

# Group Organization

(as of March 4, 2019)

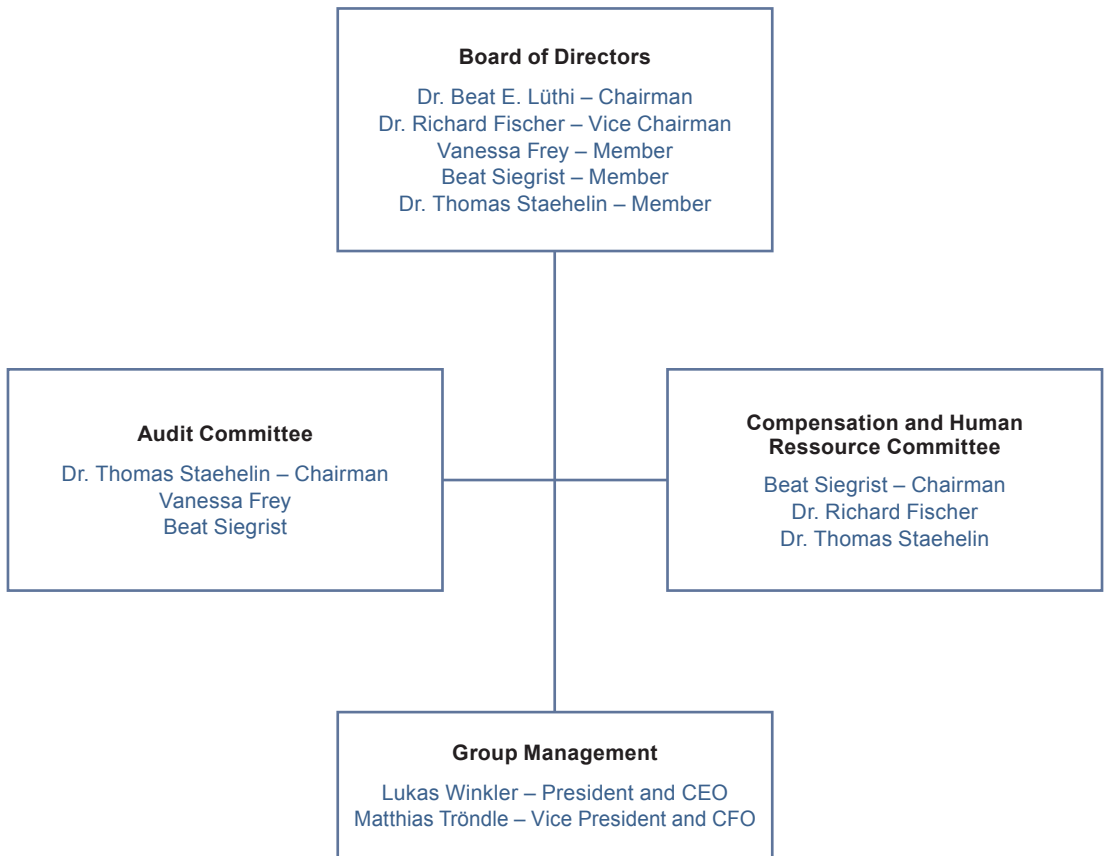
## Board of Directors and Group Management



*Back row from left to right: Dr. Richard Fischer, Dr. Beat E. Lüthi (Chairman), Vanessa Frey, Dr. Thomas Staehelin, Beat Siegrist  
Front row from left to right: Lukas Winkler (CEO), Matthias Tröndle (CFO)*

# Group Organization

(as of March 4, 2019)



## Board and Executive Secretary

Elisabeth Kühne, General Secretary to the Board of Directors  
INFICON HOLDING AG, Hintergasse 15 B, CH-7310 Bad Ragaz, Switzerland  
Tel. +41 81 300 4980  
Fax +41 81 300 4988  
E-mail: [elisabeth.kuehne@inficon.com](mailto:elisabeth.kuehne@inficon.com)

# Corporate Governance

## 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) issued by the SIX Swiss Exchange on March 20, 2018.

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.

The Swiss Ordinance Against Excessive Compensation with respect to Listed Stock Corporations (hereinafter referred to as "Ordinance"), subject to transitional provisions, has caused certain changes in our corporate governance.

All elements of the Ordinance have been fully introduced with the amendment of the Articles of Incorporation of INFICON Holding AG.

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 SIX Swiss Exchange.

## 1 Group Structure and Shareholders

### 1.1 Group Structure

#### Operational Group Structure

See page 15.

