



ORGANIZATIONAL REGULATIONS as of March 2023



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A. ORGANIZATIONAL REGULATIONS

I. OBJECTIVE AND SCOPE

1. These Organizational Regulations are based on Article 14 para. 2 of the Articles of Incorporation of INFICON Holding AG (the „Holding“) as well as the pertinent provisions of the Swiss Code of Obligations (the „CO“).
2. These Organizational Regulations regulate the competencies and functions of the executive bodies of the Holding with respect to the Holding and the INFICON group of companies (the „Group“).
3. The executive bodies of the Holding and the Group, respectively, are:
 - the Board of Directors (Board);
 - the Group Management, consisting of CEO and CFO.

II. STRUCTURE OF THE GROUP

1. Legal Structure

The Group consists of the Holding and its directly or indirectly 100 % owned subsidiaries and affiliated companies as the Board may decide from time to time.

2. Organizational Structure

The organizational structure of the Group does not necessarily follow the legal structure. The Board, from time to time, shall review the organizational structure of the Group.



III. BOARD OF DIRECTORS

1. Powers and Responsibilities

- 1.1. The Board has the power to resolve all matters which are not expressly reserved to the general meeting of shareholders (the „Shareholders’ Meeting“) or other bodies of the Holding.
- 1.2. Unless the pertinent law, Articles of Incorporation or provisions hereafter provide otherwise, the Board fully delegates the management and representation of the Holding and the Group to the Group Management.
- 1.3. The following are, by law, non-transferable and inalienable powers and responsibilities of the Board:
 - a) the ultimate management, i.e. the determination of the strategy, its resources and its supervision, of the Holding and the Group and the issuance of the necessary policies and directives including the definition of corporate goals and the planning of financial resources;
 - b) the determination of the organization of the Holding and the Group;
 - c) the structuring of the accounting system, the financial controls and the financial planning of the Holding and the Group;
 - d) the appointment and the removal of the Members of the Group Management, the approval of their job descriptions and the granting of the signatory power to members of the Group Management and to employees of the Holding;
 - e) the ultimate supervision of the persons entrusted with the management of the Holding and the Group, in particular with regard to compliance with the law, the Articles of Incorporation, regulations and directives;
 - f) the preparation of the Holding’s business report and other reports including but not limited to the compensation report and the report on non-financial matters pursuant to Article 964c CO as well as the preparation of the Shareholders’ Meetings and the implementation of their resolutions;
 - g) the submission of a request for a debt-restructuring moratorium and notification of the judge in case of overindebtedness of the Holding;
 - h) the passing of resolutions regarding the subsequent payment of non-fully paid-in shares;
 - i) the passing of resolutions confirming capital increases in the share capital and regarding the amendments to the Articles of Incorporation entailed thereby;
 - j) the examination of the professional qualifications of specially qualified auditors in those cases in which the law foresees the use of such auditors.
- 1.4. By virtue of these Organizational Regulations, the Board, for the following business matters, reserves its rights of approval:
 - a) all issues as per V 2.3 hereinafter;
 - b) all major changes in the implementation of the Group strategy as determined by the Board;
 - c) all duties in respect of the Swiss stock exchange laws and regulations and in respect to other matters as determined by the applicable law.
- 1.5. From time to time, the Board may determine further powers and responsibilities.

2. Assignment of duties to Board Committees

- 2.1. Based on Article 716a Paragraph 2 CO the Board establishes an Audit Committee („AC“) and a Compensation and Human Resources Committee („CHRC“; AC and CHRC „Committees“), each consisting of three Board members, none of whom will be an officer or employee of a Group company. The responsibilities and reporting duties as well as the constitution, the calling of meetings and the passing of resolutions of the Committees will be regulated in separate charters, to the extent different from the rules set forth herein. The Board may establish further Committees or temporary Task Forces or assign specific tasks to individual Board members.
- 2.2. The Committees shall focus on preparing, reviewing and issuing recommendations to the Board, and shall not have decision-making power except explicitly delegated by the Board in the relevant charter or decision.
- 2.3. The chairperson of the Board („Chairperson“), other Board members and the CEO shall have standing invitations to attend all Committee meetings as non-voting guests, always unless the matter discussed relates to them individually. The CFO shall have the analogue right to attend the AC and related Task Force meetings.
- 2.4. The Committee chairpersons inform the Board about their activities at the Board meetings or, in urgent and ad-hoc relevant cases, immediately.

