



NOTICE OF

Annual General Meeting
of Infineon Technologies AG
on February 17, 2011

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Dear Shareholders,

Notice is hereby given that the

Annual General Meeting of Infineon Technologies AG

will be held on Thursday February 17, 2011 at 10.00 a.m.
at the ICM (International Congress Center Munich), which is located
at Am Messesee 6, Messegelände, 81829 Munich, Germany.

Agenda

- 1. Submission of the approved annual financial statements of Infineon Technologies AG and the approved consolidated financial statements, each as of September 30, 2010, of the combined Operating and Financial Reviews for Infineon Technologies AG and the Infineon Group, including the explanatory report on the disclosures pursuant to Section 289 (4) and Section 315 (4) of the German Commercial Code (Handelsgesetzbuch), and of the report of the Supervisory Board for the fiscal year 2009/2010**

The aforementioned documents are to be made available to the Annual General Meeting. Their content will be elucidated at the Annual General Meeting by the Management Board and, in the case of the report of the Supervisory Board, by the Chairman of the Supervisory Board. The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board and the annual financial statements have thus been adopted in accordance with Section 172 first sentence of the German Stock Corporation Act (Aktiengesetz). A resolution of the Annual General Meeting in relation to this particular item on the agenda is consequently not required.

- 2. Allocation of net income**

The Supervisory Board and the Management Board propose to allocate all of the net income of EUR 108,674,208.50 reported by Infineon Technologies AG for the fiscal year 2009/2010 to pay a dividend of EUR 0.10 per each no par value share entitled to dividend.

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

The Supervisory Board and the Management Board propose that the acts of the members of the Management Board active during the fiscal year 2009/2010 be approved in relation to this period.

It is intended that the Annual General Meeting be allowed to decide on the approval of the acts of the members of the Management Board on an individual basis.

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

The Supervisory Board and the Management Board propose that the acts of the members of the Supervisory Board active during the fiscal year 2009/2010 be approved in relation to this period.

It is intended that the Annual General Meeting be allowed to decide on the approval of the acts of the members of the Supervisory Board on an individual basis.

- 5. Appointment of the auditor for the fiscal year 2010/2011 and the auditor for the auditors' review of interim financial reports in relation to this period**

The Supervisory Board, concurring with the recommendation of its Investment, Finance and Audit Committee, proposes that the following resolution be passed:

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, is appointed as auditor and Group auditor for the fiscal year 2010/2011 and as auditor for the auditors' review of interim financial reports in relation to this period.

- 6. Election to the Supervisory Board**

Prof. Dr. Klaus Wucherer, Chairman of the Supervisory Board of Infineon Technologies AG, announced prior to his election by the Annual General Meeting on February 11, 2010, that he intended to serve only the first year of his five year term of office. Prof. Dr. Wucherer has accordingly resigned from his post with effect from the end of the Annual General Meeting on February 17, 2011.

The Supervisory Board, concurring with the recommendation of the Nomination Committee, proposes that

Mr. Wolfgang Mayrhuber, former Chief Executive Officer of Deutsche Lufthansa AG, resident in Hamburg, Germany,

be elected to succeed Prof. Dr. Wucherer as a shareholder representative on the Supervisory Board until the end of the Annual General Meeting that decides on the approval of the acts of the Supervisory Board during the fiscal year 2013/2014.

The Supervisory Board is constituted in accordance with Sections 96 (1) and 101 (1) of the German Stock Corporation Act in conjunction with Section 7 (1) 1 No. 1 of the German Codetermination Act (Mitbestimmungsgesetz) and Article 6 (1) first sentence of the Articles of Association. The Annual General Meeting is not bound to elect the candidates proposed.

In accordance with the opinion of the Supervisory Board, Mr. Mayrhuber intends to stand as a candidate for the position of Chairman of the Supervisory Board.

7. Approval of the compensation system for members of the Management Board

The German Act on the Appropriateness of Management Board Remuneration (Gesetz zur Angemessenheit der Vorstandsvergütung) introduces the possibility of the compensation system for members of the Management Board being submitted to the Annual General Meeting for approval. As announced last year, the Company intends to make use of this option in the interests of good corporate governance.

The Supervisory Board engaged an independent external compensation expert to review the existing Management Board compensation system as soon as the act came into force. Drawing on the findings of this review, the Supervisory Board then engaged a further independent external compensation expert to draw up a proposal for a new compensation system. Having received the backing of the Executive Committee, the proposal eventually produced was adopted by the Supervisory Board at its meeting of November 22, 2010. The new compensation system is intended to apply to all future Management Board members. The existing contracts with incumbent Management Board members Peter Bauer and Dr. Reinhard Ploss are also to be amended accordingly ahead of the Annual General Meeting. Prof. Dr. Eul will leave the Company's Management Board and switch to Intel on completion of the sale of Infineon Technologies AG's mobile communication operations to Intel Corporation, which is currently expected to take place in the first calendar quarter of 2011, and there is consequently no need to adapt his contract to the new compensation system.

The new compensation system for members of the Management Board of Infineon Technologies AG is described in detail in the compensation report for the fiscal year 2009/2010, which appears on page 102 et seq. of the 2010 Annual Report as part of the combined Operating and Financial Reviews. The 2010 Annual Report can be downloaded from the Internet and will be sent out to shareholders on request. It will also be available for inspection at the Annual General Meeting.

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

The new compensation system for the members of the Management Board of Infineon Technologies AG is approved.

8. Authorization to acquire and use own shares

German company law allows the possibility of a company being given special authorization to acquire its own shares. If this possibility is used, the Annual General Meeting may also define specific potential uses of the shares acquired. The authorization to acquire own shares approved by the Annual General Meeting on February 12, 2009 expired on August 11, 2010 and consequently needs to be renewed.

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

- (i) Infineon Technologies AG (“the Company”) is authorized, in the period through February 16, 2016, to acquire its own shares, within the statutory boundaries, in an aggregate amount not exceeding 10% of the share capital in existence at the time the resolution is passed or – if the latter amount is lower – of the share capital in existence at the time this authorization is exercised. The Company may not use the authorization for the purposes of trading in its own shares.

The Company may exercise the authorization once or a number of times for one or a number of purposes and may in each case acquire any number of shares provided that the aforementioned maximum percentage is not exceeded. The authorization may also be used by dependent companies or companies in which the Company has a majority holding or by third parties acting for the Company or for dependent companies or companies in which the Company has a majority holding.

