



NOTICE OF

Annual General Meeting
of Infineon Technologies AG
on February 16, 2017

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Dear Shareholders,

Notice is hereby given that the

Annual General Meeting of Infineon Technologies AG

will be held at the ICM (International Congress Center Munich), which is located at Am Messese 6, Messegelände, 81829 Munich, Germany, on Thursday, February 16, 2017 at 10.00 a.m. (CET)

I. Agenda

1. Submission of the approved Separate Financial Statements of Infineon Technologies AG and the approved Consolidated Financial Statements, both as of September 30, 2016, 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*), the report of the Supervisory Board for the 2016 fiscal year and the Management Board's proposal for the allocation of unappropriated profit

The aforementioned documents have already been published on the Infineon website at www.infineon.com/agm. They will also be made available to the Annual General Meeting, where their content will be presented in detail by the Management Board. The Supervisory Board report will be presented by the Chairman of the Supervisory Board.

The Declaration on Corporate Governance (*Erklärung zur Unternehmensführung*) and the Corporate Governance Report are published on the Infineon website at www.infineon.com/declaration-on-corporate-governance and www.infineon.com/corporate-governance-report respectively.

The Supervisory Board has approved the Separate Financial Statements and Consolidated Financial Statements prepared by the Management Board and the Separate Financial Statements have therefore been adopted in accordance with section 172, first sentence, of the German Stock Corporation Act (*Aktiengesetz – AktG*). A resolution of the Annual General Meeting pertaining 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 €247,868,083.98 of the unappropriated profit (*Bilanzgewinn*) of €249,188,083.98 reported by Infineon Technologies AG for the 2016

fiscal year to pay a dividend of €0.22 per qualifying share and to transfer the remaining sum amounting to €1,320,000.00 to other revenue reserves (*Gewinnrücklagen*).

This proposal takes into account the 6 million own shares held at the time of the calling of the Annual General Meeting that do not qualify for payment of a dividend. If the number of shares qualifying for payment of a dividend changes prior to the resolution concerning the allocation of unappropriated profit being 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 €0.22 per qualifying share.

Attention is drawn to the fact that – in accordance with the amendment to section 58, paragraph 4, AktG as of January 1, 2017 – any dividend resolved at the Annual General Meeting will not fall due for payment until the third business day following the Annual General Meeting (February 21, 2017), and, accordingly, will not be paid until that date.

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 in office during the 2016 fiscal year be approved for 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 in office during the 2016 fiscal year be approved for this period.

5. Appointment of the Company and Group auditor for the 2017 fiscal year and the auditor for the review of the Half-Year Financial Report pursuant to section 37w, paragraph 5 of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*) for the 2017 fiscal year

The Supervisory Board, concurring with the recommendation of its Investment, Finance and Audit Committee, proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed Company and Group auditor for the 2017 fiscal year and auditor for the review of the Half-Year Financial Report pursuant to section 37w, paragraph 5, WpHG for the 2017 fiscal year.

6. Election of a Supervisory Board member

Effective November 8, 2016, Prof. Dr. Doris Schmitt-Landsiedel has ceased to be a member of the Supervisory Board. Thus, a new member of the Supervisory Board must be elected.

The Supervisory Board is constituted in accordance with section 96, paragraph 1 and section 101, paragraph 1 AktG; section 1, paragraph 1, section 5, paragraph 1, section 7, paragraph 1, first sentence, number 2 and paragraph 2, number 2 German Co-Determination Act (*Mitbestimmungsgesetz – MitbestG*); and article 6, paragraph 1 of the Articles of Association, comprising eight employee and eight shareholder representatives. Pursuant to section 96, paragraph 2 AktG, the Supervisory Board must be made up of at least 30 percent women and at least 30 percent men. This quota needs to be complied with taking

into account the full Supervisory Board as neither the employee representatives nor the shareholder representatives have objected to such overall view. Therefore, at least five Supervisory Board members must be women and men respectively. Even without Prof. Dr. Schmidt-Landsiedel, currently five women belong to the Supervisory Board.

