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EANS-General Meeting: AGRANA Beteiligungs-AG / Invitation to the General Meeting according to art. 107 para. 3 Companies Act

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04.06.2020

AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h, ISIN AT000AGRANA3

Convention of the 33rd Annual General Meeting of
AGRANA Beteiligungs-Aktiengesellschaft ("Company")

to be held on Friday, July 03, 2020 at 11:00 o'clock
at the registered office of the Company, AT-1020 Vienna, Friedrich-Wilhelm-
Raiffeisen-Platz 1.

I. HOLDING AS VIRTUAL GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS

1. Act on Special Measures under Corporate Law due to COVID-19 (COVID-19-GesG)
and Corporate COVID-19 Ordinance (COVID-19-GesV)

Based on careful consideration, the Executive Board has decided to apply the new legal regulation pertaining to a virtual general meeting in order to protect the shareholders and other participants.

The General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on July 03, 2020, will be held on the basis of § 1 II of the COVID-19-GesG (Federal Law Gazette I No 16/2020 as amended by Federal Law Gazette I No 24/2020) and the COVID-19-GesV (Federal Law Gazette II No 140/2020), taking into account the interests of both the Company and the participants, in the form of a "Virtual General Meeting".

According to the decision of the Executive Board, this means that for purposes of health protection, shareholders and their representatives (with the exception of the special voting proxies pursuant to § 3 IV of the COVID-19-GesV) may not be physically present at the General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on July 03, 2020.

The General Meeting will be held in the physical presence of the Chairperson of the Supervisory Board, the Chairperson of the Executive Board and other members of the Executive Board, the certifying notary public and the four special voting proxies appointed by the Company, at Friedrich-Wilhelm-Raiffeisen-Platz 1, AT-1020 Vienna.

Holding of the Annual General Meeting as a Virtual General Meeting in accordance with COVID-19-GesV necessitates modifications in the otherwise usual procedure of the Annual General Meeting, as well as in the exercise of the shareholders' rights.

The voting rights, the right to make motions, and the right to object shall be exercised exclusively by granting power of attorney and giving instructions to one of the special voting proxies proposed by the Company pursuant to § 3 IV of the COVID-19-GesV.

The right to information can be exercised at the Virtual General Meeting, too, by the shareholders themselves by means of electronic communication, namely by sending their questions in text form by email directly to the Executive Board.

2. Broadcasting of the General Meeting on the Internet

In accordance with § 3 IV of the COVID-19-GesV in conjunction with § 102 IV of the Austrian Stock Corporation Act (AktG), the General Meeting will be completely broadcast audiovisually in real time on the internet.

This is permissible under applicable data protection law with regard to the legal basis provided by § 3 IV of the COVID-19-GesV and § 102 IV of the Austrian Stock Corporation Act.

All shareholders of the Company can follow the General Meeting on July 03, 2020, from around 11:00 o'clock, using appropriate technical equipment, on the internet at www.agrana.com/en/investor/general-meeting as a Virtual General Meeting.

The broadcasting of the General Meeting on the internet enables all shareholders who so wish to follow the course of the General Meeting in real time via this audiovisual connection, and to observe the presentation by the Executive Board and the responses to shareholders' questions.

Please note that this live transmission as a Virtual General Meeting does not allow for remote participation (§ 102 III 2 of the Austrian Stock Corporation Act) nor remote voting (§ 102 III 3 and § 126 of the Austrian Stock Corporation Act).

It is also pointed out that the Company is responsible for the use of technical means of communication only to the extent that these are attributable to its sphere of influence.

In addition, reference is made in the present convention to the organizational and technical requirements for participation in the Virtual General Meeting pursuant to § 2 IV of the COVID-19-GesV and to the FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY IN TERMS OF THE CORPORATE COVID-19 ORDINANCE, THE PROCEDURE OF THE GENERAL MEETING, AND INFORMATION ON SHAREHOLDER DATA PROTECTION, available on the company's website at www.agrana.com/en/investor/general-meeting.

This year, we ask the shareholders to pay particular attention to the following items in the present convention: Item V on the appointment of a special voting proxy; Item VI, subitem 4 on the exercise of shareholders' right to information; and Item VI, subitem 5 on the exercise of shareholders' right to submit motions.

