



CONCENTRATION CONVERGENCE CONFIDENCE

NOTICE OF

Annual General Meeting
of Infineon Technologies AG
on 22 January 2002



Never stop thinking.

Infineon Technologies AG
Munich

Munich,
December 2001

Dear Shareholders:

Notice is hereby given that the

**Annual General Meeting of
Shareholders of Infineon Technologies AG**

will be held on Tuesday, 22 January 2002, at 10:00 a.m., at the Olympiahalle in the Olympiapark, Courbertinplatz, 80809 Munich, Germany.

Agenda

1. Submission of the approved annual financial statements of Infineon Technologies AG and the consolidated financial statements as of 30 September 2001, of the combined management report for Infineon Technologies AG and the Infineon group and of the report of the supervisory board on the fiscal year 2000/2001

The above-mentioned documents are available for inspection in the offices at the registered seat of Infineon Technologies AG, St.-Martin-Straße 53, 81669 Munich, and on the Internet at www.infineon.com.

2. 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 in the fiscal year 2000/2001 be approved in relation to this period.

3. 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 in the fiscal year 2000/2001 be approved in relation to this period.

4. Appointment of auditors for the fiscal year 2001/2002

The supervisory board proposes that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin and Frankfurt/Main, be appointed as auditors for the fiscal year 2001/2002.

5. Creation of Authorized Capital I/2002 for capital increases against contribution in cash and for capital increases against contribution in kind, and relevant amendment of the articles of association

The former Authorized Capital I has been used up by the capital increase of July 2001. In order to provide Infineon Technologies AG with new options of financing and the necessary flexibility in this relation, it is intended to create a new authorized capital. If such capital is to be used for capital increases against contribution in cash, it shall be possible under certain circumstances to exclude in part the preemptive rights of the existing shareholders. It shall also be possible to exclude these preemptive rights if such authorized capital is used for capital increases against contribution in kind, e.g. for the purpose of acquiring companies, parts of companies or

participations in companies. As the new Authorized Capital I/2002 may also be used for capital increases against contribution in kind, it shall replace the existing Authorized Capital III.

Under Item No. 6 of the Agenda, we further propose to the Shareholders' Meeting that a resolution be passed on an authorization to issue convertible bonds and bonds with warrants. Such bonds usually provide for protection against dilution, including the possibility to offer shares directly to the creditors of such bonds in the course of subsequent capital increases. This option shall be created by way of the following resolution on the Authorized Capital I/2002. For this purpose, it must be possible to exclude the preemptive rights of the existing shareholders.

The management board and the supervisory board, therefore, propose that the following resolution be passed:

- (1) The management board is authorized to increase, with the consent of the supervisory board, the share capital in the period until 21 January 2007 once or in partial amounts by a total of up to EUR 350,000,000 by issuing new no par value shares registered in the name of the holders, carrying entitlement to profits as of the beginning of the fiscal year in which they are issued, against contributions in cash or in kind (Authorized Capital I/2002).

In relation to capital increases against contribution in cash, the shareholders' preemptive rights are to be honored. The management board is authorized to exclude, with the consent of the supervisory board, the preemptive rights of the existing shareholders

- a) in order to exclude any fractional amounts from the preemptive rights,
- b) to the extent necessary to grant holders of warrants or creditors of convertible bonds issued by the Company or its subordinated group companies a subscription right to new shares to that extent to which they would be entitled after exercise of their option or conversion rights or after fulfilment of any conversion obligations,
- c) if the issue price of the new shares is not substantially lower than the stock exchange price and the shares issued, excluding the preemptive rights of existing shareholders pursuant to § 186 (3) Sentence 4 German Stock Corporation Act (*Aktiengesetz*), in aggregate do not exceed 10% of the share capital either at the time of this authorization becoming effective or at the time of its exercise. Shares issued or to be issued for the purpose of servicing bonds with warrants or convertible bonds are to be deducted from this amount, if such bonds were issued by excluding the preemptive rights of existing shareholders in analogous application of § 186 (3) Sentence 4 Stock Corporation Act (*Aktiengesetz*).

