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PFEIFFER  VACUUM

Future

NOTICE OF ANNUAL
GENERAL MEETING

PFEIFFER VACUUM TECHNOLOGY AG

MAY 22, 2014

Pfeiffer Vacuum Technology AG Asslar
ISIN DE0006916604

Notice of Annual General Meeting

We cordially invite our shareholders to attend our
Annual General Meeting
on Thursday, May 22, 2014, at 2:00 pm,
at the Stadthalle, Brühlsbachstr. 2B, 35578 Wetzlar, Germany.

This Notice of Annual General Meeting is a translation from the
German version. Only the German version is binding.

Agenda

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, 2013. 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 2013 fiscal year.

Pursuant to the rules of the German Stock Corporation Act, the above-mentioned documents must be made available to the Annual General Meeting. No resolution of the Annual General Meeting is planned for Item 1 of the Agenda, as pursuant to statutory requirements the Supervisory Board had respectively approved or endorsed the Annual and Consolidated Financial Statements on March 17, 2014.

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 € 92,410,371.82 as presented in the Annual Financial Statements as of December 31, 2013:

Distribution of a dividend in the amount of € 2.65 per no-par share enjoying dividend entitlement for the 2013 fiscal year	Euro 26.149.269,35
Carried forward to new account	<u>Euro 66.261.075,47</u>
	<u><u>Euro 92.410.371,82</u></u>

The dividend will be payable on May 23, 2014

The proposed appropriation of retained earnings takes into consideration the fact that the Company does not presently hold any treasury shares which pursuant to § 71b, German Stock Corporation Act ("AktG"), would not enjoy dividend entitlement. The number of shares enjoying dividend entitlement could decrease prior to the Annual General Meeting through the acquisition of treasury shares. In this case, a correspondingly modified proposed resolution on the appropriation of retained earnings will be submitted to the Annual General Meeting, whereby there will be no change in the

distribution of € 2.65 per no-par share enjoying dividend entitlement.

3. Resolution to ratify the actions of the Management Board for the 2013 fiscal year

The Management and Supervisory Boards propose that the actions of the Management Board for the 2013 fiscal year be ratified.

4. Resolution to ratify the actions of the Supervisory Board for the 2013 fiscal year

The Management and Supervisory Boards propose that the actions of the Supervisory Board for the 2013 fiscal year be ratified.

5. Election of the independent auditor for the Company and the consolidated accounts for the 2014 fiscal year

As recommended by the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, of Eschborn/Frankfurt am Main, Germany, be appointed as the independent auditor of both the accounts of the Company and the consolidated accounts for the 2014 fiscal year.

6. Resolution authorizing the issuance of option bonds or convertible bonds, profit participation rights or participating bonds, and the creation of conditional capital, as well as amendment of the Articles of Association

The Annual General Meeting on May 26, 2009 agreed a resolution authorizing the issuance of option bonds, the creation of conditional capital amounting to € 5,741,184.00 as well as the amendment of the Articles of Association. This authorization is due to expire on May 23, 2014. This authorization shall be replaced by a new authorization and extended to issue option bonds, profit participation rights or participating bonds or a combination of these instruments; furthermore, a resolution shall be agreed on the creation of new conditional capital amounting to some 25% of the share capital and the amendment of the Articles of Association. The Management and Supervisory Boards therefore propose that the following resolutions be adopted:

- a) Authorization to issue fractional bonds with option or conversion rights or conversion obligations, profit participation rights or participating bonds (or combinations of these instruments)

(1) Term of the authorization and nominal amount

The Management Board shall be authorized, with the approval of the Supervisory Board, once or multiple times until May 21, 2019 to issue bearer or registered option bonds or convertible bonds, profit participating bonds or participating bonds, or a combination of these instruments (collectively called “bonds”) having an aggregate nominal value of up to € 200,000,000.00 and to grant the holders or creditors of the option bonds and option rights and the holders or creditors of convertible bonds conversion rights for up to 2,466,914 no-par bearer shares of the Company having a pro-rata amount of up to € 6,315,299.84 of the share capital in accordance with detailed stipulation of the terms and conditions of the option bonds and convertible bonds. It shall also be possible for the terms and conditions of the convertible bonds to establish an obligation to exercise the conversion rights (hereinafter also called “conversion obligation”).

