



INVITATION

**to the Annual General Meeting of Shareholders of INFICON Holding AG
Wednesday, April 24, 2013, 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 2012 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 2012.

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

Legal reserves from capital contributions as at beginning of 2012	CHF	222'684'344
Share premium on exercised stock options 2012	CHF	7'087'689
Distribution to Shareholders 2012	CHF	<u>(31'005'114)</u>
Legal reserves from capital contributions per December 31, 2012	CHF	<u>198'766'919</u>
Retained earnings per January 1, 2012	CHF	16'697'376
Net Income for 2012	CHF	<u>82'384'206</u>
Retained earnings per December 31, 2012	CHF	<u>99'081'582</u>

The Board of Directors proposes a distribution from legal reserves from capital contributions in the amount of CHF 16.00 per share.

Proposed ex-dividend date is April 26, 2013. Proposed record date is April 30, 2013; and proposed dividend payment date to shareholders is May 2, 2013.

4. Elections to the Board of Directors

The Board of Directors proposes to re-elect current Members Vanessa Frey, Dr. Richard Fischer, Beat Siegrist, Dr. Thomas Staehelin and Dr. Beat E. Lüthi for a further one-year term of office. Each Board Member will be elected individually.

Notice of the Board:

The Board of Directors appoints Dr. Beat E. Lüthi as Chairman of the Board subject to his re-election.

4.1

Re-election of Vanessa Frey

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

4.2

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.

4.3

Re-election of Beat Siegrist

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

4.4

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.

4.5

Re-election of Dr. Beat E. Lüthi

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

5. Re-election of auditors

The Board of Directors proposes to re-appoint PricewaterhouseCoopers Ltd., Zurich, for a further one-year term of office as Auditor.

Documentation

The Annual Report 2012 (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 2012 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 March 27, 2013, 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 15, 2013, 5.30 p.m. will be sent their documents on April 16, 2013 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 15, 2013 at 5:00 p.m.

On return of the application form in the reply envelope on or prior to April 18, 2013 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.
- by INFICON Holding AG: Please fill out the registration form and mail it in the reply envelope to SIX SAG AG. (The admission card need not be requested.) INFICON Holding AG will only represent shareholders who support the proposals formulated by the Board of Directors. INFICON Holding AG will pass on all other requests for representation to the independent proxy holder. Signed proxies without specific instructions will be viewed as a request for INFICON Holding AG to vote according to the Board of Directors' proposals. INFICON Holding AG will also support the proposals of the Board of Directors 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 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 24, 2013, 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;
Email: 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, March 27, 2013