

Introduction

This Corporate Governance Report explains the principles of management and control of INFICON Holding AG at the highest corporate level in accordance with the Directive on Information relating to Corporate Governance (the Corporate Governance Directive) in its current version issued by the SIX Swiss Exchange on June 29, 2022 entry into force Jan 1, 2023.

Corporate governance of INFICON Holding AG complies with the principles and recommendations of the "Corporate Governance – Swiss Code of Best Practice".

INFICON Holding AG is committed to continually reviewing its corporate governance framework, with a view to related developments.

Information on Board of Directors and Company Management compensation is outlined in our Compensation Report, beginning on page 26.

Furthermore, the Company's internal guidelines regarding corporate governance are provided in its Articles of Incorporation, Organizational Regulations, Board Committee Charters, Code of Business Conduct and Ethics, as well as internal policies.

The following Corporate Governance Report follows the structure of the SIX Directive on Information relating to Corporate Governance.

1 Group Structure and Shareholders

1.1 Group Structure

Operational Group Structure

See page 13.

INFICON Holding AG is the parent company of the INFICON group which operates from 17 countries and consists of a parent company, 8 manufacturing companies and 11 sales and service subsidiaries. The legal entity structure of the INFICON group is seen on page 11.

Listed Corporation: INFICON Holding AG

INFICON Holding AG is based in Bad Ragaz, Switzerland. It has a share capital of made up of 2,445,161 shares with a nominal value of CHF 5 each. Registered shares are listed on SIX Swiss Exchange under security number 1102994, ISIN CH0011029946 and symbol IFCN.

Since January 3, 2012, the registered shares of INFICON Holding AG are traded on SIX Swiss Exchange's Domestic Standard.

Market capitalization at December 31, 2022 was TCHF 1,978,135 based on shares outstanding.

Share Capital and Percentage of

Shares Held by Subsidiaries

See statutory financial statements, Note 2.4, "Investments".

1.2 Significant Shareholders

Shareholder Structure

Based on number of registered shareholders as of December 31, 2022.

Number of shares	Number of shareholders
> 50,000	4
10,000–50,000	13
1–9,999	4,394
Total	4,411

Shareholders by Country

Based upon number of registered shareholders as of December 31, 2022.

Country	Number of shareholders
Switzerland	3,950
Germany	217
United States of America	62
Liechtenstein	48
Rest of Europe	63
Rest of World	71
Total	4,411

Major Shareholders

See statutory financial statements, Note 3.2, "Significant Shareholders".

1.3 Cross-shareholdings

INFICON Holding AG has no cross-shareholdings.

2 Capital Structure

2.1 Capital (Issued, Authorized & Conditional)

Registered shares of CHF 5 each at December 31, 2022:

Issued share capital	2,445,161	TCHF 12,226
Conditional share capital	9,694	TCHF 48

The issued share capital comprises 2,445,161 registered shares of CHF 5 each. Each share entitles the registered owner to one vote at the General Meeting of Shareholders, as well as a share of dividends or distribution from capital contribution reserve, if any, declared by the Company and proceeds from liquidation, corresponding to its nominal value as a percentage of the total nominal value of issued share capital.

2.2 Authorized and Conditional Share Capital

The Board of Directors is currently not authorized to issue new registered shares.

The Articles of Incorporation provide for a conditional capital (according to Art. 653 of the Swiss Code of Obligations) of a maximum of TCHF 48 through the issuance of 9,694 registered shares of CHF 5 each by the exercise of option rights granted to employees and members of the Board of Directors of the Company. Since May 7, 2021, no exercisable options exist. In 2021 3,200 options had been exercised.

2.3 Changes in Shareholders' Equity

Changes in shareholders' equity are presented in the consolidated statements of shareholders' equity section of the consolidated financial statements for INFICON Holding AG for the years ended December 31, 2022 and 2021.

2.4 Shares

For further information refer to Note 2.1, "Capital" as above. No participation certificates are issued.

2.5 Profit Sharing Certificates

The Company currently has no profit sharing certificates.

2.6 Limitations on Transferability and Nominee Registrations

The Articles of Incorporation contain no special regulations regarding limitations on transferability and nominee registrations.

