



NOTICE OF

Annual General Meeting
of Infineon Technologies AG
on February 28, 2013

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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 28, 2013, at 10.00 a.m. Central European Time (CET) at the ICM (International Congress Center Munich), which is located at Am Messesee 6, Messegelände, 81829 Munich, Germany.

Agenda

- 1. Submission of the approved Separate Financial Statements of Infineon Technologies AG and the approved Consolidated Financial Statements, each as of September 30, 2012, of the Management Reports for Infineon Technologies AG and the Infineon Group, including the explanatory report on the disclosures pursuant to section 289, paragraph 4, and section 315, paragraph 4, of the German Commercial Code (*Handelsgesetzbuch – HGB*), and of the report of the Supervisory Board for the 2011/2012 fiscal year**

The aforementioned documents have been published on the Infineon website at www.infineon.com/agm and will also be made available to the Annual General Meeting where their content will be elucidated 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 Separate Financial Statements and Consolidated Financial Statements prepared by the Management Board and the Separate Financial Statements have thus been adopted in accordance with section 172, first sentence, of the German Stock Corporation Act (*Aktiengesetz – AktG*). A resolution of the Annual General Meeting in relation to this particular item on the agenda is not required.

2. Allocation of unappropriated profit

The Management Board and the Supervisory Board propose to allocate EUR 128,916,759.84 of the unappropriated profit (*Bilanzgewinn*) of EUR 129,636,759.84 reported by Infineon Technologies AG for the 2011/2012 fiscal year to pay a dividend of EUR 0.12 per qualifying share and to transfer the remaining sum amounting to EUR 720,000.00 to other revenue reserves (*andere Gewinnrücklagen*).

This proposal takes into account the 6 million own shares held at the time of the calling of the Annual General Meeting which do not qualify for payment of a dividend. If the number of shares qualifying for payment of a dividend changes at any time up to the point at which the resolution concerning the allocation of unappropriated profit is adopted, the Management Board and Supervisory Board will propose to the Annual General Meeting a correspondingly amended resolution concerning the allocation of unappropriated profit that still provides for the payment of a dividend of EUR 0.12 per qualifying share.

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

The Management Board and the Supervisory Board propose that the acts of the members of the Management Board active during the 2011/2012 fiscal year be approved in relation to this period.

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

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board active during the 2011/2012 fiscal year be approved in relation to this period.

5. Appointment of the auditor and the Group auditor for the 2012/2013 fiscal year and the auditor for the auditors' review of the Six-month Interim Financial Report pursuant to section 37w paragraph 5 of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) for the 2012/2013 fiscal year.

The Supervisory Board, concurring with the recommendation of its Investment, Finance and Audit Committee, proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed auditor and Group auditor for the 2012/2013 fiscal year and auditor for the auditors' review of the Six-month Interim Financial Report pursuant to section 37w paragraph 5 WpHG for the 2012/2013 fiscal year.

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

The Annual General Meeting is entitled pursuant to section 120 paragraph 4, first sentence, AktG to approve the compensation system for members of the Management Board. The compensation system introduced effective October 1, 2010 was approved with a large majority by the Annual General Meeting held on February 17, 2011. The Supervisory Board resolved during the 2011/2012 fiscal year to change that system, as a result of which it is being presented again to the Annual General Meeting for approval.

Changes only relate to the system's long-term variable compensation component, namely the long term incentive (LTI). The need to put new arrangements in place arises from the fact that the "Infineon Technologies AG Stock Option Plan 2010", on which the previous LTI was based, expires during the 2012/2013 fiscal year. The Supervisory Board has accordingly decided on a new LTI in the form of a "Performance Share Plan" which will take effect from the beginning of the 2013/2014 fiscal year and be awarded for the first time on October 1, 2013.

During the 2011/2012 fiscal year, the Supervisory Board engaged an external independent compensation expert to conduct a review of the compensation system for Management Board members. The expert concluded that the compensation system, including the changes brought about by the new LTI, complies in all respects with the applicable legal requirements and the recommendations of the German Corporate Governance Code.

