

Convenience Translation

KWS SAAT SE & Co. KGaA

Einbeck

- ISIN DE 0007074007 -

- Securities identification number 707400 -

Notice of the Annual Shareholders' Meeting

We hereby invite our shareholders to the Annual Shareholders' Meeting on **Thursday, December 2, 2021, at 11:00 a.m. Central European Time (CET)**, which will be held as a

virtual Annual Shareholders' Meeting

without shareholders or their authorized agents being physically present. The venue of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act (AktG) is the premises of KWS SAAT SE & Co. KGaA at Grimsehlstr. 31, 37574 Einbeck, Germany. The Annual Shareholders' Meeting will be broadcast live from there by means of audio and video transmission for our shareholders and their authorized agents. More details of that and of how shareholders can exercise rights related to the meeting can be found in "II. Further disclosures and information on the Annual Shareholders' Meeting."

Contents

- I. Agenda
- II. Further disclosures and information on the Annual Shareholders' Meeting
- III. Compensation system for members of the Executive Board of the personally liable partner
- IV. Compensation of members of the Supervisory Board

I. Agenda

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, 2020, to June 30, 2021, 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, 2020, to June 30, 2021**

The said documents and the personally liable partner's proposal on appropriation of the net retained profit will be available from when the Annual Shareholders' Meeting has been convened and also during the entire Annual Shareholders' Meeting at the Internet address www.kws.com/shareholders-meeting.

The Supervisory Board gave its consent to the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2021, and the annual financial statements of the KWS Group (consolidated financial statements) as of June 30, 2021, 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 Shareholders' Meeting adopts a resolution on approval of the annual financial statements of KWS SAAT SE & Co. KGaA. The resolution requires the consent of the personally liable partner. Apart from that, the said documents must only be made available to the Annual Shareholders' Meeting and are to be explained at it in accordance with Section 176 (1) Sentence 2 of the German Stock Corporation Act (AktG), without a further resolution – apart from the resolution on the appropriation of the net retained profit – 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, 2021, in the submitted version, which disclose a net retained profit of €321,395,000.

The sharp increase in the net retained profit compared to the previous year's figure (€23,100,000) is mainly attributable to the Profit and Loss Transfer Agreement concluded with KWS INTERSAAT GmbH effective the fiscal year 2020/2021. The profit transferred by KWS INTERSAAT GmbH under the Profit and Loss Transfer Agreement comprises dividend payouts from foreign subsidiaries in connection with intra-Group financing. Loan liabilities of KWS SAAT SE & Co. KGaA owed to the subsidiaries were reduced as part of the dividend payouts. The effects from the Profit and Loss Transfer Agreement with KWS INTERSAAT GmbH do not have any significant impact on the Group's earnings.

2. Resolution on the appropriation of the net retained profit

The personally liable partner and the Supervisory Board propose utilizing the net retained profit of €321,395,000 from the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2021, as follows:

Distribution of a dividend of €0.80 for each share entitled to a dividend	€26,400,000
Net profit brought forward	€294,995,000
Net retained profit	€321,395,000

The dividend will be paid on or after December 7, 2021.

3. Resolution on the ratification of the acts of the personally liable partner for the fiscal year 2020/2021

The personally liable partner and the Supervisory Board propose ratifying the acts of the personally liable partner for the fiscal year 2020/2021.

4. Resolution on the ratification of the acts of the Supervisory Board for the fiscal year 2020/2021

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 2020/2021 for said fiscal year.

5. Election of the independent auditor of the financial statements and the independent auditor of the consolidated financial statements for the fiscal year 2021/2022

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 2021/2022.

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.

6. Resolution on approval of the compensation system for members of the Executive Board of the personally liable partner

The compensation system for the Executive Board of KWS SE, the personally liable partner of KWS SAAT SE & Co. KGaA, was last submitted to the Annual Shareholders' Meeting on December 17, 2019, and approved with a vote of 99.94% in its favor. As a result of the German Act Implementing the Second Shareholder Rights Directive (ARUG II), the German Stock Corporation Act (AktG) was supplemented to include the provisions specified in its Section 87a and Section 120a, among others. Pursuant to Section 120a (1) of the German Stock Corporation Act (AktG), the Annual Shareholders' Meeting of listed stock corporations adopts a resolution to approve the compensation system for members of the Executive Board submitted by the Supervisory Board when said system is modified significantly, but at least every four years. The compensation system must comply with the stipulations in Section 87a (1) of the German Stock Corporation Act (AktG). In accordance with the statutory transitional arrangements, a resolution must be adopted for the first time by no later than the end of the first Annual Shareholders' Meeting after December 31, 2020.

Unlike at a stock corporation, KWS SAAT SE & Co. KGaA does not have its own Executive Board, which means that it is open to question whether the German Act Implementing the Second Shareholder Rights Directive (ARUG II) applies directly to KWS SAAT SE & Co. KGaA. Instead, the personally liable partner, KWS SE, is responsible for managing the Company's business and is represented by its Executive Board in that. The Executive Board has an employment relationship only with KWS SE. Accordingly, the Supervisory Board of the personally liable partner, i.e. the Supervisory Board of KWS SE, defines the compensation system for members of the Executive Board. Nevertheless, in the spirit of good corporate governance, the Supervisory Board of KWS SAAT SE & Co. KGaA has decided, in agreement with the Supervisory Board of KWS SE, to submit the compensation system for the Executive Board of KWS SE to the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA for approval.

In revising the compensation system for members of the Executive Board, the Supervisory Board of the personally liable partner took into account the stipulations of the new Section 87a of the German Stock Corporation Act (AktG). This adapted compensation system was adopted by the Supervisory Board of the personally liable partner on October 19, 2021. Likewise on October 19, 2021, the Supervisory Board of KWS SAAT SE & Co. KGaA adopted a resolution to submit this adapted compensation system to the Annual Shareholders' Meeting for approval. It contains modifications that apply to all Executive Board employment contracts and extensions to them concluded after the approval of the adapted system by the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA.

The adapted compensation system can be found in "III. Compensation system for members of the Executive Board of the personally liable partner." It will also be available from when the Annual Shareholders' Meeting has been convened and also during the entire Annual Shareholders' Meeting at the Internet address www.kws.com/shareholders-meeting.

The Supervisory Board proposes adopting the following resolution:

The compensation system for members of the Executive Board of the personally liable partner as adopted by the Supervisory Board of the personally liable partner on October 19, 2021, is approved.

7. Resolution on the compensation of members of the Supervisory Board

Section 113 (3) of the German Stock Corporation Act (AktG) stipulates that the Annual Shareholders' Meeting of a listed company must adopt a resolution on the compensation for members of the Supervisory Board at least every four years. A resolution ratifying the compensation is permissible. In accordance with the statutory transitional arrangements, a resolution must be adopted for the first time by no later than the end of the first Annual Shareholders' Meeting after December 31, 2020.

