

FACC AG

headquartered in Ried i. Innkreis

company registration number

336290w

ISIN AT00000FACC2

(„Company“)

Invitation for the 9th Annual General Meeting

on Monday May 8th 2023,
starting at 11.00 a.m., CEST

in MESSE RIED, Halle 17/1.Stock in A-4910
Ried im Innkreis, Brucknerstraße 39

in accordance with Section 106 Z 1 Austrian Stock Corporation Act

I. 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 in each case for the fiscal year 2022.
- 2.** Resolution regarding the appropriation of net income for the fiscal year 2022.
- 3.** Resolution regarding the discharge from liability of the members of the Management Board for the fiscal year 2022.
- 4.** Resolution regarding the discharge from liability of the members of the Supervisory Board for the

fiscal year 2022.

5. Resolution on the remuneration report for the fiscal year 2022.
6. Resolution on the remuneration of the members of the Supervisory Board for the fiscal year 2022.
7. Resolution regarding the (amended) remuneration policy.
8. Election of the 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).
 - 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."

d) DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE INTERNET SITE

As of **17 April 2023**, in particular the following documents will be available for inspection on the Internet at www.facc.com and be distributed at the registered office of the company 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 2022 respectively
- Resolution proposals for the agenda items 2-9
- Comparison of the Articles of Association in the points to be amended,
- Remuneration report according to Section 78c icw Section 98a of the Austrian Stock Corporation Act
- (amended) remuneration policy pursuant to § 78a in conjunction with § 98a of the Austrian Stock Corporation Act,
- This invitation
- Proxy forms and forms for revoking proxies
- Question form

e) RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted in the context of the Annual General Meeting is based on the shareholding at the end of **April, 28, 2023 (24:00 hours, CEST; record date)**. Only persons who are shareholders on this record date and provide evidence thereof to the Company are entitled to participate in and exercise shareholder rights at this Annual General Meeting. For the proof of shareholding on the record date, a safe custody receipt pursuant to Section 10a Austrian Stock Corporation Act must be submitted, which must be received by the Company no later than **May 3, 2023 (24:00 hours, CEST)** exclusively via one of the following communication channels and addresses to the registration office:

Registration Office:

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

E-Mail-Adresse: anmeldung.facc@hauptversammlung.at (as scanned attachment; PDF, TIF etc.)

By SWIFT: GIBAATWGGMS (Message Type MT598 oder MT599, be sure to include ISIN <AT00000FACC2> in text)

By post mail, courier or in person to:

FACC AG, c/o HV-Veranstaltungsservice GmbH, 8242 St. Lorenzen am Wechsel, Köppel 60 or
FACC AG, Investor Relations Department, Attn. Michael Steirer, Fischerstraße 9, 4910 Ried i. Innkreis.

Without a deposit confirmation received by the Company in due time, there is no entitlement to participate in the General Meeting. It is then not possible to exercise the shareholders' rights at the general meeting.

Shareholders are requested to contact their depository bank and arrange for the issuance and transmission of a safe custody receipt.

The record date has no effect on the saleability of the shares and has no significance for dividend entitlement.

Safe custody receipt pursuant to § 10a Stock Corporation Act

The safe custody receipt shall be issued by the depository bank having its registered office in a member state of the European Economic Area or in a full member state of the OECD and shall contain the following information (Sec. 10a para. 2 Austrian Stock Corporation Act):

- Information on the issuer: name/company name and address or a code commonly used in dealings between credit institutions (SWIFT code).
- Information on the shareholder: name/company, address, date of birth in the case of natural persons, register and register number in the case of legal entities, if applicable.
- Information on the shares: number of shares held by the shareholder, ISIN AT00000FACC2

(internationally used securities identification number).

- securities account number, securities account number or other designation.
- **express indication that the confirmations refer to the securities account status April 28, 2023 at 24:00 CEST.**

The safe custody receipt shall be issued in German or in English.

In order to allow for a smooth entrance control process, shareholders are requested to arrive in due time before the beginning of the Annual General Meeting.

FACC AG reserves the right to verify the identity of persons attending the meeting. Should it not be possible to establish the identity, admission may be refused.

Shareholders and their proxies are therefore requested to have a valid official photo ID ready for identification upon registration.

If you come to the Annual General Meeting as a proxy, please take the power of attorney with you in addition to the official photo ID. If the original of the power of attorney has already been sent to the Company, you will facilitate admission if you present a copy of the power of attorney.

