Annual General Meeting 2013

Invitation for the Annual General Meeting on August 1, 2013

SÜDZUCKER

Invitation and Agenda

for

Annual General Meeting,

of

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
(headquartered in Mannheim)

on Thursday, August 1, 2013 at 10 a.m.

at the Congress Center Rosengarten,
Rosengartenplatz 2, 68161 Mannheim

Security ID: 729 700
ISIN DE 0007297004

We invite our shareholders to attend the

Annual General Meeting,

which will be held at Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim on Thursday, August 1, 2013 at 10 a.m.

I. Agenda

1. Present the adopted annual financial statements and management report (including notes to the statements pursuant to article 289, paragraphs 4 and 5 of HGB, the German Commercial Code) for the 2012/13 fiscal year, the approved consolidated financial statements and management report (including notes to the disclosed information pursuant to article 315, paragraph 4 of the German Commercial Code) for the 2012/13 fiscal year and the report of the supervisory board.

2. Appropriate retained earnings

3. Ratify executive board members' actions for the 2012/13 fiscal year

4. Ratify supervisory board members' actions for the 2012/13 fiscal year

5. Appoint the auditors and group auditors for the 2013/14 fiscal year

6. Cancel the existing authorized capital, establish new authorized capital (with authority to exclude shareholder subscription rights) and amend the Articles of Incorporation

II. Proposed resolutions

TOP 1
Present the adopted annual financial statements and management report (including notes to the statements pursuant to article 289, paragraphs 4 and 5 of HGB, the German Commercial Code) for the 2012/13 fiscal year, the approved consolidated financial statements and management report (including notes to the disclosed information pursuant to article 315, paragraph 4 of the German Commercial Code) for the 2012/13 fiscal year and the report of the supervisory board

In its meeting on May 15, 2013, the supervisory board endorsed the financial statements and consolidated financial statements prepared by the executive board. The financial statements are thus adopted. In accordance with applicable law, there is thus no resolution required regarding this item.

TOP 2
Appropriate retained earnings

The executive and supervisory boards propose that the net retained earnings of Südzucker Aktiengesellschaft Mannheim/Ochsenfurt for fiscal 2012/13 of € 183,805,636.46 be used as follows:

Distribute a dividend of € 0.90 per share on 204,183,292 no-par value bearer shares	183,764,962.80 €
Transfer to new account	40,673.66 €
Retained earnings	183,805,636.46 €

To the extent treasury shares are available on the day of the general meeting, the proposed resolution will be amended to reflect the distribution of € 0.90 per dividend-bearing share on treasury shares and the corresponding higher amount carried forward.

The dividend will be paid on August 2, 2013.

TOP 3
Ratify executive board members' actions for the 2012/13 fiscal year

The supervisory and executive boards move that the actions of the members of the executive board during the 2012/13 financial year be ratified.

TOP 4

Ratify supervisory board members' actions for the 2012/13 fiscal year

The executive board and supervisory board move that actions of the members of the supervisory board during the 2012/13 financial year be ratified.

TOP 5

Appoint the auditors and group auditors for the 2013/14 fiscal year

The supervisory board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main be named auditor and group auditor for the 2013/14 fiscal year.

TOP 6

Cancel the existing authorized capital, establish new authorized capital (with authority to exclude shareholder subscription rights) and amend the Articles of Incorporation

The existing authorized capital established 2009 pursuant to article 4, paragraph 5 of the Articles of Incorporation was almost fully utilized November 2012 in connection with a capital increase that excluded shareholder subscription rights. The amount of authorized capital remaining is currently € 381,731. The current resolution proposes that the remaining capital be canceled and new authorized capital in the amount of € 12,000,000 be established, which corresponds to about 5.88 % of the € 204,183,292 of the registered share capital existing at the time of the resolution. The total number of shares issued under exclusion of subscription rights must not exceed 3 % of the registered share capital, which corresponds to 6,125,498 shares, neither at the time of coming into force nor at the time of exercising this authorization.

The executive and supervisory boards propose that the following resolution be adopted:

a) Cancel the existing authorized capital for 2009 pursuant to article 4, paragraph 5 of the Articles of Incorporation effective with registering in the Commercial Registry of the following new authorized capital pursuant to an amendment to article 4, paragraph 5 of the Articles of Incorporation.

b) Subject to approval by the supervisory board, the executive board shall be authorized to increase the company's share capital once or several times until July 31, 2018 by up to € 12,000,000, by issuing new no-par value bearer shares in exchange for cash contributions and/or contributions in kind, for the entire amount or in tranches (Authorized Capital 2013).

