

Corporate Governance 2024

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Corporate governance in 2024

Corporate governance is defined by Comet as the entirety of the principles and practices aimed at safeguarding shareholder interests. While maintaining management's decision-making capability and efficiency, the aim of good corporate governance is to ensure an appropriate balance of leadership and control, together with transparent reporting.

This corporate governance report describes the management structure and control principles in place at the top organizational levels of the Group. The key elements are defined in Comet's Articles of Association (also known as its Bylaws) and in its Organizational Regulations (specifying the Company's governance structure and governance policies). The corporate governance report is based on the requirements of the SIX Swiss Exchange's Directive on Information Relating to Corporate Governance (DCG). The disclosure requirements of the Swiss Code of Obligations regarding excessive compensation at listed companies are fully met. Comet also takes into account the recommendations of the Swiss Code of Best Practice for Corporate Governance issued by *economiesuisse*.

Communication policy

Comet informs its shareholders, the media, financial analysts and other stakeholders with the greatest possible transparency and based on the principle of equal treatment. The Group publishes media releases to update investors on its business and financial results on a quarterly basis. Comet also publishes annual reports and half-year reports, which are prepared in compliance with Swiss stock corporation law and IFRS Accounting Standards (IFRS). As well, information is provided to additional audience segments via the following events:

- To shareholders, in connection with the Shareholder Meeting
- To media representatives and financial analysts, through press conferences
- To institutional investors, through road shows

Important price-sensitive events are communicated in a timely manner via electronic media and in accordance with the directive on ad-hoc publicity (i.e., the ad-hoc disclosure requirements) of SIX Exchange Regulation, a division of the SIX Swiss Exchange.

Key dates

The dates of the most important publications and events are given below:

End of fiscal year	December 31, 2024
Annual results press conference	March 6, 2025
Publication of annual report	March 6, 2025
Annual Shareholder Meeting	April 10, 2025
End of first half of fiscal year	June 30, 2025
Half-year results webcast	July 31, 2025
Publication of half-year report	July 31, 2025

Publication media

Comet's annual report and half-year report, its Articles of Association and its compensation report are published on the Group's website at www.comet-group.com/en/investors/downloads.

For disclosure announcements for stock exchange purposes, Comet Holding AG uses the electronic publication platform operated by the SIX Swiss Exchange: <https://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notice.html>. The Group's website at www.comet-group.com offers a wealth of information, including details of the Group's business activities and access to the media releases and presentations for press conferences. As well, anyone may register on the website to automatically receive all press releases in electronic form.

Group structure and shareholders

Structure of the operating activities of the Comet Group

Comet Holding AG is a stock corporation with limited liability under Swiss corporate law. It is registered with the commercial register of the Canton of Fribourg, Switzerland under company registration number CHE-101.348.386. The registered office of Comet Holding AG is located at Herrengasse 10, 3175 Flamatt, Switzerland. Comet Holding AG has no publicly traded subsidiaries. Business operations are conducted through the group of companies listed in note 2 of the separate financial statements of Comet Holding AG. All companies are wholly owned by Comet Holding AG.

The Group's commercial activities are divided into three divisions: Plasma Control Technologies (PCT), X-Ray Systems (IXS) and Industrial X-Ray Modules (IXM). Financial reporting is segmented along these divi-

sional lines. The financial data for the individual divisions is found in the segment reporting within the notes to the consolidated financial statements (note 4, "Segment reporting").

Listed Group company: Comet Holding AG

Comet Holding AG is the Group's only company listed on a stock exchange. The registered shares have been listed in the main market segment of the SIX Swiss Exchange in Zurich, Switzerland, since December 17, 2002 (ISIN no. CH0360826991). The closing share price on December 31, 2024 was CHF 248.50 (prior year: CHF 265.20), which resulted in a market capitalization of CHF 1,932 million (prior year: CHF 2,062 million).

Registered shareholders

At December 31, 2024, Comet Holding AG had 8,969 voting shareholders of record (i.e., voting shareholders registered in the share register; prior year: 8,134). Of the total issued registered stock, 100% (prior year: 100%) represented free float. Comet Holding AG held 4,588 shares of treasury stock at December 31, 2024 (prior year: 2,000). The structure of share ownership size classes among the shareholders of record at December 31, 2024, was as follows:

Number of shares	Number of shareholders
1 to 1,000	8,552
1,001 to 10,000	361
10,001 to 50,000	48
50,001 to 100,000	3
More than 100,000	5

This analysis includes only the stock of shareholders who were registered in the share register. At December 31, 2024, the shares of unregistered owners amounted to 43% of the total (prior year: 43%).

Ownership interests in companies domiciled in Switzerland whose shares are listed at least partly in Switzerland must be notified both to the issuer company and to the SIX Swiss Exchange when the holder's voting rights reach, increase above or fall below certain thresholds. These notification thresholds are 3%, 5%, 10%, 15%, 20%, 25%, 33 ⅓%, 50% and 66 ⅔% of voting rights. The relevant details are set out in the Financial Market Infrastructure Act (FinMIA) and in the Ordinance of the Swiss Financial Market Supervisory Authority on Stock Exchanges and Securities Trading (the FINMA Stock Exchange Ordinance).

At December 31, 2024, the Company, according to disclosure notifications, had the following significant shareholders (defined for this purpose as shareholders with voting rights of 3% or more of the Comet capital stock recorded in the Swiss commercial register of companies):

Beneficial owner	Direct shareholder	Share of voting rights as disclosed by shareholders
UBS Fund Management (Switzerland) AG		10.08%
Pictet Asset Management SA (Direction de Fonds)		5.27%
Blackrock Inc.		3.07%
Swisscanto Fondsleitung AG		3.04%
EGS Beteiligungen AG		3.00%

The Company has not been notified of any other shareholders that held 3% or more of its shares. To the best of the Company's knowledge, there were no voting pool agreements.

In the fiscal year, seven reportable announcements were published. Disclosure notifications of significant shareholdings in Comet Holding AG that were filed with Comet Holding AG and SIX Swiss Exchange are available from the online publication platform of the SIX Swiss Exchange through the following database search page: <https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html>.

At December 31, 2024, Comet Holding AG had no cross-shareholdings with other publicly traded companies (prior year: nil).

