

## Articles of Incorporation\*

### I. General Provisions

#### Article 1

"Südzucker Aktiengesellschaft Mannheim/Ochsenfurt" is the name of a stock corporation with its registered office in Mannheim, Germany. In addition, there is an administrative office in Ochsenfurt/Main, Germany; this is not a registered office in terms of Section 5 of the Stock Corporation Act (*Aktiengesetz*).

#### Article 2

The corporate purpose of the company is the production of sugar, its sales, the utilization of its by-products and conducting agricultural operations. The company is also authorized to participate in other undertakings in any permissible form, to acquire such undertakings and to enter into any transactions that appear directly or indirectly beneficial to achieving or promoting the corporate purpose.

#### Article 3

Company announcements are made in the electronic edition of German Federal Gazette (*Bundesanzeiger*). The transmission of information to holders of listed securities may also occur by means of remote data transmission.

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\* This document is also available in German. This translation is provided for convenience only and should not be relied upon exclusively. The German version of this document is definitive and takes precedence over this translation.

## II. Share Capital and Shares

### Article 4

(1) The share capital of the company amounts to

€ 189,353,608 (in words: one hundred eighty-nine million, three hundred fifty-three thousand, six hundred and eight euros)

and is divided into 189,353,608 no-par value shares (shares). It consists of no-par value ordinary shares with a notional holding of € 1.00 per share.

(2) The shares are bearer shares. If, in the event of a capital increase, the resolution to implement the capital increase makes no provision as to whether the new shares are bearer shares or registered shares, then such new shares shall also be bearer shares.

(3) All shares, dividend and renewal coupons carry the facsimile signature of the executive board. If the executive board is comprised of more than two members, only two signatures are required. The right of shareholders to be issued individual share certificates is excluded.

~~(4) Share capital is conditionally increased by up to € 13,000,000 through the issuance of up to 13,000,000 new shares with a holding of € 1.00 per share. The conditional capital increase shall only be carried out to the extent that~~

~~a) the holders or creditors of conversion rights or option certificates attached to the convertible or warrant bonds to be issued by the company or its direct or indirect majority-owned subsidiaries up until July 31, 2008 exercise their conversion or option rights, or~~

~~b) the holders or creditors of the convertible bonds to be issued by the company or its direct or indirect majority-owned subsidiaries up until July 31, 2008 fulfill their conversion obligation.~~

~~The new shares shall participate in the profits as of the beginning of the financial year in which they are created as a result of exercising conversion or option rights or fulfilling conversion obligations.~~

(54) Share capital is conditionally increased by up to an additional € 15,000,000 by issuing up to 15,000,000 new no-par value bearer shares. The conditional capital increase shall only be carried out to the extent that

- a) the holders of conversion rights or option certificates attached to the participation certificates or convertible or warrant bonds to be issued by Südzucker Aktiengesellschaft Mannheim/Ochsenfurt or its direct or indirect majority-owned subsidiaries up until July 28, 2013 exercise their conversion or option rights, or
- b) the holders of the participation certificates or convertible bonds to be issued by Südzucker Aktiengesellschaft Mannheim/Ochsenfurt or its direct or indirect majority-owned subsidiaries up until July 28, 2013 fulfill their conversion obligation.

The new shares shall participate in the profits as of the beginning of the financial year in which they are created as a result of exercising conversion or option rights or fulfilling conversion obligations.

(65) Subject to approval by the supervisory board, the executive board is authorized to increase the company's share capital once or several times up until June 30, 2014 by up to € 15,000,000 by issuing new no-par value bearer shares in exchange for cash contributions and/or contributions in kind, for the entire amount or part of the total amount (Authorized Capital 2009).

For shares issued in exchange for contributions in kind, the executive board is authorized to exclude the subscription

rights of shareholders, subject to approval by the supervisory board.

