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Invitation

to the 2026 Annual Shareholder Meeting
of Comet Holding AG



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Annual Shareholder Meeting on April 14, 2026

Dear Shareholder,

We are pleased to invite you to the 77th Annual Shareholder Meeting of Comet Holding AG.

Date: Tuesday, April 14, 2026, 10.00 CEST

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

Hall: Champions Lounge, Papiermühlestrasse entrance

The complete annual report for fiscal year 2025, 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 10, 2026.

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, 24, 2026 at 6.00 CET to April 12, 2026 at 23.59 CEST. Shareholders are entitled to vote if their name appears in the Company's share register as of April 7, 2026 at 17.00 CEST.

For the Board of Directors
The Chairman
Benjamin Loh

Statement of the Chairman and the CEO

Opening the next chapter of long-term growth

In 2025, Comet made good progress: We advanced our strategic priorities in a demanding environment, while maintaining discipline in execution and continuing investment in innovation. Although the semiconductor cycle began a gradual recovery, we continued to operate in a challenging global setting shaped by geopolitical tensions, tariffs, and trade restrictions. These factors created heightened uncertainty and sustained caution in the semiconductor value chain, influencing overall market dynamics. In response, we strengthened cost discipline, exercised prudent capital allocation, and placed a strong emphasis on execution. At the same time, we continued to invest in R&D, laying the foundations for sustainable, long-term growth.

Following the initial definition of our focus strategy in 2019, in 2025 we further refined and extended our strategic vision through 2030. This evolution is not a fundamental shift in our business model, but rather a deliberate continuation and sharpening of our strategic priorities.

Macroeconomic conditions reflected in our financial results

For Comet, 2025 was characterized by strategic progress and continued invest-

ment in long-term value creation. Our financial results for 2025 reflect the impact of broader macroeconomic headwinds and unfavorable currency exchange rate movements. While we achieved revenue growth compared with the year before, our margins fell short of the targets set at the beginning of the year, in no small part due to the adverse exchange rate developments in the course of 2025. In line with Comet's strategy to 2030, we have already identified key levers to enhance profitability going forward.

We remain confident in Comet's long-term growth prospects. Many of our end markets have yet to return to normalized demand levels, and we see further opportunities to optimize our internal structures and organization. In addition, powerful, favorable structural trends – most notably the rapid advancement of artificial intelligence, digitalization, and electrification – continue to reshape the semiconductor industry. These trends underscore the relevance and long-term importance of Comet's core technologies.

Strategic initiatives: building for the future

While technology leadership remains central to our strategy, we are equally focused on strengthening our opera-



Benjamin Loh, Chairman of the Board of Directors and Stephan Haferl, Chief Executive Officer

tional foundation and global footprint for market access, as well as for local engineering and manufacturing.

A key strategic initiative in this context is our expansion in Asia, anchored by the establishment of a new Comet facility in Penang, Malaysia. This site will play a central role in supporting our long-term growth in the semiconductor equipment market while further diversifying our global manufacturing footprint. The construction of the facility remains on schedule and within budget, with completion expected in 2026.

Sustainability: From commitment to action

The volatile global environment also influenced sustainability regulations. In particular, European regulatory frameworks underwent significant changes in

2025, leading to adjustments relevant for Comet. Fundamentally, however, our commitment remains unchanged: Sustainability is an integral part of our strategy and a key pillar of lasting success. While we align with evolving regulations and stakeholder expectations, we aim to actively contribute to a more sustainable industry by enabling more efficient, low-carbon technologies and promoting the responsible use of increasingly constrained resources. We are convinced that our focus on responsible value creation across environmental, social and governance dimensions – from reducing our climate and environmental footprint and promoting safe, eco-efficient products, to fostering attractive working conditions and ensuring integrity in our business conduct – will strengthen our long-term competitive position.

People and skills as drivers of innovation

Innovation is ultimately driven by people – their expertise, creativity, and commitment. Recognizing this, we continued to invest in our employees and their skills throughout 2025, despite the challenging economic conditions of the past two years.

