

Led by experience. Driven by curiosity.

Invitation

to vote at the Annual General Meeting
of Comet Holding AG
2021

Please note the
information
inside regarding
the coronavirus

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group

Note on the holding of the Annual Shareholder Meeting regarding the Covid-19 pandemic

Comet will hold its Annual Shareholder Meeting on April 22, 2021 in accordance with Art. 27 of Switzerland's Covid-19 Ordinance 3 (Version of March 2021) on measures for combating the coronavirus, excluding any in-person attendance or participation by shareholders.

You are requested to please instruct the independent proxy accordingly or make use of the system for electronic voting.

Please submit in writing any questions that you wish to ask at the Annual Shareholder Meeting to info@comet.tech. Comet will answer your questions and subsequently publish the exchange on its website.

Thank you for your understanding and continued support in the fight against further spreading of Covid-19.

Please find attached the key information on the fiscal year and the agenda items:

- 4 Statement of the Chairman and the CEO
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Annual General Meeting of April 22, 2021

Date: Thursday, April 22, 2021, 10:00 a.m.

Place: Comet Holding AG, Herrengasse 10, 3175 Flamatt, Switzerland

Dear shareholders,

Due to the ongoing extraordinary situation due to the global Covid-19 pandemic, Comet will hold its Annual Shareholder Meeting on April 22, 2021 in accordance with Art. 27 of Switzerland's Covid-19 Ordinance 3 (Version of March 2021) on measures for combating the coronavirus, excluding any in-person attendance or participation by shareholders. The Board of Directors requests that all shareholders cast their votes in writing or by electronic power of attorney, instructing the independent proxy accordingly.

The complete Annual Report, including the Compensation Report and the reports of the auditors can be found published on the website of the Comet Group. Please use the form sent to by postal service with the invitation to grant your power of attorney to the independent proxy.

To cast votes by electronic voting, please go to the internet website www.gvmanager.ch/comet. There, you can also make any necessary changes to your address. Your personal one-time code for granting power of attorney you will find in the top section of the registration form. Electronic remote voting will be possible from April 1, 2021, 6:00 a.m. until April 19, 2021, at 12:00 noon. All shareholders whose names are entered in the company's share register on April 15, 2021 are entitled to vote.

Thank you for your understanding and continued support in the fight to prevent further spreading of Covid-19, and wish you and your families all the best. Be safe, and be healthy.

On behalf of the Board of Directors
Chairman
Heinz Kundert

Statement of the Chairman and the CEO

Comet going strong in times of change.

2020 was a year of renewal for Comet.

The spreading pandemic meant that concern for one's own and others' health became a dominant issue for most people around the world. Measures to protect against Covid-19 changed the way we live, study, work, and shop.

Many activities abruptly shifted to the virtual space. People now had to rely on digital solutions like video conferencing to stay connected and work remotely.

The rapid "digitalization of everything" and the resulting increase in demand for semiconductor devices allowed Comet to participate in this transformation with its high-end products. Our top priorities were the health of our employees and on-time delivery to our customers. As a result, we were able to increase sales by 6.5% and boost the Group's net income to CHF 27.7 million, exceeding our expectations.

We made significant progress in the implementation of our focus strategy initiated in 2019:

- By completing the sale of ebeam to Tetra Pak, we can now fully focus on Comet's core plasma control systems and x-ray businesses
- Through the acquisition of the Canadian software developer ORS, we invested in capabilities for the digital future, including artificial intelligence and machine learning
- The product portfolio was expanded in all three divisions
- We increased our production capacity in Switzerland and Germany and strengthened our presence in Asia



Kevin Crofton, CEO of Comet Group, and Heinz Kundert, Chairman of the Board of Directors

All this occurred during an unprecedented time of change for our customers, our partners and ourselves.

We invested heavily in our team to further develop the Group's most precious resource, our people. More than 70 of our international managers and top talent completed a leadership program in partnership with the IMD business school in Switzerland. The goal was to become more outside-in oriented as a company, improve our speed of innovation and enhance our business processes and behaviors in order to raise our performance at all levels of leadership and in every business area.