The compensation system, together with the details of the new LTI, is described in detail in the Compensation Report for the fiscal year 2011/2012, which appears on pages 195 et seq. of the 2012 Annual Report as part of the combined Management Report. The Annual Report can be downloaded from the internet at www.infineon.com/agm and will also be available for inspection at the Annual General Meeting.

The Management Board and the Supervisory Board propose that the compensation system for members of the Management Board of Infineon Technologies AG be approved.

7. Authorization to acquire and use own shares

The authorization to acquire and use own shares passed by the Annual General Meeting on February 17, 2011 is to be revoked and replaced by a new authorization. The only significant difference between the new and previous authorization is that the conditions necessary for using own shares in conjunction with long-term variable compensation components have been changed. The purpose of these changes is to ensure that obligations resulting under the new Long Term Incentive plan discussed in Item 6 on the Agenda can be fulfilled.

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

- (1) Infineon Technologies AG ("Company") is authorized in the period through February 27, 2018 to acquire its own shares, within the statutory boundaries, in an aggregate amount not exceeding 10% of the share capital 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. 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 by companies in which the Company has a majority holding.

The Management Board shall decide whether own shares are to be acquired through the stock exchange (see a. below), by means of a public offer to purchase addressed to all shareholders or a public invitation to submit offers for sale (referred to collectively hereafter as "public purchase offer") (see b. below), or via a bank or other entity that meets the requirements of section 186 paragraph 5, first sentence, AktG (referred to collectively hereafter as "bank") and is engaged to complete the acquisition as part of a defined repurchase program (see c. below).

- a. If shares are acquired through the stock exchange, the purchase price per share (excluding incidental costs) paid by the Company may be no 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 in accordance with the calculation described 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 shall adopt a quotabased 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 may 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 (excluding incidental costs) paid by the Company may be no more than 10% above or below the price established in the Xetra (or comparable successor system) opening auction on the trading day and (iii) 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. Notwithstanding the above stipulations and subject to any further instructions issued by the Company, the bank may implement the repurchase program at its own discretion.
- (2) The Company is authorized – 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 – not only to sell Infineon shares acquired on the basis of this or an earlier authorization via the stock exchange or by means of a public offer, but also to utilize those shares for all legally admissible purposes, specifically including the following:
- a. The shares may be recalled without such recall or its implementation requiring any further resolution by the Annual General Meeting. Recall of the shares results in a reduction in share capital by the proportion attributable to the recalled shares. Contrary to this procedure, the Management Board may also stipulate that the share capital shall not be affected by the recall and that the proportion of non-recalled shares in the share capital be increased accordingly; the Management Board is authorized to amend the number of shares stated in the Articles of Association 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 and/or other assets that qualify for treatment as contributions in conjunction with acquisition transactions of the abovementioned nature.

- 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 number of the shares sold in these cases may not exceed 10% of the share capital as determined both at the time of this authorization becoming effective and at the time of its exercise. The 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, paragraph 3, fourth sentence, AktG is to be included in this number. 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, paragraph 3, fourth sentence, AktG.
 - 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" or the "Infineon Technologies AG Stock Option Plan 2010". If own shares are to be transferred to members of the Management Board, this authorization shall apply to the Supervisory Board.
 - f. The shares may be offered for purchase or awarded as compensation to members of the Company's Management Board, to members of the management board/board of directors of affiliated companies and to employees of the Company or affiliated companies; shares offered and awarded in this context may also be transferred to the relevant persons after termination of membership on representative bodies and/or employment contracts. The shares may also be transferred to a bank that has agreed to use the shares exclusively for the purposes stipulated in sentence 1. If own shares are to be offered for purchase or awarded/transferred to members of the Management Board, this authorization shall apply to the Supervisory Board.
- (3) The shares acquired on the basis of this or an earlier authorization may also be used to repay securities-backed loans taken out with a bank for one of the purposes stated in item (2) letters b. to f.
- (4) The authorizations stipulated in items (2) and (3) 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 are used in accordance with the aforementioned authorizations stipulated in items (2) and (3). 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.

