



FURTHER INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

Additions to the Agenda pursuant to Section 109 of the Austrian Stock Corporation Act

Shareholders whose combined shares amount to **5% of the share capital** may request in writing that **additional items be included in the Agenda** for this Annual General Meeting, and that an announcement be made in this respect. Each Agenda item must be accompanied by a resolution proposal including the reasons thereof. Shareholders submitting proposals must have been shareholders for at least three months before the proposal date. A proposal shall only be considered if the Company receives it in writing no later than **15 June 2018** (24:00 o'clock, CEST, Vienna time).

Any motions made by the shareholders in this context shall be addressed exclusively to

AGRANA Beteiligungs-Aktiengesellschaft
Attn. Mrs. Gertraud Wöber
General Secretary
Friedrich-Wilhelm-Raiffeisen-Platz 1
A-1020 Vienna

The wording of the Agenda item and of the proposal for resolution must be also submitted in a German-language version.

Shareholder status must be verifiable by submission of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act.

Draft resolutions of shareholders pursuant to Section 110 of the Austrian Stock Corporation Act

Shareholders whose combined shares amount to **1% of the share capital** may submit written **proposals for resolutions** concerning any item of the Agenda of this Annual General Meeting, and may request that these proposals, together with the names of the relevant shareholders, including the explanatory statement and a possible opinion thereof by the Management Board or the Supervisory Board, be made available on the website of the Company. Please note that each proposed resolution shall be accompanied by an explanatory statement. Proposals shall only be considered if the Company receives it in writing not later than **27 June 2018** (24:00 o'clock, CEST, Vienna time).



Any motions made by the shareholders in this context shall be addressed exclusively to

AGRANA Beteiligungs-Aktiengesellschaft
Attn. Mrs. Gertraud Wöber
General Secretary
Friedrich-Wilhelm-Raiffeisen-Platz 1
A-1020 Vienna

or

via fax to +43 (0)1 21137 12055

or

via e-mail to gertraud.woeber@agrana.com, whereas the shareholders' proposal shall be attached to the e-mail in text format, e.g. as a PDF.

Any proposal for a resolution must also be submitted in a German-language version.

Shareholder status to exercise this shareholder's right must be verifiable through the submission of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act.

Safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act

The confirmation of deposit must be issued by the custodian bank headquartered in a state, which is either a member state of the European Economic Area or a full member of the OECD and shall contain the following data:

- Information about the issuer: name of company and address or a code used for transactions between banks,
- Information about the shareholder: name / name of company and address, for individuals also the date of birth, for legal entities register and register number of the legal entity in its country of origin, if applicable,
- Information about the shares: number of shares held by the shareholder, ISIN AT0000603709,
- Deposit number or any other description,
- Time to which the safe custody receipt refers.

The confirmation of deposit will be accepted in German or in English. The confirmation of deposit must be provided in writing.



For proof of shareholder ownership on the record date, a confirmation of deposit pursuant to Section 10a of the Austrian Stock Corporation Act is required, which must be received by the company no later than **3 July 2018** (24:00 o'clock, CEST, Vienna time), exclusively via and to any of the following communication channels and addresses:

- (i) For transmission of the confirmation of deposit in text form as approved by the Articles of Association pursuant to § 13 VII

By email anmeldung.agrana@hauptversammlung.at
(Deposit confirmations please in PDF format)
By fax +43 (0)1 8900 500 – 58

- (ii) For transmission of the confirmation of deposit in writing
By letter post or messenger AGRANA Beteiligungs-Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
A-8242 St. Lorenzen am Wechsel, Köppel 60
By SWIFT GIBAATWGGMS
(Message Type MT598 or MT599; it is necessary to specify ISIN AT0000603709 in the text)

The confirmation of deposit as proof of shareholder ownership in connection with the exercise of shareholder's rights pursuant to Sections 109 (supplement to the Agenda) and 110 (proposals for resolutions put forward by the shareholders) of the Austrian Stock Corporation Act must not have been issued prior to seven days before submission to the Company.

The confirmation of deposit as proof of shareholder ownership in connection with the exercise of the shareholder's rights pursuant to Section 109 of the Austrian Stock Corporation Act (supplement to the Agenda) must confirm that the applicant has been a shareholder for at least three months prior to application without interruption.

Multiple shareholders who only reach the participation threshold through combined shares are subject to the same deadline with regard to the provision of the necessary evidence.

Information concerning the right to information pursuant to Section 118 of the Austrian Stock Corporation Act

Upon request, each shareholder shall be entitled to receive information on the affairs of the Company during the Annual General Meeting, to the extent such information is necessary for the proper evaluation of an item on the Agenda. The right to information



shall extend to the legal and business relations of the Company with an associated enterprise. If, in the Annual General Meeting of a parent company (Section 244 of the Austrian Business Code), the Consolidated Financial Statements and the Management Report for the group are submitted, the right to information shall comprise the situation of the group as well as any companies incorporated in the Consolidated Financial Statements.

Any information given shall comply with the principles of accountability by being regarded as both prudent and faithful. The information shall be provided in the Annual General Meeting.

Information may be withheld under the provision that

- 1 it is deemed capable, on the basis of a reasonable entrepreneurial assessment, of causing significant harm to the Company or an associated enterprise, or if
- 2 disclosing such information may give reason for legal action.

Any shareholder taking part in the Annual General Meeting shall be entitled to receive information. Furthermore, the right to information of the shareholders shall extend to their legal or authorized representatives. Shareholders whose membership rights are suspended (§§ 51 para. 3, 65 para. 5 AktG) do not have the right to receive information.

To ensure the Annual General Meeting's effectiveness, any questions whose answers may require a longer preparation, shall be submitted in text form and in due time before the Annual General Meeting to the Management Board, Attn. Mrs. Gertraud Wöber, General Secretary. The questions can be sent either by fax to +43 (0) 1 21137 12055 or by e-mail to gertraud.woeber@agrana.com.

INFORMATION ON THE RIGHT OF SHAREHOLDERS TO PRESENT PROPOSALS AT THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 119 OF THE AUSTRIAN STOCK CORPORATION ACT

Each shareholder shall, irrespective of the size of the share he/she holds, have the right to pass motions on any item of the Agenda. This requires the proof of eligibility to participate for the purposes of convening.

If more than one motion is submitted concerning one item on the agenda, the Chair shall determine the order of the voting in accordance with § 119 III of the Austrian Stock Corporation Act.