

Statement on Corporate Governance pursuant to sections 289f and 315d of the German Commercial Code (HGB)

Declaration of Compliance with the German Corporate Governance Code for the 2023 fiscal year by the Management Board and Supervisory Board of Infineon Technologies AG pursuant to section 161 of the German Stock Corporation Act (AktG)

Declaration of Compliance pursuant to section 161 AktG

In November 2023, the Management Board and Supervisory Board issued the following declaration pursuant to section 161 AktG:

- › Since submitting its most recent Declaration of Compliance in November 2022, Infineon Technologies AG has complied with all recommendations set out in the German Corporate Governance Code in the version dated 28 April 2022 and will continue to do so in the future.

Suggestions contained in the German Corporate Governance Code

The Company complies with all legal requirements and all recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex – “DCGK”). Moreover, it complies voluntarily with the non-mandatory suggestions contained in the DCGK, with the exception of suggestions A.8 and G.14.

According to suggestion A.8, in the event of a takeover offer, the Management Board should convene an extraordinary general meeting to give shareholders the opportunity to discuss the offer and, if necessary, decide on corporate action. Calling a general meeting of the shareholders constitutes a major organizational challenge for a listed public company – even taking into account the shorter time limits stipulated by law in a takeover situation. It is questionable as to whether the related effort can be justified if there is no intention to pass relevant resolutions at the meeting. An extraordinary general meeting should therefore only be convened in indicated cases.

According to suggestion G.14, commitments to benefits in the case of early termination of a Management Board member’s service contract due to a change of control should not be agreed upon. However, the service contracts with Infineon Management Board members contain change-of-control clauses in line with standard market practice.

Relevant disclosures in respect of corporate governance practices

Fundamentals of the Company’s governing constitution

Infineon Technologies AG has its registered office in Neubiberg (Germany), and is entered in the Commercial Register of the Munich Local Court under HRB 126492. As a stock corporation under German law, the Company has three corporate bodies – the Annual General Meeting, the Management Board and the Supervisory Board. The duties of these bodies derive primarily from the AktG and from the Company’s Articles of Association, which are published on the Infineon website. The object of the Company is stated as direct or indirect activity in the area of research, development, manufacture and marketing of electronic components, electronic systems and software, as well as the performance of services related thereto.

Shareholders make their decisions at the Annual General Meeting, which is held at least once a year and can be organized either as a physical or a virtual meeting. Each share carries one vote. Shareholders can attend the Annual General Meeting if they are entered in the share register and have duly registered for the meeting. The Annual General Meeting decides on issues assigned to it by law, most notably the appropriation of profit, the approval of the acts of the Management Board and the Supervisory Board, the election of the auditor, corporate contracts, and amendments to the Articles of Association. Shareholders are entitled to put forward proposals and also have a comprehensive right to speak and raise questions at the Annual General Meeting.

Furthermore, subject to certain conditions, they have the right to challenge resolutions of the Annual General Meeting, request an extraordinary judicial review and claim damages from corporate bodies of the Company on behalf of the Company. All documents and information relating to the Annual General Meeting are available on the Infineon website. The Infineon Investor Relations department can be contacted throughout the year, both by telephone and electronically, to ensure the exchange of information between the Company and its shareholders.

The AktG envisages a two-tier administrative system for companies, comprising a Management Board to manage the company and a Supervisory Board to control the Management Board. The Management Board is fully responsible for the running of the company. Within this framework, the role of the Supervisory Board is to monitor and advise the Management Board. The Supervisory Board appoints the Management Board members and can, at any time, revoke an appointment for good cause. The Management Board keeps the Supervisory Board informed on a regular, comprehensive and timely basis. For specified measures, the Management Board requires the approval of the Supervisory Board.

Standards for good and responsible corporate governance

The Management Board and Supervisory Board of Infineon Technologies AG are of the opinion that the responsible, transparent and value-oriented management of an enterprise requires a comprehensive corporate governance concept. Good corporate governance contributes towards increasing the value of the business on a sustainable basis while at the same time fostering trust in our entity among national and international investors, the financial markets, business partners, employees and the general public. The Management Board, the Supervisory Board and other levels of management ensure that corporate governance is actively practiced and continuously developed throughout the entity. At Infineon, corporate governance encompasses not only the DCGK but also compliance – particularly Infineon’s Business Conduct Guidelines, its Corporate Governance Principles and the standards underlying its Internal Control System.

In addition, we consider it to be good corporate governance practice for the Company not to grant loans to Management Board or Supervisory Board members.

Business Conduct Guidelines

We conduct our business responsibly and in compliance with legal requirements and administrative regulations and have established various guidelines that contribute towards achieving this objective. As one of the key elements of our corporate governance system, the Infineon Technologies AG Business Conduct Guidelines are published online at <http://www.infineon.com/cms/en/about-infineon/investor/corporate-governance/compliance/business-conduct-guidelines/> and are mandatory for the Management Board and all employees worldwide. In particular, they include regulations on compliance with the law, interaction with business partners and third parties, the avoidance of conflicts of interest, the use of company assets, data and information, environmental protection, and health and safety topics. Also included are regulations relating to the handling of complaints and communications relating to violations of the Business Conduct Guidelines and other mandatory rules at Infineon. In order to convey the principles of the Business Conduct Guidelines, all members of the Management Board, as well as all employees, are required to participate in an online training program on a regular basis.

Corporate Compliance Officer and Compliance Panel

Infineon maintains an independent Compliance Office, which underlines Infineon’s clear commitment to absolute compliance with the law and to maintaining ethical standards that protect the legitimate interests of employees, suppliers, customers and shareholders and safeguard Infineon’s reputation while nevertheless taking account of its needs. In addition to meeting the compliance objectives of preventing misconduct, knowledge transfer of desired behavior and risk mitigation, compliance is promoted with a view to strengthening Infineon’s image as a reliable and fair business partner in the long term and thus contributing to its overall success.

Infineon Technologies AG’s Corporate Compliance Officer reports directly to the Chief Financial Officer (CFO). The Corporate Compliance Officer is responsible for the continuous development of the global Compliance Management System based on a risk analysis. This includes the coordination and implementation of specific measures to mitigate identified risks. The Corporate Compliance Officer and the compliance team create guidelines, advise employees, receive complaints and tip-offs, including those made anonymously, and lead investigations aimed at clarifying compliance-related cases.

In addition, the Corporate Compliance Officer conducts regular mandatory training for employees on a range of compliance topics, most notably antitrust law and the prevention of corruption. In collaboration with the Legal department, training is provided to all members of the senior management of Infineon Group companies on specific compliance and legal/governance topics.

