



Südzucker AG, Mannheim, Germany Annual General Meeting on 13 July 2023

Südzucker AG's Executive Board has resolved, with the approval of the Supervisory Board, to hold the Annual General Meeting as a virtual Annual General Meeting **without the physical presence** of the shareholders or their proxies (with the exception of the proxies nominated by the company) at the location of the Annual General Meeting. This resolution is based on Section 26n (1) German Introductory Act to the German Stock Corporation Act [*Einführungsgesetzes zum Aktiengesetz, EGAktG*], according to which the Executive Board may decide, with the consent of the Supervisory Board, that the annual general meetings convened up to and including 31 August 2023 be held as virtual annual general meetings pursuant to Section 118a German Stock Corporation Act [*Aktiengesetz, AktG*]. The new legal regulations for holding a virtual annual general meeting in Section 118a AktG and the transitional provision in Section 26n (1) German Introductory Act to the German Stock Corporation Act were introduced by the German Law on Stock Corporations Introducing Virtual General Meetings and the Amendment of Cooperative, Insolvency and Restructuring Regulations [*Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften*] (Federal Law Gazette I No. 27 2022, 1166 et seq.) and came into effect 27 July 2022.

An Internet-based and access-protected Annual General Meeting system, the '**Shareholder Portal**', is expected to be available for properly registered shareholders or their proxies from **22 June 2023**. You can take part in the virtual Annual General Meeting via the Shareholder Portal. You can access the **Shareholder Portal** at

<https://www.suedzuckergroup.com/en/investor-relations/annual-general-meeting>

with the access data that you received with the confirmation of registration for the virtual Annual General Meeting.

**Information on shareholder rights
pursuant to Sections 122 (2), 126 (1) and (4), 127, 130a, 131 (1), 118a (1) sentence 2
no. 8 in conjunction with Section 245 German Stock Corporation Act**

Pursuant to Section 121 (3) sentence 3 No. 3 AktG, the following disclosures are supplementary to the explanation of shareholder rights already presented in the Invitation to the Annual General Meeting under Section IV clause 4 in accordance with Sections 122 (2), 126 (1) and (4), 127, 130a, 131 (1), 118a (1) sentence 2 number 8 in conjunction with Section 245 AktG.

**I. Requests for additions to the agenda pursuant to Section 122 (2) German
Stock Corporation Act**

Shareholders whose shares together make up 5% of the share capital (corresponding to €10,209,164.60 or 10,209,165 shares rounded up to the nearest whole share) or the pro rata amount of €500,000.00 of the share capital (corresponding to 500,000 shares) may demand that items be added to the agenda and published. Each item of business to be newly added to the agenda must include a statement of reasons or a proposal for a resolution.

The request shall be made in writing addressed to the Executive Board of Südzucker AG and must be received by the company at least thirty days prior to the Annual General Meeting not including the day of receipt or the day of the Annual General Meeting. The deadline for acceptance is thus midnight on 12 June 2023 (24:00 CEST). Requests for additions to the agenda received after this date will not be considered. Please send any requests for additions to the agenda to the following address:

Südzucker AG
Executive Board
Maximilianstraße 10
68165 Mannheim
Germany

Petitions for additions to the agenda received later or addressed elsewhere will not be considered.

The petitioners must prove pursuant to Section 122 (1) sentence 3 AktG 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. Confirmation from

the depositary institution constitutes sufficient proof of share ownership. Section 121 (7) AktG applies accordingly to the calculation of the deadline.

To the extent they were not already published with the convocation of the Annual General Meeting, amendments to the agenda shall be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay after receipt of the request 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:

<https://www.suedzuckergruop.com/en/investor-relations/annual-general-meeting>

and communicated to the shareholders.

The provisions of the German Stock Corporation Act that form the basis for these shareholder rights are as follows:

Section 122 Convening the general meeting upon a corresponding demand being made by a minority (excerpt)

- (1) *The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) applies accordingly.*
- (2) *In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. Each item of business to be newly added to the agenda must include a statement of reasons or a proposal for a resolution. The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.*

[...]

Section 121 General provisions (excerpt)

[...]

