



## Shareholders' rights

Based on section 1, paragraphs 2 and 6 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic ("COVID-19 Act"), published as section 2 of the Act on Mitigating the Consequences of the COVID-19 pandemic in Civil, Insolvency and Criminal Procedural Law dated 27 March 2020 as well as the Regulation on the Extension of Measures in Company, Cooperative, Association and Foundation Law on Mitigating the Consequences of the COVID-19 Pandemic, 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 attendance of the shareholders or their proxies.

Shareholders and their proxies who are entered in the stock register on the day of the Annual General Meeting will have the opportunity to attend the entire event live online at: [www.infineon.com/agm](http://www.infineon.com/agm) via video and audio transmission. The voting rights of shareholders who are entered in the stock register and have registered by the due date may only be exercised by mail ballot or by granting power of attorney and issuing instructions to proxies appointed by the company.

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

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

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

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

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

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

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

a. Additions to the Agenda

Pursuant to section 122, paragraph 2, of the German Stock Corporation ("AktG"), shareholders whose aggregate holdings amount to at least one twentieth of the company's share capital or the amount of €500,000 (equivalent to 250,000 shares) may demand that certain items be included on the Agenda and published. Furthermore, pursuant to section 87, paragraph 4, AktG, the Annual General Meeting may, in accordance with a proposal pursuant to section 122, paragraph 2, first sentence, AktG, reduce the maximum compensation of the Management Board determined pursuant to section 87a, paragraph 1, second sentence, 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. The proposal must be addressed in writing to the Management Board of Infineon Technologies AG pursuant to section 122, AktG in conjunction with section 126 of the German Civil Code ("BGB"). Pursuant to section 122, paragraph 2, third sentence, 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 25 January 2021. Pursuant to section 122, paragraph 2 and paragraph 1, AktG, the shareholders concerned must verify that they have owned the above-mentioned minimum number of shares for at least 90 days prior to receipt of the proposal and that they will hold the shares until a decision has been reached by the Management Board with respect to the proposal. Section 70, AktG must be observed when calculating the minimum period of ownership. When calculating the

above minimum periods, section 121, paragraph 7, AktG must be applied accordingly.

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

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

Any additions to the Agenda that need to be announced will be published in the Federal Gazette immediately after receipt, unless they have already been announced with the notice convening the Annual General Meeting. They will also be published online on the Infineon website at [www.infineon.com/agm](http://www.infineon.com/agm). Resolution proposals relating to such applications that are duly received by 25 January 2021, midnight (CET), together with items either placed or to be placed on the Agenda pursuant to section 122, paragraph 2, AktG will be treated in the virtual Annual General Meeting as if they had been made at the virtual event.

The corresponding statutory provisions read in extracts as follows:

Section 122, paragraphs 1, 2, AktG:

- (1) *A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefore; such request shall be directed to the management board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management board decides on the request. Section 121, paragraph 7, shall be applied accordingly.*
- (2) *In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

Section 87, paragraph 4, AktG:

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

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

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

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

Section 124a, sentence 2, AktG:

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

Section 126 BGB:

- (1) *If written form is prescribed by statute, the document must be signed by the issuer with his name in his own hand, or by his notarially certified initials.*
- (2) *In the case of a contract, the signature of the parties must be made on the same document. If more than one counterpart of the contract is drawn up, it suffices if each party signs the document intended for the other party.*
- (3) *Written form may be replaced by electronic form, unless the statute leads to a different conclusion.*
- (4) *Notarial recording replaces the written form.*

Section 70 AktG:

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

*transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG).*

Section 121, paragraph 7, AktG:

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

b. Counterproposals; election nominations

Each shareholder is entitled to submit counterproposals in response to the resolutions proposed on the items on the Agenda. In order for the counterproposals to be made available by the company prior to the Annual General Meeting, pursuant to section 126, paragraph 1, AktG they must be sent to one of the following addresses at least 14 days prior to the Annual General Meeting, i.e. by midnight (CET) on 10 February 2021

- i. to the following address: Infineon Technologies AG, Investor Relations, Am Campeon 1-15, 85579 Neubiberg, Germany,
- ii. to the following fax number: +49 (0)89 30903 – 74675 or
- iii. to the following e-mail address: hv@infineon.com

Counterproposals sent to other addresses need not be made available.

Any counterproposal 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 election. Similarly, proposals relating to the election of Supervisory Board members do not

need to be made available if details of the membership of the person concerned in other statutory supervisory boards and equivalent national or foreign company boards as defined in section 125, paragraph 1, fifth sentence, AktG are not provided. Election proposals do not need to be accompanied by an argument in favor.

