



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h

Annual General Meeting, 3 July 2020 at 11:00 o'clock

FURTHER INFORMATION ON SHAREHOLDERS' RIGHTS IN ACCORDANCE WITH §§ 109, 110, 118 and 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY REGARDING THE CORPORATE COVID-19 ORDINANCE; PROCEDURE OF THE GENERAL MEETING AND INFORMATION ON SHAREHOLDER DATA PROTECTION

HELD AS A VIRTUAL GENERAL MEETING

After careful consideration, in order to protect shareholders and other participants, the Management Board has decided to apply the new legal regulations pertaining to virtual general meetings.

AGRANA Beteiligungs-Aktiengesellschaft's General Meeting, to be held on 3 July 2020, will take place as a virtual general meeting in accordance with § 1 II COVID-19-GesG, Federal Law Gazette I № 16/2020 as amended by Federal Law Gazette I № 24/2020 and COVID-19-GesV (Federal Law Gazette II № 140/2020), to reflect the best interests of both the Company and the participants.

According to the decision of the Management Board, this means that for purposes of health protection, shareholders and their representatives (excepting special voting proxies pursuant to § 3 IV COVID-19-GesV) may not be physically present at the AGRANA Beteiligungs-Aktiengesellschaft's General Meeting on 3 July 2020.

The General Meeting will be held in the physical presence of the chair of the Supervisory Board, the chair of the Management Board and other members of the Management Board, the certifying notary public and four special voting proxies appointed by the Company, at Friedrich-Wilhelm-Raiffeisen-Platz 1, AT-1020 Vienna.

Conducting the General Meeting as a Virtual General Meeting in accordance with the requirements of COVID-19-GesV requires modifications to the usual course of an Annual General Meeting, as well as to the exercise of shareholders' rights.

Pursuant to § 3 IV COVID-19-GesV, voting rights, the right to make motions and the right to object can only be exercised by granting power of attorney and giving instructions to one of the special voting proxies appointed by the Company.

The right to information can be exercised at the Virtual General Meeting by the shareholders themselves by means of electronic communication, by sending questions directly to the Management Board by email.

BROADCASTING THE GENERAL MEETING ON THE INTERNET

In accordance with § 3 IV of COVID-19-GesV and in conjunction with § 102 IV Austrian Stock Corporation Act (AktG), the General Meeting will be transmitted live and in full via the internet.

This is permissible under data protection law in accordance with § 3 IV COVID-19-GesV and § 102 IV AktG.

Using appropriate technical equipment, all shareholders of the Company can follow the General Meeting on **3 July 2020** from around 11:00 o'clock at www.agrana.com/en/investor/general-meeting.

Broadcasting the General Meeting via the internet enables all shareholders who wish to do so to follow the meeting in real time, to observe the presentation by the Management Board as well as their responses to shareholders' questions.

The necessary technical equipment includes a sufficiently fast internet connection speed and a device with an HTML5-enabled internet browser with activated Javascript, which is capable of playing back audio-visual content (e.g. PC with monitor and speakers, notebook, tablet, smartphone, etc.).

Please note that live transmission of the Virtual General Meeting is not interactive, i.e. it does not allow for remote participation (§ 102 III 2 AktG), nor for remote voting (§ 102 III 3 AktG and § 126 AktG).

Please also note that the Company is only responsible for the technical means of communication insofar as these are attributable to its sphere of influence.

APPOINTMENT OF A SPECIAL VOTING PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the Virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV and who has provided the Company with evidence of this entitlement in accordance with the provisions of item IV of this invitation has the right to appoint a special proxy.

Pursuant to § 3 IV COVID-19-GesV, only one special proxy can be used to propose a resolution, cast a vote or raise an objection at AGRANA Beteiligungs-Aktiengesellschaft's Virtual General Meeting on **3 July 2020**.

The following persons, who are deemed suitable and independent of the company, are put forward as special voting proxies:

- (i) Dr. Michael Knap
% IVA – Interessenverband für Anleger (investor advocacy group)
AT-1130 Vienna, Feldmühlgasse 22
Phone: +43 664 213 87 40
Email: knap.agrana@hauptversammlung.at

- (ii) Attorney at Law Dr. Christoph Nauer, LL.M.
% bpv Hügel Rechtsanwälte GmbH
AT-1220 Vienna, ARES-Tower, Donau-City-Straße 11
Phone: +43 2236 89 33 77
Email: nauer.agrana@hauptversammlung.at

- (iii) Attorney at Law Mag. Ewald Oberhammer, LL.M.
% Oberhammer Rechtsanwälte GmbH
AT-1010 Vienna, Karlsplatz 3/1
Phone: +43 1 503 30 00
Email: oberhammer.agrana@hauptversammlung.at

- (iv) Attorney at Law Dr. Sascha Schulz
% Schönherr Rechtsanwälte GmbH
AT-1010 Vienna, Schottenring 19
Phone: +43 1 534 37 507 70
Email: schulz.agrana@hauptversammlung.at

Each shareholder may select one of the four above-named persons as their special voting proxy and grant this person power of attorney.

