



AGRANA Beteiligungs-Aktiengesellschaft

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

Convention of the 37th Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft

We would like to invite our shareholders to the
37th Annual General Meeting
of AGRANA Beteiligungs-Aktiengesellschaft
on Friday, July 5, 2024, at 11:00 a.m. CEST,
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 2023/2024 financial year
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 2023/2024 financial year
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2023/2024 financial year
5. Resolution on the remuneration of the members of the Supervisory Board
6. Appointment of the auditor for the annual financial statements and for the consolidated financial statements as well as for sustainability reporting for the 2024/2025 financial year
7. Resolution on the Remuneration Report 2023/2024
8. Resolution on the amendment of the Articles of Association in § 6. "Publications"

II. 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, entered in the commercial register, at www.agrana.com/en or www.agrana.com/en/ir/general-meeting no later than **June 14, 2024**:

- 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 37th Annual General Meeting,
- Remuneration Report 2023/24 of the AGRANA Management Board and Supervisory Board,
- Consolidated financial statements with combined management report for the financial year 2023/24 (Annual Report),
- Annual financial statements of AGRANA Beteiligungs-AG for the financial year 2023/24 (Annual Financial Report),
- Proposal for the appropriation of profits for the financial year 2023/24,
- Corporate Governance Report for the financial year 2023/24,
- Report of the Supervisory Board for the financial year 2023/24.

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

The right to participate in the Annual General Meeting and to exercise the voting right and any other rights of shareholders to be asserted in connection with the Annual General Meeting is subject to the holding of shares as per the **end of June 25, 2024** (11:59 p.m. CEST, 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 Annual 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 2, 2024** (11:59 p.m. CEST, 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	anmeldung.agrana@hauptversammlung.at (Deposit confirmations in PDF format, please)
By fax	+43 (0)1 8900 500 - 50
(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)

Shareholders are requested to contact their custodian credit institution and arrange for the issue 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 credit institution 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 information (§ 10a (2) of the Austrian Stock Corporation Act):

- Information on the issuer: name/company and address or a code commonly used for transactions between credit institutions (SWIFT code)
- Information on 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 shareholding for participation in the Annual General Meeting must refer to the end of the record date **June 25, 2024** (11:59 p.m. CEST, 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 ID ready at the time of registration.

If you wish to attend the Annual 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.

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 THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to attend the Annual General Meeting and has provided evidence of this to the Company in accordance with the stipulations in item III of this notice of meeting has the right to appoint a representative to participate in the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder whom the proxy represents.

Proxy shall be granted to a specified person (an individual or a legal 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 Annual 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	anmeldung.agrana@hauptversammlung.at (Proxies in PDF format, please)
By fax	+43 (0)1 8900 500 - 50
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 4, 2024, 4:00 p.m. CEST**, Vienna time, unless they are submitted to the registration office of the Annual General Meeting on the day of the Annual General Meeting.

Forms for granting and revoking the proxy 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 forms provided.

Details concerning the proxy, in particular the text form and the content of the proxy, can be found in the proxy form 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 that it has been granted proxy in addition to the deposit confirmation in the way prescribed for transmission to the Company.

Shareholders may exercise their rights at the Annual General Meeting even after granting proxy. Personal attendance is deemed to be a revocation of any previously granted proxy. The above rules on the 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 of the Investor's Association (Interessenverband für Anleger, IVA), A-1130 Vienna, Feldmühlgasse 22, will be available as an independent proxy for exercising voting rights at the Annual General Meeting in accordance with instructions; for this purpose, a special proxy form is available on the Company's website at **www.agrana.com/en** or **www.agrana.com/en/ir/general-meeting**. You may also contact Dr. Michael Knap from IVA directly via phone +43 1 876 33 43 - 30, or email **knap.agrana@hauptversammlung.at**.

V. INFORMATION ON 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 share capital and who have held these shares for at least three months prior to their application may request in writing that **additional items be placed on the agenda** of this Annual General Meeting and announced, provided that this request is received in writing with legally binding signatures by post or courier no later than **June 14, 2024** (11:59 p.m. CEST, Vienna time), by the Company at the following address: **A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Ms. Sabine Hacker, General Secretary**, or, if sent 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 personally signed by each applicant or, on behalf of the company or, if sent by email, with a qualified electronic signature to the email address **sabine.hacker@agrana.com**, 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 the rationale, must also be written in German. Proof of shareholder status must be provided by submitting a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act, confirming that the applicant shareholders have held the shares for at least three months prior to the motion being submitted and which must not be older than seven days at the time of submission to the Company. A plurality of deposit confirmations for shares that only together represent a shareholding of at least 5 % must refer to the same time (day, time).

With regard to the other requirements for the deposit confirmation, please refer to the information on the right to participate (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 share capital may submit **proposals for resolutions**, including a rationale, concerning any item on the agenda in text form, and may request that these proposals, together with 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 26, 2024** (11:59 p.m. CEST, 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 attached 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 in another suitable manner. The resolution proposal, but not its explanatory statement, must also be written in German.

Proof of shareholder status must be provided by submitting a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act, which must not be older than seven days at the time of submission 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).

With regard to the other requirements for the deposit confirmation, please refer to the information on the right to participate (item III of this notice of meeting).

3. 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 at 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 extends to the legal relationships of the Company with any affiliated company, as well as to 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 affiliated company, or if its disclosure would be punishable under applicable law.

Requests for information should generally be made verbally at the Annual General Meeting, but can also be made in writing.

In the interest of session economy, questions that necessitate lengthy preparation should be submitted to the Management Board, **Attn. Ms. Sabine Hacker**, in text form in good time before the Annual General Meeting. Questions can be sent to the Company by email to **sabine.hacker@agrana.com**.

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

Every shareholder has the right – irrespective of a specific shareholding – to submit motions at the Annual General Meeting regarding any item on the agenda.

If there is more than one motion for an item on the agenda, the Chair shall determine the order of voting in accordance with § 119 (3) of the Austrian Stock Corporation Act.

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.

VI. FURTHER INFORMATION AND NOTES

1. Total number of shares and voting rights

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

The total number thus amounts to 62,488,976 voting rights at the time this Annual General Meeting is convened. At the time the Annual General Meeting is convened, the Company does not hold any treasury shares, either directly or indirectly.

There is only one class of shares.

2. Collection of voting cards

Admission for the collection of voting cards from 10:00 a.m. CEST.

Vienna, June 2024

The Management Board