



INVITATION

to the Ordinary General Meeting of Shareholders

Wednesday, 7th May 2003, 3 p.m. CET (Doors opened at 2 p.m. CET)
at the Widder Hotel, Widder Saal, Rennweg 7, 8001 Zurich, Switzerland

ITEMS on the AGENDA and PROPOSALS by the BOARD OF DIRECTORS

1. Approval of the Business Report 2002

(Annual Report, Annual Financial Statements and Consolidated Financial Statements following notification of the reports of the Group and Company auditors)

The Board of Directors proposes to approve the Business Report 2002, consisting of the Annual Report, the Consolidated Financial Statements of the INFICON Group and the Annual Financial Statements of INFICON Holding AG.

2. Allocation of the Retained Profit of INFICON Holding AG

The Board of Directors proposes that the retained profit of CHF 768'341 be carried forward.

3. 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 the fiscal year 2002.

4. Amendment of the Articles of Incorporation

Creation of Authorized Capital

The Board of Directors hereby proposes the renewal of authorized capital up to a maximum of CHF 11'157'500.- (old maximum CHF 4'630'000.-). The articles must be changed as follows:

Art. 3a (old)

The Board of Directors is authorized at any time until the 3rd May 2004 to increase the share capital up to a maximum aggregate amount of CHF 4'630'000.- through the issuance of a maximum of 463'000 registered shares, which shall be fully paid-in with a par value of CHF 10.- per share. Increases by underwriting as well as partial increases are permissible. In each case, the issue price, the date for entitlement to dividends, and the type of contribution shall be determined by the Board of Directors. The Board of Directors is authorized to exclude the rights of the shareholders to subscribe shares in priority and to convey them to third parties provided that such new shares are to be used (1) for the takeover of enterprises

or divisions thereof, or participations through share swaps or (2) for financing the acquisition of enterprises or divisions thereof, or participations, or of newly-planned investments of the Corporation. Shares for which rights to subscribe in priority exist but are not exercised shall be sold by the Corporation at market conditions.

Art. 3a (new)

The Board of Directors is authorized at any time until the 7th May 2005 to increase the share capital up to a maximum aggregate amount of CHF 11'157'500.- through the issuance of a maximum of 1'157'500 registered shares, which shall be fully paid-in with a par value of CHF 10.- per share. Increases by underwriting as well as partial increases are permissible. In each case, the issue price, the date for entitlement to dividends, and the type of contribution shall be determined by the Board of Directors. The Board of Directors is authorized to exclude the rights of the shareholders to subscribe shares in priority and to convey them to third parties provided that such new shares are to be used (1) for the takeover of enterprises or divisions thereof, or participations through share swaps or (2) for financing the acquisition of enterprises or divisions thereof, or participations, or of newly-planned investments of the Corporation. Shares for which rights to subscribe in priority exist but are not exercised shall be sold by the Corporation at market conditions.

5. Election of Board Members

a. Re-election of Board Members

The Board of Directors proposes to elect John Grad, Kurt Mück, James L. Brissenden and Paul E. Otth as members of the Board of Directors for a period of 3 years each.

b. Election of New Board Members

The Board of Directors proposes to elect Mario Fontana and Dr. Richard Fischer as members of the Board of Directors for a period of 3 years each.

6. Appointment of Auditors and Group Auditors

The Board of Directors proposes the appointment of PricewaterhouseCoopers AG, Zurich, for a further year as Auditors and Group Auditors.

Documents

The Business Report 2002 (together with Annual Report, Annual Financial Statements and Consolidated Financial Statements) as well as the original reports of the Group and Company Auditors will be available for inspection by the shareholders with effect from the 14th April 2003 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. Registered shareholders will be sent a copy of the Business Report 2002 together with the invitation.

Admission Cards

Shareholders with voting rights who are recorded in the share register on the 11th April 2003, will be sent the invitation to the Ordinary General Meeting of Shareholders consisting of the items on the agenda and the proposals by the Board of Directors together with the Business Report 2002, the application form and a reply envelope.

On return of the application form in the reply envelope on or prior to the 25th April 2003, shareholders will be sent the admission and voting cards. Registered shareholders who sell their shares prior to the Ordinary General Meeting of Shareholders are no longer entitled to vote.

Representation / Proxy

Shareholders who do not personally attend the Ordinary General Meeting of Shareholders can be represented as follows:

- by a representative: Complete the application form and mail it in the reply envelope to SAG. You will receive the admission and voting cards. Please fill out the proxy and give the admission and voting cards to your representative;
- by the independent proxy holder Prof. Dr. iur. Lukas Handschin, Attorney, Bahnhofplatz 9, 8001 Zürich, Switzerland: Please fill out the application form accordingly and mail it in the reply envelope to SAG. The admission card does not have to be requested.
- by INFICON Holding AG: Please fill out the application form accordingly and mail it in the reply envelope to SAG. 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 OR are requested to notify the Company in good time, no later however than by the 7th May 2002, 2.00 p.m., at the reception desk for the Ordinary General Meeting of Shareholders, of the number of shares they represent.

Language

The Ordinary General Meeting of Shareholders will be held in German and English. Provisions have been made for simultaneous translation into English and German.

Information

Please address all correspondence relating to the Ordinary General Meeting of Shareholders to SAG SEGA Aktienregister AG, Baslerstrasse 100, CH-4600 Olten, Tel.: ++41 (0)62 205 36 89, Fax: ++41 (0)62 205 39 71.

We look forward to welcoming the participating shareholders to cocktails following the Ordinary General Meeting of Shareholders.

Yours sincerely,

INFICON Holding AG

For the Board of Directors:

John Grad, Chairman

14th April 2003