

RESOLUTIONS BY THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD FOR THE 6TH ORDINARY GENERAL MEETING OF FACC AG ON THE ITEMS OF THE AGENDA IN ACCORDANCE WITH § 108 OF THE STOCK 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 (short) financial year 2019**

A resolution on this agenda item is not required.

- 2. Resolution on the appropriation of net profits**

The balance sheet profit of FACC AG apparent from the annual financial statements as of December 31, 2019 amounts to EUR 24,109,525.39. The Supervisory Board and Management Board propose that the amount be carried forward in full to new account.

A dividend proposal is not planned for the 2019 financial year.

- 3. Resolution on the discharge from liability of the members of the Management Board for the (short) 2019 financial year**

There were no changes to the Executive Board in the 2019 financial year.

The Supervisory Board and Management Board propose to grant discharge to Mr. Robert Machtlinger, Mr. Andreas Ockel, Mr. Aleš Stárek and Mr. Wang Yongsheng for their work on the Management Board in the 2019 financial year.

- 4. Resolution on the discharge from liability of the members of the Supervisory Board for the (short) 2019 financial year**

The following changes to the Supervisory Board were made in the 2019 financial year:

Mr. Ruguang Geng, Chairman of the Supervisory Board, resigned on December 13, 2019 with effect from

December 31, 2019. Mr. Ruguang Geng has been a member of the company's Supervisory Board since June 2014 and has been its Chairman since June 2014.

On April 12, 2019, FACC AG announced that Mr. Wenbiao HAN, member of the Supervisory Board of FACC AG, resigned for personal reasons with effect from April 29, 2019. Mr. Wenbiao has been a member of the company's Supervisory Board since June 2018.

AVIC Cabin Systems Co., Limited delegated Ms. Jijia DAI as a new member of the Supervisory Board of FACC AG in accordance with point 11.2 of the Articles of Association of FACC AG.

The Supervisory Board and Management Board propose to all members of the Supervisory Board, namely Mr. Geng Ruguang, Mr. Pang Zhen, Mr. Weixi Gong, Mr. Liu Qinghong, Mr. Han Wenbiao, Ms. Guo Jing, Mr. Sheng Junqi, Mr. George Maffeo, Ms. Jijia Dai, Ms. Barbara Huber, Ms. Ulrike Reiter, Mr. Peter Krohe and Ms. Karin Klee, to grant discharge for their work in the 2019 financial year.

5. Resolution on the remuneration of the members of the Supervisory Board for the (short) 2019 financial year

The Supervisory Board and the Management Board propose to resolve a total remuneration of EUR 220,000 for the members of the Supervisory Board in the 2019 financial year, which is distributed to the members of the Supervisory Board according to the following criteria:

A meeting remuneration is granted based on participation in supervisory board meetings. This ranges between EUR 2,000 and EUR 2,500 depending on the role (chair), responsibilities (committee members), professional competence and experience as well as EUR 1,000 to EUR 1,250 (chair) for the preparation and participation in the general meeting and in constituent meetings. As a second component, a fixed amount is granted based on the scope of the preparatory work and the cooperation with the Board of Directors, which ranges between EUR 20,000 and EUR 37,500 and, where applicable, mandatory taxes.

6. Election of a member to the Supervisory Board

Pursuant to point 11.1 of the articles of association, the supervisory board consists of three to ten members (capital representatives) elected by the general meeting plus the employee representatives posted in accordance with section 110 (1) ArbVG.

Mr. Ruguang Geng, Chairman of the Supervisory Board, resigned on December 13, 2019 with effect from December 31, 2019. Mr. Ruguang Geng has been a member of the company's Supervisory Board since June 2014 and has been its Chairman since June 2014.

The Supervisory Board currently consists of seven capital representatives and four employee representatives. In order to maintain the current number of eight capital representatives on the Supervisory Board, the Supervisory Board proposes that Mr. Tom Williams be elected to the Supervisory Board for the remaining term of office of the resigned member, i.e. the Annual General Meeting that decides on the 2021 financial year.

The company falls within the scope of Section 86 (7) AktG, which requires that at least 30% of the members of the Supervisory Board are women and men. Since the Supervisory Board as a whole did not exercise its right to object to the fulfillment of the minimum share (overall fulfillment), at least four of the twelve members of the Supervisory Board must be women and men to comply with the minimum share.

The candidate proposed for election to the Supervisory Board made a statement in accordance with Section 87 (2) AktG. This declaration is available on the company's website (www.facc.com).

This proposal took into account the professional and personal qualifications of the member as well as the technically balanced composition of the Supervisory Board within the meaning of Section 87 (2a) AktG, and appropriate attention was paid to aspects of the diversity of the Supervisory Board.

7. Resolution on the remuneration policy

The Supervisory Board proposes to adopt the remuneration policy with regard to the principles for the remuneration of the members of the Management Board and the Supervisory Board, as made available on the website entered in the commercial register.

8. Election of the auditor and group auditor for the 2020 financial year

The Supervisory Board proposes that Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Linz, be appointed as the auditor and group auditor for the 2020 financial year.