The bonds can be issued in euros as well as in the legal currency of an OECD country, provided the equivalent amount in euros is not exceeded. It is also permissible for them to be issued by a subsidiary of Pfeiffer Vacuum Technology AG pursuant to § 18, German Stock Corporation Act. For this case, the Management Board shall be authorized, with the approval of the Supervisory Board, to assume the guarantee for the bonds and to grant or impose the holders or creditors of option bonds and/or convertible bonds option rights or conversion rights or conversion obligations for bearer shares in Pfeiffer Vacuum Technology AG.

(2) Right of subscription

The statutory right of subscription is granted to shareholders in that the bonds can be assumed by a financial institution or a consortium of financial institutions with the obligation to offer them to shareholders for subscription. If bonds are issued by a subsidiary of Pfeiffer Vacuum Technology AG pursuant to § 18, German Stock Corporation Act, the Company shall ensure accordingly that statutory subscription rights are given to shareholders of

Pfeiffer Vacuum Technology AG.

The Management Board shall however be authorized, with the approval of the Supervisory Board, to exclude shareholders’ rights of subscription to bonds for fractional amounts and to also exclude the right of subscription to the extent required for granting a right of subscription to the holders of previously issued bonds with option rights or conversion rights or conversion obligations to the extent to which they would be entitled as shareholders following the exercise of the option rights or conversion rights or satisfaction of the conversion obligation.

The Management Board shall furthermore be authorized, with the approval of the Supervisory Board, to exclude in entirety the right of shareholders to subscribe to bonds vested with an option right and/or conversion right or conversion obligation, to the extent that the Management Board considers after due examination that the issue price of the bonds is not significantly lower than their hypothetical market value, which is calculated using recognized, in particular, financial calculation methods. This authorization to exclude the right of subscription applies for bonds vested with an option right and/or conversion right or conversion obligation, or with an option right and/or conversion right or a conversion obligation in relation to shares with a pro-rata amount of the share capital, which must not exceed a total of 10 percent of the share capital, either at the time this authorization takes effect or – if this amount is lower – at the time of exercising the present authorization. The aforementioned ten percent limit shall also include:

- new shares which are issued from authorized capital excluding the right of subscription according to § 186 Sub-Par. 3 Sent. 4, German Stock Corporation Act, during the term of this authorization up to the issuance of bonds with an option right and/or conversion right or conversion obligation, without a right of subscription, according to § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act; and
- shares which are acquired through authorization of the Annual General Meeting and are sold during the term of this authorization according to § 71 Sub-Para. 1 No. 8 Sent. 5, German Stock Corporation Act in conjunction with § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act until the issu-

ance without subscription rights of the bonds with an option right and/or conversion right or conversion obligation excluding the right of subscription according to § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act.

Insofar as profit participation rights or participating rights are issued without an option right or conversion right/obligation, the Management Board shall be authorized to exclude the right of subscription of shareholders in entirety with the approval of the Supervisory Board if these profit participation rights or participating rights are essentially debt instruments that do not grant their holders any equity rights or interests in net assets upon liquidation, and return a yield that is not based on the amount of the annual net profits, the balance sheet profits or the dividend. Moreover, in such a case, the interest payment and the issue price of the profit participation rights or participating rights must reflect current market conditions at the time of issue.

The total number of bonds issued under the aforementioned authorizations under exclusion of the right of subscription are limited to the number of bonds that are vested with an option right and/or conversion right or conversion obligation in relation to shares with a pro-rata share of the share capital which must not exceed 20% in total of the share capital, either at the time this authorization takes effect or – if this amount is lower – at the time of exercise of the present authorization. The aforementioned twenty percent limit shall also include:

- new shares which are issued from approved capital under exclusion of the right of subscription according to § 186 Sub-Par. 3 Sent. 4, German Stock Corporation Act during the term of this authorization until the issuance of bonds with an option right and/or conversion right or conversion obligation, without a right of subscription, according to § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act; and
- shares which are acquired through authorization of the Annual General Meeting and are sold during the term of this authorization according to § 71 Sub-Para. 1 No. 8 Sent. 5, German

Stock Corporation Act in conjunction with § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act up to the issuance without subscription rights of the bonds with an option right and/or conversion right or conversion obligation excluding the right of subscription according to § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act.

