



Südzucker AG, Mannheim

Annual General Meeting on 16 July 2020

Information on shareholder rights pursuant to sections 122 paragraph 2, 126 paragraph 1 and 127 of the German Stock Corporation Act (AktG), Article 2, Section 1 (2) of the German Act on mitigation of the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings (Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht) dated March 27, 2020

Following are explanatory details pursuant to section 121 (3), number 3 of the German Stock Corporation Act regarding the rights of shareholders as set forth in sections 122 (2), 126 (1) 127 of the German Stock Corporation Act and Article 2, Section 1 (2) of the German Act on mitigation of the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings dated March 27, 2020 (hereinafter referred to as: “**COVID-19 Act**”). In accordance with Article 2, section 1 (2) in conjunction with (6) of the COVID-19 Act the Annual General Meeting will be held as a virtual Annual Meeting without the physical presence of the shareholders or their proxies.

The wording of the COVID-19 Act can be found by using the following link:

https://www.bmjv.de/SharedDocs/Gesetzgebungsverfahren/Dokumente/Bgbl_Corona-Pandemie.pdf

The following translation is provided for convenience only. The German version is the sole legally binding version.

Requests for additions to the agenda pursuant to section 122 (2) of the German Stock Corporation Act

Shareholders whose interest totals at least 5 % of share capital (corresponding to € 10,209,164.60 or rounded up to the next higher whole number of shares, 10,209,165 shares) or whose interest reaches € 500,000.00 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 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 15 June 2020**. 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

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) of the German Stock Corporation Act shall correspondingly apply for the calculation of such period. Confirmation from the depository institution constitutes sufficient proof of share ownership.

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)

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.

Countermotions and nominations pursuant to sections 126 (1) and 127 of the German Stock Corporation Act

Shareholders of the company can submit countermotions against Executive Board and/or Supervisory Board recommendations on certain agenda items as well as making recommendations regarding the nomination of external auditors. Such countermotions (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

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

Proper countermotions 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 1 July 2020 (midnight)**, will be immediately published 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) of the German Stock Corporation Act (Aktien-gesetz) exists; for example, because the nomination or countermotion would lead to a resolution of the Annual General Meeting that contravenes either the law or the articles of association. A nomi-nation does not need to be published if it does not include the name, the profession and the place of residence of the nominee. The reason for a countermotion need not be published if it is longer than 5,000 characters.

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

By publishing countermotions and/or election nominations in accordance with the provisions de-scribed above, the company complies with its legal obligation under sections 126 (1) and 127 Ger-man Stock Corporation Act (Aktiengesetz), as these provisions are not affected by the COVID-19 Act. However, it is pointed out that a vote on countermotions or election nominations will not be held at the virtual Annual General Meeting, as these cannot be submitted during the virtual Annual General Meeting.

The above shareholder rights are based on the following provisions of the German Stock Corpora-tion 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 share-holders 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 re-quest 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.*

(...)

Possibility for the shareholder to ask questions

Under Art. 2 section 1 (2) sentence 1 No. 3 of the COVID-19 Act, shareholders and their proxies are given the opportunity to ask questions electronically (see 2. b cc)). The Executive Board, with the consent of the Supervisory Board, has stipulated that questions from duly registered shareholders or their proxies must be submitted by way of electronic communication no later than two days prior to the Annual General Meeting, i.e. by midnight on 13 July 2020 (see 2. b cc)). According to Art. 2 section 1 (2) sentence 2 of the COVID-19 Act, the Executive Board decides as per its own best judgement or discretion which questions it will answer and how it will answer them.

The above shareholder rights are based on the following provisions of the COVID-19 Act:

Article 2, Section 1 COVID-19 Act (extract)

(...)

(2) *“The Board of Management may decide that the meeting be held in the form of a virtual Annual General Meeting without the physical presence of shareholders or their proxies, provided that*

(...)

3. shareholders are offered the opportunity to submit questions by electronic means,

(...)

The Board of Management shall decide at its discretion, after due consideration, which questions it answers and how it answers them; it may also stipulate that any questions must be submitted online two days prior to 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 of the 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.

The above shareholder rights are based on the following provisions of the COVID-19 Act:

Article 2, Section 1 COVID-19 Act (extract)

(...)

(2) "The Board of Management may decide that the meeting be held in the form of a virtual Annual General Meeting without the physical presence of stockholders or their proxy holders, provided that

(...)

4. shareholders, who have exercised their voting rights pursuant to number 2, by derogation from Section 245 number 1 of the German Stock Corporation Act without having to appear at the meeting in person are offered the opportunity to declare their objection to resolutions of the Annual General Meeting.

(...)