

RESOLUTION PROPOSALS OF THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD FOR THE 10TH ANNUAL GENERAL MEETING OF FACC AG ON **MAY 17TH, 2024** ON THE AGENDA POINTS ACCORDING TO SEC. 108 AUSTRIAN CORPORATIONS ACT

- 1. Presentation of the approved Annual Financial Statements including the Management Report, the Consolidated Financial Statements including the Group Management Report, the Sustainability Report, the Corporate Governance Report and the Report prepared by the Supervisory Board in each case for the fiscal year 2023**

No resolution is required in respect of this agenda item.

- 2. Resolution regarding the appropriation of net income for the fiscal year 2023**

The net income shown in the annual financial statements of FACC AG as of December 31st, 2023 amounts to EUR 20,095,948.14.

The Supervisory Board and the Management Board propose that no dividend shall be distributed and that the net income shall be carried forward to new account.

- 3. Resolution regarding the discharge from liability of the members of the Management Board for the fiscal year 2023**

In the fiscal year 2023 the following changes to the Management Board occurred:

Mr. Aleš STÁREK resigned as member of the Management Board as of December 31st, 2023.

The Supervisory Board and the Management Board propose that discharge from liability shall be granted to all members of the Management Board for the fiscal year 2023, namely Mr. Robert MACHTLINGER, Mr. Andreas OCKEL, Mr. Aleš STÁREK and Mr. Zhen PANG.

- 4. Resolution regarding the discharge from liability of the members of the Supervisory Board for the fiscal year 2023**

In the fiscal year 2023 the following changes to the Supervisory Board occurred:

The members of the Supervisory Board Mr. Fusheng CHEN and Ms. Yu MEI resigned as of June 30th, 2023.

Pursuant to Sec. 11.2 of the Articles of Association new members of the Supervisory Board were delegated by AVIC Cabin Systems Ltd.: Mr. Tongyu XU (as of July 13th, 2023) and Ms. Jiajia DAI (as of June 30th, 2023).

The Supervisory Board and the Management Board propose that discharge from liability shall be granted to all members of the Supervisory Board for the fiscal year 2023, namely Mr. Jian WANG, Mr. Fusheng CHEN, Mr. Tongyu XU, Ms. Yu MEI, Ms. Jiajia DAI, Ms. Jing GUO, Mr. Junqi SHENG, Mr. Weixi GONG, Mr. Thomas WILLIAMS, Mr. Ian CHANG, Ms. Barbara HUBER, Ms. Ulrike REITER, Mr. Jürgen FISCHER and Ms. Karin KLEE.

5. Resolution on the remuneration report for the fiscal year 2023

Pursuant to Sec. 78d, 98a of the Austrian Corporations Act, the Management Board and the Supervisory Board present the report regarding the remuneration of the Management Board and of the Supervisory Board for the fiscal year 2023 and the Supervisory Board and the Management Board propose to approve it. The resolution is non-binding and shall be understood as a recommendation. The resolution is final and not open to appeal (Sec. 78d par. 1 Austrian Corporations Act).

The remuneration report is attached to this resolution proposal and available on the Company's website.

6. Resolution on the remuneration of the members of the Supervisory Board for the fiscal year 2023

The Supervisory Board and the Management Board further propose, in accordance with Section 18 of the Articles of Association, as well as Sec. 98 of the Austrian Stock Corporation Act, to resolve on a total remuneration of EUR 225.225 for the members of the Supervisory Board in the fiscal year 2023, which will be distributed to the members of the Supervisory Board in accordance with the following criteria:

The respective amount of the fixed basic remuneration for supervisory activities varies in particular according to function (chair, member of the Supervisory Board). The fixed fee ranges between EUR 25 thousand and EUR 37.5 thousand plus, where applicable, mandatory taxes.

Each member of the Supervisory Board receives an attendance fee for participating in Supervisory Board meetings and Annual General Meetings. The attendance fee ranges between EUR 2,000 and EUR 2,500 depending on role, responsibilities (chair, membership in committees, etc.), expertise and experience and EUR 1,000 to EUR 1,250 depending on role, responsibilities

- Convenience Translation -

(chair, membership in committees, etc.) for the preparation of and participation in the Annual General Meeting and constituent meetings.

