

Notice of

Annual General Meeting of Infineon Technologies AG on February 16, 2006

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Never stop thinking.

Infineon Technologies AG
Munich

Munich,
January 2006

Dear Shareholders:

Notice is hereby given that the

Annual General Meeting of Infineon Technologies AG

will be held on Thursday, February 16, 2006 at 10:00 a.m. at the ICM (Internationales Congress Center München) which is located at Am Messesee 6, Messegelände, 81829 Munich, Germany.

Agenda

1. Submission of the approved annual financial statements of Infineon Technologies AG and the approved consolidated financial statements as of September 30, 2005, of the combined management report for Infineon Technologies AG and the Infineon group, and of the report of the Supervisory Board for the fiscal year 2004/2005

The above-mentioned documents are available for inspection at the business premises of the registered seat of Infineon Technologies AG, Balanstrasse 73 (Thomasiusplatz entrance), 81541 Munich, Germany, at the business premises at Am Campeon 1–12, 85579 Neubiberg, Germany, and on the internet at www.infineon.com.

2. Approval of the acts of the members of the Managing Board

The Supervisory Board and the Managing Board propose that the acts of the members of the Managing Board during the fiscal year 2004/2005 be approved in relation to this period for all except Dr. Andreas von Zitzewitz. The decision on the approval of the acts of Dr. Andreas von Zitzewitz is to be postponed until there is sufficient information available to make a balanced decision on the matter of approval.

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

The Supervisory Board and the Managing Board propose that the acts of the members of the Supervisory Board during the fiscal year 2004/2005 be approved in relation to this period.

4. Appointment of auditors for the fiscal year 2005/2006

The Supervisory Board proposes that KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin and Frankfurt/Main, be appointed as auditors for the fiscal year 2005/2006.

5. Elections to the Supervisory Board

Supervisory Board member Dr. Joachim Faber has stepped down from office, effective February 16, 2006.

The Supervisory Board proposes that Dr. Siegfried Luther, Managing Director of Reinhard Mohn Verwaltungsgesellschaft mbH, resident in Gütersloh, be elected as representative of the shareholders until the end of the Annual General Meeting that approves the acts of the Supervisory Board during the fiscal year 2008/2009.

The Supervisory Board also proposes that

Dr. Eckhart Sünner, General Counsel at BASF AG, resident in Neustadt,

be elected substitute member of the Supervisory Board, also for Dr. Siegfried Luther, subject to the following provisos: (i) that Dr. Sünner serves as a member of the Supervisory Board if a member of the Supervisory Board appointed by the shareholders leaves the Supervisory Board before the end of his or her term of office without the Annual General Meeting having already elected a successor; and (ii) that Dr. Sünner resumes his position as substitute member if a new vote is held by the Annual General Meeting to replace a member of the Supervisory Board who left prematurely and was initially replaced by a substitute member.

The composition of the Supervisory Board is in accordance with Section 96 Paragraph 1 and Section 101 Paragraph 1 of the German Stock Corporation Act (AktG) in combination with Section 7 Paragraph 1 No. 2 of the German Law on Co-Determination (MitbestG). The Annual General Meeting is not bound to elect the candidates proposed.

6. Resolution on the launch of the “Infineon Technologies AG Stock Option Plan 2006” for the issue of subscription rights for ordinary shares to managers and other key persons at Infineon Technologies AG and its group companies, the adjustment of the Conditional Share Capital III, the creation of an additional Conditional Share Capital IV/2006 and corresponding amendments to the Articles of Association

The Annual General Meeting of April 6, 2001 approved the “Infineon Technologies AG 2001 International Long Term Incentive Plan”, which permits subscription rights to be issued to members of the Managing Board, members of the senior management of group companies and other managers and employees in key positions at Infineon Technologies AG (“Infineon”) and its group companies. The options can only be exercised if the price of the Infineon share has risen by at least 5% as compared with the base price when the option was issued. Such plans are also operated by Infineon’s competitors, all of which are headquartered outside Germany and almost all of which issue stock options that can be exercised without the share price having to have achieved a specific minimum gain. Infineon must have the freedom to offer stock options if it is not to be gravely disadvantaged in the contest to attract and retain the best people. The existing stock option plan comes to an end in 2006. A new plan needs to be approved to take its place in order that the company does not fall behind the competition in the hunt for good managers and key personnel.

