

NOTES TO SHAREHOLDER RIGHTS ACCORDING TO SECTIONS 109, 110 and 118 of the Austrian Stock Corporation Act

Requesting agenda items:

Shareholders whose shares together amount to 5% of the share capital and who have held these shares for at least three months prior to submitting an application may request in writing that additional items be included in the agenda of this Annual General Meeting and be published. This request must be sent in writing to the company no later than **5 June 2020** and exclusively for the attention of Manuel Taverne, Investor Relations, Fischerstrasse 9, 4910 Ried im Innkreis. Each agenda item thus requested must be accompanied by a resolution proposal including a justification. In the case of bearer shares kept in safe custody, proof of share ownership can be provided by submitting a safe custody receipt in accordance with Section 10a of the Austrian Stock Corporation Act, which certifies that the shareholders submitting the application have held the shares for at least three months prior to submission of the application and which must not be older than seven days at the time of submission to the company. Multiple safe custody receipts for shares which together account for only 5% of the share capital must refer to the same date. For further details on the requirements of safe custody receipts, please refer to the information on the eligibility to participate.

Resolution proposals of shareholders:

Shareholders whose shares together amount to 1% of the share capital may submit resolution proposals on each item of the agenda in writing, together with the respective justifications, and request that these proposals, together with the names of the shareholders concerned, the subsequent justifications and any comments by the Management Board or the Supervisory Board, be made available on the company website. This written request must be sent by post to Manuel Taverne, Investor Relations, Fischerstrasse 9, 4910 Ried im Innkreis, or via e-mail to investor.relations@facc.com and be received by **17 June 2020** at the latest. In the latter case, the written request must be sent as an e-mail attachment, for instance as a PDF file. A resolution proposal announced according to Section 110 para. 1 of the Austrian Stock Corporation Act shall only be put to the vote if it is repeated as a motion at the Annual General Meeting. In the case of bearer shares kept in safe custody, proof of share ownership to exercise this shareholder right can be provided by submitting a safe custody receipt in accordance with Section 10a of the Austrian Stock Corporation Act, which must not be older than seven days at the time of submission to the company. Multiple safe custody receipts for shares which together account for only 1% of the share capital must refer to the same date. For further details on additional requirements of safe custody receipts, please refer to the information on the eligibility to participate. At the Annual General Meeting, all shareholders are entitled to submit motions for each item of the agenda without prior notification. This is subject to proof of eligibility to participate as defined in the convocation notice.

For the election to the Supervisory Board, the following must be additionally observed:

In the case of Supervisory Board nominations, a statement of the nominee shall replace a justificatory statement pursuant to Section 87 para. 2 of the Austrian Stock Corporation Act. When electing Supervisory Board members, the Annual General Meeting must observe the criteria of Section 87 para. 2a of the Austrian Stock Corporation Act, in particular the professional and personal qualifications of the members, the balanced composition of the Supervisory Board in terms of expertise, diversity and internationality as well as professional reliability.

Disclosures pursuant to Section 110 para. 2 line 2 icw Section 86 para. 7 and 9 of the Austrian Stock Corporation Act:

Following the resignation of Ruguang Geng from the Supervisory Board, the Supervisory Board of FACC AG currently consists of seven members elected by the Annual General Meeting (capital representatives) and four members delegated by the Works Council in accordance with Section 110 of the Austrian Labor Constitution Act. Of the seven capital representatives, five are male and two are female; of the four employee representatives, one is male and three are female.

FACC AG falls within the scope of application of Section 86 para. 7 of the Austrian Stock Corporation Act and must take into account the minimum quota requirements pursuant to Section 86 para. 7 of the Austrian Stock Corporation Act.

Objections pursuant to Section 86 para. 9 of the Austrian Stock Corporation Act were neither raised by the majority of the capital representatives nor by the majority of the employee representatives, with the result that the minimum quota requirements of Section 86 para. 7 of the Austrian Stock Corporation Act are not met individually, but as a whole.

Item 11.1 of the Articles of Association of FACC AG states that the Supervisory Board is to consist of three to ten members elected by the Annual General Meeting. Due to the resignation of Ruguang Geng as member of the Supervisory Board, a capital representative is to be elected at the forthcoming Annual General Meeting in order to regain the previous number of eight members elected by the Annual General Meeting.