Covid-19 will continue to test us in 2021. Yet we are confident we will master the multifaceted challenges it brings. We are grateful to have succeeded as a company in an extraordinarily demanding year and are excited about Comet's prospects for a continued successful, profitable and sustainable future. We are eager to take advantage of the business opportunities

available to us in the age of the Internet of Things, artificial intelligence, the cloud, digital health, autonomous vehicles, 5G and more.

With our highly dedicated employees, we want to make a significant contribution to a safer, more efficient and more sustainable world. In doing so, we draw on Comet's more than 70 years of experience, our passion and our curiosity as we accelerate technological change for the global good.

We sincerely thank all our customers, employees, partners and investors for their continued commitment and trust in Comet.

Heinz Kundert, Chairman of the Board of Directors, Comet Group
Kevin Crofton, Chief Executive Officer, Comet Group

Review of 2020

Comet results exceed expectations.

In the year of the Covid-19 pandemic, the Comet Group proved robust and flexible. By rapidly deploying pre-emptive measures, we protected the health of our employees. We maintained the undiminished ability to serve our customers on time. The Group grew sales and significantly improved its operating income. We also made good headway in the implementation of our strategic initiatives.

Net sales rose by 6.5% from the prior year to CHF 395.8 million. Thanks to the right cost discipline, Comet increased its EBITDA margin from 10.8% to 14.8%. Net income grew by 130.8% from CHF 12.0 million to CHF 27.7 million. Free cash flow also increased, from CHF 30.1 million to CHF 41.6 million, due in part to rigorous control of net working capital. Comet enjoys a sound financial position, with an equity ratio of 50.1% and net debt that was reduced from CHF 25 million to CHF 7.1 million. On this solid footing, and with the progress made in executing the strategic Boost initiatives, Comet is moving forward an even stronger entity.

Accelerated digitalization reflected in sales growth – Plasma Control business more than makes up for headwind faced in other markets

In 2020, the Group benefited from the vibrant strength of the semiconductor and electronics market. The pandemic accelerated an already robust demand for cloud services, video conferencing,

gaming, 5G, and other tech solutions. This boosted demand for semiconductor chips and helped to offset the structural and pandemic-related slump in the automotive, aerospace and security sectors.

Reflecting these industry trends, the Plasma Control Technologies division contributed the largest share of the Group's sales of CHF 395.8 million. By realizing its opportunities in the semiconductor market, the division generated sales growth of 48.1% to CHF 224.7 million. The x-ray businesses, meanwhile, experienced clear adverse impacts of the pandemic. On the plus side, demand for non-destructive inspection solutions in the automotive, aerospace and security markets stabilized toward the end of 2020, and Comet also saw early commercial success with its new products launched in both the X-Ray Systems and X-Ray Modules business lines. Even with that stabilization, the market slump in the aerospace, automotive and security sectors hurt the performance of the two x-ray divisions. X-Ray Systems recorded a 23.5% decline in sales to CHF 106.8 million and X-Ray Modules' sales fell by 21.4% to CHF 61.4 million.

In the ebeam business, the focus in 2020 was on its divestiture to Tetra Pak; sales were CHF 14.6 million.

Profitability strengthened, net income doubled, positive economic profit

Management's consistent focus on cost control and efficiency gains has yielded results. Comet increased its EBITDA by 46.5% from CHF 40.0 million to CHF 58.6 million, an impressive performance in view of the difficult environment. The lion's share of the EBITDA gains came from Plasma Control Technologies (PCT). In line with the Boost initiatives, processes were streamlined, automated and made more efficient. With double-digit sales growth, the PCT division's operating earnings at EBITDA level more than tripled from CHF 15.4 million to CHF 49.3 million. As mentioned, the x-ray businesses had a more difficult year due to market conditions. Thanks to proactive cost-cutting measures, X-Ray Modules still achieved EBITDA of CHF 9.0 million, compared with CHF 21.7 million in the prior year. X-Ray Systems was harder hit by the effects of the pandemic. In response to the adverse market environment the X-Ray Systems business implemented prompt countermeasures. The division limited the EBITDA loss to CHF 1.0 million, following a profit of CHF 12.0 million in 2019. In order to improve profitability the division redirected its focus on most of its R&D efforts to accelerate its position in the semiconductor and electronics sector. The ebeam business closed with an EBITDA profit of CHF 3.3 million due to its sale, after a loss of CHF 6.2 million in the previous year.