Capital structure

Capital stock

As of December 31, 2024, the capital stock of Comet Holding AG amounted to CHF 7,773,966, divided into 7,773,966 fully paid-in, registered shares with a par value (nominal value) of CHF 1.00 per share. With the exception of any treasury stock held by the Company, every share carries dividend rights. Each share represents one vote at the Shareholder Meeting, provided that the shareholder is recorded in the share register. The Company no longer has any authorized capital.

Capital band (i.e., capital range)

At any time until April 14, 2026, the Board of Directors is authorized i) to increase the capital stock by issuing a maximum of 1,554,793 fully paid registered shares with a par value of CHF 1.00 per share in one or more steps, by not more than a cumulative CHF 1,554,793, to a new total of CHF 9,328,759 (the upper limit of the so-called capital band), and ii) to reduce the capital stock in one or more steps to not less than CHF 7,385,268 (the lower limit of the capital band), either by cancelling not more than a total of 388,698 registered shares with a par value of

CHF 1.00 per share or by reducing the par value of the registered shares accordingly. A capital reduction and a reincrease may be performed simultaneously. If the capital stock is increased by means of the capital band, the limit on the number of shares by which the capital can subsequently be reduced is raised so that the lower end of the capital band can be reached. If the capital stock is reduced by means of the capital band, the limit on the number of shares by which the capital can subsequently be increased is raised so that the upper end of the capital band can be reached. If a change in capital is performed by changing the par value, the upper and lower limits of the capital band remain constant, but the limits on the number of shares by which the capital can be changed are adjusted accordingly. In the case of an increase of the capital stock, the new shares must be fully paid in. In the case of a capital reduction, the amount of the reduction may, in the discretion of the Board of Directors, be distributed to the shareholders in whole or in part and/or added to reserves.

Conditional capital for equity compensation

Under article 3b of the Articles of Association, Comet has conditional capital (referred to in German as "bedingtes Aktienkapital") that is designated for use only as equity-based compensation for members of the Executive Committee and of the Board of Directors of Comet Holding AG. At December 31, 2024, this conditional capital consisted of 189,154 shares with a nominal value of CHF 1.00 per share. It corresponded to approximately 2.4% of the existing capital stock. The issuance of stock or stock subscription rights is based on a compensation plan adopted by the Board of Directors. Further information about equity-based compensation can be found in the compensation report.

In 2024 and 2023, due to the decision by the Board of Directors to use treasury stock for the equity-based compensation, no capital increase was performed from conditional capital designated for equity-based compensation.

Conditional capital for financing, acquisitions and other purposes

Under article 3c of its Articles of Association, the Company's capital stock can be increased by a maximum of CHF 1,554,793 through the issuance of up to 1,554,793 fully paid registered shares with a par value of CHF 1.00 per share through the exercise (incl. mandatory exercise) of conversion, exchange, option, subscription, or similar rights to purchase shares granted to shareholders or third parties, alone or in connection with bonds, loans, options, warrants, or other financial market instruments or contractual obligations of the Company or its subsidiaries (collectively "Financial Instruments").

Further details on the structure and changes in shareholders' equity of Comet Holding AG are disclosed in the separate financial statements of Comet Holding AG under the statement of changes in equity, as well as in note 4, "Equity capital structure", note 5, "Options and conversion rights", and in the Corporate Governance report in the section "Listing and shareholders". As of December 31, 2024, Comet Holding AG had no participation certificates or dividend-right certificates outstanding (prior year: nil).

Limitations on transferability and nominee registrations

The Company keeps a share register in which the shares' owners and beneficial owners and the number of their shares are recorded. The share register is operated on behalf of Comet by Devigus Engineering AG. For the purposes of the legal relationship with the Company, shareholders or beneficial owners of shares are recognized as such only if they are registered in the share register. Purchasers of registered stock or of beneficial rights with respect to registered stock are upon their request recorded as voting shareholders in the share register by the Board of Directors if the purchasers state explicitly that they have acquired, and will hold, the stock or beneficial interest for their own account. Registration in the share register requires evidence of the acquisition of full legal title to the shares or evidence of the establishment of beneficial ownership. For the purpose of this condition, nominee shareholders (nominees) are deemed to be those persons who do not explicitly state in their registration application that they hold the shares for their own account. The Board of Directors registers nominees as holding voting shares only up to a maximum of 5% of the capital stock recorded in the Swiss commercial register of companies. Where legal entities or groups with joint legal status are connected by capital, voting rights, management or in some other manner, they are deemed to constitute a single nominee, as are all natural persons, legal entities or groups with joint legal status that by agreement, as a syndicate or in any other way act in a coordinated manner in circumventing the nominee rules. The Company may, after hearing the affected party, void registrations in the share register with retroactive effect from the date of registration if they were based on false information given by the purchaser. The purchaser must be informed of the deletion immediately. The Board of Directors determines the details of the application of these provisions and makes the arrangements necessary to ensure compliance with the rules outlined in the Company's Articles of Association.

In fiscal year 2024, the Board of Directors did not recognize any acquirers of shares holding more than 5% of all registered shares as a shareholder or beneficial holder with voting rights under the nominee transfer limitation, did not reject any requests for registration, and did not remove any shareholders with voting rights from the share register on the grounds of provision of false information.

Convertible bonds and options

As of December 31, 2024, Comet Holding AG had no conversion rights or stock options outstanding (prior year: nil).

Management transactions and measures to prevent insider-trading offenses

The Listing Rules of the SIX Swiss Exchange require the disclosure of management transactions in stock of the Company and related financial instruments. The Board of Directors has issued a corresponding regulation in order to comply with these requirements. The parties whose transactions of this nature are reportable to the Company are the members of the Board of Directors and of the Executive Committee (the Executive Committee is the most senior level of operational management). In fiscal year 2024, no disclosure was filed. Published disclosures can be found on the website of the SIX Swiss Exchange: www.ser-ag.com/en/resources/notifications-market-participants/management-transactions.html.

For Comet, regular closed periods (also referred to as blackout periods) for trading in securities of Comet Holding AG are defined as the periods from December 16 and June 16 up to and including the trading day following the publication of the annual or half-year report, respectively, or the publication of the relevant key figures. These closed periods apply to the members of the Board of Directors and the Executive Committee, as well as members of group functions in finance, investor relations and communication. No exceptions were granted in fiscal year 2024.