Admission to collect voting cards is from 10.30 a.m. onwards.

f) AUTHORIZATION OF A SPECIAL VOTING PROXY AND THE PROCEDURE TO BE FOLLOWED IN THIS REGARD

Every shareholder entitled to attend the general meeting has the right to appoint a proxy to attend the general meeting on the shareholder's behalf and to enjoy the same rights as the shareholder whom he represents. The proxy must be granted to a specific person (a natural person or a legal entity) in text form, whereby several persons may also be authorised. The power of attorney must be received by the Company exclusively at one of the addresses stated below:

by fax:

+43(0)1 8900 500 99

By SWIFT:

GIBAATWGGMS (Message Type MT598, be sure to include ISIN in the text).

By mail:

FACC AG, Investor Relations Department, Fischerstrasse 9, 4910 Ried i. Innkreis, Austria

By e-mail:

anmeldung.facc@hauptversammlung.at (as scanned attachment; PDF, TIF etc.)

In person upon registration for the Annual General Meeting at the place of the meeting.

A proxy form and a form for revocation of the proxy will be sent upon request and will be available on the Company's website at www.facc.com no later than 17 April 2023. If the proxy is not handed over in person at the registration desk on the day of the Annual General Meeting, the proxy should be received at one of the aforementioned addresses by 2 p.m., CEST, on 05 May 2023 at the latest.

If a shareholder has granted a proxy to his custodian bank, it shall be sufficient if, in addition to the deposit confirmation, the latter submits a declaration by one of the means permitted for this purpose (see above) that it has been granted a proxy.

Shareholders may exercise their rights in person at the general meeting even after revocation of the granting of proxy. Appearance in person shall be deemed revocation of a previously granted proxy.

The above provisions on the granting of proxy shall apply mutatis mutandis to the revocation of proxy.

g) REPRESENTATION BY INDEPENDENT PROXY

As a special service, a representative of the Interessenverband für Anleger, IVA, Feldmühlgasse 22/4, 1130 Vienna, will be available to shareholders as an independent proxy to exercise voting rights at the Annual General Meeting in accordance with instructions. IVA intends that Mr. Florian Beckermann will represent these shareholders at the General Meeting. For the authorisation of Mr. Florian Beckermann, a special proxy form is available on the website of the Company at www.facc.com, which must be received by the Company exclusively at one of the addresses (fax, e-mail, post) for the transmission of proxies mentioned above (IV. REPRESENTATION BY PROXY). In addition, it is possible to contact Mr. Florian Beckermann of the IVA directly by phone +43 (0) 1 8763343-30, fax +43 (0) 1 8763343 - 39 or e-mail florian.beckermann@iva.or.at.

Proxies must be received at one of the addresses listed above (IV. REPRESENTATION BY PROXY) no later than 05 May 2023 by 2 p.m., CEST, unless they are handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

The shareholder shall give instructions to Mr. Florian Beckermann as to how he (or, if applicable, a sub-proxy authorised by Mr. Florian Beckermann) is to exercise the voting right. Mr. Florian Beckermann shall

exercise the voting right exclusively on the basis of the instructions given by the shareholder. Without express instructions, the proxy is invalid. Please note that the proxy will not accept any instructions to speak, to raise objections against resolutions of the Annual General Meeting or to ask questions or propose motions.

Shareholders may exercise their rights at the Annual General Meeting in person even after revocation of the proxy authorisation. Appearance in person shall be deemed a revocation of a previously granted proxy.

The above provisions on the granting of proxy shall apply mutatis mutandis to the revocation of proxy.

V. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital is divided into 45,790,000 no-par value bearer shares. Each no-par value share carries one vote. The Company does not hold any treasury shares at the time the Annual General Meeting is convened. The total number of shares with voting rights at the time of convening the Annual General Meeting is therefore 45,790,000.

VI. NOTES TO SHAREHOLDERS' RIGHTS IN ACCORDANCE TO SECTION 109, 110, 118 UND 119 AUSTRIAN STOCK CORPORATION ACT

1. Additions to the agenda by shareholders in accordance with section 109 Austrian Stock Corporation Act

Shareholders whose shares together amount to 5% of the share capital and who have been holders of these shares for at least three months prior to the submission of the request may request in writing that additional items be placed on the agenda of this Annual General Meeting and announced, provided that this request is received by the Company no later than **April, 17, 2023 (24:00 Uhr, CEST)** by mail or messenger exclusively to the address FACC AG, Investor Relations Department, Attn. Michael Steirer, Fischerstraße 9, 4910 Ried i. Innkreis, or by e-mail to the e-mail address investor.relations@facc.com or by SWIFT to the address GIBAATWGGMS. "In writing" means signed by hand or in the company of each applicant or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with Message Type MT598 or MT599, whereby ISIN AT00000FACC2 must be indicated in the text.

