

Explanations regarding the items 1 and 2 on the agenda

Regarding the items 1 and 2 on the agenda no resolutions shall be passed. Concerning this, please compare the explanations regarding the respective items on the agenda in the notice of the annual general meeting, which read as follows:

- 1. Submission of the approved annual financial statements of Infineon Technologies AG and the approved consolidated financial statements, each as of September 30, 2009, of the combined management report for Infineon Technologies AG and the Infineon Group, including the explanatory report on the disclosures pursuant to Section 289 (4) and Section 315 (4) of the German Commercial Code (*Handelsgesetzbuch*), and of the report of the Supervisory Board for the fiscal year 2008/2009**

The aforementioned documents are to be made available to the Annual General Meeting. Their content will be elucidated at the Annual General Meeting by the Management Board and, in the case of the report of the Supervisory Board, by the Chairman of the Supervisory Board. No resolution will be passed on this item on the Agenda.

- 2. Compensation system for members of the Management Board**

The Supervisory Board engaged an independent external compensation expert to review the existing Management Board compensation system and draw up proposals for a new one as soon as the German Act on the Appropriateness of Management Board Remuneration (*Gesetz zur Angemessenheit der Vorstandsvergütung*) and the parts of the revised German Corporate Governance Code relating to compensation came into force. This work is still ongoing, so it is not yet possible to propose a resolution on the new compensation system. The Management Board and the Supervisory Board believe it does not make sense to put forward any resolution in respect of the existing compensation system given the revision in progress. Shareholders will, however, have the opportunity to air their views on the Management Board compensation system.

The German Stock Corporation Act (*Aktiengesetz*) does not require a resolution on the compensation system for members of the Management Board, but the administration may call for a debate of the matter at the General Meeting. For these reasons no resolution will be passed in relation to this item on the Agenda.