



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h

**Resolutions Proposed by the Management Board and Supervisory Board for
the
33rd Annual General Meeting
3 July 2020**

- 1. Presentation of the Annual Financial Statements including the Management Report and the Corporate Governance Report, the Consolidated Financial Statement including the Consolidated Management Report, the proposal for distribution of profits, and the report of the Supervisory Board for the financial year 2019/2020.**

Since the submission of the aforementioned documents is only for the purpose of providing information, there will be no resolution on this agenda item. The 2019/2020 annual financial statements have already been approved by the Supervisory Board.

- 2. Resolution on the distribution of net profits**

The Management Board and Supervisory Board propose that the balance sheet profit of EUR 70,157,982.00, stated in the 2019/2020 annual financial statements, be used as follows:

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| (i) Distribution of a dividend of EUR 0.77 per dividend-entitled share,
i.e. the total amount of dividends | EUR | 48,116,511.52 |
| (ii) Carry forward the remaining amount of
to new account. | EUR | 22,041,470.48 |

The dividend payment date is 10 July 2020.

- 3. Resolution on approving the actions of the members of the Management Board for the financial year 2019/2020**

The Management Board and Supervisory Board propose that the actions of the members of the Management Board appointed for the financial year 2019/2020 be approved for this period.

4. Resolution on approving the actions of the members of the Supervisory Board for the financial year 2019/2020

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board appointed for the financial year 2019/2020 be approved for this period.

5. Resolution on the remuneration of the members of the Supervisory Board

The Management Board and Supervisory Board propose to set the remuneration of the members of the Supervisory Board for the financial year 2019/2020 at a total amount of EUR 325,000 and to leave the distribution of this amount up to the Supervisory Board.

6. Appointment of the auditor and group auditor for the financial year 2020/2021

In line with the recommendation of the Audit Committee, the Supervisory Board proposes that PwC Wirtschaftsprüfung GmbH be appointed auditor and group auditor for the financial year 2020/2021.

7. Election of a person to the Supervisory Board

Dr. Wolfgang Heer resigned as member of the Supervisory Board in a letter dated 4 March 2020. Pursuant to § 10 I of the Articles of Association of AGRANA Beteiligungs-Aktiengesellschaft, the Supervisory Board consists of at least three and no more than eight persons, to be elected at the General Meeting. Up until now, i.e. since the previous election at the General Meeting, the Supervisory Board has consisted of eight members who were elected at the General Meeting. (In addition, members seconded under the Labour Constitution Act are to be included.)

At the upcoming General Meeting, one additional member should be elected to reach the previous number again.

The Supervisory Board proposes that this additional member be appointed at the General Meeting so that after the election on 3 July 2020, the Supervisory Board will again be composed of eight members.

The following Supervisory Board nomination is made on the basis of the requirements of § 87 IIa Austrian Stock Corporation Act (AktG) and the Corporate Governance Code.

AGRANA Beteiligungs-Aktiengesellschaft is subject to the provisions of § 86 VII AktG and must take into account the minimum shareholding requirement pursuant to § 86 VII AktG. Therefore, a woman is to be proposed for the coming election in order to comply with the minimum requirement according to § 86 VII AktG.

The Supervisory Board proposes that Dr. iur. Andrea Gritsch, born on 23 December 1981, be elected to the Supervisory Board with effect from the end of the General Meeting in accordance with § 10 IV of the Articles of Association and § 87 VII AktG, until the end of the General Meeting that resolves on the actions for the financial year 2021/2022. This constitutes the remaining term of office of retired member Dr. Wolfgang Heer.

The nominee has made a declaration pursuant to § 87 II AktG and in particular has declared that

1. all circumstances relevant to § 87 II AktG have been disclosed and according to the judgement of the nominee, there are no circumstances which could give rise to concerns of her being biased;
2. the nominee has not been convicted of any legally punishable offence, in particular not any that might cast doubt on her professional reliability pursuant to § 87 IIa 3 AktG;
3. there are no impediments to the appointment within the meaning of § 86 II and IV AktG.

The General Meeting is bound by election proposals in the following manner: nominations for the election of Supervisory Board members including declarations pursuant to § 87 II AktG must be made available for each nominee on the company's website by 26 June 2020 at the latest, otherwise the person may not be included in the vote. This also applies to nominations by shareholders in accordance with § 110 AktG, which must be received by the Company in writing no later than 24 June 2020, whereby reference is made to the document "Information on the rights of shareholders in accordance with §§ 109, 110, 118 and 119 AktG, in particular within the meaning of the Corporate COVID-19 Ordinance, the course of the Annual General Meeting and information on shareholder data protection", which outlines the details and conditions for such nominations.

8. Resolution on the remuneration policy

The Supervisory Board proposes that the remuneration policy for the Management Board and Supervisory Board, which has been drawn up and submitted by the Supervisory Board, be approved at the General Meeting.