The Management Board decides whether own shares are acquired through the stock exchange (hereinafter alternative a)), by means of a public offer to purchase addressed to all shareholders or a public invitation to submit offers for sale (referred to hereinafter collectively as a “public purchase offer” (hereinafter alternative b)) or via a bank that is engaged to complete the acquisition as part of a defined repurchase program under the terms specified below (hereinafter alternative c)).

- a) If shares are acquired through the stock exchange, the purchase price per share (excluding incidental costs) paid by the Company may not be more than 10% above or below the price established in the Xetra (or comparable successor system) opening auction on the trading day.
- b) If shares are acquired by means of a public purchase offer, a fixed purchase price or purchase price range may be specified. The purchase price per share (excluding incidental costs) paid by the Company in this case may be no more than 10% above and no more than 20% below the arithmetic mean of the closing prices of the share in Xetra trading (or a comparable successor system) on the last three exchange trading days prior to the day of publication of the public purchase offer (“effective date”). If significant price changes occur after the effective date, the purchase price may be adjusted according to the calculation mentioned in sentence 2; in this case, the relevant time frame is the three exchange trading days prior to the public announcement of any such adjustment. The volume of the purchase may be limited. If the total subscription for the public purchase offer exceeds this volume, the Company adopts a quota-based purchase approach. Provision may be made for a preferred acceptance of smaller quantities (up to 100 offered shares per shareholder). The public purchase offer may also provide for further terms and conditions.

- c) A bank can be engaged as part of a defined repurchase program to acquire either an agreed number of shares or shares for a previously defined total purchase price, on a previously defined minimum number of trading days in Xetra trading (or a comparable successor system) and in any case by no later than the end of a previously agreed period, and to transfer them to the Company. In such cases, (i) the bank must acquire the shares through the stock exchange and (ii) the purchase price per share to be paid by the Company must include a discount with respect to the arithmetic mean of the volume-weighted average price (“VWAP”) of the Infineon share in Xetra trading (or a comparable successor system) over the actual period in which shares are repurchased. In addition, the bank must (iii) purchase the shares to be supplied through the stock exchange at prices falling within the range defined under a) in respect of direct acquisition by the Company.
- (2) The Company is authorized not only to sell shares in the Company acquired under this authorization via the stock exchange or by means of a public offer addressed to all shareholders, but also to make use of them for any other legally admissible purpose, specifically including the following:
- a) The shares may be recalled without this recall or its implementation requiring any further resolution of the Annual General Meeting. The Management Board may also decide in this connection that the share capital will not be affected by the recall and that the proportion of non-recalled shares in the share capital will be increased accordingly. The Management Board is authorized to amend the number of shares indicated in the Articles of Association accordingly in this case.
 - b) The shares may be offered and transferred to third parties in connection with company mergers or the acquisition of companies, parts of companies or participations in companies.
 - c) The shares may, subject to the consent of the Supervisory Board, be sold to third parties for cash payment including by means other than through the stock exchange or through an offer to all shareholders provided that the price at which the shares are sold (excluding incidental acquisition costs) is not substantially lower than the share price established in the Xetra (or comparable successor system) opening auction on the day of the sale. Furthermore the total value of the shares sold in these cases may not exceed 10% of the share capital either with respect to the time of this authorization becoming effective or with respect to the time of its exercise. That notional portion of the share capital that relates to shares issued or used with the subscription rights of the shareholders excluded in direct or analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (Aktiengesetz) is to be included in this amount. Also to be included in this

number are the shares that have already been issued or can still be issued in future to service conversion or option rights insofar as the underlying bonds were issued during the lifetime of this authorization with the subscription rights of the shareholders excluded in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (Aktiengesetz).

- d) The shares may be used to meet the Company’s obligations under bonds with warrants and convertible bonds issued or guaranteed by it in the past or in the future.
 - e) The shares may be used directly or indirectly to meet obligations under the “Infineon Technologies AG Stock Option Plan 2006” (“Stock Option Plan 2006”) or the “Infineon Technologies AG Stock Option Plan 2010” (“Stock Option Plan 2010”).
- This authorization applies in respect of the Supervisory Board insofar as own shares are to be transferred to members of the Company’s Management Board.
- f) The shares may be offered for acquisition and transferred to people who are employed by the Company or by a company affiliated with the Company.
- (3) The Company may use the authorizations under Item (2) on its own, through dependent companies or companies in which it has a majority holding or through third parties acting for it or for dependent companies or companies in which it has a majority holding. The authorizations may be used once or a number of times, individually or together and in their maximum value or in fractions of their maximum value. Subscription rights of the shareholders with respect to the shares affected by these measures are excluded insofar as the shares concerned are used in accordance with the aforementioned authorizations under Item (2) clauses b) to f) above. In addition, the subscription rights of shareholders are excluded in respect of fractional amounts in instances in which the shares are sold through a public offer addressed to all shareholders.

9. Authorization to acquire own shares using derivatives

It is intended that the Company be authorized to acquire own shares using equity derivatives. The corresponding authorization will apply in addition to the authorization to acquire own shares in accordance with Section 71 (1) No. 8 of the German Stock Corporation Act, which is covered in Item 8 on this Agenda.

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

- (1) Supplementing the authorization to acquire own shares to be submitted for approval by the Annual General Meeting on February 17, 2011 under Item 8 on the Agenda, the acquisition of Infineon Technologies AG shares as provided for in this authorization may also be effected using equity derivatives. The Management Board is authorized (1) to sell options that when exercised require the Company to acquire Company shares (put options) and (2) to acquire options

that when exercised entitle the Company to acquire Company shares (call options). The acquisition may furthermore be effected using a combination of put and call options (referred to collectively hereinafter as “equity derivatives” or “derivatives”). Shares may also be acquired using equity derivatives via a bank that is engaged to complete the acquisition through a defined repurchase program under the terms specified below; the rules defined by the Annual General Meeting of February 17, 2011 under Item 8 (1) c) on the Agenda apply as appropriate.

The total number of shares underlying the equity derivatives employed in accordance with this authorization may not exceed 5% of the current share capital; the shares acquired through the exercise of this authorization are to be counted toward the acquisition threshold for the shares acquired in accordance with the authorization covered in Item 8 on the Agenda (Item 8 (1) first paragraph). The term of the individual derivatives may in each case be no longer than 18 months, must expire by no later than February 16, 2016 and must be defined such that the acquisition of own shares on exercise of or to satisfy the derivatives cannot be effected after February 16, 2016.

