

Led by experience. Driven by curiosity.

Invitation

to the 2025 Annual Shareholder Meeting
of Comet Holding AG



c•met

Contents

3	Invitation to the 2025 Annual Shareholder Meeting
4	Statement of the Chairman and the CEO
8	Review of 2024 and outlook
12	Agenda
22	Map
23	Directions

Annual Shareholder Meeting on April 10, 2025

Dear Shareholder,

We are pleased to invite you to the 76th Annual Shareholder Meeting of Comet Holding AG.

Date: Thursday, April 10, 2025, 10.00 CEST

Place: Stadion Wankdorf Business Center, Bern-Wankdorf, Switzerland

Hall: Champions Lounge, Papiermühlestrasse entrance

The complete annual report for fiscal year 2024, including the compensation report, the sustainability report and auditor's reports, is available on the website of the Comet Group. Beginning on page 12 of this notice, you will find the agenda of the Annual Shareholder Meeting and the proposals of the Board of Directors to shareholders. You can use the enclosed form ("Registration") to register for the Shareholder Meeting or to appoint a proxy to represent you. Admission tickets and voting cards will be delivered to you in time before the Shareholder Meeting by Devigus Engineering AG, the company assisting us with holding the meeting. For organizational reasons, we ask that you register by April 7, 2025.

For this year's Annual Shareholder Meeting of the Comet Group, as in the previous years, you have the ability to vote online. For this electronic voting, please visit the web page www.gvmanagerlive.ch/comet. You will find your personal access code for proxy authorization in the top section of the registration form. Remote electronic voting will be available from March 19, 2025 at 6.00 CET to April 6, 2025 at 23.59 CEST. Shareholders are entitled to vote if their name appears in the Company's share register as of April 2, 2025 at 17.00 CEST.

For the Board of Directors
The Chairman
Paul Boudre

Statement of the Chairman and the CEO

Comet is well-positioned for growth.

In 2024, Comet continued to face a challenging business environment, even as conditions showed a positive shift compared to the previous year. The gradual recovery from the downturn in the semiconductor cycle gained momentum, although at a slower pace than anticipated at the start of 2024. This recovery was primarily driven by rising demand in the area of artificial intelligence (AI) and related segments, such as logic chips and high-bandwidth memory (HBM). While these specialized applications currently represent only a small proportion of the total volume of chip demand, they are expected to contribute significantly to the industry's growth.

Traditional microchip applications in consumer-focused markets like automotive, personal computers, and smartphones were not able to keep pace with this positive trend last year. These sectors dealt with continued challenges due to subdued consumer sentiment, influenced by inflation and general uncertainty stemming from geopolitical tensions. In particular, the European automotive industry struggled with declining demand, including for electric vehicles, which further impacted the overall dynamics in the industrial markets.

We have continued to invest, despite the headwinds mentioned above, in our

three major strategic thrusts – accelerating growth, enhancing efficiency and strengthening culture – and are therefore well-positioned and prepared for the expected acceleration of the upturn in an increasingly complex and challenging business environment. This will enable the company to deliver sustainable and profitable long-term growth.

Financial results reflect macroeconomic developments

The economic environment of improved, but still cautious, sentiment is reflected in our financial results for fiscal year 2024. While there has been a clear improvement compared to the previous year, Comet's full potential is far from being realized. The Plasma Control Technologies (PCT) division benefited the most from the recovery following the significant downturn in the previous year, although still at a modest level. To be prepared for the further upswing, PCT has taken appropriate measures, including the careful expansion of production staff. The X-Ray Systems (IXS) division, on the other hand, felt the impact of weakness in its traditional markets, which has not yet been fully offset by sales in new markets. Nonetheless, the strategic focus on the semiconductor and electronics industry has been pursued with unwavering commit-



Paul Boudre, Chairman of the Board of Directors and Stephan Haferl, Chief Executive Officer

ment. The X-Ray Modules (IXM) division experienced the expected consolidation after the record-setting prior year, partly due to the same challenges faced by IXS. In this area as well, the focus on the semiconductor industry has advanced significantly, with new, innovative products added to the portfolio. The benefits of these investments will become evident in the coming years and contribute to strengthening Comet's market position.

