



# INVITATION

**to the 22<sup>nd</sup> Ordinary Annual General Meeting of  
INFICON Holding AG, Bad Ragaz**

Shareholders of INFICON Holding AG are kindly invited to  
attend the Ordinary General Meeting of Shareholders  
on **Thursday, March 30, 2023, 09:30 a.m. (doors open at 08:30  
a.m.)**

at **OST - Ostschweizer Fachhochschule, Campus Buchs,  
Werdenbergstrasse 4, 9471 Buchs, Switzerland.**

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## WELCOME AND INTRODUCTION

Dr. Beat E. Lüthi, Chairman of the Board of Directors

## ITEMS ON THE AGENDA AND PROPOSALS BY THE BOARD OF DIRECTORS

1. Approval of the Management Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the Fiscal Year 2022

### PROPOSAL:

The Board of Directors proposes the Annual General Meeting of Shareholders the approval of the Management Report, the Annual Financial Statement of INFICON Holding AG, the Consolidated Financial Statements of INFICON Group for the Fiscal Year 2022.

### INFORMATION:

According to Art. 698 para. 2 item 3 and 4 of the Swiss Code of Obligations (CO) and the Articles of Association, the General Meeting of Shareholders is responsible for approving the Management Report, the Annual Financial Statement, and the Consolidated Financial Statements.

2. Granting discharge to the Members of the Board of Directors

### PROPOSAL:

The Board of Directors proposes to grant discharge to the Members of the Board of Directors for their activity during the fiscal year 2022.

### INFORMATION:

Pursuant to Art. 698 para. 2 item 7 CO and the Articles of Association, the General Meeting of Shareholders is responsible for the discharge resolution.

3. Allocation of the Available Earnings of INFICON Holding AG

Legal reserves from capital contributions as at beginning of 2022	CHF	8,194,210
Distribution to shareholders 2022	CHF	-7,573,734
Legal reserves from capital contributions per 31.12.2022	CHF	620,476
Retained earnings at beginning of 2022	CHF	173,179,243
Loss on own shares	CHF	-615,623
Distribution to shareholders 2022	CHF	-43,732,206
Net income 2022	CHF	<u>25,085,691</u>
Retained earnings per December 31, 2022	CHF	<u>153,917,105</u>
Retained earnings per January 1, 2023	CHF	153,917,105
Distribution of Dividend of gross CHF 18.00 per share	CHF	<u>-44,012,898</u>
Remaining balance of retained earnings carried forward	CHF	<u>109,904,207</u>

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## PROPOSAL:

The Board of Directors proposes the distribution of a gross dividend of CHF 18.00 per share and that the remaining balance of retained earnings be carried forward.

If this proposal is approved, the ex-date will be Tuesday, April 4, 2023, the record date will be Wednesday, April 5, 2023, and the payment date for the distribution to shareholders will be Thursday, April 6, 2023.

## INFORMATION:

Pursuant to Art. 698 para. 2 item 4 CO and the Articles of Association, the General Meeting of Shareholders is responsible for passing resolutions on the appropriation of retained earnings and the distribution of a dividend.

## 4. Elections to the Board of Directors

### PROPOSALS:

#### **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.

#### **Ms. Vanessa Frey as Member of the Board of Directors**

The Board of Directors proposes the re-election of Ms. 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.

#### **Mr. Beat Siegrist as Member of the Board of Directors**

The Board of Directors proposes the re-election of Mr. 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.

#### **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.

#### **Mr. Lukas Winkler as Member of the Board of Directors**

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

### INFORMATION:

Dr. Richard Fischer is no longer available for re-election at this year's Ordinary General Meeting of Shareholders. The Board of Directors regrets Dr. Fischer's decision and would like to thank him for his long-term commitment as Board Member (since 2003) and Vice Chairman and Member of the Compensation and HR Committee.

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

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Mr. Lukas Winkler is a Swiss Citizen, born in 1962. He holds a Master's degree in Engineering from the Swiss Federal Institute of Technology Zürich (ETH Zürich) and an Executive MBA of Syracuse University. Mr. Winkler served as President and Chief Executive Officer of INFICON Holding AG from 2004 to 2022. Previously, he held various leading positions at General Motors Europe, Rieter, and Unaxis Balzers. Mr. Lukas Winkler has agreed to accept an election.

Pursuant to Art. 698 para. 2 item 2 and para. 3 item 1 and the Articles of Association, the General Meeting of Shareholders is responsible for the above elections.

