

FACC AG
Headquartered in Ried i. Innkreis
Company registration number 336290w
INVITATION to the 4th Annual General Meeting

We are pleased to invite our shareholders (ISIN AT00000FACC2) to the 4th Annual General Meeting of FACC AG on **Friday, 29 June 2018, 10.00 a.m.**, at MESSE RIED, Hall 17/ first floor - Brucknerstrasse 39, 4910 Ried im Innkreis.

AGENDA

1. Presentation of the approved Annual Financial Statements including the Management Report, the Consolidated Financial Statements including the Group Management Report, the separate Non-Financial Report, the Corporate Governance Report and the Report prepared by the Supervisory Board for the 2017/18 financial year
2. Resolution on the appropriation of retained earnings
3. Resolution on the approval of actions of the members of the Management Board for the 2017/18 financial year
4. Resolution on the approval of actions of the members of the Supervisory Board for the 2017/18 financial year
5. Resolution on the remuneration of the members of the Supervisory Board for the 2017/18 financial year
6. Elections to the Supervisory Board
7. Election of the auditor and Group auditor for the 2018/19 financial year

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

As of **8 June 2018**, the following documents will be available for inspection on the Internet at www.facc.com in accordance with section 108 para. 3 and 4 of the Austrian Stock Corporation Act (AktG) and will be distributed at the Annual General Meeting:

- Annual Financial Statements including the Management Report,
 - Consolidated Financial Statements including the Group Management Report,
 - Corporate Governance Report,
 - Separate non-financial report,
 - Report of the Supervisory Board
- for the 2017/18 financial year respectively
- Proposed resolutions on agenda items 2-7
 - Declaration pursuant to section 87 para. 2 of the Austrian Stock Corporation Act (AktG) on agenda item 6
 - This convocation
 - Forms for granting and revoking powers of attorney

NOTES TO SHAREHOLDER RIGHTS ACCORDING TO SECTIONS 109, 110 AND 118 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

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 **8 June 2018** and exclusively for the attention of Manuel Taverne, Investor Relations, Fischerstrasse 9, 4910 Ried i. Innkreis. Each agenda item thus requested must be accompanied by a proposed resolution 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 (AktG), 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.

Shareholders whose shares together amount to 1% of the share capital may submit proposed resolutions on each item on 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 i. Innkreis, or via email to investor.relations@facc.com by **20 June 2018** at the latest. In the latter case, the written request must be sent as an attachment, for example as a PDF file. A proposed resolution that has been announced in accordance with section 110 para. 1 of the Austrian Stock Corporation Act (AktG) 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 right can be provided by submitting a safe custody receipt in accordance with section 10a of the Austrian Stock Corporation Act (AktG), 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 the 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 on the agenda without prior notification. This is subject to proof of eligibility to participate as defined in the convening notice and does not apply to elections to the Supervisory Board. A shareholder proposal for the election of a member of the Supervisory Board requires the timely submission of a proposed resolution in accordance with section 110 of the Austrian Stock Corporation Act (AktG) and a statement in accordance with section 87 para. 2 of the Austrian Stock Corporation Act (AktG).

With regard to elections to the Supervisory Board (agenda item 6), please take note of the following: 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 (AktG). This statement must also be received by the company no later than **20 June 2018** and made available by the company on the company website entered in the commercial register no later than **22 June 2018**, failing which the person concerned may not be included in the vote. When electing members to the Supervisory Board, the shareholders attending the Annual General Meeting must take due note of the criteria laid down in section 87 para. 2a of the Austrian Stock Corporation Act (AktG), specifically the professional and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, aspects of diversity and internationality as well as professional reliability.

INFORMATION PURSUANT TO SECTION 110 PARA. 2(2) OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG):

The Supervisory Board of FACC AG currently consists of eight shareholder representatives and four seconded members of the Works Council pursuant to section 110 of the Austrian Labour Constitution Act (ArbVG). The eight shareholder representatives include seven men and one woman; the four employee representatives include two men and two women.

We hereby inform you that an objection pursuant to section 86 para. 9 of the Austrian Stock Corporation Act (AktG) was neither raised by the majority of shareholder representatives nor by the majority of employee representatives, and that the statutory quotas laid out in section 86 para. 7 of the Austrian Stock Corporation Act (AktG) are to be met in full and not separately.

