



## **EANS-General Meeting: AGRANA Beteiligungs-AG / Invitation to the General Meeting**

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AGRANA Beteiligungs-Aktiengesellschaft  
Vienna, FN 99489 h  
ISIN AT0000603709

### **Invitation**

We would like to invite our shareholders to the 26th Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on Friday, July 5th, 2013, at 11:00 a.m. CET, at Raiffeisen Forum, A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1.

### **Agenda**

\* Presentation of the approved Financial Statements and Notes and the Consolidated Financial Statements as of February 28th, 2013, as well as of the Summary Management Report, including the Corporate Governance Report and the Report of the Supervisory Board for the financial year 2012/2013.

\* Resolution on the appropriation of profits.

\* Resolution on the formal approval of the actions of the members of the Management Board for the financial year 2012/2013.

\* Resolution on the formal approval of the action of the members of the Supervisory Board for the financial year 2012/2013.

\* Resolution on the remuneration received by the members of the Supervisory Board for the financial year 2012/2013.

\* Appointment of the Auditors and the Group Auditors for the financial year 2013/2014.

\* Resolution on the amendment of the Articles of Association for adaptation to the Company Law Amendment Act 2011

### **Documents for the Annual General Meeting**

In particular, the following documents will be presented on the company's website [www.agrana.com](http://www.agrana.com) no later than June 14th, 2013 and will also be available at the Annual General Meeting:

\* Financial statements;  
\* Consolidated Financial Statements and Summary Management Report;  
\* Proposal for the appropriation of profits;  
\* Corporate Governance Report; and  
\* Report of the Supervisory Board

for the financial year 2012/2013; and

\* Proposed resolutions concerning items 2 - 7 of the agenda; and  
\* Articles of Association with indication of the proposed amendments,  
\* Form for granting proxy;  
\* Form for granting proxy to a representative of the IVA,  
\* Form for the revocation of a proxy;  
\* Full text of this invitation.

### **NOTICE OF THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO §§109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT**

Shareholders whose shares together amount to at least 5% of the share capital and who have been holders of these shares for a period of at least three months before the application may request in writing that additional items be included in the Agenda for this Annual General Meeting, and that an announcement be made in this respect, provided such request is received by the Company in writing no later than June 14th, 2013, at A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Gertraud Wöber, General Secretary. Each agenda item thus requested

must include a proposed resolution and an explanatory statement. Shareholder ownership must be proven by submission of a safe custody receipt pursuant to §10a of the Austrian Stock Corporation Act, which confirms that the applicant shareholders have owned shares for a period of at least three months prior to the application and it may not have been issued more than seven days prior to the time of submission to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation.

Shareholders whose shares together amount to at least 1% of the share capital may submit written proposals for resolutions including an explanatory statement for any item on the agenda, and may request any such proposal, including the explanatory statement and a possible opinion thereon by the Management Board or the Supervisory Board, to be made available on the website of the Company, provided such written proposal is received by the Company no later than June 26th, 2013, via fax to +43 1 21137 12926, or via mail to A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Gertraud Wöber, General Secretary, or by email to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com), whereby the written proposal shall be attached to the email in text format, e.g. as a PDF. In case of a proposal for the election of a member of the Supervisory Board, the statement of the proposed person pursuant to §87II of the Austrian Stock Corporation Act shall take the place of the explanatory statement. Shareholder ownership to exercise this shareholder's right must be proven through the submission of a safe custody receipt pursuant to §10a of the Austrian Stock Corporation Act, which must not have been issued earlier than seven days prior at the time of submission. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation in the Annual General Meeting.

Upon request, every shareholder shall be entitled to receive information on the affairs of the Company during the Annual General Meeting, to the extent that such information is necessary for the proper assessment of an item on the agenda.

The information may be withheld, should it be deemed to have the potential, on the basis of a reasonable business assessment, for causing significant harm to the Company or any associated enterprise, or should its disclosure provide reason for legal proceedings.

To ensure the effectiveness of the Annual General Meeting, any questions whose answers may require a lengthy preparation shall be submitted by July 4th, 2013, at 4:00 p.m., to the Management Board, Attn. Mrs. Gertraud Wöber, General Secretary, via fax to +43 1 21137 12926 or by email to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com).

Further information on these shareholder rights pursuant to §§109, 110, 118 and 119 of the Austrian Stock Corporation Act is now available on the Company's website [www.agrana.com](http://www.agrana.com).

#### RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement 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 holding shares at the end of June 25th, 2013 (record date).

Only persons who are holding shares on the record date and provide evidence thereof shall be entitled to participate in the Annual General Meeting.

The ownership of the shares held on the record date must be proven by a safe custody receipt pursuant to §10a of the Austrian Stock Corporation Act, which must be received by the Company no later than July 2nd, 2013 exclusively at one of the addresses shown below.

Via mail: AGRANA Beteiligungs-Aktiengesellschaft  
(in written form Attn. Mrs. Gertraud Wöber  
pursuant to §886 General Secretary  
of the Austrian  
Civil Code)

Friedrich-Wilhelm-Raiffeisen-Platz 1  
A-1020 Wien

Via fax: +43 (1) 8900 500 - 58  
Via email: [anmeldung.agrana@hauptversammlung.at](mailto:anmeldung.agrana@hauptversammlung.at); whereby the safe custody receipt shall be attached to the email in text format, e.g. as a PDF.

