



AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h

**Resolutions proposed by the Management Board and the Supervisory Board
for the 32nd Annual General Meeting
5 July 2019**

- 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 2018/2019.**

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 2018/2019 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 67,766,778.08, stated in the 2018/2019 annual financial statements, be used as follows:

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|------|---|------------------|
| (i) | Distribution of a dividend of EUR 1.00 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
to new account | EUR 5,277,802.08 |

Dividend payment date is 12 July 2019.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the financial year 2018/2019.**

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 financial year 2018/2019 be adopted for this period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2018/2019.

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 financial year 2018/2019 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 financial year 2018/2019 at a total amount of € 325,000 and to leave the division of this amount up to the Supervisory Board.

6. Appointment of the auditors and the group auditors for the financial year 2019/2020.

The Supervisory Board proposes, in line with a recommendation by the Audit Committee, that PwC Wirtschaftsprüfung GmbH be appointed as the auditors and group auditors for the financial year 2019/2020.