



## Informal English Translation of the Invitation

to the Ordinary Annual General Meeting of Shareholders of INFICON Holding AG  
Tuesday, April 11, 2017, 11.00 a.m. (doors open 10.00 a.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 Management Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the Fiscal Year 2016**

*The Board of Directors proposes approval.*

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

*The Board of Directors proposes to grant discharge to the Members of the Board of Directors for their activity during the fiscal year 2016.*

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

Legal reserves from capital contributions as at beginning of 2016	CHF	113,728,368
Share price premium on exercised stock options 2016	CHF	5,318,836
Distribution to shareholders 2016	CHF	<u>-30,568,018</u>
Legal reserves from capital contributions per December 31, 2016	CHF	<u>88,479,186</u>
Retained earnings per 2016	CHF	249,378,559
Net Income for 2016	CHF	<u>21,222,914</u>
Retained earnings per December 31, 2016	CHF	<u>270,601,473</u>

*The Board of Directors proposes a distribution from legal reserves from capital contributions in the amount of CHF 16.00 per share.*

*Proposed ex-dividend date is Tuesday April 18, 2017. Proposed record date is Wednesday April 19, 2017, and proposed payment date for the distribution to shareholders is Thursday April 20, 2017.*

**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 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.*

**4.4 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 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.*

**4.7 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 re-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. Election of the Independent Proxy Holder**

*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.*

**6. Election of Auditors**

*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.*

**7. Consultative Vote on the Remuneration Report for 2016**

*The Board of Directors proposes to accept the Remuneration Report for 2016 in a consultative vote. The Remuneration Report describes the principals of INFICON's remuneration scheme and contains the details on the compensation paid to the Board of Directors and Group Management.*

**8. 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 upcoming term of office.

### **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 (April 11, 2017 until the closing of the following Ordinary Annual General Meeting) in the amount of maximum CHF 800,000 (including social security). 2/3 thereof are to be paid in cash, 1/3 in INFICON shares.

## **9. Approval of the Compensation for the Members of the Group Management**

### **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.

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, 2017 until June 30, 2018: 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 2017.

50% of the total variable, performance-based compensation is to be paid in cash. Additional 25% are provided by shares subject to a four-year blocking period and another 25% are 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 is capped at the maximum of 200% of the fixed compensation for the fiscal year 2017 and will also be submitted for approval.

### **Proposal:**

#### Approval of the total compensation for the Members of the Group Management

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 maximum amount of CHF 3,500,000.

#### *Explanatory remark*

This amount is approximately comprised as follows:

- The yearly fixed compensation in the amount of CHF 800,000 for the period starting July 1, 2017 until June 30, 2018.
- The variable performance-related compensation in the maximum amount of CHF 1,400,000
- An additional reserve amounting to CHF 1,200,000 comprising:
  - o An amount of CHF 500,000 reserved for the potential event of further members being added to the Group Management
  - o An amount of CHF 500,000 reserved for potential disadvantage compensation
  - o Social security and pension scheme payments in the amount of maximum CHF 200,000.

### **Documentation**

The Annual Report 2016 (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 14, 2017 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. For efficiency and environmental reasons, INFICON decided to no longer print the Annual Report in large numbers but to publish it online as a PDF which has been optimized for online and mobile reading. This structured PDF of the Annual Report 2016 can be downloaded from the Investors section of the INFICON website, under [www.inficon.com](http://www.inficon.com) at [http://bit.ly/IFCN\\_IR\\_home](http://bit.ly/IFCN_IR_home).

## Admission Cards

Shareholders with voting rights, who are recorded in the share register on March 20, 2017 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 07, 2017. 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 07, 2017 at 5:00 p.m.

Upon return of the application form in the reply envelope on or prior to March 30, 2017 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

**Information provided by the Board of Directors:** Prof. Dr. Lukas Handschin, the independent proxy holder elected last year, will unexpectedly not be available at the upcoming Annual General Meeting. Based on this circumstance and based on article 8 section 6 of the Ordinance against excessive compensation, the Board of Directors decided to entrust the law firm Baur Hürlimann AG, Bahnhofstrasse 9, 8021 Zürich as independent proxy holder for the upcoming Annual General Meeting.

Shareholders not attending the Annual General Meeting of Shareholders personally can be represented as follows:

- by a representative: Please fill in the registration form and mail it in the reply envelope to Computershare Schweiz AG to receive the admission and voting cards. Shareholders are then asked to fill in the proxy and give the admission card and voting cards to the representative;
- by the independent proxy holder Baur Hürlimann AG, Bahnhofplatz 9, 8021 Zurich, Switzerland: Please fill in the registration form and voting instruction form for the independent proxy and send it in the reply envelope to Computershare Schweiz AG. (The admission card does not need not be requested.) In the absence of voting instructions, the independent proxy holder will vote in favor of 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.

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.

## 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 to participate personally at the Annual General Meeting, to grant proxy to a representative, or to participate by electronically granting proxy and giving instructions to the independent proxy holder. Shareholders can electronically participate and alter their submitted instructions until 11.59 p.m. on Tuesday April 9, 2017.

## Information

Please address all correspondence relating to the Annual General Meeting of Shareholders to Computershare Schweiz AG, INFICON Holding AG, Postfach, CH-4601 Olten; Tel. +41 (0)62 205 77 50; Fax: +41 (0)62 205 77 91. E-Mail: [generalversammlung@computershare.ch](mailto:generalversammlung@computershare.ch).

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 20, 2017