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AGRANA Beteiligungs-Aktiengesellschaft

Vienna, FN 99489 h
ISIN AT000AGRANA3
("Company")

**Convention of the 34th Annual General Meeting of
AGRANA Beteiligungs-Aktiengesellschaft
for Tuesday, June 29, 2021 at 11:00 o'clock, Vienna time**

The place of the Annual General Meeting within the meaning of § 106 (1) of the Austrian Stock Corporation Act
will be A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1

I. HOLDING OF THE MEETING AS A VIRTUAL ANNUAL GENERAL MEETING

1. Act on Special Measures under Corporate Law due to COVID-19 (COVID-19-GesG) and Corporate COVID-19 Ordinance (COVID-19-GesV)

For the protection of shareholders and other participants, the Management Board has decided to make use of the statutory provision for a Virtual Annual General Meeting.

On the basis of § 1 (2) of the COVID-19-GesG (Federal Law Gazette I No 16/2020 as amended by Federal Law Gazette I No 156/2020) and the COVID-19-GesV (Federal Law Gazette II No 140/2020 as amended by Federal Law Gazette II No 616/2020), the Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on June 29, 2021, will be held, taking into account the interests of both the Company and the participants, in the form of a "Virtual Annual General Meeting".

Thus, according to the resolution of the Management Board, shareholders and their representatives (with the exception of the special voting proxies pursuant to § 3 (4) of the COVID-19-GesV) may not be physically present at the Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on June 29, 2021.

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

Holding of the Annual General Meeting as a Virtual Annual General Meeting in accordance with the COVID-19-GesV necessitates modifications in the procedure of the Annual General Meeting, as well as in the exercise of the shareholders' rights.

The voting rights, the right to make motions, and the right to object shall be exercised exclusively by a special voting proxy designated by the Company pursuant to § 3 (4) of the COVID-19-GesV.

The right to information may be exercised in the Virtual Annual General Meeting by the shareholders themselves by way of electronic communication, namely by submitting questions in text form exclusively by email directly to the Company's email address **fragen.agrana@hauptversammlung.at**, if and insofar as the shareholders have submitted a deposit certificate within the meaning of § 10a of the Austrian Stock Corporation Act (AktG) in good time in accordance with Item IV, and authorized a special voting proxy in accordance with Item V.

2. Broadcasting of the Annual General Meeting on the internet

In accordance with § 3 (1), (2) and (4) of the COVID-19-GesV in conjunction with § 102 (4) of the Austrian Stock Corporation Act (AktG), the Annual General Meeting will be completely broadcast audiovisually in real time on the internet.

This is permissible under applicable data protection law with regard to the legal basis provided by § 3 (1), (2) and (4) of the COVID-19-GesV.

All shareholders of the Company may participate in the Virtual Annual General Meeting on **June 29, 2021**, starting at approximately 11:00 o'clock, Vienna time, using suitable technical aids (e.g. computer, laptop, tablet or smartphone as well as internet connection with sufficient bandwidth for streaming videos) on the internet at **www.agrana.com/en/ir/general-meeting**. No registration or login is required to follow the Annual General Meeting.

The broadcasting of the virtual Annual General Meeting of the Company on the internet enables all shareholders to follow the course of the Annual General Meeting and in particular the presentation of the Management Board, the answering of shareholders' questions and the voting procedure in real time via this unidirectional acoustic and optical connection.

Please note that this live transmission as a Virtual Annual General Meeting does not allow for remote participation (§ 102 (3) 2 of the Austrian Stock Corporation Act) nor for remote voting (§ 102 (3) 3 and § 126 of the Austrian Stock Corporation Act), and that the internet-based broadcasting is not a bidirectional connection. The individual shareholder can therefore only follow the course of the Annual General Meeting.

It is also pointed out that the Company is responsible for the use of technical means of communication only to the extent that these are attributable to its sphere of influence (§ 2 (6) of the COVID-19-GesV).