Our investment in research and development remained robust, ensuring that we stay ahead of technological trends and continue to deliver differentiated value to our customers. We also placed strong emphasis on developing strategically important skills across the organization, from advanced engineering, data analytics and adoption of AI to project management and customer engagement.

These investments were enabled by our sound financial footing, which provides the flexibility to pursue long-term strategic objectives while navigating short-term volatility. They also reflect our conviction that sustainable success is built on a strong foundation of talent, culture, and shared values.

A long-term perspective in a volatile world

Looking ahead, uncertainty is likely to remain a defining feature of the global environment. Geopolitical tensions, evolving trade policies, and macroeconomic volatility will continue to influence markets and investment behavior. At the same time, the fundamental drivers of semiconductor demand remain firmly intact.

Our technologies are deeply embedded in these long-term trends. We have two

dedicated, new product platforms, one in each of our technologies, to serve today's and tomorrow's requirements. However, the adoption of these advanced technologies takes time and success in this environment requires patience, discipline, and a clear focus on long-term value creation rather than short-term fluctuations. Despite the challenges and uncertainties of 2025, we therefore remain confident in Comet's strategic direction and long-run prospects.

Appreciation and thanks

We would like to express our sincere gratitude to all those who contributed to Comet's progress in 2025. First and foremost, we thank our employees. Their commitment and expertise are the vital basis of our success. We also thank our customers and suppliers for their trust, collaboration, and long-standing partnerships. Finally, we extend our heartfelt thanks to you, our shareholders, for your continued confidence and support. Your loyalty enables us to pursue a long-term strategy focused on sustainable value creation.

Benjamin Loh, Chairman,
Comet, and
Stephan Haferl, CEO, Comet

Review of 2025

Building momentum in 2025

In 2025, Comet made solid progress despite a challenging environment. While the semiconductor industry showed early signs of recovery, geopolitical tensions, tariffs, and trade restrictions continued to pressure global markets and supply chains. We remained focused on positioning Comet for future growth.

2025: A Year of Progress

In 2025, semiconductor investment was driven primarily by AI-related applications, including advanced logic and data-center infrastructure, while traditional volume markets such as automotive, smartphones, and PCs remained subdued. Tight memory supply supported rising prices throughout the year. Chip-makers focused mainly on equipment upgrades rather than significant capacity expansion.

Traditional industrial markets showed limited growth, particularly in Europe, reflecting soft economic conditions. Overall, 2025 marked a transition year, characterized by AI-led demand, selective investment, and improving visibility toward the end of the period.

In this environment, Comet continued to focus on one of its key strategic initiatives: expansion in Asia, currently centered on the establishment of a new facility in Penang, Malaysia. The project remains on schedule and within budget, with completion expected in late 2026.

Financially, 2025 was not a year of full recovery. Our results reflect the impact of macroeconomic headwinds and unfavorable currency movements. While revenue increased compared with the previous year, margins were lower.

In this business environment, Comet achieved net sales growth of 2.6% year

Sales in CHF million 2025

457.0

2024: 445.4

Net income in CHF million 2025

12.2

2024 (restated): 32.8

Free Cash Flow in CHF million 2025

8.5

2024: 41.4

over year in 2025 to CHF 457.0 million. Operating earnings at EBITDA level were lower, contracting to a margin of 10.1% from 13.0% in the previous year, reflecting unfavorable product and regional mix effects as well as adverse exchange rate developments. Net income decreased by 62.8% to CHF 12.2 million, translating to earnings of CHF 1.57 per share.

Higher capital expenditures for the new Penang building led to a reduced, positive free cash flow of CHF 8.5 million, compared to CHF 41.4 million in fiscal year 2024. The Group's equity ratio of 61.6%

and a debt factor of minus 0.1 underscore Comet's robust financial position and continued balance sheet strength.

