

**Last updated: February 03, 2006**

Please find attached all shareholder proposals to be made available in relation to the agenda of the Annual General Meeting on February 16, 2006, together with the management statement.

**Frau Eva Maria Zöpf, Augsburg, submits the following proposals:**

**Eva Maria Zöpf  
Wasserturmstrasse 14  
86199 Augsburg  
Shareholder No. 00400074154**

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*Augsburg, January 30, 2006*

*By FAX: 089/234 - 29821*

*Infineon AGM 2005  
81043 Munich*

**Counterproposals to the management proposal for the Annual General Meeting 2006**

*Ladies and Gentlemen:*

**Regarding agenda item 2, "Approval of the acts of the members of the Managing Board"**

*With reference to Item 2 "Approval of the acts of the members of the Managing Board" of the agenda for Infineon Technologies AG's Annual General Meeting 2006, I submit the following counterproposal:*

*In view of the company's **consistently** poor business performance coupled with a **consistently** disastrous share-price curve since flotation, the Managing Board has **consistently** demonstrated its inability to turn the company's performance round: Infineon has been in the red even at times when other semiconductor manufacturers managed and are still managing to make substantial profits.*

*What is more, the still not fully clarified allegations against the former Managing Board members Dr. Schumacher and Dr. von Zitzewitz have led to the impression that Infineon's Managing Board is chiefly concerned with its own financial interests and not those of its shareholders.*

***I therefore propose that the acts of the Managing Board as a whole for the last fiscal year 2004/05 not be approved.***

**Regarding agenda item 3, “Approval of the acts of the members of the Supervisory Board”**

*With reference to Item 3, “Approval of the acts of the members of the Supervisory Board” of the agenda for Infineon Technologies AG’s Annual General Meeting 2006, I submit the following counterproposal:*

*The Supervisory Board’s function is to challenge and monitor the Managing Board’s business policy decisions.*

*The Supervisory Board also appoints the members of the Managing Board, so it has to bear shared responsibility for any **sustained** misappointing to Managing Board positions.*

***I therefore propose that the acts of the Supervisory Board for the last fiscal year 2004/05 also not be approved.***

**A Regarding agenda item 5, “Elections to the Supervisory Board”**

*With reference to Item 5 of the agenda for Infineon Technologies AG’s Annual General Meeting 2006, I submit the following counterproposal:*

*My own interests and those of my fellow private and small shareholders are inadequately served by management’s proposal for appointing a new member to the Supervisory Board. The proposal is furthermore indicative of the aggregating or amalgamating of official posts that is customary in Germany between the Managing and Supervisory Board bodies of quoted joint-stock corporations and large non-quoted companies – like Bertelsmann –, which can lead to restrictions on the independence of office holders and a lack of transparency toward shareholders.*

***For this reason, instead of management’s candidate I propose that Dipl.-Kfm. (graduate in business administration) Bernd Christian Zöpf, Augsburg, who is a fellow shareholder and long-time erstwhile employee of the company, be elected as the shareholders’ representative on the Supervisory Board. He is not a member of any other Supervisory Boards legally required to be constituted.***

*Sincerely*

*on behalf of*

*on behalf of*

*Eva Maria Zöpf*

**Herr Wilm Diedrich Müller, Neuenburg, submits the following proposals:**

**Regarding agenda item 2, "Approval of the acts of the members of the Managing Board"**

**FAX MESSAGE**

**Sender:** Mr. Wilm Müller

**Address:** Am Markt 3  
26340 Neuenburg

**E-mail:** diedr@web.de

**Fax No.:** 01212 - 6 - 18891889

**Date:** February 1, 2006 11:23

**Recipient:**

**Fax No.:** 0892349550153

Copy to the company Commerzbank AG, headquartered in Frankfurt am Main, Mr. Andres, via e-mail

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Faxed to the company Infineon AG, headquartered in Neubiberg near Munich, via e-mail

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From: Mr. W. D. Müller, born March 25, 1956, in Sande am Jadebusen,  
1st profession: Greeter, 2nd profession: Congratulator, 3rd profession: Managing Director,  
Domicile in exile: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke, e-mail: a@9ko.de,  
SMS/tel.: 01701865248, fax: 01212 6 1889 1889, passport no.: 182017195,  
Reykjavik/Casablanca/Dakar time: 12.15, date: January 4, 2006

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Re: Agenda item number 2 of the invitation to the Annual General Meeting of the above-named company  
Infineon AG  
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Persons, I have  
verified my shareholder status by claiming to hold many shares in the above-named company Infineon in my securities  
portfolio account No.1245992 managed by the above-named Mr. Andres,  
would hereby propose that the acts of none of the members of the Managing Board of the above-named company  
Infineon be approved for the 2004/2005 fiscal year,  
and could state the reason for said proposal as being that the same members according to the above-cited invitation  
have failed to achieve a kind of net profit concerning the use of which the shareholders would have anything of  
practical advantage to decide at the Ordinary Annual General Meeting to be held in February of this year.  
The above-named Mr. Müller

