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AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h
ISIN AT0000603709

Invitation

We would like to invite our shareholders to the
27th Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft
on Friday, July 4th, 2014, at 11:00 a.m. CET,
at Raiffeisen Forum, A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1.

Agenda

1. Presentation of the financial statements, the management report, the corporate governance report, the consolidated financial statements, the group management report, and the supervisory report for the 2013/14 financial year.
2. Resolution on the appropriation of profits.
3. Resolution on the formal approval of the actions of the members of the Management Board for the 2013/14 financial year.
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2013/14 financial year.
5. Resolution on the remuneration received by the members of the Supervisory Board.
6. Appointment of a member of the Supervisory Board.
7. Appointment of the Auditors and the Group Auditors for the 2014/15 financial year.

Documents for the Annual General Meeting

In particular, the following documents will be presented on the company's website www.agrana.com no later than **June 13th, 2014**:

- Financial statements
- Consolidated Financial Statements and Summary Management Report
- Corporate Governance Report
- Proposal for the appropriation of profits
- Report of the Supervisory Board.

each for the 2013/14 financial year;

- Proposed resolutions concerning items 2 through 7 of the agenda
- Statement of the proposed for appointment member of the Supervisory Board pursuant to § 87 Paragraph 2 of the Austrian Stock Corporation Act
- Form for granting proxy
- Form for granting proxy to a representative of the IVA
- Form for the revocation of a proxy
- Full text of this invitation.

NOTICE OF THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

Shareholders, whose shares together amount to at least **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 are included in the Agenda** for this Annual General Meeting, and that an announcement is made in this respect, provided such request is received by the Company in writing no later than **June 13th, 2014**, at A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Gertraud Wöber, General Secretary. Each Agenda item requested in this manner must include a proposed resolution and an explanatory statement. Shareholder ownership must be proven by submission of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act, which confirms that the applicant shareholders have owned shares for a period of at least three months prior to the application, and such receipt must be issued at least seven days prior to its submission to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation.

Resolutions for the Agenda Proposed by Shareholders

Shareholders, whose shares together amount to at least **1% of the share capital** may submit written **proposals for resolutions** including an explanatory statement for any item on the agenda, and may request any such proposal, including the explanatory statement and a possible opinion thereof by 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 **June 25th, 2014**, via fax to +43 1 21137 12055, or via mail to A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Gertraud Wöber, General Secretary, or by email to gertraud.woeber@agrana.com, whereby the written proposal shall be attached to the email in text format, e.g. as a PDF. In case of a proposal for the election of a member of the Supervisory Board, the statement of the proposed person pursuant to § 87 II of the Austrian Stock Corporation Act shall take the place for the explanatory statement. Shareholder ownership must be proven through the submission of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act, which must be issued at least seven days prior to its submission. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation in the Annual General Meeting.

Right to Information

Upon request, every shareholder shall be entitled to receive information on the affairs of the Company during the Annual General Meeting, to the extent that such information is necessary for the proper assessment of an item on the Agenda.

The information may be withheld, should it be deemed to have the potential, on the basis of a reasonable business assessment, for causing significant harm to the Company or any associated enterprise, or should its disclosure provide reason for legal proceedings.

To ensure the effectiveness of the Annual General Meeting, any questions that may require a lengthy preparation shall be submitted by **July 3rd, 2014, at 4:00 p.m.**, to the Management Board, Attn. Mrs. Gertraud Wöber, General Secretary, via fax to +43 1 21137 12055 or by email to gertraud.woeber@agrana.com.

Annual General Meeting Proposals

Each shareholder - independent of their specific number of shares – is authorized to make proposals pertaining to each item on the Agenda at the Annual General Meeting. The prerequisite for this is the proof of eligibility within the meaning of the convocation.

Information on the Website

Further information on these shareholder rights pursuant to §§ 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 IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and to exercise the voting right and any other rights of shareholders to be asserted in connection with the Annual General Meeting is subject to the holding of shares by the end of day on **June 24th, 2014 (record date)**.

