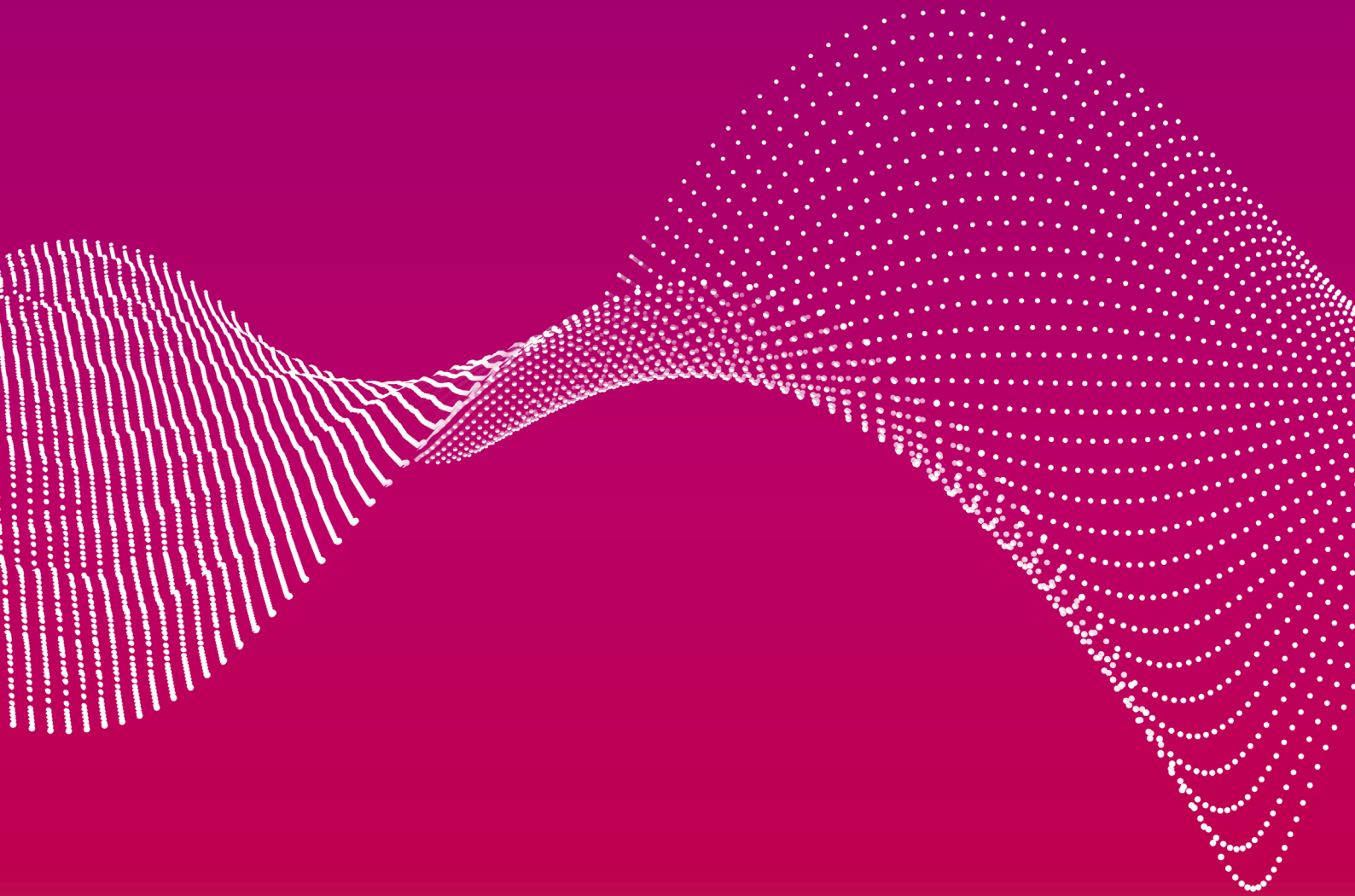


Led by experience. Driven by curiosity.

Invitation

to the 2022 Annual Shareholder Meeting
of Comet Holding AG



c•met
group

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Annual Shareholder Meeting on April 14, 2022

Dear Shareholder,

We are pleased to invite you to the 73rd Annual Shareholder Meeting of Comet Holding AG. Based on the present knowledge of the coronavirus situation, we plan to hold the event as a physical meeting.

Date: Thursday, April 14, 2022, 10 a.m. CEST

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

Hall: Gstaad Lounge, Papiermühlestrasse entrance

Modalities: The Board of Directors continues to monitor the COVID-19 situation and reserves the right to adjust the admission requirements or to hold the Annual Shareholder Meeting without the physical presence of shareholders.

The complete annual report for fiscal year 2021, including the compensation report and auditor's reports, is available on the website of the Comet Group. Beginning on page 15 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 8, 2022.

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 24, 2022 at 6:00 a.m. CET to April 8, 2022 at 12:00 noon CEST. Shareholders are entitled to vote if their name appears in the Company's share register as of April 4, 2022.

