

## **INFICON Group**

### **Business Ethics Policy**

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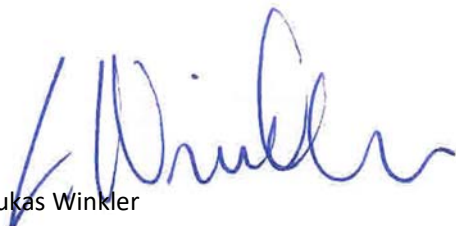
## Message from the CEO

INFICON is an international company with a strong reputation for providing market leading vacuum technology products and software which help customers increase their performance. Our strategy is to develop and manufacture products that cater to vital needs of today and tomorrow.

Ethical conduct is defined as that which is morally correct and honourable. This Business Ethics Policy provides the legal and ethical framework for our company and establishes INFICON's commitment to following ethical business practices. It details the fundamental principles of ethical business behaviour and defines the responsibilities of all employees and Company representatives.

Familiarize yourself with this Ethics Policy and with the other corporate Policies that relate to it. I expect managers and supervisors to promote compliance by example and by providing guidance to other employees.

In the course of conducting your business for INFICON you will occasionally find yourself faced with difficult choices. A circumstance will present itself that gives you reason to pause and consider whether you are about to violate the principles contained in this Ethics Policy. At such times always pause and defer your decision until you have had the opportunity to discuss the matter with a member of the Group Management (Chief Executive Officer & Chief Financial Officer), or the Audit Committee or your immediate manager.



Lukas Winkler  
President and Chief Executive Officer  
INFICON Holding AG

## Ethics and Business Conduct

This Code of Business Conduct and Ethics is intended to articulate INFICON's expectations about business conduct of the Company's directors, officers and employees. This Code is not exclusive: The Company personnel shall also be subject to other applicable policies of the Company as those policies may from time to time be implemented. This Code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide.

All employees contribute to INFICON's reputation; therefore, it is important that all employees adhere to ethical guidelines. Always follow these principles:

### **Compliance with Laws**

INFICON business, whether domestic or international, must be conducted in compliance with all applicable laws and regulations. Be aware of the legal requirements that apply to your job, and follow those laws strictly. INFICON will not tolerate illegal activity conducted for personal gain or on the Company's behalf.

Lack of knowledge of the law will not excuse your non-compliance with this Ethics Policy. If you have questions or if you require assistance with legal matters contact your immediate manager or the Group Management (Chief Executive Officer & Chief Financial Officer) of INFICON.

### **Honesty and Integrity**

Consider INFICON's reputation and credibility in all your business relationships. Integrity is one of our core values. Be honest and honorable in all dealings with other employees, the public, the business community, shareholders, customers, suppliers, competitors, and government authorities.

### **Entertainment and Gifts**

Never accept a gift, entertainment, or any other benefit from an individual or organization doing business with INFICON if that gift, entertainment or benefit could influence your decisions or, if it were made public, might appear to have influenced your business decision.

Any gift, entertainment, or benefit you provide to a business associate must be modest in scope and value. Never provide a gift, entertainment or benefit that contravenes any applicable law or contract term or that is large enough to influence, or appear to influence, the recipient's business decisions. Ensure that you record (in INFICON's accounts) all expenditures on gifts, entertainment, and other benefits.

### **Consultant Fees, Commissions and other Payments**

Never give or receive any payment that falls outside the normal conduct of business. Ensure that all consulting or agency fees, commissions, retainers or other payments are reasonable in the context of acceptable commercial practice and that they comply with applicable corporate policies. Properly record all payments given or received in the Company's accounts. If you engage in giving or accepting kickbacks, bribes, payoffs or other illegal or similar transactions you will be subject to immediate discipline, up to and including dismissal in accordance with INFICON's policies.

**Political Contributions**

INFICON does not wish to discourage the participation of employees in political and related activities. However, you may not make political contributions on INFICON's behalf, either directly or indirectly, without the prior written approval of INFICON's Group Management (Chief Executive Officer & Chief Financial Officer).

**Compliance with Accounting Controls and Procedures**

Always comply with the Company's accounting procedures and controls, and all applicable laws. Properly record all financial data and transactions. INFICON does not permit the use of "slush funds", or other unrecorded funds or assets. All disclosure contained in reports and documents filed with securities regulators and other governmental authorities by or on behalf of INFICON shall be full, fair, accurate, timely and understandable.

**Prevention of Child or Forced Labor**

INFICON is committed to conducting business in an ethical and responsible manner and is opposed to slavery or trafficking of persons. INFICON prohibits the use of child labor and use of forced, bonded, or indentured labor practices and prison labor in our Operations. INFICON expects its suppliers to comply with these same business and ethical standards.

