

CORPORATE GOVERNANCE REPORT

FACC AG Annual Report 2025
Classified by 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 (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 (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 (January 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.

The auditor positively completed the assessment of the risk management system in the 2025 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.



Robert Machtlinger (b. 1967)
Chairman of the Management Board
First appointed: 2014
End of the current term of office: 06/2030

Areas of responsibility:

Sales & Business Development, Program Management, Production, Marketing, Corporate Communications, Research & Engineering, Quality, Facility Management, Environment, Health & Safety

Supervisory board mandates in other companies:
Flughafen Linz GesmbH

Florian Heindl (b. 1982)
Member of the Management Board
First appointed: 2024
End of the current term of office: 04/2029

Areas of responsibility:
Finance & Accounting, Controlling & Budget, Taxes, Treasury & Insurances, Human Resources, Information Technology, Legal, Export Control & Compliance, Investor Relations, Investments, Sustainability

Supervisory board mandates in other companies:
none



Tongyu Xu (b. 1968)
Member of the Management Board
First appointed: 2024
End of the current term of office: 04/2028

Areas of responsibility:

Strategy, Procurement, Logistics, Internal Audit, ICS & Corporate Compliance, China Business Relations, Risk Management, M&A

Supervisory board mandates in other companies:
none

Members of the Management Board who resigned in the 2025 financial year:

Andreas Ockel (b. 1966)
First appointed: 2017
End of the term of office: 06/2025

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.

SUPERVISORY BOARD

MEMBERS OF THE SUPERVISORY BOARD DELEGATED BY THE WORKS COUNCIL:

Jürgen Fischer (b. 1981)
First delegated: 2021

Barbara Huber (b. 1965)
First delegated: 2014

Erwin Hofinger (b. 1965)
First delegated: 2024

Karin Klee (b. 1981)
First delegated: 2018

MEMBERS OF THE SUPERVISORY BOARD WHO RESIGNED IN THE 2025 FINANCIAL YEAR.

Jian Wang resigned from the Supervisory Board in the 2025 financial year.

SUPERVISORY BOARD

Chengkuan Wang (b. 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

Bin Wang (b. 1972)

Chairwoman
First appointed: 2025
End of the current term of office:
Appointment by delegation, therefore appointed until further notice
Supervisory board mandates in other companies: none

Xu Yang (b. 1982)

First appointed: 2025
End of the current term of office:
Appointment by delegation, therefore appointed until further notice
Supervisory board mandates in other companies: none

Weixi Gong (b. 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 (b. 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 (b. 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 (b. 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 (b. 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: none

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

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

Participation in meetings of the Supervisory Board and the committees in the 2025 financial year

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).

Supervisory Board members Tom Williams, Weixi Gong and Ian Chang do not represent 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 2025 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 2025 financial year

AUDIT COMMITTEE

Members

- Bin Wang (Chairwoman)
- Jiajia Dai
- Ian Chang
- Junqi Sheng

PERSONNEL AND COMPENSATION COMMITTEE

Members

- Chengkuan Wang (Chairman)
- Xu Yang
- Weixi Gong
- Junqi Sheng

STRATEGY COMMITTEE

Members

- Chengkuan Wang (Chairman)
- Bin Wang
- Ian Chang
- Junqi Sheng
- Tom Williams
- Jürgen Fischer
- Erwin Hofinger

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 2025 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.

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 statutory auditor and group auditor of FACC AG for the financial part of the 2025 financial year. The respective proposal was approved by the Annual General Meeting on May 6, 2025, with the required majority.

The expenses for the statutory auditor KPMG Austria GmbH, Linz, amounted to EUR 246 thousand in the 2025 financial year (2024: KPMG Austria GmbH, Linz: EUR 365 thousand, of which EUR 255 thousand related to the audit of the annual and consolidated financial statements, and EUR 110 thousand to the audit of the non-financial report). The breakdown by individual service categories is presented in the notes to the consolidated financial statements.

BDO Austria GmbH, Vienna, was proposed by the Supervisory Board as auditor of the non-financial declaration for the fiscal year 2025. The respective proposal was approved by the Annual General Meeting on May 6, 2025, with the required majority.

The expenses for the statutory auditor BDO Austria GmbH, Vienna, amounted to EUR 80 thousand in the 2025 financial year (2024: KPMG Austria GmbH, Linz: EUR 110 thousand). The breakdown by individual service categories is presented 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 2025 financial year, the proportion of female members of the Supervisory Board was 33 percent (four out of twelve).

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.

Ried im Innkreis, March 9, 2026 