



AGRANA Beteiligungs-Aktiengesellschaft

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

Convention of the 36th Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft

We would like to invite our shareholders to the
36th Annual General Meeting
of AGRANA Beteiligungs-Aktiengesellschaft
on Friday, July 07, 2023, at 11:00 o'clock,
at Raiffeisen Forum, A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1.

I. AGENDA

1. Presentation of the annual financial statements including the Management Report and the Corporate Governance Report, the consolidated financial statements including the Group Management Report, the proposal for appropriation of profits, and the report of the Supervisory Board for the financial year 2022/2023
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 2022/2023
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2022/2023
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 2023/2024
7. Resolution on the Remuneration Report 2022/2023
8. Resolution on the amendment of the Remuneration Policy
9. Election to the Supervisory Board

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

In particular, the following documents will be available on the Company's website, entered in the commercial register, at www.agrana.com/en or www.agrana.com/en/ir/general-meeting no later than **June 16, 2023**:

- Convening and agenda,
- Granting of proxy (template),
- Granting of proxy IVA (template),
- Revocation of proxy (template),

- Proposed resolutions of the Management Board and the Supervisory Board for the 36th Annual General Meeting,
- Remuneration Report 2022/23 of the AGRANA Management Board and Supervisory Board,
- Remuneration Policy 2022/23 of the AGRANA Management Board and Supervisory Board,
- Statement by the candidate for election to the Supervisory Board as mentioned in Agenda Item 9, pursuant to § 87 (2) of the Austrian Stock Corporation Act, including the candidate's CV,
- Consolidated financial statements with combined management report for the financial year 2022/23 (Annual Report),
- Annual financial statements of AGRANA Beteiligungs-AG for the financial year 2022/23 (Annual Financial Report),
- Proposal for the appropriation of profits for the financial year 2022/23,
- Corporate Governance Report for the financial year 2022/23,
- Report of the Supervisory Board for the financial year 2022/23.

III. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING

The right to participate in the General Meeting and to exercise the voting right and any other rights of shareholders to be asserted in connection with the General Meeting is subject to the holding of shares as per the **end of June 27, 2023** (24:00 o'clock, Vienna time) (**record date**).

Only persons who are holding shares on the record date and provide evidence thereof have the right to participate in the General Meeting.

For proof of the shareholding on the record date, a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act must be presented, which must be received by the Company no later than **July 04, 2023** (24:00 o'clock, Vienna time), exclusively via and to any of the following communication channels and addresses:

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

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
c/o 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)

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

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 General Meeting must refer to the end of the record date **June 27, 2023** (24:00 o'clock, Vienna time).

The deposit confirmation will be accepted in German or English.

Proof of identity

For purposes of identification, the shareholders and their representatives are requested to hold a valid official photo identification card ready upon registration.

If you wish to attend the General Meeting as a representative, please bring along your proxy in addition to your official photo ID. If the original of the proxy has already been sent to the Company, you will facilitate access by presenting a copy of the proxy with you.

AGRANA Beteiligungs-Aktiengesellschaft reserves the right to determine the identity of the persons wishing to attend the meeting. If it is not possible to establish a person's identity, admission may be refused.

IV. OPTION OF APPOINTING A REPRESENTATIVE, AND PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participation in the General Meeting and has demonstrated this to the Company in accordance with the stipulations in Item III of the present Invitation has the right to appoint a representative to participate in the General Meeting on behalf and in the name of this shareholder, having the same rights as the shareholder whom the proxy represents.

Proxy shall be granted to a specified person (an individual or an entity) in text form (§13 II of the Austrian Stock Corporation Act), whereby multiple persons may be authorized.

Proxy can be granted both before and during the General Meeting.

For the transmission of proxies, we offer the following communication channels and addresses:

By post or messenger	AGRANA Beteiligungs-Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH A-8242 St. Lorenzen am Wechsel, Köppel 60
By email to	anmeldung.agrana@hauptversammlung.at (Proxies please in PDF format)
By SWIFT	GIBAATWGGMS
For credit institutions	(Message Type MT598 or MT599; ISIN AT000AGRANA3 must be indicated in the text)

The proxies must arrive at one of the aforementioned addresses no later than **July 06, 2023**, 16:00 o'clock, Vienna time, unless they are handed over to the entrance and exit supervision at the General Meeting on the day of the General Meeting.

Forms for granting and revocation of proxies can be downloaded from the Company's website at www.agrana.com/en or www.agrana.com/en/ir/general-meeting. In the interest of smooth handling, please always use the form sheets provided.

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

If the shareholder has granted proxy to his or her custodian credit institution (§ 10a of the Austrian Stock Corporation Act), it is sufficient for the latter to declare, in addition to the deposit confirmation and in the way prescribed for transmission of the same to the Company, that it has been granted proxy.

Shareholders may personally exercise their rights at the General Meeting even after granting proxy. Personal appearance is deemed a revocation of any previously granted proxy. The above rules on granting of proxy shall apply mutatis mutandis to the revocation of the same.