Incidentally, reference is made to the information on the organizational and technical requirements for participation pursuant to § 3 (3) in conjunction with § 2 (4) of the COVID-19-GesV (“**Participation Information**”).

II. AGENDA

1. Presentation of the established Annual Financial Statement including the Management Report, the Consolidated Financial Statement including the Consolidated Management Report and the proposal for appropriation of profits, the Corporate Governance Report and the report of the Supervisory Board for the financial year 2020/2021
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 2020/2021
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2020/2021
5. Resolution on the remuneration of the members of the Supervisory Board
6. Appointment of the auditor and the group auditor for the financial year 2021/2022
7. Resolution on the Remuneration Report 2020/2021

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

In particular, the following documents will be available on the Company’s website at www.agrana.com/en/ir/general-meeting in accordance with § 108 (3) and (4) of the Austrian Stock Corporation Act (AktG) from **June 8, 2021** at the latest:

- Information on the organizational and technical requirements for participation pursuant to § 3 (3) in conjunction with § 2 (4) of the COVID-19-GesV (“**Participation Information**”),
- Annual Financial Statement,
- Integrated Annual Report including
 - Consolidated Financial Statement and Summary Management Report,
 - Corporate Governance Report,
 - Proposal for the appropriation of profits,
 - Report of the Supervisory Board,
 - Non-Financial Information Statement,

each for the financial year 2020/2021;

- Proposed resolutions of the Management Board and the Supervisory Board on agenda items 2 to 7,
- Remuneration Report,
- Form for granting power of attorney (proxy form sheet) for the special voting proxies pursuant to § 3 (4) of the COVID-19-GesV,
- Question form sheet,
- Form sheet for revocation of a power of attorney,
- Full text of the present Convention.

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

The entitlement to participation in the Virtual Annual General Meeting and exercise the voting right and other shareholder rights that can be asserted in the course of this Virtual Annual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV is based on the shareholding at the end of **June 19, 2021 (24:00 o'clock, Vienna Time)** (record date).

Only those who are shareholders on this record date and furnish evidence thereof to the Company are entitled to participation in this Virtual Annual General Meeting and exercise of their shareholders' rights in accordance with the COVID-19-GesG and COVID-19-GesV.

For proof of shareholding on the record date, a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (AktG) is to be submitted, which must be received by the Company no later than **June 24, 2021 (24:00 o'clock, Vienna time)**, exclusively via any of the following communication channels and to any of the following addresses:

(i) for transmission of the deposit confirmation in text form as approved by § 13 (7) of the Articles of Association

By fax to +43 1 8900 500 – 58

By email to **anmeldung.agrana@hauptversammlung.at**
(Deposit confirmations please in PDF format)

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

By post or messenger AGRANA Beteiligungs-Aktiengesellschaft
% HV-Veranstaltungsservice GmbH
A-8242 St. Lorenzen am Wechsel, Köppel 60

By SWIFT GIBAATWGGMS
(Message Type MT598 or MT599,
ISIN AT000AGRANA3 must be indicated in the text)

Appointment of a special voting proxy and exercise of the shareholders' right to information cannot become effective **without** a **deposit confirmation** received by the Company in due time.

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 salability of the shares, and no significance for dividend entitlement.

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

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 comprise the following data (§ 10a (2) of the Austrian Stock Corporation Act):

- Information about the issuer: Name/company and address or a code used for transactions between banks (SWIFT code)
- Information about the shareholder: Name/company, address, date of birth for individuals, register and register number for legal entities, if applicable
- Information about the shares: Number of shares held by the shareholder, ISIN AT000AGRANA3 (internationally accepted securities identification number)
- Depository number, securities account number or other designation as applicable
- Time or period 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 **June 19, 2021** (24:00 o'clock, Vienna time).

The deposit confirmation will be accepted in German or English.