Based on the recommendation of its Nomination Committee, the Supervisory Board proposes that Mrs. Géraldine Picaud, Paris/France, Chief Financial Officer of Essilor International S.A., Charenton-le-Pont/France, be elected to the Supervisory Board as representative of the shareholders with effect from the end of the Annual General Meeting on February 16, 2017 until the end of the Annual General Meeting that decides on the approval of the acts of the Supervisory Board for the fiscal year 2021.

The proposal for election takes account both of the legal requirements and of the targets decided upon by the Supervisory Board for its own composition.

With regard to section 5.4.1 paragraphs 5 to 7 of the German Corporate Governance Code it is expressed that based on the Supervisory Board's assessment, Mrs. Picaud does not have personal or business relations with Infineon Technologies AG or Group entities, its executive bodies or a shareholder holding a material interest in the Company that might be seen as relevant by a shareholder with common sense for the decision on the election proposal.

Mrs. Picaud is a member of the following supervisory boards to be established pursuant to statutory provisions and comparable domestic and foreign controlling bodies of enterprises:

- Member of the Board of Directors, Alstom S.A., Saint-Quen/France
- Within the Essilor Group:
 - Member of the Board of Directors, Vision Direct Group Ltd., London/United Kingdom
 - Member of the Board of Directors, 3-101-490923 S.A. (Grupo Vision), San José/Costa Rica
 - Member of the Board of Directors, Vision For Life/Essilor Social Impact, Charenton-le-Pont/France
 - Member of the Board of Directors, Essilor India Private Limited, Bangalore/India

The curricula vitae of Mrs. Picaud can be found on the Company's website at www.infineon.com/agm.

7. Approval of the conclusion of the Domination and Profit Transfer Agreement between Infineon Technologies AG and Infineon Technologies Mantel 28 GmbH

Infineon Technologies AG ("Infineon") concluded a domination and profit transfer agreement with Infineon Technologies Mantel 28 GmbH („Mantel 28 GmbH“) on December 14, 2016.

Mantel 28 GmbH is being held by Infineon as a shell company into which, if required, operations (such as operational assets and liabilities, a business or participations in entities) could be contributed or transferred at a later date.

As a result of the Domination and Profit Transfer Agreement, profits and losses of Mantel 28 GmbH are attributable, for accounting and tax purposes, to Infineon.

The principal elements of the Agreement are as follows:

- (1) Mantel 28 GmbH places the management of its company under the control of Infineon. Infineon is accordingly authorized to issue instructions to the senior management of Mantel 28 GmbH in relation to the management of the company. Notwithstanding this authority to issue instructions, responsibility for managing and representing Mantel 28 GmbH remains with the Board of Directors of Mantel 28 GmbH.
- (2) Mantel 28 GmbH undertakes to transfer its entire profit to Infineon. The sum to be transferred is the net profit – subject to the creation or release of reserves pursuant to point (3) – recorded for each year (measured before profit transfer), minus any loss carryforward from the previous fiscal year and the sum not available for distribution pursuant to section 268, paragraph 8, HGB). Section 301 AktG – or a corresponding successor provision – as amended shall apply accordingly.
- (3) Mantel 28 GmbH may, with the approval of Infineon, transfer amounts from annual net income to other revenue reserves (section 272, paragraph 3, HGB) insofar as this is permitted under commercial law and is financially justified on the basis of reasonable and prudent business judgment. At the request of Infineon, amounts transferred to other revenue reserves pursuant to the currently valid version of section 301, second sentence, AktG during the term of the agreement may be released from other revenue reserves and transferred to Infineon as profit. Amounts released from other revenue reserves pursuant to section 272, paragraph 3, HGB that were created prior to the commencement of this Agreement or of profit brought forward from the period prior to the commencement of this Agreement may not be transferred to Infineon. To the extent legally permissible, amounts that have been or are in future transferred to capital reserves pursuant to section 272, paragraph 2, no. 4, HGB may be released and distributed outside the Agreement.
- (4) The provisions of the currently valid version of section 302 AktG shall apply in relation to the transfer of losses.
- (5) The Agreement only comes into force once it has been approved by the Shareholders' Meeting of Mantel 28 GmbH and the Annual General Meeting of Infineon and entered in the commercial register of Mantel 28 GmbH.
- (6) The Agreement applies with regard to Infineon's right of management of Mantel 28 GmbH as defined in point (1) for the period following the coming into force of the Agreement and in addition, initially with retrospective effect, for the entire fiscal year of Mantel 28 GmbH, in which the Agreement is entered in the commercial register of Mantel 28 GmbH.
- (7) The Agreement may be terminated by either of the contracting parties after five years, i.e. 60 months from the beginning of the fiscal year of Mantel 28 GmbH, for which the obligation to transfer profits or offset losses applies for the first time. The intention to terminate must be notified in writing and a notice period of six