Several important product milestones reached

In 2024, Comet achieved significant milestones in strategic growth projects across all business units. Building on the successful market launch of the radio frequency (RF) generator from the Synertia® family in 2022, PCT now introduced the first platform projects for the combined Synertia® generator and matchbox, including the latest Synertia® match technology. Featuring an inte-

grated RF power delivery platform, Comet now offers an advanced solution for real-time data analysis that enhances plasma process stability, reduces downtime, increases yield, and boosts overall productivity. IXS also made substantial progress, by launching an enhanced, fully automated version of its groundbreaking inspection system for the semiconductor industry, the CA20 – now built for inspecting components directly within fabs, following the version for labs that was launched the previous year. These machines are equipped with Comet IXM's advanced x-ray tubes, underscoring IXM's leading technological position and strategic focus on the high-growth semiconductor industry. To support the success of these products, Comet has strategically invested in the commercial side of the business, particularly in Asia, the gravitational center of the semiconductor industry.

Pushing ahead in Asia

To meet the long-term, dynamically growing demand for semiconductor equipment and to further diversify our global presence, we are investing in our expansion in Asia, notably by establishing Penang, Malaysia, as a dedicated regional hub. The groundbreaking for the new Comet facility there in October 2024 marked a significant milestone in this strategic project. Manufacturing in Malaysia presents numerous advantages, making it an attractive choice for Comet to expand its production capabilities. One of the key benefits is Malaysia's strategic location at the heart of Southeast Asia, providing seamless access to major regional markets such as China and other rapidly growing

Asian economies. This advantageous geographic positioning helps reduce logistics costs and shortens delivery times, enhancing Comet's overall operational efficiency.

Driving innovation through people skills

Innovation and technology leadership remain at the core of Comet's strategic focus. Even under the challenging economic conditions of the past two years, we have continued to invest heavily in research and development, as well as in strategically important employee skills that are crucial to our ongoing success. This ensures that we stay ahead of industry trends and consistently deliver value to our customers. These investments were made possible by Comet's sound financial position.

Important steps toward a sustainable future

Comet's commitment to sustainability is backed by what we do about it. We firmly believe that sustainable practices are key to our future success, and we strive to make a meaningful impact through our actions. One of our cornerstone programs is our eco-design initiative, launched in 2023 with the goal of embedding eco-efficient principles into all our product development processes. We are also making steady progress in transitioning to renewable and clean energy sources. In addition, we have committed to setting science-based targets with the Science Based Targets initiative (SBTi) by the end of 2024.

Looking ahead

Comet's technologies are at the heart of the ongoing trends of digitalization and electrification – two crucial transformations that will shape the global economy and society in the long term and drive further demand for semiconductors. Key applications such as artificial intelligence – specifically, the data centers where most AI computing is done – and electric vehicles increasingly require more powerful and energy-efficient semiconductor solutions. Our strategic priorities are centered on maintaining technology leadership in products for the semiconductor industry, especially through our core technologies of RF power and x-ray. To meet the ever-evolving demands of the future, we rely on close, collaborative partnerships with our customers.

Thank you

Comet is ready to seize the opportunities of the coming acceleration of the upswing, and this has been made possible by the dedication of many. First and foremost, we express our heartfelt thanks to all our employees for their outstanding efforts during 2024. We also wish to extend our sincere appreciation to our customers and suppliers for their trust and solid partnership. Finally, we are deeply grateful to our shareholders, whose confidence drives Comet forward on its promising journey and many of whom have shown steadfast loyalty over the years.

Paul Boudre, Chairman,
Comet Holding AG, and
Stephan Haferl, CEO,
Comet Group

Review of 2024

Comet back on growth trajectory.