- (2) The derivative transactions must be concluded with a bank or via the stock exchange. It must be ensured that obligations under the derivatives are met only using shares that have been acquired previously, in compliance with the principle of equal treatment, via the stock exchange at the current price of the share in Xetra trading (or a comparable successor system) at the time of acquisition via the stock exchange. The price agreed in the derivative (excluding incidental acquisition costs but taking into account the option premium paid or received) for the acquisition of a share when options are exercised may be no more than 10% above and no more than 30% below the arithmetic mean of the closing prices of the share in Xetra trading (or a comparable successor system) on the last three exchange trading days prior to the conclusion of the derivative transaction.

The acquisition price paid by the Company for derivatives may not be substantially higher than, and the sale price received by the Company for derivatives may not be substantially lower than, the theoretical market value of the options concerned as determined in accordance with accepted methods of financial mathematics, it being the case that the factors to be considered in determining the theoretical market value include the agreed exercise price.

- (3) If own shares are acquired using equity derivatives in accordance with the foregoing rules, any right of the shareholders to conclude such derivative transactions with the Company will be excluded in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (Aktiengesetz). The shareholders similarly have no right to conclude derivative transactions with the Company insofar as arrangements for the conclusion of derivative transactions include a preferred offer for the conclusion of derivative transactions concerning small volumes of shares.

- (4) Shareholders have a right to sell their Infineon shares in this connection only insofar as the Company is required to accept the shares under the derivative transactions. No other right to sell shares will apply in this connection.
- (5) The rules defined by the Annual General Meeting of February 17, 2011 under Item 8 (2) and (3) on the Agenda apply as appropriate in respect of the use of own shares acquired using equity derivatives.

10. Approval of the conclusion of a settlement with former Management Board member Dr. Ulrich Schumacher

Infineon Technologies AG concluded a settlement with Dr. Ulrich Schumacher, who left the Management Board of Infineon Technologies AG in March 2004, on December 23, 2010 in order to bring the dispute between Infineon Technologies AG and Dr. Schumacher to an end. The matters in dispute involve claims for compensation and reimbursement on the part of Infineon Technologies AG against Dr. Schumacher for breach of duty and claims on the part of Dr. Schumacher against Infineon Technologies AG for payment of his outstanding severance pay and transitional allowance through to his reaching pensionable age. This settlement can only take effect once approved by the Annual General Meeting in accordance with Section 93 (4) sentence 3 of the German Stock Corporation Act.

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

The following settlement between Infineon Technologies AG and Dr. Ulrich Schumacher dated December 23, 2010 is approved:

1. Dr. Schumacher will receive a pension of € 560,000 a year, in accordance with his pension entitlement at the time he left Infineon, from April 1, 2018. The terms of this pension entitlement will apply.
2. Infineon will not object to the claim for payment of this pension on the basis of any matters in respect of which Dr. Schumacher has been accused of breach of duty during his service on the Management Board.
3. The signing of this agreement will settle all reciprocal claims of the parties, other than the obligation to pay the pension defined in point 1. above, and all claims of Dr. Schumacher against Mr. Max Dietrich Kley irrespective of their legal basis unless otherwise indicated below. The parties will end all pending legal proceedings and make no claims for costs in respect thereof. The settlement explicitly includes, but is not limited to, the following provisions:
 - a) Dr. Schumacher will waive his rights under the judgment of the Hamburg District Court (*Landgericht Hamburg*) of July 7, 2006 (case number 324 O 61/06) as presented in the judgment of the Hanseatic High Court Hamburg (*Hanseatisches Oberlandesgericht Hamburg*) of February 27, 2007 (case reference 7 U 106/06) with the exception of Item 1.1, will make no other claims, specifically including claims for compensation, due to the statements of Mr. Max Dietrich Kley contested in

the aforementioned proceedings and will refrain from making any further claims for reimbursement of costs in the aforementioned proceedings including the proceedings concerning the appeal against denial of leave to appeal (*Nichtzulassungsbeschwerde*) (BGH, VI ZR 116/07). The only exceptions will be claims for reimbursement of costs already lodged for assessment and any claims for reimbursement of costs based on costs already incurred or to be incurred in the associated cost assessment proceedings.

- b) Dr. Schumacher will withdraw his complaint in the case Dr. Schumacher vs. Infineon before Munich I District Court (*Landgericht München I*) (case reference 5HK O 1154/06). Infineon undertakes not to file any application for costs or assessment of costs.
- c) The parties will pursue no claims against each other in respect of the matter underlying the securities class action against Infineon and Dr. Schumacher pending in the USA and will mutually forgo all existing and future claims associated with this matter. Infineon will pay attorneys' fees for Morrison & Foerster, the firm appointed to defend Infineon and Dr. Schumacher jointly, and for Freshfields and Simpson Thacher, the shadow counsel appointed to advise Dr. Schumacher, up to a maximum annual amount of US\$ 200,000. Dr. Schumacher undertakes to assist Infineon internally with the defense against this securities class action and against any further proceedings based on this matter.

11. Amendments to the Articles of Association

(1) Convocation and Passing of the Resolutions

The ways in which Supervisory Board meetings can be convened and resolutions of the Supervisory Board passed are defined in § 9 of the Articles of Association. However, certain of these provisions of the Articles of Association merely reproduce the corresponding statutory provision and can consequently be deleted. Certain other rules have been rendered obsolete by changes in technology, moreover, while others require frequent amendment and are thus better rescinded in the Supervisory Board rules of procedure. It is consequently intended that § 9 of the Articles of Association be revised and simplified.

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

§ 9 of the Articles of Association (Convocation and Passing of the Resolutions) is rescinded and replaced with the following new text:

“§ 9 Convocation and Passing of the Resolutions

- (1) The Chairman convenes the meetings of the Supervisory Board in writing, by facsimile or using electronic means of communication with a period of notice of at least two weeks. The day on which the notice of the meeting is sent out and the day of the meeting itself are not included in this

period of notice. In case of urgency, the Chairman can shorten the period of notice to three days and can also convene the meeting orally or by telephone.

