



## INVITATION

**to the Annual General Meeting of Shareholders of INFICON Holding AG  
Thursday, April 26, 2012, 3.00 p.m. (doors open at 2.00 p.m.)  
Parkhotel Bad Ragaz, Floraweg 5, 7310 Bad Ragaz, Switzerland**

ITEMS ON THE AGENDA, INFORMATION 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 2011 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 fiscal year 2011.*

**3. Allocation of the Available Earnings of INFICON Holding AG / Distribution from Capital Contribution Reserves**

Transfer to General legal reserve	CHF	244,521,424
Distribution to Shareholders	CHF	<u>(21,837,080)</u>
Legal reserves from capital contributions as at December 31, 2011	CHF	<u>222,684,344</u>
Retained earnings per January 1, 2011	CHF	31,802,125
Transfer to General legal reserve	CHF	(22,000,000)
Net Income for 2011	CHF	<u>6,895,251</u>
Balance as per December 31, 2011 after transfer to general legal reserve	CHF	<u>16,697,376</u>

*The Board of Directors proposes a distribution from legal reserves from capital contributions in the amount of CHF 14.00 per share.*

*Proposed ex dividend date is April 30, 2012. Proposed record date is May 3, 2012; and proposed payment date of the dividend is May 4, 2012.*

#### 4. Increase of conditional Capital

*The Board of Directors proposes to change the article 3 b of the articles of association as follows*

Current version (unofficial translation)	Proposed version (unofficial translation)
<p style="text-align: center;">Article 3b</p> <p>Excluding the subscription rights of existing shareholders, the share capital of the Corporation shall be increased by a maximum aggregate amount of CHF 818,160.- through the issuance of a maximum of 163,632 registered shares, which shall be fully paid-in, with a par value of CHF 5.- by the exercise of subscription or option rights which the employees are granted by the Corporation or by group companies. The board of directors will determine the details of the terms of issue.</p>	<p style="text-align: center;">Article 3b</p> <p>Excluding the subscription rights of existing shareholders, the share capital of the Corporation shall be increased by a maximum aggregate amount of CHF 1,300,000.- through the issuance of a maximum of 260,000 registered shares, which shall be fully paid-in, with a par value of CHF 5.- by the exercise of subscription or option rights which employees or members of the Board of Directors of the Corporation or group companies are granted. The board of directors will determine the details of the terms of issue.</p>

*Information provided by the Board of Directors:*

On December 31, 2011, employees and members of the Board of Directors were granted options to purchase a total of 157,870 shares of INFICON Holding AG. The conditional capital available to issue registered shares stood at 163,632 shares at December 31, 2011. The registered shares needed to cover the further regular issuance of subscription rights and options in the year 2012 and following may be purchased on the market or provided out of conditional capital. To ensure that both options can be applied flexibly, the Board of Directors thus proposes to increase the conditional capital as mentioned in the proposed version of article 3b of the articles of association.

#### 5. Elections to the Board of Directors

*Information provided by the Board of Directors:*

Gustav Wirz will no longer be available for re-election at this year's Annual General Meeting. The Board of Directors regrets Mr. Wirz's decision and would like to thank him for his excellent work and commitment as member of the Board since 2004 and as Chairman since 2005.

Paul Otth will no longer be available for re-election at his year's Annual General Meeting. Mr. Otth has served on the Board since its creation in the year 2000. The Board of Directors regrets Mr. Otth's decision and would like to thank him for his work and commitment as member and Vice Chairman of the Board of Directors in all these years.

Dr. Richard Fischer, Beat Siegrist, and Dr. Thomas Staehelin are standing for re-election at this year's Annual General Meeting.

*The Board of Directors proposes to the Annual General Meeting to elect Vanessa Frey as a new Member of the Board of Directors.*

Vanessa Frey is a Swiss citizen, born in 1980. She completed her undergraduate studies in business administration and law at the University of St. Gallen and concluded her studies with a master of science in International Economics and Business with a special focus on Finance at the Stockholm School of Economics, Sweden. From 2004 until 2006, Ms. Frey worked in the Corporate Finance Team of Handelsbanken Capital Markets in Stockholm, Sweden, and after that as asset manager in Hong Kong. She is CEO and member of the Board of Directors of Corisol Holding AG, Zug since 2007. Ms. Frey serves on the Boards of Directors of Absolut Invest, Zug, and KWE Beteiligungen AG, Zug and is a member of the Advisory Board of Garaventa Lift, Küssnacht am Rigi, where she is also nominated for election to the Board of Directors later this year.