Each agenda item requested in this way must be accompanied by a proposal for a resolution together with the reasons for the resolution. The agenda item and the proposed resolution, but not its justification,

must in any case also be in German, with the German text taking precedence in the event of a contradiction between the German text and the text in the other language. The shareholder status shall be evidenced by the submission of a deposit certificate pursuant to Section 10a Stock Corporation Act confirming that the shareholders submitting the proposal have been holders of the shares for at least three months prior to the submission of the proposal and which may not be older than seven days at the time of submission to the Company. In the case of several shareholders who only together reach the required shareholding of 5% of the capital stock, the deposit confirmations for all shareholders must refer to the same point in time (day, time).

With regard to the other requirements for the deposit certificate (safe custody receipt), reference is made to the explanations on the eligibility to participate (Item III.).

2. Proposals for resolutions by shareholders on the agenda pursuant to Section 110 Austrian Stock Corporation Act

Shareholders whose combined shareholdings amount to 1% of the share capital may submit proposals for resolutions on any item on the agenda in text form, together with a statement of reasons, and may request that these proposals, together with the names of the shareholders concerned, the statement of reasons to be attached and any comments by the Management Board or the Supervisory Board, be made available on the company's website as entered in the commercial register, provided that this request is made in text form no later than **26. April 2023** (24:00 hrs, CEST) to the company either by fax to +43 732 7802 37555 or by mail or messenger to FACC AG, Investor Relations Department, Attn. Michael Steirer, Fischerstraße 9, 4910 Ried i. Innkreis, or by e-mail to investor.relations@facc.com, whereby the request is to be sent in text form, for example as a PDF, attached to the e-mail. If text form is required for declarations within the meaning of Section 13 (2) of the Austrian Stock Corporation Act, the declaration must be made in a document or in another manner suitable for permanent reproduction in written characters, the person making the declaration must be named and the conclusion of the declaration must be made recognizable by reproduction of the name signature or otherwise. The proposed resolution, but not its justification, must in any case also be in German, whereby in the event of a contradiction between the German text and the text in another language, the German text shall take precedence.

In the case of a proposal for the election of a Supervisory Board member, the statement of the proposed person pursuant to Section 87 (2) Austrian Stock Corporation Act shall take the place of the statement of reasons.

Shareholder status shall be evidenced by the submission of a deposit certificate (safe custody receipt) pursuant to Section 10a Austrian Stock Corporation Act, which must not be older than seven days at the time of submission to the Company. In the case of several shareholders who only together reach the

required shareholding of 1% of the share capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time).

With regard to the other requirements for the safe custody receipt, reference is made to the explanations on the right to participate (item III).

A proposed resolution which has been announced in accordance with § 110 (1) Austrian Stock Corporation Act may only be voted on if it is repeated as a motion at the Annual General Meeting.

3. Shareholders' right to information pursuant to Section 118 Austrian Stock Corporation Act

Each shareholder shall, upon request, be provided with information at the general meeting on matters concerning the company to the extent that such information is necessary for the proper evaluation of an item on the agenda. The duty to provide information shall also extend to the legal relations of the company with an affiliated enterprise as well as to the situation of the group and the enterprises included in the consolidated financial statements.

The information may be refused insofar as, according to reasonable business judgement, it is likely to cause significant disadvantage to the company or an affiliated company, or its provision would be punishable by law. The information may also be refused if it was continuously available on the company's website in the form of a question and answer for at least seven days before the beginning of the general meeting. Requests for information must generally be made orally at the Annual General Meeting, but shareholders are also welcome to request information in writing.

Shareholders are requested to submit questions requiring a longer preparation time in advance in text form by e-mail to the address fragen.facc@hauptversammlung.at in time for them to reach the Company at the latest on the 2nd working day before the Annual General Meeting, i.e. Thursday, 04 May 2023 at 12:00 noon (CEST). From this point in time, and in particular during the Annual General Meeting, it is not possible to submit questions to the Company electronically. This serves to maintain the economy of the meeting in the interest of all participants in the Annual General Meeting, especially for questions that require a longer preparation time. In this way, you will enable the Executive Board to prepare as accurately as possible and to answer your questions as quickly as possible.

