



INVITATION

**to the 25th Ordinary Annual General Meeting of
INFICON Holding AG, Bad Ragaz**

Shareholders of INFICON Holding AG are kindly invited to attend the Ordinary
General Meeting of Shareholders

on Wednesday, April 22, 2026, 09:30 a.m. (doors open at 08:30 a.m.)

**at Ostschweizer Fachhochschule, Campus Rapperswil-Jona,
Oberseestrasse 10, 8640 Rapperswil-Jona, Switzerland.**

WELCOME AND INTRODUCTION

Dr. Beat E. Lüthi, Chairman of the Board of Directors

AGENDA ITEMS AND PROPOSALS BY THE BOARD OF DIRECTORS

1. Approval of the Management Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the Fiscal Year 2025

Proposal:

The Board of Directors proposes the Annual General Meeting of Shareholders the approval of the Management Report, the Annual Financial Statement of INFICON Holding AG and the Consolidated Financial Statements of INFICON Group for the Fiscal Year 2025.

Information:

According to Art. 698 para. 2 item 3 and 4 of the Swiss Code of Obligations (CO) and the Articles of Association, the General Meeting of Shareholders is responsible for approving the Management Report, the Annual Financial Statement, and the Consolidated Financial Statements.

2. Non-financial reporting according to Swiss Code of Obligations (CO)

Proposal:

The Board of Directors proposes to the Annual General Meeting the approval of the non-financial reporting for the fiscal year 2025 (in a consultative vote).

Information:

With the introduction of Art 964a of the Swiss Code of Obligations (CO), INFICON is required to prepare a report on non-financial matters from the 2023 financial year. To this end, the sustainability report has been supplemented to include the required aspects; the English-language sustainability report is part of the Annual Report 2025 and is available separately as a PDF for download at <https://ir.inficon.com/corporate-governance/>

3. Granting discharge to the Members of the Board of Directors

Proposal:

The Board of Directors proposes granting discharge to the Members of the Board of Directors for their activity during the fiscal year 2025.

Information:

Pursuant to Art. 698 para. 2 item 7 CO and the Articles of Association, the General Meeting of Shareholders is responsible for the discharge resolution.

4. Allocation of the Available Earnings of INFICON Holding AG

Retained earnings at beginning of 2025	CHF	124,626,610
Profit on own shares	CHF	-404,860
Distribution to shareholders 2025	CHF	-51,315,096
Net income 2025	CHF	<u>50,142,472</u>
Retained earnings per December 31, 2025	CHF	<u>123,049,126</u>
Retained earnings per January 1, 2026	CHF	123,049,126
Distribution of dividend of gross CHF 2.00 per share	CHF	<u>-48,903,220</u>
Retained balance of retained earnings carried forward	CHF	<u>74,145,906</u>

Proposal:

The Board of Directors proposes the distribution of a gross dividend of CHF 2.00 per share and that the remaining balance of retained earnings be carried forward.

If this proposal is approved, the ex-date will be Friday, April 24, 2026, the record date Monday, April 27, 2026, and the payment date for the distribution to shareholders will be Tuesday, April 28, 2026.

Information:

Pursuant to Art. 698 para. 2 item 4 CO and the Articles of Association, the General Meeting of Shareholders is responsible for passing resolutions on the appropriation of retained earnings and the distribution of a dividend.

5. Elections to the Board of Directors

Proposals:

Mr. Dr. Beat E. Lüthi as Member and as Chairman of the Board of Directors

The Board of Directors proposes the re-election of Mr. 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.

Ms. Vanessa Frey as Member of the Board of Directors

The Board of Directors proposes the re-election of Ms. 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.

Mr. Beat Siegrist as Member of the Board of Directors

The Board of Directors proposes the re-election of Mr. 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.

Mr. Dr. Reto Suter as Member of the Board of Directors

The Board of Directors proposes the re-election of Mr. Dr. Reto Suter as Member of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

Mr. Lukas Winkler as Member of the Board of Directors

The Board of Directors proposes the re-election of Mr. Lukas Winkler as Member of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

Information:

Ms. Vanessa Frey and Messrs. Dr. Beat Lüthi, Beat Siegrist, Dr. Reto Suter and Lukas Winkler have all declared to accept a re-election.

Pursuant to Art. 698 para. 2 item 2 and para. 3 item 1 and the Articles of Association, the General Meeting of Shareholders is responsible for the above elections.

6. Elections to the Compensation and HR Committee

Proposals:

Mr. Beat Siegrist as Member of the Compensation and HR Committee

The Board of Directors proposes the re-election of Mr. 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.

Mr. Dr. Reto Suter as Member of the Compensation and HR Committee

The Board of Directors proposes the re-election of Mr. Dr. Reto Suter 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.

Mr. Lukas Winkler as Member of the Compensation and HR Committee

The Board of Directors proposes the re-election of Mr. Lukas Winkler 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.

Information:

The Board of Directors intends to appoint Mr. Beat Siegrist, in case of his re-election to the Board of Directors and the Compensation and HR Committee, as Chairman of the Compensation and HR Committee.

Pursuant to Art. 698 para. 3 item 2 CO and the Articles of Association, the General Meeting of Shareholders is responsible for the above elections.

7. Election of the Independent Proxy Holder

Proposal:

The Board of Directors proposes to elect **Baur Hürlimann AG, Bahnhofplatz 9, 8021 Zurich**, for a one-year term of office until the closing of the following Ordinary Annual General Meeting as Independent Proxy Holder.

