

A PASSION FOR
PERFECTION

PFEIFFER  *VACUUM*

Notice of Annual Shareholders Meeting

PFEIFFER VACUUM TECHNOLOGY AG

20th May, 2010





Notice of Annual Shareholders Meeting

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PFEIFFER VACUUM TECHNOLOGY AG, Asslar, Germany
ISIN DE0006916604

Notice of Annual Shareholders Meeting

We cordially invite our shareholders to attend our

**Annual Shareholders Meeting on Thursday,
May 20, 2010, at 2:00 PM**

at the Stadthalle, Brühlsbachstrasse 2B, 35578 Wetzlar, Germany.

1. Presentation of the approved Annual Financial Statements of PFEIFFER VACUUM TECHNOLOGY AG and of the endorsed Consolidated Financial Statements for the year ended December 31, 2009. Presentation of the Management Report (“Management’s Discussion and Analysis”) on PFEIFFER VACUUM TECHNOLOGY AG and the PFEIFFER VACUUM Group, the report of the Management Board relating to the statements pursuant to §§ 289 Sub-Para. 4, 315, Sub-Para. 4, German Commercial Code (“HGB”), as well as the Report of the Supervisory Board, for the 2009 fiscal year.

Pursuant to the rules of the German Stock Corporation Act, the above-indicated documents must be made available to the Annual Shareholders Meeting. No resolution of the Annual Shareholders Meeting is planned for Point 1 of the Agenda, as pursuant to statutory requirements the Supervisory Board had endorsed the Annual and Consolidated Financial Statements on March 11, 2010.

2. Resolution on the appropriation of retained earnings

The Management and Supervisory Boards propose the following appropriation of the retained earnings in the amount of € 53,471,914.11 as presented in the Annual Financial Statements:

Distribution of a dividend in the amount of € 2.45 per share of no-par share enjoying dividend entitlement for the 2009 fiscal year	Euro 20,859,907.60
Carried forward to new account	<u>Euro 32,612,006.51</u>
	<u>Euro 53,471,914.11</u>

The dividend shall be payable on May 21, 2010.

The proposed appropriation of retained earnings takes into consideration the treasury shares held by the Company, which pursuant to § 71b, German Stock Corporation Act (“AktG”), do not enjoy dividend entitlement. The number of shares enjoying dividend entitlement could increase or decrease prior to the Annual Shareholders Meeting through the sale or acquisition of treasury shares. In this case, a correspondingly modified proposed resolution on the appropriation of retained earnings will be submitted to the Annual Shareholders Meeting, whereby there will be no change in the distribution of € 2.45 per share of no-par share enjoying dividend entitlement.

3. Resolution to ratify the actions of the Management Board for the 2009 fiscal year

The Management and Supervisory Boards propose that the actions of the Management Board for the 2009 fiscal year be ratified.

4. Resolution to ratify the actions of the Supervisory Board for the 2009 fiscal year

The Management and Supervisory Boards propose that the actions of the Supervisory Board for the 2009 fiscal year be ratified.

5. Election of the independent auditor for the Company and the consolidated accounts for the 2010 fiscal year

As recommended by the Audit Committee the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, of Eschborn/Frankfurt am Main, be appointed as the independent auditor of both the accounts of the Company and the consolidated accounts for the 2010 fiscal year.

6. Resolution authorizing the Company to acquire treasury shares pursuant to § 71, Sub-Para. 1, No. 8, German Stock Corporation Act, and for disposition thereof

The Management and Supervisory Boards propose that the following be resolved:

- a) The Company shall be authorized to acquire treasury shares representing up to 10 % of the present capital stock. At no time shall the shares thus acquired, together with any treasury shares acquired for other reasons which may be in the possession of the Company or distributable to it pursuant to §§ 71a ff., German Stock Corporation Act, exceed 10 % of the capital stock of the Company. This authorization shall not be utilized for the purpose of trading treasury shares.
- b) Said authorization shall be able to be exercised in whole or in part, one or more times, in pursuance of one or more purposes by the Company as well as by controlled companies or by other companies in which the Company holds a majority interest or by third parties acting for its or their account. Said authorization to acquire treasury shares shall be valid through May 19, 2015. The existing, time-limited authorization to acquire treasury shares granted by resolution of the Annual Shareholders Meeting on May 26, 2009, and limited through November 25, 2010, shall become void for the period following the coming into force of said new authorization.
- c) At the option of the Management Board, said acquisition shall be able to be effected either (1) on the stock exchange or (2) in the form of a public offer to purchase directed at all shareholders.
 - (1) If acquired on the stock exchange, the consideration paid for acquisition of the shares shall not be more than 10 % higher or lower than the average trading prices of shares of PFEIFFER VACUUM TECHNOLOGY AG on the five trading days preceding said acquisition, as represented by the closing auction under the Xetra trading system or a comparable successor system (“average closing price”).
 - (2) In the case of a public offer to purchase, the offer price shall not be more than 15 % higher or lower than the average closing price prior to the day of publication of the tender offer. Should the volume of