(3) Option rights

In the event that option bonds are issued, one or more option warrants shall be attached to every fractional bond, which entitle the bearer or creditor to subscribe to no-par bearer stock of Pfeiffer Vacuum Technology AG subject to the option conditions to be defined by the Management Board. For option bonds issued in euros by Pfeiffer Vacuum Technology AG or a subsidiary, the option conditions may provide for the option price to also be fulfilled by transferring fractional bonds and, where appropriate, an additional cash payment. The pro-rata amount of the share capital which is attributable to the shares to be subscribed for each of the bonds may not exceed the nominal amount of the fractional bonds. Where fractions of shares result, the option and bond conditions may provide for such fractions to be consolidated into full shares, if applicable with additional cash payment. This also applies if options are attached to a profit participation right or a participating bond.

(4) Conversion rights

If convertible bonds are issued, the holders of bearer bonds, and in all other cases the creditors of the bonds, shall have the irrevocable right to convert their bonds to no-par bearer stock of Pfeiffer Vacuum Technology AG according to the terms and conditions for convertible bonds defined by the Management Board. The conversion ratio is determined by dividing the nominal value by the fixed conversion price for a share in the Company and may be rounded up or down to a whole number; moreover, an additional cash payment may be specified and the Company may require that fractional shares that cannot be converted be consolidated or settled in cash. This also applies if the conversion right refers to a profit participation right or a participating bond.

(5) Option or conversion price

In the event that bonds are issued that grant an option right or conversion right or impose a conversion obligation, the option or conversion price for a Company share must not be lower than 80 percent of the stock price of the Company share in Xetra trading (or a comparable successor system) on the Frankfurt stock exchange. The relevant stock price shall be the volume-weighted average stock price of the shares of Pfeiffer Vacuum Technology AG on the ten stock exchange trading days preceding the final decision of the Management Board regarding the invitation to shareholders to tender an offer to subscribe to bonds or regarding the declaration of acceptance by the Company following an invitation to tender subscription offers, with the pre-emptive subscription right being excluded. In the event of bonds being issued which grant an conversion right, the conversion price equates to at least the aforementioned minimum price or the volume-weighted average stock price of the shares of Pfeiffer Vacuum Technology AG in Xetra trading (or a comparable successor system) on the Frankfurt stock exchange on the ten stock exchange trading days before or after the final maturity date of the bonds, even in this average stock price is lower than the aforementioned minimum price. § 9 Sub-Para. 1, German Stock Corporation Act, and § 199 Sub-Para. 2, German Stock Corporation Act, remain unaffected thereby.

Notwithstanding § 9 Sub-Para. 1, German Stock Corporation Act, in the case of bonds vested with option or conversion rights or conversion obligations, the option or conversion price may be adjusted in accordance with the terms and conditions of the bonds in order to preserve the value if there is an economic dilution of the value of the option or conversion rights or conversion obligations, provided that such adjustment is not already provided for by statutory law. This shall apply, in particular, in the case of a capital increase or capital reduction and in the case of dividend payments to the shareholders of the Company. Besides, in the event of an acquisition of control by a third party, an adjustment of the option or conversion price, respectively, or a shortening of the term may be provided for to the extent this is customary in the market.

(6) Other provisions, including conversion obligations

The terms and conditions of the bonds may provide for the right of the Company to not grant new shares in the case of a conversion or the exercise of an option right but to pay a cash amount. The terms and conditions of the bonds may also stipulate that, at the choice of the Company, the option or convertible bonds may be converted, instead of into new shares from conditional capital, into already existing shares of the Company or of another company or, that the option right may be exercised by delivering such shares.

The terms and conditions of the bonds may also provide for a conversion obligation at the end of their term (or at another point in time) or for the right of the Company to grant to the bondholders or creditors of the bonds, upon the final maturity of the bonds vested with option or conversion rights (this shall also include maturity by virtue of a termination), in whole or in part, shares of the Company or of another listed company instead of payment of the due amount in cash.

