Invitation

for the virtual Annual General Meeting

on Thursday, 16 July 2020

FUTURE



INVITATION AND AGENDA FOR THE VIRTUAL ANNUAL GENERAL MEETING

of Südzucker AG, Mannheim,

on Thursday, 16 July 2020 at 10 a.m. CEST

Securities ID: 729 700 ISIN DE 0007297004

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We invite our shareholders to attend the

Annual General Meeting

to be held on Thursday, 16 July 2020, at 10 a.m. CEST, exclusively as a virtual Annual General Meeting without the physical presence of shareholders or their proxies.

PLEASE NOTE:

In light of the current COVID-19 pandemic, 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 German act on mitigation of the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings (Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht) dated 27 March 2020 (hereinafter referred to as: "COVID-19 Act"). Please refer to the information in Section III. under "ADDITIONAL INFORMATION REGARDING THE CONVENING OF AND NOTES ON THE ANNUAL GENERAL MEETING".

The venue for the Annual General Meeting within the meaning of the German Stock Corporation Act (Aktiengesetz) is the company's premises, Maximilianstraße 10, 68165 Mannheim, Germany.

I. AGENDA

- Present the adopted annual financial statements and management report (including notes to the statements pursuant to section 289a (1) of the German Commercial Code (Handelsgesetzbuch)) for the fiscal year 2019/20, the approved consolidated financial statements and management report (including notes to the disclosed information pursuant to section 315a (1) of the German Commercial Code (Handelsgesetzbuch)) for the fiscal year 2019/20 and the report of the Supervisory Board
- 2. Appropriation of retained earnings
- Formal approval of the actions of the members of the Executive Board for the fiscal year 2019/20
- Formal approval of the actions of the members of the Supervisory Board for the fiscal year 2019/20

- Election of the auditors and group auditors for the fiscal year 2020/21 and the auditor for a potential review of any financial information during the year
- Resolution on amendments to section 15 of the Articles of Incorporation
- Approval of the profit transfer agreement between Südzucker AG and Freiberger Holding GmbH

II. PROPOSED RESOLUTIONS

ITEM 1

Present the adopted annual financial statements and management report (including notes to the statements pursuant to section 289a (1) of the German Commercial Code (Handelsgesetzbuch)) for the fiscal year 2019/20, the approved consolidated financial statements and management report (including notes to the disclosed information pursuant to section 315a (1) of the German Commercial Code (Handelsgesetzbuch)) for the fiscal year 2019/20 and the report of the Supervisory Board In its meeting on 13 May 2020, the Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements are thus adopted. In accordance with applicable law, there is thus no resolution required regarding this item.

ITEM 2

Appropriation of retained earnings

The Executive Board and the Supervisory Board propose that the net retained earnings of Südzucker AG for fiscal year 2019/20 of € 47,251,973.89 be used as follows:

Distribution of a dividend of € 0.20 per share
on 204,183,292 no-par value bearer shares
Earnings carried forward
Retained earnings
40,836,658.40 €
6,415,315.49 €
47,251,973.89 €

The number of dividend-bearing shares may change by the date of the Annual General Meeting. In such case, an amended recommendation regarding appropriation of retained earnings will be presented to shareholders at the Annual General Meeting, which will reflect an unchanged dividend per dividend-bearing share and amended earnings carried forward.

In accordance with section 58 (4) sentence 2 of the German Stock Corporation Act (Aktiengesetz), the entitlement to payment of the dividend is due on the third business day following the Annual General Meeting, therefore on 21 July 2020.

ITEM 3

Formal approval of the actions of the members of the Executive Board for the fiscal year 2019/20

The Supervisory Board and the Executive Board propose that formal approval of the actions of the members of the Executive Board be given for the fiscal year 2019/20.

ITEM 4

Formal approval of the actions of the members of the Supervisory Board for the fiscal year 2019/20

The Executive Board and Supervisory Board propose that formal approval of the actions of the members of the Supervisory Board be given for the fiscal year 2019/20.

ITEM 5

Election of the auditors and group auditors for the fiscal year 2020/21 and the auditor for a potential review of any financial information during the year

The Supervisory Board proposes, based on the recommendation by the Audit Committee, in accordance with Art. 16 (2) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Statutory Audit Regulation), that Pricewaterhouse-Coopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as auditor and Group auditor for the fiscal year 2020/21 and as auditor for a potential review of any financial information during the year for the fiscal year 2020/21 and for the first quarter of the fiscal year 2021/22.

In its recommendation, the Audit Committee stated that it is free from undue influence by third parties and that no clause of the kind referred to in Art. 16 (6) of the EU Statutory Audit Regulation has been imposed on it.