If possible, please make use of the question form, which will be available on the Company's website at www.facc.com no later than 17 April 2023, and attach the completed and signed form to the e-mail. A simple email from the identical email address from which the question form was sent will then suffice for any further questions from the same shareholder. If this question form is not used, the person of the shareholder (name/company, date of birth/company register number of the shareholder) must be named

and the conclusion of the declaration must be made recognisable by replicating the signature of the name or otherwise, e.g. by stating the name/company (§ 13 para 2 AktG). In order to enable the Company to establish the identity and conformity with the deposit certificate, we request that in this case you also state your deposit number in the e-mail.

Please note that the Chairman may set reasonable time limits for the right to information during the Annual General Meeting.

4. Motions by shareholders at the Annual General Meeting in accordance with Section 119 of the Austrian Stock Corporation Act (AktG)

Pursuant to section 119 of the German Stock Corporation Act (AktG), every shareholder - irrespective of a specific shareholding -, the Executive Board and the Supervisory Board are entitled to submit motions on any item on the agenda at the Annual General Meeting. The prerequisite for this is proof of the right to attend. If there are several motions on one item of the agenda, the chairman shall determine the order of voting in accordance with § 119 para 3 of the Austrian Stock Corporation Act. No resolution may be passed on an item of business that has not been duly announced as an item on the agenda. A resolution proposed by a shareholder pursuant to § 110 of the Stock Corporation Act shall only become a motion if it is repeated at the general meeting.

5. Shareholder data protection information

FACC AG processes personal data of shareholders or their representatives (in particular those pursuant to Section 10a (2) Austrian Stock Corporation Act, i.e. name, address, date of birth, number of the securities account, number of shares held by the shareholder, class of shares, if applicable, number of the voting card and, if applicable, name and date of birth of the proxy or proxies) on the basis of the applicable data protection provisions, in particular the European Data Protection Regulation (GDPR) as well as the Austrian Data Protection Act and the Austrian Stock Corporation Act, in order to enable shareholders to exercise their rights in the context of the Annual General Meeting.

The processing of personal data of shareholders or their representatives is mandatory for the participation of shareholders and their representatives in the Annual General Meeting in accordance with the Stock Corporation Act. The legal basis for the processing is therefore Article 6 (1) c) GDPR.

FACC AG is the controller for the processing. For the purpose of organizing the Annual General Meeting, FACC AG uses external service providers, such as notaries, lawyers, banks and IT service providers. These only receive personal data from FACC AG that is necessary for the execution of the commissioned service

and process the data exclusively according to the instructions of FACC AG. To the extent legally necessary, FACC AG has concluded a data protection agreement with these service providers.

If a shareholder attends the Annual General Meeting, the special proxies, the members of the Management Board and Supervisory Board, the notary public and all other persons with a legal right to attend may inspect the legally required list of attendees (Section 117 Austrian Stock Corporation Act) and thereby also view the personal data specified therein (including name, place of residence, shareholding). FACC AG is also required by law to submit personal shareholder data (in particular the list of participants) as part of the notarial record for the commercial register (Section 120 Austrian Stock Corporation Act (AktG)).

Shareholders' data is anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and unless other legal obligations require further storage. Proof and storage obligations arise in particular from corporate, stock corporation and takeover law, from tax and duty law and from money laundering prevention regulations. Insofar as legal claims are filed by shareholders against FACC AG or, conversely, by FACC AG against shareholders, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with legal proceedings before civil courts, this may result in the storage of data for the duration of the statute of limitations plus the duration of the legal proceedings until their legally binding conclusion.

Every shareholder has a right of access, rectification, restriction, objection and deletion regarding the processing of personal data at any time, as well as a right to data transfer in accordance with Chapter III of the GDPR. Shareholders may assert these rights against FACC AG free of charge via the e-mail address dataprivacy@facc.com or via the following contact details: FACC AG, Fischerstraße 9, 4910 Ried i. Innkreis.

In addition, shareholders have a right of appeal to the data protection supervisory authority pursuant to Article 77 GDPR.

You can reach the company data protection coordinator of FACC AG at: FACC AG Data Protection Coordinator

Mr. Derik Zusann, Fischerstraße 9, 4910 Ried i. Innkreis, Austria E-mail: dataprivacy@facc.com

Further information on data protection can be found on the FACC AG website www.facc.com/dataprivacy.

Ried i. Innkreis, April 2023

The Management Board