For shares issued in exchange for contributions in kind, the executive board, subject to approval by the supervisory board, is authorized to exclude the subscription rights of shareholders to grant shares in connection with (i) corporate mergers (ii) acquisition of companies, parts of companies, shares of companies (including adding to existing interests in companies) or other assets associated with acquisition projects or (iii) the acquisition of other assets (including claims by third parties against the company or companies associated with the company). However, this authorization only applies if the total number of shares issued under exclusion of subscription rights does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

If share capital is increased in exchange for cash contributions, shareholders are generally granted subscription rights. The shares may also be taken over by one or more banks pursuant to article 186, paragraph 5, clause 1 of the German Stock Corporation Act (AktG), provided only they are offered to shareholders of the company (indirect subscription right).

However, the executive board is authorized, subject to approval by the supervisory board, to exclude shareholder subscription rights if the issue price of the new shares is not significantly lower than the market price of a similar type of the company's stock at the time of determining the issue price. This authorization only applies if the total number of shares issued under exclusion of subscription rights pursuant to article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization. The limit of 3 % of the registered share capital shall include shares that (i) are issued or sold during the term of this authorization under exclusion of subscription rights with direct or appropriate application of article 186, paragraph 3, clause 4 of the German Stock Corporation Act

(AktG) and/or (ii) are issued or can be issued to service option rights or conversion obligations associated with convertible bonds or warrant bonds or profit participation rights, provided these bonds are issued during the term of this authorization under appropriate application of article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) with respect to exclusion of shareholder subscription rights.

The executive board shall be further authorized, subject to approval by the supervisory board, to exclude shareholders' subscription rights to the extent required in order to grant subscription rights for new no-par value bearer shares of the company to holders of warrants or conversion rights or holders of convertible bonds, warrant bonds or profit participation rights, issued or to be issued in the future by the company or subsidiaries in which the company directly or indirectly holds a majority interest, to the extent to which such holders would be entitled as shareholders upon exercising their options or conversion rights or after fulfillment of conversion obligations. However, this authorization only applies if the total number of shares issued with the exclusion of subscription rights does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

The total number of shares issued on the basis of the aforementioned authorization under exclusion of subscription rights against contributions in kind and/or cash and/or to holders of conversion or option rights or holders of convertible bonds or warrant bonds or profit participation rights shall not exceed 3 % of registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

The executive board is further authorized, subject to approval by the supervisory board, to exclude fractional amounts from the subscription rights.

The aforementioned authorizations to exclude subscription rights are granted independent of one another.

The executive board is also authorized, subject to approval by the supervisory board, to stipulate other details regarding share rights and the terms and conditions subject to which shares are issued.

The supervisory board is authorized to amend the wording of the Articles of Incorporation in accordance with the scope of the respective capital increase from Authorized Capital 2013.

c) Article 4, paragraph 5 of the Articles of Incorporation will be amended as follows:

"(5) Subject to approval by the supervisory board, the executive board is authorized to increase the company's share capital once or several times up until July 31, 2018 by up to € 12,000,000 by issuing new no-par value bearer shares in exchange for cash contributions and/or contributions in kind, for the entire amount or in tranches (Authorized Capital 2013).

For shares issued in exchange for contributions in kind, the executive board, subject to approval by the supervisory board, shall be authorized to exclude subscription rights of shareholders to acquire shares in connection with (i) corporate mergers (ii) acquisition of companies, parts of companies, shares of companies (including adding to existing interests in other companies) or other assets in connection with acquisition projects or (iii) the acquisition of other assets (including claims by third parties against the company or companies associated with the company). However, this authorization only applies if the total number of shares issued under exclusion of subscription rights does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

If share capital is increased in exchange for cash contributions, shareholders are generally granted subscription rights. The shares may also be taken over by one or more banks pursuant to article 186, paragraph 5, clause 1 of the German Stock Corporation Act (AktG), provided only they are offered to shareholders of the company (indirect subscription right).

However, the executive board shall be authorized, subject to approval by the supervisory board, to exclude shareholder subscription rights if the issue price of the new shares is not significantly lower than the market price of a similar type of the company's stock at the time of finalizing the issue price. This authorization only applies if the total number of shares issued under exclusion of subscription rights pursuant to article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization. The limit of 3 % of the registered share capital shall include shares that (i) are issued or sold during the term of this authorization under exclusion of subscription rights with direct or appropriate application of article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) and/or (ii) are issued or can be issued to service option rights or conversion obligations associated with convertible bonds or warrant bonds or profit participation rights, provided these bonds are issued during the term of this authorization under appropriate application of article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) with respect to exclusion of shareholder subscription rights.

The executive board shall be further authorized, subject to approval by the supervisory board, to exclude shareholders' subscription rights to the extent required in order to grant subscription rights for new no-par value bearer shares of the company to holders of warrants or conversion rights or holders of convertible bonds, warrant bonds or profit participation rights, issued or to be issued in the future by the company or subsidiaries in which the company directly or indirectly holds a majority interest, to the extent to which such holders would be entitled as shareholders upon exercising their options or conversion rights or after fulfillment of conversion obligations. However, this authorization only applies if the total number of shares issued under exclusion of subscription rights does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

The total number of shares issued under exclusion of subscription rights against contributions in kind and/or cash and/or to holders of conversion or option rights or holders of convertible bonds or warrant bonds or participation rights shall not exceed 3 % of registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

The executive board is further authorized, subject to approval by the supervisory board, to exclude fractional amounts from the shareholder subscription rights.