3. Constitution

The Shareholders' Meeting elects the members of the Board, the Chairperson of the Board, and the members of the CHRC. The Board elects the members of the Board Committees (other than the CHRC) and their Chairpersons.

4. Authority to Sign

The Board decides on the authority to sign for the Holding and issues regulations in respect to the Authority to sign for the further Group Companies. Unless otherwise specified by the Board, all authorities to sign are always joint signatures by two. This also applies to the members of the Board.

5. Calling and Agenda of Board Meetings

Meetings of the Board shall be called whenever needed but at least four times per calendar year. Meetings of the Board shall be called by the Chairperson or, in the Chairperson's absence, by another member of the Board. Each member of the Board is entitled to request an immediate meeting of the Board by stating the cause of the request.

Notice of the meeting shall be given in writing or electronically (which includes the means of e-mail and fax) at least seven days before it is held. The notice shall include the proposed agenda of the meeting.

The Chairperson or, in the Chairperson's absence, another member of the Board presides over the meeting.

If requested by a member of the Board, managers may attend the meeting without having the right to vote.



6. Quorum, Resolutions and Minutes of Board Meetings

The presence of at least half of the members of the Board shall constitute a quorum. No presence quorum is required for the Board's adjustment and determination resolutions in connection with changes in share capital.

A resolution shall be deemed passed when adopted by the majority of all the members present. In case of a tie, the Chairperson shall have the casting vote.

In general, resolutions shall be taken by open vote. The Chairperson or the majority of the members present may request a secret vote.

Resolutions of the Board may also be taken by written or electronic consent of the majority of its members to a submitted proposal, unless a member requests oral deliberations within 48 hours. Any resolutions thus adopted shall be deemed as binding as resolutions adopted at an actual meeting. Meetings of the Board may be held by telephone or video-conference or other electronic means as appropriate. Members who participate by telephone or video-conference or other electronic means shall count as present.

All resolutions (including those taken by written consent) shall be recorded. The minutes of the meetings shall be signed by the Chairperson and by the secretary or another member of the Board and must be approved by the Board at its next meeting.

7. Remuneration, Expenses

Upon proposal by the CHRC, the members of the Board shall receive a reasonable annual fee in the form of cash and/or restricted shares of the Holding. All reasonable expenses incurred by members of the Board for the purpose of the Group shall be reimbursed by the Holding.

IV. CHAIRPERSON OF THE BOARD OF DIRECTORS

1. Responsibilities and Duties

The Chairperson shall ensure that she/he is informed by the CEO and CFO on a current basis about the business situation of the Holding and the Group, all important transactions and organizational changes within the Holding and the Group.

In particular, the Chairperson has the following responsibilities and duties:

- a) determination and preparation of the agenda and the respective proposals of Shareholders' Meetings and of Board meetings;
- b) calling of meetings of the Board;
- c) presiding over Shareholders' Meetings and meetings of the Board, and;
- d) supervision of the observance and implementation of Board resolutions;
- e) reporting to the Board in the course of the Board meetings;
- f) reporting to the Board in case of extraordinary events.

From time to time, the Board may convey further responsibilities and duties to the Chairperson.

V. GROUP MANAGEMENT

1. Appointment

The Group Management consists of the Chief Executive Officer („CEO“), the Chief Financial Officer („CFO“) and, as the case may be, of further persons as appointed by the Board.

2. Responsibilities and Duties

2.1. Unless the pertinent law or the Articles of Incorporation provide otherwise, the CEO is responsible for the management of the Holding and the Group.

2.2. The CEO with delegated authority shall, in particular, have the following responsibilities and duties:

- a) day-to-day management, organization and supervision of the business of the Holding and the Group;
- b) initiation of legal proceedings and the settlement of disputes, with the exception of collection of outstanding debts against customers and labor law proceedings;
- c) motion to the Board on the appointment of managers, holders of procuration and other commercial powers of attorney of the Holding;
- d) organization, management and supervision of the activities of the persons mentioned in preceding para. 2.2/c), including ascertainment of an efficient reporting;
- e) organization, management and supervision of the accounting, controlling and financial planning of the Holding and the Group;
- f) preparation of the resolutions of the Board with respect to the duties mentioned in para. III/1.3 supra;
- g) periodic reporting to the Board pursuant to para. V/3; and
- h) organization, management and supervision of strategic initiatives, including, but not limited to business opportunities and acquisitions.