Section 12 of the Articles of Association defines the arrangements governing compensation for members of the Supervisory Board; the compensation was last amended by the Annual Shareholders' Meeting on December 14, 2017. Section 12 of the Articles of Association, as well as the compensation system on which the compensation for members of the Supervisory Board as specified in said Section 12 is based, can be found in "IV. Compensation of members of the Supervisory Board." They will also be available from when the Annual Shareholders' Meeting has been convened and also during the entire Annual Shareholders' Meeting at the Internet address www.kws.com/shareholders-meeting.

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

The compensation of members of the Supervisory Board in accordance with Section 12 of the Articles of Association, including the compensation system on which it is based and which can be found in "IV. Compensation of members of the Supervisory Board" in the Notice of the Annual Shareholders' Meeting following the "Agenda" and the "Further disclosures and information on the Annual Shareholders' Meeting," is ratified.

8. Resolution on approval of amendment of the Profit and Loss Transfer Agreement with KWS Landwirtschaft GmbH

There is a "Profit and Loss Transfer Agreement," the original version of which is dated June 27, 1986, between KWS SAAT SE & Co. KGaA and KWS Landwirtschaft GmbH, Einbeck, a wholly-owned subsidiary of KWS SAAT SE & Co. KGaA (hereinafter referred to as the "**Company Agreement**"). KWS SAAT SE & Co. KGaA and KWS Landwirtschaft GmbH amended this Company Agreement under the Amendment Agreement dated October 19, 2021 (hereinafter referred to as the "**Amendment Agreement**"). The objective of amending the Company Agreement is, in particular, to reflect changes in statutory requirements and the current contractual standards within the KWS Group.

The Amendment Agreement essentially envisages a complete redrafting of the Company Agreement, the main content of which will then be as follows:

- KWS Landwirtschaft GmbH is obligated to transfer its entire profit, as calculated on the basis of the provisions of German commercial law, to KWS SAAT SE & Co. KGaA in accordance with Section 301 of the German Stock Corporation Act (AktG) in its respectively valid version. The profit to be transferred shall not exceed the amount specified in Section 301 of the German Stock Corporation Act (AktG) in its respectively valid version.

- With the consent of KWS SAAT SE & Co. KGaA, KWS Landwirtschaft GmbH can allocate amounts from the net income for the year to the revenue reserves (Section 272 (3) of the German Commercial Code (HGB)) 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 Company 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 Company 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 Company Agreement), shall not be transferred.
- The obligation to transfer profits shall apply for the first time to the entire profit for the fiscal year of KWS Landwirtschaft GmbH in which the Company Agreement becomes effective.
- 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.
- If the Company Agreement is terminated for good cause, KWS Landwirtschaft GmbH shall only be obliged to transfer the pro-rata profit that has accrued up to the end of the Company Agreement under German commercial 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 Landwirtschaft GmbH.
- KWS SAAT SE & Co. KGaA is obligated to compensate for any losses made by KWS Landwirtschaft GmbH in accordance with Section 302 of the German Stock Corporation Act (AktG) in its respectively valid version. The obligation to compensate for losses shall apply for the first time to the assumption of losses for the fiscal year of KWS Landwirtschaft GmbH in which the Company Agreement becomes effective. The claim to compensation for the annual net loss shall become due effective midnight on the final day of each fiscal year of KWS Landwirtschaft GmbH.
- The Company Agreement is concluded for an indefinite period of time. It can be terminated for the first time effective midnight on June 30, 2027, but no earlier than five years in time as of the start of the fiscal year of KWS Landwirtschaft GmbH in which the amendment as a result of the Amendment Agreement is registered in the commercial register of KWS Landwirtschaft GmbH, with a period of notice of three months to the end of the fiscal year of KWS Landwirtschaft GmbH. This shall also apply *mutatis mutandis* to any cancellation of the Company Agreement by mutual consent. The right to terminate the Company Agreement without notice for good cause remains unaffected. Good cause is in particular conclusion of an agreement relating to another form of disposal of shares in KWS Landwirtschaft GmbH to an extent that means that the conditions for financial integration of KWS Landwirtschaft GmbH in KWS SAAT SE & Co. KGaA in accordance with the requirements under tax law no longer exist, the disposal or contribution of the participating interest in the integrated inter-company relationship by KWS SAAT SE & Co. KGaA, and the merger, break-up or liquidation of KWS SAAT SE & Co. KGaA

or KWS Landwirtschaft GmbH. Termination of the Company Agreement is not valid unless given in writing.

- When the Company Agreement ends, KWS SAAT SE & Co. KGaA shall be obligated to provide the creditors of KWS Landwirtschaft GmbH with security in *mutatis mutandis* application of Section 303 of the German Stock Corporation Act (AktG).
- Reference is made to Sections 14 and 17 of the German Corporation Income Tax Act (KStG) in their respectively valid version as regards interpretation of individual provisions of the Company Agreement. In particular, the dynamic reference to the obligation to assume losses has precedence over other contractual provisions, if the latter should conflict with it.

The Amendment Agreement also specifies that the amendment of the Company Agreement shall become effective when it is registered in the commercial register of KWS Landwirtschaft GmbH and that the newly drafted provisions on the obligation to transfer profits and the obligation to compensate for losses shall apply for the first time to the entire profit or, respectively, loss for the fiscal year of KWS Landwirtschaft GmbH in which the amendment of the Company Agreement becomes effective. The Amendment Agreement also specifies that the amendment of the Company Agreement must be approved by the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA and the Shareholders' Meeting of KWS Landwirtschaft GmbH to be effective. It also obligates KWS SAAT SE & Co. KGaA to bear all the costs incurred in connection with the Amendment Agreement and specifies that German law applies to it.

KWS SAAT SE & Co. KGaA has been the sole shareholder of KWS Landwirtschaft GmbH since the Company Agreement was concluded. Consequently, the Company Agreement does not have to contain arrangements on compensation or settlement payments.

It is envisaged that the Shareholders' Meeting of KWS Landwirtschaft GmbH will approve amendment of Company Agreement before the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA. The amendment of the Company Agreement will only become effective subject to that approval and the approval of the Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA and upon its entry in the commercial register at the place where KWS Landwirtschaft GmbH has its registered offices.

This proposed resolution to amend the Company Agreement requires the approval of the personally liable partner of KWS SAAT SE & Co. KGaA in accordance with Section 285 (2) Sentence 1 of the German Stock Corporation Act (AktG).

The following documents will be available from when the Annual Shareholders' Meeting has been convened and also during the entire Annual Shareholders' Meeting at the Internet address **www.kws.com/shareholders-meeting**:

- The Company Agreement between KWS SAAT SE & Co. KGaA and KWS Landwirtschaft GmbH in its currently applicable version;
- The Amendment Agreement between KWS SAAT SE & Co. KGaA and KWS Landwirtschaft GmbH;
- The annual financial statements of KWS SAAT SE & Co. KGaA and the annual financial statements of the KWS Group (consolidated financial statements) and the Combined Management Reports of KWS SAAT SE & Co. KGaA and the KWS Group (Group Management Reports) for the fiscal years 2017/2018, 2018/2019, 2019/2020 and 2020/2021;

- The annual financial statements of KWS Landwirtschaft GmbH for the fiscal years 2017/2018, 2018/2019, 2019/2020 and 2020/2021; and
- The joint report of the personally liable partner of KWS SAAT SE & Co. KGaA and management of KWS Landwirtschaft GmbH in accordance with Sections 293a and 295 of the German Stock Corporation Act (AktG).

