



Inspired by visions. Proven by success.

INVITATION

to the Ordinary Annual General Meeting of INFICON Holding AG

In accordance with the Swiss Federal Council's COVID-19 Ordinance 3, the Board of Directors decided at its first meeting in 2022 to plan and hold the **ordinary Annual General Meeting of INFICON Holding AG, scheduled for Thursday, March 31, 2022, 2 pm CET** with all the legally required parties attending, yet without the physical presence of shareholders as in the previous year. Despite the recent abandonment of many COVID-19 related measures, this is still the best way to protect the well-being of all parties involved. **We invite you, however, to view the Meeting online via Microsoft Teams.** Details on how to participate online can be found in the section "Documents and Administrative Instructions" at the end of this invitation.

Shareholders can thus only exercise their rights by instructing the independent proxy holder, Baur Hürlimann AG, electronically or by post. Shareholders can submit questions to the Board of Directors and Management online and in writing or hand in declarations by means of the online administration tool "GV Manager" or ask questions online via MS Teams at the Meeting. We will answer your questions at the Annual General Meeting and read out any declaration submitted.

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

<p>1. Approval of the Management Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the Fiscal Year 2021</p>	<p>The Board of Directors proposes approval.</p>																																				
<p>2. Granting discharge to the Members of the Board of Directors</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 2021</p>																																				
<p>3. Allocation of the Available Earnings of INFICON Holding AG / Distribution from Retained Earnings</p>	<table> <tr> <td>Legal reserves from capital contributions as at beginning of 2021</td> <td>CHF</td> <td>7,227,010</td> </tr> <tr> <td>Share price premium on exercised stock options 2021</td> <td>CHF</td> <td>967,200</td> </tr> <tr> <td>Legal reserves from capital contributions per 31.12.2021</td> <td>CHF</td> <td>8,194,210</td> </tr> <tr> <td colspan="3">The Board of Directors proposes to distribute CHF 3.10 per share from the legal reserves from capital contributions</td> </tr> <tr> <td>Retained earnings at beginning of 2021</td> <td>CHF</td> <td>179,778,604</td> </tr> <tr> <td>Loss on own shares</td> <td>CHF</td> <td>-252,439</td> </tr> <tr> <td>Distribution to shareholders 2021</td> <td>CHF</td> <td>-39,086,048</td> </tr> <tr> <td>Net Income 2021</td> <td><u>CHF</u></td> <td><u>32,739,126</u></td> </tr> <tr> <td>Retained earnings per December 31, 2021</td> <td><u>CHF</u></td> <td><u>173,179,243</u></td> </tr> <tr> <td>Retained earnings per January 1, 2022</td> <td>CHF</td> <td>173,179,243</td> </tr> <tr> <td>Distribution of Dividend of gross CHF 17.90 per share</td> <td>CHF</td> <td>-43,768,382</td> </tr> <tr> <td>Remaining balance of retained earnings carried forward</td> <td><u>CHF</u></td> <td><u>129,410,861</u></td> </tr> </table> <p>The Board of Directors proposes the distribution of a dividend of CHF 17.90 per share and that the remaining balance of retained earnings be carried forward. Proposed ex-dividend date is Monday, April, 6, 2022, proposed record date Tuesday, April 5, 2022, and proposed payment date for the distribution to shareholders is Wednesday, April 6, 2022.</p>	Legal reserves from capital contributions as at beginning of 2021	CHF	7,227,010	Share price premium on exercised stock options 2021	CHF	967,200	Legal reserves from capital contributions per 31.12.2021	CHF	8,194,210	The Board of Directors proposes to distribute CHF 3.10 per share from the legal reserves from capital contributions			Retained earnings at beginning of 2021	CHF	179,778,604	Loss on own shares	CHF	-252,439	Distribution to shareholders 2021	CHF	-39,086,048	Net Income 2021	<u>CHF</u>	<u>32,739,126</u>	Retained earnings per December 31, 2021	<u>CHF</u>	<u>173,179,243</u>	Retained earnings per January 1, 2022	CHF	173,179,243	Distribution of Dividend of gross CHF 17.90 per share	CHF	-43,768,382	Remaining balance of retained earnings carried forward	<u>CHF</u>	<u>129,410,861</u>
Legal reserves from capital contributions as at beginning of 2021	CHF	7,227,010																																			
Share price premium on exercised stock options 2021	CHF	967,200																																			
Legal reserves from capital contributions per 31.12.2021	CHF	8,194,210																																			
The Board of Directors proposes to distribute CHF 3.10 per share from the legal reserves from capital contributions																																					
Retained earnings at beginning of 2021	CHF	179,778,604																																			
Loss on own shares	CHF	-252,439																																			
Distribution to shareholders 2021	CHF	-39,086,048																																			
Net Income 2021	<u>CHF</u>	<u>32,739,126</u>																																			
Retained earnings per December 31, 2021	<u>CHF</u>	<u>173,179,243</u>																																			
Retained earnings per January 1, 2022	CHF	173,179,243																																			
Distribution of Dividend of gross CHF 17.90 per share	CHF	-43,768,382																																			
Remaining balance of retained earnings carried forward	<u>CHF</u>	<u>129,410,861</u>																																			

