

Translation from German

**FACC AG**  
**having its registered office in Ried im Innkreis**  
**FN 336290 w**  
**INVITATION**  
**to the 3<sup>rd</sup> Annual Shareholders' Meeting**

This is to invite our shareholders (ISIN AT00000FACC2) to the third Annual Shareholders' Meeting of FACC AG which will be held on **Tuesday, 18 July 2017, 10:00 a.m.**, at MESSE RIED, Halle 17/1.Stock, Brucknerstraße 39 in 4910 Ried im Innkreis.

**AGENDA**

1. Presentation of the approved annual financial statements including the management report, the consolidated financial statements including the group management report and the corporate governance report and the report of the Supervisory Board for the fiscal year 2016/17.
2. Resolution on the discharge of the members of the Management Board in relation to the fiscal year 2016/17.
3. Resolution on the discharge of the members of the Supervisory Board in relation to the fiscal year 2016/17.
4. Resolution on the remuneration of the members of the Supervisory Board for the fiscal year 2016/17.
5. Elections to the Supervisory Board.
6. Election of the auditor and group auditor for the fiscal year 2017/18.

## DOCUMENTS FOR THE SHAREHOLDERS' MEETING

The following documents will be made available for inspection by the shareholders from **27 June 2017** on the website of FACC AG ([www.facc.com](http://www.facc.com)) in accordance with sections 108(3) and (4) of the AktG [Austrian Stock Corporation Act] and will be available for inspection at the Annual 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 fiscal year 2016/17
- Proposals for resolutions on agenda items 2 to 6
  - Declarations pursuant to section 87(2) of the AktG [Austrian Stock Corporation Act] regarding agenda item 5
  - Invitation to the Annual Shareholders' Meeting and agenda
  - Forms for proxy and revocation of proxy

## INFORMATION ON SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110 AND 118 OF THE AKTG [AUSTRIAN STOCK CORPORATION ACT]

Shareholders whose aggregate shareholdings equal to 5 % of the Company's share capital and who have held those shares for at least three months prior to the date of the motion may request in writing to add items to the agenda of the Annual Shareholders' Meeting and to make them public. The request for additional agenda items must be submitted to and received by the Company in writing at the address 4910 Ried im Innkreis, Fischerstraße 9, Investor Relations Department, Attn: Manuel Taverne, **by 27 June 2017**. Each additional item must include a proposal for resolution including an explanation of the reasons. To prove the ownership of deposited bearer shares it is sufficient to submit a deposit confirmation as defined in section 10a of the AktG [Austrian Stock Corporation Act]. The deposit confirmation must certify that the requesting shareholders have held their shares continuously for at least three months at the time of the motion and must not be older than seven days at the time of submission to the Company. Several deposit confirmations in relation to shareholdings which in the aggregate equal to 5 % of the Company's share capital must refer to the same date. As to the further requirements for deposit confirmations reference is made to the information about the right to attend the Annual Shareholders' Meetings.

Shareholders whose aggregate shareholdings equal to 1 % of the Company's share capital may submit written proposals for resolutions in text form relating to any item on the agenda including an explanation of the reasons and may request that such proposals be made available on the Company's website, including the names of the respective shareholders, the explanations for the proposal and statements of the Management Board or the Supervisory Board, if any. Such submission must be received by the Company in text form by mail to 4910 Ried im Innkreis, Fischerstraße 9, Investor Relations Department, Attn: Manuel Taverne or by e-mail to [investor.relations@facc.com](mailto:investor.relations@facc.com) by **7 July 2017** and the submission in text form must be attached to the e-mail, e.g. as a pdf-file. A proposal for resolution which was announced in accordance with section 110(1) of the AktG [Austrian Stock Corporation Act] shall only be subject of a vote if the said proposal is repeated as a motion at the Annual Shareholders' Meeting. To prove the ownership of deposited bearer shares it is sufficient that the shareholder submits a deposit confirmation as defined in section 10a of the AktG [Austrian Stock Corporation Act]. The deposit confirmation must not be older than seven days at the time of submission to the Company. Several deposit confirmations in relation to shareholdings which in the aggregate equal to 1 % of the Company's share capital must refer to the same date. As to the further requirements for deposit confirmations reference is made to the information about the right to attend the Annual Shareholders' Meeting. During the Annual Shareholders' Meeting every shareholder is entitled to file motions in relation to any item on the agenda without previous announcement, provided that the shareholder shows proof of the right to attend the meeting, i.e. an invitation to the Annual Shareholders' Meeting. This does not apply to elections to the Supervisory Board. A motion by a shareholder regarding the election of a member of the Supervisory Board mandatorily requires the timely submission of a proposal for a resolution pursuant to section 110 of the AktG [Austrian Stock Corporation Act] including a declaration pursuant to section 87(2) of the AktG [Austrian Stock Corporation Act]. For elections to the Supervisory Board (agenda item number 5) the following needs to be taken into account: In case of a proposal for the election of a Supervisory Board member the declaration of the proposed person pursuant to section 87(2) of the AktG [Austrian Stock Corporation Act] replaces the explanation. These need to be received by the Company at the latest on **7 July 2017** and must be published by the Company on the website mentioned in the Austrian Companies Register (*Firmenbuch*) at the latest by **11 July 2017**; in case of infringement of the deadlines the respective person may not be considered in the elections. When electing Supervisory Board members the Shareholder's Meeting shall consider the criteria of section 87(2a) of the AktG [Austrian Stock Corporation Act], in particular the professional and personal qualification of the proposed member, a balanced composition of expert know-how on the Supervisory Board, aspects of diversity and of internationality as well as the professional reliability.

