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EANS-General Meeting: AGRANA Beteiligungs-AG / Invitation to the General Meeting

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AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h
ISIN AT0000603709

Invitation to the 28th Annual General Meeting

We would like to invite our shareholders to the 28th Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft on Friday, July 3rd, 2015, at 11:00 a.m. CET, at Raiffeisen Forum, A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1.

Agenda

1. Presentation of the financial statements, the management report, the corporate governance report, the consolidated financial statements, the group management report, and the report of the Supervisory Board for the 2014/15 financial year.
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 2014/15 financial year.
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2014/15 financial year.
5. Resolution on the remuneration received by the members of the Supervisory Board.
6. Appointment of the Auditors and the Group Auditors for the 2015/16 financial year.
7. Resolution on the authorization of the Management Board to increase the capital in accordance with Section 169 of the Austrian Stock Corporation Act (Authorized Capital) in return for contributions in cash and/or in kind including the authorization of the Management Board to exclude the preemptive rights and to make the applicable amendments to the Bylaws.
8. Resolution on the authorizations of the Management Board in conjunction with the acquisition (repurchase) in accordance with Section 65 (1) line 8 of the Austrian Stock Corporation Act and the sale of treasury shares including the authorization of the Management Board to exclude the disposal rights and purchase rights (preemptive rights).

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In particular, the following documents will be presented on the company's websites www.agrana.com and <http://www.agrana.com/en/investor/annual-general-meeting> no later than June 12th, 2015:

- 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 2014/15 financial year;

- Proposed resolutions concerning items 2 through 8 of the agenda
- Report by the AGRANA Beteiligungs-Aktiengesellschaft Management Board in accordance with Section 170 (2) in conjunction with Section 153 (4) of the Austrian Stock Corporation Act on the authorization to exclude the preemptive rights in conjunction with the authorization of the Management Board to increase the capital in accordance with Section 169 of the Austrian Stock Corporation Act (Authorized Capital) in return for contributions in cash and/or in kind concerning item 7 of the agenda
- Report by the AGRANA Beteiligungs-Aktiengesellschaft Management Board on the authorization to exclude the disposal rights of the shareholders during the repurchase of treasury shares and on the exclusion of the purchase rights (preemptive rights) during the sale of treasury shares (Section 65 (1b) in conjunction with Section 153 (4) of the Austrian Stock Corporation Act) concerning item 8 of the agenda
- Bylaws comparison of the amendments proposed under Top 7
- Form for granting proxy
- Form for granting proxy to a representative of the IVA
- Form for the revocation of a proxy
- Full text of this invitation.

NOTICE TO THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT

Addition of Agenda Items by Shareholders

Shareholders whose shares together amount to at least 5% of the share capital and who have been holders of these shares for a period of at least three months before the application may request in writing that additional items are included in the Agenda for this Annual General Meeting, and that an announcement is made in this respect, provided such request is received by the Company in writing no later than June 12th, 2015, at A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Mag. Gertraud Wöber, General Secretary. Each Agenda item requested in this manner must include a proposed resolution and an explanatory statement. Shareholder ownership must be proven by submission of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act, which confirms that the applicant shareholders have owned shares for a period of at least three months prior to the application, and which must have been issued no more than seven days prior to its submission to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation.

Resolutions for the Agenda Proposed by Shareholders

Shareholders whose shares together amount to at least 1% of the share capital may submit written proposals for resolutions including an explanatory statement for any item on the agenda, and may request any such proposal, including the explanatory statement, to be made available on the website of the Company, provided such written request is received by the Company no later than June 24th, 2015, by fax to +43 (0)1 21137 12055, by mail to A-1020 Vienna, Friedrich-Wilhelm-Raiffeisen-Platz 1, Attn. Mrs. Mag. Gertraud Wöber, General Secretary, or by email to gertraud.woeber@agrana.com, whereby the written proposal shall be attached to the email in text format, e.g. as a PDF. Shareholder ownership must be proven through the submission of a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act, which must have been issued no more than seven days prior to its submission. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participation in the Annual General Meeting.

Right to Information

Upon request, every shareholder shall be entitled to receive 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 information may be withheld, should it be deemed to have the potential, on

the basis of a reasonable business assessment, to cause significant harm to the Company or any associated enterprise, or should its disclosure provide reason for legal proceedings.

To ensure the effectiveness of the Annual General Meeting, any questions to which an answer may require lengthy preparation must be submitted by July 2nd, 2015, at 4:00 p.m., to the Management Board, Attn. Mrs. Mag. Gertraud Wöber, General Secretary, by fax to +43 (0)1 21137 12055 or by email to gertraud.woeber@agrana.com.