- (2) Notice of the meeting must be accompanied by information about the items on the agenda.
 - (3) The Chairman leads the meetings of the Supervisory Board.
 - (4) The Supervisory Board has a quorum if at least half of its members as required by statute participate in passing resolutions.
 - (5) Resolutions are passed with a simple majority of the votes cast, unless statute otherwise requires. This also applies to elections. In the case of a tie in the voting, the Chairman of the Supervisory Board has two votes if voting is carried out a second time on the same item and again results in a tie.
 - (6) Resolutions of the Supervisory Board shall generally be passed at meetings. The Supervisory Board may specify in its rules of procedure that the meetings of the Supervisory Board may also be held in the form of a telephone or video conference or that individual members of the Supervisory Board may participate in the meetings by way of telephone or video communication. Absent members of the Supervisory Board may also participate in the passing of resolutions by arranging to submit a written vote via another member of the Supervisory Board or by casting their vote to the Chairman of the Supervisory Board by telephone, facsimile or telex or using other electronic means of communication; at the order of the Chairman of the Supervisory Board, the Supervisory Board may also pass resolutions without holding meetings by submitting votes to the Chairman of the Supervisory Board in writing, by telephone, facsimile or telex, or using other means of telecommunication expressly including e-mail. Objections to this procedure are not permitted.
 - (7) The Chairman acts for the Supervisory Board if it is necessary to issue or receive declarations in order to implement Supervisory Board resolutions. Other Supervisory Board documents and announcements are to be signed by the Chairman.”
- (2) Supervisory Board Remuneration
- The provisions concerning remuneration for the Company's Supervisory Board have been unchanged for many years and the rewards provided under the existing remuneration system are relatively poor for a company of the size and caliber of Infineon. Most importantly, however, the structure of remuneration has become rather dated and does not adequately reflect the high technical and personal demands placed on members of the Supervisory Board. It is therefore to be changed.

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

§ 11 of the Articles of Association (“Remuneration”) is rescinded and replaced with the following new text:

“§ 11 Remuneration

(1) Each member of the Supervisory Board receives, for each fiscal year, (a) a fixed remuneration component (basic remuneration) and (b) a variable remuneration component based on the performance of the Company. Supervisory Board members tasked with performing certain functions receive (c) an additional allowance to compensate them for the additional work involved. The total remuneration comprises the following:

(a) The fixed remuneration component (basic remuneration) amounts to EUR 50,000.

(b) The variable remuneration component amounts to EUR 1,500 for every EUR 0.01 by which earnings per share exceed a minimum threshold of EUR 0.30. This minimum threshold will be increased by EUR 0.03 every year. The first increase will take effect for the fiscal year beginning October 1, 2011. The variable remuneration component is determined in each case on the basis of the undiluted earnings per share from continuing operations determined in accordance with the pertinent financial reporting regulations. The variable remuneration component is limited to EUR 50,000 per fiscal year.

(c) Additional allowances are paid in the amount of EUR 50,000 for the Chairman of the Supervisory Board, EUR 37,500 for each of his Vice-Chairmen, EUR 25,000 for the Chairman of the Investment, Finance and Audit Committee and the Chairman of the Strategy and Technology Committee and EUR 15,000 for each member of a Supervisory Board committee other than the Nomination Committee and the Mediation Committee. The additional allowance is payable only if the body to which the Supervisory Board or committee member belongs has convened or passed resolutions in the fiscal year concerned. A member of the Supervisory Board performing more than one of the functions indicated receives only the largest single additional allowance payable to a member performing the functions concerned.

Supervisory Board members who join or leave the Supervisory Board or a committee or take up or leave a particular function before the end of a fiscal year receive one twelfth of the relevant annual remuneration for each month commenced in which they hold the associated position or perform the associated function.

(2) The Company grants each member of the Supervisory Board a meeting participation fee of EUR 2,000 in respect of each Supervisory Board meeting in which a member of the Supervisory Board participated in person. The meeting participation fee is paid only once in cases in which more than one meeting is held on a given day.

(3) The Company reimburses the members of the Supervisory Board for their expenses and any associated value-added

tax to be deducted from them. The Company also pays any value-added tax incurred on their total remuneration and meeting attendance fees for the members of the Supervisory Board. The members of the Supervisory Board are covered by a directors’ and officers’ group liability insurance policy insofar as the Company maintains one. This policy may provide for an appropriate deductible to be applied. The Company pays the premiums for the insurance policy.

(4) The basic remuneration and the additional allowance are due for payment within a month of the end of the fiscal year, the variable remuneration is due for payment at the end of the first Annual General Meeting following the fiscal year to which the remuneration relates and the meeting attendance fee is due for payment within a month of the relevant meeting.”

The first period to which the new provisions on remuneration apply is the fiscal year beginning on October 1, 2010.

Reports of the Management Board

Report of the Management Board concerning Item 8 on the Agenda

The authorization to acquire and use own shares is intended to enable the Company to use the shares acquired for any legally permitted purpose. The shares acquired may be sold through the stock exchange or by means of a public offer to all shareholders, both of which cases comply with the statutory principle of equal treatment, or recalled, in which case there are no such restrictions, or they may be used in particular for the purposes described below. We believe the following to be the most important factors:

– Own shares as an acquisition currency

First of all we would like to be able to offer own shares in connection with company mergers and company acquisitions, as it can be advantageous in some cases not to make the entire purchase price available from an authorized capital. One of the advantages of using own shares can be to avoid the dilution effect typically associated with acquisitions completed using newly created shares.

– Sale to third parties for cash payment

We would also like to be able to sell own shares to third parties, especially institutional investors, for cash payment with the subscription rights of the shareholders excluded in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act. Such an option would be in the interests of the Company, as it would enable us to react quickly and flexibly to favorable conditions on the stock exchange and cover short-term capital requirements. The shares can only be sold under this proposal at a price (excluding incidental acquisition costs) that is not substantially lower than the share price established in the Xetra (or comparable successor system) opening auction on the day of the sale and the Management Board will ensure that any discount with respect to the stock exchange price is as

small as possible given the prevailing market conditions at the time of placement. Furthermore the Management Board will make use of this authorization only in such a way that the total value of the shares sold to third parties for cash payment with the subscription rights of the shareholders excluded does not exceed 10% of the share capital either with respect to the time of this authorization becoming effective or with respect to the time of its exercise. Shares issued or used with the subscription rights of the shareholders excluded in direct or analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act will be counted toward this threshold. Also to be counted toward the threshold are those shares that have already been issued or can still be issued in future to service conversion or option rights insofar as the underlying bonds were issued during the lifetime of this authorization with the subscription rights of the shareholders excluded in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act.