The members of the Supervisory Board are promised inclusion in a D&O insurance policy with risk-adequate coverage. The premiums incurred for this are to be paid by the Company.

7. Resolution on the amount of members of the Supervisory Board and 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. The shareholder AVIC Cabin Systems Co., Limited (fka FACC International Company Limited) used its delegation right pursuant to No. 11.2 of the Articles of Association and delegated Ms. Jiajia DAI (as of June 30th, 2023) as well as Mr. Tongyu XU (as of July 13th, 2023) as members of the Supervisory Board.

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

Ms. Jing GUO (as of March 22nd, 2024) and Mr. Tongyu XU (as of April 22nd, 2024) have resigned as members of the Supervisory Board.

One additional shareholder representative shall be elected. Based on the regulation in the Articles of Association (No. 11.1), the Supervisory Board proposes to reduce the amount of shareholder representatives by one person to seven shareholder representatives. The Annual General Meeting is required to vote on this reduction of the amount of members prior to the election of the proposed member of the Supervisory Board.

The Company falls within the scope of Sec. 86 para. 7 of the Austrian Stock Corporation Act which requires that at least 30% of the members of the Supervisory Board are woman and men, respectively. Since no objection against fulfilling the minimum quota in the overall Supervisory Board was raised by the shareholder representatives or the employee's representatives, a minimum of three out of these eleven members of the Supervisory Board must be women and men to meet the legally required 30%-quota (Gesamterfüllung). As currently in total four members of the Supervisory Board are female and six members are male, the minimum quota of female members and the minimum quota of male members of the Supervisory Board have been fulfilled.

The Supervisory Board proposes to elect pursuant to Article 12 of the Articles of Association Mr. Chengkuan WANG as member 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 candidate for the election to the Supervisory Board has made the declarations pursuant to Sec. 87 para. 2 of the Austrian Stock Corporation Act, which is 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 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.

8. Election of the auditors of the financial statements and of the consolidated financial statements as well as of the Sustainability report for the fiscal year 2024

- a) The Supervisory Board proposes to elect KPMG Austria GmbH, Linz, as auditors of the financial statements and the consolidated financial statements for the fiscal year 2024.
- b) The Supervisory Board proposes to elect KPMG Austria GmbH, Linz, as auditors of the non-financial statement for the fiscal year 2024, under the condition that the non-financial statement for the fiscal year 2024 must be audited by an external auditor according to legal requirements.

Note:

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD) obliges listed companies to have their non-financial reports externally audited.

This EU-Directive had not yet been transposed into national law by the Austrian legislator on the day this draft resolution was submitted.

In order to avoid a subsequent Extraordinary General Meeting to appoint an auditor for the non-financial report for the fiscal year 2024 in any case, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

9. Resolution to amend the Articles of Association in No. 3., 11.2 and 21.

- a) The Supervisory Board and the Management Board propose to amend the Articles of Association in No. 3., so that in future it will read as follows:

„Veröffentlichungen der Gesellschaft erfolgen, soweit und solange gesetzlich zwingend vorgesehen, auf der Elektronischen Verlautbarungs- und Informationsplattform des Bundes (EVI). Im Übrigen erfolgen Veröffentlichungen der Gesellschaft entsprechend den jeweils anzuwendenden Rechtsvorschriften.“

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“Publications of the company are made on the electronic publication and information platform of the Federal Government (EVI) to the extent and as long as required by law. Otherwise, the company's publications are made in accordance with the applicable legal provisions.”)

