

PFEIFFER VACUUM

group.pfeiffer-vacuum.com

PFEIFFER VACUUM

INVITATION

TO THE

**ANNUAL
GENERAL
MEETING**

05|20|2020

PFEIFFER VACUUM TECHNOLOGY AG



Pfeiffer Vacuum Technology AG, Asslar

ISIN DE0006916604 / WKN 691660

INVITATION TO THE ANNUAL GENERAL MEETING

We cordially invite our shareholders to attend our

**ANNUAL GENERAL MEETING
ON WEDNESDAY, MAY 20, 2020 AT 10:00 AM**



In the light of the COVID 19–pandemic, the Management Board, with the consent of the Supervisory Board, has decided to call this year's Annual General Meeting in accordance with Sec. 1 Para. 2 of the law on measures in company, cooperative, association, foundation and residential property law to mitigate the effects of the COVID 19–pandemic of March 27, 2020 (BGBl. I No. 14 p. 569) as a so-called virtual general meeting and thus without the physical presence of the shareholders and their representatives, whereby, in according to more detailed conditions of participation (see also below under II. Notice and information for shareholders)

1. the video and audio transmission of the entire meeting is to occur;
2. the exercise of shareholders' voting rights (*Stimmrecht*) is (also) possible via electronic communication (in particular by postal vote (*Briefwahl*)) as well as by granting of power of proxy;
3. shareholders are given the opportunity to ask questions by way of electronic communication and;
4. shareholders who have exercised their voting rights in accordance with No. 2, have the possibility to appeal against a resolution of the general meeting, in deviation from § 245 No. 1 of the German Stock Corporation Act (*Aktiengesetz*), waiving the requirement to appear in the Annual General Meeting.

In this way, the Company is contributing to reduce the spread of the coronavirus (COVID-19) and at the same time protecting its shareholders and their representatives from the risk of infection associated with attending a General Meeting, where a high number of people are present in person.

To the extent that the Annual General Meeting requires a meeting of the members of the administrative bodies, the chairperson of the meeting and the notary, who takes the minutes, the place of the Annual General Meeting is at Gesellschaftshaus Palmengarten in 60325 Frankfurt am Main, Palmengartenstrasse 11, Germany. In accordance with the legal requirements the Management Board, with the consent of the Supervisory Board, decided to call the Annual General Meeting without the physical presence of shareholders and their representatives for the protection of all participants; accordingly, **shareholders or their representatives have no right to physically attend this meeting.**

AGENDA

1. Presentation of the approved Annual Financial Statements of Pfeiffer Vacuum Technology AG and of the Endorsed Consolidated Financial Statements of the year ended December 31, 2019. Presentation of the Management Report for Pfeiffer Vacuum Technology AG and the Consolidated Management Report for the Pfeiffer Vacuum Group, the Management Board's proposal on the appropriation of retained earnings, the Explanatory Report of the Management Board relating to the statements pursuant to § 289a Para. 1, § 315a Para. 1 of the German Commercial Code (HGB), as well as the Report of the Supervisory Board for the 2019 fiscal year.

The above-mentioned documents are to be made available on the Company's website at <https://group.pfeiffer-vacuum.com/agm> from its convocation and during the Annual General Meeting. No resolution of the Annual General Meeting is planned for Item 1 of the Agenda – aside from the resolution for the appropriation of retained earnings under Item 2 of the Agenda – since the Supervisory Board already approved or endorsed the Annual and Consolidated Financial Statements, which were prepared by the Management Board, on March 25, 2020, pursuant to statutory requirements,

2. Resolution on the appropriation of retained earnings

The Management and Supervisory Board propose the following appropriation of retained earnings in the amount of € 138,069,443.48, as presented by the Annual Financial Statements as of December 31, 2019:

Distribution of a dividend in the amount of € 1.25 per no-par share enjoying dividend entitlement for the 2019 fiscal year	€ 12,334,573.75
Carried forward to new account	€ 125,734,869.73
	€ 138,069,443.48

The dividend will be payable on May 26, 2020.

The proposed appropriation of retained earnings is based on the assumption of a share capital entitled to dividend in the amount of € 25,261,207.04, divided into 9,867,659 no-par value shares. If the actual number of shares entitled to dividends – and with that the dividend amount – is lower at the time of the resolution on the appropriation of the retained earnings, the Management and Supervisory Boards will propose an accordingly adjusted resolution on the appropriation of retained earnings, which will stipulate an unaltered disbursement of € 1.25 per no-par share enjoying dividend entitlement, with the then remaining amount of the retained earnings being carried forward to new account.

3. Resolution to ratify the actions of the Management Board for the 2019 fiscal year

Management Board and Supervisory Board propose to ratify the actions of all members of the Management Board holding office in the 2019 fiscal year for this time period.

It is intended for the votes to be carried out for each member individually.

4. Resolution to ratify the actions of the Supervisory Board for the 2019 fiscal year

Management Board and Supervisory Board propose to ratify the actions of all members of the Supervisory Board holding office in the 2019 fiscal year for this time period.

It is intended for the votes to be carried out for each member individually.

5. Election of the independent auditor for the Company and the consolidated accounts for the 2020 fiscal year

As recommended by the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as the independent auditor for both the accounts of the Company and the consolidated accounts for the 2020 fiscal year.

Pursuant to Article 16 Para. 2 Sub-Para. 3 of the EU Financial Statements Auditor Regulation (Regulation (EU) No. 537/2014 of the European Parliament and Council on April 16, 2014), the Audit Committee declares that its recommendation is free of undue influence by third parties and that no restrictions have been imposed on it regarding the selection of a certain auditor (Article 16 Para. 6 of the EU Financial Statements Auditor Regulation).