In fiscal year 2024, the anticipated upswing in the semiconductor cycle materialized, giving Comet positive momentum. At the same time, traditional industries, particularly the automotive sector, faced a challenging environment characterized by stagnation or even decline, creating headwinds for Comet's x-ray business. Despite these mixed market conditions, Comet successfully navigated the year and delivered a significantly improved performance compared to the year before.

The semiconductor industry experienced a highly dynamic and uneven growth curve across its various segments in the past year. While artificial intelligence (AI) and high-performance computing (HPC) applications saw strong expansion driven by rising demand for advanced processing power and data infrastructure, consumer-oriented segments – including smartphones, PCs, and automotive – remained subdued.

In this business environment, Comet achieved net sales growth of 12.1% year-over-year in 2024 to CHF 445.4 million. Operating earnings at EBITDA level grew by 34.2% to CHF 60.4 million, reflecting improved profitability. Net income increased by 128.2% to CHF 35.1 million, translating to earnings of CHF 4.52 per share.

Stronger operating performance led to a significant improvement in free cash flow, which rose to CHF 41.4 million, recovering from a slight deficit of CHF 0.6 million in the previous year. The company's equity ratio of 61.3% and a debt factor of minus 0.27 underscore

Sales in CHF million

2024

445.4

2023: 397.5

Net income in CHF million

2024

35.1

2023: 15.4

Free Cash Flow in CHF million

2024

41.4

2023: -0.6

Comet's robust financial position and continued balance sheet strength.

targeted investments in growth and efficiency.

Strong growth prospects driven by rising semiconductor demand

Comet's long-term growth outlook remains bright, driven by the ever-expanding adoption of semiconductors across a wide range of industries. This positive market trend is expected to fuel further improvements in the company's business performance. Strategically well-positioned to leverage the increasing demand for semiconductor manufacturing equipment, the company maintains a disciplined approach to

Divisions: robust semiconductor-driven performance amid softer demand in traditional end markets

The Plasma Control Technologies (PCT) division remained the largest contributor to Group sales, achieving net sales growth of 28.1% to CHF 247.4 million (previous year: CHF 193.2 million). In contrast, the two x-ray divisions, X-Ray Systems (IXS) and X-Ray Modules (IXM), saw lower net sales compared to the prior-year period. IXS's net sales were only slightly below the previous year's level, with a small decline of 0.9% to

Comet Group key consolidated financial results

In thousands of CHF	2024	2023	2022	2021	2020
Net sales	445,362	397,453	586,395	513,721	395,816
Operating income	38,229	24,978	98,975	84,085	39,329
In % of net sales	8.6%	6.3%	16.9%	16.4%	9.9%
EBITDA	60,380	44,996	118,913	102,749	58,616
In % of net sales	13.6%	11.3%	20.3%	20.0%	14.8%
Net income	35,119	15,388	78,109	67,437	27,661
In % of net sales	7.9%	3.9%	13.3%	13.1%	7.0%
Free cash flow ¹	41,414	(584)	42,173	57,767	41,649
In % of net sales	9.3%	-0.1%	7.2%	11.2%	10.5%
Total assets	531,169	473,578	556,801	482,341	429,271
Shareholders' equity	325,438	296,092	331,532	274,981	214,956
In % of total assets	61.3%	62.5%	59.5%	57.0%	50.1%
Number of employees (year-end)					
Switzerland	690	586	647	565	474
International	1,120	991	1,116	1,006	929
Total	1,810	1,577	1,763	1,571	1,403

¹Sum of net cash provided by operating activities and net cash (used in) investing activities, as per consolidated statement of cash flows.

CHF 115.9 million from CHF 117.0 million in the year before. Meanwhile, net sales at IXM consolidated to CHF 94.6 million, a decrease of 5.7% following the previous year's record result.

Improved profitability on higher net sales

The increase in net sales was entirely driven by the high-margin PCT business, positively impacting EBITDA. In 2024, EBITDA reached CHF 60.4 million, up from CHF 45.0 million in the prior year, with the EBITDA margin improving to 13.6% from 11.3% in the year before. This increase was primarily attributable to higher sales volumes, reflecting strong demand and operational scalability.

