



Pfeiffer Vacuum Technology AG

Domiciled in Asslar, Germany

ISIN DE0006916604

**Annual Shareholders Meeting of Pfeiffer Vacuum Technology AG
Thursday, May 20, 2010, at 2:00 PM
Stadthalle, Brühlsbachstr. 2B, 35578 Wetzlar, Germany**

Explanations

pursuant to § 121, Sub-Para. 3, Sent. 3, No. 3, German Stock Corporation Act ("AktG") on the rights of shareholders pursuant to § 122, Sub-Para. 2, German Stock Corporation Act, § 126, Sub-Para. 1, German Stock Corporation Act, § 127, German Stock Corporation Act, and § 131, Sub-Para. 1, German Stock Corporation Act

Pursuant to § 121, Sub-Para. 3, Sent. 3, No. 3, German Stock Corporation Act, the notice of convocation of the Annual Shareholders Meeting is restricted to indication of the deadlines for exercise of shareholder rights pursuant to § 122, Sub-Para. 2, German Stock Corporation Act, § 126, Sub-Para. 1, German Stock Corporation Act, § 127, German Stock Corporation Act, and § 131, Sub-Para. 1, German Stock Corporation Act. The purpose of the following information is to provide more far-reaching explanations of the above-indicated shareholder rights.

1. Supplementary agenda items pursuant to § 122, Sub-Para 2, German Stock Corporation Act

Pursuant to § 122, Sub-Para. 2, German Stock Corporation Act, shareholders of the Company whose aggregate holdings equal or exceed one-twentieth of the share capital (representing 448,530 shares of the Company) or a pro-rata amount of €500,000.00 (representing 195,313 shares of the Company) shall be entitled to demand that items be placed on the agenda of the Shareholders Meeting and published accordingly. Each new item must be accompanied by an explanatory statement or a proposed resolution.

Demands to supplement the agenda must be received by the Management Board of Pfeiffer Vacuum Technology AG in writing at the following address by no later than midnight, Monday, April 19, 2010:

Pfeiffer Vacuum Technology AG
Investor Relations
Berliner Strasse 43
35614 Asslar, Germany

The petitioners must evidence that they have held their shares for a period of at least three months prior to the date the demand is received by the Company.

Immediately upon receipt of the demand, amendments to the agenda whose publication is mandatory will be published in the German Federal Electronic Gazette (“elektronischer Bundesanzeiger”) – to the extent that they have not already been disclosed together with the notice of convocation – and will be sent for publication in those media which can be assumed to disseminate the information throughout the entire European Union. Immediately upon receipt, they will also be made available on the Company’s Internet site at http://www.pfeiffer-vacuum.de/shareholders_meeting, with notification being made to those shareholders demanding it pursuant to § 125, German Stock Corporation Act.

The provisions of the German Stock Corporation Act upon which these shareholder rights are based read as follows:

§ 121 General [Extract]

- (4) The notice of convocation (of the Shareholders Meeting) shall be published in the corporation’s journals. Should the corporation’s shareholders be known by name, it shall be permissible to send said notice of Shareholders Meeting by registered letter; unless otherwise specified in the articles of association, the date of dispatch shall be deemed to be the date of publication. §§ 125 through 127 shall apply analogously.
- (4a) In the case of publicly traded corporations that have not issued registered shares exclusively and that do not send the notice of convocation directly to the shareholders pursuant to Sub-Para. 4, Sent. 2 and 3, said notice shall be sent by no later than the time of announcement to those media which can be assumed to disseminate the information throughout the entire European Union.

§ 122 Convocation at the demand of a minority

- (1) A Shareholders Meeting shall be convened if shareholders whose aggregate holdings equal or exceed one-twentieth of the share capital shall demand said meeting in writing, indicating the purpose and grounds therefor; said demand shall be addressed to the Management Board. It shall be possible for the articles of association to provide that the right to demand convocation of a Shareholders Meeting shall be able to be made in different form or shall be able to be made contingent upon a lower percentage of the share capital. § 142, Sub-Para. 2, Sent. 2, shall apply analogously.
- (2) Similarly, shareholders whose aggregate holdings equal or exceed one-twentieth of the share capital or who represent a pro-rata amount of € 500,000 shall be entitled to demand that items be placed on the agenda and published. Each new item shall be accompanied by the grounds therefor or by a proposed resolution. The demand in the sense of Sentence 1 shall be received by the corporation no later than 24 days, in the case of publicly traded corporations no later than 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.

