named as a proxy, the power of attorney must be granted either

i. in text form or electronically via the internet vis-à-vis the Company, or

ii. in text form directly vis-à-vis the proxy (in which case the Company must be notified in text form of the appointment of the proxy).

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

The granting or revocation of a power of attorney as well as evidence of the existence of the power of attorney or its revocation vis-à-vis the Company must be communicated using one of the addresses listed in point 2.a. for registration. Evidence of the existence or revocation of the power of attorney may also be provided at the appropriate check-in and check-out points on the day of the Annual General Meeting.

- bb. The pertinent statutory provisions, in particular section 135 AktG, apply when granting a power of attorney to banks and other persons or institutions equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example shareholders' associations) and when providing notification of or revoking any such power of attorney. Please also consult with your bank or other person or institution equivalent thereto on the required form or procedure by which the power of attorney is to be granted.

If banks and/or other persons or institutions equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example shareholders' associations) do not actually own shares for which they are registered as the holder in the stock register, they may not exercise the voting rights for such shares without a corresponding authorization.

- cc. If the shareholder grants a power of attorney to more than one person, the Company may reject one or more of these people in accordance with section 134, paragraph 3, second sentence, AktG in conjunction with section 16, paragraph 2, third sentence, of the Articles of Association.

c. Voting through an employee proxy

Shareholders may also opt to be represented at the Annual General Meeting by Company employees selected by Infineon (referred to as „employee proxies“). Shareholders wishing to use an employee proxy must consider the following:

- aa. Employee proxies may only vote on items on the Agenda for which they have been issued explicit instructions. Employee proxies are bound to vote in accordance with the instructions issued to them. Employee proxies may not vote if they have not received instructions.
- bb. Please note that employee proxies
- i. will not accept instructions to speak, to ask questions or introduce proposals and to submit objections to Annual General Meeting resolutions and that they
  - ii. are available to vote only on proposals and election nominations made by the Management Board and/or Supervisory Board in accordance with section 124, paragraph 3, AktG or by shareholders in accordance with section 124, paragraph 1, AktG that are included with the present document giving notice of the Annual General Meeting or announced subsequently or that were made available in accordance with sections 126 and 127 AktG.

- cc. Powers of attorney and instructions for the employee proxies may be issued, amended or revoked
- i. in text form using the address Infineon Technologies AG, c/o Computershare Operations Center, 80249 Munich, Germany, until 20 February 2019, 12 midnight (CET),
  - ii. in text form using the fax number +49 (0)89 30903 – 74681 or the e-mail address hv@infineon.com until 21 February 2019, 12 noon (CET) or
  - iii. electronically via the internet at [www.infineon.com/agm](http://www.infineon.com/agm) until the end of the general debate at the Annual General Meeting using the relevant shareholder number and individual access code

Admissibility will be determined in all of these cases on the basis of the date and time of receipt by the Company of the power of attorney, instruction, amendment or revocation. On the day of the Annual General Meeting and up to the end of voting, powers of attorney and instructions for the employee proxies can also be submitted, amended or revoked in text form at the appropriate check-in and check-out points.

- dd. Instructions to employee proxies for Item 2 on the Agenda (Allocation of Unappropriated Profit) remain valid if the proposal for the allocation of unappropriated profit is amended as a result of a change in the number of shares qualifying for payment of a dividend.
- ee. If votes are required to be cast for individual points of an Agenda proposal rather than collectively, the instruction given for that Agenda proposal will apply correspondingly to each individual point.

d. Voting by mail ballot

Shareholders wishing to exercise their voting rights by mail ballot must consider the following:

- aa. Mail ballots can be submitted, amended or revoked
- i. in text form using the address Infineon Technologies AG, c/o Computershare Operations Center, 80249 Munich, Germany, until 20 February 2019, 12 midnight (CET),
  - ii. in text form using the fax number +49 (0)89 30903 – 74681 or the e-mail address hv@infineon.com until 21 February 2019, 12 noon (CET) or
  - iii. electronically via the internet at [www.infineon.com/agm](http://www.infineon.com/agm) until the end of the general debate at the Annual General Meeting using the relevant shareholder number and individual access code

Admissibility will be determined in all of these cases on the basis of the date and time of receipt of the mail ballot by Infineon. On the day of the Annual General Meeting and up to the end of voting, mail ballots can also be issued, amended or revoked in text form at the appropriate check-in and check-out points.

- bb. Please note that shareholders using a mail ballot will only be able to vote on proposals and election nominations made by the Management Board and/or Supervisory Board in accordance with section 124, paragraph 3, AktG or by shareholders in accordance with section 124, paragraph 1, AktG and that are included with the present document giving notice of the Annual General Meeting or announced subsequently or for proposals and election nominations that were made available in accordance with sections 126 and 127 AktG.
  - cc. Proxies, including duly authorized banks and other persons or institutions equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example shareholders' associations) may also make use of the option of mail ballots.
  - dd. The personal attendance of a shareholder or authorized proxy at the Annual General Meeting is deemed to be a revocation of votes previously cast by mail ballot.
  - ee. Votes cast by mail ballot for Item 2 on the Agenda (Allocation of Unappropriated Profit) remain valid if the proposal for the allocation of unappropriated profit is amended as a result of a change in the number of shares qualifying for payment of a dividend.
  - ff. If votes are required to be cast for individual points of an Agenda proposal rather than collectively, votes cast by mail ballot will apply correspondingly to each individual point.
- e. Forms for registration, granting a power of attorney, appointing an employee proxy and mail ballots

Shareholders may register, appoint a proxy or employee proxy or vote by mail ballot using the form included in the registration pack or by any other formally acceptable method. There is also a universal power of attorney and mail ballot form available to download from the Infineon website at [www.infineon.com/agm](http://www.infineon.com/agm). This form will also be sent free of charge on request.

