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Organizational Rules

of

BURCKHARDT COMPRESSION HOLDING AG

and the

BURCKHARDT COMPRESSION GROUP

The Board of Directors of Burckhardt Compression Holding AG issues the following Organizational Rules, based on Art. 716 lit. (b) Swiss Code of Obligations and Art. 18 para. 1 no. 1 and 2 and Art. 19 of the Company's articles of incorporation.

These Organizational Rules set forth the responsibilities, rights and obligations of the governing bodies of Burckhardt Compression Holding AG ("**Company**"), including their responsibilities, rights and obligations within the Burckhardt Compression Group ("**Group**").

The operative companies of the Group, including intermediate holding companies ("**Group Companies**"), shall implement these provisions in their Organizational Rules, subject to mandatory statutory provisions (of foreign) laws.

All job descriptions, such as chairperson of the Board of Directors, are gender neutral and refer to all genders.

1. The Board of Directors

1.1. Organization and structure of the board

All organizational and structural matters within the Board of Directors shall be decided by the Board of Directors, subject to election of the chairperson of the Board of Directors and the members of the Compensation and Nomination Committee by the General Meeting of Shareholders. The Board of Directors can elect a vice chairperson from among its members.

The Board of Directors shall designate a secretary that does not need to be a member of the Board of Directors.

Provided that each gender is not represented by at least thirty (30) percent in the Board of Directors and by twenty (20) percent in the Executive Management, the following must be indicated in the compensation report (*Vergütungsbericht*):

1. The reasons why the genders are not represented as specified; and
2. The measures for promoting the gender that is less strongly represented.

1.2. Meetings, adopting resolutions and recording minutes

1.2.1. The Board of Directors shall meet as often as its business requires but at least quarterly in the form of meetings that generally will last one half-day.

The meetings shall be convened by the chairperson or if the chairperson is prevented from doing so then by the vice chairperson (if any) or another member of the Board of Directors. Every member of the Board of Directors is authorised to request that a meeting be immediately convened but must indicate the purpose.

Meetings shall be convened at least ten (10) days in advance in writing and shall indicate the agenda items.

The chairperson or if the chairperson is prevented from doing so then the vice chairperson or another member of the Board of Directors shall chair the meetings.

Resolutions can also be adopted by circular resolution in writing on paper, in electronic form or in urgent cases by telephone with written confirmation unless a member requests verbal discussion at a meeting. No signature is required for resolutions adopted electronically. For resolutions adopted by circular resolution, unanimity on the part of all members of the Board of Directors is required regarding consent to the circular resolution procedure.

- 1.2.2. The quorum of the Board of Directors is met if and provided that the majority of its members are present. Resolutions shall be adopted by a majority of members present. Each member shall be entitled to one vote. The chairperson shall have the casting vote.
- 1.2.3. All resolutions of the Board of Directors shall be recorded. The minutes must be signed by the chairperson and the secretary. They must be approved by the Board of Directors.

Resolutions adopted by circular resolution must be included in the minutes of the next meeting.

1.3. Tasks and responsibilities

The Board of Directors delegates the business management to the Executive Management unless the law, the articles of incorporation or these rules stipulate otherwise.

The Board of Directors is responsible for the overall management and shall supervise and monitor the Executive Management. The Board of Directors shall in particular decide on the goals for the Executive Management, the business strategy, shall issue the required guidelines to implement the same and shall be regularly informed of the course of business.

In particular, the Board of Directors shall have the following tasks and shall adopt resolutions regarding the following matters:

1. Organization and structure of the Board of Directors provided that the General Meeting of Shareholders is not responsible;
2. Approval of and changes to the Group strategy and corporate goals;
3. Determination of the organization, the structure of the accounting system, the financial planning and financial controlling (including monitoring solvency) of the Company and the Group;
4. Investments/divestments by the Company and the Group companies that exceed the limits stated in the charter of Delegation of Authority (“DOA”);
5. Purchase and sale of participations, incorporations of companies and liquidation of subsidiaries;
6. Issuing and cancelling loans that exceed the limits stated in the DOA;
7. Insurance concept, including establishing and making substantial changes to pension schemes as well as extraordinary contributions to such schemes (in Switzerland);

