



**INVITATION**  
**(Informal English Translation)**

**to the Annual General Meeting of Shareholders of INFICON Holding AG**  
**Tuesday, April 29, 2014, 3.00 p.m. (doors open 2.00 p.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 2013 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 2013.*

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

Legal reserves from capital contributions as at beginning of 2013	CHF	198'766'919
Share premium on exercised stock options 2013	CHF	11'028'640
Distribution to Shareholders 2013	CHF	<u>(36'448'976)</u>
Legal reserves from capital contributions per December 31, 2013	CHF	<u>173'346'583</u>
Retained earnings per January 1, 2013	CHF	99'081'582
Net Income for 2013	CHF	<u>26'357'388</u>
Retained earnings per December 31, 2013	CHF	<u>125'438'970</u>

*The Board of Directors proposes a distribution from legal reserves from capital contributions in the amount of CHF 14.00 per share.*

*Proposed ex-dividend date is May 2, 2014. Proposed record date is May 6, 2014; and proposed dividend payment date to shareholders is May 7, 2014.*

#### **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 Election of Dr. Richard Fischer as Member of the Compensation and HR Committee**

*The Board of Directors proposes the 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 Election of Beat Siegrist as Member of the Compensation and HR Committee**

*The Board of Directors proposes the 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 Election of Dr. Thomas Staehelin as Member of the Compensation and HR Committee**

*The Board of Directors proposes the 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 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 appoint KPMG, Zurich, for a one-year term of office until the closing of the following Ordinary Annual General Meeting as Auditors.*

## 7. Amendment of the Articles of Association

*The Board of Directors decided to adopt the provisions stipulated in the “Ordinance against excessive remuneration in listed common stock companies” of November 20, 2013 as of 2014.*

*The Board of Directors proposes the following Amendments of the Articles of Incorporation: Please be aware that the original German version of our Articles of Incorporation is, in all matters, binding and definitive.*

### **Art. 1 of Articles of Incorporation** will be amended as follows

#### **Proposed new version**

Under the name INFICON HOLDING AG (INFICON HOLDING S.A.) (INFICON HOLDING INC.), a corporation of indefinite duration is in existence that is subject to these Articles of Incorporation and the provisions of Title 26 of the Swiss Code of Obligations [CO]. The Company’s registered office is in Bad Ragaz.

### **Art. 6 of Articles of Incorporation** will be amended as follows

#### **Proposed new version**

The General Meeting of Shareholders is the highest governing body of the Company.

It has the following non-transferable powers:

1. To determine and amend the Articles of Incorporation;
2. To elect and dismiss
  - a) the Members of the Board of Directors,
  - b) the Chairman of the Board of Directors,
  - c) the Members of the Compensation and HR Committee,
  - d) the Independent Proxy Holder
  - e) and the External Auditors;
3. To approve the management report and consolidated accounts;
4. To approve the annual accounts, to adopt resolutions on the allocation of the balance-sheet profit and, in particular, to set the dividends;
5. To approve the compensation of the Board of Directors, to separately approve the compensation of the Group Management
6. To discharge the Members of the Board of Directors;
7. To adopt resolutions on all matters reserved to the General Meetings of Shareholders by law or under these Articles of Incorporation.

The General Meeting of Shareholders further adopts resolutions on all other matters submitted to it by the Board of Directors or the External Auditors.

### **Art. 8 of Articles of Incorporation** will be amended as follows

#### **Proposed new version**

The General Meeting of Shareholders shall be convened by the Board of Directors no later than 20 days before the date of the meeting, upon notice thereof given via the Company’s official means of publication. The meeting may further be convened in writing upon notice thereof to all the shareholders entered in the share register.

The invitation to the ordinary General Meeting of Shareholders must state that the annual report, the compensation report, and the audit reports are available at the Company’s registered office for inspection by shareholders.

For a meeting of all the shareholders (universal meeting) in the sense of Art. 701 of the Swiss Code of Obligations, the requirements as to form set out in the previous paragraphs may be waived.

Shareholders representing shares with a nominal value of CHF 500,000.00 may require that an item be included on the meeting agenda. Such a request must be made in writing at least 50 days before the date of the meeting, with indication of the agenda items and proposals.

**Art. 10 of Articles of Incorporation** will be amended as follows**Proposed new version**

Each share carries one vote. Shareholders who were previously involved in the Company's management in any fashion shall have no voting rights on resolutions concerning the discharge of the Board of Directors.