The proportionate amount of the registered share capital of the shares to be issued upon conversion or exercise of the option may not exceed the nominal value of the bonds. § 9 Sub-Para. 1 in conjunction with § 199 Sub-Para. 2, German Stock Corporation Act, shall be observed.

The Board of Management shall be authorized, with the approval of the Supervisory Board, to determine, or define in agreement with the corporate bodies of the Pfeiffer Vacuum Technology AG Group issuing the option or convertible bonds, the additional details relating to the issue and the terms and conditions of the bonds including, in particular, the interest rate, issue price, term and denomination, and dilution protection provisions as well as the option or conversion period.

b) Creation of conditional capital

The share capital shall be conditionally increased by up to € 6,315,299.84 through the issuance of up to 2,466,914 new, no-par bearer shares ("conditional capital"). The conditional increase of capital shall serve to grant no-par bearer shares in the Company to the holders and/or creditors of option or convertible bonds, profit participation rights or

participating bonds (or combinations of these instruments), each with option rights or conversion rights or obligations, issued on or before May 21, 2019 by the Company or by a subsidiary of the Company pursuant to § 18, German Stock Corporation Act, on the basis of the authorization approved by the Annual General Meeting on May 22, 2014, under Item 6 of the Agenda. The issuance of the new shares is carried out at the respective conversion or option price to be determined according to the aforementioned authorization resolution.

Said conditional increase of capital shall be effected only to the extent that option or conversion rights are exercised or that holders and /or creditors who are obligated to effect conversion satisfy their conversion obligation, and to the extent that compensation in cash is not granted or that shares held in treasury or shares of another listed company are used to satisfy this purpose. The new shares issued on the basis of exercising the option right or conversion right, or the satisfaction of the conversion obligation, shall participate in the profits of the Company as of the beginning of the fiscal year in which they are created.

The Management Board, with the approval of the Supervisory Board, shall be authorized to define the further details of the execution of the conditional increase of capital.

c) Amendment to the Articles of Association

§5 Sub-Para. 6 of the Articles of Association of the Company shall be reworded as follows:

„(6) The share capital is conditionally increased by € 6,315,299.84 through the issuance of up to 2,466,914 new, no-par bearer shares (“conditional capital”). The conditional increase of capital is implemented only to the extent that holders and/or creditors of option or conversion rights or those persons obligated to convert on the basis of option or convertible bonds, profit participation rights or participating bonds, issued by the Company or a subsidiary of the Company pursuant to § 18, German Stock Corporation Act, on the basis of the authorization approved or guaranteed by the Annual General Meeting on May 22, 2014, under Item 6 of the Agenda, make use of their option or conversion rights or to the extent that they are obligated to effect a conversion, to the extent that compensation in cash is not granted or that shares held in treasury or shares of another listed company are not used to satisfy this purpose. The issuance of the new shares is effected at the respective conversion or option price to be determined according

to the aforementioned authorization resolution. The new shares issued on the basis of exercising the option right or conversion right, or the satisfaction of the conversion obligation, shall participate in the profits of the Company as of the beginning of the fiscal year in which they are created. The Management Board, with the approval of the Supervisory Board, shall be authorized to define the further details of the execution of the conditional increase of capital.”

d) Authorization to amend the wording of the Articles of Association

The Supervisory Board shall be authorized to make adjustments to the wording of the Articles of Association in accordance with the respective issue of shares to be subscribed and to conduct all other related amendments to the Articles of Association which merely concern the wording of the latter. The same shall apply in the event that the authorization for the issue of option or convertible bonds, profit participation rights or participating bonds has not been utilized after the term of the authorization has expired, as well after expiry of the terms for exercising option or conversion rights or fulfilling conversion obligations in the event that the conditional capital has not been utilized.

