



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h
ISIN AT0000603709

**Resolutions proposed by the Management Board and the Supervisory Board
for the 31st Annual General Meeting
6 July 2018**

- 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, the proposed appropriation of profits as well as the report prepared by the Supervisory Board for the financial year 2017/2018.**

Since the submission of the aforementioned documents is only for the purposes of providing information for the Annual General Meeting, there will be no resolution on this agenda item.

The 2017/2018 annual financial statements have already been approved by the Supervisory Board.

- 2. Resolution on the appropriation of profits.**

The Management Board and the Supervisory Board propose that the balance sheet profit of EUR 84,440,586.06, stated in the 2017/2018 annual financial statements, be used as follows:

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|------|---|-------------------|
| (i) | Distribution of a dividend of EUR 4.50 per dividend-entitled share,
i.e. the total amount of dividends | EUR 70,300,098 |
| (ii) | Carry forward of the balance in the amount of
to new account | EUR 14,140,488.06 |

Dividend payment date is 13 July 2018.

3. Resolution on the formal approval of the actions of the members of the Management Board for the 2017/2018 financial year.

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 2017/2018 financial year be adopted for this period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2017/2018 financial year.

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 2017/2018 financial year 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 2017/2018 financial year at a total amount of € 325,000 and to leave the division of this amount up to the Supervisory Board.

6. Appointment of the auditors and the group auditors for the 2018/2019 financial year.

The Supervisory Board proposes, in line with a recommendation by the Audit Committee, that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be appointed as the auditors and group auditors for the 2018/2019 financial year.

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”

The share capital of AGRANA Beteiligungs-Aktiengesellschaft currently amounts to € 113,531,274.76 and is divided into 15,622,244 no-par-value shares. The share per no-par share in the share capital is rounded to € 7.27.

In the interest of easy tradability of the shares, the Management Board and the Supervisory Board propose that the General Meeting resolve on 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.

The Management Board and the Supervisory Board further propose to amend the Articles of Association in § 7 “Share Capital”, so that this provision now reads as follows:

§ 7. Share capital

- (1) The share capital of the Company amounts to € 113,531,274.76 (one hundred and thirteen million five hundred thirty-one thousand two hundred and seventy-four 76/100). It is divided into a total of 62,488,976 no-par-value bearer shares with voting rights, each share having equal participation in the share capital.

In the event of a resolution by the General Meeting, the following additional steps will result for the Company and for the shareholders:

It is intended that the stock split or the corresponding amendment to the Articles of Association, respectively, be entered into the commercial register by September 30, 2018, after coordination with banks and the Vienna Stock Exchange. Subject to the registration in the commercial register, all shareholders will be informed about the technical details of the settlement by an announcement in the newspaper “Wiener Zeitung” and a custody letter. The shareholders will receive the split shares automatically and free of charge on their depots.

As the ex-dividend date is July 11, 2018, and the dividend payment date is July 13, 2018, the payment of the dividends resolved at today’s Annual General Meeting will at any rate still be made before this share split.