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This notice does not constitute an invitation to participate in the Invitation (as defined herein) in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities laws or otherwise. The distribution of this document in certain jurisdictions (in particular, the United States, the United Kingdom, Republic of Italy, Kingdom of Belgium and Republic of France) may be restricted by law. See "Jurisdictional Restrictions" below. Persons into whose possession this document comes are required by the Dealer Manager (as defined below), Infineon Technologies AG, Infineon Technologies Holding B.V. and Infineon Technologies Investment B.V. to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Dealer Manager, Infineon Technologies AG, Infineon Technologies Holding B.V. or Infineon Technologies Investment B.V.

**Infineon Technologies AG
Invitation for Offers to Sell Notes for Cash in a Modified Dutch Auction**

Neubiberg – 05 May 2009

Infineon Technologies AG ("Infineon") is inviting holders of its convertible notes, issued by Infineon Technologies Holding B.V. ("Infineon Holding") and exchangeable notes, issued by Infineon Technologies Investment B.V. ("Infineon Investment"), respectively, to submit offers to sell their notes to Infineon in a modified Dutch auction (the "Invitation"). Infineon is prepared to spend up to €150,000,000 to buy back notes through the Invitation. Infineon will set the final clearing price for each of the notes via the auction process.

The Invitation is made on the terms and subject to the conditions contained in the Invitation for Offers document dated 05 May 2009 (the "Invitation for Offers"). The Invitation for Offers is available upon request from the Tender Agent or the Dealer Manager (see contact information below). Summary details of the notes and the terms of the auction are indicated in the table below. Capitalised terms used herein are defined in the Invitation for Offers.

| Description of the Notes | Outstanding principal amount | ISIN | Maturity Date | Maximum Purchase Price (for each €50,000 in nominal amount) | Total Offer Funds Available (in aggregate for the purchase of both series of notes) |
|---|------------------------------|--------------|----------------|--|--|
| €700,000,000 5% Guaranteed Subordinated Convertible Notes due 2010 (the "Convertible Notes") | €578,000,000.00 | XS0168128030 | 5 June 2010 | €37,500 | } up to €150,000,000.00 |
| €215,000,000 1.375% Guaranteed Subordinated Exchangeable Notes due 2010 (the "Exchangeable Notes") | €66,350,000.00 | DE000A0TJ8M1 | 31 August 2010 | €37,500 | |

Rationale for the Invitation

In light of the upcoming refinancing of the outstanding Convertible Notes and Exchangeable Notes in June 2010 and August 2010, respectively, Infineon intends to reduce the amount of its outstanding debt and, to this end, Infineon extends this Invitation. Infineon is in the process of evaluating and is also pursuing additional measures and sources of funds to strengthen its financial position and to stabilise its cash position, in particular with a view to the refinancing of the Convertible Notes and of the Exchangeable Notes falling due in mid - 2010. At present, however, such evaluation is not finalised and no such measure is ready for implementation.

Modified Dutch Auction Procedures

Infineon is not committed to accept any Offers to sell the notes, but will determine a separate purchase price for the Convertible Notes (the "CN-Actual Purchase Price") and the Exchangeable Notes (the "EN-Actual Purchase Price") that it will pay to holders whose Offers are accepted pursuant to modified Dutch auction procedures.

Offers will be accepted starting with the lowest Offer Price and will be accepted until the Total Invitation Funds Available (as announced by Infineon on the Price Announcement Date) are expended, provided that such Offer Prices are at or below the Maximum Purchase Price. The highest priced Offer for each of the Convertible Notes and the Exchangeable Notes accepted to reach the Total Invitation Funds Available will be the CN-Actual Purchase Price and EN-Actual Purchase Price, respectively, to be paid to all holders whose Offers are accepted. In the event of multiple Offers at the CN-Actual Purchase Price and/or the EN-Actual Purchase Price, respectively, such Offers will be accepted on a pro rata basis as set out in the Invitation for Offers.

Notes offered pursuant to Offers at an Offer Price higher than the Maximum Purchase Price will not be accepted pursuant to the Invitation. Infineon may in its sole and absolute discretion not accept any Offers to sell the Notes, not purchase Notes of one series, reduce the Total Offer Funds Available, increase the Total Offer Funds Available, or modify other terms and conditions of the Invitation.

Cash to be Received for Convertible Notes and Exchangeable Notes

Holders whose Offers to sell are accepted by Infineon, subject to any pro ration, will receive for each €50,000 principal amount of Notes purchased (subject to a minimum tender of €50,000):

- The applicable CN-Actual Purchase Price and EN-Actual Purchase Price, respectively; and
- Accrued and unpaid interest on the Notes ("Accrued Interest") for the period from and including the most recent interest payment date for the Notes up to (but excluding) the Settlement Date.

Participating in the Invitation

To tender Notes pursuant to the Invitation, a Noteholder should deliver, or arrange to have delivered on its behalf, through the relevant Clearing System and in accordance with the requirements of such Clearing System, a valid Electronic Offer Instruction that is received by the Tender Agent prior to the Expiration Time.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes whether such intermediary must receive instructions to participate in the Invitation before the deadlines specified in the timeline below.

