



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h

**Resolutions proposed by the Management Board and the Supervisory Board
for the
26th Annual General Meeting on July 5th, 2013**

1. Presentation of the approved Financial Statements and Notes and the Consolidated Financial Statements as of February 28th, 2013, as well as of the Summary Management Report, including the Corporate Governance Report and the Report of the Supervisory Board for the financial year 2012/2013.

A resolution on this agenda item is not required.

2. Resolution on the appropriation of profits.

The Supervisory Board endorses the appropriation proposed by the Management Board and suggests that the 2012/2013 profits amounting to €56,304,833.95 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 €5,177,489.95 as retained earnings.

The dividend shall be paid from 10 July 2013 onwards, 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 members of the Management Board for the financial year 2012/2013.

The Management Board and the Supervisory Board move to formally approve the actions of the members of the Management Board in office during the financial year 2012/2013 for that period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2012/2013.

The Management Board and the Supervisory Board move to formally approve the actions of the members of the Supervisory Board in office during the financial year 2012/2013 for that period.

5. Resolution on the remuneration received by the members of the Supervisory Board for the financial year 2012/2013.

The Management Board and the Supervisory Board proposes to set the remuneration of the Supervisory Board for the financial year 2012/2013 to a total of €250,000.00, leaving the distribution to the Supervisory Board.

6. Appointment of the Auditors and the Group Auditors for the financial year 2013/2014.

The Supervisory Board proposes to appoint KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as Auditors and Group Auditors for the financial year 2013/2014. This proposal of the Supervisory Board is based on a proposal by the Audit Committee.

7. Resolution on the amendment of the Articles of Association in accordance with the Company Law Amendment Act 2011.

On 01 August 2011 the Company Law Amendment Act 2011 came into force, which also led to changes in the Stock Corporation Act and which must be implemented by amending the Articles of Association prior to 31 December 2013.

The Management Board and the Supervisory Board have looked into the amended statutory provisions concerned. Essentially, these are:

The Company Law Amendment Act 2011 [GesRÄG] abolishes interim certificates. Listed companies are now obliged to evidence all bearer shares in one, or where appropriate in a number of global certificates and at a securities deposit bank according to § 1 para 3 of the Custody Act or at an equivalent foreign institution.

The Management Board and the Supervisory Board propose to adopt the amendments to §§ 8 and 13 of the Articles of Association and to thereby comply with the changes in the law.

The Articles of Association including the marked up proposed amendments have been attached to this proposed resolution.