The Corporate Compliance Officer is supported by regional Compliance Officers and compliance specialists. The Company has also established a Compliance Panel comprising managers from the Legal, Human Resources, Internal Audit and Security departments and the Corporate Compliance Officer. The primary task of the panel is to deliberate on the current status of compliance throughout the Group and to discuss key issues relevant for the continuous improvement of the compliance system. A whistleblowing system has been implemented as an important component of the compliance system. Infineon employees can contact the Integrity Line, the Corporate Compliance Officer and/or the regional Compliance Officers on a confidential basis (also anonymously) to report any possible non-compliance with internal guidelines and applicable laws. The Corporate Compliance Office follows up on every item of information communicated and, sometimes in collaboration with the Compliance Panel, decides whether to initiate an internal investigation.

The effectiveness of the Compliance Management System in place at audited Group companies is ensured by means of regular internal as well as external audits.

Risk management

The Management Board sees the systematic and effective management of risks and opportunities as an important part of good corporate governance and a key success factor for our business. The system in place ensures that risks and opportunities are detected at an early stage and risk exposures are minimized. The transparency of the Group's risk profile contributes to the systematic and continuous growth in Infineon's value. The Investment, Finance and Audit Committee of the Supervisory Board, for its part, monitors the situation to ensure that a regular review is conducted of the appropriateness and effectiveness of the Risk and Opportunity Management System and of the Internal Control System.

Details of risk management at Infineon are presented in the Annual Report in the "Risk and opportunity report" contained in the Combined Management Report, including an in-depth description of risk and opportunity management as well as the Internal Control System at Infineon.

D&O insurance

The Company maintains a directors' and officers' group liability insurance policy ("D&O insurance"). The D&O insurance policy covers personal liability in the event that claims for losses incurred are brought against members of the Management Board and Supervisory Board and other specified managers and employees in the course of the performance of their duties. In accordance with section 93, paragraph 2, AktG, a deductible of 10 percent of the loss of up to one-and-a-half times the annual fixed remuneration of the Management Board member concerned has been agreed in the D&O policy, which can be insured by Management Board members themselves. No deductible has been agreed for Supervisory Board members.

Financial reporting and audit

Since the 2009 fiscal year, Infineon Technologies AG has prepared its Consolidated Financial Statements exclusively in accordance with International Financial Reporting Standards (IFRS) as applicable in the EU. The Separate Financial Statements of Infineon Technologies AG are prepared in accordance with the HGB. The Separate and Consolidated Financial Statements of Infineon Technologies AG and the Combined Management Report ("Lagebericht") are published within 90 days of the end of the fiscal year upon approval by the Supervisory Board.

The Separate and Consolidated Financial Statements of Infineon for the 2023 fiscal year were audited by KPMG AG Wirtschaftsprüfungsgesellschaft (KPMG), Munich, Germany. The audit also considered Infineon's system for the early identification of risks as well as the submission of the Declaration of Compliance pursuant to section 161 AktG.

In addition, KPMG performed a review of the Half-Year Financial Report pursuant to section 115, paragraph 5 of the German Securities Trading Act (WpHG). Prior to publication, the Half-Year Financial Statements, the Separate Financial Statements and the Consolidated Financial Statements were discussed in detail by the Management Board with the Supervisory Board's Investment, Finance and Audit Committee.

German law requires the Management Board to draw up a Responsibility Statement (“Bilanzeid”). The information required for this purpose is confirmed to the Management Board internally by senior executives bearing management responsibility.

The EU Audit Regulation makes it mandatory for audit firms to rotate on a regular basis, so KPMG’s mandate as auditor to Infineon cannot be extended beyond the 2023 fiscal year. Following the completion of the public tendering process conducted by the Investment, Finance and Audit Committee of the Supervisory Board in the 2022 fiscal year, the Supervisory Board decided to propose to the 2024 Annual General Meeting that Deloitte Wirtschaftsprüfungsgesellschaft, Munich, serve as auditor for the 2024 fiscal year. The shareholders will decide whether to appoint Deloitte as the auditor at the Annual General Meeting in February 2024.

Reporting

Infineon reports four times a year on business developments and its business situation, according to a defined financial calendar. The members of the Management Board inform shareholders, analysts, the media and the general public about the quarterly and annual results. Our comprehensive investor relations service features regular meetings and telephone and video conferences with analysts and institutional investors. Reports, notices and disclosures are generally available on our website (www.infineon.com) in both German and English.

Infineon Technologies AG also issues ad hoc announcements in addition to its regular reporting to make known information that is not in the public domain and the disclosure of which is deemed to have a significant impact on the value of the Infineon share.

The Company has a Disclosure Committee comprising experienced managers from the Investor Relations, Communication, Finance, Financial Reporting and Accounting, Controlling, Tax and Legal departments. The Disclosure Committee reviews the publication of specified financial figures and data and other material information in conjunction with regular financial reporting and ad hoc announcements.

Reportable transactions in financial instruments (“Managers’ Transactions”)/Shareholdings of members of the Management Board and Supervisory Board

Persons with executive responsibilities (in Infineon’s case, members of the Management Board and the Supervisory Board) and certain parties related to them are required by law to notify the Company as well as the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht – “BaFin”) of their own transactions involving Company shares, Company debt securities or related financial instruments within three business days. This requirement only applies, however, if the total value of the transactions made by a person subject to notification requirements amounts to €20,000 or more within a given calendar year. The Company is obliged to publish the notifications it receives without undue delay and no later than two business days after receipt of the notification and have them recorded in the Company Register. Such notifications are also reported to BaFin.

Share-based programs for employees and Management Board members

The plans relating to our share-based programs can be viewed on the Infineon website www.infineon.com/cms/en/about-infineon/investor/corporate-governance/#remuneration.

As an element of the long-term remuneration of management and selected Infineon employees worldwide, a Performance Share Plan (PSP) was again applied in the 2023 fiscal year. The same plan applies to members of the Management Board, whereby the latter – unlike other plan participants – have a contractual entitlement to participate in the plan. The principal conditions of the plan for Management Board members are described in the Remuneration Report, which is available on the Infineon website (www.infineon.com/remuneration-report). The same conditions essentially apply to other PSP participants. The rules differ only with respect to a personal investment in Infineon shares, which is mandatory in some cases, and in the event of premature contract termination.

In addition, Infineon offers a so-called Restricted Stock Unit Plan (RSUP) for managers and selected employees worldwide.

Sustainability

Infineon combines entrepreneurial success with responsible action. We place great value on the careful use of natural resources and provide solutions for key societal challenges, including the efficient use of energy, environmentally compatible mobility and security in a connected world.

We understand sustainability as a symbiosis between economy, ecology and social engagement, continuously respecting and recognizing the importance of cultural diversity. This is reflected in our Corporate Social Responsibility (CSR) Policy that sets out guidelines for responsible and sustainable business operations based on the fulfillment of the legal requirements where we operate and the voluntary commitment to follow the ten principles of the UN Global Compact, which we signed in 2004. Furthermore, internal rules and requirements, voluntary engagement, as well as the requirements of our customers and investors, form an additional framework for our approach. Further information can be found on our website (www.infineon.com/csr) and in the “Sustainability at Infineon” report (www.infineon.com/sustainability_reporting).

