

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 (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 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.

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.

Asslar in April

The Management Board