Report of the Management Board to the Annual General Meeting of Pfeiffer Vacuum Technology AG on May 22, 2014 in relation to Item 6 of the Agenda

The Management Board is required to issue a written report relating to Item 6 of the Agenda, pursuant to §§ 221, Sub-Para. 4, Sent. 2, 186, Sub-Para. 4, Sent. 2, German Stock Corporation Act. The report is available for inspection on the Internet at www.pfeiffer-vacuum.com/agm from the date on which the Annual General Meeting is convened onwards. It will also be available for inspection at the Annual General Meeting. The report is hereby published as follows:

It is proposed under Item 6 of the Agenda of the Annual General Meeting of Pfeiffer Vacuum Technology AG on May 22, 2014 that the Annual General Meeting grants a new authorization to issue option or conversion bonds, profit participation rights or participating bonds or a combination of these instruments (“bonds”) amounting to a total nominal value of up to € 200,000,000.00 as well as the creation of the associated conditional capital of up to € 6,315,299.84. This is intended to enhance the options of Pfeiffer Vacuum Technology AG

for financing its activities, as detailed below, and to allow the Management Board, with the approval of the Supervisory Board, access to flexible and short-term financing opportunities, and in particular to take advantage of favorable capital market conditions, in the interest of the Company.

- a) As a general rule, the shareholders are entitled to the statutory subscription right for bonds vested with option or conversion rights or conversion obligations, respectively (§ 221 Sub-Para. 4 in conjunction with § 186 Sub-Para. 1, German Stock Corporation Act). In order to facilitate the technical processing of the issue, it is intended to make use of the possibility to issue the bonds to a financial institution or a syndicate of financial institutions, subject to the obligation to offer the bonds to the shareholders in accordance with their subscription right (indirect subscription right pursuant to § 186 Sub-Para. 5, German Stock Corporation Act).
- b) The exclusion of the subscription right for fractional amounts allows the authorization sought to be utilized in rounded-off amounts. This simplifies the technical processing of the shareholders' subscription right. The exclusion of the subscription right for the benefit of holders of option or conversion rights or conversion obligations that have already been issued has the advantage that the option or conversion price for the option or conversion rights or conversion obligations that have already been issued does not have to be reduced and that, thus, a higher total inflow of funds can be achieved. Therefore, both cases of the exclusion of the subscription right are in the best interests of the Company and its shareholders.
- c) The Board of Management is further authorized, with the approval of the Supervisory Board, to exclude the subscription right of the shareholders in its entirety, if the issue of the bonds vested with option or conversion rights or conversion obligations is made at an issue price which is not significantly lower than the market price of these bonds. This gives the Company the opportunity to quickly and flexibly make use of market opportunities and to obtain better conditions for the determination of the interest rate and the issue price of the bonds by stipulating terms and conditions which are closer to the market environment. A stipulation of terms and conditions that are closely related to the market environment and a smooth placement would not be possible if the subscription right had to be observed. § 186 Sub-Para. 2, German Stock Corporation Act, allows for a publication of the subscription price (and, thus,

the terms and conditions of these bonds) until the third-last day of the subscription period. However, given the often observable volatility of the equity markets, there still exists a market risk for several days, leading to discounts when determining the terms and conditions of the bonds and hence resulting in terms that are not close to market conditions. Furthermore, if the subscription right remains in effect, successful placement with third parties is also jeopardized or may entail additional efforts, given the uncertainty regarding the exercise of the subscription right (subscription behavior). Finally, when granting subscription rights, the Company is unable to react to changes in market conditions at short notice because of the duration of the subscription period, but is exposed to declining stock prices during the subscription period which may lead to the Company procuring financing on unfavorable terms.

Pursuant to § 221 Sub-Para. 4 Sent. 2, German Stock Corporation Act, the provision in § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act, applies accordingly to this case of an exclusion of the subscription right in its entirety. According to the content of the resolution, the limit stipulated in this provision for the exclusion of the subscription right of 10 percent of the registered share capital has to be complied with. It is also ensured by means of a respective stipulation in the authorization resolution that the ten percent limit is not exceeded even in the case of a reduction in capital, since the authorization to exclude the subscription right expressly prohibits that an amount of 10 percent of the registered share capital is exceeded, both at the time of becoming effective and—in the event that this amount is lower—at the time of utilization of this authorization. The aforementioned ten percent limit includes new shares that are issued during the term of this authorization from authorized capital with an exclusion of the subscription right pursuant to § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act. Furthermore, shares that are acquired on the basis of an authorization granted by the Annual General Meeting and are disposed of with an exclusion of the subscription right pursuant to § 71 Sub-Para. 1 No. 8 Sent. 5 in conjunction with § 186 Sub-Para. 3 sent. 4, German Stock Corporation Act, are also included.