Favorable growth outlook driven by booming memory demand

Comet's long-term growth outlook remains highly attractive as the semiconductor industry enters a sustained expansion phase driven by exceptional demand for memory chips. The rapid build-out of DRAM and NAND production capacity, fueled by structural AI demand and advanced computing workloads, is driving a strong upcycle in wafer fabrication equipment spending.

Comet Group key consolidated financial results

In thousands of CHF	2025	2024 restated	2023	2022	2021
Net sales	457,044	445,362	397,453	586,395	513,721
Operating income	24,556	35,861	24,978	98,975	84,085
In % of net sales	5.4%	8.1%	6.3%	16.9%	16.4%
EBITDA	46,335	58,011	44,996	118,913	102,749
In % of net sales	10.1%	13.0%	11.3%	20.3%	20.0%
Net income	12,208	32,779	15,388	78,109	67,437
In % of net sales	2.7%	7.4%	3.9%	13.3%	13.1%
Free cash flow ¹	8,502	41,414	(584)	42,173	57,767
In % of net sales	1.9%	9.3%	(0.1%)	7.2%	11.2%
Total assets	500,920	529,148	473,578	556,801	482,341
Shareholders' equity	308,769	323,098	296,092	331,532	274,981
In % of total assets	61.6%	61.1%	62.5%	59.5%	57.0%
Number of employees (year-end)					
Switzerland	705	690	586	647	565
International	1,127	1,120	991	1,116	1,006
Total	1,832	1,810	1,577	1,763	1,571

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

Divisions: Solid semiconductor-driven growth, tempered by currency headwinds

The Plasma Control Technologies (PCT) division remained the largest contributor to Group sales, achieving net sales growth of 3.9% to CHF 257.1 million (previous year: CHF 247.4 million). By contrast, the X-Ray Systems (IXS) division's net sales were below the previous year's level, with a decline of 4.4% to CHF 110.8 million from CHF 115.9 million in the year before. Meanwhile, the X-Ray Modules (IXM) division achieved net sales of CHF 99.1 million, an increase of 4.8% compared to the previous year (CHF 94.6 million). Exchange rate movements affected all divisions and reduced Group net sales by a total of CHF 20.8 million or 4.7%.

Lower profitability due to mix effects and exchange rates

EBITDA margin development varied across the divisions. The largest division, PCT, recorded a margin decline, mainly due to challenging product and regional mix effects as well as foreign exchange movements. In IXS, we made substantial investments related to the strategic repositioning of the business unit toward the semiconductor industry, which are also reflected in the 2025 profitability. IXM, however, improved its margin, supported by new product launches and strict cost discipline. Overall, the Group achieved an EBITDA margin of 10.1%, compared with 13.0% in 2024.

The Group's net income of CHF 12.2 million was 62.8% below the year-earlier figure of CHF 32.8 million. Return on capital employed (ROCE) decreased to 5.2% (previous year: 9.7%).

Plasma Control Technologies (PCT), the Group's largest division and the most exposed to the semiconductor industry, was unable to maintain the prior-year margin. Amid a mixed business environment, the division's margin decline was driven primarily by the rapid weakening of the U.S. dollar against the Swiss franc, which weighed on operating margins. In addition, demand temporarily shifted toward lower-margin products and regions that traditionally exhibit lower profitability. EBITDA for the division decreased by 19.8% year over year to CHF 40.4 million, with the EBITDA margin contracting from 20.4% to 15.7%.

In the Industrial X-Ray Systems (IXS) division, the strategic focus on the semiconductor industry continued to advance, supported by the introduction of a new inspection system dedicated to this market. Initial commercial traction was achieved with early system sales; however, this momentum was not yet sufficient to fully compensate for significant investments in product development and the decline in net sales resulting from subdued investment activity across several traditional end markets. Therefore, the division reported a negative margin for the period. EBITDA for IXS was a deficit of CHF 7.5 million, compared to a deficit of CHF 4.3 million in 2024, with the EBITDA margin declining to a negative 6.8% from a negative 3.7% one year earlier.

