

Convenience translation

Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA on December 16, 2020

Explanations on the rights of shareholders

The Notice of the Annual Shareholders' Meeting already contains details on the rights of shareholders under Section 122 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), Sections 126 (1) and 127 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), and Section 131 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) in conjunction with Section 1 (2) Sentence 1 No. 3 and Sentence 2 and Section (8) Sentence 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (GesRueaCOVBekG) (Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law, Official Federal Gazette I 2020, page 569) (hereinafter referred to as the "COVID-19 Act"). The following comments are intended to explain these regulations further.

1. Requests for additions to the agenda in accordance with Section 122 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG)

Shareholders whose combined stake constitutes a pro-rata share of the capital stock of 500,000 euros (or 166,667 shares) can request that items be put on the agenda and published (comment: The other alternative stated in the German Stock Corporation Act, namely that "stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital," – which at KWS SAAT SE & Co. KGaA would be equal to 4,950,000 euros of the capital stock or 1,650,000 shares – is not applied since whichever threshold is lower is authoritative). Reasons or a proposed resolution must be submitted with each new item on the agenda.

Shareholders of KWS SAAT SE & Co. KGaA wishing to request an addition to the agenda must submit proof that they are shareholders along with their motion. In accordance with Section 122 (2) Sentence 1 and (1) Sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), the shareholders must prove that they have held the shares for at least 90 days before the date on which the request is received and that they hold the shares until a decision on the motion is taken by the personally liable partner. It is explicitly pointed out that there are certain circumstances in which periods of time can be counted toward calculating said 90-day period in accordance with Section 70 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG). Moreover, the provisions of Section 121 (7) of the German Stock Corporation Act (AktG) must be applied *mutatis mutandis* in calculating said period.

The request must be sent in writing to the personally liable partner of KWS SAAT SE & Co. KGaA, KWS SE, as the Company's representative body and be received by the Company at least 30 days before the Annual Shareholders' Meeting, i.e. by no later than **midnight (CET) on November 15, 2020**. We ask you to send such requests to the following address:

**KWS SAAT SE & Co. KGaA,
Vorstand der persönlich haftenden Gesellschafterin KWS SE,
HV-Büro,
Grimsehlstr. 31,
37574 Einbeck.**

Any requests for additions to the agenda that are received by the Company by the due time will – if they are received by the Company after the Annual Shareholders' Meeting has been convened and have therefore not already been published in the notice convening the Annual Shareholders' Meeting – be published in the Federal Official Gazette as soon as they are received and will be sent for publication to media of which it can be assumed that they will disseminate the information throughout the European Union. They will also be made available to shareholders at the Company's Internet site at **www.kws.com/shareholders-meeting** as soon as they are received by the Company. In addition, notice of the amended agenda shall be given together with the notice convening the Annual Shareholders' Meeting in accordance with Section 125 (1) Sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG).

The provisions of the German Stock Corporation Act (AktG) governing requests for additions to the agenda read as follows:

Section 122 AktG – Convening the general meeting upon a corresponding demand being made by a minority (excerpt)

(1) ¹The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. ²The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. ³The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. ⁴Section 121 (7) shall apply *mutatis mutandis*.

(2) ¹In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and be published by notice. ²Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. ³The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.

Section 121 – General provisions (excerpt)

(7) ¹In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. ⁴In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

Section 124 – Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

(1) ¹Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. ²Section 121 (4) shall apply *mutatis mutandis*; moreover, in the case of companies listed on the stock exchange, section 121 (4a) shall apply *mutatis mutandis*. ³The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

Section 70 – Calculation of the period of possession of the share of stock

¹Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. ² The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG).

2. Countermotions and nominations in accordance with Sections 126 and 127 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG)

Every shareholder has the right to submit countermotions to one or more resolutions proposed by the personally liable partner and/or Supervisory Board on a specific item or several items on the agenda.

If the countermotions are to be made available before the Annual Shareholders' Meeting, they (along with any reasons for them) must be sent at least 14 days before the Annual Shareholders' Meeting to the following address:

KWS SAAT SE & Co. KGaA,
c/o C-HV AG,

Gewerbepark 10,
92289 Ursensollen
or by fax: +49 96 28 92 99 871
or by e-mail: Hauptversammlung@kws.com

Counter motions sent to another address will be ignored.

Counter motions that are submitted by shareholders to resolutions proposed on items on the agenda and are received by the Company at the above address by no later than **midnight (CET) on December 1, 2020**, will be published without undue delay on the Company's Internet site at **www.kws.com/shareholders-meeting**, along with the name of the shareholder and any reasons for them. Any statements by management will likewise be made available at the above Internet address.

