



AD-HOC ANNOUNCEMENT
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AGRANA Beteiligungs-Aktiengesellschaft and Südzucker AG successfully complete institutional pre-placement and set offer price at EUR 100.

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AGRANA Beteiligungs-Aktiengesellschaft places first tranche of its cash capital contribution and together with Südzucker AG successfully completes the institutional pre-placement.

- A total of 1,316,720 new AGRANA shares and 500,000 existing AGRANA shares held by Südzucker AG placed
- Offer price set at EUR 100
- Gross proceeds of EUR 131.67 million for new AGRANA shares and gross proceeds of EUR 50 million for existing AGRANA shares offered by Südzucker AG generated
- Due to the institutional pre-placement free float increases to 18.4%

Today, AGRANA Beteiligungs-Aktiengesellschaft, Friedrich-Wilhelm-Raiffeisen-Platz 1, 1020 Vienna, ("**AGRANA**") successfully completed the institutional pre-placement launched yesterday of up to 1,316,720 new AGRANA shares (ISIN AT0000603709) and up to 500,000 existing AGRANA shares directly held by Südzucker AG (the "**Base Shareholder Offer Shares**"). A total of 1,316,720 new AGRANA shares and 500,000 existing AGRANA shares directly held by Südzucker AG was placed with selected institutional investors outside the United States of America. As a result of the institutional pre-placement, the free float increases to 18.4%.

The offer price for the AGRANA shares placed in the institutional pre-placement and for the new AGRANA shares yet to be issued in the rights offering was set at EUR 100. As a result, AGRANA generated gross proceeds of EUR 131.67 million and Südzucker AG generated gross proceeds of EUR 50 million for its existing AGRANA shares sold in the institutional pre-placement.

The AGRANA shares placed in the institutional pre-placement are expected to be delivered on 7 February 2017 against payment of the offer price.

The institutional pre-placement comprises the first tranche of the cash capital increase of in aggregate up to 1,420,204 new AGRANA shares in two tranches which AGRANA announced yesterday. The remaining up to 103,484 new AGRANA shares from the second tranche of the cash capital increase will be offered to AGRANA free float-shareholders who have not

waived their subscription rights during the subscription period which is expected to commence on 2 February 2017 and to end on 16 February 2017 at the subscription price of EUR 100 per new AGRANA share (ISIN of the subscription rights: AT0000A1TEP8). The existing AGRANA shares will be traded "ex subscription right" from 2 February 2017 onwards.

New AGRANA shares not subscribed for in the rights offering will be offered for purchase to selected institutional investors in the course of private placements in and outside Austria and outside the United States of America at the offer price (the "**Rump Placement**"). The final number of new AGRANA shares issued in the course of the cash capital increase will be determined upon completion of the Rump Placement by AGRANA, Südzucker as well as the underwriting banks Berenberg, BNP Paribas, Erste Group and Raiffeisen Bank International (the "**Underwriters**") and will be published immediately.

Based on an offer price of EUR 100 per new AGRANA share and assuming that all 103,484 new AGRANA shares which have not already been placed in the institutional pre-placement will be subscribed for in the rights offering or will be placed in the Rump Placement, AGRANA would generate total anticipated net offering proceeds of approximately EUR 137.04 million. If all 1,420,204 new AGRANA shares and after all 500,000 existing AGRANA shares directly offered by Südzucker AG are placed in the offering, free float would increase to approximately 18.9%.

This announcement is available in German and English at www.agrana.com.

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This communication does not constitute a prospectus or an offer to sell or a solicitation or invitation to buy any shares or subscription rights neither does it constitute a financial analysis or advice or recommendation regarding any financial instruments. A public offering of shares of AGRANA Beteiligungs-Aktiengesellschaft has not yet occurred. Any subscription orders received at this stage will be rejected.

The public offering of the Shares in Austria will occur exclusively by means and on the basis of the prospectus including any amendments and supplements thereto, which has been approved by the

Austrian Financial Market Authority and prepared and published in accordance with the provisions of the Austrian Capital Markets Act.

The prospectus has been published on the internet site of the company (<http://www.agrana.com/en/investor/the-agrana-share/ci2017>) free of charge during usual business hours. There will be no public offering of the Shares outside of Austria, in the United States or anywhere, and the Shares will be offered outside of Austria exclusively in reliance on applicable exemptions from the prospectus or registration requirements. Within Austria, the prospectus is addressed only to shareholders of AGRANA entitled to subscribe.