INFICON Holding AG is the parent company of the INFICON group which operates from 16 countries and consists of a parent company, 8 manufacturing companies, 11 sales and service subsidiaries, and a management company located in Bad Ragaz, Switzerland which performs administrative, inter-company financing, and intellectual property management functions. The legal entity structure of the INFICON group is seen on page 13.

#### Listed Corporation: INFICON Holding AG

INFICON Holding AG is based in Bad Ragaz, Switzerland. It has a share capital of TCHF 12,108 made up of 2,421,683 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, 2018 was TCHF 1,205,029 based on shares outstanding.

# Corporate Governance

## Share Capital and Percentage of Shares Held by Subsidiaries

See statutory financial statements, Note 2.1, "Investments."

### 1.2 Significant Shareholders

#### Shareholder Structure

Based on number of registered shareholders as of December 31, 2018.

Number of shares	Number of shareholders
> 50,000	4
10,000 – 50,000	13
1 – 9,999	4,373
<b>Total</b>	<b>4,390</b>

#### Shareholders by Country

Based upon number of registered shareholders as of December 31, 2018.

Country	Number of shareholders
Switzerland	3,939
Germany	215
United States of America	51
Liechtenstein	22
Rest of Europe	135
Rest of World	28
<b>Total</b>	<b>4,390</b>

#### 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, 2018:

Issued share capital	2,421,683	TCHF 12,108
Conditional share capital	33,172	TCHF 166

The issued share capital comprises 2,421,683 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 209 through the issuance of 41,772 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. During 2018 a total of 8,600 (2017: 37,786) options have been exercised reducing the available conditional shares to 33,172 and the conditional share capital to TCHF 166.

### 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, 2018 and 2017.

### 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.

# Corporate Governance

## 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

By December 31, 2015, both the Directors' Stock Option Plan as well as the Management & Key Employee Stock Option Plan have been terminated. As of December 31, 2018 a total of 24,003 exercisable options are held by current and former employees and Board of Directors. For a more detailed discussion of stock option plans, please see Notes to Consolidated Financial Statements, Note 11, "Share-based Plans".

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:

- Ultimate management of the Corporation and the issuance of the necessary directives;
- Determination of the organization;
- Structuring of the accounting system and of the financial controls, as well as the financial planning insofar as this is necessary to manage the Corporation;
- Appointment and the removal of the persons entrusted with the management and representation of the Corporation and the granting of the signatory power;
- Ultimate supervision of the persons entrusted with the management, particularly with regard to compliance with the law, the Articles of Incorporation and regulations and directives;
- The preparation of the business report as well as the General Meeting of Shareholders, and the implementation of the latter's resolutions;
- Notification of the judge in the case of over-indebtedness;
- Passing of resolutions regarding the subsequent payment of capital with respect to non-fully paid in shares;
- Passing of resolutions confirming increases in the share capital and regarding the amendments to the Articles of Incorporation entailed thereby;
- Examination of the professional qualifications of the 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.

# Corporate Governance

## 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. Thomas Staehelin, 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. Thomas Staehelin

## Frequency of Meetings of the Board of Directors and its Committees

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

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

# Corporate Governance

Number of meetings and conference calls in 2018:

	Board of Directors	Audit Committee	Compensation and Human Resources Committee
<b>Number of meetings in 2018</b>	6	4	4
<b>Approx. average duration of meetings (in hours)</b>	5.0	0.3	1.4
Dr. Richard Fischer	5	3	3
Vanessa Frey	6	4	4
Dr. Beat E. Lüthi	6	4	4
Beat Siegrist	6	4	4
Dr. Thomas Staehelin	6	4	4
KPMG calling in	—	1	—
<b>Number of conference calls in 2018</b>	—	5	—
<b>Approx. average duration of conference calls (in hours)</b>	—	1.2	—
Dr. Richard Fischer	—	4	—
Vanessa Frey	—	5	—
Dr. Beat E. Lüthi	—	5	—
Beat Siegrist	—	5	—
Dr. Thomas Staehelin	—	5	—
KPMG	—	2	—

The meetings took place in Bad Ragaz (Switzerland), Balzers (Liechtenstein), Shanghai (China), Cologne (Germany) and Vitznau (Switzerland).