Furthermore, the management board is authorized to exclude, with the consent of the supervisory board, the preemptive rights of existing shareholders in relation to capital increases against contribution in kind. The management board is also authorized to determine, with the consent of the supervisory board, the further content of the rights attaching to the shares and the terms of the share issue.

- (2) Section 4 of the articles of association is amended by adding the following new paragraph 2:

"The management board is authorized to increase, with the consent of the supervisory board, the share capital in the period until 21 January 2007 once or in partial amounts by a total of up to EUR 350,000,000 by issuing new no par value shares registered in the name of the holders, carrying entitlement to profits as of the beginning of the fiscal year in which they are issued, against contributions in cash or in kind (Authorized Capital I/2002). In relation to capital increases against contribution in cash, the shareholders' preemptive rights are to be honored. The management board is authorized to exclude, with the consent of the supervisory board, the preemptive rights of the existing shareholders

- a) in order to exclude any fractional amounts from the preemptive rights,
- b) to the extent necessary to grant holders of warrants or creditors of convertible bonds issued by the Company or its subordinated group companies a subscription right to new shares to that extent to which they would be entitled after exercise of their option or conversion rights or after fulfilment of any conversion obligations,
- c) if the issue price of the new shares is not substantially lower than the stock exchange price and the shares issued, excluding the preemptive rights of existing shareholders pursuant to § 186 (3) Sentence 4 German Stock Corporation Act (*Aktiengesetz*), in aggregate do not exceed 10% of the share capital either at the time of this authorization becoming effective or at the time of its exercise. Shares issued or to be issued for the purpose of servicing bonds with warrants or convertible bonds are to be deducted from this amount, if these bonds were issued by excluding the preemptive rights of existing shareholders in analogous application of § 186 (3) Sentence 4 Stock Corporation Act (*Aktiengesetz*).

Furthermore, the management board is authorized to exclude, with the consent of the supervisory board, the preemptive rights of existing shareholders in relation to capital increases against contribution in kind. The management board is also authorized to determine, with the consent of the supervisory board, the further content of the rights attaching to the shares and the terms of the share issue."

- (3) The authorization resolved by the Shareholders' Meeting on 30 March 1999 and amended by it on 16 February 2000 in relation to an Authorized Capital III and the existing Authorized Capital III pursuant to Section 4 (3) of the articles of association are cancelled upon effectiveness of this resolution by virtue of registration with the commercial register. The former Section 4 para. (2) of the articles of association becomes para. (3).
- (4) The management board is instructed to file this resolution for registration with the commercial register in such a manner that the cancellation of the former Authorized Capital III will be registered only after registration of the new Authorized Capital I/2002.

6. Authorization to issue convertible bonds and bonds with warrants and at the same time creation of a Conditional Capital II/2002, and relevant amendment of the articles of association

Adequate capital resources are a material basis for the development of the Company. One financing instrument in this respect are bonds with warrants or convertible bonds, by which the Company is initially provided with low-interest debt capital. In order to provide the Company with the necessary flexibility when raising capital, inter alia, for investments, a new authorization shall be resolved to issue a larger amount of convertible bonds or bonds with warrants, and to create a new conditional capital to service such bonds. Upon this resolution becoming effective, the existing authorization and the existing Conditional Capital II shall be cancelled.

The supervisory board and the management board propose that the following resolution be passed:

(1) Authorization

a) Authorization period, nominal amount, term, number of shares

The management board is authorized, in the period until 21 January 2007, once or in partial amounts

- to issue bonds with warrants or convertible bonds in an aggregate nominal amount of up to EUR 4,000,000,000 with a term of up to 20 years (hereinafter jointly the "Bonds"), or
- to guarantee such Bonds issued by subordinated group companies of the Company

and to grant the holders or creditors of Bonds option or conversion rights to new shares of the Company representing a notional portion of the share capital of up to EUR 350,000,000 in accordance with the relevant terms of the bonds with warrants or convertible bonds (hereinafter the "Terms"). Other than in Euro, the Bonds may also be denominated in the legal currency of a member country of the OECD, however, limited to the relevant equivalent value in Euro.

