

Invitation to the Annual General Meeting

Burckhardt Compression Holding AG
Saturday, July 5, 2025
Franz-Burckhardt-Strasse 5, 8404 Winterthur, Switzerland

To our shareholders

Dear Shareholder,

The Annual General Meeting for the fiscal year 2024 will be held on **Saturday, July 5, 2025**, at 10:00 a.m. in the Parkarena next to the headquarters of Burckhardt Compression Holding AG in Winterthur, Switzerland (directions enclosed).

Enclosed with this invitation, you will find the agenda for the Annual General Meeting, a proxy card with which you can give the independent proxy holder written voting instructions, instructions for using the e-voting platform (gvote), which you can use to give the independent proxy holder your voting instructions electronically, and the "Essentials", a condensed annual report for fiscal year 2024. The full annual report is available at **www.burckhardtcompression.com/report**.

To secure your entrance ticket for the Annual General Meeting, please complete and sign the enclosed registration form in the coming days and send it with the reply envelope to Computershare Switzerland Ltd., Olten, Switzerland.

We warmly invite you to take a tour of our site prior to the Annual General Meeting. The guided tours will take place in small groups between 8:00 a.m. and 9:00 a.m.. You do not have to register ahead of time for the site tour.

We also invite you to join us for lunch following the Annual General Meeting in Hall 710 next to Eulachpark (adjacent to the Parkarena).

We look forward to seeing you in person.

Yours sincerely,
Burckhardt Compression Holding AG
Ton Büchner
Chair of the Board of Directors



Enclosures: Agenda for the Annual General Meeting, proxy card and reply envelope, e-voting instructions (gvote), condensed annual report for fiscal year 2024 (Essentials)

Agenda and proposals of the Board of Directors

1 Approval of annual report, consolidated financial statements, annual financial statements, and acknowledgement of the auditor's reports for fiscal year 2024

The Board of Directors proposes that the shareholders approve the annual report, consolidated financial statements and annual financial statements for 2024, and acknowledge the auditor's reports.

Explanation

Under Article 698 para 2, items (3) and (4) and Article 728b para 2, item (4) of the Swiss Code of Obligations (CO), along with Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for approving the annual report, the annual financial statements, and the consolidated financial statements of Burckhardt Compression Holding AG for fiscal year 2024. Approval of the annual financial statements is a prerequisite for the resolution on use of retained profit, in particular the declaration of the dividend.

2 Consultative vote on the report on non-financial matters for fiscal year 2024

The Board of Directors proposes the approval of the report on non-financial matters for fiscal year 2024 (consultative vote).

Explanation

Under Article 964a et seqq. CO, Burckhardt Compression Holding AG is required to prepare a report on non-financial matters. The report can be found in the Annual Report 2024 under the heading "Sustainability" on pages 33–89. The report will be submitted to the General Meeting for approval in the form of a consultative vote. The vote covers the section of the sustainability report 2024 specified on page 89.

3 Allocation of disposable profit

in CHF	2024
Brought forward from the previous year	107'469'157.03
Profit for the year	20'557'218.21
Disposable profit available for allocation by the Annual General Meeting	128'026'375.24
The Board of Directors proposes the following allocation of disposable profit:	
Allocation to statutory reserves	0.00
Gross dividend ¹	–61'200'000.00
Balance to be carried forward	66'826'375.24

¹ The treasury shares held at the time of the dividend payment are not entitled to dividends. The amount of the payout will be reduced accordingly at the time of the dividend distribution.

If this proposal is approved, the gross dividend per share will be CHF 18.00 and it will be paid on July 10, 2025, after the deduction of 35% withholding tax.

Explanation

Under Article 698 para 2, item (4) CO and Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for the resolution on the use of the retained profit, in particular the declaration of the dividend.

4 Discharge of the Board of Directors and the Executive Management

The Board of Directors proposes that the members of the Board of Directors and the Executive Management be discharged from liability for their conduct of business during fiscal year 2024.

Explanation

Under Article 698 para 2, item (7) CO and Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for discharging the members of the Board of Directors and the Executive Management. Upon granting discharge to the Board of Directors and the Executive Management, Burckhardt Compression Holding AG and the shareholders who approved this action affirm that they will no longer hold responsible those individuals for events occurring during the previous fiscal year, which were duly brought to the attention of the General Meeting.