Section 11.1 of the Articles of Association of FACC AG stipulates that the Supervisory Board shall consist of three to ten members elected at the Annual General Meeting. The Supervisory Board currently consists of eight shareholder representatives.

At least eight shareholder representatives must be elected at the Annual General Meeting. If eight shareholder representatives are re-elected, one woman is to be elected to meet the statutory gender quota pursuant to section 86 para. 7 of the Austrian Stock Corporation Act (30 % women). In the event that nine shareholder representatives are elected, at least two women are to be elected to meet the quota pursuant to section 86 para. 7 of the Austrian Stock Corporation Act as a result of an increase in the number of members within the scope of the Articles of Association. If ten shareholder representatives are elected, at least two women are to be elected to meet the quota pursuant to section 86 para. 7 of the Austrian Stock Corporation Act as a result of an increase in the number of members within the scope of the Articles of Association.

At the Annual General Meeting, each shareholder, upon request, is to be provided with information on the company's affairs to the extent as is necessary for a proper assessment of an item on the agenda. The obligation to provide information also extends to the legal and business relationships of the company with its affiliates, the overall situation of the Group and the companies included in the Consolidated Financial Statements. The disclosure of this information may be refused if, on the basis of a reasonable business assessment, this can be assumed to be seriously detrimental to the company or an affiliate, or punishable by law. Please make sure to send any questions, the answers to which require a lengthy preparation, via email to investor.relations@facc.com or in writing to Manuel Taverne, Investor Relations, Fischerstrasse 9, 4910 Ried i. Innkreis, well ahead in time in order to ensure efficient time management at the Annual General Meeting.

Further information on shareholder rights pursuant to sections 109, 110 and 118 of the Austrian Stock Corporation Act (AktG) is now available on the company website at www.facc.com.

RECORD DATE AND ATTENDING THE ANNUAL GENERAL MEETING

The eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights which are to be asserted at the Annual General Meeting depends on the shares held as of **19 June 2018, midnight (record date)**. Only persons who can prove to the company that they are

shareholders as of this record date are entitled to attend the Annual General Meeting. A safe custody receipt according to section 10a of the Austrian Stock Corporation Act (AktG) constitutes sufficient proof of ownership and must be received by **26 June 2018** at the latest (see below).

Registration:

Fax: +43(0)1 8900 500 99

Email: anmeldung.facc@hauptversammlung.at (send as a scanned attachment; PDF, TIF etc.)

Via SWIFT: GIBAATWGGMS (message type MT598, you must state

ISIN <AT00000FACC2> in the text)

Safe custody receipts according to section 10a of the Austrian Stock Corporation Act (AktG)

Safe custody receipts have to be issued by a custodial credit institution with headquarters in a member state of the European Economic Area or a participating state of the OECD and must contain the following information:

- Details of the issuer: name/company name and address or a code commonly used for interbank transactions (SWIFT code)
- Details of the shareholder: name/company name, address, date of birth for natural persons, register and registration number for legal persons, if applicable
- Information on shares: number of shares (ISIN AT00000FACC2) held by the shareholder
- Custodial account number or other designation
- Explicit indication that the confirmations refer to the custodial account balance as of 19 June 2018, 24:00 CEST.

Safe custody receipts in either German or English are accepted. Shareholders will not be blocked by registering for the Annual General Meeting or by submitting a safe custody receipt; shareholders may therefore continue to freely dispose of their shares even after they have registered or submitted a safe custody receipt.

PROXY REPRESENTATION

Every shareholder who is entitled to attend the Annual General Meeting may appoint a proxy who attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder he or she represents. The power of attorney must be granted in writing to a specific person (natural or legal person), with the possibility of appointing several persons. The power of attorney must be sent to the company exclusively by one of the following means:

Via fax: +43(0)1 8900 500 99

Via SWIFT: GIBAATWGGMS (message type MT598, you must state ISIN <AT00000FACC2> in the text)

By post:

FACC AG

Investor Relations

Fischer Strasse 9

4910 Ried i. Innkreis

Via email: anmeldung.facc@hauptversammlung.at (send as a scanned attachment; PDF, TIF etc.)

