



**Südzucker AG, Mannheim**

**Virtual Annual General Meeting on 17 July 2025**

## **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 those shareholders who have **registered** with the company **in due time** and provided **evidence of their entitlement** will be entitled to participate in the virtual Annual General Meeting and to exercise their voting rights, see Section 15 (1) Articles of Incorporation of Südzucker AG. The registration must be received by the company in text form and in German or English **by 10 July 2025, 24:00 hours (CEST) at the latest** at the following postal address or email address

Südzucker AG  
c/o Computershare Operations Center  
80249 Munich  
Germany

**E-mail:** [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or, in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212, via intermediaries who can use the aforementioned postal address or email address, or the SWIFT address SWIFT: CMDHDEMMXXX (instructions in accordance with ISO 20022, authorisation via SWIFT Relationship Management Application (RMA) required).

In addition, the shareholders must provide evidence of their entitlement to participate in the Annual General Meeting. As proof of entitlement in accordance with Article 15 (2) of the Articles of Incorporation of Südzucker AG, presentation of the proof in text form by the last intermediary pursuant to Section 67c (3) AktG shall be sufficient. The proof of shareholdings must relate to the close of business on the 22nd day prior to the Annual General Meeting, i.e. **midnight (24:00 CEST) on 25 June 2025**, ('Record Date'). As with the registration, proof of share ownership must also be submitted to the company at the aforementioned postal address or email address or via intermediaries in accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Art. 2 (1) and (3) and Art. 9 (4) of the Implementing Regulation EU 2018/1212, alternatively also via the SWIFT address SWIFT: CMDHDEMMXXX (instructions in accordance with ISO 20022, authorisation via SWIFT Relationship Management Application (RMA) required) **by no later than midnight (24:00 CEST) on 10 July 2025 (CEST)**. In addition to the registration, proof of shareholdings must also be submitted in either German or English.

To participate in the virtual Annual General Meeting and exercise voting rights, only those who have provided proof shall be deemed to be shareholders. If any doubt exists as to the correctness or authenticity of the proof, the company shall be entitled to demand further appropriate evidence. The entitlement to participate in the Annual General Meeting and the scope of the voting right depend – in addition to the necessity to properly register – on the shareholding of the shareholder on the Record Date. The Record Date is not connected to any ban on the sale of shares; in particular, these shares may be acquired and sold irrespective of the Record Date. Even in the event of a complete or partial sale of the shareholding after the Record Date, only the shareholding on the Record Date shall be decisive for the participation and the scope of the voting right. Therefore, sales of shares after the Record Date have no effect on the entitlement to participate or on the scope of the voting right. The same applies to shares acquired after the Record Date. Those who do not yet hold any shares on the Record Date and only become shareholders thereafter are only entitled to participate and vote for the shares held by them if they act as a proxy for those entitled to participate on the Record Date or are appointed to exercise such rights.

The Record Date has no significance for an entitlement to dividends.

After timely receipt of the registration and proof of shareholding in accordance with the above requirements, the shareholders entitled to participate will be sent the confirmation of registration for the virtual Annual General Meeting together with access data for the Shareholder Portal. Together with the confirmation of registration, forms for authorising third parties and the proxies appointed by the company will be also be sent. To guarantee timely receipt of the confirmation of registration, we ask our shareholders to ensure that the registration and proof of shareholding be sent in good time, if necessary, via their custodian institutions (last intermediaries).

#### **b) Proxy**

Properly registered shareholders can also cast their votes by proxy, e.g. an intermediary, a shareholders' association, or other persons of their choice. The following should be noted: Timely registration and proper proof of ownership of shares are also required if shareholders choose a proxy. If shareholders assign more than one person to act as a proxy, the company is entitled to reject one or more of these. The proxies can also only exercise their voting rights by electronic absentee voting on the Shareholder Portal or by granting (sub)authorisation.

The granting of power of attorney or its revocation and proof of the power of attorney vis-à-vis the company must be in text form, to the extent that no power of attorney is granted pursuant to Section 135 AktG. The power of attorney or its revocation can alternatively be granted or revoked in electronic form via the Shareholder Portal.

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

Proof of the appointment of an authorised representative can be sent to the company at the following postal address or email address:

Südzucker AG

c/o Computershare Operations Centre

80249 Munich

Germany

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

**by midnight (24:00 CEST) on 16 July 2025.** Compliance will be judged based on the time of receipt by the company.

For granting or revoking the power of attorney in accordance with Section 67c AktG, intermediaries may also use the SWIFT address SWIFT: CMDHDEMXXX (instructions according to ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required). The proxy authorisation or its revocation via the SWIFT address must be received **until the end of the vote declared by the chair of the meeting.**

Alternatively, power of attorney to a third party can also be given, altered or revoked **electronically** via the Shareholder Portal (see clause 2 of this Section III) up until the end of the Annual General Meeting. This simultaneously provides evidence of the proxy having been granted. Please use the **“Power of attorney to third parties” function** on the Shareholder Portal. When authorising intermediaries, shareholders’ associations, voting consultants or persons or institutions treated as such pursuant to Section 135 (8) AktG, special considerations should generally be taken into account, which should be obtained from the particular proxy. We therefore ask shareholders who wish to authorise intermediaries, shareholders’ associations, voting consultants or persons or institutions equivalent to these pursuant to Section 135 (8) AktG to vote on their behalf, to consult with the person to be authorised regarding the proper form of power of attorney.

