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AGRANA Beteiligungs-Aktiengesellschaft

Vienna, FN 99489 h

ISIN AT0000603709

Invitation

We would like to invite our shareholders to the
25th Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft
on Monday, July 2nd, 2012, at 11:00 AM,
at Tech Gate Vienna, A-1220 Vienna, Donau-City-Straße 1, Meeting Room 0.1

Agenda

1. Presentation of the approved Financial Statements and Notes and the Consolidated Financial Statements as of February 29th, 2012, as well as of the Management Report and the Summary Management Report, including the Corporate Governance Report and the Report of the Supervisory Board for the financial year 2011/2012.
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 financial year 2011/2012.
4. Resolution on the formal approval of the action of the members of the Supervisory Board for the financial year 2011/2012.
5. Resolution pertaining to the remuneration received by the members of the Supervisory Board for the financial year 2011/2012.
6. Election of the new Supervisory Board
7. Appointment of the Auditors and the Group Auditors for the financial year 2012/2013.

Documents for the Annual General Meeting

In particular, the following documents will be presented on the company's website at www.agrana.com no later than **June 11th, 2012** and will also be available at the Annual General Meeting:

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

for the financial year 2011/2012; and

- Proposed resolutions concerning items 2 – 7 of the agenda; and
- Statement of the persons proposed for election as members of the Supervisory Board pursuant to § 87 II of the Austrian Stock Corporation Act (AktG);
- Form sheet for granting proxy;
- Form for the revocation of a proxy;
- Full text of the present Notice.

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 be included into 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 **June 11th, 2012**, at A-1220 Vienna, Donau-City-Straße 9, Attn. Mrs. Gertraud Wöber, General Secretary. Each agenda item thus requested must include a proposed resolution and an explanatory statement. In the case of deposited bearer shares, a safe custody receipt pursuant to § 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 rights; such receipt shall state that the applicant has been a shareholder for 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 participation in the Annual General Meeting.

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 thereon 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 21st, 2012**, via fax to +43 1 21137 12940, or via mail to A-1220 Vienna, Donau-City-Straße 9. 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 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 of the explanatory statement. In the case of deposited bearer shares, a safe custody receipt pursuant to § 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 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 participation 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 comprises the essential information stated above in the context of the safe custody receipt.

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 whose answers may require a lengthy preparation shall be submitted by **June 29th, 2012** to the Management Board, Attn. Mrs. Gertraud Wöber, General Secretary, via fax to +43 1 21137 12940 or by email to gertraud.woeber@agrana.com.

Every shareholder shall be entitled to propose at the Annual General Meeting motions relating to any Item of the agenda. Candidates for election to the Supervisory Board (agenda item 6) may be proposed only by shareholders whose shares together amount to at least 1 % of the share capital. Such proposals for elections must be submitted to the Company in the manner described above, no later than **June 21st, 2012**. Any proposal for election shall be accompanied by the statement by the proposed person pursuant § 87 II of the Austrian Stock Corporation Act, detailing that person's professional skills and job-related or other comparable functions, as well as any circumstances that might give reason for concerns of bias or prejudice.

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 holding shares at the end of **June 22nd, 2012 (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.

Bearer shares held in a deposit

In case of deposited bearer shares, holding of shares on the record date may be evidenced by a safe custody receipt in accordance with § 10a of the Austrian Stock Corporation Act, to be received by the Company no later than **June 27th, 2012**, exclusively at any of the addresses stated below.

Via mail: AGRANA Beteiligungs-Aktiengesellschaft
(in written form submitted to Mrs. Gertraud Wöber
pursuant to § General Secretary
886 of the Austrian Donau-City-Straße 9
Civil Code) A-1220 Vienna
Via fax: +43 (1) 8900 500 - 58
Via email: anmeldung.agrana@hauptversammlung.at, where the safe custody receipt shall be attached to the email in text format, e.g. as PDF

Bearer shares not held in a deposit

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

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

Confirmation of deposit according 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;
- 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 the share or 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 22nd, 2012.**

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

An exemplary confirmation of deposit will be provided online at www.agrana.com.

Shareholders shall not be blocked by their registration for the Annual General Meeting and/or submission of a safe custody receipt; therefore, shareholders may still freely dispose of their shares even after they are registered and/or have submitted a safe custody receipt.

AGRANA Beteiligungs-Aktiengesellschaft will not receive confirmations and statements under § 114 I of the Austrian Stock Corporation Act via an international, specifically secured communication network of credit institutions (SWIFT), since other electronic means of communication (fax and email) have been opened instead. This is because AGRANA Beteiligungs-Aktiengesellschaft has offered SWIFT for electronic communication in each of the previous two meetings, but the custodian banks have not made significant use thereof.

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

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

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

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

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

Insofar as the proxy is not personally presented at the date of the Annual General Meeting, it must be submitted to the Company by **June 29th, 2012 at 4:00 PM** at the latest.

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

Total number of shares and interim certificates

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 own shares neither directly nor indirectly. At the convening date of the Annual General Meeting, the total number of participating and voting shares is 14,202,040. There is only one class of shares.

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 AM.

Shareholders which 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 2012

The Management Board