5 Elections

5.1 Board of Directors

The Board of Directors proposes that the following persons be elected to the Board of Directors (individual elections):

- 5.1.1** Ton Büchner (re-election), born 1965, Swiss and Dutch citizen, member of the Board of Directors since 2020, for a term of office until and including December 14, 2025
- 5.1.2** Dr. Stephan Bross (re-election), born 1962, German citizen, member of the Board of Directors since 2014, for a one-year term of office ending at the close of the next Annual General Meeting
- 5.1.3** David Dean (re-election), born 1959, Swiss citizen, member of the Board of Directors since 2019, for a one-year term of office ending at the close of the next Annual General Meeting
- 5.1.4** Maria Teresa Vacalli (re-election), born 1971, Swiss citizen, member of the Board of Directors since 2022, for a one-year term of office ending at the close of the next Annual General Meeting
- 5.1.5** Kaspar W. Kelterborn (re-election), born 1964, Swiss citizen, member of the Board of Directors since 2023, for a one-year term of office ending at the close of the next Annual General Meeting
- 5.1.6** Tatiana Gillitzer (re-election), born 1968, German and US citizen, member of the Board of Directors since 2024, for a one-year term of office ending at the close of the next Annual General Meeting
- 5.1.7** Dr. Jacques Sanche (election), born 1965, Swiss and Canadian citizen, for a one-year term of office ending at the close of the next Annual General Meeting. Additional information on Jacques Sanche's professional background and experience is available on the company's website.

Explanation

Under Article 698 para 2, item (2) CO and Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for electing members of the Board of Directors. As part of a structured, controlled, and forward-looking succession planning process, the Board of Directors proposes to temporarily increase the number of its members from six to seven. This expansion is intended to ensure continuity and an orderly transition in leadership. To this end, Jacques Sanche is proposed for election at the upcoming Annual General Meeting as a new and additional member of the Board of Directors. The Board of Directors intends to revert to its original size of six members as of December 15, 2025.

Agenda and proposals

5.2 Chair of the Board of Directors

5.2.1 The Board of Directors proposes that Ton Büchner, born 1965, Chair of the Board of Directors since 2020, be re-elected as Chair of the Board of Directors, for a term of office until and including December 14, 2025.

5.2.2 The Board of Directors proposes that Dr. Jacques Sanche, born 1965, be elected as Chair of the Board of Directors, as of December 15, 2025, for a term of office ending at the close of the next Annual General Meeting.

Explanation

Under Article 698 para 3, item (1) CO and Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for electing the Chair of the Board of Directors.

As communicated in the ad hoc announcement of June 5, 2025, and in line with the planned succession process, Ton Büchner has decided to step down from his role on the Board of Directors on December 14, 2025. During the transition period, Ton Büchner and Jacques Sanche will serve concurrently on the Board of Directors to ensure a smooth and effective handover. Following this transition, Ton Büchner will step down from the Board of Directors on December 14, 2025, and Jacques Sanche is proposed to assume the role of Chair of the Board of Directors as of December 15, 2025.

5.3 Nomination and Compensation Committee

The Board of Directors proposes that the following persons be elected to the Nomination and Compensation Committee for a one-year term of office ending at the close of the next Annual General Meeting (individual elections):

5.3.1 Maria Teresa Vacalli (re-election)

5.3.2 Dr. Stephan Bross (re-election)

5.3.3 Tatiana Gillitzer (re-election)

Explanation

Under Article 698 para 3, item (2) CO and Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for electing members of the Nomination and Compensation Committee.

5.4 Auditor

The Board of Directors proposes that Ernst & Young AG be re-elected as statutory auditor for fiscal year 2025.

Explanation

Under Article 698 para 2, item (2) CO and Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for appointing the auditor.

5.5 Independent proxy

The Board of Directors proposes that the Law Office Keller Ltd., Spluegenstrasse 8, CH-8002 Zurich, be re-elected as independent proxy for a one-year term until the end of the next Annual General Meeting.

Explanation

Under Article 698 para 3, item (3) CO and Article 13 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for appointing the independent proxy. The proposed independent proxy guarantees the independence required by law. Specifically, they are independent of the Board of Directors of Burckhardt Compression Holding AG and hold no direct or significant indirect shareholdings or mandates from Burckhardt Compression Holding AG.