II. AGENDA

1. Presentation of the Annual Financial Statement including the Management Report and the Corporate Governance Report, the Consolidated Financial Statement including the Consolidated Management Report, the proposal for appropriation of profits, and the report of the Supervisory Board for the financial year 2019/2020.
2. Resolution on the appropriation of net earnings
3. Resolution on the formal approval of the actions of the members of the Executive Board for the financial year 2019/2020
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2019/2020

5. Resolution on the remuneration of the members of the Supervisory Board
6. Appointment of the auditor and the group auditor for the financial year 2020/2021
7. Election of one person to the Supervisory Board
8. Resolution on the remuneration policy

III. DOCUMENTS FOR THE GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

In particular, the following documents will be available at the latest from June 12, 2020, on the Company's website at www.agrana.com/en/investor/general-meeting for download:

- * Annual Financial Statement,
- * Integrated Annual Report including
 - o Consolidated Financial Statement and Summary Management Report,
 - o Corporate Governance Report,
 - o Proposal for the Appropriation of Profits,
 - o Report of the Supervisory Board,
 - o Non-Financial Information Statement,

each for the financial year 2019/2020;

- * Resolution proposal concerning Items 2 to 8 on the Agenda,
- * Statement by the candidate for election to the Supervisory Board as mentioned in Agenda Item 7, pursuant to § 87 II of the Austrian Stock Corporation Act (AktG), including the candidate's CV,
- * Remuneration Policy,
- * Form for granting power of attorney to Dr. Michael Knap,
- * Form for granting power of attorney to Dr. Christoph Nauer LL.M.,
- * Form for granting power of attorney to Mag. Ewald Oberhammer LL.M.,
- * Form for granting power of attorney to Dr. Sascha Schulz,
- * Question form,
- * Form sheets for revocation of a power of attorney,
- * Full text of the present convention.

IV. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to participate in the Virtual General Meeting and exercise the voting right and other shareholder rights that can be asserted in the course of this Virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV is based on the shareholding at the end of June 23, 2020 (record date).

Only those who are shareholders on this record date and furnish evidence thereof to the Company are entitled to participate in this Virtual General Meeting in accordance with the COVID-19-GesG and COVID-19-GesV.

For proof of shareholding on the record date, a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (AktG) is to be submitted, which must be received by the Company no later than June 30, 2020 (24:00 o'clock, CEST, Vienna time), exclusively via any of the following communication channels and to any of the following addresses:

(i) For presentation of the deposit confirmation in writing with legally binding signatures:

By post or courier to:

AGRANA Beteiligungs-Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
AT-8242 St. Lorenzen am Wechsel, Köppel 60

Via SWIFT:
GIBAATWGGMS
(Message Type MT598 or MT599;
ISIN AT000AGRANA3 must be indicated in the text)

(ii) For transmission of the deposit confirmation in text form as approved by the Articles of Association pursuant to § 13 VII:

By fax: +43 (0)1 8900 500 - 58
By email: anmeldung.agrana@hauptversammlung.at
(Deposit confirmations please in PDF format)

Appointment of a special voting proxy and exercise of the right to information by shareholders cannot become effective without a deposit confirmation received by the Company in due time.

The shareholders are requested to contact their respective custodian bank and to arrange for the issuance 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 (AktG)

The deposit confirmation must be issued by the custodian bank headquartered in a state that is 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: Company name and address or a code used for transactions between credit institutions;
- * Information about the shareholder: Personal / company name and address, in the case of individuals additionally the date of birth, in the case of entities the register and number under which the entity is registered in its country of origin, if applicable,
- * Information about the shares: Number of shares held by the shareholder, ISIN AT000AGRANA3 (internationally accepted securities identification number),
- * Deposit account number, otherwise alternative designation;
- * Time to which the deposit confirmation refers.

The deposit confirmation as proof of the shareholding for participation in the General Meeting must refer to the end of the record date Tuesday, June 23, 2020 (24:00 o'clock, CEST, Vienna time).

The deposit confirmation will be accepted in German or English.

V. APPOINTMENT OF A SPECIAL VOTING PROXY AND PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the Virtual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV and has provided the Company with evidence thereof in accordance with the provisions of Item IV of the present convention has the right to appoint a special voting proxy.