- Own shares to service bonds with warrants and convertible bonds

We also wish to be able to use own shares to service bonds with warrants and convertible bonds (“bonds”) that have already been or will in future be issued or guaranteed by the Company. Although there are conditional capitals of sufficient volume available for such bonds already issued by the Company, the terms of such bonds usually state that any conversion obligations may also be met using own shares. This option also harbors benefits in terms of enhanced flexibility. One of the advantages of using existing own shares for this purpose is that there is then no need to create new shares, so the dilution effect typically associated with capital increases when making use of conditional capital is avoided.

- Own shares to meet obligations under the Stock Option Plan 2006 and the Stock Option Plan 2010

We also wish to be able to offer own shares to holders of subscription rights from the Stock Option Plan 2006 and the Stock Option Plan 2010. The Stock Option Plan 2006 approved by the Annual General Meeting of February 16, 2006 in relation to Item 6 on the Agenda and the Stock Option Plan 2010 approved by the Annual General Meeting of February 11, 2010 in relation to Item 12 on the Agenda can be serviced using the conditional capitals available for this purpose, but also using own shares. It is intended that the latter will be made possible by the authorization to acquire and use own shares proposed under Item 8 on the Agenda for this year’s Annual General Meeting. The reasons for this are essentially the same as those explained under the previous item.

- Own shares to be offered or transferred to employees

We additionally wish to be able to offer own shares for sale to or transfer own shares to employees of the Company or of companies affiliated with the Company. The use of own shares for this purpose is actually provided for in Section 71 (1) No. 2 of the German Stock Corporation Act, but only

with certain restrictions such as a maximum period for issue of one year. It may therefore be expedient also to use own shares that the Company has acquired under the terms of an authorization granted pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act as employee shares.

Subscription rights of the shareholders in respect of these shares must be excluded in all of the cases presented so that the shares can be used for the purposes described. The administration will examine in every case whether it is appropriate to use own shares of the Company for the measures indicated. When making their decision, the corporate bodies will be guided by the interests of the shareholders and of the Company and will carefully consider whether the exclusion is necessary in the interests of the Company. Only if these conditions are met will the measure be taken and the subscription rights of the shareholders excluded. The Management Board will report on aspects including the decision about and the circumstances of the purchase in each case at the subsequent Annual General Meeting as indicated in Section 71 (3) of the German Stock Corporation Act.

Acquisition methods:

According to the resolution proposed, the shares may be acquired via the stock exchange and via a public purchase offer. Section 71 (1) No. 8 of the German Stock Corporation Act states that the method of purchasing via the stock exchange in itself satisfies the requirements of the principle of equal treatment. Any disadvantage to shareholders is similarly excluded in the case of a public purchase offer. It is intended that the Company should in addition have the option of engaging a bank to conduct the acquisition as part of a defined repurchase program in which the bank undertakes to acquire either an agreed number of shares or shares for a previously defined total purchase price, on a previously defined minimum number of trading days in Xetra trading (or a comparable successor system) and in any case by no later than the end of a previously agreed period, and to transfer them to the Company. The fact that the bank acquires the shares via the stock exchange under the same terms as apply in the case of acquisition by the Company means that the principle of equal treatment is also upheld in this respect.

Report of the Management Board concerning Item 9 on the Agenda

It is intended that limited use of equity derivatives to acquire own shares be permitted in addition to the options provided under Item 8 on the Agenda. It may be advantageous for the Company to sell put options or acquire call options rather than acquiring Company shares directly. The Management Board intends to use put and call options (also referred to collectively hereinafter as “derivative transactions” or “equity derivatives”) only as a supplement to conventional share repurchase actions.

When it sells a put option, the Company grants the acquirer the right to sell Infineon shares to the Company at a price specified in the put option (exercise price). The Company receives in exchange an option premium corresponding to the value of the right of sale taking into account the exercise price, the term

of the option and the volatility of the Infineon share. If the put option is exercised, the option premium paid by the acquirer of the put option reduces the total amount paid by the Company to acquire the share. It makes economic sense for the holder to exercise the put option if the price of the Infineon share at the time of exercise is lower than the exercise price, as the option then enables the holder to realize a higher sale price than would otherwise be possible at the time. The advantage of using put options to repurchase shares from the Company's perspective is that the exercise price is established as soon as the option transaction is concluded but the liquidity is not lost until the exercise date. The overall charge to the Company for the acquisition of the shares, moreover, is lower than the share price when the option transaction is concluded thanks to the option premium received. If the holder chooses not to exercise the option because the share price on the exercise date is higher than the exercise price, the Company cannot acquire own shares by this means but does retain the option premium received.

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

The term of the individual derivatives must expire by no later than February 16, 2016 and must be defined such that the acquisition of Infineon shares on exercise of or to satisfy the derivatives cannot be effected after February 16, 2016. The authorization is thus intended to make full use of the five-year period permitted by law, but with the restriction that the term of individual options may not exceed 18 months in each case. This ensures that there is an appropriate time limit on obligations arising from the individual option transactions. The entire acquisition volume via put and call options is capped at 5% of the current share capital.

The derivative transactions must be concluded with a bank or via the stock exchange. It must be ensured that obligations under the derivatives are met only using shares that have been acquired previously, in compliance with the principle of equal treatment, via the stock exchange at the current price of the share in Xetra trading (or a comparable successor system) at the time of acquisition via the stock exchange.

The acquisition price to be paid by the Company for the shares is the exercise price specified in the relevant put or call option. The price to be paid for an Infineon share when put or call options are exercised (exercise price) may be higher or lower than the stock exchange price of the Infineon share when the put option is sold or the call option is acquired. The price agreed in the

derivative (excluding incidental acquisition costs but taking into account the option premium paid or received) for the acquisition of a share when options are exercised may be no more than 10% above and no more than 30% below the arithmetic mean of the closing prices of the share in Xetra trading (or a comparable successor system) on the last three exchange trading days prior to the conclusion of the derivative transaction.

The acquisition price paid by the Company for derivatives may not be substantially higher than, and the sale price received by the Company for derivatives may not be substantially lower than, the theoretical market value of the options concerned as determined in accordance with accepted methods of financial mathematics, it being the case that the factors to be considered in determining the theoretical market value include the agreed exercise price.