6 Changes to the Articles of Incorporation

The Board of Directors proposes to amend Article 24 para 1 of the Articles of Incorporation of Burckhardt Compression Holding AG as follows (changes to the current wording are clearly marked):

Die Generalversammlung genehmigt jährlich und stimmt gesondert ab über den maximalen Gesamtbetrag für die feste Vergütung des Verwaltungsrates für ~~das der Generalversammlung folgende Geschäftsjahr~~ die Dauer bis zur nächsten ordentlichen Generalversammlung.

Agenda and proposals

Explanation

After conducting a benchmarking analysis during fiscal year 2024, the Board of Directors proposes to amend the Articles of Incorporation to the effect that the maximum aggregate amount of fixed compensation for the Board of Directors is approved annually *until the next ordinary Annual General Meeting*, in line with common practice (please refer to explanation of proposal no. 7.3 accordingly). This amendment offers the advantage that the shareholders will generally be aware of the members of the Board of Directors at the time of compensation approval, as the approval coincides with the (re-) election of the members of the Board of Directors. Furthermore, in the case of the election of new members to the Board of Directors, the maximum aggregate amount to be approved can already be adjusted to the new members of the Board of Directors at the beginning of the respective terms of office. The current Articles of Incorporation provide for the annual approval of the maximum aggregate amount of fixed compensation for the Board of Directors *for the financial year following the Annual General Meeting*.

The Articles of Incorporation in the form proposed by the Board of Directors are included in synoptic form in Annex A to this invitation.

7 Vote on compensation for the Board of Directors and the Executive Management

7.1. Approval of the maximum aggregate amount of variable compensation for the members of the Executive Management for fiscal year 2024

The Board of Directors proposes that an aggregate amount of CHF 1'744'000 (gross, including social security contributions and other benefits) be approved as variable compensation for the five members of the Executive Management for fiscal year 2024.

Explanation

Under Article 698 para 3, item (4) CO and Article 24 para 2 of the Articles of Incorporation of Burckhardt Compression Holding AG, the Annual General Meeting approves the proposals of the Board of Directors concerning the maximum aggregate amount of variable compensation for the Executive Management, consisting of the Short-Term Incentive (STI) and the Long-Term Incentive (LTI). The maximum aggregate amount of variable compensation for fiscal year 2024 is 8% higher than for the previous fiscal year, driven by a higher STI achievement due to corresponding higher business performance. You can find further details in the Compensation Report on pages 111–116.

7.2 Consultative vote on the Compensation Report for fiscal year 2024

The Board of Directors proposes that shareholders approve the Compensation Report for fiscal year 2024 in a consultative vote.

Explanation

The Compensation Report is available as part of the annual report at <https://www.burckhardtcompression.com/report> starting on page 106. The Compensation Report explains the principles and elements of the compensation for the Board of Directors and the Executive Management. It also contains all compensation paid to the members of the Board of Directors and the Executive Management for fiscal year 2024. According to the auditor's report the Compensation Report complies with the law. The vote is of consultative nature.

7.3 Approval of the maximum aggregate amount of fixed compensation for the members of the Board of Directors

The Board of Directors proposes that a maximum aggregate amount of CHF 1'050'000 (gross, including social security contributions and other benefits) be approved as fixed compensation for six members of the Board of Directors from the Annual General Meeting 2025 to the Annual General Meeting of 2026 (please also refer to explanation of proposal no. 6). The proposed amount also covers for an additional member of the Board of Directors for six months to allow for a transition of a new member of the Board of Directors (please refer to explanation of proposal no. 5.1 accordingly).