2.7 Convertible Bonds and Warrants/Options

In 2014, the Directors' Stock Option Plan and in 2015 the Key Employee Stock Option Plan were terminated. On May 7, 2021, all exercisable options had been exercised or had expired.

The Company currently has no convertible bonds or bonds with warrants.

3 Board of Directors

3.1 Members of the Board of Directors, other Activities and Vested Interests, and Internal Organizational Structure

Board of Directors and Management Board

Our Articles of Incorporation provide that the Board of Directors may consist of three or more members at any time. Directors are elected and removed by shareholder resolution. Members of our Board of Directors serve one-year terms and may be re-elected upon completion of their term of office. The shareholders may remove the directors without cause. Our five directors currently in office were elected by shareholder resolution.

All members of the Board of Directors are non-executive Board members.

According to the law, the Board of Directors is responsible for the ultimate direction and supervision of INFICON Holding AG. The Board of Directors has delegated the conduct of the day-to-day business operations to the Company's Group Management comprising the Chief Executive Officer and Chief Financial Officer. Group Management is responsible for the management of INFICON Holding AG and for all other matters except for those reserved by law and the Articles of Incorporation. The Board of Directors is required to resolve all matters, which are not defined by the law, Articles of Incorporation, or management bylaws as being the responsibility of any other governing body. According to the Swiss Code of Obligations and to the Articles of Incorporation the following non-transferable and inalienable responsibilities are incumbent on the Board of Directors:

- the ultimate management, i.e. the determination of the strategy, its resources and its supervision, of the Holding and the Group and the issuance of the necessary policies and directives including the definition of corporate goals and the planning of financial resources
- the determination of the organization of the Holding and the Group;
- the structuring of the accounting system, the financial controls and the financial planning of the Holding and the Group;
- the appointment and the removal of the Members of the Group Management, the approval of their job descriptions and the granting of the signatory power to members of the Group Management and to employees of the Holding;
- the ultimate supervision of the persons entrusted with the management of the Holding and the Group, in particular with regard to compliance with the law, the Articles of Incorporation, regulations and directives;
- the preparation of the Holding's business report and other reports including but not limited to the compensation report and the report on non-financial matters pursuant to Article 964c CO as well as the preparation of the Shareholders' Meetings and the implementation of their resolutions;
- the submission of a request for a debt-restructuring moratorium and notification of the judge in case of overindebtedness of the Holding;
- the passing of resolutions regarding the subsequent payment of non-fully paid-in shares;
- the passing of resolutions confirming capital increases in the share capital and regarding the amendments to the Articles of Incorporation entailed thereby;
- the examination of the professional qualifications of specially qualified auditors in those cases in which the law foresees the use of such auditors.

The Board of Directors, as of the date of this report, has established an Audit Committee and a Compensation and Human Resources Committee. Each of these committees has regulations, which outline its duties and responsibilities. The Board of Directors elects the Chairman for each committee. The committees meet regularly carrying out preparatory work to provide the Board of Directors with updates and recommendations at its regular meetings. Their respective chairperson sets the agendas for the committee meetings. The length of the meetings range from an hour up to an entire day, depending on the agenda as decided by the chairman.

Sustainability is anchored at all corporate levels at INFICON. The Board of Directors determines the corporate strategy, including all aspects relating to sustainability/ESG. Sustainability topics are discussed several times a year by the Board of Directors and Group Management depending on their urgency. To strengthen its sustainability approach, the Board has already defined a dedicated representative for ESG and sustainability matters in 2020 in the person of Dr. Richard Fischer. Furthermore, it has already been decided that a Sustainability Council consisting of 3 persons (two Board members and Group Management) will be established in 2023. The council will define roadmap, reviews targets, studies the regulatory developments in the ESG area and supports the Audit Committee in non-financial reporting.

Sustainability reporting on all material topics, results and target achievement for further development of material topics (see page 57) are discussed and developed together with Group Management and the dedicated Board of Directors representative several times a year and at least two times a year by the Board of Directors and Group Management. The sustainability reporting is reviewed and approved by the Board of Directors and Group Management as part of the development of the Annual Report.