- (3) Should said demand be denied, the court shall be entitled to authorize those shareholders who made the demand to convene a Shareholders Meeting or to announce the item. The court shall also be entitled to appoint the chair of the meeting. Said authorization shall be referenced in the notice of convocation or announcement. Said decision shall be subject to appeal.
- (4) The corporation shall bear the costs of the Shareholders Meeting, as well as the court costs in the case of Sub-Para. 3 if the court has approved the motion.

§ 124 Publication of requests for supplementary agenda items; proposed resolutions [Extract]

- (1) Should the minority set forth in § 122, Sub-Para. 2, have demanded that items be placed on the agenda, said items shall be announced either together with the notice of convocation of the meeting or immediately following receipt of said demand. § 121, Sub-Para. 4, shall apply analogously; moreover, § 121, Sub-Para. 4a, shall apply analogously in the case of publicly traded corporations. Publication and submission shall be effected in the same manner as for convocation of a meeting.

§ 125 Notifications to shareholders and Supervisory Board members [Extract]

- (1) At least 21 days prior to the Shareholders Meeting, the Management Board shall notify those financial institutions and shareholder associations that had exercised voting rights for shareholders at the last Shareholders Meeting of the convocation of the Shareholders Meeting. The date of said notification shall not be included in the calculation. Should it be necessary to amend the agenda pursuant to § 122, Sub-Para. 2, notification of the amended agenda shall be made in the case of publicly traded corporations. Said notification shall also reference the option of having the voting right exercised by a proxy, including a shareholder association. In the case of publicly traded corporations, nominations to elect Supervisory Board members shall include information as to their membership on other statutory Supervisory Boards; information relating to their membership in comparable German or foreign oversight bodies of corporate entities should also be included.
- (2) The Management Board shall make the same notification to those shareholders so demanding or who were entered in the corporation's register of shares as a shareholder at the beginning of the 14th day prior to the Shareholders Meeting. It shall be permissible for the articles of association to restrict transmittal to electronic communication channels.
- (5) Financial services institutions or enterprises operating in accordance with § 53, Sub-Para. 1, Sent. 1, or § 53b, Sub-Para. 1, Sent. 1, or Sub-Para. 7, of the German Banking Act ("KWG"), shall be given equal standing with financial institutions.

§ 142 Appointment of special auditors [Extract]

- (2) Should the Shareholders Meeting fail to pass a motion for the appointment of special auditors to audit the transaction relating to the corporation's establishment or to a transaction relating to the management of the corporation that is not more than five years old, the court shall be entitled to appoint special auditors upon the motion of shareholders whose aggregate holdings equal or exceed one-hundredth of the share capital or a pro-rata amount of € 100,000 if circumstances

exist that justify the suspicion that dishonesty or gross infringement of applicable law or the articles of association was involved in connection with the transaction. The petitioners shall evidence that they have held their shares for at least three months prior to the date of the Shareholders Meeting and that they shall continue to hold said shares until a decision is made on said motion. § 149 shall apply analogously to any agreement to avoid said special audit.

2. Countermotions and nominations pursuant to § 126, Sub-Para. 1, German Stock Corporation Act, § 127, German Stock Corporation Act

Shareholders of the Company are entitled to submit countermotions in opposition to proposals made by the Management and/or Supervisory Boards relating to certain items of the Agenda pursuant to § 126, Sub-Para. 1, German Stock Corporation Act, or to nominations of Supervisory Board members or independent auditors pursuant to § 127, German Stock Corporation Act.

Countermotions pursuant to § 126, Sub-Para. 1, German Stock Corporation Act, must include the grounds therefor.

It is not mandatory for the Management Board to make a nomination for the election of Supervisory Board members or independent auditors, in particular, available if the nomination does not include the name, profession exercised and place of residence of the nominee. Moreover, a nomination for the election of Supervisory Board members need not be made available if no information relating to the nominee's membership on other statutory Supervisory Boards has been included. No grounds are required in connection with a nomination pursuant to § 127, German Stock Corporation Act.

Countermotions and nominations 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

Countermotions and nominations from the Company's shareholders, including the name of the shareholder, the grounds therefor and any position which might be taken by management, will only be made available on the Company's Internet site at the following address http://www.pfeiffer-vacuum.de/shareholders_meeting if received by the Company no later than midnight on Wednesday, May 5, 2010.

