

NOTICE OF

Annual General Meeting
of Infineon Technologies AG
on February 13, 2014

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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 13, 2014, at 10.00 a.m. 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, 2013, of the combined Management Report 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 2012/2013 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 € 129,009,964.08 of the unappropriated profit (*Bilanzgewinn*) of € 129,729,964.08 reported by Infineon Technologies AG for the 2012/2013 fiscal year to pay a dividend of € 0.12 per qualifying share and to transfer the remaining sum amounting to € 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 € 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 2012/2013 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 2012/2013 fiscal year be approved in relation to this period.

5. Appointment of the auditor for the 2013/2014 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 2013/2014 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 2013/2014 fiscal year and auditor for the auditors' review of the Six-month Interim Financial Report pursuant to section 37w, paragraph 5 WpHG for the 2013/2014 fiscal year.

6. Approval of an amendment to the Domination and Profit Transfer Agreement between Infineon Technologies AG and Infineon Technologies Finance GmbH

Due to changes in German legislation, the Domination and Profit Transfer Agreement dated November 2, 2004 between Infineon Technologies AG, as the controlling company, and Infineon Technologies Finance GmbH (“IFTF”), as the controlled company, needs to be amended in order to ensure that the intended group income tax arrangements (consolidated tax filing) contained in the agreement remain valid in the future.

The amendment is necessary as a result of the coming into force of major parts of the Amendment and Simplification of Corporate Taxation and Travel Expenses Law Act (*Gesetz zur Änderung und Vereinfachung der Unternehmensbesteuerung und des steuerlichen Reisekostenrechts*) dated February 20, 2013, as published in the Federal Law Gazette, BGBl. I 2013, 285. In the constellation described above, profit transfer agreements are now required, in accordance with section 17, second sentence no. 2 of the Corporation Tax Act (*Körperschaftsteuergesetz – KStG*), to include a reference to the loss transfer regulations contained in section 302 of the German Stock Corporation Act “in its appropriately valid version” (dynamic reference).

The Domination and Profit Transfer Agreement between the Company and IFTF does not at present include such a dynamic reference. In order to comply with the requirements of section 17, second sentence no. 2 of the Corporation Tax Act, the Company and IFTF concluded an Amendment Agreement on November 25, 2013. Further explanatory comments are provided in the joint report of the Company's Management Board and IFTF's Board of Directors.

IFTF's Shareholders' Meeting approved the Amendment Agreement in notarized form on November 25, 2013. However, the agreement must still be approved by the Company's Annual General Meeting and entered in IFTF's commercial register in order to come into force.

The following documents have been made available on the Internet at www.infineon.com/agm as from the date on which notice of the Annual General Meeting was given:

- the Amendment Agreement, dated November 25, 2013, between the Company and IFTF amending the Domination and Profit Transfer Agreement dated November 2, 2004 along with the amended version of the Domination and Profit Transfer Agreement;
- the Separate Financial Statements and Management Reports of the Company for the 2010/2011, 2011/2012 and 2012/2013 fiscal years;
- the Annual Financial Statements of IFTF for the 2010/2011, 2011/2012 and 2012/2013 fiscal years;
- the joint report of the Company’s Management Board and IFTF’s Board of Directors on the Amendment Agreement dated November 26, 2013;
- the report of the contract auditor dated November 26, 2013, issued by KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, with respect to the Amendment Agreement;
- the joint report of the Company’s Management Board and IFTF’s Board of Directors on the Domination and Profit Transfer Agreement dated November 2, 2004;
- the report of the contract auditor dated November 3, 2004, issued by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin, with respect to the Domination and Profit Transfer Agreement dated November 2, 2004.

The documents listed above will also be available for scrutiny at the Company’s Annual General Meeting.

The Management Board and the Supervisory Board propose to the Annual General Meeting that the Amendment Agreement dated November 25, 2013, between Infineon Technologies AG and Infineon Technologies Finance GmbH amending the Domination and Profit Transfer Agreement dated November 2, 2004 be approved.

7. Revocation of Conditional Capital I (section 4, paragraph 4 of the Articles of Association)

The Conditional Capital I in section 4, paragraph 4 of the Articles of Association (registered in the commercial register as “Conditional Capital 1999/I”) is used to service subscription rights issued in conjunction with the “Infineon Technologies AG 2001 International Long Term Incentive Plan”. This plan has now expired. Subscription rights already issued may no longer be exercised and no new subscription rights will be issued. Conditional Capital I is therefore no longer required.