The Comet Group's net income grew strongly from CHF 12.0 million to CHF 27.7 million, to which the sale of the ebeam business to Tetra Pak contributed CHF 3.5 million. Free cash flow also rose significantly, primarily due to effective accounts receivable management and higher prepayments from customers in the systems business; FCF increased from CHF 30.1 million to CHF 41.6 million. The cash flow from the sale of the ebeam business, which brought in CHF 7.5 million, was offset primarily by the cash outflow of CHF 8.4 million for the acquisition of the Canadian software developer ORS. Economic profit – the profit in excess of the 9% cost of capital – improved from

Sales in CHF million 2020

395.8

2019: 371.6

Net income in CHF million 2020

27.7

2019: 12.0

Free cash flow in CHF million 2020

41.6

2019: 30.1

the prior year's deficit of CHF 6.3 million to a positive CHF 11.3 million. ROCE rose to 13.6%.

Strategy execution on track – Efficiency and growth initiatives under Boost program put into action

In 2020, Comet implemented its strategy to focus on its core markets (primarily semiconductor, automotive, aerospace and security), and core technologies (plasma control and x-ray). Thus, in November, it completed the sale of the ebeam business to Tetra Pak. In addition, Comet clearly repositioned the X-Ray Systems business in alignment with the prevailing market conditions in the automotive and aerospace sector, and streamlined the divisional cost structure. With the acquisition of Canadian soft-

ware developer ORS, a leading provider of solutions for data analysis, artificial intelligence and machine learning, the Group expanded its competencies as an important prerequisite for a future digital service offering. Comet made progress on all three fronts of its Boost improvement program: Growth, Efficiency and Culture.

Successful product launches as drivers of future growth: Comet launched three new products in the x-ray business, which open up an additional served available market of CHF 120 million by 2025. These new products have already achieved rapid market adoption, and even repeat orders. In addition, successful field testing of the new radio frequency (RF) generator at customer sites is bringing initial sales in the USD 650 million generator market within reach for 2021.

Ready to go thanks to expanded production capacity and more flexible structures: Comet's PCT division rapidly ramped up production capacity to be able to meet

the rising RF power product demand regardless of geopolitical shifts and market volatility. The new site in Malaysia was commissioned and certified within a year. In Aachen, Germany, Comet moved into a larger, state-of-the-art facility for the manufacturing of the new RF generator product line. In Flamatt, Switzerland, the company significantly increased productivity through lean measures in the IXM and PCT division. As a result, production capacity has increased by nearly 50%.

Expanded presence in Asia: With the opening of the new facility in Taiwan (in addition to the centers in the USA, Korea, Japan, China and Malaysia), Comet is now strategically located in all of the major global hotspots of the semiconductor and electronics industry. In addition, the demonstration center in Korea was expanded and provides advanced development services directly for customers throughout Asia, including China.

Comet Group key consolidated financial results

In thousands of CHF	2020	2019	2018	2017	2016
Net sales	395,816	371,606	436,356	443,370	332,437
Operating income	39,329	19,939	18,771	50,737	36,473
In % of net sales	9.9%	5.4%	4.3%	11.4%	11.0%
EBITA	43,855	24,541	29,426	55,129	39,630
In % of net sales	11.1%	6.6%	6.7%	12.4%	11.9%
EBITDA	58,616	39,974	42,966	63,203	47,699
In % of net sales	14.8%	10.8%	9.8%	14.3%	14.3%
Net income	27,661	12,027	12,347	35,336	27,336
In % of net sales	7.0%	3.2%	2.8%	8.0%	8.2%
Operating cash flow ¹	57,045	48,688	27,727	38,353	33,179
In % of net sales	14.4%	13.1%	6.4%	8.7%	10.0%
Total assets	429,271	391,710	380,266	389,789	344,908
Shareholders' equity	214,956	195,948	198,292	201,548	176,345
In % of total assets	50.1%	50.0%	52.1%	51.7%	51.1%
Number of employees (year-end)					
Switzerland	474	494	509	535	438
International	929	836	837	900	792
Total	1,403	1,330	1,346	1,435	1,230

¹ Net cash provided by operating activities, as per consolidated statement of cash flows.

