



# INVITATION

## **to the Ordinary Annual General Meeting of INFICON Holding AG**

Fighting the corona virus is still of utmost importance. It is our highest priority to protect our Shareholders' health and prevent any infection with COVID-19.

As a prevention and precaution measure, **the Board of Directors has decided to hold the ordinary Annual General Meeting of INFICON AG scheduled for Wednesday March 31, 2021, without any personal attendance of Shareholders.** This is compliant with Article 8 of the Federal Law on the legal grounds for ordinances issued by the Federal Council to overcome the COVID-19 epidemic (COVID-19 Act) respectively Article 27 of the Ordinance 3 regarding measures to fight the Corona virus (COVID-19) (COVID-19 Ordinance 3).

**The ordinary Annual General Meeting will thus be held on March 31, 2021 at 11.30 CET at the offices of INFICON Holding AG, Hintergasse 15 B, 7310 Bad Ragaz. Only the statutorily required people will attend the meeting.**

**Shareholders can only exercise their rights by written or electronic instruction to the independent proxy holder, Baur Hürlimann AG.**

## ITEMS ON THE AGENDA, INFORMATION and PROPOSALS by the BOARD OF DIRECTORS

<p><b>1. Approval of the Management Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the Fiscal Year 2020</b></p>	<p>The Board of Directors proposes approval.</p>																																	
<p><b>2. Granting discharge to the Members of the Board of Directors</b></p>	<p>The Board of Directors proposes to grant discharge to the Members of the Board of Directors for their activity during the fiscal year 2020</p>																																	
<p><b>3. Allocation of the Available Earnings of INFICON Holding AG / Distribution from Retained Earnings</b></p>	<table> <tr> <td>Legal reserves from capital contributions as at beginning of 2020</td> <td>CHF</td> <td>5'873'155</td> </tr> <tr> <td>Share price premium on exercised stock options 2020</td> <td>CHF</td> <td>1'353'855</td> </tr> <tr> <td>Legal reserves from capital contributions per December 31,2020</td> <td>CHF</td> <td>7'227'010</td> </tr> <tr> <td>Retained earnings at beginning of 2020</td> <td>CHF</td> <td>337'886'087</td> </tr> <tr> <td>Distribution to shareholders 2020</td> <td>CHF</td> <td>-43'859'124</td> </tr> <tr> <td>Loss from merger with INFICON GmbH</td> <td>CHF</td> <td>-137'516'473</td> </tr> <tr> <td>Net Income 2020</td> <td>CHF</td> <td><u>23'268'114</u></td> </tr> <tr> <td>Retained earnings per December 31, 2020</td> <td>CHF</td> <td><u>179'778'604</u></td> </tr> <tr> <td>Retained earnings per January 1, 2021</td> <td>CHF</td> <td>179'778'604</td> </tr> <tr> <td>Distribution of Dividend of gross CHF16.00 per share</td> <td>CHF</td> <td>-39'071'376</td> </tr> <tr> <td>Remaining balance of retained earnings carried forward</td> <td>CHF</td> <td><u>140'707'228</u></td> </tr> </table> <p>The Board of Directors proposes the distribution of a dividend of CHF 16.00 per share and that the remaining balance of retained earnings be carried forward.</p> <p>Proposed ex-dividend date is Tuesday, April, 6, 2021, proposed record date Wednesday, April 7, 2021 and proposed payment date for the distribution to shareholders is Thursday, April 8, 2021.</p>	Legal reserves from capital contributions as at beginning of 2020	CHF	5'873'155	Share price premium on exercised stock options 2020	CHF	1'353'855	Legal reserves from capital contributions per December 31,2020	CHF	7'227'010	Retained earnings at beginning of 2020	CHF	337'886'087	Distribution to shareholders 2020	CHF	-43'859'124	Loss from merger with INFICON GmbH	CHF	-137'516'473	Net Income 2020	CHF	<u>23'268'114</u>	Retained earnings per December 31, 2020	CHF	<u>179'778'604</u>	Retained earnings per January 1, 2021	CHF	179'778'604	Distribution of Dividend of gross CHF16.00 per share	CHF	-39'071'376	Remaining balance of retained earnings carried forward	CHF	<u>140'707'228</u>
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**4. Elections of the Members of the Board of Directors, of the Chairman of the Board of Directors, and the Members of the Compensation and HR Committee**

Information provided by the Board of Directors:  
Dr. Thomas Staehelin is no longer available for re-election at this year's ordinary Annual General Meeting. The Board of Directors regrets Dr. Staehelins decision and thanks him for his excellent work and commitment as Member of the Board of Directors and Chairman of the Audit Committee (since 2001).

Ms. Vanessa Frey and Messrs Dr. Beat Lüthi, Dr. Richard Fischer und Beat Siegrist have all declared to accept a re-election.