- b) The Supervisory Board and the Management Board propose to amend the Articles of Association in No. 11.2., so that the former company name “FACC International Company Limited headquartered in Hong Kong with its business address in Room 2302, 23rd Floor, Caroline Centre, Lee Gardens Two, 28 Yun Ping Road, HKG-Hong Kong, registered under registration number 1394811” or “FACC International Company Limited” will be substituted by the current company name, which is as follows:

„AVIC Cabin Systems Co., Limited, mit dem Sitz in Hong Kong und der Geschäftsanschrift Flat/RM 2202A 22/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong, eingetragen unter der Registernummer 1394811 (nachfolgend „AVIC Cabin Systems Co., Limited““ bzw. „AVIC Cabin Systems Co., Limited“.“

(Convenience translation:

“AVIC Cabin Systems Co., Limited, with the seat in Hong Kong and the company address in Flat/RM 2202A 22/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong, registered under the register number 1394811 (in the following “AVIC Cabin Systems Co., Limited““ or “AVIC Cabin Systems Co., Limited“.“

- c) The Supervisory Board and the Management Board propose to amend the Articles of Association in No. 21., so that new Nos. 21.7 until 21.10 will be added, which will read as follows:

„21.7 Das einberufende Organ ist ermächtigt, gemäß den Bestimmungen des Bundesgesetzes über die Durchführung virtueller Gesellschafterversammlungen (VirtGesG) und der Satzung der Gesellschaft jeweils einzeln für Hauptversammlungen der Gesellschaft, die bis zum 31. Dezember 2028 stattfinden, vorzusehen, dass die Hauptversammlung als virtuelle Hauptversammlung, das heißt ohne physische Anwesenheit der Teilnehmer, durchgeführt werden kann. Die Bestimmungen der Absätze 7 bis 10 des Punktes 21. der Satzung sind bis 31. Dezember 2028 befristet.

(Convenience translation:

“21.7 The convening body is authorized, in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the company's Articles of Association, to provide individually for Annual General Meetings of the company that take place by 31 December 2028 that the Annual General Meeting may be held as a virtual Annual General Meeting, i.e. without the physical presence of the participants. The provisions of paragraphs 7 to 10 of No. 21 of the Articles of Association are limited until December 31, 2028.”)

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21.8 *Das einberufende Organ entscheidet über die Form der Durchführung, das heißt, ob die Hauptversammlung*

1. *mit physischer Anwesenheit der Teilnehmer oder*
2. *ohne physische Anwesenheit der Teilnehmer, entweder als einfache virtuelle Hauptversammlung oder als moderierte virtuelle Hauptversammlung, oder*
3. *als Hauptversammlung, bei der sich die einzelnen Teilnehmer zwischen einer physischen und einer virtuellen Teilnahme entscheiden können (hybride Hauptversammlung), durchgeführt wird.*

(Convenience translation:

21.8 *„The convening body decides on the form in which the Annual General Meeting is to be held, i.e. whether it is to be held*

1. *with the physical presence of the participants or*
2. *without the physical presence of the participants, either as a simple virtual general meeting or as a moderated virtual general meeting, or*
3. *as a general meeting in which the individual participants can choose between physical and virtual participation (hybrid general meeting).“*

21.9 *Der Vorstand ist ermächtigt vorzusehen, dass Hauptversammlungen öffentlich übertragen werden (§ 5 Abs 5 VirtGesG).*

(Convenience translation:

21.9 *“The Management Board is authorized to provide for general meetings to be broadcast in public (Section 5 (5) VirtGesG).“*

21.10 *Der Vorstand ist ermächtigt vorzusehen, dass die Aktionäre ihre Stimmen schon bis zu einem festzusetzenden Zeitpunkt vor der Hauptversammlung auf elektronischem Weg abgeben können. Die betreffenden Aktionäre können ihre Stimmabgabe bis zur Abstimmung in der virtuellen oder hybriden Hauptversammlung widerrufen und allenfalls neu abstimmen. Im Übrigen gilt § 126 AktG sinngemäß.“*

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21.10 *The Management Board is authorized to allow shareholders to cast their votes electronically up to a point in time to be determined prior to the Annual General Meeting. The shareholders concerned may revoke their votes until the vote in the virtual or hybrid Annual General Meeting and, if necessary, vote again. Otherwise, Section 126 Austrian Corporation Act (AktG) applies accordingly.“*

The Supervisory Board and the Management Board of FACC AG