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

During the virtual Annual General Meeting, any counterproposals or election nominations that need to be made available that have been sent by shareholders who are entered in the stock register and have registered in due time will be treated as if they had been made or submitted at the Annual General Meeting.

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

The corresponding statutory provisions read in extracts as follows:

Section 126 AktG:

- (1) *Motions put forward by shareholders including the name of the shareholder, the reasons for the motion and any comments of the administration shall be made accessible to the entitled persons named in section 125 paragraphs 1 to 3 subject to the conditions stated therein if, at least fourteen days prior to the meeting, the shareholder sends a counter motion against a proposal made by the management board and the supervisory board on a particular item on the agenda to the company at the address given for this purpose in the notification of convening the meeting together with his reasons for such motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Section 125 paragraph 3 shall apply accordingly.*
- (2) *The counter motion and the reasons therefore need not be made accessible*
  1. *if the management board would render itself liable to prosecution by making such counter motion and reasons accessible,*
  2. *if the counter motion would result in a resolution of the general meeting which is either unlawful or in breach of the articles of association,*
  3. *if the reasons contain key statements which are manifestly incorrect or misleading or if they are slanderous,*

4. *if a counter motion of the shareholder based on the same subject matter has already been made accessible in connection with a general meeting of the company pursuant to section 125,*
5. *if the same counter motion of the shareholder with essentially the same reasons has within the previous five years already been made accessible in the context of at least two general meetings of the company pursuant to section 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favor of such counter motion,*
6. *if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf,*
7. *if in the previous two years the shareholder has failed in two general meetings to file or cause to be filed on his behalf a counter motion communicated by him.*

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

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

Section 127 AktG:

*Section 126 shall apply accordingly to nominations made by shareholders for the election of supervisory board members or auditors of annual financial statements. There is no need for reasons to be given for the nomination. Furthermore, the management board need not make the nomination accessible if the nomination does not contain the information pursuant to section 124, paragraph 3, sentence 4 and section 125, paragraph 1, sentence 5. Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montanmitbestimmungsgesetz) or the Co-Determination Amendment Act (Mitbestimmungsergänzungsgesetz) apply, the management board has to add the following information:*

1. *reference to the requirements pursuant to section 96, paragraph 2,*
2. *statement, whether there has been an objection to the overall fulfillment pursuant to section 96, paragraph 2, sentence 3 and*

3. *statement, how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to section 96, paragraph 2, sentence 1.*

Section 124, paragraph 3, sentence 4, AktG:

*The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence.*

Section 125 AktG:

- (1) *At least 21 days prior to the date of the shareholders' meeting, the management board of a company that has not exclusively issued registered shares shall communicate the notice of the shareholders' meeting to:*

1. *the intermediaries who hold shares in the company in custody,*
2. *the shareholders and intermediaries that have requested such communication, and*
3. *the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting.*

*The day of the communication shall not be counted. If the agenda has to be amended in accordance with section 122, paragraph 2, such amended agenda shall be communicated in the case of stock exchange listed companies. The communication shall indicate the possibilities of exercising voting rights by a proxy, including by a shareholders' association. In the case of stock exchange listed companies, any nomination for the election of supervisory board members must be accompanied by details on their membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.*

- (2) *The management board of a company that has issued registered shares shall provide the same communication to persons registered in the share register, as well as to the shareholders and intermediaries that have requested such communication and to the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting, by the beginning of the 21st day before the shareholders' meeting.*
- (3) *Every member of the supervisory board may request that the management board send the same communication to him/her.*



- (4) *Upon request, every member of the supervisory board and every shareholder shall be provided with the resolutions adopted at the shareholders' meeting.*
- (5) *The minimum requirements as regards the content and format of the information contained in the communications in accordance with paragraph 1, sentence 1 and paragraph 2 are specified in Commission Implementing Regulation (EU) 2018/1212. Section 67a, paragraph 2, sentence 1 shall apply to paragraphs 1 and 2 mutatis mutandis. In the case of stock exchange listed companies, the intermediaries who hold shares in the company in custody are obligated pursuant to sections 67a and 67b to forward and communicate the information specified in paragraphs 1 and 2, unless the intermediary knows that the shareholder receives it from another party. The same shall apply to non-listed companies, with the proviso that the provisions of Commission Implementing Regulation (EU) 2018/1212 shall not be applied.*
- c. Option to submit questions pursuant to section 1, paragraph 2, sentence 1, no. 3, second sentence of the COVID-19 Act exclusively via electronic communication by 22 February 2021, midnight (CET)

During the virtual Annual General Meeting, shareholders do not have a right to information pursuant to section 131, paragraph 1, AktG. However, shareholders who are entered in the stock register and have registered in due time in the proper manner, or their proxies, have the option to submit questions to the company in advance.

