

Convenience translation

Notice of the Annual Shareholders' Meeting

KWS SAAT SE & Co. KGaA

Einbeck

- ISIN DE 0007074007 -

- Securities identification number 707400 -

We hereby invite our shareholders to the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA on **Wednesday, December 16, 2020, at 11 a.m. Central European Time (CET)**, which will be held as a virtual meeting without shareholders or their authorized agents being physically present.

The Annual Shareholders' Meeting will be broadcast live by means of audio and video transmission for our shareholders who have properly registered and submitted proof of their shareholding. Shareholders or their authorized agents will exercise their voting rights solely by absentee ballot, which they can do electronically on KWS' Annual Shareholders' Meeting portal, or by issuing a power of attorney to the proxies named by the Company. The venue of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act (AktG) is the location of KWS SAAT SE & Co. KGaA at Grimsehlstr. 31, 37574 Einbeck, Germany.

Agenda of the Annual Shareholders' Meeting

1. Presentation of the financial statements of KWS SAAT SE & Co. KGaA approved by the Supervisory Board, the financial statements of the KWS Group (consolidated financial statements) approved by the Supervisory Board, the Combined Management Report for KWS SAAT SE & Co. KGaA and the KWS Group (Group Management Report) for the fiscal year from July 1, 2019, to June 30, 2020, with the explanatory report of the personally liable partner on the disclosures in accordance with Section 289a and Section 315a of the German Commercial Code (HGB) and the Report of the Supervisory Board; resolution to approve the financial statements of KWS SAAT SE & Co. KGaA for the fiscal year from July 1, 2019, to June 30, 2020
2. Resolution on the appropriation of the net retained profit
3. Resolution on the ratification of the acts of the then Executive Board of KWS SAAT SE for the period of time from July 1, 2019, to July 2, 2019
4. Resolution on the ratification of the acts of the personally liable partner of KWS SAAT SE & Co. KGaA for the period of time from July 2, 2019, to June 30, 2020
5. Resolution on the ratification of the acts of the then Supervisory Board of KWS SAAT SE for the period of time from July 1, 2019, to July 2, 2019

6. Resolution on the ratification of the acts of the Supervisory Board of KWS SAAT SE & Co. KGaA for the period of time from July 2, 2019, to June 30, 2020
7. Election of the independent auditor of the financial statements and the independent auditor of the consolidated financial statements for the fiscal year 2020/2021
8. Resolution on an amendment to the Articles of Association to modify their provisions on proof of shareholding
9. Resolution on amendments to the Articles of Association to create a foundation under the Articles of Association for electronic participation in the Annual Shareholders' Meeting, voting by absentee ballot at it, and broadcasting of it by means of audio and video transmission, as well as to regulate the participation of members of the Supervisory Board by means of audio and video transmission
10. Resolution on approval of the Control and Profit and Loss Transfer Agreement between the Company and KWS INTERSAAT GmbH
11. Resolution on the creation of an Authorized Capital 2020 against contributions in cash and/or contributions in kind to a volume of 10% of the Company's current capital stock, with the option of excluding shareholders' subscription rights, and related amendment of the Articles of Association

Proposed resolutions and explanations on the agenda

Re item 1 on the agenda:

Presentation of the financial statements of KWS SAAT SE & Co. KGaA approved by the Supervisory Board, the financial statements of the KWS Group (consolidated financial statements) approved by the Supervisory Board, the Combined Management Report for KWS SAAT SE & Co. KGaA and the KWS Group (Group Management Report) for the fiscal year from July 1, 2019, to June 30, 2020, with the explanatory report of the personally liable partner on the disclosures in accordance with Section 289a and Section 315a of the German Commercial Code (HGB) and the Report of the Supervisory Board; resolution to approve the financial statements of KWS SAAT SE & Co. KGaA for the fiscal year from July 1, 2019, to June 30, 2020

The said documents and the proposal on appropriation of the net retained profit can be obtained from the Company's Internet site at www.kws.com/shareholders-meeting as of the day this Annual Shareholders' Meeting is convened. They will also be made available at the above Internet address during the Annual Shareholders' Meeting.

The Supervisory Board gave its consent to the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2020, and the annual financial statements of the KWS Group (consolidated financial statements) as of June 30, 2020, both of which were prepared by the personally liable partner, in accordance with Section 171 of the German Stock Corporation Act (AktG). In accordance with Section 286 (1) of the German Stock Corporation Act (AktG), the annual financial statements are to be approved by the Annual Shareholders' Meeting. Apart from that, the said documents must only be made available to the Annual Shareholders' Meeting, without a further resolution being required for that.

The personally liable partner and the Supervisory Board propose approving the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2020, in the submitted version, which disclose a net retained profit of €23,100,000.00.

Re item 2 on the agenda:

Resolution on the appropriation of the net retained profit

The personally liable partner and the Supervisory Board propose utilizing the net retained profit of €23,100,000.00 from the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2020, as follows:

Distribution of a dividend of €0.70 for each of the total of 33,000,000 shares	€23,100,000.00
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The dividend is due on December 21, 2020.

Re item 3 on the agenda:

Resolution on the ratification of the acts of the then Executive Board of KWS SAAT SE for the period of time from July 1, 2019, to July 2, 2019

The decision to change the Company's legal form to a partnership limited by shares (KGaA) adopted by the Annual Shareholders' Meeting on December 14, 2018, took effect on July 2, 2019. The Company had the legal form of a Societas Europaea (SE) and operated under the name KWS SAAT SE until the change in legal form took effect on July 2, 2019. Consequently, the Company's business in fiscal 2019/2020 was conducted up to that date by the Executive Board of the then KWS SAAT SE. The subject matter of this item 3 on the agenda is therefore ratification of the acts of the then Executive Board of KWS SAAT SE.

The personally liable partner and the Supervisory Board propose ratifying the acts of the members who served on the Executive Board of KWS SAAT SE in fiscal 2019/2020 for the period of time from July 1, 2019, to July 2, 2019, for said period of time.

Re item 4 on the agenda:

Resolution on the ratification of the acts of the personally liable partner of KWS SAAT SE & Co. KGaA for the period of time from July 2, 2019, to June 30, 2020

The Company has had the legal form of a partnership limited by shares (KGaA) since the change in form took effect on July 2, 2019. Consequently, the Company's business was conducted as of that date by the personally liable partner KWS SAAT SE, represented by its Executive Board. The subject matter of this item 4 on the agenda is therefore ratification of the acts of the personally liable partner.

The personally liable partner and the Supervisory Board propose ratifying the acts of the personally liable partner for the period of time from July 2, 2019, to June 30, 2020.