The aforementioned authorizations to exclude subscription rights are granted independent of one another.

The executive board is also authorized, subject to approval by the supervisory board, to stipulate other details regarding share rights and the terms and conditions under which shares are issued.

The supervisory board shall be authorized to amend the wording of the Articles of Incorporation in accordance with the scope of the respective capital increase from the Authorized Capital 2013."

III. Report by the executive board to shareholders at the annual general meeting

with reference to agenda item 6 (exclusion of shareholder rights) pursuant to article 203, paragraphs 1 and 2, and article 186, paragraph 4, clause 2 of the German Stock Corporation Act (AktG)

Under item 6, the executive and supervisory boards recommend to shareholders at the annual general meeting to establish authorized capital in the amount of € 12,000,000. This represents about 5.88 % of share capital at the time of the resolution. The total number of shares issued under exclusion of subscription rights must not exceed 3 % of the registered share capital, which corresponds to 6,125,498 shares, neither at the time of coming into force nor at the time of exercising this authorization.

The Authorized Capital 2013 for which the board is requesting approval will give the company an opportunity to raise equity. It will enable the executive board, with approval of the supervisory board, to respond even more flexibly to favorable market conditions and take maximum advantage of these situations. The intent is to put the executive board in a position to use authorized capital, particularly for the acquisition of companies and shares of companies, as well as to improve the way it utilizes the company's financial resources, by enabling it to increase capital in exchange for both cash contributions and contributions in kind. Considering the current market situation, it is extremely important that companies be able to quickly and flexibly take steps related to corporate actions to ensure strategic flexibility at all times. In the current market environment, opportunities to raise capital arise on very short notice and are mostly short-lived. This applies to both capital increases that serve to strengthen the balance sheet and corporate actions related to strategic acquisitions. The company's strategy includes strengthening its competitive position by acquiring companies, shares of companies or parts of companies, which enable it to steadily grow earnings over the long term. At the same time, this improves the value of the company's stock. In order to have sufficient equity available to finance major spending plans, it will be necessary to raise the proposed authorized capital. The amount of the authorized capital is intended to enable the company to also finance larger company acquisitions in exchange for cash or payments in kind. The amount of capital that must be raised very quickly in the event of an acquisition normally cannot be directly approved by shareholders at the annual general meeting, which convenes only once a year. Instead, authorized capital that the executive board can access quickly is required.

For capital increases in exchange for contributions in kind, the executive board is authorized to exclude the subscription rights of shareholders, subject to approval by the supervisory board. This provides the executive board with the option to bypass the capital markets in certain cases where treasury shares can be suitably used in connection with corporate mergers, the acquisition of companies, parts of companies or shares of companies or other assets connected with acquisition projects. The authorization also includes the right to exclude shareholder subscription rights when issuing shares to acquire other assets (including claims by third parties against the company or companies associated with the company). The company faces stiff competition. It must therefore be in a position at all times to quickly and flexibly respond to changing market conditions in the interest of its shareholders. This includes company mergers and the acquisition of companies, parts of companies or shares in companies or other assets associated with acquisition projects intended to improve the company's competitive position. From past experience, it is evident that such projects involve large entities. The costs are very often considerable. Often, these can and must no longer be transacted in the form of cash, particularly in view of optimizing the financing. In many cases sellers insist on receiving shares of the acquiring company in exchange. The option to offer our treasury shares for acquisitions is therefore an advantage when competing for attractive acquisition opportunities. The proposed authorization thus gives the company the necessary leeway to quickly and flexibly take advantage of opportunities that may arise to engage in mergers, acquire companies or parts of companies or shares in companies (including adding to positions in existing entities in which the company already has an interest), and enables it to utilize the authorized capital in suitable cases to purchase larger companies, parts of companies or shares therein in exchange for treasury shares. The same applies to the acquisition of assets associated with acquisition projects and the acquisition of other assets (including claims by third parties against the company or companies associated with the company). Quite often in the course of these negotiations, there is a need to pay for such acquisitions in the form of shares rather than cash. The authorization satisfies this need. This authorization only applies if the total number of shares issued with the exclusion of subscription rights does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

When share capital is to be increased in exchange for cash contributions, shareholders are generally granted subscription rights. However, the executive board has requested that it be authorized, subject to approval by the supervisory board, to exclude shareholder subscription rights if the issue price of the new shares is not significantly lower than the market price of a similar type of the company's stock at the time of finalizing the issue price. The authorization only applies if the total number of shares issued under exclusion of subscription rights pursuant to article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization. The limit of 3 % of the registered share capital shall include those shares that (i) are issued or sold during the period of this authorization under exclusion of subscription rights with direct or appropriate application of article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) and/or (ii) are issued or can be issued to service option rights or conversion obligations associated with convertible bonds or warrant bonds or profit participation rights, provided these bonds are issued after the coming into force of this authorization under appropriate application of article 186, paragraph 3, clause 4 of the German Stock Corporation Act (AktG) under exclusion of shareholder subscription rights.

