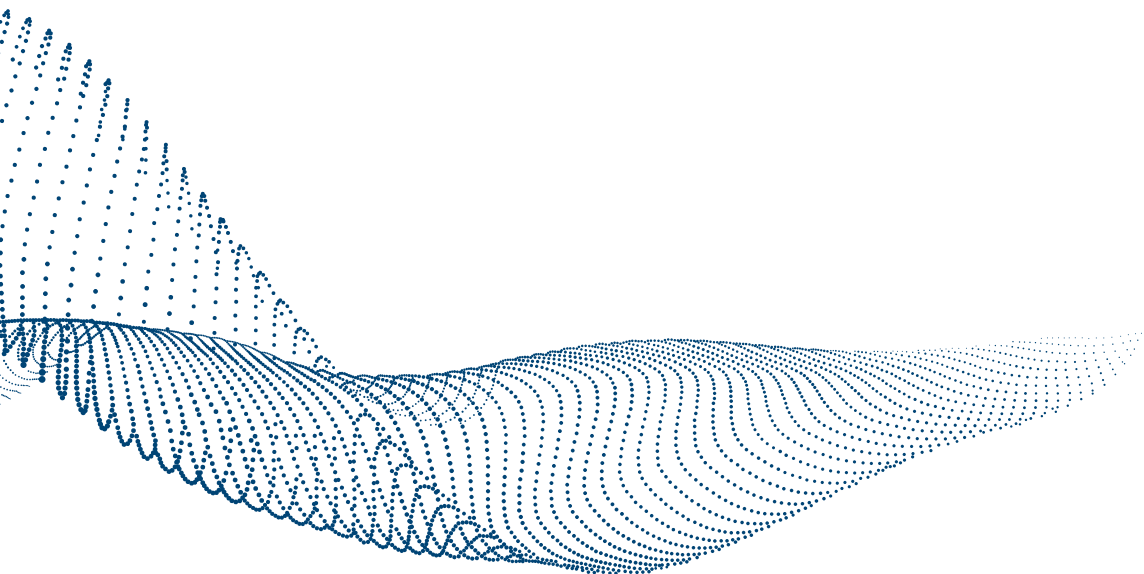




Compensation Report **2025**

Compensation Report

Introduction

This Compensation Report describes the principles of remuneration relevant to the Board of Directors and Group Management at INFICON and is prepared in accordance with Articles 734 et seqq. of the Swiss Code of Obligations, item 5 of the Annex to the Corporate Governance Directive of SIX Exchange Regulation and the principles of the Swiss Code of Best Practice for Corporate Governance published by *economiesuisse*. The report is in line with the Articles of Association of INFICON HOLDING AG, which is available online at <https://www.inficon.com/en/company/corporate-governance>

Unless indicated otherwise, all information refers to the financial year closed on December 31, 2025. In this report, all share-based payments are calculated and disclosed with reference to the year of allotment (grant date). Shared based remuneration is calculated using fair value of the share at date of allotment. All other compensation is disclosed according to the accrual principle, i.e. the compensation is reported in the period (i.e. financial year) in which it is recorded in the financial statements.

Compensation Highlights of the Board of Directors and Group Management

	2025	2024
in TCHF		
Board of Directors		
Actual compensation	760	779
Approved compensation AGM	800	800
Number of members	5	5
Group Management		
Actual compensation	1,998	2,001
Approved compensation AGM	2,500	2,450
Number of members	2	2

1. Remuneration Policy

INFICON is a globally active Group, and its remuneration policy aligns with general market practices. It is designed to recognize and reward performance at both the individual and collective levels, taking into account the overall success of the Group. This enables the Group to attract and retain the right talent. Individual remuneration corresponds to the scope of responsibilities and reflects the specific requirements of a position, the competences required, individual performance, and the Group's overall economic success. INFICON's remuneration policy is generally performance-oriented and includes a variable component for all employees.

The variable performance-based compensation structure distinguishes between a short-term incentive plan (STI) and a long-term incentive plan (LTI), with eligibility determined by the employee's function within the company.

The Compensation and Human Resources Committee (hereinafter referred to as "CHR Committee") reviews the principles of the remuneration policy annually. Based on a proposal of CHR Committee, the Board of Directors decides on the target amount of the STI and LTI and level of compensation for the Members of the Board and Group Management annually, once the Board has received the audited financial results. The CHR Committee consists of three Members of the Board of Directors – currently Beat Siegrist (Chairman), Lukas Winkler and Dr. Reto Suter.

