

PROPOSALS OF THE MANAGEMENT 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 financial year**

No resolution is required in respect of this agenda item.

- 2. Resolution regarding the distribution of profits 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 Management 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 on the approval of actions of the members of the Management Board for the 2017/18 financial year**

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 Management 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 on the approval of actions of the members of the Supervisory Board for the 2017/18 financial year**

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 on 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 par. 1 of the Austrian Labor Constitution Act (Arbeitsverfassungsgesetz) by delegating Mrs. Karin Klee to the Supervisory Board on February 8, 2018.

The Management 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 on the remuneration of the members of the Supervisory Board for the 2017/18 financial year

Pursuant to Sec. 18 of the Articles of Association of the Company, the Management 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.

The Management Board of FACC AG