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

The amendment of the “Profit and Loss Transfer Agreement” dated June 27, 1986, by the Amendment Agreement between KWS SAAT SE & Co. KGaA and KWS Landwirtschaft GmbH, Einbeck, dated October 19, 2021, is approved.

II. Further disclosures and information on the Annual Shareholders’ Meeting

1. Total number of shares and voting rights

The total number of shares that have been issued, each conferring one voting right, is 33,000,000 at the time the Annual Shareholders’ Meeting has been convened.

2. Virtual Annual Shareholders’ Meeting

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 again as a virtual Annual Shareholders’ Meeting without shareholders or their authorized agents being physically present, pursuant to Section 1 (2) Sentence 1, (6) Sentence 1 and (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) (hereinafter referred to as the “**COVID-19 Act**”). Shareholders and their authorized agents (with the exception of the proxies named by the Company) do not have the right and are not able to be present at the venue of the Annual Shareholders’ Meeting.

Provided the requirements specified in Section 3 a) below are met, shareholders can

- follow – by themselves or through an authorized agent – the entire Annual Shareholders’ Meeting live by means of audio and video transmission on the Annual Shareholders’ Meeting portal (hereinafter referred to as the “**Annual Shareholders’ Meeting portal**”), which can be accessed at the Internet address www.kws.com/shareholders-meeting;
- exercise their voting rights themselves by electronic absentee ballot or have their voting rights exercised by an authorized agent by electronic absentee ballot. Absentee ballots must be cast using the Annual Shareholders’ Meeting portal in accordance with the envisaged procedure for that. They can also be cast up to the start of voting on the day of the Annual Shareholders’ Meeting. More details on the procedure for voting by electronic absentee ballot can be found in Section 5 below;
- have their voting rights exercised in accordance with their instructions by the proxies named by the Company. A power of attorney along with instructions can

also be issued to the proxies named by the Company using the Annual Shareholders' Meeting portal in accordance with the envisaged procedure for that, namely up to the start of voting on the day of the Annual Shareholders' Meeting. More details on the procedure for voting through an authorized agent, in particular for voting through the proxies named by the Company, can be found in Section 6 below;

- submit – themselves or through an authorized agent – questions in exercise of the right to ask questions in accordance with Section 1 (2) Sentence 1 No. 3 of the COVID-19 Act. Pursuant to a stipulation adopted by the personally liable partner with the approval of the Supervisory Board in accordance with Section 1 (2) Sentence 2, (6) Sentence 1 and (8) Sentence 1 of the COVID-19 Act, these questions must be submitted by no later than midnight (CET) on November 30, 2021, using the Annual Shareholders' Meeting portal in accordance with the envisaged procedure for that. More details on the right to ask questions can be found in Section 7 below.

Contrary to Section 245 No.1 of the German Stock Corporation Act (AktG), shareholders can – if they have exercised their voting rights themselves or through an authorized agent – raise objections to resolutions adopted by the Annual Shareholders' Meeting without having to attend the Annual Shareholders' Meeting in person. Objections must be raised by the end of the Annual Shareholders' Meeting using the Annual Shareholders' Meeting portal in accordance with the envisaged procedure for that.

The Annual Shareholders' Meeting portal is password-protected. Details on authorization to access the Annual Shareholders' Meeting portal can be found in Section 4 below.

3. Eligibility to participate and exercise voting rights

a) Registration and proof of shareholding

In accordance with Section 15.1 Sentence 1 of the Articles of Association, shareholders shall be eligible to participate in and exercise their voting rights at the Annual Shareholders' Meeting if they have registered properly with the Company before the Annual Shareholders' Meeting and have properly submitted proof of their authorization to take part in the Annual Shareholders' Meeting and exercise their voting rights. Since shareholders or their authorized agents cannot be physically present at the virtual Annual Shareholders' Meeting, shareholders can participate in this year's Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act (AktG) only insofar as they can choose to be represented on site by the proxies named by the Company.

In accordance with Section 15.2 of the Articles of Association, 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. 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 11, 2021** (hereinafter referred to as "**the date by which proof has to be furnished**").

In accordance with Section 15.1 Sentences 2 and 3 of the Articles of Association, registration and the proof of shareholding must be received by the Company by no later than **midnight (CET) on November 26, 2021**, at the following address:

KWS SAAT SE & Co. KGaA
c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen, Germany
or by fax: +49 96 28 92 99 871
or by e-mail: hauptversammlung@kws.com

b) Significance of the date by which proof has to be furnished

In accordance with Section 123 (4) Sentence 5 of the German Stock Corporation Act (AktG), only persons who have furnished the above proof shall be regarded as shareholders by the Company and be eligible to take part in the Annual Shareholders' Meeting or exercise their voting rights. In order to obtain authorization to take part in the Annual Shareholders' Meeting (which at this year's meeting is possible for shareholders only as defined in Section 3 a)) and to exercise voting rights, it is therefore necessary for shareholders to hold the shares on the date by which proof has to be furnished. Shareholders who have not acquired their shares until after the date by which proof has to be furnished are regarded by the Company as not being authorized to take part in the Annual Shareholders' Meeting and exercise their voting rights in their capacity as shareholders. Shareholders who have registered properly and have properly furnished proof of their shareholding shall be regarded by the Company as being eligible to take part in the Annual Shareholders' Meeting (which at this year's meeting is possible for shareholders only as defined in Section 3 a)) and exercise their voting rights even if they have sold the shares after the date by which proof has to be furnished. The date by which proof has to be furnished is of no significance regarding entitlement to dividends. Registering for the Annual Shareholders' Meeting does not prevent shareholders from freely disposing of their shares.

c) Issue of proof of shareholding

In accordance with Section 67c (3) of the German Stock Corporation Act (AktG), the ultimate intermediary must issue shareholders with proof of their shareholding in text form complying with the requirements specified in Article 5 of Implementing Regulation (EU) 2018/1212, or send it to the Company in accordance with Section 67c (1) of the German Stock Corporation Act (AktG), without undue delay upon request, so that shareholders can exercise their rights at the Annual Shareholders' Meeting. An **"ultimate intermediary"** in accordance with Section 67a (5) Sentence 2 of the German Stock Corporation Act (AktG) is anyone who holds shares in a company in custody on behalf of a shareholder as an intermediary within the meaning of Section 67a (4) of the German Stock Corporation Act (AktG).

d) Issue of access cards

After shareholders have registered properly and proper proof of their shareholding has been submitted, access cards for the Annual Shareholders' Meeting will be sent 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 properly and furnish proper proof of their shareholding as soon as possible.

4. Authorization to access the Annual Shareholders' Meeting portal

The Annual Shareholders' Meeting portal can be accessed at the Internet address **www.kws.com/shareholders-meeting**. It is password-protected. The access data (access card number and Internet access code) must therefore be received before the Annual Shareholders' Meeting portal can be used. Said data can be found on the access cards described in Section 3 d) above.