8. Purchase and sale of real estate, realizations of building projects, and renovations for business purposes that exceed the limits stated in the DOA;
9. Transactions of a fundamentally new character or with exceptional risks, in particular establishing and disbanding entire sales divisions as well as concluding or cancelling joint ventures and material cooperation agreements;
10. Initiating and suspending legal proceedings of any and all kind, that exceed the limits and criteria stated in the DOA;
11. Appointing and dismissing Executive Management members and determining their employment conditions by the Company;
12. Approving the authorised signatories of Burckhardt Compression AG (as of *Prokura* level);
13. Decisions about the remuneration policy of the Company or the Group and decisions regarding the annual salary review of the Burckhardt Compression Group;
14. Preparing the compensation report (*Vergütungsbericht*);
15. Preparation (management report, annual report, inviting, agenda items, etc.) of the Company's General Meeting of Shareholders;
16. Holding the Company's General Meeting of Shareholders;
17. Submitting a petition for a moratorium on debt enforcement;
18. Notification to the court in the event of over-indebtedness;
19. Adopting resolutions regarding increasing the share capital of Burckhardt Compression Holding AG provided that this is the responsibility of the Board of Directors as well as the execution of capital increases and the corresponding changes of the articles of incorporation;
20. Verifying the professional qualifications of the auditors;
21. Appointing the chairperson and the members of the Audit Committee as well as the Strategy and Sustainability Committee;
22. Appointing the chairperson of the Compensation and Nomination Committee;
23. Approval of and signing the report on non-financial matters.

The Board of Directors is authorised to adopt resolutions on all matters that are not reserved for or assigned to the General Meeting of Shareholders or another corporate body by law, the articles of incorporation or guidelines.

Moreover, the DOA applies as set forth in the Annex. The DOA is an integral component of these Organizational Rules. In the event of a conflict, the provisions of the Organizational Rules take precedence over the provisions of the DOA and such conflicting provisions shall be interpreted in agreement with the Organizational Rules.

1.4. Board of Director committees

1.4.1. Principles

The Board of Directors may form committees that deal with certain Board of Director tasks or special issues in more details. With the exception of the members of the Compensation and Nomination Committee, which are annually elected by the General Meeting of Shareholders, the Board of Directors decides on the members and tasks of all committees. There are three (3) permanent committees: an Audit Committee, a Compensation and Nomination Committee and a Strategy and Sustainability Committee.

1.4.2. Audit Committee (“AC”)

1.4.2.1. Organization

The AC shall be composed of at least two non-executive members of the Board of Directors. The chairperson and the members of the AC shall be elected by the members of the Board of Directors. One member shall be chosen to be the chairperson of the AC, and the chairperson should have practical experience in finance and accounting.

1.4.2.2. Tasks

The AC shall have the following tasks:

- The AC shall evaluate the structure of the accounting system, the financial planning and the financial controlling and shall submit requests to the Board of Directors for suitable changes or improvements;
- The AC assesses and proposes relevant and material corporate policies to the Board of Directors;
- The AC shall monitor compliance with the applicable provisions on financial accounting and reporting (IFRS, Swiss GAAP FER, etc.);
- The AC shall prepare the semi-annual and annual reports for the Board of Directors and shall submit them to the Board of Directors for approval;
- The AC shall verify the financial reporting (half-year, financial year) that is intended for the shareholders and the public and shall submit the reporting to the Board of Directors for approval;
- The AC shall monitor the activity of external and internal audits, gain an understanding of the process and effectiveness of the external audit as well as of the internal audit and control system (ICS) and shall take suitable measures;
- The AC shall coordinate the cooperation of the external and internal auditors and approve the audit plans of the external and internal auditors;

- As needed, the AC shall arrange for special audits to be conducted and in such cases shall immediately inform the chairperson of the Board of Directors;
- The AC shall evaluate the performance and compensation paid to the external auditors as well as the performance and organization of the internal control as well as of the control system and shall take suitable measures or make suitable requests to the Board of Directors;
- The AC shall evaluate the policies, process and effectiveness of risk management and take suitable measures or submit suitable requests to the Board of Directors;
- The AC shall periodically verify the financing policy and other related instructions from the Board of Directors to the Executive Management and submit suitable requests for adjustment to the Board of Directors as needed;
- The AC shall periodically verify the areas of responsibility of the CEO and the Executive Management and submit suitable requests for adjustment to the Board of Directors as needed;
- The AC shall verify the liquidity and debt situation and shall notify the Board of Directors at an early stage of any problems or submit suitable proposals, in particular notification to the court in the event of over-indebtedness or submit a petition for a moratorium on debt enforcement;
- In the area of non-financial matters the AC shall review the audits of key performance indicators carried out by external parties.

1.4.2.3. Methods of working

As needed, the AC shall invite the CEO, the CFO, other employees in the finance division and external audit to the meetings of the AC. The AC shall meet at least twice per year and generally after the financial statements for half of the year and for the entire financial year are available. The AC shall have access to the relevant internal functions and to the head of the external audit. The AC shall regularly interact with them to be able to perform its tasks in a competent way. This interaction shall take place at least once per year without participation on the part of the Executive Management (known as “*private sessions*”).