6. Resolution on the authorization to acquire treasury shares pursuant to § 71 Para. 1 Sent. 8 of the German Stock Corporation Act (Aktiengesetz) and to use said shares with the possible exclusion of the right of subscription and other pre-emptive tender rights

The authorization to acquire and use treasury shares and to exclude the right of subscription and other pre-emptive tender rights issued by the Annual General Meeting on May 21, 2015 is set to expire on May 20, 2020. Therefore, this authorization shall be withdrawn and replaced by a new authorization to acquire and use treasury shares with a possible exclusion of the right of subscription and other pre-emptive tender rights shall be voted on.

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

- a) The Company shall be authorized to acquire its treasury shares up to the amount of 10 % of the total share capital available at the time this authorization shall become valid, or – if this amount is lower – at the time this authorization is being utilized. At no time shall the shares thus acquired, together with any treasury shares acquired for any other reasons that are in the possession of the Company or attributable to it pursuant to §§ 71a ff. German Stock Corporation Act (*Aktiengesetz*), exceed 10 % of the share capital of the Company. This authorization shall not be utilized for the purpose of trading in treasury shares.
- b) Said authorization may 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 companies in which the Company holds a majority interest or by third parties acting for its or their account. Said authorization shall be valid through May 19, 2025.
- c) The acquisition shall take place at the option of the Management Board (1) on the stock market or (2) by means of a public purchase offering to all shareholders.
 - (1) If acquired on the stock market, the consideration paid by the Company (excluding incidental acquisition costs) for acquisition of the shares must not exceed or fall below the average price of the share for the five market trading days preceding the acquisition in the closing auction of the Xetra trading system or a similar succeeding system ("average closing price") by more than 10 %.

(2) In a public purchase offer, the price paid by the Company (excluding incidental acquisition costs) must not exceed or fall below the average market closing price before the day the offer was made public by more than 10 %. If a substantial price deviation from the offered acquisition price or the threshold values of the offered acquisition price range should occur after the offer was made public, the purchase offer may be adjusted accordingly. The relevant reference price in this case shall be the average price at the end of the trading day before the day of the publication of the adjustment; the upper and lower 10 % threshold shall be applied to this new price.

If, in case of a public purchase offer, the volume of offered shares should exceed the planned buyback volume, acceptance can be proportionate to the number of offered shares. Furthermore, a preferred acceptance of small share quantities of up to 50 shares offered to the Company for acquisition per shareholder as well as rounding up pursuant to bookkeeping principles to avoid calculating fractions of shares can be applied.

Any additional pre-emptive tender rights of shareholders is in so far excluded. The purchase offer may incorporate additional conditions.

d) The Management Board is authorized to use Company shares acquired pursuant to this authorization for all legally permissible purposes and particularly also for the following purposes.

If the use of the treasury shares acquired serves one or more of the purposes stated under lit. d) Nos. (1), (2), (3) or (4), then the subscription right of the shareholders is excluded. If the treasury shares acquired are used for the purpose specified under lit. d) No. (6), then the Management Board is authorized to bar the right of subscription. In the case that the treasury shares acquired are sold on the stock market, there shall also be no rights of subscription for the shareholders. In case of a sale of the acquired treasury shares by means of public offer to the shareholders in compliance with the equal treatment principle, the Management Board shall be entitled to exclude the shareholders' right of subscription for fractional amounts.

- (1) They may be transferred to third parties if such transfer serves the purpose of effecting company mergers or the acquisition of companies, company shares or company divisions or other assets.
- (2) They can be used to fulfil option or conversion rights that arise from option or conversion rights being exercised, or for the satisfaction of obligations to exercise options or conversions, that are granted to, or imposed on, the Company or its group affiliates in the course of the issuance of option bonds or convertible bonds, profit participating bonds or participating bonds or any combination of these instruments.
- (3) They can be transferred as employee shares to employees of the company and to employees or officers of its subsidiary affiliates.
- (4) They can also be sold by other means than the stock market or by offer to the shareholders under exclusion of the right of subscription of the shareholders, if the shares are sold for cash payment at a price that is not substantially below the average trading price on the stock market. This authorization, however, shall only be valid under the condition that shares sold under exclusion of the right of subscription pursuant to § 186 Para. 3 Sent. 4 of the German Stock Corporation Act (*Aktiengesetz*) must not exceed a total of 10 % of the share capital of the Company, namely, neither at the time of the authorization becoming effective, nor – if this amount is lower – at the time the authorization is exercised. This limitation shall include shares that are issued during the effective period of this authorization under exclusion of the right of subscription pursuant to § 186 Para. 3 Sent. 4 of the German Stock Corporation Act (*Aktiengesetz*). Furthermore, this limitation includes shares that were issued to service bonds with option or conversion rights or with option or conversion obligations, insofar as these bonds are issued under exclusion of the right of subscription in the corresponding application of § 186 Para. 3 Sent. 4 of the German Stock Corporation Act (*Aktiengesetz*) during the effective period of this authorization.

