

**Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
(Mannheim)**

Annual General Meeting on 20 July 2010

Information on shareholder rights pursuant to article 122 paragraph 2, article 126 paragraph 1, article 127, article 131 paragraph 1 of the German Stock Corporation Act (AktG)

Following are explanatory details pursuant to article 121 paragraph 3, number 3 German Stock Corporation Act regarding the rights of shareholders as set forth in articles 122 (2), 126 (1), 127 and 131 (1) German Stock Corporation Act (AktG).

Motions on amendments as per article 122, paragraph 2 of the German Stock Corporation Act

Shareholders whose interest totals at least 5 % of share capital (corresponding to € 9,467,680.40 or rounded up to the next higher whole number of shares, 9,467,681 shares) or whose interest reaches € 500,000 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 Aktiengesellschaft Mannheim/Ochsenfurt and must be received by the company at least thirty days prior to the annual general meeting; that is, no later than midnight on June 19, 2010. Requests for amendments received after this date will not be considered. Please send any requests to the following address:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt

The executive board

Maximilianstraße 10

68165 Mannheim

The petitioner or petitioners must prove that they have held their shares for at least three months prior to the day of the annual general meeting. Article 70 of the German Stock Corporation Act applies to this deadline.

To the extent that they were not already published with the notice for the annual general meeting, amendments to the agenda subject to publication will be published in the electronic version of the German Federal Gazette (Bundesanzeiger), and other media the company assumes will distribute the information throughout the entire European Union, immediately after the motions have been received. In addition, they will be published at the following URL:

<http://www.suedzucker.de/en/Investor-Relations/Hauptversammlung/>

The above shareholders rights are based on the following provisions of the German Stock Corporation Act:

Section 122 para. 1 and para. 2 German Stock Corporation Act

(1) A shareholders' meeting shall be called if shareholders whose aggregate Shareholding equals or exceeds one-twentieth of the share capital request such meeting in writing, stating the purpose and the grounds therefore; such request shall be addressed to the management board. The articles of association may provide that the right to request calling of a shareholders' meeting shall require a different form and the holding of a lower portion of the share capital. Section 142 para. 2 sentence 2 shall apply analogously.

(2) In the same manner, shareholders whose aggregate shareholding equals or exceeds one-twentieth of the share capital or a proportionate amount of EUR 500,000 May request that items be included in the agenda and published. Each new item must be substantiated or accompanied by the wording of the proposed resolution. The request within the meaning of sentence 1 must have been received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to

the meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.

Section 142 para. 2 German Stock Corporation Act

(2) If the shareholders' meeting rejects a motion to appoint special auditors to audit Any matter relating to the formation of the company or to any matter relating to the management of the company's business which has occurred within the last five years, the court shall, upon motion by shareholders whose aggregate shareholding, at the time of the motion was filed, equals or exceeds one-hundredth of the share capital or a pro rata amount of EUR 100,000, appoint special auditors, provided that facts exist which give reason to suspect that improprieties or gross violations of law or the articles of association have occurred in connection with such matter. The parties filing the motion shall provide evidence of the fact that they have been holders of such shares for at least three months prior to the day of the shareholders' meeting and that they will hold the shares until a decision on the motion has been rendered. Section 149 shall apply mutatis mutandis to agreements aimed at avoiding such special audit.

Countermotions and nominations in accordance with articles 126, paragraph 1 and 127 of the German Stock Corporation Act

Shareholders of the company can submit countermotions to executive board and/or supervisory board recommendations on specific agenda items, as well as nominating external auditors. Such submissions (including rationale) and nominations shall be exclusively submitted to

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
Investor Relations
Maximilianstraße 10
68165 Mannheim

or by fax to: +49 (0) 621/421-7843

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

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

Proper countermotions and nominations submitted by shareholders and received at least fourteen days prior to the date of the annual general meeting; i.e., no later than July 5, 2010 (midnight), will be immediately published at the following URL:

<http://www.suedzucker.de/en/Investor-Relations/Hauptversammlung/>

Any comments from management will also be posted at the above Internet address.

The company may decline to publish a countermotion and its rationale or a nomination if one of the conditions for exclusion as per article 126, paragraph 2 of the German Stock Corporation Act exist; for example, because the nomination or countermotion would result in a resolution by shareholders at the annual general meeting that contravenes either the law or the Articles of Incorporation. Neither must a nomination

be published if it does not include the name, the profession and the place of residence of the nominee. The reason for a countermotion does not need to be published if it is longer than 5,000 characters.

Shareholders are asked to prove the extent of their holdings at the same time they submit the countermotion or nomination. Note that countermotions and nominations previously sent to the company by the due date will only be considered at the annual general meeting if they are presented orally at the meeting. The right of every shareholder to present countermotions to the various agenda items or to make nomination proposals during the annual general meeting without having submitted them to the company prior to the meeting remains unchanged.

The above shareholders rights are based on the following provisions of the German Stock Corporation Act:

Section 126 German Stock Corporation Act Counter motions by Shareholders

(1) Motions by shareholders including the shareholder's name, the statement of Grounds therefore and any comments of the management shall be made available to The relevant persons to be notified pursuant to section 125 paras. 1 to 3 German Stock Corporation Act under the conditions set forth therein, provided that the share Holder has sent to the relevant address stated in the convening notice a counter-Motion against a proposal of the management board and the supervisory board with Respect to a particular item of the agenda, including a statement of grounds for the countermotion, no later than 14 days prior to the meeting of the company. The date of receipt shall not be taken into account. In the case of listed companies, the aforementioned information must be made available in the website of the company. Section 125 para. 3 German Stock Corporation Act shall apply analogously.

(3) If several shareholders make counter-motions in respect to the same subject matter to be resolved, the management board may combine such counter-motions and

the respective statements of grounds.

Section 127 Nominations by Shareholders German Stock Corporation Act

Section 126 shall apply analogously to a proposal by a shareholder for the election of members of the supervisory board or external auditors. Such proposal needs not to be substantiated. The management board is under no obligation to make available the proposal unless it contains the information required under section 124 para. 3 sentence 3 and section 125 para. 1 sentence 5 German Stock Corporation Act.

Access to information right as per article 131, paragraph 1 of the German Stock Corporation Act

Article 131, paragraph 1 of the German Stock Corporation Act states that every shareholder may request information from the executive board at the annual general meeting regarding company issues, including legal and business relationships with associated companies and the business situation of the group and companies included in the consolidated financial statements, provided the information is required to properly assess a particular agenda item.

These shareholder rights are based on the following provisions of the German Stock Corporation Act:

Section 131 German Stock Corporation Act Rights of Shareholders to Information

(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated company.3If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section

276 or section 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure had not been applied. A parent enterprise's (section 290 paras.1 and 2 of the Commercial Code) management board's duty to inform in the shareholders' meeting that considers the consolidated financial statement and consolidated management report shall extend to the outlook of the group and the enterprises included in the consolidated financial statement.

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the rules of procedure pursuant to section 129 German Stock Corporation Act may authorise the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules thereon.

(4) If information has been provided outside a shareholders' meeting to a shareholder By reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of para. 3 sentence 1 Nos. 1 to 4 German Stock Corporation Act. Sentences 1 and 2 shall not apply if a subsidiary (section 290 paras. 1 and 2 of the Commercial Code), a joint venture (section 310 para. 1 of the Commercial Code) or an affiliate (section 311 para. 1 of the Commercial Code) provides the information to a parent company (section 290 paras. 1 and 2 of the Commercial Code) for the purpose of inclusion in the consolidated annual financial statement of the parent company and the information is required for this purpose

(5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.