

Invitation to the Annual General Meeting

BURCKHARDT COMPRESSION HOLDING AG
FRIDAY, JULY 1, 2022
FRANZ-BURCKHARDT-STRASSE 5, 8404 WINTERTHUR

To our shareholders

Dear Shareholders,

The ordinary Annual General Meeting for the fiscal year 2021 will be held on **Friday, July 1, 2022**, at the headquarters of Burckhardt Compression Holding AG in Winterthur.

In accordance with Art. 27 of the Ordinance 3 on Measures to Combat the Coronavirus (COVID-19), the company has decided to hold this year's Annual General Meeting without the physical presence of Burckhardt Compression Holding AG shareholders. Consequently, you may only exercise your rights at the Annual General Meeting on July 1, 2022, through the independent proxy holder. Thank you for your understanding.

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 2021. The complete annual report can be downloaded at our website: **www.burckhardtcompression.com/financial-reports**.

We regret that we will not be able to welcome you in person at our Annual General Meeting again this year, but we do hope you exercise your voting rights and give the independent proxy holder your voting instructions by means of the proxy card or via gvote (e-voting).

You are welcome to send questions about the fiscal year and suggestions to the company (gv@burckhardtcompression.com). We will answer them at our Annual General Meeting or by correspondence. The recording of the Annual General Meeting is available on our website at **www.burckhardtcompression.com/agm/webcast** as of July 2, 2022.

Yours sincerely,
Burckhardt Compression Holding AG

A handwritten signature in black ink, appearing to read 'Ton Büchner', with a long horizontal flourish extending to the right.

Ton Büchner
Chairman 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 2021 (Essentials)

Agenda and proposals of the Board of Directors

1 APPROVAL OF ANNUAL REPORT, CONSOLIDATED AND ANNUAL FINANCIAL STATEMENTS, AND ACKNOWLEDGEMENT OF AUDITOR'S REPORTS FOR FISCAL YEAR 2021

The Board of Directors proposes that the annual report, consolidated financial statements and annual financial statements for fiscal year 2021 be approved.

2 ALLOCATION OF DISPOSABLE PROFIT

in CHF 1'000	2021
Brought forward from previous year	194'407'717.33
Profit for the year	3'341'564.12
Disposable profit available for allocation by the Annual General Meeting	197'749'281.45
The Board of Directors proposes the following allocation of disposable profit:	
Allocation to statutory reserves	0.00
Gross dividend ¹	25'500'000.00
Balance to be carried forward	172'249'281.45

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

If this proposal is approved, the gross dividend per share will be CHF 7.50 and it will be paid on July 7, 2022, after the deduction of 35% withholding tax.

3 DISCHARGE OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD

The Board of Directors proposes that the members of the Board of Directors and the Executive Board be discharged from liability for their conduct of business during the fiscal year 2021.

4 RENEWAL OF AUTHORIZED CAPITAL

Shareholders at the Annual General Meeting on July 6, 2019, voted to create authorized capital of CHF 1'275'000 (15% of share capital) and to amend the company's Bylaws accordingly. Authorization to issue this capital was given for a limited period and expired on July 6, 2021. The Board of Directors proposes the renewed creation of authorized capital in the amount of CHF 850'000 (10% of share capital) in Art. 3a of the Bylaws using the otherwise same wording and for the maximum two-year period permissible under Swiss law, ending June 30, 2024. This amendment will gain the ability of

the Board of Directors to act quickly to take advantage of strategically attractive acquisition opportunities by using company shares to help finance possible transactions.