The fact that the option premium and exercise price are specified in advance as described and the requirement that obligations under the options be met using only shares that have been acquired previously, in compliance with the principle of equal treatment, via the stock exchange makes sure that shareholders are never financially disadvantaged if the Company acquires own shares using options. The Company receives or pays a fair market price, so shareholders not involved in the derivative transactions suffer no disadvantage in value terms. The position of shareholders is equivalent to that when shares are repurchased via the stock exchange, as here too not all shareholders are actually able to sell shares to the Company. The specifications for the configuration of the options and the requirements in respect of the shares to be supplied ensure that this mode of acquisition also complies with the principle of equal treatment of shareholders. Consequently it is justifiable to exclude any right of shareholders to conclude the aforementioned derivative transactions with the Company in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act. Excluding the subscription rights of the shareholders will enable the Company to conclude derivative transactions quickly, an advantage it would forfeit if it had to make an offer to acquire the options to all shareholders. This gives the Company the flexibility it needs to respond swiftly to market developments.

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

The Management Board will report on aspects including the decision and the circumstances of the purchase in each case at the subsequent Annual General Meeting as indicated in Section 71 (3) of the German Stock Corporation Act.

Joint report of the Supervisory Board and Management Board concerning Item 10 on the Agenda

The agreement presented for approval under Item 10 on the Agenda is intended to bring to an end the dispute with former Chief Executive Officer Dr. Ulrich Schumacher, which involves a number of claims and counterclaims.

Dr. Schumacher became the Company's Chief Executive Officer in March 1999 and held this position until he resigned in March 2004. In December 2004, the Company and Dr. Schumacher signed a termination agreement under which Dr. Schumacher was to receive severance pay worth a total of EUR 5.25 million to be paid in two equal tranches in March and October 2005.

The Company's Supervisory Board learned in October 2005 that Dr. Schumacher had been named as a defendant in preliminary investigations being conducted by the public prosecutor into allegations of corruption. The Supervisory Board responded by notifying Dr. Schumacher that the second tranche of the severance pay would not be paid. Dr. Schumacher filed a claim for payment of the second tranche of the severance pay at Munich I District Court in December 2005 using the summary proceedings process. This claim was rejected on appeal in February 2007 by Munich Higher Regional Court.

Dr. Schumacher filed a further claim against the Company at Munich I District Court (case reference 5HK O 1154/06) in March 2006 in which he applied for an injunction and compensation in relation to various statements made by Mr. Kley in his capacity as Chairman of the Company's Supervisory Board. The court initially ordered that proceedings in relation to this claim be suspended until the appeal court announced a decision in the severance pay case. The parties did not resume the proceedings when the severance pay case was resolved by the courts and the proceedings hence remain suspended.

Dr. Schumacher also filed suit against Mr. Kley in person on the basis of the aforementioned statements in a separate case before Hamburg District Court (case number 324 O 61/06). The associated proceedings concluded in February 2007 with a judgment from the Hanseatic High Court Hamburg (case reference 7 U 106/06) upholding one of Dr. Schumacher's three original motions.

The criminal proceedings opened against Dr. Schumacher by Munich I District Court following the public prosecutor's investigation were preliminary stopped in October 2009 on payment of a sum of EUR 200,000.

The settlement presented to the Annual General Meeting for approval resolves all reciprocal claims between the Company and Dr. Schumacher. The Company will forgo repayment of the first tranche of the severance pay in the amount of EUR 2.625 million, the repayment of bonuses in the amount of EUR 0.9 million and the enforcement of compensation claims for various matters of a total order of magnitude of around EUR 5.8 million. Dr. Schumacher will forgo the payment of the second tranche of the severance pay in the amount of EUR 2.625 million and the enforcement of the transitional allowance through to his reaching pensionable age in the amount of EUR 5.9 million.

The settlement provides for Dr. Schumacher to receive his contractually agreed pension in the amount of EUR 560,000 a year from April 1, 2018.

Dr. Schumacher will in addition refrain from seeking to enforce rights under the Hanseatic High Court Hamburg judgment in the personal case concerning comments by Mr. Kley and will withdraw the case against the Company concerning comments by Mr. Kley that is still pending with Munich I District Court.

Securities class action suits against the Company and former members of the Management Board (including Dr. Schumacher) were filed with various district courts in the USA between September and November 2004 and then subsequently combined for hearing by the Northern California district court. The consolidated and enlarged suit claims violations of US securities laws and alleges that public statements made by the defendants in relation to the Company's historical and projected financial results and its competitive position were materially false and misleading because they did not disclose the Company's alleged involvement in anticompetitive price-fixing in the DRAM chip market. The suit also asserts that the defendants manipulated the price of the Company's shares by means of these price-fixing agreements to the detriment of its shareholders.

These matters are currently the subject of arbitration proceedings. Further information may be found in the Annual Report under note 38 to the consolidated financial statements in the section entitled "Litigation and Government Inquiries".

The Company has absolutely no reason to suspect any breach of duty on the part of Dr. Schumacher in this connection and the parties have therefore agreed not to pursue any claims against each other in respect of the matter underlying the securities class action and to forgo all existing and future claims against each other in connection with this matter. Infineon will pay attorneys' fees for Morrison & Foerster, the firm appointed to defend Infineon and Dr. Schumacher jointly, and for Freshfields and Simpson Thacher, the shadow counsel appointed to advise Dr. Schumacher, up to a maximum annual amount of US\$ 200,000. Dr. Schumacher undertakes to assist Infineon internally with the defense against this securities class action and against any further proceedings based on this matter.

Information relating to Item 6 on the Agenda

Item 6 on the Agenda involves the holding of an election to the Supervisory Board. We make the following disclosures concerning the candidate (shareholder representative) proposed for the election in accordance with Section 125 (a) sentence 5 of the German Stock Corporation Act:

Mr. Wolfgang Mayrhuber currently holds the following additional mandates:

Memberships of Supervisory Boards whose existence is required by law:

Bayerische Motoren Werke AG, Munich

Münchener Rückversicherungs-Gesellschaft AG, Munich

Lufthansa Technik AG, Hamburg

Memberships of equivalent supervisory bodies of commercial enterprises in and outside Germany:

Austrian Airlines AG, Vienna, Austria (member of the supervisory board)

UBS AG, Zurich and Basel, Switzerland (member of the supervisory board)

Heico Corp., Hollywood, Florida, USA (member of the board of directors)

Total number of shares and voting rights

The share capital of the Company in the amount of EUR 2,173,484,170.00 is divided into 1,086,742,085 no par value shares at the time of the calling of the Annual General Meeting. Each no par value share carries one vote, so at the time of the calling of the Annual General Meeting there are 1,086,742,085 voting rights. The Company holds no own shares. There are no shares of other types.

