

## RESOLUTION PROPOSALS

### OF THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD FOR THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF FACC AG ON **MAY 28<sup>TH</sup>, 2026** ON THE AGENDA POINTS ACCORDING TO SEC. 108 AUSTRIAN CORPORATIONS ACT

- 1. Presentation of the approved Annual Financial Statements including the Management Report, the Consolidated Financial Statements including the Group Management Report, the Non-Financial Report, the Corporate Governance Report and the Report prepared by the Supervisory Board in each case for the fiscal year 2025**

No resolution is required in respect of this agenda item.

- 2. Resolution regarding the appropriation of net income for the fiscal year 2025**

The net income shown in the annual financial statements of FACC AG as of December 31<sup>st</sup>, 2025 amounts to EUR 22,093,603.54 (profit carry-forward is EUR 20,722,130.64).

The Supervisory Board and the Management Board propose to distribute dividends of EUR 0,10 per share that is entitled to receive dividends for the fiscal year 2025 and to carry forward the remaining net income to new account. In total, the profit to be distributed amounts to EUR 4,579,000.00.

The dividends become due on June 5<sup>th</sup>, 2026.

- 3. Resolution regarding the discharge from liability of the members of the Management Board for the fiscal year 2025**

In the fiscal year 2025 the following changes to the Management Board occurred:

Mr. Andreas OCKEL resigned as of June 24<sup>th</sup>, 2025.

The Supervisory Board and the Management Board propose that discharge from liability shall be granted to all members of the Management Board for the fiscal year 2025, namely Mr. Robert MACHTLINGER, Mr. Andreas OCKEL, Mr. Florian HEINDL and Mr. Tongyu XU.

#### **4. Resolution regarding the discharge from liability of the members of the Supervisory Board for the fiscal year 2025**

In the fiscal year 2025 the following changes to the Supervisory Board occurred:

Mr. Jian WANG resigned as of April 1<sup>st</sup>, 2025.

As of March 6<sup>th</sup>, 2025 Ms. Bin WANG was delegated as member of the Supervisory Board.

As of November 28<sup>th</sup>, 2025 Mr. Xu YANG was delegated as member of the Supervisory Board.

The Supervisory Board and the Management Board propose that discharge from liability shall be granted to all members of the Supervisory Board for the fiscal year 2025, namely Mr. Chengkuan WANG, Mr. Jian WANG, Ms. Bin WANG, Ms. Jiajia DAI, Mr. Junqi SHENG, Mr. Xu YANG, Mr. Weixi GONG, Mr. Thomas WILLIAMS, Mr. Ian CHANG, Ms. Barbara HUBER, Mr. Jürgen FISCHER, Mr. Erwin HOFINGER and Ms. Karin KLEE.

#### **5. Resolution on the remuneration report for the fiscal year 2025**

Pursuant to Sec. 78d, 98a of the Austrian Corporations Act, the Management Board and the Supervisory Board present the report regarding the remuneration of the Management Board and of the Supervisory Board for the fiscal year 2025 and the Supervisory Board and the Management Board propose to approve it. The resolution is non-binding and shall be understood as a recommendation. The resolution is final and not open to appeal (Sec. 78d par. 1 Austrian Corporations Act).

The remuneration report is attached to this resolution proposal and available on the Company's website.

#### **6. Resolution on the remuneration policy**

The Supervisory Board shall establish the remuneration policy for the members of the Management Board and the members of the Supervisory Board pursuant to Sec. 78a and 98a Austrian Stock Corporation Act, which shall be presented to the Annual General Meeting for resolution in case of a material change. The resolution is non-binding and shall be understood as a recommendation. The resolution is final and not open to appeal (Sec. 78b para. 1 Austrian Stock Corporation Act). The proposal of the remuneration policy shall be made available on the website stated in the commercial register ([www.facc.com](http://www.facc.com)) as of the 21st day prior to the Annual General Meeting (Sec. 108 para. 4 Austrian Stock Corporation Act).

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FACC AG's last remuneration policy was approved at the 9<sup>th</sup> Annual General Meeting on May 8, 2023. The policy is now being updated to improve the effectiveness of variable remuneration in support of strategic objectives and long-term sustainable performance.

Going forward, a stock option program shall be introduced as a long-term incentive plan for the Management Board of FACC AG. Accordingly, the remuneration policy shall be amended to enable the introduction of a stock option program with specific key elements: the program shall be equity-settled, feature a three-year vesting period, and be linked to key performance and ESG indicators.

The Supervisory Board proposes to resolve the (amended) remuneration policy as made available on the mentioned website (also attached to these resolution proposals).

## **7. Resolution on the remuneration of the members of the Supervisory Board for the fiscal year 2025**

The Supervisory Board and the Management Board further propose, in accordance with Section 18 of the Articles of Association, as well as Sec. 98 of the Austrian Stock Corporation Act, to resolve on a total remuneration of EUR 244 thousand for the members of the Supervisory Board in the fiscal year 2025, which will be distributed to the members of the Supervisory Board in accordance with the following criteria:

The respective amount of the fixed basic remuneration for supervisory activities varies in particular according to function (chair, member of the Supervisory Board). The fixed fee ranges between EUR 30 thousand and EUR 45 thousand plus, where applicable, mandatory taxes.

Each member of the Supervisory Board receives an attendance fee for participating in Supervisory Board meetings and Annual General Meetings. The attendance fee ranges between EUR 2,400 and EUR 3,000 depending on role, responsibilities (chair, membership in committees, etc.), expertise and experience and EUR 1,200 to EUR 1,500 depending on role, responsibilities (chair, membership in committees, etc.) for the preparation of and participation in the Annual General Meeting and constituent meetings.

The members of the Supervisory Board are promised inclusion in a D&O insurance policy with risk-adequate coverage. The premiums incurred for this are to be paid by the Company.

## **8. Election of the auditors of the Financial Statements and of the Consolidated Financial Statements as well as of the Non-Financial Report for the fiscal year 2026**

The Supervisory Board proposes that the Annual General Meeting resolves as follows:

- a) to elect KPMG Austria GmbH, Linz, as auditors of the financial statements and the consolidated financial statements for the fiscal year 2026;

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- b) to elect BDO Assurance GmbH, as auditors of the non-financial reporting for the fiscal year 2026.

Ried im Innkreis, March 2026

The Supervisory Board and the Management Board of FACC AG