Board of Directors

The Board of Directors has ultimate responsibility for supervising the Group's top-level operational management personnel. The Board sets the Group's strategic goals and the guidelines for organizational structure and financial planning.

As prescribed by the Articles of Association, the Board of Directors of Comet Holding AG consists of a minimum of five members. The composition of the Board of Directors is designed to ensure effectiveness. Key qualities sought in the recruitment of Board members are independent thinking and willingness to work in a team focusing exclusively on the interests of the Company and its principal stakeholders. The Board of Directors nominates non-executive and independent members within the meaning of the Swiss Code of Best Practice for Corporate Governance to be elected by the Annual Shareholder Meeting as members of the Nomination & Compensation Committee.

Composition of the Board of Directors of Comet Holding AG

On December 31, 2024, the Board of Directors of Comet Holding AG had the following seven members:

	Nationality	Position on the Board	Member since	Elected until
Paul Boudre	French	Chair and non-executive member	2023	2025
Mariel Hoch	Swiss / German	Vice Chair and non-executive member	2016	2025
Heinz Kundert	Swiss	Non-executive member	2019	2025
Patrick Jany	Swiss / German	Non-executive member	2019	2025
Edeltraud Leibrock	German	Non-executive member	2022	2025
Irene Lee	Singaporean	Non-executive member	2023	2025
Benjamin Loh	Singaporean	Non-executive member	2024	2025

Secretary of the Board (since 2023) and non-member of the Board:
Marc Splisgardt, Group General Counsel

Additional information on the members of the Board of Directors

The information below outlines the education, significant professional experience and current position of each Board member. Where a place name is not followed by a country or state, the country is Switzerland.



Paul Boudre
(b. 1958, French citizen)

Education

Degree in chemistry from the Ecole Nationale Supérieure de Chimie de Toulouse, France

Professional experience

1988 to 1994: General Manager, "Discrete Devices" at Motorola Semiconductor, Toulouse, France; 1995 to 1997: General Manager in charge of green field operation at Atmel Corporation, Rousset, France; 1997 to 2007: various positions including VP/General Manager of Yield Management for worldwide strategic accounts at KLA, San Francisco, CA, USA; from 2007 to 2022: diverse positions, including CEO for seven years, at Soitec, Bernin, France, which focuses on engineered wafers supporting connectivity, car electrification and IOT/AI applications; since 2023: Co-Founder and CEO of Silian Partners SA, Luxembourg, an advisory firm dedicated to the global semiconductor industry

**Mariel Hoch**

(b. 1973, Swiss and German citizen)

Education

Admitted to the Zurich bar in 2005; Dr. iur doctorate in law from University of Zurich and Lic. iur degree in law from University of Zurich

Professional experience

Partner at the law firm Bär & Karrer AG, Zurich

**Heinz Kundert**

(b. 1952, Swiss citizen)

Education

Degree in mechanical engineering and industry management from ITA and business management from FAH at the University of St. Gallen (HSG)

Professional experience

1981 to 1991: Regional Director Asia, Balzers AG, Balzers, Liechtenstein; 1991 to 1999: Division Manager, Semiconductor and Data Storage, Balzers AG, Balzers, Liechtenstein; 1999 to 2002: COO of Oerlikon-Bührle, Zurich-Oerlikon; 2002 to 2004: CEO of Unaxis AG, Pfäffikon; 2005 to 2015: VP of SEMI Intl. USA and President of SEMI Europe; 2015 to 2018/2022: CEO/Board member of VAT Group, Sennwald; 2019 to 2020: CEO of the Comet Group, Flamatt

**Patrick Jany**

(b. 1968, Swiss and German citizen)

Education

Degree in business administration from École Supérieure de Commerce de Paris (ESCP), France

Professional experience

1990 to 2006: Various positions at Sandoz, later Clariant, including CFO for ASEAN region, Head of country organization of Clariant Mexico, and Head of corporate development; 2006 to 2020: CFO and member of the Executive Committee of Clariant AG, Muttenz; since May 2020: EVP and CFO at A.P. Moller-Maersk A/S, Copenhagen, Denmark



Edeltraud Leibrock
(b. 1965, German citizen)

Education

Dr. rer. nat. doctorate in natural sciences from Hamburg University of Technology, Germany, and degree in physics and biology from the University of Regensburg, Germany

Professional experience

2000 to 2009: Consultant at Boston Consulting Group in Munich, Germany, where she supported strategy, IT, and digitalization projects; 2009 to 2011: Group CIO and Executive Vice President at Bayerische Landesbank in Munich, Germany; 2011 to 2015: COO and Member of the Executive Board at KfW Bankengruppe in Frankfurt am Main, Germany; since 2016: founder and Managing Partner of Connected Innovations GmbH in Hamburg, Germany, a specialist consultancy focused on artificial intelligence and automation; since 2024, Global Managing Director, Innovation, and Senior Partner Digital at Roland Berger, a consultancy headquartered in Munich, Germany



Irene Lee
(b. 1960, Singaporean citizen)

Education

Master of Business Administration (MBA) from University of Leeds, UK; Executive MBA from Harvard Business School, USA; Diploma in Mechanical Engineering from Singapore Polytechnic, Singapore

Professional experience

1987 to 2011: various positions including VP of Quality at Seagate Technology in Singapore; 2012 to 2019: different positions including SVP Global Operations & CQO at Kulicke & Soffa in Singapore; since 2019: Board member of JEP Holdings Ltd, focused on the aerospace industry, Singapore; since 2020: Investment Officer at Little Rain Pte Ltd, a wealth management company, Singapore



Benjamin Loh
(b. 1963, Singaporean citizen)

Education

Degree in Electronics Engineering from Tokoku University, Japan

Professional experience

1996 to 2005: various positions including Senior VP of Asia Pacific at Unaxis Corporation AG (now known as OC Oerlikon Corporation AG) in Pfäffikon; 2005 to 2007: Executive VP of Global Sales and Service at Veeco Instruments Inc. in New York, USA; 2007 to 2015: various positions including COO at FEI Inc. (now known as Thermo Fisher Scientific MSD division) in Oregon, USA; 2015 to 2017: Executive VP of Sales and Service at VAT Vakuumventile AG in Haag; 2018 to 2020: supervisory board member of Kriya Materials BV in Geleen, Netherlands, and supervisory board member of Schneeberger AG in Roggwil; 2020 to 2024: President and CEO of ASM International in Almere, Netherlands

Operational management functions

No Board member is or was a member of the operational management of Comet Holding AG or any of its subsidiaries over the last three fiscal years.