Strengthened culture and organization: Comet is on a journey of creating a high-performing company. Our long-term vision is to refine the framework of roles and responsibilities across businesses, functions and regions. In addition, in 2020, seventy promising talents throughout all levels of the organization were exposed to, and trained in the implementation of, the changes required by the Boost initiatives, as part of a joint program with IMD Lausanne – a journey that will continue in 2021.

Management team reinforced

Comet's realignment was initiated by Heinz Kundert as Chairman of the Board and interim Chief Executive Officer. In September 2020, he passed the CEO baton to Kevin Crofton, who has more than 30 years of leadership experience in the semiconductor industry. The management team was completed with the addition of Lisa Pataki as Chief Financial Officer in October and Keighley Peters as Chief Information Officer at the end of December. The succession process for the President of X-Ray Systems, Thomas Wenzel, who has decided to leave the company for personal reasons effective the end of April 2021, is well underway.

Dividend

At the Annual Shareholder Meeting on April 22, 2021, the Board of Directors will propose a dividend of CHF 1.30 per share (prior year: CHF 1.00). This represents a distribution of 37% of the Group's net income (prior year: 65%).

Outlook

Comet has started 2021 a stronger entity, with a sound balance sheet, high order backlog, a more efficient organization and a flexible, global production network. Thanks to our heightened focus on the fast-growing semiconductor and electronics market, we are well positioned to continue to improve earnings in 2021.

The pace of digitalization and the growth in the processing of large amounts of data (in a word, big data) have accelerated. Applications such as artificial intelligence, the Internet of Things with networked production, and the expansion of the 5G mobile communications standard continue to drive up data volume exponentially. The demand for IT hardware is rising similarly strongly, as are the demands on semiconductor-based IT infrastructure such as data centers, which ensure reliable data storage and processing. Thus, SEMI, the semiconductor equipment and materials industry association, projects nearly double-digit growth in global semiconductor manufacturing equipment sales in 2021, following a record 2020.

There are also signs of an upswing in the Group's other important end markets. While the market situation remains challenging after the renewed tightening of restrictions to combat the pandemic at the beginning of 2021, progress in the world's vaccination programs suggests a gradual return to normality lies ahead. This should also improve the situation for our x-ray business in its core markets of automotive, aerospace and security.

In this dynamic environment, we will press ahead with the focused expansion of Comet's already strong market position and continue to invest in innovation and in the expansion of our product portfolio. As last year, we will give absolute priority to the safety of all employees and customers.

The market setting remains subject to uncertainty. Provided the macroeconomic situation does not deteriorate significantly, the Comet Group expects a further increase in sales, EBITDA and EBITDA margin for the full year 2021 compared to fiscal 2020.

Trends – Technologies – People & Planet

How Comet is enabling and embracing transformation.

Highlights of 2020

Read our Annual Report online and find out more about what our highlights in fiscal 2020 were:

<https://reports.comet-group.com/>



More room for growth.



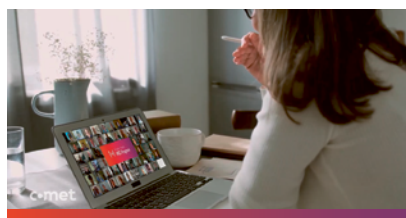
Exploiting the full potential of data: Mission launched.



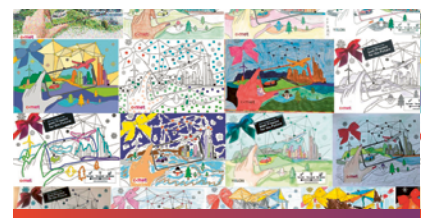
Comet technologies at the heart of critical manufacturing processes.