Overview Board

Board of Directors (5 members) Chairman Dr. Beat E. Lüthi Members Beat Siegrist, Vanessa Frey Dr. Reto Suter, Lukas Winkler (proposed member from 2023)	
Audit Committee Dr. Reto Suter, Chairman Vanessa Frey Beat Siegrist	Financial- and non-financial reporting, risk management, compliance, audit, accounting & internal controls, financial health
Compensation and Human Resource Committee Beat Siegrist, Chairman Dr. Reto Suter Lukas Winkler (proposed member from 2023)	Compensation and benefits, nomination, career development, goal setting, culture
Sustainability Council Lukas Winkler, Lead (proposed member from 2023) Dr. Reto Suter Matthias Tröndle, CFO	New Council , formally established in 2023 Council defines roadmap, reviews targets, studies the regulatory developments in the ESG area, supports Audit Committee in non-financial reporting.

The Audit Committee

The Audit Committee consists of three non-executive members of the Board of Directors. Currently, the Audit Committee is comprised of the following members:

Dr. Reto Suter, Chairman
Vanessa Frey
Beat Siegrist

The responsibilities of the Audit Committee include:

- Recommending to the Board of Directors the independent public accountants to be selected to conduct the annual audit of our books and records;
- Reviewing the proposed scope of such audit and approving the audit fees to be paid;
- Reviewing the adequacy and effectiveness of our accounting and internal financial controls with the independent public accountants and our financial and accounting staff;
- Reviewing and approving transactions between the Company, its directors, officers and affiliates; and
- Reviewing and reassessing, on an annual basis, the adequacy of our audit committee charter.

The Compensation and Human Resources Committee

The Compensation and Human Resources Committee is to provide a general review of our compensation and benefit plans to ensure they meet corporate financial and strategic objectives, as well as to make recommendations to the Board regarding appointment, dismissal and career development of executive management positions. The responsibilities of the Compensation and Human Resources Committee also include the goal settings and the administration of employee incentive plans. The Compensation and Human Resources Committee consists of three non-executive members of the Board of Directors. Currently, the Compensation and Human Resources Committee is comprised of the following members:

Beat Siegrist, Chairman
Dr. Richard Fischer
Dr. Reto Suter

Frequency of Meetings of the Board of Directors and its Committees

The Board of Directors holds four or more meetings per year and additional ad hoc meetings and conference calls as necessary. The Audit Committee holds three meetings per year in addition to five virtual meetings. The Compensation and Human Resources Committee holds three or more meetings per year in addition to one virtual meeting.

The following table does not include preparation of meetings, travel time as well as various separate meetings:

- Meetings with audit firm
- Meetings with Group Management
- Meetings with shareholders

Number of meetings and conference calls in 2022:

	Board of Directors	Audit Committee	Compensation and Human Resources Committee
Number of meetings in 2022	4	3	3
Approx. average duration of physical meetings (in hours)	7.2 h	0.8 h	1.3
Dr. Richard Fischer	4	3	3
Vanessa Frey	4	3	3
Dr. Beat E. Lüthi	4	3	3
Beat Siegrist	4	3	3
Dr. Reto Suter	4	3	3
KPMG calling in	0	2	0
Number of virtual meeting in 2022	2	5	1
Approx. average duration of virtual meetings (in hours)	0.6 h	1 h	0.5 h
Dr. Richard Fischer	2	3	1
Vanessa Frey	2	4	1
Dr. Beat E. Lüthi	2	5	1
Beat Siegrist	2	5	1
Dr. Reto Suter	2	5	1
KPMG	0	2	0

The meetings took place in Zurich (Switzerland), Vitznau (Switzerland), Cologne (Germany) and Balzers (Liechtenstein).