offered shares exceed the intended buyback volume in connection with a public purchase offer, acceptance shall be made in the ratio of the respectively offered shares. Preferred acceptance of small quantities of up to 50 shares per shareholder for the acquisition of offered shares of the Company shall be possible. The purchase offer shall also be able to include further terms and conditions.

d) The Management Board shall be authorized to utilize shares of the Company acquired under this authorization for all legally permissible purposes, in particular the following:

- (1) They shall be able to be sold against contributions in kind, in particular as compensation in full or in part in conjunction with corporate mergers or for acquiring other companies, investing in other companies or in elements thereof. The right of subscription of the shareholders shall be excluded to this extent.
- (2) They shall be able to be utilized to satisfy conversion or option rights granted by the Company or a member of the corporate group in connection with the issuance of bonds or to satisfy conversion or option exercise obligations arising from bonds that the Company may issue in the future. In these cases, the right of subscription of the shareholders shall be excluded to this extent.
- (3) They shall be able to be offered as employee shares to employees of the Company and the companies affiliated with it. The right of subscription of the shareholders shall be excluded to this extent.
- (4) They shall also be able to be sold otherwise than on the stock exchange or through an offer to the shareholders that excludes the shareholders' right of subscription if the shares are sold against cash payment of a price that is not materially (i.e. more than 5 %) lower than the average closing price. However said authorization shall be subject to the stipulation that neither at the time said authorization shall go into effect nor at the time said authorization shall be exercised the total number of shares sold under exclusion of the right of subscription pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, shall not exceed 10 % of the capital stock of the Company. Included in said limitation shall be those shares that have been issued from authorized capital subject to the exclusion of the right of subscription pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, during the term of this authorization. Moreover, those shares shall be included in said limitation that have been issued to cover bonds containing conversion and option rights or obligations to exercise conversion or option rights if said bonds are issued during the term of this authorization subject to the exclusion of the right of subscription analogously to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act.
- (5) They shall be able to be called without said call or the execution thereof requiring a further resolution by the Annual Shareholders Meeting. Said call shall be able to be limited to a portion of the acquired shares; the call authorization shall also be able to be utilized multiple times. Calling said shares shall result in a reduction of capital. However calling shall also be able to be effected under a simplified procedure without any reduction of capital by adjusting the proportionate amount of the capital stock of the remaining shares pursuant to § 8, Sub-Para. 3, German Stock Corporation Act. In this case, the Management Board shall be authorized to appropriately modify the notation of the number of shares in the Articles of Association.

e) The authorizations set forth under Point d) shall also include the utilization of those shares of the Company acquired under prior authorization resolutions pursuant to § 71, Sub-Para. 1, No. 8, German Stock Corporation Act, and of those shares acquired from controlled members of the corporate group in the sense of § 17, German Stock Corporation Act, or pursuant to § 71d, Sent. 5, German Stock Corporation Act.

f) The authorizations set forth under Point d) shall be able to be utilized one or more times, in whole or in part, individually or jointly; the authorizations set forth under Point d), (1), (2), (3) and (4), shall also be able to be utilized by controlled companies or by other companies in which the Company holds a majority interest or by third parties acting for its or their account.

Report of the Management Board relating to Point 6 of the Agenda of the Annual Shareholders Meeting of Vacuum Technology AG on May 20, 2010

The Management Board herewith submits the following written report relating to Point 6 of the Agenda, citing the reasons for the authorization to exclude the shareholders right of subscription pursuant to § 71, Sub-Para. 1, No. 8, Sent. 5, in conjunction with § 186, Sub-Para. 4, Sent. 2, German Stock Corporation Act:

Point 6 of the Agenda authorizes the Company to acquire treasury shares. The existing, time-limited authorization to acquire treasury shares granted by resolution of the Annual Shareholders Meeting on May 26, 2009, is limited through November 25, 2010, and shall therefore be replaced.

