

PROPOSALS OF THE SUPERVISORY BOARD FOR THE RESOLUTIONS OF THE 4th ANNUAL SHAREHOLDERS' MEETING OF FACC AG ON JUNE 29, 2018 ON THE AGENDA ITEMS PURSUANT TO SECTION 108 OF THE STOCK CORPORATION ACT

- 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 fiscal year**

No resolution is required in respect of this agenda item.

- 2. Resolution regarding the distribution of profit for the fiscal year 2017/18**

The profit shown in the annual financial statements of FACC AG as of February 28, 2018 amounts to EUR 21,174,331.17 and shall be distributed as follows:

The Supervisory Board proposes to distribute dividends of EUR 0,11 per share that is entitled to receive dividends for the fiscal year 2017/18. In total the profit to be distributed amounts to EUR 5,036,000.00, while the remaining amount shall be carried forward to new account.

The dividends become due on July 12, 2018.

- 3. Resolution regarding the discharge from liability of the members of the Management Board for the fiscal year 2017/18**

In the fiscal year 2017/18 the following changes of the Management Board occurred:

Mr. Andreas Ockel was appointed as member of the Management Board on November 1, 2017.

The Supervisory Board proposes that discharge from liability shall be granted to Mr. Robert Machtlinger, Mr. Andreas Ockel, Mr. Aleš Stárek and Mr. Yongsheng Wang for the fiscal year 2017/18.

- 4. Resolution regarding the discharge from liability of the members of the Supervisory Board for the fiscal year 2017/18**

In the fiscal year 2017/18 the following changes of the Supervisory Board occurred:

Mr. Chunsheng Yang resigned on June 13, 2017 as member of the Supervisory Board with immediate effect.

Mr. Xuejun Wang and Mr. Jun Tang resigned as members of the Supervisory Board effective with the end of the Annual General Meeting held on July 18, 2017.

The Annual General Meeting held on July 18, 2017 elected Mr. Sheng Junqi and Mr. Liu Hao as members of the Supervisory Board for the remaining tenure of the resigning members of the Supervisory Board.

The shareholder AVIC Cabin System Co., Limited (formerly FACC International Company Limited) exercised its right to delegate members to the Supervisory Board pursuant to Article 11.2 of the Articles of Association by delegating Mrs. Li Li to the Supervisory Board on November 1, 2017.

Mr. Birol Mutlu resigned on February 8, 2018 as member of the Supervisory Board with immediate effect.

The works counsel of FACC AG exercised its right to delegate members to the Supervisory Board pursuant to Sec. 110 para. 1 of the Austrian Labor Constitution Act (*Arbeitsverfassungsgesetz*) by delegating Mrs. Karin Klee to the Supervisory Board on February 8, 2018.

The Supervisory Board proposes that discharge from liability shall be granted to all members of the Supervisory Board for the fiscal year 2017/18, namely Mr. Geng Ruguang, Mr. He Shengqiang, Mr. Liu Hao, Mr. Sheng Junqi, Mr. Tang Jun, Mr. Wang Xuejun, Mr. Yang Chunsheng, Mr. Lei Yanzheng, Mrs. Li Li, Mr. Gong Weixi, Mr. George Maffeo, Mrs. Barbara Huber, Mrs. Ulrike Reiter, Mr. Peter Krohe, Mr. Birol Mutlu and Mrs. Karin Klee.

5. Resolution regarding the remuneration of the members of the Supervisory Board for the fiscal year 2017/18

Pursuant to Sec. 18 of the Articles of Association of the Company, the Supervisory Board proposes that a total remuneration of EUR 220,000 shall be granted to the members of the Supervisory Board for the fiscal year 2017/18, which shall be distributed to the Supervisory Board pursuant to the following criteria: a meeting fee will be granted based on the attendance at meetings. This fee ranges between EUR 1,900 and EUR 2,500 depending on role (chairpersons), responsibility (members of committees), expertise and experience as well as EUR 1,000 for the attendance of the Annual General Meeting. As second component and based on the amount of preparatory work and interaction with the Management Board there is a fix payment, which ranges between EUR 10,000 and EUR 37,500 and, where applicable, mandatory taxes.

6. Elections to the Supervisory Board

Pursuant to Article 11.1 of the Articles of Association the Supervisory Board shall consist of three to ten members elected by the general meeting (shareholder representatives) excluding employees' representatives pursuant to Sec. 110 para. 1 of the Austrian Labor Constitution Act (*Arbeitsverfassungsgesetz*). The shareholder AVIC Cabin System Co., Limited (formerly FACC International Company Limited) exercised its right to delegate members to the Supervisory Board pursuant to Article 11.2 of the Articles of Association by delegating Mr. Shengqiang He on June 30, 2016 and Mrs. Li Li on November 1, 2017 to the Supervisory Board.

The Supervisory Board currently consists of eight shareholder representatives and four employees' representatives.

The tenure of six members of the Supervisory Board, namely Mr. Ruguang Geng, Mr. Hao Liu, Mr. Junqi Sheng, Mr. Yanzheng Lei, Mr. Weixi Gong and Mr. George Maffeo, expires effective as of the end of the Annual General Meeting for the fiscal year 2017/18. The delegated members, Mr. Shengqiang He and Mrs. Li Li, will resign as members of the Supervisory Board effective as of the end of the Annual General Meeting for the fiscal year 2017/18. In order to maintain the same number of shareholder representatives in the Supervisory Board eight members shall be elected by the upcoming Annual General Meeting for the fiscal year 2017/18.

The Company falls within the scope of Sec. 86 para. 7 of the Austrian Stock Corporation Act (*Aktiengesetz*) which requires that at least 30% of the members of the Supervisory Board are woman and men, respectively. Since the objection against fulfilling the minimum quota in the overall Supervisory Board (*Gesamterfüllung*) was waived, a minimum of four out of these twelve members of the Supervisory Board must be women and men to meet the legally required 30% quota. As currently three female employees' representatives, namely Mrs. Ulrike Reiter, Mrs. Barbara Huber and Mrs. Karin Klee, have been delegated to the Supervisory Board, a minimum of one further female member and three further male members of the Supervisory Board are required for the mandatory minimum quota.

The Supervisory Board proposes to elect pursuant to Article 12.2 of the Articles of Association Mr. Ruguang Geng, Mr. Zhen Pang, Mr. Junqi Sheng, Mr. Wenbiao Han, Mr. Qinghong Liu, Mrs. Jing Guo, Mr. Weixi Gong and Mr. George Maffeo as members of the Supervisory Board until the end of the Annual General Meeting, which resolves on a discharge regarding the fourth fiscal year following the fiscal year of the election.

The candidates for the election to the Supervisory Board have made the declarations pursuant to Sec. 87 para. 2 of the Austrian Stock Corporation Act (*Aktiengesetz*), which are also available on the website of the Company (www.facc.com).

This proposal is made in accordance with Sec. 87 para. 2a of the Austrian Stock Corporation Act (*Aktiengesetz*) in adequate consideration of the professional and personal qualifications of the supervisory board members, the professionally balanced composition of the Supervisory Board, and its diversity.

7. Election of the auditors of the financial statements and the consolidated financial statements for the fiscal year 2018/19

The Supervisory Board proposes the election of Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Linz, as auditors of the financial statements and the consolidated financial statements for the fiscal year 2018/19.

The Supervisory Board of FACC AG