An authorized agent must be provided with the necessary access data beforehand so as to be able to use the Annual Shareholders' Meeting portal. That can be done either by the access card being made out in the name of the authorized agent or by the grantor of the power of attorney passing on the access data to the authorized agent.

5. Procedure for voting by absentee ballot

Provided the requirements defined in Section 3 a) above have been met, shareholders can cast their votes by electronic absentee ballot without taking part in the Annual Shareholders' Meeting.

Electronic absentee ballots must be cast using the Annual Shareholders' Meeting portal, which can be accessed at the Internet address www.kws.com/shareholders-meeting, in accordance with the envisaged procedure for that. The portal can also be used to cast, change or revoke votes cast by absentee ballot up to the start of voting on the day of the Annual Shareholders' Meeting.

Electronic absentee ballots can be cast solely for votes on the resolutions proposed by the personally liable partner and/or the Supervisory Board, or nominations by the Supervisory Board, that have been published by the Company before the Annual Shareholders' Meeting, and for votes on resolutions that have been proposed by shareholders and have been published by the Company before the Annual Shareholders' Meeting pursuant to a request made by a minority in accordance with Section 122 (2) of the German Stock Corporation Act (AktG), as a countermotion in accordance with Section 126 (1) of the German Stock Corporation Act (AktG) or as a nomination in accordance with Section 127 of the German Stock Corporation Act (AktG).

6. Procedure for voting through an authorized agent

a) Means of granting power of attorney

Shareholders can appoint an 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 person of their choice, to exercise the rights to which they are entitled in connection with the virtual Annual Shareholders' Meeting, in particular their voting rights, on their behalf. The requirements defined in Section 3 a) above must also be met in this case. A power of attorney can be issued before and during the Annual Shareholders' Meeting, and a declaration of that can be issued to the person to be appointed as an authorized agent and to the Company. The authorized agents (with the exception of the proxies named by the Company) may also cast votes only by electronic absentee ballot as described in Section 5 above.

b) Forms

When powers of attorney and, if applicable, instructions are issued using the Annual Shareholders' Meeting portal, it is necessary to use the dialogues and screen forms there. Apart from that, the use of specific forms to grant power of attorney is not required by law, the Articles of Association or otherwise by the Company. However, we ask you always to use the provided forms for granting powers of attorney by a declaration being issued to the Company so as to enable smooth processing. Forms that can be used to grant a power of attorney are sent to shareholders along with the access card. They can also be called up at the Internet address www.kws.com/shareholders-meeting or requested from the following address:

KWS SAAT SE & Co. KGaA

c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen, Germany
or by fax: +49 96 28 92 99 871
or by e-mail: hauptversammlung@kws.com

c) Form required for granting power of attorney

Subject to the following special cases, text form (Section 126b of the German Civil Code (BGB)) is required to grant power of attorney, revoke it and submit proof of authorization to the Company in accordance with Section 134 (3) Sentence 3 of the German Stock Corporation Act (AktG). In particular, power of attorney can be granted and revoked using the Annual Shareholders' Meeting portal, which can be accessed at the Internet address www.kws.com/shareholders-meeting, in accordance with the envisaged procedure for that or by means of notification sent to the following address:

KWS SAAT SE & Co. KGaA
c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen, Germany
or by fax: +49 96 28 92 99 871
or by e-mail: hauptversammlung@kws.com

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 another person of equal status to intermediaries in accordance with Section 135 (8) of the German Stock Corporation Act (AktG), text form is not required by Section 134 (3) Sentence 3 of the German Stock Corporation Act (AktG), nor do the Articles of Association contain any special provision governing this case. Consequently, intermediaries, associations of shareholders, proxy advisors within the meaning of Section 134a (1) No. 3 and (2) No. 3 of the German Stock Corporation Act (AktG) or other persons of equal status to intermediaries in accordance with Section 135 (8) of the German Stock Corporation Act (AktG) can specify forms for being granted power of attorney that must only meet the statutory requirements applicable to this case of granting of power of attorney, in particular the requirements specified in Section 135 of the German Stock Corporation Act (AktG). Reference is made to the special procedure defined in Section 135 (1) Sentence 5 of the German Stock Corporation Act (AktG).

The following special aspects apply to power of attorney and instructions issued to the proxies named by the Company.

d) Issue of power of attorney and instructions to the proxies named by the Company

We offer our shareholders the option of having proxies named by the Company represent them at the Annual Shareholders' Meeting and vote in accordance with their instructions. The information in c) above also applies if proxies named by the Company are granted power of attorney, with the following special aspects:

If power of attorney is granted to the proxies named by the Company, they will exercise voting rights only if they have been given explicit instruction on how to vote. The proxies named by the Company shall only heed instructions on how to vote on the resolutions proposed by the personally liable partner and/or the Supervisory Board, or nominations by the Supervisory Board, that have been published by the Company before the Annual Shareholders' Meeting, and on resolutions that have been proposed by shareholders and have been published by the Company before the Annual Shareholders' Meeting pursuant to a request made by a minority in accordance with Section 122 (2) of the German Stock Corporation Act (AktG), as a counter-motion in accordance with Section 126 (1) of the German Stock Corporation Act (AktG) or as a nomination in accordance with Section 127 of the German Stock Corporation Act (AktG). In particular, the proxies named by the Company will not be available to submit questions or motions

at the Annual Shareholders' Meeting. The proxies named by the Company will not exercise a power of attorney granted to them and will not represent the shares in question if votes for the shares in question have been cast by absentee ballot and have not been explicitly revoked.

Powers of attorney and instructions can be issued to the proxies named by the Company using the Annual Shareholders' Meeting portal, which can be accessed at the Internet address www.kws.com/shareholders-meeting, in accordance with the envisaged procedure for that. The portal can be used to cast, change or revoke powers of attorney and instructions issued to the proxies named by the Company up to the start of voting on the day of the Annual Shareholders' Meeting.

Alternatively, powers of attorney and instructions for the proxies named by the Company can be issued, changed and revoked by means of notification sent in text form (Section 126b of the German Civil Code (BGB)) to the following address:

KWS SAAT SE & Co. KGaA
c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen, Germany
or by fax: +49 96 28 92 99 871
or by e-mail: hauptversammlung@kws.com

In this case, powers of attorney and instructions or notice of changes to or revocation of them must be received by the Company by no later than **midnight (CET) on November 30, 2021**, so that they can be taken into consideration.

e) Submission of proof

If power of attorney is granted by a declaration being issued to the Company, additional proof of such authorization is not required. However, if power of attorney is granted by a declaration being issued to the authorized agent, the Company may demand proof of such authorization, unless otherwise specified by Section 135 of the German Stock Corporation Act (AktG). In accordance with Section 134 (3) Sentence 4 of the German Stock Corporation Act (AktG), we offer in particular an electronic means of sending proof of the appointment of an authorized agent to the Company, namely by e-mail to hauptversammlung@kws.com.

f) Rejection of authorized agents if more than one has been appointed

If the shareholder grants power of attorney to more than one person, the Company can reject one or more of those persons.

