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AGRANA Beteiligungs-Aktiengesellschaft

Vienna, FN 99489 h

ISIN AT0000603709

Invitation to the 31st Annual General Meeting

We would like to invite our shareholders to the
**31st Annual General Meeting
of AGRANA Beteiligungs-Aktiengesellschaft
on Friday, 6 July 2018, at 11:00 a.m. CEST,**
at Raiffeisen Forum, A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1.

I. AGENDA

1. Presentation of the annual financial statements including the management report and the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of profits and the report of the Supervisory Board for the financial year 2017/2018.
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 financial year 2017/2018.
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2017/2018.
5. Resolution on the remuneration of members of the Supervisory Board
6. Appointment of the auditor and the group auditor for the financial year 2018/2019
7. Resolution on
 - (i) a stock split at a ratio of 1:4, which will increase the number of shares to 62,488,976, where each no-par share will correspond to a proportionate amount of the share capital of € 1.8175 in the future; and
 - (ii) amendment of the Articles of Association in § 7 “Share Capital”

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

In particular, the following documents will be available at the latest from **15 June 2018**, on the Company’s registered website at www.agrana.com or www.agrana.com/ir/hauptversammlung, respectively:

- 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 financial year 2017/2018;
- Proposed resolutions concerning Items 2 to 7 of the Agenda,
 - Form for granting proxy;
 - Form for granting proxy to a representative of the IVA,
 - Form for revocation of a proxy,
 - Full text of the present Invitation.

III. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise the voting right and any other rights of shareholders to be asserted in connection with the Annual General Meeting is subject to the holding of shares as per the **end of 26 June 2018 (record date)**.

Only persons who are holding shares on the record date and provide evidence thereof have the right to participate in the Annual General Meeting.

For proof of the shareholding on the record date, a deposit confirmation pursuant to § 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 the transmission of the deposit confirmation in text form as approved by the Articles of Association pursuant to § 13 VII

Via email anmeldung.agrana@hauptversammlung.at
(Deposit confirmations please in PDF format)

By fax: +43 (0)1 8900 500 – 58

- (ii) for transmission of the deposit confirmation in writing with legally binding signatures

By 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; “ISIN AT0000603709”
must be indicated in the text)

The shareholders are requested to contact their respective custodian bank and to arrange for the issuance and transmission of a deposit confirmation.

The record date has no effect on the saleability of the shares, and no significance for dividend entitlement.

Deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act

The deposit confirmation must be issued by the custodian bank headquartered in a state that 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: Company name and address or a code used for transactions between credit institutions;
- Information about the shareholder: Personal / company name and address, in the case of individuals furthermore the date of birth, in the case of entities the register and number under which the entity is registered in its country of origin, if applicable,
- Information about the shares: Number of shares held by the shareholder; ISIN AT0000603709;
- Deposit account number, alternatively any other description;
- Time to which the deposit confirmation refers.

The deposit confirmation as proof of the shareholding for participation in the Annual General Meeting must refer to the end of the record date **26 June 2018** (24:00 o'clock, CEST, Vienna time).

The deposit confirmation will be accepted in German or English.

For purposes of identification, the shareholders and their proxies are requested to hold a valid official photo identification card ready upon registration.

IV. OPTION OF APPOINTING A PROXY, AND PROCEDURE TO BE FOLLOWED

Each shareholder who has the right to participate in the Annual General Meeting and has demonstrated this to the Company in accordance with the stipulations in Item III of the present Invitation has the right to appoint a proxy to participate in the Annual General Meeting on behalf and in the name of this shareholder, having the same rights as the shareholder whom the proxy represents.

Proxy shall be granted to a specified person (an individual or an entity) in text form (§13 II of the Austrian Stock Corporation Act). Multiple persons may be authorized.

Proxy can be granted both before and during the Annual General Meeting.

For the transmission of proxies, we offer the following communication channels and addresses:

By post or messenger	AGRANA Beteiligungs-Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH A-8242 St. Lorenzen am Wechsel, Köppel 60
By fax:	+43 (0)1 8900 500 – 58
Via email	anmeldung.agrana@hauptversammlung.at (Proxies please in PDF format)

The proxies must arrive at one of the aforementioned addresses no later than **5 July 2018**, 16:00 o'clock, unless they are handed over to the entrance and exit supervision at

the Annual General Meeting on the day of the Annual General Meeting.

Forms for granting and revocation of proxies can be downloaded from the Company's website at www.agrana.com. In the interest of smooth handling, please always use the form sheets provided.

Details concerning the proxy, in particular the text form and the contents of the proxy, can be found in the authorization form sheet provided to the shareholders.