Sustainability matters are primarily the responsibility of the Chief Digital Transformation Officer at Management Board level, with reporting and risk management issues being the responsibility of the Chief Financial Officer. The Company has also set up a Corporate Social Responsibility (CSR) Board, a cross-functional committee that meets on a regular basis. The main members of this committee, apart from the Chief Digital Transformation Officer and the Chief Financial Officer, are the managers (or their representatives) of those central departments and corporate functions in Infineon that deal with sustainability topics. The primary tasks of the CSR Board are to advise on key sustainability topics (such as climate strategy, diversity, the EU taxonomy, and sustainability-related supply chain topics such as the German Supply Chain Due Diligence Act designed to prevent human rights abuses in supply chains), to coordinate efforts, and make decisions or prepare for decisions to be taken by the Management Board.

In its monitoring and advisory role to the Management Board, the Supervisory Board also concerns itself with sustainability issues. These are discussed not only at meetings of the full Supervisory Board but also in its committees. The Strategy and Technology Committee addresses, among other things, issues relating to Infineon’s sustainability strategy. The Executive Committee, when determining the Management Board remuneration system and making decisions about targets, target curves and target achievement in relation to variable remuneration for the Management Board, also takes ESG (Environmental, Social and Governance) factors into account. Finally, the Investment, Finance and Audit Committee monitors all sustainability reporting requirements. The majority of Supervisory Board members have distinctive expertise in the area of sustainability. Notable experts in ESG matters are Margret Suckale due to her educational background and her previous professional positions (social & governance) and Dr. Herbert Diess because of his valuable expertise with respect to electromobility (environmental). Dr. Diess has also been able to build up considerable expertise in other future-oriented topics such as solar energy, renewable energies and, in this context, the environment in recent years.

Description of the mode of operation of the Management Board and the Supervisory Board and the composition and mode of operation of their committees

Management Board

Mode of operation of the Management Board

The Management Board is the Company’s executive body and has overall responsibility for the management of the Company. It is obliged, within the framework of the law, to serve the Company’s interests and thereby pursue the goal of sustainably increasing Infineon’s value, taking into account the interests of all stakeholders. It determines Infineon’s commercial objectives, strategy and corporate policy and defines how the Group is organized.

The Management Board members are required to disclose any conflicts of interest to the Supervisory Board without delay. No conflicts of interest arose in connection with Management Board members during the 2023 fiscal year.

Prior to Management Board members assuming sideline activities, and particularly supervisory board mandates outside the Company, the DCGK requires that permission be given by the Supervisory Board. No conflicts of interest were discernible in the mandates assumed.

Collaboration between the Management Board and the Supervisory Board is coordinated by the Chief Executive Officer (CEO). The CEO maintains regular contact with the Chair of the Supervisory Board, informing him*her immediately about major events that are of material significance for an assessment of Infineon's position and development and for the management of the Group.

Irrespective of this, the Management Board provides the Supervisory Board with regular, timely and comprehensive updates on all issues relevant to Infineon, especially those relating to strategy, corporate planning, business performance, the economic situation, financial and investment planning, Infineon's risk profile, risk management and compliance and other risk functions. The Management Board primarily meets its information and reporting obligations to the Supervisory Board by submitting reports at the Supervisory Board's ordinary meetings. The documents required for making decisions are provided to the Supervisory Board in good time before the meetings. When necessary, the Management Board also reports to the Supervisory Board on the current business situation in additional extraordinary meetings.

With the consent of the Supervisory Board, the Management Board has adopted rules of procedure which are published on the Infineon website. These rules include the specific measures and transactions undertaken by the Management Board that require the approval of the Supervisory Board.

Composition of the Management Board

Infineon Technologies AG's Management Board currently comprises five members and is composed of four men (80 percent) and one woman (20 percent), all within the 50+ age group. The Management Board comprises the following:

Name	Position	Year of birth	Initial appointment	End of current term of office
Jochen Hanebeck (Chairman)	Chief Executive Officer	1968	2016	31 March 2027
Elke Reichart	Chief Digital Transformation Officer	1965	2023	31 October 2026
Dr. Sven Schneider	Chief Financial Officer	1966	2019	30 April 2027
Andreas Urschitz	Chief Marketing Officer	1972	2022	31 May 2025
Dr. Rutger Wijburg	Chief Operations Officer	1962	2022	31 March 2025

Further information, including details of memberships on supervisory boards and other comparable domestic and foreign supervisory bodies of commercial enterprises, is published on the Infineon website.

Management Board committees/Areas of responsibility

Management Board committees may be formed to carry out specific examinations and to prepare and implement Management Board resolutions. There are currently no Management Board committees.

Notwithstanding the principle of the overall responsibility of Management Board members and their obligation to cooperate as colleagues and to inform and monitor one another, a schedule of responsibilities has been drawn up for the Management Board specifying the various areas of responsibility allocated to each individual member. Each member of the Management Board is authorized to manage business matters on their own within the scope of the duties assigned to them in the schedule of responsibilities; this does not, however, constitute a sole power of representation. The Management Board's rules of procedure – and, in addition, the internal Corporate Governance Principles – define key areas of responsibility and topics on which only the Management Board as a whole may make decisions.

Supervisory Board

Mode of operation of the Supervisory Board

The Supervisory Board advises and monitors the Management Board in its management of the business. This advisory and monitoring role also applies notably to sustainability issues. The Supervisory Board cooperates closely and in a spirit of trust with the Management Board for the benefit of the Group. The Supervisory Board is informed by the Management Board on a regular, timely and comprehensive basis on all matters of relevance for the Group and agrees upon Infineon's corporate strategy and its implementation with the Management Board. The Supervisory Board discusses the financial reports. It also reviews and approves the Separate and Consolidated Financial Statements of Infineon Technologies AG. Any major decisions made by the Management Board, such as Group-wide financial and investment planning, major acquisitions and equity investments, divestitures, and financial measures, are subject to the Supervisory Board's approval.

If a Supervisory Board vote ends in a tie, the Chair of the Supervisory Board has two votes if voting is held for a second time and again results in a tie. The shareholder representatives and employee representatives each hold separate preliminary meetings to prepare for the ordinary Supervisory Board meetings. The Supervisory Board also meets regularly without the members of the Management Board being present.

The Chair of the Supervisory Board may hold discussions with investors on Supervisory Board-related matters. Whenever such discussions take place, the Chair of the Supervisory Board reports on their main content at the next meeting of the full Supervisory Board. In addition, the Supervisory Board has also issued a guideline regarding its communication with investors.

