



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h

**Proposed Resolutions of the Management Board and the Supervisory Board
for the
25th Annual General Meeting on July 2nd, 2012**

1. Presentation of the approved Financial Statements and Notes and the Consolidated Financial Statements as of February 29th, 2012, including the Annex, and also of the Summary Management Report including the Corporate Governance Report and the report of the Supervisory Board for the 2011/2012 financial year.

A resolution on this agenda item is not required.

2. Resolution on the appropriation of profits.

The Supervisory Board endorses the appropriation proposal by the Management Board and suggests that the 2011/2012 profits amounting to € 54,738,957.02 be used as follows:

To pay a dividend of € 3.60 for each of the 14,202,040 ordinary shares entitled to dividends (bearer shares), i.e. € 51,127,344.00, and to carry forward the remaining amount of € 3,611,613.02 as retained earnings.

The dividend shall be paid from July 5th, 2012, minus 25 % capital gains tax in accordance with the statutory provisions for the ordinary shares (bearer shares) by transfer or by crediting to the custodian bank.

3. Resolution on the formal approval of the actions of the Management Board for the 2011/2012 financial year.

The Supervisory Board moves to formally approve the actions of the members of the Management Board in office during the financial year 2011/2012 for that period.

4. Resolution on the formal approval of the actions of the Supervisory Board for the financial year 2011/2012.

The Supervisory Board moves to formally approve the actions of the members of the Supervisory Board in office during the financial year 2011/2012 for that period.

5. Resolution pertaining to the remuneration for the members of the Supervisory Board for the financial year 2011/2012.

The Supervisory Board proposes to set the remuneration of the Supervisory Board for the 2011/2012 financial year to a total of € 200,000.00 as before, leaving the distribution to the Board.

6. Election of a new Supervisory Board.

The supervisory board mandates of all persons elected to the Supervisory Board in the general meeting of July 05th, 2007, will end with the closing of the 25th annual general meeting on July 02nd, 2012. The same will apply to persons who were newly elected to the Supervisory Board in later years, since they were elected for the same term of office.

The Supervisory Board currently consists and shall continue to consist of eight members elected by the General Meeting. Due to the expiry of the mandates of all members of the Supervisory Board currently holding office by resolution of the General Meeting, eight members of the Supervisory Board must be elected in order to achieve again the number of eight members to be elected by the General Assembly.

The Supervisory Board proposes to elect

Dr. Christian KONRAD,

Dr. Wolfgang HEER,

Mag. Erwin HAMESEDER,

Dr. Jochen FENNER,

Dr. Hans-Jörg GEBHARD,

Dipl.-Ing. Ernst KARPFFINGER,

Dr. Thomas KIRCHBERG

and

Dipl.-Ing. Josef PRÖLL,

the election taking effect with the closing of this general meeting, to the Supervisory Board, to hold office until the closing of the general meeting which shall decide on the formal approval for the fourth business year after the election, not including the current business year.

7. Appointment of the Auditors and the Group Auditors for the financial year 2012/2013.

The Supervisory Board proposes to appoint KPMG Austria AG, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as Auditor and Group Auditor for the financial year 2012/2013. This proposal of the Supervisory Board is based on a proposal by the Audit Committee.