The authorization to exclude subscription rights up to a total of 3 % of share capital so that new shares can be issued at a price that is not significantly lower than the price of shares of the same type trading on the stock exchange enables the executive board to set the issue price near market level when placing shares. This gives the board the opportunity to raise more funds when increasing capital than it would using a rights issue. This authorization also puts the company in a position to quickly and flexibly respond to market opportunities and to have the necessary capital available almost immediately. The need to protect shareholders from dilution of their shareholdings is taken into consideration. Even if this authorization is fully utilized, subscription rights may only be excluded to the extent that 3 % of the existing share capital at the time of the resolution is not exceeded.

The executive board shall be further authorized, subject to approval by the supervisory board, to exclude shareholders' subscription rights to the extent required in order to grant subscription rights for new no-par value bearer shares of the company to holders of warrants or conversion rights or holders of convertible bonds or warrant bonds or profit participation rights, issued or to be issued in the future by the company or subsidiaries in which the company directly or indirectly holds a majority interest, to the extent to which such holders would be entitled as shareholders upon exercising their options or conversion rights or after fulfillment of conversion obligations. The respective terms and conditions of the issue normally include an antidilution clause to facilitate placing the bonds on the capital markets. One option offered by the antidilution clause is to also grant holders of convertible bonds or warrant bonds or profit participation rights, subscription rights to a public offering of shares for which shareholders are entitled to subscription rights. They are thus treated as though they had already exercised their option and conversion rights or conversion obligations had already been fulfilled. Since in this case the company need not grant a reduced option or conversion price when applying the antidilution protection clause, the issue price for the no-par value bearer shares to be issued at time of conversion or exercising an option can be higher. However, this option is only possible to the extent shareholder rights are excluded. Since it is easier to place bonds with conversion and/or warrants or conversion obligations when the terms include an antidilution protection clause, excluding subscription rights is in the best interests of the shareholders with regard to optimizing their company's financial structure. The authorization to exclude shareholder subscription rights also only applies if the total number of shares issued under exclusion of subscription rights does not exceed 3 % of the registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

The total number of shares issued as a result of the aforementioned authorization under exclusion of subscription rights against contributions in kind and/or cash and/or to holders of conversion or option rights or holders of convertible or warrant bonds or profit participation rights shall not exceed 3 % of registered share capital, neither at the time of coming into force nor at the time of exercising this authorization.

Other than the aforementioned authorization to exclude subscription rights, shareholder subscription rights may only be excluded, subject to approval by the supervisory board, for fractional amounts generated after applying the conversion ratio, which can no longer be equally distributed to all shareholders. This simplifies administration.

The executive board is also authorized, subject to approval by the supervisory board, to stipulate other details regarding share rights and the terms and conditions subject to which shares are issued.

The executive board will carefully analyze each individual case when making its decision to exercise its authorization to increase capital with exclusion of shareholder subscription rights. This option will be utilized if in the opinion of the executive and supervisory boards it serves the best interests of the company and thereby its shareholders.

In order to facilitate processing, the new shares can also be taken over by one or more banks (or equivalent institutions) in accordance with industry practice, provided only that they are offered to shareholders. In such case, known as indirect subscription rights pursuant to article 186, paragraph 5 of the German Stock Corporation Act (AktG), the statutory subscription rights are not materially restricted, but only handled by the banks (or equivalent institutions) instead of the company to facilitate processing.

The executive board will report on utilization of the Authorized Capital 2013 at each subsequent annual general meeting.

IV. Additional information regarding the procedure for calling the meeting

1. Total number of shares and voting rights at the time the meeting is called

At the time the meeting was called, the company's share capital totaled € 204,183,292 consisting of 204,183,292 no-par value bearer shares. Each share is granted one vote at the annual general meeting. Both the total number of shares and voting rights at the time of calling the annual general meeting is thus 204,183,292. At the time the meeting was called, the company held no treasury shares.

2. Participation in the annual general meeting and exercising voting rights

Prerequisites for participating in the annual general meeting and exercising voting rights

Only shareholders who register at the following address no later than July 25, 2013 (midnight) are entitled to participate in the annual general meeting and exercise their voting rights:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
c/o Deutsche Bank AG
Securities Production
- General Meetings -
P.O. Box 20 01 07
60605 Frankfurt/Main

Fax: +49 69 12012-86045
E-mail: WP.HV@Xchanging.com

Shareholders must also provide proof of share ownership and that they were shareholders at the start of the twenty-first day prior to the annual general meeting; that is, July 11, 2013, 12:00 a.m. (record date), via the depository institution. As for the registration, proof of ownership of shares of the company must also be received at the aforementioned address no later than July 25, 2013 (midnight). The registration and proof of share ownership must be submitted in either German or English. The confirmation does not have to be signed.

