

Led by experience. Driven by curiosity.

Invitation

to the 2024 Annual Shareholder Meeting
of Comet Holding AG



c•met

Contents

3	Invitation to the 2024 Annual Shareholder Meeting
4	Statement of the Chairman and the CEO
8	Review of 2023 and outlook
13	Financial data
17	Agenda
25	Map
26	Directions

Annual Shareholder Meeting on April 19, 2024

Dear Shareholder,

We are pleased to invite you to the 75th Annual Shareholder Meeting of Comet Holding AG.

Date: Friday, April 19, 2024, 10:00 a.m. CEST

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

Hall: Champions Lounge, Papiermühlestrasse entrance

The complete annual report for fiscal year 2023, including the compensation report, the sustainability report and auditor's reports, is available on the website of the Comet Group. Beginning on page 17 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 15, 2024.

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.gvmanager-live.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 28, 2024 at 6:00 a.m. CET to April 15, 2024 at 12:00 noon CEST. Shareholders are entitled to vote if their name appears in the Company's share register as of April 11, 2024 at 5:00 p.m. CEST.

For the Board of Directors
The Chairman
Heinz Kundert

Statement of the Chairman and the CEO

We look to the future with confidence.

2023 was a very difficult and eventful year economically, and Comet was not immune to these conditions. Above all, the company was affected by the correction in the semiconductor cycle. Due to oversupply and lower demand, the entire semiconductor supply chain suffered from declining orders and sales in 2023. In the fourth quarter, the situation then recovered slightly at a low absolute level, both in the semiconductor/electronics market and in the traditional markets for x-ray technology. This indicates that these markets will resume their growth again in 2024.

Despite the cyclical decline in sales, Comet achieved a good EBITDA result under the circumstances.

The strategy that we formulated in 2019 and have regularly adapted to changing needs was consistently continued in 2023. With our two technologies, RF power and x-ray, we focus on attractive markets, especially the semiconductor space with its high long-term growth. In the long run, this market will continue to expand due to the advancing digitalization and electrification of the economy and society. Especially artificial intelligence, the data centers it requires, and electrified vehicles will require ever more, and more powerful, semiconductors. The semiconductor market is expected to reach one trillion US dollars in size by 2030. The x-ray business

will also benefit from this, as advanced chip technologies will be dependent on x-ray inspection due to their very high quality requirements. Our aim is to further increase our market share through new technologies and products. Our close collaboration with key customers makes us very optimistic that we will succeed.

Despite the imponderable factors in the environment, we are certain that the next upturn in the semiconductor cycle is coming. Although the correction forced us to reduce our costs and make some painful cuts, we continued in 2023 to invest in the future: We worked even harder on Comet's positioning as a technology leader, which is critical to our success. With the purchase of land in Penang, Malaysia, where we plan to build another production plant, we have set the stage for future growth and are further strengthening our global presence. Also in 2023, we successfully integrated the acquired Canadian company Object Research Systems (ORS) into the Comet X-Ray Systems division. At the same time, we enlarged and refreshed our management team and prepared it for the next growth surge.



Heinz Kundert, Chairman of the Board of Directors, Comet Holding AG, and Stephan Haferl, CEO, Comet Group

Correction in the semiconductor cycle clearly visible in 2023 financial results

With the strong downturn in the semiconductor market, 2023 brought a significant decline in our sales. Comet's largest division, Plasma Control Technologies, which is almost completely focused on the semiconductor market, was hit hardest by the correction. In the X-Ray Systems division, the strategic realignment did not yet translate into an upside impact on results. However, the division increased its profitability despite a further sales decline and high ongoing investment in its realignment. Gratifying results were delivered by the X-Ray Modules division, as the many years of investment in its product development for new market segments are now paying dividends. This is an effect that, with a time lag, we also expect to see in the X-Ray Systems division.

Material progress at the technology and product levels

We made great strides in 2023 both in technologies and products – first and foremost, in the commercialization of Synertia®, the RF power delivery platform, where we achieved several design wins in the year under review. We also marked a further milestone in the realignment of the X-Ray Systems division – with the market launch of the first x-ray system designed purely for semiconductors, the CA20, at the end of 2023. In addition to many other new products, the X-Ray Modules division successfully established its MesoFocus x-ray modules for battery inspection in the market. And with its new NanoFocus modules, it took major steps toward the semiconductor market.

Artificial intelligence is integral to the Comet business model

Artificial intelligence forms an integral part of our business model. This is true in two ways: First, AI is a huge growth driver for Comet. The semiconductor components used in the development of AI technologies represent the state of the art. Our contributions in this area make the realization of these highly advanced technologies possible in the first place. AI is increasingly finding its way into every area of people's lives and is leading to far-reaching societal changes – and we are proud to be part of this transformation with our technologies. The second way in which AI is integral to our company is that it is revolutionizing the way we work at Comet, as we continuously integrate AI-based tools into our work processes. And last but not least, we are also integrating AI into our products.

