



**Resolutions put before the
TWENTY-SECOND ORDINARY ANNUAL GENERAL MEETING
of
AGRANA Beteiligungs-Aktiengesellschaft
on 10 July 2009**

Agenda Item 2

Resolution pertaining to the allocation of net profits for the financial period 2008/2009

A resolution was tabled by the Management Board, and supported by the Supervisory Board, proposing the following allocation of net annual profits from the 2008/2009 financial period in the amount of EUR 28,429,413.04:

To approve the payment of a dividend of EUR 1.95 per ordinary share for each of 14,202,040 dividend-bearing ordinary shares (non-par shares), equivalent to	EUR 27,693,978.00
and to carry forward the remaining amount of as retained earnings.	EUR 735,435.04

It is also proposed to distribute the dividends by means of bank transfer or a credit in favour of the bank holding the respective share account and to do so, less 25% capital gains tax pursuant to the legal provisions for ordinary stock (nonpar shares), on or after 15 July 2009.

Agenda Item 3

Resolution to ratify the acts of the members of the Management Board and members of the Supervisory Board respectively for the 2008/2009 financial period



It is proposed to collectively ratify the acts of the entire Management Board for the 2008/2009 financial year.

It is proposed to collectively ratify the acts of the entire Supervisory Board for the 2008/2009 financial year.

Agenda Item 4

Resolution pertaining to the remuneration received by the members of the Supervisory Board for the 2008/2009 financial year

It is proposed that the remuneration of the Supervisory Board for the 2008/2009 financial year remain unchanged at a total of EUR 165,000 and that the Management Board be authorised to distribute this amount to the members of the Supervisory Board.

Agenda Item 5

Election of the Supervisory Board

It is proposed that Wolfgang Heer and Thomas Kirchberg be elected to sit on the Supervisory Board of AGRANA Beteiligungs-AG until the completion of the general assembly which decides upon the formal approval of the 2011/2012 financial year.

Agenda Item 6

Appointment of the independent auditor for the 2008/2009 financial year

It is proposed, pursuant to a recommendation put forward by the Supervisory Board for the financial period from 1 March 2009 to 28 February 2010, that the role of independent auditor shall be undertaken jointly by KPMG Austria GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, and MULTICONT Revisions- und Treuhand Ges.m.b.H., Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, both with registered offices in Vienna.