The Board of Directors proposes to elect Dr. Reto Suter as a new member of the Board of Directors at the Annual General Meeting. Dr. Suter is a Swiss citizen, born in 1971. He studied business administration at the University of Zürich and at the University of Washington, Seattle/USA; he holds a PhD in Banking and Finance from the University of Zürich. Dr Suter is Chief Financial Officer of Siegfried Holding AG since 2017. Prior to this, he held various responsible roles in the industrial, financial and private-equity sector.

**BOARD OF DIRECTORS:**

**4.1 Dr. Beat E. Lüthi as Member and as Chairman of the Board of Directors**

The Board of Directors proposes the re-election of Dr. Beat E. Lüthi as Member and as Chairman of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

**4.2 Dr. Richard Fischer as Member of the Board of Directors**

The Board of Directors proposes the re-election of Dr. Richard Fischer as Member of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

**4.3 Vanessa Frey as Member of the Board of Directors**

The Board of Directors proposes the re-election of Vanessa Frey as Member of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

**4.4 Beat Siegrist as Member of the Board of Directors**

The Board of Directors proposes the re-election of Beat Siegrist as Member of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

**4.5 Dr. Reto Suter as Member of the Board of Directors**

The Board of Directors proposes the election of Dr. Reto Suter as new Member of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

<p>COMPENSATION AND HR COMMITTEE:</p> <p><b>4.6 Dr. Richard Fischer as Member of the Compensation and HR Committee</b></p> <p><b>4.7 Beat Siegrist as Member of the Compensation and HR Committee</b></p> <p><b>4.8 Dr. Reto Suter as Member of the Compensation and HR Committee</b></p> <p>Notice of the Board:</p>	<p>The Board of Directors proposes the re-election of Dr. Richard Fischer as Member of the Compensation and HR Committee for a one-year term of office until the closing of the following Ordinary Annual General Meeting.</p> <p>The Board of Directors proposes the re-election of Beat Siegrist as Member of the Compensation and HR Committee for a one-year term of office until the closing of the following Ordinary Annual General Meeting.</p> <p>The Board of Directors proposes the election of Dr. Reto Suter as Member of the Compensation and HR Committee for a one-year term of office until the closing of the following Ordinary Annual General Meeting.</p> <p>The Board of Directors appoints Beat Siegrist as Chairman of the Compensation and HR Committee, subject to his election as Member of the Board of Directors and as Member of the Compensation and HR Committee.</p>
<p><b>5. Election of the Independent Proxy Holder</b></p>	<p>The Board of Directors proposes to elect Baur Hürlimann AG, Bahnhofplatz 9, 8021 Zürich, for a one-year term of office until the closing of the following Ordinary Annual General Meeting as Independent Proxy Holder.</p>
<p><b>6. Election of Auditors</b></p>	<p>The Board of Directors proposes to re-elect KPMG, Zurich, for a one-year term of office until the closing of the following Ordinary Annual General Meeting as Auditors.</p>
<p><b>7. Consultative Vote on the Remuneration Report for 2020</b></p>	<p>The Board of Directors proposes to accept the Remuneration Report for 2020 in a consultative vote.</p>
<p><b>8. Approval of the Compensation for the Board of Directors</b></p>	<p>Information provided by the Board of Directors:  The compensation for the Members of the Board of Directors consists of a fixed, yearly cash element which makes up 2/3 of the total compensation and a defined share allotment which makes up 1/3 of the total compensation. The shares are subject to a three-year blocking period. The total amount of the compensation is proposed to the Annual General Meeting for the upcoming term of office.</p>

<p>Proposal: Approval of the compensation for the members of the Board of Directors</p>	<p>The Board of Directors proposes the approval of the compensation to the Members of the Board of Directors for the upcoming term of office (March 31, 2021 until the closing of the following Ordinary Annual General Meeting) in the maximum amount of CHF 800,000 (including social security). 2/3 thereof are to be paid in cash, 1/3 in INFICON shares.</p>
<p><b>9. Approval of the Compensation for the Members of the Group Management</b></p>	<p>Information provided by the Board of Directors: The compensation for the Members of Group Management consists of a fixed base compensation to be paid in cash (including fringe benefits), a variable, performance-related compensation element, and long-term compensation elements.</p> <p>This year's ordinary Annual General Meeting will therefore decide on the following compensation elements for the Members of Group Management for the period starting July 1, 2021 until June 30, 2022: a total fixed base compensation for the Members of Group Management in the maximum amount of CHF 800,000 as well as a forward-looking, performance-based, variable compensation for the fiscal year 2021.</p> <p>50% of the total variable, performance-based compensation is to be paid in cash and 50% INFICON shares, which are subject to a three-year blocking period. The average share price of the fifth day following the Annual General Meeting will serve as calculation base to establish the number of INFICON shares.</p> <p>The variable compensation is capped at the maximum of 200% of the fixed compensation for the fiscal year 2021 and will also be submitted for approval.</p>
<p>Proposal: Approval of the total compensation for the Members of the Group Management</p> <p>Explanatory remark</p>	<p>The Board of Directors proposes the approval of the total compensation for the Members of the Group Management for the current fiscal year in the unchanged maximum amount of CHF 3,500,000.</p> <p>The amount of CHF 3,500,000 is approximately comprised as follows:</p> <ul style="list-style-type: none"> <li>• The yearly fixed compensation in the amount of CHF 800,000 for the period starting July 1, 2021 until June 30, 2022;</li> <li>• The variable performance-related compensation in the maximum amount of CHF 1,400,000;</li> </ul>

