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**AGRANA Beteiligungs-Aktiengesellschaft**  
Vienna, FN 99489 h  
ISIN AT0000603709

**Invitation**  
**to the 29<sup>th</sup> Annual General Meeting**

We would like to invite our shareholders to the  
**29<sup>th</sup> Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft**  
on **Friday, 1 July 2016, at 11:00 a.m. CET**,  
at Raiffeisen Forum, A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1.

**Agenda**

1. Presentation of the financial statements, the management report, the corporate governance report, the consolidated financial statements, the group management report, the proposed appropriation of profits and the report of the Supervisory Board for the 2015/16 financial year.
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 2015/16 financial year.
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2015/16 financial year.
5. Resolution on the remuneration received by the members of the Supervisory Board.
6. Appointment of the Auditors and the Group Auditors for the 2016/17 financial year.

## DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In particular, the following documents will be presented on the company's websites [www.agrana.com](http://www.agrana.com) and [www.agrana.com/en/investor/annual-general-meeting/](http://www.agrana.com/en/investor/annual-general-meeting/) no later than **10 June 2016**:

- Financial statements
- Consolidated financial statements and summary management report
- Corporate governance report
- Proposal for the appropriation of profits
- Report of the Supervisory Board.

each for the 2015/16 financial year;

- Proposed resolutions concerning items 2 through 6 of the agenda
- Form for granting proxy
- Form for granting proxy to a representative of the IVA
- Form for the revocation of a proxy
- Full text of this invitation.

## NOTICE TO THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

### **Addition of Agenda Items by Shareholders**

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 are included in the Agenda** for this Annual General Meeting, and that an announcement is made in this respect, provided such request is received by the Company in writing no later than **10 June 2016**, at A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Mag. Gertraud Wöber, General Secretary. Each Agenda item requested in this manner must include a proposed resolution and an explanatory statement. Shareholder ownership must be proven by submission of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act, which confirms that the applicant shareholders have owned shares for a period of at least three months prior to the application, and which must have been issued no more than seven days prior to its submission to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation.

### **Resolutions for the Agenda Proposed by Shareholders**

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, to be made available on the website of the Company, provided such written request is received by the Company no later than **22 June 2016**, by fax to +43 (0)1 21137 12055, by mail to A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Mag. Gertraud Wöber, General Secretary, or by email to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com), whereby the written proposal shall be attached to the email in text format, e.g. as a PDF. Shareholder ownership must be proven through the submission of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act, which must have been issued no more than seven days prior to its submission. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation in the Annual General Meeting.

### **Right to Information**

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, to cause 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 to which an answer may require lengthy preparation must be submitted by **30 June 2016, at 4:00 p.m.**, to the Management Board, Attn. Mrs. Mag. Gertraud Wöber, General Secretary, by fax to +43 (0)1 21137 12055 or by email to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com).

### **Annual General Meeting Proposals**

Irrespective of their specific number of shares, all shareholders are authorised to make proposals pertaining to each item on the Agenda at the Annual General Meeting. The prerequisite for this is the proof of eligibility within the meaning of the convocation.

### **Information on the Website**

Further information on these shareholder rights pursuant to Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act is now available on the Company's website [www.agrana.com](http://www.agrana.com).



The safe custody receipt shall be accepted in German or in English.

## **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 with the same rights as the shareholder whom the proxy represents.

Proxy must be granted to a specific person (an individual or a legal entity) in writing. Multiple persons may also be granted proxy.

The proxy must be received by the Company exclusively at any of the addresses listed below:

- By mail or carrier:            AGRANA Beteiligungs-Aktiengesellschaft  
                                 Attn. Mrs. Mag. Gertraud Wöber  
                                 General Secretary  
                                 Friedrich-Wilhelm-Raiffeisen-Platz 1  
                                 A-1020 Vienna
- By fax:                    +43 (0)1 8900 500 - 58
- By email:                [anmeldung.agrana@hauptversammlung.at](mailto:anmeldung.agrana@hauptversammlung.at); whereby the safe custody receipt shall be attached to the email in text format, e.g. as a PDF.
- In person:                Upon registration for the Annual General Meeting  
                                 at the meeting venue.

Forms for the granting and revocation of proxy are available upon request or can be downloaded from the Company's website at [www.agrana.com](http://www.agrana.com).

If the proxy is not personally presented on the day of the Annual General Meeting, it must be submitted to the Company by **30 June 2016 at 4:00 p.m.** at the latest.

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

## **INDEPENDENT VOTING REPRESENTATIVES**

As a special service to the shareholders, a representative from the Investor's Association (Interessenverband für Anleger, IVA), A-1130 Vienna, Feldmühlgasse 22, will be available as an independent representative for the exercise of voting rights, subject to instructions, at the Annual General Meeting; for this, a special proxy form can be downloaded from the Company's website at [www.agrana.com](http://www.agrana.com). In addition, you may also contact Mr. Dr. Michael Knap from IVA directly at tel. +43 (0)1 8763343-30, fax +43 (0)1 8763343-39, or email [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

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 no treasury shares. Twenty-five shares pursuant to Section 67 in conjunction with Section 262 (29) of the Austrian Stock Corporation Act have been declared cancelled. At the convening date of the Annual General Meeting, the total number of participating and voting shares is 14,202,015.

In order to ensure that the admission checks run 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 a.m.

Shareholders who have not received either entry tickets or copies of the safe custody receipts from their custodian banks are requested to bring an official form of valid photographic identification to the Annual General Meeting.

Vienna, June 2016

The Management Board