

Invitation and Agenda of the Annual General Meeting on Tuesday, July 24, 2007



SÜDZUCKER

Invitation and Agenda

of the

General Meeting

on Tuesday, July 24, 2007, 10 a.m.

of

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt

(registered office: Mannheim)

at the Congress Center Rosengarten,

Rosengartenplatz 2, 68161 Mannheim

Securities Identification Code WKN 729 700

ISIN DE 0007297004

We hereby invite our shareholders to the

General Meeting

to be held on Tuesday, July 24, 2007, 10 a.m. at the Congress Center Rosengarten,
68161 Mannheim, Rosengartenplatz 2.

Agenda

1. Presentation of the established Annual Financial Statements, the approved Consolidated Financial Statements of February 28, 2007 and the Management Reports on the situation of Südzucker Aktiengesellschaft Mannheim/Ochsenfurt and of the Group for the 2006/07 financial year together with the Report of the Supervisory Boards
2. Appropriation of the distributable profit
3. Ratification of the acts of management of the Management Board for the 2006/07 financial year
4. Ratification of the acts of management of the Supervisory Board for the 2006/07 financial year
5. Election of the Supervisory Board
6. Election of the auditor for the 2007/08 financial year
7. Amendments to the by-laws
8. Authorization to purchase own shares including appropriation excluding the subscription right
9. Approval on the conclusion of corporate agreements

Proposals

On Item 2 (appropriation of the distributable profit):

The Management Board and Supervisory Board propose that the distributable profit of € 104,145,241.81 be used as follows:

Payment of a dividend of € 0.55 per share on 189,353,608 shares	€ 104,144,484.40
Balance to be carried forward	€ 757.41
Distributable profit	€ 104,145,241.81

The dividend will be paid on July 25, 2007.

On Items 3 and 4 (ratification of the acts of management of the Management Board and Supervisory Board for the 2006/07 financial year):

The Management Board and Supervisory Board propose that the acts of management be ratified for the 2006/07 financial year.

On Item 5 (election of the Supervisory Board):

The period of office of all members of the Supervisory Board will come to an end at the end of the General Meeting on July 24, 2007.

The Supervisory Board proposes the election to the Supervisory Board of the following people, who already belong to the Supervisory Board, as shareholder representatives up to the end of the General Meeting, who will decide on the ratification of acts of management for the fourth financial year since the start of the period of office (not counting the financial year in which the period of office starts):

Dr. Hans-Jörg Gebhard
Chairman
Eppingen

Chairman of the Association of Süddeutscher Zuckerrübenanbauer e. V.

Other mandates in domestic supervisory boards to be formed by law

- CropEnergies AG, Mannheim
- VK Mühlen AG, Hamburg

Mandates in comparable domestic and foreign control committees

- AGRANA Beteiligungs-AG, Vienna/Austria
- AGRANA Zucker, Stärke und Frucht Holding AG, Vienna/Austria (deputy chairman)
- Freiberger Holding GmbH, Berlin
- Raffinerie Tirlemontoise S.A., Brussels/Belgium
- Saint Louis Sucre S.A., Paris/France
- SZVG Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG, Ochsenfurt (chairman)
- Z & S Zucker und Stärke Holding AG, Vienna/Austria

Dr. Christian Konrad
Deputy chairman
Vienna/Austria

Chairman of the supervisory board of AGRANA Beteiligungs-AG, Vienna/Austria

Other mandates in domestic supervisory boards to be formed by law

- BAYWA AG, Munich

Mandates in comparable domestic and foreign control committees

- RWA Raiffeisen Ware Austria AG, Vienna/Austria
- RWA Raiffeisen Ware Austria Handel und Vermögensverwaltung reg. Gen.m.b.H., Vienna/Austria
- Saint Louis Sucre S.A., Paris/France
- Siemens Österreich AG, Vienna/Austria
- SZVG Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG, Ochsenfurt

Group mandates

- AGRANA Beteiligungs-AG, Vienna/Austria (chairman)
- Do & Co Restaurants und Catering Aktiengesellschaft, Vienna/Austria
- KURIER Redaktionsgesellschaft m.b.H., Vienna/Austria (chairman)
- KURIER Zeitungsverlag und Druckerei Gesellschaft m.b.H., Vienna/Austria (chairman)
- LEIPNIK-LUNDENBURGER INVEST Beteiligungs-AG, Vienna/Austria (chairman)
- RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN reg. Gen.m.b.H., Vienna/Austria (chairman)

- RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG, Vienna/Austria (chairman)
- Raiffeisen Zentralbank Österreich AG, Vienna/Austria (chairman)
- UNIQA Versicherungen AG, Vienna/Austria (chairman)

Ludwig Eidmann
Groß-Umstadt

Chairman of the Süddeutschen Zuckerrübenverwertungs-Genossenschaft eG and chairman of the Association of Hessen-Nassauischen Zuckerrübenanbauer e.V.

Mandates in comparable domestic and foreign control committees

- AGRANA Beteiligungs-AG, Vienna/Austria
- AGRANA Zucker, Stärke und Frucht Holding AG, Vienna/Austria
- Z & S Zucker und Stärke Holding AG, Vienna/Austria

Dr. Jochen Fenner
Gelchsheim

Chairman of the Association of Fränkischer Zuckerrübenanbauer e.V.

Erwin Hameseder
Mühldorf/Austria

Managing director of Raiffeisen-Holding Niederösterreich-Wien reg. Gen.m.b.H.

Other mandates in domestic supervisory boards to be formed by law

- VK Mühlen AG, Hamburg

Mandates in comparable domestic and foreign control committees

- Erste n.oe. Brandschaden Versicherungs Aktiengesellschaft, Vienna/Austria
- Flughafen Wien AG, Vienna/Austria
- "Health Care Company" KRANKENHAUS BETRIEBSFÜHRUNGS-AKTIENGESELLSCHAFT, Vienna/Austria

Group mandates

- AGRANA Beteiligungs-AG, Vienna/Austria
- AGRANA Zucker, Stärke und Frucht Holding AG, Vienna/Austria (deputy chairman)

- EPAMEDIA - EUROPÄISCHE PLAKAT- UND AUSSENME-DIEN GMBH, Vienna/Austria (chairman)
- Mediaprint Zeitungs- und Zeitschriften GmbH & Co. KG, Vienna/Austria
- NÖM AG, Baden/Austria (chairman)
- Raiffeisen Informatik GmbH, Vienna/Austria
- STRABAG SE, Spittal/Austria
- Z & S Zucker und Stärke Holding AG, Vienna/Austria (chairman)

Erhard Landes
Donauwörth

Chairman of the association of bayerischer Zuckerrübenanbauer e. V.

Ernst Wechsler
Westhofen

Chairman of the Association of Hessisch-Pfälzischen Zuckerrübenanbauer e.V.

In place of the outgoing Heinz-Christian Bär, Karben-Gräfenrode, Dr. Ulrich Brixner, Dreieich, and Ulrich Müller, Illsitz the Supervisory Board proposes the election to the Supervisory Board of the following gentlemen:

Dr. Ralf Bethke, Kassel,
Chairman of the management board of
K+S Aktiengesellschaft

Wolfgang Kirsch, Frankfurt am Main,
Chairman of the management board of DZ BANK AG

and

Joachim Rukwied, Eberstadt,
President of the Landesbauernverband in Baden-Württemberg e. V.

as new shareholder representatives.

Dr. Bethke has the following additional mandates:

Other mandates in domestic supervisory boards to be formed by law

- Benteler AG, Paderborn

Group mandates

- K+S KALI GmbH, Kassel

Mr. Kirsch has the following additional mandates:

Mandates in comparable domestic and foreign control committees

- Banco Cooperativo Espanol S.A., Madrid/Spain
- Liquiditäts-Konsortialbank GmbH, Frankfurt/Main
- Österreichische Volksbanken-AG, Vienna/Austria
- SZVG Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG, Ochsenfurt

Group mandates

- Bausparkasse Schwäbisch Hall AG, Schwäbisch Hall (chairman)
- Deutsche Genossenschafts-Hypothekenbank AG, Hamburg (chairman)
- R+V Versicherung AG, Wiesbaden (chairman)

Mr. Rukwied has the following additional mandates:

Mandates in comparable domestic and foreign control committees

- Buchstelle Landesbauernverband Baden-Württemberg GmbH, Stuttgart
- Agra-Europe Presse- und Informationsdienst GmbH, Bonn

The Supervisory Board is made up in accordance with Section 96 Paragraph 1 and Section 101 Paragraph 1 of the German Stock Corporation Act (AktG) and Section 1 Paragraph 1 and Section 7 Paragraph 1 of the German Co-Determination Act (Mitbestimmungsgesetz).