Re item 5 on the agenda:

Resolution on the ratification of the acts of the then Supervisory Board of KWS SAAT SE for the period of time from July 1, 2019, to July 2, 2019

The Company had the legal form of a Societas Europaea (SE) and operated under the name KWS SAAT SE until the change in legal form took effect on July 2, 2019. The subject matter of this item 5 on the agenda is therefore ratification of the acts of the Supervisory Board of the then KWS SAAT SE.

The personally liable partner and the Supervisory Board propose ratifying the acts of the members who served on the Supervisory Board of KWS SAAT SE in fiscal 2019/2020 for the period of time from July 1, 2019, to July 2, 2019, for said period of time.

Re item 6 on the agenda:

Resolution on the ratification of the acts of the Supervisory Board of KWS SAAT SE & Co. KGaA for the period of time from July 2, 2019, to June 30, 2020

The Company has had the legal form of a partnership limited by shares (KGaA) since the change in form took effect on July 2, 2019. The subject matter of this item 6 on the agenda is therefore ratification of the acts of the Supervisory Board of KWS SAAT SE & Co. KGaA.

The personally liable partner and the Supervisory Board propose ratifying the acts of the members who served on the Supervisory Board of KWS SAAT SE & Co. KGaA in fiscal 2019/2020 for the period of time from July 2, 2019, to June 30, 2020, for said period of time.

Re item 7 on the agenda:

Election of the independent auditor of the financial statements and the independent auditor of the consolidated financial statements for the fiscal year 2020/2021

As recommended by the Audit Committee, the Supervisory Board proposes appointing Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hanover, as the independent auditor of the financial statements and the consolidated financial statements for the fiscal year 2020/2021.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting its choice within the meaning of Article 16 (6) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities (Regulation (EU) No 537/2014 of 16 April 2014) has been imposed on it.

Re item 8 on the agenda:

Resolution on an amendment to the Articles of Association to modify their provisions on proof of shareholding

In accordance with the stipulations of Section 123 (4) Sentence 1 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), which applied in the past, Section 15.2 of the Company's Articles of Association still specifies at present that proof of authorization to take part in the Annual Shareholders' Meeting and to exercise voting rights must be furnished by proof of the shareholder's ownership of the shares created in text form by the custodial institute. However, the requirements for furnishing such proof have changed as a result of the German Act Implementing the Second Shareholder Rights Directive (ARUG II) (Official Federal Gazette I 2019, page 2637). In the case of bearer shares of companies listed on the stock exchange, the amended Section 123 (4) Sentence 1 of the German Stock Corporation Act (AktG) stipulates that proof issued by the ultimate intermediary in accordance with the newly inserted Section 67c (3) of the German Stock Corporation Act (AktG) is now sufficient for shareholders to take part in the Annual Shareholders' Meeting or to exercise their voting rights. Consequently, Section 15.2 of the Articles of Association is to be amended to reflect the new arrangement defined in Section 123 (4) Sentence 1 of the German Stock Corporation Act (AktG).

The personally liable partner and the Supervisory Board therefore propose adopting the following resolution:

Section 15.2 of the Articles of Association is rescinded and reworded as follows:

"15.2 Proof of authorization to take part in the Annual Shareholders' Meeting and to exercise voting rights must be furnished by proof of the shareholder's ownership of the shares issued by the ultimate intermediary in text form in German or English. Proof of ownership of the shares in accordance with Section 67c (3) of the German Stock

Corporation Act (AktG) shall be sufficient. Proof of ownership of the shares must relate to the beginning of the twenty-first day before the Annual Shareholders' Meeting."

Re item 9 on the agenda:

Resolution on amendments to the Articles of Association to create a foundation under the Articles of Association for electronic participation in the Annual Shareholders' Meeting, voting by absentee ballot at it, and broadcasting of it by means of audio and video transmission, as well as to regulate the participation of members of the Supervisory Board by means of audio and video transmission

The Company's Articles of Association have not previously permitted the possibility of participating in Annual Shareholders' Meetings by means of electronic communication (Section 118 (1) Sentences 2 to 5 of the German Stock Corporation Act (AktG)), casting votes by absentee ballot (Section 118 (2) of the German Stock Corporation Act (AktG)) or broadcasting of the Annual Shareholders' Meeting by means of audio and video transmission (Section 118 (4) of the German Stock Corporation Act (AktG)), nor do they contain provisions on cases where members of the Supervisory Board are allowed to take part in the Annual Shareholders' Meeting by means of audio and video transmission (Section 118 (3) Sentence 2 of the German Stock Corporation Act (AktG)). So as to enable that in the future – regardless of the currently prevailing special regulations as a result of the COVID-19 pandemic –, the Articles of Association are now to be amended accordingly.

The personally liable partner and the Supervisory Board therefore propose adopting the following resolution:

a) Section 15 of the Articles of Association is supplemented by the following Section 15.4:

"15.4 The personally liable partner shall be authorized to provide that shareholders may also take part in the Annual Shareholders' Meeting without being physically present at the place at which it is being held and without an authorized agent, and that they may exercise the entirety of their rights, or individual of their rights, as a whole or in part, by means of electronic communication. The personally liable partner shall also be authorized to specify provisions on the extent to which and procedure by which shareholders can take part and exercise their rights in accordance with Sentence 1. These shall be announced in the Notice of the Annual Shareholders' Meeting."

b) Section 15 of the Articles of Association is supplemented by the following Section 15.5:

"15.5 The personally liable partner shall be authorized to provide that shareholders can cast their votes also without attending the Annual Shareholders' Meeting, in writing or by means of electronic communication (absentee ballot). The personally liable partner shall also be authorized to specify provisions on the procedure for that. These shall be announced in the Notice of the Annual Shareholders' Meeting."

c) Section 15 of the Articles of Association is supplemented by the following Section 15.6:

"15.6 The personally liable partner and, during the Annual Shareholders' Meeting, the chair in accordance with Section 17 shall be authorized to permit complete or partial broadcasting of the Annual Shareholders' Meeting by means of audio and/or video transmission in a manner to be defined in more detail by the

respective authorized party. It may also be broadcast so that the public is given unrestricted access.”

d) Section 15 of the Articles of Association is supplemented by the following Section 15.7:

“15.7 The members of the Executive Board of the personally liable partner and of the Company’s Supervisory Board shall attend the Annual Shareholders’ Meetings in person. If a member of the Supervisory Board is not able to be present at the place where the Annual Shareholders’ Meeting is held, he or she can also take part by means of audio and video transmission.”

Re item 10 on the agenda:

Resolution on approval of the Control and Profit and Loss Transfer Agreement between the Company and KWS INTERSAAT GmbH

KWS SAAT SE & Co. KGaA and KWS INTERSAAT GmbH, Einbeck, a wholly-owned subsidiary of KWS SAAT SE & Co. KGaA, concluded a Control and Profit and Loss Transfer Agreement (“Agreement”) on September 23, 2020. KWS INTERSAAT GmbH holds participating interests in companies in the KWS Group. In particular, conclusion of the Agreement is intended to establish an integrated inter-company relationship for corporation income tax and trade tax purposes between KWS SAAT SE & Co. KGaA and KWS INTERSAAT GmbH.