For the Board of Directors
The Chairman
Heinz Kundert

Review of 2021

Comet exceeded expectations.

In 2021, Comet achieved its best results ever. For the first time, we broke the CHF 500 million sales barrier and generated net income of CHF 67.4 million. This was above guidance and expectations, despite all the challenges and headwinds from pandemic-related disruptions and supply chain issues.

COVID-19 was a fact of life in 2021, and we have learned to live with it. In fact, living, working, learning, and consuming in the virtual space has become part of our new "normal". Not only have we adapted to this situation, but in many ways we have thrived.

Thanks to a continued focus on Comet's core businesses in the areas of critical high-performance subsystems for semiconductor manufacturing as well as systems and modules for non-destructive testing, we launched new products, expanded our subsidiaries worldwide to meet increased demand, and ultimately improved our customer satisfaction. This is the result of our employees' high commitment to innovation and to going above and beyond for our customers. We thank our customers for their trust, and our employees for their great efforts to manage such a challenging but ultimately successful year.

Comet will continue to invest in new technologies and operational improvements to keep pace with the demands in our sectors. We will continue our global expansion in the coming years as the demand for semiconductor devices and high-performance testing equipment remains strong. Our addressable markets offer diverse opportunities driven by the world's need to improve connectivity and confront societal challenges such as climate change and the generation of renewable, clean energy. Device performance will continue to increase and become more efficient. Big Data and artificial intelligence will lead us to smarter decisions, greater efficiency, and the elimination of waste. Digital transformation will continue to require new, forward-looking technologies. At the same time, we see accelerated investments triggered by post-COVID-19 shortages and the trend toward regional resilience and independence – which spurs additional demand.

Sustainability is integral to the high-performing organization we want to be. Solidarity with those in need, support for educational projects, purchasing of green electricity, conservation of resources, and diversity have all been practiced and embraced at Comet for many years. But



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

we want to do even more. To live up to our responsibility as a global corporate citizen, we will tackle these issues in a structured way, set long-term goals, and make incremental improvements. In 2021, we launched our formal sustainability initiative and took stock of where we stand. The result is our first sustainability report. Our aim is to use future-proof, measurable sustainability criteria to create value that goes beyond shareholder returns and to systematically improve our environmental, social and governance performance.

To enhance shareholder value, we are committed to good corporate governance. Compliance remains a priority to protect the long-term interests of our shareholders, customers and employees.

The entire Board of Directors and management team are committed to enhancing our position as a model of compliance and social responsibility.

We want to thank you, our shareholders, for your support of the company. We also wish to again thank our customers for their confidence in us, and our suppliers for their good collaboration. And finally, we thank our employees for their tireless focus on execution.

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

Fiscal year 2021

Comet delivers strong performance.

In the second year of the COVID-19 pandemic, Comet again achieved robust results. The Group successfully managed the pandemic-related bottlenecks in the global supply chains, maintaining the ability to deliver dependably to customers. The Group continued on its growth trajectory and achieved a strong improvement in EBITDA operating earnings.

Net sales grew by 29.8% from the prior year to CHF 513.7 million. Thanks to strong sales volumes and more efficient processes, the EBITDA margin improved from 14.8% to 20.0%. Net income rose by 143.8% to a new all-time high of CHF 67.4 million, or CHF 8.68 per share. The increase in profitability buoyed free cash flow, which grew from CHF 41.6 million to CHF 57.8 million. The Group's balance sheet is very sound, with an equity ratio of 56.1% and a net debt/EBITDA ratio of -0.4.

Substantial growth amid the strong demand from digitalization, improving travel conditions and pick up in select automotive areas – overcoming supply bottlenecks

In 2021, the Group took advantage of its opportunities in the semiconductor and electronics industry. This market is booming thanks to the increasing interconnectedness of our world and the accelerated investment triggered by post-COVID-19 shortages and by the trend toward regional independence and resilience, all of which are driving a sharp rise in demand for semiconductors and

electronics. In addition, the automotive, aerospace and security inspection markets picked up as travel increased, and despite the resurgence of the pandemic in the final months of the year. By taking swift and proactive measures, Comet was able to maintain its readiness to supply customers in spite of global bottlenecks. Furthermore, Comet continued to see a regional shift in its revenues. In 2020, Asia, Europe, and North America had accounted for a respective 33.0%, 17.8% and 47.0% of Group sales. In 2021, Asian regional sales grew by 60.3% year-over-year to 40.8% of Group sales. This shift is due both to the efforts of Asian nations to enter the semiconductor industry, and to Comet's deliberate investments in this region.

The Plasma Control Technologies division, with sales growth of 36.2% to CHF 306.1 million, accounted for the largest portion of the Group's sales of CHF 513.7 million. The x-ray businesses benefited from their increasing focus on the semiconductor and electronics market, the gradual recovery in their core automotive, aerospace and security markets, and successful new product launches: The X-Ray Systems division grew its sales by 30.1% to CHF 138.9 million, and sales of the X-Ray Modules division rose by 28.4% to CHF 78.9 million.