In the election of shareholder representatives, the General Meeting is not bound to the election proposals.

On Item 6 (Election of the auditor for the 2007/08 financial year):

The Supervisory Board proposes that Pricewaterhouse Coopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main be appointed auditor for the 2007/08 financial year.

On Item 7 (Amendments to the by-laws):

As a result of the newly introduced Section 30 b Paragraph 3 Point 1 Subpoint a) of the German Securities Trading Act (WpHG), Südzucker AG may only provide its shareholders with information by means of remote data

transmission if the shareholder wants this and the General Meeting has approved this. This applies as of 2008 (Section 46 Paragraph 3 of the German Securities Trading Act (WpHG)). Agreement should be given and a corresponding provision should be included in the by-laws.

All but a remaining amount of € 3 million of the approved capital decided by the General Meeting on July 28, 2005 was exercised. As the remaining amount is too low to be utilized in an effective way, the approved capital should now be removed.

The Management Board and Supervisory Board therefore propose the following resolution:

- a) The General Meeting agrees to the transfer of information to the owners of registered securities of Südzucker AG by means of remote data transmission. Section 3 of the by-laws will be amended accordingly and reworded as follows:

„Announcements by the Company will be made in the Electronic Federal Gazette. The transfer of information to the owners of registered securities by means of remote data transmission is permitted.“

- b) The current approved capital will be removed and Section 4 Paragraph 5 of the by-laws will be deleted without replacement.

On Item 8 (Authorization to purchase own shares including appropriation excluding the subscription right):

The Management Board and Supervisory Board propose the following resolution:

- a) Up until January 23, 2009 the Management Board is authorized to purchase Company shares of up to 10 % of the current capital stock in accordance with Section 71 Paragraph 1 Point 8 of the German Stock Corporation Act (AktG).
- b) Acquisition may take place via the stock exchange or by means of a public bid addressed to all shareholders. In the case of acquisition via the stock exchange, the Company can also service third parties if the third parties observe the restrictions laid out below. In the case of acquisition via the stock exchange, the acquisition price per share excluding incidental acquisition costs cannot exceed the mean value of the share prices (closing auction prices of the Südzucker share

in XETRA trading or in a subsequent, replacement system comparable to the XETRA system on the Frankfurt Stock Exchange) on the last three days of trading before the commitment to purchase by more than 10 % or fall below this value by more than 10 %. In the case of a public bid, it must not exceed the mean value of the share prices (closing auction prices of the Südzucker share in XETRA trading or in a subsequent, replacement system comparable to the XETRA system on the Frankfurt Stock Exchange) on the fifth, fourth and third day of trading before the publication of the bid by more than 10 % or fall below this value by more than 10 %. The volume of the bid can be limited. If the complete subscription of the bid exceeds this volume, the acceptance must be proportionate to the shares offered. A preferential acceptance of small quantities of up to 100 units for the acquisition of offered Company shares for each Company shareholder can be permitted.

c) The Management Board is authorized

- (1) with the approval of the Supervisory Board to sell to third parties the acquired own shares excluding the subscription right of shareholders within the framework of company mergers or in the case of the acquisition of companies or parts of companies or participations in companies;
- (2) with the approval of the Supervisory board to sell to all shareholders the acquired own shares excluding the subscription right of shareholders, including in ways other than via the stock exchange or a bid, if these shares are sold against a cash payment at a price that does not significantly fall below the stock market price of the Company's shares of the same structure at the time of disposal. However, this authorization only applies with the proviso that the shares disposed of excluding the subscription right in accordance with Section 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG) must in total not exceed 10 % of the capital stock, either at the time of coming into force or at the time of execution of this authorization. Added to this limit of 10 % of the capital stock are those shares,

- which were or are issued to service bonds with right of conversion or right of option, if the bonds were or are issued because of an authorization

valid during the term of this authorization with appropriate application of Section 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG) excluding the subscription right;