The Supervisory Board assesses at regular intervals how effectively the Supervisory Board as a whole and its committees fulfill their tasks. Following the most recent examination, which took place in the 2022 fiscal year with the support of a reputed external consultant and involved personal interviews with all members of the Supervisory Board and Management Board, an internal questionnaire was circulated in the 2023 fiscal year. This was used primarily to monitor to what extent the topics discussed with the external consultant in the 2022 fiscal year had been addressed and

what action had been taken. The results of the survey were subsequently debated at a Supervisory Board meeting held on 7 August 2023 and will be explored in more detail at a separate one-day Supervisory Board workshop. No major deficits were identified. However, there were detailed discussions on, among other topics, the deepening of certain areas of responsibility in the Supervisory Board, the relationship between the committees and the full Supervisory Board, and an even more intensive involvement of the Supervisory Board in strategic issues.

Supervisory Board members are required to disclose any conflicts of interest to the Supervisory Board without delay. No conflicts of interest arose in connection with Supervisory Board members during the 2023 fiscal year.

The Supervisory Board members are responsible for ensuring they undergo the basic and further training required to perform their tasks. They receive appropriate support from the Company in this respect. For example, in-house training sessions are held on specific subjects. Two of the subjects covered in the 2023 fiscal year included the EU taxonomy and new regulatory developments at a national and European level. In addition, a comprehensive onboarding program is offered for new members of the Supervisory Board.

The Supervisory Board has drawn up rules of procedure for the full Supervisory Board, and the Investment, Finance and Audit Committee has done the same for its activity. These rules of procedure are published on the Infineon website.

Composition of the Supervisory Board

The Supervisory Board of Infineon Technologies AG currently comprises 16 members and includes an equal number of shareholder representatives and employee representatives, as stipulated in the German Co-Determination Act (MitbestG). The shareholder representatives are elected by the Annual General Meeting, while the employee representatives are elected by employee delegates of Infineon's facilities within Germany in accordance with the MitbestG. According to the law, the maximum term of office for Supervisory Board members is approximately five years. The Supervisory Board does not comprise any former members of the Management Board of Infineon Technologies AG. The composition of the Supervisory Board is currently 43.75 percent women and 56.25 percent men.

Supervisory Board committees

The Supervisory Board's rules of procedure provide for the formation of five committees: the Mediation Committee (also required by law); the Executive Committee; the Investment, Finance and Audit Committee; the Strategy and Technology Committee; and the Nomination Committee (the latter as recommended in the DCGK). All Supervisory Board committees comprise an equal number of shareholder representatives and employee representatives, apart from the Nomination Committee, which consists exclusively of shareholder representatives.

The **Mediation Committee**, which consists of the Chair of the Supervisory Board, the Deputy Chair and one further representative of the shareholders and employees, respectively, submits specific recommendations to the Supervisory Board concerning the appointment of Management Board members if the first round of the election regarding the appointment does not result in the required two-thirds majority of Supervisory Board members.

The **Executive Committee** consists of the Chair of the Supervisory Board, the Deputy Chair and two further representatives of the shareholders and employees respectively. The duties of this committee include preparing decisions to be taken by the full Supervisory Board regarding the appointment or dismissal of Management Board members as well as issues relating to the remuneration of the Management Board. In this context, when determining the variable remuneration for the Management Board, the Executive Committee also takes ESG factors into account when making its decisions about targets, target curves and target achievement. The Executive Committee is authorized in its own capacity to make decisions with respect to service contracts with Management Board members, except in matters involving remuneration.

The **Investment, Finance and Audit Committee** ("Audit Committee") comprises two shareholder representatives and two employee representatives.

Due to his many years of service as chief financial officer of BMW AG and chairman of the audit committee of Allianz SE, the Chairman of the Audit Committee, Dr. Friedrich Eichiner, is known for his expertise in accounting (i.e., specific knowledge and extensive

experience of the application of accounting principles and in internal control systems and risk management systems), as well as in the audit process, including sustainability reporting and the related assurance engagement. As a result, Dr. Friedrich Eichiner qualifies as a financial expert within the meaning of section 100, paragraph 5, AktG and recommendation D.3, DCGK.

Ute Wolf, a member of the Audit Committee, is also known for her expertise in accounting and reporting. Due to her many years of service as the former chief financial officer of Evonik Industries AG and her current function as the chair of the audit committee of Klöckner & Co. SE and of the risk and audit committee of DWS Group GmbH & Co. KgaA, Ute Wolf has diverse and in-depth management experience. Other skills include specific knowledge of and extensive experience in the application of accounting principles, internal control systems, risk management systems and the audit process, including sustainability reporting and related assurance engagement. As a result, Ute Wolf qualifies as a financial expert within the meaning of section 100, paragraph 5, AktG and recommendation D.3 DCGK.

Finally, within the full Supervisory Board, Dr. Manfred Puffer and Dr. Ulrich Spiesshofer also have relevant financial expertise due to their educational background and many years of service on the management boards of large companies.

The Audit Committee monitors Infineon's financial reporting process and discusses and examines the Separate Financial Statements and Consolidated Financial Statements prepared by the Management Board as well as the half-yearly and quarterly financial statements. It gives recommendations with respect to the approval of the Separate Financial Statements and Consolidated Financial Statements by the Supervisory Board based on the independent auditor's report. The Audit Committee submits recommendations to the Supervisory Board regarding the election of the auditor, engages the auditor elected by the Annual General Meeting to audit the Separate Financial Statements and Consolidated Financial Statements and perform a review of the interim financial reports, specifies key areas to be examined in audit activities jointly with the representative of the auditor, reviews the quality of the audit on a regular basis and is responsible for determining the auditor's remuneration. The Audit Committee

monitors the independence of the auditor and decides in this context on the appropriateness and scope of non-audit services. The Chair of the Audit Committee also maintains a regular dialog with the auditor and the Chief Financial Officer outside the committee meetings.

The Audit Committee also prepares the resolution of the Supervisory Board on the Non-Financial Declaration/Non-Financial Report and, in addition, on the assurance engagement relating to the Non-Financial Declaration/Non-Financial Report and the Remuneration Report. The Audit Committee also issues the relevant audit mandates. Furthermore, the Audit Committee monitors all the requirements relating to sustainability reporting.

Furthermore, the Audit Committee is responsible for discussing compliance issues. The Management Board and the Corporate Compliance Officer report regularly to the Audit Committee on the structure and work of the compliance organization and any compliance cases arising.

Other matters addressed by the Audit Committee include monitoring the appropriateness and effectiveness of the Internal Control System, the Internal Audit System and the Risk Management System. Internal Audit reports regularly to the Audit Committee.

A report is prepared on an annual basis for the Audit Committee on the topic of cyber and information security. This report sets out current developments, risks, risk reduction measures and, if relevant, the results of external reviews and certifications. It also includes relevant events and their impact on Infineon in the reporting period (such as cyber incidents at Infineon, critical vulnerabilities, general cyber-attacks or incidents, and the security situation).

