

**FACC AG**  
**having its registered office in Ried im Innkreis**  
**FN [Business Register Number] 336290w**  
**INVITATION**  
**to the 1st ordinary shareholders' meeting**

This is to invite our shareholders (ISIN AT00000FACC2) to the first ordinary shareholders' meeting of FACC AG which will be held on **Monday, 15 June 2015, at 10:30 a.m. at MESSE RIED, Halle 17/1.Stock – Brucknerstrasse 39 in 4910 Ried i. Innkreis.**

**AGENDA**

1. Presentation of the adopted annual financial statements including the management report, the consolidated financial statements including the group management report and the corporate governance report and the report made by the Supervisory Board for the business year 2014/15.
2. Resolution on approval of the actions of the Executive Board members for the business year 2014/15.
3. Resolution on approval of the actions of the Supervisory Board members for the business year 2014/15.
4. Resolution on remuneration of the Supervisory Board members for the business year 2014/15.
5. Election of the auditor and group auditor for the business year 2015/16.
6. Amendment to Article 21.2 of the Articles of Association.

## DOCUMENTS FOR THE SHAREHOLDERS' MEETING

The following documents will be made available for inspection on the internet at [www.facc.com](http://www.facc.com) from **25 May 2015** in accordance with Section 108(3) and (4) *AktG* and will be available for inspection at the shareholders' meeting:

- Annual financial statements including the management report,
- Consolidated financial statements including the group management report,
- Corporate governance report,
- Report of the Supervisory Board,

each for the business year 2014/15

- Proposals for resolutions on items 2 to 6 on the agenda
- Text of this invitation to the shareholders' meeting
- Forms for granting or revocation of proxy

## INFORMATION ABOUT THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110 AND 118 AKTG

Shareholders whose shares in the aggregate amount to five per cent of the share capital and who have held those shares for at least three months prior to the motion may request in writing that additional items be included in the agenda of the shareholders' meeting and that they be announced. Such requests must be received by the Company in writing exclusively at the address 4910 Ried i. Innkreis, Fischerstrasse 9, Investor Relations Department, Attn: Manuel Taverne **by 25 May 2015**. Every item so requested to be included in the agenda must be accompanied by a proposal for resolution including a statement of the reasons. To evidence the shareholder status for bearer shares kept in custody it is sufficient to present a deposit receipt as defined in Section 10a *AktG* which certifies that the requesting shareholders have held their shares for at least three months prior to the motion and such evidence

must not be older than seven days at the time of presentation to the Company. Several deposit receipts for shares which only amount to 5% of the share capital in the aggregate must refer to the same date. As regards the other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings.

Shareholders whose shares in the aggregate amount to one per cent of the share capital may submit proposals for resolutions regarding any item on the agenda in text format including a statement of the reasons and request that such proposals be made accessible on the Company's website, including the names of the shareholders concerned, the reasons for the same, which have to be included, and comments of the Executive Board or the Supervisory Board, if any. Such request must be received by the Company in text format by letter to 4910 Ried i. Innkreis, Fischerstrasse 9, Investor Relations Department, Attn: Manuel Taverne or by e-mail to [investor.relations@facc.com](mailto:investor.relations@facc.com) by **3 June 2015** and the request must be attached to the email message in text format, e.g. as a pdf-file. A proposal for resolution which was announced in accordance with Section 110(1) *AktG* shall only be voted on if the said proposal is made again as a motion at the shareholders' meeting. To evidence the shareholder status to be able to exercise this shareholder right it shall be sufficient for bearer shares kept in custody to provide a deposit receipt in accordance with Section 10a *AktG* which must not be older than seven days at the time of presentation to the Company. Several deposit receipts for shares which only amount to 1% of the share capital in the aggregate must refer to the same date. As regards the other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings. At the shareholders' meeting every shareholder is entitled to file motions with respect to any item on the agenda that require no prior announcement. This requires evidence of the right to attend the meeting, i.e. an invitation to the shareholders' meeting. This does not apply to elections to the Supervisory Board.

At the shareholders' meeting every shareholder shall, upon request, be informed about company affairs to the extent that such information is required for proper assessment of an item on the agenda. The duty to provide information also includes the legal and business relationships of the Company to an affiliate. The duty to provide information also includes information on the situation of the group and the entities included in the consolidated financial statements. Such information may be denied if, according to the reasonable judgement of an entrepreneur, disclosure of the same might cause a material disadvantage to the Company or an affiliated enterprise or might be punishable. For reasons of procedural economy please submit any questions the answering of which requires an extended period of preparation timely before the shareholders' meeting via email to [investor.relations@facc.com](mailto:investor.relations@facc.com) or by letter to the Company in 4910 Ried im Innkreis, Fischerstrasse 9, Investor Relations Department, Attn: Manuel Taverne.