2.3. The following business matters require the approval of the Board:

- a) upon the proposal of the Compensation and Human Resources Committee, determination of the salary and bonus budget of the Holding and of the major Group companies except for the Group Management;
- b) upon recommendation of the CHRC propose to the Shareholders' Meeting the submission of maximum compensation amounts for the Group Management;
- c) purchase and sale of real estate or equivalent transactions;
- d) granting of loans by the Holding to third persons or members of the Group Management;
- e) granting of any kind of guarantees by the Holding to third persons or members of the Group Management;
- f) credit arrangements, including acceptance of bills of exchange and short-term borrowings;
- g) acquisition, sale, merger or similar transactions of a participation exceeding 5 percent of the capital stock of another company;
- h) transactions in the Holding's own shares;
- i) conclusion of joint venture and cooperation agreements;
- j) sale of parts of the Holding or the Group's business;
- k) further regulations according to the Corporate Internal Authorization Matrix.

2.4. The Board may, from time to time, convey further responsibilities and duties to the Group Management.

3. Reporting

The Group Management shall report to the Board periodically without specific demand (but at least quarterly) thereby furnishing the Board with all relevant information regarding the business of the Holding and the Group and the performance of his responsibilities and duties. Reports can be made in writing to all members of the Board or orally at a Board meeting. Reports shall be supplemented by the necessary documentation.

On a monthly basis, the Group Management shall distribute to the members of the Board documents evidencing the financial situation of the Holding and the Group (in particular the balance sheet, the profit and loss statement, a budget comparison and a cash-flow statement). It shall on his own initiative report unexpected financial commitments or losses of assets.

Apart from the regular reports, the Group Management shall immediately inform the Chairperson of all events which have or may have a substantial impact upon the business or the financial situation of the Holding or the Group. In particular, the Group Management must report on the following events without delay:

- envisioned changes in the management of the Holding or the Group;
- events substantially deteriorating, or threatening to substantially deteriorate, the financial or reputational situation of the Holding or the Group, in particular, threatened legal actions, a situation whereby half the capital is no longer covered by assets or if the liabilities of the Holding exceed its assets, and;
- observation of substantial irregularities in the management of the Holding or the Group at any level;
- any other urgent and material matter.

VI. CHIEF EXECUTIVE OFFICER

The CEO is the ultimate person responsible for the Holding's and Group's implementation and achievement of the strategic and yearly goals as set by the Board. He shall ensure that he is informed by the senior management and the CFO on a regular and instant basis about the business situation of the Holding and the Group, all important transactions and organizational changes within the Group. Further responsibilities and duties may be conveyed to the CEO from time to time by the Board.

VII. CHIEF FINANCIAL OFFICER

The CFO ensures the implementation of the Board's and the AC's resolutions regarding the structuring of the accounting system, the financial controls and the financial planning of the Holding and the Group. Furthermore, he continually monitors the liquidity and the financial situation of the Holding and the Group, takes the necessary action and keeps the Board informed. He directly communicates with the AC and its Chairperson as well as with the external auditors on AC matters.

Further responsibilities and duties may be conveyed to the CFO from time to time by the Board.

VIII. GENERAL PROVISIONS

1. Conflict of Interests

The Board members and the CEO are obliged to inform the Chairperson, or in the case of the Chairperson, the full Board, and the Group Management members are obliged to inform the CEO who in turn notifies the Chairperson, immediately if any of the Group's business activities or decisions affect or could affect their own interests or the interests of individual persons or legal persons which are related to them, or vice-versa (a „Conflict of Interest“). As a rule, the person concerned is entitled to present its view (a) on the matter in question and (b) on the measures that the Board considers implementing to deal with the Conflict of Interest. The Chairperson and, as the case may be, the Board takes measures to preserve the Group's interests. Such measures may include information, abstention from discussion, abstention from voting, abstention from discussion and voting or a two-step voting procedure. If a member of the Board is required to abstain from voting in a matter, it shall not be counted in the quorum of the meeting in question.

2. Confidentiality

The Members of the Board and all persons engaged in the management of the Holding or the Group are bound to keep secret towards third parties all facts and information, such as, in particular, manufacturing or business secrets that come to their knowledge while in the Holding's or a Group company's service. All documents and other tangible objects containing or representing confidential information shall be promptly returned to the Holding or the respective Group company upon leaving office or termination of the employment contract, respectively, at the latest.