The Company's Board of Directors is composed of:

Dr. Beat E. Lüthi, Citizen of Switzerland, 1962

Chairman of the Board of Directors

Educational Background

1980–1986 Swiss Federal Institute of Technology, ETH, Master in Electrical Engineering
 1987–1990 Ph.D. at ETH/BWI on "Management of Industrial Software Projects"
 1994 INSEAD, Fontainebleau France, International Executive Program

Executive Experience

1987–1990 Zellweger Uster, Project Manager
 1990–1998 Mettler-Toledo, Business Unit Manager
 1994–1998 Mettler-Toledo (Switzerland) AG, General Manager
 1998–2002 Feintool International, CEO and Member of the Board
 2002–2007 Mettler-Toledo, Laboratory Division CEO
 Since 2007 CTC Analytics AG, CEO and Member of the Board

Previous Board Mandates

2002–2005 Soudronic AG, Member
 2007–2010 Uster Technologies AG, Member
 2007–2011 Addex Pharma SA, Member
 2007–2011 Stadler Rail AG, Member
 2002–2013 Bossard AG, Member
 2017–2020 Orell Füssli Holding AG, Member

Current Board Mandates

Since 2010 Straumann AG, Member
 Since 2012 INFICON Holding AG, Chairman
 Since 2021 Skan AG, Member

Corporate Governance

Dr. Richard Fischer, Citizen of Austria, 1955

Vice Chairman of the Board of Directors and Member of the Compensation and Human Resources Committee

Educational Background

1973–1979 Technical University of Vienna,
Master of Science in Electrical and
Electronical Engineering
1979–1982 Technical University of Vienna,
Assistant Professor, Ph.D. with excellence

Executive Experience

1982–1984 Gama, Access Systems, Austria,
R&D Manager and Technical Director
1984–2004 VAT Holding AG, Switzerland, CEO

Previous Board Mandates

1990–2011 ARS GmbH, Member
2008–2009 Netservice AG, Chairman
2003–2014 VAT Holding AG, Switzerland, Chairman

Current Board Mandates

Since 2003 INFICON Holding AG, Member
Since 2020 Obrist Engineering, Member

Vanessa Frey, Citizen of Switzerland, 1980

Director, Member of the Audit Committee

Educational Background

2000–2002 University of St. Gallen, Switzerland
Undergraduate Studies in Economics,
Business Administration and Law
2003–2004 Stockholm School of Economics, Sweden
Master of Science in International
Economics and Business Major in Finance

Executive Experience

2004–2006 Handelsbanken Capital Markets,
Corporate Finance, Stockholm, Sweden
2007 HSZ Group, Asset Manager, Hong Kong
Since 2007 Corisol Holding AG, Family Office, Zug, CEO

Previous Board Mandates

2010–2011 South Pole Carbon Asset Management
2010–2012 Absolute Invest, Member
2012–2018 Garaventa Lift AG, Vice Chairwoman
2016–2019 Zur Rose Group AG, Member

Current Board Mandates

Since 2002 Corisol Holding AG, Member
Since 2008 Swiss Small Cap Invest, Member
Since 2008 KWE Beteiligungen AG, Member
Since 2012 INFICON Holding AG, Member
Since 2014 Schweiter Technologies AG, Member
Since 2018 Tata 1mg, Member

Beat Siegrist, Citizen of Switzerland, 1960

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

Educational Background

1980–1985 Swiss Federal Institute of Technology,
ETH, Master in Electrical Engineering
1987–1988 INSEAD, Fontainebleau France, MBA

Executive Experience

1985–1986 Contraves AG (Defense Equipment),
Development Engineer
1987–1993 McKinsey&Co. (Consulting), first McKinsey
Fellows in Switzerland, Consultant and
Project Manager
1993–1995 Outsourcing AG (Reorganisation and Out-
sourcing of Productions), Founder and CEO
1996–2008 Schweiter Technologies (Machinery
Equipment for Textiles, Semiconductor
and Optics), CEO
2008–2012 Essilor (Ophthalmic Lens Manufacturer),
Member of the Executive Team and President
of machinery division Satisloh, which was
sold to Essilor from Schweiter Technologies

Previous Board Mandates

2002–2012 Ismeca Semiconductor Holding SA, Chairman
2000–2013 Satisloh Holding AG, Member
1996–2017 SSM Schärer Schweiter Mettler AG, Chairman
2013–2018 Garaventa Accessibility AG, Chairman

Current Board Mandates

Since 2003 Phoenix Mecano AG, Member
Since 2008 Schweiter Technologies AG, Chairman
Since 2010 INFICON Holding AG, Member
Since 2019 The Island Rum Company AS, Member
Since 2022 Bomatec Holding AG, Member

