

# Corporate Governance Report

The Austrian Code of Corporate Governance (ÖCGK) provides Austrian stock corporations with a framework for corporate management and control. It contains both internationally recognized standards for good corporate management and the relevant provisions of Austrian stock corporation law. The Code is designed to ensure the responsible management and control of companies and groups with a view to creating sustainable and long-term value.

Key elements of a practiced corporate governance culture are a high level of transparency for all stakeholders and a long-term and sustainable increase in the value of the company. This includes efficient cooperation between the executive bodies, safeguarding shareholder interests, and open corporate communication.

### Declaration of Commitment

FACC AG observes the Austrian Code of Corporate Governance and, following its initial listing on the Prime Market of the Vienna Stock Exchange in 2014, committed to comply with the provisions contained therein for the first time. The Code, as amended, is available online at [www.corporate-governance.at](http://www.corporate-governance.at) (current version dated January 2025).

FACC AG is obliged to prepare a Corporate Governance Report in accordance with Rule L-60 ÖCGK. All previous reports are also available to the public on the company's website at [www.facc.com](http://www.facc.com) (Rule C-61 ÖCGK).

Pursuant to Rule C-62 ÖCGK, the company is required to commission an external evaluation of its compliance with the C-Rules of the Austrian Code of Corporate Governance on a regular basis, but at least once every three years. The most recent evaluation was carried out for the 2024 financial year by rosa elefant OG. As a result of the evaluation, it was determined that FACC's declaration of compliance with the ÖCGK in its currently valid version (2025) is factually correct. The next evaluation is planned for the 2027 financial year.

The evaluation results can be viewed by all interested parties on the company website at [www.facc.com](http://www.facc.com).

The auditor positively completed the assessment of the risk management system in the 2024 financial year (C-Rule 83 ÖCGK).

### Executive Bodies of FACC AG

#### Management Board

Organization and mode of operation of the Management Board

The Management Board of FACC AG consists of a minimum of two and a maximum of four persons in accordance with the company's Articles of Association. The members of the Management Board are appointed by the Supervisory Board.

The Management Board conducts the business of FACC AG in conformance with legal provisions and the company's Articles of Association and Rules of Procedure. Business is distributed among the Management Board members in accordance with the Rules of Procedure, which also govern collaboration within the Management Board. Furthermore, the Management Board has undertaken to fully comply with the rules of the Austrian Code of Corporate Governance.

## Management Board



**Robert Machtlinger (1967)**  
Chairman of the Management Board  
First appointed: 2014  
End of the current term of office: 06/2025  
Areas of responsibility: Strategy, Sales & Business Development, Marketing, Human Resources, Program Management, Corporate Communications, Research & Engineering  
Supervisory board mandates in other companies: Flughafen Linz GesmbH



**Andreas Ockel (1966)**  
Member of the Management Board  
First appointed: 2017  
End of the current term of office: 10/2025  
Areas of responsibility: Production, Procurement, Quality, Logistics, Facility Management, Investments, Subsidiaries, Environment, Health & Safety  
Supervisory board mandates in other companies: none



**Florian Heindl (1982)**  
Member of the Management Board  
First appointed: 2024  
End of the current term of office: 04/2029  
Areas of responsibility: Finance & Accounting & Taxes, Controlling & Budget, Treasury & Insurances, Information Technology, Legal, Export Control & Compliance, Investor Relations, Working Capital Management  
Supervisory board mandates in other companies: none



**Tongyu Xu (1968)**  
Member of the Management Board  
First appointed: 2024  
End of the current term of office: 04/2028  
Areas of responsibility: Strategy Steering & Fitting, Corporate Audit, ICS & Company Compliance, China Business Relations, Risk Management, M&A, ESG  
Supervisory board mandates in other companies: none

# Supervisory Board

## Supervisory Board

The Supervisory Board's actions are bound by the laws and regulations applicable to companies listed in Austria such as the Austrian Stock Corporation Act and the Austrian Stock Exchange Act. Furthermore, the Supervisory Board has undertaken to observe the rules of the Austrian Code of Corporate Governance. The company's Articles of Association and the Rules of Procedure constitute its most important internal regulations. The Supervisory Board consists of at least three and at most ten members elected by the Annual General Meeting, as stipulated by the Articles of Association of FACC AG.

According to Section 11.2 of the Articles of Association of FACC AG, AVIC Cabin Systems Co., Limited (formerly FACC International) is entitled to delegate Supervisory Board members. It may delegate up to one third of all members if it holds a stake of at least 25 percent in the current share capital.