Necessary conditions for participation in the Annual General Meeting and exercise of voting rights

1. All shareholders who have registered for the Annual General Meeting by no later than the end of February 10, 2011 and are entered in the Company's stock register are entitled to participate in the Annual General Meeting and to exercise their voting rights pursuant to § 14 of the Articles of Association.

Registrations may be submitted in text form

- to the following address
Infineon Hauptversammlung 2010
81056 München
Germany,
or to fax number
+49 (0)89 234 955 0153
or to the following e-mail address
hv2011@infineon.com

or electronically

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

You will need a personal access code, which is sent to you with the Annual General Meeting documents, in order to use the electronic registration option at www.infineon.com/agm. If you have already registered for electronic delivery of the Annual General Meeting documents, please use the personal access code you have already chosen.

2. Shareholders who are entered in the Company's stock register may exercise their voting rights themselves or appoint a willing proxy, for example a bank or a shareholders' association, to exercise their voting rights at the Annual General Meeting. It is necessary to register in good time even if a proxy is to be used.
3. Shareholders who are entered in the Company's stock register may alternatively exercise their voting rights without

attending the Annual General Meeting by means of a mail ballot. It is also necessary to register in good time if intending to use a mail ballot.

Please refer to the section entitled "Voting procedure including the use of proxies and mail ballots" for details of how to appoint a proxy and vote using a mail ballot.

Participation and voting rights are based on the shareholding entered in the stock register on the day of the Annual General Meeting. Please be aware that for procedural reasons, no transfer entries can be made in the stock register between February 11, 2011 and the day of the Annual General Meeting inclusive.

If you intend to participate in the Annual General Meeting either in person or through a proxy, please register as soon as possible so as to facilitate the organization of the meeting.

Registering for the Annual General Meeting will not result in your shares being blocked, so you can continue to make use of your shares without restriction even after registration is complete.

Voting procedure including the use of proxies and mail ballots

1. Once properly registered, you may attend the Annual General Meeting in person and exercise your right to vote yourself.
2. Shareholders who wish to exercise their right to vote at the Annual General Meeting through a proxy rather than directly themselves must ensure that they grant their intended proxy a proper power of attorney. Shareholders wishing to use a proxy must consider the following:
 - a. If neither a bank nor a shareholders' association nor another person or institution equivalent thereto in accordance with Section 135 (8) and (10) of the German Stock Corporation Act is named as a proxy, the power of attorney must be granted either
 - (i) in text form or electronically via the Internet vis-à-vis Infineon Technologies AG using one of the addresses listed above for registration or
 - (ii) in text form directly vis-à-vis the proxy (in which case the Company must be notified in text form of the appointment of the proxy).

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

If they so wish, shareholders and/or their proxies may notify the Company of the appointment of the proxy or of the withdrawal of the power of attorney in text form using one of the addresses listed above for registration. Such notification can also be given on the day of the Annual General Meeting at the Annual General Meeting check-in and check-out points.

- b. The pertinent statutory provisions, in particular Section 135 of the German Stock Corporation Act, apply when granting a power of attorney to banks, shareholders' associations and other persons or institutions equivalent thereto in accordance with Section 135 (8) and (10) of the German Stock Corporation Act and when

providing notification of or revoking such a power of attorney. Please also note any rules imposed in this respect by the banks, shareholders' associations and other persons or institutions concerned.

- c. If the shareholder grants a power of attorney to more than one person, the Company may reject one or more of these people in accordance with Section 134 (3) second sentence of the German Stock Corporation Act in conjunction with § 16 (2) third sentence of the Articles of Association.
- d. If a bank is entered in the stock register as the holder of shares that it does not own, it may not exercise voting rights in relation to these shares unless authorized to do so.
- e. Shareholders can also opt to be represented at the Annual General Meeting by Company employees selected by Infineon ("employee proxies"). Employee proxies must be issued explicit instructions on how the voting right is to be used for each item on the Agenda. Employee proxies are bound to vote in accordance with the instructions issued to them. Employee proxies can be granted a power of attorney and issued with instructions either in text form or via the Internet using one of the addresses listed above for registration.

Please note that employee proxies (a) will not accept instructions to speak, to submit objections to Annual General Meeting resolutions or to ask questions or introduce proposals and that they (b) are available to vote only on proposals in respect of which recommendations made by the Management Board and/or Supervisory Board in accordance with Section 124 (3) of the German Stock Corporation Act or by shareholders in accordance with Section 124 (1) of the German Stock Corporation Act are included with the present document giving notice of the Annual General Meeting or announced subsequently or that are made available in accordance with Section 126 and Section 127 of the German Stock Corporation Act.

- f. Powers of attorney and instructions for the Company's employee proxies may be issued, amended or revoked
 - (i) in text form using the address Infineon Hauptversammlung 2011, 81056 München, Germany, until February 16, 2011,
 - (ii) in text form using fax number +49 (0)89 234 955 0153 or the e-mail address hv2011@infineon.com until February 17, 2011, 12 noon Central European Time or
 - (iii) electronically via the Internet at www.infineon.com/agm until the end of the general debate at the Annual General Meeting.

Admissibility will be determined in all of these cases on the basis of the date and time of the receipt of the power of attorney or instruction by Infineon. Powers of attorney and instructions can also be issued to the Company's employee proxies or revoked at the Annual General Meeting check-in and check-out points on the day of the Annual General Meeting.

- 3. Shareholders wishing to exercise their voting rights using a mail ballot must consider the following:
 - a. Mail ballots can be submitted in text form or electronically via the Internet using one of the addresses listed above for registration until the end of February 10, 2011. Shareholders wishing to exercise their voting rights electronically via the Internet using the method defined by the Company at www.infineon.com/agm will need their shareholder number and personal access code. Admissibility will be determined in all of these cases on the basis of the date and time of receipt by Infineon.
 - b. Please note that shareholders using a mail ballot will only be able to vote on proposals in respect of which recommendations made by the Management Board and/or Supervisory Board in accordance with Section 124 (3) of the German Stock Corporation Act or by shareholders in accordance with Section 124 (1) of the German Stock Corporation Act are included with the present document giving notice of the Annual General Meeting or announced subsequently or that are made available in accordance with Section 126 and Section 127 of the German Stock Corporation Act.
 - c. Duly authorized banks, shareholders' associations and other persons or institutions equivalent thereto in accordance with Section 135 (8) and (10) of the German Stock Corporation Act may also make use of the option of mail ballots.
 - d. Mail ballots submitted in good time by the end of February 10, 2011 may be amended or revoked
 - (i) in text form using the address Infineon Hauptversammlung 2011, 81056 München, Germany, until February 16, 2011,
 - (ii) in text form using fax number +49 (0)89 234 955 0153 or the e-mail address hv2011@infineon.com until February 17, 2011, 12 noon Central European Time or
 - (iii) electronically via the Internet at www.infineon.com/agm until the end of the general debate at the Annual General Meeting.