AGRANA Beteiligungs-Aktiengesellschaft will not receive confirmations and statements under §114I of the Austrian Stock Corporation Act via an international, specifically secured communication network of credit institutions (SWIFT), since other electronic means of communication (fax and email) have been opened instead. This is because AGRANA Beteiligungs-Aktiengesellschaft has offered SWIFT for electronic communication in the previous Annual General Meetings, but the custodian banks have not made significant use thereof.

#### Canceled share certificates

AGRANA Beteiligungs-Aktiengesellschaft is required to replace all outstanding bearer share certificates (physical share certificates) by a global certificate and to deposit this at the Austrian Control Bank. This was reported in the 25th Annual General Meeting. Based on the relevant approval of the Commercial Court of Vienna on January 23rd, 2013, all shareholders who hold bearer shares in the form of physical share certificates were notified via three notices in the Official Gazette of the Vienna Newspaper to submit the share certificates no later than May 27th, 2013. The Management Board, in a resolution on May 28th, 2013, has declared that the effective bearer share certificates that have not been submitted pursuant to § 67 of the Austrian Stock Corporation Act in conjunction with § 262 Para. 29 of the Austrian Stock Corporation Act are invalid. The relevant notification was published in the Official Gazette of the Vienna Newspaper on May 31st, 2013.

With their cancellation, these physical share certificates have lost their status as securities and convey no right to participate in and vote at the Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft. Affected shareholders who still have physical share certificates can submit the canceled stock certificates to the Raiffeisen Centrobank AG, A-1010 Vienna, Tegetthoffstrasse 1, as a submission counter or at the custodian banks during normal business hours. Based on this, a credit can be recorded on a securities account to be notified by the shareholder, which would be equal to the number of ordinary shares respectively submitted. The shareholder must arrange for this - in order to maintain his/her right to participate in the forthcoming Annual General Meeting - so that the Custodian deposit can be made at the latest on the record date, June 25th, 2013.

#### Confirmation of deposit pursuant to §10a of the Austrian Stock Corporation Act

The confirmation of deposit must be issued by the custodian bank headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD, and shall contain the following data:

- \* Information about the issuer: name and address or a code used for transactions between banks;
- \* Information about the shareholder: name, 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 AT0000603709;
- \* Deposit number and/or any other description;
- \* Time to which the safe custody receipt refers.

The confirmation of deposit as evidence for the shareholding must refer to the record date stated above, i.e. June 25th, 2013.

The confirmation of deposit will be accepted in German or in English.

#### REPRESENTATION BY PROXY

Each shareholder entitled to participate in the Annual General Meeting has the right to appoint a proxy to participate in the Annual General Meeting in the name of this shareholder and with the same rights as the shareholder whom the proxy represents.

Proxy shall be granted to a person (an individual or a legal entity) in writing. Multiple persons may be authorized.

The proxy must be received by the Company exclusively at any of the addresses listed below:

Via mail: AGRANA Beteiligungs-Aktiengesellschaft  
(in writing) Attn. Mrs. Gertraud Wöber  
General Secretary  
Friedrich-Wilhelm-Raiffeisen-Platz 1  
A-1020 Wien  
Via fax: +43 (1) 8900 500 - 58  
Via email: anmeldung.agrana@hauptversammlung.at; whereby the safe custody

receipt shall be attached to the email in text format, e.g. as a PDF.

In Person: upon registration for the Annual General Meeting  
at the venue for the meeting

Forms for granting and revocation of authorizations are available upon request or can be downloaded from the Company's website at [www.agrana.com](http://www.agrana.com).

If the proxy is not personally presented at the date of the Annual General Meeting, it must be submitted to the Company by July 14th, 2013 at 4:00 p.m. at the latest.

The above rules on granting of proxy shall apply mutatis mutandis to the revocation of the same.

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 representative for the exercise of voting rights, subject to directives, at the Annual General Meeting; for this, a special authorization form can be downloaded from the Company's website at [www.agrana.com](http://www.agrana.com). In addition, you may also contact Dr. Michael Knap from the IVA directly at Tel. +43 1 8763343-30, Fax +43 1 8763343-39 or email [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

#### TOTAL NUMBER OF SHARES AND INTERIM CERTIFICATES

At the Annual General Meeting convening date, the share capital of the Company, amounting to EUR 103,210,249.78, is divided into 14,202,040 bearer shares (shares). Each share holds one vote. At the convening date of the Annual General Meeting, the Company holds own shares neither directly nor indirectly. At the convening date of the Annual General Meeting, the total number of participating and voting shares is 14,202,040. There is only one class of shares.

In order to ensure that the entrance control runs smoothly, we would like to ask the shareholders to arrive in due time before the beginning of the Annual General Meeting. Admission for the collection of voting cards shall start at 10:00 a.m.

Shareholders who have received either entry cards or copies of the safe custody receipts from their custodian banks shall be requested to produce an official, valid photo for identification at the Annual General Meeting.

Vienna, June 2013

The Management Board

Further inquiry note:

AGRANA Beteiligungs-AG

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sector: Food

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stockmarkets: Präsenzhandel: Berlin, Stuttgart, Frankfurt, official market: Wien

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