It is intended that the new stock option plan will have a considerably reduced total volume (just 13 million stock options instead of the current 51.5 million stock options), and that it will replace the old stock option plan as soon as the resolution takes effect by entry in the commercial register. It is intended, moreover, that it should have a term of just three years rather than five.

The Conditional Share Capital III of EUR 29 million (equating to up to 14.5 million shares) created for the old stock option plan is to be available to satisfy the options from the new plan as well provided that it has not been and is not used up by the issuing of option or shares. A new Conditional Share Capital IV/2006 of EUR 24.5 million (equating to 12.25 million shares) is to be created in addition in order to satisfy the new stock option plan.

The price of the Infineon share is a major criterion used by our owners to assess the return on an investment in the company. The link to the share price ought therefore to remain as a performance incentive for managers and key personnel. The existing exercise threshold and absolute performance target of 5% is to be increased to 20% so that options can only be exercised if the value of the company has been increased very significantly. We also propose to adopt a relative performance target for all options based on a sector index. The sector index we have in mind is the semiconductor index “PHLX Semiconductor Sector (SOX)” of the Philadelphia stock exchange in the USA.

The exercise price – that is to say the price at which the option can be exercised and the price that has to be paid for the share – should, moreover, be fixed at 120% of the issue price for all options. Unlike those of our competitors, almost all of which allow options to be exercised without any premium on the market price, our plan provides for option holders to benefit pro rata from the increase in the value of the share only once the owners have gained at least 20% through the share.

The “Infineon Technologies AG Stock Option Plan 2006” proposed to the Annual General Meeting is intended to retain for the company the ability to grant subscription rights for ordinary shares of Infineon Technologies AG to members of the Managing Board and senior management bodies, other managers and other key personnel at Infineon and its group companies. The issuing of stock options to managers and employees of group companies, however, is to continue only for so long as the companies concerned do not have their own stock market listing and their own stock option plan.

The Supervisory Board and the Managing Board propose that the following resolutions be approved:

- a) The ordinary share capital of the company is conditionally increased by up to a nominal amount of EUR 24,500,000 (“Conditional Share Capital IV/2006”). The conditional increase in capital is effected by issuing up to 12,250,000 new registered shares that have dividend rights from the start of the fiscal year of their issue and are intended to be used solely to satisfy subscription rights to such shares awarded under the “Infineon Technologies AG Stock Option Plan 2006” in the period up to September 30, 2009 (“lifetime”). The conditional increase in capital will be effected only to the extent that subscription rights are issued under the Infineon Technologies AG Stock Option Plan 2006 and the holders of these subscription rights choose to exercise them.

b) The principal features of the Infineon Technologies AG Stock Option Plan 2006 (“stock option plan”) are as follows:

(1) Groups able to receive subscription rights

The stock option plan provides for subscription rights for ordinary shares of Infineon Technologies AG (“subscription rights”) to be issued to members of the Managing Board of Infineon Technologies AG, to members of senior management at group companies of Infineon and to other managers and other key personnel at Infineon and its group companies. The total number of subscription rights issued across all groups over the lifetime of the stock option plan up to September 30, 2009 will be 13,000,000 (“total volume”). The subscription rights will be shared out as follows between the different eligible groups:

- (a) for members of the Managing Board of Infineon Technologies AG a maximum of 1,625,000;
- (b) for members of senior management of group companies in and outside Germany a maximum of 1,300,000;
- (c) for other managers and other key personnel at levels below the Managing Board of Infineon Technologies AG and the senior management of group companies in and outside Germany a maximum of 10,075,000.

No more than 40% of the volume of subscription rights allocated to a particular group may be issued in one Infineon fiscal year.

