

Südzucker AG, Mannheim

Virtual Annual General Meeting on 16 July 2020

PARTICIPATION IN THE VIRTUAL ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS

a) Conditions for participating in the virtual Annual General Meeting and exercising voting rights

Only shareholders who have registered with the company at the following address **by 9 July 2020 (12:00 midnight) at the latest** will be entitled to participate in the virtual Annual General Meeting and to exercise 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

Shareholders must also provide proof of share ownership from the depository institution that they were the shareholder at the start of the twenty-first day prior to the Annual General Meeting, **i.e. 25 June 2020, 12:00 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 9 July 2020 (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 shareholding at the aforementioned registration office of Südzucker AG, the registration office will send shareholders the confirmations of admission referred to as “confirmation of registration” entitling them to participate in the virtual Annual General Meeting. **In order to ensure that confirmations of registration for the virtual Annual General Meeting are received on time, we ask shareholders to please request confirmation**

of registration for the virtual Annual General Meeting 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. Confirmations of registration for the virtual Annual General Meeting are purely an organisational tool.

The record date is the key date determining the extent to which shareholders are entitled to participate and exercise their voting rights at the virtual Annual General Meeting. In terms of their relationship to the company and for the purpose of attending the virtual Annual General Meeting and 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 purchased their shares after the record date are thus not entitled to participate in the virtual Annual General Meeting nor exercise their voting rights, 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 also entitled to participate in the virtual 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.

b) Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies

In light of the current COVID-19 pandemic, the Executive Board has decided, with the approval of the Supervisory Board, that the Annual General Meeting on 16 July 2020 will be held as a **virtual Annual General Meeting without the physical presence of shareholders or their proxies** in accordance with Art. 2 section 1 (2) in conjunction with (6) of the COVID-19 Act.

Consequently, shareholders and their proxies cannot physically participate in the Annual General Meeting. Instead, you have the options set out in aa) to dd) to participate in the virtual Annual General Meeting via the Aktionärsportal¹ (shareholder portal). You can access the Aktionärsportal (shareholder portal) at

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

¹ Annotation: The Aktionärsportal (shareholder portal) is only available in German language.

with the access code, which you will receive with the registration confirmation for the virtual Annual General Meeting.

aa) Audio and video transmission on the Internet

Duly registered shareholders and their proxies can follow the entire Annual General Meeting **on 16 July 2020 from 10:00 a.m.** via audio and video transmission on the Internet. Please use the “Livestream” function in the Aktionärsportal (shareholder portal) (see b) above).

The interested public can watch the opening of the virtual Annual General Meeting by the Chairman of the Meeting and the speech by the Chairman of the Executive Board **on 16 July 2020** live on the web **from 10:00 a.m.** onwards without any access restrictions at www.suedzucker.de/en (tab: Investor Relations/Annual General Meeting). This part will also be available as a recording after the Annual General Meeting.

bb) Exercise of voting rights

Duly registered shareholders and their proxies may only exercise their voting rights by electronic postal vote or by issuing power of attorney and instructions to the company proxies. Further explanations regarding the exercise of voting rights, the procedure for casting votes and changes in the exercise of voting rights can be found under c), d) and e).

cc) Possibility to ask questions

Duly registered shareholders and their proxies may submit questions **until midnight on 13 July 2020**. This is only possible via the Aktionärsportal (shareholder portal) (see b) above). Please use the “Frageneinreichung” (question submission) function in the Aktionärsportal (shareholder portal). No questions can be asked during the Annual General Meeting.

You can find further explanations regarding the possibility to ask questions in Section “3. Shareholder rights”.

dd) **Opportunity to object to resolutions of the Annual General Meeting**

Duly registered shareholders and their proxies who have exercised their voting rights in accordance with bb) may object to one or more resolutions of the Annual General Meeting during the Annual General Meeting, i.e. at the latest until the end of the Annual General Meeting. This is only possible via the Aktionärsportal (shareholder portal) (see b) above). Please use the “Widerspruch” (objection) function in the Aktionärsportal (shareholder portal).