The Bonds may also be issued against contribution in kind, if the value of such contribution in kind corresponds to the issue price and the issue price is not substantially lower than the market value of the Bonds, as determined pursuant to lit. b) of this resolution.

b) Preemptive rights, exclusion of preemptive rights

The shareholders in principle shall have a preemptive right to subscribe to the Bonds; the Bonds may also be subscribed to by a syndicate of banks with the obligation to offer them to the shareholders for purchase. However, the management board is authorized to exclude, with the consent of the supervisory board, the shareholders' preemptive rights to subscribe to the Bonds,

- if such Bonds are issued against payment in cash and the issue price is not substantially lower than the theoretical market value of the Bonds, as determined in accordance with accepted methods of financial mathematics; however, this shall only apply to Bonds with rights to shares representing a notional portion of the share capital of up to EUR 138,000,000. From this amount, that notional portion of the share capital is to be deducted which relates to shares issued from an authorized capital existing at the time of the issue by way of a capital increase against contribution in cash, excluding the preemptive rights of existing shareholders pursuant to § 186 (3) Sentence 4 Stock Corporation Act (*Aktiengesetz*),
- in order to exclude fractional amounts resulting from a given subscription ratio from the preemptive rights of existing shareholders to the Bonds, and
- to the extent necessary to grant holders of option or conversion rights to shares of the Company a subscription right to that extent to which they would be entitled after exercise of their rights or fulfilment of any conversion obligations, and
- if Bonds are to be issued against contribution in kind and the exclusion of the preemptive rights of existing shareholders is in the Company's interest.

c) Option or conversion price, protection against dilution

The option or conversion price must be at least 90 % of the average stock exchange price of the Company's shares in the Xetra closing auction on the Frankfurt Stock Exchange (or a comparable successor system), namely

- during the ten stock exchange days prior to the date of adoption of the resolution by the management board to issue the Bonds, or
- during the days on which subscription rights are traded on the Frankfurt Stock Exchange, however, excluding the last two stock exchange days of trading such subscription rights.

Without prejudice to § 9 (1) Stock Corporation Act (*Aktien-gesetz*), the option or conversion price will be reduced pursuant to a dilution protection clause in accordance with the Terms if the Company increases its share capital during the option or conversion period, honoring the preemptive rights of existing shareholders, or issues or guarantees further Bonds or grants or guarantees further option rights and the holders of existing option or conversion rights are not granted a subscription right in this relation. The Terms may also provide for a value-preserving adjustment of the option or conversion price in case of other measures of the Company which may result in a dilution of the value of the option or conversion rights.

In any event, the notional portion of the share capital attributable to the shares to be subscribed for each bond with warrant may not exceed the nominal value of the bond.

d) Authorization to determine further details

The management board is authorized, in compliance with the above-mentioned requirements, to determine further details of the issue and features of the Bonds and their terms or to do so in agreement with the corporate bodies of the group company issuing the Bonds, in particular, interest rate, issue price, term and denomination, subscription/conversion ratio, creation of a conversion obligation, determination of an additional payment in cash, settlement or consolidation of fractional amounts, cash payment instead of delivery of shares, option/conversion price and option/conversion period.

(2) Conditional capital increase

The share capital is conditionally increased by up to EUR 350,000,000 by issuing up to 175,000,000 new no par value shares registered in the name of the holders carrying entitlement to profits as of the beginning of the fiscal year in which they are issued (Conditional Capital II/2002). The conditional capital increase serves the purpose of granting shares to the holders or creditors of bonds with warrants or convertible bonds issued by the Company or a subordinated group company pursuant to the above-mentioned authorization in the period until 21 January 2007, to the extent such bonds were issued against payment in cash. The new shares will be issued at an option/conversion price to be determined in accordance with the above-mentioned authorization. The conditional capital increase is to be effected only insofar as the option or conversion rights relating to these bonds are exercised or any conversion obligations under these bonds are fulfilled. The management board is authorized to determine the further details of implementation of the conditional capital increase.

