

BRIX MAYER HOHENECK & PARTNER
NOTARIES PUBLIC



NOTARIZATION

of the

Articles of Association

of

FACC AG

Ried im Innkreis, company registration no. FN 336290 w
pursuant to Section 148 (1) of the Austrian Stock Corporation Act (AktG)

I hereby confirm that in the following wording of the Articles of Association of -----
-----**FACC AG**-----
-----Ried im Innkreis, company registration no. 336290 w -----
the amended provisions thereof conform to the resolution on the amendment of the Articles of
Association notarized by me under reference number: 680, and that the unchanged provisions
conform to the last complete wording of the Articles of Association submitted to the commercial
register. -----
Vienna, 8 (eighth) May 2023 (two thousand and twenty-three). -----

[official stamp]

[signature]

MAG. CONSTANTIN HOHENECK
notary public

Complete

**ARTICLES OF ASSOCIATION
of
FACC AG**

as amended on 8 May 2023

I. GENERAL PROVISIONS

1. Name and seat of the Company

- 1.1 The corporation operates the Company: FACC AG.
- 1.2 The seat of the Company is in Ried im Innkreis.
- 1.3 The Company is established for an indefinite period.

2. Object of the Company

- 2.1 The object of the Company comprises, with the exception of banking transactions:
 - a. research, development, production, sales and consulting in the aerospace industry,
 - b. the acquisition, ownership and administration of participations in corporations of all kinds, in particular in corporations operating in the aerospace industry,
 - c. the management of the participations held by the Company in corporations in which the Company holds a direct or indirect shareholding (holding company),
 - d. the acquisition, ownership, use and administration of movable and immovable assets,
 - e. the establishment and operation of subsidiaries and branches in Austria and abroad,
 - f. operational consulting, corporate organization and other organizational services, providing consulting services to corporations held by the Company,
 - g. the management and representation of corporations held by the Company.
- 2.2 The Company shall be entitled to perform all activities and take all measures, within the scope of the aforementioned object of the Company, which are necessary or useful to advance the purposes of the Company.

3. Announcements

- 3.1 Announcements of the Company, insofar and as long as they are mandatorily required by law, shall be published in "Wiener Zeitung". In all other respects, announcements shall be published in accordance with the applicable law.

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II. SHARE CAPITAL AND SHARES

4. Share capital

- 4.1 The share capital of the Company amounts to EUR 45,790,000 (Euro forty-five million seven hundred and ninety thousand).
- 4.2 The share capital is divided into 45,790,000 (forty-five million seven hundred and ninety thousand) no-par value bearer shares, each share participating equally in the share capital of the Company.
- 4.3 The Management Board shall be authorized to increase the share capital of the Company, subject to the approval of the Supervisory Board, within five years of the entry of the amendments to the Articles of Association, resolved on 8 May 2023, in the commercial register, against cash and/or non-cash contributions, and in several tranches if necessary, by up to EUR 19,895,000 by issuing up to 19,895,000 new no-par value bearer shares; the issue price and the terms of issue shall be determined in agreement with the Supervisory Board (Authorized Capital 2023).

Statutory subscription rights may be granted to shareholders in such a way that the capital increase is underwritten by a credit institution or a syndicate of credit institutions, with the obligation to offer it to shareholders in accordance with their subscription rights (indirect subscription right).

However, when increasing the authorized capital, the Management Board shall be entitled to exclude shareholders' subscription rights, in whole or in part, subject to the approval of the Supervisory Board (i) if the capital increase against non-cash contributions is made for the purpose of acquiring companies, business units, operations, parts of operations, participations in companies or other assets connected with an acquisition project, or (ii) to service an over-allotment option (greenshoe), or (iii) to settle fractional amounts.

Furthermore, the Supervisory Board shall be authorized to resolve on amendments to the Articles of Association resulting from the issue of shares out of the Authorized Capital 2023.