When electing members of the Supervisory Board, the Annual General Meeting must pay due attention to the requirements with respect to

professional and personal qualifications as well as the balanced composition of expert know-how. Furthermore, aspects of diversity must be given appropriate consideration. Newly elected Supervisory Board members are obliged to obtain adequate information on the organization and activities of the company and on the tasks and responsibilities of supervisory boards. The members of the Supervisory Board are required to conduct an annual self-evaluation to assess their own performance.

## Chengkuan Wang (1968)

Chairman  
First appointed: 2024  
End of the current term of office:  
Annual General Meeting deciding  
on the 2028 financial year  
Supervisory board mandates in  
other companies: none

## Jian Wang (1961)

First appointed: 2022  
End of the current term of office:  
Annual General Meeting deciding  
on the 2026 financial year  
Supervisory board mandates in  
other companies: none

## Weixi Gong (1962)

First appointed: 2014  
End of the current term of office:  
Annual General Meeting deciding  
on the 2026 financial year  
Supervisory board mandates in  
other companies: none

## Jiajia Dai (1978)

First appointed: 2023  
End of the current term of office:  
Annual General Meeting deciding  
on the 2027 financial year  
Supervisory board mandates in  
other companies: none

## Ian Chang (1954)

First appointed: 2022  
End of the current term of office:  
Annual General Meeting deciding  
on the 2026 financial year  
Supervisory board mandates in  
other companies: none

## Junqi Sheng (1972)

First appointed: 2017  
End of the current term of office:  
Annual General Meeting deciding  
on the 2026 financial year  
Supervisory board mandates in  
other companies: none

## Tom Williams (1952)

First appointed: 2020  
End of the current term of office:  
Annual General Meeting deciding  
on the 2026 financial year  
Supervisory board mandates in  
other companies: Co-Chairman of the  
Board of Directors at Montana Aerospace AG

## Members of the Supervisory Board delegated by the Works Council:

### Jürgen Fischer (1981)

First delegated: 2021  
**Barbara Huber (1965)**  
First delegated: 2014  
**Erwin Hofinger (1965)**  
First delegated: 2024  
**Karin Klee (1981)**  
First delegated: 2018

## Members of the Supervisory Board who resigned in the 2024 financial year.

**Jing Guo** and **Tongyu Xu** resigned from the Supervisory Board in the 2024 financial year. **Ulrike Reiter**, who was delegated to the Supervisory Board by the Works Council, also retired in 2024, after which **Erwin Hofinger** was appointed to the Supervisory Board in June 2024.

Participation in meetings of the Supervisory Board and the committees in the 2024 financial year

Name	SB	AC	PCC	SC
Chengkuan Wang	4/5		1/2	1/1
Jian Wang	5/5		2/2	1/1
Junqi Sheng	5/5	4/4	2/2	1/1
Jiajia Dai	5/5	4/4		1/1
Weixi Gong	5/5		2/2	1/1
Tom Williams	4/5			1/1
Ian Chang	4/5	3/4		1/1
Jürgen Fischer	5/5			1/1
Barbara Huber	5/5			
Karin Klee	5/5			
Erwin Hofinger	2/5			
Resigned during the financial year				
Tongyu Xu	1/5		1/2	
Ulrike Reiter	2/5			

Abbreviations: SB = Supervisory Board, AC = Audit Committee, PCC = Personnel and Compensation Committee, SC = Strategy Committee

Independence of the Supervisory Board members

The Supervisory Board has adopted the guidelines on independence set out in Annex 1 of the Austrian Code of Corporate Governance. Accordingly, all members of the Supervisory Board have declared themselves to be independent of the company and of its Management Board (Rule C-53 ÖCGK). The Supervisory Board members Tom Williams, Weixi Gong and Ian Chang do not represent the interests of shareholders with a stake of more than 10 percent (Rule C-54 ÖCGK).

Supervisory Board committees

In accordance with the Austrian Stock Corporation Act, the Supervisory Board of FACC AG has set up an Audit Committee, which is responsible for executing the planned supervisory and control functions. In addition to examining accounting processes and auditing the financial statements and

consolidated financial statements, it also monitors the effectiveness of the internal control and risk management system. Moreover, the Audit Committee is regularly informed about the findings of internal audits.

In addition, the Audit Committee is responsible for reviewing the Corporate Governance Report, which is discussed at the Annual General Meeting. The Audit Committee convened four times in the 2024 financial year. No further meetings were required. No member of the Supervisory Board was absent from more than half of the meetings.