The provisions of the German Stock Corporation Act upon which these shareholder rights are based read as follows:

§ 124 Publication of demands for amendments; proposed resolutions [Extract]

- (3) The Management Board and Supervisory Board, however the Supervisory Board only in the case of elections of Supervisory Board members and auditors, shall submit proposed resolutions relating to each item of the agenda to be resolved by the Shareholders Meeting. In the case of corporations in the sense of § 264d of the German Commercial Code ("HGB"), the proposal of the Supervisory Board relating to election of the independent auditor shall be based upon the recommendation of the audit committee. Sentence 1 shall not be applicable if the

Shareholders Meeting shall be bound by nominations pursuant to § 6 of the German Coal and Steel Codetermination Act in the case of elections of Supervisory Board members or if the subject of the resolution has been placed on the agenda at the demand of a minority. The nominations for the election of Supervisory Board members or auditors shall indicate their name, profession exercised and place of residence. [...]

§ 125 Notifications to shareholders and Supervisory Board members [Extract]

- (1) The Management Board shall notify those financial institutions and shareholder associations of the convocation of the Shareholders Meeting that had exercised voting rights for shareholders at the last Shareholders Meeting or who have demanded said notification of the Shareholders Meeting at least 21 days prior to said meeting. The date of said notification shall not be included in the calculation. In the case of publicly traded corporations, notification of the amended agenda shall be made if the agenda is to be amended pursuant to § 122, Sub-Para. 2. Said notification shall reference the option of having the voting right exercised by a proxy, as well as by a shareholder association. In the case of publicly traded corporations, nominations for the election of Supervisory Board members shall include information relating to their membership on other statutory Supervisory Boards; information relating to their membership on comparable German or foreign oversight bodies of corporate entities should also be included.

§ 126 Shareholder motions

- (1) Shareholder motions, which shall include the name of the shareholder, the grounds therefor and any position taken by management, shall be made available to the eligible persons set forth in § 125, Sub-Para. 1 through 3, under the conditions set forth therein if at least 14 days prior to the meeting of the corporation the shareholder shall send to the address indicated in the notice of convocation of said meeting a countermotion to a proposal by the Management Board and Supervisory Board relating to a certain agenda item. The date of receipt shall not be included in the calculation. In the case of publicly traded corporations, access shall be provided via the corporation's Internet site. § 125, Sub-Para. 3, shall apply analogously.
- (2) It shall not be mandatory for a countermotion and the grounds therefor to be made available if
 1. The Management Board would become criminally liable as a result of said accessibility
 2. Said countermotion would result in a resolution of the Shareholders Meeting that would be illegal or in violation of the articles of association
 3. The grounds essentially contain points that are manifestly false or misleading in material respects or that are libelous
 4. A countermotion from said shareholder that is based upon the same circumstances has already been made available with respect to a Shareholders Meeting of the corporation pursuant to § 125

5. If the same countermotion from said shareholder with essentially the same grounds has already been made available pursuant to § 125 to at least two Shareholders Meetings of the corporation within the past five years and at which less than one-twentieth of the share capital represented had voted in favor thereof at said Shareholders Meetings
6. Said shareholder has indicated that s/he will neither attend nor be represented at the Shareholders Meeting, or
7. Said shareholder has failed to make or caused to be made on his/her behalf a countermotion communicated by him/her within the past two years at two Shareholders Meetings

It shall not be necessary for the grounds to be made available if they exceed 5,000 characters in length.

- (3) Should multiple shareholders make countermotions for resolution relating to the same subject matter, it shall be permissible for the Management Board to combine said countermotions and the respective grounds in support thereof.

§ 127 Shareholder nominations

§ 126 shall apply analogously with respect to the nomination by a shareholder for the election of Supervisory Board members or independent auditors. It shall not be necessary to provide grounds for said nomination. Nor shall it be necessary for the Management Board to make the nomination available if said nomination fails to contain the particulars set forth in § 124, Sub-Para. 3, Sent. 3, and § 125, Sub-Para. 1, Sent. 5.