7. Rights of shareholders

a) Additions to the agenda (Section 122 (2) 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 (or 166,667 shares) can request that items be put on the agenda and published. In accordance with Section 122 (2) Sentence 2 of the German Stock Corporation Act (AktG), each item to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The request must be sent in writing (within the meaning of Section 122 (2) in conjunction with (1) of the German Stock Corporation Act (AktG)) to the personally liable partner and be received by the Company by no later than **midnight (CET) on November 1, 2021**. It can be sent to the following address:

KWS SAAT SE & Co. KGaA

Die persönlich haftende Gesellschafterin
HV-Büro,
Grimsehlstr. 31,
37574 Einbeck, Germany.

In accordance with Section 122 (2) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), persons submitting such a request 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 made by the personally liable partner. The following applies to calculation of the time for which shares are held: The date on which the request is received shall not be included in calculating the period. Rescheduling the Annual Shareholders' Meeting from a Sunday, a Saturday, or a public holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code (BGB) shall not apply *mutatis mutandis*. Certain periods of ownership by a third party shall be attributed to the shareholder in accordance with Section 70 of the German Stock Corporation Act (AktG).

Unless they have already been published in the notice convening the Annual Shareholders' Meeting, additions to the agenda that have to be published will be published, as soon as they are received by the Company, in the Federal Official Gazette and will be sent for publication to media of which it can be assumed that they will disseminate the information throughout the European Union. Any requests for additions to the agenda that are received by the Company after the Annual Shareholders' Meeting has been convened shall also be made available as soon as they have been received by the Company at the Internet address www.kws.com/shareholders-meeting and will be communicated to shareholders.

b) Countermotions and nominations (Sections 126 (1) and 127 in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) and Section 1 (2) Sentence 3 and (8) Sentence 1 of the COVID-19 Act)

Since the Annual Shareholders' Meeting on December 2, 2021, will be held as a virtual meeting and shareholders cannot physically attend, shareholders cannot submit any countermotions at the venue of the Annual Shareholders' Meeting; the proxies named by the Company will also not be available to submit countermotions. The same applies *mutatis mutandis* to nominations. Pursuant to Section 1 (2) Sentence 3 and (8) Sentence 1 of the COVID-19 Act, however, motions or nominations by shareholders that must be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Act (AktG) will be deemed to have been submitted at the meeting if the shareholder submitting the motion or nomination is duly authorized to do so and is registered for the Annual Shareholders' Meeting, i.e. if the requirements specified in Section 3 a) above are met. The right of the person chairing the meeting to allow a vote on the resolutions proposed by the personally liable partner and the Supervisory Board, or the nominations of the Supervisory Board, to be taken first as part of voting remains unaffected thereby. If the resolutions proposed by the personally liable partner and the Supervisory Board, or the nominations of the Supervisory Board, are adopted by the necessary majority, there is no need to vote on the countermotions or (different) nominations.

Countermotions within the meaning of Section 126 of the German Stock Corporation Act (AktG) on proposals by the personally liable partner and the Supervisory Board relating to a specific item on the agenda, and nominations within the meaning of Section 127 of the German Stock Corporation Act (AktG) will be made available at the Internet address www.kws.com/shareholders-meeting if they are received by the Company by no later than **midnight (CET) on November 17, 2021**, at the address

KWS SAAT SE & Co. KGaA
c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen, Germany
or by fax: +49 96 28 92 99 871
or by e-mail: hauptversammlung@kws.com

and if the other requirements that obligate the Company to make them available in accordance with Sections 126 and 127 in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) have been met. The name of the shareholder, any accompanying reasons given by the shareholder (which are not required for nominations), and any statement by the personally liable partner or the Supervisory Board will also be made available.

c) Right to information (Section 131 (1) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG)) and right to ask questions (Section 1 (2) Sentence 1 No. 3, Sentence 2, and (8) Sentence 1 of the COVID-19 Act)

Pursuant to Section 131 (1) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), the personally liable partner must inform each shareholder at the Annual Shareholder's Meeting, upon such a request being made, about matters pertaining to the Company, including the legal and business relationships of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements, insofar as this is required in order to appropriately adjudge the item on the agenda and there is no right to refuse to disclose such information. Pursuant to Section 293g (3) and Section 295 in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), the personally liable partner must also inform each shareholder at the Annual Shareholder's Meeting, upon such a request being made, about all matters pertaining to KWS Landwirtschaft GmbH that are material to the amendment of the Company Agreement proposed under item 8 on the agenda.

Since the Annual Shareholders' Meeting on December 2, 2021, will be held as a virtual meeting and shareholders cannot physically attend, shareholders cannot submit any request for information at the venue of the Annual Shareholders' Meeting. The special regulation in Section 1 (2) Sentence 1 No. 3 and Sentence 2 in conjunction with (8) Sentence 1 of the COVID-19 Act will therefore apply at this year's virtual Annual Shareholders' Meeting. Section 1 (2) Sentence 1 No. 3 of the COVID-19 Act stipulates that shareholders must be given the right to ask questions by means of electronic communication. Pursuant to Section 1 (2) Sentence 2 in conjunction with (8) Sentence 1 of the COVID-19 Act, the personally liable partner decides how it responds to questions at its dutiful, free discretion; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. At this year's meeting, shareholders can submit questions themselves or through an authorized agent if the requirements specified in Section 3 a) above are met. Questions must be submitted by no later than **midnight (CET) on November 30, 2021**, using the Annual Shareholders' Meeting portal, which can be accessed at the Internet address www.kws.com/shareholders-meeting, in accordance with the envisaged procedure for that. This stipulation is based on a decision made by the personally liable partner, with the approval of the Supervisory Board, in accordance with Section 1 (2) Sentence 2, (6) Sentence 1 in conjunction with (8) Sentence 1 of the COVID-19 Act. At this year's meeting, the personally liable partner also reserves the right, with the approval of the Supervisory Board, to enact guidelines on responding to the questions submitted beforehand in accordance with Section 1 (2) Sentence 2 and (6) in conjunction with (8) Sentence 1 of the COVID-19 Act. Questions in languages other than German will not be answered.

When questions are responded to during the Annual Shareholders' Meeting, the name of the persons who submitted them may be disclosed only if they gave their consent to

that when submitting the question. If such consent is given, it can be revoked at any time. In particular, it can be revoked by an e-mail addressed to hauptversammlung@kws.com.

d) Further explanations on the rights of shareholders

Further explanations on the rights of shareholders under Section 122 (2), Sections 126 (1) and 127, and Section 131 (1) of the German Stock Corporation Act (AktG), in each case in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), and on the special aspects pursuant to Section 1 (2) Sentence 1 No. 3, Sentences 2 and 3, and (8) Sentence 1 of the COVID-19 Act are available at the Internet address www.kws.com/shareholders-meeting.

8. Reference to the Company's Internet site

This Notice of the Annual Shareholders' Meeting, the information to be published in accordance with Section 124a in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) and all other information that must be communicated or made available to the shareholders before the Annual Shareholders' Meeting are available at the Internet address www.kws.com/shareholders-meeting and can be viewed and downloaded there.