ITEM 6

Resolution on amendments to section 15 of the Articles of Incorporation

The requirements for the proof to be furnished for attendance at the Annual General Meeting and the exercise of voting rights are amended by the Act on the Implementation of the Second Shareholders' Rights Directive of 12 December 2019 (ARUG II) In the case of bearer shares of listed companies, according to the amended section 123 (4) sentence 1 German Stock Corporation Act (Aktiengesetz), proof of the last intermediary in accordance with the newly inserted section 67c (3) German Stock Corporation Act (Aktiengesetz) shall suffice for attendance at the Annual General Meeting or the exercise of voting rights in the future. In accordance with the existing section 15 (2) of the Articles of Incorporation of Südzucker AG, proof of the right to attend the Annual General Meeting shall be provided by submitting confirmation of the shareholding issued by the depositary institution in text form and in the German or English language. The new version of the provision contained in section 15 (2) of the Articles of Incorporation proposed for resolution takes account of the change in the law.

Furthermore, the possibility of attending the Annual General Meeting is to be modernised and at the same time made easier. To this end, two new paragraphs 4 and 5 are to be added to the unchanged existing paragraph 3 of the current version of section 15.

The statutory amendments to section 123 (4) sentence 1 German Stock Corporation Act (Aktiengesetz) and the newly envisaged section 67c German Stock Corporation Act (Aktiengesetz) will only apply from 3 September 2020, and for the first time to annual general meetings convened after 3 September 2020. In order to avoid a possible deviation of the provisions of the Articles of Incorporation from statutory law regarding such proof for attending the company's Annual General Meeting or the exercise of voting rights from this point in time, the amendment of the Articles of Incorporation is to be resolved now. The Executive Board is to ensure that the amendments to the Articles of Incorporation proposed for resolution under Agenda Item 6 do not take effect until 3 September 2020 by submitting a corresponding filing to the commercial register.

The Executive Board and the Supervisory Board propose that the following resolutions be adopted:
Section 15 (2) of the Articles of Incorporation shall be changed and

Section 15 (2) of the Articles of Incorporation shall be changed and revised in total as follows:

"(2) As proof of entitlement in accordance with paragraph 1, presentation of proof of shareholding in text form by the last intermediary in accordance with section 67c (3) German Stock Corporation Act (Aktiengesetz) shall be sufficient. Proof of shareholding must relate to the beginning of the twenty-first day prior to the date of the Annual General Meeting."

Section 15 shall be supplemented by two new paragraphs 4 and 5 as follows:

- "(4) The Executive Board is authorised to provide for shareholders to attend the Annual General Meeting without being present at the venue and without a proxy and to exercise all or some of their rights in whole or in part by means of electronic communication (online participation). The Executive Board is also authorised to determine provisions on the scope and procedure for online participation. Any use of the procedure pursuant to sentence 1 as well as the provisions made for this purpose pursuant to sentence 2 must be announced when the Annual General Meeting is convened."
- "(5) The Executive Board is authorised to provide that shareholders may cast their votes in writing or by means of electronic communication, even without participating in the Annual General Meeting (postal vote). The Executive Board is also authorised to determine the procedure for postal votes. Any use of the procedure pursuant to sentence 1 as well as the provisions made for this purpose pursuant to sentence 2 must be announced when the Annual General Meeting is convened."

The Executive Board is instructed not to file the amendments to the Articles of Incorporation according to Agenda Item 6 for entry in the commercial register until after 3 September 2020.

ITEM 7

Approval of the profit transfer agreement between Südzucker AG and Freiberger Holding GmbH

The Executive Board and Supervisory Board propose approval of the profit transfer agreement between Südzucker AG and Freiberger Holding GmbH with registered office in Berlin (hereinafter referred to as "FH GmbH") dated 8 May 2020.

Pursuant to section 124 (2) sentence 3 German Stock Corporation Act (Aktiengesetz), we hereby announce the main content of the profit transfer agreement (hereinafter also referred to as the "Agreement") submitted to the Annual General Meeting for approval in accordance with section 293 (2) German Stock Corporation Act (Aktiengesetz) as follows:

• In accordance with section 1 (1) of the Agreement, FH GmbH is obligated to transfer its entire profits to Südzucker AG for the duration of the Agreement. Profit is – subject to the formation or release of revenue reserves in accordance with paragraphs 2 and