- (5) The authorization to acquire and use own shares resolved at the Annual General Meeting on February 17, 2011 is revoked upon the new authorization becoming valid.

8. Authorization to acquire own shares using derivatives

The Company was also authorized by the Annual General Meeting held on February 17, 2011 to acquire own shares using derivatives. It is intended that this authorization will also be revoked and replaced by a new authorization, which, in turn, supplements the authorization to acquire and use own shares proposed in Item 7 on the Agenda.

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

- (1) Supplementing the authorization to acquire and use own shares proposed under Item 7 of the Agenda for the Annual General Meeting on February 28, 2013, the acquisition of Infineon Technologies AG ("Company") shares as provided for in this authorization may also be effected using equity derivatives. The Management Board is accordingly authorized (i) to sell options that when exercised require the Company to acquire Company shares ("put options") and (ii) to acquire options that when exercised entitle the Company to acquire Company shares ("call options") (put options and call options are referred to collectively hereafter as "derivatives"). The acquisition may furthermore be effected using a combination of put and call options.

Shares may also be acquired using derivatives via a bank or other entity that meets the requirements of section 186 paragraph 5, first sentence, AktG (referred to collectively hereafter as "bank") that is engaged – in conjunction with a defined repurchase program and on the conditions stated below – to acquire either an agreed number of shares or shares for a pre-determined total acquisition price by no later than the end of a previously agreed period with the aid of derivatives and to transfer those shares to the Company.

The total number of shares that can be acquired using derivatives may not exceed 5% of the Company's share capital, determined both at the time of this authorization becoming effective and the time of its exercise through the use of the derivative. The shares acquired through the exercise of this authorization are also to be counted toward the 10% threshold pursuant to point (1) of the authorization to acquire and use own shares proposed under Item 7 of the Agenda for the Annual General Meeting on February 28, 2013. The term of the individual derivatives may in each case be no longer than 18 months, must expire by no later than February 27, 2018 and must be defined such that the acquisition of own shares on exercise or satisfaction of the derivatives cannot be effected after February 27, 2018.

- (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 via the stock exchange, in compli-

ance with the principle of equal treatment, at the current price of the share in Xetra trading (or a comparable successor system) at the time of acquisition. 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 price of the share calculated at the opening auction in Xetra trading (or a comparable successor system) on the day the derivative transaction is concluded. 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 shall include the agreed exercise price.

- (3) If own shares are acquired using 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, paragraph 3, fourth sentence, AktG. 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 on February 28, 2013 under Item 7, points (2) to (4) on the Agenda shall apply as appropriate in respect of the use of own shares acquired using derivatives.
- (6) The authorization to acquire own shares using derivatives resolved at the Annual General Meeting on February 17, 2011 is revoked upon the new authorization becoming valid.

9. Revocation of Conditional Capital 2002 (section 4 paragraph 6 of the Articles of Association)

Conditional Capital 2002 (section 4 paragraph 6 of the Articles of Association) serves the purpose of granting shares to the holders of the convertible bonds issued in June 2003 and May 2009 by Infineon Technologies Holding B.V., the Netherlands, which is guaranteed by Infineon Technologies AG. The convertible bond issued in June 2003 was repaid on its due date, at which stage the related conversion rights expired. Conversion rights arising from the convertible bond issued in May 2009 can all be serviced out of Conditional Capital 2009/I (section 4 paragraph 7 of the Articles of Association). Conditional Capital 2002 is therefore no longer required to fulfill the Company's obligation to issue own shares if called upon.

