



INVITATION

Informal English Translation

**to the Ordinary Annual General Meeting of Shareholders of
INFICON Holding AG**

Thursday, March 28, 2019 11.00 a.m. (doors open 10.00 a.m.)
Sorell Hotel Tamina, Am Platz 3, 7310 Bad Ragaz, Switzerland

INFORMAL TRANSLATION

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

<p>1. Approval of the Management Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the Fiscal Year 2018</p>	<p>The Board of Directors proposes approval.</p>
<p>2. Granting discharge to the Members of the Board of Directors</p>	<p>The Board of Directors proposes to grant discharge to the Members of the Board of Directors for their activity during the fiscal year 2018.</p>
<p>3. Allocation of the Available Earnings of INFICON Holding AG / Distribution from Capital Contribution Reserves and Retained Earnings</p>	<p>Legal reserves from capital contributions as at beginning of 2018 CHF 59,790,102</p> <p>Share price premium on exercised stock options 2018 CHF 2,153,646</p> <p>Distribution to shareholders 2018 CHF -48,274,160</p> <p>Legal reserves from capital contributions per December 31, 2018 CHF 13,669,588</p> <p>The Board of Directors proposes a distribution from legal reserves from capital contributions in the amount of CHF 5.00 per share.</p> <p>Retained earnings at the beginning of 2018 CHF 305,832,132</p> <p>Net Income for 2018 <u>CHF 45,089,065</u></p> <p>Retained earnings per 31. Dezember 2018 <u>CHF 350,921,197</u></p> <p>Retained earnings per 1. Januar 2019 CHF 350,921,197</p> <p>Distribution of Dividend of gross CHF 17.00 per share <u>CHF -41,168,611</u></p> <p>Remaining Balance of Retained Earnings carried forward <u>CHF 309,752,586</u></p> <p>The Board of Directors proposes the distribution of a dividend of CHF 17.00 per share and that the remaining balance of Retained Earnings be carried forward.</p> <p>Proposed ex-dividend date is Tuesday April 2, 2019. Proposed record date is Wednesday April 3, 2019, and proposed payment date for the distribution to shareholders is Thursday April 4, 2019.</p>

<p>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</p> <p>BOARD OF DIRECTORS:</p> <p>4.1 Dr. Beat E. Lüthi as Member and as Chairman of the Board of Directors</p> <p>4.2 Dr. Richard Fischer as Member of the Board of Directors</p> <p>4.3 Vanessa Frey as Member of the Board of Directors</p> <p>4.4 Beat Siegrist as Member of the Board of Directors</p> <p>4.5 Dr. Thomas Staehelin as Member of the Board of Directors</p> <p>COMPENSATION AND HR COMMITTEE:</p> <p>4.6 Dr. Richard Fischer as Member of the Compensation and HR Committee</p> <p>4.7 Beat Siegrist as Member of the Compensation and HR Committee</p> <p>4.8 Dr. Thomas Staehelin as Member of the Compensation and HR Committee</p> <p>Notice of the Board:</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>
<p>5. Election of the Independent Proxy Holder</p>	<p>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.</p>

<p>6. Election of Auditors</p>	<p>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.</p>
<p>7. Consultative Vote on the Remuneration Report for 2018</p>	<p>The Board of Directors proposes to accept the Remuneration Report for 2018 in a consultative vote.</p>
<p>8. Approval of the Compensation for the Board of Directors</p> <p>Proposal: Approval of the compensation for the members of the Board of Directors</p>	<p>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.</p> <p>The Board of Directors proposes the approval of the compensation to the Members of the Board of Directors for the upcoming term of office (March 28, 2019 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.</p>
<p>9. Approval of the Compensation for the Members of the Group Management</p>	<p>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.</p> <p>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, 2019 until June 30, 2020: 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 2019.</p> <p>50% of the total variable, performance-based compensation is to be paid in cash. Additional 25% are provided by INFICON shares subject to a four-year blocking period and another 25% are provided by INFICON 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 INFICON shares.</p> <p>The variable compensation is capped at the maximum of 200% of the fixed compensation for the fiscal year 2019 and will also be submitted for approval.</p> <p>In addition, the Board of Directors has decided to introduce a stock-based long-term remuneration element for the CEO of the Company. This is in connection with the long-term goals of the Company and within the framework of the Articles of Association. The Board of Directors and the CHR Committee have determined performance levels, the targets and achievement levels, as well as other conditions and deadlines.</p> <p>The amount of the compensation is variable, can amount to a maximum of CHF 2 million (excl. Social Security costs). The amount of the compensation depends on the timing of the achievement of the</p>

<p>Proposal: Approval of the total compensation for the Members of the Group Management</p>	<p>specified operating income. The compensation is granted only once, it is share based and can be paid out in 2022 at the earliest. The agreement is valid until the year 2025 at the latest. This long-term compensation is submitted once to the General Meeting of Shareholders for approval.</p>
<p>Explanatory remark</p>	<p>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 unchanged maximum amount of CHF 3,500,000, as well as once the approval of the long-term remuneration of maximum CHF 2,000,000.</p> <p>The amount of CHF 3,500,000 is approximately comprised as follows:</p> <ul style="list-style-type: none"> • The yearly fixed compensation in the amount of CHF 800,000 for the period starting July 1, 2019 until June 30, 2020; • The variable performance-related compensation in the maximum amount of CHF 1,400,000; • An additional reserve amounting to CHF 1,300,000 comprising <ul style="list-style-type: none"> ○ An amount of CHF 500,000 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 300,000.

DOCUMENTS AND ADMINISTRATIVE INSTRUCTIONS

<p>Documentation</p>	<p>The Annual Report 2018 (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 5, 2019 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. The Annual Report 2018 can be downloaded from the Investors section of the INFICON website, under www.inficon.com or at http://bit.ly/IFCN_IR_home.</p>
<p>Admission Cards</p>	<p>Shareholders with voting rights, who are recorded in the share register on February 28, 2019 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. 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 March 22, 2019 at 5:00 p.m.</p> <p>Upon return of the application form in the reply envelope on or prior to March 22, 2019 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.</p>

Representation / Proxy	<p>Shareholders not attending the Annual General Meeting of Shareholders personally can be represented as follows:</p> <ul style="list-style-type: none"> • by the independent proxy holder Baur Hürliemann 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 INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz (The admission card does not need to be requested.) 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. This also applies to new motions or to items on the agenda which are rephrased during the Annual General Meeting. • by a representative: Please fill in the registration form and mail it in the reply envelope to INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz. The representative will then receive the admission card and voting cards which will be sent to the address provided.
Electronic Instructions	<p>Shareholders can choose to either personally participate, to be represented or may electronically grant proxy and instructions to the independent proxy holder. The required login information is stated on the registration form. Shareholders can electronically participate and alter their submitted instructions until Tuesday March 26, 2019, 11.59 pm.</p>
Information	<p>Please address all correspondence relating to the Annual General Meeting of Shareholders INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz (Telefon +41 (0)41 798 48 33 oder E-Mail inficon@devigus.com).</p>

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 5, 2019