Subscription rights from the Infineon Technologies AG Stock Option Plan 2006 may not be issued to Managing Board members, members of senior management or employees of group companies that are themselves listed on the stock exchange or of companies that are dependent on such an exchange-listed group company pursuant to Section 17 of the German Stock Corporation Act (AktG) where such listed group companies have their own stock option plan.

(2) Timing of acquisition and purchase

Subscription rights may be issued up to 45 (forty-five) days after the day on which the results for the fiscal year ended are announced, or in each case up to 45 (forty-five) days after the day on which the results for the first or second quarter of a current fiscal year are announced but no later than two weeks before the end of the current quarter.

The day on which the subscription rights are allocated (“day of allocation”) should be the same across the whole of the group for the annual tranches and will be defined by the Supervisory Board where members of the Managing Board are involved and by the Managing Board in other cases.

(3) Lifetime of the subscription rights and periods during which they can be exercised

Subscription rights finally expire six years after the day of allocation, but can only be exercised once a waiting period has elapsed. The waiting period is at least three years.

Subscription rights may not be exercised during the period that starts two weeks before the end of the quarter and finishes at the end of the first day of stock exchange trading after publication of the quarterly results or during the period that starts two weeks before the end of the fiscal year and finishes at the end of the first day of stock exchange trading after publication of the results for the fiscal year ended (“closed periods”).

The holders of subscription rights must, furthermore, take note of the restrictions laid down in general legislation such as the German Securities Trading Act (WpHG), for example (insider-trading regulations).

(4) Other content of the subscription rights, the performance targets and the exercise price

(a) Content and performance targets

The subscription rights should have an absolute performance target and a relative performance target as detailed below.

(aa) Absolute performance target

The exercise of all subscription rights is conditional on the price of the ordinary share of Infineon Technologies AG in XETRA trading (or trading with a successor system) on the Frankfurt stock exchange reaching or exceeding the exercise price on at least one trading day during the lifetime of the subscription right.

(bb) Relative performance target

The exercise of all subscription rights is also conditional on the price of the ordinary share of Infineon Technologies AG having exceeded the trend of the comparative index “Philadelphia Semiconductor Sector” (SOX) for at least three consecutive days on at least one occasion since the day of allocation during the lifetime of the subscription right. The performance of the share is evaluated by taking the status of the SOX and the average of the opening prices of the Infineon share in XETRA trading on the Frankfurt stock exchange on the five (5) trading days preceding the relevant day of allocation and setting this as the baseline at 100. If the SOX is discontinued or has its composition fundamentally altered during the lifetime of the stock option plan or of the subscription rights issued under it, the SOX will be replaced by another index with the closest possible composition to the SOX. If no such index exists, a new comparative index that includes as many as possible of the individual prices previously tracked in the SOX will be operated by a bank appointed by Infineon in such a way as to reproduce the SOX as it was at the beginning of the lifetime of this stock option plan as closely as possible. The Managing Board decides which other index be used or whether a new index including as many as possible of the individual prices previously tracked in the SOX be used. The decision of the Managing Board is then approved by the Supervisory Board.

If both performance targets are achieved, every subscription right may be exercised within its lifetime (subject to Section 3 of the plan).

(b) Exercise price

The exercise price for an ordinary share of Infineon Technologies AG (“Infineon share”) when exercising a subscription right is 120% of the average of the opening prices of the Infineon share in XETRA trading on the Frankfurt stock exchange on the five (5) trading days preceding the relevant day of allocation of the subscription rights. The exercise price to be paid is at least the minimum issue amount pursuant to Section 9 Paragraph 1 AktG.

(5) Protection against dilution

If capital is increased from company funds or the share capital of Infineon Technologies AG is reclassified during the lifetime of the subscription rights, Infineon Technologies AG will adjust the exercise price for each subscription right and/or the number of shares that can be purchased with each subscription right in accordance with the regulations of the Eurex Deutschland exchange applicable to the measure concerned. The adjustment is to be made in such a way that the total value of the subscription rights due to a beneficiary after the measure has been enacted will be the same as their previous total value. Infineon will not make any adjustments if the corresponding changes have been made in any case due to the law or if they amount to less than 1% of the exercise price of the subscription rights. The adjustment is made by the Supervisory Board where members of the Managing Board of Infineon are involved and by the Managing Board of Infineon where employees of the company or group-wide principles are involved.

