



Informal English Translation of the Invitation

**to the Ordinary Annual General Meeting of Shareholders of INFICON Holding AG
Thursday, April 28, 2016, 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 Annual Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the Fiscal Year 2015

The Board of Directors proposes approval.

2. Discharge of 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 2015.

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

Legal reserves from capital contributions as at beginning of 2015	CHF	144,209,821
Share price premium on exercised stock options 2015	CHF	4,680,197
Distribution to shareholders 2015	<u>CHF</u>	<u>(35,161,650)</u>
Legal reserves from capital contributions per December 31, 2015	<u>CHF</u>	<u>113,728,368</u>
Retained earnings per January 2015	CHF	228,775,673
Net Income for 2015	<u>CHF</u>	<u>20,570,291</u>
Retained earnings per December 31, 2015	<u>CHF</u>	<u>249,345,964</u>

The Board of Directors proposes a distribution from legal reserves from capital contributions in the amount of CHF 13.00 per share.

Proposed ex-dividend date is Monday May 2, 2016. Proposed record date is Tuesday May 3, 2016, and proposed dividend payment date to shareholders is Wednesday May 4, 2016.

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. Elections of the Independent Proxy Holder

The Board of Directors proposes to re-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 re-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 28, 2016 until the closing of the following Ordinary Annual General Meeting) in the amount of maximum CHF 840,000 (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

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, 2016 until June 30, 2017: 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 2016.

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 is capped at the maximum of 200% of the fixed compensation for the fiscal year 2016 and will also be submitted for approval.

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 5,125,000.

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, 2016 until June 30, 2017.
- The variable performance-related compensation in the maximum amount of CHF 1,500,000

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

- An amount of CHF 1,780,000 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 545,000.

Documentation

The Annual Report 2015 (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 8, 2016 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. The Annual Report 2015 can be downloaded from the Investors section of the INFICON website, under www.inficon.com at http://bit.ly/IFCN_IR_publications.

Admission Cards

Shareholders with voting rights, who are recorded in the share register on March 24, 2016 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 25, 2016. 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 25, 2016 at 5:00 p.m.

Upon return of the application form in the reply envelope on or prior to April 26, 2016 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 not attending the Annual General Meeting of Shareholders personally 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.)

Together with granting proxy to the independent proxy holder, you can also 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. This is also the case when proposals are changed or new motions are proposed during the meeting.

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 Tuesday April 26, 2016.

Information

Please address all correspondence relating to the Annual General Meeting of Shareholders to SIX SAG AG, re: INFICON Holding AG, Baslerstrasse 90, CH-4600 Olten, Switzerland;

Email: generalversammlung@sag.ch; Tel.: +41 (0)058 399 62 00; 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 29, 2016