Dr. Reto Suter, Citizen of Switzerland, 1971

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

Educational Background

1991–1996	University of Zurich, Switzerland
	Master's Degree in Banking and Finance
1996	University of Washington, Seattle, Visiting Student MBA Courses
1997–1999	University of Zurich, Switzerland
	Ph.D. in Banking and Finance

Executive Experience

1997–1999	Go4Equity AG, Switzerland, Co-Founder and CFO
2001–2004	Tendo Corporate Finance, Switzerland, Partner
2004–2013	Horizon21, Switzerland, Partner (–2009), CEO (–2011), CIO (–2013)
2013–2017	Lonrho Ltd., London, COO/CIO, Member of the Main Board, Member of the Executive Management Committee
Since 2017	Siegfried Holding AG, Switzerland, CFO

Previous Board Mandates

2004–2014	Nord-Süd Verlag AG, Chairman
2009–2011	Invision Private Equity AG, Member
2014–2017	Gallimedia Holding AG, Member
2013–2018	Lonrho Holdings Limited, London

Current Board Mandates

Since 2017	Siegfried Group, various
Since 2021	INFICON Holding AG, Member

3.2 Other Activities and Vested Interests

Pursuant to Article 21 c) of the company's Articles of Incorporation the Board members maximum number of board mandates is twenty-five with not listed companies whereof five with listed companies. For further information refer to Note 3.1.

3.3 Elections and Terms of Office

In accordance with the Ordinance and the company's Articles of Incorporation members of the Board of Directors and its Chairman as well as Compensation and Human Resources Committee members are elected for a respective one-year term of office.

Election occurs at the General Meeting of Shareholders.

The members of the Board of Directors were elected individually as follows:

Board of Directors	Date First Elected	Term Expires
Dr. Beat E. Lüthi	May 2012	March 2023
Dr. Richard Fischer	May 2003	March 2023
Vanessa Frey	May 2012	March 2023
Beat Siegrist	May 2010	March 2023
Dr. Reto Suter	March 2021	March 2023

3.4 Internal Organizational Structure

Refer to page 13.

3.5 Definition of Areas of Responsibility

The Board of Directors has delegated authority to the Company's Group Management comprising the Chief Executive Officer and Chief Financial Officer to execute the Company's approved annual budget. INFICON Holding AG has a comprehensive financial and enterprise reporting system to gather and report its financial results. The quarterly financial results are reviewed and approved by the Audit Committee prior to issuance to the public. Additionally, the Board of Directors provides oversight and approval for potential acquisitions or strategic partnerships.

The Sustainability/ESG responsibility was defined in the year 2020 by the Board of Directors: We have selected and appointed both a ESG representative from the Board of Directors (Dr. Richard Fischer) and the CFO and Group Management member Matthias Troendle.

3.6 Information and Control Instruments vis-à-vis Group Management

Information regarding the current state of the business is provided continuously at the meetings of the Board of Directors in an appropriate format and is presented by the persons bearing responsibility for oversight of the financial and operational aspects of the business.

The Board of Directors receives monthly reports from Group Management.

Furthermore, the Audit Committee reviews the financial performance and assesses the effectiveness of the internal and external audit processes as well as the internal risk management and processes.

Members of the Board of Directors and Group Management attend the Audit Committee meetings.

The external auditors, KPMG AG, Zurich, conduct their audit in compliance with Swiss law and in accordance with Swiss auditing standards.

3.7 Board independence

In accordance with the Organizational Regulations, the Board evaluates the independence of its members annually based on defined independence criteria.

The evaluation of the independence of the candidates for a Board membership is an important factor when the Board of Directors prepares its annual proposal for the composition of the Board. We apply the Swiss law the "Swiss Code of Best Practice for Corporate Governance", INFICON's independence criteria (see below), and the disclosure rules of the Directive on Information relating to Corporate Governance of the Swiss Stock Exchange (SIX) Regulations. The Board's ultimate goal is the overall independence of the Board. Also, we strive for an appropriate diversity among its members. Due to the several age-related changes in Group and Extended Management team in 2022/23 the Board decided to stay as stable as possible until the new management team is successfully in operation.