Other regular reports submitted to the Audit Committee relate to tax compliance, Environment/Safety/Health (including supply chain requirements), export control and data protection. It also receives reports on other relevant legal and regulatory topics.

Finally, the Audit Committee is responsible for the Supervisory Board's approval of certain equity and debt capital measures, always ensuring that the full Supervisory Board is provided with comprehensive information about any such measures.

Every member of the Audit Committee may request information via the committee chair directly from the managers of those central functions of the Company who are responsible for the tasks that relate to the work of the committee. The committee chair must pass on the information gathered to all members of the committee. If information is gathered, the members of the Management Board must be notified without delay.

In each of its ordinary meetings, the Audit Committee consults with the representative of the auditor, even when members of the Management Board are not present. The same applies to meetings of the full Supervisory Board, where audit-related topics are addressed in the presence of a representative of the auditor.

The **Strategy and Technology Committee**, which consists of three shareholder representatives and three employee representatives, concerns itself with Infineon's business strategy, including issues relating to its sustainability strategy, and key technology issues.

The **Nomination Committee**, which consists of the Chair of the Supervisory Board and two further shareholder representatives, proposes to the Supervisory Board suitable candidates for recommendation to the Annual General Meeting.

All committees regularly submit detailed reports on their work to the full Supervisory Board.

Further information regarding the current composition of the Management Board, the Supervisory Board and the Supervisory Board's committees can be found in note 30 to the Consolidated Financial Statements.

Attendance at meetings

The individual attendance of members of the Supervisory Board at meetings is shown in the table below:

	Attendance at meetings	Attendance in %
Full Supervisory Board		
Dr. Herbert Diess (since 16 February 2023, Chairman of the Supervisory Board)	6/6	100%
Xiaoqun Clever-Steg	9/9	100%
Johann Dechant	9/9	100%
Dr. Wolfgang Eder (until 16 February 2023, Chairman of the Supervisory Board)	3/3	100%
Dr. Friedrich Eichiner	9/9	100%
Annette Engelfried	9/9	100%
Peter Gruber	9/9	100%
Klaus Helmrich (since 16 February 2023)	6/6	100%
Hans-Ulrich Holdenried (until 16 February 2023)	3/3	100%
Dr. Susanne Lachenmann	9/9	100%
Géraldine Picaud (until 2 February 2023)	2/2	100%
Dr. Manfred Puffer	7/9	77.78%
Melanie Riedl	9/9	100%
Jürgen Scholz	9/9	100%
Dr. Ulrich Spiesshofer	9/9	100%
Margret Suckale	9/9	100%
Mirco Synde	9/9	100%
Diana Vitale	8/9	88.89%
Ute Wolf (since 22 April 2023)	4/4	100%
Mediation Committee (no meetings)		
Nomination Committee		
Dr. Herbert Diess (since 16 February 2023, Chairman of the Committee)	3/3	100%
Dr. Friedrich Eichiner	6/6	100%
Dr. Wolfgang Eder (until 16 February 2023)	3/3	100%
Géraldine Picaud (until 2 February 2023)	2/2	100%
Dr. Manfred Puffer (until 16 February 2023)	3/3	100%
Margret Suckale	6/6	100%

	Attendance at meetings	Attendance in %
Executive Committee		
Dr. Herbert Diess (since 16 February 2023, Chairman of the Committee)	4/4	100%
Dr. Wolfgang Eder (until 16 February 2023)	2/2	100%
Johann Dechant	6/6	100%
Dr. Friedrich Eichiner (since 16 February 2023)	4/4	100%
Annette Engelfried	6/6	100%
Hans-Ulrich Holdenried (until 16 February 2023)	2/2	100%
Margret Suckale	6/6	100%
Diana Vitale	6/6	100%
Investment, Finance and Audit Committee		
Dr. Friedrich Eichiner (Chairman of the Committee)	5/5	100%
Johann Dechant	5/5	100%
Dr. Wolfgang Eder (until 16 February 2023)	2/2	100%
Annette Engelfried	5/5	100%
Ute Wolf (since 22 April 2023)	3/3	100%
Strategy and Technology Committee		
Dr. Herbert Diess (since 16 February 2023, Chairman of the Committee)	1/1	100%
Xiaoqun Clever-Steg	3/3	100%
Dr. Wolfgang Eder (until 16 February 2023)	2/2	100%
Peter Gruber	3/3	100%
Dr. Susanne Lachenmann	3/3	100%
Jürgen Scholz	3/3	100%
Dr. Ulrich Spiesshofer	3/3	100%

Remuneration of the Management Board and Supervisory Board

Details of Management Board and Supervisory Board remuneration in the 2023 fiscal year are presented in the detailed Remuneration Report (www.infineon.com/remuneration-report) and in the description of the remuneration systems for the Management Board and Supervisory Board (www.infineon.com/management-board-remuneration-system and www.infineon.com/supervisory-board-remuneration-system).

Target quotas for women and information on compliance with minimum quotas for the composition of the Supervisory Board of Infineon Technologies AG

In accordance with section 111, paragraph 5, sentence 8 AktG, in conjunction with section 96, paragraph 2 AktG, the Supervisory Board of Infineon Technologies AG must include at least 30 percent women and at least 30 percent men. With its current composition of 43.75 percent women and 56.25 percent men, the Supervisory Board exceeds these requirements.

Pursuant to section 111, paragraph 5, sentence 9 AktG, in conjunction with section 76, paragraph 3a AktG, at least one woman and one man must be members of the Infineon Technologies AG Management Board. With the current composition of the Board (one woman, four men), Infineon meets this minimum participation requirement.

Furthermore, section 76, paragraph 4 AktG requires Infineon Technologies AG to set targets for the proportion of women in the two leadership levels below the Management Board. Within the Group, Infineon Technologies Dresden Verwaltungs GmbH is also required by section 52, paragraph 2 of the German Limited Liability Companies Act (GmbHG) to set targets for the proportion of women on its Board of Directors and Supervisory Board and by section 36 GmbHG to set targets for the proportion of women at the two leadership levels below board level.