The option of reselling treasury shares enables them to be employed to raise new equity funding. In addition to the option of selling said shares on the stock exchange or through an offer to all shareholders – with equal treatment of all shareholders already being secured through the legal definition – the proposed resolution also calls for the Company's treasury shares to be available in order to be offered as compensation within the context of corporate mergers or to acquire other companies, to invest in other companies or in elements thereof, with the right of subscription of the shareholders being excluded. The purpose of this is to provide the Company with the opportunity of being able to respond swiftly and successfully to advantageous offers or opportunities that present themselves on national and international markets in order to acquire other companies or to invest in other companies or in elements thereof. Not infrequently, negotiations result in the need to provide shares, and not money, as compensation. This authorization reflects that need.

Moreover, the authorization creates the option of utilizing treasury shares to satisfy conversion or option rights granted by the Company or by a member of the corporate group in conjunction with the issuance of bonds, with the shareholders' right of subscription being restricted, or to satisfy obligations relating to the exercise of conversion or option rights arising from convertible bonds to be issued by the Company. In satisfying the resulting rights to procure PFEIFFER VACUUM shares, it can sometimes be practical to utilize treasury shares, instead of an increase of capital, to cover this need or portions thereof.

In addition, the authorization creates the option of being able to offer said shares for purchase as employee shares to employees of the Company and the companies affiliated with it. The issuance of employee shares is in the interest of the Company and its shareholders, as this fosters the

identification of the employees with their Company and their willingness to assume joint responsibility. In § 5, Sub-Para. 5, of the Articles of Association, the Company has created authorized capital for the purpose of issuing employee shares. The employment of existing treasury shares instead of an increase of capital can be economically reasonable, and to this extent the authorization is intended to provide available latitude. Moreover, the employment of acquired treasury shares can also effectively control any trading price risk that might exist.

08

And, finally, under the authorization treasury shares acquired can also be sold for cash in a form other than on the stock exchange, with the right of subscription being excluded. A prerequisite for this is that the shares be sold for cash at a price that is not materially lower than the trading price of the Company's shares at the time of sale. This authorization makes use of the option of simplified exclusion of the subscription right permitted by § 71, Sub-Para. 1, No. 8, German Stock Corporation Act, under the analogous application of § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act. This reflects the notion of protecting shareholders against dilution in that said shares may only be sold at a price that is not materially lower than the governing trading price. Final stipulation of the selling price of the Company's treasury shares will be made at a point in time that is close to that of the sale. The Management Board will keep any discount on the governing trading price as low as possible subject to the market conditions prevailing at the time of placement.

This authorization will be subject to the stipulation that neither at the time this authorization goes into effect nor at the time this authorization is exercised shares sold under exclusion of the right of subscription pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, may not exceed a total of 10 % of the capital stock of the Company. Included in this limitation will be those shares that have been issued from authorized capital subject to the exclusion of the right of subscription pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, during the term of this authorization. Moreover, this limitation will also include those shares that have been issued to cover bonds containing conversion or option rights or an obligation to exercise conversion or option rights analogously to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, under an authorization in force at the time this authorization goes into effect. Given this limitation and the fact that the issue price must be based upon the trading price, the shareholders' interests in assets and voting rights will be appropriately assured. Shareholders fundamentally have the opportunity of maintaining their ratio of holdings by purchasing PFEIFFER VACUUM shares on the stock exchange.

This authorization is in the interest of the Company because it gives it greater flexibility. For example, it enables treasury shares to be sold to institutional investors or new circles of investors to be addressed.

7. Resolution on the creation of new authorized capital, with the existing authorized capital being revoked

Authorized Capital I pursuant to § 5, Sub-Para. 5, of the Articles and Association in the amount of € 11,251,968.00 will expire effective June 7, 2010. In the past, neither this authorization nor any portion thereof were utilized. In order to maintain the Company's freedom of action with respect to potential increases of capital, new authorized capital in the amount of € 11,482,368.00 – representing 50 % of the capital stock existing at the time of the resolution – is to be created.

The Management and Supervisory Boards therefore propose that the following be resolved:

- a) The Management Board shall be authorized, subject to the consent of the Supervisory Board, to increase the capital stock of the Company one or more times through the issuance of new no-par bearer shares of stock in consideration of contributions in cash and/or in kind up to a total of € 11,482,368.00, representing 50 % of the existing capital stock at the time of this resolution (authorized capital). Said authorization shall be valid through May 19, 2015.

09

Should shares be issued in consideration of contributions in kind, the Management Board shall be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders in the amount of up to € 2,296,473.60, representing 10 % of the of the capital stock existing at the time of this resolution.