The Management Board and the Supervisory Board propose that Conditional Capital I – approved by the Annual General Meeting on October 18, 1999 and amended by resolutions passed at the Annual General Meetings on February 16, 2000, April 6, 2001 and February 12, 2009 – be revoked and that section 4, paragraph 4 of the Articles of Association be deleted; the numbering of subsequent paragraphs contained in section 4 shall remain unchanged.

8. Revocation of an existing and grant of a new authorization for the issue of bonds with warrants and/or convertible bonds, the revocation of Conditional Capital 2010/II (section 4, paragraph 11 of the Articles of Association), the creation of a new Conditional Capital 2014 and a new wording of section 4, paragraph 11 of the Articles of Association

At the Annual General Meeting held on February 11, 2010 the Management Board was authorized in accordance with Item 13 of the Agenda to issue bonds with warrants and/or convertible bonds in an aggregate nominal amount of up to € 2,000,000,000.00 and to grant the holders of such option or conversion rights to up to 130,000,000 no par value Company registered shares, representing a notional portion of the share capital of up to € 260,000,000.00. In order to service these option and/or conversion rights and to fulfill the conversion rights attached to the bonds, it was also resolved at the Annual General Meeting to create Conditional Capital 2010/II. The authorization granted to the Management Board on February 11, 2010, which has not been utilized to date, expires on February 10, 2015. Since the Annual General Meeting 2015 is likely to take place after this date – and the necessary registration of any new conditional capital in the Company’s commercial register even later – the intention is that the existing authorization and Conditional Capital 2010/II be revoked now and replaced by a new authorization and new Conditional Capital 2014, thus ensuring that the Company will continue to be able in the coming years to make use of bonds with warrants and/or convertible bonds as important financing instruments.

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

(1) Revocation of the existing authorization and Conditional Capital 2010/II

The authorization resolved at the Annual General Meeting held on February 11, 2010 (Agenda Item 13) to issue bonds with warrants and/or convertible bonds and the related Conditional Capital 2010/II will be revoked as of the date on which

- the contestation period pursuant to section 246, paragraph 1 of the German Stock Corporation Act expires, without the authorization having been contested with respect to (2) below or, in the event that the authorization has been contested in this respect within the required time limit, as of the date on which the contestation is dismissed with legal effect, and
- the Conditional Capital 2014 and the new wording of section 4, paragraph 11 of the Articles of Association are registered in the commercial register.

(2) Authorization of the Management Board to issue bonds with warrants and/or convertible bonds

a) Authorization period, nominal amount, number of shares

The Management Board is authorized, with the approval of the Supervisory Board, in the period until February 12, 2019, once or in partial amounts,

- through the Company or through companies in which the Company directly or indirectly has a majority holding (“subordinated group companies”), to issue bonds with warrants and/or convertible bonds in an aggregate nominal amount of up to € 2,000,000,000.00 (“bonds”), and

- to guarantee such bonds issued by subordinated group companies,

and to grant bondholders option or conversion rights to up to 130,000,000 no par value Company registered shares, representing a notional portion of the share capital of up to € 260,000,000.00, in accordance with the relevant terms of the bonds. The bonds may be denominated in Euro or in the legal currency of a member country of the OECD, in which case they are limited to the relevant equivalent value in Euro.

The individual issues may be divided into partial bonds, each of which conveys equal entitlement.

If convertible bonds are issued, the conversion rate is determined by dividing the nominal value of one partial bond by the defined conversion price for one Company ordinary registered share. The conversion rate is rounded to the fourth decimal place. The terms of the bonds may specify an additional payment in cash and provide for fractions that cannot be converted to be consolidated and/or settled in cash. If the nominal value of the bonds and the conversion price are indicated in different currencies, the last ECB reference rate available when the issue price of the bonds is finally set is used for the conversion.

b) Subscription right, exclusion of the subscription right

The shareholders have a right in principle to subscribe to the bonds; the bonds may also be subscribed to by a bank or syndicate of banks subject to the condition that they be offered for subscription to the shareholders. The Management Board is however authorized, with the approval of the Supervisory Board, to exclude the subscription rights of the shareholders to the bonds,