Representation of shareholders is allowed. Shareholders may issue proxies and instructions to the independent proxy holder in a form defined by the Board of Directors. All other voting representatives require a proxy signed by hand by the shareholder; the Board of Directors determines whether it recognizes said representation. Voting representation by a governing body or a custodian is not allowed.

The Company may enter into agreements with banks and financial institutions that hold shares for the account of another (nominees) with regard to the exercise of voting rights on registered shares.

The General Meeting of Shareholders elects the independent proxy holder for a term of office until the end of the next ordinary General Meeting of Shareholders . Reelection is allowed. If the Company has no such representative, the Board of Directors shall designate one for the next General Meeting of Shareholders.

**Art. 11 of Articles of Incorporation** will be amended as follows**Proposed new version**

Unless otherwise provided by law or under these Articles of Incorporation, the General Meeting of Shareholders is deemed to have a quorum irrespective of the number of shares represented at the meeting; resolutions are passed by an absolute majority of the votes represented. Abstentions and invalid votes will not be included in the vote-count. This rule is subject to mandatory legal provisions and to any contrary provisions of these Articles of Incorporation.

Voting at the General Meeting of Shareholders is generally by open ballot, unless the Chairperson orders a closed written ballot or a majority of the represented shareholders at the General Meeting of Shareholders so decide. The Chairperson may decide to replace written ballots with an electronic voting procedure.

All deliberations and resolutions of the General Meeting of Shareholders must be recorded in minutes signed by the Chairperson and the minute-taker.

**Art. 12 of Articles of Incorporation** will be amended as follows**Proposed new version**

The Board of Directors consists of three or more members. As needed, it nominates one or more Vice-Chairmen, managing directors, as well as a secretary who need not be a member of the Board of Directors.

**Art. 13 of Articles of Incorporation** will be amended as follows**Proposed new version**

Members and the Chairman of the Board of Directors, as well as members of the Compensation and HR Committee, are elected by the General Meeting of Shareholders for a term of office of one year commencing on the date of their election and ending at the end of the next ordinary General Meeting of Shareholders. Members of the Board of Directors and the Compensation and HR Committee are elected individually. If the office of Chairman of the Board of Directors is, or becomes, vacant, the Vice-Chairman (where there are two Vice-Chairmen, the longest serving of the two) will assume the chairmanship until the next ordinary General Meeting of Shareholders. Vacant positions on the Compensation and HR Committee may be filled by the Board of Directors from among its members or be left vacant until the next ordinary General Meeting of Shareholders.

**Art. 14 of Articles of Incorporation** will be amended as follows:**Proposed new version**

The Board of Directors is responsible for the overall management of the Company and for the supervision and control of Group Management.

It is possible for the Board of Directors to delegate management and representation of the Company, in full or in part, to individual members (managing directors) or to a third party (Group Management), by issuing organizational regulations.

**Art. 15. – item 3 and 6 of Articles of Incorporation** will be amended as follows:

**Proposed new version**

3. to organize the accounting, financial control, and financial planning systems;
6. to draw up the annual report and the compensation report, as well as to prepare the General Meeting of Shareholders and to carry out its resolutions;

**Art. 19 of Articles of Incorporation** will be amended as follows:

**Proposed new version**

The compensation of the Board of Directors comprises a fixed annual fee, of which one third is paid in shares. The total amount of this compensation is submitted each year by the Board of Directors to the General Meeting of Shareholders for its binding approval with respect to the upcoming term of office. If the General Meeting of Shareholders rejects a proposal by the Board of Directors, the Board of Directors may present new proposals to the same, to an extraordinary, or to the next ordinary General Meeting of Shareholders. The Company may purchase the necessary shares on the market or through a conditional capital increase.

**Article 19a**

The Compensation and HR Committee consists of at least three members of the Board of Directors who are elected by the General Meeting of Shareholders for a term of office that runs until the end of the next ordinary General Meeting of Shareholders. Reelection is allowed.

In case of any vacancy in the Compensation and HR Committee, the Board of Directors appoints a replacement from among its members for the remaining term of office.

The Compensation and HR Committee constitutes itself. It appoints its chairperson from among its members. The Board of Directors shall further issue rules on the organization and decision-making powers of the Compensation and HR Committee.