- 3 of the Agreement the net income for the year arising without the profit transfer, reduced by any loss carried forward from the previous year and by the amount blocked from distribution in accordance with section 268 (8) German Commercial Code (Handelsgesetzbuch). The profit transfer may not exceed the amount specified in section 301 German Stock Corporation Act (Aktiengesetz), as last amended.
- In accordance with section 1 (2) of the Agreement, FH GmbH may, with the consent of Südzucker AG, only allocate amounts from the net income for the year to other revenue reserves (section 272 (3) German Commercial Code (Handelsgesetzbuch)) insofar as this is permissible under commercial law and economically justified by a reasonable commercial assessment.
- Other revenue reserves formed during the term of the Agreement (section 272 (3) German Commercial Code (Handelsgesetzbuch)) shall be released at the request of Südzucker AG in accordance with section 1 (3) of the Agreement and transferred as profit. The transfer of amounts from the release of other revenue reserves (Section 272 (3) German Commercial Code (Handelsgesetzbuch)) to Südzucker AG, which were formed prior to the commencement of this Agreement, or from the use of profit carried forward (section 266 (3) A. IV. German Commercial Code (Handelsgesetzbuch)), which already existed prior to the commencement of this Agreement, is excluded. Amounts from the release of capital reserves (section 272 (2) German Commercial Code (Handelsgesetzbuch)) may not be transferred as profit, regardless of whether they were formed before or during the term of the Agreement.
- Südzucker AG may demand advance profit transfers in accordance with section 1 (4) of the Agreement, if and to the extent that an advance profit distribution could be made in compliance with the provisions in section 1 (1) of the Agreement, there are no mandatory requirements to the contrary, and the liquidity of FH GmbH permits such instalments. Such instalments are non-interest-bearing. Accordingly, instalments made during the year are to be credited against the profit to be transferred at the end of the financial year without additional interest. Any overpayments are treated as interest-bearing loans granted by FH GmbH to Südzucker AG.

- Pursuant to section 1 (5) of the Agreement, FH GmbH may demand instalments during the course of the year on the net loss for the year which is expected to be offset, insofar as this is legally permissible and FH GmbH requires such advance payments with regard to its liquidity, subject to reasonable commercial assessment. Such instalments are non-interest-bearing. Accordingly, instalments made during the year are to be credited without additional interest against the net loss for the year to be offset at the end of the financial year. Any overpayments are treated as interest-bearing loans granted by Südzucker AG to FH GmbH.
- In accordance with section 1 (6) of the Agreement, the claim for transfer of profits arises at the end of the fiscal year of FH GmbH and becomes due upon adoption of the annual financial statements of FH GmbH for this fiscal year.
- Section 301 German Stock Corporation Act (Aktiengesetz), as last amended, shall apply analogously pursuant to section 1 (7) of the Agreement.
- The provisions of section 302 German Stock Corporation Act (Aktiengesetz), as last amended – which impose a duty on the controlling company, i.e. Südzucker AG, to offset losses – shall apply analogously pursuant to section 2 (1) of the Agreement.
- In accordance with section 2 (2) of the Agreement, the claim for assumption of losses arises at the end of the fiscal year of FH GmbH and becomes due at this point in time.
- Pursuant to section 3 (1) of the Agreement, the Agreement requires the approval of the Annual General Meeting of Südzucker AG and the approval of the Shareholders' Meeting of FH GmbH, as well as entry in the commercial register of FH GmbH to be effective. Pursuant to section 3 (2) of the Agreement, it shall apply retroactively from the beginning of the fiscal year of FH GmbH in which it is entered in the commercial register, but no earlier than 1 March 2020.
- Pursuant to section 3 (3) of the Agreement, the Agreement shall be concluded for an indefinite period. Termination with due notice is only possible by observing a notice period of three months effective to the end of a fiscal year of FH GmbH, at the earliest, however, at the point in time in which the corporation and trade tax entity to be established by the Agreement has fulfilled its minimum term for tax purposes, according to the current legal

situation in accordance with sections 14, 17 of the German Corporation Tax Act (Körperschaftsteuergesetz) and section 2 (2) sentence 2 of the German Trade Tax Act (Gewerbesteuergesetz), i.e. five full years from this Agreement taking effect in accordance with section 3 (1) of the Agreement.

- Section 3 (4) of the Agreement contains provisions on the termination of the Agreement without notice and for good cause.
- Section 4 of the Agreement contains the customary final provisions.

The Agreement is explained and justified in detail in the contract report of the Executive Board of Südzucker AG.

At the time of concluding the Agreement, Südzucker AG is the sole shareholder of FH GmbH. Therefore, neither compensation payments nor severance payments are to be made by Südzucker AG for outside shareholders. For this reason, an audit of the Agreement by an expert auditor (contract auditor) and the preparation of a report on the audit of the Agreement in accordance with section 293b (1) half-sentence 2 German Stock Corporation Act (Aktiengesetz), are also not required.