The replacement of Dr. Richard Fischer who is no longer available for Board reelection after 20 years of Board membership and the proposed election of the former CEO Mr. Lukas Winkler as a new Member of the Board of Directors are very important occurrences for us and for INFICON's future success. The Board is aware that Lukas Winkler election to the Board of Directors will keep him for three years not-independent according to the applied independence criteria. However, his long-term industry experience, his international network and the continuity is considered very beneficial and a key aspect in the proposed election

Independence criteria

For the INFICON Board, a director is considered independent if the director:

- is not, and has not been for the prior three years, employed as an executive officer or in another function at the Group or any of its subsidiaries;
- is not, and has not been for the prior three years, an employee or affiliate of our external auditor;
- does not maintain a material direct or indirect business relationship with the Group or any of its subsidiaries, and
- has not been at any time during the prior three years, part of an interlocking directorate in which a member of the Executive Board serves on the compensation committee of another company that employs the Board member.

The age and length of tenure a Board member has served are not criteria for his or her independence.

However, the board aims for a healthy distribution between experienced and new Board members.

Significant shareholder status is also not considered a criterion for independence unless the shareholding exceeds 30% of the Group's share capital. Board members with immediate family relationships would not qualify as independent.

The Board also assesses whether individual Board members depend financially on the income from the compensation of the INFICON Board membership and further assess whether other commitments prevent the person from devoting enough time to the INFICON Board mandate. Possible conflicts of interest, related party transactions, and other commitments that could jeopardize a director's independence are also considered. While the INFICON Group is not subject to such standards, the Board and the CHR Committee acknowledge that some proxy advisors apply different standards for assessing the independence of our Board members, for example regarding tenure and significant shareholding status.

Independence statement

According to the evaluation carried out by the Board, 4 out of 5 Board of Directors proposed for AGM election in 2023 are considered independent:

Board Member	Independence Rating/ Comments
Dr. Beat E. Lüthi, Chairman	Independent
Dr. Reto Suter, Chairman Audit Committee	Independent
Beat Siegrist, Chairman CHR Committee	Independent / Mr. Beat Siegrist and Ms. Vanessa Frey's family are both holding significant share capital of the SIX listed SCHWEITER Group. Mr. Beat Siegrist serves as non-executive Chairman and Ms. Vanessa Frey as a non-executive Member of the Board. This fact and the fact that SCHWEITER and INFICON don't have any business interferences are not jeopardizing the independence of Ms. Vanessa Frey and Mr. Beat Siegrist based on INFICON's independence criteria.
Vanessa Frey	Independent / Ms. Vanessa Frey's family is a long-time anchor shareholder with 19.6% of INFICON's share capital.
Lukas Winkler	Mr. Winkler was CEO of INFICON Holding AG until the end of 2022 and therefore non-independent from 2023–2025 according to Swiss Code of Best Practice.

4 Group Management

4.1 Members of Group Management, other Activities and Vested Interests, Management Contracts

Our Group Management is responsible for our day-to-day management. The officers have individual responsibilities established by our Organizational Regulations and by the Board of Directors.

Lukas Winkler, Citizen of Switzerland, 1962

President and Chief Executive Officer (from January 2004 until December 2022)

Educational Background

1982–1986 Swiss Federal Institute of Technology (ETH), Zürich, Dipl. Ing. ETH, BWI
1999–2001 Syracuse University, NY, USA, Executive MBA

Executive Experience

1987–1989 General Motors Europe AG, Switzerland, Engineer
1989–1991 Maschinenfabrik Rieter AG, Switzerland, Project Manager
1991–1992 Maschinenfabrik Rieter AG, Switzerland, Department Head
1993–1994 UNAXIS-Balzers AG, Liechtenstein and Switzerland, Manager Logistics
1995–1996 UNAXIS-Balzers AG, Liechtenstein and Switzerland, Manager Production
1996–2003 Balzers and Leybold Instrumentation and INFICON AG, Liechtenstein, Vice President and General Manager (member of the Executive Team)
2004–2022 INFICON Holding AG, Bad Ragaz, Chief Executive Officer

Current Board Mandates

Since 2018 Inovu Group AG
(former KLH Holding AG), Member
Since 2020 Avantama AG, Member

Corporate Governance

Oliver Wyrsch, Citizen of Switzerland, 1977

President and Chief Executive Officer (from January 2023)