Expected Transaction Timeline

| Date and time | Event |
|---|---|
| Tuesday, 05 May 2009 | Launch Date Invitation announced and documentation available from the Dealer Manager and the Tender Agent. |
| Monday, 11 May 2009, 4.00 p.m. Frankfurt time | Expiration Time Deadline for receipt by the Tender Agent of all Electronic Offer Instructions. |
| Tuesday, 12 May at or around 10:00 a.m. Frankfurt time | Price Announcement Date Announcement of the Total Invitation Funds Available, whether Infineon accepts any Offers to sell, the CN-Actual Purchase Price, the EN-Actual Purchase Price, and any pro ration, if applicable. |
| Thursday, 14 May 2009, or as soon as practicable thereafter | Settlement Date Payment by Infineon of the Actual Purchase Prices and Accrued Interest in respect of each Note accepted for purchase. |

Announcements will be made over newswire service and via the Clearing Systems where appropriate.

For further information:

A complete description of the terms and conditions of the Invitation is set out in the Invitation for Offers, which can be obtained from:

The Dealer Manager:

Credit Suisse

Attn: Liability Management Group
Tel: +44 20 7883 6748
liability.management@credit-suisse.com

The Tender Agent:

Citibank N.A. London Branch
Tel: +44 20 7508 3867
exchange.gats@citi.com

The Dealer Manager takes no responsibility for the contents of this notice and none of Infineon, the Dealer Manager, the Tender Agent or any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding the Invitation, or any recommendation as to whether Noteholders should tender Notes in the Invitation. This notice must be read in conjunction with the Invitation for Offers. This notice and the Invitation for Offers contain important information which should be read carefully before any decision is made with respect to the Invitation. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent adviser.

JURISDICTIONAL RESTRICTIONS

The distribution of the Invitation for Offers is restricted by law in certain jurisdictions. Persons into whose possession this Invitation for Offers comes are required by Infineon, the Dealer Manager and the Tender Agent to inform themselves of and to observe any of these restrictions.

The Invitation for Offers does not constitute, and may not be used in connection with, an offer to buy Notes or a solicitation to sell Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorised or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. Infineon does not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction. In those jurisdictions where the securities, blue sky or other laws require the Invitation for Offers to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in such jurisdictions, the Invitation for Offers shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of Infineon in such jurisdictions.

United States

The Invitation is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, and no Offer of Notes may be made by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of the Invitation for Offers and any other documents or materials relating to the Invitation are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded in or into the United States or to persons located or resident in the United States. Any purported Offer of Notes resulting directly or indirectly from a violation of these restrictions will be invalid, and Offers of Notes made by a person located or resident in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal located or resident in the United States will not be accepted. For the purposes of this paragraph, United States means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

United Kingdom

The communication of the Invitation for Offers and any other documents or materials relating to the Invitation is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and are only for circulation to persons outside the United Kingdom or to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order")) or within Article 43(2) of the Order, or to other persons to whom it may lawfully be communicated in accordance with the Order.

Italy

The Invitation is not being made in the Republic of Italy ("Italy"). The Invitation and the Invitation for Offers have not been submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to Italian laws and regulations. Accordingly, holders of Notes are notified that, to the extent holders of Notes are resident and/or located in Italy, the Invitation is not available to them and they may not make Offers of Notes and, as such, any Offer received from or behalf of such persons shall be ineffective and void, and neither the Invitation for Offers nor any other documents or materials relating to the Invitation or the Notes may be distributed or made available in Italy.

Belgium

The Invitation is not being made directly or indirectly to the public in the Kingdom of Belgium ("Belgium"). The Invitation is being exclusively conducted in Belgium under applicable private placement exemptions and therefore this notice has not been and will not be notified to nor approved by the Belgian Banking, Finance and Insurance Commission (Commission Bancaire, Financière et des Assurances/Commissie voor het Bank, Financie en Assurantiewezen) and neither this notice nor any other documents or materials relating to the Invitation have been, or will be, approved by the Belgian Banking, Finance and Insurance Commission. Accordingly, the Invitation may not be advertised and neither the Invitation for Offers nor any such documents or materials may be distributed or made available in Belgium other than to qualified investors, as referred to in article 10 of the Law of 16 June 2006 on public offers of investment instruments and the admission to trading of investment instruments on a regulated market, acting for their own account. This Invitation for Offers has been issued only for the personal use of such qualified investors and exclusively for the purpose of the

Invitation. Accordingly, the information contained herein may not be used for any other purpose nor disclosed to any other person in Belgium.

France

The Invitation is not being made, directly or indirectly, to the public in the Republic of France ("France"). Neither this notice nor any other documents or materials relating to the Invitation have been or will be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties and/or (ii) qualified investors (investisseurs qualifies) other than individuals, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code Monetaire et Financier, are eligible to participate in the Invitation. The Invitation for Offers has not been and will not be submitted to or approved by the Autorite des Marches Financiers.

General

The Invitation for Offers does not constitute an offer to buy or a solicitation of an offer to sell the Notes, and Offers will not be accepted from holders of Notes, in any jurisdiction in which such offer or solicitation is unlawful. In any jurisdiction in which the Invitation is required to be made by a licensed broker or dealer and in which the Dealer Manager or any of its affiliates is so licensed, the Invitation shall be deemed to be made by the Dealer Manager or such affiliates on behalf of Infineon.