After timely receipt of the registration and proof of share ownership at the aforementioned registration office of Südzucker Aktiengesellschaft Mannheim/Ochsenfurt, the registration office sends shareholders admission tickets entitling them to participate in the annual general meeting. In order to ensure that admission tickets are received on time, we ask shareholders to please request tickets from their depository institution as early as possible. The depository institution will look after the required registration and submission of proof of required share ownership in this case. Admission tickets are issued purely for organizational purposes and do not represent any additional conditions related to participation.

The record date is the key date determining the extent to which shareholders are entitled to participate and exercise their voting rights at the annual general meeting. In terms of their relationship to the company and for the purpose of attending the annual general meeting or to exercise voting rights, only those who have provided confirmation of their shareholdings as of the record date shall be deemed to be shareholders. Changes to shareholdings after the record date are not considered. Shareholders who did not acquire their shares until after the record date may thus not participate in the annual general meeting, unless they have obtained a power of attorney to do so or authorization to exercise such rights. Shareholders who have properly registered and have submitted proof are entitled to participate in the annual general meeting and exercise their voting rights, even if they sold their shares after the record date. The record date has no impact on a shareholder's right to sell shares and is not relevant in relation to any potential dividend entitlements.

Procedure for voting by proxy

Shareholders might also cast their votes at the annual general meeting by proxy; e.g., by the depository bank, a shareholders' association, or other persons of their choice. The following should be noted:

Timely registration and proof of share ownership are also required if shareholders choose a proxy. If shareholders assign more than one person to act as their proxy, the company is entitled to reject one or more of these.

The proxy, its cancellation and proof of the authorization on behalf of the company need not be signed. Unless instructions from the shareholder to the contrary exist, the personal attendance by the shareholder at the annual general meeting shall result in cancellation of the previously assigned proxy.

When assigning financial institutions, shareholders' associations or equivalent institutions, companies and persons as described in article 135, paragraph 8 or 10 of the German Stock Corporation Act (AktG) to act as proxies, special procedures must normally be observed, the details of which should be obtained from the intended proxy. We therefore ask shareholders who wish to authorize a financial institution, shareholders' association or some other equivalent institution, company or person as outlined in article 135, paragraphs 8 and 10 of the German Stock Corporation Act (AktG) to vote on their behalf, to please coordinate with such party regarding the proper form of proxy.

Proof of assigning a proxy can be submitted to the company at the following address:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
c/o Computershare Operations Center
80249 Munich

Fax: +49 89 309037-4675

The form sent to shareholders together with the admission ticket after they have registered can be used to assign a proxy.

Procedure for voting by proxies of the company

Once again this year, the company is offering its shareholders the option to assign power of attorney to a company-appointed **independent proxy** prior to the annual general meeting. Shareholders who wish to make representatives appointed by the company their proxy can also do so using the form sent together with the annual general meeting admission ticket to shareholders who have registered. To authorize a representative nominated by the company to vote on their behalf, shareholders must issue express voting instructions on the respective agenda items. Appointed proxies are obliged to vote in accordance with the instructions they have received. They are not permitted to vote as they see fit.

Shareholders cannot participate in votes on motions regarding annual general meeting procedures, counterproposals initiated at the annual general meeting or other motions not properly submitted by shareholders prior to the annual general meeting pursuant to article 126 of the German Stock Corporation Act (AktG) and nominations pursuant to article 127 of the German Stock Corporation Act (AktG) via the persons appointed to act as proxies by the company. Neither do the appointed proxies accept any verbal communications, file objections to annual general meeting resolutions, ask questions or table motions on behalf of shareholders.

Assignments of company-appointed proxies, cancellation or proof of the authorization must be submitted on the forms provided but need not be signed. Shareholders will receive the required documents and information together with their admission ticket.

Registered shareholders are entitled to personally attend the annual general meeting even after they have assigned a company appointee to act as their proxy.

Please send proxy forms/instructions to proxies by regular **mail or fax**, to be received no later than July 31, 2013 (received by 6 p.m.) at the following address:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
c/o Computershare Operations Center
80249 Munich

Fax: +49 89 309037-4675

Electronic submission of proxies and instructions, cancellation of proxies and proof of authorization

Proxies and instructions, cancellations of proxies and proof of proxy can also be sent electronically via the company's Internet-based proxy and instruction system. The system is accessible to shareholders via:

www.suedzucker.de (Tab: Investor Relations/Annual General Meeting)

Instructions for using this tool are also provided. The following deadlines apply for assigning proxies or issuing instructions via this system:

- Proxy forms/instructions to proxies can be submitted, changed or canceled up until 6 p.m. on the day prior to the annual general meeting (July 31, 2013).

- Proxies to third parties can be assigned, proven, amended or canceled up until the adjournment of the annual general meeting.