- (7) *In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is*

not an available option. Sections 187 to 193 of the Civil Code do not apply accordingly. In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

Section 70 Calculation of the period of possession of the share of stock

If the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, then a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act [Kreditwesengesetz, KWG] is equivalent to ownership of the share of stock. The period of ownership of a predecessor in title is attributed to the stockholder if they have purchased the share of stock in any of the following manners: without monetary consideration, from their trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (Versicherungsaufsichtsgesetz – VAG) or section 14 of the Act on Savings and Loan Associations (Gesetz über Bausparkassen – BauSparkG).

II. Countermotions and election proposals pursuant to Sections 126 (1) and (4), 127, 130a (5) sentence 3, 118a (1) sentence 2 no. 3 German Stock Corporation Act

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

Südzucker AG
Investor Relations
Maximilianstraße 10
68165 Mannheim
Germany

or via email to: investor.relations@suedzucker.de

Countermotions and/or nominations sent to another address will not be considered.

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

Countermotions and nominations that have to be published and that are submitted no later than 14 days before the Annual General Meeting, i.e. by midnight (24:00 CEST) on 28 June 2023, received at the above address, shall be published without undue delay after receipt, together with the name

and place of residence or registered office of the shareholder as well as the reason to be published (if necessary, with the content to be supplemented according to Section 127 sentence 4 AktG) on the Internet at

https://www.suedzuckergroup.com/en/investor-relations/annual-general-meeting_

Any statements of its position from the management regarding the counter motions or nominations shall also be published under said web address.

The company may refuse to publish a counter motion and its reasons or a nomination if one of the conditions for exclusion pursuant to Section 126 (2) AktG (or pursuant to Section 127 sentence 1 in conjunction with Section 126 (2) AktG) are met; for example, because the nomination or counter motion would result in a resolution of the Annual General Meeting that contravenes either the law or the Articles of Incorporation. The reason for a counter motion need not be published if it is longer than 5,000 characters. A nomination does not need to be published either if it does not include the name, profession and place of residence of the nominee and, in case of a nomination for the election of supervisory board members, if it does not additionally contain the information pursuant to Section 125 (1) sentence 5 AktG (cf. Section 127 sentence 3 in conjunction with Sections 124 (3) sentence 4 and 125 (1) sentence 5 AktG).

Shareholders are asked to prove the extent of their existing shareholdings at the same time that they submit the counter motion or nomination.

Counter motions and/or election proposals that are to be published by the company pursuant to Section 126 AktG or Section 127 AktG are deemed to have been made at the time of disclosure pursuant to Section 126 (4) sentence 1 AktG. The right to vote on these petitions / election proposals may be exercised after timely registration (see Notes in the Invitation to the Annual General Meeting under Section IV, Item 3). The right of the chair of the meeting to have the management's proposals voted on first, remains unaffected thereby. If the shareholder who submitted the petition is not duly authorised and registered for the Annual General Meeting, the petition does not have to be dealt with at the Annual General Meeting (cf. Section 126 (4) sentence 3 AktG).

Shareholders or their proxies who are connected to the meeting also have the right to submit petitions and nominations for election at the meeting by way of video communication (cf. Section 118 a (1) no. 3 AktG).

The provisions of the German Stock Corporation Act that form the basis for these shareholder rights are as follows:

Section 125 Notifications for the stockholders and to members of the supervisory board (excerpt)

- (1) *At the latest 21 days prior to the general meeting, the management board of a company that has issued shares of stock that are not exclusively registered shares of stock is to notify the following of the invitation convening the general meeting:*
1. *the intermediaries serving as depositories of the shares of stock in the company;*
 2. *the stockholders and intermediaries that had demanded that such notice be given them; and*
 3. *the associations of stockholders that had demanded that such notice be given them or that had exercised voting rights at the last general meeting.*

The date of the notification is not to be included in calculating the period. If the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given where the general meeting is that of a listed company. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of stockholders. In the case of listed companies, disclosures regarding the candidates' membership in other supervisory boards mandated by law as a rule are to be attached to any nomination of candidates for the supervisory board; disclosures regarding their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule are to be attached.

[...]