- (5) They can be withdrawn without requiring an additional General Meeting resolution for the withdrawal or the execution of the withdrawal. The withdrawal can be limited to a part of the acquired shares; the authorization to withdraw can be utilized multiple times. The withdrawal can be combined with a share capital reduction. In this case the Management Board shall be authorized to reduce the share capital by the proportion of the share capital assigned to the withdrawn shares, and to amend the number of shares and the amount of the share capital in the Articles of Association accordingly. The withdrawal of the shares can also be performed by means of a simplified method without share capital reduction by adjusting the proportion of the share capital of the remaining shares. In this case the Management Board shall be authorized to amend the number of shares in the Articles of Association accordingly.
- (6) They can be used to effect a so-called scrip dividend.
- e) The Management Board may only utilize the authorizations specified under lit. d) Nos. (1), (2), (3), (4) and (6) with the approval of the Supervisory Board. The Supervisory Board may furthermore stipulate that actions of the Management Board based on this Annual General Meeting resolution may only be performed with its prior consent.
- f) The authorizations under lit. d) can be exercised, in whole or in part, one or more times, individually or jointly; said authorizations under lit. d) Nos. (1), (2), (3) and (4) also apply to controlled companies as well as companies in which the Company holds a majority interest or third parties acting for its or their account.
- g) The authorization to acquire and use treasury shares and to exclude the right of subscription and other pre-emptive tender rights issued by the Annual General Meeting on May 21, 2015 under agenda items 6 is withdrawn.

Report of the Management Board to the Annual General Meeting of Pfeiffer Vacuum Technology AG on May 20, 2020 in relation to Item 6 of the Agenda

Pertaining to Item 6 on the Agenda, the Management Board provides the following report on the reasons for the authorization to exclude the right of subscription of the shareholders pursuant to § 71 Para. 1 No. 8 Sent. 5 in conjunction with § 186 Para. 4 Sent. 2 of the German Stock Corporation Act (*Aktiengesetz*):

§ 71 Para. 1 No. 8 of the German Stock Corporation Act (*Aktiengesetz*) offers stock corporations the option to acquire their treasury shares up to 10 % of the share capital by authorization of the Annual General Meeting. Item 6 on the Agenda of the Annual General Meeting of Pfeiffer Vacuum Technology AG held on May 20, 2020 contains a proposal to withdraw the existing authorization and to issue a new authorization instead. This is intended to enable the Management Board to acquire treasury shares in the amount of up to 10 % of the share capital of the Company in the best interests of the Company and its shareholders either on the stock market or by means of a public purchase offer to all shareholders. It shall also be possible for the acquisition to be performed by a controlled company or company in which the Company holds a majority interest, or by third parties acting on behalf of the Company or a controlled company or company in which the Company holds a majority interest. The valid period of the authorization to acquire treasury shares shall be pursuant to the statutory regulations which allow for a duration of up to five years.

a) If the acquisition is conducted by means of a public purchase offer, the principle of equal treatment as specified under § 53a of the German Stock Corporation Act (*Aktiengesetz*) is to be applied. If the number of shares offered at the fixed offer price exceeds the number of shares requested by the Company, the proposed authorization shall allow an acquisition pursuant to the proportion of shares offered (tender ratio). Only if the acquisition is effected pursuant to tender ratios instead of participation ratios can the acquisition process be handled in an economically feasible manner. It shall furthermore be possible to prefer acceptance of smaller numbers of shares of up to 50 shares per shareholder. On the one hand, this serves the purpose of preventing small economically unfavourable remaining shares, and any possible resulting disadvantage to small investors. On the other hand, it serves the purpose of simplifying the acquisition process. Finally, in all cases rounding up pursuant to commonly accepted bookkeeping principles shall be possible to avoid calculatory fractional shares. This also serves to simplify the technical handling aspects.

In agreement with the Supervisory Board, the Management Board deems an exclusion of potential further pre-emptive tender rights of the shareholders factually justified and reasonable vis-à-vis the shareholders.

b) The treasury shares acquired by the Company can be resold on the stock market or by public offering to all shareholders. In this manner the equal treatment principle is observed in the resale of the shares. If the shares are sold via an offer to all shareholders, the Management Board shall be authorized to exclude the right of subscription of shareholders to fractional amounts of the treasury shares. The exclusion of the right of subscription for fractional amounts serves to achieve a technically feasible subscription ratio. The fractional shares excluded from shareholders' rights of subscription will be exploited in the best interests of the Company, either by sale on the stock exchange or in some other way. The possible dilution effect is small due to the limitation on fractional shares.

c) The Management Board shall furthermore have the option to transfer treasury shares to third parties if such transfer serves the purpose of effecting company mergers or the acquisition of companies, company shares or company divisions or other assets. Here too, the right of subscription of the shareholders shall be excluded. This is intended to afford the Company the ability to swiftly and successfully react to favourable offers or other opportunities for the acquisition of companies, company participations or company divisions on domestic and international markets. Particularly in connection with the acquisition of companies or company divisions it can make sense economically to acquire other assets, such as those that constitute an economic advantage to the company or a company division. An ideal implementation in the best interests of the Company will, in individual cases, consist of performing the merger or acquisition by the granting of shares in the acquiring company. Practical experience also shows that on international as well as domestic markets, the provision of shares in the acquiring company is often required as compensation in the course of mergers and for attractive acquisition objects. Indeed, § 5 Para. 5 of the Articles of Association already provides an opportunity to grant shares for this purpose. However, there should furthermore be an option to grant shares for the acquisition of companies, company divisions or company participations or other assets without having to perform an increase of share capital – particularly in light of the requirement to amend commercial register entries, the increased time needed and the higher administrative costs associated therewith. The proposed authorization is intended to afford the Company the necessary latitude to be able to quickly and flexibly exploit emerging opportunities for mergers and acquisitions. With the granting of a right of subscription, this would not be possible, and the associated advantages for the Company could not be realized.

When corresponding ventures become imminent, the Management Board will carefully evaluate if it should make use of the authorization to grant treasury shares. When determining the evaluation criteria, the Management Board shall ensure that the interests of the shareholders are duly considered. A general orientation for the Board in the evaluation of the value of the shares granted in compensation shall be the stock market price of the Company's shares. A schematic coupling with the stock exchange rates is not intended, however, particularly in order to prevent negotiation results from being put into question by fluctuating stock exchange prices.