Disclosure of potential conflicts of interest

No member of the Board of Directors has any material business relationship with Comet Holding AG or any of its subsidiaries. In the event of a potential or impending conflict of interest, the Board member concerned is required to inform the Chair of the Board of Directors immediately.

Activities and interests outside the Group

Article 23 of the Articles of Association, which are compliant with article 734e of the Swiss Code of Obligations, specifies the allowable number of other, external positions that members of the Board of Directors may hold on top management or supervisory bodies, as follows:

- Members of the Board of Directors may each not hold more than five external positions on top management or supervisory bodies of listed companies and not more than seven such external positions in non-listed companies.
- Members of the Board of Directors may each not hold more than ten such positions in associations, non-profit foundations, family foundations and employee pension funds.
- Positions in companies controlled by Comet Holding AG, or positions controlled by it, are not subject to restriction.

In fiscal year 2024, no member of the Board of Directors exceeded any limits for additional positions held. At December 31, 2024, the members of the Board of Directors had the following additional positions on top management or supervisory bodies of significant Swiss and foreign private sector and public sector companies, institutions and foundations:

Mariel Hoch

Board member, Chair of the Nomination and Governance Committee and member of the Audit Committee, SIG Combibloc Group AG, Neuhausen am Rheinfall; Board member and member of the Audit Committee, Komax Holding AG, Dierikon; Board member, MEXAB AG, Lucerne; Board member, The Schörling Foundation, Lucerne; Board member, Law & Economics Foundation, St. Gallen; Board member, Irene M. Staehelin Foundation, Zurich; Board member, Orpheum, Stiftung zur Förderung junger Solisten (a foundation), Zurich

Heinz Kundert

Chairman of R&S Group Holding AG, Sissach; Board member, Variosystems AG, Steinach; owner, Kundert Consulting Establishment, Schaan, Liechtenstein

Edeltraud Leibrock

Supervisory Board member, ALH Group, Oberursel, Germany; Advisory Board member, Artificial Intelligence Center Hamburg (ARIC), Hamburg, Germany; Executive Board member, Fraunhofer Alumni e.V., Germany

Irene Lee

Board member, JEP Holdings Ltd, Singapore; Board member, Key Point (Singapore) Pte Ltd, Singapore; Board member, Amethyst Micrometric (Singapore) Pte Ltd, Singapore; Board member, Ying World Investments (Singapore) Pte Ltd

Benjamin Loh

International Board of Directors, SEMI Inc., Milpitas, CA, USA

Board elections and terms

The Board members are elected by the Annual Shareholder Meeting for a term of one year. They are individually elected when standing for election or re-election. The Annual Shareholder Meeting also elects one member of the Board of Directors as the Board Chair and elects the members of the Nomination & Compensation Committee.

The term of office ends at the conclusion of the next Annual Shareholder Meeting. Re-election for consecutive terms is permitted. If elections are held during a term to replace or add Board members, the newly elected members serve for the remainder of the current term.

The Articles of Association are in accordance with the legal requirements of the Swiss Code of Obligations (Federal Act on the Amendment of the Swiss Civil Code).

Internal organization

Except for the election of the Board Chair and the members of the Nomination & Compensation Committee by the Annual Shareholder Meeting, the Board of Directors constitutes itself at its first meeting after its election or re-election by the Annual Shareholder Meeting. The Board appoints its Vice Chair, the members of the other Board committees and the Board Secretary. The Secretary need not be a member of the Board.

The Chair of the Board of Directors has the following duties and powers:

- Act as chair of the Shareholder Meetings
- Call meetings of the Board of Directors and set the agenda
- Supervise, comply with and implement the resolutions of the Board of Directors
- Immediately inform all members of the Board of Directors of extraordinary events
- Ensure that urgent business matters are transacted within the required timeframe
- Interact with the senior management of the Comet Group
- Monitor the implementation of measures decided by the Board of Directors
- Take all measures required to safeguard the interests of the Comet Group
- Represent the Board of Directors internally and externally

The Vice Chair of the Board assumes the powers and duties of the Chair in his or her absence. The chairs of the Board committees lead their respective committees and report to the Board of Directors.

The Board meets at the invitation of the meeting's chair as often as business requires, or when requested by a Board member in writing for a stated purpose. The Board has a quorum when the majority of members are present. The Board passes its resolutions and performs its elections by an absolute majority of votes cast. In the event of an equality of votes, the chair of the meeting has the casting vote.

Resolutions on a motion may alternatively be reached in writing if no Board member objects to this method. Minutes must be kept of the deliberations and resolutions and be signed by the meeting's chair and the Board Secretary. The minutes are submitted to the Board for approval at its next meeting.

Functioning of the full Board of Directors

A total of nine regular meetings of the full Board were held in the year, as well as several teleconferences. In addition, several meetings of the Board committees were held. An overview of the meetings of the Board of Directors and the members in attendance is shown below.

Name	January	February		March	April	July				October		December	
	BoD	BoD	AC	BoD	BoD	BoD	BoD	AC	AC	BoD	BoD	BoD	AC
Paul Boudre	x	x	--	x	x	x	x	x	x	x	x	x	x
Mariel Hoch	x	x	--	x	x	x	x	--	--	x	x	x	--
Heinz Kundert	x	x	x	x	x	x	x	--	--	x	x	x	--
Patrick Jany	x	x	x	x	x	x	x	x	x	x	x	x	x
Edeltraud Leibrock	x	x	x	x	x	x	x	x	x	x	x	x	x
Irene Lee	x	x	--	x	x	x	x	x	x	x	x	x	x
Benjamin Loh	--	--	--	--	(x)	x	x	--	--	x	x	x	--
Tosja Zywietz	--	x	x	x	x	--	--	--	--	--	--	--	--

BoD: Regular meeting of the Board

AC: Audit Committee

x: Attended

(x): Attended as a guest

--: Not attended or not a member of the Board or Committee at that time

The Board of Directors is regularly kept informed of the course of business by the CEO and CFO at its meetings, and also on an ad hoc basis as needed. Other members of the Executive Committee, other management staff and specialists of the Group regularly attend Board meetings to report on particular projects in their area of responsibility. In addition, external advisors are consulted as required to deal with specific matters. The Board receives monthly written financial reports on the current business performance.