The Management Board and Supervisory Board propose that Conditional Capital 2002 – approved by the Annual General Meeting on January 22, 2002 and amended by resolutions passed at the Annual General Meetings on January 20, 2004, February 15, 2007

and February 11, 2010 – be revoked and that section 4 paragraph 6 of the Articles of Association be deleted; the numbering of subsequent paragraphs contained in section 4 shall remain unchanged.

Reports of the Management Board to the Annual General Meeting

Report of the Management Board concerning Item 7 on the Agenda: Authorization to acquire and use own shares

Acquisition modes (Point (1) of the Authorization Resolution):

The proposed resolution provides for the acquisition of own shares through the stock exchange or by means of either a public offer to purchase addressed to all shareholders or a public invitation to submit offers for sale ("public purchase offer"). Section 71 paragraph 1 no. 8, fourth sentence, AktG states that the mode of acquisition 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 also intended that the Company should have the option of engaging a bank or other entity meeting the requirements of section 186 paragraph 5, first sentence, AktG (collectively "bank") to conduct the acquisition as part of a defined repurchase program, with the bank giving a commitment 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 principle of equal treatment is also complied with in this situation since the bank acquires Infineon shares via the stock exchange and on the conditions specified by the Company. The fact that 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 period in which shares are repurchased means that shareholders not involved in the derivative transactions suffer no disadvantage in value terms.

Uses to which own shares can be put (Point (2) of the Authorization Resolution):

The authorization is intended to give the Company the opportunity to use the acquired shares for all legally admissible purposes. In addition to being able to sell shares via the stock exchange or by means of a public offer to all shareholders (in both cases in compliance with the principle of equal treatment), and recalling shares (in which case there are no such restrictions), the acquired shares may also be used in particular for the purposes described below:

- Own shares as an acquisition currency
(Point (2) letter b. of the Authorization Resolution)

First of all it should be possible to offer own shares in connection with company mergers and the acquisition of companies, parts of companies, participations and/or other assets that are eligible for treatment as contributions in conjunction with such acquisitions. It is essential that the Company is capable of combining forces with other entities and/or of acquiring companies, parts of companies or participations in order to

improve its competitive position. It may also be necessary in this context to acquire further assets, over and above the primary acquisition target, but which are nevertheless related to the acquisition transaction, for example when the entity being acquired does not own the rights to the intangible assets necessary to operate its business.

It is not uncommon in practice for acquiring entities to be required to offer own shares as part of the purchase price. It may make economic sense in other cases for the Company to offer own shares as part of the purchase price, thus helping to conserve liquidity by contrast to cash payment. Using own shares can also have advantages over using authorized capital in that it generally avoids the dilution effect typically associated with the creation of new shares.

- Sale to third parties for cash consideration
(Point (2) letter c. of the Authorization Resolution)

The Company would also benefit from being able to sell own shares to third parties, in particular institutional investors, in return for cash payment. Such an option would be in the interests of the Company since it would enable it to react quickly and flexibly and cover short-term capital requirements. In accordance with the resolution, the shares can only be sold 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. 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 determined both at the time of this authorization becoming effective and 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 paragraph 3, fourth sentence, AktG 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 paragraph 3, fourth sentence, AktG.

- Own shares to service bonds with warrants and convertible bonds
(Point (2) letter d. of the Authorization Resolution)

Own shares should also be available 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 the Company already has a sufficient volume of conditional capital in place to cover bonds issued, 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 own shares for this purpose is that there

is then no need to create new shares, thus avoiding the dilution effect typically arising when capital increases are made out of conditional capital.

- Own shares to service obligations under the Stock Option Plans 2006 and 2010
(Point (2) letter e. of the Authorization Resolution)

The Company would also like to be in a position to be able to offer own shares to holders of option rights from the Stock Option Plans 2006 and 2010. The “Infineon Technologies AG Stock Option Plan 2006” approved by the Annual General Meeting held on February 16, 2006 in relation to Item 6 on the Agenda and the “Infineon Technologies AG Stock Option Plan 2010” approved by the Annual General Meeting held on 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. The reasons for this are essentially the same as those explained under the previous item.