Section 126 Motions by stockholders

- (1) *Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement of position, if any has been made, by the management, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received is not to be included in calculating the period. In the case of listed companies, the counter-motion is to be made accessible via the company's website. Section 125 (3) applies accordingly.*
- (2) *A counter-motion and the reasons for which it is being made need not be made accessible:*
1. *inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;*
 2. *if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;*
 3. *if the reasons make manifestly false or misleading disclosures regarding key aspects or if they are insulting;*

4. *if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;*
5. *if the same counter-motion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;*
6. *if the stockholder indicates that they will not attend the general meeting and will not have a proxy represent them;*
7. *if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.*

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

- (3) *Where several stockholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.*
- (4) *In the case of the virtual general meeting, motions that are to be made accessible in accordance with paragraphs 1 to 3 are deemed to have been made at the time they were made accessible. The company must make it possible for the voting right to be exercised on these motions as soon as the shareholders can prove that the legal or statutory requirements for exercising the voting right are met. If the shareholder who submitted the motion is not duly authorised and, if registration is required and they are not duly registered for the general meeting, the motion does not have to be dealt with at the meeting.*

Section 127 Nominations by stockholders

Section 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the disclosures pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of listed companies, to which the Employee Co-Determination Act, the Act on Co-determination in the Coal, Iron and Steel Industry or the Supplementary Co-determination Act applies, by the following substantive content:

1. *indication of the requirements stipulated by section 96 (2);*
2. *whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2) sentence 3; and*
3. *the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2) sentence 1.*

Section 124 Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

[...]

- (3) *In the notice published, the management board and the supervisory board are to provide guidance regarding the resolutions to be adopted on each item of business set out in the agenda regarding which the general meeting as a rule is to adopt a resolution; for resolutions to be adopted pursuant to section 120a (1) sentence 1 and for the election of members of the supervisory board and auditors, such guidance is to be provided solely by the supervisory board. In the case of companies that are public-interest entities as defined in section 316a sentence 2 of the German Commercial Code [Handelsgesetzbuch, HGB], the nomination made by the supervisory board for the election of the statutory auditor is to be based on the recommendation of the audit committee. Sentence 1 does not apply if, in electing members of the supervisory board, the general meeting is bound to nominations pursuant to section 6 of the Act on Employee Co-Determination in the Iron- and Steel-Producing Industry, or if the item of business regarding which a resolution is to be adopted has been included in the agenda upon a corresponding demand having been made by a minority. The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence. Where the supervisory board is to consist also of members representing the employees, the resolutions adopted by the supervisory board regarding the nomination of candidates for the supervisory board will require solely the majority of the votes cast by the members of the supervisory board representing the stockholders; section 8 of the Act on Employee Co-Determination in the Iron- and Steel-Producing Industry [Montan-Mitbestimmungsgesetz] remains unaffected.*

[...]

Sec. 118a Virtual general meeting (excerpt)

- (1) [...] *If a virtual general meeting is held, the following requirements must be met:*

[...]

3. *The stockholders connected to the meeting electronically are granted the right to submit motions and nominations for election at the meeting by way of video communication,*

[...]

III. Shareholder's right to information in accordance with Section 118a (1) sentence 2 No. 4, 131 (1) German Stock Corporation Act

Every duly registered shareholder or proxy who is electronically connected to the virtual Annual General Meeting may, in accordance with Sections 118a (1) sentence 2 no. 4, 131 (1) AktG, request information from the Executive Board about company matters, the company's legal and business relationships with affiliated companies and the position of the Group and the companies included in the Consolidated Financial Statements, insofar as the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse the information. Pursuant to Section 131 (1f) AktG, the chair of the meeting may determine that all types of information rights pursuant to Section 131 AktG may only be exercised by way of video communication during the Annual General Meeting. Any other submission of questions or other

requests for information by way of electronic or other communication is not provided for, neither before nor during the Annual General Meeting. In particular, the Executive Board shall not make use of the option to submit questions in advance in accordance with Section 131 (1a) AktG.

The provisions that form the basis for these shareholder rights are as follows:

Sec. 118a Virtual general meeting (excerpt)

(1) [...] *If a virtual general meeting is held, the following requirements must be met:*

[...]

4. *the stockholders are granted a right to information pursuant to Section 131 by way of electronic communication;*

[...]