- 4.4 The Management Board shall be authorized to conditionally increase the share capital of the Company, subject to the approval of the Supervisory Board, by up to EUR 3,000,000 (three million euros), also in several tranches if necessary, by issuing up to 3,000,000 (three million) new no-par value bearer shares against cash contributions (Authorized Conditional Capital 2019), up to five years after the entry of these amendments to the Articles of Association in the commercial register, for the purpose of granting stock options to employees, executives and members of the Management Board of the Company or one of its affiliates. The capital increase is earmarked and may only be undertaken to the extent that option holders under a stock option plan of the Company exercise their options.

The Supervisory Board shall be authorized to resolve on amendments to the Articles of Association resulting from the issue of shares out of the Authorized Conditional Capital 2019.

- 4.5 At the Annual General Meeting of 23 June 2014 a resolution was passed to conditionally increase the share capital by an amount of up to EUR 15,000,000 (Euro fifteen million) by issuing up to 15,000,000 (fifteen million) no-par value bearer shares (Conditional Capital). This Conditional Capital serves to grant subscription or conversion rights to investors of convertible bonds or to prepare the merger of several undertakings. The issue price and the exchange ratio shall be determined in accordance with the terms of the convertible bonds; the issue price of the shares shall not be less than the pro rata amount of the share capital. The Supervisory Board shall be authorized to resolve on amendments to the Articles of Association resulting from the

English translation for convenience

issue of new shares from the Conditional Capital.

5. Share certificates

- 5.1 The Management Board shall be authorized to determine the form and contents of share certificates, dividend and renewal coupons, bonds as well as interest coupons and subscriptions warrants, subject to the approval of the Supervisory Board.
- 5.2 The certificates referred to in Article 5.1 above shall be signed by the Management Board. The consent of the Supervisory Board to their issue and content shall be expressed by the fact that, in addition to the Management Board, the chair of the Supervisory Board or a deputy chair shall also sign the aforementioned certificates.
- 5.3 Shareholders' claims to individual share certificates are excluded. Bearer shares are to be securitized in one or possibly several global certificates and deposited with a central securities depository, pursuant to Section 1 (3) of the Austrian Depository Act (Depotgesetz), or with a comparable foreign institution.

III. MANAGEMENT BOARD

6. Composition and election

- 6.1 The Management Board shall consist of two to four members.
- 6.2 The Supervisory Board shall resolve on the appointment of Management Board members, the term of office of each member and the revocation of their appointment.
- 6.3 The Supervisory Board may appoint a chair and a deputy chair of the Management Board from among the Management Board members. In the event of a tie, the chair of the Supervisory Board shall cast the decisive vote (Dirimierungsrecht).

7. Representation of the Company

- 7.1 The Company shall be represented by two members of the Management Board acting jointly, or by one Management Board member together with an authorized representative.
- 7.2 The statutory power of attorney shall be granted by the Management Board with the approval of the Supervisory Board such that an authorized representative may only represent the Company together with a member of the Management Board.

8. Management

- 8.1 The management of business operations is the responsibility of the Management Board.
- 8.2 In managing the Company, the members of the Management Board shall act with the diligence of a prudent and conscientious businessman within the meaning of Section 84 (1) of the Austrian Stock Corporation Act.
- 8.3 The Management Board shall direct the business of the Company in accordance with the law, the Articles of Association, the Rules of Procedures for the Management Board as adopted by the Supervisory Board, and all other restrictions resolved upon by the Supervisory Board in the exercise of its authority. Furthermore, the Management Board shall implement the resolutions of the Annual General Meeting pursuant to Section 103 of the Austrian Stock Corporation Act as required to further the interests of the Company, taking into due account the interests of its

shareholders and employees as well as the public interest.

- 8.4 The Supervisory Board shall resolve on rules of procedure for the Management Board and allocate responsibilities within the Management Board.
- 8.5 The Supervisory Board shall determine the transactions which, in addition to the transactions provided by law (Section 95 (5) of the Austrian Stock Corporation Act), are subject to its approval.
- 8.6 Resolutions of the Management Board on the management of the Company shall be passed by a simple majority of the votes cast, unless the Rules of Procedure for the Management Board as adopted by the Supervisory Board provide otherwise.

