

Annual Shareholder's Meeting Südzucker AG Mannheim/Ochsenfurt on July 17, 2014 in Mannheim

The number of shares being present at the Annual Shareholder's Meeting held on July 17, 2014 amounted to:

204.183.292 Capital Stock (ordinary shares)

thereof represented: **156.102.710** ordinary shares,

this is equivalent to an attendance of **76,45%** of total ordinary shares outstanding.

The votes of the agenda items had the following results:

ITEM 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 fiscal year 2013/14, 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 fiscal year 2013/14 and the report of the supervisory board.

No resolution required.

ITEM 2 - Appropriation of retained earnings

ADOPTED

155.713.885	Shares for which valid votes were cast	(=	76,26%	of capital stock)
155.498.534	Yes Votes		99,86%	
215.351	No Votes		0,14%	

ITEM 3 - Formal Approval to the actions of the members of the executive board for the fiscal year 2013/14

ADOPTED

154.956.861	Shares for which valid votes were cast	(=	75,89%	of capital stock)
152.680.017	Yes Votes		98,53%	
2.276.844	No Votes		1,47%	

ITEM 4 - Formal Approval to the actions of the members of the supervisory board for the fiscal year 2013/14

ADOPTED

155.285.415	Shares for which valid votes were cast	(=	76,05%	of capital stock)
152.518.648	Yes Votes		98,22%	
2.766.767	No Votes		1,78%	

ITEM 5 - Election of the auditors and group auditors for the fiscal year 2014/15

ADOPTED

155.673.379	Shares for which valid votes were cast	(=	76,24%	of capital stock)
155.544.581	Yes Votes		99,92%	
128.798	No Votes		0,08%	

ITEM 6 - Election of supervisory board members

Mrs. Veronika Haslinger

ADOPTED

155.894.258	Shares for which valid votes were cast	(=	76,35%	of capital stock)
143.240.046	Yes Votes		91,88%	
12.654.212	No Votes		8,12%	

Mrs. Susanne Kunschert

ADOPTED

155.887.462	Shares for which valid votes were cast	(=	76,35%	of capital stock)
155.720.588	Yes Votes		99,89%	
166.874	No Votes		0,11%	

ITEM 7 - Amendment of article 1 of the Articles of Incorporation (name, registered office)

ADOPTED

155.924.250	Shares for which valid votes were cast	(=	76,36%	of capital stock)
155.548.356	Yes Votes		99,76%	
375.894	No Votes		0,24%	

ITEM 8 - Amendment of article 12, paragraphs 1 and 2 of the Articles of Incorporation (supervisory board remuneration) ADOPTED

155.476.779	Shares for which valid votes were cast	(=	76,15%	of capital stock)
146.989.196	Yes Votes		94,54%	
8.487.583	No Votes		5,46%	

ITEM 9 - Approval of the amendment to existing Control and Profit Transfer Agreements with subsidiaries

ITEM 9a - Approval of the amendment agreement on the control and profit transfer agreement with Südzucker Verwaltungs GmbH agreed on May 5, 2014 ADOPTED

155.894.142	Shares for which valid votes were cast	(=	76,35%	of capital stock)
155.821.431	Yes Votes		99,95%	
72.711	No Votes		0,05%	

ITEM 9b - Approval of the amendment agreement on the control and profit transfer agreement with BGD Bodengesundheitsdiens GmbH agreed on May 5, 2014 ADOPTED

155.893.095	Shares for which valid votes were cast	(=	76,35%	of capital stock)
155.820.280	Yes Votes		99,95%	
72.815	No Votes		0,05%	

ITEM 9c - Approval of the amendment agreement on the control and profit transfer agreement with Südtrans GmbH agreed on May 5, 2014 ADOPTED

155.894.453	Shares for which valid votes were cast	(=	76,35%	of capital stock)
155.816.915	Yes Votes		99,95%	
77.538	No Votes		0,05%	

ITEM 9d - Approval of the amendment agreement on the control and profit transfer agreement with Südzucker Tiefkühl-Holding GmbH agreed on May 5, 2014 ADOPTED

155.890.148	Shares for which valid votes were cast	(=	76,35%	of capital stock)
155.816.511	Yes Votes		99,95%	
73.637	No Votes		0,05%	