



Südzucker AG, Mannheim

Virtual Annual General Meeting on 15 July 2021

Information on shareholder rights pursuant to sections 122(2), 126(1), 127 German stock corporation act (AktG) and section 1(2) COVID-19 Act

In accordance with section 121(3) no. 3 German stock corporation act, shareholder rights pursuant to sections 122(2), 126(1), 127 German stock corporation act and article 2 section 1(2) German act to mitigate the consequences of the COVID-19 pandemic under civil, insolvency and criminal procedure law of 27 March 2020, as amended by the German act on the further shortening of residual debt exemption proceedings and the adjustment of pandemic-related regulations in company, cooperative, association and foundation law as well as tenant and leasehold law of 22 December 2020, the validity of which was extended until 31 December 2021 by the German ordinance on the extension of measures in company, cooperative, association and foundation law to combat the effects of the COVID-19 pandemic of 20 October 2020 ("**COVID-19 Act**"), are explained below. In accordance with section 1(2) of the COVID-19 Act, the Annual General Meeting shall be held as a virtual Annual General Meeting without the physical presence of shareholders and their proxies.

Requests for additions to the agenda pursuant to section 122(2) AktG

Shareholders whose shares together make up 5% of the share capital (corresponding to €10,209,164.60 or 10,209,165 shares) 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 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 AG and must be received by the company at least thirty days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be counted. The deadline for acceptance is thus **midnight on 14 June 2021 (CEST)**. Requests for additions received after this date will not be considered. Please send any requests to the following address:

Südzucker AG
Executive Board
Maximilianstrasse 10
68165 Mannheim

Germany

Requests for additions to the agenda addressed elsewhere will not be considered.

The applicants must prove 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. Section 121(7) AktG shall correspondingly apply for the calculation of such period.

To the extent they were not already published with the announcement for the Annual General Meeting, amendments to the agenda are to be promptly published after receipt of the request in the German Federal Gazette (Bundesanzeiger) 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:

www.suedzucker.de/en/ (tab: Investor Relations / Annual General Meeting)

and communicated to the shareholders.

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

§ 122 Calling of a Meeting at the Request of a Minority (extract)

(1) The shareholders' meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. The shareholders who have made the demand shall provide evidence to the effect that they have held the shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until the management board decides upon the demand. § 121 (7) shall apply accordingly.

(2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are put on the agenda and published. Each new item

shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

§ 121 General Provisions (extract)

(...)

(7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. §§ 187 to 193 of the German Civil Code shall not be applied accordingly. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Counter motions and nominations pursuant to sections 126(1) and 127 AktG in conjunction with section 1(2) sentence 3 of the COVID-19 Act.

Shareholders of the company can submit counter motions against the Executive Board and/or Supervisory Board recommendations on certain agenda items as well as making recommendations regarding the nomination of external auditors. Such counter motions (including reasons) and nominations must be exclusively submitted to:

Südzucker AG
Investor Relations
Maximilianstrasse 10
68165 Mannheim
Germany

or by fax to: +49 621 421-449

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

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

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

Proper counter motions and nominations submitted by shareholders and received at the aforementioned address at least fourteen days prior to the date of the Annual General Meeting, i.e. **no later than midnight on 30 June 2021 (CEST)**, will be published immediately on the following website:

www.suedzucker.de/en/ (tab: Investor Relations / Annual General Meeting).

Any comments from management will also be published at the aforementioned Internet address.

The company may decline to publish a countermotion and its rationale or a nomination if one of the conditions for exclusion pursuant to section 126(2) AktG (in conjunction with section 127 sentence 1 AktG) is met; for example, because the nomination or countermotion would result in a resolution of the Annual General Meeting that contravenes either the law or the Articles of Association. The reason for a countermotion 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 (cf. section 127 sentence 3 in conjunction with section 124(3) AktG).

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

Counter motions and/or nominations to be published by the company pursuant to section 126 or section 127 AktG shall be deemed to have been made at the Annual General Meeting if the shareholder making the proposal is duly authorised and has registered for the Annual General Meeting.

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

§ 125 Communications to Shareholders and Members of the Supervisory Board (extract)

(1) The management board shall, at least 21 days before the meeting, communicate to those credit institutions and shareholders' associations which have exercised voting rights on behalf of shareholders in the preceding shareholders' meeting or which have requested such communication and the notice of the meeting. The date of notice shall not be taken into account. If the agenda is to be amended pursuant to § 122 (2), such amended agenda shall be communicated in the case of listed companies. Such communication shall point out that voting right may be exercised by a proxy holder or a shareholders' association. (...)

(2) The management board shall provide the same information to shareholders who make such request or are registered as shareholders in the company's share register at the beginning of the 14th day before the meeting. The articles may limit transmission to electronic communication.