months must be observed. If the Agreement is not terminated, it will be extended for an indefinite period with the proviso that it may be terminated at the end of the fiscal year of Mantel 28 GmbH, subject to a notice period of six months.

- (8) The right to terminate the Agreement for an important reason without complying with the notice period remains unaffected. Important reasons for the purposes of early termination include in particular
- a) the sale, contribution or other transfer of shares in Mantel 28 GmbH,
 - b) the merger, split or liquidation of Infineon or Mantel 28 GmbH,
 - c) a change in Mantel 28 GmbH's legal form, unless Mantel 28 GmbH is being converted into an incorporated entity (*Kapitalgesellschaft*) with another legal form,
 - d) the transfer of Mantel 28 GmbH's or Infineon's seat (as per its Articles of Association or as adopted for administrative purposes) to a location outside Germany, if this results in the expiry of tax group arrangements.

Mantel 28 GmbH's Shareholders' Meeting approved the agreement in notarized form on December 15, 2016. The agreement only comes into force once it has been approved by the Annual General Meeting of Infineon and entered in the commercial register of Mantel 28 GmbH.

All of Mantel 28 GmbH's shares are directly held by Infineon. Since no external shareholders are involved, there is no requirement to include provisions for compensation (section 304 AktG) or consideration (section 305 AktG) in the Agreement.

For the same reason, an audit of the Agreement by a qualified auditor pursuant to section 293 b AktG is not necessary.

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

- the joint report of Infineon's Management Board and Mantel 28 GmbH's Board of Directors dated December 8, 2016,
- the Domination and Profit Transfer Agreement concluded between Infineon and Mantel 28 GmbH on December 14, 2016 and
- the Separate Financial Statements and Management Reports of Infineon for the 2014, 2015 and 2016 fiscal years.

The documents listed above will also be available for scrutiny at the Annual General Meeting. Mantel 28 GmbH was not entered in the commercial register until November 24, 2016 and does not as yet have any annual financial statements and management reports.

The Management Board and Supervisory Board propose to the Annual General Meeting that the Domination and Profit Transfer Agreement concluded between Infineon Technologies AG and Infineon Technologies Mantel 28 GmbH on December 14, 2016 be approved.

8. Approval of the conclusion of the Domination and Profit Transfer Agreement between Infineon Technologies AG and Infineon Technologies Mantel 29 GmbH

Infineon concluded a domination and profit transfer agreement with Infineon Technologies Mantel 29 GmbH („Mantel 29 GmbH“) on December 14, 2016. With the exception of the designation of the contractual partners, this agreement is identical to the Domination and Profit Transfer Agreement concluded between Infineon and Infineon Technologies Mantel 28 GmbH. For background information and a description of the main contents of the agreement, please see the information provided for Item 7 of the Agenda.

Mantel 29 GmbH's Shareholders' Meeting approved the agreement in notarized form on December 15, 2016. The agreement only comes into force once it has been approved by the Annual General Meeting of Infineon and entered in the commercial register of Mantel 29 GmbH.

All of Mantel 29 GmbH's shares are directly held by Infineon. Since no external shareholders are involved, there is no requirement to include provisions for compensation (section 304 AktG) or consideration (section 305 AktG) in the Agreement.

For the same reason, an audit of the Agreement by a qualified auditor pursuant to section 293 b AktG is not necessary.

