



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

**Resolutions Proposed by the Management Board and
the Supervisory Board for the
35th Annual General Meeting
on July 08, 2022**

- 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 2021/2022**

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 2021/2022 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 € 63,525,582.–, stated in the 2021/2022 annual financial statements, be used as follows:

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| (i) Distribution of a dividend of € 0.75 per dividend-entitled share,
i.e. as total amount of dividends | € 46,866,732.– |
| (ii) Carryforward of the balance in the amount of
to new account | € 16,658,850.– |

The dividend payment date is July 15, 2022.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the financial year 2021/2022**

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 2021/2022 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 2021/2022

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 2021/2022 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 2021/2022 at a total amount of € 325,000.– and to apportion this amount in accordance with the Remuneration Report.

6. Appointment of the auditor and the group auditor for the financial year 2022/2023

The Supervisory Board proposes, in line with the recommendation by the Audit Committee, that PwC Wirtschaftsprüfung GmbH be appointed as the annual auditors and group auditor for the financial year 2022/2023.

7. Resolution on the Remuneration Report 2021/2022

The Management Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible remuneration report for the emoluments of the Management Board members and the Supervisory Board members pursuant to § 78c in conjunction with § 98a of the Austrian Stock Corporation Act (AktG). This remuneration report shall provide a comprehensive overview of the remuneration granted or owed to current and former Management Board members and Supervisory Board members in the course of the last financial year under the Remuneration Policy (§ 78a in conjunction with § 98a of the Austrian Stock Corporation Act), including all benefits in any form.

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/en/ir/general-meeting no later than June 17, 2022 (21st day before the AGM). The Management Board and the Supervisory Board propose that the Remuneration Report for the financial year 2021/2022, as made available on the website registered in the Company Register, be adopted.

8. Elections to the 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 (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, eight members would now have to be elected to reach this number again.

The Supervisory Board proposes to fill all eight seats so that after the election at the General Meeting on July 8, 2022 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 of eight shareholder representatives 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

1. Mr. Helmut Friedl, born in 1965,
2. Ms. Andrea Gritsch, born in 1981,
3. Mr. Erwin Hameseder, born in 1956,

4. Ms. Veronika Haslinger, born in 1972,
5. Mr. Ernst Karpfinger, born in 1968,
6. Mr. Niels Pörksen, born in 1963,
7. Mr. Josef Pröll, born in 1968,
8. Mr. Stefan Streng, born in 1968,

to the Supervisory Board, with effect from the end of the upcoming Annual General Meeting, and this in accordance with § 10 (2) 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 persons 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.

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

Each 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 **July 01, 2022**; 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 29, 2022**.