



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h
ISIN AT0000603709

**Resolutions Proposed by the Management Board and the Supervisory Board
for the
28th General Shareholders' Meeting on July 3, 2015**

- 1. Presentation of the annual financial statements together with the management report and the corporate governance report, the consolidated financial statements and the group management report as well as the report prepared by the Supervisory Board for the financial year 2014/2015**
The adoption of a resolution on this agenda item is not required.
- 2. Resolution on the appropriation of profits**
The Management Board and the Supervisory Board propose to pay out a dividend of €3.60 per (eligible) share from the profits of €9,837,091.82 reported in the 2014/2015 financial statements and to carry forward the remaining amount to a new account.
- 3. Resolution on the formal approval of the actions of the members of the Management Board for the financial year 2014/2015**
The Management Board and the Supervisory Board propose that a resolution on the formal approval of the actions of the members of the Management Board appointed for the financial year 2014/2015 be adopted for this period.
- 4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2014/2015.**
The Management Board and the Supervisory Board propose that a resolution on the formal approval of the actions of the members of the Supervisory Board appointed for the financial year 2014/2015 be adopted for this period.
- 5. Resolution on the remuneration of members of the Supervisory Board**
The Management Board and the Supervisory Board propose to set the remuneration of the members of the Supervisory Board for the financial year 2014/2015 at a total amount of €250,000 and to leave the division of this amount up to the Supervisory Board.
- 6. Appointment of the auditors and the group auditors for the financial year 2015/2016**
The Supervisory Board proposes, in line with the recommendation by the Audit Committee, that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellangasse 51, 1090 Vienna, be appointed as the auditors and group auditors for the financial year 2015/2016.

7. Resolution on the authorization for the Management Board to increase capital in accordance with Section 169 of the Austrian Stock Corporation Act [AktG] (Authorized Capital) in return for cash contributions or contributions in kind together with the authorization for the Management Board to exclude the subscription right and to make appropriate changes to the Articles of Association

The Management Board and the Supervisory Board propose the following resolution:

1. For a period of five years after entry of the corresponding amendment of the Articles of Association in the Trade Register, the Management Board shall be authorized in accordance with Section 169 of the Austrian Stock Corporation Act, after approval by the Supervisory Board, to increase the share capital by up to €15,261,295.18 by issuing up to 2,100,000 new no-par value ordinary bearer shares in the Company in return for cash or contributions in kind, in one or more tranches, and set the amount of the issue, which may not be below the proportionate amount of the share capital, as well as the terms and conditions of the issue and other details required for the completion of the capital increase after consulting the Supervisory Board. With the approval of the Supervisory Board, the Management Board is authorized to partially or fully exclude shareholders from the right to subscribe (i) if capital is increased in return for cash contributions and in total the mathematical percentage of the share capital of the Company attributable to the shares issued in return for the cash contribution under the exclusion of the subscription right does not exceed the limit of 10% (ten percent) of the share capital of the Company at the time the authorization is exercised, (ii) if the capital is increased in return for a contribution in kind, (iii) for the exercising of an over-allotment option (greenshoe) or (iv) for the elimination of fractional amounts.

The Supervisory Board is authorized to make amendments to the Articles of Association if they result from a change in the authorized capital due to the issuing of shares.

2. Section 7 (Share Capital) of the Articles of Association shall be changed in such a way that Section 5 now reads as follows:

"(5) For a period of five years after entry of this amendment of the Articles of Association in the Trade Register, the Management Board shall be authorized in accordance with Section 169 of the Austrian Stock Corporation Act, after approval by the Supervisory Board, to increase the share capital by up to €15,261,295.18 by issuing up to 2,100,000 new no-par value ordinary bearer shares in the Company in return for cash or contributions in kind, in one or more tranches, and set the amount of the issue, which may not be below the proportionate amount of the share capital, as well as the terms and conditions of the issue and other details required for the completion of the capital increase after consulting the Supervisory Board. With the approval of the Supervisory Board, the Management Board is authorized to partially or fully exclude shareholders from the right to subscribe (i) if capital is increased in return for cash contributions and in total the mathematical percentage of the share capital of the Company attributable to the shares issued in return for the cash contribution under the exclusion of the subscription right does not exceed the limit of 10%

(ten percent) of the share capital of the Company at the time the authorization is exercised, (ii) if the capital is increased in return for a contribution in kind, (iii) for the exercising of an over-allotment option (greenshoe) or (iv) for the elimination of fractional amounts.

The Supervisory Board is authorized to make amendments to the Articles of Association if they result from a change in the authorized capital due to the issuing of shares".

8. Resolution on the authorization for the Management Board to exclude the right to sell and the right to purchase (subscription right) in connection with the Company's purchase (buy-back) of its own shares in accordance with Section 65 (1) line 8 of the Austrian Stock Corporation Act (AktG) and the sale of the Company's own shares

The Management Board and the Supervisory Board propose the following resolution:

1. For a period of 30 months from the date of the adopted resolution, the Management Board shall be authorized in accordance with Section 65 (1) line 8 as well as (1a) and (1b) of the Austrian Stock Corporation Act to buy back the Company's own shares for a total of up to 10% of the share capital of the Company, also under repeated use of the 10% limit, both over an exchange and over the counter, after approval by the Supervisory Board and with the exclusion of the shareholders' proportional right to sell. The authorization can be exercised in full or in part or in multiple partial amounts by the Company, companies affiliated with it or by third parties for their account, and in pursuit of one or more purposes. The equivalent price per share may not fall below the level of €1. The highest equivalent price per share paid in the buy-back may not be more than 15% above the average daily closing price, weighted by the respective trading volume, of the Company's shares over the last 10 trading days on the Vienna Stock Exchange. If the Company sells or buys back its own shares in financing transactions (e.g., repos or swap transactions) or in transactions involving securities lending or loans on collateral securities, the sales price shall be the highest equivalent price for the buy-back in addition to appropriate interest.
2. For a period of five years from the date of the adopted resolution, the Management Board shall be authorized in accordance with Section 65 (1b) of the Austrian Stock Corporation Act to sell and use the Company's own shares (treasury shares) in another way than over an exchange or through a public offering and also to hereby exclude the proportional purchase right of shareholders (exclusion of subscription right) after approval by the Supervisory Board. The authorization can be exercised in full or in part or in multiple partial amounts and in pursuit of one or more purposes.
3. The Management Board is authorized to buy back the Company's own shares after approval by the Supervisory Board and without the adoption of another resolution at the Shareholders' Meeting. The Company's own shares bought back in accordance with this authorization are to be deducted from the 10% limit in accordance with item 1 of the resolution. The Supervisory Board is authorized to make amendments to the Articles of Association if they result from the buy-back of shares.