- d) Said authorization will furthermore create the option to use treasury shares under exclusion of the right of subscription to satisfy option or conversion rights that arise from option or conversion rights being exercised, or for the satisfaction of obligations to exercise options or conversion for the owners of option bonds or convertible bonds, profit participation rights or participating bonds or any combination of these instruments that are issued by Company or its group affiliates. Insofar as the Company makes use of this option, it shall not be necessary for this purpose to use the conditional capital created to grant new shares. The interests of the shareholders are therefore not affected by this additional option.
- e) Said authorization shall furthermore create an option to transfer shares as employee shares to employees of the Company and to employees or officers of its subsidiary affiliates. The issuance of employee shares is in the best interests of the Company and its shareholders, as they promote employee identification with the Company and the willingness to assume responsibility. The Company has indeed created approved capital for the issuance of employee shares in § 5 Para. 5 of the Articles of Association. The use of treasury shares instead of a capital increase can, however, make sense economically; the authorization is intended to provide the required discretion.

- f) Finally, it is also intended to allow the cash sale of the acquired shares outside of the stock market under exclusion of the right of subscription. A prerequisite for this is that the shares are sold for a cash price that does not fall substantially below the share price on the stock market at the time of the sale. Said authorization makes use of the option for simplified exclusion of the right of subscription specified under § 71 Para. 1 No. 8 of the German Stock Corporation Act (*Aktiengesetz*) with the corresponding application of § 186 Para. 3 Sent. 4 of the German Stock Corporation Act (*Aktiengesetz*). It is in the best interests of the Company to achieve the best possible price in the sale of its treasury shares. The Company will thus be enabled to swiftly and flexibly as well as cost-efficiently respond to opportunities arising from respective market conditions. The sales profits achievable with market-oriented pricing will usually lead to a substantially higher cash inflow per sold share than in share placement with a right of subscription, where it is common that substantial discounts on the stock exchange price are granted. By forgoing the time and cost-intensive handling of the right of subscription, the equity capital requirement can be covered by short-notice market opportunities in a timely manner.

The asset-related interests and the voting interests of the shareholders are thereby duly preserved.

The principle of protecting shareholders from dilution is observed by the fact that shares may only be sold at a price that does not fall substantially below the relevant market share price. The final price determination of the selling price for the treasury shares occurs shortly before the actual sale. The Management Board will set potential discounts from the market price as low as possible under the prevailing market conditions at the time of the placement.

The authorization to exclude the right of subscription pursuant to § 186 Para. 3 Sent. 4 of the German Stock Corporation Act (*Aktiengesetz*) when selling treasury shares, together with potential other authorizations to issue or sell shares or bonds with option or conversion rights or option or conversion obligations with exclusion of the right of subscription pursuant to, or in corresponding application of, § 186 Para. 3 Sent. 4 of the German Stock Corporation Act (*Aktiengesetz*) is limited to a total of 10 % of the share capital of the Company.

With this limitation and the fact that the sales price must be oriented to the market price, the fiduciary and voting interests of the shareholders are duly preserved. Shareholders are in principle able to maintain their stake at essentially the same conditions by purchasing Pfeiffer Vacuum shares on the stock market.

- g) The proposed resolution furthermore contains the authorization of the Company to redeem its treasury shares without an additional Annual General Meeting resolution. This resolution allows the Company to react to emerging capital market situations appropriately and flexibly. The proposed authorization stipulates that the Management Board can withdraw the shares with a capital reduction, or without reduction pursuant to § 237 Para. 3 No. 3 of the German Stock Corporation Act (*Aktiengesetz*). Withdrawal of shares without capital reduction increases the proportional share of the remaining shares in the share capital of the Company. The Management Board will insofar be authorized to amend the Articles of Association to reflect the changed number of shares or the share capital respectively. The rights of the shareholders are not affected by either of the two aforementioned cases.
- h) Finally, it is stipulated that treasury shares can be used to perform a so-called scrip dividend. In this regard, the Management Board is to be authorized to exclude the right of subscription of the shareholders in order to effect the scrip-dividend under optimal conditions. In a scrip dividend using treasury shares, shareholders are offered to surrender to the Company their entitlement to a payout pursuant to the profit appropriation resolution of the Annual General Meeting and to receive treasury shares as compensation.

The performance of a scrip dividend using treasury shares can be executed as offer to all shareholders in compliance with their right of subscription and in compliance with the equal treatment principle (§ 53a of the German Stock Corporation Act (*Aktiengesetz*)). In this process, only full shares are offered to the shareholders; regarding the proportion of the dividend entitlement that does not match the price of one full share (or exceeds it), shareholders are referred to a cash dividend and will not be able to receive shares; the offer of fractional shares is not intended and neither is trade with subscription rights or fractions thereof. This seems justified and appropriate, as the shareholders receive a proportional cash dividend instead of shares.

In individual cases and depending on the capital market situation, it may be preferable to arrange the scrip dividend using treasury shares in a manner where, on one hand, the Management Board offers all dividend-entitled shareholders compensation in treasury shares for surrendering their dividend entitlement to the company in compliance with the general principle of equal treatment (§ 53 of the German Stock Corporation Act (*Aktiengesetz*)), but, on the other hand, formally excludes the overall right of subscription of the shareholders. The performance of the scrip dividend with formal exclusion of the right of subscription allows the scrip dividend to be implemented at more flexible conditions. In light of the fact that all shareholders are offered treasury shares and that excess dividend fractions are paid out as cash dividends, the exclusion of the right of subscription seems justified and reasonable here too.

