

Notice of Annual General Meeting of Pfeiffer Vacuum Technology AG on May 23, 2017

Do not leave Pfeiffer Vacuum's future
to chance

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



**Register for the AGM now!
Only those who register
can vote!**



**Register for the AGM now!
Only those who register
can vote!**

In this case, please fill in the attached registration card
by **May 16, 2017**.

If you cannot come in person, delegate
your vote to an authorized proxy

Please note the following information concerning the Annual General Meeting 2017

Why is my attendance and my vote at the Annual General Meeting (AGM) on May 23, 2017, so important?

- ▶ The Busch Group aims to take control of Pfeiffer Vacuum and to do so as cheaply as possible.
- ▶ As the largest minority shareholder, the Busch Group will actively pursue its own interests at the AGM.
- ▶ The lower the attendance at the AGM, the more weight the Busch Group's vote will carry.
- ▶ This is not in the company's interest and therefore neither in yours.
- ▶ You run the risk of being deprived of the value to which you are entitled, if you do not attend the AGM.
- ▶ So protect your interests and take part in the AGM!
- ▶ If you cannot come in person, delegate your vote to a proxy!

What am I to make of the Busch Group's second takeover offer?

- ▶ On March 29, 2017, the Busch Group announced its intention to make a second takeover offer.
- ▶ As was the case with the first takeover offer, the Management Board and the Supervisory Board were not notified in advance.
- ▶ The Busch Group is now offering € 110 per Pfeiffer Vacuum share.
- ▶ This announced offer is below the current share price¹ even with the dividend payout factored in, and it does not include any customary takeover premium.
- ▶ The Busch Group is attempting to gain control of Pfeiffer Vacuum as cheaply as possible.
- ▶ Pfeiffer Vacuum is worth more.
- ▶ The Management and Supervisory Boards are obliged to reject this offer in your best interest.

¹ Closing price on April 10, 2017

How do I attend the AGM at Wetzlar in person?

- ▶ **Register first!**
- ▶ You have to **register** with Pfeiffer Vacuum and **provide proof of your share ownership** in advance.
- ▶ The deadline for this is May 16, 2017, until midnight.
- ▶ Please forward your registration and proof of shareholding to the following address:

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

Where can I find more information about the AGM?

To learn more about the AGM, please visit the Pfeiffer Vacuum website at



group.pfeiffer-vacuum.com/agm

I am unable to attend the AGM in person. How do I make sure that my vote is not forfeited?

- ▶ If you are unable to attend in person, **you can task a proxy to exercise your right to vote.**
- ▶ **You must first register for the AGM even if you wish to have a proxy cast your vote!**
- ▶ You can task **natural persons** (such as relatives or acquaintances) as well as **investor protection associations, your custodian bank, or a company proxy** to exercise your right to vote.
- ▶ **A form that you can use to issue a power of attorney will be sent to you with the admission ticket for the AGM.**

Who can I turn to if I have more questions?

Please contact our Investor Relations manager Erik Budarz directly.

Berliner Straße 43
 35614 Asslar
 Germany
 T +49 6441 802-1346
 F +49 6441 802-1365
 erik.budarz@pfeiffer-vacuum.de
 group.pfeiffer-vacuum.com

Pfeiffer Vacuum Technology AG,
Asslar

ISIN DE0006916604

Notice of Annual General Meeting

We cordially invite our shareholders to attend our

Annual General Meeting
on Tuesday, May 23, 2017,
at 2:00 pm

at the Stadthalle,
Brühlsbachstraße 2b in 35578 Wetzlar, Germany

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



VACUUM
24 / 7

MOTTO OF THE ANNUAL REPORT 2016

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, 2016. 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 2016 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 22, 2017.

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 € 111,343,785.96 as presented in the Annual Financial Statements as of December 31, 2016:

Distribution of a dividend in the amount of € 3.60 per no-par share enjoying dividend entitlement for the 2016 fiscal year	€ 35,523,572.40
Carried forward to new account	€ 75,820,213.56
	<u>€ 111,343,785.96</u>

The dividend will be payable on May 29, 2017.

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 € 3.60 per no-par share enjoying dividend entitlement.

3. Resolution to ratify the actions of the Management Board for the 2016 fiscal year

The Management and Supervisory Boards propose that the actions of the Management Board for the 2016 fiscal year be ratified.

4. Resolution to ratify the actions of the Supervisory Board for the 2016 fiscal year

The Management and Supervisory Boards propose that the actions of the Supervisory Board for the 2016 fiscal year be ratified.

5. Election of the independent auditor for the Company and the consolidated accounts for the 2017 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 2017 fiscal year.