If capital is increased in exchange for cash contributions, shareholders shall generally be offered subscription rights (also by way of indirect subscription pursuant to Section 186, paragraph 5, sentence 1 of the Stock Corporation Act). However, the executive board is authorized, subject to approval by the supervisory board, to exclude shareholder subscription rights if the issue price of the new shares is not significantly lower than the market price of the company's quoted shares. However, this authorization only applies if the total number of shares issued with the exclusion of subscription rights pursuant to Section 186, paragraph 3, sentence 4 of the Stock Corporation Act does not exceed ten percent of the share capital, either at the time of coming into force or at the time of exercising this authorization. The limit of ten percent of the share capital shall include shares that (i) are issued or sold during the period of this authorization with the exclusion of subscription rights under direct or indirect application of Section 186, paragraph 3, sentence 4 of the Stock Corporation Act and/or (ii) are issued or can be issued to service bonds with conversion and/or option rights or conversion obligations if the bonds are issued after the effective date of this authorization under appropriate application of Section 186, paragraph 3, sentence 4 of the Stock Corporation Act with the exclusion of shareholder subscription rights.

The executive board is also authorized, subject to approval by the supervisory board, to exclude shareholder subscription rights to the extent required in order to grant subscription rights for new no-par value bearer shares of the company to holders of conversion or option rights or holders of convertible bonds with conversion obligations previously issued or to be issued in the future by the company or subsidiaries in which the company directly or indirectly holds a majority interest, to the extent to which such holders would be entitled as shareholders upon exercising their option or conversion rights or upon fulfilling their conversion obligations.

The executive board is further authorized, subject to approval by the supervisory board, to exclude fractional amounts from the shareholder subscription rights.

The executive board is also authorized, subject to approval by the supervisory board, to stipulate other details regarding share rights and the terms and conditions under which shares are issued.

The supervisory board is authorized to amend the wording of the articles of incorporation in accordance with the scope of the respective capital increase from Authorized Capital 2009.

### III. Executive Board Article 5

(1) The executive board shall consist of at least three members.

(2) The supervisory board shall appoint the members of the executive board and determine their number. It may appoint deputy members of the executive board.

### Article 6

The company shall be legally represented by two members of the executive board or by one member of the executive board jointly with an authorized signatory of the company (*Prokurist*).

### IV. Supervisory Board

#### Article 7

(1) The supervisory board shall consist of twenty members.

(2) They are elected for a term of office until the close of the annual general meeting which decides on the ratification of

their actions for the fourth financial year after the beginning of the term of office, whereby the financial year in which the term of office begins is not taken into account.

(3) If a supervisory board member is appointed to replace a retiring member, then his term of office shall last for the remainder of the term of office of the retiring member.

(4) Members of the supervisory board may resign from the supervisory board, even without an important reason, by submitting one month's notice in writing to the executive board.

## Article 8

(1) Immediately following the annual general meeting, at which all of the supervisory board members to be elected have been elected, a supervisory board meeting shall take place that does not require a special invitation. At this meeting chaired by the oldest supervisory board member in terms of age the supervisory board shall elect from among its members, in accordance with Section 27 of the Codetermination Act (*Mitbestimmungsgesetz*), the chairman of the supervisory board and his first deputy chairman for the duration of his term of office. The supervisory board shall also elect a second deputy chairman by the majority of votes cast.

(2) In the event the chairman or a deputy chairman of the supervisory board retires before completing his term of office, the supervisory board must immediately elect a substitute if this did not already take place upon electing the resigning member.

(3) The first deputy chairman of the supervisory board shall have the legal and statutory rights and duties of the chairman only if the latter is prevented from holding office. The second deputy chairman has these rights only if the chairman and the first deputy chairman are prevented. Section 29, paragraph 2, sentence 3 and Section 31, paragraph 4, sentence 3 of the Codetermination Act remain unaffected.

## Article 9

(1) Meetings of the supervisory board are convened by the chairman as often as required by law or business circumstances.

(2) The supervisory board constitutes a quorum if the members have been invited under their last known address and if at least half of the total number of members of which it comprises participate in the adoption of a resolution, either in person or by way of written vote. The chairman of the supervisory board presides over supervisory board meetings. The chairman determines the course of the meeting and the manner of voting.

(3) If the chairman so stipulates, and provided no member of the supervisory board objects, resolutions can be adopted in writing, by telegraph or by telephone, even without calling a meeting. This also applies for repeated voting procedures pursuant to Section 29, paragraph 2, sentence 1 and Section 31, paragraph 4, sentence 1 of the Codetermination Act.

(4) The resolutions of the supervisory board are adopted by a simple majority, unless different majorities are prescribed by law. Should a vote result in a tie, the vote of the chairman of the supervisory board shall be decisive as outlined in Section 29, paragraph 2 and Section 31, paragraph 4 of the Codetermination Act; any member of the supervisory board may demand renewed voting in accordance with these provisions.

