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AGRANA Beteiligungs-Aktiengesellschaft

Vienna, FN 99489 h

ISIN AT0000603709

Invitation

We would like to invite our shareholders to the
23rd Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft
on Friday, 2 July 2010, at 11:00AM,
at Tech Gate Vienna, 1220 Vienna, Donau-City-Straße 1, Meeting Room 0.1

Agenda

1. Presentation of the approved advanced Financial Statements and Notes and the Consolidated Financial Statements as at 28 February 2010, as well as the Management Report and the Group Management Report, including the Corporate Governance Report and the Report of the Supervisory Board for the 2009/2010 financial year.
2. Resolution on the allocation of the profit for the financial year.
3. Resolution on the formal approval of the action of the members of the Management Board for the 2009/2010 financial year.
4. Resolution on the formal approval of the action of the members of the Supervisory Board for the 2009/2010 financial year.
5. Appointment of the auditors and the Group auditors for the 2010/2011 financial year.
6. Resolution pertaining to the remuneration received by the members of the Supervisory Board for the 2009/2010 financial year.
7. Resolution on the alteration of the Articles of Association, in particular the adjustments to the changed statutory provisions – Austrian Stock Corporation Law Amendment Act 2009.

Documents for the Annual General Meeting

The following documents shall be available from **11 June 2010** for inspection by the shareholders in the premises at the company's headquarters in 1220 Vienna, Donau-City-Straße 9, Mrs. Gertraud Wöber, General Secretary:

- Financial statements,
- Consolidated Financial Statements and Group Management Report,
- Proposal for the allocation of profit,
- Corporate governance report,

- Report of the Supervisory Board,

for the 2009/2010 financial year;

- Proposed resolutions as to the items 2 - 7 of the agenda,
- Articles of Association with the proposed amendments evidenced.

These documents, as well as the full text of this Notice and the forms for the grant and revocation of a proxy pursuant to section 114 of the Austrian Stock Corporation Act shall be made available from **11 June 2010** also on the Internet www.agrana.com and shall also be available at the Annual General Meeting.

Notice of the rights of the shareholders pursuant to sections 109,110, and 118 of the Austrian Stock Corporation Act

Shareholders whose shares together amount to **5 % of the share capital** and who have been holders of these shares for a period of at least three months before the application, may request in writing that **additional items be included in the agenda** for this Annual General Meeting and that an announcement be made in this respect, provided such request is received by the Company in writing no later than **11 June 2010** at 1220 Vienna, Donau-City-Straße 9, Attn. Mrs. Gertraud Wöber, General Secretary. Each agenda item must enclose a proposed resolution and the reasons thereto. In the case of deposited bearer shares, producing a safe custody receipt pursuant to section 10a of the Austrian Stock Corporation Act shall serve as the required proof of ownership of the relevant share with a view to exercising the shareholder's right; such receipt shall state that the applicant has been a shareholder since a point in time at least three months before his/ her application without any interruption and shall be issued no later than seven days before its presentation to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participate in the Annual General Meeting.

Shareholders whose shares together amount to **1 % of the share capital** may transmit written **proposals for resolutions** including the reasons thereto for any item on the agenda and may request that such proposal, including its reasons and a possible opinion thereto of the Management Board or the Supervisory Board, to be made available on the website of the Company, provided such written proposal is received by the Company no later than **23 June 2010** via fax at +43 1 21137 12940, or via mail to 1220 Vienna, Donau-City-Straße 9. Attn. Mrs. Gertraud Wöber, General Secretary, or by e-mail gertraud.woeber@agrana.com, whereby the written proposal shall be attached to the e-mail in text format, e.g. PDF. In the case of deposited bearer shares, producing a safe custody receipt pursuant to section 10a of the Stock Corporation Act shall serve as the required proof of ownership of the relevant share with a view to exercising the shareholder's right; such receipt shall be issued no later than seven days before its

presentation to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participate in the Annual General Meeting.

In the case of non-deposited bearer shares, the written confirmation on the part of a notary public shall suffice provided it contains, in meaning, the information stated above in the context of the safe custody receipt.

Upon request, each shareholder is entitled to receive information on the matters of the Company during the Annual General Meeting; to the extent such information is necessary for the proper evaluation of an item on the agenda. The information may be refused should it be deemed fit, on the basis of a reasonable business assessment, to cause significant harm to the enterprise or an associated enterprise, or should its release be liable to prosecution.

To ensure the Annual General Meeting effectiveness, any questions whose answers may require a lengthy preparation, shall be submitted by **29 June 2010** to the Management Board, Attn. Mrs. Gertraud Wöber, General Secretary, via fax at +43 1 21137 12940 or by e-mail gertraud.woeber@agrana.com.

Further information on these shareholder rights pursuant to sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act, is now available on the Company's website www.agrana.com.