Comet steps up new product launches.



Learning together and achieving our full potential.



Engaged for the next generation.

Financial Data.

Consolidated statement of income

In thousands of CHF	Note	2020	%	2019	%
Net sales	3/4	395,816		371,606	
Cost of sales		(238,249)		(228,763)	
Gross profit		157,567	39.8%	142,843	38.4%
Other operating income	5	5,428	1.4%	5,051	1.4%
Development expenses	7	(53,220)	-13.4%	(48,693)	-13.1%
Marketing and selling expenses		(43,369)	-11.0%	(49,843)	-13.4%
General and administrative expenses		(31,063)	-7.8%	(29,419)	-7.9%
Gain on disposal of businesses	8	3,986	1.0%	—	—
Operating income		39,329	9.9%	19,939	5.4%
Financing expenses	10	(8,657)	-2.2%	(6,738)	-1.8%
Financing income	10	2,816	0.7%	2,162	0.6%
Income before tax		33,487	8.5%	15,363	4.1%
Income tax	11	(5,827)	-1.5%	(3,336)	-0.9%
Net income		27,661	7.0%	12,027	3.2%
Earnings per share in CHF, diluted and basic	12	3.56		1.55	
Operating income		39,329	9.9%	19,939	5.4%
Amortization	9	4,526	1.1%	4,602	1.2%
EBITA		43,855	11.1%	24,541	6.6%
Depreciation	9	14,761	3.7%	15,433	4.2%
EBITDA		58,616	14.8%	39,974	10.8%

Consolidated statement of comprehensive income

In thousands of CHF	Note	2020	2019
Net income		27,661	12,027
Other comprehensive income			
Foreign currency translation differences		(2,618)	(2,286)
Total items that will be reclassified to the income statement on realization		(2,618)	(2,286)
Actuarial gains/losses on defined benefit plans	26	1,392	(3,425)
Income tax	11	(181)	361
Total items that will not subsequently be reclassified to the income statement		1,211	(3,064)
Total other comprehensive income		(1,407)	(5,350)
Total comprehensive income		26,254	6,677

The complete consolidated financial statements 2020 (incl. notes) are available as an online version at www.comet-group.com/en/investors.

Consolidated balance sheet

In thousands of CHF	Note	Dec. 31, 2020	%	Dec. 31, 2019	%
Assets					
Cash and cash equivalents		74,681		60,255	
Trade and other receivables	13	61,784		62,627	
Other assets	14	1,813		271	
Tax receivables		1,168		609	
Inventories	15	94,188		85,184	
Prepaid expenses	16	4,674		8,296	
Total current assets		238,308	55.5%	217,243	55.5%
Property, plant and equipment	17	112,629		115,702	
Right-of-use assets	18	20,610		11,682	
Intangible assets	19	43,862		38,318	
Other assets – non-current financial assets	14	3,209		367	
Deferred tax assets	11	10,653		8,397	
Total non-current assets		190,963	44.5%	174,467	44.5%
Total assets		429,271	100.0%	391,710	100.0%
Liabilities and shareholders' equity					
Current debt	22	59,976		12,000	
Current lease liabilities	18	4,198		4,635	
Trade and other payables	23	37,289		36,609	
Contract liabilities	3	43,421		28,273	
Other financial liabilities	14	1,471		41	
Tax payables		4,399		2,480	
Accrued expenses	24	21,429		18,470	
Current provisions	25	8,466		9,346	
Total current liabilities		180,649	42.1%	111,853	28.6%
Non-current debt	22	—		59,893	
Non-current lease liabilities	18	17,644		8,754	
Non-current provisions	25	69		11	
Employee benefit plan liabilities	26	14,808		15,250	
Deferred tax liabilities	11	1,145		—	
Total non-current liabilities		33,666	7.8%	83,909	21.4%
Total liabilities		214,315	49.9%	195,762	50.0%
Capital stock	27	7,768		7,764	
Additional paid-in capital		11,631		11,184	
Retained earnings		224,452		203,277	
Foreign currency translation differences		(28,895)		(26,277)	
Total equity attributable to shareholders of Comet Holding AG		214,956	50.1%	195,948	50.0%
Total liabilities and shareholders' equity		429,271	100.0%	391,710	100.0%