- Own shares to be offered/awarded to members of the Company’s Management Board, members of the management board/board of directors of affiliated companies and employees of the Company or affiliated companies
(Point (2) letter f. of the Authorization Resolution)

Own shares should also be available to be offered for purchase or awarded as a compensation component and in both cases transferred to members of the Company’s Management Board, members of the management board/board of directors of affiliated companies and employees of the Company or affiliated companies. This is particularly relevant in the light of the introduction of long-term variable compensation components which go further than the stock option plans previously employed by the Company and provide for the award of shares to members of the Company’s Management Board and other members of executive management within the Group.

As far as the compensation of the Company’s Management Board is concerned, the Supervisory Board has already decided to replace the previously option-based long term incentive (LTI) with a new share-based LTI with effect from the 2013/2014 fiscal year. The Management Board considers it desirable that the new LTI should also apply as the long-term, variable compensation component for other Infineon senior managers with effect from the 2013/2014 fiscal year. The new LTI is a so-called “Performance Share” plan, whereby (virtual) performance shares are allocated – initially on a provisional basis – at the beginning of each fiscal year for the relevant fiscal year. If the conditions for definitive allocation of performance shares are met at the end of the holding period, the holder has a claim against the Company for the transfer of the corresponding number of Infineon shares.

Further information with respect to the new LTI is provided in the Compensation Report for the 2011/2012 fiscal year which is shown on pages 195 et seq. of the 2012 Annual Report as part of the combined Management Report. The Annual Report can be downloaded from Infineon’s website at www.infineon.com/agm and will also be available for inspection at the Annual General Meeting.

The new LTI is intended to strengthen the link between Management Board actions and shareholder interests. Share-based compensation should also have the effect of tying in the interests of other LTI plan participants even more closely with Infineon's interests and generating an even greater sense of co-responsibility for performing well. Awarding shares to members of the Company's Management Board, members of the management board/board of directors of affiliated companies and employees of the Company or affiliated companies is therefore in the interests of the Company and its shareholders.

Under current legislation, it is not permitted to award shares to members of the Management Board either out of authorized capital or using own shares acquired in accordance with section 71 paragraph 1 no. 2, AktG. Both of these modes of obtaining shares only relate to the shares awarded to employees, not, however, to members serving on one of the Company's representative bodies. Notwithstanding this fact, it may be in the interests of the Company to acquire shares for subsequent award to employees on the basis of a repurchase authorization as defined by section 71 paragraph 1 no. 8, AktG, given that using authorized capital and acquiring shares in accordance with section 71 paragraph 1 no. 2, AktG are both subject to restrictions which reduce the Company's flexibility. The award of new shares out of authorized capital also has a dilution effect when share capital is increased with the subscription rights of existing shareholders excluded.

In addition to the direct transfer of shares by the Company, it is also intended that the Company should be able to transfer acquired shares initially to a bank which has given a commitment to transfer them only to the Company's Management Board, members of the management board/board of directors of affiliated companies and employees of the Company or affiliated companies. The use of a bank as an intermediary can help to simplify the process.

The shares acquired on the basis of this or an earlier authorization may also be used to satisfy redelivery obligations resulting from securities lending transactions taken out with a bank for one of the purposes permitted by the authorization. The acquisition of shares by taking out a securities lending transaction can also help to simplify the process; the subsequent repayment of the loan using own shares only recreates the situation that would have existed had the shares been used directly in accordance with the purpose permitted by the authorization.

In all of the cases described above, the subscription right of shareholders must be excluded for the shares concerned in order for them to be used as described. The Company's representative bodies will therefore examine in each individual case whether own shares should be used for the measures stated. The decision to exclude existing shareholders' subscription rights or not will be taken by the Company's representative bodies after careful consideration of shareholder and Company interests. The measure will only be executed and subscription rights excluded in this case.