### 5. Elections to the Compensation and HR Committee:

#### PROPOSALS:

##### **Mr. Beat Siegrist as Member of the Compensation and HR Committee**

The Board of Directors proposes the re-election of Mr. 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.

##### **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.

##### **Herr Lukas Winkler as Member of the Compensation and HR Committee**

The Board of Directors proposes the election of Lukas Winkler 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.

#### INFORMATION:

The Board of Directors intends to appoint Mr. Beat Siegrist, in case of his re-election to the Board of Directors and the Compensation and HR Committee, as Chairman of the Compensation and HR Committee.

Pursuant to Art. 698 para. 3 item 2 CO and the Articles of Association, the General Meeting of Shareholders is responsible for the above elections.

### 6. Election of the Independent Proxy Holder

#### PROPOSAL:

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.

#### INFORMATION:

Pursuant to Art. 698 para. 3 item 3 CO and the Articles of Association, the General Meeting is responsible for electing the independent proxy. Baur Hürlimann AG confirmed that it has the independence required for the exercise of the mandate.

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## 7. Election of Auditors

### PROPOSAL:

The Board of Directors proposes to re-elect KPMG AG, Zurich, for a one-year term of office until the closing of the following Ordinary Annual General Meeting as Auditors.

### INFORMATION:

According to Art. 698 para. 2 item 2 CO and the Articles of Association, the General Meeting is responsible for electing the auditors. KPMG AG confirmed that it has the independence required for the exercise of the mandate.

## 8. Consultative Vote on the Remuneration Report for 2022

### PROPOSAL:

The Board of Directors proposes to accept the Remuneration Report for 2022 in a consultative vote.

### INFORMATION:

The purpose of the Compensation Report is to provide shareholders with information on our compensation systems, policies and practices for the Board of Directors and Executive Board and on compensation paid to other members. The consultative vote gives shareholders the opportunity to express their views on the compensation programs and systems for the Board of Directors and the Executive Board described in the Compensation Report 2022, as well as on the disclosures and decisions regarding compensation.

## 9. Approval of the Compensation for the Members of the Board of Directors

### PROPOSAL:

#### **Approval of the Compensation for the Members of the Board of Directors**

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 30, 2023 until the end of the next Annual General Meeting) in the total amount of maximum CHF 800,000 (including social security contributions), of which 2/3 in cash and 1/3 in INFICON shares.

### INFORMATION:

The compensation of the members of the Board of Directors consists of a fixed annual fee in cash (2/3 of the total compensation) and a defined number of INFICON shares (1/3 of the total compensation), which are subject to a three-year holding period. The total amount of compensation is submitted for approval by the General Meeting for the duration of the upcoming term of office.

Pursuant to Art. 698 para. 3 item 4 CO and the Articles of Association, the General Meeting of Shareholders is responsible for passing resolutions on the compensation of the Board of Directors.

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## 10. Approval of the Compensation for the Members of the Group Management

### PROPOSAL:

#### **Genehmigung der Vergütung der Geschäftsleitung**

The Board of Directors proposes the approval of the total compensation to the members of the Executive Committee for the current financial year in the total amount of unchanged maximum CHF 2,200,000.

### INFORMATION:

The amount of CHF 2,200,000 is composed of:

- the fixed annual compensation in the amount of CHF 800,000 valid from July 1, 2023 to June 30, 2024;
- the variable performance-related compensation in the maximum amount of CHF 1,400,000.

The compensation of the members of the Executive Board consists of a fixed basic compensation (including fringe benefits) payable in cash, a variable performance-related compensation and long-term compensation elements.

This year's Annual General Meeting will be asked to approve the fixed basic compensation of the Executive Board for the period from July 1, 2023 to June 30, 2024, up to a maximum of CHF 800,000 as well as (prospectively) the performance-related variable compensation to be approved for the current financial year 2023.

The total variable performance-related compensation consists of 50% cash compensation and 50% INFICON shares, which are subject to a three-year holding period. The basis for determining the number of INFICON shares is the average market price on the 5<sup>th</sup> day after the Annual General Meeting.

The variable compensation amounts to a maximum of 200% of the fixed compensation for fiscal year 2023 and is also prospectively submitted for approval.

Pursuant to Art. 698 para. 3 item 4 CO and the Articles of Association, the General Meeting of Shareholders is responsible for passing resolutions on the compensation of the Executive Board.

## 11. Changes to the Articles of Association

### PROPOSAL:

#### **1. Capital band**

The Board of Directors proposes the introduction of Article 3a into the Articles of Association in accordance with Section 1 of the Report of the Board of Directors on the Revision of the Articles of Association.