- that are issued under utilization of an authorization valid during the term of this authorization to issue new shares from approved capital in accordance with Section 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG) excluding the subscription right;

- (3) with the approval of the Supervisory Board to use the acquired own shares excluding the subscription right of shareholders to service rights of conversion from any future bonds with a right of conversion or option, which the Management Board is authorized to issue by the General Meeting, and to transfer the own shares to persons with conversion or subscription rights at conditions to be defined in future resolutions on authorizations by the General Meeting.

d) The price at which the Company shares are sold to third parties must not exceed the share price (opening price of the Südzucker share in XETRA trading or in a subsequent, replacement system comparable to the XETRA system on the Frankfurt Stock Exchange) on the day of the binding agreement with the third party by more than 5 %, if the shares are used for the purposes under Subpoint c) Paragraph 1 and 2.

e) Own shares can also be acquired for the purpose of recall at the expense of the retained earnings or other revenue reserves. Recall leads to a reduction in capital. Deviating from this, the Management Board can determine that the capital stock remains the same in the event of recall and instead the recall leads to the proportion of other shares in the capital stock being increased in accordance with Section 8 Paragraph 3 of the German Stock Corporation Act (AktG); in this case, the Management Board is authorized to modify the number of no-par value shares in the by-laws. The Management Board is also authorized to execute the recall without further resolution by the General Meeting.

f) The authorization to purchase own shares and to resell or recall these shares can also be executed partially. It can be executed once or several times.

On Item 9 (Approval of the conclusion of corporate agreements):

The Management Board and Supervisory Board propose that the conclusion of the Control and Profit Transfer Agreements between Südzucker AG and

- Südzucker Functional Food Holding GmbH,
- Südzucker Holding GmbH and
- AHG Agrar-Holding GmbH,

each of May 25, 2007, be approved.

The agreements, which have to be presented to the General Meeting for approval pursuant to Section 293 of the German Stock Corporation Act (AktG), consists of the following main provisions:

- The corporate governance of the companies is placed under the control of Südzucker AG.
- The companies are obliged to transfer their distributable profit in each year to Südzucker AG.
- Südzucker AG is obliged to balance out net losses of the companies in any year in accordance with Section 302 of the German Stock Corporation Act (AktG).
- The companies may, with the consent of Südzucker AG, create revenue reserves from their net profit for the year to the extent to which this is economically justified on reasonable business considerations.
- Since the companies have no outside shareholders, Südzucker AG does not have to make any compensating payments or provide other compensation to minority interests.
- The agreements will come into force with their entry in the Commercial Register; they will apply retroactively – with the exception of Südzucker AG's right to issue directives – to Südzucker Functional Food Holding GmbH and Südzucker Holding GmbH as from March 1, 2007 and to AHG Agrar-Holding GmbH as from its foundation on May 4, 2007.
- The agreements with Südzucker Functional Food Holding GmbH and Südzucker Holding GmbH can be terminated by either party at the earliest with effect as of February 29, 2012 and the agreement with AHG Agrar-Holding GmbH can be terminated at the earliest

with effect as of February 28, 2013, and thereafter all agreements can be terminated with effect as of the end of each financial year.

Participation in the general meeting/ proxy voting rights

The Company's capital stock is 189,353,608 euros and is divided into 189,353,608 shares. Each share is given a vote in the General Meeting. The total number of shares and voting rights at the time at which the General Meeting is called is therefore 189,353,608. At the time at which the General Meeting is called, the Company does not hold any of its own shares.

Shareholders are entitled to participate in the General Meeting and exercise their voting rights if they notify the Company at the following address

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
c/o Deutsche Bank AG
- General Meetings -
60272 Frankfurt/Main
Fax no.: +49 69 910 – 860 45
E-Mail: WP.HV@XChanging.com

of their intention to participate by no later than July 17, 2007 (24:00 hours) and furnish the Company with proof of their ownership interest by their bank or financial services institution documenting that they were a shareholder of the Company on July 3, 2007 (00:00 hours). Proof of the ownership interest in the Company, like the notification of the intention to participate in the General Meeting, must be received at the address stated above by no later than July 17, 2007 (24:00 hours). The notification and proof of ownership interest must be in text form. The proof of ownership interest must be in German or English.