More information on these shareholder rights as defined in Sections 109, 110 and 118 *AktG* are now available on the Company's website at [www.facc.com](http://www.facc.com).

## **RECORD DATE AND ATTENDANCE AT SHAREHOLDERS' MEETINGS**

The right to attend a shareholders' meeting and to exercise voting rights and other shareholder rights which are to be claimed in connection with shareholders' meetings depends on the shares held at **5 June 2015, midnight (Record Date)**. Only persons who are shareholders at the Record Date and provide evidence thereof to the Company are entitled to attend the shareholders' meeting. A deposit receipt as defined in Section 10a *AktG* which is received by the Company's registration office **by 10 June 2015** shall suffice as evidence of the shareholding at the Evidence Date.

### **Registration office:**

Fax no.: +43(0)1 8900 500 99

Email address: [anmeldung.facc@hauptversammlung.at](mailto:anmeldung.facc@hauptversammlung.at) (as a scanned attachment; PDF, TIF, etc.)

Via SWIFT: GIBAATWGGMS (Message Type MT598, ISIN <AT00000FACC2> must be stated in the text field)"

### **Deposit receipt pursuant to Section 10a AktG**

The deposit receipt must be issued by the bank keeping the securities account, whose registered office shall be in a member state of the European Economic Area or in a Full Member State of the OECD, and shall contain the following information:

- information on the issuer: name and address or a standard code used for transactions between banks (SWIFT code),
- information on the shareholder: name, address, date of birth in the case of individuals, register and register number in the case of legal entities,
- information on the shares: number of shares held by the shareholder (ISIN AT00000FACC2)
- securities account number or any other identification,
- express statement that the confirmation refers to the status of the securities account on 5 June 2015, midnight (CET).

Deposit receipts will be accepted in German or in English. The shareholders will not be blocked by their registration for the shareholders' meeting and/or their submission of a deposit receipt; thus, shareholders may continue to freely dispose of their shares even after registration and/or transmission of a deposit receipt.

### **REPRESENTATION BY PROXY**

Every shareholder who is entitled to attend the shareholders' meeting has the right to appoint a proxy, who shall attend the shareholders' meeting on behalf of the

shareholder and who shall have the same rights as the shareholder s/he represents. A proxy must be granted to a specific person (a natural or a legal person) in text format, and also several persons may be granted proxy. The proxy must be received by the Company exclusively at one of the addresses stated below:

**by fax:** +43(0)1 8900 500 99

**via SWIFT:** GIBAATWGGMS (Message Type MT598, ISIN <AT00000FACC2> must be stated in the text field)

**by post:**

FACC AG

Investor Relations

Fischer Strasse 9

4910 Ried i. Innkreis

**Email:** [anmeldung.facc@hauptversammlung.at](mailto:anmeldung.facc@hauptversammlung.at) (as a scanned attachment; PDF, TIF, etc.)

**Personally** when registering for the shareholders' meeting at the location of the shareholders' meeting.

A proxy form and a form for revocation of proxy will be sent to you upon request and are available on the Company's website at [www.facc.com](http://www.facc.com). If the proxy is not handed in personally upon registration on the day of the shareholders' meeting, the proxy must be received by the Company by **12 June 2015, 3 p.m.** The foregoing regulations on granting proxy shall apply *mutatis mutandis* to revocation of proxy. If a shareholder has granted proxy to the bank that keeps his/her securities account(s), in addition to the deposit receipt a confirmation by one of the permitted means (see above) of the bank to the effect that it was granted proxy shall suffice.

## TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time the shareholders' meeting is convened the Company's share capital is divided into 45,790,000 no-par-value shares. Every share entitles the holder to one vote. At the time the shareholders' meeting is convened the Company holds no treasury shares. Therefore, the total number of shares granting a right to attend and vote amounts to 45,790,000 shares at the time the shareholders' meeting is convened.

To ensure smooth admission the shareholders are requested to arrive in due time before the meeting. The shareholders and/or their proxies are requested to present an official identification document including a photo (driver's licence, passport, identity card) for identification at the entrance to the shareholders' meeting. Admission for collection of voting cards will start at 10:00 a.m.

Ried i. Innkreis, May 2015

The Executive Board