9. Reports to the Supervisory Board

- 9.1 The Management Board shall report to the Supervisory Board in accordance with the following provisions and in compliance with the principles of conscientious and accurate accounting.
- 9.2 The Management Board shall report to the Supervisory Board at least once a year on fundamental aspects of the Company's future business policy and present the future development of the Company's net asset, financial and profit position using forecasts (annual report). At least two months prior to the end of the financial year, the annual budget (Voranschlag) for the following financial year shall be submitted to the Supervisory Board for approval.
- 9.3 Furthermore, the Management Board shall report to the Supervisory Board on a regular basis, and at least once each quarter, on the course of business and the state of the Company as compared with forecasts, considering expected future developments (quarterly report).
- 9.4 In case of important events or circumstances of major significance to the Company's profitability or liquidity, the chair of the Supervisory Board shall be informed immediately in writing, unless the Supervisory Board determines otherwise (special report). Should such information be provided verbally, the chair of the Supervisory Board may request a written report.
- 9.5 Annual and quarterly reports shall be made in writing and are to be clarified verbally at the request of the Supervisory Board. These reports shall be distributed to each member of the Supervisory Board; this also applies to written special reports.

IV. SUPERVISORY BOARD

10. Responsibilities

- 10.1 The Supervisory Board shall perform the tasks incumbent upon it by law and under the Articles of Association. In particular, the Supervisory Board shall monitor the management of the Company by the Management Board.
- 10.2 The Supervisory Board may request from the Management Board a report on the affairs of the Company, including its relations with other group companies, at any time.
- 10.3 The Supervisory Board shall convene the Annual General Meeting if the interests of the Company so require.

11. Composition

- 11.1 The Supervisory Board shall consist of at least three and no more than ten members elected by the Annual General Meeting, plus members delegated pursuant to Section 110 (1) of the Austrian Labour Constitution Act (ArbVG).
- 11.2 As long as FACC International Company Limited, headquartered in Hong Kong with its business address at Room 2302, 23rd Floor, Caroline Centre, Lee Gardens Two, 28 Yun Ping Road, HKG-Hong Kong, registered under registration number 1394811, is a shareholder of the Company with a shareholding corresponding to at least 25 % (twenty-five percent) of the Company's current share capital, FACC International Company Limited shall be entitled to delegate one third of all Supervisory Board members. This delegation right shall be exercised by means of a written declaration to be provided to the chair of the Supervisory Board and the chair of the Management Board of the Company.

In these Articles of Association, with the exception of Article 25.49, the term "elected Supervisory Board member" shall refer both to members elected by the Annual General Meeting and to members delegated in accordance with Article 11.2.

12. Election and dismissal of members of the Supervisory Board

- 12.1 Individual, several or all members of the Supervisory Board shall be elected for a term ending with the Annual General Meeting resolving on their discharge from liability for the fourth business year following their election, unless they have been elected by the Annual General Meeting for a shorter term. The financial year in which the election is carried out shall not be counted for such purpose.
- 12.2 In the event that a member of the Supervisory Board resigns, for whatever reason, before the end of their term of office, the next Annual General Meeting may elect a substitute Supervisory Board member. However, a by-election must be held at an extraordinary annual general meeting without delay if the number of Supervisory members falls below four. By-elections shall be held for the remainder of the term of office of the departing Supervisory Board members.
- 12.3 Each member of the Supervisory Board may resign from office at any time, without stating reasons, by sending a registered letter of notification to the chair of the Supervisory Board. The resignation shall take effect four weeks after receipt of such notification, unless resignation is declared for a later date.
- 12.4 Moreover, membership of the Supervisory Board shall expire upon death or revocation; revocation shall require a majority of three quarters of the votes cast.
- 12.5 Members of the Supervisory Board may be re-elected.

13. Chair of the Supervisory Board and deputies

- 13.1 The Supervisory Board shall elect a chair and at least one deputy chair from among its members immediately after its election by the Annual General Meeting. If two deputy chairs are elected, the order in which they represent the chair shall be determined relative to the order of their appointment.