- if 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 only applies insofar as the shares to be issued to service the option and/or conversion rights established on this basis 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. To be included in this 10% of the share capital is the notional portion of the share capital that relates to shares issued or used in the period from February 13, 2014 through to the expiry of the term of the authorization and for which the subscription rights of the shareholders are excluded in direct or analogous application of section 186, paragraph 3, fourth sentence, AktG. Also to be included in the number of shares for these purposes 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.
- in order to exclude fractional amounts resulting from a given subscription ratio from the subscription rights of the shareholders to the bonds, or

- insofar as such action is necessary in order to grant holders of option or conversion rights attached to convertible bonds (issued or still to be issued by the Company or its subordinated group companies) the number of subscription rights to which they would be entitled after exercise of the rights or after fulfillment of any conversion obligations.
- c) Option or conversion price, protection against dilution
- The option or conversion price is to be calculated in accordance with the following principles:
- aa) Even if the following dilution protection regulations are applied, the option or conversion price must equal 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)
 - during the ten stock exchange days prior to the date of adoption of the resolution by the Management Board to issue the bonds, or,
 - insofar as shareholders have subscription rights for the bonds, during the days on which subscription rights for the bonds are traded on the Frankfurt Stock Exchange, but excluding the last two stock exchange trading days for such subscription rights.
 - bb) Without prejudice to section 9, paragraph 1, AktG, the option or conversion price may be reduced pursuant to a dilution protection clause in accordance with the terms of the bonds if the Company increases its share capital before the end of the option or conversion period, honoring the subscription rights of the shareholders, or issues or guarantees further bonds and the holders of option rights or of convertible bonds are not granted subscription rights in this relation. The terms may also provide for a value-preserving adjustment of the option or conversion price or of the option or conversion rate in the event of other measures potentially leading to a dilution of the commercial value of the option or conversion rights.
 - cc) In any event, the notional portion of the share capital attributable to the shares to be subscribed for each bond may not exceed the nominal value of the bond.
- d) Authorization to determine further details
- The Management Board is authorized, in accordance with the aforementioned requirements, to determine the further details of the issue and features of the bonds and their terms alone or in agreement with the corporate bodies of the subordinated group company issuing the bonds. The further details and features that may be determined specifically include interest rate, issue price, term and denomination, 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, delivery of existing shares rather than new shares, protection against dilution and option/conversion period.

If the Supervisory Board is required to give its approval under the terms of this authorization, the decision to approve or not can be delegated to one of the Supervisory Board's committees.

(3) Creation of a Conditional Capital 2014

The Company's share capital is conditionally increased by up to € 260,000,000.00 by the issue of up to 130,000,000 new registered shares carrying a dividend right as of the beginning of the fiscal year in which they are issued. The conditional capital increase serves the purpose of granting shares to the holders or creditors of bonds with warrants and/or convertible bonds issued by the Company or a subordinated group company against payment in cash on the basis of the authorization granted at the Annual General Meeting on February 13, 2014. The new shares will be issued at the relevant option or conversion price determined on the basis of the authorization referred to above. The conditional capital increase is to be effected only insofar as option and/or conversion rights attached to the bonds are exercised or conversion obligations under the bonds are fulfilled and insofar that no cash settlement is made or own shares are used to service the obligations. The Management Board is authorized to determine the further details of implementation of the conditional capital increase (Conditional Capital 2014).

(4) New wording to section 4, paragraph 11 of the Articles of Association

Section 4, paragraph 11 of the Articles of Association will be worded as follows:

“(11) The Company's share capital is conditionally increased by up to € 260,000,000.00 by the issue of up to 130,000,000 new registered shares carrying a dividend right as of the beginning of the fiscal year in which they are issued. The conditional capital increase serves the purpose of granting shares to the holders or creditors of bonds with warrants and/or convertible bonds issued by the Company or a subordinated group company against payment in cash on the basis of the authorization granted at the Annual General Meeting on February 13, 2014. The conditional capital increase is to be effected only insofar as option and/or conversion rights from the bonds are exercised or conversion obligations under these bonds are fulfilled and insofar that no cash settlement is made or own shares are used to service the obligations. The Management Board is authorized to determine the further details of implementation of the conditional capital increase (Conditional Capital 2014).”