The Shareholders' Meeting of FH GmbH approved the Agreement by shareholders' resolution dated 12 May 2020.

From the time the Annual General Meeting is convened, the following documents in particular, in addition to other information relating to the Annual General Meeting, will be available on the company's website at

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

- Profit Transfer Agreement;
- Annual Financial Statements and Management Reports of Südzucker AG for the last three fiscal years;
- Annual Financial Statements of FH GmbH for the last three fiscal years;
- Report of the Executive Board of Südzucker AG.

The documents will also be available on the company's website during the Annual General Meeting of Südzucker AG.

III. ADDITIONAL INFORMATION REGARD-ING THE CONVENING OF AND NOTES ON THE ANNUAL GENERAL MEETING

Total number of shares and voting rights at the time the meeting was called

At the time the meeting was called, the company's share capital totalled € 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

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 depositary 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 depositary institution as early as possible. The depositary 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)

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".

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

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 (Aktiengesetz) and nominations within the meaning of section 127 German Stock Corporation Act (Aktiengesetz) 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)).

3. Shareholder rights

a) Requests for additions to the agenda pursuant to section 122 (2) of the German Stock Corporation Act (Aktiengesetz) 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 € 500000,00 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 AG 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 15 June 2020. Requests for additions received after this date will not be considered. Please send any requests to the following address:

Südzucker AG Executive Board Maximilianstrasse 10 68165 Mannheim Germany The applicants must prove that they have held the shares for at least ninety days prior to the day on which their request was received and that they will hold the shares until the Executive Board's decision regarding the request. Section 121 (7) of the German Stock Corporation Act (Aktiengesetz) shall correspondingly apply for the calculation of such period. Confirmation from the depositary institution constitutes sufficient proof of share ownership.

To the extent they were not already published with the announcement for the Annual General Meeting, amendments to the agenda are to be promptly published after receipt of the request in the German Federal Gazette (Bundesanzeiger) and forwarded to those media that can be expected to distribute the information throughout the entire European Union. In addition, they will be published at:

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

b) Countermotions and nominations pursuant to sections 126 (1) and 127 of the German Stock Corporation Act (Aktiengesetz)

Shareholders of the company can submit countermotions against the Executive Board and/or Supervisory Board recommendations on certain agenda items as well as making recommendations regarding the nomination of external auditors. Such countermotions (including reasons) and nominations must be exclusively submitted to:

Südzucker AG Investor Relations Maximilianstrasse 10 68165 Mannheim Germany

or by fax to: : +49 621 421-449

or by e-mail to: investor.relations@suedzucker.de

Reasons must be given for countermotions; this 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 1 July 2020 (midnight),** will be immediately published on the following website:

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

Any comments from management will also be published at the aforementioned 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 section 126 (2) of the German Stock Corporation Act (Aktiengesetz) exists; for example, because the nomination or countermotion would lead to a resolution of the Annual General Meeting that contravenes either the law or the Articles of Incorporation. A nomination does not need to 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

Shareholders are asked to prove the extent of their shareholdings at the same time they submit the countermotion or nomination.

By publishing countermotions and/or election nominations in accordance with the provisions described above, the company complies with its legal obligation under sections 126 (1) and 127 German Stock Corporation Act (Aktiengesetz), as these provisions are not affected by the COVID-19 Act. However, it is pointed out that a vote on countermotions or election nominations will not be held at the virtual Annual General Meeting, as these cannot be submitted during the virtual Annual General Meeting.

c) Possibility for the shareholder to ask questions

Under Art. 2 section 1 (2) sentence 1 No. 3 of the COVID-19 Act, shareholders and their proxies are given the opportunity to ask questions electronically (see 2. b) cc)). The Executive Board, with the consent of the Supervisory Board, has stipulated that questions from duly registered shareholders or their proxies must be submitted by way of electronic communication no later than two days prior to the Annual General Meeting, i.e. by midnight on 13 July 2020 (see 2. b) cc)). According to Art. 2 section 1 (2) sentence 2 of the COVID-19 Act, the Executive Board decides as per its own best judgement or discretion which questions it will answer and how it will answer them.

Please understand that we reserve the right to summarise questions and select questions for answering in the interest of all shareholders.

d) Opportunity to object to resolutions of the Annual General Meeting

Under Art. 2 section 1 (2) sentence 1 No. 4 of the COVID-19 Act, shareholders and their proxies who have exercised their voting rights by way of electronic communication (postal vote) or by issuing a power of attorney — waiving the requirement to appear in person at the Annual General Meeting — are given the opportunity to object to resolutions of the Annual General Meeting (see 2. b) dd)).

e) Further explanations

Further explanations regarding shareholder rights pursuant to sections 122 (2), 126 (1), 127 German Stock Corporation Act (Aktiengesetz) and Art. 2 section 1 (2) COVID-19 Act are available on the company's website at

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

IV. ADDITIONAL INFORMATION AND DOCUMENTS FOR THE ANNUAL GENERAL MEETING

1. Information on the company's 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/en (tab: Investor Relations/Annual General Meeting)

All information to be made legally available to the Annual General Meeting will also be available there during the Annual General Meeting.