(3) Each member of the supervisory board may request that the management board send the same communication to him.

(...)

§ 126 Motions by Shareholders

(1) Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to § 125 (1)–(3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a motion counter to a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. § 125 (3) shall apply accordingly.

(2) A counter-motion and the grounds for this need not be made available, if:

- 1. the management board would by reason of such communication become criminally liable;*
- 2. the counter-motion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles;*
- 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous;*
- 4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders' meeting of the company pursuant to § 125;*
- 5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favour of such countermotion;*
- 6. the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting; or*
- 7. within the past two years at two shareholders' meeting the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.*

The statement of the grounds need not be communicated if it exceeds 5,000 characters.

(3) If several shareholders make counter-motions for resolution in respect to the same subject matter, the management board may combine such counter-motions and the respective statements of the grounds.

§ 127 Nominations by Shareholders (extract)

§ 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the grounds for this. The management board also need not communicate such nomination if it fails to contain the particulars required by § 124 (3) sentence 4 (...)

§ 124 Publication of Requests for Supplement; Proposals for Resolution (extract)

(...)

(3) (...) *The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.*

(...)

The provisions of the COVID-19 Act that form the basis for these shareholder rights are as follows:

Section 1 Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Companies (Excerpt)

(...)

(2) (...) *shareholder motions or nominations which are to be made available pursuant to section 126 or section 127 German stock corporation act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorised and has registered for the Annual General Meeting.*

Right of the shareholder to ask questions

Shareholders have no right to request information verbally from the Executive Board during the virtual Annual General Meeting pursuant to section 131(1) and (4) AktG. Under section 1(2) sentence 1 No 3 of the COVID-19 Act, participating shareholders and their proxies are, however, granted the right to ask questions electronically. Questions are answered during the audio and video transmission of the virtual Annual General Meeting.

The Executive Board, with the consent of the Supervisory Board, has stipulated that questions must be submitted electronically no later than one day prior to the Annual General Meeting, i.e. **by midnight on 13 July 2021 (CEST)**. According to section 1(2) sentence 2 of the COVID-19 Act, the Executive Board decides as per its own best judgement or discretion how it will answer questions.

We reserve the right to publish answers to frequently asked questions in advance on the company's website. When answering questions, the Executive Board also reserves the right to appoint questioners provided the questioner has given their consent to being appointed when submitting the questions.

Shareholders eligible to attend or their proxies can only submit their questions electronically via the shareholder portal available at

www.suedzucker.de/en/ (tab: Investor Relations / Annual General Meeting).

Please use the **“Ask a question” function** in the shareholder portal. Questions may be submitted via the shareholder portal **from 24 June 2021 until 13 July 2021, 24:00 (CEST)**. Questions submitted otherwise or after the above deadline will not be considered. There will be no opportunity to ask questions during the Annual General Meeting. The necessary access data for the shareholder portal can be obtained by the shareholders or their proxies from the registration confirmation sent to them after prompt registration and proper proof of share ownership (see section 3 a) above).

The provisions of the COVID-19 Act that form the basis for these shareholder rights are as follows:

Art. 2 section 1: Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Companies (Excerpt)

(...)

(2) The Board of members can decide that the meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, provided

(...)

3. the shareholders are granted the right to submit questions via electronic communication,

(...)

The Board of members decides how to answer questions according to its dutiful, free discretion; it can also stipulate that questions must be submitted via electronic communication one day before the meeting at the latest.

Opportunity to object to resolutions of the Annual General Meeting

Under Art. 2 section 1(2) sentence 1 no. 4 COVID-19 Act, shareholders and their proxies who have exercised their voting rights by way of electronic communication (postal vote) or by issuing a power of attorney - waiving the requirement to appear in person at the Annual General Meeting - are given the opportunity to object to resolutions of the Annual General Meeting.

Shareholders may object to one or more resolutions of the Annual General Meeting during its performance, i.e. at the latest by the end of the Annual General Meeting. This is only possible via the shareholder portal at:

www.suedzucker.de/en/ (tab: Investor Relations / Annual General Meeting)

Please use the **“Objection” function**. The necessary access data for the shareholder portal can be obtained by the shareholders or their proxies from the registration confirmation sent to them after prompt registration and proper proof of share ownership.

The provisions of the COVID-19 Act that form the basis for these shareholder rights are as follows:

Art. 2 section 1: Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Companies (Excerpt)

(...)

(2) The Board of members can decide that the meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, provided

(...)

4. shareholders who have exercised their voting rights according to number 2 are granted the opportunity to object to any resolution passed by the Annual General Meeting, waiving the requirement of physical attendance of the Annual General Meeting by way of derogation from section 245 no. 1 German stock corporation act.