RECORD DATE AND PARTICIPATION TO THE ANNUAL GENERAL MEETING

On the basis of the changes to the relevant legislation concerning stock corporations pursuant to the Austrian Stock Corporation Modification Act 2009, the Articles of Association of our Company on convening the Annual General Meeting, depositing of shares for the Annual General Meeting for the entitlement to participate and voting rights in the Annual General Meeting do not apply. The entitlement to participate in the Annual General Meeting and to exercise the voting right and all the other shareholders' rights to be asserted in connection with the Annual General Meeting is subject to the shareholding at the end of **22 June 2010 (record date)**.

Only persons who are shareholders on the record date and provide evidence thereto shall be entitled to participate in the Annual General Meeting.

Bearer shares held in a deposit

In case of deposited bearer shares, the shareholding as of the record date may be evidenced by a safe custody receipt in accordance with section 10a of the Austrian Stock Corporation Act, to be received by the Company no later than **29 June 2010** exclusively at one of the addresses stated below.

Via mail: AGRANA Beteiligungs-Aktiengesellschaft
(in written form submitted to Mrs. Gertraud Wöber
pursuant to section General Secretary
886 of the German Donau-City-Straße 9
Civil Code) 1220 Vienna
Via SWIFT: GIBAATWGGMS
 (Message Type MT598; please state ISIN AT0000938204 in the
 text)
Via fax: +43 (1) 8900 500 - 58
Via e-mail: anmeldung.agrana@hauptversammlung.at, whereas the safe custody
 receipt shall be attached to the e-mail in text format, e.g. PDF

Bearer shares not held in a deposit

In case of non-deposited bearer shares, a written confirmation by an Austrian notary public, which shall be sent to the Company exclusively to one of the addresses stipulated above, shall be sufficient.

The following dispositions shall apply mutatis mutandis to the notarial confirmation content (with the exception of the deposit number).

Deposit confirmation in accordance with section 10a of the Austrian Stock Corporation Act

The deposit confirmation must be issued by the depositary bank headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD and shall contain the following data:

- Information on the issuer: name / name of company and address or a code used for transactions between banks (SWIFT code),
- Information on the shareholder: name / name of company, address, date of birth for individuals, register and register number for legal entities, if applicable,
- Information on the shares: number of the shares held by the shareholder, ISIN AT0000603709,
- Deposit number and/or another description,

- Time to which the safe custody receipt refers.

The deposit confirmation as evidence for the shareholding must refer to the record date stated above, i.e. **22 June 2010**.

The deposit confirmation shall be accepted in German or in English.

A model of the deposit confirmation shall be made available online at www.agrana.com.

The shareholders shall not be blocked due to their registration for the annual general meeting and/or the transmission of a safe custody receipt; therefore, shareholders may still freely dispose of their shares even after they are registered and/or transmitted a safe custody receipt.

REPRESENTATION BY PROXY

Each shareholder entitled to participate in the Annual General Meeting has the right to appoint a proxy who participates in the Annual General Meeting in the name of such shareholder and who has the same rights as the shareholder he/she represents.

The proxy shall be granted to a certain person (an individual or a legal entity) in writing, whereby also multiple persons may be authorized.

The proxy must be received by the Company exclusively at one of the addresses stipulated below:

Via mail: AGRANA Beteiligungs-Aktiengesellschaft
(in writing) Attn. Mrs. Gertraud Wöber
 General Secretary
 Donau-City-Straße 9
 1220 Vienna

Via fax: +43 (1) 8900 500 - 58

Via e-mail: anmeldung.agrana@hauptversammlung.at, whereas the safe custody receipt shall be attached to the e-mail in text format, e.g. PDF

In person: upon registration in the Annual General Meeting at the meeting location

A proxy form and a form for the withdrawal of authorization may be obtained upon request or retrieved from the Company's website at www.agrana.com.

Insofar as the proxy is not personally registered on the Annual General Meeting date, the proxy may be submitted to the Company by **1 July 2010 at 16.00** at the latest.

The above rules on granting of proxy authority shall apply mutatis mutandis to the revocation of the authorization.

Total number of shares and interim certificates

As of the Annual General Meeting convening date, the share capital of the Company amounting to EUR 103,310,249.78, is divided into 14,202,040 bearer shares (shares). Each share holds one vote. As of the Annual General Meeting convening date, the Company holds own shares either directly or indirectly. As of the Annual General Meeting convening date, the total number of participating and voting shares is 14,202,040. There is only one class of shares.

In order to guarantee smooth entrance control operation, we would like to ask the shareholders to arrive in due time before the beginning of the Annual General Meeting. Admission for the collection of voting cards shall start at 10.00 a.m.

Shareholders, which were sent by their custodian banks either entry cards or copies of the safe custody receipts, shall be invited to produce an official, valid photo identification at the Annual General Meeting.

Vienna, June 2010

The Management Board