At the Annual 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 related

parties. The obligation 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 a business man, disclosure of the same may cause a material disadvantage to the Company or a related party or may be punishable. For reasons of procedural economy please submit any questions the answering of which requires an extended period of preparation timely before the Annual Shareholders' Meeting via e-mail to [investor.relations@facc.com](mailto:investor.relations@facc.com) or by mail to the Company in 4910 Ried im Innkreis, Fischerstraße 9, Investor Relations Department, Attn: Manuel Taverne.

More information on shareholder rights as defined in sections 109, 110, 118 and 119 AktG [Austrian Stock Corporation Act] is now available on the Company's website at [www.facc.com](http://www.facc.com).

## **RECORD DATE AND RIGHT TO ATTEND SHAREHOLDERS' MEETINGS**

The right to attend the Annual Shareholders' Meeting and to exercise voting rights and other shareholder rights which have to be asserted at the Annual Shareholders' Meeting depends on the ownership of the shares held at **8 July 2017, midnight (Record Date)**. Only persons who are shareholders at the Record Date and show proof thereof to the Company are entitled to attend the Annual Shareholders' Meeting. A deposit confirmation as defined in section 10a of the AktG [Austrian Stock Corporation Act] which must be received by the Company's registration office **by 13 July 2017** shall suffice as proof of the shareholding at the Record Date.

### **Registration office:**

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

E-mail 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 confirmation pursuant to section 10a of the AktG [Austrian Stock Corporation Act]**

The deposit confirmation must be issued by the depository credit institution whose registered office is in a member state of the European Economic Area (EEA) 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 registration number in the case of legal entities,
- information on the shares: number of shares held by the shareholder (ISIN AT00000FACC2)
- deposit number or, if not available, any other identification, and
- express statement that the confirmation refers to the status of the deposit account on 8 July 2017, midnight (CET).

Deposit confirmations will be accepted in German or in English. The shareholders will not be blocked by their registration for the Annual Shareholders' Meeting and/or their submission of a deposit confirmation. Thus, shareholders may continue to freely dispose of their shares even after registration and/or submission of a deposit confirmation.

## REPRESENTATION BY PROXY

Every shareholder who is entitled to attend the Annual Shareholders' Meeting has the right to appoint a proxy who shall attend the Annual Shareholders' Meeting on behalf of the shareholder and who shall have the same rights as the shareholder she/he represents. A proxy must be granted to a specific person (an individual or a legal entity) in text form. Proxy may also be granted to several persons. The proxy must be received by the Company 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 mail:**

FACC AG

Investor Relations

Fischerstraße 9

4910 Ried im Innkreis

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

**Personally** when registering for the Annual Shareholders' Meeting at the location of the Annual Shareholders' Meeting.

A proxy form and a form for revocation of proxy will be provided 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 Annual Shareholders' Meeting, the proxy must be received by the Company by **17 July 2017, 2:00 p.m.** The foregoing regulations on granting proxy shall apply *mutatis mutandis* to revocation of proxy. If a shareholder has granted proxy to the credit institution holding her/his deposit account(s), it is sufficient for the credit institution to declare that it was granted proxy in addition to issuing the deposit confirmation by one of the permitted means (see above).

#### **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

At the time the Annual Shareholders' Meeting is convened the Company's share capital is divided into 45,790,000 no-par-value shares. Each no-par-value share confers the right to one vote. At the time of convocation of the Annual Shareholders' Meeting 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 of the convocation of the Annual Shareholders' Meeting.

To ensure smooth admission the shareholders are requested to arrive in due time before the shareholders' 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 9:30 a.m.

Ried im Innkreis, June 2017

The Management Board