**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/BWL on "Management of Industrial Software Projects"  
 1994 INSEAD, Fontainebleau France, International Executive Program

### *Executive Experience*

1987–1990 Zellweger Uster (Quality Control Products), Project Manager

1990–1998 Mettler-Toledo (Weighing Equipment): Business Unit Leader for System Business General Manager of Mettler-Toledo (Switzerland) AG  
 1998–2002 Feintool International (Fineblanking Presses and Parts), Chief Executive Officer and Member of the Board  
 2002–2007 Mettler-Toledo (Weighing Equipment), Member of the Group Executive Team and Chief Executive Officer of the Laboratory Division  
 Since 2007 CTC Analytics AG (Laboratory Robots), Chief Executive Officer and Member of the Board

### *Previous Board Mandates*

2002–2005 Soudronic AG, Bergdietikon  
 2007–2010 Uster Technologies AG, Uster  
 2007–2011 Addex Pharma SA, Geneva  
 2007–2011 Stadler Rail AG, Bussnang  
 2002–2013 Bossard AG, Zug

### *Current Board Mandates*

Since 2010 Straumann AG, Basel  
 Since 2012 INFICON Holding AG, Chairman  
 Since 2017 Orell Füssli Holding AG, Zürich

## **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, Chief Executive Officer

### *Previous Board Mandates*

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

## Corporate Governance

### *Current Board Mandate*

Since 2003 INFICON Holding AG, 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 CEO of Corisol Holding AG,  
Family Office, Zug

### *Previous Board Mandates*

2010–2011 South Pole Carbon Asset Management  
2010–2012 Absolute Invest, Member  
2012–2018 Garaventa Lift AG, Vice Chairwoman

### *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 2016 Zur Rose Group AG, Member  
Since 2018 IMG Technologies Private Limited,  
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

### **Dr. Thomas Staehelin, Citizen of Switzerland, 1947**

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

### *Educational Background*

1967–1971 University of Basel, lic. iur. (Master in Law)  
1972–1974 University of Basel, Ph.D. in Law  
1973–1975 Various traineeships  
1975 Admission to the Bar

### *Professional Experience*

1973 Swiss Bank Corporation, London  
1974 SG Warburg & Co., Ltd., London  
(Portfolio Management, Corporate Finance)  
1975–today FROMER Advokatur und Notariat, Swiss  
Corporate and Tax Attorney, and Partner

### *Previous Board Mandates*

1991–2012 Siegfried Holding AG, Vice-Chairman  
(1991–1998 Chairman)

1996–2008 JRG Gunzenhauser AG, Vice-Chairman

2005–2008 Lenzerheide Bergbahnen AG, Vice-Chairman

2005–2018 Scobag Privatbank AG, Chairman



# Corporate Governance

## *Current Board Mandates*

Since 1978	Kühne + Nagel International AG, Member
Since 1993	Lantal Textiles AG, Chairman (since 2010)
Since 2001	INFICON Holding AG, Member
Since 2002	Swissport International AG, Member (since 2016)
Since 2006	Stamm Bau AG, Chairman
Since 2017	Radisson Hospitality AB, Member

## *Good Citizenship Mandates*

1977–2013	“Allgemeine Musikgesellschaft Basel,” President
1982–2014	Swiss Association of Privately Held Companies, Chairman
2001–2017	Chamber of Commerce of Basle, Chairman
2001–2017	Member of the Board of Directors of “economiesuisse” (Swiss Business Federation)
2006–today	Swiss Business Association Saudi Arabia (SBASA), Chairman, and Saudi Swiss Business Council (SSBC), Co-Chairman
2012–today	Switzerland Global Enterprise, Director

## **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:

<b>Board of Directors</b>	<b>Date First Elected</b>	<b>Term Expires</b>
Dr. Beat E. Lüthi	May 2012	March 2019
Dr. Richard Fischer	May 2003	March 2019
Vanessa Frey	May 2012	March 2019
Beat Siegrist	May 2010	March 2019
Dr. Thomas Staehelin	May 2001	March 2019

## **3.4 Internal Organizational Structure**

Refer to page 15.

## **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.

## **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.

# Corporate Governance

## 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 (since January 2004)

#### *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–today INFICON Holding AG, Bad Ragaz, Chief Executive Officer

#### *Current Board Mandate*

Since 2018 KLH Holding AG, Member

#### **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 Solectron GmbH, Germany, Director Finance Germany
- 2003–2003 Solectron Romania SRL, Timisoara – Romania, Director Finance Eastern Europe (9 months)
- 2003–2008 Solectron Europe BV, Amsterdam, Senior Director Finance Europe
- 2008–today 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 and Share Options 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.

# Corporate Governance

## 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 shares with a par value of at least TCHF 500 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.

## 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. Toni Wattenhofer, has been responsible for the audit of the statutory and consolidated financial statements of INFICON Holding AG since financial year 2014. 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 2018 audit were approximately TUSD 307.

### 8.3 Additional Fees

No additional fees were paid to the Group Auditor in 2018.

## 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 2018 the audit firm attended two conference calls and one 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 potentially 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 2018 half-year report was published online in August 2018.

Information available for investors can be found at [www.inficon.com](http://www.inficon.com).