Shareholders who apply in due time for an admission card to participate in the General Meeting from their depositary bank or financial services institution do not have to take any further action. In this case the notification of attendance and the proof of ownership interest will be taken care of by the depositary bank or financial services institution.

Shareholders who have registered by notifying their intention to participate in the General Meeting may – without attending the General Meeting in person – arrange for their voting rights to be exercised by an authorized representative of their choice (e.g. a bank or shareholders' association).

This year the Company again offers its shareholders the possibility to authorize a representative nominated by the Company, who may exercise the voting rights on their behalf on the strength of specific voting instructions, already before the General Meeting. Shareholders willing to do so must be in possession of an admission card for the General Meeting. To authorize a representative nominated by the Company to exercise their voting rights, shareholders must issue express voting instructions on the respective items of the agenda. The power of attorney must be submitted in writing. Shareholders will receive the necessary documents and information together with the admissions card.

The Control and Profit Transfer Agreements dated May 25, 2007, the financial statements and the report on the situation of AG for the 2004/2005, 2005/2006 and 2006/2007 financial years, the financial statements of Südzucker Functional Food Holding GmbH and Südzucker Holding GmbH for the abbreviated financial years in each case ending on February 28, 2007 and the initial balance sheet of AHG Agrar-Holding GmbH, founded on May 4, 2007 and the joint reports of the management board of Südzucker AG and the management boards of the dependent companies drawn up in accordance with Section 293a of the German Stock Corporation Act (AktG), as well as the other documents listed in Item 1 of the Agenda are available for shareholders to view from the time when the meeting was called on the business premises of Südzucker AG, Südzucker Functional Food Holding GmbH and Südzucker Holding GmbH, all situated at Maximilianstr. 10, 68165 Mannheim, and at AHG Agrar-Holding GmbH, Marktbreiter Str. 74, 97199 Ochsenfurt. On request, every shareholder will receive a copy free of charge. The aforementioned documents will also be available in the General Meeting and can be viewed on the internet at www.suedzucker.de/investorrelations/de/hauptversammlung/.

Counterclaims by shareholders pursuant to Section 126 of the German Stock Corporation Act and election nominations by shareholders pursuant to Section 127 of the German Stock Corporation Act must be addressed no later than two weeks before the day of the General Meeting exclusively to:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
Investor Relations
Maximilianstraße 10
68165 Mannheim
Fax no.: +49 (0) 621/421-7843 or
E-Mail: investor.relations@suedzucker.de

Shareholders who have questions on the General Meeting are also asked to address these to the aforementioned address.

Shareholders' proposals and nominations which have to be made accessible will be published at the following internet address without delay after their receipt:

www.suedzucker.de/investorrelations/de/hauptversammlung/

Any comments by Management will also be published at the Internet stated above. The Invitation to the General Meeting and the Annual Report are also available there.

The Invitation was published in the Electronic Federal Gazette on May 31, 2007.

Mannheim, May 2007

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt
The Management Board

Management Board report pursuant to Section 71 Paragraph 1 Point 8, Section 186 Paragraph 4 of the German Stock Corporation Act (AktG) to the General Meeting relating to Item 8 (Authorization to purchase own shares including appropriation excluding the subscription right):

With regard to Item 8, the Management Board proposes authorizing the Company to acquire own shares of up to 10 % of the current capital stock up to 23 January 2009.

Section 71 Paragraph 1 Point 8 of the German Stock Corporation Act (AktG) permits other forms of procurement and sale in addition to the typical case of acquisition and disposal via the stock market. Use should be made of these options.

In addition to acquisition via the stock exchange, the Company should be able to acquire own shares through a public bid (tender procedure). In this option, every Company shareholder willing to sell can decide how many shares to offer and, when a price range is defined, at what price. If the quantity offered at the defined price exceeds the number of shares the Company wants, the acceptance of sales offers must be allotted. Here, it should be possible to define the preferential acceptance of small offers or small parts of offers. The purpose of this is to avoid broken amounts during definition of the quotas to be acquired and to avoid remaining amounts and thus to simplify technical handling.

According to the provisions of Section 71 Paragraph 1 Point 8 of the German Stock Corporation Law (AktG), the General Meeting can also authorize the Company to execute this disposal by means other than via the stock exchange.