The Compensation and HR Committee has the following duties and competencies in particular:

1. To submit proposals to the Board of Directors regarding the determination of Group Management compensation principles;
2. To submit proposals to the Board of Directors to the attention of the General Meeting of Shareholders regarding the total amounts (including supplemental amounts) of compensation of the Board of Directors and Group Management;
3. To submit proposals to the Board of Directors regarding individual compensation of the members of the Board of Directors and Group Management within the respective total amount approved by the General Meeting of Shareholders;
4. To submit proposals to the Board of Directors to the attention of the General Meeting of Shareholders regarding amendments to the Articles of Incorporation with respect to the system of compensation to compensate the Board of Directors and the Group Management.

The Board of Directors may assign other tasks to the Compensation and HR Committee.

**Art. 20 of Articles of Incorporation** will be amended as follows:

**Proposed new version**

The General Meeting of Shareholders appoints an auditing firm as External Auditors in the sense of art. 727 *et seq.* CO to carry out the tasks and to exercise the powers prescribed by law. The term of office is of one year and ends at the end of the next ordinary General Meeting of Shareholders. Reelection is allowed.

**Art. 21 of Articles of Incorporation** will be amended as follows:

**Proposed new version**

The Company or the companies it controls may enter into fixed-term or open-ended employment contracts with members of the Board of Directors and reach agreements for corresponding compensation. Fixed-term employment contracts shall have a maximum duration of one year; a renewal is allowed. Open-ended employment contracts have a termination notice period of a maximum of twelve months.

The Company or the companies it controls may enter into fixed-term or open-ended employment contracts with members of the Group Management. Fixed-term employment contracts shall have a maximum duration of one year; a renewal is allowed.

Open-ended employment contracts have a notice period of a maximum of twelve months.

Non-competition agreements are allowed for the period following termination of the employment contract. In compensation for such agreements, a compensation not exceeding the affected member's last annual salary may be paid for up to one year.

The Company may not extend to members of the Board of Directors and the Group Management any loans, credits, or pension benefits outside the occupational pension scheme. Excepted from this rule are advances on attorney, court, and similar costs up to a maximum amount of CHF 1 million to defend against liability claims.

#### **Article 21a**

The compensation of members of the Group Management includes a fixed base compensation to be paid in cash (including supplemental benefits), a variable performance-based compensation, and elements of long-term compensation .

The targets for the performance-based compensation are set by the Board of Directors, upon the proposal of the Compensation and HR Committee, for each member of the Group Management, under consideration of general company-specific (e.g., group financial result) and individual (financial and non-financial) criteria.

The elements of long-term compensation are share-based and depend on the role and capacity of the Group Management member. The amount of this long-term compensation may be determined either on a fixed basis or on a performance basis. The Board of Directors or, if delegated thereto by the Board, the Compensation and HR Committee, ensures that there is a connection to the Company's long-term objectives.

The variable, performance-based compensation may amount to no more than 200 percent of the fixed compensation.

The Board of Directors or, if delegated thereto by the Board, the Compensation and HR Committee determines the performance values and the short-term and long-term variable compensation elements, their amounts and the terms for attainment thereof, as well as the allocation terms, exercise conditions and time limits, as well as any blackout periods and forfeiture terms. They may provide that in the event of a pre-defined occurrence, such as a change of control or the termination of an employment relationship, exercise conditions and time limits and blackouts periods may still be valid, reduced, or cancelled, that the compensation will be paid if the targets are met, or that the compensation will be forfeited.

The compensation may be paid in the form of money, shares, options, similar instruments or units, or in-kind benefits or services.

The Company may acquire the necessary shares on the market or through a conditional capital increase.

The compensation may be paid by the Company or by a company it controls.

#### **Article 21b**

The General Meeting of Shareholders approves the proposals of the Board of Directors with regard to the total amount of:

1. the maximum fixed compensation of the Group Management for the period from July 1<sup>st</sup> of the year in which the Board of Directors requests such approval until June 30 of the next year;
2. the variable compensation of the Group Management for the current financial year.

The Board of Directors may submit additional or different proposals for the same or other periods for the approval of the General Meeting of Shareholders.

If the General Meeting of Shareholders rejects a proposal by the Board of Directors, the Board of Directors may submit new proposals to the same, to an extraordinary, or to the next ordinary General Meeting of Shareholders.

The Company or companies it controls may pay compensation before obtaining approval from the General Meeting of Shareholders, subject to subsequent approval.

The Company or companies it controls is authorized to pay a supplemental amount to any person member who becomes a member of the Group Management or is promoted within the Group Management after the time of the General Meeting of Shareholders approval of compensation, with due consideration of the time remaining under the compensation period already approved.