Significant increase in profitability, ROCE almost doubled

In 2021, the sales growth combined with efficiency measures led to a 75.3% jump in the Comet Group's operating earnings at EBITDA level from CHF 58.6 million to CHF 102.7 million – despite higher procurement costs due to bottlenecks in raw materials, components and logistics.

The lion's share of the group's growth came from Plasma Control Technologies (PCT): Double-digit sales growth and more efficient manufacturing processes helped the division to increase its EBITDA operating earnings from CHF 49.3 million to CHF 80.5 million, corresponding to an EBITDA margin of 26.3%. In the x-ray businesses as well, the high sales volume and efficiency gains through optimized, faster production processes were reflected in earnings. After a loss of CHF 1.0 million in 2020, the X-Ray Systems division (IXS) returned to profitability with EBITDA of CHF 8.9 million and an EBITDA margin of 6.4%. X-Ray Modules (IXM) improved its EBITDA by 69.2% from CHF 9.0 million to CHF 15.3 million, representing a margin of 19.4%.

Sales in CHF million 2021

513.7

2020: 395.8

Net income in CHF million 2021

67.4

2020: 27.7

Free cash flow in CHF million 2021

57.8

2020: 41.6

Comet Group key consolidated financial results

In thousands of CHF	2021	2020	2019	2018	2017
Net sales	513,721	395,816	371,606	436,356	443,370
Operating income	84,085	39,329	19,939	18,771	50,737
In % of net sales	16.4%	9.9%	5.4%	4.3%	11.4%
EBITDA	102,749	58,616	39,974	42,966	63,203
In % of net sales	20.0%	14.8%	10.8%	9.8%	14.3%
Net income	67,437	27,661	12,027	12,347	35,336
In % of net sales	13.1%	7.0%	3.2%	2.8%	8.0%
Operating cash flow ¹	70,489	57,045	48,688	27,727	38,353
In % of net sales	13.7%	14.4%	13.1%	6.4%	8.7%
Total assets	490,415	429,271	391,710	380,266	389,789
Shareholders' equity	274,981	214,956	195,948	198,292	201,548
In % of total assets	56.1%	50.1%	50.0%	52.1%	51.7%
Number of employees (year-end)					
Switzerland	565	474	494	509	535
International	1,006	929	836	837	900
Total	1,571	1,403	1,330	1,346	1,435

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

Group net income rose markedly from CHF 27.7 million to CHF 67.4 million. Return on capital employed increased from 13.6% in the year before to 26.8%.

Efficiency, growth, culture – strategy execution broadly successful

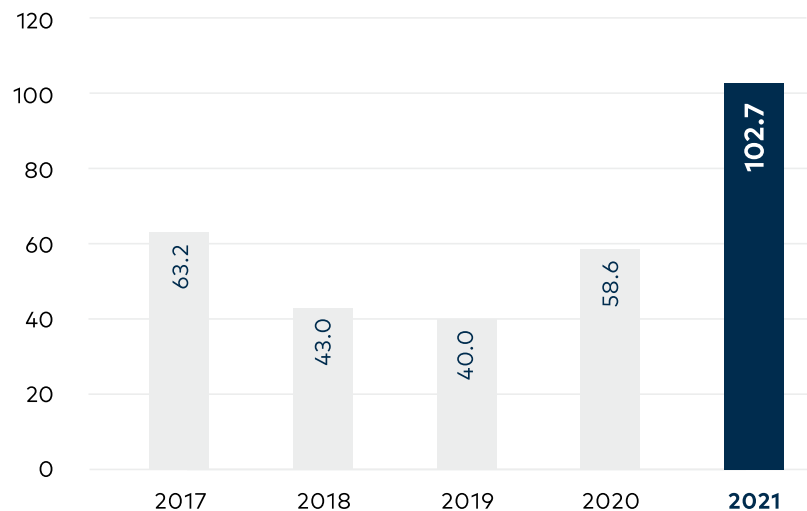
Following the successful divestiture of the ebeam business in 2020, 2021 was the first year in which Comet was able to fully focus on the established technologies of plasma control and x-ray, as well as on the expansion of the service business based on artificial intelligence. The fruits of the strategy implementation are evident in all divisions and in all three dimensions of the strategy program: growth, efficiency and culture.

Strengthened product portfolio, full pipeline: With new RF design wins, four x-ray systems releases for faster and more precise non-destructive inspection, and a module portfolio reinforced with several innovations, Comet is positioned for broad-based future growth. Highlights include the first x-ray inspection workflow

for electronics evaluation realized in collaboration with the ORS team acquired in 2020 and the first x-ray system sale for the inspection of advanced packages in the semiconductor market. The pipeline of RF power products is also full: Comet's new RF generator was successful in customer beta tests, with the first sales planned for 2022. A new matching network controller and more powerful vacuum capacitors are close to their market launches.