Transition to renewable energy is a focus of our ESG agenda

Responsible management and behavior have always been a priority for Comet and are therefore not really new. However, sustainability is not only relevant for us as a company but for society at large. Each one of us shares responsibility for it. At a strategic level, we are currently focusing on various initiatives to transition to renewable energy in the manufacture of our products and to improve their energy efficiency. Yet, thanks to the consistent involvement of our highly motivated employees, the range of our sustainability activities is much wider than a pure focus on climate targets and covers the entire breadth of the ESG agenda.

Comet as an attractive employer in high technology

As with many companies, the shortage of skilled workers is also an issue at Comet. However, Comet is and will remain a very attractive employer. Our world-leading technologies are indispensable to the development of the latest big technologies such as AI. In this enabling role we are partners to the leading companies worldwide. Through our work and technologies, we are helping to shape the dominant technological trends of digitalization and electrification. At Comet, employees can develop their skills in high technology and gain valuable experience abroad thanks to our locations in North America, Europe and Asia. Talent development and succession planning are important parts of our corporate culture. By virtue of all that we offer, we are consistently able to recruit talent in Switzerland and abroad.

75 years exploring for better

In 2023, Comet celebrated its 75th anniversary, under the tag line "Exploring for better". The world has changed significantly over the past three-quarters of a century, and Comet has changed with it. For us, the anniversary is a reminder not only of our obligation to all our stakeholders, but also of our debt to our long history. Comet's current opportunities and successes owe as much to the hard work of previous generations as to the efforts of the present one. We therefore consider it essential to look back on the past with humility and respect, while at the same time acting responsibly and with an eye to the future and developing our technologies in such a way that they contribute to sustainable progress and create value.

Medium-term targets adjusted upward and in line with the cycle

In November 2023, Comet adjusted its medium-term targets upward and to a later date. Back in 2019 when we set our medium-term targets for 2025, we had not anticipated the extent of the semiconductor market correction that we have described above. Despite this unexpected challenge, we are very positive about the future. While the recovery is somewhat delayed, the fact that the correction has been a protracted one also means that the upswing will very likely be all the stronger. The lengthy correction has enabled us to create the basis, through new products, for serving new applications and markets in the coming upturn and thus generating additional sales. This strengthens our confidence that we will be able to achieve or even surpass our targets for the next peak in the cycle.

Clear strategic direction for the future

Our strategic goal is clearly defined: We strive for market leadership through technology and product leadership in all process stages that we serve in the semiconductor industry: in the front-end, back-end, and now also in the middle-end of line with our new 3D advanced packaging inspection systems. To achieve this aim, we have invested heavily in the development of our product portfolios and in our customer proximity and market presence. At the same time, our strategic "Boost" initiatives focus on continual efficiency improvements and cultural development in order to sustainably and profitably manage the strong growth spurts in our industry. Having expanded the Executive Committee by adding a Chief Human Resources Officer and Chief Technology Officer, we are better positioned as a management team than ever before; we are ready to respond to external influences and adjust our plans

accordingly, but do not see any immediate need for action at the moment. We are confident of the chosen strategic path.

Thank you

Our gratitude goes to our shareholders, whose confidence supports Comet on its promising journey and who in many cases have been loyal to the company for a long time. We also sincerely thank our customers and suppliers for the trustful collaboration with us and, last but not least, we thank our employees for their tireless commitment.

Heinz Kundert, Chairman, Comet Holding AG, and Stephan Haferl, CEO, Comet Group

Review of 2023

Comet slowed by semiconductor cycle.

The correction in the semiconductor cycle posed major challenges for Comet in fiscal year 2023. The company was not able to duplicate the record results of the previous year at any level of the income statement. However, by virtue of its sound financial footing, Comet weathered the correction unharmed and is looking ahead with confidence to the expected coming upswing.

The semiconductor cycle began to turn downward in the fourth quarter of the previous year, with its descent accelerating at the beginning of the year under review. After expanding powerfully in the preceding three years, the semiconductor industry's microchip production capacity met with subdued consumer demand in a generally weaker market environment. The downturn was exacerbated by the slow reduction of inventories in the value chain, which had been built up far above normal levels during the upswing of the cycle to cope with faltering supply chains. The prolonged high customer inventories weighed on Comet throughout the fiscal year.

Comet experienced a decline in sales of 32.2% from the prior-year level to CHF 397.5 million. EBITDA operating earnings fell by 62.2% to CHF 45.0 million, while net income decreased by 80.3% to CHF 15.4 million, or CHF 1.98 per share. Free cash flow fell from CHF 42.2 million in the year before to a slight deficit of CHF 0.6 million due to the lower EBITDA. The equity ratio

of 62.5% and a debt factor (ratio of net debt to EBITDA) of 0.2 testify to Comet's continuing healthy financial condition.

