

Shareholder rights

Information on shareholder rights

Motions on amendments as per article 122, paragraph 2 of the German Stock Corporation Act

Shareholders whose interest totals at least 5 % of share capital (corresponding to € 10,209,164.60 or rounded up to the next higher whole number of shares, 10,209,165 shares) or whose interest reaches € 500,000 of total share capital (corresponding to 500,000 shares) can demand that items be added to the agenda and published. Each new item must be accompanied by reasons or by a draft resolution. The request shall be in writing with signature and submitted to the executive board of Südzucker Aktiengesellschaft Mannheim/Ochsenfurt and must be received by the company at least thirty days prior to the annual general meeting; the day of receipt and the day of the annual general meeting shall not be counted. The deadline for acceptance is thus midnight on July 1, 2013. Requests for amendments received after this date will not be considered. Please send any requests to the following address:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt

Executive board

Theodor-Heuss-Anlage 12

68165 Mannheim, Germany

Article 122, paragraph 2, clause 1 of the German Stock Corporation Act (AktG) states that motions on amendments shall be prepared in accordance with the rules in article 122, paragraph 1, clause 3 in conjunction with article 142, paragraph 2, clause 2 of the Act. The aforementioned rules state that in the event of an application to appoint a special auditor, the applicants shall submit proof that they have held their shares for at least three months prior to the date of the annual general meeting and that they will continue to hold the shares until the date of the decision regarding the application. Article 70 of the German Stock Corporation Act (AktG) applies to these periods.

To the extent they were not already published with the notice for the annual general meeting, amendments to the agenda subject to publication will be published in the Bundesanzeiger and other media the company assumes will distribute the information throughout the entire European Union immediately after the motions have been received. In addition, they will be published at:

<http://www.suedzucker.de/en/Investor-Relations/Hauptversammlung/>

Countermotions and nominations in accordance with articles 126, paragraph 1 and 127 of the German Stock Corporation Act

Shareholders of the company can submit countermotions to executive board and/or supervisory board recommendations on specific agenda items, as well as make recommendations regarding the nomination of external auditors. Such submissions (including rationale) and nominations shall be exclusively submitted to

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt

Investor Relations

Theodor-Heuss-Anlage 12

68165 Mannheim, Germany

or by fax to: +49 621 421-7843

Reasons must be given for countermotions; the same does not apply to nominations.

Proper countermotions and nominations submitted by shareholders and received at least fourteen days prior to the date of the annual general meeting; i.e., no later than July 17, 2013 (midnight), will be immediately published at the following website:

<http://www.suedzucker.de/en/Investor-Relations/Hauptversammlung/>

Any comments from management will also be posted at the above Internet address.

The company may decline to publish a countermotion and its rationale or a nomination if one of the conditions for exclusion as per article 126, paragraph 2 of the German Stock Corporation Act exists; for example, because the nomination or countermotion would result in a resolution by shareholders at the annual general meeting that contravenes either the law or the Articles of Incorporation. Neither must a nomination be published if it does not include the name, the profession and the place of residence of the nominee. The reason for a countermotion does not need to be published if it is longer than 5,000 characters.

Shareholders are asked to prove the extent of their holdings at the same time they submit the countermotion or nomination. Note that countermotions and nominations sent to the company in advance will only be considered at the annual general meeting if they are presented at the meeting. The right of every shareholder to present countermotions to the various agenda items or to make nomination proposals during the annual general meeting without having submitted them to the company prior to the meeting remains unchanged.

Access to information right as per article 131, paragraph 1 of the German Stock Corporation Act (AktG)

Article 131, paragraph 1 of the German Stock Corporation Act (AktG) states that every shareholder may request information from the executive board at the annual general meeting regarding company issues, including legal and business relationships with associated companies and the business situation of the group and companies included in the consolidated financial statements, provided the information is required to properly assess a particular agenda item.

Other explanations

Other explanations regarding shareholder rights as per articles 122, paragraph 2, 126 paragraph 1, 127 and 131, paragraph 1 of the German Stock Corporation Act are available at the company's website at:

<http://www.suedzucker.de/en/Investor-Relations/Hauptversammlung/>