Shareholders wishing to appoint a bank or another person or institution equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example a shareholders' association) as proxy should consult with their intended proxy on the required form or procedure by which the power of attorney is to be granted.

#### 4. Rights of shareholders

The rights of shareholders prior to and during the Annual General Meeting include the following (further details of shareholder rights may also be found on the internet at [www.infineon.com/agm](http://www.infineon.com/agm)):

##### a. Additions to the Agenda

Section 122, paragraph 2, AktG entitles shareholders whose combined shareholdings reach the nominal amount of € 500,000.00 of the Company's share capital (corresponding to 250,000 shares) to demand that items be added to the Agenda

and announced; in accordance with section 124a, sentence, 2 AktG any such demand submitted to the Company after the Annual General Meeting has been called must be made available on the Infineon website without delay after receipt by the Company.

Each new item must be accompanied by an argument in favor or a draft resolution. The demand must be submitted in writing to the Management Board of Infineon Technologies AG (Am Campeon 1-15, 85579 Neubiberg, Germany) and must be received by the Company at least 30 days prior to the meeting, i.e. by no later than 12 midnight (CET) on 21 January 2019. In accordance with 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 receipt of the demand and that they will hold the shares until a decision is reached by the Management Board with respect to the application. For the purposes of calculating the above time limits, section 121, paragraph 7, AktG will be applied accordingly.

##### b. Counterproposals; proposals for elections

Each shareholder is entitled to submit counterproposals in response to the resolutions proposed on the items on the Agenda. If the counterproposals are to be made available by the Company prior to the Annual General Meeting, they must – in accordance with section 126, paragraph 1, AktG – be directed to one of the following addresses at least 14 days prior to the meeting, i.e. by 12 midnight (CET) on 6 February 2019

- to the address  
Infineon Technologies AG  
Investor Relations  
Am Campeon 1-15  
85579 Neubiberg, Germany
- to the fax number  
+49 (0)89 30903 – 74681 or
- to the e-mail address  
[hv@infineon.com](mailto:hv@infineon.com)

Counterproposals sent to other addresses need not be made available.

Admissibility will be determined in all cases on the basis of the date and time of receipt of the counterproposal by the Company.

Subject to section 126, paragraphs 2 and 3, AktG, shareholder counterproposals that are required to be made available will be published on the internet at [www.infineon.com/agm](http://www.infineon.com/agm) together with the name of the shareholder, the argument in favor of the counterproposal, if any, and any observations of the Company's representative bodies in relation to the counterproposal.

Pursuant to section 127 AktG, these regulations also apply as appropriate to shareholder proposals in respect of candidates for Supervisory Board elections and the selection of the auditor.

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

c. Right to information

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

5. 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 from the internet at [www.infineon.com/agm](http://www.infineon.com/agm). All of the documents that are required by law to be made available to the Annual General Meeting will also be available at the Annual General Meeting for inspection.

Holders of American Depositary Shares (ADS) will receive the information they need for the Annual General Meeting from Citibank, N.A. (Depositary).

6. Broadcasting of the Annual General Meeting; admittance of press and media

The entire Annual General Meeting will be broadcasted live on the internet at [www.infineon.com/agm](http://www.infineon.com/agm) for shareholders of Infineon Technologies AG and their proxies, provided that the Chairperson of the Annual General Meeting permits the broadcast. Shareholders will need their shareholder number and individual access code to obtain online access. The live broadcast does not constitute attendance at the Annual General Meeting for the purposes of section 118, paragraph 1, second sentence, AktG.

Subject to the consent of the Chairperson of the Annual General Meeting, the speeches of the Chairman of the Supervisory Board and the members of the Management Board will also be made available to all interested parties live on the internet. Recordings of these speeches will be available after the Annual General Meeting at [www.infineon.com/agm](http://www.infineon.com/agm).

The Chairperson of the Annual General Meeting has the authority to grant or refuse representatives of the press and media the right to broadcast video and/or audio material of the Annual General Meeting.

The document giving notice of the Annual General Meeting was published in the German Federal Gazette on 11 January 2019.

Best regards

Infineon Technologies AG  
The Management Board

**Chairman of the Supervisory Board:**

Dr. Eckart Süner

**Management Board:** Dr. Reinhard Ploss (CEO),  
Dominik Asam, Dr. Helmut Gassel, Jochen Hanebeck

**Registered Office:** Neubiberg

**Commercial Register:** Amtsgericht München HRB 126492