Long-term growth prospects intact, cost base adjusted for the short term

In order to cushion the impact of the correction in the semiconductor cycle on profitability, Comet adjusted its cost base. However, in view of the intact medium- and long-term prospects, the company avoided making deep cuts.

Divisions' shares of Group sales vary widely due to differing market conditions

The Plasma Control Technologies (PCT) division generated the largest share of Group sales, even as PCT's absolute sales slumped by 49.4% to CHF 193.2 million (prior year: CHF 381.4 million). The two x-ray divisions, X-Ray Systems (IXS) and X-Ray Modules (IXM), showed divergent trends: While IXM achieved the highest sales in its history, IXS's revenue was slightly lower than one year earlier. At CHF 117.0 million, sales at IXS were off 10.3% (prior year: CHF 130.4 million). IXM, on the other hand, benefited from the high demand for x-ray tubes and modules newly brought to market, including for the inspection of batteries and additively manufactured parts. Sales of the IXM division grew by 13.1% to CHF 100.3 million (prior year: CHF 88.6 million).

Decline in sales depresses EBITDA operating earnings

The fall in net sales, driven mainly by the PCT business, had an adverse impact on EBITDA. This measure of operating earnings was CHF 45.0 million in 2023, compared to CHF 118.9 million in the prior year; the EBITDA margin declined from 20.3% to 11.3%. The rapidly introduced cost reductions were not able to fully make up for the weakness in the semiconductor business. In addition, the closure of volume production of matchboxes in San Jose, California, reduced EBITDA in the first half of the year. A slight upward trend in profitability set in at the end of the year under review.

The Group's net income of CHF 15.4 million was 80.3% below the prior year's figure of CHF 78.1 million. Return on capital employed also fell substantially to 6.6% (prior year: 26.3%).

Sales in CHF million 2023

397.5

2022: 586.4

Net income in CHF million 2023

15.4

2022: 78.1

Free cash flow in CHF million 2023

-0.6

2022: 42.2

Comet Group key consolidated financial results

In thousands of CHF	2023	2022	2021	2020	2019
Net sales	397,453	586,395	513,721	395,816	371,606
Operating income	24,978	98,975	84,085	39,329	19,939
In % of net sales	6.3%	16.9%	16.4%	9.9%	5.4%
EBITDA	44,996	118,913	102,749	58,616	39,974
In % of net sales	11.3%	20.3%	20.0%	14.8%	10.8%
Net income	15,388	78,109	67,437	27,661	12,027
In % of net sales	3.9%	13.3%	13.1%	7.0%	3.2%
Free cash flow ¹	(584)	42,173	57,767	41,649	30,112
In % of net sales	-0.1%	7.2%	11.2%	10.5%	13.1%
Total assets	473,578	556,801	482,341	429,271	391,710
Shareholders' equity	296,092	331,532	274,981	214,956	195,948
In % of total assets	62.5%	59.5%	57.0%	50.1%	50.0%
Number of employees (year-end)					
Switzerland	586	647	565	474	494
International	991	1,116	1,006	929	836
Total	1,577	1,763	1,571	1,403	1,330

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

PCT, as the Group's largest division and the one most exposed to the semiconductor downturn, drove the reduction in the Group's EBITDA. The PCT division's EBITDA of CHF 18.7 million was down 82.2% from the prior year. Its EBITDA margin narrowed by 17.8 percentage points to 9.7%. In the X-Ray Systems business (IXS), the realignment of the systems portfolio toward the two growth industries of semiconductors and batteries gathered pace. However, this was not enough to offset the general reluctance to make major investments in the other core markets of automotive and aerospace. EBITDA at IXS reached CHF 4.9 million, versus CHF 1.6 million in the prior year. The EBITDA margin increased from 1.2% to 4.2%. The X-Ray Modules business (IXM) generated EBITDA of CHF 23.8 million, a significant advance from the previous year's CHF 15.7 million. Its EBITDA margin also rose in the year, by 6.1 percentage points to 23.8%, thanks to the market launch of new products and a stabilization in procurement costs.

The slow inventory reduction in the value chain during the correction in the semiconductor business had an unfavorable impact on operating cash flow. This in combination with Comet's lower profits and only slightly reduced capital expenditure meant that free cash flow declined from CHF 42.2 million to a small deficit of CHF 0.6 million.

Significant progress in strategy implementation

Material progress was made in the year along the three dimensions of the Boost strategy program – growth, efficiency and culture.