The supplemental amount payable to the Chief Executive Officer may not exceed 140 percent of the last compensation of the exiting Chief Executive Officer. For other members of the Group Management, the supplemental amount may not exceed 140 percent of the average compensation of Group Management members (with the exclusion of the Chief Executive Officer).

The Company may also pay compensation to new members of the Group Management to compensate for any disadvantage incurred as a result of the change in office. This compensation may not exceed the amount of CHF 500,000.00.

### Article 21c

No Member of the Board of Directors may assume more than twenty-five mandates in commercial enterprises, including no more than five in exchange-listed enterprises.

No Member of the Group Management may assume more than five mandates in commercial enterprises, including no more than one in an exchange-listed enterprise.

Not covered by these limitations are:

1. Mandates in enterprises controlled by, or which control, the Company;
2. Mandates in enterprises that are assumed upon a directive from the Company; and
3. Mandates in associations, organizations and legal entities created for a public or charitable purpose, foundations, trusts, and occupational pension funds. No Member of the Board of Directors may assume more than twenty-five such mandates, and no member of the Group Management may assume more than three.

Mandates are understood to mean mandates in the highest management body of a legal entity that is under an obligation to register in the Commercial Register or an equivalent register abroad. Mandates in various legal entities falling under unified control or with the same beneficial ownership are deemed to be one mandate.

**V. Art. 25, 26 of Articles of Incorporation will be deleted**

**VI. Art. 27 of Articles of Incorporation will be deleted**

#### 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 term of office until the closing of the following Ordinary Annual General Meeting of Shareholders.*

#### **Proposal**

*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 29, 2014 until the closing of the following Ordinary Annual General Meeting of Shareholders) in the amount of CHF 880.000 (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 principles of the compensation for the members of the Group Management foresee a fixed base compensation in cash (including fringe benefits), a fixed amount of share options, and a variable performance-related compensation which can amount to a maximum of 200% of the total fixed compensation.*

*This year's Ordinary Annual General Meeting of Shareholders thus votes on the approval of the fixed compensation for Members of the Group Management for the period from July 1, 2014 until June 30, 2015 in the amount of CHF 750.000 as well as a fixed, share-based compensation element of a total of 3250 options (exercise price is the market price on the 5<sup>th</sup> day following the Annual General Meeting) and – also prospectively – votes on the variable compensation for the fiscal year 2014. The variable compensation may amount to a maximum of 200% of the fixed compensation for the fiscal year 2014 and it is prospectively submit for approval.*

**Proposal:**

*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 4.000.000 as well as a fixed number of 3250 options priced at current market value.*

*Explanatory remark*

*This amount is approximately comprised as follows:*

- *The yearly fixed compensation in the amount of CHF 750.000 for the period until June 30, 2015.*
- *The variable performance-related compensation in the maximum amount of maximum CHF 1.500.000.*
- *An amount of CHF 800.000 reserved for the potential event of one further member 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 450.000.*

**Documentation**

The Annual Report 2013 (including the Annual Report, Annual Financial Statements, and Consolidated Financial Statements), as well as the original reports of the Group and Company Auditors, are available for inspection by the Shareholders as from March 14, 2013 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. For efficiency and environmental reasons, INFICON has decided to no longer print the annual report on paper, but to make the report available on the INFICON website. Shareholders can download a copy of the Annual Report 2013 from the Investors section of the INFICON website, under [www.inficon.com](http://www.inficon.com).

**Admission cards**

Shareholders with voting rights, who are recorded in the share register on April 2, 2014, 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 22, 2014, 5.00 p.m. will be sent their documents on April 23, 2014 and are asked to return their application cards immediately or report directly to the admissions desk at the Annual General Meeting. The share register will close on April 22, 2014 at 5:00 p.m.

On return of the application form in the reply envelope on or prior to April 24, 2014 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 need not be requested.) 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.



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

**Information**

Please address all correspondence relating to the Annual General Meeting of Shareholders to SIX SAG AG, SAGG, Baslerstrasse 90, CH-4600 Olten, Switzerland;  
Email: [generalversammlung@sag.ch](mailto:generalversammlung@sag.ch); Tel.: +41 (0)58 399 61 70; Fax: +41 (0)58 499 61 95,

The Annual General Meeting of INFICON Holding AG will take place at Sorell Hotel Tamina, Am Platz 35, 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

Dr. Beat E. Lüthi, Chairman  
Bad Ragaz, April 3 2014