The Management Board shall only make use, pursuant to lit. e) of the proposed resolution with the prior consent of the Supervisory Board, of the authorization to transfer treasury shares to third parties where this serves the purpose of conducting company mergers or of acquiring companies or company divisions or other assets, and of the authorization to use treasury shares to satisfy option or conversion rights that arise from options or conversion rights being exercised, or for the satisfaction of obligations to exercise option or conversion exercise rights for the owners of option or convertible bonds, profit participation rights or participating bonds or any combination of these instruments that are issued by Pfeiffer Vacuum Technology AG or its group affiliates, and of the authorization to transfer treasury shares to employees or officers of the company or its subsidiaries, and of the authorization to also sell treasury shares outside of the stock market for a cash price without a public offer to all shareholders, and of the authorization to use treasury shares to perform a scrip dividend. The Supervisory Board shall furthermore be able to stipulate that actions of the Management Board based on this Annual General Meeting resolution may only be performed with its consent.

The Management Board, in agreement with the Supervisory Board, deems the exclusion of the right of subscription in the aforementioned cases – and under consideration of a potential dilution effect – factually justified and reasonable for the shareholders. The Management Board will inform the next Annual General Meeting of the utilization of this authorization.

7. Amendments to the Articles of Association

Certain paragraphs of the Company's Articles of Association shall be amended in particular to comply with legislative amendments and to remove obsolete provisions that no longer have scope. On this occasion, the Articles of Association shall also be amended to provide for the possibility of a so-called postal vote and a so-called online participation.

Therefore, Management Board and Supervisory Board propose to adopt the following resolution:

- (a) In § 4 Para. 1 of the Articles of Association, the word "Electronic" before the words "Federal Gazette" shall be deleted.

This modification constitutes an adaptation to today's customary term of the Federal Gazette.

§ 4 Para. 1 of the Articles of Association is rephrased as follows:

"(1) The announcements of the Company shall be made in the Federal Gazette."

- (b) In § 12 Para. 3 of the Articles of Association, the word "Electronic" before the words "Federal Gazette" shall be deleted.

§ 12 Para. 3 of the Articles of Association is rephrased as follows:

"(3) Notification of said convocation, including notification of the agenda, shall be made in the Federal Gazette at least 36 days prior to the date of the Annual General Meeting. The date of the Annual General Meeting and the date of its convocation shall not be included in the calculation."

- (c) In § 12 Para. 5 of the Articles of Association, the words "by the custodial financial or financial services institution" shall be replaced by the words "pursuant to § 67c Para. 3 of the German Stock Corporation Act (Aktiengesetz)".

This modification is necessary because of the amendments to the German Stock Corporation Act (Aktiengesetz) indicated by the Act on the Implementation of the Second Shareholders' Rights Directive 2017/8281 including the insertion of § 67c of the German Stock Corporation Act (Aktiengesetz).

It is also taken into account that the new version of § 123 Para. 4 Sent. 1 and Sent. 2 of the German Stock Corporation Act (*Aktien-gesetz*), which is relevant for § 12 Para. 5 of the Articles of Association, will, pursuant to the transitional provisions of ARUG II, only be applicable from September 3, 2020 and for the first time for General Meetings convened after September 3, 2020. Therefore, the Management Board shall be instructed to ensure that this amendment to the Articles of Association only takes effect as of September 3, 2020 by filing this amendment to the Articles of Association with the commercial register accordingly.

- (aa) § 12 Para. 5 of the Articles of Association is rephrased as follows:

"(5) Certification in authenticated electronic form (§ 126b, German Civil Code (Bürgerliches Gesetzbuch)) written in the German or English language pursuant to § 67c Para. 3 of the German Stock Corporation Act (Aktiengesetz) relating to the Shareholder's shareholdings shall suffice to enable the Shareholder to attend the General Meeting and to exercise his or her voting rights. Said certification shall refer to the beginning of the 21st day prior to the General 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 General Meeting at the address indicated in the Notice of General Meeting. The day of receipt shall not be included in the calculation."

- (bb) The Management Board is instructed to file for a registration of the amendment to the Articles of Association resolved under (aa) above in the commercial register only after the end of September 3, 2020.

- (d) § 12 of the Articles of Association shall be amended in order to provide for the possibility of a so-called postal vote in accordance with § 118 Para. 2 of the German Stock Corporation Act (*Aktiengesetz*) in future.

§ 12 of the Articles of Association is supplemented by a new paragraph 8 as follows:

"(8) The Management Board shall be authorized to provide that shareholders may cast their votes, also without being present in the General Meeting in person, in writing or by way of electronic

communication (postal vote). The Management Board shall also be authorized to determine the scope and the procedure of the postal vote. A possible use of this procedure and the determinations made thereto shall be announced with the Notice of the General Meeting."

(e) § 12 of the Articles of Association shall be amended in order to provide for the option of so-called online participation in accordance with § 118 Para. 1 Sent. 2 of the German Stock Corporation Act (*Aktiengesetz*) in the future. A similar provision in Article 14 Para. 1 Sent. 2 of the Articles of Association shall be deleted to avoid duplication.

(aa) § 12 of the Articles of Association is supplemented by a new paragraph 9 as follows:

"(9) The Management Board shall be authorized to provide that shareholders may participate in the General Meeting also without being present in person at the place of the General Meeting or being represented by a proxy and may exercise all or specific shareholders' rights in total or in part by electronic communication (online participation). The Management Board shall also be authorized to determine the scope and the procedure of the online participation. A possible use of this procedure and the determinations made thereto shall be announced with the Notice of the General Meeting."

(bb) § 14 Para. 1 Sent. 2 of the Articles of Association is shortened and rephrased as follows:

"The Chairwoman/man shall be entitled to allow transmission of any or all of the General Meeting."