Information on data protection for shareholders and proxies

Südzucker AG Maximilianstrasse 10 68165 Mannheim

as the controller pursuant to Art. 4 No. 7 of Regulation (EU) 2016/679 (General Data Protection Regulation, "GDPR"²), processes the following personal data (surname and first name, address, email address (if applicable), telephone number (if applicable), number of shares, type of ownership of the shares and access details for access to the Aktionärsportal (shareholder portal); if applicable, surname, first name and address of a proxy appointed by the shareholder) on the basis of the applicable data protection laws, in particular for the purpose of enabling shareholders and proxies to participate in the Annual General Meeting and exercise their rights within the framework of the Annual General Meeting.

The entire Annual General Meeting (including answers to transmitted questions) is transmitted visually and aurally in real time via the company's Aktionärsportal (shareholder portal) on the Internet ("Livestream" function) This Aktionärsportal (shareholder portal) is only accessible to duly registered shareholders and proxies who have the corresponding registration confirmation. Video and audio transmission via a separate, secure channel will also be available to employees involved in the organisation of the Annual General Meeting, if applicable, to board members who will not physically attend the Annual General Meeting, to guests and to any Südzucker AG service providers used to conduct the Annual General Meeting. Further details on the conduct of the Annual General Meeting can be found in the above section III. ADDITIONAL INFORMATION REGARDING THE CONVENING OF AND NOTES ON THE ANNUAL GENERAL MEETING. The Aktionärsportal (shareholder portal) is accessible on the company's website at:

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

In addition to this data protection information, please note the data protection information provided at this Internet address by the operator of the website.

In particular:

The processing of the above-mentioned personal data is absolutely necessary for the preparation and implementation of the Annual

² in German: Datenschutzgrundverordnung, "DSGVO"

General Meeting and participation of the shareholders and proxies in it, as well as for the exercise of their rights within the framework of the Annual General Meeting and for the fulfilment of requirements under German stock corporation law (e.g. for the compilation of a list of participants); the legal basis for this processing is the German Stock Corporation Act (Aktiengesetz) and the relevant provisions of the German Act on Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Proceedings, in each case in conjunction with Art. 6 (1) sentence 1 (c) GDPR. Furthermore, we may also process this personal data in order to fulfil other legal obligations, such as regulatory requirements and storage obligations under securities, commercial and tax law; the legal basis for processing is the respective legal regulations in conjunction with Art. 6 (1) sentence 1 (c) GDPR. We also process personal data to safeguard legitimate interests, such as the preparation and conduct of the Annual General Meeting in compliance with the law. The legal basis for this is Art. 6 (1) sentence 1 (f) GDPR. If personal data are transmitted to us in connection with an enquiry, the legal basis for processing is Art. 6 (1) sentence 1 (a) GDPR for the purpose of replying.

After the virtual Annual General Meeting, shareholders can view the data recorded on all participants in the Annual General Meeting in accordance with section 129 (4) sentence 2 German Stock Corporation Act (Aktiengesetz).

If we do not receive the above-mentioned personal data directly from the shareholder concerned, it is made available to us by financial or credit institutions.

The service providers of Südzucker AG who are engaged for the purpose of hosting the Annual General Meeting only receive personal data from Südzucker AG that are required for carrying out the commissioned service, and process the personal data exclusively in accordance with instructions from Südzucker AG. Each of our employees and all employees of service providers who have access to and/or process the above-mentioned personal data are obligated to treat this data as confidential.

Under certain circumstances, Südzucker AG may be obligated to transmit personal data to other recipients who process the personal data under their own responsibility (Art. 4 No. 7 GDPR), in particular to public bodies such as the competent supervisory authority.

Personal data is stored within the scope of legal obligations and subsequently erased unless a justified interest on the part of Südzucker AG justifies longer storage (e.g. in the event of imminent or actual judicial or extrajudicial disputes in connection with the Annual General Meeting).

With regard to the processing of personal data, shareholders or proxies have a right of information, rectification, restriction, objection and erasure with regard to the processing of their personal data at any time under the legal requirements, as well as a right to data transmission in accordance with Articles 15 to 22 GDPR.