The Agreement has the following main contents:

- KWS INTERSAAT GmbH places management of its company in the hands of KWS SAAT SE & Co. KGaA. That means KWS SAAT SE & Co. KGaA can issue instructions to KWS INTERSAAT GmbH on management of the company. It has the right to issue instructions as of the date on which the Agreement is registered in the commercial register of KWS INTERSAAT GmbH.
- As from the fiscal year in which the Agreement is registered in the commercial register of KWS INTERSAAT GmbH, KWS INTERSAAT GmbH is obligated – subject to the provisions on setup or reversal of reserves, the main contents of which are presented in the following – to transfer its entire profit, as calculated on the basis of the applicable provisions of German commercial law and in accordance with Section 301 of the German Stock Corporation Act (AktG) (in its respectively valid version), to KWS SAAT SE & Co. KGaA.
- With the consent of KWS SAAT SE & Co. KGaA, KWS INTERSAAT GmbH can allocate amounts from the net income for the year to the revenue reserves (Section 272 (3) of the German Commercial Code (HGB)), with the exception of the legal reserves, to the extent permissible under German commercial law and economically justified in accordance with prudent business practice. If permitted under the law, other revenue reserves set up during the term of the Agreement are to be reversed at the request of KWS SAAT SE & Co. KGaA and transferred as profit.
- Amounts from the reversal of revenue reserves and from net retained profits that were formed or generated before the Agreement took effect, as well as capital reserves in accordance with Section 272 (2) Nos. 1 to 4 of the German Commercial Code (HGB) (irrespective of whether they were set up before or during the term of the Agreement), shall not be transferred.
- KWS SAAT SE & Co. KGaA can demand payments on account on the anticipated profit to be transferred, if and insofar as that is permitted under the law.

- The claim to the transfer of profits becomes due effective midnight on the day on which the shareholders adopt a resolution to approve the financial statements for each fiscal year of KWS INTERSAAT GmbH.
- As from the fiscal year in which the Agreement is registered in the commercial register of KWS INTERSAAT GmbH, KWS SAAT SE & Co. KGaA is obligated to compensate for any losses made by KWS INTERSAAT GmbH in accordance with Section 302 of the German Stock Corporation Act (AktG) (in its respectively valid version). The claim to compensation for the annual net loss becomes due effective midnight on the final day of each fiscal year of KWS INTERSAAT GmbH.
- The Agreement is concluded for an indefinite period of time. It can be terminated for the first time effective midnight on June 30, 2025, but no earlier than five years in time as of the start of the fiscal year for which an integrated inter-company relationship for corporation income tax and trade tax purposes pursuant to the Agreement is recognized for the first time, with a period of notice of three months to the end of the fiscal year of KWS INTERSAAT GmbH. The right to terminate the Agreement without notice for good cause remains unaffected. Good cause in particular is: Conclusion of an agreement relating to the sale or other form of disposal of shares in KWS INTERSAAT GmbH to an extent that means that the conditions for financial integration of KWS INTERSAAT GmbH in KWS SAAT SE & Co. KGaA in accordance with the requirements under tax law no longer exist, in particular if KWS SAAT SE & Co. KGaA no longer holds the majority of shares in KWS INTERSAAT GmbH; if the participating interest in the integrated inter-company relationship is contributed, hived off or carved out by KWS SAAT SE & Co. KGaA; the conversion, merger, break-up or liquidation of KWS SAAT SE & Co. KGaA or KWS INTERSAAT GmbH or similar legal acts; if good cause exists within the meaning of Section 60 (6) of the German Corporation Income Tax Regulations (KStR) 2004 // R 14.5 (6) Sentence 3 of the German Corporation Income Tax Regulations (KStR) 2015 or a corresponding regulation; any other loss of financial integration within the meaning of Section 14 (1) No. 1 of the German Corporation Income Tax Act (KStG). Termination of the Agreement is not valid unless given in writing.
- The Agreement must be approved by the Shareholders' Meeting of KWS INTERSAAT GmbH and by the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA. The Agreement will become effective after it has been approved by the Shareholders' Meeting of KWS INTERSAAT GmbH and by the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA and subsequently registered in the commercial register of KWS INTERSAAT GmbH.

The Control and Profit and Loss Transfer Agreement does not have to be examined by a contract auditor, since all the shares in KWS INTERSAAT GmbH are held by KWS SAAT SE & Co. KGaA.

The personally liable partner of KWS SAAT SE & Co. KGaA and management of KWS INTERSAAT GmbH have submitted a joint report in accordance with Section 293a of the German Stock Corporation Act (AktG), which explains the Control and Profit and Loss Transfer Agreement in more detail and gives the reasons for it.

The following documents can be obtained from the Company's Internet site at www.kws.com/shareholders-meeting as of the day this Annual Shareholders' Meeting is convened and will also be made available to shareholders at the above Internet address during the Annual Shareholders' Meeting:

- The Control and Profit and Loss Transfer Agreement between KWS SAAT SE & Co. KGaA and KWS INTERSAAT GmbH;

- The annual financial statements and consolidated financial statements and Combined Management Reports of KWS SAAT SE & Co. KGaA (formerly KWS SAAT SE) and the KWS Group (Group Management Reports) for the fiscal years 2016/2017, 2017/2018, 2018/2019 and 2019/2020;
- The annual financial statements of KWS INTERSAAT GmbH for the fiscal years 2017/2018, 2018/2019 and 2019/2020; and
- The joint report of the personally liable partner of KWS SAAT SE & Co. KGaA and management of KWS INTERSAAT GmbH.

The personally liable partner and the Supervisory Board therefore propose adopting the following resolution:

The Control and Profit and Loss Transfer Agreement dated September 23, 2020, between KWS SAAT SE & Co. KGaA, Einbeck, and KWS INTERSAAT GmbH, Einbeck, is approved.

Re item 11 on the agenda:

Resolution on the creation of an Authorized Capital 2020 against contributions in cash and/or contributions in kind to a volume of 10% of the Company's current capital stock, with the option of excluding shareholders' subscription rights, and related amendment of the Articles of Association

The Company's personally liable partner is not currently authorized to increase the Company's capital stock by issuing new shares with the approval of the Supervisory Board. So that the Company can respond with sufficient agility and speed to market circumstances in the coming years and adapt its capital base flexibly to the resultant requirements, it intends to create an Authorized Capital 2020, with the authorization to exclude shareholders' subscription rights, to a volume of 10% of the Company's current capital stock.