(5) If not all members of the supervisory board are present to participate in the adoption of its resolutions and if the absent members have not submitted written votes, then the adoption of resolutions shall be postponed on a motion by at least two members of the supervisory board attending the meeting. In the event of postponement and if a special meeting of the supervisory board is not convened, the resolution shall be deferred until the next regular meeting. A further minority request for postponement at the subsequent adoption of a reso-

lution is not permissible.

(6) If the chairman of the supervisory board attends the meeting or if another member of the supervisory board is present and in possession of the chairman's written vote, paragraph 5 shall not apply provided that an equal number of shareholder and employee representatives take part in the meeting in person or participate in the adoption of resolutions by way of written vote, or provided that any imbalance is eliminated through individual members of the supervisory board not participating in the adoption of a resolution.

(7) With the approval of the supervisory board, persons who are neither members of the supervisory board nor executive board may take part in supervisory board meetings.

#### Article 10

(1) The supervisory board is authorized to form one or more committees from among its members. Section 27, paragraph 3 of the Codetermination Act remains unaffected. For the purposes of this provision, the first deputy chairman of the supervisory board is the deputy. The supervisory board shall determine the tasks, powers and procedures of the committees. To the extent permitted by law, the committees may also be given powers of the supervisory board. Paragraphs 3 and 4 of Article 9 shall apply to the committees' adoption of resolutions in the absence of legal provisions to the contrary; paragraphs 5 and 6 of Article 9 shall not apply.

(2) Declarations of intent of the supervisory board and its committees are issued on its behalf by the chairman.

#### Article 11

(1) The executive board requires the approval of the supervisory board for the following transactions:



1. Participation in, increasing, reduction and cancellation of investments, if such investments exceed € 2,500,000 in any individual case.
2. Purchase and disposal of properties if the transaction exceeds € 2,500,000.
3. Annual investment plan and investments not included in the annual investment plan and which exceed the volume of € 2,500,000.
4. Participation in the measures of holdings that result in a financial obligation for the company greater than € 2,500,000.
5. Long-term borrowings and assumption of guarantees, warranties or similar liabilities for third parties if the value of the respective measure exceeds € 5,000,000.

(2) The supervisory board may also determine that other transactions are subject to its consent.

## Article 12

(1) In addition to reimbursement of cash and value added tax outlays arising from supervisory board activities, each member of the supervisory board is entitled to a fixed cash payment of € 1,000 at the end of each financial year plus a variable compensation component of € 1,000 for each € 0.01 of distributed dividends on ordinary shares exceeding € 0.04. Tax-related special dividends are not considered in the calculation of compensation.

(2) The chairman receives twice this compensation and his deputy one-and-a-half times this compensation. If based on the rules of procedure of the supervisory board an executive committee is to be elected, then members of this committee who do not belong to the supervisory board as the chairman

or deputy shall also receive one-and-a-half times this compensation.

(3) The amounts in paragraph 1 increase by 25 percent per membership in a supervisory board committee; these amounts increase by 50 percent for chairmanship in a committee. This requires that the respective committee has met in the financial year. Membership in the arbitration committee is excluded from this compensation provision.

(4) In calculating the compensation, changes on the supervisory board and/or to its committees are considered in due proportion to the term of office served; periods are rounded up or down to full months.

## V. Annual General Meeting of Shareholders

### Article 13

Annual general meetings are held at the place of the company's registered office, in Ochsenfurt/Main, Germany, in Würzburg, Germany, or at a permissible place in accordance with Section 121, paragraph 4 of the Stock Corporation Act.

### Article 14

Unless otherwise stipulated by law, the annual general meeting shall be called at least thirty days prior to the date of the meeting. The notice period is extended by the number of days provided for registration (see also article 15, paragraph 1).  
~~The annual general meeting is convened by the executive board or, in cases stipulated by law, by the supervisory board with at least 30 days' notice prior to the day by the end of which the shareholders must register for participation in the annual general meeting (cf. Article 15, paragraph 2).~~

## Article 15

(1) Only shareholders who register in advance and are able to prove that they are entitled to participate in the annual general meeting and exercise their voting rights are entitled to participate in the annual meeting and exercise their voting rights. Written registration and proof of entitlement must be received by the company at the address provided in the notice of meeting at least six days prior to the day of the meeting (registration deadline). A shorter registration deadline, measured in days, can be stated in the annual general shareholders' meeting notice.

