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## **AGRANA Beteiligungs-Aktiengesellschaft**

Vienna, FN 99489 h

ISIN AT0000603709

### **Invitation to the 30<sup>th</sup> Annual General Meeting**

We would like to invite our shareholders to the  
**30<sup>th</sup> Annual General Meeting**  
of **AGRANA Beteiligungs-Aktiengesellschaft**  
on **Friday, July 07<sup>th</sup>, 2017**, at **11:00 o'clock**,  
at Raiffeisen Forum, A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1.

#### **I. AGENDA**

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, the proposal for appropriation of profits and the report of the Supervisory Board for the financial year 2016/2017.
2. Resolution on the appropriation of profits
3. Resolution on the formal approval of the actions of the members of the Management Board for the financial year 2016/2017.
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2016/2017.
5. Resolution on the remuneration received by the members of the Supervisory Board.
6. Appointment of the auditor and the group auditor for the financial year 2017/2018
7. Election of the new Supervisory Board

#### **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE**

In particular, the following documents will be presented on the Company's websites [www.agrana.com](http://www.agrana.com) and [www.agrana.com/ir/hauptversammlung](http://www.agrana.com/ir/hauptversammlung) no later than **June 16<sup>th</sup>, 2017**:

- Financial statements
- Consolidated financial statements and summary management report
- Corporate governance report
- Proposal for the appropriation of profits
- Report of the Supervisory Board

each for the financial year 2016/2017; and

- Proposed resolutions concerning Items 2 to 7 of the Agenda

- Statements by the candidates 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 candidates' CVs
- Form for granting proxy
- Form for granting proxy to a representative of the IVA
- Form for revocation of a proxy
- Full text of the present Invitation.

### **III. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING**

The right 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 the holding of shares as per the **end of June 27<sup>th</sup>, 2017 (record date)**.

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

For proof of the shareholding on the record date, a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act is required, which must be received by the Company no later than **July 04<sup>th</sup>, 2017 (24:00 o'clock)**, exclusively via and to any of the following communication channels and addresses:

(i) for transmission of the deposit confirmation in writing with legally binding signatures  
By letter post or messenger AGRANA Beteiligungs-Aktiengesellschaft

c/o HV-Veranstaltungsservice GmbH  
A-8242 St. Lorenzen am Wechsel, Köppel 60

By email

[anmeldung.agrana@hauptversammlung.at](mailto:anmeldung.agrana@hauptversammlung.at)

(As an electronic document in PDF format with a qualified electronic signature)

By SWIFT

GIBAATWGGMS

(Message Type MT598; "ISIN AT0000603709" must be indicated in the text)

(ii) for the 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](mailto:anmeldung.agrana@hauptversammlung.at)

(Here the deposit confirmations in the formats PDF and TIFF can be considered.)

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 saleability of the shares, and no significance for dividend entitlement.

### **Deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act**

The deposit confirmation 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: 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 furthermore 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 AT0000603709;
- Deposit account number, alternatively any other description;
- Time to which the deposit confirmation refers.

The deposit confirmation as proof of the shareholding for participation in the Annual General Meeting must refer to the end of the record date **June 27<sup>th</sup>, 2017 (24:00 o'clock, CEST, Vienna time)**.

The deposit confirmation will be accepted in German or English.

For purposes of identification, the shareholders and their proxies are requested to hold a valid official photo identification card ready upon registration.

### **IV. OPTION OF APPOINTING A PROXY, AND PROCEDURE TO BE FOLLOWED**

Each shareholder who has the right to participate in the Annual General Meeting and has demonstrated this to the Company in accordance with the stipulations in Item III of the present Invitation has the right to appoint a proxy to participate in the Annual General Meeting on behalf and in the name of this shareholder, having the same rights as the shareholder whom the proxy represents.

Proxy shall be granted to a specified person (an individual or an entity) in text form (§13 II of the Austrian Stock Corporation Act). Multiple persons may be authorized.

Proxy can be granted both before and during the Annual General Meeting.

For the transmission of proxies, we offer the following communication channels and addresses:

By letter post or messenger AGRANA Beteiligungs-Aktiengesellschaft

c/o HV-Veranstaltungsservice GmbH

A-8242 St. Lorenzen am Wechsel, Köppel 60

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

By email [anmeldung.agrana@hauptversammlung.at](mailto:anmeldung.agrana@hauptversammlung.at) (Here the authorizations in the formats PDF and TIFF can be considered.)

The proxies must arrive at one of the aforementioned addresses no later than **July 06<sup>th</sup>, 2017, 16:00 o'clock**, unless they are handed over to the entrance and exit supervision at the Annual General Meeting on the day of the Annual General Meeting.