Consolidated statement of cash flows

In thousands of CHF	Note	2020	2019
Net income		27,661	12,027
Income tax	11	5,827	3,336
Depreciation, amortization and impairment	9	19,287	20,035
Net interest expense	10	1,838	1,890
Share-based payments		518	301
Losses on disposal of property, plant and equipment		199	94
Losses on disposal of intangible assets		7	—
Gain on disposal of businesses	8	(3,986)	—
Other non-cash expense or (income)		1,860	1,044
Change in provisions	25	(52)	(2,563)
Change in other working capital		10,789	12,575
Taxes paid		(6,903)	(50)
Net cash provided by operating activities		57,045	48,688
Inflow from disposal of businesses	8	7,542	—
Outflow from acquisitions	20	(8,391)	—
Purchases of property, plant and equipment	17	(12,635)	(16,419)
Purchases of intangible assets	19	(931)	(2,202)
Disposals of property, plant and equipment	17	321	99
Purchase/disposals of other assets		(1,379)	(163)
Interest received		77	108
Net cash (used in) investing activities		(15,396)	(18,577)
Proceeds from bank debt	22	—	5,000
Repayment of debt	22	(12,000)	(1,000)
Repayment of lease liabilities	18	(4,715)	(4,867)
Interest paid		(1,847)	(1,901)
Distribution to shareholders of Comet Holding AG	34	(7,764)	(9,312)
Net cash (used in) financing activities		(26,326)	(12,080)
Net increase/(decrease) in cash and cash equivalents		15,323	18,031
Foreign currency translation differences on cash and cash equivalents		(897)	(784)
Net cash and cash equivalents at January 1		60,255	43,007
Net cash and cash equivalents at December 31		74,681	60,255

Consolidated statement of changes in equity

In thousands of CHF	Note	Equity attributable to shareholders of Comet Holding AG				Total shareholders' equity
		Capital stock	Additional paid-in capital	Retained earnings	Foreign currency translation differences	
January 1, 2019		7,760	18,496	196,027	(23,991)	198,292
Net income				12,027		12,027
Other comprehensive income				(3,064)	(2,286)	(5,350)
Total comprehensive income				8,963	(2,286)	6,677
Distribution to shareholders of Comet Holding AG	34		(7,760)	(1,552)		(9,312)
Increase in capital (for stock compensation)	27	4	448	(503)		(51)
Share-based payments	31/32			342		342
December 31, 2019		7,764	11,184	203,277	(26,277)	195,948
Net income				27,661		27,661
Other comprehensive income				1,211	(2,618)	(1,407)
Total comprehensive income				28,872	(2,618)	26,255
Distribution to shareholders of Comet Holding AG	34			(7,764)		(7,764)
Increase in capital (for stock compensation)	27	4	447	(363)		88
Share-based payments	31/32			431		431
December 31, 2020		7,768	11,631	224,452	(28,895)	214,956

Agenda.

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- 1 Management report, annual and consolidated financial statements 2020 of Comet Holding AG and report of the statutory auditors**

The Board of Directors proposes that the management report, annual and consolidated financial statements 2020 be approved, taking note of the auditor's report.

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- 2 Proposal for the appropriation of retained earnings 2020**

Retained earnings 2020

in thousands of CHF	2020
Earnings brought forward	111 235
Net income for the year	12 522
Retained earnings available for distribution	123 757

Proposal for the appropriation of 2020 retained earnings

The Board of Directors proposes to the Annual Shareholder Meeting that a distribution to the shareholders be made from the retained earnings as follows:

in thousands of CHF	2020
Retained earnings as per December 31, 2020	123 757
Payment of CHF 1.30 per share	-10 098
Retained earnings carried forward	113 659

If the proposal is accepted, the distribution of CHF 1.30 per eligible share, less 35% withholding tax, will be paid out on April 28, 2021.