Should the capital stock be increased in consideration of contributions in cash, the shareholders shall be granted a right of subscription. However the Management Board shall be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders should the issue price not be materially lower than the trading price of the Company's shares vested with the same entitlements. However said authorization shall be subject to the stipulation that said shares issued under exclusion of the right of subscription pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, shall not exceed a total of 10 % of the capital stock, neither at the time said authorization shall go into effect nor at the time it shall be exercised. Included in said limitation to 10 % of the capital stock shall be those shares

- that have been or might potentially be issued in the future to cover bonds containing conversion or option rights provided said bonds have been or will be issued subject to the exclusion of the right of subscription analogously to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, under an authorization in force at the time said authorization shall go into effect or under an authorization replacing it;
- that shall be sold as treasury shares subject to the exclusion of the right of subscription of the shareholders pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, under an authorization in force at the time said authorization shall go into effect or under an authorization replacing it.

The Management Board shall also be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders for the purpose of issuing new shares to employees of the Company and of companies affiliated with it up to a proportionate amount of € 500,000.00. The Management Board shall further be authorized, subject to the consent of the Supervisory Board, to exclude residual amounts from the right of subscription of the shareholders.

Moreover, the Management Board shall be authorized, subject to the consent of the Supervisory Board, to define the further content of the rights vested in the shares and the terms and conditions of issuance of the shares.

b) § 5, Sub-Para. 5, of the Articles of Association shall be amended to read as follows:

„(5) The Management Board shall be authorized, subject to the consent of the Supervisory Board, to increase the capital stock of the Company one or more times through the issuance of new no-par bearer shares of stock in consideration of contributions in cash and/or in kind by up to a total of € 11,482,368.00 (authorized capital). Said authorization shall be valid through May 19, 2015.

10

Should shares be issued in consideration of contributions in kind, the Management Board shall be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders in the amount of up to € 2,296,473.60, representing 10 % of the capital stock existing at the time of this resolution.

Should the capital stock be increased in consideration of contributions in cash, the shareholders shall be granted a right of subscription. However the Management Board shall be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders should the issue price not be materially lower than the trading price of the Company's shares vested with the same entitlements. However said authorization shall be subject to the stipulation that said shares issued under exclusion of the right of subscription pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, shall not exceed a total of 10 % of the capital stock, neither at the time said authorization shall go into effect nor at the time it shall be exercised. Included in said limitation to 10 % of the capital stock shall be those shares

- that have been or might potentially be issued in the future to cover bonds containing conversion or option rights provided said bonds have been or will be issued subject to the exclusion of the right of subscription analogously to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, under an authorization in force at the time said authorization shall go into effect or under an authorization replacing it;
- that shall be sold as treasury shares subject to the exclusion of the right of subscription of the shareholders pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, under an authorization in force at the time said authorization shall go into effect or under an authorization replacing it.

The Management Board shall also be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders for the purpose of issuing new shares to employees of the Company or of companies affiliated with it up to a proportionate amount of € 500,000.00.

The Management Board shall be authorized, subject to the consent of the Supervisory Board, to exclude residual amounts from the right of subscription of the shareholders.

Moreover, the Management Board shall be authorized, subject to the consent of the Supervisory Board, to define the further content of the rights vested in the shares and the terms and conditions of issuance of the shares.“

Report of the Management Board to the Annual Shareholders Meeting pursuant to § 203, Sub-Para. 2, Sent. 2, § 186, Sub-Para. 4, Sent. 2, German Stock Corporation Act, on Point 7 of the Agenda

Authorized Capital I pursuant to § 5, Sub-Para. 5, of the Articles of Association in the amount of € 11,251,968.00 will expire effective June 7, 2010. In the past, neither this authorization nor any portion thereof was utilized. In order to maintain the Company's freedom of action with respect to potential increases of capital, new authorized capital in the amount of € 11,482,368.00 – representing 50 % of the capital stock existing at the time of the resolution – is to be created.

11

This authorization will provide the Company with a farther reaching option for procuring equity capital. This represents an important means of adjusting the correlation between equity and borrowed capital to reflect the Company's further growth from within. Subject to the consent of the Supervisory Board, the Management Board will thus be able to respond with greater flexibility to and optimally utilize favorable market conditions. In particular with a view to the development of opportunities for acquiring equity investments, greater freedom of action appears to be appropriate.