The Group's net income of CHF 35.1 million was 128.2% above the year-earlier figure of CHF 15.4 million. Return on capital employed (ROCE) increased to 10.4% (prior year: 6.6%), exceeding Comet's cost of capital again after a weak previous year.

Plasma Control Technologies (PCT), the Group's largest division and the most exposed to the semiconductor cycle recovery, was the primary driver of EBITDA growth. EBITDA for the division increased by 181.7% year-over-year to CHF 52.7 million, with the EBITDA margin expanding by 11.6 percentage points to 21.3%.

In the Industrial X-Ray Systems (IXS) division, the strategic shift toward the semiconductor industry gained momentum, marked by the introduction of a new inspection system exclusively for this market. However, this was not yet sufficient to fully offset the reduction in net sales that was due to cautious

investment sentiment encountered across various other traditional industries. EBITDA for IXS was a deficit of CHF 4.3 million, compared to a CHF 4.9 million profit in 2023, with the EBITDA margin declining to a negative 3.7% from a positive 4.2% one year earlier.

Meanwhile, the Industrial X-Ray Modules (IXM) division was also impacted by subdued demand in traditional markets, its net sales consolidating at a high absolute level following a record year. With EBITDA of CHF 14.6 million, the division fell short of the previous year's figure of CHF 23.8 million. The EBITDA margin declined by 8.4 percentage points to 15.4%, reflecting ongoing investments in the strategic repositioning toward the semiconductor and battery markets.

The improved demand environment and resulting higher net income drove stronger operating cash flow. With reduced capital expenditures, free cash flow thus increased to CHF 41.4 million, compared to a small deficit of CHF 0.6 million in the prior year.

Appointment of new CFO

Christian Witt was appointed Chief Financial Officer (CFO) and member of the Executive Committee, effective January 1, 2025. The seasoned finance professional with 28 years of experience in the industrial and technology sector and a strong international background will be executing Comet's financial strategy and leading the global finance organization. He takes over from interim CFO Nicola Rotondo, who is focusing on his role as Vice President of Group Accounting & Controlling again.

Dividend

At the Annual Shareholder Meeting on April 10, 2025, the Board of Directors will propose a dividend of CHF 1.50 per share (prior year: CHF 1.00). This represents a distribution of 33.2% of the Group's net income (prior year: 50.5%).

Outlook

After a challenging year in 2023, we have returned to a growth trajectory in 2024. Our strong financial footing has enabled us to invest beyond the cycle in growth, efficiency, and cultural development. These investments have laid the groundwork for a positive 2025 and for our long-term sustainable success.

The semiconductor industry will continue to be shaped by strong structural growth drivers that extend well beyond short-term market fluctuations. Artificial intelligence (AI), high-performance computing (HPC), edge computing, and the increasing digitalization of industries will set the pace for advanced semiconductor solutions. These technologies are not only transforming computing power but are also enabling innovations in fields such as autonomous systems and next-generation communication networks. At the same time, electrification and automation trends in the automotive and industrial sectors are accelerating the need for more sophisticated semiconductor components.

Despite cyclical fluctuations, the long-term outlook for the semiconductor industry and therefore for our company remains positive, with global market projections indicating sustained growth in the coming years. Emerging technolo-

gies, such as advanced packaging, AI accelerators, and energy-efficient chip architectures, will drive further innovation and new market opportunities. In 2025, the global economy is expected to navigate a complex environment marked by both opportunities and challenges. While some regions anticipate moderate expansion, others continue to grapple with high debt levels, inflationary pressures, and geopolitical uncertainties.

In this unpredictable environment, we must remain agile, continuously assessing developments in economic trends and other areas with the potential to impact the company. By staying proactive and adaptable, we aim to navigate these challenges effectively while seizing opportunities for sustainable growth and long-term value creation for all our stakeholders.

Agenda.