3. Independence

Subject to the powers of the Shareholders' Meeting, a majority of the Board and of the Committee members shall be independent. The Board shall perform an annual evaluation of the Board members' independence. In order to be considered independent, a Board member shall be non-executive and shall not have any material relationship that interferes with their impartial judgment in carrying out their responsibilities within the Holding and the Group, other than their services as Board member. Whether or not a relationship is considered material depends in particular on the following factors: a) the volume and size of any transactions concluded in relation to the financial status of the relevant Board member or the organization with which the Board member has an affiliation; b) whether the transactions are structured in a way and on such terms and conditions that the transaction could be concluded with a third party on comparable terms and conditions; c) whether the transactions are not performed in the ordinary course of business. Notwithstanding the foregoing, an independence determination must always consider all relevant facts and circumstances. Material relationships can include, among others, commercial, industrial, banking, consulting, legal, accounting, charitable and family relationships with members of the Board or the Group Management. The Board may define further criteria of institutional, financial or personal independence.

IX. FINAL PROVISIONS

These provisions have been approved by the Board on March 30, 2023 and shall become effective on March 30, 2023. They will be reviewed and, if deemed necessary, amended by the Board from time to time.



B. CHARTER COMPENSATION AND HUMAN RESOURCES COMMITTEE (CHRC)

I. PURPOSE

The CHRC is an expert committee of the Board of the Holding.

Its mission is to support the Board in the performance of its supervisory duties, in particular with respect to all matters related to HR and compensation topics of the Group.

II. DUTIES

The CHRC shall perform the duties set out below as well as any other duties that are required by applicable law or stock exchange rules and requirements or are delegated to the CHRC by the Board.

1. Compensation Policy

- review of the compensation plans (including but not limited to bonus, fix/variable compensation, share plans, caps for variable compensation, budgets for additional/new members of the Group Management) of the Board and the Group Management;
- recommend/propose of the plan and elements to the Board which should be in line with the legal requirements, business mission and strategy;
- review potential risks that arise from the Group's compensation practices and policies.

2. Compensation report

- review the compensation report which is prepared by the Group Management;
- discuss the compensation report with the Auditors;
- recommend/propose for approval of the compensation report to the Board;
- prepare compensation and benefits matters for the Shareholders' Meeting.

3. Compensation of Board, Group Management and other senior managers (VP level)

- define, together with CEO, functional and individual goals for Group Management; evaluate annually the Group Management's and Senior Manager's (as deemed necessary) performance against goals and objectives;
- recommend to the Board the compensation of the Group Management and senior managers (as deemed necessary) and the compensation of the Board;
- recommend to the Board nomination and removal of Group Management members and all contractual employment matters for the Group Management;
- regularly meet with the CEO to review HR/compensation related matters;
- request external compensation benchmarks or engage outside compensation consultants if deemed necessary.

4. Human Resources

- oversee, control and propose adjustments and changes to the Board regarding the overall human resources strategy;
- review and assess Group Management's plans and programs for attraction, retention, training and development initiatives, career development and high caliber talent supply to support and achieve Group objectives;
- oversee and review the Group's plans for management succession and development;
- provide regular feedback and coaching to the CEO and senior management.

5. Sustainability metrics

- review inclusion and diversity progress (i.e. % women in leadership positions);
- review employee engagement and retention (i.e. % fluctuation rate, engagement rating);
- review talent attraction and development progress (i.e. % of key positions placed with internal candidates);
- review community engagements.

6. Other Responsibilities

- conduct an annual self-evaluation of the CHRC's performance;
- review and reassess the adequacy of this Charter on an annual basis and submit proposed changes to the Board for approval.

III. POWERS

The CHRC has complete and unrestricted access to the Group's management, books and records and may obtain any information it requires. Any request shall be channeled through the Group's CEO.

IV. COMPOSITION

The CHRC shall be composed of members of the Board. All members shall be non-executive and independent based on the evaluation of the Board.

V. MEETINGS

1. General

The CHRC shall hold an ordinary meeting several times a year, or at the request of any of its members. The Chairperson of the CHRC shall prepare an agenda in advance of each meeting. At least two members of the CHRC must be present to have a quorum.

2. Minutes

The minutes are generally taken by the Secretary of the Board or any person designated as so by the Chairperson of the CHRC.

