



AGRANA Beteiligungs-Aktiengesellschaft  
Vienna, FN 99489 h  
ISIN AT0000603709

**Resolutions proposed by the Management Board and the Supervisory Board  
for the 30th Annual General Meeting  
July 7, 2017**

- 1. Presentation of the annual financial statements together with the management report and the corporate governance report, the consolidated financial statements and the group management, the proposed appropriation of profits as well as the report prepared by the Supervisory Board for the financial year 2016/2017.**

Since the submission of the aforementioned documents is only for the purposes of providing information for the Annual General Meeting, there will be no resolution on this agenda item.

The 2016/2017 annual financial statements 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 EUR 75,305,484, stated in the 2016/2017 annual financial statements, be used as follows:

- (i) Distribution of a dividend of EUR 4.00 per dividend-entitled share,  
i.e. the total amount of dividends EUR 62,488,976
- (ii) Carry forward of the balance in the amount of EUR 12,816,508  
to new account

Dividend payment date is July 14, 2017.

**3. Resolution on the formal approval of the actions of the members of the Management Board for the 2016/2017 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 2016/2017 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 2016/2017 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 2016/2017 financial year be adopted for this period.

**5. Resolution on the remuneration of 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 2016/2017 financial year at a total amount of €250,000 and to leave the division of this amount up to the Supervisory Board.

**6. Appointment of the auditors and the group auditors for the 2017/2018 financial year.**

The Supervisory Board proposes, in line with a recommendation by the Audit Committee, that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be appointed as the auditors and group auditors for the 2017/2018 financial year.

**7. Election of the new Supervisory Board**

At the end of the next Annual General Meeting, the term of office of all members of the Supervisory Board elected by the General Meeting expires.

Pursuant to § 10 I of the Articles of Association of AGRANA Beteiligungs-Aktiengesellschaft, the Supervisory Board consists of no fewer than three and no more than eight members elected by the Annual General Meeting.

So far, i.e. since the last election by the Annual General Meeting, the Supervisory Board has consisted of eight members elected by the General Meeting.

At the upcoming General Meeting, eight members would now have to be elected to reach the previous number again.

The Supervisory Board proposes to fill all eight seats so that after the election at the General Meeting on July 7, 2017 the Supervisory Board will again consist of eight members elected by the General Meeting.

The following election proposals by the Supervisory Board were submitted based on the requirements of § 87 II of the Austrian Stock Corporation Act and the Corporate Governance Code.

The Supervisory Board proposes to elect

1. Mag. Erwin Hameseder, born on May 28, 1956,
2. Dr. Wolfgang Heer, born on February 7, 1956,
3. Mag. Klaus Buchleitner, MBA, born on January 21, 1964,
4. Dipl.-Ing. Helmut Friedl, born on October 17, 1965,
5. Dr. Hans-Jörg Gebhard, born on March 2, 1955,
6. Dipl.-Ing. Ernst Karpfinger, born on January 3, 1968,
7. Dr. Thomas Kirchberg, born on February 27, 1960, und
8. Dipl.-Ing. Josef Pröll, born on September 14, 1968,

to the Supervisory Board, with effect from the end of this General Meeting, and this in accordance with § 10 II of the Articles of Association and § 87 VII of the Austrian Stock Corporation Act, respectively, until the end of the General Meeting that decides on the discharge for the fourth financial year after the election, not including the current financial year. If the current balance sheet date (last day in February) were to be maintained, the term of office of the Supervisory Board member to be elected would expire at the end of the General Meeting that decides on the discharge for the financial year 2021/2022.

It is intended to fill each vacancy (eight positions) by an individual vote at the next General Meeting.

A listing of the persons proposed for the individual positions is reserved.

Each of the persons proposed is required to make a declaration pursuant to § 87 II of the Austrian Stock Corporations Act, which is also available on the Company's website and in particular states that

1. all circumstances in connection with § 87 II of the Austrian Stock Corporations Act have been disclosed, and according to the appraisal of the nominee there are no circumstances which could give rise to the concern of him or her being biased;
2. the nominee has not been finally convicted of any legally punishable offense, in particular not any that might cast a doubt on his or her professional reliability pursuant to § 87 IIa 3 of the Austrian Stock Corporations Act;

3. there are no impediments to his or her appointment within the meaning of § 86 II and IV of the Austrian Stock Corporations Act.

The General Meeting is bound by election proposals as follows. Proposals for the election of members of the Supervisory Board, including the declarations pursuant to § 87 II of the Austrian Stock Corporations Act, must be published on the Company's website at the latest by June 30, 2017; otherwise, the person concerned may not be considered in the vote. This also applies to nominations by shareholders in accordance with § 110 of the Austrian Stock Corporations Act, which must be received by the company in text form by June 28, 2017 at the latest, where with regard to the details and prerequisites for the consideration of such nominations reference is made to the "Information on the rights of shareholders pursuant to §§ 109, 110, 118 and 119 of the Austrian Stock Corporations Act / Resolution proposals by shareholders pursuant to § 110 of the Austrian Stock Corporations Act".