

# Invitation to the Annual General Meeting

Friday, July 3, 2026

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



# To our shareholders



Dr. Jacques Sanche  
Chair of the Board of Directors

Dear Shareholder,

The Annual General Meeting for the fiscal year 2025 will be held on **Friday, July 3, 2026**, at 4:00 p.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 2025. The full annual report is available at [www.burckhardtcompression.com/report](http://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 also invite you to join us for refreshments and snacks 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

A handwritten signature in black ink, appearing to read 'J. Sanche', written in a cursive style.

Dr. Jacques Sanche  
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 2025 (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 2025**

The Board of Directors proposes that the shareholders approve the annual report, consolidated financial statements and annual financial statements for 2025, and acknowledge the auditor's reports.

### **Explanation**

Under Article 698 para 2, items (3) and (4) and Article 728b para 2, item (4) Code of Obligations and Article 8 of the Articles of Incorporation of Burckhardt Compression Holding AG, the General Meeting is responsible for approving the annual report, the consolidated financial statements, and the annual financial statements of Burckhardt Compression Holding AG for fiscal year 2025. 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 2025**

The Board of Directors proposes the approval of the report on non-financial matters for fiscal year 2025 (consultative vote).

### **Explanation**

Under Article 964a et seqq. Code of Obligations, Burckhardt Compression Holding AG is required to prepare a report on non-financial matters. The report can be found in the Annual Report 2025 under the heading "Sustainability". The report will be submitted to the Annual General Meeting for approval in the form of a consultative vote. The vote covers the sections of the report 2025 specified on page 85.

## Agenda and proposals

### 3. Allocation of disposable profit

The Board of Directors proposes the allocation of the disposable profit as follows:

in CHF	2025
Brought forward from previous year	67'201'999.24
Profit for the year	35'886'653.40
<b>Disposable profit available for allocation by the Annual General Meeting</b>	<b>103'088'652.64</b>
The Board of Directors proposes the following allocation of disposable profit:	
Allocation to statutory reserves	0.00
Gross dividend <sup>1</sup>	-61'200'000.00
<b>Balance to be carried forward</b>	<b>41'888'652.64</b>

<sup>1</sup> 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 9, 2026, after the deduction of 35% withholding tax.

#### Explanation

Under Article 698 para 2, item (4) Code of Obligations 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 2025.

#### Explanation

Under Article 698 para 2, item (7) Code of Obligations 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 accountable for events occurring during the previous fiscal year, which were duly brought to the attention of the General Meeting.

## Agenda and proposals

### 5. Elections

#### 5.1 Board of Directors

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

- 5.1.1 Dr. Jacques Sanche (re-election), born 1965, Swiss and Canadian citizen, member of the Board of Directors since 2025
- 5.1.2 Kaspar W. Kelterborn (re-election), born 1964, Swiss citizen, member of the Board of Directors since 2023
- 5.1.3 Dr. Stephan Bross (re-election), born 1962, German citizen, member of the Board of Directors since 2014
- 5.1.4 David Dean (re-election), born 1959, Swiss citizen, member of the Board of Directors since 2019
- 5.1.5 Tatiana Gillitzer (re-election), born 1968, German and US citizen, member of the Board of Directors since 2024
- 5.1.6 Maria Teresa Vacalli (re-election), born 1971, Swiss citizen, member of the Board of Directors since 2022

#### Explanation

Under Article 698 para 2, item (2) Code of Obligations 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.

#### 5.2 Chair of the Board of Directors

The Board of Directors proposes that Dr. Jacques Sanche, born 1965, Chair of the Board of Directors since 2025, be re-elected to a one-year term as Chair of the Board of Directors, ending at the close of the next Annual General Meeting.

#### Explanation

Under Article 698 para 3, item (1) Code of Obligations 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.

#### 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) Code of Obligations 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.

## Agenda and proposals

### 5.4 Auditor

The Board of Directors proposes that Ernst & Young AG be re-elected as statutory auditor for fiscal year 2026.

#### Explanation

Under Article 698 para 2, item (2) Code of Obligations 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) Code of Obligations 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. Vote on compensation for the Board of Directors and the Executive Management

### 6.1 Approval of the maximum aggregate amount of variable compensation for the members of the Executive Management for fiscal year 2025

The Board of Directors proposes that an aggregate amount of CHF 1'852'000 (gross, including social security contributions and other benefits) be approved as variable compensation for the five members of the Executive Management for fiscal year 2025.

#### Explanation

Under Article 698 para 3 item (4) Code of Obligations and Article 24 of the Articles of Incorporation of Burckhardt Compression Holding AG, the Annual General Meeting approves the proposal of the Board of Directors for 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 is 6% higher compared to the previous year, driven by the higher net income basis for the calculation of the STI and reflecting the increase in the LTI for the CEO. Further details can be found in the Compensation Report.

## Agenda and proposals

### **6.2 Consultative vote on the Compensation Report for the fiscal year 2025**

The Board of Directors proposes that shareholders approve the Compensation Report for the fiscal year 2025 in a consultative vote.

#### **Explanation**

The Compensation Report is available as part of the annual report at [www.burckhardtcompression.com/report](http://www.burckhardtcompression.com/report). 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 2025. According to the auditor's report the Compensation Report complies with the law. The vote is of consultative nature.

### **6.3 Approval of the maximum aggregate amount of fixed compensation for the members of the Board of Directors for the next term of office**

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 2026 to the Annual General Meeting 2027.

#### **Explanation**

Pursuant to Article 698 para 3 item (4) Code of Obligations and Article 24 of the Articles of Incorporation of Burckhardt Compression Holding AG, the Annual General Meeting approves the proposal of the Board of Directors for the maximum aggregate amount of fixed compensation of the Board of Directors. The proposed amount remains unchanged compared to the previous year. It takes into account a reserve for unexpected changes in the composition of the Board of Directors. 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.

### **6.4 Approval of the maximum aggregate amount of fixed compensation for the members of the Executive Management for fiscal year 2027**

The Board of Directors proposes that a maximum aggregate amount of CHF 2'500'000 (gross, including social security contributions and other benefits) be approved as fixed compensation for the five members of the Executive Management for fiscal year 2027.

#### **Explanation**

Pursuant to Article 698 para 3 item (4) Code of Obligations and Article 24 of the Articles of Incorporation of Burckhardt Compression Holding AG, the Annual General Meeting approves the proposal of the Board of Directors for the maximum aggregate amount of fixed compensation for the Executive Management for the coming fiscal year. Compared to the previous year, the proposed amount is increased by CHF 100'000 from CHF 2'400'000 to CHF 2'500'000 (i.e., 4% higher), fostering operational flexibility in the current market environment. This increase constitutes a strategic compensation buffer only. The proposed amount includes estimated social security contributions and a reserve for unexpected changes within the Executive Management. Further details can be found in the Compensation Report.

## Agenda and proposals

### Documents

The annual report, the “Essentials” and the auditor’s report for fiscal year 2025 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](http://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 24, 2026, 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 June 30, 2026, using the enclosed form. The dispatch of admission cards will begin on June 25, 2026.

### 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 June 30, 2026.
- 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 June 30, 2026, 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 5, 2026

Burckhardt Compression Holding AG  
On behalf of the Board of Directors



Dr. Jacques Sanche  
Chair of the Board of Directors

## Directions



**By car:** Motorway A1 from Zurich or St. Gallen, exit Oberwinterthur, direction Winterthur. At the traffic lights on Seenerstrasse, turn left and follow the signs.

**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 Hefigeldstrasse 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.

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