The officially established results of the votes, including the disclosures required by Section 130 (2) Sentence 2 of the German Stock Corporation Act (AktG), will also be published on the above Internet site after the Annual Shareholders' Meeting. The Internet site also contains information on receipt of the electronic confirmation of receipt of a vote cast by means of electronic communication in accordance with Section 118 (2) Sentence 2 in conjunction with (1) Sentence 3 of the German Stock Corporation Act (AktG) and on receipt of confirmation of whether and how votes have been counted, which persons who cast votes have the right to demand in accordance with Section 129 (5) of the German Stock Corporation Act (AktG) within one month after the day of the Annual Shareholders' Meeting.

The Notice of the Annual Shareholders' Meeting, along with the complete agenda and the resolutions proposed by the personally liable partner and the Supervisory Board, will be published in the Federal Official Gazette and also sent for publication to media of which it can be assumed that they will disseminate the information throughout the European Union.

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 the Internet address www.kws.com/corp/en/company/investor-relations/annual-shareholder-meeting/.

9. Information on data protection for shareholders and their representatives

As the controller within the meaning of Article 4 (7) of the General Data Protection Regulation (GDPR), KWS SAAT SE & Co. KGaA processes personal data of shareholders and, if applicable, their legal representatives or persons authorized to represent them in legal transactions in connection with the Annual Shareholders' Meeting. We have grouped all information related to processing of personal data of our shareholders and any persons representing them in a clear form and together in one place, namely in our Information on Data Protection. The Information on Data Protection is available at the Internet address <http://www.kws.com/shareholders-meeting>.

III. Compensation system for members of the Executive Board of the personally liable partner

1. Guiding principles of the compensation system

The compensation system for members of the Executive Board is geared toward the KWS Group's strategic planning and aims to promote the Company's successful and sustainable long-term development and preserve the Company's independence. KWS' strategic planning, which covers a timescale of ten years, envisages extensive efforts to strengthen the Company's innovativeness, expand its market leadership in the product segment Sugarbeet, and achieve significant growth in the product segments Corn and Cereals. At the same time, the Company aims to press ahead with product diversification, in particular by building the Vegetables Segment. The resultant financial performance criteria and compensation incentives for the Executive Board of KWS SE are therefore as follows: The short-term variable compensation is calculated on the basis of the KWS Group's average net income for the year in the last three years, while the long-term variable compensation is calculated on the basis of the KWS share's performance within a holding period of five years, minus any markdowns. The assessment period for the Executive Board's compensation is therefore a total of eight years.

The financial performance criteria for the Executive Board have been firmly entrenched in our compensation system for the Executive Board since July 1, 2010, and have helped make a substantial contribution to the Company's positive development. The objectives promote the Company's long-term, sustainable development and independence, and support society in tackling the global challenge of making the agricultural production process more environmentally friendly and resource-conserving, while satisfying the growing demand for food; after all, the core competence of a plant breeding company is to improve crops steadily and continuously through its breeding work and thus promote ecological sustainability in agricultural practice. Our customers mainly demand varieties that are resistant to diseases and pests, require as few nutrients as possible, and have high drought tolerance. The objective is to keep on increasing the varieties' yield per hectare of cultivation area, yet reduce inputs (pesticides, fertilizer and water). That requires continuous progress in product development.

We ensure the innovation rate needed for that by means of an R&D intensity of around 18% of net sales. Given the long-term nature of the development cycles, profitable growth is required to finance the sustained high expenditure on product development. Against this backdrop, KWS aims to increase net sales by 5% p.a. and achieve an annual EBIT margin of at least 10%. In addition, 20% to 25% of the KWS Group's net income for the year is to be distributed to the shareholders of KWS SAAT SE & Co. KGaA.

At present, the compensation system does not envisage any non-financial performance criteria for the Executive Board. The Supervisory Board believes that the financial performance criteria – as presented – also reflect environmental, social and governance (ESG) objectives. Nevertheless, the Supervisory Board will continue to examine critically whether it is necessary to specify additional non-financial performance criteria (ESG objectives) for the short- or long-term variable compensation components. As part of the "KWS Sustainability Ambition 2030" published in September 2021, the Executive Board has defined ambitious and measurable goals for the KWS Group at the economic, ecological and social levels; these goals are associated with objectively measurable target agreements. The degree to which the targets are achieved will be made clear in the future in the financial and sustainability reporting that KWS SAAT SE & Co. KGaA publishes periodically.

To ascertain whether remuneration is in line with usual levels within the Company itself, the Supervisory Board took into account the relationship between the Executive Board's compensation and the compensation of senior managers (employees who report directly to the Executive Board) and the workforce in Germany as a whole, and how compensation has developed over time. In order to assess whether the specific total compensation of Executive Board members is in line with usual levels compared to other enterprises, the peer group of other third-party entities was used as a benchmark. The peer group was chosen based on the enterprise's size and its international orientation. The peer group is disclosed in the respective Compensation Report.

The Compensation Report complies with the requirements of the German Act Implementing the Second Shareholder Rights Directive (ARUG II) and takes into account the recommendations of the German Corporate Governance Code in the version that came into effect on March 20, 2020.

2. The elements of the compensation system

The Executive Board's compensation contains the following fixed elements:

- A basic fixed annual salary (the Chief Executive Officer receives an extra "CEO bonus" on top of the basic annual salary)
- Fringe benefits (in particular pension benefits and benefits in kind)

It also contains the following variable compensation elements that depend on financial performance criteria:

- A one-year variable payment
- A multi-year variable payment (LTI) in the form of an incentive based on the stock price

The maximum compensation is €1,600,000 for a member of the Executive Board of KWS SE and €1,850,000 for the Chief Executive Officer. It is broken down according to the individual compensation elements as follows:

The **fixed annual salary** for a member of the Executive Board is 25% to 30% of his/her total compensation given maximum achievement of the targets for all variable compensation components. The figure for the Chief Executive Officer is 27% to 32% due to the "CEO bonus."

The **one-year variable payment** is dependent on the KWS Group's earnings performance ("sustained net income"). The assessment period for the one-year variable payment is the respective fiscal year and the two preceding fiscal years. The one-year variable payment is 0.5% of the KWS Group's average net income for the year in the assessment period, but at most €600,000.

Members of the Executive Board are obligated to acquire shares in KWS SAAT SE & Co. KGaA every year in a freely selectable amount ranging between 35% and 50% of their gross one-year variable payment (reinvestment). The acquired shares are subject to a holding period of five years as of when they are acquired.

The amount of this reinvestment by the Executive Board members forms the basis for the **multi-year variable payment**. When the holding period ends, the members of the Executive Board receive a multi-year variable payment calculated on the basis of the performance of KWS SAAT SE & Co. KGaA's stock and the KWS Group's return on sales over the holding period. The following formula is used for this: average share

price of KWS SAAT SE & Co. KGaA over the holding period multiplied by the number of acquired shares, minus any markdowns. The share price to be applied is determined on the basis of the average closing prices of KWS SAAT SE & Co. KGaA's share in electronic trading on the Frankfurt Stock Exchange (Xetra) at the end of each quarter during the regular holding period.