Reports of the Management Board to the Annual General Meeting

Report of the Management Board concerning Item 6 on the Agenda: Approval of an amendment to the Domination and Profit Transfer Agreement between Infineon Technologies AG and Infineon Technologies Finance GmbH

In accordance with section 295, paragraph 1, second sentence and section 293a of the German Stock Corporation Act (*Aktiengesetz – AktG*), the Management Board of Infineon Technologies AG hereby presents the following joint report with the Board of Directors of Infineon Technologies Finance GmbH with respect to the Amend-

ment Agreement to the Domination and Profit Transfer Agreement dated November 2, 2004:

1. Domination and Profit Transfer Agreement dated November 2, 2004

On November 2, 2004 Infineon Technologies AG, Neubiberg, which is registered in the commercial register of the Munich Local Court under HRB 126492 (“Infineon”), concluded a Domination and Profit Transfer Agreement with Infineon Technologies Finance GmbH (at that stage called Infineon Technologies Mantel 13 GmbH), Neubiberg, which is registered in the commercial register of the Munich Local Court under HRB 139467 (“IFTF”). All of the shares of IFTF were held at that date, and are still held at present, by Infineon and its wholly owned subsidiary, Infineon Technologies Holding B.V., Rotterdam/Netherlands.

IFTF’s shareholders approved the Domination and Profit Transfer Agreement at the Shareholders’ Meeting held on November 2, 2004, Infineon’s shareholders approved the agreement at the Annual General Meeting held on January 25, 2005. The Domination and Profit Transfer Agreement became valid on April 5, 2005 when it was entered into IFTF’s commercial register.

One of the principal purposes of the Domination and Profit Transfer Agreement was to establish group income tax arrangements (consolidated tax filing) between Infineon and IFTF. Establishing consolidated tax filing arrangements meant that, with effect from the beginning of the 2005 fiscal year, Infineon (as head of the tax group) and IFTF (as member of the tax group) filed consolidated tax returns for income tax purposes.

In addition to stipulating Infineon’s right to issue instructions to IFTF, the Domination and Profit Transfer Agreement also contains the requirement for IFTF to transfer its profits to Infineon and for Infineon to take over IFTF’s losses.

2. Amendment Agreement dated November 25, 2013 to the Domination and Profit Transfer Agreement dated November 2, 2004

In accordance with the Amendment Agreement dated November 25, 2013, Infineon and IFTF amended the Domination and Profit Transfer Agreement dated November 2, 2004. The background reasons as well as the contents of the Amendment Agreement are explained below:

- a. Section 3 of the Domination and Profit Transfer Agreement, which deals with the transfer of losses, is amended by Point 1 of the Amendment Agreement.

The amendment is necessary as a result of the coming into force of major parts of the Amendment and Simplification of Corporate Taxation and Travel Expenses Act (*Gesetz zur Änderung und Vereinfachung der Unternehmensbesteuerung und des steuerlichen Reisekostenrechts*) dated February 20, 2013 (as published in the Federal Law Gazette, BGBl. I 2013, 285). This new legislation brings about, among other things, a change to section 17, second sentence no. 2 of the Corporation Tax Act (*Körperschaftsteuergesetz – KStG*). The previous version of that section only stipulated that a loss transfer should be agreed in accordance with the requirements of section 302 AktG. For this reason, it was sufficient if the wording of section 302 AktG was included in the agreement or if a static reference was made to it. In the constellation described above, profit transfer agreements are now

required, in accordance with section 17, second sentence no. 2 of the Corporation Tax Act, to include a reference to the loss transfer regulations contained in section 302 AktG “in its appropriately valid version” (dynamic reference). In order to ensure that the tax group arrangements remain valid in future, the Domination and Profit Transfer Agreement needs to be amended to bring it in line with the new legal requirements.

Section 3 of the Domination and Profit Transfer Agreement, which deals with the transfer of losses, now has the following wording:

“In accordance with the requirements contained in section 302, paragraphs 1 and 3 AktG, Infineon is required to offset any annual loss arising at the level of IFTF during the term of the agreement, unless such loss is not offset by a transfer of equivalent amounts from free reserves (other revenue reserves pursuant to section 272, paragraph 3 HGB), to the extent that those amounts had previously been transferred to such reserves during the term of the agreement.”

In order to comply with the requirements of section 17, second sentence 2 no. 2 KStG, the previous “static” reference contained in section 3 of the agreement is to be replaced by a “dynamic” reference. Section 3 of the new version of the agreement now has the following wording:

“For the purposes of the transfer of losses, the requirements of section 302 AktG in its appropriately valid version are applicable.”