The personally liable partner and the Supervisory Board therefore propose adopting the following resolution:

a) Creation of an Authorized Capital 2020

The personally liable partner shall be authorized, with the approval of the Supervisory Board, to increase the capital stock of the Company in the period up to midnight on December 15, 2025, once or in installments by a total of up to €9,900,000.00 (in words: nine million nine hundred thousand euros) by issuing new shares against contributions in cash and/or contributions in kind (Authorized Capital 2020). The new shares shall participate in profits from the beginning of the fiscal year in which they have been issued. To the extent permitted by law, the personally liable partner, with the approval of the Supervisory Board, can stipulate in deviation from the above and Section 60 (2) of the German Stock Corporation Act (AktG) that the new shares shall participate in profits from the beginning of a fiscal year that has already ended and for which no resolution on appropriation of the net retained profit has been adopted by the Annual Shareholders' Meeting at the time the shares are issued.

In principle, shareholders shall have subscription rights. The shares can also be assumed by one or more credit institutions or enterprises within the meaning of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) appointed by the personally liable partner, with the obligation to offer them for subscription solely to the shareholders (indirect subscription right). However, the personally liable partner shall be authorized to exclude shareholders' subscription rights, with the approval of the Supervisory Board,

- to exempt fractional amounts from the subscription rights;
- if the capital increase is carried out against contributions in cash and the issue price of the new shares is not significantly below the stock market price of the already listed shares of the same class and with the same features at the time the issue price is definitively set by the personally liable partner within the meaning of Sections 203 (1) and (2) and 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). The number of shares issued with shareholders' subscription rights excluded in accordance with Sections 203 (1) and (2) and 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must not exceed in total 10% of the capital stock, either at the time the authorization takes effect or at the time it is exercised. That number shall also include shares which are issued or are to be issued on the basis of bonds with warrants and/or convertible bonds, if the bonds are issued during the term of this authorization, with shareholders' subscription rights excluded in *mutatis mutandis* application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG); in addition, that number shall include shares that are issued or sold after being repurchased during the term of this authorization under facilitated exclusion of subscription rights in accordance with or in *mutatis mutandis* application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG);
- if the capital increase is carried out against contributions in kind, in particular for the purpose of granting shares in connection with business combinations or for the purpose of acquiring companies, parts of companies, participating interests in companies or other assets or rights to acquire assets, including receivables against the Company or its Group companies.

The personally liable partner shall be authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase, the further content of the rights embodied in the shares and the terms and conditions of the share issue. The Supervisory Board shall be authorized to amend the wording of the Articles of Association after the increase in the capital stock from the Authorized Capital 2020 has been carried out in full or in part to reflect the extent of the capital increase from the Authorized Capital 2020 or after the term of the authorization expires.

b) Amendment to the Articles of Association

Section 3 of the Articles of Association is supplemented by the following Section 3.5:

“3.5 The personally liable partner shall be authorized, with the approval of the Supervisory Board, to increase the capital stock of the Company in the period up to midnight on December 15, 2025, once or in installments by a total of up to €9,900,000.00 (in words: nine million nine hundred thousand euros) by issuing new shares against contributions in cash and/or contributions in kind (Authorized Capital 2020). The new shares shall participate in profits from the beginning of the fiscal year in which they have been issued. To the extent permitted by law, the personally liable partner, with the approval of the Supervisory Board, can stipulate in deviation from the above and Section 60 (2) of the German Stock Corporation Act (AktG) that the new shares shall participate in profits from the beginning of a fiscal year that has already ended and for which no resolution on appropriation of the net retained profit has been adopted by the Annual Shareholders' Meeting at the time the shares are issued.

In principle, shareholders shall have subscription rights. The shares can also be assumed by one or more credit institutions or enterprises within the meaning of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG)

appointed by the personally liable partner, with the obligation to offer them for subscription solely to the shareholders (indirect subscription right). However, the personally liable partner shall be authorized to exclude shareholders' subscription rights, with the approval of the Supervisory Board,

- *to exempt fractional amounts from the subscription rights;*
- *if the capital increase is carried out against contributions in cash and the issue price of the new shares is not significantly below the stock market price of the already listed shares of the same class and with the same features at the time the issue price is definitively set by the personally liable partner within the meaning of Sections 203 (1) and (2) and 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). The number of shares issued with shareholders' subscription rights excluded in accordance with Sections 203 (1) and (2) and 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must not exceed in total 10% of the capital stock, either at the time the authorization takes effect or at the time it is exercised. That number shall also include shares which are issued or are to be issued on the basis of bonds with warrants and/or convertible bonds, if the bonds are issued during the term of this authorization, with shareholders' subscription rights excluded in mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG); in addition, that number shall include shares that are issued or sold after being repurchased during the term of this authorization under facilitated exclusion of subscription rights in accordance with or in mutatis mutandis application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG);*
- *if the capital increase is carried out against contributions in kind, in particular for the purpose of granting shares in connection with business combinations or for the purpose of acquiring companies, parts of companies, participating interests in companies or other assets or rights to acquire assets, including receivables against the Company or its Group companies.*

The personally liable partner shall be authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase, the further content of the rights linked to the shares and the terms and conditions of issuing the shares. The Supervisory Board shall be authorized to amend the wording of the Articles of Association after the increase in the capital stock from the Authorized Capital 2020 has been carried out in full or in part to reflect the extent of the capital increase from the Authorized Capital 2020 or after the term of the authorization expires.”

Report of the personally liable partner on item 11 on the agenda in accordance with Sections 203 (2) Sentence 2 and 186 (4) Sentence 2 of the German Stock Corporation Act (AktG)

The personally liable partner and the Supervisory Board propose to the Annual Shareholders' Meeting under item 11 on the agenda that an Authorized Capital 2020 totaling up to €9,900,000.00 – which is equal to 10% of the current capital stock – be created so that the Company can respond with sufficient agility and speed to market circumstances in the coming years and adapt its capital base flexibly to the resultant requirements. In accordance with Sections 203 (2) Sentence 2 and 186 (4) Sentence 2 of the German Stock Corporation Act (AktG), the personally liable partner submits the following written report on the authorization to exclude shareholders' subscription rights; it can also be obtained from the Company's Internet

site at www.kws.com/shareholders-meeting as of the day this Annual Shareholders' Meeting is convened and will also be available there during the Annual Shareholders' Meeting:

If the Authorized Capital 2020 is utilized, shareholders shall in principle be entitled to subscription rights. In order to facilitate ease of handling, the new shares are also to be assumed by credit institutions or enterprises within the meaning of Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG), with the obligation to offer them for subscription solely to the shareholders (indirect subscription right). In the cases referred to in the proposed authorization, however, the personally liable partner shall also be authorized to exclude the subscription rights with the approval of the Supervisory Board:

- The authorization to issue new shares also includes the authorization to exclude shareholders' statutory subscription rights in order to exempt fractional amounts from the subscription rights. That is common practice and also objectively justified to facilitate ease of handling and achieve whole subscription ratios, so that a practicable subscription ratio can be presented with regard to the amount involved in the respective capital increase. Without such an exclusion of subscription rights, technical implementation of the capital increase and exercise of the subscription rights would be significantly impeded. The fractional amounts relating to new shares for which shareholders' subscription rights are excluded will be used by the Company in its best interest, either by being sold on the stock market or in another way.

