

Declaration of compliance with the German Corporate Governance Code issued for the 2013 fiscal year by the Management Board and Supervisory Board of Infineon Technologies AG in accordance with section 161 of the German Stock Corporation Act

The Management Board and Supervisory Board issued the following declaration pursuant to § 161 AktG in November 2013:

1. “Since the submission of the last Declaration of Compliance in November 2012, Infineon Technologies AG has, with one exception, complied with all recommendations of the Government Commission of the German Corporate Governance Code (“Government Commission”) in the version of May 15, 2012. The one exception, stated and explained in the November 2012 declaration, relates to the following:

Section 5.4.6 of the Code includes the recommendation that performance-related compensation of the members of the Supervisory Board “shall be oriented toward sustainable growth of the enterprise”. The similarity in terminology to the requirements contained in the German Stock Corporation Act with respect to compensation of Management Board members seems to imply that performance-related compensation should also be based on a “multi-year assessment” for Supervisory Board members.

Members of the Supervisory Board of Infineon Technologies AG receive both fixed and performance-related compensation, the latter only being paid if earnings per share exceed a pre-defined amount.

Both the Management Board and the Supervisory Board have investigated this topic over the past year. They concluded that the compensation system currently in place for the Supervisory Board is already oriented toward sustainable growth of the enterprise even without a multi-year assessment, since the minimum amount required to trigger the compensation payment increases year-on-year, thus setting an incentive for improving earnings each year. As a consequence, neither of the boards saw any requirement to change the Supervisory Board compensation system recently approved with a large majority at the Annual General Meeting.

2. The new version of the Code dated May 13, 2013 became effective on June 10, 2013. Infineon Technologies AG has also complied, and will comply in the future, with the recommendations contained in this version of the Code; this also applies for the amended recommendations relating to Management Board compensation contained in sections 4.2.2 and 4.2.3 of the Code, as discussed by the Supervisory Board at its meeting on August 6, 2013.

The recommendation relating to Supervisory Board compensation contained in section 5.4.6 of the Code is not complied with for the reason previously given.”