(f) In § 15 of the Articles of Association, the words *"on the remuneration scheme and the remuneration report for members of the Management Board and the Supervisory Board"* shall be added.

This addition constitutes an adaptation to the amendment of § 119 of the German Stock Corporation Act (*Aktiengesetz*) by the Act on the Implementation of the Second Shareholders' Rights Directive 2017/8281. Accordingly, the Annual General Meeting is granted the competence to vote on the remuneration scheme and the remuneration report for members of the Management Board and Supervisory Board.

§ 15 of the Articles of Association is rephrased as follows:

"§ 15

Annual General Meeting

The Annual General Meeting shall be conducted within the first eight months of every fiscal year. In particular, it shall adopt resolutions on the appropriation of retained earnings, on the ratification of the actions of the members of the Management and Supervisory Boards, on the election of the independent auditor, on the election of members of the Supervisory Board, on the remuneration scheme and the remuneration report for members of Management Board and Supervisory Board, and, in legally mandated instances, on the formal adoption of the annual financial statements."

A reading version of the Articles of Association showing all of the suggested amendments is available on the Company's website at <https://group.pfeiffer-vacuum.com/agm>

NOTICE AND INFORMATION FOR SHAREHOLDERS

1. Requirements for participation and exercising voting rights

Only those shareholders who register with the Company at the address indicated below in writing, by fax or in text form (§ 126b German Civil Code (*Bürgerliches Gesetzbuch*)) in German or English by no later than May 13, 2020, 24:00 hours, and who certify their shareholdings shall be eligible to attend the Annual General Meeting without physical presence and to exercise their voting rights. Certification of the shareholdings in text form (§ 126b German Civil Code (*Bürgerliches Gesetzbuch*)) in German or English by the custodial credit or financial services institution shall suffice.

Certification of the shareholdings shall reference the beginning of April 29, 2020 (0:00 hours) ("**record date**") and must be received by the Company at the following address no later than May 13, 2020, 24:00 hours:

Pfeiffer Vacuum Technology AG
c/o Commerzbank AG
GS-BM General Meetings
60261 Frankfurt am Main
Fax: +49 (0) 69 136 26351
Email: generalmeetings@commerzbank.com

The shareholder or their representative receives a registration confirmation to attend the Annual General Meeting upon presentation of proof of shareholding. The registration confirmation is not a prerequisite for participation, unlike registration and proof of shareholding. However, the registration confirmation contains information required for the use of the password-protected internet service at <https://group.pfeiffer-vacuum.com/agm> in accordance with the procedure provided for this purpose and for a declaration of appeal against a resolution of the Annual General Meeting (see no. 3).

2. 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 without physical presence or to exercise their voting rights. The right to participate in the Annual General Meeting and the extent of the voting rights exclusively depend 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 voting rights with regard to the Company. The same holds true for acquisition and additional acquisition of shares after the cut-off date. The cut-off date also does not have any effect on entitlement to dividends.

3. Characteristics of the virtual Annual General Meeting

According to § 1 Para. 2 of the law on measures in company, co-operative, association, foundation and residential property law to mitigate the effects of the COVID 19-pandemic of March 27, 2020 (BGBl. I No. 14 p. 569) ("COVID-19-Measures Act") the Management Board, with the consent of the Supervisory Board, has decided to call this year's Annual General Meeting as a so-called virtual General Meeting, i.e. without physical presence of the shareholders and their representatives.

Instead, the Company will broadcast the entire Annual General Meeting for shareholders, who have fulfilled the requirements described under No. 1 for participation and exercise of voting rights, in video and audio on the internet using the password-protected internet service at <https://group.pfeiffer-vacuum.com/agm>. According to § 1 Para. 1 of the COVID-19-Measures Act a corresponding authorization in the Articles of Association is not required for this purpose.

Shareholders who have fulfilled the requirements for participation and exercising of voting rights described under No. 1 can exercise their voting rights as described under No. 4 exclusively (themselves or through a representative) by postal vote (including electronic postal vote) or by granting of power of proxy to the individuals named by the company as a proxy.

The Company also enables shareholders to submit questions electronically prior to the Annual General Meeting as described under no. 5c.

Shareholders are enabled to file an appeal (*Erklärung von Widerspruch*) against a resolution of the Annual General Meeting to the notary public, who keeps the minutes, by way of electronic communication, i.e. by sending an email to the notary under the email address HV.Notar@pfeiffer-vacuum.de, until the end of the Annual General Meeting. The appeal sent by email can only be assigned clearly and without further notice to a shareholder and the shares registered by him/her if the email contains the surname and first name and the address of the shareholder as well as the number of the registration confirmation.

4. Exercising voting rights

(a) Postal vote (*Briefwahl*)

Provided that the requirements for participation in the virtual Annual General Meeting (No. 1) are fulfilled, shareholders have the opportunity to cast their votes by postal vote. Voting by postal vote can either be conducted in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) at the address:

Pfeiffer Vacuum Technology AG
c/o Computershare Operations Center
80249 Munich
Fax: +49 89 303903-74675

or to the email address

anmeldestelle@computershare.de

For processing-related reasons, the forms provided by the Company should be used for postal vote in this way. These forms will be sent to shareholders who register for the Annual General Meeting in due form and time together with the confirmation of registration and are also available on the following website:

<https://group.pfeiffer-vacuum.com/agm>

Postal votes cast in this manner must be received by the Company by the end of the day, i.e. 24:00 hours, on Tuesday, May 19, 2020. Until this date, they can also be amended or revoked in the same manner as they have been submitted.

Votes can also be cast by postal vote using the password-protected internet service at <https://group.pfeiffer-vacuum.com/agm> in accordance with the procedure provided for this purpose. In this way, postal votes can be submitted, changed and revoked on the day of the Annual General Meeting until shortly before voting commences.