(3) Amendment of articles of association

A new para. (7) with the following wording is added to Section 4 of the articles of association:

”The share capital is conditionally increased by up to EUR 350,000,000 by issuing up to 175,000,000 new no par value shares registered in the name of the holders carrying entitlement to profits as of the beginning of the fiscal year in which they are issued (Conditional Capital II/2002). The conditional capital increase serves the purpose of granting shares to holders or creditors of bonds with warrants or convertible bonds issued by the Company or a subordinated group company pursuant to the authorization given by the Shareholders’ Meeting of 22 January 2002 in the period until 21 January 2007, to the extent such bonds were issued against payment in cash. The conditional capital increase is to be effected only insofar as the option or conversion rights relating to these bonds are exercised or any conversion obligations under these bonds are fulfilled. The management board is authorized to determine the further details of implementation of the conditional capital increase.“

(4) Cancellation of prior resolutions

The authorization relating to the issue of bonds with warrants and convertible bonds resolved by the Shareholders' Meeting on 8 December 1999 and amended by it on 6 April 2001 and the existing Conditional Capital II pursuant to Section 4 (7) of the articles of association in their present version are cancelled upon effectiveness of this resolution by virtue of its registration with the commercial register.

(5) Filing for registration with the commercial register

The management board is instructed to file this resolution for registration with the commercial register in such a manner that the cancellation of the former Conditional Capital II will be registered only after registration of the new Conditional Capital II/2002.

7. Election to the supervisory board

Effective as of 31 December 2001, Dr. Eberhard Rauch has resigned from his office as shareholder-elected member of the supervisory board. On 13 December 2001, Dr. Volker Jung, Heinz-Joachim Neubürger and Prof. Dr. Claus Weyrich have resigned from office effective at the close of the Shareholders' Meeting called to be held on 22 January 2001.

The supervisory board proposes to elect

1. Dr. Stefan Jentzsch
member of the management board of Bayerische Hypo- und Vereinsbank AG
resident in Munich,
2. Karl-Heinz Midunsky
corporate vice president, treasurer of
Siemens Aktiengesellschaft
resident in Gauting,
3. Dr. Peter Mihatsch
member of the management board of
KirchHolding GmbH & Co. KG
resident in Sindelfingen,
4. Dr. Martin Winterkorn
member of the management board of
Volkswagen Aktiengesellschaft
resident in Lenting,

as shareholder-elected member of the supervisory board for the remaining term of office of the resigning member of the supervisory board, namely until the end of the Shareholders' Meeting resolving on the approval of the acts of the members of the supervisory board in relation to the fiscal year 2003/2004.

The supervisory board further proposes to elect

1. Günter Fritsch
Industrial Manager (*Industriekaufmann*)
Uttenreuth, and
2. Heinz-Peter Mohr
Business School Graduate (*Diplom-Kaufmann*)
Gauting,

as substitute members of the supervisory board also in relation to Dr. Stefan Jentzsch, Mr. Midunsky, Dr. Mihatsch and Dr. Winterkorn subject to the proviso that they shall become, in said order, members of the supervisory board if shareholder-elected members of the supervisory board leave office prior to the expiry of their term of office, and that they shall return, in said order, to be substitute members of the supervisory board as soon as the Shareholders' Meeting has elected a successor for the member of the supervisory board that left office prior to the expiry of the term of office and was replaced by a substitute member.

The composition of the supervisory board is governed by §§ 96 (1), 101 (1) German Stock Corporation Act (*Aktiengesetz*) and § 7 (1) No. 2 German Co-Determination Act (*Mitbestimmungsgesetz*). The Shareholders' Meeting is not bound to any election proposals.

In relation to Items No. 5 and 6 of the Agenda, we submit the following reports to the Shareholders' Meeting:

Report on Item No. 5 of the Agenda:

The management board and the supervisory board propose to the Shareholders' Meeting that a new Authorized Capital I/2002 in the aggregate amount of up to Euro 350 million be created. The former Authorized Capital I has been used up by the capital increase of July 2001. In the interest of flexibility, the new Authorized Capital I/2002 shall be available both for capital increases against contribution in cash and capital increases against contribution in kind. In relation to capital increases against contribution in kind, it shall replace the existing Authorized Capital III in the current amount of approx. Euro 222 million. The consolidation in one Authorized Capital serves the purpose of flexibility in the utilization of the capital.