§ 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act, further stipulates that the issue price may not be significantly lower than the stock market price. This provision is intended to ensure that no significant economic dilution of the value of the shares occurs. Whether or not such diluti-

on effect occurs in the event of an issue of bonds vested with option or conversion rights or conversion obligations without granting subscription rights may be determined by calculating the hypothetical market price of the bonds in accordance with generally accepted, especially financial calculation, methods and comparing it to the issue price of the bonds. If in the process of a duly conducted examination this issue price is found to be only insignificantly lower than the hypothetical market price at the time of the issue of the bonds, the exclusion of the subscription right is permissible in accordance with the rationale and purpose of the provision in § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act, because the deduction is merely insignificant. Therefore, the authorization resolution stipulates that, prior to the issue of bonds vested with option or conversion rights or conversion obligations, the Board of Management after a duly conducted examination comes to the conclusion that the intended issue price does not lead to a significant dilution of the value of the shares. This would result in the calculational market value of a subscription right being close to zero, thus ensuring that the shareholders will not suffer any material economic disadvantages from the exclusion of the subscription rights. Independently of this examination conducted by the Board of Management, a determination of terms and conditions which are closely related to market conditions—and thus the avoidance of a significant dilution of the value—is ensured in cases where a book-building procedure is conducted. In this procedure, the bonds are determined on the basis of purchase orders submitted by investors and the total value of the bonds is therefore fixed close to market conditions. All this ensures that the exclusion of the right of subscription does not lead to a significant dilution of the value of the shares.

Furthermore, after conversion or option rights are exercised or conversion obligations come into effect, shareholders have the opportunity at any time to maintain the extent of their portion of the registered share capital of the Company by acquiring shares through the stock market. In contrast, the authorization to exclude the subscription right allows the Company to determine terms and conditions close to market conditions, the highest possible security regarding placement with third parties, and the utilization of favorable market situations at short notice by the Company.

- d) To the extent that it is intended to issue profit participation rights or participating bonds without option or conversion

rights or conversion obligations, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' right of subscription in its entirety if the terms and conditions applicable to such profit participation rights or participating bonds are similar to obligatory relationships, i.e. if they do not confer any membership rights in the Company, grant no right to participate in the liquidation proceeds, and the interest rate is not calculated on the basis of the amount of the net income, balance sheet profits, or dividend. In addition, it is required that the interest rate and the issue price of the profit participation rights or participating bonds correspond to current market conditions at the time of issue. If the aforementioned requirements are fulfilled, the exclusion of the subscription right does not cause any detriment for the shareholders, since the profit participation rights or participating bonds, do not confer any membership rights, and do not grant any entitlement to the liquidation proceeds or the profits of the Company.

- e) The total number of bonds issued under the aforementioned authorizations under exclusion of the right of subscription are limited to the number of bonds that are vested with an option right or conversion right or conversion obligation on shares with a pro-rata share of the share capital which must not exceed 20% in total of the share capital, either at the time this authorization takes effect or – if this amount is lower – at the time that the present authorization is exercised. The aforementioned twenty percent limit shall also include (i) new shares which are issued from approved capital and exclude the right of subscription according to § 186 Sub-Par. 3 Sent. 4, German Stock Corporation Act, during the term of this authorization until the issuance of bonds with an option right or conversion right or conversion obligation, without a right of subscription, according to § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act; and (ii) shares which are acquired through authorization of the Annual General Meeting and are sold during the term of this authorization according to § 71 Sub-Para. 1 No. 8 Sent. 5, German Stock Corporation Act, in conjunction with § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act, up to the issuance without subscription rights of the bonds with an option right and/or conversion right or conversion obligation under exclusion of the right of subscription according to § 186 Sub-Para. 3 Sent. 4, German Stock Corporation Act. Since the opportunity of excluding the right of subscription is already severely restricted after authorization has been granted, this additional quanti-

tative restriction that goes beyond the statutory limitations strictly minimizes any adverse effects on the shareholders.

