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RESOLUTION PROPOSALS OF THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD FOR THE 11TH ANNUAL GENERAL MEETING OF FACC AG ON **MAY 6TH, 2025** 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 2024

No resolution is required in respect of this agenda item.

2. Resolution regarding the appropriation of net income for the fiscal year 2024

The net income shown in the annual financial statements of FACC AG as of December 31st, 2024 amounts to EUR 20,722,130.64 (profit carry-forward is EUR 20,095,948.14).

The Supervisory Board and the Management Board propose that no dividend shall be distributed and that the net income 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 2024

In the fiscal year 2024 the following changes to the Management Board occurred:

Mr. Florian HEINDL was appointed as of May 1st, 2024.
Mr. Zhen PANG withdrew as of May 14th, 2024.
Mr. Tongyu XU was appointed as of May 15th, 2024.

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 2024, namely Mr. Robert MACHTLINGER, Mr. Andreas OCKEL, Mr. Zhen PANG, 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 2024

In the fiscal year 2024 the following changes to the Supervisory Board occurred:

Ms. Jing GUO withdrew as of March 22nd, 2024. Mr. Tongyu XU withdrew as of April 22nd, 2024 and Ms. Ulrike REITER withdrew as of May 20th, 2024.

On May 17th, 2024 the Annual General Meeting of FACC AG elected Mr. Chengkuan WANG as member of the Supervisory Board.

On June 20th, 2024 the works council delegated Mr. Erwin HOFINGER 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 2024, namely Mr. Chengkuan WANG, Mr. Jian WANG, Mr. Tongyu XU, Ms. Jiajia DAI, Ms. Jing GUO, Mr. Junqi SHENG, Mr. Weixi GONG, Mr. Thomas WILLIAMS, Mr. Ian CHANG, Ms. Barbara HUBER, Ms. Ulrike REITER, Mr. Jürgen FISCHER, Mr. Erwin HOFINGER and Ms. Karin KLEE.

5. Resolution on the remuneration report for the fiscal year 2024

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 2024 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 of the members of the Supervisory Board for the fiscal year 2024

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 242 thousand for the members of the Supervisory Board in the fiscal year 2024, 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.

7. 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 2025

The Supervisory Board proposes to elect KPMG Austria GmbH, Linz, as auditors of the financial statements and the consolidated financial statements for the fiscal year 2025 and to elect BDO Austria GmbH, Vienna, as auditors of the non-financial statement for the fiscal year 2025, under the condition that the non-financial statement for the fiscal year 2025 must be audited by an external auditor according to legal requirements.

<u>Note</u>:
The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD) obliges listed companies to have their non-financial reports externally audited.
This EU-Directive had not yet been transposed into national law by the Austrian legislator on the day this draft resolution was submitted.
In order to avoid a subsequent Extraordinary General Meeting to appoint an auditor for the non-financial report for the fiscal year 2025 in any case, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

8. Resolution on (i) the creation of new authorized conditional capital against cash contributions – to replace the existing authorized contingent capital – and (ii) the corresponding amendment of point 4.4 of the Company's Articles of Association

The Supervisory Board and the Management Board propose that the following resolutions be adopted:

(i) Resolution on the authorization of the Management Board to conditionally increase the share capital of the Company with approval of the Supervisory Board by up to EUR 3,000,000 (Euro three million) up to five years after the registration of this amendment to the Articles of Association in the commercial register – if necessary also in several tranches – by issuing up to 3,000,000 (three million) new no-par value bearer shares against cash contributions for the purpose of servicing stock options to employees, senior executives and members of the Management Board of the Company or any of its affiliates within the framework of a stock option plan of the Company.

(ii) Resolution on the amendment of point 4.4 of the company's articles of association, so that point 4.4 reads as follows from now on:

"The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company by up to EUR 3,000,000 (EUR three million) by up to EUR 3,000,000 (EUR three million) by issuing up to EUR 3,000,000 (three million) no-par value bearer shares in exchange for cash contributions for the granting of stock options to employees, executives and members of the Management Board of the Company or an affiliated company for up to five years after the entry of this amendment to the Articles of Association in the commercial register (Authorized Contingent Capital 2025). The capital increase is earmarked and may only be carried out to the extent that holders exercise options from a stock option plan of the Company.