3. Information rights pursuant to § 131, Sub-Para. 1, German Stock Corporation Act

Pursuant to § 131, Sub-Para. 1, German Stock Corporation Act, shareholders of the Company are entitled to demand information from the Management Board at the Shareholders Meeting relating to the affairs of the Company, to the Company's legal and business relationships with affiliated companies, as well as to the position of the corporate group and of the companies included in the consolidated financial statements, to the extent that such information may be required for proper assessment of the agenda item.

The Management Board is entitled to refrain from answering individual questions for the reasons set forth in § 131, Sub-Para. 3, German Stock Corporation Act.

Should information have been provided to a shareholder in his/her capacity as a shareholder outside a Shareholders Meeting, such information will be provided to any other shareholder upon demand at the Shareholders Meeting, even if the information is not necessary for proper assessment of the agenda item.

It is permissible for the shareholders' right to information to be exercised at the Shareholders Meeting.

The provisions of the German Stock Corporation Act upon which these shareholder rights are based read as follows:

§ 131 Right of shareholders to information

- (1) Each shareholder shall be entitled to demand information relating to the corporation's affairs from the Management Board at the Shareholders Meeting to the extent that said information shall be required for proper assessment of the agenda item. Said information obligation shall also extend to the corporation's legal and business relationships with any affiliated enterprise. Should a corporation have made use of the simplified procedure pursuant to § 266, Sub-Para. 1, Sent. 3, § 276 or § 288, German Commercial Code, any shareholder shall be entitled to demand that the annual financial statements be presented to him/her at the Shareholders Meeting relating to said annual financial statements in the form that would have been used if the above provisions had not been applied. The obligation of the Management Board of a parent corporation (§ 290, Sub-Para. 1, 2, German Commercial Code) to provide information at the Shareholders Meeting at which the consolidated financial statements and management's discussion and analysis of the corporate group are to be considered shall also include the position of the corporate group and of the companies included in the consolidated financial statements.
- (2) Said information shall conform to the principles of conscientious and accurate accounting. It shall be possible for the articles of association or the rules of procedure pursuant to § 129 to authorize the chair of the meeting to appropriately limit the number of questions and speaking time of a shareholder, and to stipulate further rules in this regard.
- (3) The Management Board shall be entitled to refuse to provide information
 1. To the extent that the provision of said information would be likely, on the basis of sound business judgment, to cause material damage to the corporation or to an affiliated company
 2. To the extent that said information relates to tax valuations or to the amount of individual taxes
 3. Relating to the difference between the value at which items are shown in the annual balance sheet and any higher fair market value of said items, unless the annual financial statements are to be adopted by the Shareholders Meeting
 4. Relating to the methods of accounting and valuation to the extent that disclosure of said measures in the notes would suffice to provide an appropriate view of the actual conditions of the corporation's assets, financial position and profitability within the meaning of § 264, Sub-Para. 2, of the German Commercial Code; the above shall not be applicable if the annual financial statements are adopted by the Shareholders Meeting
 5. To the extent to which the provision of said information would render the Management Board criminally liable
 6. To the extent to which it is not mandatory to provide information relating to the accounting and valuation methods applied, as well as to adjustments made in the annual financial statements, to management's discussion and analysis, the consolidated financial statements or management's discussion and analysis of the consolidated group in the case of a financial institution or financial services institution

7. To the extent to which said information is continuously available on the corporation's Internet site for at least seven days prior to the Shareholders Meeting, as well as during the course of said meeting

It shall not be possible for the provision of said information to be denied for other reasons.

- (4) If information has been provided to a shareholder in his/her capacity as a shareholder outside a Shareholders Meeting, said information shall be provided to any other shareholder upon demand at the Shareholders Meeting, even should the information not be necessary for proper assessment of the agenda item. It shall not be permissible for the Management Board to deny to provide information pursuant to Sub-Para 3, Sent. 1, Nos. 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290, Sub-Para. 1, 2, German Commercial Code), a joint venture (§ 310, Sub-Para. 1, German Commercial Code) or an associated company (§ 311, Sub-Para. 1, German Commercial Code) shall provide said information to a parent corporation (§ 290, Sub-Para. 1, 2, German Commercial Code) for the purpose of including said company in the consolidated financial statements of the parent corporation, and the information is required for this purpose.
- (5) A shareholder who has been denied information shall be entitled to demand that his/her question and the grounds under which provision of the information was denied be recorded in the minutes of the meeting.

Asslar, April 2010

Pfeiffer Vacuum Technology AG
Management Board