- The authorization to exclude subscription rights is also intended to apply – if the capital increase is carried out against contributions in cash – in the case that the issue price of the new shares is not significantly below the stock market price of the already listed shares of the same class and with the same features at the time the issue price is definitively set by the personally liable partner within the meaning of Sections 203 (1) and (2) and 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). This authorization enables the Company to meet quickly any need for equity that may occur, for example in response to market opportunities that arise suddenly or to acquire new groups of shareholders. Such opportunities can be seized quickly and flexibly as a result of the authorization. In addition, the uncomplicated procedure – without the time-consuming and costly process for handling subscription rights – means higher proceeds can be expected from the new shares to be issued. By excluding shareholders' subscription rights, the Company can act swiftly and place the shares close to the stock market price, i.e. the discount normally associated with rights issues is eliminated. In exercising the authorization, the personally liable partner will endeavor to keep any deviation from the stock market price as low as possible given the market conditions prevailing at the time of placement. The number of shares issued with shareholders' subscription rights excluded in accordance with Sections 203 (1) and (2) and 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must not exceed in total 10% of the capital stock, either at the time the authorization takes effect or at the time it is exercised. That number shall also include shares which are issued or are to be issued on the basis of – any future – bonds with warrants and/or convertible bonds, if the bonds are issued during the term of this authorization, with shareholders' subscription rights excluded in *mutatis mutandis* application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG); in addition, that number shall include shares that are issued or sold after being repurchased during the term of this authorization under facilitated exclusion of subscription rights in accordance with or in *mutatis mutandis* application of Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). In compliance with statutory regulations, these stipulations take account of shareholders' interest in protecting their shareholding against dilution. Since the issue price of the new shares is close to their stock market price and the volume of the capital increase with the exclusion of subscription rights is limited, every shareholder also has in principle the opportunity to maintain his or her stake by purchasing the necessary shares on the stock market at approximately the same terms and conditions.

- Moreover, the authorization to exclude subscription rights is intended to apply to the issue of new shares as part of a capital increase against contributions in kind, in particular for the purpose of granting shares in connection with business combinations or for the purpose of acquiring companies, parts of companies, participating interests in companies or other assets or rights to acquire assets, including receivables against the Company or its Group companies. The Company operates in a diverse competitive environment and should therefore be able to act quickly and flexibly on the national and international markets in the interests of its shareholders. That also includes in particular the possibility of seizing acquisition opportunities when they arise so as to improve its own competitive position. Shares from authorized capital can represent a sensible and attractive consideration in this respect; indeed, it is not seldom the case that sellers explicitly demand them. The Authorized Capital 2020 and authorization to exclude subscription rights will enable the Company to exploit such opportunities quickly, flexibly and cost-effectively. Since such an acquisition is normally conducted at short notice, it can usually not be decided on by the Annual Shareholders' Meeting, which is held only once a year; due to the statutory deadlines, it would also be likely that there is usually not the time to convene an Extraordinary Shareholders' Meeting in these cases. What is therefore needed is an authorized capital which the personally liable partner can access quickly and flexibly in order to seize such opportunities in the interests of the Company and therefore of its shareholders. In exercising this authorization, the personally liable partner will ensure that the value of the consideration is in reasonable proportion to the value of the new shares and that the interests of the Company and its shareholders are safeguarded appropriately. The stock market price will be important in determining the value of the shares. However, no schematic link to a stock market price is envisaged, in particular so that fluctuations in the stock market price do not jeopardize the results reached in negotiations. The dilution of the stakes of existing shareholders due to exclusion of subscription rights is offset by the fact that they – albeit with a lower percentage of ownership and proportion of voting rights than previously – share in the Company's growth that they would have otherwise had to fund themselves if subscription rights had been granted. Because the Company is listed, every shareholder can in principle also increase his or her percentage of ownership by purchasing shares.

We point out that, besides the proposed new Authorized Capital 2020, the Company does not at present have any further authorized or conditional capital, any authorization to issue bonds with warrants and/or convertible bonds, or any authorization to acquire and sell its own shares.

There are currently no specific plans to utilize the Authorized Capital 2020. The personally liable partner will carefully examine in each case whether to make use of the authorization to carry out a capital increase with the exclusion of subscription rights. This option will be used only if the personally liable partner and the Supervisory Board deem it to be in the interests of the Company and therefore of shareholders. The personally liable partner will report to the Annual Shareholders' Meeting on utilization of the Authorized Capital 2020 with exclusion of subscription rights.

Communications to the Annual Shareholders' Meeting

Total number of shares and voting rights

The capital stock of the Company on the day this Annual Shareholders' Meeting is convened is split into 33,000,000 bearer shares, each of which entitles the holder to one voting right. Of these, all are authorized to vote on the day this Annual Shareholders' Meeting is convened.

Information on staging of the virtual Annual Shareholders' Meeting and on our Annual Shareholders' Meeting portal; broadcasting of the Annual Shareholders' Meeting by means of audio and video transmission

In view of the ongoing COVID-19 pandemic, the personally liable partner has decided with the approval of the Supervisory Board to hold this year's Annual Shareholders' Meeting as a virtual Annual Shareholders' Meeting without shareholders or their authorized agents being physically present, pursuant to 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"). Shareholders or their authorized agents will exercise their voting rights solely by absentee ballot or by issuing a power of attorney to the proxies named by the Company.

The entire virtual Annual Shareholders' Meeting will be broadcast live by means of audio and video transmission on our Annual Shareholders' Meeting portal that can be accessed on the Company's Internet site at

www.kws.com/shareholders-meeting,

starting at 11 a.m. (CET) on December 16, 2020.

Shareholders who – in person or through authorized agents – wish to follow the broadcast of the Annual Shareholders' Meeting by means of audio and video transmission on the Annual Shareholders' Meeting portal must register for the Annual Shareholders' Meeting on time and submit proper proof of their shareholding (see the section "Registration and proof of shareholding" below). After registering and furnishing proof of their shareholding, shareholders receive the access data for the Annual Shareholders' Meeting portal in the form of their access card. On the Annual Shareholders' Meeting portal, shareholders can also, among other things, exercise their voting rights by absentee ballot, issue a power of attorney and instructions on how to exercise their voting rights to the proxies named by the Company, or raise objections and have them recorded in the minutes, either in person or through authorized agents.

