

**FACC AG****headquartered in Ried i. Innkreis****company registration number****336290w****(ISIN AT00000FACC2)****INVITATION to the 7<sup>th</sup> Annual General Meeting**

Invitation to the 7<sup>th</sup> Annual General Meeting of FACC AG on **Thursday, July 1<sup>st</sup> 2021, 11 a.m.**, in Breitenbach 52, 4973 St. Martin im Innkreis, Austria.

**The forthcoming Annual General Meeting of FACC AG on 1<sup>st</sup> July 2021 will take place in accordance with Section 1 para. 1 of the Austrian COVID-19 Act (COVID-19 GesG) and the decree of the Federal Ministry of Justice on the more detailed regulation regarding the holding of meetings under corporate law without the physical presence of the participants and the adoption of resolutions by other means (COVID-19 Act) pursuant to Section 1 para. 2 of the COVID-19 Act as a virtual Annual General Meeting without the physical presence of participants. This means that shareholders cannot be physically present at the Annual General Meeting of FACC AG on July 1<sup>st</sup> 2021. We expressly point out that it is not possible for shareholders to come to the venue of the Annual General Meeting in person.**

Due to the current state of affairs with regard to COVID-19, FACC AG reserves the right to cancel this Annual General Meeting for good reason and to hold it at a later date.

**AGENDA**

- 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 fiscal year 2020.
- 2.** Resolution regarding the appropriation of net income for the fiscal year 2020.
- 3.** Resolution on the discharge from liability of the members of the Management Board for the fiscal year 2020.
- 4.** Resolution on the discharge from liability of the members of the Supervisory Board for the fiscal year 2020.
- 5.** Resolution on the remuneration report for the fiscal year 2020.
- 6.** Resolution on the remuneration of the members of the Supervisory Board for the fiscal year 2020.
- 7.** Election of the auditor and group auditor for the fiscal year 2021.

## Virtual Annual General Meeting

For the purpose of holding the Annual General Meeting virtually, the company's shareholders will have the opportunity to participate in the Annual General Meeting from any location by means of visual and acoustic connections in real time. All shareholders will therefore be able to follow the Annual General Meeting, including the presentation of the Management Board and the answers to questions from the shareholders.

To this end, the Annual General Meeting will be broadcast in its entirety on the Internet. All company shareholders will therefore be able to follow the Annual General Meeting on **July 1<sup>st</sup> 2021 from 11 a.m.** live over the Internet at [www.facc.com](http://www.facc.com). From a technical point of view, the participants will require a device connected to the Internet capable of visually and acoustically transmitting the Annual General Meeting in real time (e.g. a PC with a monitor, a notebook, a tablet or a smartphone) and a sufficiently powerful Internet connection in order to participate in / follow the virtual Annual General Meeting. Prior registration is not required to follow the Annual General Meeting on the Internet. Further details on the organization of the virtual Annual General Meeting can be found below (in particular under the item "**ORGANIZATION OF THE VIRTUAL ANNUAL GENERAL MEETING**").

By holding the Annual General Meeting in the above-mentioned virtual form instead of postponing the Annual General Meeting to an unspecified later date, the Management Board believes that both the interests of the company and the interests of the participants have been optimally accounted for.

## Need to appoint a special proxy

### Information on appointing a proxy pursuant to Section 113 of the Austrian Stock Corporation Act

Need to appoint a special proxy - special regulation for the present Annual General Meeting: Pursuant to Section 3 para. 4 of the Austrian COVID-19 Act, resolution proposals, the casting of votes and the raising of objections during the virtual Annual General Meeting may only be made by one of the following special proxies:

Florian Beckermann, Dipl. Volkswirt, Diplom-Jurist, LL.M.  
INVESTORS ASSOCIATION (IVA)

Dr. Christian Temmel, MBA (attorney)  
DLA PIPER WEISS-TESSBACH RECHTSANWÄLTE GMBH

Mag. Philipp Stossier (attorney)  
STOSSIER HEITZINGER ATTORNEYS

Mag. Ewald Oberhammer, LL.M. (attorney)  
OBERHAMMER RECHTSANWÄLTE GMBH

All shareholders are free to choose one of the above-mentioned individuals as a special proxy and to grant them power of attorney.