If the shareholder has granted proxy to his or her custodian credit institution (§ 10a of the Austrian Stock Corporation Act), it is sufficient for the latter to declare, in addition to the deposit confirmation and in the way prescribed for transmission of the same to the Company, that it has been granted proxy.

Shareholders may personally exercise their rights at the Annual General Meeting even after granting proxy. Personal appearance is deemed a revocation of any previously granted proxy.

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

Independent representative for the exercise of voting rights

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 directives, at the Annual General Meeting; a special authorization form for this can be downloaded from the Company's website at www.agrana.com. In addition, you may also contact Dr. Michael Knap from the IVA directly via phone +43 1 8763343-30, fax +43 1 8763343-39 or email michael.knap@iva.or.at.

V. INFORMATION ABOUT THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

1. Extension of the agenda by shareholders pursuant to § 109 of the Austrian Stock Corporation Act

Shareholders whose shares jointly amount to at least 5 % of the authorized capital and who have been holders of these shares for at least three months before the application may request in writing, with legally binding signatures, that **additional items be included into the agenda** for this Annual General Meeting, and that an announcement be made in this respect, provided such request is received by the Company in writing, with legally binding signatures, by letter post or messenger no later than **15 June 2018** (24:00 o'clock, CEST, Vienna time), at A-1220 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Ms. Dipl.-Ing. Mag. Gertraud Wöber, General Secretary. Each agenda item thus requested must include a proposed resolution and an explanatory statement. Shareholder ownership must be proven by submission of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act, confirming that the applicant

shareholders have owned the shares for at least three months prior to the application, which confirmation may not have been issued more than seven days prior to the time of its submission to the Company. The other requirements for the deposit confirmation are included in the explanations concerning the right to participation (Item III).

2. Shareholders' proposed resolutions concerning the agenda pursuant to § 110 of the Austrian Stock Corporation Act

Shareholders whose shares jointly amount to at least 1 % of the authorized capital may submit **proposals for resolutions**, including an explanatory statement, concerning any item on the agenda, in text form, and may request that any such proposal, including the names of the shareholders concerned, the explanatory statement and a possible opinion thereon by the Management Board or the Supervisory Board, be made available on the website of the Company entered in the commercial register, provided such written proposal and request is received by the Company no later than **29 June 2018** (24:00 o'clock, CEST, Vienna time), either via fax to +43 1 21137 12055, or via letter mail to A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Ms. Dipl.-Ing. Mag. Gertraud Wöber, General Secretary, or via email to gertraud.woeber@agrana.com, whereby the request is to be annexed to the email in text form, e.g. as a PDF.

3. Shareholders' right to information pursuant to § 118 of the Austrian Stock Corporation Act

Every shareholder has the right to receive, upon request, 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 obligation to provide information also covers the legal relationships of the Company with any affiliated company, as well as the situation of the Group and the companies included in the consolidated financial statements.

The information may be withheld if according to reasonable business assessment it has the potential to cause significant harm to the Company or any associated enterprise, or if its disclosure would be punishable under applicable law.

As a matter of principle, requests for information must be presented orally to the Annual General Meeting, but written requests are likewise accepted.

In the interest of session economy, questions that necessitate longer preparation are requested to be sent to the Management Board, Attn. Ms. Dipl.-Ing. Mag. Gertraud Wöber, in text form in due time before the Annual General Meeting. The questions can be sent to the Company by fax to +43 (0) 1 21137 12055 or by email to gertraud.woeber@agrana.com.

4. Shareholder motions at the Annual General Meeting pursuant to § 119 of the Austrian Stock Corporation Act

Each shareholder has the right – irrespective of any particular volume of shares held – to submit motions at the Annual General Meeting regarding any item on the agenda.

The prerequisite for this is proof of eligibility in the sense of the invitation.

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.

5. Information on the website

Further information on these shareholder rights pursuant to §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act, as well as information about data privacy, is now available on the Company's website www.agrana.com.

VI. FURTHER INFORMATION AND NOTES

Total number of shares and voting rights

At the time of the convening of the Annual General Meeting, the authorized capital of the Company amounts to € 113,531,274.76, divided into 15,622,244 bearer shares. Each share holds one vote. The total number of voting rights thus amounts to 15,622,244 voting rights at the time of the convening of the Annual General Meeting. At the time of the convening of the Annual General Meeting, the Company holds own shares neither directly nor indirectly. According to § 67 in conjunction with § 262 XXIX of the Austrian Stock Corporation Act, 25 shares have been declared void.

Vienna, June 2018

The Management Board