



Informal English Translation of the Invitation

**to the Annual General Meeting of Shareholders of INFICON Holding AG
Wednesday, April 29, 2015, 3.00 p.m. (doors open 2.00 p.m.)
Sorell Hotel Tamina, Am Platz 3, 7310 Bad Ragaz, Switzerland**

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

- 1. Approval of the Annual Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the 2014 Fiscal Year**
The Board of Directors proposes approval.

- 2. Discharge of the Members of the Board of Directors**
The Board of Directors proposes the discharge of the Members of the Board of Directors for their activity during fiscal year 2014.

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

Legal reserves from capital contributions as at beginning of 2014	CHF	173,346,583
Share premium on exercised stock options 2014	CHF	3,220'346
Distribution to Shareholders 2014	CHF	<u>(32,357,108)</u>
Legal reserves from capital contributions per December 31, 2014	CHF	<u>144,209,821</u>
Retained earnings per January 1, 2014	CHF	125,438,970
Net Income for 2014	CHF	<u>103,346,108</u>
Retained earnings per December 31, 2014	CHF	<u>228,785,078</u>

The Board of Directors proposes a distribution from legal reserves from capital contributions in the amount of CHF 15.00 per share.

Proposed ex-dividend date is May 4, 2015. Proposed record date is May 5, 2015, and proposed dividend payment date to shareholders is May 7, 2015.

- 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**

4.1 Re-election of 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.

4.2 Re-election of Dr. Richard Fischer as Member of the Board of Directors
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 Re-election of Dr. Richard Fischer as Member of the Compensation and HR Committee
The Board of Directors proposes the 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.

4.4 Re-election of 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.

4.5 Re-election of 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.

4.6 Re-election of Beat Siegrist as Member of the Compensation and HR Committee
The Board of Directors proposes the 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.

4.7 Re-election of Dr. Thomas Staehelin as Member of the Board of Directors
The Board of Directors proposes the re-election of Dr. Thomas Staehelin as Member of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

4.8 Re-election of Dr. Thomas Staehelin as Member of the Compensation and HR Committee
The Board of Directors proposes the election of Dr. Thomas Staehelin 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.

Notice of the Board:

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.

5. Elections of the independent proxy holder
The Board of Directors proposes to elect Prof. Dr. Lukas Handschin, attorney at law, 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.

6. Election of auditors
The Board of Directors proposes to appoint KPMG, Zurich, for a one-year term of office until the closing of the following Ordinary Annual General Meeting as Auditors.

7. Approval of the compensation for the Board of Directors
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 3-year blocking period. The total amount of the compensation is proposed to the Annual General Meeting for the term of office until the closing of the following Ordinary Annual General Meeting of Shareholders.

Proposal

Approval of the compensation for the members of the Board of Directors

The Board of Directors proposes the approval of the compensation for the Members of the Board of Directors for the upcoming term of office (April 29, 2015 until the closing of the following Ordinary Annual General Meeting) in the amount of CHF 880,000 (including social security). 2/3 thereof are to be paid in cash, 1/3 in INFICON shares.

8. Approval of the compensation for the Members of the Group Management

Information provided by the Board of Directors

Last year's Annual General Meeting decided that for the Members of the Board of Directors a share-based compensation scheme will be introduced instead of the former options program. The Board of Directors now proposes to replace also the options program for Members of Group Management with a performance-related, variable compensation by means of shares.

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.

As a consequence, the existing share-based fixed compensation element of 3,250 share options for the last fiscal year will not be applied and the options will not be granted. There will be a one-time replacement in this transition year by means of a defined number of shares in the maximum amount of CHF 200,000. 50% of these shares will be allotted on July 1, 2015 and are subject to a four-year blocking period. The remaining 50% will be allotted over the next four years – one fourth each year – and will not be subject to any 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 shares.

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, 2015 until June 30, 2016: a total **fixed compensation** for the Members of Group Management in the maximum amount of CHF 770,000; a one-time compensation by the allotment of a defined number of shares in the maximum amount of CHF 200,000 as well as a forward-looking, performance-based, **variable compensation** for the fiscal year 2015.

50% of the total variable, performance-based compensation is to be paid in cash. The remaining 50% are divided into 25% provided by shares subject to a four-year blocking period and 25% provided by shares allotted over the following four years which are not subject to any 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 shares.