2. Compensation of Board of Directors

The compensation to the members of the Board of Directors in 2024 and 2025 consists of a fixed yearly cash element that makes up 2/3 of the total compensation and a defined share allotment that accounts for 1/3 of the total compensation. The compensation includes contributions to the Swiss social security and unemployment insurance. The shares are subject to a 3-year mandatory holding period. The number of shares allotted is calculated based on the average share price on the fifth trading day following the Ordinary Annual General Meeting. The cash component of the remuneration is paid out to the Members of the

Compensation Report

Board of Directors based on the term of office. The allocation of shares takes place five days after the Ordinary Annual General Meeting for the following period of office.

Compensation of Board overview 2025

in TCHF	Annual Board fees	Cash 2/3	Shares 1/3 (*)
Board Chair	240.0	160.0	80.0
Chair AC Committee	120.0	80.0	40.0
Chair CHR Committee	120.0	80.0	40.0
Board Member	94.5	63.0	31.5

(*) Shares at market value. Final amount of shares is subject to roundings.

Neither attendance fees nor flat rate expenses are paid. Direct expenses incurred such as travel and accommodation are reimbursed.

The CHR Committee annually proposes the total compensation levels for the Chairman and the other Members of the Board. The CHR Committee bases its judgement on Committee Member's experience. If required, the CHR Committee may use external compensation surveys and professional insights. The Board of Directors subsequently determines the total compensation level for its members, which is then proposed to the Ordinary Annual General Meeting for approval for the term of office lasting until the conclusion of the next Ordinary Annual General Meeting of Shareholders.

The total compensation paid to the Board of Directors conforms to their responsibilities and market conditions.

3. Compensation of Members of Group Management

Based on a proposal of the CHR Committee, the Board of Directors asks the Ordinary Annual General Meeting annually for the approval of the compensation for the Group Management. The CHR Committee bases its judgement on Committee Member's experience and, if deemed necessary on external compensation benchmarks.

Overview of compensation components for Group Management

The remuneration of the Group Management is comprised of a fixed compensation (annual base salary and additional benefits) and a variable performance-based compensation (Short-Term Incentive STI and Long-Term Incentive LTI). The STI is an annual cash bonus, designed to reward business performance and is based on pre-defined performance objectives, including Operating Income and strategic, non-financial objectives. The LTI aims to drive the company's long-term success. It is awarded in the form of restricted shares, which are subject to a three-year blocking period and granted based on operating income and sales growth targets. The following table summarizes the instruments in further detail.

Element	Instrument
Fixed compensation	
Annual base salary	Monthly cash payment
Additional benefits	Pension plan and fringe benefits
Variable performance-based compensation	
Short-Term Incentive (STI)	Annual performance bonus Basis for target achievement: - Group Operating Income (80%) - Strategic, non-financial targets (20%) Cap: 200% of target amount and 100% of Annual Base Salary
Long-Term Incentive (LTI)	Performance Share plan Performance Period: 3 years, blocked shares Basis for target achievement: - Group Operating Income (50%) - Group Sales (50%) Cap: 200% of target amount and 100% of Annual Base Salary

Compensation Report

The variable performance-based compensation for members of Group Management is weighted as follows:

Target as % of Annual Base Salary	Chief Executive Officer	Other members
Short-Term Incentive (STI)		
Group Operating Income	40.0%	32.7%
Strategic non-financial targets	10.0%	8.2%
Total STI	50.0%	40.9%
Long-Term Incentive (LTI)		
Group Operating Income	25.0%	20.5%
Group Sales	25.0%	20.5%
Total LTI	50.0%	40.9%
Total	100.0%	81.8%

The Group operating Income and sales are measured against the performance of the entire Group. The strategic non-financial targets are based on Group-related individual objectives. To be eligible for both STI and LTI, the financial results must exceed a minimum pre-defined threshold.

For Group Management members, the total target performance-based compensation is 81.8% of the annual base salary and 100.0% for the CEO. The total performance-based annual compensation is capped at 200% of the annual base salary.

The composition and amount of the variable performance-based compensation are in accordance with the sector and labor market and are periodically reviewed.

The Board of Directors – following preparation and recommendation by the CHR Committee – determines the metrics for the target amount as well as the range between maximum and minimum variable performance-based compensation. The achievement levels of the financial performance goals are calculated based on the annual result after the closing of the financial year. The achievement levels of the strategic non-financial targets are determined by the CHR Committee and the proposal is submitted to the Board of Directors.

The following table shows the 2025 performance-based achievements for the CEO.