(2) Unsigned written confirmation of shareholdings in either English or German from the depository institution suffices as proof of entitlement as per paragraph 1. Such confirmation shall refer to the twenty-first day before the meeting.

(3) Voting rights may be exercised by proxy. The proxy, its cancellation and proof of the authorization on behalf of the company must be in writing. Details about assigning these proxies, their cancellation and proving their existence to the company will be announced in conjunction with the notice of annual shareholder meeting, in which a simplified method may also be outlined. Article 135 of the German Stock Corporation Act remains unchanged.~~(1) Every shareholder is entitled to take part in the annual general meeting, either in person or by proxy. The company shall appoint one or more proxies to exercise the voting rights of shareholders according to their instructions. The granting of a power of attorney to an entity other than a financial institution or a shareholders' association must be done in writing or electronically in a way which the company shall determine. The details for the granting of a power of attorney by electronic means shall be announced upon the convening of the annual general meeting.~~

~~(2) Only shareholders who have registered their attendance in text form at the office stated in the invitation to the annual general meeting no later than by the end of the seventh day~~

~~before the day of the annual general meeting are entitled to participate in the annual general meeting and exercise their voting rights.~~

~~(3) Shareholders must also provide proof of their right to attend the annual general meeting and to exercise voting rights. Proof of the shareholding prepared in text form by the financial institution or the financial services institution holding the shares as a depository shall be sufficient for this purpose. Such proof must be submitted in either German or English, with reference to the date stipulated in Section 123, paragraph 3, sentence 3 of the Stock Corporation Act, to the office stated in the invitation to the annual general meeting.~~

## Article 16

(1) The chairman of the supervisory board or another member of the supervisory board who is a shareholder representative shall preside over the annual general meeting. In the event that none of these persons assumes the chairmanship the oldest executive board member in terms of age shall lead the election of the chairman of the annual general meeting.

(2) Unless otherwise required by law or these articles of incorporation, resolutions of the annual general meeting shall be adopted by a simple majority of votes cast.

(3) The chairman shall preside over the proceedings and determine the order of agenda items and the manner and details of voting. If a simple majority is not achieved during the initial vote, the two people who received the highest number of votes shall be put on a short list and a second voting procedure carried out. The person on the short list who receives the most votes wins; if the vote results in a tie, it is decided by the chairman by drawing lots. When electing supervisory board members the chairman is entitled to call a vote on a list of candidates presented by the administration, shareholders or

shareholder representatives.

(4) The chair is authorized to limit a shareholder's right to speak or ask questions to a reasonable length of time. To the extent appropriate, the chair is especially authorized to limit the time one or all shareholders speak or ask questions regarding any issues related to the annual general meeting, at the beginning of or during the course of the general meeting, and to the extent required to ensure that the annual general meeting is properly carried out, order an end to the debate.

(5) The executive board is authorized to permit audio or visual transmission of the meeting or parts thereof by means to be outlined in further detail by the executive board.~~(4) The chairman of the annual general meeting may allow audiovisual transmission of the meeting in whole or in part. The transmission may also take place in a manner which the general public has unlimited access to. The type of transmission shall be announced with the invitation.~~

#### Article 17

Each ordinary share shall be granted one vote at the annual general meeting.

## VI. Annual Financial Article 18

### Statements and Appropriation of Profits

The financial year begins on March 1 and ends on the last day in February of the following year.

#### Article 19

The executive board shall prepare the annual financial statements of the company, the consolidated financial statements, the company management report and the group management report in the first three to five months of the financial year for

the financial year just ended and immediately submit these to the auditors and to the supervisory board, whereby the proposal which the executive board intends to submit to the annual general meeting for the appropriation of retained earnings shall also be submitted to the latter.

#### Article 20

The annual general meeting, which decides on the ratification of the actions of the executive board and the supervisory board, the appropriation of retained earnings, the election of the auditors and, if applicable, the adoption of the annual financial statements (ordinary annual general meeting), shall be held within the first eight months of each financial year.

#### Article 21

(1) The annual general meeting decides on the appropriation of retained earnings.

(2) When new shares are issued, a different entitlement to profits may be specified for these.

### VII. Amendments to the Articles of Incorporation

#### Article 22

The supervisory board may make amendments to the articles of incorporation which merely affect the wording.