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PROPOSALS OF THE SUPERVISORY BOARD FOR THE RESOLUTIONS OF THE 9th
ANNUAL SHAREHOLDERS' MEETING OF FACC AG ON MAY 8th, 2023 ON THE
AGENDA ITEMS PURSUANT TO SECTION 108 OF THE STOCK CORPORATION ACT

- 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 in each case for the fiscal year 2022**

No resolution is required in respect of this agenda item.

- 2. Resolution regarding the distribution of profit for the fiscal year 2022**

The net result shown in the annual financial statements of FACC AG as of December 31st, 2022 amounts to EUR 463,032.55 (profit carry-forward is EUR 16,251,555.47).

The Supervisory Board proposes that the net result shall be carried forward to new account.

- 3. Resolution regarding the discharge from liability of the members of the Management Board for the fiscal year 2022**

In the fiscal year 2022 the following changes to the Management Board occurred:

Mr. Yongsheng WANG resigned as of September 30th, 2022 from the Management Board and Mr. Zhen PANG was appointed to the Management Board as of October 1st, 2022.

The Supervisory Board proposes that discharge from liability shall be granted to all members of the Management Board for the fiscal year 2022, namely Mr. Robert MACHTLINGER, Mr. Andreas OCKEL, Mr. Aleš STÁREK, Mr. Yongsheng WANG and Mr. Zhen PANG.

- 4. Resolution regarding the discharge from liability of the members of the Supervisory Board for the fiscal year 2022**

In the fiscal year 2022 the following changes to the Supervisory Board occurred:

At the end of the Annual General Meeting for the fiscal year 2021, which took place on May 31st, 2022, the tenure of seven members of the Supervisory Board, namely Mr. Zhen PANG, Mr. Qinghong LIU, Ms. Jing GUO, Mr. Junqi SHENG, Mr. Weixi GONG, Mr. George MAFFEO and Mr. Thomas WILLIAMS, expired. Further, the delegation of Ms. Jiajia DAI ended with effect as of the end of the Annual General Meeting for the fiscal year 2021.

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On May 31st, 2022 the Annual General Meeting elected the following members of the Supervisory Board for a tenure until the end of the Annual General Meeting, which resolves on a discharge regarding the fourth fiscal year following the fiscal year of the election: Mr. Jian WANG, Mr. Fusheng CHEN, Ms. Yu MEI, Ms. Jing GUO, Mr. Junqi SHENG, Mr. Thomas WILLIAMS, Mr. Weixi GONG and Mr. Ian CHANG.

The Supervisory Board proposes that discharge from liability shall be granted to all members of the Supervisory Board for the fiscal year 2022, namely Mr. Jian WANG, Mr. Fusheng CHEN, Ms. Yu MEI, Mr. Zhen PANG, Ms. Jiajia DAI, Mr. Qinghong LIU, Ms. Jing GUO, Mr. Junqi SHENG, Mr. Weixi GONG, Mr. George MAFFEO, Mr. Thomas WILLIAMS, Mr. Ian CHANG, Ms. Barbara HUBER, Ms. Ulrike REITER, Mr. Jürgen FISCHER and Ms. Karin KLEE.

5. Resolution on the remuneration report for the fiscal year 2022

Pursuant to Sec. 78d of the Austrian Stock Corporation 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 2022 and 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 para.1 Austrian Stock Corporation Act).

The remuneration report is available on the Company's website.

6. Resolution on the remuneration of the members of the Supervisory Board for the fiscal year 2022

The Supervisory Board further proposes, 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 190.025 for the members of the Supervisory Board in the fiscal year 2022, 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 25 thousand and EUR 37.5 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 2,000 and EUR 2,500 depending on role, responsibilities (chair, membership in committees, etc.), expertise and experience and EUR 1,000 to EUR 1,250 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.

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7. Resolution regarding the (amended) 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) as of the 21st day prior to the Annual General Meeting (Sec. 108 para. 4 Austrian Stock Corporation Act).

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

8. Election of the auditors of the financial statements and the consolidated financial statements for the fiscal year 2023

The Supervisory Board proposes the election of KPMG Austria GmbH, Linz, as auditors of the financial statements and the consolidated financial statements for the fiscal year 2023.

9. Resolution regarding

a) the revocation of the authorization of the Management Board granted at the 5th Ordinary Annual General Meeting dated July 9, 2019 to increase the Company's share capital within five years from registration of the corresponding amendment to the Articles of Association with the commercial register – if necessary in several tranches – by up to EUR 9,000,000.00 against cash contributions and/or contributions in kind by issuing up to 9,000,000 no-par value bearer shares and to determine the issue price and the terms of issuance in agreement with the Supervisory Board (Authorized Capital 2019), with the simultaneous authorization of the Management Board to increase the share capital of the Company, with the consent of the Supervisory Board, within five years from registration of the amendment to the Articles of Association resolved on May 8, 2023 with the commercial register, if necessary in several tranches, against cash and/or contributions in kind by up to EUR 19,895,000.00 by issuing up to 19,895,000 new no-par value bearer shares and to determine the issue price and the terms of issuance in agreement with the Supervisory Board (Authorized Capital 2023) together with the authorization of the Management Board to exclude the subscription right of the shareholders, with the consent of the Supervisory Board in whole or in part in the event of a capital increase from such authorized capital, (i) if the capital increase is made against contributions in kind for the purpose of acquiring companies, parts of companies, businesses, business units, interests in companies or other assets related to an acquisition project, or (ii) to service an over-allotment option (*Bedienung einer Mehrzuteilungsoption*) (greenshoe), or (iii) to settle fractional amounts (*Ausgleich von Spitzenbeträgen*). The statutory subscription right may be granted to the shareholders in such a way that the capital increase is underwritten by a bank or a syndicate of banks with the obligation to offer it to the shareholders in accordance with their respective subscription right (indirect subscription right).

