



S Ü D Z U C K E R

## EXTRACT FROM SÜDZUCKER AG MANNHEIM/OCHSENFURT MANAGEMENT REPORT AND FINANCIAL STATEMENTS DATED FEBRUARY 28, 2013 (GERMAN GAAP – HGB)

### INFORMATION ON TAKEOVERS AS REQUIRED BY ART. 289, PARA. 4 OF GERMAN COMMERCIAL CODE (HGB)

**Composition of subscribed capital and voting rights** | As of February 28, 2013, Südzucker's subscribed capital is valued at € 204,183,292 million and consists of 204,183,292 bearer shares, each of which represents a notional holding of € 1 per share. The company held no treasury shares as of the period end.

**Südzucker AG shareholdings exceeding 10 %** | Südzucker AG Mannheim/Ochsenfurt has knowledge of two direct equity investments in the company that exceed 10 %: Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG (SZVG), Stuttgart, holds a majority interest of about 52 % and Raiffeisen-Holding Niederösterreich-Wien registrierte Genossenschaft mit beschränkter Haftung (registered cooperative with limited liability), Vienna, Austria, (Raiffeisen-Holding), and its associated companies (Raiffeisen Group) hold about 10 % of the company shares via Zucker Invest GmbH, Vienna, Austria.

**Voting rights, share transfers** | All shares entitle holders to the same rights and each share is worth one vote at the annual general meeting. Voting rights for the shares may be restricted as per German Stock Corporation Act regulations. Under certain conditions, shareholders may not be entitled to vote (article 136 of the German Stock Corporation Act (AktG)).

A voting agreement exists between SZVG and Raiffeisen Group and voting agreements also exist within Raiffeisen Group itself. According to the agreement, the shareholdings of SZVG and Zucker Invest GmbH are reciprocally attributed to each other as per the German Securities Trading Act, so that in total, SZVG and Zucker Invest GmbH together hold about 62 % of the subscribed capital of Südzucker AG, again according to the German Securities Trading Act. Furthermore, SZVG has an option to buy 18,797,796 of Zucker Invest GmbH's Südzucker shares and Zucker Invest GmbH has an option to buy 246,368 of the Südzucker shares held by SZVG.

**Shares with special rights, voting rights control for shares held by employees** | Shares with special rights that would impart controlling authority do not exist at Südzucker. No employees who hold shares of Südzucker AG are subject to voting rights control.

**Appointment and dismissal of executive board members** | Executive board members are appointed and dismissed by the supervisory board in accordance with articles 84 and 85 of the German Stock Corporation Act (AktG) and article 31 of the German Codetermination Act (MitbestG). In accordance with article 5, paragraph 2 of Südzucker AG Mannheim/Ochsenfurt's articles of incorporation in the current version of November 22, 2012 ([www.suedzucker.de/en/Investor-Relations/Corporate-Governance/Satzung/](http://www.suedzucker.de/en/Investor-Relations/Corporate-Governance/Satzung/)), the supervisory board determines the number of executive board members and the supervisory board is also authorized to appoint deputy members to the executive board.

**Amendments to the articles of Association** | Amendments to the articles of association are governed by articles 179 and following of the German Stock Corporation Act (AktG). Article 22 of the articles of incorporation authorizes the supervisory board to make amendments to the company's articles of incorporation that only affect the wording.

**Authority of the executive board, especially as relates to issuing shares and share buybacks** | As per resolution by shareholders at the annual general meeting dated July 29, 2008, the executive board, subject to approval by the supervisory board, is authorized to issue bearer or registered bonds with warrants and/or convertible bonds or bonus shares once or several times until July 28, 2013. Shareholders' subscription rights may be excluded in accordance with the resolution passed at the annual general meeting. The total nominal amount to be used in conjunction with this authorization to issue bonus shares, warrant and convertible bonds shall not exceed € 400,000,000. The warrants and conversion rights entitle holders to acquire Südzucker shares up to a total nominal amount not exceeding € 15 million as per the terms and conditions of the warrants and convertible profit sharing rights. Accordingly, nominal capital was increased by up to € 15 million by issuing up to 15 million new shares from conditional capital (conditional capital, article 4, paragraph 4 of the articles of incorporation). On June 30, 2009, a convertible bond with a face value of € 283.45 million was placed via Südzucker International Finance B.V., Oud-Beijerland, Netherlands. This bond has since been redeemed in full. To service conversion rights associated with this bond, the company issued 211,415 shares from conditional capital. Conditional capital remaining as of the period end is thus € 14,788,585, which corresponds to 14,788,585 shares.

The executive board is authorized, subject to approval by the supervisory board, to increase share capital by up to € 15 million from authorized capital until June 30, 2014 as per article 4, paragraph 5 of the articles of incorporation, by issuing new shares against cash contributions and/or contributions in kind under exclusion of subscription rights in certain cases (approved capital 2009). Approved capital was partially utilized on November 22, 2012 to increase equity by € 14,618,269 under exclusion of shareholder subscription rights. Approved capital remaining as of the period end is thus € 381,731, which corresponds to 381,731 shares.

Shareholders at the July 20, 2010 annual general meeting authorized the executive board to buy back up to 10 % of the company's total share capital existing at that time until July 19, 2015 in accordance with article 71, paragraph 1, item 8 of the German Stock Corporation Act (AktG). The shares may be acquired on the stock exchange or via public offer to purchase to all shareholders. The costs of buying back own shares may also be charged against net retained earnings or other revenue reserves. Among other things, the executive board was authorized, subject to approval by the supervisory board, to sell the shares bought back to third parties and to exclude shareholder subscription rights in the case of corporate mergers or when purchasing companies or parts of companies or shares of companies.

On March 1, 2012, Südzucker held 400,020 treasury shares to service the convertible bond. The total number of treasury shares was boosted to 600,000 through further buy-backs in the first quarter of fiscal 2012/13. In the third quarter of fiscal 2012/13, 23,489 treasury shares were issued to convertible bondholders who wanted to exercise their conversion rights.

On November 20, 2012, Südzucker decided to increase capital from approved capital and sold the remaining 576,511 treasury shares. The company thus no longer held any treasury shares as of the period end.

**Change of control and compensation agreements** | Material agreements as per article 315, paragraph 4, item 8 of the German Commercial Code (HGB) that would apply in the event of a change of control as a result of a takeover bid do not exist. Neither are there any compensation agreements with members of the executive board or in favor of employees that would apply in the event of a change of control.

Details regarding the executive and supervisory boards' compensation are outlined in the section "Corporate governance", which forms part of this management report.