The stated strategy of PFEIFFER VACUUM TECHNOLOGY AG also includes strengthening its competitiveness through the acquisition of enterprises, the equity investments in enterprises or elements of enterprises, thereby enabling steady, long-term increases in profit and returns. This shall also enhance the value of PFEIFFER VACUUM shares as well. In order to have equity capital available to also finance larger projects, it is necessary that an authorization of the proposed scope be adopted. The reason for the designated amount of the authorized capital is to assure the Company's ability to finance even larger corporate acquisitions in consideration of contributions in cash or in kind. Since an increase of capital would have to be effected swiftly in connection with an acquisition, it is typically not feasible to resolve this increase of capital directly at an Annual Shareholders Meeting, which is only conducted once a year. On the contrary, it is for this reason that it is necessary to create authorized capital, which the Management Board can swiftly utilize.

Should shares be issued in consideration of contributions in kind in the case of an increase of capital, the Management Board shall be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders in the amount of up to € 2,296,473.60, representing 10 % of the of the capital stock existing at the time of this resolution. This will enable the Management Board to have treasury shares of the Company available, without having to acquire them on the stock exchange, for employment in suitable individual instances in connection with mergers, the acquisition of enterprises, of elements of enterprises or of the equity investments in enterprises. The Company must always be in a position to act swiftly and flexibly in changing markets in the interests of its shareholders. This also includes the acquisition of enterprises, elements of enterprises or equity investments in enterprises for the purpose of improving the Company's competitive position. In this connection, it has been found that increasingly larger entities are involved in connection with the acquisition of enterprises or elements of enterprises or equity investments in enterprises. In many instances, this involves the payment of very high levels of consideration. This consideration often no longer can or should be effected in cash – in particular with a view to an optimum financing structure. Sellers occasionally insist upon receiving consideration in the form of shares of the acquiring company. The option of being able to offer treasury shares as an acquisition currency thus creates an advantage in competing for interesting potential acquisitions. In any event, the Company's administration intends to utilize

the option of an increase of capital from the authorized capital in consideration of contributions in kind under the exclusion of the right of subscription only if there is an appropriate correlation between the value of the new shares and the value of the consideration. In this connection, the issue price of the new shares to be issued should fundamentally reflect the trading price of the shares. This will prevent shareholders who are excluded from the right of subscription from being economically disadvantaged. With due consideration to all of these circumstances, the authorization to exclude the right of subscription within the proscribed limits is appropriate and in the interest of the Company.

12

The proposed authorization will also enable the Company to have at its disposal treasury shares of the Company up to a proportionate amount of € 500,000.00, without having to acquire them on the stock exchange, in order to be able to offer them at preferential terms to employees of the Company and the companies affiliated with it as employee shares. It is in the interest of the Company and its shareholders to issue employee shares, as this promotes the identification of the employees with the Company and their assumption of joint responsibility. In order to be able to offer employees shares from authorized capital, it is necessary to exclude the right of subscription of the shareholders. At the present point in time, it is not yet possible to provide information relating to the issue prices of the shares to be issued, as the date and scope of the respective utilization of the authorized capital have not yet been determined.

Should the capital stock be increased in consideration of contributions in cash, the shareholders will be offered a right of subscription. However the Management Board will be authorized, subject to the consent of the Supervisory Board, to exclude the right of subscription of the shareholders should the issue price not be materially lower than the trading price of the Company's shares vested with the same entitlements. However this authorization will be subject to the provision that the shares issued under exclusion of the right of subscription pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, do not exceed a total of 10 % of the capital stock, neither at the time this authorization goes into effect nor at the time it is exercised. Included in the limitation to 10 % of the capital stock will be those shares

- that have been or might potentially be issued in the future to cover bonds containing conversion or option rights provided the bonds have been or will be issued subject to the exclusion of the right of subscription analogously to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, under an authorization in force at the time the authorization goes into effect or under an authorization replacing it;
- that will be sold as treasury shares subject to the exclusion of the right of subscription of the shareholders pursuant to § 186, Sub-Para. 3, Sent. 4, German Stock Corporation Act, under an authorization in force at the time the authorization goes into effect or under an authorization replacing it.

The authorization to exclude the right of subscription in an amount of up to a total of 10 % of the capital stock for the purpose of issuing new shares at an issue price that is not materially lower than the trading price of shares of the Company vested with the same rights will enable the Management Board to issue shares for the purpose of placement at an issue price that is similar to the trading price. This will afford the opportunity of achieving higher proceeds in connection with an increase of capital than would be possible if shares were issued with a right of subscription. This reflects the shareholders' need for protection against dilution of their shareholdings through the possibility of subsequently acquiring shares on the stock exchange at the current trading price.

