



INVITATION

**to the Annual General Meeting of Shareholders of INFICON Holding AG
Thursday, April 28, 2011, 3.00 p.m. (doors open at 2.00 p.m.)
Parkhotel Bad Ragaz, Floraweg 5, 7310 Bad Ragaz, Switzerland**

ITEMS ON THE AGENDA 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 2010 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 2010.

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

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|--|-----|-------------------|
| Retained Earnings as per January 1, 2010 | CHF | 28,019,145 |
| Dividend for fiscal year 2009 | CHF | (8,606,116) |
| Profit of the fiscal year 2010 | CHF | <u>12,389,096</u> |
| Retained Earnings as per December 31, 2010 | CHF | <u>31,802,125</u> |

3.1 *First, the Board of Directors proposes to transfer the amount of CHF 22,000,000 million from Retained earnings to General legal reserve, and to carry forward the remaining balance of CHF 9,802,125 million.*

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|---|-----|------------------|
| Retained Earnings as per January 1, 2010 | CHF | 31,802,125 |
| Transfer to <i>General legal reserve</i> | CHF | (22,000,000) |
| Balance to be carried forward after transfer to General legal reserve | CHF | <u>9,802,125</u> |

3.2 *Second, the Board of Directors proposes to transfer the amount of CHF 242,431,133 million from General legal reserve to Capital contribution reserves.*

3.3 *The Board of Directors proposes to make the distribution from Capital contribution reserves. To this end, the Board proposes thirdly to transfer back the amount of CHF 21.7 million to the available earnings. Fourth, the Board proposes to distribute the amount of CHF 21.7 million or CHF 10.00 per share. Proposed ex-dividend date is May 2, 2011; proposed record date is May 4, 2011; and proposed payment date of the dividend is May 5, 2011.*

4. Amendments to the Articles of Incorporation due to the Introduction of the Swiss Intermediary-Held Securities Act

Following the introduction of the Swiss Intermediary-Held Securities Act, the Board of Directors proposes to amend §4 of the Articles of Incorporation as follows:

Explanation:

The Swiss Intermediary-Held Securities Act came into force on January 1, 2010. The Swiss Intermediary-Held Securities Act regulates the custody of certificated and uncertificated securities by custodians as well as their transfer. The new act provides the formal legal basis for what is currently daily practice with regard to securities transfers. The amendment is a technical adjustment. Additionally, it should be noted, that the transferability of shares is in now way impeded by the (primarily technical nature) of these proposed legal amendments.

| Old version | New version |
|--|---|
| <p style="text-align: center;">§ 4</p> <p>In the event that share certificates are printed, the Corporation may issue certificates regarding one or several shares. These certificates have to bear the facsimile signature of the Chairman of the Board of Directors.</p> <p>The Corporation may renounce to print and deliver documents for registered shares and may annul issued share documents deposited with the Corporation without replacement. The Shareholder may, at any time, require the Corporation to issue a certification regarding the shares owned by him. However, the Shareholder is not entitled to ask for the print and delivery of share certificates.</p> <p>Non-embodied shares and non-embodied rights arising therefrom may only be transferred by assignment. The assignment requires to be notified to the Corporation to be valid. The Corporation may inform the bank, which keeps the books regarding the assigned shares, about the assignment.</p> <p>Non-embodied shares and the pecuniary rights arising therefrom may only be pledged in favour of the bank which keeps the books regarding these shares, by written pledge agreement. The notification of the Corporation is not required.</p> <p>The Corporation keeps a share ledger in which the owners, beneficiaries and nominees of the registered shares are registered with their name, address and nationality (respectively the domicile of legal entities). With regard to the Corporation, only the person registered in the share ledger is acknowledged the status of shareholder, beneficiary or nominee.</p> <p>The Corporation may, with banks and finance companies which hold shares for the account of other persons (Nominees), enter into agreements regarding the entry of the beneficial owners of registered shares into the share ledger.</p> | <p style="text-align: center;">§ 4</p> <p>The Corporation may issue its shares in the form of single share certificates, global certificates, or uncertificated securities. In accordance with the legal framework, the Corporation may convert its registered shares at anytime and without prior consent of its shareholders from one form into another. The Corporation also bears the costs of such a transfer.</p> <p>If shares are issued in the form of individual share certificates or global certificates they must bear facsimile signatures of two Members of the Board of Directors.</p> <p>Shareholders are not entitled to request that their issued shares are converted into another form. However, every Shareholder may request at any time that the Corporation issue a certification regarding the shares owned by him as listed in the share register.</p> <p>The transfer and order of intermediated securities which are based on the registered shares of the Corporation requires the participation of the custodian where the shareholder has his securities account.</p> <p>The Corporation keeps a share ledger in which the owners, beneficiaries and nominees of the registered shares are registered with their name, address and nationality (respectively the domicile of legal entities). With regard to the Corporation, only the person registered in the share ledger is acknowledged the status of shareholder, beneficiary or nominee.</p> <p>The Corporation may, with banks and finance companies which hold shares for the account of other persons (Nominees), enter into agreements regarding the entry of the beneficial owners of registered shares into the share ledger.</p> |

