

**Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
(Mannheim)**

Annual General Meeting on 17 July 2014

Information on shareholder rights pursuant to article 122 paragraph 2, article 126 paragraph 1, article 127, article 131 paragraph 1 of the German Stock Corporation Act (AktG)

Following are explanatory details pursuant to article 121 paragraph 3, number 3 German Stock Corporation Act regarding the rights of shareholders as set forth in articles 122 (2), 126 (1), 127 and 131 (1) German Stock Corporation Act (AktG).

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 June 16, 2014. 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

For motions on amendments pursuant to article 122 paragraph 2 sentence 1 the provisions as set forth in articles 122 paragraph 1 sentence 3 in connection with article 142 paragraph 2 sentence 2 of the German Stock Corporation Act are applying accordingly. The last-mentioned provision stipulates that applicants have to prove their ownership of shares for at least three months before the day of the Annual General Meeting and that they hold the shares until resolution of the motion on amendment. For calculation of this deadline article 70 of the German Stock Corporation act is to be considered.

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 German Federal Gazette (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/> (tab: Investor Relations / Annual General Meeting)

The above shareholder rights are based on the following provisions of the German Stock Corporation Act:

Article 122 para. 1 and para. 2 German Stock Corporation Act

(1) A shareholders' meeting shall be called if shareholders whose aggregate Shareholding equals or exceeds one-twentieth of the share capital request such meeting in writing, stating the purpose and the grounds therefore; such request shall be addressed to the executive board. The articles of incorporation may provide that the right to request calling of a shareholders' meeting shall require a different form and the holding of a lower portion of the share capital. Article 142 para. 2 sentence 2 shall apply analogously.

(2) In the same manner, shareholders whose aggregate shareholding equals or ex

ceeds one-twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be included in the agenda and published. Each new item must be substantiated or accompanied by the wording of the proposed resolution. The request within the meaning of sentence 1 must have been received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to the meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.

Article 142 para. 2 sentence 2 German Stock Corporation Act (excerpt)

(...)

(2) (...) –Sentence 2- The applicants have to prove that they are owner of the shares for at least three months before the day of the Annual General Meeting and that they hold the shares until the decision about the application.

(...)

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 or supervisory board members. 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: +49 621 421-449

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

Proper countermotions and nominations submitted by shareholders and received at the aforementioned address at least fourteen days prior to the date of the annual general meeting; i.e., no later than July 2, 2014 (midnight), will be immediately published at the following website:

<http://www.suedzucker.de/en/> (tab: Investor Relations / Annual General Meeting)

Any comments from the executive board 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 pursuant to 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 need not be published if it is longer than 5,000 characters. Furthermore, neither must nominations of supervisory board members be published if no information is enclosed about the memberships of the recommended candidates in other legally required supervisory boards as stipulated in article 125, paragraph 1, clause 5 of the German Stock Corporation Act.

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.

The above shareholders rights are based on the following provisions of the German Stock Corporation Act:

Article 124 German Stock Corporation Act - Announcement of supplementary items; proposals for decision-making (excerpt)

(...)

(3) (...) –Sentence 4- The proposal for the election of members of the supervisory board or auditors has to include their name, their current profession and their place of residence.

(...)

Article 126 German Stock Corporation Act - Counter motions by Shareholders

(1) Motions by shareholders including the shareholder's name, the statement of Grounds therefore and any comments of the executive board shall be made available to the relevant persons to be notified pursuant to article 125 paras. 1 to 3 German Stock Corporation Act under the conditions set forth therein, provided that the shareholder has sent to the relevant address stated in the convening notice a counter-motion against a proposal of the executive board and the supervisory board with respect to a particular item of the agenda, including a statement of grounds for the countermotion, no later than 14 days prior to the meeting of the company. The date of receipt shall not be taken into account. In the case of listed companies, the aforementioned information must be made available in the website of the company. Article 125 para. 3 German Stock Corporation Act shall apply analogously.