(6) Non-transferability

The subscription rights are non-transferable, and can only be exercised by the beneficiary. Subscription rights may, however, be issued or passed on to third parties that hold and/or manage them for the beneficiary on a fiduciary basis. The subscription rights can also be bequeathed to the beneficiary’s spouse, children or other heirs in the event of his or her death. The conditions for exercise may require the heir or heirs of the beneficiary to exercise the subscription rights within three months of inheriting them subject to the aforementioned waiting period having elapsed.

(7) Satisfaction of the subscription right

The beneficiary may be offered the choice of purchasing Infineon Technologies AG shares held by the company or receiving a cash settlement in place of having Infineon Technologies AG share certificates issued from the Conditional Share Capital IV/2006 created for the purpose or from the Conditional Share Capital III as per Section 4 Paragraph 8 of the Articles of Association.

The decision as to which alternative is offered to the beneficiary in each case is made by the Managing Board in agreement with the Supervisory Board. The two boards must reach their decision purely on the basis of what is best for the shareholders and the company.

The conditions of the option should be set out so that Infineon Technologies AG has the opportunity to make this choice.

The cash settlement should comprise the difference between the exercise price and the opening price of the Infineon share in XETRA trading (or trading on a comparable successor system) on the day on which the subscription right is exercised.

(8) Other regulations

The rest of the details governing the granting and satisfaction of subscription rights are defined, together with the other conditions for exercise, by the Supervisory Board where members of the Managing Board of Infineon are involved and by the Managing Board of Infineon where employees of Infineon or group-wide principles are involved.

If members of the senior management of group companies are offered subscription rights, additional details are defined by the bodies responsible for setting the remuneration of the person concerned in consultation with the Managing Board of Infineon and subject to the group-wide principles for this option plan. If employees of group companies are involved, additional details are defined by the relevant senior management in consultation with the Managing Board of Infineon and subject to the group-wide principles for this option plan.

The other regulations specifically include:

- (a) the definition of the number of subscription rights for individual beneficiaries or groups of beneficiaries,
- (b) the definition of rules governing the implementation of the option plan,
- (c) the procedure for the granting and exercise of the subscription rights,
- (d) the definition of vesting periods beyond the minimum waiting period of three years, especially the definition of staggered vesting periods for specific part-quantities of subscription rights, and the modification of vesting periods within the law in exceptional cases such as a change in control of the company,
- (e) the regulations on the management and exercise of subscription rights in exceptional cases such as arise when the beneficiary leaves the group or dies or there is a change in control of the company.

(9) Tax

All taxes that fall due when the subscription rights are exercised or when the Infineon shares are sold by the beneficiary will be paid by the beneficiary.

(10) Mandatory reporting

The Managing Board and the Supervisory Board will report on the uptake of the stock option plan and the subscription rights assigned to the beneficiaries every year in the annual report.

- c) A new Paragraph 10 worded as follows is added to Section 4 of the Articles of Association:

“(10) The ordinary share capital is conditionally increased by up to a nominal amount of EUR 24,500,000. The conditional increase in capital is effected by issuing up to 12,250,000 new registered shares that have dividend rights from the start of the fiscal year of their issue. The conditional increase in capital will be effected only to the extent that the holders of subscription rights issued under the “Infineon Technologies AG Stock Option Plan 2006” based on the decision of February 16, 2006 choose to exercise their subscription rights (Conditional Share Capital IV/2006).”