1 2024 management report, separate financial statements and consolidated financial statements of Comet Holding AG and reports of the statutory auditor

Motion: The Board of Directors proposes that the 2024 management report, separate financial statements, and consolidated financial statements be approved, and that the reports of the statutory auditor be noted.

Reasons: In the view of the Board of Directors, the management report and the separate and consolidated financial statements have been prepared in accordance with the applicable accounting standards and the applicable provisions of the Swiss Code of Obligations. The management report and the separate and consolidated financial statements have also been audited by the Company's statutory auditor and have received its unqualified audit opinion. The Board of Directors is also of the view that neither the management report nor the separate or consolidated financial statements contain specific facts that require in-depth discussion. The Board of Directors therefore submits the above proposal to the Annual Shareholder Meeting.

2 Appropriation of 2024 retained earnings

in thousands of CHF	2024
Retained earnings brought forward	123,617
Net income for the year	15,614
Retained earnings available for distribution	139,231

Proposed appropriation of 2024 retained earnings

Motion: The Board of Directors proposes that retained earnings be appropriated as follows:

in thousands of CHF	2024
Retained earnings as at December 31, 2024	139,231
Dividend distribution of CHF 1.50 per share	-11,654
Retained earnings after proposed dividend distribution	127,577
Retained earnings carried forward	127,577

Reasons: In view of the Company's financial results in the last fiscal year as well as the currently expected medium- to long-term financial needs of the Company, the Board of Directors considers it appropriate and expedient to use retained earnings to pay a dividend as described in the above motion and to carry forward the retained earnings remaining after deduction of the total amount of the dividend distributed. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

Provided the motion of the Board of Directors is approved, the dividend of CHF 1.50 per eligible share, less 35% withholding tax, will be paid on April 16, 2025.

3 2024 report on non-financial matters

Motion: The Board of Directors proposes that the 2024 report on non-financial matters be approved.

Reasons: In the view of the Board of Directors, the report on non-financial matters has been prepared in accordance with the applicable legal requirements and in line with the GRI standards. The Company's statutory auditors have provided limited assurance on selected KPIs as set out in their report included in the report on non-financial matters. The Board of Directors is also of the view that the report on non-financial matters does not contain specific information that require in-depth discussion. The Board of Directors therefore submits the above proposal to the Annual Shareholder Meeting.

4 Granting of discharge to the members of the Board of Directors and the Executive Committee from liability

Motion: The Board of Directors proposes that its members and the members of the Executive Committee be discharged from liability for fiscal year 2024.

Reasons: The Board of Directors is not aware of any facts that would make it necessary to withhold discharge from liability. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

5 Elections to the Board of Directors

The members Dr. Mariel Hoch, Patrick Jany, Heinz Kundert, Dr. Edeltraud Leibrock, Irene Lee and Benjamin Loh have declared their willingness to accept their re-election to the Board of Directors. Paul Boudre does not stand for re-election as member and Chair of the Board of Directors. The Board of Directors proposes that Benjamin Loh be elected as the new Chairman of the Board of Directors. Benjamin Loh has declared his willingness to accept his election as Chair of the Board of Directors.

In the opinion of the Board of Directors, the members of the Board of Directors standing for re-election work efficiently and well together. They also have the necessary expertise. Furthermore, the Board of Directors is of the opinion that Benjamin Loh has proven to be ideally suited to lead the Board of Directors. The Board of Directors as proposed for re-election in these motions also meets the Company's requirements in terms of diversity.

The Board of Directors therefore submits the following motions to the Shareholder Meeting:

5.1 Re-election of Dr. Mariel Hoch as member

Motion: The Board of Directors proposes the re-election of Dr. Mariel Hoch as a member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.

5.2 Re-election of Patrick Jany as member

Motion: The Board of Directors proposes the re-election of Patrick Jany as a member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.