In addition to the mandatory Audit Committee, a Personnel and Compensation Committee (Nomination Committee) and a Strategy Committee have been set up.

The Personnel and Compensation Committee is responsible for reviewing the compensation report, which

is reported on and approved at the Annual General Meeting.

The functional responsibilities of the Supervisory Board members in the respective committees are shown below:

Composition of the Supervisory Board committees in the 2024 financial year

**Audit Committee Members**  
• Jiajia Dai (Chairwoman)  
• Ian Chang  
• Junqi Sheng

**Personnel and Compensation Committee Members**  
• Chengkuan Wang (Chairman)  
• Jian Wang  
• Weixi Gong  
• Junqi Sheng

**Strategy Committee Members**  
• Chengkuan Wang (Chairman)  
• Jiajia Dai  
• Ian Chang  
• Junqi Sheng  
• Tom Williams  
• Jürgen Fischer

Transactions of the Supervisory Board requiring approval (Rule L-48 ÖCGK)

No transactions with members of the Supervisory Board requiring approval were concluded in the 2024 financial year.

Collaboration between the Management Board and the Supervisory Board

The Management Board reports to the Supervisory Board on fundamental issues relating to the future business policy of the company and the entire Group, and on the future development of the net asset position, financial position, and profit situation.

Furthermore, the Management Board regularly informs the Supervisory Board of the business development and the situation of the company and the Group with respect to forecasts, taking into account future developments.

Remuneration Report

The Management Board and Supervisory Board are obliged to prepare a transparent and comprehensible Remuneration Report. This report must provide a comprehensive overview of the remuneration granted, or owed, to current and former members of the Management Board in the course of the past financial year in accordance with the remuneration policy, including all benefits of any kind (L-Rule 29a ÖCGK).

Details on the total remuneration received by each member of the Management Board and Supervisory

Board and the principles of the remuneration policy are presented to the Annual General Meeting in a separate remuneration report and put to the vote.

Shareholder rights

Each no-par value share grants shareholders one vote at the Annual General Meeting of FACC AG. Unless mandatory provisions of the Austrian Stock Corporation Act provide otherwise, resolutions of the Annual General Meeting are adopted by simple majority and, in cases where a capital majority is required, by a simple majority of the share capital represented at the time of adoption of the resolution. There are no shares conferring special control rights.

Directors’ dealings

Share purchases and sales by members of the Management Board and Supervisory Board are disclosed in accordance with applicable legal provisions (Article 19 of the Austrian Market Abuse Directive). Purchases and sales of shares are published on the company website at [www.facc.com](http://www.facc.com).

Changes after the balance sheet date

No changes in circumstances subject to mandatory reporting occurred between the balance sheet date and the editorial deadline of this Report.

Auditor

KPMG Austria GmbH Linz was proposed by the Supervisory Board as the auditor of the financial statements and consolidated financial statements of FACC AG for the 2024 financial year. The respective proposal was approved by the Annual General Meeting on 17 May 2024 with the required majority.

Expenses for the auditor KPMG Austria GmbH Linz amounted to EUR 365 thousand - in the 2024 financial

year (2023 KPMG Austria GmbH Linz: EUR 218 thousand). The breakdown according to individual areas is shown in the Notes to the Consolidated Financial Statements.

Diversity

When electing members of the Supervisory Board, the Annual General Meeting must pay due attention to the requirements with respect to professional and personal qualifications as well as the balanced composition of expert know-how. Due regard must also be paid to diversity requirements. Newly elected Supervisory Board members are obliged to obtain adequate information on the organization and activities of the company and on the tasks and responsibilities of supervisory board members. Women have been represented on the Supervisory Board of FACC AG since the company was first listed on the Vienna Stock Exchange. At the end of the 2024 financial year, the proportion of female members of the Supervisory Board was 27 percent (three out of eleven).

Promoting women on the Management Board, Supervisory Board, and in executive positions

16 women are currently represented on the Supervisory Board, Management Board and in other top management positions at FACC. As in the past, the proportion of female managers at the lower levels is still low. In order to counteract this situation, FACC therefore continues to present itself at job fairs and specifically addresses high-potential female candidates. In addition, FACC is committed to promoting girls in technical training programs. The company also endeavors to recruit more women for new and replacement management positions.

FACC AG is committed to equal opportunities at the workplace and resolutely opposes all forms of discrimination against female employees.