A separate proxy form for granting power of attorney to these special proxies will be available on the company website at [www.facc.com](http://www.facc.com) from **10 June 2021**. In addition, a revocation of proxy form will also be available here as of the same date. Please read the proxy form carefully. In order to ensure the smooth running of the Annual General Meeting, we recommend that you use the proxy form provided at all times.

It is recommended that you contact the special proxy requested by you in good time if specific instructions are to be given with regard to resolution proposals, voting and/or raising objections on one or more items on the agenda during the virtual Annual General Meeting. If you wish to contact one of the special proxies directly, please find detailed contact information below:

Florian Beckermann, Dipl. Volkswirt, Diplom-Jurist, LL.M.  
Investors Association (IVA)  
Feldmühlgasse 22  
1130 Vienna  
T +43 676 7233180  
beckermann.facc@hauptversammlungung.at

Dr. Christian Temmel, MBA (attorney)  
c/o DLA Piper Weiss-Tessbach Rechtsanwälte GmbH  
Schottenring 14, 1010 Vienna,  
T +43 1 531781505  
F +43 1 5335252  
temmel.facc@hauptversammlungung.at

Mag. Philipp Stossier (attorney)  
Stossier Heitzinger Attorneys  
Dragonerstraße 54, 4600 Wels  
T +43-7242-42605  
F +43-7242-42605 20  
stossier.facc@hauptversammlungung.at

Mag. Ewald Oberhammer, LL.M. (attorney)  
Oberhammer Rechtsanwälte GmbH  
Karlsplatz 3 / 1  
1010 Wien  
T +43 1 5033000  
F +43 1 5033000 33  
oberhammer.facc@hauptversammlungung.at

All costs arising in connection with the above-mentioned special proxies shall be borne by FACC AG. All other expenses, in particular shareholders' own bank fees for the confirmation of the custodial account or postage costs, are to be borne by the shareholders.

**Information on appointing a proxy pursuant to Section 113 of the Austrian Stock Corporation Act:**

Pursuant to Section 113 para. 1 of the Austrian Stock Corporation Act, all shareholders entitled to attend the Annual General Meeting may appoint a natural person or legal entity endowed with the same rights as the shareholder they are representing as a proxy to attend the Annual General Meeting on their behalf. Shareholders face no restrictions as to the number and choice of persons they may appoint as proxies. All declarations of proxy must specify the name of the proxy/proxies. If, after prior consultation, shareholders have granted power of attorney to their custodial credit institution (Section 10a of the Austrian Stock Corporation Act), it is sufficient for the latter to issue a declaration to the company that it has been granted

power of attorney in addition to the safe custody receipt via one of the permitted channels; in this case, the power of attorney declaration does not need to be submitted to the company.

Please note: In the event that a shareholder wishes to cast a vote, make a resolution proposal or raise an objection with regard to one or several agenda items at the present Annual General Meeting, the respective shareholder or representative authorized by the shareholder must, on account of this special regulation, grant power of attorney to one of the aforementioned special proxies and issue instructions accordingly.