Section 131 Stockholder's right to request information

(1) *The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The obligation of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the German Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.*

[...]

(1d) *Each stockholder who is electronically connected to the meeting must be granted the right to ask questions about all the answers given by the management board via electronic communication before and during the meeting. Paragraph 2 sentence 2 also applies to the right to ask questions.*

[...]

(1f) *The chair of the meeting may determine that the right to information under paragraph 1, the right to ask questions under paragraph 1d and the right to ask questions under paragraph 1e may only be exercised in the general meeting by way of video communication.*

(2) *The information provided is to comply with the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.*

(3) *The management board may refuse a request for information:*

1. *inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
2. *inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;*
3. *regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;*
4. *regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;*
5. *inasmuch as the management board would be liable to punishment under law were it to provide the information;*
6. *inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no disclosures need be made regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;*
7. *inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.*

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) *Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. In the case of the virtual general meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit their request in accordance with sentence 1 by way of electronic communication. The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. Sentences 1 and 3 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.*
- (5) *Where a stockholder's request for information is refused, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. In the case of the virtual general meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit their request in accordance with sentence 1 by way of electronic communication.*

IV. Shareholder's right to speak in accordance with Section 118a (1) No. 7, 130a (5) and (6) German Stock Corporation Act

Shareholders and proxies who are properly registered and connected to the Annual General Meeting have the right to speak via video communication in accordance with Section 118a (1) No. 7, 130a (5) and (6) AktG. According to Section 118a (1) No. 3 AktG, motions and election proposals as well as requests for information according to Section 131 AktG may be including in the speech.

The chair of the meeting shall explain in more detail the procedure for asking to speak and for being given the floor at the Annual General Meeting.

The company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company during the Annual General Meeting and before being given the floor, and to reject such if functionality is not ensured. The minimum technical requirements for a live video connection are an Internet-enabled device with a camera, microphone and speakers as well as a stable Internet connection. Instructions for ensuring functionality can be found at <https://www.suedzuckergroup.com/en/investor-relations/annual-general-meeting> via the additional link 'Notes for video communication'.

In accordance with Article 16 (4) of the Articles of Incorporation of Südzucker AG, the chair of the meeting may limit the shareholders' right to ask questions and speak to a reasonable period of time. In particular, they are authorised to limit the question and/or speaking time of individual or all shareholders regarding individual or all items of the Annual General Meeting at the start or during the course of the Annual General Meeting and, if this is necessary with regard to the proper conduct of the Annual General Meeting, to order the end of the debate.

The provisions that form the basis for these shareholder rights are as follows:

Sec. 118a Virtual general meeting (excerpt)

(1) [...] *If a virtual general meeting is held, the following requirements must be met:*

[...]

7. *The stockholders who are electronically connected to the meeting are granted the right to speak at the meeting by way of video communication in accordance with Section 130a (5) and (6);*

[...]

Section 130a Right to a statement of position and to speak at virtual general meetings (excerpt)

[...]

- (5) *The stockholders connected to the meeting electronically must be granted the right to speak at the meeting by way of video communication. The form of video communication offered by the company must be used for making the statement. Motions and election proposals according to Section 118a (1) sentence 2 number 3, the request for information according to Section 131 (1), inquiries according to Section 131 (1d) and other questions according to Section 131 1e may be part of the statement. Section 131 (2) sentence 2 applies accordingly.*
- (6) *In the convocation, the company can reserve the right to check the functionality of the video communication between the stockholder and the company in the meeting and before the statement is given and to reject it if the functionality is not ensured.*

Section 16 of the Articles of Incorporation (excerpt)

[...]

- (4) *The chair is authorised to set reasonable time limits on the right of shareholders to ask questions and speak; in particular, where appropriate, they are authorised to limit the time for individual or all shareholders to ask questions and/or speak on individual or all items on the agenda at the beginning or during the course of the Annual General Meeting and, if this is necessary to ensure the proper conduct of the Annual General Meeting, to order the end of deliberations.*

[...]