- 13.2 The election shall be made with a simple majority of the total votes cast, but shall require the consent of the majority of the Supervisory Board members elected by the Annual General Meeting. This shall also apply for the dismissal of the chair or a deputy chair of the Supervisory Board. Should no candidate receive the required majority of votes, a run-off election between the two candidates having received the most votes shall be held. The term of office as chair or deputy chair shall end no later than the end of the term of office for which the elected member was appointed to the Supervisory Board. Re-election as chair or deputy chair is permissible.
- 13.3 If one of these persons resigns before the end of their term of office, the Supervisory Board shall elect a replacement for the remaining term of office at the next Supervisory Board meeting at the latest.

14. Rules of Procedure for the Supervisory Board

- 14.1 The Supervisory Board shall adopt its own internal rules of procedure to govern the performance of its duties.
- 14.2 Resolutions of the Supervisory Board on its rules of procedure shall require, in addition to the general resolution requirements of the Austrian Stock Corporation Act, the approval of a simple majority of its members elected by the Annual General Meeting.

15. Meetings

- 15.1 The Supervisory Board shall hold at least four meetings during each financial year; these meetings shall be held quarterly.
- 15.2 Supervisory Board meetings shall be convened by the chair of the Supervisory Board or, in case of their absence, by a deputy chair by registered mail, telephone or via electronic means, stating the time, place and agenda of the meeting. The Management Board or any Supervisory Board member may request the chair to convene a meeting without delay, stating the purpose and the reasons for such a meeting. Should the request of the Management Board or of at least two Supervisory Board members not be met, the applicants may convene the Supervisory Board meeting themselves by communicating the facts for doing so.
- 15.3 The Supervisory Board shall constitute a quorum if at least five members, including the chair and a deputy chair of the Supervisory Board, are present.
- 15.4 The chair of the Supervisory Board or, in case of their absence, one of their deputies shall preside over the meeting and determine the mode of voting.
- 15.5 The chair of the meeting may decide to call in persons with special knowledge, experts or advisors.
- 15.6 Minutes shall be taken of the meetings of the Supervisory Board, containing the main points discussed and the resolutions passed, and shall be signed by the chair of the meeting.

16. Resolutions

- 16.1 Resolutions of the Supervisory Board shall be passed by a simple majority of the votes cast unless statutory law, the Articles of Association or the Rules of Procedure for the Supervisory Board provide for another mandatory majority. In the case of a tie, the chair of the meeting

shall cast the decisive vote (Dirimierungsrecht); this shall also apply to elections.

- 16.2 Members of the Supervisory Board who cannot be physically present at individual Supervisory Board meetings may exercise their voting rights by telephone or via electronic means, provided that no member of the Supervisory Board objects to this procedure.
- 16.3 Supervisory Board members may authorize another member of the Supervisory Board in writing to represent them at a specific meeting, whereby the Supervisory Board member represented shall not be counted when verifying the existence of a quorum. The right to chair a meeting is not transferable. Supervisory Board members may also authorize another member of the Supervisory Board to cast a written vote by proxy on their behalf at a meeting.
- 16.4 Resolutions of the Supervisory Board may also be passed in writing, by telephone or via electronic means if the chair or, in case of their absence, one of their deputies calls for such a resolution and no member of the Supervisory Board objects to this procedure. The representation by proxy of a member of the Supervisory Board shall not be permitted for circular resolutions. The provisions of Article 16.1 shall apply mutatis mutandis to votes cast in writing, by telephone or via electronic means.

17. Committees

- 17.1 The Supervisory Board may appoint committees from among its members to prepare its negotiations and resolutions, oversee the implementation of its resolutions and adopt certain decision-making powers specifically assigned to them by the Supervisory Board. In any case, an audit committee shall be established in accordance with Section 92 (4a) of the Austrian Stock Corporation Act.
- 17.2 If a committee consists of only two elected members and the corresponding number of members delegated in accordance with Section 110 of the Austrian Labour Constitution Act, a quorum shall exist only if both elected members of the Supervisory Board are present.
- 17.3 Supervisory Board members who are not on the committee may only attend meetings of this committee with the consent of the chair of the Supervisory Board. However, they shall have no voting rights in this committee.
- 17.4 Unless otherwise stipulated by law or the Articles of Association, the provisions for the Supervisory Board shall apply mutatis mutandis to committees of the Supervisory Board.