The Management Board will carefully consider in every case basis whether utilization of the authorization would be in the interests of the Company and its shareholders. The Management Board will report to the next Annual General Meeting in the event that the proposed authorization is utilized.

7. Resolution for approving the amendment to the profit and loss transfer agreement with Pfeiffer Vacuum GmbH

A profit and loss transfer agreement dated August 29, 2002 exists between Pfeiffer Vacuum Technology AG and Pfeiffer Vacuum GmbH as the transferring company. Pfeiffer Vacuum Technology AG and Pfeiffer Vacuum GmbH adopted a resolution on April 7, 2014 to amend the profit and loss transfer agreement concerning the arrangement to assume losses. The shareholders' meeting of Pfeiffer Vacuum GmbH has already approved this agreement. The purpose of the agreement is to reflect a change in corporation tax law, in order to ensure the continuation of the consolidated tax filing arrangement.

The Management Board and Supervisory Board propose that the following resolution be adopted:

The agreement dated April 7, 2014 amending the profit and loss transfer agreement between Pfeiffer Vacuum Technology AG and Pfeiffer Vacuum GmbH dated August 29, 2002 is approved.

The agreement to amend the profit and loss transfer agreement between Pfeiffer Vacuum Technology AG (hereinafter „controlling entity“) and Pfeiffer Vacuum GmbH (hereinafter „controlled entity“) has the following essential content:

§ 1 Sub-Para. 3 of the profit and loss transfer agreement between Pfeiffer Vacuum Technology AG and Pfeiffer Vacuum GmbH dated August 29, 2002 shall be reworded as follows:

„(3) The controlling entity is obliged to assume losses from the controlled entity. The provisions of the currently applicable version of § 302, German Stock Corporation Act, apply accordingly for the assumption of losses.“

Pfeiffer Vacuum Technology AG is the sole shareholder of Pfeiffer Vacuum GmbH. An review of the agreement to amend the profit and loss transfer agreement is therefore not necessary.

The Management Board of Pfeiffer Vacuum Technology AG and the management of Pfeiffer Vacuum GmbH have prepared a joint report on the agreement of April 7, 2014 for amending the profit and loss transfer agreement dated August 29, 2002, in which the amendment to the agreement is explained and substantiated. The joint report and the other documents to be disclosed can be accessed from the date of convening the Annual General Meeting onwards at the Company's Internet site at www.pfeiffer-vacuum.com/agm and are open to inspection at the premises of Pfeiffer Vacuum Technology AG, Berliner Strasse 43, 35614 Asslar. Every shareholder will be provided with a copy of the documents free of charge on request. The documents will also be made available at the Annual General Meeting.

Attendance at the Annual General Meeting

Only those shareholders who register with the Company at the address indicated below in writing, by fax or in authenticated electronic form (§ 126b, German Civil Code) in German or English by no later than midnight (24:00 hours) on May 15, 2014, and who certify their shareholdings to the Company shall be eligible to attend the Annual General Meeting, to exercise their voting rights and to table motions. Certification of the shareholdings in text form by the custodial financial or financial services institution shall suffice.

Certification of the shareholdings shall reference the beginning of May 1, 2014 (0:00 hours – midnight of the previous day) (“record date”) and must be received by the Company in German or English at the address indicated below no later than midnight (24:00 hours) on May 15, 2014:

Pfeiffer Vacuum Technology AG
c/o Commerzbank AG
GS-MO 2.1.1 AGM Service
60261 Frankfurt am Main
F +49 (0) 69/136 26351
hv-eintrittskarten@commerzbank.com

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

In contrast to the registration and furnishing of proof of share ownership however, the admission ticket does not serve as a prerequisite for participation but merely to simplify the admission control process.

Significance of the record date

With respect to the Company, attendance at the Annual General 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 General 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 General 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 these persons.

The Company offers its shareholders the option of designating an individual named by the Company as their proxy prior to the Annual General Meeting, who will be bound by the instructions of the shareholder. Shareholders will receive the required documents and information together with the admission ticket. Please note that it will only be possible to designate the individual named by the Company as proxy by providing notification to the address indicated below prior to the Annual General Meeting by noon (12:00 hours) on May 21, 2014.