Notices and information for shareholders

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 May 16, 2017 24:00 hours, 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 2, 2017 (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 May 16, 2017 24:00 hours:

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

The shareholder or their representative receives a ticket to attend the Annual General Meeting upon presentation of proof of shareholding.

The ticket is not, however, a prerequisite for participation, unlike registration and proof of shareholding, but is simply intended to simplify the procedures of access control to the Annual General Meeting.

Relevance of the proof cut-off date

In the relationship to the Company, only those who have provided special proof of shareholding are eligible for participation in the Annual General Meeting or to exercise their voting rights. The right to participate in the Annual General Meeting and the extent of the voting rights exclusively depends on the shareholding on the cut-off date. The cut-off date does not constitute any ban on the selling of shareholdings. Even in case of partial or complete sale of the shareholding after the cut-off date, only the shareholding on the cut-off date is relevant to determine the participation and the extent of the voting rights with regard to the Company. The same holds true for acquisition and additional acquisition of shares after the cut-off 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 22, 2017.

Inasmuch as any person other than credit institutions or shareholder associations, persons, financial service institutions or companies with equal rights pursuant to § 135 Sub-Para 8 and/or. Sub-Para 10 AktG in connection with § 125 Sub-Para 5 AktG are authorized, the conferral, revocation and proof of power of proxy must be provided in writing (§ 126b BGB). Any declaration of power of proxy being conferred regarding the Company, its revocation and the transmission of proof of a power of proxy having been conferred or revoked must be made to the address shown below:

Pfeiffer Vacuum Technology AG
Investor Relations
Berliner Straße 43
35614 Asslar, Germany
F +49 6441 802-1365
HV2017@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. If credit institutions or shareholder associations, persons, financial service institutions or companies with equal rights pursuant to § 135 Sub-Para 8 and/or. Sub-Para 10 AktG in connection with § 125 Sub-Para 5 AktG are authorized, this may also occur in any other way permissible pursuant to § 125 AktG. We would like to point out, however, that in such cases the institutions and persons to assume power of proxy might ask for a particular kind of authorization, as the power of proxy must be documented pursuant to § 135 AktG.

Timely registration of the shareholder and timely proof of shareholding must also be ensured in case of a power of proxy.

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-mentioned shareholder rights are available on the Company's Internet site at the following address: group.pfeiffer-vacuum.com/agm.

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 22, 2017. 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 8, 2017 (midnight – 24:00 hours). The shareholder's right to be informed pursuant to § 131 Sub-Para. 1 German Stock Corporation Act can be exercised at the Annual General Meeting.

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, Germany
F +49 6441 802-1365
HV2017@pfeiffer-vacuum.de

Requests pursuant to § 122, Sub-Para. 2, German Stock Corporation Act must be submitted to the Management Board in writing. We request that such requests be mailed to the aforementioned company 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: group.pfeiffer-vacuum.com/agm

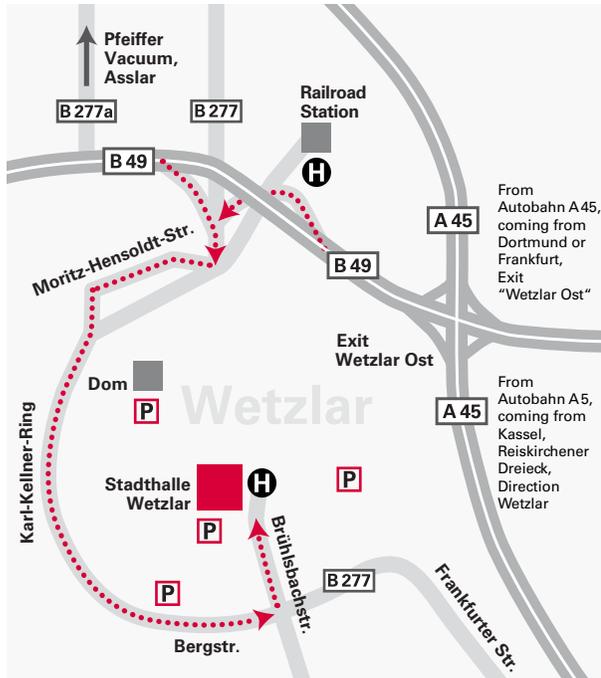
Total number of shares and voting rights at the time of the convocation of this Annual General Meeting

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 2017

Pfeiffer Vacuum Technology AG
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



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 16, 2016.

F +49 6441 802-1365
AGM2017@pfeiffer-vacuum.de

Yes, I would like to register for the tour at 11:00 am on May 23, 2017 (please use printed letters):

1. First Name, last Name

2. First Name, last Name

Address, date

Signature

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.

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