Requirements to exercise rights related to the meeting, in particular voting rights

Registration and proof of shareholding

Under Section 15.1 of the Company's Articles of Association, shareholders shall be eligible to exercise their voting rights at the Annual Shareholders' Meeting only if they register with the Company before the Annual Shareholders' Meeting and submit proof of their authorization to exercise their voting rights. In accordance with Section 15.2 of the Articles of Association, proof of authorization to exercise voting rights must be furnished by proof of the shareholder's ownership of the shares created by the custodial institute in text form in German or English; pursuant to Section 123 (4) Sentence 1 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) in the now applicable version of the German Act Implementing the Second Shareholder Rights Directive (ARUG II) (Official Federal Gazette I 2019, page 2637), proof of the shareholder's ownership of the shares issued by the ultimate intermediary in accordance with Section 67c (3) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) is sufficient. This proof must relate to the beginning of the twenty-first day before the Annual Shareholders' Meeting, i.e. **at 0 hours and 0 minutes CET on**

November 25, 2020 (the date by which proof has to be furnished). Registration and the proof of shareholding must be received by the Company by no later than **midnight (CET) on December 10, 2020**, at 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

After the registration and proof of shareholding have been received, the registration office will send access cards for the Annual Shareholders' Meeting to the shareholders or the authorized agents appointed by them. The access cards are purely organizational aids. However, they contain in particular the access data required to use the password-protected Annual Shareholders' Meeting portal. So as to ensure that they receive their access card on time, we ask shareholders to register and send proof of their shareholding to the Company at the above address as early as possible.

Only persons who have furnished proof of their shareholding shall be regarded as shareholders by the Company and be eligible to exercise rights related to the meeting, in particular voting rights.

Their authorization to exercise rights related to the meeting or the number of votes they are entitled to cast is based solely on their shareholding on the date by which proof has to be furnished. The date by which proof has to be furnished does not constitute a cutoff date after which shares are not allowed to be sold. The authorization of shareholders to exercise rights related to the meeting or the number of votes they are entitled to cast is based solely on their shareholding on the date by which proof has to be furnished, even if they sell all or part of their shares after that date. The same shall apply to shares purchased after that date. Persons who do not hold any shares on the date by which proof has to be furnished and do not become shareholders until after that date are entitled to exercise rights related to the meeting, in particular voting rights, in accordance with their shareholding only if they obtain power of attorney or are granted authorization to exercise these rights. The date by which proof has to be furnished is of no significance regarding entitlement to dividends.

Exercise of voting rights

Shareholders or their authorized agents will exercise their voting rights solely by electronic absentee ballot or by issuing a power of attorney to the proxies named by the Company. Shareholders can either endorse or reject the respective resolution proposed for the items on the agenda that are put to the vote, or they can abstain. A vote taken on all items on the agenda is binding and not only recommendatory in nature. The resolutions proposed under items 1 and 8 to 11 on the agenda require the approval of the personally liable partner KWS SE to be effective (Sections 285 (2) Sentence 1 and 286 (1) Sentence 2 of the German Stock Corporation Act (AktG)).

Procedure for voting by electronic absentee ballot

Shareholders who are entitled to exercise their voting rights (see the section "Registration and proof of shareholding" above) can cast their vote by (electronic) absentee ballot. They can do so on the Annual Shareholders' Meeting portal that can be accessed at [**www.kws.com/shareholders-meeting**](http://www.kws.com/shareholders-meeting). Voting by (electronic) absentee ballot in this way will be possible **until directly before the start of voting at the virtual Annual Shareholders' Meeting on December 16, 2020**. On the Annual Shareholders' Meeting portal, you can also change or revoke any votes you have cast previously by (electronic) absentee ballot on the Annual Shareholders' Meeting portal until directly before the start of voting at the virtual Annual Shareholders' Meeting. You can find more details on voting by (electronic) absentee ballot on our Annual Shareholders' Meeting portal.

Procedure for voting through proxies named by the Company

We offer our shareholders the option of having proxies named by KWS SAAT SE & Co. KGaA exercise their voting rights on their behalf and in accordance with their instructions. The proxies named by the Company will be present in person at the Annual Shareholders' Meeting and, if they are authorized, exercise voting rights in accordance with the shareholders' instructions. For this to be possible, a power of attorney and instructions on how to exercise the voting rights must be issued to the proxies named by the Company. The proxies named by the Company are obliged to vote in accordance with the instructions issued to them. The proxies named by the Company are not authorized to exercise the voting rights if they have not been given instructions on how to vote by the shareholders. The proxies named by the Company will not accept powers of attorney and instructions to raise objections to resolutions adopted by the Annual Shareholders' Meeting, or to exercise the right to ask questions or submit motions, either before or during the virtual Annual Shareholders' Meeting.

The power of attorney and instructions must be issued in text form. A form for granting power of attorney and specifying instructions is printed on the access card and is thus sent out to properly registered shareholders along with the access card. A form can also be downloaded from the Company's Internet site at www.kws.com/shareholders-meeting. It can also be requested from the address below.

The power of attorney and instructions for a proxy named by the Company must be sent to the Company in text form by post, fax or e-mail (such as in the form of a scanned PDF file) 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

Shareholders who wish to authorize a proxy named by the Company or change or revoke powers of attorney and instructions they have previously issued using one of the above means of communication must send the power of attorney along with the instructions, or the change to or request to revoke them, to the above address so that they are received by the Company by no later than **midnight (CET) on December 14, 2020**.

In addition, powers of attorney and instructions can be issued to the Company's proxies using the Annual Shareholders' Meeting portal that can be accessed at www.kws.com/shareholders-meeting. Powers of attorney and instructions can be issued to the Company's proxies by this means **until directly before the start of voting at the virtual Annual Shareholders' Meeting on December 16, 2020**. On the Annual Shareholders' Meeting portal, you can also change or revoke any powers of attorney and instructions you have previously issued until directly before the start of voting at the virtual Annual Shareholders' Meeting.

Even if shareholders have authorized the proxies named by the Company, they must still register on time and ensure that proof of their shareholding is received on time in accordance with the above regulations (see the section "Registration and proof of shareholding" above).

If voting rights are exercised by means of voting by (electronic) absentee ballot and powers of attorney along with instructions are issued to the proxies named by the Company, the (electronic) absentee ballots will always be deemed to have precedence. You can find more details on issuing a power of attorney and instructions to the proxies named by the Company on the relevant forms.

Procedure for voting by proxy through an authorized agent

Shareholders who are entitled to exercise their voting rights (see the section “Registration and proof of shareholding” above) can also have their rights related to the meeting, in particular their voting rights, exercised by another authorized agent, such as an intermediary, an association of shareholders, a proxy advisor within the meaning of Section 134a (1) No. 3 and (2) No. 3 of the German Stock Corporation Act (AktG) or another institution or person of equal status to intermediaries in accordance with Section 135 (8) of the German Stock Corporation Act (AktG). Authorized agents cannot take part physically in the Annual Shareholders’ Meeting. They can exercise the voting rights for shareholders they represent only by means of (electronic) absentee ballot or by issuing (substitute) power of attorney to the proxies named by the Company. So that the authorized agent can exercise the rights related to the meeting, in particular voting rights, using the Annual Shareholders’ Meeting portal, the grantor of the power of attorney must make the access data sent to it available to the authorized agent.