Product portfolio to drive growth: In 2023 all divisions made significant headway on the market launch of new products and services, as the mainspring of future growth. The Plasma Control Technologies division (PCT) reached a milestone with the first design win for the Synertia® RF generator with a Tier 1 customer in the semiconductor equipment industry. More than 50 other collaborations with existing and potential customers underline the

great interest in Synertia®, the innovative RF power delivery platform. It offers customers unique and energy-efficient options for controlling critical plasma processes in real time. In the X-Ray Systems business (the IXS division), Comet launched the CA20, the first inspection system developed specifically for the challenges of complex three-dimensional integrated circuits (3D ICs) in the advanced packaging segment. The X-Ray Modules business (the IXM division) is well positioned to further expand its market share in the rapidly growing semiconductor/electronics and battery markets with the MesoFocus and FYNE (NanoFocus) product families of x-ray modules. To this end, IXM continually invested in the further development of its – already technologically leading – x-ray tubes and modules.

Efficiency gains at every level: As the Group's net income for 2023 shows, Comet was not yet able to maintain profitability at a satisfactory level during a market correction. The decision made in the previous year to shut down the manufacturing of RF matches at the San Jose site was implemented and the production operation was relocated to Penang, Malaysia. This is expected to save costs and raise efficiency. At the same time, the integration of the Canadian subsidiary ORS into the IXS division was successfully completed. The results of the closer interconnection of the two are better collaboration and the optimized use of resources.

Strengthening the role of Penang and thus expanding our presence in cost-competitive regions are not our only ways of transforming Comet into a more resilient, high-performing and scalable organization. In 2023, we took a number of measures to improve the Group's efficiency and profitability: The operation in Penang was expanded and four locations in San Jose were brought together in a single building. In addition, several initiatives were launched to boost operational efficiency in line with the lean manufacturing approach. These measures and the streamlining of the organization to match the lower short-term demand also led to personnel adjustments, particularly in

temporary staff, but also among permanent employees.

Comet will undertake additional efforts to achieve a balance between regions, customers, processes, products and suppliers. For example, we want to expand further in logic chips. Comet will continue to hone its efficiency by refining its target operating model (TOM) and driving forward the company's digital transformation.

Comet as an employer of choice: All measures to increase efficiency and profitability require the involvement of our employees. Attracting, keeping and managing talent is as important to Comet's success as any technical aspect. The company is therefore being continuously digitalized and a digital work culture is being created. Fostering our in-house talent, creating a talent pool, and developing employees on the basis of our corporate values is essential. And finally, as a supplier to the rapidly changing semiconductor industry, it is critical to continuously renew learning in order to keep staff up to date with the latest knowledge. Regular online training courses are offered for this purpose, but employees are also developed and trained according to their individual needs. Of course, our support for staff also extends to showing our appreciation. As part of the Comet Group's 75th anniversary celebrations last year, all employees were invited to festivities at the respective locations as a thank-you for their hard work.

A final, key element in the development of the strategy is sustainability. The short- to medium-term targets that Comet has set are geared toward the use of electricity from renewable resources. These targets are just the first steps on the way to a net-zero world by 2050 at the latest, preferably much sooner. With the eco-design project launched in 2023 and the planned commitment to the Science-based Targets initiative (SBTi), Comet is introducing tools to identify and implement further measures to achieve the climate targets. All in all, Comet is well on the way to gradually embedding

the sustainability strategy in the overall corporate strategy.

Management team renewed and strengthened at Board and Executive Committee level

Irene Lee and Paul Boudre were proposed to the 2023 Annual Shareholder Meeting for election as new members of the Board of Directors in order to help achieve the company's goals in terms of performance and diversity. With their appointment, Comet's Board has gained two proven experts who are able to play a key role in shaping and driving forward the company's focus on the growth markets in Asia and the United States, as well as on the semiconductor industry.

The Executive Committee was also reinforced with several new members. Joeri Durinckx, a proven manager with long experience in the semiconductor industry, was brought on board as President of the PCT division. The Executive Committee was further strengthened by the appointment of a Chief Technology Officer (CTO) in the person of the former Vice President, Global R&D, of the PCT division, André Grede, and a Chief Human Resources Officer (CHRO), Meike Boekelmann, who brings proven management experience at an international level and a great deal of expertise in HR issues of strategic relevance to Comet. The vacant position of Chief Information Officer (CIO) was filled by bringing in Robert Leindl, a highly experienced executive from the semiconductor industry. The new CTO and CHRO positions and the recruitment of a seasoned CIO reflect the rapidly growing demands on these three functions. On an interim basis, Nicola Rotondo has taken over the responsibilities of Chief Financial Officer from Elisabeth Pataki, who left the company at the end of August 2023. In addition to serving as interim CFO, Nicola Rotondo remains Vice President, Controlling & Accounting. Continuity in the finance function is thus ensured, as well.