The AC shall draw up minutes of its meetings and distribute them to the entire Board of Directors. Moreover, the AC shall periodically report to the Board of Directors regarding its assessment of the state of the financial management of the Group and shall make proposals in this regard.

1.4.3. Compensation and Nomination Committee (“CNC”)

1.4.3.1. Organization

The CNC shall be composed of at least two non-executive members of the Board of Directors. The members of the CNC shall be voted in by the General Meeting of Shareholders. The Board of Directors shall determine the chairperson.

1.4.3.2. Tasks

The CNC shall help the Board of Directors with performing its tasks set forth by law and in the articles of incorporation regarding the Company and the Group's remuneration policy and human resources policy.

The CNC shall have the following tasks in particular:

General:

- The CNC shall assess the organizational structure and shall submit requests to the Board of Directors for suitable improvements or changes;
- The CNC shall periodically verify the human resources policy and other related instructions from the Board of Directors to the Executive Management and shall submit suitable proposals for adjustment to the Board of Directors as needed;
- The CNC shall evaluate and draw up the remuneration principles and guidelines for compensating the members of the Board of Directors and the Executive Management and shall submit them to the Board of Directors for approval;
- The CNC shall prepare the compensation report (*Vergütungsbericht*) for the Board of Directors for approval;
- The CNC shall assess the Company or Group compensation policy and shall submit it to the Board of Directors for approval.

Nominations:

- Upon request of the Board of Directors, the CNC shall evaluate new members of the Board of Directors and shall submit the candidates to the Board of Directors for approval;
- The CNC shall verify the requests of the CEO regarding the nomination (appointing and dismissing) of individual members of the Executive Management and shall submit the requests to the Board of Directors for approval;
- The CNC shall verify the requests of the CEO regarding terms of employment of individual members of the Executive Management and shall adopt the necessary resolutions in this respect.

Remuneration of the Board of Directors:

- The CNC shall submit a request to the Board of Directors for the General Meeting of Shareholders for remunerating the members of the Board of Directors.

Executive Management remuneration:

- The CNC shall verify the requests of the CEO regarding the fixed base salary of individual members of the Executive Management and shall submit a request to the Board of Directors for approval;
- The CNC shall verify the requests of the CEO regarding the annual or more long-term variable salary components for individual members of the Executive Management and shall submit a request to the Board of Directors for approval;
- The CNC shall submit a request to the Board of Directors for the General Meeting of Shareholders for the fixed remuneration as well as the variable remuneration (annual bonus and long-term bonus) of the CEO as well as for the remaining members of the Executive Management;
- The CNC shall verify loans, credit and pension benefits outside of the occupational pension scheme to current and previous members of the Executive Management according to Art. 29 of the articles of incorporation.

The Board of Directors may determine further details regarding the individual remuneration items in separate regulations.

1.4.3.3. Methods of working

The CNC shall invite the CEO and the CHRO (*Chief Human Resources Officer*) to its meetings as needed. As needed, the CNC can bring in specific consultants or their services to perform its work (salary comparisons, etc.). The CNC shall meet as needed or upon request of the CEO at least twice per year.

The CNC shall draw up minutes of its meetings and distribute them to the entire Board of Directors. Moreover, the CNC shall periodically report to the Board of Directors regarding its assessment of the state of the human resource management of the Group and shall make requests in this regard.

1.4.4. Strategy and Sustainability Committee (“SSC”)

1.4.4.1. Organization

The SSC shall be composed of at least two (2) non-executive members of the Board of Directors. The members of the SSC shall be elected by the members of the Board of Directors. One (1) member shall be chosen as the chairperson of the SSC.

1.4.4.2. Tasks

The SSC shall have the following tasks:

- The SSC shall submit an application to the Board of Directors for reworking the corporate strategy and sustainability goals;
- Together with the CEO, the SSC defines the process and schedule for reworking the corporate strategy;
- The SSC supports the CEO with creating the corporate strategy;
- The SSC ensures that sustainability is an integral part of the corporate strategy;
- The SSC shall regularly assess the status of the implementation of the corporate strategy and shall submit requests to the Board of Directors for appropriate adjustments or actions for implementation;
- The SSC helps the CEO with organizing the Strategy Day
- The SSC helps the CEO select consultants and submits requests to the Board of Directors for obligating M&A consultants;
- The SSC is the CEO's sounding board when it comes to questions related to acquisitions or divestments;
- Together with the CEO, the SSC prepares requests to the Board of Directors for acquisitions or divestments;
- The SSC regularly informs itself about external trends in the field of sustainability;
- The SSC regularly monitors the progress made on the Company's key sustainability issues.

1.4.4.3. Methods of working

To perform their work, the SSC or the strategy team may bring in external consultants as needed (M&A, law, finances, taxes, ESG, etc.). The SSC is not held to record its meetings in writing.