These rights can be asserted vis-à-vis Südzucker AG at no charge via the email address datenschutz@suedzucker.de or using the following contact details of the controller's data protection officer:

Südzucker AG Data protection officer Maximilianstrasse 10 68165 Mannheim Germany

In addition, shareholders or proxies have a right to lodge a complaint with the data protection supervisory authorities under Art. 77 GDPR.

More detailed data protection information is available on the company's website at:

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

3. Voting results

The voting results determined by the chairperson of the Annual General Meeting will be published on the company's website at:

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

4. Publication of the invitation

The invitation to the Annual General Meeting is published in the German Federal Gazette (Bundesanzeiger) from 25 May 2020 and has been forwarded for publication to those media that can be expected to distribute the information throughout the entire European Union.

Mannheim, May 2020

Südzucker AG

The Executive Board

Letter from the executive board

Mannheim, 22. April 2020

Dear Shareholders,

It is not the first time in Südzucker's long history that we face major challenges, but a situation like the current Corona crisis is unprecedented. Not only does it dominate our private lives, but also the economy, the markets and our business, to a degree we have never before seen. We took steps at a very early stage throughout the entire company to ensure that we could continue to work, protect our employees and maintain our supply chains. As a producer of food, animal feed and ethanol, we are considered part of the 'critical infrastructure' that receives special attention from governments and administrators to ensure that we can continue to supply people with food. We are cognizant of our responsibility towards society, so we and our employees are making every effort to ensure that we can continue to operate and manage our business. We have received many positive messages about our efforts and our social commitment. This moves us greatly and further encourages us in these difficult times.

At the present time, we do not know how long we will have to live and conduct business under the influence of the Corona pandemic. But we want to thank our employees right now for how superbly they are managing these personal and corporate challenges. We also would like to thank our suppliers, service providers and trading partners.

The consequences of the Corona pandemic on society, the economy and corporate values worldwide cannot be realistically assessed at this point in time. However, the impact on stock markets and share prices is clearly visible: Stock markets have plummeted and Südzucker's share price has also dropped sharply since the beginning of the crisis. At the same time, Südzucker Group is well-positioned and the company's short and long-term financing needs are covered by appropriate instruments.

Although at the present time current and future challenges are keeping us all occupied, we would still like to provide a brief overview of the fiscal year just ended.

Group results much better than expected thanks to further success in the non-sugar segments

Our long-held diversification strategy proved to be very stabilizing for the entire group last fiscal year. We were able to generate an operating result of \in 116 (27) million on revenues close to last year's of \in 6,671 (6,754) million, even though the sugar segment still reported substantial losses.

Dividend recommendation reflects results

The results are also reflected in our dividend recommendation. We will again recommend a dividend of \in 0.20 (0.20) per share, corresponding to a distribution of \in 41 million. This is in line with our dividend policy, which is geared toward continuity and sustainable results growth.

Sugar segment restructuring process yielding results

We have taken a major step toward returning the sugar segment to profitability. By shifting our focus to customers in Europe and closing five sugar factories, we have cut our sugar production capacity by 700,000 tonnes. At this juncture we want to especially thank our employees at the Brottewitz, Eppeville and Warburg factories, which closed after the 2019 campaign. Despite the stressful situation, they worked in "their" sugar factory with full commitment and dedication right up until the last day. Because of widespread strikes, the beet campaign unfortunately had to be ended early on 3 November 2019 in Cagny. Strzyzów was already closed after the 2018 campaign. Overall, we produced about 4.5 million tonnes of sugar in our factories during the last campaign — just under 4 % less than last year, driven mainly by the significantly reduced cultivation area.

One challenge was extremely low European sugar market prices. World sugar market prices, after recovering temporarily, have dropped again since the beginning of the Corona crisis. Neither has anything changed with regard to the competition distorting policies in the EU; for example, coupled payments, various plant protection substance regulations and world market subsidies. In addition, the sugar segment's at equity result is substantially impaired by expenses resulting from the strategic restructuring of ED&F Man Group.

We are working on further optimizing our structures and processes in order to reduce costs and make the sugar segment more resilient. In addition to adjusting our production capacities, we are examining potential administrative organization optimizations with the help of

external consultants. We plan to implement the recommendations in the interests of the group overall and are working together with employee representatives on socially acceptable solutions.

We are confident that our strategy for the sugar segment is right and at the same time, that we can rely on the growth of the three non-sugar segments: special products, CropEnergies and fruit.