3. Shareholder rights

Motions on amendments pursuant to article 122, paragraph 2 of the German Stock Corporation Act (AktG)

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:

www.suedzucker.de (Tab: Investor Relations/Annual General Meeting)

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

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:

www.suedzucker.de (Tab: Investor Relations/Annual General Meeting)

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:

www.suedzucker.de (Tab: Investor Relations/Annual General Meeting)

V. Other information and documents for the annual general meeting

Information at the website

This invitation to the annual general meeting, other documents published in conjunction with the annual general meeting and further information related to the annual general meeting can be downloaded from the company's website at:

www.suedzucker.de (Tab: Investor Relations/Annual General Meeting)

All information to be published by law for the annual general meeting will be available for viewing at the annual general meeting.

Voting results

The voting results determined by the chairperson of the meeting will be published at the company's website at:

www.suedzucker.de (Tab: Investor Relations/Annual General Meeting)

Publication of the invitation

The invitation to the annual general meeting was published in the Bundesanzeiger on May 23, 2013 and was sent for publication to media that are assumed will distribute the information throughout the entire European Union.

Mannheim, May 2013

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
The executive board

Südzucker Group segments

Sugar segment

Südzucker

- Belgium: 2 sugar factories
- Germany: 9 sugar factories
- France: 4 sugar factories, 1 refinery
- Poland: 5 sugar factories
- Moldova: 2 sugar factories
- Agriculture

AGRANA

- Bosnia: 1 refinery
- Austria: 2 sugar factories
- Romania: 1 sugar factory, 1 refinery
- Slovakia: 1 sugar factory
- Czech Republic: 2 sugar factories
- Hungary: 1 sugar factory

Special products segment

beneo

- Functional ingredients for food: inulin, oligofructose, Isomalt, Palatinose™, rice derivatives and wheat gluten
- Functional ingredients for animal feed
- Functional ingredients for non food and pharmaceutical sectors
- 5 production locations around the world

Freiberger

- Frozen and chilled pizza as well as frozen pasta dishes and snacks
- 5 production locations in Europe

PortionPack Europe

- Portion packs
- 5 production locations

AGRANA

- Starch for food and non-food sectors as well as bioethanol
- 5 production locations in Europe

CropEnergies segment

crop. energies

- One of the leading European manufacturers of sustainably produced bioethanol, predominantly for the fuel sector
- 3 production locations in Europe

Fruit segment

AGRANA

Fruit preparations (AGRANA Fruit)

- Fruit preparations for international food companies
- 26 production locations around the world

AUSTRIA JUICE

Fruit juice concentrates (Austria Juice)

- Fruit juice concentrates, fruit purees, natural flavors, beverage ingredients and pure juice for the fruit juice industry
- 15 production locations in Europe and China

Summary of fiscal 2012/13

- Consolidated group revenues climb 13 % to € 7,879 (6,992) million; all segments contribute.

- Consolidated group operating profit rises sharply, up 30 % to € 974 (751) million, driven mainly by the sugar segment's growth.

- Sugar segment posts higher revenue and profit, mainly due to higher sales revenues in the first half year and higher overall volume:
  - Revenues: +14 % to € 4,232 (3,728) million
  - Operating profit: € 710 (511) million

- Special product segment's revenues rise slightly, while operating profit declines as expected, driven especially by sharply higher commodity costs in the starch division:
  - Revenues: +3 % to € 1,862 (1,806) million
  - Operating profit: € 132 (149) million

- CropEnergies growth momentum unabated, with further significant increases in revenues and operating profit driven by higher ethanol volumes and higher ethanol, food and animal feed sales revenues:
  - Revenues: +22 % to € 645 (529) million
  - Operating profit: € 87 (53) million

- Fruit segment revenues and operating profit rise sharply because of higher volumes and higher sales revenues, as well as the first-time consolidation of Austria Juice:
  - Revenues: +23 % to € 1,140 (929) million
  - Operating profit: € 45 (38) million

- Cash flow tracks excellent operating profit growth and rises to € 996 (823) million.

- Investments rise to € 521 (286) million, due mainly to the acquisition of ED&F Man.

- Net financial debt cut substantially to € 464 (791) million.

Report of the executive board

Dear shareholders,

let's let the numbers speak for themselves: We can be quite proud of revenues of € 7.9 (7.0) billion and an operating profit of € 974 (751) million. We were able to extend last year's growth and even exceed it once again, especially in the first half of the fiscal year. The continued strong profit growth is also reflected in our cash flow, which came in at € 996 (823) million, and in our earnings per share of € 3.08 (1.99).

The supervisory and executive boards want you, dear shareholders, to be part of this extraordinary success and will again recommend at the annual general meeting that the dividend be increased by 20 cents to € 0.90 per share.

A few words about our capital structure: We further reduced our net financial debt after successfully repurchasing our convertible bond. The settlement was financed by a capital increase. We also wanted to simplify our financing structure and improve our financial flexibility. The capital increase drove our free float higher and thus also our weighting on the MDAX®.

