

## **Südzucker AG, Mannheim**

**Annual general meeting on 19 July 2018**

### **Information on participation/Proxy-voting**

#### **Conditions for participating in the annual general meeting and exercising voting rights**

Only shareholders who have registered with the company at the following address no later than 12 July 2018 (midnight) are entitled to participate in the Annual General Meeting and exercise their voting rights:

Südzucker AG  
c/o Deutsche Bank AG  
Securities Production  
– General Meetings –  
P.O. Box 20 01 07  
60605 Frankfurt / Main  
Germany

Fax: +49 69 12012-86045

E-mail: [wp.hv@db-is.com](mailto:wp.hv@db-is.com)

Shareholders must also provide proof of share ownership from the depository institution that they were shareholder at the start of the twenty-first day prior to the Annual General Meeting, i.e. 28 June 2018, 12 a.m. (record date). As with the registration, proof of ownership of shares in the company must also be received at the aforementioned address no later than 12 July 2018 (midnight). The registration and proof of share ownership must be submitted in either German or English, text form is sufficient.

After timely receipt of registration and proof of share ownership at the aforementioned registration office on behalf of Südzucker AG, the registration office will send 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 such case. Admission tickets are issued purely for organisational 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 have purchased their shares after the record date thus are not entitled to participate in the Annual General Meeting, unless they have obtained a power of attorney to do so or authorisation to exercise such rights. Shareholders who have properly registered and have submitted proof are entitled to participate in the Annual General Meeting and to 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 can also cast their votes at the Annual General Meeting by proxy, e.g. by the depositary 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 authorisation to the company must be provided in text form. In the absence of any other declaration of intent, the personal attendance of a shareholder at the Annual General Meeting shall result in the cancellation of the previously assigned proxy.

When assigning financial institutions, shareholders' associations or equivalent institutions, companies and persons as described in section 135 (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 authorise a financial institution, shareholders' association or some other equivalent institution, company or person as outlined in section 135 (8) and (10) 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 AG  
c/o Computershare Operations Center  
80249 Munich  
Germany

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 company-appointed proxies 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 authorise a representative appointed 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, counter motions initiated at the Annual General Meeting or other motions not properly submitted by shareholders prior to the Annual General Meeting pursuant to section 126 AktG and nominations pursuant to section 127 AktG via the persons appointed by the company to act as proxies. The appointed proxies also do not 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 authorisation must be submitted in text form. 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-appointed proxy.

Please send proxy forms and instructions to proxies of the company by regular mail or fax, to be received no later than 18 July 2018 (by 6 p.m.) at the following address:

Südzucker AG  
c/o Computershare Operations Center  
80249 Munich  
Germany

Fax: +49 89 309037-4675

#### **Electronic submission of proxies and instructions, cancellation of proxies and proof of authorisation**

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

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

Instructions for using this system 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 cancelled up until 6 p.m. on the day prior to the Annual General Meeting (18 July 2018).
- Proxies to third parties can be assigned, proven, changed or cancelled up until the end of the Annual General Meeting.