Increased presence in the growing Asia region: With the opening of the new site in Taiwan, the expanded sales and service organization in Japan and the expansion of the R&D and demo center in Korea, Comet is ideally positioned to serve the needs of its clientele in Asia. Production was also successfully ramped up at the previously opened site in Malaysia.

EBITDA in CHF million



More efficient organization and processes:

In 2021, Comet boosted its productivity per employee. To drive further improvements, Comet established Operational Excellence and Strategic Purchasing functions at Group level. To improve interaction between functions as well as their collaboration across regions worldwide, it also aligned support functions more globally. A worldwide pulse survey of all employees confirmed the good progress made toward becoming a higher-performing organization. Important advances were achieved in the realignment of the X-Ray Systems business; this led to close collaboration with major customers in the semiconductor industry.

Stronger culture – with shared values, large-scale training and global talent development program: Comet in 2021 refined its common values of collaboration, customer orientation and empowerment. These values were conveyed and reinforced in dedicated training sessions for 240 team leaders, who then each held a workshop for their own team. In addition, Comet enabled sales training for 75 employees and provided corporate governance-related training for all staff. Comet also launched a new program in 2021 to systematically identify and develop its existing talent.

Board changes

Tosja Zywietz was elected to the Board of Directors by shareholders in 2021. He is a proven expert in semiconductors, electronics, sensor technology and operations – areas of great importance for Comet. Tosja Zywietz succeeded Rolf Huber, who after 13 years of service as a Board member had decided not to stand for re-election.

Dividend

At the Annual Shareholder Meeting on April 14, 2022, the Board of Directors will propose a dividend of CHF 3.50 per share (2021: CHF 1.30). This represents a distribution of 40% of the Group's net income (2021: 37%).

Outlook

The Comet Group has entered 2022 with significant momentum. Our customers continue to place their trust in us and have given us new opportunities. The Group is focused, and is financially and structurally more robust than ever before. With more flexible and leaner processes, an invigorated corporate culture and a high order backlog, Comet is well-placed to leverage the potential of society's growing digitalization. At the same time, it is equipped to successfully counter macroeconomic risks. The long-term drivers for the semiconductor and electronics markets are intact. In the automotive, aerospace and security markets, Comet is also witnessing various degrees of recovery. For Comet, 2022 will therefore be about expanding its capacity and adapting to the growing needs of its customers, controlling its supply chains, and remaining ready to deliver – all while balancing current uncertainties.

More details can be found in our online annual report.

Trends – Technologies – People & Planet

How Comet is solving for what's next.

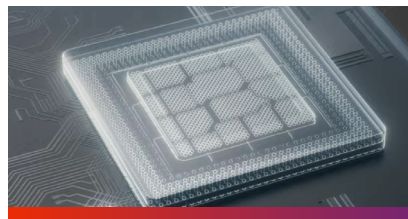
Highlights of 2021

Read our Annual Report online and find out more about our highlights of fiscal 2021:

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



Prepared to exploit new potential in Asia.



First inspection workflow for the semiconductor industry



Comet technologies at the heart of critical manufacturing processes.



Rapid innovation and shorter time to market for our customers.



Mission ongoing: Supporting change for a sustainable future.



Values for success.

Financial data.

Consolidated statement of income

In thousands of CHF	Note	2021	%	2020	%
Net sales	3/4	513,721		395,816	
Cost of sales		(290,921)		(238,249)	
Gross profit		222,800	43.4%	157,567	39.8%
Other operating income	5	3,682	0.7%	5,428	1.4%
Development expenses	7	(55,344)	-10.8%	(53,220)	-13.4%
Marketing and selling expenses		(47,637)	-9.3%	(43,369)	-11.0%
General and administrative expenses		(39,416)	-7.7%	(31,063)	-7.8%
Gain on disposal of businesses	8	—	—	3,986	1.0%
Operating income		84,085	16.4%	39,329	9.9%
Financing expenses	10	(5,106)	-1.0%	(8,657)	-2.2%
Financing income	10	3,229	0.6%	2,816	0.7%
Income before tax		82,208	16.0%	33,487	8.5%
Income tax	11	(14,771)	-2.9%	(5,827)	-1.5%
Net income		67,437	13.1%	27,661	7.0%
Earnings per share in CHF, diluted and basic	12	8.68		3.56	
Operating income		84,085	16.4%	39,329	9.9%
Depreciation, amortization and impairment	9	18,663	3.6%	19,287	4.9%
EBITDA		102,749	20.0%	58,616	14.8%

Consolidated statement of comprehensive income

In thousands of CHF	Note	2021	2020
Net income		67,437	27,661
Other comprehensive income			
Foreign currency translation differences		(242)	(2,618)
Total items that will be reclassified to the income statement on realization		(242)	(2,618)
Actuarial gains on defined benefit plans	26	1,954	1,392
Income tax	11	(283)	(181)
Total items that will not subsequently be reclassified to the income statement		1,671	1,211
Total other comprehensive income or (loss)		1,429	(1,407)
Total comprehensive income		68,867	26,254

The complete 2021 consolidated financial statements, including the notes, are available online at www.comet-group.com/en/investors.