	<ul style="list-style-type: none"> <li>• An additional reserve amounting to CHF 1,300,000 comprising <ul style="list-style-type: none"> <li>○ An amount of CHF 500,000 reserved for the potential event of further members being added to the Group Management;</li> <li>○ An amount of CHF 500,000 reserved for potential disadvantage compensation;</li> <li>○ Social security and pension scheme payments in the maximum amount of CHF 300,000.</li> </ul> </li> </ul>
<p><b>10. Virtual Annual General Meeting (Change of the Articles of Incorporation)</b></p>	<p>The Board of Directors proposes to amend Article 8, Paragraph 1 of the Articles of Association as follows: (new wording highlighted in light gray and italic script)</p> <p>The Annual General Meeting is summoned by the Board of Directors at least 20 days prior to the meeting. <i>According to the Law, the Annual General Meeting can take place virtually, i.e. without a physical meeting location.</i> The meeting is convened by a single announcement in the defined publication media. Registered shareholders may in addition be informed by letter or electronically regarding an upcoming Annual General Meeting.</p>

## DOCUMENTS AND ADMINISTRATIVE INSTRUCTIONS

<p><b>Documentation</b></p>	<p>The Annual Report 2020 (including the Management Report, the Annual Financial Statements, the Consolidated Financial Statements) and the Compensation Report as well as the original reports of the Group and Company Auditors are available for inspection by the Shareholders as from March 4, 2021 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. The Annual Report 2019 can be downloaded from the Investors section of the INFICON website, under <a href="http://www.inficon.com">www.inficon.com</a> or at <a href="http://bit.ly/IFCN_IR_home">http://bit.ly/IFCN_IR_home</a>.</p>
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<p><b>Casting votes</b></p>	<p>Shareholders with voting rights, who are recorded in the share register on March 4, 2021, will receive an invitation to the Annual General Meeting of Shareholders. The invitation consists of the items on the agenda and the proposals by the Board of Directors, a proxy waiver including an instruction form, and a reply envelope, together with the login to submit voting instructions electronically. Casting votes is only possible by instruction of the independent proxy holder. A personal attendance at the Annual General Meeting is not possible. Shareholders are asked to return their application card immediately. The share register will close on March 26, 2021 at 5:00 p.m. CET.</p> <p>Registered shareholders who sell their shares prior to the Annual General Meeting of Shareholders are no longer entitled to vote.</p>
<p><b>Representation / Proxy</b></p>	<p>Shareholders can only be represented by the independent proxy holder Baur Hürlimann AG, Bahnhofplatz 9, 8021 Zürich. A personal attendance at the meeting is not possible.</p>
<p><b>How to submit voting instructions by post:</b></p>	<p>The completed instruction form may be sent to INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, using the enclosed return envelope.</p> <p>Together with granting proxy to the independent proxy holder, you can issue written instructions for the purpose of casting votes. In the absence of voting instructions, the independent proxy holder will support the proposals of the Board of Directors. This also applies to new motions or to items on the agenda which are rephrased during the Annual General Meeting.</p>
<p><b>How to submit voting instructions online by electronic instructions</b></p>	<p>Shareholders may electronically grant proxy and instructions to the independent proxy holder. The required login information is stated on the registration form. Shareholders can electronically participate and alter their submitted instructions until Wednesday, March 29, 2021, 11.59 pm CET.</p> <p>If shareholders abstain to give specific instructions, the independent proxy holder will cast the votes according to the proposal of the Board of Directors. This also applies to new or changed proposals made during the Annual General Meeting.</p>

**Information**

Please address all correspondence relating to the Annual General Meeting of Shareholders to INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz (phone +41 (0)41 798 48 33 or e-mail [inficon@devigus.com](mailto:inficon@devigus.com)).

Yours sincerely,

**INFICON Holding AG**  
For the Board of Directors



Dr. Beat E. Lüthi, Chairman  
Bad Ragaz, March 4, 2021

INFORMAL TRANSLATION