The Management Board has decided, with the approval of the Supervisory Board, that shareholders or their proxies must submit their questions to the company electronically no later than two days prior to the virtual Annual General Meeting, i.e. no later than midnight (CET) on 22 February 2021. An input screen is available for this purpose on the Internet Service at [www.infineon.com/agm](http://www.infineon.com/agm). Other forms of transmission are not permitted. No questions may be submitted or asked after this time or during the Annual General Meeting.

The Management Board decides which questions it will answer and how to answer them at its own reasonable discretion. Moreover, the Management Board is not required to answer every question. However, it may summarize questions and select those deemed to be meaningful in the interest of the other shareholders.

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

The corresponding statutory provisions read in extracts as follows:

Section 1, paragraph 2, COVID-19 Act:

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

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

Section 131, paragraph 1, AktG:

*Each shareholder shall upon request be given information from the management board in the general meeting regarding the company's affairs to the extent required to allow a proper assessment of the items on the agenda. The obligation to provide information shall also extend to the legal and business relationships between the company and an affiliated enterprise. If a company makes use of the simplifications pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with the annual financial statements in the form they would take if such simplifications were not applied. The obligation on the part the management board of a parent enterprise (section 290, paragraphs 1, 2 of the German Commercial Code) to provide information in the general meeting in which the consolidated financial statements and consolidated management report are presented shall also extend to the situation of the group and the enterprises included in the consolidated financial statements.*

d. Submitting video messages for publication via the Internet Service

If a virtual Annual General Meeting is held without the physical attendance of shareholders or their proxies, they do not have the opportunity to comment on the Agenda at the Annual General Meeting. The Management Board has therefore decided, with the approval of the Supervisory Board, to give shareholders or their proxies (over and above the requirements of the COVID-19 Act) the opportunity to comment on the Agenda via video messages.

For this reason, shareholders who are entered in the stock register and have registered to attend the Annual General Meeting in due time, or their proxies, will have the opportunity to submit comments regarding the Agenda electronically as a video message using their shareholder number and individual access code via the Internet Service available at [www.infineon.com/agm](http://www.infineon.com/agm) by **18 February 2021, midnight (CET)**. Video messages should not be longer than three minutes and only those in which shareholders or their proxies appear in person will be permitted. By submitting a video message, shareholders or their proxies declare their consent to it being published on the Internet Service, including their names.

Details of the technical and legal requirements for submitting video messages are available via the company's Internet Service at [www.infineon.com/agm](http://www.infineon.com/agm).

The company intends to publish any video messages submitted on its Internet Service prior to the virtual Annual General Meeting, which is accessible only to shareholders via their shareholder number and individual access code at [www.infineon.com/agm](http://www.infineon.com/agm). However, it wishes to point out that there is no legal entitlement to the publication of a video message. In particular, the company reserves the right not to publish video messages with offensive, discriminatory, criminally relevant or obviously false or misleading content, those without any reference to the Agenda, or those submitted in languages other than German. The same also applies to video messages longer than three minutes or those that do not meet technical requirements. Only one video message will be published per shareholder.

The video messages are intended to give shareholders or their proxies an opportunity to make a statement. However, the procedure described above under point c. and b. applies to questions, counterproposals and election nominations. Please note that questions, counterproposals or election nominations contained in a video message but not submitted as described above under point c. and b. will not be considered.

e. Filing objections to resolutions of the Annual General Meeting

Shareholders who have exercised their voting rights will have the opportunity to object to resolutions of the Annual General Meeting according to section 245,

no. 1, AktG, section 1, paragraph 2, sentence 1, no. 4, COVID-19 Act, via electronic communication with the notary public appointed to record the minutes of the virtual Annual General Meeting.

Any statements in this regard can be made electronically via the Internet Service available 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 chair of the meeting.

The corresponding statutory provisions read in extracts as follows:

Section 1, paragraph 2, COVID-19 Act:

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

1. *the entire shareholders' meeting is broadcast via video and audio transmission,*
2. *shareholders can exercise their voting rights via electronic communication (by mail ballot or electronic participation) as well as via granting power of attorney,*
3. *shareholders are given the option to submit questions via electronic communication,*
4. *shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from section 245, no. 1 of the German Stock Corporation Act with the need to be physically present at the shareholders' meeting being waived.*

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

Section 245, no. 1, AktG:

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

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