V. APPOINTMENT OF A SPECIAL VOTING PROXY AND PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participation in the Virtual Annual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV and has provided the Company with evidence thereof in accordance with the provisions of Item IV of the present Convention has the right to appoint a special voting proxy.

Pursuant to § 3 (4) of the COVID-19-GesV, making of motions, voting and raising of objections at this Virtual Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on **June 29, 2021** may be done only via one of the special voting proxies.

The following persons, who are suitable and independent of the Company, are proposed as special voting proxies:

- (i) Dr. Michael Knap
% Interessenverband für Anleger, IVA
A-1130 Vienna, Feldmühlgasse 22
Email: **knap.agrana@hauptversammlung.at**

- (ii) Rechtsanwalt (Austrian Attorney-at-Law) Dr. Christoph Nauer LL.M.
% bpv Hügel Rechtsanwälte GmbH
A-2340 Mödling, Enzersdorferstraße 4
Email: **nauer.agrana@hauptversammlung.at**

- (iii) Rechtsanwalt (Austrian Attorney-at-Law) Mag. Ewald Oberhammer LL.M.
% Oberhammer Rechtsanwälte GmbH
A-1010 Vienna, Karlsplatz 3/1
Email: **oberhammer.agrana@hauptversammlung.at**

- (iv) Rechtsanwalt (Austrian Attorney-at-Law) Dr. Sascha Schulz
% Schönherr Rechtsanwälte GmbH
A-1010 Vienna, Schottenring 19
Email: **schulz.agrana@hauptversammlung.at**

Each shareholder may select one of the four persons named above as his or her special voting proxy and endow this person with power of attorney.

A separate **form for granting power of attorney** is available **on the Company's website** at **www.agrana.com/en/ir/general-meeting** for granting power of attorney to the special voting proxies. Please use this form for granting power of attorney.

Regarding the granting of power of attorney, the transmission options provided for this purpose and the deadlines, the specifications contained in the **Participation Information** must be observed.

Personal presentation of the power of attorney at the place of the meeting is expressly excluded.

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

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

Shareholders whose shares individually or 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 that **additional items be included into the agenda** of this Annual General Meeting and announced, provided such request is received by the Company in writing with legally binding signatures, by post or courier, no later than **June 8, 2021** (24:00 o'clock, Vienna time), at the address **A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Dipl.-Ing. Mag. Gertraud Wöber, General Secretary**, or, if by email, with a qualified electronic signature to the email address **anmeldung.agrana@hauptversammlung.at** or by SWIFT to the address GIBAAAT-WGGMS. "In writing with legally binding signatures" means signed by each applicant in person or on behalf of the company or, if sent by email, with a qualified electronic signature or, if sent by SWIFT, with Message Type MT598 or Type MT599, whereby ISIN AT000AGRANA3 must be indicated in the text.

Each agenda item thus requested must include a proposed resolution and a rationale. The item requested to be added to the agenda and the resolution proposal, but not its rationale, must in any case be written in German as well. Shareholder ownership must be demonstrated by presentation 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 request, which confirmation must have been issued no more than seven days prior to its presentation to the Company. A plurality of deposit confirmations for shares which only together represent a shareholding of at least 5 % must refer to the same time (day, time).

The other requirements for the deposit confirmation are described in the explanations concerning the right to participation (Item IV of the present Convention).

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

Shareholders whose shares jointly amount to at least 1 % of the authorized capital may submit **proposals for resolutions**, including a rationale, concerning any item on the agenda, in text form, and may request that any such proposal, including the names of the shareholders concerned, the rationale and a possible opinion thereon by the Management Board or the Supervisory Board, be made available on the Company's website as listed in the commercial register, provided such written proposal and request is received by the Company no later than **June 18, 2021** (24:00 o'clock, Vienna time), either via fax to **+43 1 21137 12055**, or via letter mail to **A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-**

Platz 1, Attn. 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 document. If and insofar as text form as defined in § 13 (2) of the Austrian Stock Corporation Act is required for a statement, the latter must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named, and the conclusion of the statement must be made discernible by reproduction of the signature or otherwise. The resolution proposal, but not its rationale, must in any case also be written in German.

