

# Invitation to the Annual General Meeting

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Burckhardt Compression Holding AG

Friday, July 5, 2024

Franz-Burckhardt-Strasse 5, 8404 Winterthur, Switzerland



# To our shareholders

Dear Shareholder,

The Annual General Meeting for the fiscal year 2023 will be held on **Friday, July 5, 2024**, 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 2023. The full annual report is available at <https://www.burckhardt-compression.com/en/reports/>.

To secure your entrance ticket for the AGM, 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  
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 2023 (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 2023**

The Board of Directors proposes that the shareholders approve the annual report, consolidated financial statements and annual financial statements for 2023, 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 the fiscal year 2023. 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 2023**

The Board of Directors requests the approval of the report on non-financial matters for fiscal year 2023 (consultative vote).

### **Explanation**

Under Article 964a et seqq. of the Swiss Code of Obligations, Burckhardt Compression Holding AG is required to prepare a report on non-financial matters as of fiscal year 2023. The report can be found in the Annual Report 2023 under the heading "Sustainability" on pages 36–81. 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 sustainability report 2023 specified on page 81.

## 3 Allocation of disposable profit

in CHF 1.00	2023
Brought forward from previous year	153'508'756.73
Profit for the year	6'446'422.80
<b>Disposable profit available for allocation by the Annual General Meeting</b>	<b>159'955'179.53</b>
The Board of Directors proposes the following allocation of disposable profit:	
Allocation to statutory reserves	0.00
Gross dividend <sup>1</sup>	-52'700'000.00
<b>Balance to be carried forward</b>	<b>107'255'179.53</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 15.50 and it will be paid on July 11, 2024, 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 the fiscal year 2023.

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

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

**5.1.4** Maria Teresa Vacalli (re-election), born 1971, Swiss citizen, member of the Board of Directors since 2022

**5.1.5** Kaspar W. Kelterborn (re-election), born 1964, Swiss citizen, member of the Board of Directors since 2023

**5.1.6** Tatiana Gillitzer (election), born 1968, US citizen

The Board of Directors proposes Tatiana Gillitzer (1968) for election to the shareholders as a member of the Board of Directors. Tatiana Gillitzer, a US-citizen, is a business leader with over 25 years of working and management experience in international organizations. She holds a degree in chemical engineering, a master's degree in engineering and an MBA. Her success in different leadership roles in technology-based businesses within various industries makes her a highly suitable person to join the Board of Directors of Burckhardt Compression Holding AG. Provided she is elected, the Board of Directors plans to appoint her as a member of the Nomination and Compensation Committee.

#### 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.

### 5.2 Chair of the Board of Directors

The Board of Directors proposes that Ton Büchner, born 1965, Chair of the Board of Directors since 2020, be re-elected to another 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) 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.

### 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** Maria Teresa Vacalli (re-election)

**5.3.3** Tatiana Gillitzer (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.

## Agenda and proposals

### 5.4 Auditor

The Board of Directors proposes that Ernst & Young AG be elected as statutory auditor for the fiscal year 2024.

#### 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. The auditors' mandate was put out to tender in 2023. Out of a total of three audit firms who took part in the tender, Ernst & Young AG prevailed with the most attractive offer overall.

### 5.5 Independent proxy

The Board of Directors proposes that Law Office Keller Ltd., Splügenstrasse 8, 8027 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 Vote on compensation for the Board of Directors and the Executive Management

### 6.1. Approval of the maximum aggregate amount of variable compensation for members of the Executive Management for fiscal year 2023

The Board of Directors proposes that an aggregate amount of CHF 1'613'000 (gross, including social security contributions and other benefits) be approved as variable compensation for the five members of the Executive Management for the fiscal year 2023.

#### Explanation

Under 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 for variable compensation for the Executive Management. As well as a basic salary, the compensation system for the Executive Management allows for an annual Short-Term Incentive (STI) and Long-Term Incentive (LTI). The maximum aggregate amount of variable compensation overall is 6% higher than the maximum aggregate amount of variable compensation in the previous fiscal year, reflecting significant higher STI achievements due to corresponding business performance with slightly lower expenses for the LTI and the changes in the Executive Management composition in fiscal year 2022. You can find further details in the Compensation Report on pages 100, 103 and 104.

# Agenda and proposals

## **6.2 Consultative vote on the Compensation Report for the fiscal year 2023**

The Board of Directors proposes that shareholders approve the Compensation Report for the fiscal year 2023 in a consultative vote.

### **Explanation**

The Compensation Report is available as part of the annual report at <https://report.burckhardtcompression.com/en/home> starting on page 98. The Compensation Report explains the principles and elements of the compensation at the level of 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 in the fiscal year 2023. 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 Board of Directors for fiscal year 2025**

The Board of Directors proposes that a maximum aggregate amount of CHF 890'000 (gross, including social security contributions and other benefits) be approved as fixed compensation for the six members of the Board of Directors for the fiscal year 2025. This is the same amount as approved by the Annual General Meeting in 2023 for the fiscal year 2024.

### **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 for the maximum total remuneration 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 remuneration 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 100 and 102.

## **6.4. Approval of the maximum aggregate amount of fixed compensation for members of the Executive Management for fiscal year 2025**

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 the fiscal year 2025. This is the same amount as approved by the Annual General Meeting in 2023 for the fiscal year 2024.

### **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 for the maximum fixed compensation of the Executive Management for the coming fiscal year. The maximum total amount for fixed compensation includes estimated social security contributions and a reserve. Further details can be found in the Compensation Report on pages 100, 103 and 104.



## Agenda and proposals

### Documents

The annual report, the "Essentials" and the auditor's report for fiscal year 2023 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, <https://www.burckhardtcompression.com/en/reports/>.

### Voting rights/Admission cards

At the Annual General Meeting, all shareholders with voting rights who are recorded in the share register on June 26, 2024, 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 2, 2024, using the enclosed form. The dispatch of admission cards will begin on June 27, 2024.

### 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 2, 2024.
- 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 2, 2024, 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 4, 2024  
Burckhardt Compression Holding AG  
On behalf of the Board of Directors



Ton Büchner  
Chair of the Board of Directors

## 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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