In person when registering for the Annual General Meeting at the meeting venue

A proxy form and a revocation of proxy form will be sent upon request and can be downloaded from the company website at www.facc.com. If the proxy notice is not handed over in person on the day of the Annual General Meeting at the time of registration, it must be received by the company by **2 p.m. on 28 June 2018** at the latest. The above rules on granting powers of attorney also apply, mutatis mutandis, to revoking powers of attorney. If a shareholder has granted power of attorney to his or her custodial credit institution, it is sufficient for the latter to issue a declaration that it has been granted power of attorney in addition to the safe custody receipt by one of the permitted means (see above).

As a special service, shareholders may appoint a representative of the Austrian Shareholder Association (IVA), Feldmühlgasse 22/4, 1130 Vienna, as an independent proxy for exercising voting rights according to instructions at the Annual General Meeting. Mr. Florian Beckermann will represent these shareholders at the Annual General Meeting on the part of the IVA. A special proxy form for appointing Florian Beckermann is available for download on the company website at www.facc.com, which must be sent to the company exclusively by one of the means mentioned above (fax, email, post). In addition, you can also contact Mr. Florian Beckermann of the IVA directly by phone on +43 (0) 1 8763343 - 30, via fax on +43 (0) 1 8763343 - 39 or via email at florian.beckermann@iva.or.at.

Shareholders must instruct Mr. Florian Beckermann on how he (or a sub-proxy authorized by Mr. Florian Beckermann) is to cast votes. Florian Beckermann will cast votes exclusively on the basis of the instructions given by the shareholder. In the absence of express instructions, the power of attorney is invalid. Please note that the proxy shall not act on requests to speak, to raise objections to resolutions of the Annual General Meeting, to ask questions or to put forward motions.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the date of the convocation of the Annual General Meeting, the share capital of the company is divided into 45,790,000 no-par-value shares. Each share entitles the holder to one vote. At the date of the convocation of the Annual General Meeting, the company does not hold any treasury shares. As a result, the total number of shares held by shareholders entitled to attend and vote at the date of convocation is 45,790,000.

In order to ensure a smooth-running inspection upon entry, shareholders are requested to arrive in good time before the start of the Annual General Meeting. Shareholders or their proxies are requested to show an official photo ID (driving license, passport, identity card) at the entrance to the Annual General Meeting in order to verify their identity. Admission and the distribution of voting cards start at 9.30 a.m.

DATA PROTECTION INFORMATION FOR SHAREHOLDERS

FACC AG processes personal data (in particular those pursuant to section 10a para. 2 of the Austrian Stock Corporation Act, i.e. name, address, date of birth, securities account number, number of shares held by the shareholder, share class if applicable, voting card number and, if applicable, name and date of birth of the proxy) on the basis of applicable data protection law and the Stock Corporation Act in order to enable shareholders to exercise their rights at the Annual General Meeting.

The participation of shareholders and their proxies in the Annual General Meeting is subject to the processing of personal data of shareholders. **FACC AG** is responsible for the processing of this data. The legal basis for data processing is article 6 (1) (c) of the General Data Protection Regulation.

FACC AG only provides service providers who are commissioned by **FACC AG** for the purpose of organizing the Annual General Meeting with the personal data required for the execution of the

commissioned service. Service providers process the data exclusively in accordance with the instructions given by **FACC AG**.

Every shareholder has a right to access, correction, restriction, objection and deletion regarding the processing of personal data at any time, as well as a right to data transfer in accordance with Chapter III of the Basic Data Protection Regulation. The personal data of shareholders will be deleted at the end of the statutory storage period. Shareholders can assert these rights against FACC AG free of charge by sending an email to dataprivacy@facc.com or by using the following contact details:

FACC AG

Fischerstraße 9
4910 Ried i. Innkreis

In addition, shareholders have a right to appeal to the data protection supervisory authority in accordance with article 77 of the General Data Protection Regulation.

You can contact the data protection officer of **FACC AG** at:

FACC AG

Data protection officer
Stefan Wilflingseder
Fischerstrasse 9
4910 Ried i. Innkreis
E-Mail: dataprivacy@facc.com

Further information on data protection is available on the **FACC AG** website at <https://www.facc.com/data-privacy>.

Ried i. Innkreis, June 2018

The Management Board