Consolidated balance sheet

In thousands of CHF	Note	Dec. 31, 2021	%	Dec. 31, 2020	%
Assets					
Cash and cash equivalents		115,533		74,681	
Trade and other receivables	13	80,767		61,784	
Other assets	14	1,925		1,813	
Tax receivables		2,612		1,168	
Inventories	15	99,268		94,188	
Prepaid expenses	16	4,269		4,674	
Total current assets		304,373	62.1%	238,308	55.5%
Property, plant and equipment	17	111,703		112,629	
Right-of-use assets	18	18,791		20,610	
Intangible assets	19	41,027		43,862	
Other assets – non-current financial assets	14	3,122		3,209	
Deferred tax assets	11	11,398		10,653	
Total non-current assets		186,042	37.9%	190,963	44.5%
Total assets		490,415	100.0%	429,271	100.0%
Liabilities and shareholders' equity					
Current debt	22	—		59,976	
Current lease liabilities	18	3,949		4,198	
Trade and other payables	23	36,437		37,289	
Contract liabilities	3	35,161		43,421	
Other financial liabilities	14	894		1,471	
Tax payables		7,132		4,399	
Accrued expenses	24	35,716		21,429	
Current provisions	25	6,743		8,466	
Total current liabilities		126,033	25.7%	180,649	42.1%
Non-current debt	22	59,571		—	
Non-current lease liabilities	18	15,891		17,644	
Non-current provisions	25	267		69	
Employee benefit plan liabilities	26	12,997		14,808	
Deferred tax liabilities	11	676		1,145	
Total non-current liabilities		89,402	18.2%	33,666	7.8%
Total liabilities		215,435	43.9%	214,315	49.9%
Capital stock	27	7,770		7,768	
Capital reserve		1,918		11,631	
Retained earnings		294,430		224,452	
Foreign currency translation differences		(29,137)		(28,895)	
Total equity attributable to shareholders of Comet Holding AG		274,981	56.1%	214,956	50.1%
Total liabilities and shareholders' equity		490,415	100.0%	429,271	100.0%

Consolidated statement of cash flows

In thousands of CHF	Note	2021	2020
Net income		67,437	27,661
Income tax	11	14,771	5,827
Depreciation, amortization and impairment	9	18,663	19,287
Net interest expense	10	1,322	1,838
Share-based payments	31	1,256	518
Losses on disposal of property, plant and equipment		51	199
Losses on disposal of intangible assets		—	7
(Gain) on disposal of businesses	8	—	(3,986)
Other non-cash (income)/expense		(119)	1,860
Change in provisions	25	(1,549)	(52)
Change in other working capital		(16,440)	10,789
Taxes paid		(14,903)	(6,903)
Net cash provided by operating activities		70,489	57,045
(Outflow)/inflow from disposal of businesses	8	(261)	7,542
(Outflow) from acquisitions	20	(101)	(8,391)
Purchases of property, plant and equipment	17	(9,991)	(12,635)
Purchases of intangible assets	19	(1,476)	(931)
Disposals of property, plant and equipment	17	230	321
Purchase of other assets		(1,724)	(1,379)
Lease payments received		378	—
Interest received		222	77
Net cash (used in) investing activities		(12,722)	(15,396)
Net proceeds from issue of bond (2021 – 2026)	22	59,503	—
Repayment of bond (2016 – 2021)	22	(60,000)	—
Repayment of bank debt	22	—	(12,000)
Repayment of lease liabilities	18	(4,927)	(4,715)
Interest paid		(1,697)	(1,847)
Dividend payment to shareholders of Comet Holding AG	34	(10,098)	(7,764)
Net cash (used in) financing activities		(17,219)	(26,326)
Net increase in cash and cash equivalents		40,548	15,323
Foreign currency translation differences on cash and cash equivalents		304	(897)
Cash and cash equivalents at January 1		74,681	60,255
Cash and cash equivalents at December 31		115,533	74,681

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	Foreign currency translation differences	
January 1, 2020		7,764	11,184	203,277	(26,277)	195,948
Net income		—	—	27,661	—	27,661
Other comprehensive income		—	—	1,211	(2,618)	(1,407)
Total comprehensive income		—	—	28,872	(2,618)	26,255
Dividend payment to shareholders of Comet Holding AG	34	—	—	(7,764)	—	(7,764)
Increase in capital (for stock compensation)	27	4	447	(363)	—	88
Share-based payments	31/32	—	—	431	—	431
December 31, 2020		7,768	11,631	224,454	(28,895)	214,956
Net income		—	—	67,437	—	67,437
Other comprehensive income		—	—	1,671	(242)	1,429
Total comprehensive income		—	—	69,108	(242)	68,866
Dividend payment to shareholders of Comet Holding AG	34	—	—	(10,098)	—	(10,098)
Alignment of capital reserve ¹		—	(10,118)	10,118	—	—
Increase in capital (for stock compensation)	27	2	405	(409)	—	(2)
Share-based payments	31/32	—	—	1,258	—	1,258
December 31, 2021		7,770	1,918	294,430	(29,137)	274,981

¹ In the year under review, 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 of the 2022 Annual Shareholder Meeting

-
- 1 2021 management report, separate and consolidated financial statements of Comet Holding AG and reports of the statutory auditor**
- The Board of Directors proposes that the management report, separate financial statements and consolidated financial statements of Comet Holding AG for fiscal year 2021 be approved, and that the reports of the statutory auditor be noted.