The variable compensation can reach a maximum of 200% of the fixed compensation for the fiscal year 2015 and will also be subject to the Annual General Meeting's forward-looking approval.

The compensation to Members of the Group Management remains within the same brackets and continues to be below the average compensation for mid-sized companies listed on SIX Swiss Exchange.

Proposal:

Approval of the total compensation to the Members of the Group Management

The Board of Directors proposes the approval of the total compensation to the Members of the Group Management for the current fiscal year in the maximum amount of CHF 5,300,000.

Explanatory remark

This amount is approximately comprised as follows:

- The yearly fixed compensation in the amount of CHF 770,000 for the period starting July 1, 2015 until June 30, 2016
- One-time allotment of a defined number of shares in the maximum amount of CHF 200,000 (as a replacement for share options)
- The variable performance-related compensation in the maximum amount of maximum CHF 1,500,000

In addition, the total compensation amount also comprises the following additional amounts:

- An amount of CHF 1,730,000 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 amount of maximum CHF 600,000

Documentation

The Annual Report 2014 (including the Annual Report, Annual Financial Statements, and Consolidated Financial Statements), as well as the original reports of the Group and Company Auditors, are available for inspection by the Shareholders as from March 12, 2015 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. For efficiency and environmental reasons, INFICON has decided to no longer print the annual report on paper, but to make the report available on the INFICON website. Shareholders can download a copy of the Annual Report 2014 from the Investors section of the INFICON website, under www.inficon.com at <http://phx.corporate-ir.net/phoenix.zhtml?c=124424&p=irol-reportsAnnual>.

Admission cards

Shareholders with voting rights, who are recorded in the share register on March 27, 2015 will receive an invitation to the Annual General Meeting of Shareholders consisting of the items on the agenda and the proposals by the Board of Directors, the registration form (including the login to submit voting instructions electronically), and a reply envelope. Changes can be made until April 22, 2015. Shareholders are asked to return their application card immediately or report directly to the admissions desk at the Annual General Meeting. The share register will close on April 22, 2015 at 5:00 p.m.

On return of the application form in the reply envelope on or prior to April 24, 2015 shareholders will be sent the admission and voting cards. Registered shareholders who sell their shares prior to the Annual General Meeting of Shareholders are no longer entitled to vote.

Representation / Proxy

Shareholders who do not personally attend the Annual General Meeting of Shareholders can be represented as follows:

- by a representative: Please fill out the registration form and mail it in the reply envelope to SIX SAG AG. After you receive the admission and voting cards, fill out the proxy and give the admission card and voting cards to your representative;
- by the independent proxy holder Prof. Dr. Lukas Handschin, Attorney, Baur Hürlimann, Bahnhofplatz 9, 8021 Zurich, Switzerland: Please fill out the registration form and voting instruction form for the independent proxy and mail it in the reply envelope to SIX SAG AG. (The admission card needs not be requested.) In the absence of voting instructions, the independent proxy holder will support the proposals of the Board of Directors. This is also the case when proposals are changed or new motions are proposed during the meeting.

In addition to choosing to send the proxy to the independent proxy holder, you can also issue written instructions for the purpose of casting votes. If you do not make use of this option, the independent proxy holder will exercise the right to vote pursuant to the proposals of the Board of Directors.

Electronic instructions by granting of proxy to the independent proxy holder (in advance)

Shareholders may electronically grant proxy and instructions to the independent proxy holder by means of <http://www.eComm-Portal.com>. The invitations sent to the shareholders already contain the required login information. Shareholders may thus decide a) to participate personally at the Annual General Meeting, b) to grant proxy to a representative, or c) to participate by electronically granting proxy to the independent proxy holder. Shareholders can electronically participate and alter their submitted instructions until 11.59 p.m. on Friday April 24, 2015.

Information

Please address all correspondence relating to the Annual General Meeting of Shareholders to SIX SAG AG, Baslerstrasse 90, CH-4600 Olten, Switzerland;
Email: generalversammlung@sag.ch; Tel.: +41 (0)58 399 61 70; Fax: +41 (0)58 499 61 95,

We look forward to welcoming our shareholders to cocktails following the Annual General Meeting of Shareholders.

Yours sincerely,

INFICON Holding AG

For the Board of Directors

Dr. Beat E. Lüthi, Chairman
Bad Ragaz, March 27, 2015