

Agenda of the 65th Annual Shareholder Meeting of COMET HOLDING AG on April 24, 2014

1. 2013 annual report, separate financial statements and consolidated financial statements of COMET HOLDING AG and reports of the statutory auditors

The Board of Directors proposes the approval of the annual report, separate financial statements, and consolidated financial statements for 2013.

2. Appropriation of retained earnings of COMET HOLDING AG and distribution from distributable paid-in capital

a) Appropriation of retained earnings

The Board of Directors proposes the following use of retained earnings:

In thousands of CHF	Dec. 31, 2013	Dec. 31, 2012
Earnings brought forward	25,579	21,142
Net income for the year	14,574	8,861
Total retained earnings	40,153	30,003
Transfer from/(to) reserve for treasury stock	4,424	(4,424)
Retained earnings available for distribution	44,577	25,579
Earnings carried forward	44,577	25,579

b) Proposal for distribution from distributable paid-in capital

The Board of Directors proposes to make a distribution to shareholders from distributable paid-in capital as follows:

In thousands of CHF	Dec. 31, 2013	Dec. 31, 2012
Distributable paid-in capital brought forward	46,933	49,126
Transfer from/(to) general legal reserve	0	(9)
Additional paid-in capital from increase in capital stock*	910	793
Distributable paid-in capital reserve**	47,843	49,910
Repayment of CHF 8.00 per share for 2013 from distributable paid-in capital (prior year: CHF 4.00 per share)	(6,161)	(2,977)
Distributable paid-in capital carried forward	41,682	46,933
Number of shares entitled to receive distribution	770,088	766,312
Proposed distribution in CHF per share	8.00	4.00

* COMET has applied to the Swiss Federal Tax Administration for approval to designate CHF 910,016 of additional paid-in capital for tax-exempt repayment to shareholders; this additional paid-in capital was paid in under the 2013 capital increase performed from authorized capital designated for equity-based compensation. This approval and the approval of CHF 24,026 from previous capital increases are still pending.

** The Swiss Federal Tax Administration has approved a total of CHF 46,908,786 of paid-in capital reserves for tax-exempt repayments to shareholders.

If the proposal is approved, the net distribution of CHF 8.00 per entitled share will be paid on May 2, 2014.

3. Discharge of the members of the Board of Directors from liability for the fiscal year

The Board of Directors proposes to discharge its members from liability for fiscal year 2013.

4. Elections

4.1 Re-election to the Board of Directors

The Board of Directors proposes the separate re-election of Board members Gian-Luca Bona, Lucas A. Grolimund, Hans Hess, Rolf Huber and Hans Leonz Notter for the term ending at the conclusion of the next Annual Shareholder Meeting.

4.2 Election of the Chairman of the Board of Directors

The Board of Directors proposes the election of Board member Hans Hess as Chairman of the Board of Directors for the term ending at the conclusion of the next Annual Shareholder Meeting.

4.3 Election of the members of the Nomination & Compensation Committee

The Board of Directors proposes the separate election of Board members Rolf Huber and Hans Leonz Notter as members of the Nomination & Compensation Committee for the term ending at the conclusion of the next Annual Shareholder Meeting.

4.4 Election of the independent proxy

The Board of Directors proposes the election of Patrick Glauser of FIDURIA AG as the independent proxy for the term ending at the conclusion of the next Annual Shareholder Meeting.

4.5 Election of the statutory auditor

The Board of Directors proposes to engage Ernst & Young AG as the external auditor of COMET HOLDING AG for fiscal year 2014.

This document is a translation of the German-language original and is provided solely for readers' convenience. Only the German version of the agenda is definitive.