### **Submission of power of attorney declarations to the company**

Power of attorney declarations, in particular declarations concerning the appointment of one of the aforementioned special proxies, must be sent in writing by one of the following means only and received by the company by **30 June 2021 at 12:00 noon (CEST)**. In this regard, we would like to draw your attention once again to the necessity of appointing a special proxy to vote, propose resolutions and/or raise objections:

- via e-mail:

Florian Beckermann: [beckermann.facc@hauptversammlung.at](mailto:beckermann.facc@hauptversammlung.at)

Christian Temmel: [temmel.facc@hauptversammlung.at](mailto:temmel.facc@hauptversammlung.at)

Philipp Stossier: [stossier.facc@hauptversammlung.at](mailto:stossier.facc@hauptversammlung.at)

Ewald Oberhammer: [oberhammer.facc@hauptversammlung.at](mailto:oberhammer.facc@hauptversammlung.at)

whereby the power of attorney declaration is to be sent in writing and attached to the e-mail, e.g. as a PDF file (declarations of power of attorney pursuant to Section 113 para. 1 of the Austrian Stock Corporation Act granted to persons other than the aforementioned special proxies are to be sent in the format described above to [anmeldung.facc@hauptversammlung.at](mailto:anmeldung.facc@hauptversammlung.at))

- via fax: +43(0)1 8900 500 99,

- via SWIFT: GIBAAWGGMS (message type MT598 or MT599, please include ISIN <AT00000FACC2> in the text),

- by post, via a courier service or in person to:

FACC AG

c/o HV-Veranstaltungsservice GmbH

8242 St. Lorenzen am Wechsel,

Köppel 60.

Power of attorney declarations sent to one of the four special proxies cannot be accessed by the other special proxies.

Handing over power of attorney declarations in person at the meeting venue is expressly excluded.

Assigned proxies may be revoked by the shareholder. The above regulations regarding the assignment of proxies apply, mutatis mutandis, to the revocation of proxies. Such revocations shall only become effective once they have been received by the company.

### **ACCOMPANYING DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

As of **10 June 2021**, the following documents will be available for inspection on the Internet at [www.facc.com](http://www.facc.com) and be distributed at the Annual General Meeting according to Section 108 para. 3 and 4 of the Austrian Stock Corporation Act:

- Annual Financial Statements including the Management Report
- Consolidated Financial Statements including the Group Management Report
- Corporate Governance Report
- Separate Non-Financial Report
- Report of the Supervisory Board  
for the financial year 2020 respectively
- Resolution proposals for the agenda items 2-7
- Remuneration report according to Section 78c icw Section 98a of the Austrian Stock Corporation Act
- This convocation notice
- Proxy forms and forms for revoking proxies
- Question form

### **RECORD DATE AND ATTENDING THE ANNUAL GENERAL MEETING**

The eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights which are to be asserted at the Annual General Meeting depends on the shares held as of **21 June 2021, midnight (record date)**. Only persons who can prove to the company that they are shareholders as of this record date are entitled to attend the Annual General Meeting. A safe custody receipt according to Section 10a of the Austrian Stock Corporation Act constitutes sufficient proof of share ownership and must be received by **28 June 2021** at the latest.

#### **Registration:**

Fax: +43(0)1 8900 500 99

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

Via SWIFT: GIBAATWGGMS (message type MT598 or MT599, you must include ISIN <AT00000FACC2> in the text)

#### **Safe custody receipts according to Section 10a of the Austrian Stock Corporation Act**

Safe custody receipts must be issued by a custodial credit institution with headquarters in a member state of the European Economic Area or a participating state of the OECD and must contain the following information:

- Details of the issuer: name/company name and address or a code commonly used for interbank transactions (SWIFT code)
- Details of the shareholder: name/company name, address, date of birth of natural persons, register and registry number for legal entities, if applicable
- Information on shares: number of shares (ISIN AT00000FACC2) held by the shareholder
- Custodial account number or other designation
- Explicit indication that the confirmations refer to the custodial account balance as of 21 June 2021, 24:00 CEST.

Safe custody receipts in either German or English are accepted. Shareholders will not be blocked by registering for the Annual General Meeting or by submitting a safe custody receipt; shareholders may

therefore continue to freely dispose of their shares even after they have registered or submitted a safe custody receipt.