Shareholder ownership must be demonstrated by presentation of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (AktG), which must have been issued no more than seven days prior to its presentation to the Company. A plurality of deposit confirmations for shares which only together represent a shareholding of at least 1 % must refer to the same time (day, time).

The other requirements for the deposit confirmation are described in the explanations concerning the right to participation (Item IV of the present Convention).

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

Every shareholder has the right to receive, upon request, information on the affairs of the Company during the Annual General Meeting, if and insofar as such information is necessary for the proper assessment of any 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 a punishable offense under applicable law.

The prerequisite for exercising the shareholders' right to information is proof of the right to participation (Item IV of the Convention) and the granting of a corresponding power of attorney to the special voting proxy (Item V of the Convention).

It is expressly pointed out that the **right to information and the right to speak during this Virtual Annual General Meeting** can be exercised by the shareholders themselves by way of electronic mail exclusively by sending questions or the speech, respectively, by email directly to the Company exclusively to the email address **fragen.agrana@hauptversammlung.at**.

Shareholders are requested to submit all **questions in text form** by email to the address **fragen.agrana@hauptversammlung.at in good time** so that they reach the Company no later than on the 3rd working day before the Annual General Meeting, i.e.

June 24, 2021. This serves to maintain the economy of the meeting in the interest of all participants in the Annual General Meeting, in particular for issues that require a longer preparation time. This will enable the Management Board to prepare as accurately as possible and to answer the questions asked as quickly as possible.

Please use the **question form sheet**, which is available for download from the Company's website at www.agrana.com/en/ir/general-meeting. If this question form sheet is not used, the person (name/company, date of birth/company register number of the shareholder) must be named in the corresponding email. In order to enable the Company to determine the identity and correspondence with the deposit confirmation, we ask that you also include your depository number in the email in this case.

Please note that **reasonable time limits** may be set **by the Chairperson** during the Annual General Meeting.

More detailed information and modalities for exercising the shareholders' right to information pursuant to § 118 of the Austrian Stock Corporation Act will be set out in the **Participation Information**.

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

Every shareholder – regardless of a specific shareholding quota – is entitled to make motions for each item on the agenda in the Virtual Annual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV through his/her special voting proxy.

The point in time up to which instructions on the making of motions to the special voting proxy are possible shall be determined by the Chairperson in the course of the Virtual Annual General Meeting.

The **prerequisite** for this is **proof** of the **right to participate** in accordance with Item IV of this convention **and** the granting of a corresponding **power of attorney to the special voting proxy** in accordance with Item V of the present Convention.

Further information and modalities for exercising the shareholders' right to make motions pursuant to § 119 of the Austrian Stock Corporation Act will be set out in the **Participation Information**.

5. Information on data protection for shareholders

AGRANA Beteiligungs-Aktiengesellschaft takes data protection very seriously. Further information can be found in our data privacy policy at www.agrana.com/gdpr/en.

VII. FURTHER INFORMATION AND NOTES

1. Total number of shares and voting rights

At the time of the convention of the Virtual Annual General Meeting, the authorized capital of the Company amounts to € 113,531,274.76, divided into 62,488,976 no-par value bearer shares. Each share grants one vote at the Virtual Annual General Meeting.

The total number thus amounts to 62,488,976 voting rights at the time of the convention of the Virtual Annual General Meeting. At the time of the convention of the Annual General Meeting, the Company holds own shares neither directly nor indirectly.

There is only one class of shares.

2. No physical presence

Once more we emphasize that at the upcoming Annual General Meeting to be held as a Virtual Annual General Meeting in accordance with the COVID-19-GesV, neither shareholders nor guests will be physically admitted to the location of the Annual General Meeting.

Vienna, June 2021

The Management Board