In the cases listed in Subpoint c) of the resolution proposal, disposal following acquisition of own shares should also be possible excluding the shareholders' subscription right.

This should enable the Management Board to have own shares – provided there is Supervisory Board approval – in order to pay these in return in the event of company mergers or the acquisition of companies or parts of companies or participations in companies. In transactions of this kind, this form of payment in return is sometimes demanded. The authorization proposed here intends to give the Company the flexibility needed to take advantage of opportunities for company mergers, for the acquisition of companies or parts of companies or participations in companies quickly and flexibly. There

are no concrete plans for exploiting this authorization at the moment. The Management Board will provide the General Meeting with a report on the exploitation of this authorization.

The resolution proposal also contains the authorization to sell the acquired own shares in cases other than as part of company mergers, the acquisition of companies or parts of companies or participations in customers outside of the stock market excluding the subscription right. A prerequisite for this is that the shares are sold against cash payment at a price that does not significantly fall below the stock market price for the Company shares of the same structure at the time of disposal. However, this authorization only applies with the proviso that the shares disposed of excluding the subscription right in accordance with Section 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG) must in total not exceed 10 % of the capital stock, either at the time of coming into force or at the time of execution of this authorization. Added to this limit of 10 % of the capital stock are those shares

- which were or are issued to service bonds with right of conversion or right of option, if the bonds were or are issued because of an authorization valid during the term of this authorization with appropriate application of Section 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG) excluding the subscription right;
- that are issued under utilization of an authorization valid during the term of this authorization to issue new shares from approved capital in accordance with Section 186 Paragraph 3 Clause 4 of the German Stock Corporation Act (AktG) excluding the subscription right.

The purpose of this authorization is to provide the Company with more flexibility. In particular, it makes it possible for shares to be issued specifically to cooperation partners or financial investors in cases other than company mergers, the acquisition of companies or parts of companies or participations in companies. The interests of the shareholders are preserved by the fact that the issue price must be based on the stock market price. The shareholders are able to maintain their relative participation by means of procurement of shares via the stock exchange. There are no concrete plans for exploiting this authorization at the moment. The Management Board will provide the General Meeting with a report on the exploitation of this authorization.

Ultimately, with the approval of the Supervisory Board, the Management Board should be authorized to use acquired own shares excluding the shareholders' subscription right to service rights of conversion and subscription rights from future bonds with a right of conversion or option which the General Meeting can authorize the Management Board to issue and to transfer own shares to persons with conversion or subscription rights at conditions to be defined in future resolutions on authorizations by the General Meeting. The transfer of own shares to meet subscription rights from future bonds with a right of conversion or option instead of claiming conditional capital can be used in particular to counter dilution effects that would otherwise occur. Shareholders have a subscription right to bonds with a right of conversion or option that can be is-sued as a result of future authorization granted by the General Meeting if this is not ruled out by the General Meeting pursuant to Section 221 Paragraph 4 in conjunction with Section 186 of the German Stock Corporation Act (AktG).

The Company should be able to recall own shares without a new resolution by the General Meeting. The purpose of this authorization is to give the Management Board flexibility to take correct account of the longer-term dividend payment interests of the Company and its shareholders. According to Section 71 Paragraph 1 Point 8 Clause 6 of the German Stock Corporation Law (AktG), the Management Board can be authorized by the General Meeting not just to acquire own shares but also to recall these. If the Management Board takes advantage of this recall authorization, this leads to a corresponding reduction in capital. Alternatively, the Management Board should also be authorized to execute the recall in accordance with Section 237 Paragraph 3 Point 3 of the German Stock Corporation Act (AktG) without a change to the capital stock. In this case, as a result of the recall the proportion of remaining shares based on the capital stock is in accordance with Section 8 Paragraph 3 of the German Stock Corporation Act (AktG). The Management Board should therefore also be authorized to modify the number of shares, which is reduced by the recall, in the by-laws. Experience has shown that the recall of own shares can lead to a stabilization or optimization of the stock market price and to a strengthening of the Company's position on the capital market and is therefore in the interests of the Company and its shareholders. At an appropriate time after obligatory consideration, the Management Board will decide whether to take advantage of the authorization to recall shares.

