



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h

**Proposed resolutions of the Management Board and the Supervisory Board for
the
24th Annual General Meeting on July 1st, 2011**

1. Presentation of the approved Financial Statements and Notes and the Consolidated Financial Statements as of February 28th, 2011, extended by the annex, and also of the Summary Management Report including the Corporate Governance Report and the report of the Supervisory Board for the 2010/2011 financial year.

A resolution on this agenda item is not required.

2. Resolution on the allocation of profits.

The Supervisory Board endorses the allocation proposal by the Management Board and suggests that the 2010/2011 profits amounting to € 36,281,257.48 be used as follows:

To pay a dividend of €2.40 for each of the 14,202,040 ordinary shares entitled to dividends (bearer shares), i.e. € 34,084,896.00, and to carry forward the remaining amount of €2,196,361.48 as retained earnings.

The dividend shall be paid from July 6th, 2011, less 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 2010/2011 financial year.

The Supervisory Board moves to formally approve the actions of the members of the Management Board in office during the 2010/2011 financial year for that period.

4. Resolution on the formal approval of the actions of the Supervisory Board for the 2010/2011 financial year.

The Supervisory Board moves to formally approve the actions of the members of the Supervisory Board in office during the 2010/2011 financial year for that period.

5. Resolution on the remuneration for the members of the Supervisory Board for the 2010/2011 financial year.

The Supervisory Board proposes to set the remuneration of the Supervisory Board for the 2010/2011 financial year at a total of €200,000.00, the distribution being left to the Board.

6. Election of a member of the Supervisory Board.

Mr. Ludwig Eidman, Member of the Supervisory Board, has announced his resignation from the Supervisory Board, becoming effective upon the closing of the 24th Annual General Meeting on July 1st, 2011.

The Supervisory Board recommends electing Dr. Jochen Fenner to the Supervisory Board of the company, the election becoming effective upon the closing of said General Meeting, for the departing member's remaining term of office, i.e. until the end of that General Meeting which will decide on approvals for the 2011/2012 financial year. The current number of eight members of the Supervisory Board elected by the General Assembly of the Company shall remain unchanged.

7. Appointment of the Auditors and Group Auditors for the 2011/2012 financial year.

The Supervisory Board proposes to appoint KPMG Austria GmbH, a Viennese auditing and tax advisory firm, as Auditor and Group Auditor for the 2011/2012 financial year. This proposal of the Supervisory Board is based on a proposal by the Audit Committee.