



**AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h**

**Resolutions Proposed by the Management Board and
the Supervisory Board for the
37th Annual General Meeting
on July 5, 2024**

- 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**

Since the submission of the aforementioned documents is only for the purposes of providing information for the General Meeting, there will be no resolution on this agenda item. The 2023/2024 annual financial statements have already been approved by the Supervisory Board.

- 2. Resolution on the appropriation of profits**

The Management Board and the Supervisory Board propose that the balance sheet profit of € 85,888,398, stated in the 2023/2024 annual financial statements, be used as follows:

- | | |
|--|--------------|
| (i) Distribution of a dividend of € 0.90 per dividend-entitled share,
i.e. as total amount of dividends | € 56,240,078 |
| (ii) Carryforward of the balance in the amount of
to new account | € 29,648,320 |

The dividend payment date is July 15, 2024.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the 2023/2024 financial year**

The Management Board and the Supervisory Board propose that a resolution on the formal approval of the actions of the members of the Management Board appointed for the 2023/2024 financial year be adopted for this period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2023/2024 financial year

The Management Board and the Supervisory Board propose that a resolution on the formal approval of the actions of the members of the Supervisory Board appointed for the 2023/2024 financial year be adopted for this period.

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

The Management Board and the Supervisory Board propose to set the remuneration of the members of the Supervisory Board for the 2023/2024 financial year at a total amount of € 380,000 and to entrust the distribution to the Chairman 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

(i) The Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be elected as the auditor for the annual financial statements and for the consolidated financial statements for the 2024/2025 financial year, as recommended by the Audit Committee.

(ii) The Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be elected as the auditor for sustainability reporting for the 2024/2025 financial year in line with the recommendation of the Audit Committee, subject to the proviso that the 2024/2025 Sustainability Report must be audited by an external auditor due to legal requirements.

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD for short) obliges listed companies to have their Sustainability Report externally audited.

This EU Directive had not yet been transposed into national law by the Austrian legislator on the day this resolution proposal was submitted.

To avoid a subsequent Extraordinary General Meeting to appoint an auditor for the Sustainability Report for the 2024/2025 financial year in any case, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

7. Resolution on the Remuneration Report 2023/2024

The Management Board and Supervisory Board of AGRANA Beteiligungs-Aktiengesellschaft have prepared a Remuneration Report pursuant to § 78c in conjunction with § 98a of the Austrian Stock Corporation Act.

The Remuneration Report will be made available on the website registered in Company Register of AGRANA Beteiligungs-Aktiengesellschaft at www.agrana.com or www.agrana.com/en/ir/general-meeting no later than June 14, 2024 (21st day before the AGM).

The Management Board and the Supervisory Board propose that the Remuneration Report for the 2023/2024 financial year, as made available on the website registered in the Company Register, be adopted.

8. Resolution on the amendment of the Articles of Association in § 6. "Publications"

The Executive Board and Supervisory Board propose that the Articles of Association be amended in § 6. "Publications", so that this provision now reads as follows:

"§ 6. Publications"

Publications of the company shall be made on the Electronic Announcement and Information Platform of the Federal Government (EVI) to the extent and as long as required by the Austrian Stock Corporation Act. In all other respects, publications of the company shall be made in accordance with the applicable legal provisions."