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

- the joint report of Infineon's Management Board and Mantel 29 GmbH's Board of Directors dated December 8, 2016,
- the Domination and Profit Transfer Agreement concluded between Infineon and Mantel 29 GmbH on December 14, 2016 and
- the Separate Financial Statements and Management Reports of Infineon for the 2014, 2015 and 2016 fiscal years.

The documents listed above will also be available for scrutiny at the Annual General Meeting. Mantel 29 GmbH was not entered in the commercial register until November 24, 2016 and does not as yet have any annual financial statements and management reports.

The Management Board and Supervisory Board propose to the Annual General Meeting that the Domination and Profit Transfer Agreement concluded between Infineon Technologies AG and Infineon Technologies Mantel 29 GmbH on December 14, 2016 be approved.

II. Other information

1. Total number of shares and voting rights

The share capital of the Company totaling €2,268,080,766.00 is divided into 1,134,040,383 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.

2. Prerequisites for attending the Annual General Meeting and exercising voting rights

a. Registration

All shareholders who have registered for the Annual General Meeting by no later than 12 midnight on February 9, 2017 (CET) and are entered in the Company's stock register are entitled, pursuant to article 14 of the Articles of Association, to attend 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 2017
c/o Computershare Operations Center
80249 Munich, Germany

- to the fax number
+49 (0)89 30903 – 74681 or

- to the e-mail address
hv2017@infineon.com

or electronically via the internet

- by visiting the website www.infineon.com/agm

The date on which we receive the registration 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 is either supplied with the Annual General Meeting documents or – if you have already registered for electronic delivery of the Annual General Meeting documents – which you have individually chosen.

b. Proxies; employee proxies

Shareholders who are entered in the Company's stock register may exercise their voting rights at the Annual General Meeting either personally or by appointing a proxy (for example a bank or a shareholders' association) or via an employee proxy. Please note that it is also necessary in these cases to register in good time by means of a formally acceptable method in accordance with point a.

Details of how to appoint a proxy are provided in points 3.b. and c.

c. Mail ballot voting

Shareholders who are entered in the Company's stock register may exercise their voting rights by means of a mail ballot without attending the Annual General Meeting in person or through a proxy. Please note that it is also necessary in these cases to register in good time by means of a formally acceptable method in accordance with point a.

Details of the mail ballot procedure are provided in point 3.d.

d. Entry freeze (Technical Record Date); disposability of shares

Attendance and voting rights are based on shareholdings 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 10, 2017 and the day of the Annual General Meeting (each inclusive) due to a so-called entry freeze (Technical Record Date).

Registering for the Annual General Meeting does not cause shares to be blocked, so shareholders retain the right to dispose of their shares without restriction, irrespective of the entry freeze, even after registration has been completed.

3. Voting procedures

a. General

Once properly registered in accordance with point 2., you may attend the Annual General Meeting in person and exercise your right to vote personally. You may also exercise your right to vote through a proxy, an employee proxy (Company representative) or by mail ballot.

b. 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 personally must ensure that they grant their intended proxy the proper power of attorney prior to the ballot. Shareholders wishing to use a proxy must consider the following:

aa. 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

i. in text form or electronically via the internet vis-à-vis the Company, or

ii. 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.

The granting or revocation of a power of attorney as well as evidence of the existence of the power of attorney or its revocation vis-à-vis the Company must be communicated to the Company using one of the addresses listed in point

2.a. for registration. Evidence of the existence or revocation of the power of attorney may also be provided at the appropriate check-in and check-out points on the day of the Annual General Meeting.

- bb. 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 any such power of attorney. Please also note any rules imposed in this respect by banks or other persons equivalent thereto.
- If banks and/or 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 rights for such shares without a corresponding authorization.
- cc. 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 article 16, paragraph 2, third sentence, of the Articles of Association.
- c. Procedure for voting through an employee proxy

Shareholders may 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:

- aa. 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. Employee proxies may not vote if they have not received instructions.
- bb. Please note that employee proxies
- i. will not accept instructions to speak, to submit objections to Annual General Meeting resolutions or to ask questions or introduce proposals and that they
 - ii. are available to vote only on proposals and election nominations 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 that 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.
- cc. Powers of attorney and instructions for the employee proxies may be issued, amended or revoked
- i. in text form using the address Infineon Hauptversammlung 2017, c/o Computershare Operations Center, 80249 Munich, Germany, until February 15, 2017, 12 midnight (CET)

- ii. in text form using the fax number +49 (0)89 30903 – 74681 or the e-mail address hv2017@infineon.com until February 16, 2017, 12 noon (CET) or
- iii. electronically via the internet at www.infineon.com/agm until the end of the general debate at the Annual General Meeting using the relevant shareholder number and individual access code.