Independent representative for the exercise of voting rights

As a special service to the shareholders, a representative from the Investor's Association (Interessenverband für Anleger, IVA), A-1130 Vienna, Feldmühlgasse 22, will be available as an independent voting proxy for the exercise of voting rights, subject to directives, at the General Meeting; a special proxy form sheet for this can be downloaded from the Company's website at www.agrana.com/en or www.agrana.com/en/ir/general-meeting. In addition, you may also contact Dr. Michael Knap from the IVA directly via phone +43 1 8763343-30, or email to knap.agrana@hauptversammlung.at.

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

1. Extension of the Agenda by Shareholders Pursuant to § 109 of the Austrian Stock Corporation Act

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 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 16, 2023** (24:00 o'clock, Vienna time), at the address **A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Ms. Sabine Hacker, General Secretary**, or, if by email, with a qualified electronic signature to the email address **sabine.hacker@agrana.com** or by SWIFT to the address GIBAATWGGMS. "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 may not have been issued more than seven days prior to the time of its submission 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 III of this convocation).

2. Shareholders' Proposed Resolutions Concerning the Agenda Pursuant to § 110 of the Austrian Stock Corporation Act

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 28, 2023** (24:00 o'clock, Vienna time), either via letter mail to **A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Ms. Sabine Hacker, General Secretary**, or via email to **sabine.hacker@agrana.com**, whereby the request is

to be annexed to the email in text form, e.g. as a PDF document. If 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 explanatory statement, must in any case also be written in German.

In case of a **proposal for the election of a Supervisory Board member**, the statement of the proposed person pursuant to § 87 (2) of the Austrian Stock Corporation Act takes the place of the rationale.

Shareholder ownership must be demonstrated by presentation of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act, 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 III of this convocation).

3. Disclosures Pursuant to § 110 (2) 2 in Conjunction with § 86 (7) and (9) of the Austrian Stock Corporation Act

With regard to Agenda Item 9, “Elections to the Supervisory Board”, and the possible submission of an appropriate election proposal by shareholders pursuant to § 110 of the Austrian Stock Corporation Act, the Company provides the following information:

Mag. Veronika Haslinger has stated that she will resign from her office as 2nd Deputy Chairperson and member of the Supervisory Board with effect from the end of the Annual General Meeting on July 07, 2023.

§ 10 (1) of the Articles of Association of **AGRANA Beteiligungs-Aktiengesellschaft** stipulates that the Supervisory Board shall consist of no fewer than three and no more than eight members, to be elected by the General Meeting.

§ 86 (7) of the Austrian Stock Corporation Act is applicable to **AGRANA Beteiligungs-Aktiengesellschaft**.

The Supervisory Board of **AGRANA Beteiligungs-Aktiengesellschaft** currently consists of eight members elected by the General Meeting (shareholder representatives) and four members delegated by the Works Council pursuant to § 110 of the Austrian Workers' Compensation Act (ArbVG). Of the eight shareholder representatives, six are male and two are female; of the four employee representatives, three are male and one is female.

It is announced that the majority of the employee representatives have raised an objection pursuant to § 86 (9) of the Austrian Stock Corporation Act, so that the minimum

shareholding requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act will be met separately.

When a shareholder submits a nomination for election, it should be noted that after the election of eight shareholder representatives on the Supervisory Board, at least two must be female in order to meet the minimum shareholding requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act.

4. Shareholders' Right to Information Pursuant to § 118 of the Austrian Stock Corporation Act

Every shareholder has the right to receive, upon request, information on the affairs of the Company during the Annual 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 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 punishable under applicable law.

As a matter of principle, requests for information must be presented orally to the General Meeting, but written requests are likewise accepted.

In the interest of session economy, questions that necessitate longer preparation are requested to be sent to the Management Board, Attn. Ms. Sabine Hacker, in text form in due time before the General Meeting. The questions can be sent to the Company by email to **sabine.hacker@agrana.com**.

5. Shareholder Motions at the Annual General Meeting Pursuant to § 119 of the Austrian Stock Corporation Act

Each shareholder has the right – irrespective of any particular volume of shares held – to submit motions at the General Meeting regarding any item on the agenda.

If more than one motion is submitted concerning any one item on the agenda, the Chair shall determine the order of the voting in accordance with § 119 (3) 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 28, 2023**, in the manner described above (Item V 2 of this convocation). 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 nomination proposal.

Otherwise, the shareholder motion may not be considered when a member of the Supervisory Board is to be elected. The provisions of the minimum shareholding requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act apply to **AGRANA Beteiligungs-Aktiengesellschaft**.

6. Information on Protection of the Shareholders' Data

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

VI. FURTHER INFORMATION AND NOTES

1. Total Number of Shares and Voting Rights

At the time of the convention of the 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 General Meeting.

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

There is only one class of shares.

2. Collection of the Voting Cards

Admission for the collection of voting cards from 10:00 o'clock.

Vienna, June 2023

The Management Board