

2009 Declaration of Compliance with the German Corporate Governance Code in accordance with Section 161 of the German Stock Corporation Act

Since the submission of the last Declaration of Compliance on December 11, 2008, Infineon Technologies AG complied with all recommendations of the Government Commission's German Corporate Governance Code (in the version of June 6, 2008) in accordance with Section 161 of the German Stock Corporation Act, with the following exception:

- Payments in the event of premature termination of a Management Board member's contract due to a change of control may in individual cases exceed 150 percent of the severance payment cap (divergence from section 4.2.3).

Infineon Technologies AG complies, and will also comply in future, with the recommendations of the Government Commission's German Corporate Governance Code (in the version of June 18, 2009) with the following exceptions:

- Payments in the event of premature termination of a Management Board member's contract due to a change of control may in individual cases exceed 150 percent of the severance payment cap (divergence from section 4.2.3).

In the 2007 fiscal year, all Management Board contracts were modified to include change-of-control clauses according to which members of the Management Board, if they retire within the scope of a change of control, shall be entitled to a continuation of their annual target income for the full remaining duration of their service contract; in particular cases, this may exceed the limit of three years as stipulated in the German Corporate Governance Code. We consider this provision adequate because it shall ensure that, in the event of a takeover situation, the Management Board members shall act in the best interest of the company. Furthermore, the rights in the event of a change of control only exist if there is no serious breach of duty.

- In the D&O insurance no deductible in accordance with the statutory rules for Management Board members was agreed for the members of the Supervisory Board (divergence from section 3.8).

In derogation from the recommendation of section 3.8 of the German Corporate Governance Code, Infineon Technologies AG obtained personal undertakings from the members of the Supervisory Board, according to which the members of the Supervisory Board undertake to pay for each calendar year a deductible in the amount of 100 percent of the fixed compensation due to them per calendar year for their activity as a member of the Supervisory Board and its Committees. The Company does not consider a direct agreement with the insurance company necessary as the members of the Supervisory Board are equally committed by their personal undertakings. The Company considers the current deductible of 100 percent of the annual fixed compensation adequate and is of the opinion that an increased deductible of 150 percent of the annual fixed compensation, as provided for Management Board members in the German Stock Corporation Act, is not required.

- When determining the variable compensation components, negative developments were only taken into account to a limited extent in the Management Board contracts currently in force (divergence from section 4.2.3 para. 2 sentence 4).

The recommendation also to take negative developments into account when determining variable compensation components was newly added to the German Corporate Governance Code in the version of the German Corporate Governance Code dated June 18, 2009 (published in the electronic version of the German Federal Gazette on August 5, 2009). The Management Board contracts currently in force had all already been concluded

and could not therefore take this recommendation into account. The compensation system for the Management Board is currently being reviewed by an independent external compensation expert. Taking into account the proposals of the compensation expert, the Management Board and Supervisory Board intend to observe this recommendation when concluding new Management Board contracts in future.

Infineon Technologies AG

Neubiberg, November 26, 2009

The Supervisory Board

The Management Board