Board committees

In fiscal year 2024 the Board committees had the following members:

Committee	Members
Nomination & Compensation Committee (NCC)	Mariel Hoch (Committee chair)
	Paul Boudre (until April 2024)
	Tosja Zywietz (until April 2024)
	Heinz Kundert (from April 2024)
	Benjamin Loh (from April 2024)
Audit Committee (AC)	Patrick Jany (Committee chair)
	Edeltraud Leibrock
	Tosja Zywietz (until April 2024)
	Irene Lee (from April 2024)
Technology Committee (TC)	Paul Boudre (Committee chair until April 2024)
	Benjamin Loh (Committee chair from April 2024)
	Edeltraud Leibrock
	Irene Lee (until April 2024)
	Heinz Kundert (from April 2024)

The Annual Shareholder Meeting elects the members of the Nomination & Compensation Committee. The members of the other committees are elected by the Board from among the Board members for a term of one year. Every committee normally consists of at least two members of the Board and meets at least twice per year, or as often as business requires.

The committees' principal function is to prepare decision support for the full Board in special subject areas. At the regular meetings or as required, the full Board is kept informed of the activities of the individual committees. Reports to the full Board are made orally or in writing as required. The overall responsibility for the tasks assigned to the committees remains with the full Board, which decides as a body on all proposals.

Nomination & Compensation Committee

The Nomination & Compensation Committee (NCC) is made up of three members of the Board, who are elected to the Committee yearly by the Annual Shareholder Meeting. The term of office is one year. Re-election for consecutive terms is permitted. The NCC prepares all agenda items related to the nomination and compensation of Board members and Executive Committee members. The NCC itself does not make decisions, but prepares proposals for the approval of the full Board of Directors. The Committee has the following responsibilities in particular (additional responsibilities may be assigned to it as required):

- Address both the compensation policy for the remuneration of the Board of Directors and Executive Committee, and the Comet Group's compensation structure
- Prepare the compensation report and support the Board of Directors in preparing resolutions for the Annual Shareholder Meeting for the approval of compensation
- Develop proposals for guidelines for the compensation of the Board of Directors and Executive Committee
- Review stock ownership plans and recommend adjustments as appropriate
- Propose new Board members and Executive Committee members for appointment
- Provide support to the CEO in evaluating candidates for the Executive Committee

In fiscal year 2024, the NCC handled the following compensation- and nomination-related tasks on behalf of the Board of Directors:

- Identification and assessment of potential candidates for positions on the Board based on predefined criteria, and recommendation to the full Board regarding their nomination for election or re-election at the Shareholder Meeting.
- Identification and assessment of potential candidates for positions on the Executive Committee based on predefined criteria, and recommendations to the full Board.

- Review of the succession planning and of the list of possible substitutes in case of absences on the Executive Committee, and preparation of corresponding proposals to the full Board.
- Recommendation to the full Board for approval of the annual compensation report.

In the year under review, the Committee held two meetings, all of which were attended by all NCC members, as well as by the Global Head of HR. In an advisory role, the Chair of the Board and the CEO also attended. The Committee may invite other Board members, Executive Committee members and specialists to its meetings as required. However, the members of the Executive Committee do not attend the compensation-related Board meetings and do not have a say in their compensation. The NCC chair briefs the Board of Directors on the activities at the next Board meeting and submits the necessary proposals and recommendations. Minutes of the NCC meetings are taken and signed by the chair of the NCC and its secretary.

Audit Committee

The Audit Committee supports the full Board in exercising oversight of accounting and financial reporting and in monitoring compliance with legal requirements. The Committee has the following responsibilities in particular:

- Evaluate the structure and form of the Group's accounting system
- Gauge the effectiveness of the independent auditors and the internal controls; evaluate the coordination of external and internal auditing, and review the performance and compensation of the external independent auditors
- Evaluate the effectiveness of risk management
- Review the financial reporting to shareholders and the public
- Issue directions to the internal audit function and, as may be required on a case-by-case basis by the resulting findings, issue directions to the Executive Committee

During the fiscal year, four meetings were held by the Audit Committee. They were attended by the external auditors, internal auditors, the CEO and the CFO. In an advisory role, the Chair of the Board also attended. The Committee may invite other Board members, Executive Committee members and specialists to its meetings as required. At each Board meeting, the Audit Committee reports on its activities to the Board of Directors and submits the necessary proposals and recommendations to the Board.

Technology Committee

The Technology Committee provides support to the full Board in matters of technology. The Committee has the following responsibilities in particular:

- Monitor international developments in technology and evaluate the emerging trends for their relevance to the Comet Group

- Assess the Group's internal research and development activities
- Ensure the Group holds at least one technology day or equivalent event per year

The Committee meets as often as business requires. In fiscal year 2024, it held two meetings. During the year the appraisal of technology sector developments, as well as the development measures taken by the Group, were regularly discussed with the division presidents in the course of the Committee meetings and the Board's scheduled meetings.

Division of authority

The Board of Directors is responsible for the overall direction and management of the Group and for the supervision of its most senior operational management. The non-delegable and inalienable duties of the Board of Directors are established by article 716a of the Swiss Code of Obligations. The Board's specific responsibilities and scope of authority are set out in the Company's Organizational Regulations and include the following areas among others:

- Determine the Group's strategic direction and financial targets and allocate the resources required to achieve them
- Establish the Group's objectives, business policy and strategy, and organizational structure
- Approve the rolling short- and medium-term financial plans
- Approve the acquisition and disposal of subsidiaries and of equity interests in other companies, and approve collaborations with other firms
- Approve the purchase and sale of real estate
- Appoint and withdraw members of the Group's Executive Committee and the presidents of its subsidiaries and exercise oversight and control of their activities

The Board of Directors has delegated all operational management of the Group to the CEO and the Executive Committee, except as otherwise required by law, the Company's Articles of Association and the Organizational Regulations. The CEO and Executive Committee have the necessary powers to execute the business strategy within the parameters set by the Board of Directors. In particular, the CEO has the authority to:

- Manage the Comet Group, implement the Board's strategic directions and decisions, and ensure timely and appropriate reporting to the Board
- Develop business targets within the general objectives established by the Board and present proposals for the rolling forecasts and for the strategic multi-year planning
- Request items of business to be placed on the agenda of Board meetings, prepare such business for transaction by the Board, and ensure the implementation of the Board's decisions
- Implement an internal control and management information system based on the specifications of the Board
- Regularly review the business risks, and establish a Board-approved risk management system for this purpose

- Regularly review the degree of achievement of the financial targets and strategic goals, as well as the Group's liquidity
- The members of the Executive Committee report to the CEO

Monitoring and control with respect to the Executive Committee

The Chair of the Board may attend the meetings of the Executive Committee and receives the minutes of all its meetings. The Board of Directors also receives regular reports on the course of business from the Executive Committee at Board meetings. In the case of extraordinary events, the Executive Committee informs the Board immediately. The CEO and CFO attend all regular meetings of the Board. At least one to two times per year, in the context of Board meetings, the other members of the Executive Committee also report to the Board on their business area.

Management information system

The monthly financial reporting by the Executive Committee on the current course of business and important transactions gives the full Board of Directors the information needed to properly discharge its responsibilities. The standardized internal reporting of the Group consists of the IFRS-based consolidated balance sheet, statement of income and cash flow statement, as well as detailed management reporting. Complementing the monthly consolidated financial statements and a comprehensive range of financial ratios, the management reporting presents and comments upon additional information such as new orders and order backlog, staffing levels and accounts past due, provided in table and chart form. This data is presented both by division and on a consolidated basis for the Group and is compared to the prior year and the rolling forecast. The resulting insights and actions are discussed monthly by the Executive Committee. All monthly financial statements are submitted to the Board of Directors, which discusses them at its meetings. As a longer-term control tool, a rolling multi-year plan is prepared annually for the subsequent three years. In addition, every quarter, management generates a rolling forecast for the following five quarters. These forward-looking control tools, which are accompanied by detailed commentary and documented with charts, enable the Board to continually evaluate the financial effectiveness of the adopted business strategy and then to take action if and as required.

Internal audit

The Comet Group operates an Internal Audit function. The function provides objective and independent assurance to the Board of Directors and the Executive Committee regarding the key risks of the organization, the design and effectiveness of processes and controls as well as the overall corporate governance of the company.

The Internal Audit Charter defines the purpose, authority, responsibilities, and scope of the Internal Audit function. It has been formally approved by the Board's Audit Committee. The Charter also specifies the reporting structure, with the Internal Audit function reporting functionally to the Audit Committee and administratively to the Group CEO.

Each year, the Internal Audit function submits a proposed audit plan to the Audit Committee. This plan is based on a thorough assessment of the organization's key risks, changes to the strategy, key processes or set-up of the organization, as well as the findings from previous audit reports. The Audit Committee reviews and approves the plan, which is then carried out by the Internal Audit function. Any changes to the plan during the year require prior approval from the Audit Committee. On behalf of the Board, the Audit Committee may direct the Internal Audit function to review or assess specific topics as needed and report the results to the Audit Committee and/or the Board.

The Internal Audit function follows a regular reporting schedule, attends all sessions of the Board's Audit Committee, and participates in the regular Executive Committee meetings. It maintains a clear and coordinated alignment with the external auditors.

For each completed audit mission, the Internal Audit function issues a report containing observations and recommendations. The content of the report is discussed and agreed with the auditees and then shared with key personnel at the divisional or functional level. Finally, it is presented to the Executive Committee before being formally submitted to the Audit Committee.

Comet previously outsourced its Internal Audit function to an external service provider. In February 2024, the Audit Committee appointed an in-house Group Head of Audit, Risk, and Compliance. This role is responsible for overseeing the Internal Audit function, managing the enterprise risk management (ERM) process across the Comet Group, developing and maintaining a Group-level compliance management system (CMS), and operating Comet's global integrity hotline.

In 2024, Comet's Internal Audit function conducted eight audits, focusing on corporate governance, compliance with internal and external regulations, risk management, and the design and effectiveness of internal control frameworks.

Risk management system

The Comet Group has a risk management framework that involves an annual review of the company's corporate strategy by the Board of Directors, as well as an evaluation of insurance coverage, general business risks, and key balance sheet items by the Executive Committee.

The methodology and approach to Comet's risk management framework, along with the organization's general risk appetite, are outlined in a policy approved by the Board's Audit Committee. Significant risks in individual business areas and departments are identified and assessed in quarterly working group sessions. These risks are described, categorized in a risk matrix, and formally assigned to a risk owner.

Risk assessments are conducted from both a gross and net perspective, i.e., before and after accounting for countermeasures. This process uses as metrics the probability of occurrence and potential severity of loss, either qualitatively, quantitatively, or in terms of potential absolute financial risk.

For the risks classified as important, action plans are formulated to minimize the probability and/or potential severity of loss. The Group's Executive Committee regularly reviews the effectiveness of the actions taken and decides on a potential updating of the risk portfolio. Newly identified risks are added to the portfolio and action plans are formulated to manage them. Through separate reports, the Audit Committee is kept advised of the current assessment of the Group's risks at least twice a year.

Internal control system

Comet operates a system of internal control (the "internal control system") to provide reliable internal and external financial reporting and to prevent false information and errors in business transactions. The internal control system provides the necessary processes and controls to ensure that risks relating to the quality of the company's financial reporting can be detected and managed in a timely manner. A review of the existence of the processes and controls of the implemented internal control systems is carried out annually by the external auditors.

In the fiscal year, where required, Comet further expanded, trained or documented the existing internal control system. The internal control system is in use at all levels of the enterprise and in all significant locations. The significant risks and controls are in accordance with the objectives and quality requirements established by the Board of Directors. The controls are integrated in the respective processes and are periodically tested for effectiveness, logical sense and efficiency. The introduction of a uniform, systematic process for risk detection and assessment has enhanced the reliability and completeness of bookkeeping and the timeliness and dependability of financial reporting.

Executive Committee

The Executive Committee – the Group's most senior management below the Board level – is responsible for the operational management of the Group within the powers delegated to it.

No changes occurred in the membership of the Executive Committee in 2024.