- | | |
|---|---|
| 5.3 Re-election of Heinz Kundert as member | Motion: The Board of Directors proposes the re-election of Heinz Kundert as a member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting. |
| 5.4 Re-election of Irene Lee as member | Motion: The Board of Directors proposes the re-election of Irene Lee as a member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting. |
| 5.5 Re-election of Dr. Edeltraud Leibrock as member | Motion: The Board of Directors proposes the re-election of Dr. Edeltraud Leibrock as a member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting. |
| 5.6 Re-election of Benjamin Loh as member | Motion: The Board of Directors proposes the re-election of Benjamin Loh as a member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting. |
| 5.7 Election of Benjamin Loh as Chair of the Board of Directors | Motion: The Board of Directors proposes the election of Benjamin Loh as Chair of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting. |

6 Election of the members of the Nomination & Compensation Committee

The Nomination & Compensation Committee is today composed of the three members Dr. Mariel Hoch, Heinz Kundert and Benjamin Loh. Benjamin Loh stands for election as Chair of the Board of Directors and therefore not for re-election to the Nomination & Compensation Committee. He will be replaced by Patrick Jany.

Dr. Mariel Hoch and Heinz Kundert have declared their willingness to accept their re-election to the Nomination & Compensation Committee. Patrick Jany has declared his willingness to accept his election to the Nomination & Compensation Committee.

In the opinion of the Board of Directors, these members of the Nomination & Compensation Committee work efficiently and well together. They also have the necessary expertise.

In addition, the Nomination & Compensation Committee, with the members Dr. Mariel Hoch, Heinz Kundert and Patrick Jany who are proposed for (re-)election, meet the Company's requirements in terms of diversity. Furthermore, in the opinion of the Board of Directors, Dr. Mariel Hoch, Heinz Kundert and Patrick Jany are to be considered independent in the sense of the Swiss Code of Best Practice of *economiesuisse*, as they are neither involved in the Company's operational management nor affiliated with important shareholders of the Company.

The Board of Directors therefore submits the following motions to the Shareholder Meeting:

6.1 Re-election of Dr. Mariel Hoch as member of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the re-election of Dr. Mariel Hoch as a member of the Nomination & Compensation Committee of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.

6.2 Re-election of Heinz Kundert as member of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the re-election of Heinz Kundert as a member of the Nomination & Compensation Committee of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.

6.3 Election of Patrick Jany as member of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the election of Patrick Jany as a member of the Nomination & Compensation Committee of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.

**7 Election of
the independent proxy**

Motion: The Board of Directors proposes that HütteLAW AG be re-elected as the independent proxy for a term ending at the conclusion of the next Annual Shareholder Meeting.

Reasons: In the view of the Board of Directors, HütteLAW AG is independent and knows the responsibilities of an independent proxy well, which is important for the smooth performance of the duties of this office. The Board of Directors has no indication that the performance of the independent proxy in the past year was anything other than fully satisfactory. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

**8 Election of
the statutory auditor**

Motion: The Board of Directors proposes the election of Ernst & Young AG as statutory auditor for fiscal year 2025.

Reasons: In the opinion of the Board of Directors, Ernst & Young AG is independent and knows both the duties of a statutory auditor and the Company's internal procedures well, which is important for a smooth audit process. The Board of Directors has no indication that the performance of the statutory auditor in the past year was anything other than fully satisfactory. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

9 Approval of the compensation of the Board of Directors and the Executive Committee

9.1 Approval of the compensation of the Board of Directors

Motion: The Board of Directors proposes the approval of a maximum aggregate amount of CHF 1,150,000 for the compensation of the Board of Directors for the upcoming term of office ending at the 2026 Annual Shareholder Meeting.