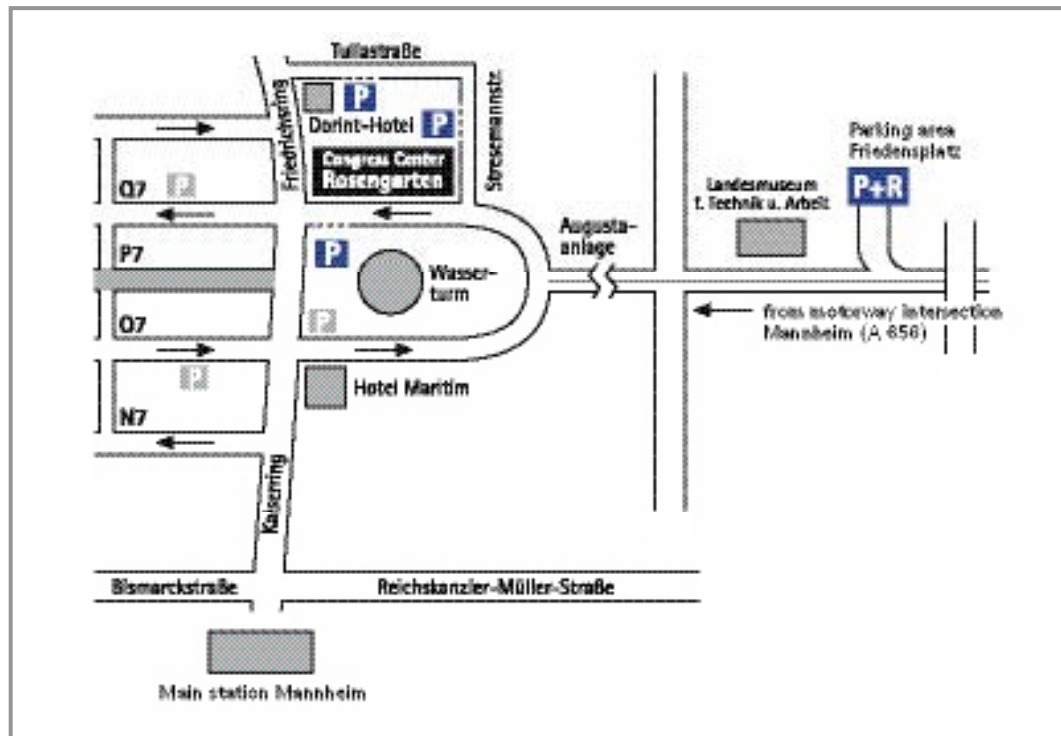
The authorization to acquire own shares and their resale or recall of these shares can also be executed partially.

Translation for Convenience

This document is a translation of the German text of the Invitation. It is solely for information purpose and it is not legally binding. The legally binding text of the Invitation is in German and it was published on May 31st, 2007 in the Electronic German Federal Gazette (e-Bundesanzeiger) and a shortened version in the Boersenzeitung on June 1st, 2007.

How to get here

Congress Center Rosengarten, Mannheim



Arrival car

- || Motorway A656 direction Mannheim
- || Follow signs direction Center (Zentrum)

P Free parking

- || Parking house of the Congress Center Rosengarten
- || Parking house under the "Wasserturm" on the parking deck reserved for the shareholders (signposted)
- || Dorint Hotel parking house

When you enter the parking house and show your admittance ticket you are given a ticket to enter and depart. Please note that it is only possible to access the Congress Center Rosengarten via the main entrance (Rosengarten plaza) and not through the basement garage entrances.

P+R Park and Ride

- || Parking area Friedrichsplatz on the A 656
- || Continual bus shuttle to the Congress Center Rosengarten

Arrival by train

- || Main station (Hauptbahnhof) Mannheim
- || Tramcar lines 3 and 7 to Wasserturm stop
- || Alternatively on foot from the main station (Hauptbahnhof) to Congress Center Rosengarten (approx. 10-15 min.)

Arrival by transport authority Rhein-Neckar (VRN)

With the admittance ticket, the shareholders receive a combi-ticket entitling ticket-holders to travel on 24 July 2007 to and from the general meeting with all busses, tramcars and approved trains (DB: RE, RB and S-Bahn, each 2nd class) in the area served by the transport authority Rhein-Neckar (VRN).