



EXTRACT FROM THE ANNUAL REPORT 2011/12

Information regarding share capital and impediments to takeover

as required by article 315, paragraph 4 of the German Commercial Code

As of February 29, 2012, 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 holds 400,020 treasury shares as of the period end. Treasury shares held on the day of the annual general meeting are entitled neither to voting rights nor to receive dividends. 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). 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 about 56 % of the subscribed capital through its own shareholdings and shares held in trust for its owners. Zucker Invest GmbH, based in Tulln/Austria, holds about another 10 % of the subscribed capital.

Shares with special rights that would impart controlling authority do not exist at Südzucker. No employees who hold shares of Südzucker AG are subject to voting rights control.

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, paragraph 2 of Südzucker AG Mannheim/Ochsenfurt's articles of incorporation in the version dated July 20, 2010 (www.suedzucker.de/en/Investor-Relations/Corporate-Governance/Satzung/), the

supervisory board determines the number of executive board members and the supervisory board is also authorized to appoint deputy members to the executive board. Article 179 of the German Stock Corporation Act governs any amendments to the articles of incorporation.

A resolution was passed at the annual general meeting dated July 29, 2008 to conditionally further 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 € 283.45 million, 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 approved capital totaling € 15 million (Authorized 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 20, 2010 gave the executive board the authority to buy back up to 10 % of the company's current total share capital by July 19, 2015 in accordance with article 71, paragraph 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 sharehol-