



## Shareholders' rights

Based on section 26n, paragraph 1 of the Introductory Act to the German Stock Corporation Act (EGAktG) in conjunction with section 118a of the German Stock Corporation Act (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).

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. 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. 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.

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.

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

### a. Additions to the Agenda

Pursuant to section 122, paragraph 2 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

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).

The corresponding statutory provisions read in extracts as follows:

Section 122, paragraphs 1 and 2 AktG:

- (1) *A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefore; such request shall be directed to the management board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management board decides on the request. Section 121, paragraph 7, shall be applied accordingly.*

- (2) *In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

Section 87, paragraph 4 AktG:

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

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

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

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

Section 124a, sentence 2 AktG:

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

Section 70 AktG:

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

Section 121, paragraph 7 AktG:

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

b. Counterproposals; election nominations

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

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.*
- (4) *In the case of a virtual shareholders' meeting, motions to be made available in accordance with Section 126, paragraphs 1 to 3, shall be deemed to have been submitted at the time they are made available. The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the requirements for exercising voting rights stipulated by law or in the articles. If the shareholder who has submitted the motion is not duly authorized to do so and, if notification of attendance is required, has not given due notification of attendance at the shareholders' meeting, the motion does not have to be dealt with at the shareholders' meeting.*

#### Section 127 AktG:

*Section 126 shall apply accordingly to nominations made by shareholders for the election of supervisory board members or auditors of annual financial statements. There is no need for reasons to be given for the nomination. Furthermore, the management board need not make the nomination accessible if the nomination*

does not contain the information pursuant to section 124, paragraph 3, sentence 4 and section 125, paragraph 1, sentence 5. Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (*Mitbestimmungsgesetz*), the Coal, Iron and Steel Co-Determination Act (*Montanmitbestimmungsgesetz*) or the Co-Determination Amendment Act (*Mitbestimmungsergänzungsgesetz*) apply, the management board has to add the following information:

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

Section 125, paragraph 1, sentence 5 AktG:

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

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

The corresponding statutory provisions read in extracts as follows:

Section 130a, paragraphs 1 to 4 AktG:

- (1) *In the case of a virtual shareholders' meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the shareholders' meeting. The right may be confined to shareholders who have duly submitted notification of attendance at the meeting. The length of the statements may be reasonably restricted in the notice of the shareholders' meeting.*
- (2) *Statements shall be submitted by no later than five days prior to the meeting.*
- (3) *The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. Availability of them may be confined to shareholders who have duly submitted notification of attendance at the meeting. In the case of stock exchange listed companies, they shall be made available over the website of the company; in the case of sentence 2, they may also be made available over the website of a third party. Section 126, paragraph 2, sentence 1, numbers 1, 3 and 6 shall apply mutatis mutandis.*
- (4) *Section 121, paragraph 7 shall apply to calculation of the deadlines specified in paragraphs 2 and 3, sentence 1.*

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 indi-



vidual 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 b. above), and requests for information pursuant to section 131, paragraph 1 AktG (see also 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.

The corresponding provisions read in extracts as follows:

Section 118a, paragraph 1, sentence 2, No. 3 AktG:

- (1) *The articles may allow for, or authorize the managing board to allow for, the Shareholders' Meeting to be held without the shareholders or their representatives being physically present at the place where the meeting is held (virtual shareholders' meeting). If a virtual shareholders' meeting is held, the following conditions must be met:*
  3. *shareholders connected electronically to the meeting are granted the right to submit motions and election proposals by means of video communication at the meeting,*

Section 131, paragraph 1 AktG:

- (1) *The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertain-*

*ing to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The obligation of the management board of a parent undertaking to provide information (section 290, paragraphs 1 and 2 of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.*

Section 15, paragraph 2 of the Articles of Association:

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

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.

The corresponding statutory provisions read in extracts as follows:

Section 131, paragraph 1 AktG:

- (1) *The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The obligation of the management board of a parent undertaking to provide information (section 290, paragraphs 1 and 2 of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.*

Section 131, paragraph 4, sentence 1 AktG:

- (4) *Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the*

*general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda.*

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.

The corresponding statutory provision reads in extracts as follows:

Section 118a, paragraph 1, sentence 2, No. 8 AktG:

- (1) *The articles may allow for, or authorize the managing board to allow for, the Shareholders' Meeting to be held without the shareholders or their representatives being physically present at the place where the meeting is held (virtual shareholders' meeting). If a virtual shareholders' meeting is held, the following conditions must be met:*
8. *Shareholders connected to the meeting electronically shall be given the right to declare an objection to a resolution of the Shareholders' Meeting by means of electronic communication.*