Reasons: The proposed maximum aggregate amount of CHF 1,150,000 remains unchanged from the previous year and covers the compensation of the Board of Directors consisting of six members as proposed. The Chair of the Board of Directors receives fixed compensation of CHF 250,000, while the Vice-Chair of the Board of Directors and the members of the Board of Directors receive base compensation of CHF 120,000 and CHF 100,000, respectively, as well as a fee for their work in committees. This results in a total amount of CHF 910,000 (1x CHF 250,000 plus 1x CHF 120,000 plus 4x CHF 100,000 plus 2x CHF 25,000 for chairs of the committees plus 6x CHF 15,000 for members of the committees (Audit Committee, Nomination & Compensation Committee, and Technology Committee)). In addition, social security contributions of approximately CHF 60,000 are payable, resulting in a total amount of CHF 970,000, plus a reserve of CHF 180,000.

Based on the recommendations of the Nomination & Compensation Committee, the Board of Directors is of the opinion that the compensation structure and amount are in line with the prevailing market practice of companies comparable to the Comet Group listed on the SIX Swiss Exchange, is appropriate in view of the work performed by the members of the Board of Directors and is in line with the compensation principles set forth in the Articles of Association of the Company. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

9.2 Approval of the fixed compensation of the Executive Committee

Motion: The Board of Directors proposes the approval of a maximum aggregate amount of CHF 3,900,000 for the fixed compensation of the Executive Committee for fiscal year 2026.

Reasons: The maximum aggregate amount of the fixed compensation of the Executive Committee includes the employer contributions to the pension plans, social security plans (AHV/IV/EO and ALV) and short-term disability insurance and accident insurance plans.

Based on the recommendations of the Nomination & Compensation Committee, the Board of Directors is of the opinion that the fixed compensation of the Executive Committee is in line with the prevailing market practice of companies comparable to the Comet Group listed on the SIX Swiss Exchange, is appropriate in view of the work performed by the members of the Executive Committee, and is in line with the compensation principles set forth in the Articles of Association of the Company. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

9.3 Approval of the variable compensation for the Executive Committee for fiscal year 2026 under the Long-Term Incentive Plan

Motion: The Board of Directors proposes to approve prospectively a maximum amount of CHF 3,050,000 for the variable compensation of the Executive Committee under the Long-Term Incentive Plan for fiscal year 2026.

Reasons: These amounts for the variable compensation of the Executive Committee include any social security contributions.

The compensation being awarded through the allocations under the Long-Term Incentive Plan is to be approved prospectively for the fiscal year 2026 as variable compensation. The proposed amount corresponds to the maximum of the variable compensation to be paid out later, calculated as per the allocation date. At the time of allocation, the members of the Executive Committee receive conditional rights (Anwartschaften) to a certain number of shares. This number may increase to a maximum of 200% or decrease to 0%, depending on the

achievement of the relevant criteria. The maximum amounts therefore correspond to this 200% plus social security contributions, but do not reflect the share price performance during the term of the plan (the period between the allocation date and vesting date).

The Board of Directors therefore submits the above motion to the Shareholder Meeting.

9.4 Approval of the variable compensation of the Executive Committee for fiscal year 2024 under the Short-Term Incentive Plan

Motion: The Board of Directors proposes the approval of an aggregate amount of CHF 1,132,604 for the variable compensation of the Executive Committee for fiscal year 2024.

Reasons: This amount consists of the variable compensation of CHF 803,067 in cash, share awards of CHF 249,487 under the Short-Term Incentive Plan and proportionate social contributions of CHF 80,050 (see the compensation report in the annual report 2024).