Aside from the above-indicated authorizations to exclude the right of subscription, the right of subscription of the shareholders will only be able to be excluded, subject to the consent of the Supervisory Board, for residual amounts that can no longer be equally distributed among all shareholders due to the ratio of subscriptions for the purpose of simplifying handling.

Moreover, the Management Board will be authorized, subject to the consent of the Supervisory Board, to define the further content of the rights vested in the shares and the terms and conditions of issuance of the shares.

13

In every individual instance, the Management Board will carefully review whether it will utilize the authorization to increase capital under the exclusion of the right of subscription of the shareholders. This possibility will be utilized when the Management and Supervisory Boards judge this to be in the interest of the Company and thus its shareholders. The Management Board will report on any utilization of the authorized capital at the next subsequent Annual Shareholders Meeting. There are currently no concrete plans for utilizing the authorization.

8. Elections to the Supervisory Board

Our Supervisory Board member Mr. Michael J. Anderson will retire from the Supervisory Board at the conclusion of the Annual Shareholders Meeting on May 20, 2010. A successor to him is therefore to be elected for the remainder of the term of office of the retiring member of the Supervisory Board through a resolution of the Annual Shareholders Meeting.

Pursuant to §§ 96, Sub-Para. 1, 101, Sub-Para. 1, German Stock Corporation Act, § 4, German One-Third Participation Act ("DrittelbG") of 2004, and § 9, Sub-Para. 1, Articles of Association, the Supervisory Board is to comprise of four members elected by the Annual Shareholders Meeting and two members elected by the Company's employees. The Annual Shareholders Meeting is not bound by nominations.

The Supervisory Board proposes that the Annual Shareholders Meeting elect

Dr. Wolfgang Lust, of Giessen, managing director of Lahnuau-based LTI Drives GmbH

as a Supervisory Board member to serve until the conclusion of the Annual Shareholders Meeting at which the actions of the Supervisory Board for the 2010 fiscal year are to be ratified.

Information relating to Point 8 of the Agenda pursuant to § 125, Sub-Para. 1, Sent. 5, German Stock Corporation Act:

Dr. Wolfgang Lust is not a member of any other supervisory board organized under German law or of comparable German or foreign oversight bodies of corporate entities.

9. Resolution amending the Articles of Association

The Management and Supervisory Boards propose that the following be resolved to amend the Articles of Association of the Company to reflect the new deadlines stemming from the coming into force of the German Act Implementing the Shareholders Rights Directive ("ARUG"):

(a) § 12, Sub-Para. 3, of the Articles of Association shall be amended to read as follows:

“Notification of said convocation, including notification of the agenda, shall be made in the German Federal Electronic Gazette at least 36 days prior to the date of the Annual Shareholders Meeting. The date of the Annual Shareholders Meeting and the date of its convocation shall not be included in the calculation.”

(b) § 12, Sub-Para. 4, of the Articles of Association shall be amended to read as follows:

“Only those shareholders shall be eligible to attend the Annual Shareholders Meeting, to exercise their voting rights and to make formal motions who have registered with the Company or with an office designated in the notice of said meeting of their intention to attend in writing, by telefax or in authenticated electronic form (§ 126b, German Civil Code [“BGB”]) by no later than the sixth day prior to the date of the Annual Shareholders Meeting. The date of receipt shall not be included in the calculation. Said registration shall be made in the German or English language.”

(c) § 12, Sub-Para. 5, of the Articles of Association shall be amended to read as follows:

“Certification in authenticated electronic form (§ 126b, German Civil Code) written in the German or English language by the custodial financial or financial services institution relating to the Shareholder’s shareholdings shall suffice to enable the Shareholder to attend the Annual Shareholders Meeting and to exercise his or her voting rights. Said certification shall refer to the beginning of the 21st day prior to the Annual Shareholders Meeting and shall be received by the Company or by an office designated in the notice of said meeting by no later than the sixth day prior to the date of the Annual Shareholders Meeting at the address indicated in the Notice of Annual Shareholders Meeting. The day of receipt shall not be included in the calculation.”