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- 3 Release of the members of the Board of Directors and the Executive Committee**

The Board of Directors proposes to release its members and the members of the Executive Committee for the 2020 financial year.

4 Elections to the Board of Directors

The Board of Directors proposes the individual re-election of Board members Gian-Luca Bona, Mariel Hoch, Patrick Jany, Heinz Kundert and the election of Tosja Zywietz and Thilo von Selchow as new Board members for a term of office concluding at the end of the next Annual Shareholder Meeting. The currently sitting members of the Board of Directors and the new candidates Tosja Zywietz and Thilo von Selchow proposed by the Board of Directors have agreed to accept their re-election or first-time election, respectively, to the Board of Directors for the proposed tasks and duties.

The Board of Directors also proposes that Heinz Kundert be re-elected as Chairman of the Board of Directors.

4.1 Re-election of Heinz Kundert as member

The Board of Directors proposes that Heinz Kundert be re-elected as a member of the Board of Directors for a term of office concluding at the end of the next Annual Shareholder Meeting.

4.2 Re-election of Prof. Dr. Gian-Luca Bona as member

The Board of Directors proposes that Prof. Dr. Gian-Luca Bona be re-elected as a member of the Board of Directors for a term of office concluding at the end of the next Annual Shareholder Meeting.

4.3 Re-election of Dr. iur. Mariel Hoch as member

The Board of Directors proposes that Dr. iur. Mariel Hoch be re-elected as a member of the Board of Directors for a term of office concluding at the end of the next Annual Shareholder Meeting.

4.4 Re-election of Patrick Jany as member

The Board of Directors proposes that Patrick Jany be re-elected as a member of the Board of Directors for a term of office concluding at the end of the next Annual Shareholder Meeting.

4.5 Election of Tosja Zywietz as new member

The Board of Directors proposes that Tosja Zywietz be elected to the Board of Directors as a new member for a term of office concluding at the end of the next Annual Shareholder Meeting.

Tosja Zywietz brings decades of experience and an impressive track record in the semiconductor, electronics and sensor technology sectors so important to Comet. He is COO and in charge of global business operations at the German company Sick AG since January 2020. Prior to that assignment he held various management positions at the global technology company Rosenberger Hochfrequenztechnik GmbH & Co. KG, which he ultimately led as CEO, and at Boston Consulting Group GmbH in Germany and Great Britain. Zywietz also gained valuable experience from his own medical technology firm Biosigna GmbH which developed an algorithm-based system for evaluating vital signs in clinical trials, and was then successfully sold to Cardinal Health in the United States. Zywietz has extensive experience in technical and operational management.

The 49-year-old German citizen earned his doctoral degree in physical chemistry from the University of Göttingen, culminating his studies in theoretical physics with a doctoral degree at the Fritz Haber Institute of the Max Planck Society in Berlin.