*The Board of Directors proposes to the Annual General Meeting to elect Dr. Beat E. Lüthi as a new Member of the Board of Directors.*

Dr. Beat E. Lüthi is a Swiss citizen born in 1962. He studied electronics at the Swiss Federal Institute of Technology in Zürich where he also received his ph.d at BWI Center for Industrial Management. Dr. Lüthi also completed the Senior Management Program at INSEAD, Paris. He is managing partner at CTC Analytics AG, Zwingen, a worldwide leading manufacturer of laboratory robotics for chromatography applications. From 2003 until 2007 he managed the Laboratory Division of Mettler-Toledo, Greifensee. From 1998 until 2002 he served as CEO of Feintool, Lyss. From 1990 until 1998 he held various management functions at Mettler-Toledo. He serves on the Boards of Directors of Bossard Holding AG, Zug, and Straumann Holding AG, Basel.

*The Board of Directors thus proposes to re-elect Dr. Richard Fischer, Beat Siegrist and Dr. Thomas Staehelin for another term of office of one year and to elect Vanessa Frey and Dr. Beat Lüthi as new members of the Board of Directors for a term of office of one year. The members of the Board will be elected individually.*

*Information provided by the Board of Directors:*

The Board of Directors of INFICON Holding AG has nominated Dr. Beat E. Lüthi to take over the Chairmanship subject to his election.

#### **5.1.**

##### **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.*

#### **5.2**

##### **Re-election of Beat Siegrist**

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

#### **5.3.**

##### **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.*

#### **5.4.**

##### **Election of Vanessa Frey**

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

#### **5.5.**

##### **Election of Dr Beat E. Lüthi**

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

### **6. Re-appointment of Auditors**

*The Board of Directors proposes to re-appoint PricewaterhouseCoopers Ltd., Zurich, for a further one-year term of office as Auditor.*

### **Documentation**

The Annual Report 2011 (including the Annual Report, Annual Financial Statements, and Consolidated Financial Statements), as well as the original reports of the Group and Company Auditors, are available for inspection by the Shareholders as from March 8, 2012 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. For efficiency and environmental reasons, INFICON has decided to no longer print the annual report on paper, but to make the report solely available on the INFICON website. Shareholders can download a copy of the Annual Report 2011 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 March 29, 2012, will 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 registration form, and a reply envelope. Shareholders newly entered in the share register by April 11, 2012, 5.30 p.m. will be

sent their documents on April 12, 2012 and are asked to return their application cards immediately or report directly to the admissions desk at the Annual General Meeting. The share register will close on April 11, 2012 at 5:30 p.m.

On return of the application form in the reply envelope on or prior to April 19, 2012, 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 registration 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, 8021 Zurich, Switzerland: Please fill out the registration form and voting instruction form for the independent proxy and mail it in the reply envelope to SIX SAG AG. (The admission card need not be requested.) In the absence of voting instructions, the independent proxy holder will support the proposals of the Board of Directors. This is also the case when proposals are changed or new motions are proposed during the meeting.
- by INFICON Holding AG: Please fill out the registration form and mail it in the reply envelope to SIX SAG AG. (The admission card need not be requested.) INFICON Holding AG will only represent shareholders who support the proposals formulated by the Board of Directors. INFICON Holding AG will pass on all other request for representation to the independent proxy holder. Signed proxies without specific instructions will be viewed as a request for INFICON Holding AG to vote according to the Board of Directors' proposals. INFICON Holding AG will also support the proposals of the Board of Directors when proposals are changed or new motions are proposed during the meeting.

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 April 26, 2012, 3.00 p.m., at the admission 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 90, CH-4600 Olten, Switzerland  
Tel.: +41 (0)58 399 61 73, Fax: +41 (0)58 499 61 95.

The Annual General Meeting of INFICON Holding AG will take place at Parkhotel Bad Ragaz, Floraweg 5, 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, President  
Bad Ragaz, March 29, 2012