When this Authorized Capital I/2002 is utilized for capital increases against contribution in cash, the shareholders have a preemptive right. It shall be possible to exclude this preemptive right with the consent of the supervisory board, if the shares are issued at a price which is not substantially lower than the stock exchange price. This authorization enables the Company to cover any capital requirements even at very short notice in order to swiftly and flexibly use market opportunities in various business fields. By excluding the preemptive rights of existing shareholders, it is possible to take very quick action and to place the shares close to the stock exchange price, i.e. without a discount usual in share issues honoring the existing shareholders' preemptive rights. Such capital increase with exclusion of the preemptive rights of existing shareholders may not exceed 10% of the existing share capital either at the time of the authorization becoming effective or at the time of its exercise, thus taking into account the shareholders' legitimate

interest to be protected against dilution of their shareholdings. As the new shares are placed at a price close to the stock exchange price, each shareholder is able to purchase shares on the market on approximately the same terms if he wants to maintain the quota of his shareholding in the Company.

In addition, those shares are to be deducted from the 10 % amount which are issued for the purpose of servicing convertible bonds or bonds with warrants, if such bonds were issued excluding the existing shareholders' preemptive rights to the bonds pursuant to § 186 (3) Sentence 4 German Stock Corporation Act (*Aktiengesetz*). This limitation, too, serves the purpose of shareholders' protection.

It shall also be possible to exclude the preemptive rights of existing shareholders in relation to capital increases against contribution in kind. Until now, the Company has carried out its material acquisitions using shares. We intend to continue to acquire companies, parts of companies, participations or assets related to such transactions in order to further increase our competitive strength, our profitability and our company value. In this context, it has become apparent that such transactions involve increasingly larger entities. In many cases, the consideration payable is extremely high. Often, it is no longer desirable or possible – also with a view to an optimized financial structure – to pay such consideration in cash. Also, the sellers very often insist on being paid with shares, because this may be more favourable to them. The option to use own shares as an acquisition currency provides the Company with the necessary freedom of action to make use of such acquisition opportunities swiftly and flexibly and enables the Company also to acquire larger entities against the granting of shares. Under certain circumstances, we also want to be able to acquire other assets against the issuance of shares. For both purposes, it must be possible to exclude the preemptive rights of existing shareholders. As such acquisition is to be effected at short notice, it can as a rule not be resolved by the Shareholders' Meeting which takes place only once a year. In this respect, an authorized capital is required which the management board – with the consent of the supervisory board – is able to utilize at very short notice. We also wish to be able to use the proposed Authorized Capital I/2002 for this purpose. The amount of the new authorized capital – approx. 25 % of the current share capital – shall ensure that it is possible also to finance larger acquisitions, be it against payment in cash, be it against payment by shares.

Furthermore, the shareholders' preemptive rights shall be excluded to the extent this is necessary to grant holders or creditors of bonds a subscription right to new shares if the terms of the relevant bond provide for such subscription right. Such bonds provide for a protection against dilution in order to facilitate their placement on the capital market, this protection provides that the holders or creditors, in case of subsequent share issues, may be granted a subscription right to new shares equal to that of shareholders. They are thus placed in the same position as if they were already shareholders. In order to provide the bonds with this protection against dilution, the preemptive rights of existing shareholders to such shares must be excluded. This serves to facilitate the placement of the bonds and thus serves the interest of shareholders in an optimized financial structure of the Company.

It shall also be possible to exclude the preemptive rights of existing shareholders in relation to fractional amounts. This possibility is meant to facilitate the handling of an issue which in principle honors the shareholders' preemptive rights. Such fractional amounts may result from the given volume of an issue and the need for a practicable subscription ratio. The value of such fractional amounts per shareholder is usually low, and the related expense for the issue is considerably higher if the preemptive rights of existing shareholders are not excluded. An exclusion of the shareholders' preemptive rights, therefore, serves the purpose of practicability and a facilitated handling of an issue.

Report on Item No. 6 of the Agenda:

We propose to the Shareholders' Meeting that a new authorization be resolved and a new conditional capital for the issue of bonds with warrants or convertible bonds be created; the existing authorization and the existing Conditional Capital II shall be cancelled.