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| 4.6 | Election of Thilo von Selchow as new member | <p>The Board of Directors proposes that Thilo von Selchow be elected to the Board of Directors as new member for a term of office concluding at the end of the next Annual Shareholder Meeting.</p> <p>Thilo von Selchow has longstanding experience in corporate management and as an investor and is deeply networked in the industries relevant to Comet. He led Zentrum Mikroelektronik Dresden AG (ZMD) for 17 years. As CEO and President from 1999 to 2016, he transformed the ailing formerly state-run business into a growing global firm focused on analog mixed-signal semiconductors and drove its expansion into Asia. Prior to that, he also served at Heikamp & Thumann Gruppe as CEO of their Battery Components Product Group, at Truelove & McLean Inc. in Connecticut in the United States, and as investment manager with Beteiligungsanstalt für den Mittelstand AG (BfM AG) in Munich.</p> <p>Thilo von Selchow studied mechanical engineering and business administration at the University of Munich, completing his studies with the German Diplom-Kaufmann degree in business administration. He also studied at Harvard Summer School in Boston in the United States. The 59-year-old German citizen is currently managing director of Thilo von Selchow GmbH. As lead investor European Angel Fund, Thilo von Selchow is involved in numerous innovative tech startups, some of which he also supports in an advisory capacity. He is also a member of the Industry Advisory Board of the Fraunhofer Society Group for Microelectronics and serves as honorary Chairman of the Shareholders' Committee of Johanniter GmbH.</p> |
| 4.7 | Re-election of Heinz Kundert as Chairman of the Board of Directors | <p>The Board of Directors proposes that Heinz Kundert be re-elected as Chairman of the Board of Directors for a term of office concluding at the end of the next Annual Shareholder Meeting.</p> |
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| 5 | Election of members of the Compensation Committee | |
| 5.1 | Re-election of Dr. iur. Mariel Hoch as member of the Compensation Committee | <p>The Board of Directors proposes that Dr. iur. Mariel Hoch be re-elected as a member of the Compensation Committee of the Board of Directors for a term of office concluding at the end of the next Annual Shareholder Meeting.</p> |
| 5.2 | Election of Thilo von Selchow as new member of the Compensation Committee | <p>The Board of Directors proposes that Thilo von Selchow be elected as a new member to the Compensation Committee of the Board of Directors for a term of office concluding at the end of the next Annual Shareholder Meeting.</p> |
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| 6 | Election of the independent proxy | <p>The Board of Directors proposes the re-election of Patrick Glauser of FIDURIA AG to serve as independent proxy until the conclusion of the next Annual Shareholder Meeting.</p> |
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| 7 | Election of the auditors | <p>The Board of Directors proposes that Ernst & Young AG be elected as auditors of Comet Holding AG for the 2021 financial year.</p> |

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- 8 Approval of the remuneration of the Board of Directors and the Executive Committee**
- The Board of Directors proposes that the remuneration of the Board of Directors and the Executive Committee be approved.
- 8.1 Approval of the compensation of the Board of Directors
- The Board of Directors proposes that a maximum total amount of CHF 800,000 be approved as compensation for the Board of Directors in the coming term of office up to the 2022 Shareholder Meeting. This compensation amounts to CHF 99,000 per member of the Board of Directors and CHF 198,000 for the Chairman of the Board of Directors. This results in a total amount of CHF 693,000 (5 x CHF 99,000 plus 1 x CHF 198,000). In addition, social security contributions for the Board of Directors amounting to CHF 60,000 are due, resulting in a sum total of CHF 753,000. With an additional small reserve of CHF 47,000, the Board of Directors is therefore proposing a sum total of CHF 800,000 for compensation of the Board of Directors.
- 8.2 Approval of the fixed compensation of the Executive Committee
- The Board of Directors proposes that a maximum total fixed compensation of CHF 3,500,000 be approved for the Executive Committee for the 2022 fiscal year. This amount includes the contributions for their occupational pensions, old age and survivors' insurance (AHV), unemployment insurance (ALV) and accident insurance.
- 8.3 Approval of the variable compensation of the Executive Committee
- The Board of Directors proposes that the total amount of CHF 598,538 be approved for the variable compensation of the Executive Board (including former members) for the 2020 financial year. This amount is made up of the variable salary component of CHF 363 688 in cash, share based payments of CHF 185,281, and pro rata social benefits of CHF 49,569 (see the Compensation Report in the 2020 Annual Report).
- 8.4 Advisory vote on the 2020 Compensation Report
- The purpose of the Compensation Report is to provide shareholders with precise information about the compensation systems, guidelines and practices for the Board of Directors and the members of the Executive Board. At this Annual Shareholder Meeting, the Board of Directors will submit the Compensation Report 2020 to the shareholders for an advisory vote.
- The Board of Directors proposes that the 2020 Compensation Report be approved in an advisory vote.
- Flamatt, April 1, 2021
Comet Holding AG
Heinz Kundert
Chairman of the Board of Directors

This unofficial English translation of the German original document is provided solely for readers' convenience. In the event of dispute or of any discrepancy between the translation and the original, the German version shall prevail.



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