The minutes shall be submitted, prior to the next meeting, to the members of the CHRC for review and approval at their next meeting.

The CHRC shall report to the Board and shall submit the CHRC minutes to the members of the Board for their information and as a basis for the adoption of relevant resolutions.

C. CHARTER AUDIT COMMITTEE (AC)

I. PURPOSE

The AC is an expert committee formally appointed by the Board of the Holding.

Its mission is to support the Board in the performance of its supervisory duties, in particular with respect to the accounting and financial as well as non-financial reporting practices of the Group, the external audit processes as well as its overview of risk management.

II. DUTIES

The AC shall perform the duties set out below as well as any other duties that are required by applicable law or stock exchange rules and requirements or are delegated to the AC by the Board.

1. Financial Statements

- review and challenge where necessary, the major financial risks, the actions and judgements of management in relation to the annual single-entity and consolidated financial accounts as well as the interim financial statements intended for publication;
- decide whether the single-entity and consolidated financial accounts can be recommended to the Board and, when applicable, for presentation to the Shareholders' Meeting.

2. Internal Control & Risk Management

- review management's reports on the effectiveness of the systems for internal control;
- review management's reports on the performance of an annual risk assessment;
- review management's reports on the Group's compliance and risk management processes;
- review management's reports on any fraud, whether or not material, that involves management or other employees who have a significant role in the Group's internal controls.

3. External Audit

- oversee the Group's relations with the external auditor;
- evaluation of the performance of the external auditor; criteria applied include: technical and operational competence, independent and objective view, sufficient resources employed, risk-based audit approach and ability to provide effective and practical recommendation and effective communication and coordination with the AC;
- supervising the procedure for the selection, renewal (by invitation to tender) or removal of the external auditor(s) and notifying the Board of its recommendation in this respect;
- approve the terms of engagement and the remuneration to be paid to the external auditor in respect of audit services provided;
- examine the compatibility of the auditing responsibilities with any consulting mandates;
- discuss with the external auditor, before the audit commences, the nature and scope of the audit;
- review with the external auditors the findings of their work, including any major issues that arose during the course of the audit; key accounting and audit judgements; levels of errors identified during the audit, obtaining explanations from management and, where necessary, the external auditors, as to why certain errors might remain unadjusted.



4. Taxes

monitor major global tax developments and the impact on tax disclosures required.

5. Cyber Security and Data Protection

- consider and recommend to the Board the cyber security targets;
- review the Group's progress against agreed cyber security targets, at least annually;
- review the Group's policies and programs for addressing data protection, including servers, data centers and cloud-based solutions on which the Group's and third-party data is stored and processes.

6. Non-Financial Reporting

review the Group's annual external sustainability report for approval by the Board before publication.

7. Other Responsibilities

- reviewing and approving transactions between the Group, its directors, officers and affiliates;
- conduct an annual self-evaluation of the AC's performance;
- review and reassess the adequacy of this Charter on an annual basis and submit proposed changes to the Board for approval;
- reviewing, from time to time, whether it is appropriate to install an internal audit function of the Group;
- upon request from the Board, the AC will review the accounting treatment of major transactions at Group level, together with the business case and accounts prepared for such specific transactions (asset purchases, mergers, divestments, etc.).

III. POWERS

The AC has complete and unrestricted access to the Group's management, books and records and may obtain any information it requires. Any request shall be channeled through the Group's CEO.

IV. COMPOSITION

The AC shall be composed of members of the Board as follows:

- all members shall be non-executive and independent based on the evaluation of the Board;
- the majority of the members of the AC, including the Chairperson of the AC, should be experienced in financial and accounting matters. At least one member of the AC shall be a financial expert (e.g. current or former CEO, CFO or financial auditor).

V. MEETINGS

1. General

The AC shall hold an ordinary meeting four times a year, or at the request of any of its members. The Chairperson of the AC shall prepare an agenda in advance of each meeting. At least two members of the AC must be present to have a quorum.

Periodically, the external auditors shall participate in the AC meetings.

At least once a year, the AC or the Chairperson of the AC shall meet with the external auditors without the presence of members of management.

2. Minutes

The minutes are generally taken by the Secretary of the Board or any person designated as so by the Chairperson of the AC. The minutes shall be submitted, prior to the next meeting, to the members of the AC for review and approval at their next meeting. The AC shall report to the Board and shall submit the AC minutes to the members of the Board for their information and as a basis for the adoption of relevant resolutions.

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