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

Forms for registration, granting a power of attorney and mail ballots

Shareholders may register, appoint a proxy and vote by mail ballot using the form included in the registration pack or by any other formally acceptable method. There is also a universal power of attorney and mail ballot form available to download from our website at www.infineon.com/agm. We will be happy to send you this form free of charge on request. A power of attorney can also be granted using the power of attorney cards in the voting card pack. Shareholders wishing to appoint as proxy a bank, a shareholders' association or another person or institution equivalent thereto in accordance with Section 135 (8) and (10) of the German Stock Corporation Act should consult with their intended proxy on the method by which power of attorney is to be granted.

Rights of shareholders

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

1. Additions to the Agenda

Section 122 (2) of the German Stock Corporation Act entitles shareholders whose share holdings amount in aggregate to one twentieth of the share capital (equal to EUR 108,674,209) or reach the nominal amount of EUR 500,000 to demand that items be added to the Agenda and announced. Each new item must be accompanied by an argument in its favor or a proposed resolution. The demand must be submitted to the Management Board of the Company in writing and must be received by the Company at least 30 days prior to the meeting, that is to say by no later than 12 midnight Central European Time on January 17, 2011. According to Section 122 (2), (1) in conjunction with Section 142 (2) sentence 2 of the German Stock Corporation Act, the shareholders concerned must verify that they have owned the shares at least since 0.00 a.m. Central European Time on November 17, 2010.

2. Counterproposals and proposal of candidates for elections

Section 126 (1) of the German Stock Corporation Act entitles every shareholder to submit counterproposals in response to the resolutions proposed on the items on the Agenda. If the counterproposals are to be made available by the Company, they must be directed to the following address at least 14 days prior to the meeting, that is to say by no later than 12 midnight Central European Time on February 2, 2011:

Infineon Technologies AG
Investor Relations
Am Campeon 1–12
85579 Neubiberg
Germany
(Fax: +49 (0)89 234 955 0153)
E-mail: hv2011@infineon.com

Counterproposals sent to other addresses will not be made available.

Subject to Section 126 (2) and (3) of the German Stock Corporation Act, we will publish shareholder counterproposals that are to be made available on the Internet at www.infineon.com/agm together with the name of the shareholder, the argument in favor of the counterproposal and any observations of the administration in relation to the counterproposal.

Pursuant to Section 127 of the German Stock Corporation Act, these regulations also apply as appropriate to shareholder proposals in respect of candidates for Supervisory Board elections and the selection of the auditor, although such proposals need not be accompanied by an argument in favor. Section 126 (2) of the German Stock Corporation Act defines a number of grounds that exempt the Management Board from any duty to make available the proposal of a candidate for an election. Other grounds include the omission from the proposal of the candidate's name, practiced profession and place of residence. A shareholder proposal in respect of candidates for Supervisory Board elections that omits to enclose details of the proposed Supervisory Board candidate's membership of other supervisory boards whose existence is required by law as defined in Section 125 (1) sentence 5 of the German Stock Corporation Act need similarly not be made available.

3. Right to information

Section 131 (1) of the German Stock Corporation Act affords every shareholder the right to receive information about the affairs of the Company from the Management Board on request at the Annual General Meeting insofar as this information is necessary in order to assess an item on the Agenda properly and no right to refuse information applies. The Management Board's duty to disclose information also extends to the legal and commercial relationships between Infineon Technologies AG and the companies affiliated with it. This duty to disclose information additionally encompasses the position of the Infineon Group and the companies included in the Infineon consolidated financial statements.

Information and documents for the Annual General Meeting

The information and documents indicated in Section 124a of the German Stock Corporation Act may be viewed and downloaded via the Internet at www.infineon.com/agm. All of the documents that are required by law to be made available to the Annual General Meeting will be available for inspection at the Annual General Meeting. The following also applies in respect of the documents made available in connection with specific items on the Agenda:

Concerning Items 8 and 9 on the Agenda: the principal features of the Stock Option Plan 2006 agreed by the Annual General Meeting of February 16, 2006 in relation to Item 6 on the Agenda and the Stock Option Plan 2010 agreed by the Annual

General Meeting of February 11, 2010 in relation to Item 12 on the Agenda may be inspected as part of the respective notarial transcript of the Annual General Meeting in the commercial register at the Munich Local Court (Amtsgericht München). They are also available, as part of the documents giving notice of the 2006 and 2010 Annual General Meetings, from the corresponding area of the Company's website and at www.infineon.com/agm, from where they can also be downloaded. They will in addition be available for inspection at the Annual General Meeting.

Holders of American Depositary Shares (ADS) will receive the information they need for the Annual General Meeting directly from Deutsche Bank (Depositary).

Broadcasting of the Annual General Meeting

The entire Annual General Meeting on February 17, 2011 will be broadcast live on the Internet at www.infineon.com/agm from 10.00 a.m. for shareholders of Infineon Technologies AG provided that the Chairperson of the Annual General Meeting permits the broadcast. Shareholders will need their shareholder number and associated personal access code to obtain online access. This live broadcast will not allow participation in the Annual General Meeting for the purposes of Section 118 (1) sentence 2 of the German Stock Corporation Act.

Subject to the consent of the Chairperson of the Annual General Meeting, the speeches of the Management Board and the Chairman of the Supervisory Board at the start of the meeting will be made available to all interested parties live on the Internet and subsequently in the form of recordings (<http://www.infineon.com/agm>). The proceedings of the Annual General Meeting will not otherwise be recorded.

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

The document giving notice of the Annual General Meeting was published in the electronic version of the German Federal Gazette on January 4, 2011.

Best regards,

Infineon Technologies AG
The Management Board

Infineon Technologies AG

Chairman of the Supervisory Board:

Prof. Dr. Klaus Wucherer

Management Board: Peter Bauer (CEO), Dominik Asam,
Prof. Dr. Hermann Eul, Dr. Reinhard Ploss

Registered Office: Neubiberg

Commercial Register: Amtsgericht München HRB 126492