1.5. Right to information and reporting

Any member of the Board of Directors can request that it be allowed to view the books and files and/or request information regarding Company matters.

At every meeting, the chairperson shall provide information to the Board of Directors regarding the current course of business and the most important business transactions of the Company and the Group companies although the chairperson may assign this task to a member of the Executive Management. The members of the Board of Directors must be given immediate notice of extraordinary events.

1.6. Remuneration

Upon request of the CNC, the Board of Directors shall determine the amount of fixed remuneration due to its members, which must be submitted annually to the General Meeting of Shareholders for approval.

2. Chief Executive Officer (“CEO”)

The CEO is the chairperson of the Executive Management and is responsible for the business management according to no. 3 unless otherwise provided for in these Organizational Rules and/or the DOA listed in the Annex.

3. The Executive Management

The Executive Management is responsible for the ongoing business management. As corporate body, the Executive Management performs all executive tasks in compliance with laws, the articles of incorporation and these Organizational Rules, unless the Board of Directors is responsible for the task by law, the articles of incorporation, these Organizational Rules and the DOA as set forth in the Annex. The Executive Management shall make decisions in all matters that are assigned to it by these rules or by a resolution of the Board of Directors.

In particular, the Executive Management is responsible for:

1. Determining, performing, coordinating, and monitoring the implementation of the strategy determined by the Board of Directors and of the operational and financial goals determined by the Board of Directors;
2. Hiring and dismissing personnel (exceptions according to DOA);
3. Timely preparation of statements for adopting resolutions by the Board of Directors and General Meeting of Shareholders;
4. Timely preparation of requests for other matters about which the Board of Directors must adopt resolutions;

5. Periodic reporting to the Board of Directors about the performance development of the Group companies or the Company and about events within or outside the Group that are of relevance to the Group companies or Company;
6. Maintaining and bolstering the financial resources of the Company;
7. Providing appropriate information to third parties outside of the Company;
8. In particular, performing the tasks assigned by the Board of Directors;
9. Representing the business in professional associations and expert committees.

The members of the Executive Management are collectively responsible for performing the obligations that they are responsible for irrespective of any allocation to departments.

4. Group companies

The Group companies manage their business independently within the guidelines set for the Group by the Board of Directors and the Company's Executive Management. Within their area of responsibility, the bodies of the Group companies determine their organization and regulate the different authorities and responsibilities. The Group companies prepare their own annual reports every year (income statement, cash flow statement, balance sheet) in accordance with the Group's specifications.

The Group companies report to the Executive Management of the Company according to defined guidelines. Immediate notice of extraordinary events must be given to the Executive Management of the Company in a suitable way.

5. Collective provisions

5.1. Signing authority

All members of the Board of Directors shall have signing authority with joint signature at two.

Moreover, the Board of Directors shall determine the signing authority whereby only collective signing powers shall be granted.

Special authority for individual legal acts may be issued by the chairperson along with a further member of the Board of Directors.

5.2. Obligations of care and loyalty

The members of the Board of Directors shall perform their tasks with all care and shall preserve the interests of the Company in good faith.

The members of the Board of Directors shall treat all the shareholders equally in like circumstances.

5.3. Duty of discretion

The members of the Board of Directors and the secretary shall undertake to maintain confidentiality regarding all matters that they gain knowledge in connection with performance of their obligations for the Company. Meetings and minutes of the Board of Directors must be treated with confidentiality.

5.4. Prohibition of competition

Without written permission from the entire Board of Directors, all members of the Board of Directors are prohibited from directly providing advice given at no cost or for a fee to a competing company or from indirectly providing support by a financial contribution to a competing company during the duration of their position as well as during the three years after it has ended. In particular, employment as a member of the board of directors, a member of the supervisory board, a member of the advisory board or as a member of the senior management of such a company is prohibited.

5.5. Disqualification

All members of the Board of Directors and Executive Management must give immediate and comprehensive notice to the chairperson of the Board of Directors about possible conflicts of interest, in particular about matters regarding themselves, natural persons or legal entities that they are close to.

The Board of Directors shall take measures that are necessary to safeguard the interests.

If a member of the Board of Directors or of the Executive Management is disqualified voluntarily or by a resolution of the entire Board of Directors, the member in question must leave the room during deliberations and voting in the Board of Directors or Executive Management meeting regarding the respective matter.

6. Entry into force

These rules were approved by the Board of Directors. They enter into force with immediate effect.

For the Board of Directors,

Date: September 6, 2023

D. Dean
Member of the
Board of Directors

T. Büchner
Chair of the
Board of Directors

Annex: Charter of Delegation of Authority (DOA) BC Group (*confidential*)