



## **FURTHER INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT**

### **Additions to the Agenda pursuant to Section 109 of the Austrian Stock Corporation Act**

Shareholders whose combined shares amount to **5% of the share capital** may request in writing that **additional items be included in the Agenda** for this Annual General Meeting, and that an announcement be made in this respect. Each Agenda item must be accompanied by a resolution proposal including the reasons thereof. Shareholders submitting proposals must have been shareholders for at least three months before the proposal date. A proposal shall only be considered if the Company receives it in writing no later than **17 June 2022** (24:00 o'clock, Vienna time).

Any motions made by the shareholders in this context shall be addressed exclusively to

By post or messenger	AGRANA Beteiligungs-Aktiengesellschaft Attn. Mrs. Gertraud Wöber General Secretary Friedrich-Wilhelm-Raiffeisen-Platz 1 A-1020 Vienna
By SWIFT	GIBAATWGGMS (Message Type MT598 oder MT599, ISIN AT000AGRANA3 must be indicated in the text)
By E-mail with a qualified electronic signature	<b>gertraud.woeber@agrana.com</b>

The wording of the Agenda item and of the proposal for resolution must be also submitted in a German-language version.

Shareholder status must be verifiable by submission of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act.

### **Draft resolutions of shareholders pursuant to Section 110 of the Austrian Stock Corporation Act**

Shareholders whose combined shares amount to **1% of the share capital** may submit written **proposals for resolutions** concerning any item of the Agenda of this Annual General Meeting, and may request that these proposals, together with the names of the relevant shareholders, including the explanatory statement and a possible opinion



thereof by the Management Board or the Supervisory Board, be made available on the website of the Company. Please note that each proposed resolution shall be accompanied by an explanatory statement. Proposals shall only be considered if the Company receives it in writing not later than **29 June 2022** (24:00 o'clock, Vienna time).

Any motions made by the shareholders in this context shall be addressed exclusively to

AGRANA Beteiligungs-Aktiengesellschaft  
Attn. Mrs. Gertraud Wöber  
General Secretary  
Friedrich-Wilhelm-Raiffeisen-Platz 1  
A-1020 Vienna

*or*

via fax to +43 (0)1 21137 12055

*or*

via e-mail to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com), whereas the shareholders' proposal shall be attached to the e-mail in text format, e.g. as a PDF.

Any proposal for a resolution must also be submitted in a German-language version.

Shareholder ownership to exercise this shareholder's right must be proven through the submission of a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act (AktG).

**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 confirmation of deposit will be accepted in German or in English. The confirmation of deposit must be provided exclusively via and to any of the following communication channels and addresses:

- (i) For transmission of the confirmation of deposit in text form as approved by the Articles of Association pursuant to § 13 VII
- By fax +43 (0)1 8900 500 – 58
- By email [anmeldung.agrana@hauptversammlung.at](mailto:anmeldung.agrana@hauptversammlung.at)  
(Deposit confirmations please in PDF format)
- (ii) For transmission of the confirmation of deposit in writing
- By letter 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; it is necessary to specify ISIN AT000AGRANA3 in the text)

The confirmation of deposit as proof of shareholder ownership in connection with the exercise of shareholder's rights pursuant to Sections 109 (supplement to the Agenda) and 110 (proposals for resolutions put forward by the shareholders) of the Austrian Stock Corporation Act must not have been issued prior to seven days before submission to the Company.

The confirmation of deposit as proof of shareholder ownership in connection with the exercise of the shareholder's rights pursuant to Section 109 of the Austrian Stock Corporation Act (supplement to the Agenda) must confirm that the applicant has been a shareholder for at least three months prior to application without interruption.

Multiple shareholders who only reach the participation threshold through combined shares are subject to the same deadline with regard to the provision of the necessary evidence.

**Information concerning the right to information pursuant to Section 118 of the Austrian Stock Corporation Act**

Upon request, each shareholder shall be entitled to receive information on the affairs of the Company during the Annual General Meeting, to the extent such information is necessary for the proper evaluation of an item on the Agenda. The right to information shall extend to the legal and business relations of the Company with an associated enterprise. If, in the Annual General Meeting of a parent company (Section 244 of the



Austrian Business Code), the Consolidated Financial Statements and the Management Report for the group are submitted, the right to information shall comprise the situation of the group as well as any companies incorporated in the Consolidated Financial Statements.

Any information given shall comply with the principles of accountability by being regarded as both prudent and faithful. The information shall be provided in the Annual General Meeting.

Information may be withheld under the provision that

- 1 it is deemed capable, on the basis of a reasonable entrepreneurial assessment, of causing significant harm to the Company or an associated enterprise, or if
- 2 disclosing such information may give reason for legal action.

Any shareholder taking part in the Annual General Meeting shall be entitled to receive information. Furthermore, the right to information of the shareholders shall extend to their legal or authorized representatives. Shareholders whose membership rights are suspended (§§ 51 para. 3, 65 para. 5 AktG) do not have the right to receive information.

To ensure the Annual General Meeting's effectiveness, any questions whose answers may require a longer preparation, shall be submitted in text form and in due time before the Annual General Meeting to the Management Board, Attn. Mrs. Gertraud Wöber, General Secretary. The questions can be sent either by fax to +43 (0) 1 21137 12055 or by e-mail to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com).

### **Information on the right of shareholders to present proposals at the Annual General Meeting pursuant to section 119 of the Austrian Stock Corporation Act**

Each shareholder shall, irrespective of the size of the share he/she holds, have the right to pass motions on any item of the Agenda. 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.

However, a shareholder motion for election of a member of the Supervisory Board requires timely submission of a resolution proposal pursuant to § 110 of the Austrian Stock Corporation Act: Candidates for election to the Supervisory Board (Item 9 of the Agenda) can be nominated only by shareholders whose shares jointly amount to at least 1 % of the authorized capital. Such election proposals must reach the Company no later than June 29, 2022, in the manner described above. Pursuant to § 87 (2) of the Austrian Stock Corporation Act, the statement of the nominated person about his or her professional qualifications, professional or comparable functions, and any



circumstances that might cause concern for bias, must be annexed to each election proposal. Proposals for the election of Supervisory Board members, including the statement by each person nominated pursuant to § 87 (2) of the Austrian Stock Corporations Act, must be published on the Company's website at the latest by July 01, 2022; otherwise, the person concerned shall not be considered in the vote.