The Management Board will report on aspects including the decision and the circumstances of the exercise of the repurchase authorization in each case at the subsequent Annual General Meeting as indicated in section 71 paragraph 3, AktG.

Report of the Management Board concerning Item 8 on the Agenda: Authorization to acquire own shares using derivatives

In addition to the possible actions provided under Item 7 on the Agenda, it is intended – as in the past – that the Company should also be allowed to use equity derivatives to acquire own shares. It may be advantageous for the Company to sell put options or acquire call options (referred to collectively hereafter as "derivatives") rather than acquiring Company shares directly. This possible line of action, however, only supplements the authorization proposed in Item 7 on the Agenda, without widening the scope of the overall repurchase volume.

When it sells a put option, the Company grants the acquirer the right to sell Infineon shares to the Company during the agreed period 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 nevertheless 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 writer of the option. 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 option writer for a lower price than would otherwise be possible. Call options thus enable the Company to hedge against the risk of having to purchase own shares at higher 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 Company can combine the use of put options and call options i.e. it is not restricted to either only selling put options or to only acquiring call options.

The term of the individual derivatives must expire by no later than February 27, 2018 and must be defined such that the acquisition of Infineon shares on exercise or satisfaction of the derivatives cannot be effected after February 27, 2018. 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 the 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, determined both at the time of the authorization becoming effective and the time of its exercise through the use of the derivative. The repurchase of own shares with the aid of derivatives must also be counted towards the threshold stipulated for the general repurchase authorization in Item 7 on the Agenda; a repurchase of own shares above the 10% threshold stipulated by law is therefore excluded.

The derivative contracts 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.

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 exercise price of a put option will be lower and that of a call option higher 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 price of the share calculated at the opening auction in Xetra trading (or a comparable successor system) on the day the derivative transaction is concluded.

The sales price received by the Company for a derivative (usually a put option) may not be substantially lower and the purchase price paid by the Company for a derivative (usually a call option) may not be substantially higher 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 shall include the agreed exercise price.

The fact that the exercise price and the option premium 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 ensures 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 delivered 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 paragraph 3, fourth sentence, AktG. 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 derivatives, shareholders will only have a right to sell their shares in this connection if the Company is required to accept the shares as a result of the derivatives. Otherwise the use of 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 derivatives are sufficient to justify denying or limiting the right to sell shares in this connection.

It is also intended that the Company should have the opportunity to engage a bank as part of a defined repurchase program to execute derivative-backed share purchases, with the requirement to acquire either an agreed number of shares or shares for a previously defined total purchase price and in any case by no later than the end of a previously agreed period, and to transfer them to the Company. Given that the same conditions apply for derivative-backed share purchases by a bank as for situations in which the Company uses derivatives itself, the engagement of a bank does not give rise to any disadvantages for the shareholders.

The Management Board will report on aspects including the decision and the circumstances of the use of derivatives in each case at the subsequent Annual General Meeting as indicated in section 71 paragraph 3, AktG.

Other information

Total number of shares and voting rights

The share capital of the Company in the amount of EUR 2,160,803,744.00 is divided into 1,080,401,872 no par value shares at the time of the calling of the Annual General Meeting. This total includes 6 million own shares held at the time of the calling of the Annual General Meeting which do not carry any shareholders rights.

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 21, 2013 (CET) and are entered in the Company's stock register are entitled, pursuant to section 14 of the Articles of Association, to participate in the Annual General Meeting and to exercise their voting rights either in person or through a proxy.

Registrations may be submitted in text form

- to the address
Infineon Hauptversammlung 2013
81056 Munich
Germany,
- to the fax number
+49 (0)89 234-9550153 or
- to the e-mail address
hv2013@infineon.com

or electronically

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

The date of receipt of the registration by us is relevant for the observance of this period.

In order to use the electronic registration option at www.infineon.com/agm you will need your individual access code which either is supplied with the Annual General Meeting documents or – if you have already registered for electronic delivery of the Annual General Meeting documents – you have already chosen.