The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issue of shares from the Authorized Contingent Capital 2025."

Justification

The Authorized Contingent Capital 2019 expired on 29.11.2024.

The issuance of stock option plans by listed companies is common practice and is now regularly expected not only by employees and management, but also by investors. In order to prevail in the competition for qualified talent, FACC AG is obliged to offer its employees, executives and management the opportunity to participate in the purchase of shares in FACC AG.

The issuance of stock options is based on the idea that employees, officers and members of the Management Board of the company or an affiliated company can significantly increase the value of the company and thus these key personnel can participate in the increase in the value of the company.

FACC AG considers the introduction of a stock option plan to be an incentive system to bind key personnel to the company in the long term. The investment is intended to enable key personnel to benefit from the development of FACC AG and also serves as a performance incentive that goes beyond performance-related remuneration. The details of the stock option plan have not yet been determined.

The corresponding report of the Supervisory Board and Management Board will be available on the company's homepage under https://www.facc.com/Investor-Relations by April 15, 2025 at the latest. This report will also be available at the Annual General Meeting.

The Supervisory Board and the Management Board of FACC AG

Comparison of the regulations in the Articles of Association	
Until now point 4.4 of the Articles of Association of FACC AG reads as follows:	Amendment of point 4.4 of the articles of association of the company, so that point 4.4 henceforth reads as follows (changes in red and underlined):
"Der Vorstand ist ermächtigt, mit Zustimmung des Aufsichtsrates bis zu fünf Jahre nach Eintragung dieser Satzungsänderung im Firmenbuch für die Einräumung von Aktienoptionen an Arbeitnehmer, leitende Angestellte und Mitglieder des Vorstandes der Gesellschaft oder eines mit ihr verbundenen Unternehmens das Grundkapital der Gesellschaft – allenfalls auch in mehreren Tranchen – um bis zu EUR 3.000.000 (Euro drei Millionen) durch Ausgabe von bis zu 3.000.000 (drei Millionen) neuen auf Inhaber lautenden Stückaktien gegen Bareinlagen bedingt zu erhöhen (Genehmigtes Bedingtes Kapital 2019). Die Kapitalerhöhung ist zweckgebunden und darf nur so weit durchgeführt werden, als Inhaber von Optionen aus einem Aktienoptionsplan der Gesellschaft diese ausüben. Der Aufsichtsrat ist ermächtigt, Änderungen der Satzung, die sich durch die Ausgabe von Aktien aus dem Genehmigten Bedingten Kapital 2019 ergeben, zu beschließen."	"Der Vorstand ist ermächtigt, mit Zustimmung des Aufsichtsrates bis zu fünf Jahre nach Eintragung dieser Satzungsänderung im Firmenbuch für die Einräumung von Aktienoptionen an Arbeitnehmer, leitende Angestellte und Mitglieder des Vorstandes der Gesellschaft oder eines mit ihr verbundenen Unternehmens das Grundkapital der Gesellschaft – allenfalls auch in mehreren Tranchen – um bis zu EUR 3.000.000 (Euro drei Millionen) durch Ausgabe von bis zu 3.000.000 (drei Millionen) neuen auf Inhaber lautenden Stückaktien gegen Bareinlagen bedingt zu erhöhen (Genehmigtes Bedingtes Kapital 2025). Die Kapitalerhöhung ist zweckgebunden und darf nur so weit durchgeführt werden, als Inhaber von Optionen aus einem Aktienoptionsplan der Gesellschaft diese ausüben. Der Aufsichtsrat ist ermächtigt, Änderungen der Satzung, die sich durch die Ausgabe von Aktien aus dem Genehmigten Bedingten Kapital 2025 ergeben, zu beschließen."
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"The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company by up to EUR 3,000,000 (EUR three million) by up to EUR 3,000,000 (EUR three million) by issuing up to EUR 3,000,000 (three million) no-par value bearer shares in exchange for cash contributions for the granting of stock options to employees, executives and members of the Management Board of the Company or an affiliated company for up to five years after the entry of this amendment to the Articles of Association in the commercial register (Authorized Contingent Capital 2019). The capital increase is earmarked and may only be carried out to the extent that holders exercise options from a stock option plan of the Company. *The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issuance of shares from the Authorized Contingent Capital 2019."*	*"The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company by up to EUR 3,000,000 (EUR three million) by up to EUR 3,000,000 (EUR three million) by issuing up to EUR 3,000,000 (three million) no-par value bearer shares in exchange for cash contributions for the granting of stock options to employees, executives and members of the Management Board of the Company or an affiliated company for up to five years after the entry of this amendment to the Articles of Association in the commercial register (Authorized Contingent Capital 2025). The capital increase is earmarked and may only be carried out to the extent that holders exercise options from a stock option plan of the Company.* *The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issue of shares from the Authorized Contingent Capital 2025."*