18. Remuneration

- 18.1 The Supervisory Board members elected by the Annual General Meeting shall receive compensation for attending meetings, in the amount to be determined by resolution of the Annual General Meeting. In addition, the Annual General Meeting may decide to grant an annual expense allowance which, taking into account the attendance fee, shall be commensurate with the duties of the Supervisory Board members and the situation of the Company. There shall be no further reimbursement of expenses.
- 18.2 The members of the Supervisory Board delegated pursuant to Section 110 of the Austrian Labour Constitution Act shall exercise their function on an honorary basis; they shall be entitled to reimbursement of reasonable cash expenses.

English translation for convenience

18.3 In the event that members of the Supervisory Board take on special tasks in this capacity in the interests of the Company, they may be granted special remuneration for this by resolution of the Annual General Meeting.

19. Amendments to the Articles of Association

19.1 The Supervisory Board may resolve on amendments to the Articles of Association that only affect their wording.

20. Declarations of intent of the Supervisory Board

20.1 Declarations of intent by the Supervisory Board or its committees shall be issued by the chair of the Supervisory Board or, in case of their absence, by a deputy chair of the Supervisory Board.

20.2 Contracts between the Company and members of the Management Board must be drawn up in writing and signed on behalf of the Company by the chair of the Supervisory Board or, in case of their absence, by one of their deputies.

V. ANNUAL GENERAL MEETING

21. General provisions

21.1 The Annual General Meeting shall be convened by the Management Board or the Supervisory Board. The convocation of the Annual General Meeting shall be made no later than 28 days prior to the Annual General Meeting; all other general meetings (extraordinary general meetings) shall be announced on the 21st day prior to the meeting at the latest.

21.2 The Annual General Meeting shall take place at the registered office of the Company or at one of its branches, at a location where the company has a permanent establishment or at the official seat of an Austrian notary public.

21.3 For registered shares, the right to participate in the Annual General Meeting shall be determined according to the entry in the share register at the end of the tenth day prior to the date of the Annual General Meeting (record date).

21.4 The Annual General Meeting shall be convened by public announcement in accordance with the applicable requirements of the Austrian Stock Corporation Act, stock market law and Article 3 of the Articles of Association. If shareholders are known to the company by name, the Annual General Meeting may instead be convened by sending a registered letter to the address of each shareholder. The date of dispatch shall be considered the date of notice. Shareholders may instead notify the Company of their electronic mailing address and give their consent to the convocation by this means.

21.5 In the case of bearer shares held in custody, a confirmation from the custodian bank domiciled in a member state of the European Economic Area or in a full member state of the OECD shall constitute sufficient proof of share ownership as of the record date according to Section 10a of the Austrian Stock Corporation Act, and shall be submitted to the Company no later than the third working day prior to the Annual General Meeting at the address provided for this purpose in the notice of convocation, unless a later date is specified in this notice.

English translation for convenience

21.6 Members of the Management Board and Supervisory Board may participate in the Annual General Meeting via an optical or acoustic two-way connection in real time. The Management Board may allow shareholders to participate in the meeting via electronic communication means in accordance with Section 102 para. 3 and para. 4 of the Austrian Stock Corporation Act.

22. Chair

22.1 The Annual General Meeting shall be presided by the chair of the Supervisory Board or by one of their deputies. Should none of these persons be present or willing to chair the meeting, the notary called in to certify the meeting shall chair the meeting until the election of the chair.

22.2 The chair of the Annual General Meeting shall preside over the discussions, decide on the order in which the items on the agenda are to be dealt with, and determine the manner in which voting rights are to be exercised as well as the procedure for counting votes.