Special products segment growth continue

The special products segment, with its broad product portfolio, developed very successfully last fiscal year and steadily expanded the capacity of all its divisions in line with rising demand. Driving the growth of functional ingredients were the versatile dietary fibers inulin and oligofructose, which are increasingly in demand due in part to their scientifically proven positive nutritional and physiological properties. We were able to increase the volumes of our chilled and frozen products, especially in the UK, Eastern Europe and the United States. Volume growth in the various starch products segments was equally successful. The growth confirms our strategy to continuously work on new innovative products, often together with our customers.

Successful year for CropEnergies

Climate change has caused many governments to rethink their plans and brought about the introduction of stricter laws and guidelines in Europe. These changes generate new opportunities for CropEnergies: Ethanol made from renewable raw materials cuts greenhouse gases by over 70 % in the overall ecological balance equation and thus contributes to achieving climate goals. Last year was the most successful to date since CropEnergies was founded. Nevertheless, the Corona crisis and the massive restrictions on mobility throughout Europe have dramatically cut demand for fuels and caused the price of crude oil to plummet, with commensurate effects on ethanol volumes and sales revenues. But the resulting increased ethanol demand for pharmaceutical applications such as disinfectants is by far not enough to compensate this contraction. The long-term impact on volumes and prices cannot be assessed at this time.

Fruit segment remains below expectations

The fruit segment's growth remained below expectations. Due to higher costs, the fruit preparations division results in particular came in below last year's despite higher overall volumes. On a positive note, the segment was able to penetrate new market sectors in the stagnating markets of western industrial countries and Asia. But the generally difficult economic situation in South America makes things difficult. In the fruit juice concentrates division, we had to contend with a combination of low selling prices for apple juice concentrates from the huge harvest in 2018 and falling production volumes and higher apple prices due to the poor 2019 apple harvest. We were unable to fully load our factories in Poland and Hungary due to the weak 2019 apple harvest.

We think future

That is the title of our annual report. On the previous pages, we provided you with a cross section of the innovations on which our various research divisions are working to develop perspectives and opportunities for our company. In recent years, we have prioritized investing in the infrastructure of our research centers so that we can be even better positioned in future.

The term "future" also ties into the outlook for the current fiscal year. In the past, dear shareholders, this is where we have given you a forecast for the development of revenues and operating results. Since such a forecast is presently highly uncertain and also very complex due to the Corona crisis, we refer you to the appropriate chapter starting on page 94. We provide detailed numbers there. Nevertheless, there is one more thing to say: it is essential that we significantly improve the operating result and cash flow. This applies equally to confirming our investment-grade rating, which is of key importance for us.

We are determined to achieve our business targets and you will judge us by the results. However, our task during these particularly exceptional times is also to reliably supply the population with our food and animal feed products. And CropEnergies' significantly higher production volumes of pharmaceutical ethanol help eliminate bottlenecks in the production of disinfectants.

Back to future related topics: Südzucker will continue to build on its long-term successful diversification strategy. A further important topic is handling climate change and the challenges it entails for us, as well as implementing associated political and societal demands on us as a company. We are aware of our responsibility, which is why Südzucker Group is working diligently on the forward strategy for our energy supplies. We have already gained experience in many areas and achieved some success, especially in terms of energy efficiency. But a large part of our work lies ahead of us if we want to remain successful and profitable.

Digitalization offers Südzucker Group significant potential. We are assiduously processing topics and tasks that can generate added value for Südzucker; for example, robot-assisted process automation for exchanging digital data and documents based on data pools. We have provided a detailed overview of a number of projects in the agricultural area on previous pages.

Our employees - our strength

We thank all Südzucker Group employees for their efforts last year. We are particularly grateful that we are all working together toward bringing "our Südzucker" back on the road to success. You have all grappled with the challenges of recent weeks with commitment and considerable flexibility to ensure that Südzucker Group remains capable of operating and delivering. We all can be proud of this performance and will certainly think back to this memorable period for a long time.

We want to and must adapt our work environment to current and future requirements and continue to build on a culture that permits optimum collaboration, rewards performance, promotes creativity and offers esteem. We will continually enhance the working conditions of our employees and leaders in order to achieve this. We want to continue to offer our employees and managers a motivating and inspiring work environment.

Dear shareholders, we thank you for your loyalty during these difficult times. Last year we took pivotal steps to bring the entire company back on the road to success. We look forward to continuing to work with you on the road to a successful future for our Südzucker Group.

Yours truly, Südzucker AG Executive board

Südzucker share data

	2019/20	2018/19
€ million	2,873	2,625
€ million	903	892
million shares	204.2	204.2
€	14.07	12.86
€	16.95	15.51
€	11.24	10.99
of shares	683	851
€ million	2,420	2,832
points	11,331	10,805
%	11.1	-9.7
%	4.9	-11.0
€/share	0.20	0.20
%	1.4	1.6
€	-0.60	-4.14
	€ million million shares € € thousand of shares € million points % % €/share	€ million 2,873 € million 903 million shares 204.2 € 14.07 € 16.95 € 11.24 thousand of shares 683 € million 2,420 points 11,331 % 11.1 % 4.9 €/share 0.20 % 1.4

¹Balance sheet date.