## **NOTES TO SHAREHOLDER RIGHTS ACCORDING TO SECTIONS 109, 110 and 118 of the Austrian Stock Corporation Act**

### Requesting agenda items:

Shareholders whose shares together amount to 5% of the share capital and who have held these shares for at least three months prior to submitting an application may request in writing that additional items be included in the agenda of this Annual General Meeting and be published. This request must be sent in writing to the company no later than **10 June 2021** and exclusively for the attention of Florian Heindl, Investor Relations, Fischerstraße 9, 4910 Ried im Innkreis. Each agenda item thus requested must be accompanied by a resolution proposal including a justification. In the case of bearer shares kept in safe custody, proof of share ownership can be provided by submitting a safe custody receipt in accordance with Section 10a of the Austrian Stock Corporation Act, which certifies that the shareholders submitting the application have held the shares for at least three months prior to submission of the application and which must not be older than seven days at the time of submission to the company. Multiple safe custody receipts for shares which together account for only 5% of the share capital must refer to the same date. For further details on the requirements of safe custody receipts, please refer to the information on the eligibility to participate.

### Resolution proposals of shareholders:

Shareholders whose shares together amount to 1% of the share capital may submit resolution proposals on each item of the agenda in writing, together with the respective justifications, and request that these proposals, together with the names of the shareholders concerned, the subsequent justifications and any comments by the Management Board or the Supervisory Board, be made available on the company website. This written request must be sent by post to Florian Heindl, Investor Relations, Fischerstraße 9, 4910 Ried im Innkreis, or via e-mail to [investor.relations@facc.com](mailto:investor.relations@facc.com) and be received by **22 June 2021** at the latest. In the latter case, the written request must be sent as an e-mail attachment, for instance as a PDF file. A resolution proposal announced according to Section 110 para. 1 of the Austrian Stock Corporation Act shall only be put to the vote if it is repeated as a motion at the Annual General Meeting. In the case of bearer shares kept in safe custody, proof of share ownership to exercise this shareholder right can be provided by submitting a safe custody receipt in accordance with Section 10a of the Austrian Stock Corporation Act, which must not be older than seven days at the time of submission to the company. Multiple safe custody receipts for shares which together account for only 1% of the share capital must refer to the same date. For further details on additional requirements of safe custody receipts, please refer to the information on the eligibility to participate. At the Annual General Meeting, all shareholders are entitled to submit motions for each item of the agenda without prior notification. This is subject to proof of eligibility to participate as defined in the convocation notice.

### Right to submit resolution proposals:

According to Section 119 of the Austrian Stock Corporation Act, all shareholders, the Management Board and the Supervisory Board are entitled to submit resolution proposals at the Annual General Meeting on any item of the agenda, subject to proof of eligibility to participate. No resolution may be passed on an issue that has not been duly announced as an agenda item beforehand.

A resolution proposal of a shareholder pursuant to Section 110 of the Austrian Stock Corporation Act shall only become a motion if repeated at the Annual General Meeting.

We once again wish to point out that a shareholder proposal for the election of a member of the Supervisory Board necessarily requires the submission of a resolution proposal pursuant to Section 110 of the Austrian Stock Corporation Act together with a declaration pursuant to Section 87 para. 2 of the Austrian Stock Corporation Act (see above).

Express reference is made to the fact that the right of shareholders to submit motions at the Annual General Meeting, as explained in more detail below (see the item "**ORGANIZATION OF THE VIRTUAL ANNUAL GENERAL MEETING**"), may only be exercised by one of the aforementioned special proxies in accordance with Section 3 para. 4 of the Austrian COVID-19 Act.