The Company can refrain from publishing a counter motion and any reasons for it if one of the exclusions specified in Section 126 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) applies, such as if the counter motion were to result in the Annual Shareholders' Meeting adopting a resolution that is in violation of the law or of the Articles of Association. The reasons for a counter motion need not be made available if they amount to more than 5,000 characters in total. Pursuant to Section 126 (3) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), the personally liable partner can also combine several counter motions and any reasons specified for them if several shareholders submit counter motions regarding one and the same business to be resolved upon. Shareholders are requested to submit proof that they are shareholders when they send the counter motion.

The above comments, including the deadline for publishing nominations (receipt of them by no later than **midnight (CET) on December 1, 2020**), shall apply analogously to a nomination by a shareholder for the appointment of the independent auditor in accordance with Section 127 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG); the reasons for the nomination do not have to be given. In addition, the personally liable partner does not have to publish the nominations in accordance with Section 127 Sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) if the nomination does not include the name of the nominated person, his or her profession or place of residence (or the name of the company or its registered offices in the case of legal entities).

No counter motions or nominations can be submitted during the virtual Annual Shareholders' Meeting. However, all counter motions and nominations that are submitted by shareholders who are authorized to exercise their voting rights or by their authorized representatives and that have to be made available in accordance with Sections 126 and 127 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) shall be deemed to have been submitted and will be considered at the virtual Annual Shareholders' Meeting.

The provisions of the German Stock Corporation Act (AktG) governing these rights, and also defining the conditions under which the Company can refrain from making counter motions and nominations available, read as follows:

Section 126 AktG – Motions by stockholders

(1) ¹Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. ²The date on which the counter-motion is received shall not be included in calculating the period. ³In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. ⁴Section 125 (3) shall apply *mutatis mutandis*.

(2) ¹A counter-motion and the reasons for which it is being made need not be made accessible:

1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;

4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
7. If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.

²The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

Section 127 AktG – Nominations by stockholders (excerpt)

¹Section 126 shall apply *mutatis mutandis* to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. ²No reasons need be specified for the nomination. ³The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. [...]

Section 124 AktG – Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

(3) [...] ⁴The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. [...]

3. Possibility for shareholders to ask questions in accordance with Section 131 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) in conjunction with Section 1 (2) Sentence 1 No. 3 and Sentence 2 and (8) Sentence 1 of the COVID-19 Act

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), shareholders do not have the right to request information at the virtual Annual Shareholders' Meeting. However, shareholders who are entitled to exercise their voting rights are given the opportunity to ask questions – in person or through an authorized representative – by means of electronic communication in accordance with Section 1 (2) Sentence 1 No. 3 and Sentence 2 and (8) Sentence 1 of the COVID-19 Act. Shareholders must submit their questions by no later than **midnight (CET) on December 14, 2020**, solely using the Annual Shareholders' Meeting portal that can be accessed at **www.kws.com/shareholders-meeting**. Questions received later than that will be ignored.

Contrary to Section 131 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), the personally liable partner decides which questions it responds to and how it does so at its dutiful, free discretion. The personally liable partner therefore does not have to respond to all questions; it can group questions and select sensible questions in the interests of the other shareholders. In doing so, it can give preferential treatment to associations of shareholders and institutional investors with a significant number of voting shares. Questions in languages other than German will be ignored. In general, questions are responded to at the meeting, which is broadcast live by means of audio and video transmission and can be followed on our Annual Shareholders' Meeting portal at **www.kws.com/shareholders-meeting** (please also refer to the information on using said portal in the Notice of the Annual Shareholders' Meeting). Contrary to the above, however, the personally liable partner reserves the right to respond to questions in advance on the Company's website at **www.kws.com/shareholders-meeting**.

The provisions of the German Stock Corporation Act (AktG) and COVID-19 Act governing these shareholder rights read as follows:

Section 131 AktG – Stockholder's right to request information (excerpt)

(1) ¹The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. ²The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. ³Where a company avails itself of the eased requirements pursuant to section 266 (1), third sentence, section 276,

or section 288 of the Commercial Code (HGB), then each stockholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. ⁴The obligation of the management board of a parent company to provide information (section 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

Section 1 of the COVID-19 Act (excerpt)

(2) ¹The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the opportunity to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

²The management board decides at its duty-bound, free discretion which questions it wishes to respond to; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.

(8) ¹Subsections (1) to (7) apply accordingly to companies established in the form of a public partly limited partnership (*Kommanditgesellschaft auf Aktien*). [...]

The provisions of the German Stock Corporation Act (AktG) reproduced under Section 1 to 3 above shall apply *mutatis mutandis* to partnerships limited by shares (or public partly limited partnerships in the act's wording pursuant to the referral in Section 278 (3) of the German Stock Corporation Act (AktG). Section 278 (3) of the German Stock Corporation Act (AktG) reads as follows:

Section 278 AktG – Nature of the public partly limited partnership (excerpt)

(3) In all other cases, the regulation of Book 1 relating to the stock corporation shall apply *mutatis mutandis* to the public partly limited partnership unless anything to the contrary is stipulated in the regulations set out below or results from the lack of a management board.