- d) The “Infineon Technologies AG 2001 International Long Term Incentive Plan” will cease when the present resolution concerning the “Infineon Technologies AG Stock Option Plan 2006” comes into effect. The conditional increase of the company’s ordinary share capital by a nominal amount of up to EUR 29,000,000 by the issue of up to 14,500,000 new registered shares that was agreed on April 6, 2001 solely for the purpose of satisfying subscription rights granted under the “Infineon Technologies AG 2001 International Long Term Incentive Plan” is extended so that the Conditional Share Capital III can also be used to satisfy subscription rights granted under the “Infineon Technologies AG Stock Option Plan 2006”. The conditional increase in capital will be effected only to the extent that subscription rights are issued from the Conditional Share Capital III under the “Infineon Technologies AG 2001 International Long Term Incentive Plan” or the “Infineon Technologies AG Stock Option Plan 2006” and the holders of these subscription rights choose to exercise them. The Conditional Share Capital III may be used to satisfy subscription rights issued under the “Infineon Technologies AG Stock Option Plan 2006” only if the Conditional Share Capital III is not needed to satisfy subscription rights issued under the “Infineon Technologies AG 2001 International Long Term Incentive Plan”. Such subscription rights are, however, to be serviced preferentially from the Conditional Share Capital I pursuant to Section 4 Paragraph 6 of the Articles of Association. According to the decision of the Annual General Meeting of April 6, 2001, the Conditional Share Capital I is also available for servicing subscription rights from the “Infineon Technologies AG 2001 International Long Term Incentive Plan”.

Section 4 Paragraph 8 Clause 2 of the Articles of Association is worded as follows:

“The conditional increase in capital by the issue of up to 14,500,000 new registered shares that have dividend rights from the start of the fiscal year of their issue will be effected only to the extent that the holders of subscription rights issued under the “Infineon Technologies AG 2001 International Long Term Incentive Plan” based on the decision of April 6, 2001 or the “Infineon Technologies AG Stock Option Plan 2006” based on the decision of February 16, 2006 choose to exercise their subscription rights (Conditional Share Capital III).”

In other respects, the resolutions of the Annual General Meeting of April 6, 2001 remain unaffected.

- e) Share appreciation rights to be issued in future pursuant to Section 11 Paragraph 1 of the Articles of Association will be subject from October 1, 2006 to the Infineon Technologies AG Stock Option Plan 2006 and hence the day of the group-wide allocation of subscription rights from the annual tranche as per Item 2.

7. Amendments of the Articles of Association

Section 7 of the Articles of Association of Infineon Technologies AG currently requires that a second deputy be elected for the Chairperson of the Supervisory Board. The election of a first deputy is laid down in the German Law on Co-Determination (MitbestG), but there is no legal requirement to elect a second deputy. This second deputy should no longer be a mandatory requirement, and should instead be available to the Supervisory Board as an option. We would therefore like to amend the Articles of Association.

The German Law to Strengthen Corporate Integrity and to Modernize the Right of Avoidance (UMAG) came into force on November 1, 2005. One of the provisions of this new legislation is that the period of notice for convening the Annual General Meeting is no longer to be at least “one month” and will in future be “at least 30 days” instead. Section 13 Paragraph 2 Clause 1 of our Articles of Association currently specifies a period of notice for convening the Annual General Meeting of “one month”. We would therefore like to bring the Articles of Association into line with the new legal position.

The Supervisory Board and the Managing Board therefore propose that the following resolutions be approved:

- a) Section 7 Paragraph 1 Clause 2 of the Articles of Association is amended; Section 7 Paragraph 2 is modified accordingly. Section 7 thus reads as follows:

“Section 7
Chairperson and deputy”

- (1) Following the Annual General Meeting at which the members of the Supervisory Board to be elected by the Annual General Meeting are newly elected, a meeting of the Supervisory Board that does not have to be convened separately is held in which the Supervisory Board elects from among its members a chairperson and a deputy in accordance with the provisions of the German Law on Co-Determination (MitbestG) to serve for the duration of their term of office. The Supervisory Board may also elect a second deputy. A deputy acts on behalf of the chairperson whenever the chairperson is unable to act in his or her official capacity unless otherwise specified in these Articles of Association. Whenever he or she deputizes for the chairperson, the deputy has the same rights as the chairperson, but does not have the casting vote granted to the chairperson in the German Law on Co-Determination (MitbestG).
- (2) If the chairperson or his or her deputy elected pursuant to Section 7 Paragraph 1 Clause 1 leaves office prematurely, a new election is held without delay to replace the person who has left for the remaining duration of his or her term of office.”
- b) Section 13 Paragraph 2 Clause 1 of the Articles of Association is amended as follows:
“The convocation of the meeting must be announced at least thirty days in advance of the day by the end of which shareholders must give notification of attendance.”