Targets from 1 July 2022

The following targets – to be achieved by 30 June 2025 and 2027, respectively – apply for Infineon Technologies AG and Infineon Technologies Dresden Verwaltungs GmbH:

Infineon Technologies AG	Starting basis (30 June 2022)	Target until 30 June 2027
Leadership Level 1	14.3%	17.14%
Leadership Level 2	22.4%	25.19%

Infineon Technologies Dresden Verwaltungs GmbH	Starting basis (30 June 2022)	Target until 30 June 2027
Supervisory Board	33.33%	33.33%
Leadership Level 1	5.3%	10%
Leadership Level 2	22.4%	25%
	Starting basis (30 June 2022)	Target until 30 June 2025
Board of Directors	0%	0%

As a result of the fact that the Board of Directors of Infineon Technologies Dresden Verwaltungs GmbH comprises only two people, and given the duration of their appointment, the Supervisory Board of Infineon Technologies Dresden Verwaltungs GmbH is of the view that any target other than zero percent would not be appropriate. For the selection and appointment of members of the Board, the important issue is not the gender of the candidate but whether they are the best-qualified person for the job in terms of their professional and technical qualifications. The selection and appointment of members of the Board should therefore be based on the individual skills profile of the candidates, although, if candidates have the same level of skills, the Supervisory Board will endeavor to give preference to women. The Supervisory Board of Infineon Technologies Dresden Verwaltungs GmbH is aware of the importance of diversity and, specifically, of the particular importance of equal treatment for women. Furthermore, Infineon attaches great importance to having a diverse workforce throughout the Group. The target of zero percent for the Board of Directors of Infineon Technologies Dresden Verwaltungs GmbH does not therefore mean that we will cease in our efforts to increase the proportion of women on the Board. Against this background, the target will only apply until 30 June 2025 and will then be reevaluated.

In Germany, Infineon is a member of the “Diversity Charter“ corporate initiative.

Diversity concept for the composition of the Management Board

The Supervisory Board has adopted the following diversity concept for the composition of the Management Board. This is supplemented by legislative requirements, notably in relation to gender diversity.

Description and objectives of the diversity concept

Infineon has set itself the task of creating a working environment free of prejudice. The objective is to foster a corporate culture in which the benefits offered by diversity are consciously exploited and where all employees can freely develop their potential in the best interests of the Group. The Supervisory Board also shares this understanding of diversity.

Any decision made by the Supervisory Board regarding a particular appointment to the Management Board is always taken in the best interests of Infineon as a whole, taking into account all relevant circumstances. The decisive criteria in this context are the professional and personal suitability of the individual concerned. Consideration must be given to ensuring that Management Board members as a whole possess to the fullest possible extent the knowledge, skills and experience required to manage a technology group such as Infineon.

Within the framework of these requirements, the Supervisory Board also considers diversity aspects, particularly age, gender, educational and professional background, as well as internationality. Besides ensuring the greatest possible personal suitability of each individual member, it is important that varying perspectives on managing the business are encouraged by having a Management Board with a diverse composition. The individual aspects of diversity are therefore an integral component but not an exclusive criterion in making appointment decisions.

Age

In line with recommendation B.5 DCGK, the Supervisory Board's rules of procedure provide in section 2, paragraph 2, for an age limit according to which members of the Management Board are generally not to be older than 67 years of age. Therefore, in principle, the mandates of the Management Board members end at the age of 67. In addition, the Supervisory Board gives due consideration to ensuring a well-balanced age mix when making appointments to the Management Board. The Supervisory Board's objective in this respect is to find a balance that combines the benefits of years of professional and personal experience on the one hand with the perspectives of a younger generation on the other. An appropriate age mix also ensures continuity in terms of corporate management.

Gender

Diversity also includes gender diversity. Pursuant to section 111, paragraph 5, sentence 9 AktG, in conjunction with section 76, paragraph 3a AktG, there is a mandatory requirement for the Management Board of Infineon Technologies AG to comprise at least one woman and one man. With the current composition of the Management Board (one woman, four men), Infineon meets this minimum participation requirement.

Professional diversity, especially educational and professional background

Despite the Management Board being a collegial body that acts in accordance with the principle of overall responsibility, it is not necessary for each individual to possess, to the same extent, all the technical skill sets that may be required in the course of managing a business. Rather, it must be ensured that the Management Board as a whole possesses the knowledge, skills and experience required to perform its duties in a proper manner. The competencies of the Management Board should be sufficiently wide-ranging to enable it to reconcile the interests of all relevant stakeholders, such as employees, customers, investors and the general public, while acting in the interests of the Group. The following competencies do not need to be covered by each individual member of the Management Board but should be reflected in the Management Board as a whole:

- › Experience in the semiconductor industry
- › Technological competence
- › Competence in the field of digitalization
- › Knowhow in the fields of manufacturing and production
- › Expertise in marketing and sales
- › Experience in personnel and organizational development
- › Strategic competence (including M&A experience)
- › Financial competence (including knowledge of accounting and reporting, the audit process and internal control procedures)
- › Knowledge of the capital market
- › Experience in the fields of corporate governance, corporate social responsibility, law and compliance
- › Management experience and intercultural competence, preferably gained abroad

Internationality

Infineon operates worldwide with a workforce originating from numerous countries and a global base of customers and suppliers. Accordingly, the Management Board needs to have an international composition. Internationality should, however, not only be understood in terms of any specific (foreign) nationality. More important are intercultural influences and experiences acquired during a person's education, vocational training and career path. The Supervisory Board's objective is to ensure intercultural openness on the Management Board as well as the corresponding understanding for and the ability to assess international topics and correlations.

Nature of the implementation of the diversity concept

The Supervisory Board is responsible for the appointment, re-appointment and dismissal of members of the Management Board (including performance assessments and long-term succession planning), as well as for the signing, amending and terminating of Management Board service contracts. These personnel-related issues are prepared by the Supervisory Board's Executive Committee and subsequently discussed and decided upon by the full Supervisory Board. As part of the process of succession planning for the Management Board, the Executive Committee and the full Supervisory Board regularly exchange views with the Management Board concerning suitable internal candidates. In addition, the Executive Committee and the full Supervisory Board consider succession planning issues independently, without the members of the Management Board being present where appropriate, including, if considered necessary, assessing external candidates for Management Board positions. In this context, the Supervisory Board focuses on medium-term to long-term succession planning, taking into account the terms of office of current Management Board members. As part of the selection and decision-making process for making appointments to the Management Board, the Executive Committee and the Supervisory Board are guided by the diversity concept described above. The Supervisory Board of Infineon applies the tried-and-tested practice of limiting the initial appointment of Management Board members to three years.

Status of implementation/Results achieved during the reporting year

The current composition of the Management Board consistently reflects the implementation of the diversity concept adopted by the Supervisory Board.

Competency profile, catalog of objectives and diversity concept for the composition of the Supervisory Board

The Supervisory Board adopted a comprehensive catalog of objectives and a competency profile for its composition in the 2011 fiscal year. These have been continuously revised in subsequent years and were most recently updated in November 2022. The catalog of objectives and the competency profile also constitute Infineon's diversity concept within the meaning of section 289f, paragraph 2, number 6 HGB.