Meanwhile, the Industrial X-Ray Modules (IXM) achieved growth in both net sales and margin, although demand in traditional markets remained subdued. The division benefited from new products introduced progressively over recent

years, which are gaining increasing acceptance in new markets such as semiconductor and battery applications, as well as from strong cost discipline.

These factors helped to more than offset adverse developments related to tariffs. With EBITDA of CHF 15.8 million, the division was able to increase this earnings metric by 8.3% from the year-ago figure of CHF 14.6 million. The EBITDA margin improved from 15.4% in the previous year to 15.9% in 2025.

While the demand environment improved over the course of 2025, operating cash flow was impacted by a weaker operating result and higher capex, mainly related to the investments in the new production building in Malaysia. Free cash flow was therefore lower at CHF 8.5 million, compared with CHF 41.4 million in the prior year.

Dividend

At the Annual Shareholder Meeting on April 14, 2026, the Board of Directors will propose a dividend of CHF 0.50 per share (prior year: CHF 1.50). This represents a distribution of 31.9% of the Group's net income (previous year: 35.6%).

Outlook 2026

Ready for the next growth phase

In 2025, Comet made solid progress in a still-challenging environment. While the semiconductor cycle showed early signs of recovery, geopolitical tensions, tariffs and trade restrictions continued to weigh on global markets. In response, we maintained strict cost discipline, practiced prudent capital allocation and fo-

cused on execution, while continuing to invest in the foundations of sustainable long-term growth.

The semiconductor upswing will gain momentum in 2026

Long-term demand in the semiconductor industry will be driven by powerful structural trends rather than short-term cyclical movements.

Although the industry continues to experience cyclical volatility, the structural outlook for the semiconductor market remains favorable. Global demand is forecast to expand over the long term, supported by continued technological progress. Innovations such as advanced packaging, AI-focused computing solutions and more energy-efficient chip designs are set to open new applications and growth opportunities.

Capturing the benefits of past investments in 2026

In 2026, the global economic environment is expected to remain uneven, with continued geopolitical tensions and trade-related uncertainties weighing on business confidence. While some regions should see improving conditions, volatility is likely to persist.

For the semiconductor industry, 2026 is projected to represent a more constructive phase, supported by renewed investment in advanced logic, memory and emerging applications such as artificial intelligence and advanced packaging.

Against this backdrop, Comet will remain agile and focused on disciplined execution. By aligning its portfolio with customer needs and closely monitoring

market developments, the Group is well positioned to navigate uncertainty while pursuing sustainable growth and long-term value creation.

Comet is entering the next phase of growth

To remain competitive in a rapidly evolving market, Comet has made significant investments across its divisions. In PCT, the new Synertia platform strengthens technology and customer value, while IXS expanded its portfolio with the CA20 x-ray system. IXM investments are already delivering benefits. Comet has also expanded in Asia in step with semiconductor growth, with a new production site in Penang that builds on the Group's Malaysian presence since 2021.

These investments support the accelerating digital transformation and rising industry complexity. By investing early in advanced platforms and digital capabilities, Comet is well placed to support customers and capture growth. With differentiated technologies in plasma control and x-ray inspection, the company stands to benefit from higher complexity, replacement demand and sustained semiconductor investment.

Alongside these opportunities, Comet is executing a company-wide efficiency program to simplify processes, improve scalability and structurally reduce costs. Together with disciplined capital allocation, this is expected to strengthen profitability as semiconductor investment improves.

Amid economic and geopolitical change, Comet refined its focus strategy, positioning the company to capture new opportunities, accelerate growth and sustainably improve profitability into 2026 and beyond.

Agenda

1 2025 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 2025 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 2025 retained earnings

in thousands of CHF	2025
Retained earnings brought forward	127,274
Net income for the year	16,509
Retained earnings available for distribution	143,783

Proposed appropriation of 2025 retained earnings

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

in thousands of CHF	2025
Retained earnings as at December 31, 2025	143,783
Dividend distribution of CHF 0.50 per share	(3,885)
Retained earnings after proposed dividend distribution	139,898
Retained earnings carried forward	139,898

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 0.50 per eligible share, less 35% withholding tax, will be paid on April 20, 2026.