Information:

Pursuant to Art. 698 para. 3 item 3 CO and the Articles of Association, the General Meeting is responsible for electing the independent proxy. Baur Hürlimann AG confirmed that it has the independence required for the exercise of the mandate.

8. Election of Auditors

Proposal:

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

Information:

According to Art. 698 para. 2 item 2 CO and the Articles of Association, the General Meeting is responsible for electing the auditors. KPMG AG confirmed that it has the independence required for the exercise of the mandate.

9. Consultative Vote on the Remuneration Report for 2025

Proposal:

The Board of Directors proposes to accept the Remuneration Report for 2025 in a consultative vote.

Information:

The purpose of the Compensation Report is to provide shareholders with information on our compensation systems, policies and practices for the Board of Directors and Group Management and on compensation paid to other members. The consultative vote gives shareholders the opportunity to express their views on the compensation programs and systems for the Board of Directors and the Group Management described in the Compensation Report 2025, as well as on the disclosures and decisions regarding compensation.

10. Approval of the Compensation for the Members of the Board of Directors

Proposal:

The Board of Directors proposes the approval of the compensation to the members of the Board of Directors for the upcoming term of office (April 22, 2026, until the end of the next Annual General Meeting) in the total amount of maximum CHF 800,000 (including social security contributions), of which 2/3 in cash and 1/3 in INFICON shares. This amount is unchanged compared with the amount approved for the preceding term of office.

Information:

The compensation of the members of the Board of Directors consists of a fixed annual fee in cash (2/3 of the total compensation) and a defined number of INFICON shares (1/3 of the total compensation), which are subject to a three-year holding period. The total amount of compensation is submitted for approval by the General Meeting for the duration of the upcoming term of office.

Pursuant to Art. 698 para. 3 item 4 CO and the Articles of Association, the General Meeting of Shareholders is responsible for passing resolutions on the compensation of the Board of Directors.

11. Approval of the Compensation for the Members of Group Management for the current year

Proposal:

The Board of Directors proposes the approval of the total remuneration of the members of the Group Management for the current following fiscal year 2027 (January 1, 2027, until December 31, 2027) in the maximum amount of CHF 3,000,000.

Information:

The remuneration of the members of the Group Management consists of a fixed basic remuneration to be paid in cash, fringe benefits, a short-term variable performance-related remuneration in cash and a long-term variable performance-related remuneration in shares.

The amount of CHF 3,000,000 is composed of:

- the fixed annual remuneration in the amount of CHF 1,100,000;
- the short-term variable performance-related remuneration in the maximum amount of CHF 950,000;
- the long-term variable performance-related remuneration in the maximum amount of CHF 950,000.

In accordance with Art. 698 para. 3 no. 4 CO and the Articles of Association, the General Meeting is responsible for passing resolutions on the remuneration of the Group Management. Further details regarding the remuneration of the Group Management are explained in the remuneration report.

DOCUMENTS AND ADMINISTRATIVE INSTRUCTIONS

DOCUMENTS

The Annual Report 2025 (including the Management Report, the Annual Financial Statements and the Consolidated Financial Statements), the Compensation Report, as well as the respective original reports of the statutory auditors and the group auditors have been available for inspection by the shareholders since March 24, 2026, at the registered office of the Company, Hintergasse 15B, 7310 Bad Ragaz, Switzerland. INFICON's Annual Report 2025 is available online on the INFICON website www.inficon.com in the Investors section or at <https://ir.inficon.com/financial-results-and-presentations/>.

ADMISSION CARDS

Shareholders with voting rights who are entered in the share register on March 25, 2026 will receive the invitation to the Annual General Meeting together with the agenda and the proposals of the Board of Directors as well as a registration form (including login data for issuing instructions electronically) and a reply envelope directly. Shareholders are requested to return the registration forms without delay or to report directly to the admission desk on the day of the Annual General Meeting. The share register will be closed on April 15, 2026, at 05:00 p.m.

Upon return of the registration form in the reply envelope by April 20, 2026, the admission card and voting material will be sent to the shareholders. Registered shareholders who sell their shares before the Annual General Meeting are no longer entitled to vote.

REPRESENTATION / PROXY

Shareholders who do not attend the Annual General Meeting in person may be represented as follows:

- By the independent proxy, Baur Hürlimann AG, Bahnhofplatz 9, 8021 Zurich: complete the registration form accordingly and send it to INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, Switzerland, together with the enclosed reply envelope (the admission card does not need to be requested). You can issue written instructions together with the power of attorney to the independent proxy. If you waive this option, the independent proxy will vote in favor of the proposals of the Board of Directors. This also applies in the event of a new or amended proposal during the Annual General Meeting.
- By an authorized representative: Complete the registration form accordingly and send it with the enclosed reply envelope to INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz. The authorized representative will receive the admission card at the address provided.

ISSUING ELECTRONIC INSTRUCTION

Shareholders can decide to either attend in person, be represented or participate electronically by issuing powers of attorney and instructions to the independent proxy. The login details required for this can be found on the registration form. Electronic participation or any changes to electronically submitted instructions are possible until Monday, April 20, 2026, at 11:59 p.m. at the latest.

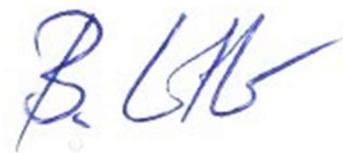
NOTE

Please address any correspondence relating to the Annual General Meeting to: INFICON Holding AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz (phone +41 (0)41 798 48 48 or e-mail inficon@devigus.com)

Kind regards

INFICON Holding AG

For the Board of Directors



Dr. Beat E. Lüthi, Chairman

Bad Ragaz, March 24, 2026