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EANS-General Meeting: AGRANA Beteiligungs-AG / Resolutions of the General Meeting

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AGRANA Beteiligungs-Aktiengesellschaft
Vienna, FN 99489 h
ISIN AT0000603709

Publication of the resolution of the Annual General Meeting on 3 July 2015 regarding the authorisation to buy back the Company's own shares pursuant to Article 65, para. 1 (8) and paras. 1a and 1b of the Austrian Stock Corporation Act (AktG) in conjunction with Article 82, para. 9 of the Austrian Stock Exchange Act (BörseG) and Article 2, para. 2 of the Austrian Publication Ordinance (VeröffentlichungsV)

At the ordinary Annual General Meeting of AGRANA Beteiligungs-Aktiengesellschaft, Vienna, on 3 July 2015, the following resolution was passed under Item 8 of the Agenda:

1. For a period of 30 months from the date of the adopted resolution, the Management Board shall be authorized in accordance with Section 65 (1) line 8 as well as (1a) and (1b) of the Austrian Stock Corporation Act to buy back the Company's own shares for a total of up to 10% of the share capital of the Company, also under repeated use of the 10% limit, both over an exchange and over the counter, after approval by the Supervisory Board and with the exclusion of the shareholders' proportional right to sell. The authorization can be exercised in full or in part or in multiple partial amounts by the Company, companies affiliated with it or by third parties for their account, and in pursuit of one or more purposes. The equivalent price per share may not fall below the level of EUR1. The highest equivalent price per share paid in the buy-back may not be more than 15% above the average daily closing price, weighted by the respective trading volume, of the Company's shares over the last 10 trading days on the Vienna Stock Exchange. If the Company sells or buys back its own shares in financing transactions (e.g., repos or swap transactions) or in transactions involving securities lending or loans on collateral securities, the sales price shall be the highest equivalent price for the buy-back in addition to appropriate interest.
2. For a period of five years from the date of the adopted resolution, the Management Board shall be authorized in accordance with Section 65 (1b) of the Austrian Stock Corporation Act to sell and use the Company's own shares (treasury shares) in another way than over an exchange or through a public offering and also to hereby exclude the proportional purchase right of shareholders (exclusion of subscription right) after approval by the Supervisory Board. The authorization can be exercised in full or in part or in multiple partial amounts and in pursuit of one or more purposes.
3. The Management Board is authorized to buy back the Company's own shares after approval by the Supervisory Board and without the adoption of another resolution at the Shareholders' Meeting. The Company's own shares bought back in accordance with this authorization are to be deducted from the 10% limit in accordance with item 1 of the resolution. The Supervisory Board is authorized to make amendments to the Articles of Association if they result from the buy-back of shares.

Vienna, July 2015

The Management Board

Further inquiry note:
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