Based on this profile, the most important objective is to ensure that the composition of the Supervisory Board enables it to optimally perform the duties prescribed to it by law and as set out in the Company's Articles of Association. In particular, this includes having the required expertise to advise and monitor the Management Board. Accordingly, candidates proposed for election to the Supervisory Board should be capable of successfully performing the duties incumbent on a member of a supervisory board of a technology group with international operations, based in particular on their personality and integrity, their individual skillsets and their availability. Consideration should also be given to ensuring sufficient diversity and independence on the Supervisory Board as a whole. Apart from legal requirements and those set out in the DCGK, proposals made by the Supervisory Board and its members to fill Supervisory Board positions are guided, in particular, by the competency profile and catalog of objectives. New Supervisory Board members undergo an onboarding process during which they are provided with information relevant to their Supervisory Board activities.

Requirements profile for individual members of the Supervisory Board

Personality and integrity

Each member of the Supervisory Board should possess the necessary personality and integrity for the due performance of their duties. Supervisory Board members must be loyal to Infineon and, in particular, comply strictly with the statutory obligation of confidentiality, with which they must be fully conversant. Supervisory Board members are required at all times to place Infineon's interests at the center of their activities in their capacity as Supervisory Board members.

Individual professional competence

Each member of the Supervisory Board should know and understand Infineon's key product lines, customers, sales markets and strategy. Supervisory Board members need to be aware of conditions prevailing on capital markets as well as the particular features of a listed company. In addition, each member of the Supervisory Board must possess the necessary skills to comprehend and evaluate appropriately the reports and documentation pertaining to the financial statements presented to them and the decisions required to be made by the Supervisory Board and to draw factually based conclusions that are in Infineon's best interests.

Availability

Each Supervisory Board member must be available to a sufficient extent and be willing to devote the necessary time to perform the stipulated mandate. In particular, it should be taken into account that

- › at least five Supervisory Board meetings take place during the year, each requiring careful preparation;
- › sufficient time must be scheduled, especially for the detailed examination of the Separate and Consolidated Financial Statements;
- › attendance at the Annual General Meeting is required;
- › depending on membership of Supervisory Board committees, further work arises in conjunction with attendance at, and careful preparation for, committee meetings;
- › in addition, extraordinary Supervisory Board and/or committee meetings may be necessary.

Supervisory Board members who do not belong to the management board of a listed company may not accept more than five supervisory board mandates in listed companies outside the Group or comparable functions – chairmanship of a supervisory board is deemed to be equivalent to two mandates. Supervisory Board members who belong to the management board of a listed company may not accept more than two supervisory board mandates in listed companies outside the Group or comparable functions and may not accept the chairmanship of a supervisory board of a listed company outside the Group.

Age limit

No one older than 70 years of age should be proposed for membership on the Supervisory Board. The age limit is applied on the basis of the candidate's age on the day on which the Annual General Meeting decides upon the proposed election.

General rule for maximum period of service of shareholder representatives on the Supervisory Board

The Supervisory Board is aware of the importance of regularly renewing its composition but is always required to weigh up the consequences of doing so, compared to the advantages of maintaining continuity. Stability in the composition of the Supervisory Board promotes a spirit of trust and cooperation, both within the Supervisory Board itself and with the Management Board. Considering the knowhow gained in conjunction with many years of experience on the Supervisory Board, maintaining continuity can result in greater added value for the entity compared to the effect of renewing its composition. After weighing up all these aspects, the Supervisory Board's objective is that its shareholder representatives do not generally serve on the board for more than twelve years.

Requirements for the Supervisory Board as a whole/Competency profile

The overall composition of the Supervisory Board should comply with the principles of diversity. To the maximum degree possible, the Supervisory Board should therefore encompass a diverse range of expertise and also take into account the everyday reality to be found in an open-minded and innovative global group such as Infineon. Diversity includes not only diversity of expertise (taking into account a person's educational or professional background) but also diversity in terms of age, gender and internationality.

Diversity of expertise

When determining the composition of the Supervisory Board, care should be taken to ensure that its members, in their entirety, have the necessary skills to perform the board's tasks as optimally as possible (diversity of expertise).

A broad range of expertise is desirable to ensure that the Supervisory Board – when acting in Infineon’s interests – is well positioned to take account of the interests of all relevant stakeholders, such as employees, customers, investors and the general public, as well as to play a pro-active role in accompanying and supporting organizational and technological change.

The Supervisory Board members, in their entirety, should be familiar with the sector in which Infineon operates, namely the semiconductor industry.

The Supervisory Board’s composition should also represent an appropriate range of technological understanding, which may, though not necessarily, involve a scientific background.

The Supervisory Board should also possess sufficient knowledge of personnel and organizational development (including diversity) and in the areas of manufacturing and production, as well as marketing and sales. It should also strive to achieve strategic competency and acquire experience in the field of mergers and acquisitions (M&A) as well as competency in the field of software and digitalization.

It is the opinion of the Supervisory Board that diversity of expertise within the Board also requires competency regarding legal issues in the broader sense, particularly in corporate governance and compliance issues, as well as competency in co-determination and the work of the Supervisory Board and its committees.

Moreover, Supervisory Board members should have sufficient experience with investors and knowledge of the capital market as well as expertise in sustainability and ESG and CSR matters.

Finally, it should be ensured that the Supervisory Board possesses the required competency in financial matters (including accounting and reporting as well as the audit process). At least one Supervisory Board member must have expert knowledge of accounting and reporting, and at least one further member must have expert

knowledge of the audit process. The accounting and reporting expertise required should comprise particular knowledge and extensive experience in the application of accounting principles and internal control and risk management systems. Audit expertise should comprise particular knowledge of and extensive experience with the audit process. Expertise in accounting and reporting as well as in audit is also required with regard to sustainability reporting and the assurance reports issued thereon. The Chair of the Audit Committee should be an expert in at least one of these two fields.

Age structure and gender

Diversity also includes diversity in terms of the age structure and gender of the members of the Supervisory Board. The Supervisory Board of a listed company subject to co-determination rules must, by law, comprise at least 30 percent women and at least 30 percent men.

Internationality

Infineon operates worldwide with a workforce originating from numerous countries and a global base of customers and suppliers. Accordingly, the Supervisory Board needs to have an international composition. Internationality should, however, not only be understood in terms of any specific (foreign) nationality. More important are intercultural influences and experience (resulting in greater open-mindedness) and an understanding of and the ability to make judgments on international topics and correlations. It is the stated objective of the Supervisory Board to have among its ranks at least five international representatives that meet the abovementioned requirements.

Independence and the avoidance/handling of conflicts of interest

At least five of the members of the Supervisory Board on the shareholder side should be independent.

Supervisory Board members are considered independent if they are independent of Infineon and the Infineon Management Board and independent of any controlling shareholder.

Supervisory Board members are independent of Infineon and the Infineon Management Board if they have no personal or business relationship with Infineon or the Infineon Management Board that could give rise to a material and not merely temporary conflict of interest. In particular, it must be considered whether the Supervisory Board member or a close family member of the Supervisory Board member concerned

- › was an Infineon Management Board member during the two-year period prior to being elected to the Supervisory Board,
- › currently has, or in the year prior to their election to the Supervisory Board, had a material business relationship with Infineon or an entity dependent on Infineon (e.g., as a customer, supplier, lender or consultant), either directly as a shareholder or in a responsible position of a non-Group company,
- › is a close family member of an Infineon Management Board member, or
- › has been an Infineon Supervisory Board member for more than twelve years.