**Regarding agenda item 3, "Approval of the acts of the members of the Supervisory Board"**

**FAX MESSAGE**

**Sender:** Mr. Wilm Müller

**Address:** Am Markt 3  
26340 Neuenburg

**E-mail:** diedr@web.de

**Fax No.:** 01212 - 6 - 18891889

**Date:** February 1, 2006 12:39

**Recipient:**

**Fax No.:** 0892349550153

Faxed to the company Infineon AG, headquartered in Munich on the River Isar

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From: Mr. W. D. Müller, born March 25, 1956, in Sande am Jadebusen,  
1st profession: Greeter, 2nd profession: Congratulator, 3rd profession: Managing Director,  
Domicile in exile: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke, e-mail: a@9ko.de,  
SMS/tel.: 01701865248, fax: 01212 6 1889 1889, passport no.: 182017195,  
Reykjavik/Casablanca/Dakar time: 11.19, Date: February 1, 2006

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Proposal relating to agenda item number 3 of the invitation to the above-named company's Annual General Meeting  
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Persons, I have  
hereby proposed that the acts of the Supervisory Board of the above-named company not be approved for the  
2004/2005 fiscal year  
and would  
cite the reason for said proposal as being that said Supervisory Board obviously allowed the electronic form  
used for registering for the Annual General Meeting which took place in January 2005 to be designed in such a  
way that the person registering had to decide between the title "Mr." and the title "Mrs.", which could not have  
been a good idea if a female person never having had sexual intercourse with a male person has to title herself  
inappropriately as "Mrs.", although she is in fact a "Miss", besides which a female person of such a kind not  
wishing to provide any information as to whether she is a "Mrs." or a "Miss" ought to be given the opportunity  
to title herself as a "lady", besides which a person of such a kind not wishing to provide any personal  
information about his or her gender ought to be given the opportunity to title himself or herself as "person" on  
the registration form.  
The above-named Mr. Müller

## **Management statement to shareholders' proposals:**

Our response to the proposals of shareholders in accordance with sections 126 ff of the Stock Corporation Act is as follows:

We consider proposals to be unjustified and accordingly propose that they be rejected. The Managing Board will respond to specific items at the Annual General Meeting. However, attention is drawn to the following items here:

### **Regarding agenda item 2: Approval of the acts of the members of the Managing Board (submissions by Mrs. Eva Maria Zöpf, Augsburg, and Mr. Wilm Diedrich Müller, Neuenburg)**

We, too, are unhappy with the 2005 fiscal returns. It was, however, a year of radical changes for the company. We are working with all our might to achieve profitability, to which aim we have optimized our structures, fostered autonomy, strengthened customer orientation, and boosted our efficiency. For 2006 we are planning a realignment into two independent companies with the aim that each should achieve sustained profitability.

The allegations against Dr. Schumacher and Dr. von Zitzewitz relate to two former members of the Managing Board. Specifically because we are still unable to clear up these allegations, the proposal for the AGM is to postpone a decision on approving the acts of Dr. von Zitzewitz until sufficient information is available for reaching a balanced adjudication. Dr. Schumacher left the company back in 2004 and the matter of approving his acts was dealt with at the 2005 AGM.

Incidentally, the Managing and Supervisory Boards have already done everything necessary to clarify the facts of the matter as far as is possible. We are fully assisting the Public Prosecutor's office with its inquiries while at the same time conducting our own internal investigations.

### **Regarding agenda item 3: Approval of the acts of the members of the Supervisory Board (submissions by Mrs. Eva Maria Zöpf, Augsburg, and Mr. Wilm Diedrich Müller, Neuenburg)**

The Supervisory Board also advised the Managing Board during the last fiscal year, and challenged and monitored its "business policy decisions".

Since three of the Managing Board's currently five members have held office for less than 18 months, we fail to comprehend the allegation of "sustained misappointing" to Managing Board positions.

### **Regarding agenda item 5: Elections to the Supervisory Board (electoral proposal submitted by Mrs. Eva Maria Zöpf, Augsburg)**

The Supervisory Board has carefully selected the people proposed by it to the AGM for election on the basis of their personality, qualifications, and experience. That is its duty, which it discharges through its proposals. The AGM decides whether it wishes to concur with these proposals. Those elected will represent the interests of all shareholders on the Supervisory Board and so also act as representatives of "private and small shareholders".

Nor can we comprehend the allegation of an “aggregating or amalgamating of official posts”. Dr. Luther, at whom it is presumably directed, holds just one other outside post of this kind.

That is few by comparison, and indeed far fewer than the number of mandated posts allowed by the German or Infineon’s own Code of Corporate Governance. Quite the reverse, in fact: We are delighted that in Dr. Luther we managed to persuade someone onto the Supervisory Board who is highly experienced both in corporate matters and in financing and account balancing.

Munich, February 2006  
Infineon Technologies AG  
Supervisory Board and Managing Board