Forms for granting and revocation of proxies can be downloaded from the Company's website at [www.agrana.com](http://www.agrana.com). In the interest of smooth handling, please always use the form sheets provided.

Details concerning the proxy, in particular the text form and the contents of the proxy, can be found in the authorization form sheet provided to the shareholders.

If the shareholder has granted proxy to his or her custodian credit institution (§ 10a of the Austrian Stock Corporation Act), it is sufficient for the latter to declare, in addition to the deposit confirmation and in the way prescribed for transmission of the same to the Company, that it has been granted proxy.

Shareholders may personally exercise their rights at the Annual General Meeting even after granting proxy. Personal appearance is deemed a revocation of any previously granted proxy.

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

### **Independent representative for the exercise of voting rights**

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; a special authorization form for this 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 via phone +43 1 8763343-30, fax +43 1 8763343-39 or email [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

## **V. INFORMATION ABOUT THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT**

### **1. Extension of the agenda by shareholders pursuant to § 109 of the Austrian Stock Corporation Act**

Shareholders whose shares 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, with legally binding signatures, that **additional items be included into 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, with legally binding signatures, by letter post or messenger no later than **June 16<sup>th</sup>, 2017 (24:00 o'clock)**, at A-1220 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Ms. Dipl.-Ing. Mag. 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 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 application, which confirmation may not have been issued more than seven days prior to the

time of its submission to the Company. The other requirements for the deposit confirmation are included in the explanations concerning the right to participation (Item III).

## **2. Shareholders' proposed resolutions concerning the agenda pursuant to § 110 of the Austrian Stock Corporation Act**

Shareholders whose shares 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, and may request that any such proposal, including the names of the shareholders concerned, the explanatory statement and a possible opinion thereon by the Management Board or the Supervisory Board, be made available on the website of the Company entered in the commercial register, provided such written proposal and request is received by the Company no later than June 28th, 2017 (24:00 o'clock), either via fax to +43 1 21137 12055, or via letter mail to A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Ms. Dipl.-Ing. Mag. Gertraud Wöber, General Secretary, or via email to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com), whereby the request is to be annexed to the email in text form, 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 § 87 II of the Austrian Stock Corporation Act takes the place of the explanatory statement.

Shareholder ownership must be proven by submission of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act, which must have been issued no more than seven days prior to its submission to the Company. The other requirements for the deposit confirmation are included in the explanations concerning the right to participation (Item III).

## **3. 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 Annual General Meeting, to the extent that such information is necessary for the proper assessment of an 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 associated enterprise, or if its disclosure would be punishable under applicable law.

As a matter of principle, requests for information must be presented orally to the Annual General Meeting, but written requests are likewise accepted.

In the interest of session economy, questions that necessitate longer preparation are requested to be sent to the Management Board, Attn. Ms. Dipl.-Ing. Mag. Gertraud Wöber, in text form in due time before the Annual General Meeting. The questions can be sent

to the Company by fax to +43 (0) 1 21137 12055 or by email to [gertraud.woeber@agrana.com](mailto:gertraud.woeber@agrana.com).

#### **4. Shareholder motions at the Annual General Meeting pursuant to § 119 of the Austrian Stock Corporation Act**

Each shareholder has the right – irrespective of any particular volume of shares held – to submit motions at the Annual General Meeting regarding any item on the agenda. If more than one motion is submitted concerning one item on the agenda, the Chair shall determine the order of the voting in accordance with § 119 III of the Austrian Stock Corporation Act. However, a **shareholder motion for election of a member of the Supervisory Board** requires the timely submission of a proposed resolution 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 nominations must reach the Company no later than **June 28<sup>th</sup>, 2017**, in the manner described above (Item V paragraph 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 nomination proposal. Otherwise, the shareholder motion may not be considered when a member of the Supervisory Board is to be elected.

#### **5. Information on the website**

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

### **VI. FURTHER INFORMATION AND NOTES**

#### **Total number of shares and voting rights**

At the time of the convening of the Annual General Meeting, the authorized capital of the Company amounts to € 113,531,274.76, divided into 15,622,244 bearer shares. Each share holds one vote. The total number of voting rights thus amounts to 15,622,244 voting rights at the time of the convening of the Annual General Meeting. At the time of the convening of the Annual General Meeting, the Company holds own shares neither directly nor indirectly. According to § 67 in conjunction with § 262 XXIX of the Austrian Stock Corporation Act, 25 shares have been declared void.

Vienna, June 2017

The Management Board