Educational Background

1998–2003 Swiss Federal Institute of Technology (ETH), Zürich, Master's Degree in Computer Science and Business Administration

Executive Experience

2004–2006 Accenture, Switzerland and Germany, Consultant
2006–2009 Booz & Company, Switzerland (today: Strategy & PWC), Senior Engagement Manager
2009–2011 Clinerion (Start-up in Health Data Management), Switzerland, Vice President Products & Projects / Head Software Engineering
2011–2018 Mettler Toledo International Inc., Germany (2011–2014) General Manager Vision and Track & Trace Solutions for the Pharma Industry; USA (2014–2018) Head of Strategic Business Unit Machine Vision Inspection
2018–2022 INFICON Inc., USA, President and Head of US Business
from 2023 INFICON Holding AG, Bad Ragaz, Chief Executive Officer

Matthias Tröndle, Citizen of Germany, 1960

Vice President and Chief Financial Officer (since September 2008)

Educational Background

1982–1985 University of Cooperative Education, Mannheim, Degree in Business Administration (Diplom-Betriebswirt)

Executive Experience

1985–1988 Digital Equipment Corporation (DEC), Stuttgart, Financial Analyst Software Development and Sales
1988–1995 Hewlett Packard GmbH, Germany, Senior Financial Analyst Headquarters Germany Finance Manager of two subsidiaries in Germany and Switzerland Accounts Receivables and Credit Manager Accounting & Reporting Manager Leasing & Remarketing Commercial Manager Leasing & Remarketing Division
1995–2003 Solelectron GmbH, Germany, Director Finance Germany
2003–2003 Solelectron Romania SRL, Timisoara – Romania, Director Finance Eastern Europe (9 months)
2003–2008 Solelectron Europe BV, Amsterdam, Senior Director Finance Europe
Since 2008 INFICON Holding AG, Switzerland, Chief Financial Officer

4.2 Other Activities and Vested Interests

Pursuant to Article 21 c) of the company's Articles of Incorporation Group Management members maximum number of board mandates is five with not listed companies whereof one with listed companies. Refer to Note 4.1 for any activities and vested interests.

4.3 Management Contracts

INFICON Holding AG has not entered into any management contracts with third parties outside the Group.

5 Compensation, Shareholdings and Loans

Please refer to Note 3.3 "Shares owned by Group Management and Members of the Board of Directors, including any related parties", of the statutory financial statements of INFICON Holding AG for details of Board members' and Group Managements' shareholdings and to the Compensation Report for disclosures pertaining to compensation, as well as the content and method of determining the compensation and shareholdings programs. Pursuant to Article 21, no loans or advances were made by the INFICON Group to members of the Board of Directors or to Group Management during the financial year.

6 Shareholder Participation

6.1 Voting-Rights and Representation Restrictions

Each INFICON share carries one vote at our shareholders' meetings. Voting rights may be exercised only after a shareholder has been recorded in our share register (Aktienbuch) as a shareholder with voting rights. INFICON may enter into agreements with banks or financial companies which hold shares for the account of other persons (nominees) regarding the exercise of the voting rights related to the shares.

INFICON shares are cleared and settled through SIX Securities Services AG. The shares will not be physically represented by certificates but will be managed collectively in book-entry form by SIX Securities Services AG. Shareholders are therefore not entitled to have their shares physically represented and delivered in certificate form (aufgehobener Titeldruck). They can, however, request a statement confirming their ownership of the shares.

6.2 Statutory Quorums

The Articles of Incorporation contain no quorums greater than that set out by the applicable legal provisions.

6.3 General Meetings of Shareholders

The Articles of Incorporation contain no rules on the convocation of the General Meeting of Shareholders that differ from applicable legal provisions.

6.4 Agenda

Shareholders holding at least 0.5% of the share capital have the right to request in writing, at least 50 days prior to the day of the respective shareholders' meeting, that a specific proposal be discussed and voted upon at such shareholders' meeting.