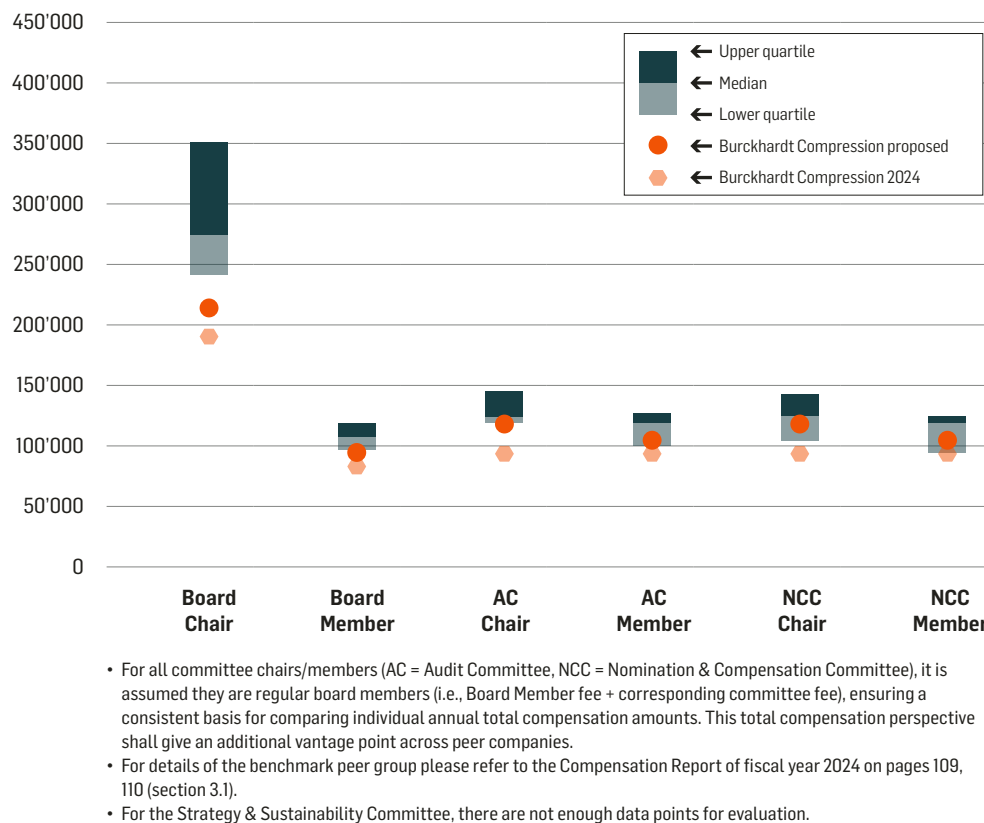
Agenda and proposals

Explanation

Pursuant to Article 698 para 3 item (4) CO and Article 24 of the Articles of Incorporation of Burckhardt Compression Holding AG, the Annual General Meeting approves the proposals of the Board of Directors concerning the maximum aggregate amount of fixed compensation for the Board of Directors. The proposed amount is 18% higher than the amount approved by the Annual General Meeting in 2024 for fiscal year 2025. This is partially due to the proposed temporary increase of members of the Board of Directors. In addition, an increase in the annual retainer and the committee fees is foreseen. This proposed adjustment is based on the findings of a benchmarking analysis conducted in fiscal year 2024, which revealed that current compensation levels are below the lower quartile of the peer group. This increase would position the compensation of the Board of Directors towards the lower quartile of the peer group. Detailed information can be found in the table below and will be provided in the 2025 Compensation Report.

Annual total compensation benchmark

in CHF



To safeguard the independence of the members of the Board of Directors in the exercise of their supervisory responsibilities, their compensation consists solely of fixed compensation, 80% in cash and 20% in shares of Burckhardt Compression Holding AG. Further details can be found in the Compensation Report on pages 109, 110 and 113.

7.4. Approval of the maximum aggregate amount of fixed compensation for the members of the Executive Management for fiscal year 2026

The Board of Directors proposes that a maximum aggregate amount of CHF 2'400'000 (gross, including social security contributions and other benefits) be approved as fixed compensation for the five members of the Executive Management for fiscal year 2026.

Explanation

Pursuant to Article 698 para 3, item (4) CO and Article 24 of the Articles of Incorporation of Burckhardt Compression Holding AG, the Annual General Meeting approves the proposals of the Board of Directors concerning the maximum aggregate amount of fixed compensation for the Executive Management for the coming fiscal year. This amount includes estimated social security contributions and a reserve. The proposed amount is the same amount as approved by the Annual General Meeting in 2024 for fiscal year 2025. Further details can be found in the Compensation Report on pages 110 and 114.

Agenda and proposals

Documents

The annual report, the "Essentials" and the auditor's report for fiscal year 2024 are available for review with immediate effect at the Company's headquarters located at Franz-Burckhardt-Strasse 5, 8404 Winterthur. These reports are also published on our website, www.burckhardtcompression.com/report.

Voting rights / Admission cards

At the Annual General Meeting, all shareholders with voting rights who are recorded in the share register on June 25, 2025, are entitled to exercise their voting rights via the independent proxy holder or to attend the Annual General Meeting in person. Admission cards to the Annual General Meeting are not issued automatically; shareholders are requested to order them from Computershare Switzerland Ltd., Olten, Switzerland, as early as possible but no later than July 1, 2025, using the enclosed form. The dispatch of admission cards will begin on June 26, 2025.