The casting of votes by postal vote is only possible for votes on management proposals announced by the Company prior to the Annual General Meeting, but including any proposal for the appropriation of retained earnings adjusted in the Annual General Meeting in accordance with the announcement, as well as for votes on resolutions announced by the Company prior to the Annual General Meeting due to a request by a minority pursuant to § 122 Para. 2 of the German Stock Corporation Act (*Aktien-gesetz*), as a counterproposal pursuant to § 126 Para. 1 of the German Stock Corporation Act (*Aktiengesetz*) or as a proposal of elections pursuant to § 127 of the German Stock Corporation Act (*Aktiengesetz*).

(b) Granting of proxy

By issuing an appropriate form of proxy, shareholders can have their voting rights exercised by proxy, e.g. the custodial financial institution, a shareholder association or any other person of their choice. However, it is expressly pointed out that the physical participation of proxies in the Annual General Meeting is excluded. Proxies also have the option of postal vote. A proxy can also be granted both prior to and during the Annual General Meeting and can be declared either to the proxy holder or to the Company. To grant a proxy during the Annual General Meeting, please send for the authorization the form available at <https://group.pfeiffer-vacuum.com/agm> to the Company's email address below. 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 for this purpose together with the confirmation registration. 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 May 19, 2020 (24:00 hours).

Proxies and instructions to the individuals named by the Company as proxy can also be issued using the password-protected internet service at <https://group.pfeiffer-vacuum.com/agm> in accordance with the procedure provided for this purpose. In this way, proxies and instructions may be issued, amended or revoked on the day of the Annual General Meeting, up to the point shortly before the commencement of voting. In any case, the individuals named by the Company as proxy will only make use of their power of proxy insofar as they have been instructed by the shareholders to exercise the voting power; the individuals named by the Company as proxy are obligated to vote in accordance with the instructions of the shareholder. The individuals named by the Company as proxy will not make any use of the power of proxy granted and will not represent the relevant shares to the extent that the relevant shares are represented by (another) attendee (the shareholder or his proxy) at the Annual General Meeting or that voting rights arising from these shares are submitted by way of postal vote. The individuals named by the Company as proxy will not submit any motions at the Annual General Meeting.

Inasmuch as any person other than intermediaries, associations of shareholders, consultants on share voting rights, or persons who tender the service commercially to stockholders of exercising their voting right at the Annual General Meeting (pursuant to § 135 Para. 8 German Stock Corporation Act (*Aktiengesetz*)), are authorized, the conferral, revocation and proof of a power of proxy must be provided in writing (§ 126b German Civil Code (*Bürgerliches Gesetzbuch*)). Any declaration to the Company of the conferral of power of proxy, 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
c/o Computershare Operations Center
80249 Munich
Fax: +49 89 30903-74675
Email: anmeldestelle@computershare.de

A form that can be used to grant a proxy will be sent, together with the registration confirmation, to those shareholders who register for the Annual General Meeting in the correct form and prior to the deadline, and is also available on the Company's website at the following address:

<https://group.pfeiffer-vacuum.com/agm>

If intermediaries, associations of shareholders, consultants on share voting rights, or persons who tender the service commercially to stockholders of exercising their voting right at the Annual General Meeting (pursuant to § 135 Para. 8 German Stock Corporation Act (*Aktiengesetz*)) are authorized this may also occur in any other way permissible pursuant to § 135 German Stock Corporation Act (*Aktiengesetz*); 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 verifiably documented pursuant to § 135 German Stock Corporation Act (*Aktiengesetz*). If you wish to authorize an intermediary or any person stated in § 135 Para. 8 German Stock Corporation Act (*Aktiengesetz*), please coordinate with the respective institution or person regarding the form to grant power of proxy. A reference is hereby made to the procedure pursuant to § 135 Para. 1 Sent. 5 German Stock Corporation Act (*Aktiengesetz*).

Timely registration of the shareholder and timely proof of shareholding, for each case as described above under No. 1. (Requirements for participation and exercising voting rights), must also be ensured in case of a power of proxy.

5. Shareholder rights with the meaning of § 122 Para. 2, § 126 Para. 1, § 127 and § 131 Para. 1 of the German Stock Corporation Act (*Aktiengesetz*), in each case in accordance with § 1 Para. 2 and/or 3 of COVID-19-Measures Act

- (a) Request for amendments to the agenda pursuant to § 122 Para. 2 of the German Stock Corporation Act (*Aktiengesetz*)

Shareholders of the Company whose shares together amount to one-twentieth of the share capital (this corresponds to 493,383 shares of the Company) or the proportionate amount of Euro 500,000.00 (this corresponds to 195,313 shares of the Company) can request pursuant to § 122 Para. 2 of the German Stock Corporation Act (*Aktiengesetz*) that items be placed on the agenda of the Annual General Meeting and published.

Each new item must be accompanied by a statement of reasons or a draft resolution.

Requests for amendments to the agenda must be addressed to the Management Board of Pfeiffer Vacuum Technology AG and must be received by the Company in writing at least 30 days prior to the meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e. by the end of Sunday, April 19, 2020, at the latest, at midnight. Requests for amendments to the agenda received after this time will not be considered.

The request for amendments can be sent to the following address:

Pfeiffer Vacuum Technology AG
Management Board
Berliner Strasse 43
35614 Asslar

The applicants must prove that they have been shareholders for at least 90 days prior to the date of receipt of the request by the Company and that they hold the shares until the Management Board decides on the request. The following applies for the calculation of the period of share ownership: The day of receipt of the request is not to be counted. A postponement from a Sunday, Saturday or public holiday to a preceding or subsequent working day shall not be considered. §§ 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be applied accordingly. Certain share ownership periods of third parties are taken into account in accordance with § 70 of the German Stock Corporation Act (*Aktiengesetz*).