## Conflict of Interest and Other Misconduct

INFICON expects all employees to act only in the best interests of the Company. Avoid situations or activities where your personal interests are, or may appear to be, in competition with or in opposition to INFICON's interests. This includes situations that might prevent you from devoting proper time or attention to your duties, or situations that might affect your judgment or ability to act in INFICON's best interest. Should you be faced with a situation or a transaction that might give rise to such a conflict of interest, you must disclose this information to a member of the Group Management (Chief Executive Officer & Chief Financial Officer).

It is not possible to give a comprehensive list of all potential conflict of interest situations. However, the following are examples of such conflicts:

a) Competing business interests.

- If you or someone close to you owns or participates in a business that competes with, is served by or provides services to INFICON, it may conflict or interfere with your ability to work for INFICON. To clarify such cases you must inform the Group Management (Chief Executive Officer & Chief Financial Officer) and seek guidance.
- If you are going to participate in any business venture that may compete with INFICON, whether directly or indirectly, you must obtain prior written approval from the Group Management (Chief Executive Officer & Chief Financial Officer) or, if you are a director of the Company or member of the Group Management (Chief Executive Officer & Chief Financial Officer), the Audit Committee of the Board.
- You may not engage, on INFICON's behalf, in any transaction with a business in which you or a family member has an interest unless you have prior written approval from the Group Management (Chief Executive Officer & Chief Financial Officer) or, if you are a director of the Company or member of the Group Management (Chief Executive Officer & Chief Financial Officer), the Audit Committee of the Board.
- If you want to serve on the Board of Directors or a similar body of any company, you must obtain prior written approval from the Chief Executive Officer (respectively Chairman of the Board in case of Group Management (Chief Executive Officer & Chief Financial Officer)

b) Insider trading.

- You must adhere strictly to the Company's Confidentiality of Information, Insider trading and reporting and applicable laws on insider trading. If you have questions regarding the law or the Company's policy in this area, seek advice from the Chief Financial Officer.

c) Use of employment activities for personal gain.

- Never abuse your position at INFICON by seeking personal gain, e.g. by obtaining personal benefits from those doing or seeking to do business with INFICON.

d) Misuse of Company property or resources.

- As an employee, you are entrusted with Company property and resources including vehicles, computer equipment and software, corporate information and tools. Use these resources for Company business, not for personal gain.

e) Personal transactions with INFICON business associates.

- Never accept a loan from an individual or organization that does business with INFICON, unless the individual or organization is in the business of making loans.

## International Business

In the course of your employment with INFICON, you may be faced with legal and ethical issues that arise as a result of the Company's international business activities. In addition to applicable local laws, INFICON must comply to U.S. law relating with international business transactions.

### **International Bribery Legislation**

The United States have laws that prohibit domestic companies from engaging in corrupt practices when dealing with foreign governments. In the United States the law is called the *Foreign Corrupt Practices Act*. These laws make it an offence to corruptly make or offer any payment, gift, or other benefit to a foreign government official in order to gain some business advantage. Engagement in these activities can result in penalties including personal and corporate fines and imprisonment of individuals. Therefore, it is imperative that all INFICON directors, officers, employees, agents and other representatives adhere to all applicable corrupt practices legislation.

In some countries "facilitating" payments or tips are used to expedite routine government services (e.g. obtaining permits, processing visas or obtaining telephone service). Even when these payments would be legal, INFICON's policy disfavours such payments and requires the written permission of the Chief Executive Officer or the Chief Financial Officer prior to making any facilitating payment.

More detailed information on these laws is available from the Human Resources department or the INFICON Intranet.

### **International Sanctions and Trade Restrictions**

INFICON is subject to a variety of laws relating to international trade and the export of equipment and technology. In addition to local laws, INFICON is subject to U.S. trade laws and economic sanctions, both directly and as a result of dealing with U.S. suppliers of goods or services.

To ensure we comply with all applicable laws, INFICON has established procedures for evaluating and processing international contracts. For more information or assistance with international trade issues, contact INFICON's Group Management (Chief Executive Officer & Chief Financial Officer).

## Corporate Information and Confidentiality

Every Company employee has access to some type of confidential information. For example, the following information is considered confidential: technical information about INFICON instruments, sensors, tools or equipment; financial data; information about how certain processes work; price lists; methods of conducting operations; information about INFICON's customers and suppliers; business plans and intentions; legal matters; applications for patents and trademarks; and software developments. Commercial and technical information received on a confidential basis from third parties such as suppliers, customers, and partners is also confidential information.

All INFICON employees will receive the Business Ethics Policy when starting their employment with INFICON and must confirm receipt. Except as required in the normal course of performing your job, do not reveal confidential information to anyone, either while employed by INFICON or after you leave the Company, unless you have written authorization from the CEO of INFICON.

### **Corporate Communications**

All public communications made by or on behalf of INFICON shall be full, fair, true and clear, timely and understandable.

The Company's Group Management (Chief Executive Officer & Chief Financial Officer) has designated individuals to speak to the public on behalf of the Company. Do not speak publicly on behalf of the Company unless you are specifically authorized to do so. Investor relations are handled by the Chief Executive Officer and the Chief Financial Officer.