Adequate capital resources are a material basis for the development of the Company. One financing instrument in this respect are bonds with warrants and convertible bonds, by which the Company is initially provided with low-interest debt capital. The conversion and option premiums which can be realized accrue to the Company. The existing authorization is limited to a maximum amount of bonds of Euro 1 billion and a maximum number of 25 million shares. Many of our competitors are not subjected to such restrictions when intending to issue convertible bonds. In order to provide the Company with the necessary flexibility to raise capital, inter alia, for investments, and not to put it in an inferior position in comparison with its competitors, we propose a new authorization which is by far more flexible.

Pursuant to this authorization, it shall be possible to issue bonds in the aggregate amount of up to Euro 4 billion. For the purpose of servicing these bonds, shares representing a notional portion of the share capital of up to Euro 350 million, i.e. up to 175 million shares, shall be available for issuance.

Our shareholders shall in principle have a preemptive right to subscribe to the bonds. They are thereby enabled to invest their capital with the Company and at the same time to maintain the quota of their shareholding in the Company. However, the management board shall – as up until now – be authorized, pursuant to § 186 (3) sentence 4 German Stock Corporation Act (*Aktiengesetz*), to exclude this preemptive right with the consent of the supervisory board, if the issue price of the convertible bonds is not substantially lower than their market value. Such exclusion of the preemptive rights of existing shareholders is necessary if a bond is to be placed at short notice in order to make use of a favourable market environment. The interests of the shareholders are preserved in that the bonds are issued at a price which is not substantially lower than their market value, as a result of which the value of a preemptive right is practically zero. This option is limited to bonds with rights to shares representing a notional portion of not more than 10 % of the share capital. From this amount shares are to be deducted which are issued from the Authorized Capital I/2002, excluding the preemptive rights of existing shareholders pursuant to § 186 (3) sentence 4 German Stock Corporation Act (*Aktiengesetz*). This deduction is made in the interests of the shareholders with a view to a minimum dilution of their shareholdings.

Furthermore, the shareholders' preemptive rights shall be excluded in order to exploit fractional amounts or to comply with the subscription rights of holders of older bonds. It is reasonable and customary to exclude the preemptive rights of existing shareholders in relation to fractional amounts because the costs of trading preemptive rights relating to fractional amounts are out of proportion to the profits for shareholders. It is also usual in the market to grant bond creditors a subscription right to subsequent bonds in order to facilitate the placement of convertible bonds or bonds with warrants. For both purposes, the preemptive rights of existing shareholders need to be excluded.

In addition, it shall be possible to exclude the preemptive rights of existing shareholders in order to issue bonds against contribution in kind. This shall only be possible if the value of the contribution in kind is equal to the issue price of the bond and is not substantially lower than the market value of the bonds determined in accordance with accepted methods of financial mathematics. Such issue against contribution in kind shall, in particular, enable the Company also to use bonds for the purpose of acquiring companies, parts of companies or participations therein or assets in relation to such transactions. As already set out in the report on Item No. 5 of the Agenda, the Company intends to further increase its competitive strength and its profitability by means of such acquisitions. In this respect, it is often not possible or desirable that the consideration is paid in cash. Also, the seller often insists on receiving a consideration in another form. An attractive alternative in this respect can be to offer bonds with a conversion or option right instead of or in addition to the granting of shares or consideration in cash. This option gives additional flexibility and increases the Company's ability to compete in relation to acquisitions. The management board will carefully review in each individual case whether the relevant acquisition and the granting of bonds against contribution in kind is in the best interest of the Company. Only in this case will the management board exclude the preemptive rights of existing shareholders.

The conversion or option right under such bonds which were issued against contribution in kind cannot be serviced from the conditional capital. Rather, treasury shares will have to be used for this purpose or a capital increase against contribution in kind will have to be made, for which the newly proposed Authorized Capital I/2002 will be available, provided the corresponding resolution is passed by the Shareholders' Meeting. The contribution in kind will have to be made by contributing the claim under the bond, whereby the audit of the contribution in kind extends to a review of whether the value of the claim is equal to the value of the shares to be issued in return and the value of the contribution in kind originally made against issuance of the bond was equal to the issue price. Particular reference to these circumstances is to be made in the terms of the bond issue.

