SÜDZUCKER

Extract from the Annual Report 2009/10

Information in accordance with articles 289 para. 4 and 315 para. 4 of the German Commercial Code and explanatory report. | According to article 315 para. 4 of the German Commercial Code, the company is required to report on certain structures governed by company law, and other legal relationships, in order to provide a better overview of the company and disclose any impediments to a takeover.

As of February 28, 2010, the subscribed capital is valued at about € 189.4 million and consists of 189,353,608 bearer shares, each of which represents a notional holding of € 1 per share. The company has no treasury shares as of the period end. Voting rights for the shares may be restricted as per Stock Corporation Act regulations. Under certain conditions, shareholders may not be entitled to vote (article 136 of the Stock Corporation Act). Furthermore, the company is not entitled to voting rights associated with its own shares (article 71 b of the Stock Corporation Act). We are not aware of any contractual restrictions related to voting rights or the transfer of shares.

We received the following notifications regarding Südzucker AG shareholdings that exceed 10 % of the voting rights:

Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG (SZVG), Ochsenfurt holds a majority interest of 55 % of the subscribed capital through its own shareholdings and shares held in trust for its owners. Zucker Invest GmbH, based in Tulln/Austria, holds a further 10.01 % of the subscribed capital.

In addition, BlackRock Inc., New York/USA notified the company that it holds 3.04 % of total share capital. On the other hand, AXA S.A., Paris, France advised that its shareholdings have fallen below the 3 % threshold.

Executive board members are appointed and dismissed by the supervisory board in accordance with articles 84 and 85 of the German Stock Corporation Act. In accordance with article 5 item 2 of Südzucker AG Mannheim/Ochsenfurt's articles of incorporation in the version dated July 21, 2009 (http://www.suedzucker.de/en/Investor-Relations/Corporate-Governance/Satzung/), the supervisory board determines the number of executive board members and the supervisory board also has the authority to appoint deputy members to the executive board. Article 179 of the German Stock Corporation Act governs any changes to the articles of incorporation.

Nominal capital was conditionally increased by € 13 million by issuing 13 million new shares (Conditional Capital I). This conditional capital increase was intended to meet the demands of holders of the convertible bond issued on December 8, 2003, who may have exercised their right to convert their holdings into shares of the company. The conversion right expired on December 8, 2008 according to the conditions of the convertible bond. Since no bondholders exercised their conversion rights before the cut-off date, the Conditional Capital I is thus now superfluous.

In addition, a resolution was passed at the annual general meeting dated July 29, 2008 to conditionally increase nominal capital by € 15 million by issuing 15 million new shares (Conditional Capital II). The executive board was authorized, with the approval of the supervisory board, to execute this conditional capital increase to the extent required to service conversion or option rights arising from bonus shares, convertible bonds or equity warrant bonds, which may be placed until July 28, 2013. On June 30, 2009, a convertible bond with a face value of € 283,450,000, maturing on June 30, 2016, was placed by Südzucker International Finance B.V., Oud-Beijerland, Netherlands on this basis. To date, no bondholders have exercised their conversion rights.

Shareholders at the annual general meeting of July 21, 2009 voted in favor of authorized capital totaling € 15 million (Approved Capital 2009), in order to give the company more room to maneuver with regard to any capital increases. The executive board is authorized, with the approval of the supervisory board, to increase share capital until June 30, 2014 by issuing new shares against cash contributions and/or contributions in kind under exclusion of subscription rights in certain cases. To date, the board has not exercised its right to utilize authorized Capital 2009.

Shareholders at the annual general meeting on July 21, 2009 gave the executive board the authority to buy back up to 10 % of the company's current total share capital by January 20, 2011 in accordance with article 71 para. 1 item 8 of the German Stock Corporation Act. The shares may be acquired on the open stock market or via a public offer to purchase sent to all shareholders. The company's own shares may also be charged against net retained earnings or other revenue reserves when acquired for the purpose of cancellation. Among other things, the executive board was given the right, subject to approval by the supervisory board, to sell the shares it had bought back to third parties and to exclude shareholder subscription rights in the case of corporate mergers or when purchasing companies or parts of companies or shares of companies. To date, the board has not exercised its right to buy back shares.

No agreements were entered into that would come into effect in the event of a change of control resulting from a takeover offer.

An explanation of compensation agreements for members of the executive board or employees in the event of a change of control is therefore not required, since no such agreements exist.

Neither do the other reporting requirements specified in articles 289 para. 4 and 315 para. 4 of the German Commercial Code relate to circumstances that exist at Südzucker AG.