

## **POWER OF ATTORNEY**

In my capacity as a shareholder of AGRANA Beteiligungs-Aktiengesellschaft I herewith authorise

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(Name of authorised person in capital letters)

to represent me in the 24th Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft, Vienna, FN 99 489 h, on Friday, 1 July 2011, at 11.00 am held at Tech Gate Vienna, 1220 Vienna, Donau-City-Straße 1, Meeting Room 0.1, and to exercise on my behalf all the rights pertaining to me as a shareholders of AGRANA Beteiligungs-Aktiengesellschaft, in particular the voting rights.

In particular, I authorize the above representative to exercise the voting rights and adopt resolutions on the agenda hereunder:

1. Presentation of the approved advanced Financial Statements and Notes and the Consolidated Financial Statements as at 28 February 2011, 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 2010/2011 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 2010/2011 financial year.
4. Resolution on the formal approval of the action of the members of the Supervisory Board for the 2010/2011 financial year.
5. Resolution pertaining to the remuneration received by the members of the Supervisory Board for the 2010/2011 financial year.
6. Election of a Member of the Supervisory board
7. Appointment of the auditors and the Group auditors for the 2011/2012 financial year.

The authorized representative is authorized to delegate this power of attorney to another person.

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(Name/company and address of the shareholder in capital letters)

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(Date, personal signature of the shareholder or copy of the signature by company and name)

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(Name of the credit institution that holds the custody account)

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(Number of shares)