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- 2 Appropriation of 2021 retained earnings**

2021 retained earnings	In thousands of CHF	2021
	Earnings brought forward	113,685
	Net income for the year	15,732
	Retained earnings available for distribution	129,417

Proposal for the appropriation of 2021 retained earnings

The Board of Directors proposes that the Shareholder Meeting approve a dividend payment to shareholders from retained earnings, as follows:

	In thousands of CHF	2021
	Retained earnings as of December 31, 2021	129,417
	Dividend payment of CHF 3.50 per share	- 27,193
	Retained earnings carried forward	102,224

Provided the proposal is accepted, the dividend of CHF 3.50 per eligible share, less 35% withholding tax, will be paid on April 22, 2022.

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- 3 Granting of discharge to the members of the Board of Directors and the Executive Committee from liability**

The Board of Directors proposes that its members and the members of the Executive Committee be discharged from liability for fiscal year 2021.

4	Elections to the Board of Directors	<p>The Board of Directors proposes the individual re-election of Board members Gian-Luca Bona, Mariel Hoch, Patrick Jany, Heinz Kundert and Tosja Zywietz for a term of office concluding at the end of the next Annual Shareholder Meeting. These current members of the Board of Directors have agreed to accept their re-election to the Board of Directors for the proposed roles.</p> <p>The Board of Directors also proposes the re-election of Heinz Kundert as Chair of the Board of Directors.</p>
4.1	Re-election of Heinz Kundert to the Board	The Board of Directors proposes the re-election of Heinz Kundert as a member of the Board for a term concluding at the end of the next Annual Shareholder Meeting.
4.2	Re-election of Gian-Luca Bona to the Board	The Board of Directors proposes the re-election of Prof. Dr. Gian-Luca Bona as a member of the Board for a term concluding at the end of the next Annual Shareholder Meeting.
4.3	Re-election of Mariel Hoch to the Board	The Board of Directors proposes the re-election of Dr. iur. Mariel Hoch as a member of the Board for a term concluding at the end of the next Annual Shareholder Meeting.
4.4	Re-election of Patrick Jany to the Board	The Board of Directors proposes the re-election of Patrick Jany as a member of the Board for a term concluding at the end of the next Annual Shareholder Meeting.
4.5	Re-election of Tosja Zywietz to the Board	The Board of Directors proposes the re-election of Dr. rer. nat. Tosja Zywietz as a member of the Board for a term concluding at the end of the next Annual Shareholder Meeting.
4.6	Re-election of Heinz Kundert as Chair of the Board of Directors	The Board of Directors proposes the re-election of Heinz Kundert as Chair of the Board for a term concluding at the end of the next Annual Shareholder Meeting.

5 Election of a new member to the Board

The Board of Directors proposes the election of Dr. Edeltraud Leibrock as a new member of the Board of Directors for a term concluding at the end of the next Annual Shareholder Meeting.

Introducing Edeltraud Leibrock

Dr. Edeltraud Leibrock has many years of management, consulting and technical expertise in the innovation, transformation and governance of IT- and technology-driven organizations. Since 2021 she has been Managing Partner of the Munich-based consultancy Publicis Sapient, which focuses on digital business transformation.

Dr. Leibrock started her career in 2000 at Boston Consulting Group in Munich, where she supported strategy, IT, and digitalization projects of established companies in Europe and Asia. In 2009, she moved to Bayerische Landesbank in Munich as Group CIO and Executive Vice President, then joined KfW Bankengruppe in Frankfurt am Main in 2011 as COO and member of the Executive Board. In 2016, she founded and became Managing Partner of Connected Innovations GmbH in Hamburg, a specialist consultancy focused on artificial intelligence and automation.

After studying mathematics, biology and physics at the University of Regensburg, Dr. Leibrock received her doctorate in natural sciences (Dr. rer. nat.) from Hamburg University of Technology. Her research work in mass spectrometry and metrology took her to the Fraunhofer Institute in Garmisch-Partenkirchen, Germany, and to the National Oceanic and Atmospheric Administration in Boulder, CO, USA.

She is engaged on several advisory boards, such as at the Artificial Intelligence Center Hamburg; at Suntrace GmbH in Hamburg; at Loanbox GmbH (Cologne/Zurich); as well as at Deutscher Gründerverband, a German entrepreneurs' association based in Munich. She is also Vice Chair of the Supervisory Board of BauFi24 Baufinanzierung AG, a mortgage lending intermediary headquartered in Hamburg.