#### **c) Exercising voting rights**

Voting rights can only be exercised electronically on the Shareholder Portal (see d)), or by granting power of attorney and instructions to the proxies of the company (see e)).

If voting rights are duly exercised in several permissible ways (by electronic postal vote in the Shareholder Portal or in accordance with Section 67c AktG via intermediaries using the SWIFT address and by proxies of the company on the basis of a power of attorney with instructions), the vote cast by electronic postal vote in the Shareholder Portal will be given priority, regardless of the time of receipt.

The revocation within the time limit of the last declaration received shall be binding.

The votes or powers of attorney and instructions to proxies of the company regarding agenda item 2 (appropriation of the balance sheet profit) remain valid even if the proposal for the appropriation of balance sheet profit is adjusted due to a change in the number of shares entitled to dividends.

#### **d) Procedure for electronic absentee voting on the Shareholder Portal**

Shareholders and their proxies can exercise their voting rights by electronic absentee voting on the Shareholder Portal both before the Annual General Meeting and during the Annual General Meeting up to the end of voting ordered by the chair of the meeting during the Annual General Meeting. Timely registration by each shareholder for the Annual General Meeting and proper proof of the shareholding according to the above provisions are also required (see a)).

The Shareholder Portal will be available for this purpose **from 25 June 2025** (see clause 2. and clause 2. e) of this Section III). Please use the 'Electronic absentee voting' function there.

Electronic absentee voting, including a revocation or a change in a vote cast via the Shareholder Portal, is possible **until the end of the vote declared by the chair of the meeting**.

In addition, intermediaries can, in accordance with Section 67c AktG, submit their postal vote via the SWIFT address SWIFT: CMDHDEMMXXX (instructions according to ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required). The postal vote via the SWIFT address must be received **by the end of voting by the chairman of the meeting**.

#### **e) Procedure for voting by company proxies**

Shareholders and their proxies can also assign power of attorney to proxies 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 following registration using the form sent together with the registration confirmation for the virtual Annual General Meeting. Alternatively, the authorisation and its revocation can be made via the Shareholder Portal (see clause 2 and clause 2. e) of this Section III).

Prompt registration for the Annual General Meeting and proper proof of the shareholding according to the above provisions are also required if proxies appointed by the company are granted power of attorney (see a) above).

Proxies appointed by the company shall only exercise the voting right on the basis of explicit and unambiguous instructions. Therefore, shareholders must **give explicit and unambiguous instructions** on the agenda items for which they wish to exercise their voting rights. The proxies appointed by the company are obliged to vote according to these instructions. In the absence of explicit and unambiguous instructions, proxies appointed by the company shall abstain from voting on the respective voting item. The proxies appointed by the company shall not accept any verbal communications, file any objections to Annual General Meeting resolutions, ask questions or table motions on behalf of shareholders. They are only available to vote on proposed resolutions of the Executive Board, the Supervisory Board or shareholders published under this convening notice or subsequently pursuant to Section 124 (1) or (3) AktG.

The power of attorney, including instructions to the company proxies, can be assigned, revoked or amended **electronically** via the Shareholder Portal (see clause 2 of this Section III) **up until voting begins**. By granting a power of attorney electronically via the Shareholder Portal, proof of authorisation is provided at the same time. To do this, please use the **“Proxies of the company”** function on the Shareholder Portal.

In accordance with Section 67c AktG, intermediaries can also issue powers of attorney and instructions via the SWIFT address SWIFT: CMDHDEMMXXX (instructions according to ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required). Proxy authorisations and instructions via the SWIFT address must be received **until voting begins**.

Alternatively, a power of attorney with instructions to the company proxies may be issued in text form and proof of such authorisation submitted to the company **by midnight (24:00 CEST) on 16 July 2025** to the following address:

Südzucker AG

c/o Computershare Operations Centre

80249 Munich

Germany

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de).

Compliance will be judged in each case based on the time of receipt by the company.

Please note that in the event of an additional authorisation via the Shareholder Portal, a proxy and instruction sent to the company at the above postal address, email address or SWIFT address will become invalid.

If an individual vote is held instead of a collective vote on an item on the agenda, the power of attorney and instructions given to proxies for this item on the agenda shall apply accordingly to each item of the individual vote.