2. Shareholders who are entered in the Company's stock register may exercise their voting rights themselves or appoint a proxy, for example a bank or a shareholders' association, to exercise their voting rights at the Annual General Meeting. Please note it is also necessary in these cases to register in good time by a formally acceptable method.

Details of how to appoint a proxy are provided in the section "Voting procedures".

3. Shareholders who are entered in the Company's stock register may alternatively exercise their voting rights by means of a mail ballot without attending the Annual General Meeting in person or through a proxy. Again it is necessary to register in good time by a formally acceptable method.

Details of how to vote by mail ballot are provided in the section "Voting procedures".

4. Participation and voting rights are based on the shareholding entered in the stock register on the day of the Annual General Meeting. However please be aware that for procedural reasons no entries can be made in the stock register between February 22, 2013 and the day of the Annual General Meeting (each inclusive) due to a so-called entry freeze (Technical Record Date).
5. Registering for the Annual General Meeting does not cause shares to be blocked, so shareholders can continue to make use of their shares without restriction irrespective of the entry freeze even after registration is complete.

Voting procedures

Once properly registered, you may attend the Annual General Meeting in person and exercise your right to vote yourself. You may also exercise your right to vote through a proxy, an employee proxy (Company representative) or by mail ballot.

Procedure for voting through a proxy

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 prior to the ballot. Shareholders wishing to use a proxy must consider the following:

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

- a. in text form or electronically via the internet vis-à-vis the Company using one of the addresses listed above for registration or
- b. 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.

Shareholders and/or their proxies may notify the Company of the appointment of the proxy or of the revocation 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 appropriate check-in and check-out points.

2. The pertinent statutory provisions, in particular section 135 AktG, apply when granting a power of attorney to banks and other persons or institutions equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example shareholders' associations) and when providing notification of or revoking such a power of attorney. Please also note any rules imposed in this respect by the banks and other persons equivalent thereto.

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

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

Procedure for voting through an employee proxy

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

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

3. Powers of attorney and instructions for the Company's employee proxies may be issued, amended or revoked
 - a. in text form using the address Infineon Hauptversammlung 2013, 81056 Munich, Germany, until February 27, 2013, 12 midnight (CET),
 - b. in text form using the fax number +49 (0)89 234-9550153 or the e-mail address hv2013@infineon.com until February 28, 2013, 12 noon (CET) or
 - c. 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 by the Company of the power of attorney, instruction, amendment or revocation. Powers of attorney and instructions for employee proxies can also be issued, amended or revoked in text form on the day of the Annual General Meeting at the appropriate check-in and check-out points.

4. Instructions to employee proxies for Item 2 on the Agenda will also apply if the proposal for the allocation of unappropriated profit is amended as a result of a change in the number of shares qualifying for payment of a dividend.
5. If votes are required to be cast for individual points of an Agenda proposal rather than collectively, the instructions given will apply correspondingly to each individual point.

Procedure for mail ballot voting

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

1. Mail ballots can be submitted in text form or electronically via the internet using one of the addresses listed above for registration until February 21, 2013, 12 midnight (CET). Admissibility will be determined in all of these cases on the basis of the date and time of receipt of the mail ballot by the Company.
2. 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, paragraph 3, AktG or by shareholders in accordance with section 124, paragraph 1, AktG are included with the present document giving notice of the Annual General Meeting or announced subsequently or that are made available in accordance with sections 126 and 127 AktG.
3. Duly authorized banks and other persons or institutions equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example shareholders' associations) may also make use of the option of mail ballots.

4. Mail ballots submitted in good time by February 21, 2013, 12 midnight (CET) may be amended or revoked
 - a. in text form using the address Infineon Hauptversammlung 2013, 81056 Munich, Germany, until February 27, 2013, 12 midnight (CET),
 - b. in text form using the fax number +49 (0)89 234-9550153 or the e-mail address hv2013@infineon.com until February 28, 2013, 12 noon (CET) or
 - c. 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 of the amendment or revocation by the Company.