Pursuant to § 3 IV of the COVID-19-GesV, making of motions, voting and raising of objections at this Virtual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on July 03, 2020 may be done only via one of the special voting proxies.

The following persons, who are suitable and independent of the company, are proposed as special voting proxies:

(i) Dr. Michael Knap
c/o IVA - Interessenverband für Anleger
AT-1130 Vienna, Feldmühlgasse 22
Phone: +43 664 213 87 40
Email: knap.agrana@hauptversammlung.at

(ii) Rechtsanwalt (Austrian Attorney-at-Law) Dr. Christoph Nauer LL.M.
c/o bpv Hügel Rechtsanwälte GmbH
AT-1220 Vienna, ARES-Tower, Donau-City-Straße 11
Phone: +43 2236 89 33 77
Email: nauer.agrana@hauptversammlung.at

(iii) Rechtsanwalt (Austrian Attorney-at-Law) Mag. Ewald Oberhammer LL.M.
c/o Oberhammer Rechtsanwälte GmbH
AT-1010 Vienna, Karlsplatz 3/1
Phone: +43 1 503 30 00
Email: oberhammer.agrana@hauptversammlung.at

(iv) Rechtsanwalt (Austrian Attorney-at-Law) Dr. Sascha Schulz
c/o Schönherr Rechtsanwälte GmbH
AT-1010 Vienna, Schottenring 19
Phone: +43 1 534 37 507 70
Email: schulz.agrana@hauptversammlung.at

Each shareholder may select one of the four persons named above as his or her special voting proxy and grant this person power of attorney.

Granting of a power of attorney to any other person is not permissible according to the definition in COVID-19-GesV, and thus invalid.

Express reference is made to the fact that the special voting proxy endowed with power of attorney by the shareholder will not accept any instructions to ask questions or read out verbal statements. The right to information can rather be exercised by shareholders themselves by means of electronic communication, namely by sending questions in text form by email directly to the Executive Board in accordance with Item VI, subitem 4.

Shareholders are advised to contact the special voting proxy endowed with power of attorney by the shareholder in good time if the special voting proxy thus authorized by the shareholder is to be instructed to submit a motion for resolutions or raise an objection in the Virtual General Meeting concerning any items on the agenda.

We expressly request that you provide your email address and a password when granting power of attorney in order to enable, or make it easier for, the special voting proxy to verify the identity of the shareholder concerned in a suitable manner when communicating at a later date, in particular during the General Meeting by email.

For each, an individual form for granting power of attorney is available on the Company's website at www.agrana.com/en/investor/general-meeting for granting power of attorney. Please read this form for granting power of attorney carefully and also note the FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY IN TERMS OF THE CORPORATE COVID-19 ORDINANCE, THE PROCEDURE OF THE GENERAL MEETING, AND INFORMATION ON SHAREHOLDER DATA PROTECTION, available on the internet at www.agrana.com/en/investor/general-meeting.

In your interest, the powers of attorney should be received by the relevant email address of your voting proxy named below by no later than July 01, 2020,

16:00 o'clock CEST, Vienna time:

- (i) knap.agrana@hauptversammlung.at
- (ii) nauer.agrana@hauptversammlung.at
- (iii) oberhammer.agrana@hauptversammlung.at
- (iv) schulz.agrana@hauptversammlung.at

This type of transmission means that only the special voting proxy selected and endowed with power of attorney by you, and none of the other voting proxies, will have direct access to the power of attorney.

However, a personal handover of the power of attorney to the special voting proxy at the place of assembly is expressly excluded, for the purpose of safeguarding the special measures based on COVID-19.

In addition, the following communication channels and addresses are available for transmission of powers of attorney:

By post or courier to:

AGRANA Beteiligungs-Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
AT-8242 St. Lorenzen am Wechsel, Köppel 60

By fax: +43 (0)1 8900 500 - 58

Via SWIFT: GIBAATWGGMS
(Message Type MT598 or MT599;
ISIN AT000AGRANA3 must be indicated in the text)

In the interest of smooth handling, please always use the form sheets provided. Details concerning the power of attorney, in particular the text form and the contents of the power of attorney, can be found in the form for granting power of attorney provided to the shareholders.

The above rules on granting of power of attorney apply mutatis mutandis to the revocation of the same.