- b. Point 2 of the Amendment Agreement makes it clear that the Domination and Profit Transfer Agreement remains unchanged in all other respects. Reference is therefore also made to the joint report of the Company’s Management Board and IFTF’s Board of Directors dated November 2, 2004 and to the report of the contract auditor, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Berlin, dated November 3, 2004, which – along with the other documents related to the Amendment Agreement – have been made available on the Internet at www.infineon.com/agm.
- c. Attention is drawn in point 3 of the Amendment Agreement that the Amendment Agreement only comes into force after receipt of approval by IFTF’s Shareholder Meeting (which already took place on November 25, 2013), after approval by Infineon’s Annual General Meeting and after registration in IFTF’s commercial register.
- d. Point 4 of the Amendment Agreement also contains the following severability clause: In the event a provision of the Amendment Agreement is wholly or partially invalid or unenforceable, this shall not affect the validity or enforceability of the remaining provisions of the Amendment Agreement. The invalid or unenforceable provision shall then be replaced by a valid or enforceable provision that comes closest in economic terms to the provision which is invalid or unenforceable. The same shall apply in the event of any unintended omission in the Amendment Agreement.

3. No claim to compensation or offset; contract audit

All of IFTF's shares were held by Infineon and its wholly owned Dutch subsidiary, Infineon Technologies Holding B.V. at the date of signature of the Domination and Profit Transfer Agreement on November 2, 2004 and continue to be so held. The absence of any external shareholders means that Infineon was not required at that stage (or since then) to pay any compensation pursuant to section 304 AktG.

KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, was appointed in accordance with section 293c AktG by the Munich Regional Court I (*Landgericht*) on October 28, 2013 as contract auditor for the Amendment Agreement and the amended Domination and Profit Transfer Agreement. The report of the contract auditor dated November 26, 2013 does not contain any objections.

Report of the Management Board concerning Item 8 on the Agenda: Revocation of an existing and grant of a new authorization for the issue of bonds with warrants and/or convertible bonds, the revocation of Conditional Capital 2010/II, the creation of a new Conditional Capital 2014 and a new wording of section 4, paragraph 11 of the Articles of Association

The Management Board and Supervisory Board propose that the shareholders at the Annual General Meeting grant a new authorization to issue bonds with warrants and/or convertible bonds and approve the creation of the related conditional capital. The Management Board reports to the Annual General Meeting as follows in accordance with section 221, paragraph 4, second sentence and section 186, paragraph 4, second sentence of the German Stock Corporation Act (*Aktiengesetz – AktG*):

Bonds with warrants and convertible bonds (“bonds”) represent an important financing instrument for the Company by providing an additional source of financing alongside traditional debt and equity capital financing. They enable the Company to obtain low-interest debt capital, which in some instances it may later retain in the form of equity. The conversion and option premiums realized, moreover, accrue to the Company. The Company has successfully issued convertible bonds on several occasions in the past.

At the Annual General Meeting held on February 11, 2010, the Management Board was authorized to issue bonds in an aggregate nominal amount of up to € 2,000,000,000.00 and to grant bondholders option or conversion rights to up to 130,000,000 no par value Company registered shares, representing a notional portion of the share capital of up to € 260,000,000.00. In order to service these option and/or conversion rights and to fulfill the conversion rights attached to the bonds, it was also resolved at the Annual General Meeting to create Conditional Capital 2010/II. The authorization granted to the Management Board on February 11, 2010, which has not been utilized to date, expires on February 10, 2015. Since the Annual General Meeting 2015 is likely to take place after this date – and the necessary registration of any new conditional capital in the Company's commercial register even later –, the intention is that the existing authorization and Conditional Capital 2010/II be revoked now and replaced by a new authorization and new Conditional Capital 2014, thus ensuring that the Company will continue to be able in the coming years to make use of bonds with warrants and/or convertible bonds as important financing instruments.

As with the previous authorization, the new authorization is intended to allow the issue of bonds in an amount of up to € 2,000,000,000.00, which can be serviced out of the newly created Conditional Capital 2014 with up to 130,000,000 shares representing a notional portion of the share capital of up to € 260,000,000.00.