#### **2. Shares**

The Board of Directors proposes the amendment of Article 4 of the Articles of Association in accordance with Section 2 of the Report of the Board of Directors on the Revision of the Articles of Association.

#### **3. Shareholders' rights, Annual General Meeting, Publications and Announcements**

The Board of Directors proposes the amendments to Articles 6, 7, 8, 9, 11 and 24 of the Articles of Association in accordance with section 3 of the Report of the Board of Directors on the Revision of the Articles of Association.

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### **4. Annual General Meetings abroad, virtual Annual General Meeting and Venue**

The Board of Directors proposes the amendment of Article 8a of the Articles of Association in accordance with section 4 of the Report of the Board of Directors on the Revision of the Articles of Association.

### **5. Board of Directors, Compensation, Mandates outside of the Company**

The Board of Directors proposes the amendments to Articles 15, 16, 17, 18, 21, 21b and 21c of the Articles of Association in accordance with section 5 of the Report of the Board of Directors on the Revision of the Articles of Association.

### **6. Remaining Changes**

The Board of Directors proposes the amendments of Articles 2, 3 and 5 of the Articles of Association and the introduction of Article 25 into the Articles of Association in accordance with Section 6 of the Report of the Board of Directors on the Revision of the Articles of Association.

#### INFORMATION:

The proposed amendments to the Articles of Association intend to meet the requirements of the revision of Swiss company law that came into force on January 1, 2023, and to reflect current market standards. The proposed amendments to the Articles of Association as well as the explanations thereto can be found in the Report of the Board of Directors on the Revision of the Articles of Association, which forms part of this invitation and was published in the Swiss Official Gazette of Commerce on March 2, 2023, as well as on [www.shab.ch](http://www.shab.ch).

In addition, it should be noted that the provision on conditional capital in the previous Article 3b was repealed by means of a publicly certified resolution of the Board of Directors dated February 28, 2023. This resolution, together with the other proposed amendments to the Articles of Association, will be submitted to the Commercial Register Office for registration after the Annual General Meeting of the Company.

## DOCUMENTS AND ADMINISTRATIVE INSTRUCTIONS

### DOCUMENTS

The Annual Report 2022 (including the Management Report, the Annual Financial Statements and the Consolidated Financial Statements), the Compensation Report, as well as the respective original reports of the statutory auditors and the group auditors have been available for inspection by the shareholders since March 2, 2023 at the registered office of the Company, Hintergasse 15B, 7310 Bad Ragaz, Switzerland. The INFICON Annual Report 2022 is available online on the INFICON website [www.inficon.com](http://www.inficon.com) in the Investors section or at <https://ir.inficon.com/financial-results-and-presentations/>.

### ADMISSION CARDS

Shareholders with voting rights who are registered in the share register on March 1, 2023 will receive the invitation to the General Meeting together with the agenda and the proposals of the Board of Directors as well as a registration form (including login data for issuing instructions electronically) and a reply envelope directly. Shareholders are requested to return the registration forms without delay or to report directly to the



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admission desk on the day of the Annual General Meeting. The share register will be closed on March 24, 2023 at 5:00 p.m.

Upon return of the registration form in the reply envelope by March 24, 2023 at the latest, the admission card and voting material will be sent to the shareholders. Registered shareholders who sell their shares before the Annual General Meeting are no longer entitled to vote.

### REPRESENTATION / PROXY

Shareholders who do not attend the Annual General Meeting in person may be represented as follows:

- by the independent proxy, the law firm Baur Hürlimann AG, Bahnhofplatz 9, 8021 Zurich: Complete the registration form accordingly and send it in the enclosed reply envelope to INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz (the admission card does not need to be requested). Together with the power of attorney to the independent proxy, you may issue written instructions. If you waive this option, the independent proxy will vote in accordance with the proposals of the Board of Directors. This also applies in the event of a new or amended proposal during the Annual General Meeting.
- by an authorized representative: complete the registration form accordingly and send it in the enclosed reply envelope to INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz. The proxy will receive the admission card at the address indicated.

### ISSUING ELECTRONIC INSTRUCTION

Shareholders may decide either to attend in person, to be represented by proxy or to participate electronically by means of proxies and instructions to the independent proxy. The login data required for this purpose can be found on the registration form. Electronic participation and any changes to electronically submitted instructions are possible until 11:59 p.m. on Tuesday, March 28, 2023, at the latest.

### NOTE

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

Best regards

**INFICON Holding AG**

For the Board of Directors



Dr. Beat E. Lüthi, Chairman  
Bad Ragaz, March 2, 2023