#### Right to access information:

Pursuant to Section 118 of the Austrian Stock Corporation Act, all shareholders shall be provided with information on the company's affairs upon request at the Annual General Meeting to the extent that such information is necessary for the proper assessment of an agenda item. The duty to provide information also extends to the company's legal and business relationships with affiliated companies, as well as the present situation of the Group and of the companies included in the Consolidated Financial Statements. Information must be provided conscientiously and in good faith. The provision of information may be refused if, according to a reasonable entrepreneurial assessment, it is likely to cause a considerable disadvantage to the company or an affiliated company, or if its disclosure is punishable by law. This also applies if the requested information was continuously accessible in the form of questions & answers on the company website entered in the company register at least 7 days prior to the Annual General Meeting. We kindly ask shareholders to submit all questions in writing via e-mail to [fragen.facc@hauptversammlung.at](mailto:fragen.facc@hauptversammlung.at) in good time so that they reach the company no later than the second day preceding the Annual General Meeting, i.e. by Tuesday, 29 June 2021 at 12:00 noon (CEST).

In order to verify shareholders' identities and check conformity with the custodial account confirmations, the question form should be used, at least for the initial submission of questions, which will be available on the company website at [www.facc.com](http://www.facc.com) from 10 June 2021. For all subsequent questions by the same shareholder, a simple e-mail from the same e-mail address from which the question form was sent will be sufficient.

This will enable the Management Board to prepare answers to your questions submitted to the Annual General Meeting as accurately as possible.

We wish to point out that the right to access information in accordance with Section 118 of the Austrian Stock Corporation Act may also be exercised by the shareholders during the virtual Annual General Meeting in the form described in more detail below (see the item "**ORGANIZATION OF THE VIRTUAL ANNUAL GENERAL MEETING**") in accordance with Section 3 para. 1 of the Austrian COVID-19 Act.

Further information on shareholder rights pursuant to Sections 109, 110 and 118 of the Austrian Stock Corporation Act is now available on the company website at [www.facc.com](http://www.facc.com).

### **ORGANIZATION OF THE VIRTUAL ANNUAL GENERAL MEETING**

The broadcast of the Annual General Meeting on the Internet on 1<sup>st</sup> July 2021 at approximately 11 a.m. at [www.facc.com](http://www.facc.com) will give all shareholders the opportunity to follow the Annual General Meeting, including the presentation of the Management Board and the answers to the shareholders' questions, in real time by means of visual and acoustic connections.



Shareholders who have duly registered to participate will also have the opportunity to electronically submit their questions to the company in writing in the course of the Annual General Meeting within a reasonable time frame following the opening of the Annual General Meeting, i.e. to [fragen.facc@hauptversammlung.at](mailto:fragen.facc@hauptversammlung.at).

In order to verify shareholders' identities and check conformity with the custodial account confirmations, the question form should be used, at least for the initial submission of questions, which will be available on the company website at [www.facc.com](http://www.facc.com) from 10 June 2021. For all subsequent questions by the same shareholder, a simple e-mail from the same e-mail address from which the question form was sent will be sufficient.

The questions submitted by the shareholders before and during the Annual General Meeting within a given time frame will then be read out by the chairman of the Annual General Meeting or a person designated by him at the Annual General Meeting.

The chairman of the Annual General Meeting will allocate a certain amount of time to each agenda item at the Annual General Meeting, as in the case of Annual General Meetings when participants are physically present, and will in particular specify a reasonable time limit until which questions may be asked.

Shareholders will also have the opportunity to submit and/or amend their instructions, in particular with regard to the submission of new motions, the casting of votes or changes to voting instructions on one or more agenda items, but also with regard to the raising of objections to one or more agenda items, to the respective special proxy in the course of the Annual General Meeting within a reasonable time limit to be announced by the chairman. To this end, please send a simple e-mail to the e-mail address of your special proxy:

Florian Beckermann: [beckermann.facc@hauptversammlung.at](mailto:beckermann.facc@hauptversammlung.at)

Christian Temmel: [temmel.facc@hauptversammlung.at](mailto:temmel.facc@hauptversammlung.at)

Philipp Stossier: [stossier.facc@hauptversammlung.at](mailto:stossier.facc@hauptversammlung.at)

Ewald Oberhammer: [oberhammer.facc@hauptversammlung.at](mailto:oberhammer.facc@hauptversammlung.at)

In this simple e-mail, the person making the declaration (name/company name, date of birth/company register number of the shareholder and, if possible, the custodial account number, number of shares for which the power of attorney was granted and telephone number for queries) must be named, and the conclusion of the declaration must be clearly identifiable by reproducing the signature representing the name of the signatory or by other means (Section 13 para. 2 of the Austrian Stock Corporation Act) in order to enable the special proxy to verify the identity and check the conformity with the power of attorney declaration.