VI. INFORMATION ABOUT THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

1. Extension of the Agenda by Shareholders Pursuant to § 109 of the Austrian Stock Corporation Act (AktG)

Shareholders whose shares individually or jointly amount to at least 5 % of the authorized capital and who have been holders of these shares for at least three months before the application may request in writing that additional items be included into the agenda for this General Meeting and announced, provided such request is received by the Company in writing with legally binding signatures, by post or courier, no later than June 12, 2020 (24:00 o'clock, CEST, Vienna time), at the address AT-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Dipl.-Ing. Mag. Gertraud Wöber, General Secretary. Each agenda item thus requested must include a resolution proposal and an explanatory statement. The item requested to be added to the agenda and the resolution proposal, but not its explanatory statement, must in any case be written in German as well.

Shareholder ownership must be demonstrated by presentation of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act, confirming that the applicant shareholders have owned the shares for at least three months prior to the request, which confirmation may not have been issued more than seven days prior to the time of its submission to the Company. A plurality of deposit confirmations for shares which only together represent a shareholding of at least 5 % must refer to the same time (day, time).

The other requirements for the deposit confirmation are described in the

explanations concerning the right to participation (Item IV of the present convention).

2. Shareholders' Resolution Proposals Concerning the Agenda Pursuant to § 110 of the Austrian Stock Corporation Act (AktG)

Shareholders whose shares individually or jointly amount to at least 1 % of the authorized capital may submit proposals for resolutions, including an explanatory statement, concerning any item on the agenda, in text form as defined in § 13 II of the Austrian Stock Corporation Act, and may request that any such proposal, including the names of the shareholders concerned, the explanatory statement and a possible opinion thereon by the Executive Board or the Supervisory Board, be made available on the website of the Company as listed in the Commercial Register, provided such written proposal and request is received by the Company no later than June 24, 2020 (24:00 o'clock, CEST, Vienna time), either via fax to +43 1 21137 12055, or to AT-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Dipl.-Ing. Mag. Gertraud Wöber, General Secretary, or via email to gertraud.woeber@agrana.com [], whereby the request is to be annexed to the email in text form as defined in § 13 II of the Austrian Stock Corporation Act, e.g. as a PDF. If text form as defined in § 13 II 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 otherwise. The resolution proposal, but not its explanatory statement, must in any case also be written in German.

In case of a proposal for the election of a member of the Supervisory Board, the statement of the proposed person pursuant to § 87 II of the Austrian Stock Corporation Act takes the place of the explanatory statement.

Shareholder ownership must be demonstrated by presentation of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (AktG), which must have been issued no more than seven days prior to its presentation 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).

The other requirements for the deposit confirmation are described in the explanations concerning the right to participation (Item IV of the present convention).

3. Disclosures Pursuant to § 110 II 2 in Conjunction with § 86 VII and IX of the Austrian Stock Corporation Act

With regard to Agenda Item 7, "Election of one person to the Supervisory Board", and the possible submission of an appropriate election proposal by shareholders pursuant to § 110 of the Austrian Stock Corporation Act, the Company provides the following information:

The Supervisory Board of AGRANA Beteiligungs-Aktiengesellschaft currently consists of eight members elected by the General Meeting (shareholder representatives) and four members delegated by the Works Council pursuant to § 110 of the Austrian Workers' Compensation Act (ArbVG). The eight shareholder representatives and the four employee representatives are men, so that the Supervisory Board is currently 100 % male.

It is reported that no objection pursuant to § 86 IX of the Austrian Stock Corporation Act was raised by the majority of the shareholder representatives nor by the majority of the employee representatives, and that therefore the minimum representation requirement pursuant to § 86 VII of the Austrian Stock Corporation Act is fulfilled not separately but jointly.

§ 10 I of the Articles of Association of AGRANA Beteiligungs-Aktiengesellschaft stipulates that the Supervisory Board shall consist of no fewer than three and

no more than eight members to be elected by the General Meeting.

In the event that an election proposal is made by shareholders pursuant to § 110 of the Austrian Stock Corporation Act for Agenda Item 7, "Election of one person to the Supervisory Board", care is to be taken to nominate a woman in order to comply with the minimum representation requirement pursuant to § 86 VII of the Austrian Stock Corporation Act.

