

## **Südzucker AG, Mannheim**

**Annual general meeting on 1 August 2013**

### **Information on participation/Proxy-voting**

#### **Conditions for participating in the annual general meeting and exercising voting rights**

Only shareholders who register at the following address no later than July 25, 2013 (midnight) are entitled to participate in the annual general meeting and exercise their voting rights:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt  
c/o Deutsche Bank AG  
Securities Production  
- General Meetings -  
P.O. Box 20 01 07  
60605 Frankfurt/Main

Fax: +49 69 12012-86045  
E-mail: WP.HV@Xchanging.com

Shareholders must also provide proof of share ownership and that they were shareholders at the start of the twenty-first day prior to the annual general meeting; that is, July 11, 2013, 12:00 a.m. (record date), via the depository institution. As for the registration, proof of ownership of shares of the company must also be received at the aforementioned address no later than July 25, 2013 (midnight). The registration and proof of share ownership must be submitted in either German or English. The confirmation does not have to be signed.

After timely receipt of the registration and proof of share ownership at the aforementioned registration office of Südzucker Aktiengesellschaft Mannheim/Ochsenfurt, the registration office sends shareholders admission tickets entitling them to participate in the annual general meeting. In order to ensure that admission tickets are received on time, we ask shareholders to please request tickets from their depository institution as early as possible. The depository institution will look after the required registration and submission of proof of required share ownership in this case. Admission tickets are issued purely for organizational purposes and do not represent any additional conditions related to participation.

The record date is the key date determining the extent to which shareholders are entitled to participate and exercise their voting rights at the annual general meeting. In terms of their relationship to the company and for the purpose of attending the annual general meeting or to exercise voting rights, only those who have provided confirmation of their shareholdings as of the record date shall be deemed to be shareholders. Changes to shareholdings after the record date are not considered. Shareholders who did not acquire their shares until after the record date may thus not participate in the annual general meeting, unless they have obtained a power of attorney to do so or authorization to exercise such rights. Shareholders who have properly registered and have submitted proof are entitled to participate in the annual general meeting and exercise their voting rights, even if they sold their shares after the record date. The record date has no impact on a shareholder's right to sell shares and is not relevant in relation to any potential dividend entitlements.

### **Procedure for voting by proxy**

Shareholders might also cast their votes at the annual general meeting by proxy; e.g., by the depository bank, a shareholders' association, or other persons of their choice. The following should be noted:

Timely registration and proof of share ownership are also required if shareholders choose a proxy. If shareholders assign more than one person to act as their proxy, the company is entitled to reject one or more of these.

The proxy, its cancellation and proof of the authorization on behalf of the company need not be signed. Unless instructions from the shareholder to the contrary exist, the personal attendance by the shareholder at the annual general meeting shall result in cancellation of the previously assigned proxy.

When assigning financial institutions, shareholders' associations or equivalent institutions, companies and persons as described in article 135, paragraph 8 or 10 of the German Stock Corporation Act (AktG) to act as proxies, special procedures must normally be observed, the details of which should be obtained from the intended proxy. We therefore ask shareholders who wish to authorize a financial institution, shareholders' association or some other equivalent institution, company or person as outlined in article 135, paragraphs 8 and 10 of the German Stock Corporation Act (AktG) to vote on their behalf, to please coordinate with such party regarding the proper form of proxy.

Proof of assigning a proxy can be submitted to the company at the following address:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 89 309037-4675

The form sent to shareholders together with the admission ticket after they have registered can be used to assign a proxy.

### **Procedure for voting by proxies of the company**

Once again this year, the company is offering its shareholders the option to assign power of attorney to a company-appointed independent proxy prior to the annual general meeting. Shareholders who wish to make representatives appointed by the company their proxy can also do so using the form sent together with the annual general meeting admission ticket to shareholders who have registered. To authorize a representative nominated by the company to vote on their behalf, shareholders must issue express voting instructions on the respective agenda items. Appointed proxies are obliged to vote in accordance with the instructions they have received. They are not permitted to vote as they see fit.

Shareholders cannot participate in votes on motions regarding annual general meeting procedures, counterproposals initiated at the annual general meeting or other motions not properly submitted by shareholders prior to the annual general meeting pursuant to article 126 of the German Stock Corporation Act (AktG) and nominations pursuant to article 127 of the German Stock Corporation Act (AktG) via the persons appointed to act as proxies by the company. Neither do the appointed proxies accept any verbal communications, file objections to annual general meeting resolutions, ask questions or table motions on behalf of shareholders.

Assignments of company-appointed proxies, cancellation or proof of the authorization must be submitted on the forms provided but need not be signed. Shareholders will receive the required documents and information together with their admission ticket.

Registered shareholders are entitled to personally attend the annual general meeting even after they have assigned a company appointee to act as their proxy.

Please send proxy forms/instructions to proxies by regular mail or fax, to be received no later than July 31, 2013 (received by 6 p.m.) at the following address:

Südzucker Aktiengesellschaft Mannheim/Ochsenfurt  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 89 309037-4675

### **Electronic submission of proxies and instructions, cancellation of proxies and proof of authorization**

Proxies and instructions, cancellations of proxies and proof of proxy can also be sent electronically via the company's Internet-based proxy and instruction system. The system is accessible to shareholders via:

#### **Link to Proxy-voting**

Instructions for using this tool are also provided. The following deadlines apply for assigning proxies or issuing instructions via this system:

- Proxy forms/instructions to proxies can be submitted, changed or canceled up until 6 p.m. on the day prior to the annual general meeting (July 31, 2013).
- Proxies to third parties can be assigned, proven, amended or canceled up until the adjournment of the annual general meeting.