Annual General Meeting Proposals

Irrespective of their specific number of shares, all shareholders are authorized to make proposals pertaining to each item on the Agenda at the Annual General Meeting. The prerequisite for this is the proof of eligibility within the meaning of the convocation.

Information on the Website

Further information on these shareholder rights pursuant to Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act is now available on the Company's website www.agrana.com (Investors/Annual General Meeting).

RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement 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 based on the shareholdings at the end of day on June 23rd, 2015 (record date).

Only persons who hold shares on the record date and provide evidence thereof shall be entitled to participate in the Annual General Meeting.

The ownership of the shares held on the record date must be proven by a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act, which must be received by the Company no later than June 30th, 2015 exclusively at one of the addresses shown below.

By mail or AGRANA Beteiligungs-Aktiengesellschaft

carrier: Attn. Mrs. Mag. Gertraud Wöber
General Secretary
Friedrich-Wilhelm-Raiffeisen-Platz 1
A-1020 Vienna

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

By email: anmeldung.agrana@hauptversammlung.at; whereby the safe custody receipt shall be attached to the email in text format, e.g. as a PDF.

By SWIFT: GIBAATWGGMS (Message Type MT598; ISIN AT0000603709 must be specified in the text)

Safe Custody Receipt Pursuant to Section 10a of the Austrian Stock Corporation Act

The safe custody receipt must be issued by the custodian bank with its registered office in either a member state of the European Economic Area or a full member state of the OECD and shall contain the following data:

- Information about the issuer: name/company and address or a standard code used for transactions between banks (BIC code);
- Information about the shareholder: name/company, address, date of birth for individuals, register and register number for legal entities, if applicable;
- Information about the shares: number of shares held by the shareholder; ISIN AT0000603709;
- Deposit number and/or any other description;
- Time to which the safe custody receipt refers.

The safe custody receipt as evidence of the shareholding in order to participate in the Annual General Meeting must refer to the record date stated above, i.e. June 23rd, 2015.

The safe custody receipt shall be accepted in German or in English.

REPRESENTATION BY PROXY

Each shareholder entitled to participate in the Annual General Meeting has the

right to appoint a proxy to participate in the Annual General Meeting in the name of this shareholder with the same rights as the shareholder whom the proxy represents.

Proxy must be granted to a specific person (an individual or a legal entity) in writing. Multiple persons may also be granted proxy.

The proxy must be received by the Company exclusively at any of the addresses listed below:

By mail or AGRANA Beteiligungs-Aktiengesellschaft
carrier: Attn. Mrs. Mag. Gertraud Wöber
 General Secretary
 Friedrich-Wilhelm-Raiffeisen-Platz 1
 A-1020 Vienna

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

By email: anmeldung.agrana@hauptversammlung.at; whereby the safe custody receipt shall be attached to the email in text format, e.g. as a PDF.

In person: Upon registration for the Annual General Meeting at the meeting venue.

Forms for the granting and revocation of proxy are available upon request or can be downloaded from the Company's website at www.agrana.com.

If the proxy is not personally presented on the day of the Annual General Meeting, it must be submitted to the Company by July 2nd, 2015 at 4:00 p.m. at the latest.

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

INDEPENDENT VOTING REPRESENTATIVES

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 instructions, at the Annual General Meeting; for this, a special proxy form can be downloaded from the Company's website at www.agrana.com. In addition, you may also contact Mr. Dr. Michael Knap from IVA directly at tel. +43 (0)1 8763343-30, fax +43 (0)1 8763343-39, or email michael.knap@iva.or.at.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the Annual General Meeting convening date, the share capital of the Company, amounting to EUR 103,210,249.78, is divided into 14,202,040 bearer shares (shares). Each share holds one vote. At the convening date of the Annual General Meeting, the Company holds no treasury shares. Twenty-five shares pursuant to Section 67 in conjunction with Section 262 (29) of the Austrian Stock Corporation Act have been declared cancelled. At the convening date of the Annual General Meeting, the total number of participating and voting shares is 14,202,015.

In order to ensure that the admission checks run smoothly, we would like to ask the shareholders to arrive in due time before the beginning of the Annual General Meeting. Admission for the collection of voting cards shall start at 10:00 a.m.

Shareholders who have not received either entry tickets or copies of the safe custody receipts from their custodian banks are requested to bring an official form of valid photographic identification to the Annual General Meeting.

Vienna, June 2015

The Management Board

Further inquiry note:
AGRANA Beteiligungs-AG

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