This authorization must be granted and revoked, and proof of it furnished to the Company, in text form. If a shareholder grants power of attorney to more than one person, the Company can reject one or more of those persons.

Proof that power of attorney has been granted can be furnished, for example, by being sent by post, fax or e-mail 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

The above means of communication can also be used if power of attorney is granted by a declaration being issued to the Company; in this case, special proof that power of attorney has been granted is not necessary. The above means of communication can also be used to inform the Company directly that powers of attorney have been revoked. If one of the above means of communication is used to issue a power of attorney, furnish proof of it or revoke it by a declaration being issued to the Company, it is necessary for organizational reasons for that declaration to be received by the Company by **midnight (CET) on December 14, 2020**.

Alternatively, the power of attorney or revocation of an already granted power of attorney can be sent to the Company – **even on the day of the Annual Shareholders’ Meeting** – electronically using the Annual Shareholders’ Meeting portal that can be accessed at **www.kws.com/shareholders-meeting**.

Shareholders who wish to be represented by an authorized agent are asked to use either the Annual Shareholders’ Meeting portal or the power of attorney form printed on the access card. The power of attorney form can also be downloaded from the Company’s Internet site at **www.kws.com/shareholders-meeting**. It can additionally be requested from the above address of the Company by post, fax or e-mail.

Special requirements may apply if power of attorney is issued to an intermediary, an association of shareholders, a proxy advisor within the meaning of Section 134a (1) No. 3 and (2) No. 3 of the German Stock Corporation Act (AktG) or other institutions or persons of equal status to intermediaries in accordance with Section 135 (8) of the German Stock Corporation Act (AktG), as well as in relation to the revocation and proof of such a power of attorney; shareholders are requested in such a case to contact the person to be appointed as an authorized agent in good time to agree on the form of the power attorney that agent may require.

You can find more information on issuing a power of attorney on the relevant forms.

Raising of objections to be recorded in the minutes

Shareholders who have exercised their voting rights can – in person or through their authorized agent – raise objections to resolutions adopted by the Annual Shareholders' Meeting by electronic means, and have them recorded in the minutes by the notary, from the beginning to the end of the Annual Shareholders' Meeting using the Annual Shareholders' Meeting portal that can be accessed at www.kws.com/shareholders-meeting.

Rights of shareholders

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. In this case, 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. Reasons or a proposed resolution must be submitted with each new item on the agenda.

The request must be sent in writing to the personally liable partner 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 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) that are received by the Company by the due time after the Annual Shareholders' Meeting has been convened will 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 shall also be made available as soon as they have been received by the Company on the Internet site www.kws.com/shareholders-meeting and will be communicated to shareholders.

2) **Countermotions and nominations in accordance with 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)**

Every shareholder has the right to send countermotions against one or more proposals by the personally liable partner and/or the Supervisory Board on a specific item or several items on the agenda in accordance with Section 126 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) and nominations 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). If the countermotions and/or nominations are to be made available before the Annual Shareholders' Meeting, they 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 and nominations 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, any reasons for them and any statement by management. Section 126 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) specifies reasons where a counter motion and its reasons do not have to be disclosed. They are stated on the Company's Internet site at www.kws.com/shareholders-meeting.

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 or his or her profession or place of residence.

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.

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 (see the section "Registration and proof of shareholding" above) 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. Contrary to the above, however, the personally liable partner reserves the right to respond to questions in advance on the Company's Internet site at www.kws.com/shareholders-meeting.

Further details of 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 (8) Sentence 1 of the COVID-19 Act can be obtained at the Company's Internet site at www.kws.com/shareholders-meeting.

Reference to the Company's Internet site

This Notice of the Annual Shareholders' Meeting and the information and documents to be made available in accordance with Section 124a of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), as well as further information, can be obtained on the Company's Internet site at www.kws.com/shareholders-meeting.

The results of votes will be published on the same Internet site after the Annual Shareholders' Meeting.

An English translation of the Notice of the Annual Shareholders' Meeting and other information and documents in English can be obtained on the Company's English Internet site for the Annual Shareholders' Meeting at www.kws.com/corp/en/company/investor-relations/annual-shareholder-meeting/.

Information on data protection

As the controller within the meaning of Article 4 (7) of Regulation (EU) 2016/679 of 27 April 2016 ("General Data Protection Regulation"; hereinafter "GDPR"), KWS SAAT SE & Co. KGaA (the "Company") processes personal data of shareholders and shareholder representatives on the basis of prevailing data protection regulations as part of the Company's Annual Shareholders' Meeting. The Company is legally represented by its personally liable partner KWS SE, which in turn is represented by its Executive Board, namely Dr. Hagen Duenbostel, Dr. Léon Broers, Dr. Felix Büchting, Dr. Peter Hofmann and Ms. Eva Kienle.

The contact data for the Company as the controller is:

KWS SAAT SE & Co. KGaA,
Vorstand der persönlich haftenden Gesellschafterin KWS SE,
Grimsehlstr. 31,
37574 Einbeck.
E-mail address: datenschutz@kws.com

The Company's Annual Shareholders' Meeting in 2020 will be held as a virtual Annual Shareholders' Meeting without shareholders or their authorized agents being physically present. Shareholders who have properly registered and submitted proof of their shareholding can follow the entire Annual Shareholders' Meeting, which is broadcast by means of audio and

video transmission on our Annual Shareholders' Meeting portal, on which their rights related to the meeting, in particular their voting rights, can also be exercised.

Their personal data (in particular name, address, e-mail address, the number of shares, their class, type of ownership of them and, if applicable, the votes cast by (electronic) absentee ballot, whether any proxies have been issued and the name of the shareholder representative authorized by the shareholder in question) will be processed for the purpose of preparing, holding and handling related to this virtual Annual Shareholders' Meeting, in particular to communicate with shareholders, draw up the minutes on the Annual Shareholders' Meeting and enable the shareholders and shareholder representatives to exercise their rights related to the meeting, in particular their voting rights, as part of the virtual Annual Shareholders' Meeting. The Company may also process personal data in relation to questions submitted before the Annual Shareholders' Meeting, submitted motions, nominations and requests by shareholders or shareholder representatives in connection with the Annual Shareholders' Meeting, as well as in relation to objections to resolutions adopted by the Annual Shareholders' Meeting. If you visit our Annual Shareholders' Meeting portal on the Internet, we also collect data on access to and use of that portal (in particular data that is retrieved or requested, any questions or objections submitted using the Annual Shareholders' Meeting portal, the date and time data was retrieved or questions or objections were submitted, notification that the data was retrieved successfully, the type of web browser used, the IP address, access card number, password, consent to our terms of use, your login and the time stamp for when you logged in and out) which your browser sends to us. If shareholders or shareholder representatives contact the Company, the Company also processes personal data required to handle any requests (such as the contact data, e.g. e-mail address or phone number, given by the shareholder or shareholder representative). In addition, personal data is processed pursuant to statutory obligations, such as retention obligations under stock corporation, commercial and tax law, as well as for statistical purposes, such as to present the changes in shareholder structure or trading volumes.