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 service 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 "(KWVG)", 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
F +49 (0) 6441 802-1365
AGM2014@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 General 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, as they are required to retain the proxy for verification purposes pursuant to § 135, German Stock Corporation Act.

In the case of granting a proxy it is also important for shareholders to register their attendance in good time and to provide proof of their shareholding ownership before the specified date.

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. Further reaching comments relating to the above-mentioned shareholder rights are available on the Company's Internet site at the following address: www.pfeiffer-vacuum.com/agma

Shareholder requests 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 no later than midnight (24:00 hours) on April 21, 2014. 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 for election submitted by shareholders pursuant to § 127, German Stock Corporation Act, will be made available on the Company's Internet site if they are received by the Company prior to May 7, 2013 (midnight - 24:00 hours).

Shareholder inquiries, motions and requests

Inquiries and motions relating to the Annual General Meeting pursuant to §§ 126, 127, German Stock Corporation Act, should be sent to the Company at the following address:

Pfeiffer Vacuum Technology AG
Investor Relations
Berliner Strasse 43
35614 Asslar
F +49 (0) 6441 802-1365
AGM2014@pfeiffer-vacuum.de

Requests relating to the Annual General Meeting pursuant to § 122, Sub-Para. 2, German Stock Corporation Act, should be sent to the above-mentioned mailing address.

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.com/agm

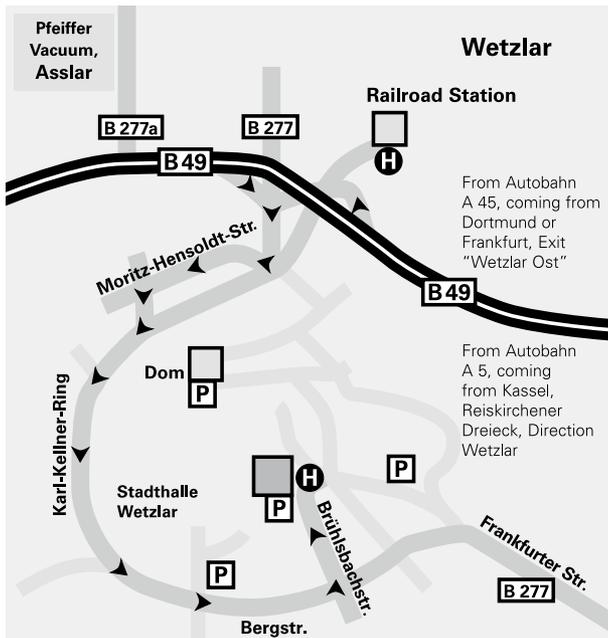
Total number of shares and voting rights at the time of the convocation of this Annual General Meeting

At the time of the convocation of the Annual General Meeting, the share capital of the Company totaled € 25,261,207.04, divided into 9,867,659 shares of no-par bearer stock ("shares"). Each share confers one vote. At the time of the convocation of the Annual General Meeting, the total number of shares entitled to attend and vote was 9,867,659 shares. The Company did not hold any treasury shares at the time of convocation of the Annual General Meeting.

Asslar, Germany, April 2014

The Management Board

Location



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 "Stadthalle" bus stop.

Location:
Stadthalle Wetzlar
Brühlsbachstr. 2b
35578 Wetzlar
Germany

Invitation to tour our plant

Would you like to seize the opportunity and take a guided tour of our plant?

We will offer a plant tour at 11:00 am on the day of the AGM.

Please sign up by faxing or emailing this page to us by May 15, 2014.

F +49 6441 802-1365
AGM2014@pfeiffer-vacuum.de

Yes, I would like to register for the tour at 11:00 am on May 22, 2014:

1. First Name Last Name

2. First Name Last Name

Address/Date (please use printed letters)

You will also be offered a free-of-charge and comfortable shuttle service to the AGM at 1:00 pm and back to our premises at 5:00 pm.

Pfeiffer Vacuum Technology AG
Berliner Straße 43
35614 Asslar
Germany
T +49 6441 802-1346
F +49 6441 802-1365
www.pfeiffer-vacuum.com



Upon request you will receive a full print version of our Annual Report. Please visit our online version at www.pfeiffer-vacuum.com

Pfeiffer Vacuum Technology AG
Investor Relations

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