If one or more of the abovementioned indicators are met, and the Supervisory Board member concerned is nevertheless considered independent, this should be explained in the Statement on Corporate Governance.

The Chair of the Supervisory Board, the Chair of the Audit Committee and the Chair of the Executive Committee should be independent of Infineon and its Management Board. The Chair of the Audit Committee should also be independent of any controlling shareholder.

No more than two former Management Board members should be Supervisory Board members. Supervisory Board members should not exercise board functions at or perform advisory tasks for Infineon's major competitors and should not have a personal relationship with a major competitor.

A further objective of the Supervisory Board is to avoid potential conflicts of interest to the greatest possible extent. Any conflicts of interest must be disclosed immediately to the Chair of the Supervisory Board. In its report, the Supervisory Board is required to inform the Annual General Meeting of any conflicts of interest that have occurred and how they were handled. Conflicts of interest relating to a Supervisory Board member that are material and not merely temporary should result in the termination of the relevant mandate.

Nature of implementation

In its search for suitable candidates, the Supervisory Board's Nomination Committee bears in mind the competency profile and the targets set therein by the Supervisory Board as well as the requirements profile for individuals. The Nomination Committee's recommendations to the Supervisory Board, as well as the Supervisory Board's proposals for election put forward at the Annual General Meeting, also take account of the stipulated targets, the requirements profile for individuals and the aspiration to comply with the competency profile.

A curriculum vitae is provided for each of the candidates proposed for election at the Annual General Meeting, showing details of relevant knowledge, expertise and experience as well as a description of the candidate's principal activities alongside the Supervisory Board mandate.

In addition, the Supervisory Board also discloses the personal and business relationships of the respective candidates with Infineon, its corporate bodies, and, if applicable, with any shareholder directly or indirectly holding more than 10 percent of Infineon's shares that carry eligible voting rights, if, in the opinion of the Supervisory Board, such circumstances would be deemed relevant by a shareholder objectively assessing the election proposal. The same applies to the work of the Nomination Committee insofar as this committee performs preparatory work for the Supervisory Board's decision.

The Supervisory Board also recommends that members who have been elected by the employees do what they can, within the scope of their influence, to have the competency profile, the targets set and the individual requirements taken into account in the nominations made by the relevant bodies on the employees' side. In addition, the Supervisory Board recommends that any of its members – in whatever capacity – who apply for the court appointment of a Supervisory Board member should also take account of the competency profile, the targets set and the individual requirements.

Status of implementation/Results achieved in the reporting year/ Qualifications matrix

The composition of the Supervisory Board meets the stipulated objectives and competency profile and is therefore in line with the stated diversity concept. A current overview of the status of implementation can be seen from the qualifications matrix below.

Qualifications matrix for the Infineon Technologies AG Supervisory Board

		Shareholder representatives								Employee representatives							
		Diess	Clever-Steg	Eichiner	Helmrich	Puffer	Spiesshofer	Suckale	Wolf	Dechant	Engel-fried	Gruber	Lachen-mann	Riedl	Scholz	Synde	Vitale
Membership	Year of appointment	2023	2020	2020	2023	2009	2020	2020	2023	2015	2015	2009	2015	2020	2009	2022	2015
	End of term of appointment ¹	2027	2025	2025	2027	2025	2025	2025	2024	2025	2025	2025	2025	2025	2025	2025	2025
Personal suitability	Independence ²	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	No overboarding ³	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Diversity	Gender ⁴	M	F	M	M	M	M	F	F	M	F	M	F	F	M	M	F
	Year of birth ⁵	1958	1970	1955	1958	1963	1964	1956	1968	1965	1964	1960	1967	1972	1961	1976	1975
	Nationality	Austrian	German	German	German	Austrian	Swiss/ German	German	German	German	German	German	German	German	German	German	German
	International experience	✓	✓	✓	✓	✓	✓	✓	✓			✓		✓			
Expertise ⁶	Knowledge of the semiconductor sector	✓	✓		✓	✓	✓			✓	✓	✓	✓	✓	✓	✓	✓
	Technological understanding	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Personnel/organizational development (including diversity)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Manufacturing and production	✓		✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Marketing and sales	✓		✓	✓		✓		✓								
	Strategy/M&A	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
	Software/Digitalization	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
	Law/Corporate Governance/Compliance/Co-determination	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Supervisory Board and committee work	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Investors/Capital market	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓					
Sustainability/ESG/CSR ⁷	✓	✓	✓	✓	✓			✓	✓	✓	✓	✓	✓	✓	✓	✓	
Financial experts ⁸	Accounting and reporting			✓		✓	✓		✓			✓					
	Year-end audit			✓					✓								
Committees ⁹	Membership	MC, NC, EC, STC	STC	NC, EC, AC			STC	MC, NC, EC	AC	MC, EC, AC	EC, AC	STC	STC	MC, STC		EC	

1 The Supervisory Board's objective is that its shareholder representatives do not generally serve on the board for more than twelve years.

2 In accordance with the German Corporate Governance Code. Dr. Manfred Puffer continues to be seen as independent of the Company and the Management Board as defined by the German Corporate Governance Code. He has no personal or business relationship with the Company or its Management Board that may cause a substantial – and not merely temporary – conflict of interest. The simple fact that Dr. Manfred Puffer has been a member of the Supervisory Board for just over fourteen years does not lead to any other assessment.

3 In accordance with the German Corporate Governance Code.

4 There are currently seven women (43.75%) and nine men (56.25%) on the Supervisory Board. The composition of the Supervisory Board therefore exceeds the requirements set out in section 111, paragraph 5, sentence 8, AktG in conjunction with section 96, paragraph 2, AktG, whereby each gender must have at least 30% representation on the Supervisory Board.

5 Two (12.5%) of the Supervisory Board members belong to the 30 to 50 age group, while fourteen (87.5%) belong to the over-50 age group. No one older than 70 years of age should be proposed for membership on the Supervisory Board.

6 Evaluation based on the Supervisory Board's annual self-assessment. A tick/check mark represents good or sound knowledge at least of that topic, enabling the Supervisory Board member to understand the relevant issues.

7 Notable experts in ESG matters are Margret Suckale (Social & Governance) and Dr. Herbert Diess (Environmental).

8 Pursuant to section 100, paragraph 5, AktG and recommendation D.3, DCGK.

9 Mediation Committee ("MC"), Nomination Committee ("NC"), Executive Committee ("AC"), Investment, Finance and Audit Committee ("IC"), Strategy and Technology Committee ("STC").