Dividend

At the Annual Shareholder Meeting on April 19, 2024, the Board of Directors will propose a dividend of CHF 1.00 per share (prior year: CHF 3.70). This represents a distribution of 50.5% of the Group's net income (prior year: 36.8%).

Outlook

Comet is emerging stronger from the correction in the semiconductor cycle. Thanks to a sound financial footing, the product portfolio was expanded and the market launch of new products and services was driven forward. Comet is prepared for the approaching upturn. The major challenges facing the global economy remain a source of uncertainty. The secular, long-term trend is intact. The digitalization and electrification of the economy and society are advancing inexorably. The growth prospects for semiconductor manufacturers and their suppliers are correspondingly positive. Following initial signs of an improvement in business conditions at the end of 2023, the upward trend is likely to accelerate in the second half of 2024.

More details can be found in our online annual report:
<https://reports.comet-group.com/23/en/>

Financial data.

Consolidated statement of income

In thousands of CHF	Note	2023	%	2022	%
Net sales	3	397,453		586,395	
Cost of sales		(234,527)		(324,761)	
Gross profit		162,926	41.0%	261,633	44.6%
Other operating income	5	7,843	2.0%	4,899	0.8%
Development expenses	7	(60,712)	- 15.3%	(63,766)	- 10.9%
Marketing and selling expenses		(45,725)	- 11.5%	(54,687)	- 9.3%
General and administrative expenses		(39,354)	- 9.9%	(49,105)	- 8.4%
Operating income		24,978	6.3%	98,975	16.9%
Interest income	9	1,632	0.4%	440	0.1%
Interest expenses	9	(2,214)	- 0.6%	(1,715)	- 0.3%
Other financial expenses	9	(178)	- 0.0%	—	0.0%
Net gains or (losses) on derivative fair value	9	1,791	0.5%	(192)	- 0.0%
Net losses on foreign exchange	9	(7,014)	- 1.8%	(2,140)	- 0.4%
Income before tax		18,994	4.8%	95,368	16.3%
Income tax	10	(3,606)	- 0.9%	(17,259)	- 2.9%
Net income		15,388	3.9%	78,109	13.3%
Earnings per share in CHF, diluted and basic	11	1.98		10.05	
Operating income		24,978	6.3%	98,975	16.9%
Depreciation, amortization and impairment	8	20,018	5.0%	19,939	3.4%
EBITDA		44,996	11.3%	118,913	20.3%

Consolidated statement of comprehensive income

In thousands of CHF	Note	2023	2022
Net income		15,388	78,109
Other comprehensive income			
Foreign currency translation differences		(14,981)	(5,000)
Total items that will be reclassified to the income statement on realization		(14,981)	(5,000)
Actuarial gains or (losses) on defined benefit plans	24	(6,448)	10,886
Income tax	10	827	(1,483)
Total items that will not subsequently be reclassified to the income statement		(5,622)	9,404
Total other comprehensive income or (loss)		(20,603)	4,404
Total comprehensive income		(5,215)	82,513

The complete 2023 consolidated financial statements, including the notes, are available as a PDF version at www.comet-group.com/en/investors.

Consolidated balance sheet

In thousands of CHF	Note	Dec. 31, 2023	%	Dec. 31, 2022	%
Assets					
Cash and cash equivalents		86,707		125,945	
Trade and other receivables	12	64,812		89,103	
Other assets	13	677		1,303	
Tax receivables		3,645		501	
Inventories	14	103,430		122,468	
Prepaid expenses	15	5,763		5,441	
Total current assets		265,035	56.0%	344,761	61.9%
Property, plant and equipment	16	128,398		119,968	
Right-of-use assets	17	26,400		32,401	
Intangible assets	18	36,555		38,904	
Other assets – non-current financial assets	13	2,239		2,826	
Deferred tax assets	10	14,951		17,940	
Total non-current assets		208,543	44.0%	212,039	38.1%
Total assets		473,578	100.0%	556,801	100.0%
Liabilities and shareholders' equity					
Current lease liabilities	17	3,528		3,955	
Trade and other payables	21	29,275		40,917	
Contract liabilities	3	17,345		16,609	
Other financial liabilities	13	—		11	
Tax payables		4,661		17,368	
Accrued expenses	22	17,100		42,188	
Current provisions	23	6,009		6,955	
Total current liabilities		77,919	16.5%	128,002	23.0%
Non-current debt	20	59,767		59,669	
Non-current lease liabilities	17	32,219		34,242	
Non-current provisions	23	255		973	
Employee benefit liabilities	24	6,794		1,707	
Deferred tax liabilities	10	533		676	
Total non-current liabilities		99,568	21.0%	97,267	17.5%
Total liabilities		177,486	37.5%	225,269	40.5%
Capital stock	25	7,774		7,774	
Capital reserve		2,986		3,005	
Treasury stock		(491)		—	
Retained earnings		334,941		354,890	
Foreign currency translation differences		(49,118)		(34,137)	
Total equity attributable to shareholders of Comet Holding AG		296,092	62.5%	331,532	59.5%
Total liabilities and shareholders' equity		473,578	100.0%	556,801	100.0%