▶ Attendance at the Annual Shareholders Meeting

15

Only those shareholders who register with the Company at the address indicated below in writing, by telefax or in authenticated electronic form (§ 126b, German Civil Code) in the German or English language by no later than May 13, 2010, and who certify their shareholdings to the Company shall be eligible to attend the Annual Shareholders Meeting, to exercise their voting rights and to make motions. Certification of the shareholdings by the custodial financial or financial services institution shall suffice. Certification of the shareholdings shall reference the beginning of April 29, 2010 (midnight) (“record date”) and must be received by the Company in the German or English language at the address indicated below by no later than May 13, 2010:

PFEIFFER VACUUM TECHNOLOGY AG
c/o Commerzbank AG
WASHV dwpbank AG
Wildunger Strasse 14
60487 Frankfurt am Main, Germany
Fax: +49 (0) 69/5099-1110
E-Mail: hv-eintrittskarten@dwpbank.de

In exchange for the submitted certification of shareholdings, the shareholder or his or her proxy will receive an admission ticket to the Annual Shareholders Meeting.

With respect to the Company, attendance at the Annual Shareholders Meeting or exercise of voting rights as a shareholder will only be permissible for the individual providing the special certification of shareholdings. In this connection, the authorization to attend the Annual Shareholders Meeting and the extent of voting rights shall be governed exclusively on the basis of shareholdings as at the record date. The record date does not involve any freeze on the salability of shareholdings. Even in the event the shareholdings or portions thereof are sold subsequent to the record date, attendance and the scope of voting rights will be governed exclusively by the shareholder’s shareholdings as at the record date. The same applies analogously for the initial or additional acquisition of shares subsequent to the record date.

Proxies

By issuing an appropriate form of proxy, shareholders can also have their voting rights at the Annual Shareholders Meeting exercised by a proxy, e.g. the custodial financial institution, a shareholder association or any other person of their choice. Should a shareholder grant a proxy to more than one person, the Company shall be entitled to reject one or more of them.

- 16** The Company offers its shareholders the option of designating as their proxy prior to the Annual Shareholders Meeting an individual named by the Company, who will be bound by the instructions of the shareholder. Those shareholders who wish to designate the individual named by the Company as their proxy will require an admission ticket to the Annual Shareholders Meeting for this purpose. Shareholders will receive the required documents and information together with the admission ticket.

Should the proxy not be granted to a financial institution, a shareholder association, any other individual designated in accordance with the provisions of § 135, Sub-Para. 8, German Stock Corporation Act, a financial services institution or an enterprise operating in accordance with § 53, Sub-Para. 1, Sent. 1, or § 53b, Sub-Para. 1, Sent. 1, or Sub-Para. 7, German Banking Act "(KWG)", the issuance of a proxy, its revocation and certification of the proxy made in authenticated electronic form (§ 126b, German Civil Code) will suffice. The following address is available for notifying the Company that a proxy has been issued or revoked and for transmitting the certification or revocation of a form of proxy:

PFEIFFER VACUUM TECHNOLOGY AG
Investor Relations
Berliner Strasse 43
35614 Asslar, Germany
Telefax: +49 (0) 6441-802-365
E-Mail: Brigitte.Loos@pfeiffer-vacuum.de

A form that can be used to grant a proxy will be sent, together with the admission ticket, to those shareholders who register for the Annual Shareholders Meeting in the correct form and prior to the deadline.

The issuance of a proxy to financial institutions and comparable individuals and associations pursuant to § 135, German Stock Corporation Act, can also be effected in any other manner permissible in accordance with § 135, German Stock Corporation Act; we would point out, however, that in these cases the financial institutions, individuals or associations to whom the proxy is to be issued might require a special form of proxy, because they are required to retain the proxy for verification purposes pursuant to § 135, German Stock Corporation Act.

Shareholder rights

The following information is limited to the deadlines for the exercise of shareholder rights pursuant to § 122, Sub-Para. 2, § 126, Sub-Para. 1, § 127, and § 131, Sub-Para. 1, German Stock Corporation Act. Farther reaching comments relating to the above-indicated shareholder rights are available on the Company's Internet site at the following address:
www.pfeiffer-vacuum.de/shareholders_meeting

Shareholder demands pursuant to § 122, Sub-Para. 2, German Stock Corporation Act, that items be placed on the agenda, with notification being made thereof, must be received by the Company by no later than midnight, April 19, 2010.

Countermotions from shareholders against a proposal by the Management and Supervisory Boards relating to a specific point of the agenda pursuant to § 126, Sub-Para. 1, German Stock Corporation Act, as well as proposals by shareholders for the election of Supervisory Board members or independent auditors pursuant to § 127, German Stock Corporation Act, will be made available on the Company's Internet page if they are received by the Company prior to midnight, May 5, 2010.

The shareholders' right to information pursuant to § 131, Sub-Para. 1, German Stock Corporation Act, can be exercised at the Annual Shareholders Meeting.