We received good news from the EU Commission twice last fiscal year: On April 4, 2012, the Commission approved the fruit segment's AUSTRIA JUICE GmbH joint venture. On May 16, 2012, we received approval for our 25 % minus one share investment in the British trading company ED&F Man.

The sugar segment delivered a major contribution to our success in the 2012/13 fiscal year just ended, as can be seen by the significantly higher reported revenues, which rose to € 4,232 (3,728) million, and the almost 40 % higher reported operating profit of € 710 (511) million. In other words, last year's growth continued. Higher sugar sales revenues drove the strong growth, especially in the first half of the fiscal year. Furthermore, the larger harvest in 2011 resulted in higher exports in line with available export licenses. As expected, this growth weakened in the second half of the fiscal year. Sugar price levels in Europe, which had come under considerable pressure during the reform phase of the European sugar policies, again rose in fiscal 2012/13.

The cornerstone of the successful 2013/14 fiscal year was laid with the 2012 campaign when – following a record harvest in 2011 – 28.7 (31.3) million tonnes of sugar beets were processed and 4.9 (5.4) million tonnes of sugar were produced. Europe's production of sugar from beets provides a reliable supply for sugar users. In addition, together with our partner, the Mauritius Sugar Syndicate (MSS), we import sugar for the European domestic market, which no longer has the production capacity to fully service its own demand. We responded early to the net import status of the EU by entering into a long-term partnership with MSS so that ultimately, we could guarantee security of supply for our customers. MSS and Südzucker bear joint responsibility in this endeavor. Our investment in the British trading house ED&F Man aims to further strengthen our sugar trading activities.

Our special product segment's companies service a wide range of customers. What they all have in common, is that their businesses are sensitive to the state of the overall economy and that the market environment is challenging. In spite of this, the BENEO, Freiberger, PortionPack Europe and AGRANA starch divisions have successfully prevailed, even though predictably they were not able to fully build on last year's achievements. Despite the higher revenues of € 1,862 (1,806) million, these divisions' operating profit declined to € 132 (149) million. The starch division in particular was unable to extend last year's unusually strong results due to sharply higher commodity costs.

The CropEnergies segment's success story continues: We were able to produce and sell a higher volume of ethanol and at the same time generate higher sales revenues from food and animal feed containing proteins, which drove revenues to € 645 (529) million. Operating profit grew faster than revenues to € 87 (53) million, reinforcing CropEnergies' dynamic growth in the fiscal year just ended. The segment's share of consolidated group revenues and operating profit is approaching 10 %.

We were able to take a major step toward strengthening the fruit segment's fruit juice concentrates division's market position and competitiveness by merging Ybbstaler and AGRANA to form the joint venture AUSTRIA JUICE GmbH. This merger, together with other strategic adjustments made in the past, also reflect in the numbers of the fiscal year just ended: Revenues rose to € 1,140 (929) million and operating profit to € 45 (38) million. Higher volumes and higher sales revenues had a significant impact and enabled the division to offset higher costs. Optimizing our raw material procurement also bore fruit – literally.

In all of our segments, we continuously strive to optimize raw material procurement and ensure agricultural materials are available as needed. The world population continues to expand, demand for agricultural commodities is steadily increasing, climate change has an ever greater impact on plant development and harvest conditions and the available products are increasingly diverse. We track and evaluate these trends and align our corporate strategies accordingly.

Unusually successful business years create expectations that there is only one direction: up. In reality however, there are limits to growth, and periods of consolidation are essential. Even though the overall economic situation and the networking of the global village make it increasingly difficult to forecast reliably, we want to present an outlook: In the current fiscal year 2013/14, consolidated group revenues will decline slightly and operating profit – after the record results in 2012/13 – will decline noticeably to about € 825 million; however, our results will continue to be in the high range, as will the return on the capital invested in the company.

Everyone contributes to our success – and for this we would like to thank our employees – who again worked passionately for the company last year – our suppliers, our customers and our shareholders, all of whom accompany us on our journey as we sustainably develop the company. Our goal in fiscal 2013/14 continues to be to utilize the capital you have invested in us responsibly, as we have always done in the past.