Granting power of attorney to anyone other than these four persons is not permissible according to COVID-19-GesV, and is thus deemed invalid.

Express reference is made to the fact that the **voting proxy endowed with power of attorney by the shareholder will not be able to accept instructions to ask questions or read out** verbal contributions. Rather, the right to information can be exercised by shareholders themselves by means of electronic communication, namely by sending questions in text form by email directly to the Management Board: **fragen.agrana@hauptversammlung.at**.

Shareholders are advised to contact their special voting proxy in good time if the voting proxy authorised by the shareholder is to be instructed to submit a motion for resolution or to raise an objection concerning any item on the agenda during the Virtual General Meeting.

We expressly request that you provide an email address and a **password** when granting power of attorney in order to enable, or make it easier for, the special voting proxy to **verify your identity** when communicating at a later date, and in particular during the General Meeting.

A separate power of attorney form can be downloaded from the Company's website at www.agrana.com/en/investor/general-meeting. Please read this form carefully.

In your own interest, the **power of attorney form** should **reach** your chosen voting proxy's email address no later than **1 July 2020, 16:00 o'clock**, CEST, Vienna time:

- (i) knap.agrana@hauptversammlungung.at
- (ii) nauer.agrana@hauptversammlungung.at
- (iii) oberhammer.agrana@hauptversammlungung.at
- (iv) schulz.agrana@hauptversammlungung.at

This will ensure that only the special voting proxy selected and endowed by you, and none of the other voting proxies, has direct access to the power of attorney.

Handing over the power of attorney in person to the voting proxy at the place of assembly, however, is not permitted, in order to maintain the special measures in relation to COVID-19.

In addition, the following communication channels and addresses are available for the purpose of sending the power of attorney:

By post or courier to AGRANA Beteiligungs-Aktiengesellschaft	% HV-Veranstaltungsservice GmbH
	AT-8242 St. Lorenzen am Wechsel, Köppel 60
By fax:	+43 (0)1 8900 500 – 58
Via SWIFT:	GIBAATWGGMS
	(Message Type MT598 or MT599;
	ISIN AT000AGRANA3 must be indicated in the text)

In the interest of smooth handling, please use only the forms provided.

When authorising a person to act as your proxy, it should be noted that an effective chain of authority (sub-proxy) must be in place to ensure that one of the four special proxies is ultimately authorised to exercise your voting rights, the right to make a motion and raise an objection at the General Meeting. Authorisation of a person other than one of the four above-named special proxies to exercise these rights at the General Meeting is not

permitted within the meaning of § 3 IV COVID-19-GesV. It is permissible, however, to authorise other persons to exercise other rights, in particular the right to information and the right to speak.

Details concerning the power of attorney, in particular the text form and contents of the power of attorney, can be found in the form provided to the shareholders.

The above rules on granting of power of attorney also apply mutatis mutandis to the revocation of the same.

Extension of the Agenda by Shareholders pursuant to § 109 AktG

Shareholders whose shares individually or jointly amount to **5% of the share capital** and who have held these shares for at least three months prior to making the application may request in writing that **additional items be added to the agenda** of this General Meeting and published, provided that the application is received by the Company in writing at the following address no later than **12 June 2020** (24:00 o'clock, CEST, Vienna time):

AGRANA Beteiligungs-Aktiengesellschaft FAO Ms Mag. Gertraud Wöber General Secretary Friedrich-Wilhelm-Raiffeisen-Platz 1 A-1020 Wien
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The wording of the agenda item and proposed motion must be submitted in German.

Proof of shareholder status must be provided by submitting a deposit certificate in accordance with § 10a AktG.

Shareholders' Proposals for Resolutions pursuant to § 110 AktG

Shareholders whose shares individually or jointly amount to **1 % of the share capital** may submit **proposals for resolutions** for each item on the agenda of this General Meeting in writing, together with a statement outlining the reasons, and may request that their proposals, along with any comments by the Management Board and/or Supervisory Board be attached and made available on the Company's website, which is entered in the commercial register. Each proposal for a resolution must be accompanied by an explanatory statement. Such a request shall only be considered if it is received by the Company in writing and no later than **24 June 2020** (24:00 o'clock, CEST, Vienna time).

Such motions by shareholders may only be sent to

AGRANA Beteiligungs-Aktiengesellschaft
FAO Ms Mag. Gertraud Wöber
General Secretary
Friedrich-Wilhelm-Raiffeisen-Platz 1
A-1020 Wien
or
by fax: +43 1 21137 12055
or
by email to **gertraud.woeber@agrana.com**, whereby the shareholder's request must be attached to the email, for example as a PDF file

Each proposed resolution must be submitted in German.