Key performance indicators and achievement for the CEO

As % of Annual Base Salary	Target weighting	Achieved weighting
Short-Term Incentive (STI)		
Group Operating Income	40.0%	23.7%
Strategic non-financial targets	10.0%	13.0%
Total STI	50.0%	36.7%
Long-Term Incentive (LTI)		
Group Operating Income	25.0%	11.0%
Group Sales	25.0%	20.0%
Total LTI	50.0%	31.0%
Total	100.0%	67.7%

This achievement results in a total variable compensation of TCHF 406 for the CEO, the amount of TCHF 220 for STI and paid in cash and the amount of TCHF 186 for LTI and compensated in restricted shares with a three-year blocking period that are allotted in 2026.

The average share price on the fifth trading day following the Ordinary Annual General Meeting will serve as the calculation base to establish the number of shares. For the Group Management, the base salary increased by 22.3% in 2025. The variable compensation was adjusted according to the Group's financial performance and the strategic non-financial targets.

4. Authority and Determination of Compensation

INFICON's CHR Committee acts as the relevant body in accordance with the Art. 733 of the Swiss Code of Obligation and its Articles of Association.

The CHR Committee prepares the recommendations submitted to the Board of Directors for compensation for the Board of Directors and Group Management.

Compensation Report

The CHR Committee consists of at least three members of the Board of Directors. They are elected by the Ordinary Annual General Meeting of the Shareholders for a term of office that runs until the end of the next Ordinary Annual General Meeting of the Shareholders. Re-election is allowed.

The CHR Committee constitutes itself. It appoints its chairperson from among its members. The Board of Directors has issued rules on the organization and decision-making powers of the CHR Committee.

The CHR Committee has the following duties and competencies in particular to prepare and submit to the Board of Directors:

1. The determination of compensation principles for the Group Management;
2. The total compensation amounts for the Board of Directors and Group Management;
3. The fixed and variable compensation for the Group Management;
4. Amendments and changes to the Articles of Incorporation in respect to the system of compensation.

The compensation of the Board of Directors and the fixed and variable compensation of Group Management are subject to approval by the Ordinary Annual General Meeting of the Shareholders.

5. Severance Compensations

No severance payments have been contractually defined for members of the Board of Directors or the Group Management. For the financial year 2025 and 2024 no severance compensations were paid.

6. Employment Contracts

The Company may enter into fixed-term or open-ended employment contracts with the Members of the Group Management. Fixed-term employment contracts shall have a maximum duration of one year; renewal is allowed.

The employment contracts for Members of the Group Management stipulate no provision for unusually long notice periods or contract terms. Open-ended employment contracts for Members of Group Management have a notice period of a maximum of twelve months and make no provisions for unusually long notice periods or contracts terms.

Non-competition agreements are allowed. In compensation for such agreements, a compensation may be paid for a maximum of one year, not exceeding the affected Member's last annual salary and not exceed the average compensation of the last three financial years.

7. Compensations of the Board of Directors and Group Management

The compensation of the Members of the Board of Directors and the total compensation of the Group Management shown in the below tables are gross values and based on the accrual principle. Shared based remuneration is calculated using the fair value of the shares at the date of allotment.

a) Compensations 2025

Board of Directors

	Base compensation in cash	Compensation in shares	*Other compensation	Total compensation
in TCHF				
Dr. Beat E. Lüthi Chairman	155	78	77	310
Vanessa Frey Member	61	31	7	99
Beat Siegrist Chairman of CHR Committee	78	39	9	126
Dr. Reto Suter Chairman of Audit Committee	78	39	9	126
Lukas Winkler Member	61	31	7	99
Total	433	218	109	760
Approval by the Annual General Meeting				800

* Other remuneration comprise payments mainly related to social insurance and pension contributions.

Compensation Report

Group Management

	Fixed compensation			Variable compensation				Total compensation
	Base salary	*Other compensation	Total	STI	LTI	*Other compensation	Total	
in TCHF								
Oliver Wyrsch President and Chief Executive Officer	606	20	626	180	192	224	596	1,222
Total	971	39	1,010	275	317	396	988	1,998
Approval by the Annual General Meeting								2,500

* Other compensations comprise payments mainly related to social insurance contributions and car allowances.

b) Compensations 2024

Board of Directors

	Base compensation in cash	Compensation in shares	*Other compensation	Total compensation
in TCHF				
Dr. Beat E. Lüthi Chairman	158	80	77	315
Vanessa Frey Member	63	33	8	104
Beat Siegrist Chairman of CHR Committee	79	40	9	128
Dr. Reto Suter Chairman of Audit Committee	79	40	9	128
Lukas Winkler Member	63	33	8	104
Total	442	226	111	779
Approval by the Annual General Meeting				800

* Other remuneration comprise payments mainly related to social insurance and pension contributions.