## Employment Practices

INFICON strives to provide a positive work environment that supports productivity, dignity and self-esteem, and the pursuit of personal goals.

Our employment policies and procedures provide for equal opportunity and fairness in employment decisions. We do not discriminate on the basis of race, color, ancestry, place of origin, religious belief, physical or mental disability, age, gender, sexual orientation, marital status, family status or source of income, and we take steps to comply with all applicable affirmative action legislation. We also endeavor to ensure that all employees are treated fairly in all aspects of the employment relationship, including performance appraisals, compensation, opportunities for advancement, and disciplinary matters.

We believe that employees are entitled to privacy and we recognize our obligations as set out in applicable privacy legislation. INFICON collects only necessary personal information, and we protect confidential information using well-defined procedures.

Finally, we do our best to ensure that employees are treated with dignity and respect by the Company and by fellow employees. INFICON makes every effort to protect employees from harassment and takes action to address any concerns that arise in this regard. INFICON deals with harassment or other improper conduct in accordance with the Company's policies on harassment and on employee discipline.

If you have employment-related questions or issues, you may speak with your immediate supervisor or with a member of the Human Resources team.



## Health and Safety

INFICON's foremost concern is protection of the health and safety of all employees.

We have adopted policies and procedures that are aimed at ensuring that INFICON meets or exceeds all applicable health and safety laws and regulations as well as prevailing industry standards. We strive to fully implement all safety policies and procedures.

Complete compliance with safety policies and procedures requires the cooperation of every employee. Be aware of how the company's health and safety policies apply to you, and conduct your duties and responsibilities in compliance with these policies.

## Environment

INFICON is committed to minimizing the effects of our operations on the natural environment. We endeavor to meet all regulatory and industry standards by implementing appropriate measures for the assessment of potential environmental effects, for the prevention of these potential effects and for appropriate response to any incidents that might occur.

As a INFICON employee you are expected to be familiar with the required environmental standards that apply to your work at INFICON, and to comply with these standards at all times.

## Compliance

INFICON has adopted this Ethics Policy, and we trust that all employees will use their best judgment to ensure they comply with its principles.

INFICON cannot control all aspects of employee conduct. However, to ensure the Ethics Policy is upheld we have implemented a compliance framework that includes the following:

### **Compliance**

The Group Management (Chief Executive Officer & Chief Financial Officer) is responsible for overseeing compliance with this Ethics Policy. Group Management (Chief Executive Officer & Chief Financial Officer) will receive and investigate complaints and reports of non-compliance and may delegate such investigation to the Compliance officer or external audit specialist for report back to the Group Management (Chief Executive Officer & Chief Financial Officer).

### **Employee Communication/Training**

The Company will provide employees with an opportunity to become familiar with the Ethics Policy and related policies and procedures. We will train and communicate the contents of the Ethics Policy to all new employees within the orientation programs right after joining INFICON, furthermore we will provide regular updates and refreshers on a bi-annual basis and ongoing opportunity for employees to ask questions and seek additional information.

You will find this policy and some reference materials on the INFICON Intranet.

If you wish to obtain additional materials, or discuss any aspect of the Ethics Policy, speak with your immediate supervisor, a senior member of the Human Resources team or the Group Management (Chief Executive Officer & Chief Financial Officer).

### **Reporting**

To implement the Ethics Policy, INFICON needs the full cooperation of all employees. We expect employees to comply with all aspects of this Ethics Policy, and encourage employees to report any violations they observe to any member of the Group Management (Chief Executive Officer & Chief Financial Officer) or a senior member of the Human Resources department or, if appropriate, to the Audit Committee of the INFICON Board of Directors, attention to Dr. Reto Suter, In der Deisten 11, 8125 Zollikerberg, Switzerland, email: [INFICON@whistleblowercontact.com](mailto:INFICON@whistleblowercontact.com). All information will be dealt with confidentiality.

It is a violation of this Policy to intimidate or retaliate against any person who has reported a violation of this Ethics Policy.

### **Compliance Documentation**

In order to be able to document the trainings and that you comply with this Policy you may be asked to complete/sign a document stating you have complied with this Ethics Policy.

**Enforcement**

INFICON must make sure prompt and consistent action against violations of this Policy.

The Group Management (Chief Executive Officer & Chief Financial Officer) will investigate all reports or other information received regarding alleged violations of this Ethics Policy, and will report to the Board of Directors on the results of investigations of material violations.

Any person, who is found to have violated this Ethics Policy, or any related corporate policy, will be subject to appropriate disciplinary action as deemed appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notifications of appropriate governmental authorities.

**Waivers of Compliance**

Only the Board of Directors has the authority to grant a waiver of compliance with this Policy for members of the board of directors or INFICON's group management (Chief Executive Officer & Chief Financial Officer).