You can find further explanations regarding the possibility to object in Section “3. Shareholder rights”.

ee) **Please note**

The company cannot guarantee that transmission on the Internet will run smoothly without any technical hitches and will reach every duly registered shareholder or proxy. We therefore recommend that you make early use of the above-mentioned participation options, in particular to exercise your voting rights.

c) **Procedure for voting by electronic postal vote**

Shareholders entitled to vote and their proxies may exercise their voting rights by electronic postal vote. Please use the “per Briefwahl abstimmen” (vote by postal vote) function in the Aktionärsportal (shareholder portal) (see b) above). The possibility of exercising voting rights by postal vote applies until the start of voting at the Annual General Meeting.

d) **Procedure for voting by proxy**

Duly registered shareholders can also cast their votes at the Annual General Meeting by proxy, e.g. an intermediary, 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.

When authorising intermediaries, shareholders' associations, voting consultants or persons or institutions treated as such in accordance with section 135 (8) German Stock Corporation Act (Aktiengesetz), special considerations must generally be taken into account, which should be obtained from the respective proxy. We therefore ask shareholders who wish to authorise intermediaries, shareholders' associations, voting consultants or persons or institutions treated as such in accordance with section 135 (8) German Stock Corporation Act (Aktiengesetz) 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 address:

Südzucker AG
c/o Computershare Operations Center
80249 Munich
Germany

Fax: +49 89 309037-4675

The form sent to shareholders together with the registration confirmation for the virtual Annual General Meeting after they registered can be used to assign a proxy.

Powers of attorney, revocation of powers of attorney and proof of authorisation can **also** be sent **electronically** via the company's Aktionärsportal (shareholder portal). The Aktionärsportal (shareholder portal) can be accessed by shareholders and their proxies via:

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

There you will also find further information on how to use the Aktionärsportal (shareholder portal).

Power of attorney to third parties can be assigned, proven, changed or revoked via the Aktionärsportal (shareholder portal) up until the end of the Annual General Meeting. Please use the "Vollmacht an Dritte" (power of attorney to third parties) function in the Aktionärsportal (shareholder portal) (see b) above).

Proxies cannot physically attend the Annual General Meeting either, but are restricted to the participation options as described in the section “Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies” (see b) above). They must cast their votes either by electronic postal vote or by issuing a voting proxy and instructions to the company proxies (see the sections entitled “Procedure for voting by electronic postal vote” in c) above and “Procedure for voting by proxies of the company” in e) below).

e) Procedure for voting by proxies of the company

The company is offering its shareholders and their proxies the option of assigning power of attorney to a **proxy** designated by the company who will vote on their behalf in accordance with their voting instructions. Shareholders who wish to grant power of attorney to proxies appointed by the company ahead of the Annual General Meeting can also do so using the form sent together with the registration confirmation for the virtual Annual General Meeting to shareholders after registration. 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, countermotions or other motions within the meaning of section 126 German Stock Corporation Act (Aktengesetz) and nominations within the meaning of section 127 German Stock Corporation Act (Aktengesetz) 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 question 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 registration confirmation for the virtual Annual General Meeting.

Registered shareholders can participate virtually in the Annual General Meeting even after they have granted power of attorney to the proxies appointed by the company (see b)).

Please send proxy forms and instructions to proxies of the company by **regular mail or fax, to be received no later than 15 July 2020 (by 6:00 p.m.)** at the following address:

Südzucker AG
c/o Computershare Operations Center
80249 Munich
Germany

Fax: +49 89 309037-4675

Powers of attorney and instructions to proxies can **also** be sent **electronically** via the company's Aktionärsportal (shareholder portal). The Aktionärsportal (shareholder portal) can be accessed by shareholders via:

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

There you will also find further information on how to use the Aktionärsportal (shareholder portal). Powers of attorney and instructions to proxies can also be issued, changed or revoked via the Aktionärsportal (shareholder portal) during the Annual General Meeting until the start of voting.

During the Annual General Meeting, please use the "Vollmacht mit Weisung an die Stimmrechtsvertreter der Gesellschaft" (power of attorney with instruction to company proxies) function in the Aktionärsportal (shareholder portal) (see b)).