If applicable, the multi-year variable payment is reduced if the average return on sales (ROS), i.e. the KWS Group's operating income divided by net sales, falls below 10% in the holding period. The segment reporting of the KWS Group (including the equity-accounted companies) is the basis for determining that. The markdown is 25% if the average ROS is less than 10%, 50% if the average ROS is less than 9%, and 100% if the average ROS is less than 8%. The Supervisory Board can adjust the ROS markdown to a reasonable extent at its discretion if there are extraordinary negative impacts on the average ROS, such as due to strategic projects to develop new markets or new products. The multi-year variable payment is at most 150% of the reinvestment made by each Executive Board member and at most 200% in the case of the reinvestment made by the Chief Executive Officer.

Given maximum achievement of the targets for the variable compensation components, the ratio of the performance-related compensation elements (one-year variable payment and multi-year variable payment) for a member of the Executive Board is 60% to 65%. The ratio for the Chief Executive Officer is 58% to 65%. The percentage depends on the reinvestment made by the individual member of the Executive Board; it should be noted here that Executive Board members make their reinvestment from their income after tax.

Given maximum achievement of the targets for all the parameters and maximum reinvestment by the members of the Executive Board as part of the multi-year variable payment (LTI), the compensation components of the Executive Board members relative to each other, and their total maximum compensation, are as follows:

Components of Executive Board compensation relative to total compensation

	Member	CEO
Non-performance-related compensation (basic annual salary)	From 25% to max. 30%	From 27% to max. 32%
Performance-related compensation (based on net income for the year)	From 60%	From 58%
Performance-related compensation (based on the share price)	to max. 65%	to max. 65%
Fringe benefits and pension costs	Max. 10%	Max. 10%
Maximum compensation	100% (€1,600,000)	100% (€1,850,000)

These relative ratios may differ if there are changes in the costs for the contractually promised fringe benefits, special payments are granted or new members are appointed. If Executive Board members also serve on Supervisory Boards within the Group, their payment for that is offset. If they serve on Supervisory Boards outside the Group, their payment for that is not offset.

The Company can claim back the one-year variable payment and/or multi-year variable payment if a member of the Executive Board commits a serious breach of duty (**clawback option**).

Special payments are permissible only if their purpose serves the interests of KWS SAAT SE & Co. KGaA and they generate a future benefit for the Company. If they are granted, they must be explained separately in the Compensation Report.

Pension benefits are provided by means of a provident fund backed by a guarantee. The amount to be paid by the Company to the provident fund is paid by the provident fund into a reinsurance policy. Apart from the old-age pension, the policy also includes survivors' insurance and exemption from premium payments in the event of occupational disability.

The members of the Executive Board receive customary **fringe benefits**, such as means of transport and communication, premiums for accident and D&O insurance, and payments to discharge the employer's contribution to social insurance. The total pension and fringe benefits are 7% to 10% of the total compensation of the Executive Board members.

The contracts with members of the Executive Board of KWS SE are usually concluded for a term of five years, but at most six years. The contracts for members appointed for the first time run for a maximum term of three years. If **a contract with an Executive Board member is terminated**, any outstanding variable compensation components earned up to the time the contract ends are paid on the basis of the originally agreed targets and benchmark parameters and in accordance with the due dates or holding periods defined in the contract.

The Supervisory Board can agree post-contractual non-compete clauses with members of the Executive Board in exchange for a compensation payment.

Any payments made to an Executive Board member due to early termination of their Executive Board activity will not exceed twice the annual compensation (**severance cap**).

In addition, remuneration for more than the remaining term of the employment contract will not be paid. If post-contractual non-compete clauses apply, the severance payment will be taken into account in the calculation of any compensation payments.

The Supervisory Board of KWS SE can deviate temporarily from the compensation system (procedure and regulations for the compensation structure) and its individual components (in particular the one-year variable payment and multi-year variable payment) and the conditions for individual compensation components or introduce new compensation components if that is necessary in the interests of the Company's long-term prosperity. The Supervisory Board reserves the right to impose such deviations in particular in response to exceptional circumstances, such as economic crises or crises at the Company.

The Supervisory Board of the personally liable partner, KWS SE, is responsible for defining, implementing and reviewing the compensation system. The Committee for Executive Board Affairs of KWS SE prepares the decision by the Supervisory Board on the compensation system and its regular review. The Committee for Executive Board Affairs draws up a proposed resolution for that. The Supervisory Board reviews the compensation system regularly at its dutiful discretion, but no later than every four years. As part of that, the Supervisory Board conducts a market comparison, taking particular account of changes in the Company's environment, the overall economic situation and the Company's strategy, changes and trends in national and international corporate governance standards, and changes in the compensation and employment conditions that were used as the basis for developing the compensation system. The Supervisory Board enlists the support of external consultants in that, if required. In

doing so, the Supervisory Board ensures that the external consultants are independent of the Executive Board and Supervisory Board and takes precautions to avoid conflicts of interest.

IV. Compensation of members of the Supervisory Board

1. Objective behind the compensation of Supervisory Board members and how it ties in with the business strategy

In accordance with Section 111 (1) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), the Supervisory board of KWS SAAT SE & Co. KGaA supervises how the Company is run and managed by the personally liable partner. The compensation of Supervisory Board members should therefore be designed to ensure in particular that the Supervisory Board has the independence it requires to fulfill its supervisory duties. In compliance with the suggestion in G.18 Sentence 1 of the German Corporate Governance Code (DCGK) in the version dated December 16, 2019, the compensation of members of the Supervisory Board solely comprises fixed components. In compliance with the recommendation in G.17 of the German Corporate Governance Code, the level of compensation for the individual members of the Supervisory Board depends on the duties they have assumed on the Supervisory Board and on its committees. The design of the compensation for the Supervisory Board of KWS SAAT SE & Co. KGaA is thus a counterbalance to that for the members of the personally liable partner's Executive Board, a considerable part of whose compensation is performance-related. That strengthens the Supervisory Board's independence and thus helps promote the long-term development of KWS SAAT SE & Co. KGaA. Even though the Supervisory Board's compensation is not linked directly to the Company's success, its design also makes a contribution to successful implementation of the business strategy. In addition, the level of compensation of the Supervisory Board is reasonable and in line with market levels, which ensures that the Company can obtain qualified candidates for the Supervisory Board in the future, too. That likewise helps achieve the business strategy and promote the long-term development of KWS SAAT SE & Co. KGaA.

2. Setting of and procedure for reviewing Supervisory Board compensation

The compensation of members of the Supervisory Board, which is based on the compensation system described here, is governed by Section 12 of the Articles of Association of KWS SAAT SE & Co. KGaA. Said section reads as follows:

“Section 12

12.1 The members of the Supervisory Board shall receive a fixed annual payment of €60,000 for their work. The Chairperson shall receive three times and the Deputy Chairperson one-and-a-half times said amount. Members of the Supervisory Board shall receive separate payment for their work on committees; the Chairperson of the Supervisory Board shall not receive additional compensation for his or her work on committees.

12.2 Members of the Supervisory Board who are members of a committee shall receive an additional payment of €10,000 therefor. The Chairperson of a committee shall receive two times said amount. The additional compensation for members of the Audit Committee shall be €20,000. The Chairperson of the Audit Committee shall receive three times said amount. Additional compensation shall be owed only for participation in one committee, namely at the amount that is the highest

to which the member in question is entitled for his or her work on a committee.