3 2025 report on non-financial matters

Motion: The Board of Directors proposes that the 2025 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 requires 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 2025.

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 Patrick Jany, Dr. Edeltraud Leibrock, Irene Lee and Benjamin Loh have declared their willingness to accept their re-election to the Board of Directors. Benjamin Loh also stands for re-election as Chairman of the Board of Directors. Dr. Mariel Hoch and Heinz Kundert do not stand for re-election. The Board of Directors proposes that Patrick Jany, Dr. Edeltraud Leibrock, and Irene Lee be re-elected as members of the Board of Directors and that Benjamin Loh be re-elected as Chairman of the Board of Directors. Anna Peter and Mads Joergensen stand for election as new members. The Board of Directors proposes that Anna Peter and Mads Joergensen be elected as the new members of the Board of Directors. Anna Peter and Mads Joergensen have declared their willingness to accept their election.

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.

Anna Peter is a partner at Homburger and specializes in corporate law, M&A, corporate governance, and capital markets law. She holds a doctorate in law from the University of Zurich and completed an LL.M. at NYU School of Law.

Mads Joergensen is the Chief Financial Officer and a member of the Executive Committee of the Georg Fischer Group. He has an international academic background in economics and business administration and extensive leadership experience in finance and corporate-finance functions.

In the opinion of the Board of Directors, the members of the Board of Directors standing for election 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 Patrick Jany as member of the Board of Directors **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.
- 5.2 Re-election of Irene Lee as member of the Board of Directors **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.
- 5.3 Re-election of Dr. Edeltraud Leibrock as member of the Board of Directors **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.
- 5.4 Re-election of Benjamin Loh as member of the Board of Directors **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.
- 5.5 Re-election of Benjamin Loh as Chair of the Board of Directors **Motion:** The Board of Directors proposes the re-election of Benjamin Loh as Chair of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.

- 5.6 Election of Anna Peter as member of the Board of Directors **Motion:** The Board of Directors proposes the election of Anna Peter 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 Mads Joergensen as member of the Board of Directors **Motion:** The Board of Directors proposes the election of Mads Joergensen as a member 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 Patrick Jany. Dr. Mariel Hoch and Heinz Kundert do not stand for re-election to the Nomination & Compensation Committee. The Board of Directors proposes that Anna Peter and Benjamin Loh be elected to the Nomination & Compensation Committee.

Patrick Jany has declared his willingness to accept his re-election to the Nomination & Compensation Committee. Anna Peter and Benjamin Loh have declared their willingness to accept their election.

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

In addition, the Nomination & Compensation Committee, with the members Benjamin Loh, Patrick Jany and Anna Peter who are proposed for (re-)election, meet the company's requirements in terms of diversity. Furthermore, in the opinion of the Board of Directors, Benjamin Loh, Patrick Jany and Anna Peter 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 Patrick Jany as member of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the re-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.

6.2 Election of Anna Peter as member of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the election of Anna Peter 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 Benjamin Loh as member of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the election of Benjamin Loh 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 re-election of Ernst & Young AG as statutory auditor for fiscal year 2026.

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 1,100,000 for the compensation of the Board of Directors for the upcoming term of office ending at the 2027 Annual Shareholder Meeting.

The proposed maximum aggregate amount of CHF 1,100,000 covers the compensation of the Board of Directors consisting of six members. The Chair of the Board of Directors receives a fixed compensation of CHF 250,000, while the Vice-Chair of the Board of Directors and the members of the Board of Directors receive a base compensation of CHF 120,000 and CHF 100,000, respectively, as well as an additional compensation for their work in committees. This results in a total amount of CHF 855,000 (1× CHF 250,000 plus 1× CHF 120,000 plus 4× CHF 100,000 plus 1× CHF 25,000 for chairs of the committees plus 4× CHF 15,000 for members of the committees (Audit Committee and Nomination & Compensation Committee)). In addition, social security contributions of approximately CHF 55,000 are payable, resulting in a total amount of CHF 910,000, plus a reserve of CHF 190,000.