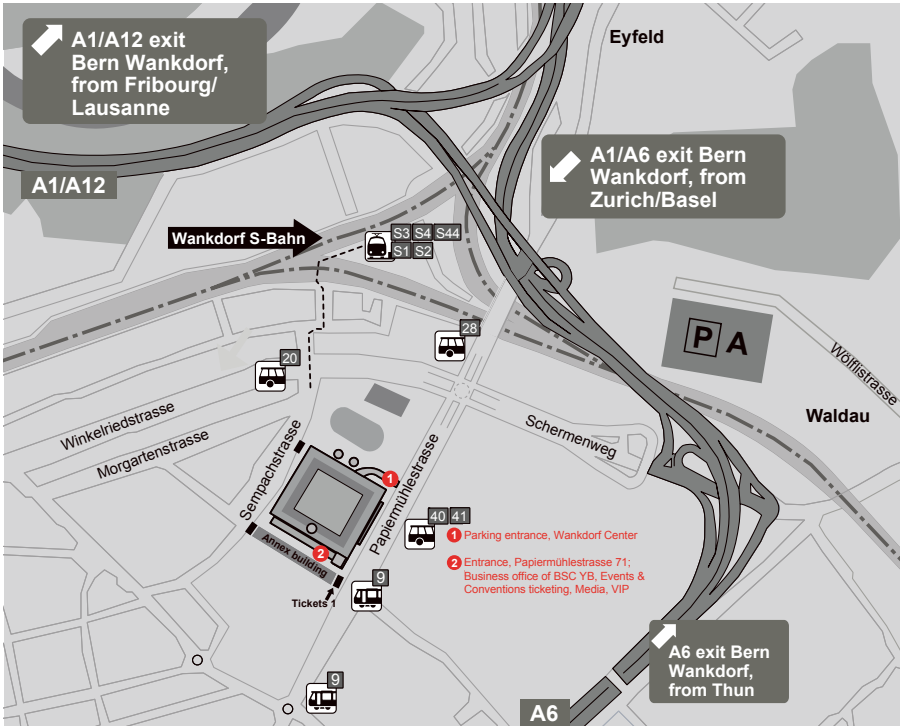
Based on the recommendations of the Nomination & Compensation Committee, the Board of Directors is of the opinion that the variable compensation of the Executive Committee is in line with the prevailing market practice of companies comparable to the Comet Group listed on the SIX Swiss Exchange, is appropriate in view of the work performed by the members of the Executive Committee and is in line with the compensation principles set forth in the Articles of Association of the Company. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

9.5 Consultative vote
on the compensation
report for 2024

Motion: The Board of Directors proposes the approval of the compensation report for 2024 in a consultative vote.

Reasons: The purpose of the compensation report is to provide shareholders with information on the compensation systems, policies and practices for the Board of Directors and the members of the Executive Committee. In the opinion of the Board of Directors, the compensation report for 2024 has been prepared in accordance with the applicable provisions. The compensation report has also been audited by the Company's statutory auditor and received its unqualified audit opinion. As well, the Board of Directors believes that the compensation report does not contain specific facts that require in-depth discussion. The Board of Directors therefore submits the above motion to the Shareholder Meeting.

Map



Stadion Wankdorf Bern-Wankdorf

Business Center
Champions Lounge
3rd Floor

Papiermühlestrasse 71
3014 Bern
Tel. 031 344 88 77
<https://www.bscy.ch/stadion-wankdorf>

Directions

By public transit from Bahnhof Bern railway station

Take tram line 9 to Wankdorf Center, bus line 20 to Wyler, or various trains to S-Bahn stop Wankdorf on the commuter rail system.

Important note: Please use the Papiermühlestrasse 71 entrance (number 2 on the map) to enter the stadium, and take the elevator to the third floor.

By car

- From Lausanne via A1 motorway: → Bern exit BEA-Expo → Wankdorf → "Zentrum" (center) → Einkaufszentrum (shopping center)
- From Basel/Zurich via A1 motorway: → Lucerne/Bern → A1/Bern → A6/Interlaken → Exit BEA-Expo → Wankdorf → "Zentrum" (center) → "Einkaufszentrum" (shopping center)
- From Interlaken via A6 motorway: → Thun → A6/Bern exit BEA-Expo → Wankdorf → "Zentrum" (center) → "Einkaufszentrum" (shopping center)
- Drive into the parking facility of the stadium/shopping center.

Important note: The access to Papiermühlestrasse 71 is located in the back third of the parking garage and is marked with the word "VIP" and a large number "71". From here, take the elevator to the third floor.



Comet Holding AG

Herrengasse 10
3175 Flamatt
Switzerland

T +41 31 744 90 00

More information is available
on our website at:
www.comet-group.com