(2) A counterproposal and supporting information need not be made accessible if:

- 1. the executive board would by reason by such accessibility become criminally liable;*
- 2. the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;*

3. the reasons contain statements which are manifestly false or misleading in material respects or which are libelous;
4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to article 125;
5. the same counterproposal of such shareholder based on essentially identical supporting information has already been made available pursuant to article 125 to at least two shareholders' meetings less than one-twentieth of the capital stock represented has voted in favor of such counterproposal;
6. the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or
7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his/her behalf a counterproposal communicated by him/her.

The supporting information need not be made accessible if it exceeds a total of 5,000 characters.

(3) If several shareholders make counter-motions in respect to the same subject matter to be resolved, the executive board may combine such counter-motions and the respective statements of grounds.

Article 127 German Stock Corporation Act - Nominations by Shareholders

Article 126 shall apply analogously to a proposal by a shareholder for the election of members of the supervisory board or external auditors. Such proposal needs not to be substantiated. The executive board is under no obligation to make available the proposal unless it contains the information required under article 124 para. 3 sentence 3 and article 125 para. 1 sentence 5 German Stock Corporation Act.

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

Article 131, paragraph 1 of the German Stock Corporation Act 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.

These shareholder rights are based on the following provisions of the German Stock Corporation Act:

Article 131 German Stock Corporation Act - Rights of Shareholders to Information

(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the executive board regarding the company's affairs, to the extent that such information is necessary for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. If a company makes use of the simplified procedure pursuant to article 266 para. 1 sentence 3, section 276 or article 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure had not been applied. A parent enterprise's (article 290 paras. 1 and 2 of the German Commercial Code) executive board's duty to inform in the shareholders' meeting that considers the consolidated financial statement and consolidated management report shall extend to the outlook of the group and the enterprises included in the consolidated financial statement.

(2) The information provided shall comply with the principles of conscientious and

accurate accounting. The articles or the rules of procedure pursuant to article 129 German Stock Corporation Act may authorise the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules thereon.

(3) The executive board may refuse to provide information:

- 1. to the extent that providing such information is, according to the sound business judgment, likely to cause material damage to the company or an affiliated enterprise;*
- 2. to the extent that such information relates to tax valuations or the amount of certain taxes;*
- 3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;*
- 4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of article 264 (2) of the German Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
- 5. if provision thereof would render the executive board criminally liable;*
- 6. insofar as, in the case of credit institutions or financial services institutions, information need not be given on methods of classification and valuation applied and setoffs made in the annual financial statements and management's discussion and analysis thereof;*
- 7. if the information is continuously available on the Internet website of the company for at least seven days prior to the beginning and during the shareholders' meeting.*

The provision of information may not be refused for other reasons.

(4) If information has been provided outside a shareholders' meeting to a shareholder

by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The executive board may not refuse to provide such information on the grounds of article 3 sentence 1 Nos. 1 to 4 German Stock Corporation Act. Sentences 1 and 2 shall not apply if a subsidiary (article 290 paras. 1 and 2 of the German Commercial Code), a joint venture (article 310 para. 1 of the German Commercial Code) or an affiliate (article 311 para. 1 of the German Commercial Code) provides the information to a parent company (article 290 paras. 1 and 2 of the German Commercial Code) for the purpose of inclusion in the consolidated annual financial statement of the parent company and the information is required for this purpose.

(5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.

Furthermore the chairman of the meeting is entitled to several direction and regulatory measures during the Annual General Meeting. These include the limitation of right to speak and the right to ask questions. The underlying provisions of the articles of incorporation of the company are as follows:

Article 16 paragraph 4 of the articles of incorporation of Südzucker AG – Chairmanship at the Annual General Meeting (excerpt)

(...)

(4) The chairman is allowed to limit the right to ask and the right to speak to a reasonable time; as appropriate he is particularly authorized to limit the question time and/or the speaking time of individuals or of all shareholders, on individual items or on all items of the Annual General Meeting, at the beginning or during the course of the Annual General Meeting, provided that it is required to arrange the conclusion of the debate with respect to a correct procedure of the Annual General Meeting.