If the personal data is not provided by the shareholders and shareholder representatives (in particular as part of registration for the Annual Shareholders' Meeting), the custodian bank or a third party involved in registration will send the personal data of the shareholders or shareholder representatives to the Company.

The Company is legally obliged to hold the Annual Shareholders' Meeting in accordance with the provisions of the German Stock Corporation Act (AktG) in conjunction with Section 1 of the COVID-19 Act. It is absolutely necessary for the personal data of shareholders to be processed so that they can exercise their rights as part of the virtual Annual Shareholders' Meeting. It is also necessary for the personal data of shareholders and shareholder representatives to be processed as part of use of the Annual Shareholders' Meeting portal so that the technical requirements for delivering the portal are met and to ensure that the virtual Annual Shareholders' Meeting is staged smoothly. The Company is the controller, i.e. responsible for processing the data.

The legal basis for processing the personal data is Article 6 (1) subparagraph 1 point (c), Article 6 (1) subparagraph 1 point (f) and Article 6 (4) GDPR. Data will be processed on the basis of Article 6 (1) subparagraph 1 point (f) GDPR for the above purposes and interests, in particular for organizing the Annual Shareholders' Meeting and staging it properly, as well as for statistical purposes and interests. Personal data is also processed as part of use of the Annual Shareholders' Meeting portal so as to enable our shareholders and shareholder representatives to exercise their shareholder rights in a user-friendly way.

In principle, personal data is not transferred to third parties by the Company. By way of exception, third parties commissioned with helping to stage the Annual Shareholders' Meeting and operate the Annual Shareholders' Meeting portal are provided by the Company with personal data that is required for the commissioned service to be performed. They process the data solely in accordance with the Company's instructions. Such third parties are, for example,

service providers for annual shareholders' meetings, such as annual shareholders' meeting agencies, attorneys or auditors. All employees of the Company and employees of the engaged service providers who have access to and/or process personal data are obligated to treat that data confidentially. Apart from that, personal data of shareholders and shareholder representatives who are represented by proxies named by us can be viewed in the list of participants in accordance with statutory regulations. The Company may also be obliged to transmit personal data of shareholders and shareholder representatives to further recipients, such as public authorities in order to fulfill statutory reporting obligations. Reference is made to the explanations in the section "Rights of shareholders" as regards the transmission of personal data to third parties as part of the announcement of shareholders' requests for additions to the agenda and counter motions and nominations by shareholders.

The personal data is stored in accordance with statutory obligations and so as to avoid any risks of liability, and is then erased in compliance with statutory regulations, in particular if the personal data is no longer necessary for the original purposes for which it was collected or processed, the data is no longer needed in connection with any administrative procedures or court proceedings, and there are no statutory obligations to retain it. Subject to any statutory regulations that come into effect after the Annual Shareholders' Meeting, the Company stores the personal data in accordance with current statutory retention obligations for a period of ten years, starting at the end of the year in which the Annual Shareholders' Meeting was held. The personal data may be stored longer in individual cases if the data must still be processed further in order to handle motions, decisions or legal proceedings related to the Annual Shareholders' Meeting.

As data subjects, the shareholders and shareholder representatives have, subject to the statutory conditions specified in Chapter III of the GDPR being met, a right to access the data and obtain information, as well as the right to demand rectification, erasure or restriction of processing of their personal data; data subjects also have, subject to the statutory conditions specified in Chapter III of the GDPR being met, a right to object and the right to receive the personal data in a format complying with statutory requirements and to transmit that data to another controller without hindrance (right to data portability).

You can exercise these rights via-à-vis the Company free of charge by contacting it at:

KWS SAAT SE & Co. KGaA,
Vorstand der persönlich haftenden Gesellschafterin KWS SE,
Grimsehlstr. 31,
Postfach 1463,
37555 Einbeck.
E-mail address: datenschutz@kws.com

In addition, shareholders and shareholder representatives have a right under Article 77 GDPR to lodge a complaint, in particular with the data protection supervisory authority responsible for the domicile or permanent residence of the shareholder or shareholder representative or for the federal state in which the alleged infringement has been committed.

You can contact our company Data Protection Officer at:

KWS SAAT SE & Co. KGaA,
Data Protection Officer,
Grimsehlstr. 31,
Postfach 1463,
37555 Einbeck.
E-mail address: datenschutz@kws.com

Encrypted contact form: <http://www.scheja-partner.de/kontakt/kontakt.html>
Addressee: Boris Reibach

Information on data protection can also be found at the Company's Internet site at www.kws.com/shareholders-meeting. You can also find additional information on data protection in connection with use of our Annual Shareholders' Meeting portal that can be accessed at www.kws.com/shareholders-meeting on the Annual Shareholders' Meeting portal itself.

Technical information on the virtual Annual Shareholders' Meeting and availability of audio and video transmission

You require an Internet connection and an Internet-enabled device to follow the virtual Annual Shareholders' Meeting and use the Annual Shareholders' Meeting portal. A stable Internet connection with an adequate transmission rate is recommended to ensure ideal reception of the audio and video broadcast of the Annual Shareholders' Meeting. If you use a computer to receive the audio and video broadcast of the virtual Annual Shareholders' Meeting, you need a browser and loudspeakers or headphones.

The audio and video broadcast of the virtual Annual Shareholders' Meeting and the availability of the Annual Shareholders' Meeting portal may be subject to fluctuations over which the Company has no control. The Company cannot assume any warranties or liability as regards the working order and constant availability of the Internet services used, the third-party network elements used, audio and video transmission, and access to and the general availability of the Annual Shareholders' Meeting portal. The Company shall also not assume any responsibility for errors and defects in the hardware and software used for the Annual Shareholders' Meeting portal, including hardware and software of the service providers engaged. That shall not apply in the case of intent. Shareholders are advised, where they can do so, to exercise their rights, in particular their voting rights, before the Annual Shareholders' Meeting so as to avoid the risk of restrictions on exercising their rights as a result of technical problems during the virtual Annual Shareholders' Meeting.

Einbeck, November 2020

KWS SAAT SE & Co. KGaA

**The personally liable partner
KWS SE**

The Executive Board

H. Duenbostel

L. Broers

F. Büchting

P. Hofmann

E. Kienle