Consolidated statement of cash flows

In thousands of CHF	Note	2023	2022
Net income		15,388	78,109
Income tax	10	3,606	17,259
Depreciation, amortization and impairment	8	20,018	19,939
Net interest expense	9	760	1,275
Share-based payments		629	1,242
Losses on disposal of property, plant and equipment		34	60
Losses on disposal of intangible assets		12	—
Other non-cash (income) or expense		2,394	(166)
Change in provisions	23	(1,164)	1,026
Change in other working capital		(2,629)	(41,648)
Taxes paid		(16,791)	(12,689)
Net cash provided by operating activities		22,257	64,407
Purchases of property, plant and equipment	16	(24,450)	(20,681)
Purchases of intangible assets	18	(1,963)	(2,072)
Disposals of property, plant and equipment	16	956	204
Purchases of other assets		(544)	(772)
Disposals of other assets		1,175	293
Lease payments received	13	352	353
Interest received	9	1,632	440
Net cash (used in) investing activities		(22,841)	(22,234)
Repayment of lease liabilities	17	(3,949)	(4,338)
Lease incentive	17	3,105	3,530
Interest paid		(2,293)	(1,618)
Repurchase of treasury stock		(1,949)	—
Dividend payment to shareholders of Comet Holding AG	33	(28,764)	(27,193)
Net cash (used in) financing activities		(33,851)	(29,619)
Net increase or (decrease) in cash and cash equivalents		(34,435)	12,554
Foreign currency translation differences on cash and cash equivalents		(4,803)	(2,142)
Cash and cash equivalents at January 1		125,945	115,533
Cash and cash equivalents at December 31		86,707	125,945

Consolidated statement of changes in equity

In thousands of CHF	Note	Equity attributable to shareholders of Comet Holding AG					Total shareholders' equity
		Capital stock	Capital reserve	Retained earnings	Treasury stock	Foreign currency translation differences	
January 1, 2022		7,770	1,918	294,430	—	(29,137)	274,981
Net income		—	—	78,109	—	—	78,109
Other comprehensive income		—	—	9,404	—	(5,000)	4,404
Total comprehensive income		—	—	87,512	—	(5,000)	82,513
Dividend payment to shareholders of Comet Holding AG	33	—	—	(27,193)	—	—	(27,193)
Alignment of capital reserve ¹		—	(8)	8	—	—	—
Increase in capital (for stock compensation)		4	1,095	(1,192)	—	—	(93)
Share-based payments	29/30	—	—	1,324	—	—	1,324
December 31, 2022		7,774	3,005	354,890	—	(34,137)	331,532
Net income		—	—	15,388	—	—	15,388
Other comprehensive income		—	—	(5,622)	—	(14,981)	(20,603)
Total comprehensive income		—	—	9,766	—	(14,981)	(5,215)
Dividend payment to shareholders of Comet Holding AG	33	—	—	(28,764)	—	—	(28,764)
Alignment of capital reserve ¹		—	(19)	19	—	—	—
Purchase of treasury stock		—	—	—	(1,949)	—	(1,949)
Award of treasury stock under share-based compensation plans		—	—	59	1,458	—	1,517
Share-based payments – reversal of prior-period accrued expenses	29/30	—	—	(1,453)	—	—	(1,453)
Share-based payments - accrued expenses for current period	29/30	—	—	551	—	—	551
Adjustment of withholding tax in relation to dividend payment to Comet Holding AG		—	—	(127)	—	—	(127)
December 31, 2023		7,774	2,986	334,941	(491)	(49,118)	296,092

¹ In the year under review and in the prior year, the amount of the capital reserve reported in the consolidated financial statements was aligned to that of the capital reserve reported in the separate financial statements of Comet Holding AG.

Agenda.

1 2023 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 2023 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 2023 retained earnings

in thousands of CHF	2023
Retained earnings brought forward	103,692
Net income for the year	27,618
Retained earnings available for distribution	131,311

Proposed appropriation of 2023 retained earnings

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

in TCHF	2023
in thousands of CHF	131,311
Retained earnings as at December 31, 2023	-7,772
Dividend distribution of CHF 1.00 per share	123,539
Retained earnings after proposed dividend distribution	123,539
Retained earnings carried forward	

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 1.00 per eligible share, less 35% withholding tax, will be paid on April 25, 2024.

