



## INVITATION

**to the Annual General Meeting of Shareholders  
Tuesday, May 5, 2009 at 03.00 p.m. (Doors open at 02.00 p.m.)  
at the Hotel Tamina, Am Platz 3, CH-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 2008 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 the fiscal year 2008.*

**3. Allocation of the Available Earnings of INFICON Holding AG**

Retained Earnings as per January 1, 2008	CHF	31'822'339
Dividend for fiscal year 2007	CHF	(17'164'339)
Profit of the fiscal year 2008	CHF	<u>21'142'975</u>
Retained Earnings as per December 31, 2008	CHF	<u>35'800'975</u>

*The Board of Directors proposes the distribution of a dividend of CHF 6.00 per share and that the remaining balance of Retained Earnings be carried forward. Proposed pay date for the dividend is May 12, 2009.*

Retained Earnings as per January 1, 2009	CHF	35'800'975
Distribution of a dividend of (gross) CHF 6.00 per share	CHF	<u>(12'874'158)</u>
Balance to be carried forward	CHF	<u>22'926'817</u>

**4. Changes in the Articles of Incorporation**

4.1

Lower the minimal amount of represented shares to request inclusion of items on the Agenda (Article 8 paragraph 4)

*The Board of Directors proposes the following amendment of the Articles of Incorporation:*

Article 8 paragraph 4 of Articles of Incorporation shall be amended as follows:

**Current Version**

Shareholders representing shares of a par value of CHF 1 million may request items to be included in the agenda. Such requests are to be submitted at least 50 days prior to the Annual General Meeting indicating the wording of the Item as well as a the proposed motion.

**Proposed Version**

Shareholders representing shares of a par value of CHF 500,000 may request items to be included in the agenda. Such requests are to be submitted at least 50 days prior to the Annual General Meeting indicating the wording of the Item as well as the proposed motion.

**Explanation**

Currently, one or several shareholders representing together shares of a par value of CHF 1 million can request items to be included in the Agenda of a General Meeting. The Board of Directors now proposes to lower the requested minimal amount to CHF 500,000. This lower threshold is below the minimal limit of CHF 1 million set forth by the law. In accordance with the recommendations of the "Swiss Code of Best Practice for Corporate Governance," the Board of Directors would like to facilitate the execution of shareholders' voting rights with this amendment.

## 4.2

Stipulation of a one-year term of office for members of the Board of Directors

*The Board of Directors proposes the following amendment of the Articles of Incorporation:*

Article 13 shall be amended as follows:

**Current Version**

The members of the Board of Directors are elected by the General Meeting of Shareholders for a three-year term of office starting with the day of their election and ending as per a date of a convened Ordinary Annual General Meeting. Unless they leave the Board before, members remain in office until a successor is nominated or their re-election. If a member is replaced, his or her successor will complete his or her term of office.

**Proposed Version**

The members of the Board of Directors are elected by the General Meeting of Shareholders for a term of office of one year, starting with the day of their election and ending the day of the next Ordinary Annual General Meeting. Members of the Board of Directors are elected individually.

**Explanation**

According the current version of the Articles of Incorporation, members of the Board of Directors are elected for a three-year term of office (Article 13). The Board of Directors proposes to shorten the term of office to one year. The Board of Directors also proposes to elect all members individually. This allows shareholders to voice their opinion on each and every member of the Board of Directors.

## 4.3 Cancellation of the reference to Group Auditors

*The Board of Directors proposes the following amendment of the Articles of Incorporation:*

**Current Title for Articles 20 to 22 of the Articles of Incorporation**

Auditors and Group Auditors

**Proposed Title to Articles 20 to 21 of the Articles of Incorporation**

Auditors

**Current version of Article 22**

Given the prerequisites stipulated by law, the General Meeting appoints a Group Auditor. The tasks of the Auditor and Group Auditor may be executed by the same person. The Term of Office is one year.

The Group Auditors' task and entitlements are set forth by the law.

**Proposed version of Article 22**

Cancellation of Article 22

**Explanation:**

Amendments made to the Swiss Code of Obligations in force since last year have eliminated the difference between Auditor and Group Auditor. The Statements of Income and the Consolidated Statements of Income are now audited exclusively by the Auditors. The proposed amendment reflects the changed law and is merely technical in nature.

**5. Re-Elections to the Board of Directors**

The terms of office of Board Members Richard Fischer, Mario Fontana and Paul Otth end at this year's Ordinary General Meeting. Mssrs Richard Fischer, Mario Fontana and Paul Otth have indicated that they would accept a re-election.

Gustav Wirz and Thomas Staehelin were elected for a three-year term of office at the Ordinary General Meeting of Shareholders on April 27, 2007 according to the current version of the Articles of Incorporation. Their term of office thus ends at the Ordinary General Meeting for fiscal year 2009, which will take place in 2010.

## 5.1

Re-Election of Richard Fischer

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

## 5.1

Re-Election of Mario Fontana

*The Board of Directors proposes the re-election of Mario Fontana for a one-year term of office.*

## 5.1

Re-Election of Paul Otth

*The Board of Directors proposes the re-election of Paul Otth 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 year as Auditor.*

**Documents**

The Business Report 2008 (including the 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 as from April 9, 2009 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. Registered shareholders receive a copy of the Annual Report 2008 together with the invitation to the Annual General Meeting.

**Admission cards**

Shareholders with voting rights, who are recorded in the share register on April 08, 2009, 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 Annual Report 2008, the application form, the voting instructions to the independent proxy, and a reply envelope. Shareholders newly entered in the share register by April 21, 2009, 17.30 p.m. will be sent their documents on April 22, 2009 and are asked to immediately return their application cards or report directly to the admissions office at the Annual General Meeting. The share register will be closed on April 21, 2009, 05:30 p.m.

On return of the application form in the reply envelope on or prior to April 24, 2009, 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 application 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, Schumacher Baur Hürlimann, Bahnhofplatz 9, 8001 Zurich, Switzerland: Please fill out the application 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 application 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 OR, are requested to notify the Company as soon as possible of the number of shares they represent, however, no later than May 5, 2009, 3.00 p.m., at the reception 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 100, CH-4600 Olten, Tel.: ++41 (0)62 311 61 77, Fax: ++41 (0)62 207 20 40.

The Annual General Meeting of INFICON Holding AG will take place at Hotel Tamina, Am Platz 3, 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, Chairman  
Bad Ragaz, April 9, 2009