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

VERWALTUNGSRAT:

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

Information provided by the Board of Directors:

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

4.2 Dr. Richard Fischer as Member 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.

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

COMPENSATION AND HR COMMITTEE:

4.6 Dr. Richard Fischer as Member of the Compensation and HR Committee

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.

4.7 Beat Siegrist as Member of the Compensation and HR Committee

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.

4.8 Dr. Reto Suter as Member of the Compensation and HR Committee

The Board of Directors proposes the re-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>Notice of the Board:</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>5. Election of the Independent Proxy Holder</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>6. Election of Auditors</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>7. Consultative Vote on the Remuneration Report for 2021</p>	<p>The Board of Directors proposes to accept the Remuneration Report for 2021 in a consultative vote.</p>
<p>8. Approval of the Compensation for the Board of Directors</p> <p>Proposal: Approval of the compensation for the members of the Board of Directors</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>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, 2022 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>9. Approval of the Compensation for the Members of the Group Management</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, 2022 until June 30, 2023: 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 2022.</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 2022 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"> • The yearly fixed compensation in the amount of CHF 800,000 for the period starting July 1, 2022 until June 30, 2023; • The variable performance-related compensation in the maximum amount of CHF 1,400,000; • An additional reserve amounting to CHF 1,300,000 comprising <ul style="list-style-type: none"> ○ An amount of CHF 500,000 reserved for the potential event of further members being added to the Group Management; ○ An amount of CHF 500,000 reserved for potential disadvantage compensation; ○ Social security and pension scheme payments in the maximum amount of CHF 300,000.

DOCUMENTS AND ADMINISTRATIVE INSTRUCTIONS

Documentation	<p>The Annual Report 2021 (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, 2022 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. The Annual Report 2021 can be downloaded from the Investors section of the INFICON website, under www.inficon.com or at https://ir.inficon.com/financial-results-and-presentations/.</p>
Casting votes	<p>Shareholders with voting rights, who are recorded in the share register on March 21, 2022, will receive an invitation to the Annual General Meeting of Shareholders together with 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 28, 2022 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>
Representation / Proxy	<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>
How to submit voting instructions by post:	<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>How to submit voting instructions online by electronic instructions</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 Tuesday, March 29, 2022, 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>
<p>Online participation via Microsoft Teams:</p>	<p>Shareholders can participate at the Annual General Meeting online via Microsoft Teams. The link to sign-in is available in the online tool GV Manager. You may also request to receive a QR Code by returning your application.</p> <p>You may hand in questions to the Board of Directors and Group Management in writing via the online platform or ask questions directly at the online Meeting.</p>
<p>Information</p>	<p>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).</p>

Yours sincerely,

INFICON Holding AG
For the Board of Directors



Dr. Beat E. Lüthi, President
Bad Ragaz, March 4, 2022