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b) the authorization of the Supervisory Board to resolve on amendments to the Articles of Association resulting from the issuance of shares from the authorized capital.

c) the corresponding amendment to clause 4.3 of the Articles of Association so that clause 4.3 henceforth reads as follows:

"The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company by up to EUR 19,895,000.00 within five years from registration of the amendment to the Articles of Association resolved on May 8, 2023 with the commercial register – if necessary in several tranches – by issuing up to 19,895,000 new no-par value bearer shares against cash contributions and/or contributions in kind, whereby the issue price and the terms of issuance shall be determined in agreement with the Supervisory Board (Authorized Capital 2023).

The statutory subscription right may be granted to the shareholders in such a way that the capital increase is underwritten by a bank or a syndicate of banks with the obligation to offer it to the shareholders in accordance with their respective subscription right (indirect subscription right).

The Management Board is, however, authorized, to exclude shareholders' subscription rights with the approval of the Supervisory Board in whole or in part in the event of a capital increase from the authorized capital (i) if the capital increase is made against contributions in kind for the purpose of acquiring companies, parts of companies, businesses, business units, interests in companies or other assets related to an acquisition project, or (ii) to service an over-allotment option (Bedienung einer Mehrzuteilungsoption) (greenshoe), or (iii) to settle fractional amounts (Ausgleich von Spitzenbeträgen).

The Supervisory Board is further authorized to resolve on amendments to the Articles of Association resulting from the issuance of shares from the Authorized Capital 2023."

Proposed resolution

The Supervisory Board proposes to resolve as follows:

a) *The authorization of the Management Board granted at the 5th Ordinary Annual General Meeting dated July 9, 2019 to increase the share capital of the Company within five years from registration of the corresponding amendment to the Articles of Association with the commercial register – if necessary in several tranches – against cash and/or contributions in kind by up to EUR 9,000,000.00 by issuing up to 9,000,000 no-par value bearer shares and to determine the issue price and the terms of issuance in agreement with the Supervisory Board (Authorized Capital 2019), is revoked and the Management Board is simultaneously authorized, with the consent of the Supervisory Board, to increase the share capital of the Company within five years from registration of the amendment to the Articles of Association resolved on 8 May, 2023 with the commercial register, if necessary in several tranches, by up to EUR 19,895,000.00 by issuing up to 19,895,000 new no-par value bearer shares and to determine the issue price and the terms of issuance in agreement with the Supervisory Board (Authorized Capital 2023). The Management Board is further authorized, to exclude the shareholders' subscription rights with the approval of the Supervisory Board in whole or in part in the event of a capital increase from the authorized capital (i) if the capital increase is made against contributions in kind for the purpose of acquiring companies, parts of companies, businesses, business units, interests in companies or other assets related to an acquisition project, or (ii) to service an over-allotment*

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option (Bedienung einer Mehrzuteilungsoption) (greenshoe), or (iii) to settle fractional amounts (Ausgleich von Spitzenbeträgen). The statutory subscription right may be granted to the shareholders in such a way that the capital increase is underwritten by a bank or a syndicate of banks with the obligation to offer it to the shareholders in accordance with their respective subscription right (indirect subscription right).

- b) The Supervisory Board shall be authorized to resolve on amendments to the Articles of Association resulting from the issuance of shares from the authorized capital.*
- c) Clause 4.3 of the Articles of Association shall be amended in such a way that Clause 4.3 henceforth reads as follows:*

"The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company by up to EUR 19,895,000.00 within five years from registration of the amendment to the Articles of Association resolved on May 8, 2023 with the commercial register – if necessary in several tranches – by issuing up to 19,895,000 new no-par value bearer shares against cash contributions and/or contributions in kind, whereby the issue price and the terms of issuance shall be determined in agreement with the Supervisory Board (Authorized Capital 2023).

The statutory subscription right may be granted to the shareholders in such a way that the capital increase is underwritten by a bank or a syndicate of banks with the obligation to offer it to the shareholders in accordance with their respective subscription right (indirect subscription right).

The Management Board is, however, authorized, to exclude shareholders' subscription rights with the approval of the Supervisory Board in whole or in part in the event of a capital increase from the authorized capital (i) if the capital increase is made against contributions in kind for the purpose of acquiring companies, parts of companies, businesses, business units, interests in companies or other assets related to an acquisition project, or (ii) to service an over-allotment option (Bedienung einer Mehrzuteilungsoption) (greenshoe), or (iii) to settle fractional amounts (Ausgleich von Spitzenbeträgen).

The Supervisory Board is further authorized to resolve on amendments to the Articles of Association resulting from the issue of shares from Authorized Capital 2023."

The Supervisory Board of FACC AG