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 2027.

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 2027 under the Long-Term Incentive Plan

Motion: The Board of Directors proposes to approve prospectively a maximum amount of CHF 2,950,000 for the variable compensation of the Executive Committee under the Long-Term Incentive Plan for fiscal year 2027.

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 2027 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 2025 under the Short-Term Incentive Plan

Motion: The Board of Directors proposes the approval of an aggregate amount of CHF 197,209 for the variable compensation of the Executive Committee for fiscal year 2025.

Reasons: This amount consists of a variable compensation of CHF 182,213 in cash under the 2025 Short-Term Incentive Plan and proportionate social contributions of CHF 14,996 (see the compensation report in the annual report 2025). Starting from the Short-Term Incentive Plan for fiscal year 2025 and going forward, payouts are settled entirely in cash for all members of the Executive Committee.

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 2025

Motion: The Board of Directors proposes the approval of the compensation report for 2025 in a consultative vote.

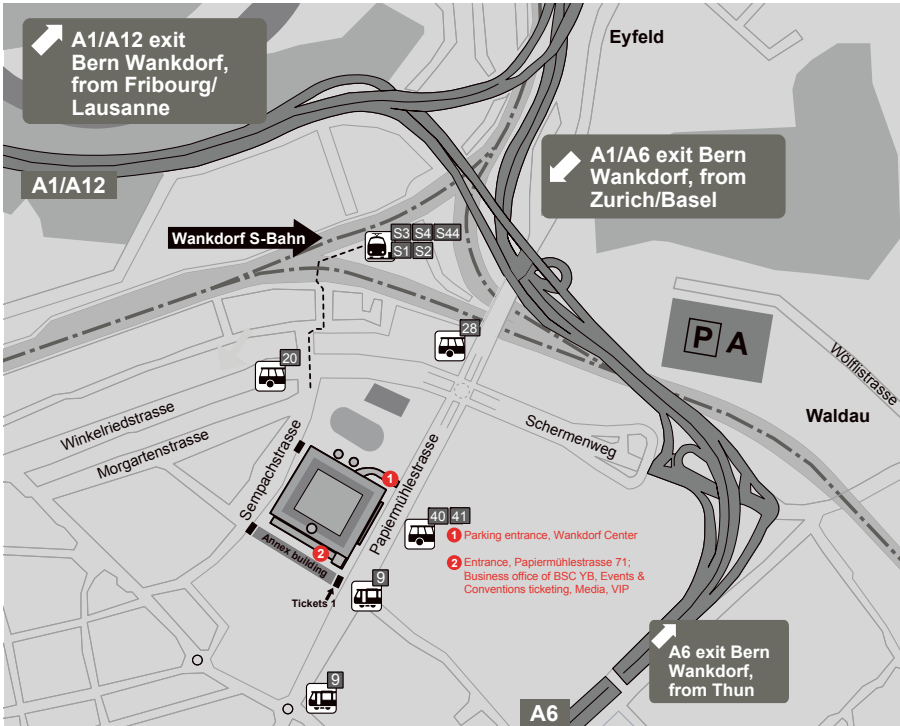
Reasons: The purpose of the compensation report is to provide shareholders with information on the compensation systems, policies and practices for the Board of Directors and the members of the Executive Committee. In the opinion of the Board of Directors, the compensation report for 2024 has been prepared 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.

9.6 Amendment of
the Articles of
Association (Art. 3a) –
Extension of
the Capital Band

Motion: The Board of Directors proposes to extend the existing capital band – introduced by resolution dated 14 April 2023 and currently set to expire on 14 April 2026 – for an additional five years, i.e., until 14 April 2031.

Reasons: The proposed extension ensures that the Board of Directors will continue to have the instruments necessary to maintain an appropriate and flexible capital structure and to enable the Company to respond efficiently to strategic opportunities or changes in market conditions. 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 88
<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 By car (paid parking available)

- 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.



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