Shareholder inquiries, motions and demands

Inquiries, motions and demands relating to the Annual Shareholders Meeting should be sent to the Company at the following address:

PFEIFFER VACUUM TECHNOLOGY AG
Investor Relations
Berliner Strasse 43
35614 Asslar, Germany
Telefax: +49 (0) 6441-802-365
E-Mail: Brigitte.Loos@pfeiffer-vacuum.de

Information pursuant to § 124a, German Stock Corporation Act

The information pursuant to § 124a, German Stock Corporation Act, is available on the Company's Internet site at the following address:
www.pfeiffer-vacuum.de/shareholders_meeting

17

Total number of shares and voting rights at the time of the convocation of this Annual Shareholders Meeting

At the time of the convocation of the Annual Shareholders Meeting, the capital stock of the Company totals 22,964,736.00, divided into 8,970,600 shares of no-par bearer stock ("shares"). Each share grants one vote. However pursuant to § 71b, German Stock Corporation Act, the Company does not enjoy any rights under treasury shares. At the time of the convocation of the Annual Shareholders Meeting, the Company holds 456,352 shares of treasury stock. Consequently, the total number of shares entitled to attend and vote at the time of the convocation is 8,514,248 shares.

Documents relating to the Annual Shareholders Meeting

Together with this Notice, all shareholders receive a Letter to Shareholders containing the key information about the 2009 fiscal year. The Consolidated Financial Statements and Management's Discussion & Analysis of the Corporate Group as at December 31, 2009, the Annual Financial Statements and Management's Discussion & Analysis of PFEIFFER VACUUM TECHNOLOGY AG for the 2009 fiscal year, the Report of the Management Board relating to the statements pursuant to §§ 289, Sub-Para. 4, 315, Sub-Para. 4, German Commercial Code, the Report of the Supervisory Board for the 2009 fiscal year, the proposal for appropriation of retained earnings, as well as the Reports of the Management Board relating to Points 6 and 7 of the Agenda, which is reprinted in full above, will be available on our Company's Internet site (www.pfeiffer-vacuum.de/shareholders_meeting) from the time of convocation of the Annual Shareholders Meeting until the adjournment of the Annual Shareholders Meeting. The documents will also be available at the Annual Shareholders Meeting.

Both the text of the presentation by the Chief Executive Officer as well as the voting results will also be announced at the above-indicated Internet address following the Annual Shareholders Meeting.

Asslar, Germany, April 2010

Management Board

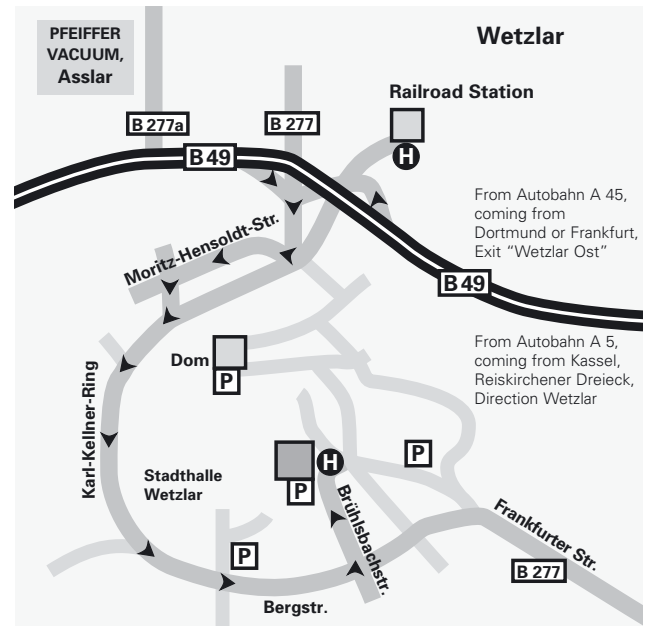
This version of the Notice of the Annual Shareholders Meeting, prepared only for the convenience of English-speaking readers, is a translation of the German original. For the purposes of interpretation only the German text is legally binding.

PFEIFFER VACUUM TECHNOLOGY AG

Berliner Strasse 43
35614 Asslar
Germany
Phone: +49 (0) 6441 802-346
Fax: +49 (0) 6441 802-365
www.pfeiffer-vacuum.net

Location

19



Please follow the signs to the "Stadthalle".

When arriving by public transportation: From the Wetzlar Railroad Station, take municipal bus lines 11 and 12 to the "Goldfischteich" bus stop.

Location:

Stadthalle Wetzlar
Brühlsbachstrasse 2b
35578 Wetzlar