V. Right to submit a statement of position in accordance with Section 118a (1) No. 6 in conjunction with 130a (1) to (4) German Stock Corporation Act

According to Section 118a (1) number 6 in conjunction with Section 130a (1) to (4) AktG, duly registered shareholders or their proxies may submit statements of position on the items on the agenda in text form before the Annual General Meeting by means of electronic communication by midnight (24:00 CEST, receipt) on 7 July 2023 at the latest exclusively via the Shareholder Portal. Opinions in other forms, such as video messages or voice messages, are not permitted.

We ask that you limit the scope of statements to an appropriate level. A total of 10,000 characters (including spaces) should serve as a guide.

Statements of position from shareholders that are to be published, including the name and place of residence or registered office of the submitting shareholder, shall be published by **midnight (24:00 CEST) on 8 July 2023** at the latest on the Shareholder Portal at the Internet address

<https://www.suedzuckergroup.com/en/investor-relations/annual-general-meeting>.

If the requirements of Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 No. 1, 3 or 6 AktG are met, the statements of position do not have to be published. Any statements of position by the management concerning the shareholders' statements of position shall also be published on the Shareholder Portal at the Internet address. The possibility of submitting statements does not justify the possibility of submitting questions in advance in accordance with Section 131 (1a) AktG. Therefore, any questions contained in statements will not be answered during the virtual Annual General Meeting unless they are asked by way of video communication at the Annual General Meeting. Motions, proposals for election and objections to resolutions of the Annual General Meeting contained in statements of position will not be considered either. These are to be submitted, asked or explained exclusively in the ways specified separately in the convocation.

The provisions that form the basis for these shareholder rights are as follows:

Sec. 118a Virtual general meeting (excerpt)

(1) [...] If a virtual general meeting is held, the following requirements must be met:

[...]

6. The stockholders are granted the right to submit statements pursuant to Section 130a (1) to (4) by way of electronic communication,

[...]

Section 130a Right to a statement of position and to speak at virtual general meetings (excerpt)

(1) In the case of the virtual general meeting, the stockholders have the right to submit statements on the agenda items before the meeting by means of electronic communication using the address provided for this purpose in the convocation. The right may be restricted to stockholders duly registered for the meeting. The scope of the statements can be limited appropriately in the convocation.

(2) Statements of position must be submitted no later than five days before the meeting.

(3) The submitted statements of position must be made available to all stockholders at least four days before the meeting. Access may be restricted to stockholders duly registered for the meeting. In the case of listed companies, the information must be made available via the company's website; in the case of sentence 2, access can also be given via the website of a third party. Section 126 (2) sentence 1 number 1, 3 and 6 applies accordingly.

(4) Section 121 (7) applies to the calculation of the deadlines specified in paragraphs 2 and 3 sentence 1.

VI. Possibility of objecting to resolutions of the Annual General Meeting in accordance with Section 118a (1) sentence 2 No. 8 in conjunction with Section 245 German Stock Corporation Act

According to Section 118a (1) sentence 2 no. 8 in conjunction with Section 245 AktG, properly registered shareholders and their proxies who are electronically connected to the Annual General Meeting may object to one or more resolutions of the Annual General Meeting by means of electronic communication during the Annual General Meeting, i.e. at the latest until the end of the Annual General Meeting.

In contrast to the virtual Annual General Meeting, exercising voting rights is no longer a prerequisite for declaring an objection under the special legislation in connection with the COVID-19 pandemic.

The provisions of the German Stock Corporation Act that form the basis for these shareholder rights are as follows:

Sec. 118a Virtual general meeting (excerpt)

(1) [...] *If a virtual general meeting is held, the following requirements must be met:*

[...]

8. *Shareholders who are electronically connected to the meeting are granted the right to object to a resolution of the Annual General Meeting by means of electronic communication.*

[...]

Section 245 Authority to bring an action for avoidance (excerpt)

The following have authority to bring an action for avoidance:

1. *any stockholder attending the general meeting, provided they have purchased the shares of stock already prior to notice of the agenda having been given by publication and provided they raised an objection concerning the resolution and had it recorded in the minutes;*

[...]

In the case of a virtual annual general meeting, all shareholders who are electronically connected to the meeting are deemed to have appeared within the meaning of sentence 1 number 1.

Mannheim, Germany, June 2023

Südzucker AG