No member of the Executive Committee performed any consulting or third-party services for Comet Holding AG or any of its subsidiaries before their appointment to the Executive Committee.

As of December 31, 2024, the Group's Executive Committee had the following eight members. The information below outlines the education, significant professional experience and current position of each Executive Committee member. Where a place name is not followed by a country or state, the country is Switzerland.



Stephan Haferl

(b. 1972, Swiss and Norwegian citizen)
Chief Executive Officer
since Sep. 1, 2022

Education

Dr. sc. tech. doctorate in mechanical and process engineering from ETH Zurich; Advanced Management Program, The Wharton School of the University of Pennsylvania, USA

Professional experience

2002 to 2007: various management positions at the Bartec Group, Sainte-Croix; from 2007: various management positions in Comet's X-Ray Technology business (VP of Supply Chain, VP of R&D, General Manager of Industrial X-Ray Technologies (IXT), President of X-Ray Modules division, Flamatt



Nicola Rotondo

(b. 1970, Swiss and Italian citizen)
Interim Chief Financial
Officer since Sep. 1, 2023

Education

Executive Master of Controlling and Consulting, University of Applied Sciences in Bern (BFH); Executive Master of Marketing Management, University of Bern; Swiss Certified Expert for Accounting and Controlling

Professional experience

2001 to 2004: Specialist in Group Reporting at Ascom, Bern; 2004 to 2009: various senior Group controlling and accounting positions at Berna Biotech, Bern; 2010 to 2021: VP Group Controlling at Comet; from 2022: VP of Group Controlling and Accounting at Comet, Flamatt



André Grede

(b. 1979, German citizen)
Chief Technology Officer
since Mar. 1, 2023

Education

Dipl. Ing. degree in electrical engineering with a specialization in radio frequency technology, from Berlin Institute of Technology (TU Berlin), Germany

Professional experience

2006 to 2011: Research Associate at the Chair of Electrodynamics at the Berlin Institute of Technology (TU Berlin), Germany; 2011 to 2015: Head of RF new development at Trumpf Hüttinger; 2015 to 2023: VP of Global R&D at Comet Plasma Control Technologies, Flamatt



Robert Leindl

(b. 1966, German citizen)
Chief Information Officer
since Aug. 1, 2023

Education

Degree in electrical engineering and information technology from Technical University of Munich (TUM), Germany

Professional experience

2001 to 2023: various top management positions at Infineon Technologies, Munich, Germany, including, for the last 11 years, the position of Executive VP & CIO



Meike Boekelmann

(b. 1976, German citizen)
Chief Human Resources
Officer since Oct. 17, 2023

Education

Master's degree in economics and social science, Leuphana University Lüneburg, Germany

Professional experience

2003 to 2015: various local, regional and global HR leadership positions (HR Manager; HR Manager, Geomarket Continental Europe; HR Director, Integrated Operations) at Baker Hughes based in Germany, the Netherlands, Italy and U.A.E.; 2015 to 2023: variety of global and regional HR leadership positions at Sulzer, including Global HR leader, Chemtech division based in Winterthur



Michael Berger

(b. 1973, Swiss citizen)
President of X-Ray
Modules division since
Sep. 1, 2022

Education

Executive Master of Marketing Management, Bern University of Applied Sciences (BFH)

Professional experience

2003 to 2005: manager of the production department at Band Cooperative, Bern; 2005 to 2013: various executive management positions at Teltronic, Biberist; 2013 to 2018: Production Manager, X-Ray Technology, Comet; 2018 to 2022: VP of Operations of Industrial X-Ray Modules, Engineering and Supply Chain, Comet, Flamatt



Dionys van de Ven
(b. 1968, Dutch citizen)
President of X-Ray
Systems division since
Jul. 1, 2022

Education

Master's degree in mechanical engineering, Eindhoven University of Technology, Eindhoven, Netherlands

Professional experience

2007 to 2017: Senior Director of Customer Programs, Service and R&D at Philips Healthcare, Hamburg, Germany; 2017 to 2021: Managing Director of Baker Hughes Digital Solutions GmbH, Cologne area, Germany; 2017 to 2020: Chief Technology Officer of Waygate Technologies, Cologne area, Germany; 2018 to 2020 member of the Board of Directors of GE Inspection Robotics, Zurich, Switzerland; 2020 to 2022: Executive Business Leader of x-ray business unit at Waygate Technologies, Germany



Joeri Durinckx
(b. 1979, Belgian citizen)
President of Plasma
Control Technologies
division since Mar. 1, 2023

Education

Master's degree in Mechatronics from Group T International School, Leuven, Belgium

Professional experience

2001 to 2019: various positions including Director of Business Development, Semiconductor Services, North America & Europe at Applied Materials, Belgium; 2019 to 2023: at Kulicke & Soffa as VP of the EA/APMR and Lithography business units, Eindhoven, Netherlands

Activities and interests outside the Group

Article 23 of the Articles of Association, which is compliant with article 734e of the Swiss Code of Obligations, specifies the allowable number of other external positions that members of the Executive Committee may hold on top management or supervisory bodies, as follows:

- Members of the Executive Committee may each not hold more than one external position on the top management or supervisory body of an exchange-traded (i.e., listed) company and not more than four such external positions in non-listed companies.
- Not more than ten such positions may be held in associations, non-profit foundations, family foundations and employee pension funds.
- Positions in companies controlled by Comet Holding AG, or positions controlled by it, are not subject to restriction.

Some members of the Executive Committee hold board positions at subsidiaries of the Group. In addition, Stephan Haferl was a board member of Belimed AG, Zug, until April 30, 2024, Michael Berger was a board member of Band Cooperative, Bern, until May 22, 2024, and Meike Boekelmann was a board member of the Pact for Skills. The other members of the Executive Committee did not hold positions outside Comet on management or supervisory bodies of significant Swiss or foreign private sector or public sector companies, institutions or foundations at the balance sheet date. Therefore, no member of the Execu-

tive Committee of Comet Holding AG exceeded any limits for additional positions.

Management contracts

As of December 31, 2024, Comet had not entered into any management contracts with companies or natural persons not belonging to the Group (prior year: nil).

Disclosure of potential conflicts of interest

No member of the Executive Committee had any material business relationships with Comet Holding AG or any of its subsidiaries in fiscal year 2024. In the event of a potential or impending conflict of interest, the Executive Committee member concerned is required to inform the Chair of the Board of Directors immediately.