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 Ton Büchner (re-election), born 1965, Swiss and Dutch citizen, member of the Board of Directors since 2020

5.1.2 Urs Leinhäuser (re-election), born 1959, Swiss citizen, member of the Board of Directors since 2007

5.1.3 Dr. Monika Krüsi (re-election), born 1962, Swiss and Italian citizen, member of the Board of Directors since 2012

5.1.4 Dr. Stephan Bross (re-election), born 1962, German citizen, member of the Board of Directors since 2014

5.1.5 David Dean (re-election), born 1959, Swiss citizen, member of the Board of Directors since 2019

5.1.6 Mariateresa Vacalli (new election), born 1971, Swiss citizen

The Board of Directors proposes Mariateresa Vacalli for election as a member of the Board of Directors. Mariateresa Vacalli (born 1971) is a graduate of the ETH Zurich, Switzerland, majoring in Electrical Engineering, with a Degree in Production and Operations Management. Mariateresa Vacalli was the CEO of Bank Cler, Switzerland, from 2019 to 2022. From 2018 to 2019, she was Chief Digital Officer at Basler Kantonalbank. Before that, Mariateresa Vacalli was Director Network Support and Development at Cablecom and Executive Director Wholesale Operations at Sunrise Communications. Mariateresa Vacalli is since May 2022 a member of the Board of Directors of Swiss Post.

5.2 Chairman of the Board of Directors

The Board of Directors proposes that Ton Büchner, born 1965, Chairman of the Board of Directors since 2020, be re-elected to another one-year term as Chairman of the Board of Directors, ending at the close of the next Annual General Meeting.

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 Dr. Stephan Bross (re-election)

5.3.2 Dr. Monika Krüsi, Chair (re-election)

5.4 Auditors

The Board of Directors proposes that PricewaterhouseCoopers AG be re-elected as statutory auditor for fiscal year 2022.

5.5 Independent proxy holder

The Board of Directors proposes that Law Office Keller Partnership, Zurich, be re-elected as independent proxy holder for a one-year term of office ending at the close of the next Annual General Meeting.

6 ELECTIONS ON THE COMPENSATION OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

6.1 Approval of the maximum aggregate amount of variable compensation for the Executive Management for fiscal year 2021

The Board of Directors proposes that an aggregate amount of CHF 1'350'000 (gross, including social insurance contributions and other benefits) be approved as variable compensation for the Executive Management for fiscal year 2021.

6.2 Consultative vote on the Compensation Report for fiscal year 2021

The Board of Directors proposes that shareholders approve the Compensation Report for fiscal year 2021 in a consultative vote.

6.3 Approval of the maximum aggregate amount of fixed compensation for the members of the Board of Directors for fiscal year 2023

The Board of Directors proposes that a maximum aggregate amount of CHF 890'000 (gross, including social insurance contributions and other benefits) be approved as fixed compensation for the Board of Directors for fiscal year 2023. The proposed amount includes a contingency reserve of CHF 154'000.

6.4 Approval of the maximum aggregate amount of fixed compensation for members of the Executive Management for fiscal year 2023

The Board of Directors proposes that a maximum aggregate amount of CHF 2'400'000 (gross, including social insurance contributions and other benefits) be approved as fixed compensation for the Executive Management for fiscal year 2023. This is the same amount as approved by the Annual General Meeting in 2021 for fiscal year 2022 and includes the fixed remuneration of the newly elected CEO, communicated on November 23, 2021, starting on April 1, 2022. The proposed sum includes a contingency reserve of CHF 401'000.

Documents

The annual report, the "Essentials", a condensed report, and the reports of the auditor for the 2021 fiscal year are available for inspection at the legal domicile of the company: Franz-Burckhardt-Strasse 5, 8404 Winterthur. These reports have also been published at www.burckhardtcompression.com/financial-reports.

Voting rights/Admission card

Shareholders entered in the share register with voting rights on June 22, 2022, are entitled to exercise their voting rights via the independent proxy holder.

Shareholder representation/Appointment of proxy holder

Shareholders may be represented as follows:

- By the independent proxy holder, Law Office Keller Partnership, 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 Schweiz AG, Olten, by June 28, 2022.
- Shareholders can also appoint the independent proxy holder as their representative electronically and also issue voting instructions to him electronically. To do so, 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 28, 2022, 23:59 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, Juni 8, 2022
Burckhardt Compression Holding AG
On behalf of the Board of Directors

The Chairman



Ton Büchner



ONLINE-REPORT
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