According to Section 87 para. 6 of the Austrian Stock Corporation Act, FACC AG as a listed company is obliged to make Supervisory Board nominations including the declarations pursuant to Section 87 para. 2 of the Austrian Stock Corporation Act for each candidate available on the company website no later than the fifth working day preceding the Annual General Meeting, i.e. by 19 June 2020, failing which the respective candidate may not be included in the vote. It is therefore not possible to make a respective motion during the Annual General Meeting.

Right to submit resolution proposals:

According to Section 119 of the Austrian Stock Corporation Act, all shareholders, the Management Board and the Supervisory Board are entitled to submit resolution proposals at the Annual General Meeting on any item of the agenda, subject to proof of eligibility to participate. No resolution may be passed on an issue that has not been duly announced as an agenda item beforehand.

A resolution proposal of a shareholder pursuant to Section 110 of the Austrian Stock Corporation Act shall only become a motion if repeated at the Annual General Meeting.

We once again wish to point out that a shareholder proposal for the election of a member of the Supervisory Board necessarily requires the submission of a resolution proposal pursuant to Section 110 of the Austrian Stock Corporation Act together with a declaration pursuant to Section 87 para. 2 of the Austrian Stock Corporation Act (see above).

Express reference is made to the fact that the right of shareholders to submit motions at the Annual General Meeting, may only be exercised by one of the aforementioned special proxies in accordance with Section 3 para. 4 of the Austrian COVID-19 Act which are listed below:

Dr. Florian Beckermann
Investors Association (IVA)
Feldmühlgasse 22
1130 Vienna
T +43 676 7233180
beckermann.facc@hauptversammlung.at

Christian Thaler (attorney)
SCHINDLER ATTORNEYS
Kohlmarkt 8-10
1010 Vienna, Austria
T +43 1 512 2613 600
F +43 1 512 2613 888
thaler.facc@hauptversammlung.at

Dr. Christian Temmel, MBA (attorney)
c/o DLA Piper Weiss-Tessbach Rechtsanwälte GmbH
Schottenring 14, 1010 Vienna,
T +43 1 531781505
F +43 1 5335252
temmel.facc@hauptversammlung.at

Mag. Philipp Stossier (attorney)
Stossier Heitzinger Attorneys
Dragonerstraße 54, 4600 Wels
T +43-7242-42605
F +43-7242-42605 20
stossier.facc@hauptversammlung.at

Right to access information:

Pursuant to Section 118 of the Austrian Stock Corporation Act, all shareholders shall be provided with information on the company's affairs upon request at the Annual General Meeting to the extent that such information is necessary for the proper assessment of an agenda item. The duty to provide information also extends to the company's legal and business relationships with affiliated companies, as well as the present situation of the Group and of the companies included in the Consolidated Financial Statements. Information must be provided conscientiously and in good faith. The provision of information may be refused if, according to a reasonable entrepreneurial assessment, it is likely to cause a considerable disadvantage to the company or an affiliated company, or if its disclosure is punishable by law. This also applies if the requested information was continuously accessible in the form of questions & answers on the company website entered in the company register at least 7 days prior to the Annual General Meeting. We kindly ask shareholders to submit all questions in writing via e-mail to fragen.facc@hauptversammlung.at in good time so that they reach the company no later than the second day preceding the Annual General Meeting, i.e. by Wednesday, 24 June 2020 at 12:00 noon (CEST).

In order to verify shareholders' identities and check conformity with the custodial account confirmations, the question form should be used, at least for the initial submission of questions, which will be available on the company website at www.facc.com from 5 June 2020. For all subsequent questions by the same shareholder, a simple e-mail from the same e-mail address from which the question form was sent will be sufficient.

This will enable the Management Board to prepare answers to your questions submitted to the Annual General Meeting as accurately as possible.

We wish to point out that the right to access information in accordance with Section 118 of the Austrian Stock Corporation Act may also be exercised by the shareholders during the virtual Annual General Meeting in accordance with Section 3 para. 1 of the Austrian COVID-19 Act.