Group Management

	Fixed compensation			Variable compensation				Total compensation
	Base salary	*Other compensation	Total	STI	LTI	*Other compensation	Total	
in TCHF								
Oliver Wyrsch President and Chief Executive Officer	445	20	465	240	241	167	648	1,113
Total	794	39	833	390	446	332	1,168	2,001
Approval by the Annual General Meeting								2,450

* Other compensations comprise payments mainly related to social insurance contributions and car allowances.

The compensation to the Chairman decreased by 1.6% compared to the previous year. The compensation of other Board Members also shows slight decrease therefore the total remuneration of the Board of Directors decreased by 2.4%. The change is in line with the shorter term of office. The shares have been granted for the current term of office until the next Ordinary Annual General Meeting of the Shareholders. The allotment occurs five trading days after the Ordinary Annual General Meeting

of the Shareholders (grant date). The total amount of compensation of TCHF 760 compares to the amount of TCHF 800 approved by the Ordinary Annual General Meeting of Shareholders. The difference mainly reflects higher amounts reserved for potential employer contributions for social security and unemployment insurance as well as pension contributions.

Total compensation of the Group Management amounted to TCHF 1,998, remaining broadly constant with a decrease of less than 0.5% compared to the base year. It remained within the maximum ceiling of TCHF 2,500 approved by the Ordinary Annual General Meeting of the Shareholders, with the variance driven primarily by lower variable compensation, adjusted in line with the achievement of the financial and individual performance targets. In addition, the variance reflects unused reserves included in the approved ceiling for the potential addition of further members to Group Management and for a potential disadvantage compensation, neither of which was required.

In 2025 the average employee pay, including variable compensation and social security contributions reached TCHF 103.3 and in 2024 TCHF 107.9.

This compared to the total compensation of the CEO in the amount of TCHF 1,222 in 2025 represents a factor of 11.8x (after a factor of 10.3x in 2024).

8. Compensations of Former Members of Governing Bodies

There was no compensation to former members of the Board of Directors in 2025 and 2024.

9. Additional Fees and Remunerations

No additional fees or remunerations were paid to members of the Governing Bodies and their related parties in 2025 and 2024.

Compensation Report

10. Loans to Members of Governing Bodies

No loans were granted to current or former members of governing bodies and their related parties during 2025 and 2024. No such loans were outstanding as of December 31, 2025 and December 31, 2024.

11. Shares owned by Group Management and Members of the Board of Directors, including any related Parties

	2025	2024 (restated)**
Board of Directors:		
Dr. Beat E. Lüthi, Chairman	18,019	17,060
Vanessa Frey, Member *	2,724	2,340
Beat Siegrist, Member	148,180	147,700
Dr. Reto Suter, Member	2,060	1,580
Lukas Winkler, Member	46,754	46,370
Total Board of Directors	217,737	215,050
Group Management		
Oliver Wyrsch, President & CEO	13,808	11,510
Matthias Tröndle, Group CFO	4,435	6,180
Total Group Management	18,243	17,690

* Vanessa Frey is a member of a shareholder group and hold shares via KWE Beteiligungen AG of 19.61%.

** During the financial year 2025, the Company implemented a share split in the ratio of 1:10. For comparability purposes, the comparative information relating to the number of shares for the prior year has been restated as if the share split had been effective at the beginning of the comparative period.

12 Comparable Functions of the Members of the Board of Directors and the Group Management

Dr. Beat E. Lüthi, Chairman of the Board of Directors
 Since 2007 CTC Analytics AG, CEO and Member of the Board
 Since 2015 Apaco AG Duggingen, Member
 Since 2021 Skan AG, Chairman

Vanessa Frey, Director, Member of the Audit Committee
 Since 2007 Corisol Holding AG, CEO
 Since 2014 Schweiter Technologies AG, Member
 Since 2018 Tata 1mg, Member
 Since 2023 Avilan Ocean Foundation, Chairwoman
 Since 2023 fit4future Foundation, Chairwoman
 Since 2024 Corisol Holding AG, Chairwoman (since 2002 Member)
 Since 2024 Swiss Small Cap Invest, Chairwoman (since 2008 Member)
 Since 2024 KWE Beteiligungen AG, Chairwoman, (since 2008 Member)
 Since 2024 Avilan Sport Foundation, Member