To exercise this right, proof of shareholder status must be provided by submitting a deposit certificate in accordance with § 10a AktG.

Deposit confirmation pursuant to § 10a AktG

The deposit confirmation must be issued by the depositary bank with a registered office in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- 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 additionally the date of birth, in the case of legal persons the register and number under which the person is registered in their country of origin, if applicable;
- Information about the shares: Number of shares held by the shareholder, ISIN AT000AGRANA3 (internationally accepted securities identification number);
- Deposit account number or an alternative designation;
- Date referring to the deposit confirmation.

Deposit confirmation as proof of shareholding for the purpose of participation in the General Meeting must refer to the end of the record date **Tuesday, 23 June 2020** (24:00 o'clock, CEST, Vienna time).

Deposit confirmation will be accepted in German or English.

Note on the Right to Information pursuant to § 118 AktG

Every shareholder has the right to receive, upon request, information on the affairs of the Company during the General Meeting, insofar as 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 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 affiliated company, or if its disclosure would be a punishable offence.

SHAREHOLDERS' CONTRIBUTIONS AND RIGHT TO INFORMATION

Express reference is made to the fact that, when a virtual general meeting is held, the **right to information** pursuant to § 118 AktG can be exercised by the shareholders themselves **during the General Meeting**. Please note that **reasonable time limits may be imposed by the chair** during the General Meeting.

Notwithstanding the foregoing, shareholders are requested to **submit all questions in writing** by email to **fragen.agrana@hauptversammlung.at** in sufficient time to ensure that they arrive no later than the second working day prior to the General Meeting, i.e. by Wednesday, **1 July 2020**.

This will enable the Management Board to prepare as accurately as possible and to answer questions asked at the General Meeting as promptly as possible.

Please use the **question form**, which can be downloaded from the Company's website at **www.agrana.com/en/investor/general-meeting**.

PROCEDURE OF THE VIRTUAL GENERAL MEETING

Shareholders also have the opportunity to submit questions to the Company electronically in writing **during the General Meeting within a certain time frame** once the General Meeting has commenced.

These questions will be read out during the General Meeting by the chair or a person designated by the chair.

Please simply send an **email to the following address: fragen.agrana@hauptversammlung.at**. The person posing a question or making a declaration must be named (name/company name, date of birth/shareholder's company register number) and the declaration must be completed by reproducing a signature of the name or in some other way (§ 13 II AktG) in order to enable the company to check his/her identity with the deposit confirmation. Alternatively, you are welcome to complete the question form provided on the website, and to send this as a PDF file.

This gives shareholders the opportunity to react to developments at the General Meeting themselves, for example by requesting clarification or asking supplementary questions.

The **chair** of the General Meeting will structure proceedings in the same way as for an attendance General Meeting regarding the allocation of time, and in particular, will **announce specific times when questions may be asked**.

Aside from this, shareholders will have the opportunity to amend their instructions during the General Meeting, and in particular **to submit new motions, to vote or change their instructions regarding voting** on one or more items on the agenda, and further, **to raise objections** to one or more items on the agenda through their chosen proxy up to a certain point in time. For this purpose, please simply send an email to the email address of the proxy to whom you have given power of attorney:

- (i) knap.agrana@hauptversammlungung.at
- (ii) nauer.agrana@hauptversammlungung.at
- (iii) oberhammer.agrana@hauptversammlungung.at
- (iv) schulz.agrana@hauptversammlungung.at

The person posing the question or making the declaration must be named (name/company name, date of birth/shareholder's company register number) in this email, and the declaration must be completed by reproducing the signature of the name or in some other way (§ 13 II AktG) to enable the voting proxy to check their identity with the power of attorney. Please note that during the General Meeting it will in all probability only be possible to communicate with your proxy electronically and that, in particular, it will not be possible to reach your proxy by phone.

The time up to which instructions regarding motions, voting and objections are accepted will be determined by the chair during the General Meeting.

Please note that it may be necessary to interrupt the Virtual General Meeting for a short time so that shareholders' instructions to proxies can be processed securely where these are only received during the General Meeting.

The Management Board will make every effort to ensure the highest possible quality of decision-making for shareholders within the framework of the above-mentioned communication channels and participation opportunities.

Information on the Right of Shareholders to submit Motions at the General Meeting in accordance with § 119 AktG

Each shareholder has the right – irrespective of the volume of shares held – to submit motions regarding any item on the agenda at the General Meeting. The prerequisite for this is proof of eligibility to participate as defined in the invitation. However, in accordance with COVID-19-GesV, shareholders may only exercise the right to make motions through their special proxy, who shall make any such motion in lieu of the shareholder.

INFORMATION FOR SHAREHOLDERS ON DATA PROCESSING

AGRANA Beteiligungs-Aktiengesellschaft takes data protection very seriously.

Further information can be found in our privacy policy at www.agrana.com/gdpr/en.