

2006 Declaration of Compliance with the German Corporate Governance Code in accordance with Section 161 of the German Stock Corporation Act

In the 2006 fiscal year Infineon Technologies AG has complied with all the recommendations of the Government Commission "German Corporate Governance Code" (in the version of June 2, 2005) pursuant to Section 161 of the German Stock Corporation Act, with the following exceptions:

- The structure of the Management Board remuneration system was deliberated and agreed by the Executive Committee of the Supervisory Board (section 4.2.2).
- We individually disclosed the remuneration of the Chairman of the Management Board, but otherwise waived individual disclosure of the remuneration of the other members of the Management Board (section 4.2.4).

Infineon Technologies AG will comply with all the recommendations of the Government Commission on the "German Corporate Governance Code" (in the version of June 12, 2006), with the following exception:

- The structure of the Management Board remuneration system will be deliberated and agreed by the Executive Committee of the Supervisory Board (section 4.2.2).

Neubiberg, November 23, 2006

The Supervisory Board

The Management Board