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

The ownership of the shares held on the record date must be proven by a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act, which must be received by the Company no later than **July 1st, 2014** exclusively at one of the addresses shown below.

Via mail or
messengers: AGRANA Beteiligungs-Aktiengesellschaft
 Attn. Mrs. Gertraud Wöber
 General Secretary
 Friedrich-Wilhelm-Raiffeisen-Platz 1
 A-1020 Vienna

Via fax: +43 1 8900 500 - 58

Via email: anmeldung.agrana@hauptversammlung.at; whereby the safe custody receipt shall be attached to the email in text format, e.g. as a PDF.

Via SWIFT: GIBAATWGGMS (Message Type MT598; it is necessary to specify ISIN AT0000603709 in the text)

Confirmation of deposit pursuant to § 10a of the Austrian Stock Corporation Act

The confirmation of deposit must be issued by the custodian 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 about the issuer: name and address or a code used for transactions between banks (BIC code);
- Information about the shareholder: name, address, date of birth for individuals, register and register number for legal entities, if applicable;
- Information about the shares: number of shares held by the shareholder; ISIN AT0000603709;
- Deposit number and/or any other description;
- Time to which the safe custody receipt refers.

The confirmation of deposit as evidence for the shareholding must refer to the record date stated above, i.e. **June 24th, 2014**.

The confirmation of deposit will be accepted in German or in English.

REPRESENTATION BY PROXY

Each shareholder entitled to participate in the Annual General Meeting has the right to appoint a proxy to participate in the Annual General Meeting in the name of this shareholder who receives the same rights as the shareholder whom the proxy represents. Proxy shall be granted to a person (an individual or a legal entity) in writing. Multiple persons may be authorized.

The proxy must be received by the Company exclusively at any of the addresses listed below:

Via mail or
messengers: AGRANA Beteiligungs-Aktiengesellschaft
 Attn. Mrs. Gertraud Wöber
 General Secretary
 Friedrich-Wilhelm-Raiffeisen-Platz 1
 A-1020 Vienna

Via fax: +43 1 8900 500 - 58

Via email: anmeldung.agrana@hauptversammlung.at; whereby the safe custody receipt shall be attached to the email in text format, e.g. as a PDF.

In person: Upon registration for the Annual General Meeting
 at the meeting venue.

Forms for granting and revocation of authorizations are available upon request or can be downloaded from the Company's website at www.agrana.com .

If the proxy is not personally presented at the date of the Annual General Meeting, it must be submitted to the Company by **July 3rd, 2014 at 4:00 p.m.** at the latest.

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

INDEPENDENT VOTING REPRESENTATIVES

As a special service to the shareholders, a **representative from the Investor's Association (Interessenverband für Anleger, IVA)**, A-1130 Vienna, Feldmühlgasse 22, will be available as an independent representative for the exercise of voting rights,

subject to directives, at the Annual General Meeting; for this, a special authorization form can be downloaded from the Company's website at www.agrana.com. In addition, you may also contact Dr. Michael Knap from IVA directly at Tel. +43 1 8763343-30, Fax +43 1 8763343-39, or email michael.knap@iva.or.at.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the Annual General Meeting convening date, the share capital of the Company, amounting to €103,210,249.78, is divided into 14,202,040 bearer shares (shares). Each share holds one vote. At the convening date of the Annual General Meeting, the Company holds no own shares. Twenty-five shares pursuant to § 67 iVm § 262 Paragraph 29 of the Austrian Stock Corporation Act are assumed to be powerless. At the convening date of the Annual General Meeting, the total number of participating and voting shares is 14,202,015.

In order to ensure that the entrance control runs smoothly, 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, who have received either entry cards or copies of the safe custody receipts from their custodian banks, shall be requested to produce an official, valid photo for identification at the Annual General Meeting.

Vienna, June 2014

The Management Board