Compensation, shareholdings and loans

Information regarding compensation and loans relating to members of the Board of Directors and the Executive Committee are set out in the compensation report. Information on their shareholdings of Comet stock is disclosed in the Compensation Report in note 5, "Disclosure of shareholdings of the Board of Directors and Executive Committee".

The Articles of Association can be found on the Company's website at www.comet-group.com/en/investors/downloads, where further information regarding say-on-pay is also provided.

Shareholders' participation rights

Shareholders' participation rights (such as rights with respect to voting and required quorums), are set down in the Swiss Code of Obligations, and this legal framework is supplemented by provisions in the Articles of Association of the Company. The Articles of Association can be found on the Company's website at <https://www.comet-group.com/en/investors/downloads>.

Voting rights restrictions and representation

Each share that is registered carries one vote, subject to the provisions on nominee shareholders in article 5 of the Articles of Association. The Board of Directors registers nominees as holding voting shares only up to a maximum of 5% of the capital stock recorded in the Swiss commercial register of companies.

Proxy voting

At the Annual Shareholder Meeting, the shareholders elect an independent proxy. The term of office of the independent proxy is one year, ending at the conclusion of the next Annual Shareholder Meeting. Re-election for consecutive terms is permitted.

A shareholder may be represented at the Annual Shareholder Meeting by the independent proxy, by the shareholder's legal representative or – under a written power of attorney – by another shareholder entitled to vote. Powers of attorney and instructions may be given in writing or, to the independent proxy, may also be given electronically. The Board of Directors ensures that the shareholders have the opportunity to use electronic means to authorize and instruct the independent proxy.

Calling of the Annual Shareholder Meeting

The Annual Shareholder Meeting is called by the Board of Directors or, if necessary, by the independent auditors. Notice of the Annual Shareholder Meeting is sent to the shareholders of record by mail at least 20 days before the meeting date.

The notice of the Annual Shareholder Meeting states the day, time and place of the meeting, the agenda items as well as the proposals by the Board of Directors and, if applicable, names the shareholders who requested the Shareholder Meeting or the inclusion of a business item on the agenda, and states the nature of the shareholder proposal(s).

Inclusion of items on the agenda

Under the Articles of Association, shareholders representing at least 3% of the total capital stock outstanding at the time may request items of business to be included in the agenda. Shareholders' requests under article 699 para. 3 of the Swiss Code of Obligations to place business on the Meeting agenda, and the actual shareholder proposal involved, must be submitted to the Board of Directors in writing no later than 35 days before the Shareholder Meeting in question.

Entries in the share register

In accordance with article 11 of the Articles of Association, in the notice of the Shareholder Meeting the Board of Directors announces the record date (at which registration in the share register is required for participation in and voting at the meeting) and the details of the written and electronic proxies and instructions.

The share register is closed to new entries from the record date until and including the day of the Shareholder Meeting. No exception to this rule was made in the year under review nor at any previous Shareholder Meeting. Shareholders who sell their stock before the Shareholder Meeting are not entitled to vote the shares sold.

Changes of control and defense measures

Requirement to make a public tender offer

Under article 135 of the Financial Market Infrastructure Act (FinMIA), any party whose shareholding reaches 33 ⅓% or more of all voting rights must make a public tender offer. The Articles of Association of Comet Holding AG contain neither an opting-up clause nor an opting-out clause; this means that they neither raise this percentage threshold, nor waive the requirement of a tender offer.

Provisions on changes of control

With respect to members of the Board of Directors and the Executive Committee, there are no contractual obligations of unusually long duration, nor provisions for termination benefits, that would result from a change of control. Under the share-based compensation plan, the Board of Directors may, in its discretion, decide to early-terminate the holding period for the stock awarded as performance-based compensation. Except as otherwise required by law, in the event of an attempted change of control of Comet Holding AG, the holding period on stock ends when a public tender offer is validly made.

Auditors

Duration of the mandate and term of office of the lead auditor

The independent audit firm is appointed annually by the Annual Shareholder Meeting following a proposal submitted by the Board of Directors. Re-election is permitted.

Ernst & Young AG (EY), Switzerland, are the independent auditors of Comet Holding AG. The lead audit partner, Martin Mattes, has been responsible for the engagement since fiscal year 2021. The rotation cycle for the lead audit partner at EY is seven years.

In fiscal year 2022 Comet completed an audit tender with three of the big-four accounting firms participating. Ernst & Young AG (EY) was re-elected for fiscal year 2024 by the Annual Shareholder Meeting. The Board of Directors will propose to the Annual Shareholder Meeting to re-elect Ernst & Young AG (EY) as Comet's independent auditor for the annual term starting January 1, 2025.

Audit fees

The compensation of EY for services in connection with auditing the consolidated financial statements and as the independent audit firm for all Group companies amounted to CHF 621 thousand (prior year: CHF 589 thousand).

The audit fees are set annually upon discussion with the Audit Committee and are based on the audit scope at the individual Group companies, any special in-depth audits and the auditing of protection against specifically identified risks.

Additional fees

In the fiscal year, EY received the following compensation for consulting services in connection with accounting and tax matters:

In thousands of CHF	2024	2023
Audit-related consulting services	20	11
Tax consulting services	10	14
Total consulting services	30	25

Information instruments pertaining to the external audit

The Audit Committee of the Board of Directors annually reviews the performance, compensation and independence of the audit firm. The Committee also examines the scope of the independent audit, reviews action plans developed to resolve any issues identified in the audit and recommends candidate independent auditors to the Board to propose for election by the Annual Shareholder Meeting. The Board has not specified a fixed rotation cycle. In selecting the external auditors, particular importance is attached to independence and documented experience.

After the first six months of the year, the Audit Committee at its meeting discusses the unaudited half-year results with the independent auditors. In addition, the annual financial statements are planned and the auditing costs for the fiscal year are approved. Additional meetings are held as needed.

After the audit of the annual financial statements, the Audit Committee convenes for a meeting at which it discusses the audited annual report for the fiscal year with the independent auditors. The audit firm reports its findings on the basis of a comprehensive report to the Board of Directors and through the reports of the independent auditors to the Annual Shareholder Meeting.

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