



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

**Resolutions Proposed by the Management Board and  
the Supervisory Board for the  
38<sup>th</sup> Annual General Meeting  
on July 4, 2025**

- 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 and the non-financial statement, the proposal for appropriation of profits, and the report of the Supervisory Board for the 2024/25 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 2024/25 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 € 125,088,421.22, stated in the 2024/25 annual financial statements, be used as follows:

- Distribution of a dividend of € 0.70 per dividend-entitled share,  
i.e. as total amount of dividends € 43,742,283.20
- Carryforward of the balance in the amount of € 81,346,138.02  
to new account

The dividend payment date is July 14, 2025.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the 2024/25 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 2024/25 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 2024/25 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 2024/25 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 2024/25 financial year at a total amount of € 380,000 and to entrust the distribution of this amount to the Chairman of the Supervisory Board.

**6. Appointment of the auditor for the annual financial statements and for the consolidated financial statements, and for sustainability reporting for the 2025/26 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 2025/26 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 the sustainability reporting for the 2025/26 financial year in line with the recommendation of the Audit Committee, subject to the proviso that the 2025/26 sustainability reporting must be audited by an external auditor due to legal requirements.

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

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

To avoid the need for a subsequent Extraordinary General Meeting to appoint an auditor for the sustainability reporting for the 2025/26 financial year in any case, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

## **7. Resolution on the Remuneration Report 2024/25**

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

The Remuneration Report will be made available on the company's website registered in Company Register of AGRANA Beteiligungs-Aktiengesellschaft at [www.agrana.com](http://www.agrana.com) or [www.agrana.com/en/ir/general-meeting](http://www.agrana.com/en/ir/general-meeting) no later than June 13, 2025 (21<sup>st</sup> day before the AGM).

The Management Board and the Supervisory Board propose that the Remuneration Report for the 2024/25 financial year, as published on the website registered in the Company Register, be approved.

## **8. Resolution on the Amendment of the Articles of Association in § 13. "Annual General Meeting"**

The Management Board and the Supervisory Board propose to amend § 13 of the Articles of Association on the Annual General Meeting by adding paragraphs 9 through 17 as follows:

- "(9) An Annual General Meeting (AGM) may, in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the Articles of Association, be held without the physical presence of participants (virtual AGM). The Management Board shall determine, with the consent of the Supervisory Board, the format in which the Annual General Meeting will be held: (i) with the physical presence of participants; (ii) virtually, without any physical presence, as a moderated virtual AGM within the meaning of § 3 of VirtGesG; or (iii) as a hybrid AGM within the meaning of § 4 of VirtGesG, whereby individual participants may choose between physical and virtual attendance. If the AGM is convened by the Supervisory Board, the decision on the format in the sense described above shall be made by the Supervisory Board.
- (10) Unless the organizational and technical arrangements for a virtual or hybrid AGM are specified in the provisions of the Virtual Shareholders' Meetings Act (VirtGesG, as amended) or in the Articles of Association, they shall be determined by the Management Board or the Supervisory Board, whichever body convenes the meeting. In all other respects, the Management Board or the Supervisory Board – whichever body convenes the meeting – shall be responsible for all decisions necessary for holding a virtual or hybrid AGM.
- (11) The notice convening a virtual or hybrid AGM or a corresponding announcement made available on the company's website at least 21 days before the AGM must specify the organizational and technical requirements for participation in the virtual or hybrid AGM. Subject to technical feasibility, the company may either (i) set up and announce a dedicated email address to which the exercise of voting rights or the raising of objections can be sent, or (ii) provide special voting software or a corresponding function on the company's website (AGM portal) for the purpose of exercising voting rights or raising objections.

- (12) Virtual or hybrid AGMs will be broadcast to participants in full, with real-time audio and video transmission. Members of the Management Board and the Supervisory Board may participate in the AGM via a two-way audio and visual connection, regardless of the format in which the AGM is held. The Management Board is authorized, with the consent of the Supervisory Board, to arrange for the partial or full public broadcast of the AGM in audio and/or video format, in a manner to be determined by it (§ 102 para. 4 of the German Stock Corporation Act (AktG)).
- (13) During a virtual or hybrid AGM, shareholders who participate virtually have the opportunity to speak by means of electronic communication. If the Chair grants the floor to a shareholder who is participating virtually, they must be given the opportunity to speak via video communication.
- (14) In the case of a virtual or hybrid AGM, the company is required to provide shareholders with an electronic means of communication (e.g., email), through which they may submit questions and motions to the company from the date of the notice of meeting until the third business day before the AGM, or by a later deadline determined by the company. Questions and motions submitted in this manner must be read out at the AGM or made available to shareholders in another appropriate form (e.g., on the company's website).
- (15) For all votes held during a virtual or hybrid AGM, shareholders who participate virtually may exercise their voting rights by means of electronic communication and, where applicable, may also raise an objection in this manner.
- (16) In the case of a virtual or hybrid AGM, the company shall provide shareholders, at its own expense, with two suitable special proxy holders who are independent of the company. Shareholders may authorize these proxy holders to submit motions, exercise voting rights, and, where applicable, raise objections during the virtual or hybrid AGM.
- (17) The Articles of Association provisions pursuant to § 13 paras. 10 to 16 are valid until December 31, 2030."

The proposed provision in the Articles of Association is valid for a period of five years. This ensures that the decision on the format of the Annual General Meeting must be periodically reassessed and approved by the shareholders.