Shareholder representation / Appointment of proxy holder

Shareholders may be represented as follows:

- Through another legally capable person. All shares held by a shareholder can only be represented by one person. A registration form completed to this effect suffices as power of proxy.
- By the independent proxy holder, Law Office Keller Ltd., Zurich. Mark the appropriate box on the proxy card to appoint the independent proxy holder as your representative. Voting instructions for individual proposals may be given on the proxy card and must be mailed to Computershare Switzerland Ltd., Olten, Switzerland, by July 1, 2025.
- Shareholders can also appoint the independent proxy holder as their representative electronically and also issue voting instructions to him electronically. To do so, please consult the enclosed instructions for e-voting (gvote). The required login data for the e-voting platform is printed on the proxy card. Shareholders who would like to participate in the Annual General Meeting electronically or make changes to instructions they have issued electronically, must do so by July 1, 2025, 11:59 p.m. (MEZ/CET).
- If a shareholder issues the independent proxy holder instructions both electronically (gvote) and in writing, only the electronic instructions will be heeded.

Winterthur, June 6, 2025
Burckhardt Compression Holding AG
On behalf of the Board of Directors



Ton Büchner
Chair of the Board of Directors

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In its current form:

V. COMPENSATION OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

Art. 24

Approval of compensation by the General Meeting

The General Meeting shall approve annually and vote separately on the maximum aggregate amount of fixed compensation for the Board of Directors for the financial year following the General Meeting.

The General Meeting shall also approve annually and separately the maximum aggregate amount of fixed compensation for the Executive Management for the financial year following the General Meeting as well as the aggregate amount of variable compensation for the Executive Management for the financial year(s) preceding the General Meeting. In case of a prospective vote on variable compensation, the compensation report (Vergütungsbericht) must be submitted to the General Meeting for a consultative vote (Konsultativ-abstimmung).

The Board of Directors may submit, for the approval of the General Meeting, additional or deviating proposals relating to the same or different periods.

If the General Meeting rejects a proposal by the Board of Directors, the Board of Directors may submit revised proposals for approval at the same General Meeting or postpone the vote on the proposed compensation to an extraordinary General Meeting or until the next Annual General Meeting. The Board of Directors can make the payments, pending the subsequent approval of the fixed compensation by the General Meeting.

Up for vote:

V. COMPENSATION OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

Art. 24

Approval of compensation by the General Meeting

The General Meeting shall approve annually and vote separately on the maximum aggregate amount of fixed compensation for the Board of Directors for the **financial year following period until the next ordinary General Meeting.**

The General Meeting shall also approve annually and separately the maximum aggregate amount of fixed compensation for the Executive Management for the financial year following the General Meeting as well as the aggregate amount of variable compensation for the Executive Management for the financial year(s) preceding the General Meeting. In case of a prospective vote on variable compensation, the compensation report (Vergütungsbericht) must be submitted to the General Meeting for a consultative vote (Konsultativ-abstimmung).

The Board of Directors may submit, for the approval of the General Meeting, additional or deviating proposals relating to the same or different periods.

If the General Meeting rejects a proposal by the Board of Directors, the Board of Directors may submit revised proposals for approval at the same General Meeting or postpone the vote on the proposed compensation to an extraordinary General Meeting or until the next Annual General Meeting. The Board of Directors can make the payments, pending the subsequent approval of the fixed compensation by the General Meeting.

Directions



By car: Motorway A1 from Zurich or St. Gallen, exit Oberwinterthur, direction Winterthur, turn left at the fifth traffic light, 500 m straight ahead, in the direction of Turbenthal. Take the next right, following signs for "Industriepark Oberwinterthur". Turn right at next intersection and then immediately to the left.

By train: Coming from Zurich to Oberwinterthur station, take the stairs against the direction of travel of the train and turn left under the railway route. Cross the street Hegifeldstrasse and turn left. After 50 m turn right, walk 150 m along the small river and then turn right in direction of Barbara Reinhart Strasse.

By bus: At Winterthur main station take bus no. 5, direction Technorama, or bus no. 7, direction Hegi. Travel time to the "Industriepark" bus stop is 14 minutes. Once you alight, please follow the signs.

Burckhardt Compression Holding AG

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