Admissibility will be determined in all of these cases on the basis of the date and time of 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 end of voting, powers of attorney and instructions for the employee proxies can also be submitted, amended or revoked in text form at the appropriate check-in and check-out points.

- dd. 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.
- ee. 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.
- d. Procedure for mail ballot voting

Shareholders wishing to exercise their voting rights by mail ballot must consider the following:

- aa. Mail ballots can be submitted, amended or revoked
- i. in text form using the address Infineon Hauptversammlung 2017, c/o Computershare Operations Center, 80249 Munich, Germany, until February 15, 2017, 12 midnight (CET)
 - ii. in text form using the fax number +49 (0)89 30903 – 74681 or the e-mail address hv2017@infineon.com until February 16, 2017, 12 noon (CET) or
 - iii. electronically via the internet at www.infineon.com/agm until the end of the general debate at the Annual General Meeting using the relevant shareholder number and individual access code.

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 end of voting, mail ballots can also be issued, amended or revoked in text form at the appropriate check-in and check-out points.

- bb. Please note that shareholders using a mail ballot will only be able to vote on proposals and election nominations 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 and that are included with the present document giving

notice of the Annual General Meeting or announced subsequently or for proposals and election nominations that are made available in accordance with sections 126 and 127 AktG.

- cc. Proxies, including 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.
 - dd. 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.
 - ee. 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.
 - ff. 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.
- e. Forms for registration, granting a power of attorney, appointing an employee proxy and mail ballots

Shareholders may register, appoint a proxy or employee proxy or 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 the Infineon 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 at the Annual General Meeting 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.

4. 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):

a. Additions to the Agenda

Section 122, paragraph 2, AktG entitles shareholders whose combined shareholdings reach the nominal amount of €500,000.00 of the Company's share capital (corresponding to 250,000 shares) to demand that items be added to the Agenda and announced; in accordance with section 124a, sentence 2, AktG any such demand submitted to the Company after the Annual General Meeting has been called must be made available on the Infineon website without delay after receipt by the Company.

Each new item must be accompanied by an argument in favor or a draft resolution. The demand must be submitted in writing to the Management Board of Infineon Technologies AG (Am Campeon 1-12, 85579 Neubiberg, Germany) and must be received by the Company

at least 30 days prior to the meeting, i.e. by no later than 12 midnight (CET) on January 16, 2017. In accordance with section 122, paragraph 2, and paragraph 1, AktG, the shareholders concerned must verify that they have owned the above-mentioned minimum number of shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until a decision is reached by the Management Board with respect to the application. For the purposes of calculating the time limits referred to above, section 121, paragraph 7, AktG will be applied accordingly.

b. Counterproposals; proposals 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 prior to 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, i.e. by 12 midnight (CET) on February 1, 2017

- to the address
Infineon Technologies AG
Investor Relations
Am Campeon 1-12
85579 Neubiberg, Germany
- to the fax number
+49 (0)89 30903 – 74681 or
- to the e-mail address
hv2017@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.

c. Right to information

Section 131, paragraph 1, AktG affords every shareholder the right to receive information regarding 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 in a proper manner 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 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.

5. 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 from 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 Citibank, N.A. (Depositary).

6. Broadcasting of the Annual General Meeting; admittance of press and media

The entire Annual General Meeting will be broadcasted 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. The live broadcast does not constitute attendance at 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 the members of the Management Board 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 material of the Annual General Meeting.

The document giving notice of the Annual General Meeting was published in the German Federal Gazette on January 5, 2017.

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, Dr. Helmut Gassel, Jochen Hanebeck

Registered Office: Neubiberg

Commercial Register: Amtsgericht München HRB 126492