23. Voting rights

23.1 Each share entitles the holder to one vote at the Annual General Meeting.

23.2 Exercising voting rights by proxy is permitted. Powers of attorney may be granted and revoked in text form only and must be submitted to the Company in good time prior to the Annual General Meeting at the address specified for this purpose in the notice of convocation; powers of attorney granted or revoked shall be verifiably recorded by the Company.

24. Formation of a majority

24.1 Unless a different majority is prescribed by law or the Articles of Association, the Annual General Meeting shall pass resolutions with a simple majority of the votes cast and, in cases where a capital majority is required, with a simple majority of the share capital represented at the time the resolution is passed.

24.2 If the required majority is not reached in the first voting round, a run-off vote shall be held between the two candidates who received the most votes. In the event of a tie, a decision shall be made by drawing lots.

25. Rights of the Annual General Meeting

25.1 The Annual General Meeting shall resolve on matters expressly provided for by law or the Articles of Association.

25.2 The Annual General Meeting may only decide on management issues if requested to do so by the Management Board, or by the Supervisory Board if the transaction in question is subject to its approval pursuant to Section 95 (5) of the Austrian Stock Corporation Act as amended.

25.3 The Annual General Meeting shall take place within the first eight months of the financial year. The annual financial statements including the management report, the corporate governance report, any consolidated financial statements and group management report, the proposal for the appropriation of profits and the report submitted by the Supervisory Board shall be presented to the Annual General Meeting, which shall pass resolutions on the appropriation of retained profits, the discharge from responsibility of the members of the Management Board and the members of the Supervisory Board and, in the cases provided for by law, on the

approval of the annual financial statements (Annual General Meeting).

25.4 Notwithstanding the transactions for which the approval of the Annual General Meeting is required by law, the following transactions are subject to the approval of the Annual General Meeting:

- a. increase of the share capital of the Company, including the conditional and authorized capital;
- b. exclusion of subscription rights;
- c. reduction of the Company's share capital;
- d. changes to the object of the company;
- e. mergers, demergers, liquidation or conversion of the Company;
- f. amendments to the Company's Articles of Association;
- g. appointment and dismissal of Supervisory Board members elected by shareholders;
- h. passing resolutions on the remuneration of members of the Supervisory Board elected by shareholders;
- i. appropriation of profits;
- j. transfer of the entire assets of the Company; and
- k. transfer of more than three quarters of the Company's profits.

VI. ANNUAL FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFITS

26. Financial year

The financial year of the Company shall be the calendar year. The period from 1 March 2019 to 31 December 2019 constitutes a short financial year.

27. Financial statements

27.1 Within the first five months of the financial year, the Management Board shall prepare the annual financial statements for the previous financial year, including notes, and a management report and submit these to the members of the Supervisory Board. The annual financial statements, the management report and the corporate governance report shall be signed by all members of the Management Board.

27.2 The Supervisory Board shall examine the documents referred to in Article 27.1 within two months of their submission, make a statement thereon to the Management Board and report to the Annual General Meeting.

28. Appropriation of profits

28.1 Retained profits are to be appropriated in accordance with the resolution passed by the Annual General Meeting. The Annual General Meeting may exclude all or part of the retained profits from appropriation.

28.2 Dividends shall be distributed to shareholders in proportion to the number of shares held. Contributions made in the course of the financial year shall be taken into account in proportion to the time that has elapsed since the payment was made, unless the Annual General Meeting provides otherwise. Only full months shall be taken into account.

English translation for convenience

28.3 Unless decided otherwise by the Annual General Meeting, dividends shall be due for payment three weeks after the date of the Annual General Meeting.

28.4 Shareholders' dividends that are not claimed within three years of their due date shall be forfeited in favor of the company's free reserves.

VII. CONFIDENTIALITY

All members of the Company's corporate bodies and all other persons participating in the meetings of the corporate bodies shall be obliged to keep confidential all operational matters of which they become aware as well as all other matters of the company, where confidentiality is in the interests of the company, in particular with regard to its relationships with key customers.

VIII. MISCELLANEOUS

The Company shall bear the costs of conversion up to a total amount of EUR 100,000 (one hundred thousand euros).