Amendments to the agenda that are to be announced will be published - insofar as they have not already been announced with the notice of the Annual General Meeting - in the Federal Gazette (*Bundesanzeiger*) immediately after receipt of the request and will be forwarded for publication to such media for which it can be assumed that they will disseminate the information throughout the entire European Union. They will also be made available without delay after receipt on the company's website at <https://group.pfeiffer-vacuum.com/agm> and will be communicated to those shareholders pursuant to § 125 of the German Stock Corporation Act (*Aktiengesetz*) who request it.

(b) Countermotions and proposals for elections pursuant to § 126 Para. 1, § 127 of the German Stock Corporation Act (*Aktiengesetz*)

Countermotions by shareholders against a proposal by Management Board and/or Supervisory Board relating to a specific point on the agenda pursuant to § 126 Para. 1 of the German Stock Corporation Act (*Aktiengesetz*), as well as proposals for elections for Supervisory Board members or for independent auditor submitted by shareholders pursuant to § 127 of the German Stock Corporation Act (*Aktiengesetz*), will be made available on the Company's website if they are received by the Company prior to May 5, 2020, (24:00 hours), and provided that further requirements for the accessibility are met. During the virtual Annual General Meeting no countermotions or proposals for elections can be submitted. Proper countermotions and proposals of elections submitted in due form and by May 5, 2020 (24:00 hours) will be treated in the virtual Annual General Meeting as if they had been made at the Annual General Meeting.

c) Shareholders' right to be informed pursuant to § 131 Para. 1 of the German Stock Corporation Act (*Aktiengesetz*)

In the event of an General Meeting held in attendance in line with general rules, shareholders of the Company can, in accordance with § 131 of the German Stock Corporation Act (*Aktiengesetz*), request information from the Management Board at the General Meeting on the Company's affairs, the Company's legal and business relations with affiliated companies and the position of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of the item on the agenda.

In the case of the virtual Annual General Meeting, this right to information (*Auskunftsrecht*) is replaced by a possibility to ask questions by way of electronic communication in accordance with § 1 Para. 2 Sent. 1 no. 3, Sent. 2 of the COVID-19-Measures Act.

For the Annual General Meeting on Mai 20, 2020, the opportunity to ask questions by way of electronic communication is open only to those shareholders or their representatives who have duly registered and provided proof of their shareholding as described above under No. 1. These shareholders or their representatives are free to submit questions in German no later than two days prior to the Annual General Meeting, i.e. by Monday, May 18, 2020, 24:00 hours, using the password-protected internet service

under

<https://group.pfeiffer-vacuum.com/agm>

in accordance with the procedure provided for this purpose.

In accordance with § 1 Para. 2 COVID-19-Measures Act the Management Board decides according to its dutiful, free discretion which questions it will answer and how it will answer them. The Management Board can summarize questions and select questions that are reasonable in the interest of the other shareholders. The Management Board can also give preference to shareholder associations and institutional investors with significant voting interests.

Only questions in German will be considered.

More detailed explanations of the aforementioned rights of shareholders can be found on the Company's website at

<https://group.pfeiffer-vacuum.com/agm>

6. Shareholder countermotions and election nominations as well as requests for amendments to the agenda

Countermotions and election nominations relating to the Annual General Meeting pursuant to §§ 126, 127 of the German Stock Corporation Act (*Aktiengesetz*) should be sent to the Company at the following address:

Pfeiffer Vacuum Technology AG
Investor Relations
Berliner Strasse 43
35614 ABlar
Fax +49 (0) 6441 802-1365
HV2020@pfeiffer-vacuum.de

Requests for amendments to the agenda pursuant to § 122 Para. 2 German Stock Corporation Act (*Aktiengesetz*), must be submitted to the Management Board in writing. We request that such requests be mailed to the aforementioned Company mailing address. Reference is made to the explanations in No. 5 above.

7. Information pursuant to § 124a German Stock Corporation Act (*Aktiengesetz*)

The information pursuant to § 124a German Stock Corporation Act (*Aktiengesetz*) is available on the Company's website at the following address:

<https://group.pfeiffer-vacuum.com/agm>

8. 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 amounts to a total of € 25,261,207.04, divided into 9,867,659 no-par bearer shares ("shares"). Each share confers one vote. At the time of the convocation of the Annual General Meeting, the 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 the convocation of the Annual General Meeting.

9. Information on data protection

In connection with your attendance at the Annual General Meeting, your registration hereto or the exercise of further rights relating to the Annual General Meeting, we collect personal data on you and/or your proxy, in order to enable shareholders to exercise their rights in connection with the Annual General Meeting. Details regarding the processing of personal data and your rights pursuant to the General Data Protection Regulation (GDPR) are available on the Company's website under the following address:

<https://group.pfeiffer-vacuum.com/agm>

10. Transmission of the Annual General Meeting in video and audio via the internet

Those shareholders who have fulfilled the requirements for participation and exercising voting rights as described in No. 1 above are entitled to follow the virtual Annual General Meeting. The transmission is carried out via a password-protected internet service at:

<https://group.pfeiffer-vacuum.com/agm>

Shareholders who have fulfilled the requirements for participation and exercising their voting rights described in no. 1 will receive the access data to this password-protected Internet service together with the confirmation of registration.

11. COVID 19-Pandemic

We will inform you about the effects of current developments of the COVID 19-pandemic on the Annual General Meeting of the Company via our website:

<https://group.pfeiffer-vacuum.com/agm>

Asslar, April 2020

Pfeiffer Vacuum Technology AG
 The Management Board