5. The personal attendance of a shareholder or authorized proxy at the Annual General Meeting is deemed to be a revocation of votes previously cast by mail ballot.
6. Votes cast by mail ballot for Item 2 on the Agenda will also apply if the proposal for the allocation of unappropriated profit is amended as a result of a change in the number of shares qualifying for payment of a dividend.
7. If votes are required to be cast for individual points of an Agenda proposal rather than collectively, votes cast by mail ballot will apply correspondingly to each individual point.

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. This form will also be sent free of charge on request. A power of attorney can also be granted using the power of attorney cards in the voting block.

Shareholders wishing to appoint a bank or another person or institution equivalent thereto in accordance with section 135, paragraphs 8 and 10, AktG (for example a shareholders' association) as proxy should consult with their intended proxy on the 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, paragraph 2, AktG entitles shareholders whose combined share holdings reach the nominal amount of EUR 500,000 of the share capital (corresponding to 250,000 shares) 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 Company's Management Board in writing (Am Campeon 1-12, 85579 Neubiberg, Germany) and must be received by the Company at least 30 days prior to the meet-

ing, that is to say by no later than 12 midnight (CET) on January 28, 2013. According to section 122, paragraph 2, first sentence, AktG in conjunction with section 142, paragraph 2, second sentence, AktG, the shareholders concerned must verify that they have owned the shares at least since 0.00 a.m. (CET) on November 28, 2012.

2. Counterproposals and proposal for elections

Section 126, paragraph 1, AktG 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, together with an argument in favor, to one of the following addresses at least 14 days prior to the meeting, that is to say by no later than 12 midnight (CET) on February 13, 2013:

- to the address
Infineon Technologies AG
Investor Relations
Am Campeon 1-12
85579 Neubiberg
Germany,
- to the fax number
+49 (0)89 234-9550153, or
- to the e-mail address
hv2013@infineon.com

Counterproposals sent to other addresses need not be made available.

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

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

Pursuant to section 127 AktG, these regulations also apply as appropriate to shareholder proposals in respect of candidates for Supervisory Board elections and the selection of the auditor, but do not need to be accompanied by an argument in favor. In addition to the grounds defined in section 126, paragraph 2, AktG, the omission from the proposal of the candidate's name, practised profession and place of residence also exempts the Management Board from any duty to make available the proposal of a candidate for an election. A shareholder proposal in respect of candidates for Supervisory Board elections that omits to enclose details of the proposed Supervisory Board candidate's membership of other supervisory boards whose existence is required by law as defined in section 125, paragraph 1, fifth sentence, AktG need similarly not be made available.

3. Right to information

Section 131, paragraph 1, AktG 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 Infineon Group companies. This duty to disclose information additionally encompasses the position of the Infineon Group and the companies included in the Infineon Consolidated Financial Statements.

Information and documents for the Annual General Meeting; website

The information and documents indicated in section 124a AktG 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 also 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 from Deutsche Bank (Depositary).

Broadcasting of the Annual General Meeting

The entire Annual General Meeting will be broadcast live on the internet at www.infineon.com/agm for shareholders of Infineon Technologies AG and their proxies provided that the Chairperson of the Annual General Meeting permits the broadcast. Shareholders will need their shareholder number and individual access code to obtain online access. This live broadcast will not allow participation in the Annual General Meeting for the purposes of section 118, paragraph 1, second sentence, AktG.

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

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

The document giving notice of the Annual General Meeting was published in the German Federal Gazette on January 14, 2013.

Best regards,

Infineon Technologies AG
The Management Board

Infineon Technologies AG

Chairman of the Supervisory Board:

Wolfgang Mayrhuber

Management Board: Dr. Reinhard Ploss (CEO),

Dominik Asam, Arunjai Mittal

Registered Office: Neubiberg

Commercial Register: Amtsgericht München HRB 126492