Attendance at the Shareholders' Meeting

All shareholders who are registered in the Company's stock register as shareholders of the Company and have given notice of their attendance of the Shareholders' Meeting by no later than 15 January 2002 in writing, via telecopy or e-mail are entitled to attend the Shareholders' Meeting and to exercise their voting rights pursuant to Section 14 of the articles of association.

Shareholders registered in the Company's stock register may give notice of their attendance directly to Infineon Technologies AG at the following address:

Infineon Hauptversammlung 2002
81061 München
Germany

If you intend to attend the Shareholders' Meeting, please give notice of your attendance as early as possible so as to facilitate the organization of the meeting.

As a special service offered by us, you may also appoint employees of the Company to represent you in the Shareholders' Meeting in accordance with your voting instructions. Further details are provided in the forms sent to each shareholder.

Shareholders who are registered in the Company's stock register may also appoint another person, e.g. a bank or an association of shareholders, with a proxy in writing to exercise their voting right in the Shareholders' Meeting. In this case, the holders of the proxy are to be notified to the Company in due time by the shareholder or the holders of the proxy themselves.

If a bank is registered in the Company's stock register, this bank may exercise the voting right in relation to shares not owned by it only by virtue of an authorization granted to it by the relevant shareholder.

Shareholders or holders of a proxy entitled to attend the Shareholders' Meeting will be issued admission tickets and voting cards.

Copies of the documents mentioned under Item No. 1 of the Agenda will be sent to our shareholders upon request.

Shareholders who have any queries or wish to submit proposals regarding the Shareholders' Meeting are requested to address these to

Infineon Technologies AG
CIC Investor Relations
St.-Martin-Strasse 53
81669 Munich
Germany
(Fax No. +49 89/2 34-2 61 55)

or via electronic mail to

hv2002@infineon.com

The speeches of the chairman of the Shareholders' Meeting and the chairman of the management board may be directly followed on the Internet (www.infineon.com).

The Notice of the Annual General Meeting of Shareholders has been published in the Federal Gazette (*Bundesanzeiger*) No. 231 of 11 December and No. 234 of 14 December 2001.

Under **Item No. 7**, it is planned to hold elections to the supervisory board. In relation to the persons proposed in this respect, we provide the following information pursuant to § 125 (1) Sentence 3 German Stock Corporation Act (*Aktiengesetz*):

1. Dr. Stefan Jentzsch is investment banker and member of the management board of Bayerische Hypo- und Vereinsbank AG. He has the following other offices which are all offices with group companies of HypoVereinsbank:
 - a. Memberships in supervisory boards to be formed pursuant to law:
 - Activest Investmentgesellschaft mbH
(Chairman of the Supervisory Board)
 - Activest Institutional Investmentgesellschaft mbH
(Chairman of the Supervisory Board)
 - FSB FondsServiceBank GmbH
(Chairman of the Supervisory Board)
 - HVB Systems AG
(Chairman of the Supervisory Board)
 - Vereins- und Westbank AG
(Member of the Supervisory Board)
 - DABbank AG
(Member of the Supervisory Board)
 - INDEXCHANGE Investment AG
(Member of the Supervisory Board)
 - b. Memberships in similar governing bodies of business enterprises:
 - HVB Asset Management GmbH
(Chairman of the Advisory Board)
 - Pension Consult Beratungsgesellschaft für Altersversorgung mbH
(Chairman of the Advisory Board)
 - HVB Private Clients GmbH
(Member of the Advisory Board)