5. Elections to the Board of Directors

All Members of the Board of Directors are standing for re-election at this year's Annual General Meeting. The Board of Directors proposes to re-elect the following Members of the Board of Directors for a term of office of one year. (Elections will be made on an individual basis):

5.1

Re-election of Dr. Richard Fischer

The Board of Directors proposes the re-election of Dr. Richard Fischer for a one-year term of office.

5.2

Re-election of Paul Otth

The Board of Directors proposes the re-election of Paul Otth for a one-year term of office.

5.3

Re-election of Beat Siegrist

The Board of Directors proposes the re-election of Beat Siegrist for a one-year term of office.

5.4

Re-election of Dr. Thomas Staehelin

The Board of Directors proposes the re-election of Dr. Thomas Staehelin for a one-year term of office.

5.5

Re-election of Gustav Wirz

The Board of Directors proposes the re-election of Gustav Wirz for a one-year term of office.

6. Appointment of Auditors

The Board of Directors proposes the appointment of PricewaterhouseCoopers Ltd., Zurich, for a further one year term of office as Auditor.

Documents

The Annual Report 2010 (including the Annual Report, Annual Financial Statements, and Consolidated Financial Statements), as well as the original reports of the Group and Company Auditors, were available for inspection by the Shareholders as from March 22, 2011 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. For reasons of efficiency and for the sake of the environment, INFICON has decided it will no longer print the annual report on paper, but solely make the report available on the INFICON website. Shareholders can download a copy of the Annual Report 2010 from the Investors section of the INFICON website, under www.inficon.com.

Admission cards

Shareholders with voting rights, who are recorded in the share register on April 6, 2011, 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, and a reply envelope. Shareholders newly entered in the share register by April 13, 2011, 5.30 p.m. will be sent their documents on April 14, 2011 and are asked to immediately return their application cards or report directly to the admissions desk at the Annual General Meeting. The share register will close on April 13, 2011, at 5:30 p.m.

On return of the application form in the reply envelope on or prior to April 21, 2011, 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 does not have to be requested.
- by INFICON Holding AG: Please fill out the registration form and mail it in the reply envelope to SIX SAG AG. (The admission card does not have to be requested.)

In addition to choosing to send the proxy to the independent proxy holder or to INFICON Holding AG, 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 or INFICON Holding AG will exercise the right to vote pursuant to the proposals of the Board of Directors.

Portfolio representatives, as understood by Article 689d CO, are requested to notify the Company as soon as possible of the number of shares they represent, however, no later than April 28, 2011, 3.00 p.m., at the admission desk of the Annual General Meeting.

Information

Please address all correspondence relating to the Annual General Meeting of Shareholders to SIX SAG AG, SAGG, Baslerstrasse 90, CH-4600 Olten, Switzerland
Tel.: +41 (0)58 399 61 73, Fax: +41 (0)58 499 61 95.

The Annual General Meeting of INFICON Holding AG will take place at Parkhotel Bad Ragaz, Floraweg 5, CH-7310 Bad Ragaz/Switzerland.

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

Gustav Wirz, President
Bad Ragaz, April 7, 2011