Infineon's shareholders have a right in principle to subscribe to the bonds, thus enabling them to invest their capital with the Company and at the same time maintain their proportionate stakes in the Company. In accordance with applicable laws and to the same extent allowed by the previous authorization, the Management Board is to be authorized in certain clearly defined circumstances, with the approval of the Supervisory Board, to exclude the subscription rights of existing shareholders:

- First of all, the Management Board is to be authorized to exclude the subscription rights in analogous application of section 186, paragraph 3, fourth sentence AktG if the issue price of the bonds is not substantially lower than their theoretical market value as determined in accordance with accepted methods of financial mathematics (section 221, paragraph 4, second sentence in conjunction with section 186, paragraph 3, fourth sentence, AktG). Such exclusion of the subscription rights of the shareholders is necessary if a bond is to be placed at short notice in order to make use of a favorable market environment. The interests of the shareholders are preserved in that the bonds will never be issued at a price substantially lower than their market value, which means that the value of a subscription 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. To be included in this 10% of the share capital is the notional portion of the share capital that relates to shares issued or used in the period from February 13, 2014 through to the expiry of the term of the authorization and for which the subscription rights of the shareholders are excluded in direct or analogous application of section 186, paragraph 3, fourth sentence, AktG. Also to be included in the number of shares for these purposes are the shares that have already been issued or can still be issued in future to service conversion or option rights insofar as the 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. These adjustments are made in the interests of minimizing any dilution of the stake of the shareholders.
- It is intended that subscription rights should also be able to be excluded in order to permit the exploitation of fractional amounts in issues for which shareholders have subscription rights in principle. It is reasonable and customary to exclude the subscription rights of the shareholders in relation to fractional amounts, as the costs of trading subscription rights relating to fractional amounts are not at all proportionate to the benefits for the shareholders. The fact that the exclusion is limited to fractional amounts means that the potential dilution effect is negligible.
- The Management Board can also exclude the subscription right insofar as such action is necessary in order to grant holders of option or conversion rights attached to bonds (issued or still to be issued by the Company or its subordinated group companies) the number of subscription rights to which they would be entitled after exercise of the rights or

after fulfillment of any conversion obligations. This is intended to give the Company the ability to offer the holders of such bonds, which usually have a mechanism to protect against dilution in the case of capital measures, for example, proper compensation without having to adjust the option or conversion price. Excluding the subscription rights of the shareholders in this instance thus ultimately serves to simplify the process of issuing and marketing bonds and is therefore very much in the interests of the Company and its shareholders.

Other information

Total number of shares and voting rights

The share capital of the Company in the amount of € 2,219,629,936.00 is divided into 1,109,814,968 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 shareholder 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 6, 2014 (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 2014
c/o Computershare Operations Center
80249 Munich
Germany,
- to the fax number
+49 (0)89 234-9550153 or
- to the e-mail address
hv2014@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 transfer entries can be made in the stock register between February 7, 2014 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. On the day of the Annual General Meeting such notification can also be given 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 Infineon (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
 - a. will not accept instructions to speak, to submit objections to Annual General Meeting resolutions or to ask questions or introduce proposals and that they
 - b. 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 2014, c/o Computershare Operations Center, 80249 Munich, Germany, until February 12, 2014, 12 midnight (CET),
 - b. in text form using fax number +49 (0)89 234-9550153 or the e-mail address hv2014@infineon.com until February 13, 2014, 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. On the day of the Annual General Meeting and up to the time of voting powers of attorney and instructions for the Company's employee proxies can also be issued, amended or revoked in text form at the appropriate check-in and check-out points.

4. Instructions to employee proxies for Item 2 on the Agenda remain valid 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 instruction given for that Agenda proposal 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
 - a. in text form using the address Infineon Hauptversammlung 2014, c/o Computershare Operations Center, 80249 Munich, Germany, until February 12, 2014, 12 midnight (CET),
 - b. in text form using the fax number +49 (0)89 234-9550153 or the e-mail address hv2014@infineon.com until February 13, 2014, 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 mail ballot by Infineon. On the day of the Annual General Meeting and up to the time of voting mail ballots can also be issued, amended or revoked in text form at the appropriate check-in and check-out points.

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. 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.
5. Votes cast by mail ballot for Item 2 on the Agenda remain valid 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.
6. 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 € 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 meeting, that is to say by no later than 12 midnight (CET) on January 13, 2014. 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 13, 2013.

2. Counterproposals and proposal for elections

Each shareholder is entitled 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 in advance of the Annual General Meeting, they must – in accordance with section 126, paragraph 1 AktG – 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 12 midnight (CET) on January 29, 2014

- 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 email address
hv2014@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, practiced 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; American Depositary Shares

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 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 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 December 30, 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