Beat Siegrist, Director, Member of the Audit Committee, Chairman of the Compensation and Human Resources Committee

Since 2003 Phoenix Mecano AG, Member
 Since 2008 Schweiter Technologies AG, Member
 Since 2019 The Island Rum Company AS, Member
 Since 2022 Bomatec Holding AG, Member

Dr. Reto Suter, Director, Chairman of the Audit Committee, Member of the Compensation and Human Resources Committee

Since 2017 Siegfried Holding AG, Switzerland, CFO
 Since 2025 Schweizerische Cement-Industrie-Aktiengesellschaft, Member

Lukas Winkler, Director, Member of the Compensation and Human Resources Committee

Since 2018 Inovu Group AG, Member
 Since 2020 Avantama AG, Member
 Since 2024 Xovis Invest AG, Chairman

Matthias Tröndle, Vice President and CFO

Since 2025 South Pole, Chairman of the Audit & Risk Committee

Oliver Wyrsch, President and CEO

Since 2025 RhySearch, Member



Report of the Statutory Auditor

To the General Meeting of INFICON Holding AG, Bad Ragaz

Report on the Audit of the Remuneration Report

Opinion

We have audited the Remuneration Report of INFICON Holding AG (the Company) for the year ended 31 December 2025. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables a) and b) in section 7 on pages 33 and 34 as well as section 6 and 7 to 12 on pages 33 to 35 of the Remuneration Report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying Remuneration Report complies with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Remuneration Report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession. We have also fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables a) and b) in section 7 as well as section 5 and 7 to 12 in the Remuneration Report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the Remuneration Report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Remuneration Report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the Remuneration Report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' Responsibilities for the Remuneration Report

The Board of Directors is responsible for the preparation of a Remuneration Report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a Remuneration Report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.



Auditor's Responsibilities for the Audit of the Remuneration Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Remuneration Report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the Remuneration Report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

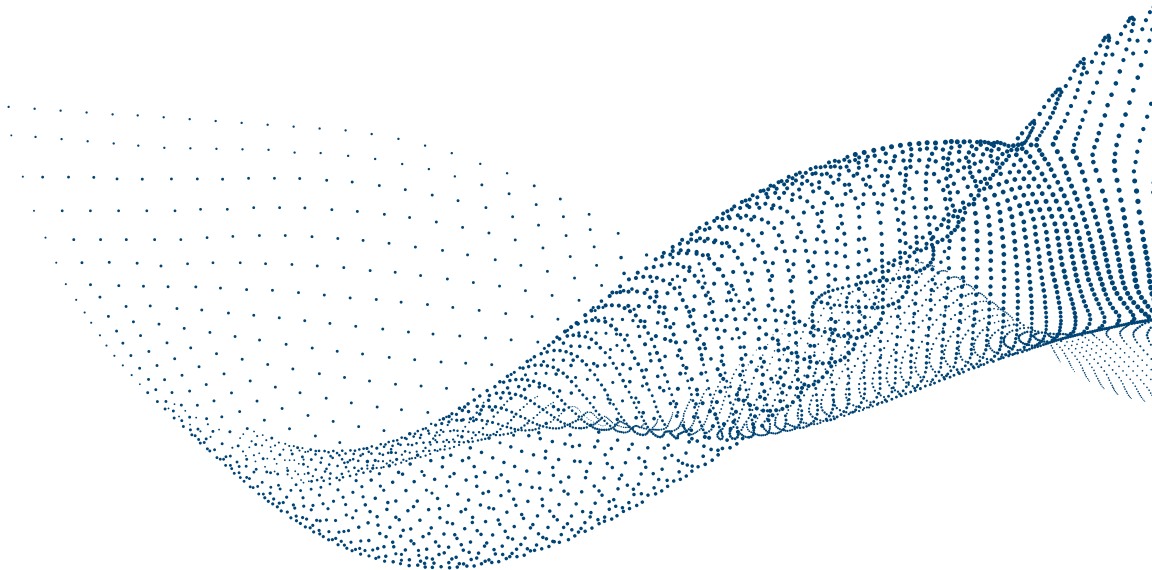
We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

KPMG AG

Roman Wenk
Licensed Audit Expert
Auditor in Charge

Bruno Casutt
Licensed Audit Expert

Zurich, 20 March 2026



Inspired by visions. Proven by success.

www.inficon.com



© 2025 INFICON