Sincerely,
Südzucker AG Mannheim/Ochsenfurt
Executive board

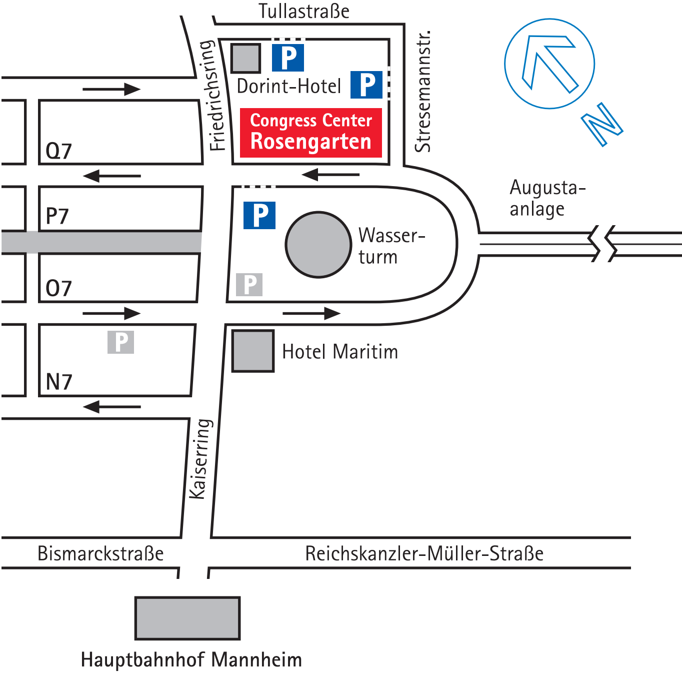
Key figures

		2012/13	2011/12
Revenues and earnings			
Revenues	€ million	7,879	6,992
EBITDA	€ million	1,248	1,015
EBITDA margin	%	15.8	14.5
Depreciation on fixed assets and intangible assets	€ million	-274	-264
Operating profit	€ million	974	751
Operating margin	%	12.4	10.7
Restructuring/special items	€ million	-17	8
Income from operations	€ million	957	759
Net earnings for the year	€ million	735	515
Cash flow and investments			
Cash flow	€ million	996	823
Investments in fixed assets[1]	€ million	338	276
Investments in financial assets/ acquisitions	€ million	183	10
Total investments	€ million	521	286
Performance			
Fixed assets[1]	€ million	2,676	2,605
Goodwill	€ million	1,147	1,141
Working capital	€ million	2,015	1,848
Capital employed	€ million	5,950	5,707
Return on capital employed	%	16.4	13.2
Capital structure			
Total assets	€ million	8,805	8,289
Shareholders' equity	€ million	4,731	3,969
Net financial debt	€ million	464	791
Net financial debt to cash flow ratio		0.5	1.0
Equity ratio	%	53.7	47.9
Net financial debt as % of equity (Gearing)	%	9.8	19.9
Employees		17,940	17,489

[1] Including intangible assets.

Approach

Congress Center Rosengarten, Mannheim



Approach by car

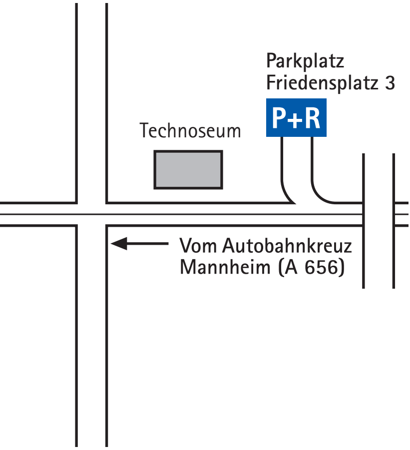
- Motorway A 656 direction Mannheim
- Please use the Friedensplatz 3 P+R park-and-ride lot off the A 656. From there you can hop on a continuously running shuttle bus that will take you to the Congress Center Rosengarten.

P Parking opportunities

A limited number of free parking spaces are also available at the following downtown parking garages:

- Parking garage Wasserturm (Water tower)
- Parking garage of Congress Center Rosengarten
- Parking garage of Dorint-Hotel

When you enter the parking garage, simply show your entry pass and you will receive a ticket (if available) that you will be able to use when exiting.



Please note that you can only enter the Congress Center Rosengarten via the main doors (Rosengarten plaza); not via the underground parking garage.

Approach by railway

- Main station Mannheim
- Light rail line 5, Rosengarten stop
- Light rail lines 3 and 4, Wasserturm stop
- Bus numbers 60, 63, 64, Wasserturm stop
- Alternatively footwalk from main station to Congress Center Rosengarten (c. 10 – 15 minutes)

Arrival via the Rhein-Neckar (VRN) public transit system

An entry pass to the annual general meeting entitles shareholders to travel on all buses, streetcars and authorized trains (DB: RE, RB and S-Bahn – all in second class) that are part of the Rhein-Neckar public transit system, on the day of the event (August 1, 2013) and the following day until 3 a.m. Further information is available at www.vrn.de.

Financial calendar

Q1 – 1st quarter report 2013/14	July 11, 2013
Annual general meeting for fiscal 2012/13	August 1, 2013
Q2 – 1st half year report 2013/14	October 10, 2013
Q3 – 3rd quarter report 2013/14	January 13, 2014
Press and analysts' conference fiscal 2013/14	May 15, 2014
Q1 – 1st quarter report 2014/15	July 10, 2014
Annual general meeting for fiscal 2013/14	July 17, 2014

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Südzucker Group on the Internet

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We would be pleased to send you either the complete German or English version of Südzucker AG's annual report and financial statements. The annual report (in German and English) and the Südzucker AG financial statements can be downloaded in PDF format from Südzucker's website at www.suedzucker.de/en/Downloads/Berichte.