6.5 Entries into the Share Register

Only those shareholders with voting rights whose names were recorded in the Company's register of shareholders on the respective closing date may attend the General Meeting of Shareholders and exercise their voting rights. The Board of Directors endeavors to set the closing date for registration as close as possible to the date of the General Meeting of Shareholders, i.e. not more than 3 to 4 weeks before the General Meeting of Shareholders. There are no exceptions to this rule regarding the closing date for registration.

The Board of Directors has regular contact to our stakeholders. The Board of Directors is available at any time to address the concerns of stakeholders and shareholders. Matters brought forward by shareholders within the context of the General Meeting are dealt with in accordance with the Articles of Incorporation. During the reporting period 2022 no matters were submitted directly to the Board of Directors.

7 Changes of Control and Defense Measures

7.1 Duty to Make an Offer

The Company's Articles of Incorporation do not include "opting-out" or "opting-up" clauses and accordingly under Article 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading a shareholder who acquires 33 ⅓% or more of the Company's shares is obliged to submit a public offer for the remaining shares.

7.2 Clauses on Changes of Control

The Directors, Management & Key Employee Share-based plans contain a provision whereby all unvested outstanding options vest and blocked shares release upon change in control.

8 Auditors

8.1 Duration of the Mandate and Term of Office of the Lead Auditor

Statutory auditors pursuant to Art. 727 and 728, respectively, of the Swiss Code of Obligations is KPMG AG, Zurich, elected for one year. KPMG AG commenced its mandate as statutory auditors of INFICON Holding AG in April 2014. The lead engagement partner, Mr. Roman Wenk, has been responsible for the audit of the statutory and consolidated financial statements of INFICON Holding AG since financial year 2021. The significant subsidiaries of INFICON Holding AG are audited by member firms of KPMG AG.

8.2 Auditing Fees

Audit fees of the Group Auditor for the 2022 audit were approximately TUSD 342.

8.3 Additional Fees

No additional fees were paid to the Group Auditor in 2022.

8.4 Supervisory and Control Instruments Pertaining to the Audit

Each year the Audit Committee reviews and discusses the scope of the proposed audit work and the timely quarterly reviews, and evaluates the performance and fees of the auditors. Periodically the lead auditor participates in the Audit Committee meetings. In 2022 the audit firm attended two virtual meetings and two meeting calling in (see Frequency of Meetings of the Board of Directors and its Committees).

Criteria applied to the performance and compensation evaluation of KPMG AG includes: technical and operational competence, independent and objective view, sufficient resources employed, focus on areas of significant risk to INFICON, ability to provide effective, practical recommendations and effective communication and coordination with the Audit Committee and financial management.

Following the audit work, the auditors submit a report on their results, including all communications required, to the Audit Committee and to the Board of Directors in accordance with Swiss auditing standards. The Audit Committee meets with the auditors to discuss and review their feedback. Based on this information, the Audit Committee determines changes and improvements as necessary.

9 Information policy

INFICON Holding AG pursues an information policy which is based on truthfulness, timeliness, and continuity. Matters affecting the share price are published immediately as ad hoc announcements, in accordance with ad hoc publicity requirements of SIX Swiss Exchange.

Annual financial reports are published online for the benefit of shareholders and potential investors in March following the year-end closing.

Key financial figures are prepared and issued in a press release on a quarterly basis.

A 2022 half-year report was published online in July 2022.

Information available for investors can be found at www.inficon.com

Information on general trading blackout periods

The Board of Directors and Compliance Committee determines within the Insider Trading Policy the generally applicable trading blackout periods in the context of the quarterly/half-year and annual financial statements.

For the Board of Directors, the Group Management, the Executive Team members and their direct reports, Financial Controller and other persons who have insight into the preparation of the financial figures of the INFICON Group (Corporate Insiders) a trading blackout period applies.

No corporate insider may purchase, sell or enter into any other transaction with respect to INFICON shares during any blackout period. A blackout period will apply from the first day following the last month of each fiscal quarter (i.e., beginning on January 1, April 1, July 1 and October 1 of each year) up to and including two full trading days after the public release of INFICON's quarterly or annual financial results.

In addition to these regularly scheduled blackout periods, INFICON may from time to time impose additional blackout periods during which there exists Material Non-public Information about INFICON. These blackout periods will be determined by the Compliance Officer and will vary in length.

Information available for investors can be found at www.inficon.com.