3 2023 report on non-financial matters

Motion: The Board of Directors proposes that the 2023 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 2023.

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 Paul Boudre, Dr. Mariel Hoch, Patrick Jany, Heinz Kundert, Dr. Edeltraud Leibrock and Irene Lee have declared their willingness to accept their re-election to the Board of Directors. Dr. Tosja Zywiets will not renew his candidacy. The current Chair of the Board of Directors does also not stand for re-election as Chair, but is prepared to serve as a member of the Board of Directors for the upcoming term of office. The Board of Directors proposes to elect Paul Boudre as future Chair. The Board of Directors proposes to elect Benjamin Loh as new member of the Board of Directors as replacement of Dr. Tosja Zywiets.

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. The Board of Directors is convinced that Benjamin Loh is an excellent addition to the Board of Directors. Furthermore, the Board of Directors is of the opinion that the newly proposed Chair of the Board of Directors, Paul Boudre, is ideally suited to lead the Board of Directors and to represent the Company externally, not least given his strong track-record in the industry and his experience in leading positions. The Board of Directors as proposed for (re-)election in these motions also meets the Company's requirements in terms of diversity.

Mr. Benjamin Loh's CV is summarized here:

Benjamin Loh has many years of experience working in the electronics and semiconductor industry, and as an executive. The Singaporean national has spent the last 30 years living and working mostly outside of Singapore – in Japan, Hong Kong, China, the UK, the United States, and the Netherlands. Currently he is Chair of the Management Board, President, and Chief Executive Officer of ASM International. He will step down from these roles as per ASM's Annual General Meeting in May 2024.

Benjamin Loh is a non-executive director of ASMPT, a Singapore based leading global supplier of hardware and software solutions for the manufacture of semiconductors and electronics. He will step down from this role as per ASMPT's Annual General Meeting on May 8, 2024. In the past, he also held positions as non-executive director in several companies (Schneeberger, Schweiter Technologies AG, and Liteq BV). He was also an advisory board member of Semi China.

From the late 1990s until 2005 Benjamin Loh worked at Oerlikon Corporation. He became senior vice president in 2002 and was responsible for Asia until 2005. He then joined Veeco Instruments Inc., an American thin-film process semiconductor equipment manufacturer, as senior vice president and general manager for Asia, before becoming executive vice president responsible for global field operations. In 2007, he moved to FEI company as senior executive, holding various positions responsible for sales and service, global business operations, and finally as chief operating officer. From 2015 until late 2017 Benjamin Loh was Executive Vice President and member of the Group Management Board at Swiss-based VAT Vacuum Valves, responsible for and led worldwide sales and marketing.

Benjamin Loh holds a bachelor's degree in electronic engineering from the Tohoku University in Japan.

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

- 5.1 Re-election of Paul Boudre as member

Motion: The Board of Directors proposes the re-election of Paul Boudre as a member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.
- 5.2 Election of Paul Boudre as Chair of the Board of Directors

Motion: The Board of Directors proposes the election of Paul Boudre as Chair of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.
- 5.3 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.
- 5.4 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.
- 5.5 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.
- 5.6 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.
- 5.7 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.
- 5.8 Election of Benjamin Loh as member

Motion: The Board of Directors proposes the 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.

6 Election of the members of the Nomination & Compensation Committee

The Nomination & Compensation Committee is composed of the three members Dr. Mariel Hoch, Paul Boudre and Dr. Tosja Zywietz. Paul Boudre as new Chair of the Board of Directors shall be replaced by Heinz Kundert and Dr. Tosia Zywietz by Benjamin Loh.

These persons have declared their willingness to accept their election or re-election to the Nomination & Compensation Committee. In the opinion of the Board of Directors, these members of the Nomination & Compensation Committee may be expected to 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 Benjamin Loh, who are proposed for 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 Benjamin Loh 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 Election of Heinz Kundert as member of the Nomination & Compensation Committee

Motion: The Board of Directors proposes the 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 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 election of Ernst & Young AG as statutory auditor for fiscal year 2024.
- 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 2025 Annual Shareholder Meeting.
- Reasons:** The proposed maximum aggregate amount of CHF 1,150,000 unchanged from the previous year, covers the compensation of the Board of Directors consisting of seven 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 1,035,000 (1× CHF 250,000 plus 1× CHF 120,000 plus 5× CHF 100,000 plus 3× CHF 25,000 for chairs of the committees plus 6× CHF 15,000 for members of the committees (Audit Committee, Nomination & Compensation Committee, and Technology Committee)). In addition, social security contributions of approximately CHF 50,000 are payable, resulting in a total amount of CHF 1,085,000, plus a small reserve of CHF 65,000.

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 3,800,000 for the fixed compensation of the Executive Committee for fiscal year 2025.