6 Election of members of the Compensation Committee

- | | | |
|-----|---|---|
| 6.1 | Re-election of Mariel Hoch to the Compensation Committee | The Board of Directors proposes the re-election of Dr. iur. Mariel Hoch as a member of the Compensation Committee of the Board for a term concluding at the end of the next Annual Shareholder Meeting. |
| 6.2 | Re-election of Gian-Luca Bona to the Compensation Committee | The Board of Directors proposes the re-election of Prof. Dr. Gian-Luca Bona as a member of the Compensation Committee of the Board for a term concluding at the end of the next Annual Shareholder Meeting. |
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| 7 | Election of the independent proxy | The Board of Directors proposes the re-election of Patrick Glauser of FIDURIA AG to serve as independent proxy until the conclusion of the next Annual Shareholder Meeting. |
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| 8 | Election of the statutory auditor | The Board of Directors proposes the election of Ernst & Young AG as statutory auditor for fiscal year 2022. |
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| 9 | Approval of the compensation of the Board of Directors and Executive Committee | The Board of Directors proposes the approval of the compensation of the Board of Directors and Executive Committee. |
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| 9.1 | Approval of the compensation of the Board of Directors | The Board of Directors proposes the approval of a maximum aggregate amount of CHF 970,000 for the compensation of the Board of Directors for the coming term of office ending at the 2023 Annual Shareholder Meeting. |
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Explanation: The structure and level of compensation of the Board of Directors are reviewed periodically and are set to reflect the Comet Group's industry environment. Following the last previous adjustment in 2017, a review of the Board's compensation was performed in fiscal year 2021. The compensation now consists of a combination of a base retainer, and fees for committee work. This structure is consistent with standard market practice for companies listed on the SIX Swiss Exchange. Also see the explanation on agenda item 10.2.

Composition of the aggregate amount: The proposed maximum aggregate amount of CHF 970,000 covers the compensation for an enlarged Board of Directors with six members. The Chair of the Board receives a flat retainer of CHF 250,000. The Vice Chair and the other members of the Board of Directors receive a base retainer of CHF 120,000 and CHF 100,000, respectively, plus fees for work on committees. This results in a total amount of CHF 890,000 (calculated as 1 × CHF 250,000 plus 1 × CHF 120,000 plus 4 × CHF 100,000 plus 3 × CHF 25,000 for committee chairs plus 3 × CHF 15,000 for other members of the committees (Audit Committee, Nomination & Compensation Committee, and Technology Committee)). Added to this are social security contributions of approximately CHF 40,000, bringing the total amount to CHF 930,000. Including a small reserve of CHF 40,000, the Board of Directors therefore proposes a maximum aggregate amount of CHF 970,000 for the compensation of the Board.

9.2 Approval of the fixed compensation of the Executive Committee

The Board of Directors proposes the approval of a maximum aggregate amount of CHF 3,500,000 for the fixed compensation of the Executive Committee for fiscal year 2023.

Explanation: This amount includes the contributions for the company pension, state old age and survivors' insurance (AHV), state unemployment insurance (ALV), and accident insurance.

9.3 Approval of the variable compensation of the Executive Committee

The Board of Directors proposes the approval of an aggregate amount of CHF 2,961,234 for the variable compensation of the Executive Committee for fiscal year 2021.

Explanation: This amount consists of the variable compensation of CHF 1,737,924 in cash, stock compensation of CHF 973,557, and proportionate social security contributions of CHF 249,753 (see the compensation report in the annual report 2021).

9.4 Consultative vote on the compensation report for 2021

The Board of Directors proposes the approval of the 2021 compensation report in a consultative vote.

Explanation: The purpose of the compensation report is to give shareholders information on the compensation systems, policies and practices for the Board of Directors and the members of the Executive Committee.

10 Amendments to the Articles of Association

10.1 Authorized capital for purposes other than equity compensation

The Board of Directors proposes to renew the authorization to increase the capital stock (the share capital) by a maximum of CHF 770,000 and to extend the deadline for such increase until April 14, 2024. Accordingly, the Board proposes the amendment of article 3a para. 1 of the Articles of Association as follows: "The Board of Directors is authorized, at any time until April 14, 2024, to increase the capital stock by a maximum of CHF 770,000 by issuing up to 770,000 fully payable registered shares with a par value of CHF 1.00 per share. Such increases may also be made by instalments. The amount of the respective issue, the date when entitlement to dividend commences, the terms of any exercise of pre-emptive rights and the nature of the contributions shall be determined by the Board of Directors."

