



**AGRANA Beteiligungs-Aktiengesellschaft  
Vienna, FN 99489 h**

**Resolutions Proposed by the Management Board and  
the Supervisory Board for the  
36<sup>th</sup> Annual General Meeting  
on July 07, 2023**

- 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 2022/2023**

Since the submission of the aforementioned documents is only for the purposes of providing information for the General Meeting, there will be no resolution on this agenda item. The 2022/2023 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 € 82,561,659.–, stated in the 2022/2023 annual financial statements, be used as follows:

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|--|----------------|
| (i) Distribution of a dividend of € 0.90 per dividend-entitled share,<br>i.e. as total amount of dividends | € 56,240,078.– |
| (ii) Carryforward of the balance in the amount of<br>to new account  | € 26,321,581.– |

The dividend payment date is July 14, 2023.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the financial year 2022/2023**

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 2022/2023 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 2022/2023**

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 2022/2023 be adopted for this period.

**5. Resolution on the remuneration of the 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 2022/2023 at a total amount of € 380,000.– and to entrust the distribution to the Chairman of the Supervisory Board.

**6. Appointment of the auditor and the group auditor for the financial year 2023/2024**

The Supervisory Board proposes, in line with the recommendation by the Audit Committee, that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be appointed as the annual auditors and group auditor for the financial year 2023/2024.

**7. Resolution on the Remuneration Report 2022/2023**

The Management Board and Supervisory Board of AGRANA Beteiligungs-Aktiengesellschaft have prepared a Remuneration Report pursuant to § 78c in conjunction with § 98a of the Austrian Stock Corporation Act.

The Remuneration Report will be made available on the website registered in Company Register of AGRANA Beteiligungs-Aktiengesellschaft at [www.agrana.com](http://www.agrana.com), or [www.agrana.com/en/ir/general-meeting](http://www.agrana.com/en/ir/general-meeting) no later than June 16, 2023 (21<sup>st</sup> day before the AGM). The Management Board and the Supervisory Board propose that the Remuneration Report for the financial year 2022/2023, as made available on the website registered in the Company Register, be adopted.

**8. Resolution on the amendment of the remuneration policy**

The Supervisory Board has revised the remuneration policy for the members of the Management Board and the members of the Supervisory Board, adopted at the 33<sup>rd</sup> Annual General Meeting on July 3, 2020, by adjusting the variable component of Executive Board remuneration.

The Supervisory Board proposes that the General Meeting adopt the amended remuneration policy for the Management Board and the Supervisory Board as

prepared and presented by the Supervisory Board and made available on the website registered in the Commercial Register.

## **9. Election to the Supervisory Board**

Mag. Veronika Haslinger has stated that she will resign from her office as 2<sup>nd</sup> Deputy Chairperson and member of the Supervisory Board with effect from the end of the Annual General Meeting on July 07, 2023.

Pursuant to § 10 (1) of the Articles of Association of AGRANA Beteiligungs-Aktiengesellschaft, the Supervisory Board consists of no fewer than three and no more than eight members to be elected by the General Meeting.

So far, i.e. since the last election by the General Meeting, the Supervisory Board has consisted of eight members elected by the General Meeting. (In addition, there are the members delegated in accordance with the Labor Constitution Act.)

At the upcoming Annual General Meeting, one member would now have to be elected to reach this number again.

The Supervisory Board proposes to fill this one seat so that after the election at the General Meeting on July 7, 2023 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 (2a) of the Austrian Stock Corporation Act and the Corporate Governance Code.

§ 86 (7) of the Austrian Stock Corporation Act is applicable to AGRANA Beteiligungs-Aktiengesellschaft.

The majority of the employee representatives have raised an objection pursuant to § 86 (9) of the Austrian Stock Corporation Act, so that the minimum shareholding requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act will be met separately.

When the Supervisory Board submitted a nomination for election, it was to be noted that after the election to the Supervisory Board, at least two must be female in order to meet the minimum shareholding requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act

The Supervisory Board proposes to elect Claudia Süssenbacher, born May 05, 1977, to the Supervisory Board, with effect from the end of the upcoming Annual

General Meeting, and this in accordance with § 10 (4) of the Articles of Association and § 87 (7) of the Austrian Stock Corporation Act, respectively, until the end of the General Meeting that decides on the discharge for the financial year 2026/2027.

In the event of the election of the proposed person by the General Meeting, the Supervisory Board will again consist of eight members on the part of the shareholder representatives, and of these, 6 will be male and 2 female. The minimum shareholding requirement pursuant to § 86 (7) of the Austrian Stock Corporation Act (30 % quota) is thus met.

The person proposed is required to make a declaration pursuant to § 87 (2) of the Austrian Stock Corporation Act, which is also available on the Company's website and in particular states that

1. all circumstances in connection with § 87 (2) of the Austrian Stock Corporation 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 (2a) 3 of the Austrian Stock Corporation Act;
3. there are no impediments to the appointment within the meaning of § 86 (2) and (4) of the Austrian Stock Corporation Act.

When making the proposal within the meaning of § 87 (2a) of the Austrian Stock Corporation Act, the Supervisory Board paid attention to the professional and personal qualifications of the member as well as to the professionally balanced composition of the Supervisory Board and appropriately considered the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members.

The General Meeting is bound by election proposals as follows. Proposals for the election of Supervisory Board members, including the declarations pursuant to § 87 (2) of the Austrian Stock Corporation Act for each person that is proposed, must be published on the Company's website at the latest by **June 30, 2023**; otherwise, the person concerned may not be considered in the vote. This also applies to election proposals from shareholders pursuant to § 110 of the Austrian Stock Corporation Act, which must be received by the Company in text form no later than **June 28, 2023**.