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 2025 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 2025.

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 2025 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 2023 under the Short-Term Incentive Plan

Motion: The Board of Directors proposes the approval of an aggregate amount of CHF 328,787 for the variable compensation of the Executive Committee for fiscal year 2023.

Reasons: This amount consists of the variable compensation of CHF 241,945 in cash, share awards of CHF 77,156 under the Short-Term Incentive Plan and proportionate social contributions of CHF 9,686 (see the compensation report in the annual report 2023).

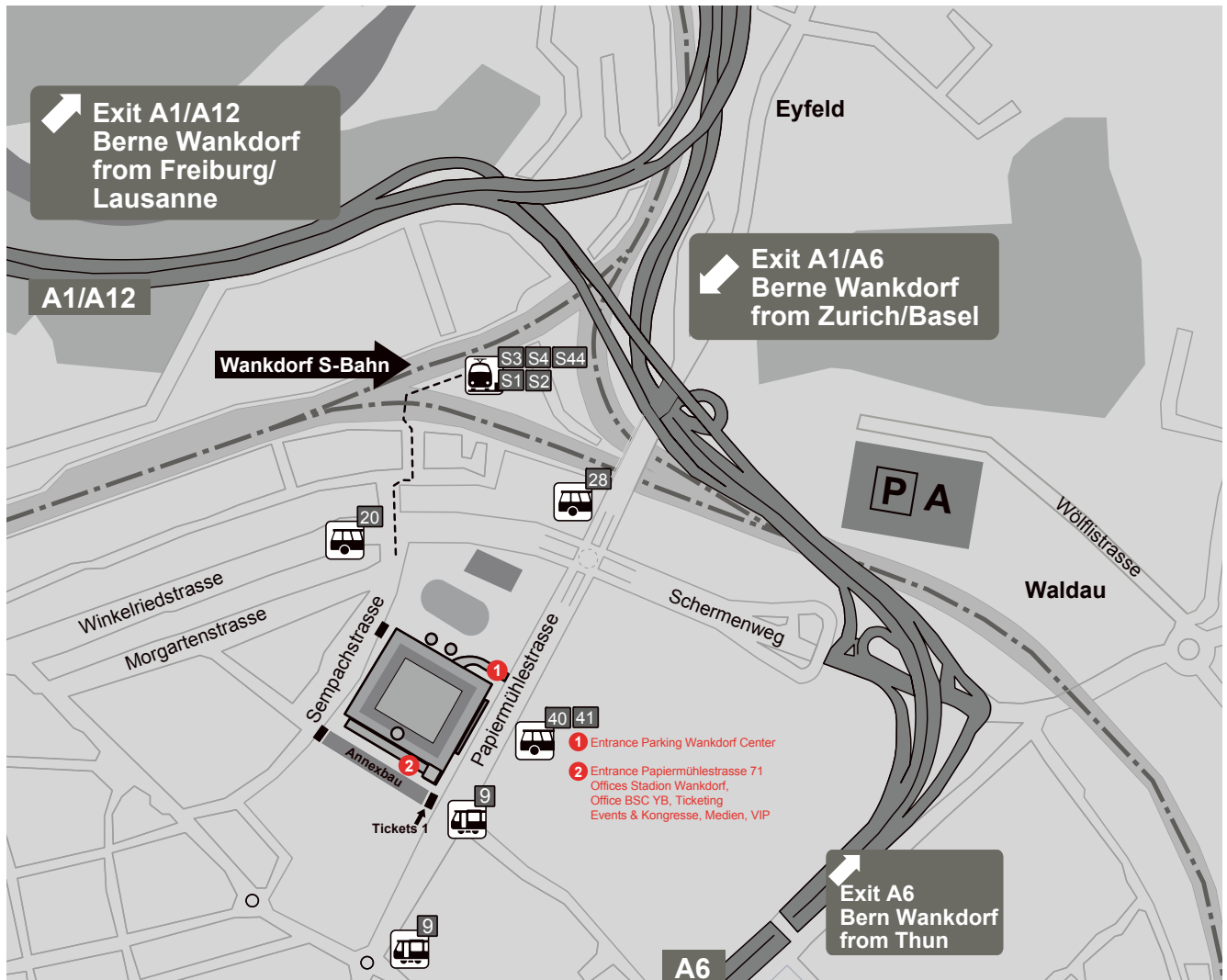
Based on the recommendations of the Nomination & Compensation Committee, the Board of Directors is of the opinion that the variable compensation of the Executive Committee is in line with the prevailing market practice of companies comparable to the Comet Group listed on the SIX Swiss Exchange, is appropriate 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 2023

Motion: The Board of Directors proposes the approval of the compensation report for 2023 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 2023 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 88
<https://www.bscyb.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