



## INVITATION

**to the Annual General Meeting of Shareholders of INFICON Holding AG  
Monday, May 10, 2010 at 03.00 p.m. (doors open at 02.00 p.m.)  
at the Hotel Tamina, Am Platz 3, CH-7310 Bad Ragaz/Switzerland**

ITEMS ON THE AGENDA and PROPOSALS by the BOARD OF DIRECTORS

**1. Approval of the Annual Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the 2009 fiscal year**

*The Board of Directors proposes approval.*

**2. Discharge of the Members of the Board of Directors**

*The Board of Directors proposes the discharge of the members of the Board of Directors for their activity during the fiscal year 2009.*

**3. Allocation of the Available Earnings of INFICON Holding AG**

Retained Earnings as per January 1, 2009	CHF	35,800,975
Dividend for fiscal year 2008	CHF	(12,879,104)
Profit of the fiscal year 2009	CHF	<u>5,097,274</u>
Retained Earnings as per December 31, 2009	CHF	<u>28,019,145</u>

*The Board of Directors proposes the distribution of a dividend of CHF 4.00 per share and that the remaining balance of Retained Earnings be carried forward. Proposed payment date for the dividend is May 18, 2010.*

<i>Retained Earnings as per January 1, 2010</i>	<i>CHF</i>	<i>28,019,145</i>
<i>Distribution of a dividend of (gross) CHF 4.00 per share</i>	<i>CHF</i>	<i><u>(8,600,224)</u></i>
<i>Balance to be carried forward</i>	<i>CHF</i>	<i><u>19,418,921</u></i>

**4. Elections to the Board of Directors**

Mario Fontana has decided for personal reasons not to stand for re-election as Board member as per this year's Ordinary General Meeting. The Board of Directors regrets Mario Fontana's decision and thanks him for his excellent work and for his continued commitment to INFICON over so many years.

The Board of Directors proposes to the Annual General Meeting the election of Beat Siegrist as a new member of the Board of Directors.

Beat Siegrist is a Swiss citizen born in 1960. He holds a degree in electrical engineering from the Swiss Federal Institute of Technology (ETH), Zurich and a MBA from INSEAD, Fontainebleau, France. Mr. Siegrist started his career in 1985 as development engineer at Contraves AG. Afterwards he worked for the consulting firm McKinsey & Co. from 1987 to 1993. In 1993 Mr. Siegrist established his own firm the Outsourcing AG, which he managed as CEO until 1995. From 1996 to 2008 he was CEO of Schweiter Technologies AG. Since 2008 Mr. Siegrist is member of the Executive Team at Essilor and President of the machinery division at Satisloh Holding AG, which was sold by Schweiter Technologies to Essilor. Beat Siegrist is a member of the Board of Directors of Satisloh Holding AG, Phoenix Mecano AG, Schweiter Technologies AG and he is Chairman of SSM Schärer Schweiter Mettler AG and Ismeca Semiconductor Holding SA.

Mssrs Dr. Richard Fischer, Paul Otth, Dr. Thomas Staehelin and Gustav Wirz have indicated that they would accept a re-election.

#### **4.1 Re-Election of Dr. Richard Fischer**

*The Board of Directors proposes the re-election of Dr. Richard Fischer for a one-year term of office.*

#### **4.2 Re-Election of Paul Otth**

*The Board of Directors proposes the re-election of Paul Otth for a one-year term of office.*

#### **4.3 Re-Election of Dr. Thomas Staehelin**

*The Board of Directors proposes the re-election of Dr. Thomas Staehelin for a one-year term of office.*

#### **4.4 Re-Election of Gustav Wirz**

*The Board of Directors proposes the re-election of Gustav Wirz for a one-year term of office.*

#### **4.5 Election of Beat Siegrist**

*The Board of Directors proposes the election of Beat Siegrist for a one-year term of office.*

### **5. Appointment of Auditors**

*The Board of Directors proposes the appointment of PricewaterhouseCoopers Ltd., Zurich, for a further year as Auditor.*

### **Documents**

The Annual Report 2009 (including the Annual Report, Annual Financial Statements, and Consolidated Financial Statements), as well as the original reports of the Group and Company Auditors, will be available for inspection by the shareholders as from April 9, 2010 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. For reasons of efficiency and for the sake of the environment, INFICON has decided it will no longer print the annual report on paper, but solely make the report available on the INFICON website. Shareholders can download a copy of the Annual Report 2009 from the Investors section of the INFICON website, under [www.inficon.com](http://www.inficon.com).

**Admission cards**

Shareholders with voting rights, who are recorded in the share register on April 8, 2010, receive an invitation to the Annual General Meeting of Shareholders consisting of the items on the agenda and the proposals by the Board of Directors, the application form, the voting instructions to the independent proxy, and a reply envelope. Shareholders newly entered in the share register by April 23, 2010, 5.30 p.m. will be sent their documents on April 26, 2010 and are asked to immediately return their application cards or report directly to the admissions office at the Annual General Meeting. The share register will close on April 23, 2010, 5:30 p.m.

On return of the application form in the reply envelope on or prior to April 26, 2010, shareholders will be sent the admission and voting cards. Registered shareholders who sell their shares prior to the Annual General Meeting of Shareholders are no longer entitled to vote.

**Representation / Proxy**

Shareholders who do not personally attend the Annual General Meeting of Shareholders can be represented as follows:

- by a representative: Please fill out the application form and mail it in the reply envelope to SIX SAG AG. After you receive the admission and voting cards, fill out the proxy and give the admission card and voting cards to your representative;
- by the independent proxy holder Prof. Dr. Lukas Handschin, Attorney, Baur Hürlimann, Bahnhofplatz 9, 8001 Zurich, Switzerland: Please fill out the application form and voting instruction form for the independent proxy and mail it in the reply envelope to SIX SAG AG. The admission card does not have to be requested.
- by INFICON Holding AG: Please fill out the application form and mail it in the reply envelope to SIX SAG AG. (The admission card does not have to be requested.)

In addition to choosing to send the proxy to the independent proxy holder or to INFICON Holding AG, you can also issue written instructions for the purpose of casting votes. If you do not make use of this option, the independent proxy holder or INFICON Holding AG will exercise the right to vote pursuant to the proposals of the Board of Directors.

Portfolio representatives, as understood by Article 689d CO, are requested to notify the Company as soon as possible of the number of shares they represent, however, no later than May 10, 2010, 3.00 p.m., at the reception desk of the Annual General Meeting.

**Information**

Please address all correspondence relating to the Annual General Meeting of Shareholders to SIX SAG AG, SAGG, Baslerstrasse 100, CH-4600 Olten,  
Tel.: +41 (0)62 311 61 77, Fax: +41 (0)62 207 20 40.

The Annual General Meeting of INFICON Holding AG will take place at Hotel Tamina, Am Platz 3, CH-7310 Bad Ragaz/Switzerland.

We look forward to welcoming our shareholders to cocktails following the Annual General Meeting of Shareholders.

Yours sincerely,

**INFICON Holding AG**

For the Board of Directors

Gustav Wirz, Chairman  
Bad Ragaz, April 9, 2010