In accordance with the statutory provisions pursuant to Section 153 (4) in conjunction with Section 159 (2) (3) of the Austrian Stock Corporation Act (AktG), the Supervisory Board and the Management Board shall submit the following

Report:

Principles and Performance Incentives for Stock Options to Employees, Executives and Members of the Management Board of the Company and its Affiliates

The Authorized Contingent Capital 2025 is intended to give the Company as much flexibility as possible in the implementation of the planned employee participation program.

The stock options are based on the principle that employees, executives and members of the Management Board of the Company and its affiliated companies (key workers) make a significant contribution to the increase in the value of the company and can therefore participate in this increase in value through an option program.

For key workers, the granting of stock options forms an incentive system that contributes to the increase in the value of the company. Such participation programs are common and widespread among listed companies. For this purpose, it is necessary to be able to offer employees and management the opportunity to purchase shares in FACC AG, as this is expected by employees and management today. It would be a disadvantage in terms of recruiting new employees and managers, as well as long-term retention, if no participation program were possible.

Likewise, such an employee participation program also serves to increase the motivation of existing key employees, to increase the retention period of these employees and to promote sales and profit growth by each individual employee. In the opinion of the Supervisory Board and the Management Board, a future participation program is therefore also a necessary means of employee retention and contributes to increasing the attractiveness of FACC AG and its affiliated companies as employers. In the absence of stock options, the Company and its group companies may be forced to pay higher variable salary components to senior executives and management, which would lead to cost increases for the companies. After all, investors in shares of a publicly traded company also expect key employees and management to participate in the success of the company.

For these reasons, the Management Board is to be authorized, with the consent of the Supervisory Board, to resolve a conditional capital increase up to a total nominal value of EUR 3,000,000 (Euro three million) in one or more tranches for the granting of stock options to employees, executives and members of the Management Board of the Company or affiliated companies up to five years after the registration of this amendment to the Articles of Association.

Due to its volume of only approx. **6.55%** of the share capital, the resulting dilution would still be manageable for existing shareholders of the company and appropriate with regard to the participation of key employees in the performance of the company.

The key points of the employee participation program have not yet been determined. However, corresponding stock resolutions are generally customary nationally and internationally. The Management Board will inform the next Annual General Meeting about the utilization of the Authorized Contingent Capital 2025.

The Management Board must publish a new report in accordance with Section 159 (3) in conjunction with Section 2 (3) of the Austrian Stock Corporation Act (AktG) no later than two weeks before the Supervisory Board's approval. If shares are also granted to members of the Management Board, the Management Board prepares the report together with the Supervisory Board.

In summary, it can be assumed that the benefit of the Company from the exploitation of the proposed authorization to issue new shares for the purpose of servicing stock options to employees, officers and members of the Management Board of the Company or an affiliated company will benefit all shareholders.

Ried im Innkreis, April 2025

The Supervisory Board and the Management Board of FACC AG