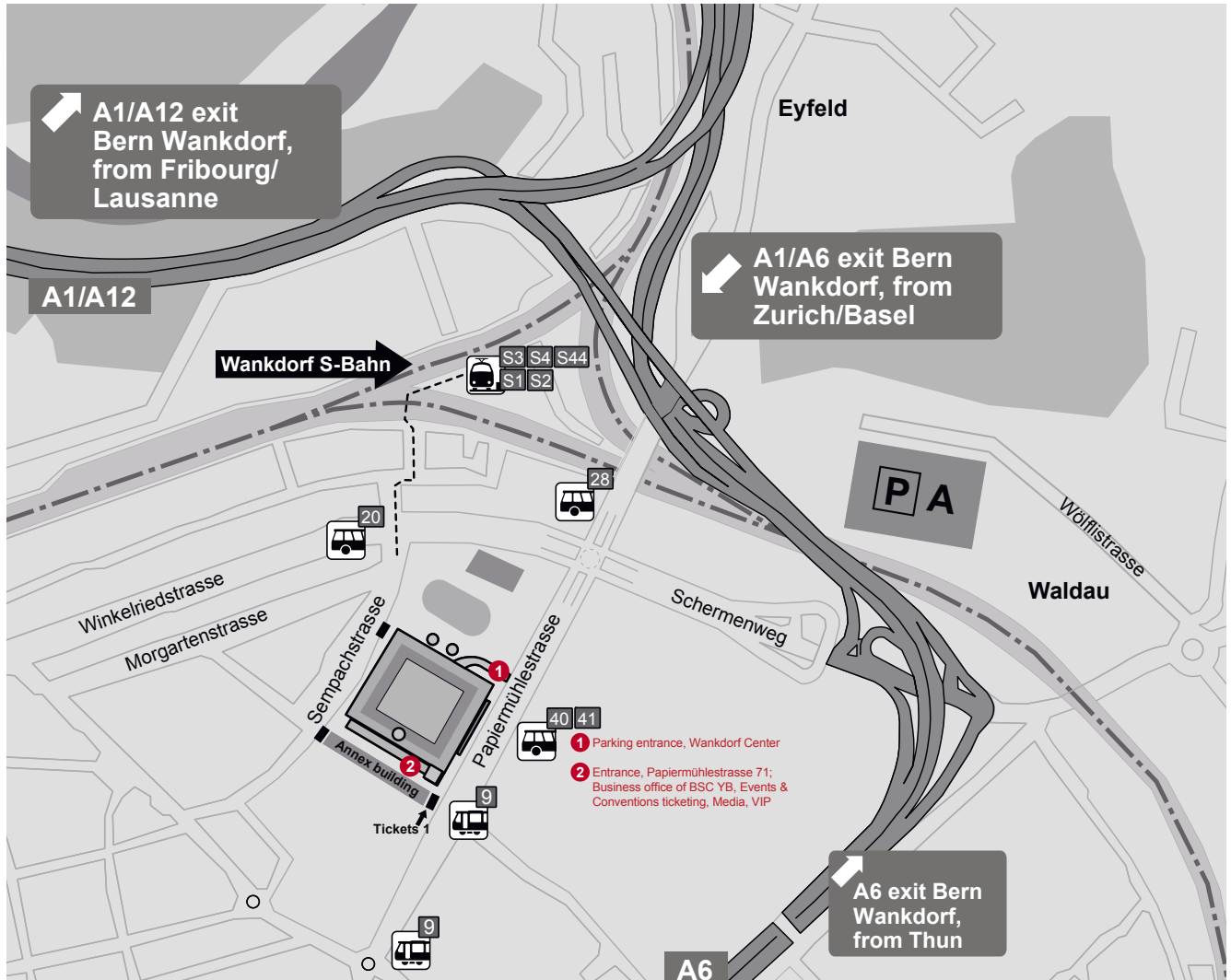
Explanation: In addition to its issued capital stock, Comet Holding AG under its Articles of Association has unissued authorized capital for purposes other than equity-based compensation (this part of authorized capital is known in German as "genehmigtes Aktienkapital"), consisting of 800,000 registered shares with a par value of CHF 1.00 per share. This portion of authorized capital expires by law after two years, i.e., on April 23, 2022. It is to be renewed in the amount of CHF 770,000 for a further two years until April 14, 2024. With this renewal, the Board of Directors aims to maintain the flexibility to rapidly exploit strategically attractive opportunities in the current economic environment through the partial use of equity.

10.2 Other amendments to the Articles of Association

The Board proposes the amendment of article 22 para. 2 of the Articles of Association as follows: "Of the total compensation, 40% shall be paid in stock of the Company with a three-year holding period."

Explanation: See the explanation on agenda item 9.1. In addition to the adjustments to the compensation of the Board of Directors described there, in order to better reflect market and company performance, the stock component is to be increased, i.e., 60% of compensation (previously 66.6%) is to be paid in cash and 40% (previously 33.3%) is to be paid in shares.

Map



Wankdorf Stadium Bern-Wankdorf

Business Center
Gstaad Lounge
3rd Floor

Papiermühlestrasse 71
3014 Bern
Tel. 031 344 88 77
www.stadedesuisse.ch

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.



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