² Total daily trading volume on all German stock exchanges where the share is admitted for trading.

 $^{^3\}mbox{S\"{u}}\mbox{dzucker}$ total return index, considers share development and dividend distribution.

⁴2019/20: Proposal.

Key Figures

		2019/20	2018/19
Revenues and earnings			
Revenues	€ million	6,671	6,754
EBITDA	€ million	478	353
EBITDA margin	%	7.2	5.2
Operating result	€ million	116	27
Operating margin	%	1.7	0.4
Net earnings	€ million	-55	-805
Cash flow and investments			
Cashflow	€ million	372	377
Investments in fixed assets ¹	€ million	335	379
Investitionen in Investments in financial assets/acquisitions	€ million	13	15
Total investments	€ million	348	394
Performance			
Fixed assets ¹	€ million	3,322	3,221
Goodwill	€ million	740	730
Working Capital	€ million	2,213	2,008
Capital Employed	€ million	6,388	6,072
Return on Capital Employed	%	1.8	0.4
Capital structure			
Total assets	€ million	8,415	8,188
Shareholders' equity	€ million	3,673	4,018
Net financial debt	€ million	1,570	1,129
Net financial debt to cashflow ratio		4.2	3.0
Equity ratio	%	43.6	49.1
Net financial debt as %			
of equity (gearing)	%	42.7	28.1
Shares			
Market capitalization	€ million	2,873	2,625
Total shares issued as of 28/29 February	millions of shares	204.2	204.2
Closing price on 28/29 February	€	14.07	12.86
Earnings per share	€	-0.60	-4.14
Dividend per share ²	€	0.20	0.20
Yield as of 28/29 February	%	1.4	1.6
Employees		19,188	19,219
¹ Including intangible assets. ² 2019/20: Proposal.			

Südzucker Group segments

SUGAR SEGMENT

4 Divisions

Business unit sugar*
 Belgium: 2 sugar factories
 Germany: 7 sugar factories
 France: 2 sugar factories
 Poland: 4 sugar factories



- Moldau*: 1 sugar factory

SAINT LOUIS SUCRE - Agriculture



AGRANA sugar

Austria: 2 sugar factories

Romania: 1 sugar factory, 1 refinery

Slovakia: 1 sugar factory Czech Republic: 2 sugar factories Hungary: 1 sugar factory

Investments/Joint venture



 ED&F MAN, Great Britain (35 % share)



 Agrana Studen, Bosnia-Herzegovina (1 refinery, 50 % Joint venture)

SPECIAL PRODUCTS SEGMENT

4 Divisions



- Functional ingredients for food, animal food, and pharmaceutical sectors
- 5 production locations



- Frozen and chilled pizza as well as frozen pasta dishes and snacks
 - 12 production locations



 Starch for food and non-food sectors as well as Ethanol

- Maize starch-, isoglucose- and Ethanol

3 production locations



plant Hungrana Kft. (50 % Joint venture)
- 1 production location (wheat starch plant) in Zeitz



- Portion packs
- 7 production locations

CROPENERGIES SEGMENT



- One of the leading European manufacturers of sustainably produced Ethanol, predominantly for the fuel sector, as well as protein feed
- 4 production locations

FRUIT SEGMENT

2 Divisions



- Fruit preparations (AGRANA Fruit) Fruit preparations for international food companies
 27 production locations around the world
- 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

AUSTRIA JUICE

^{*} Number of sugar factories operating in the 2020/21 campaign.

Notes			

Financial calender

Financial calendar

Q1 — Quarterly statement 1st quarter 2020/21	9 July 2020
Annual general meeting Fiscal 2019/20	16 July 2020
Q2 – Half year financial report 1st half year 2020/21	8 October 2020
Q3 — Quarterly statement 1st to 3rd quarter 2020/21	14 January 2021
Press and analysts' conference Fiscal 2020/21	20 May 2021
Q1 – Quarterly statement 1st quarter 2021/22	8 July 2021
Annual general meeting Fiscal 2020/21	15 July 2021

Contacts

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Südzucker on the Internet

For more information about Südzucker Group please

visit our website: www.suedzucker.de

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We would be pleased to send you the detailed annual report (German, English) and the financial statements of Südzucker AG. PDF files of the German and English annual report and the annual financial statements of Südzucker AG are available for download on the website at www.suedzucker.de/en/investor-relations/publications