8. Approval of a domination and profit-and-loss transfer agreement

The Supervisory Board and the Managing Board propose that the domination and profit-and-loss transfer agreement of November 10, 2005 between Infineon Technologies AG (the controlling company) and Comneon Verwaltungsgesellschaft mbH (the controlled company), currently trading as Comneon GmbH (“Comneon”), which is wholly owned by Infineon Technologies AG, be approved.

The principal elements of the agreement are as follows:

- Comneon puts its management under the control of Infineon Technologies AG, which is authorized to issue instructions to Comneon.
- Starting on October 1, 2005, Infineon Technologies AG accepts from Comneon the annual net profit that would be achieved without any profit transfer, but minus a possible loss carryforward from the previous year and subject to the release or creation of free reserves as described below.
- Comneon may retain earnings only insofar as financially justified from the perspective of reasonable business administration principles. These retained earnings must be released at the request of Infineon. Amounts arising from the release of free reserves created before the start of the agreement or additional paid-in capital as per Section 272 Paragraph 2 No. 4 of the German Commercial Code (HGB) will not be transferred.
- Infineon Technologies AG will reimburse any annual net loss incurred by Comneon from October 1, 2005 if this loss cannot be covered by drawing on free reserves created during the lifetime of the agreement; Section 302 Paragraphs 1, 3 and 4 AktG apply as appropriate to this provision.
- The agreement comes into force under civil law with the passing of the approval resolutions by the Shareholders’ Meeting of Comneon and the Annual General Meeting of Infineon Technologies AG and entry in the commercial register of Comneon and applies – with the exception of the right to issue instructions – with retrospective effect from October 1, 2005. The agreement may not be terminated before the end of September 30, 2011; thereafter it may be terminated to the end of each fiscal year of Comneon subject in each case to a period of notice of six months.

The Shareholders’ Meeting of Comneon approved the domination and profit-and-loss transfer agreement on November 16, 2005 in notarized form.

The shares of Comneon are held exclusively by Infineon Technologies AG. The absence of any external shareholders means that Infineon Technologies AG does not have to pay any compensation (Section 304 AktG) or guarantee any settlement payments (Section 305 AktG).

A review of the agreement by a qualified auditor as per Section 293 b AktG is unnecessary for the same reason.

The domination and profit-and-loss transfer agreement, the annual financial statements, the management reports of the companies entering into the agreement for each company’s last

three fiscal years – insofar as these have to be prepared pursuant to the applicable statutory provisions – and the report on the direct control and profit transfer agreement prepared jointly by the Managing Board of Infineon Technologies AG and the senior management of Comneon are held available for inspection by shareholders at Infineon Technologies AG, Balanstrasse 73 (Thomasiusplatz entrance), 81541 Munich, Germany and Am Campeon 1–12, 85579 Neubiberg, Germany, and at the business premises of Comneon, Südwestpark 2–4, 90449 Nuremberg, Germany. These documents will also be displayed at the Annual General Meeting of Infineon Technologies AG.

Attendance at the Annual General Meeting

All shareholders who are registered in the Company's stock register as shareholders of the Company and have given notice of their attendance at the Annual General Meeting by no later than Thursday, February 9, 2006, in writing, by fax or using the electronic method described below are entitled to attend the Annual General 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 to Infineon Technologies AG in writing at the following address

Infineon Hauptversammlung 2006
81043 München
Germany

or electronically at

www.infineon.com/agm

or by sending a fax to +49 (0) 89 234-955 0153.

In order to use the electronic registration option you need a personal access code, which is sent to you with the shareholders' documents. If you have already registered for electronic delivery of the Shareholders' Meetings documents, please use the personal access code you have already chosen. If you wish to attend the Annual General Meeting, please give notice of your attendance as early as possible so as to facilitate the organization of the meeting.