2. Karl-Heinz Midunsky is Corporate Vice President and Treasurer of Siemens Aktiengesellschaft. He has the following other offices:
- a. Memberships in supervisory boards to be formed pursuant to law:
- Gerling-Konzern Speziale Kreditversicherungs-AG
(Member of the Supervisory Board)
 - Hannover Rückversicherungs-AG
(Member of the Supervisory Board)
- Offices with group companies of Siemens AG:
- Krauss-Maffei Wegmann Verwaltungs-GmbH
(Chairman of the Supervisory Board)
 - BSH Bosch und Siemens Hausgeräte GmbH
(Member of the Supervisory Board)
 - Osram GmbH
(Member of the Supervisory Board)
 - Risicom Rückversicherung AG
(Deputy Chairman of the Supervisory Board)
 - Siemens VDO Automotive AG
(Deputy Chairman of the Supervisory Board)
 - Siemens Dematic AG
(Deputy Chairman of the Supervisory Board)
- b. Memberships in similar governing bodies of business enterprises:
- Offices with group companies of Siemens AG:
- Siemens Building Technologies AG
Zurich, Switzerland
(Member of the Advisory Board)
 - Fujitsu Siemens Computers (Holding) B.V.,
Amsterdam, The Netherlands
(Member of the Supervisory Board)

3. Dr. Peter Mihatsch is member of the management board of KirchHolding GmbH & Co. KG. He has the following other offices:
- a. Memberships in supervisory boards to be formed pursuant to law:
 - Giesecke & Devrient GmbH
(Chairman of the Supervisory Board)
 - Arcor AG
(Member of the Supervisory Board)
 - DaimlerChrysler Services AG
(Member of the Supervisory Board)
 - Vodafone D2 AG
(Member of the Supervisory Board)
- Offices with group companies of KirchHolding GmbH & Co. KG:
- KirchPayTV GmbH & Co. KGaA
(Chairman of the Supervisory Board)
- b. Memberships in similar governing bodies of business enterprises:
 - BT & T Asset Management AG, Urfeld, Switzerland
(Chairman of the Advisory Board)

4. Dr. Martin Winterkorn is member of the management board of Volkswagen AG. He has the following other offices:
- a. Memberships in supervisory boards to be formed pursuant to law:
- Wolfsburg AG
(Member of the Supervisory Board)
 - Salzgitter AG
(Member of the Supervisory Board)
- Offices with group companies of Volkswagen AG:
- Audi AG
(Member of the Supervisory Board)
- b. Memberships in similar governing bodies of business enterprises:
- Offices with group companies of Volkswagen AG:
- AUTOEUROPA-AUTOMÓVEIS Lda., Setubal, Portugal
(Member of the Board of Directors)
 - Ingenieurgesellschaft Auto und Verkehr GmbH
(Member of the Advisory Board)
 - SEAT S.A., Barcelona, Spain
(Member of the Supervisory Board)
 - Shanghai-Volkswagen Automotive Company Ltd.,
Shanghai, China
(Member of the Board of Directors)
 - Sitech Sp. Zo. O., Polkowice, Poland
(Member of the Supervisory Board)
 - VW-Comércio e Participações Lda., Sao Paulo,
Brazil
(Member of the Advisory Board)
 - Volkswagen (China) Investment Company Ltd.,
Peking, China
(Member of the Board of Directors)
 - Volkswagen of South Africa (Pty.) Ltd.,
Uitenhage, South Africa
(Member of the Board of Directors)

Further, we issue the following information pursuant to § 128 German Stock Corporation Act (*Aktiengesetz*):

One member of the supervisory board of Infineon Technologies AG is a member of the management board of Bayerische Hypo- und Vereinsbank AG (until 31. 12. 2001).

First Union Trust Company National Association, Wilmington, Del., USA, has a shareholding of 28.86% in Infineon Technologies AG. Pursuant to a fiduciary agreement with Siemens AG, First Union has undertaken not to exercise its voting rights attached to these shares.

Deutsche Bank AG, Frankfurt a. M., has underwritten the most recent issue of securities of Infineon Technologies AG.

Sincerely,

Infineon Technologies AG

INFINEON TECHNOLOGIES AG

VORSITZENDER DES AUFSICHTSRATS: Dr. Volker Jung

VORSTAND: Dr. Ulrich Schumacher, Vorsitzender

VORSTANDSMITGLIEDER: Peter Bauer, Peter J. Fischl,

Dr. Sönke Mehrgardt, Dr. Andreas von Zitzewitz

SITZ DER GESELLSCHAFT: München

REGISTERGERICHT München HRB 126492