Please note that only electronic communication with your special proxy is possible during the Annual General Meeting, and that it is not possible to reach your proxy by telephone.

This thus gives shareholders the opportunity to react to developments at the Annual General Meeting themselves, for instance by asking questions or additional questions as well as by making alternative resolution proposals.

We wish to point out that it may be necessary to interrupt the virtual Annual General Meeting for a short period of time in order to process the shareholders' instructions to the special proxies received in the course of the Annual General Meeting.

The Management Board shall endeavor to ensure decision-making of the highest quality possible within the limits of the above-mentioned communication channels and participation options for shareholders.

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

At the date of the convocation of the Annual General Meeting, the share capital of the company is divided into 45,790,000 individual shares. Each share entitles the holder to one vote. At the date of the convocation of the Annual General Meeting, the company does not hold any treasury shares. As a result,



the total number of shares held by shareholders entitled to attend and vote at the date of convocation amounts to 45,790,000.

### Data protection information for shareholders

**FACC AG** processes personal data (in particular those pursuant to Section 10a para. 2 of the Austrian Stock Corporation Act, i.e. name, address, date of birth, securities account number, number of shares held by the shareholder, share class if applicable, voting card number and, if applicable, name and date of birth of the proxy) on the basis of applicable data protection law and the Austrian Stock Corporation Act so as to enable shareholders to exercise their rights at the Annual General Meeting.

The participation of shareholders and their proxies in the Annual General Meeting is subject to the processing of personal data of shareholders. **FACC AG** is responsible for the processing of this data. The legal basis for the processing of this data is Article 6 (1) (c) of the General Data Protection Regulation.

**FACC AG** only discloses personal data to service providers commissioned by **FACC AG** for the purpose of organizing the Annual General Meeting which is required for the execution of the commissioned service. Service providers process the data exclusively in accordance with the instructions given by **FACC AG**.

The data is transmitted to the following **categories of recipients**:

- external service companies for the aforementioned processing purpose (in particular, services in connection with the Annual General Meeting, notary and legal advisor);
- all persons participating in the Annual General Meeting with a statutory right to participate, which are included in the statutory list of participants (Section 117 of the Austrian Stock Corporation Act);
- the competent commercial register court due to the legal obligation to submit personal shareholder data as part of the notarial protocol to be included in the commercial register (Section 120 of the Austrian Stock Corporation Act);
- if required, authorities and courts in the context of market surveillance as well as for the clarification and enforcement of claims in individual cases.

All shareholders have a right to access, correction, restriction, objection and deletion regarding the processing of personal data at all times, as well as a right to data transfer in accordance with Chapter III of the General Data Protection Regulation. The personal data of shareholders will be deleted at the end of the statutory storage period. Shareholders can assert these rights against **FACC AG** free of charge by sending an e-mail to [dataprivacy@facc.com](mailto:dataprivacy@facc.com) via the following contact details:

#### **FACC AG**

Fischerstraße 9, 4910 Ried i. Innkreis

In addition, shareholders have a right to appeal to the data protection supervisory authority in accordance with Article 77 of the General Data Protection Regulation.

You can reach the Data Protection Officer of **FACC AG** at:

#### **FACC AG**

Data Protection Coordinator Magdalena Schick, Fischerstraße 9, 4910 Ried i. Innkreis, E-mail: [dataprivacy@facc.com](mailto:dataprivacy@facc.com)

Further information on data protection can be found on the company website of **FACC AG** at <https://www.facc.com/data-privacy>.

Ried i. Innkreis, May 2021

The Management Board