



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

**Resolutions Proposed by the Management Board and
the Supervisory Board for the
39th Annual General Meeting
on 3 July 2026**

- 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 consolidated sustainability statement, the proposal for appropriation of profits, and the report of the Supervisory Board for the 2025/26 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 annual financial statements for 2025/26 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 € 124,437,078.13, stated in the 2025/26 annual financial statements, be used as follows:

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| (i) Distribution of a dividend of € 0.35 per dividend-entitled share,
i.e. as total amount of dividends | € 21,871,141.60 |
| (ii) Carryforward of the balance in the amount of
to new account | € 102,565,936.53 |

The dividend payment date is 13 July 2026.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the 2025/26 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 2025/26 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 2025/26 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 2025/26 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 2025/26 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 of the auditor for the consolidated sustainability statement, all for the 2026/27 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 2026/27 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 consolidated sustainability statement for the 2026/27 financial year in line with the recommendation of the Audit Committee.

7. Resolution on the remuneration report 2025/26

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 or www.agrana.com/en/ir/general-meeting no later than 12 June 2026 (21st day before the AGM).

The Management Board and the Supervisory Board propose that the Remuneration Report for the 2025/26 financial year, as published on the website registered in the Company Register, be approved.

8. Elections to the Supervisory Board

Ms. Claudia Süssenbacher has stated that she will resign from her office as 2nd Deputy Chairperson and member of the Supervisory Board with effect from the close of the Annual General Meeting on 3 July 2026.

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

So far, i.e. since the last election by the General Meeting, the Supervisory Board has consisted of eight members elected by the General Meeting. (In addition, members seconded under the Labour Constitution Act are to be included.)

At the upcoming Annual General Meeting, one additional member is therefore to be elected in order to restore this number.

The Supervisory Board proposes that the position be filled so that, following the election at the General Meeting on 3 July 2026, the Supervisory Board will again consist of eight members elected by the General Meeting.

The following Supervisory Board nomination is made on the basis of the requirements of § 87 (2a) of the Austrian Stock Corporation Act (AktG) and the Corporate Governance Code.

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

The majority of the employee representatives have raised an objection pursuant to § 86 (9) of the Austrian Stock Corporation Act, so the quota requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act must be fulfilled separately by each bench.

When submitting the nomination for election, the Supervisory Board had to ensure that, following the election, at least two members of the Supervisory Board would be female in order to satisfy the quota requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act.

The Supervisory Board proposes to elect Ms. Petra Pani, born on 3 August 1967, to the Supervisory Board, with effect from the close of the upcoming Annual General Meeting, in accordance with § 10 (4) of the Articles of Association and § 87 (7) of the Austrian Stock Corporation Act, until the close of the General Meeting that decides on the approval of the actions for the 2026/27 financial year.

In the event of the election of the proposed person by the General Meeting, the Supervisory Board will again consist of eight members representing the shareholders, of which six will be male and two female. The quota requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act (30 % quota) will thus be met.

The nominee is required to make a declaration pursuant to § 87 (2) of the Austrian Stock Corporation Act, which is also available on the Company's website, and in particular states that

1. all circumstances relating to § 87 (2) of the AktG have been disclosed, and that, in the opinion of the nominee, there are no circumstances that could give rise to concerns regarding her impartiality,
2. the nominee has not been convicted of any legally punishable offence, in particular not any that might cast doubt on her professional reliability pursuant to § 87 (2a) 3 of the AktG, and
3. there are no impediments to her appointment within the meaning of § 86 (2) and (4) of the Austrian Stock Corporations Act.

When making the nomination under § 87 (2a) of the AktG, the Supervisory Board paid attention to the professional and personal qualifications of the member as well as to the professionally balanced composition of the Supervisory Board, and appropriately considered the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members.

The General Meeting is bound by election proposals in the following manner. Nominations for the election of Supervisory Board members, including the declarations pursuant to § 87 (2) of the AktG, must be made available for each nominee on the Company's website by **26 June 2026** at the latest, otherwise the person may not be included in the vote. This also applies to election proposals from shareholders pursuant to § 110 of the AktG, which must be received by the Company in text form no later than **24 June 2026**.