4. 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 during the General Meeting, if and insofar as such information is necessary for the proper assessment of any item on the agenda. The obligation to provide information also covers the legal relationships of the Company with any affiliated company, as well as 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 a punishable offense under applicable law.

Express reference is made to the fact that the right to information pursuant to § 118 of the Austrian Stock Corporation Act can also be exercised by the shareholders themselves in case of a virtual general meeting during the General Meeting. Please note that reasonable time limits may be set by the Chairman during the General Meeting.

Notwithstanding the above, shareholders are requested to submit all questions in text form by email to the address fragen.agrana@hauptversammlung.at in good time so that they reach the Company no later than on the second working day before the General Meeting, which is Wednesday, July 01, 2020.

This will enable the Executive Board to prepare as accurately as possible and to answer the questions asked at the General Meeting as quickly as possible.

Please use the question form, which can be downloaded from the Company's website at www.agrana.com/en/investor/general-meeting.

We expressly request that you provide your email address and a password in the question form sheet in order to enable, or make it easier for, the Executive Board to verify the identity of the shareholder concerned in a suitable manner when communicating at a later date, in particular during the General Meeting by email.

The prerequisite for exercising the shareholders' right to information is proof of the right to participate in accordance with Item IV of this convention and the granting of a corresponding power of attorney to the special voting proxy in accordance with Item V of this convention.

5. Shareholders' Motions at the General Meeting Pursuant to § 119 of the Austrian Stock Corporation Act (AktG)

Every shareholder - regardless of a specific shareholding quota - is entitled to submit motions for each item on the agenda in the virtual general meeting in accordance with the COVID-19-GesG and the COVID-19-GesV through his/her special voting proxy.

The prerequisite for this is proof of the right to participate in accordance with Item IV of this convention and the granting of a corresponding power of attorney to the special voting proxy in accordance with Item V of this convention.

However, a shareholder motion for election of a member of the Supervisory Board requires timely submission of a resolution proposal pursuant to § 110 of the Austrian Stock Corporation Act: Candidates for election to the Supervisory Board (Item 7 of the Agenda) can be nominated only by shareholders whose shares jointly amount to at least 1 % of the authorized capital. Such election

proposals must reach the Company no later than June 24, 2020, in the manner described above (Item VI 2). Pursuant to § 87 II of the Austrian Stock Corporation Act, the statement of the nominated person about his or her professional qualifications, professional or comparable functions, and any circumstances that might cause concern for bias, must be annexed to each election proposal.

Otherwise, the shareholder motion may not be considered when a member of the Supervisory Board is to be elected.

With regard to the disclosures pursuant to § 110 II 2 in conjunction with § 86 VII and IX of the Austrian Stock Corporation Act, reference is made to the comments on Item VI 3.

The FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG), PARTICULARLY IN TERMS OF THE CORPORATE COVID-19 ORDINANCE, THE PROCEDURE OF THE GENERAL MEETING, AND INFORMATION ON SHAREHOLDER DATA PROTECTION, available on the Company's website at www.agrana.com/en/investor/general-meeting, is referred to.

6. Information on the Website

Further information on these rights of the shareholders according to §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act in terms of COVID-19-GesG and COVID-19-GesV and on the procedure of the General Meeting is available on the company's website at www.agrana.com/en/investor/general-meeting.

7. Information for Shareholders on Data Processing

AGRANA Beteiligungs-Aktiengesellschaft takes data protection very seriously. Further information can be found in our data privacy policy at www.agrana.com/gdpr/en/.

VII. FURTHER INFORMATION AND NOTES

Total number of shares and voting rights

At the time of the convention of the General Meeting, the authorized capital of the Company amounts to EUR 113,531,274.76, divided into 62,488,976 bearer shares. Each share holds one vote. The total number of voting rights thus amounts to 62,488,976 voting rights at the time of the convention of the General Meeting. At the time of the convention of the General Meeting, the Company holds own shares neither directly nor indirectly.

No physical presence

We wish to expressly point out once more that neither shareholders nor guests will be admitted in person to the holding of the forthcoming General Meeting, and that a gathering in the form of a physical presence at the venue of the General Meeting must therefore be avoided.

Vienna, June 2020

The Management Board

Further inquiry note:
AGRANA Beteiligungs-AG

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euro adhoc

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