Shareholders who are registered in the Company's stock register may exercise their voting rights themselves or appoint another person in writing or a bank or a shareholders' association to exercise their voting rights at the Annual General Meeting. If a proxy is used, the holders of the proxy should be notified to the Company in due time by the shareholder or by the holders of the proxy themselves. This can also be done in writing or electronically at the internet address specified above.

We are once again offering a special service through which you may also appoint employees of the Company to represent you at the Annual General Meeting in accordance with your voting instructions. Further details are provided in the documents sent to each shareholder. You may also appoint such proxies to exercise your voting rights via the aforementioned internet address. Please note that proxies appointed to exercise your voting rights will not accept instructions to

speak, ask questions or introduce proposals and that they will not support proposals on the procedure at the Annual General Meeting or any other proposal not brought forth prior to the Annual General Meeting.

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 Annual General Meeting will be issued admission tickets and voting cards.

Copies of the documents referred to in Items 1 and 8 of the Agenda will be sent to our shareholders upon request.

Shareholders who have any queries regarding the Annual General Meeting are requested to address these to:

Infineon Technologies AG
IR (Investor Relations)
Am Campeon 1-12
85579 Neubiberg
Germany
(fax: +49 (0) 89 234-955 0153).

Any shareholders with proposals pursuant to Section 126 of the German Stock Corporation Act (AktG) should also contact this address.

Queries can also be sent by e-mail to:

hv2006@infineon.com

All interested parties can follow the speeches of the Chairman of the Annual General Meeting and of the Managing Board at the start of the meeting live on the internet at <http://www.infineon.com/agm>. Shareholders can also follow the debate via this site.

The invitation to the Annual General Meeting was published in the electronic version of the German Federal Gazette on January 2, 2006.

Item 5 of the Agenda provides for the holding of elections to the Supervisory Board. We provide the following information concerning the persons proposed for these posts pursuant to Section 125 Paragraph 1 Clause 3 of the German Stock Corporation Act (AktG):

1. Dr. Siegfried Luther is Managing Director of Reinhard Mohn Verwaltungsgesellschaft mbH, Gütersloh. He holds the following additional mandates:
 - a. Memberships in Supervisory Boards to be formed pursuant to law
Company mandates:
Member of the Supervisory Board
– Druck- und Verlagshaus Gruner und Jahr AG, Hamburg

- b. Memberships in similar governing bodies of business enterprises
External mandates:
Chairman of the Board of Directors
– RTL Group S.A., Luxemburg
- 2. Dr. Eckhart Sünner is General Counsel at BASF AG, Ludwigshafen. He holds the following additional mandates:
 - a. Memberships in Supervisory Boards to be formed pursuant to law
External mandates:
Member of the Supervisory Board
– K+S AG, Kassel
Company mandates:
Chairman of the Supervisory Board
– Lucura Rückversicherungs AG, Ludwigshafen
Member of the Supervisory Board
– BASF Schwarzheide GmbH, Schwarzheide
 - b. Memberships in similar governing bodies of business enterprises
Company mandates:
Member of the Board of Directors
– BASF Corporation, Florham Park, New Jersey, USA

Pursuant to Section 128 of the German Stock Corporation Act (AktG), we give the following information:

One member of the Supervisory Board of Infineon Technologies AG is a member of the Managing Board of Dresdner Bank AG, Frankfurt am Main.

Credit Suisse First Boston International, London, which is a part of the Credit Suisse Group, was involved in the most recent issue of the company's securities within the last five years.

A shareholding of a bank required to be notified according to Section 21 of the Act on the Trading of Securities (Wertpapierhandelsgesetz) has not been reported to us.

Sincerely,

Infineon Technologies AG
The Managing Board

Infineon Technologies AG

Vorsitzender des Aufsichtsrats: Max Dietrich Kley
Vorstand: Dr. Wolfgang Ziebart (Vorsitzender), Peter Bauer,
Prof. Dr. Hermann Eul, Peter J. Fischl, Kin Wah Loh
Sitz der Gesellschaft: München
Registergericht: München HRB 126492

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