- 12.3 If a person is a member of the Supervisory Board or a committee or holds the office of Chairperson or Deputy Chairperson of the Supervisory Board or Chairperson of a committee for only part of the fiscal year or if a fiscal year is shorter than the calendar year, the payment defined in 12.1 and 12.2 shall be granted only on a pro rata temporis basis.
- 12.4 The compensation shall be due and payable at the end of the fiscal year.
- 12.5 Members of the Supervisory Board shall also receive reimbursement of their expenses and the value-added tax due on their payment and on their expenses.
- 12.6 The Company shall be authorized to take out a D&O insurance policy and a legal expenses insurance policy for the members of the Supervisory Board to a reasonable scope, at market conditions and at the cost of the Company.”

The personally liable partner and the Supervisory Board review the appropriateness of the components, level and structure of the Supervisory Board's compensation as warranted. As part of that, they analyze the compensation for Supervisory Boards at other comparable companies and compare it with the compensation for the Supervisory Board of KWS SAAT SE & Co. KGaA in terms of components, level and structure. On the basis of this analysis, and taking into account the importance of the work and the amount of work required as part of the member's duties on the Supervisory Board and its committees, the personally liable partner and the Supervisory Board then decide whether the compensation for the Supervisory Board needs to be changed. The last change to the Supervisory Board's compensation in fiscal year 2017/2018 was also conducted on the basis of such a procedure. The personally liable partner and Supervisory Board believe that there has been no need to change the compensation since then.

Due to the special nature of the Supervisory Board compensation, which is awarded for an activity that differs fundamentally from the activity of employees of KWS SAAT SE & Co. KGaA and the KWS Group, a vertical comparison with employees' compensation is ruled out as a yardstick for reviewing and setting the Supervisory Board's compensation. That means it is also not necessary to define a group of employees to be included in such a comparison.

Since the amendment to the German Stock Corporation Act (AktG) by the German Act Implementing the Second Shareholder Rights Directive (ARUG II), Section 113 (3) Sentence 1 in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) stipulates that the Annual Shareholders' Meeting must adopt a resolution on the compensation for members of the Supervisory Board at least every four years and that a resolution ratifying the compensation is also permissible. In the future, the Supervisory Board will analyze its compensation no later than every four years in order to prepare a resolution on it. The personally liable partner and the Supervisory Board will submit a proposed resolution on the compensation for Supervisory Board members to the Annual Shareholders' Meeting no later than every four years. If a change to the compensation for members of the Supervisory Board is warranted, the personally liable partner and the Supervisory Board will also submit in this connection a proposal to the Annual Shareholders' Meeting to amend Section 12 of the Articles of Association of KWS SAAT SE & Co. KGaA accordingly. As part of that, they can also specify that the Supervisory Board's compensation is governed by the amended provisions in the Articles of Association for the whole fiscal year in which the amendment to the Articles

of Association is registered in the commercial register. If the resolution submitted to the Annual Shareholders' Meeting does not obtain the required majority, a reviewed proposal on the Supervisory Board's compensation must be submitted no later than at the next Annual Shareholders' Meeting.

It is in the nature of things that the members of the Supervisory Board are involved in designing the compensation system that is to apply to them. However, the resultant conflict of interests is counteracted by the fact that the Annual Shareholders' Meeting has the power by law to decide on the ultimate design of the compensation system and that a resolution proposed both by the Supervisory Board and the personally liable partner must be submitted to it.

3. Compensation-related legal transactions, term of appointment

The individual Supervisory Board member's entitlement to compensation is derived from the legal relationship of cooperation that is established between the Company and the Supervisory Board member as a result of his or her election to the Supervisory Board and acceptance of the election and is defined by the Articles of Association and, if applicable, a resolution on Supervisory Board compensation adopted by the Annual Shareholders' Meeting. Accordingly, there are no agreements between KWS SAAT SE & Co. KGaA and the Supervisory Board members relating to compensation of the Supervisory Board.

The term for which members of the Supervisory Board are appointed is governed by Section 8.3 of the Articles of Association of KWS SAAT SE & Co. KGaA as follows:

"8.3 Members of the Supervisory Board shall be appointed for the period of time up to the end of the Annual Shareholders' Meeting that ratifies their acts for the fourth fiscal year as of the start of their term of office, not including the fiscal year in which their term of office commences. The Annual Shareholders' Meeting can define a shorter term of office as part of the election. Supervisory Board members may be reelected."

Section 8.4 of the Articles of Association of KWS SAAT SE & Co. KGaA stipulates the following specifically in relation to Supervisory Board members who are appointed to replace members who have retired from the Supervisory Board prior to the end of their term of office:

"8.4 Persons elected to fill the seat of members who have retired prior to the end of their term of office shall be appointed for the remainder of the term of office of the member who has retired prematurely, unless a different term of office is defined in the by-election in accordance with Subsection 8.3 Sentence 1."

Section 8.5 of the Articles of Association of KWS SAAT SE & Co. KGaA stipulates the following specifically in relation to substitute members:

"8.5 A substitute member can be appointed at the same time as a Supervisory Board member is appointed and shall become a member of the Supervisory Board if the Supervisory Board member in question ceases his or her activity prior to the end of his or her term of office. The office of a substitute member shall end no later than when the term of office of the Supervisory Board member who ceases his or her activity ends."

Supervisory Board members can be removed in accordance with the applicable statutory provisions. In addition, a member of the Supervisory Board has the right to

resign from office for an important reason. Under Section 8.6 of the Articles of Association of KWS SAAT SE & Co. KGaA, every member of the Supervisory Board also has the right to resign from office at any time, even without an important reason.

4. Components, level and structure of the Supervisory Board's compensation

Under the provisions defined in the Articles of Association, every member of the Supervisory Board receives fixed annual compensation of €60,000. The Chairperson and Deputy Chairperson of the Supervisory Board receive higher compensation on account of the greater organizational and administrative work entailed by their activity and their special responsibility for ensuring the Supervisory Board as a whole works together successfully and efficiently; that also complies with the recommendation in G.17 of the German Corporate Governance Code. The Chairperson of the Supervisory Board receives €180,000 and the Deputy Chairperson of the Supervisory Board €120,000.

In compliance with the recommendation in G.17 of the German Corporate Governance Code, additional compensation is paid for membership on a committee due to the greater work and responsibility: €20,000 for membership on the Audit Committee and €10,000 for membership on another committee. The Chairperson of a committee receives higher compensation on account of the greater organizational and administrative work entailed by his or her activity and special responsibility for ensuring the committee works together successfully and efficiently; that also complies with the recommendation in G.17 of the German Corporate Governance Code. The Chairperson of the Audit Committee receives €60,000, and the Chairperson of another committee €20,000. The higher compensation for members and the Chairperson of the Audit Committee reflects the special statutory duties of the Audit Committee and the statutory requirements demanded of its members, and in particular of its Chairperson. However, additional compensation is owed only for participation in one committee, namely at the amount that is the highest to which the member in question is entitled for his or her work on a committee.

In the interests of the Company, the members of the Supervisory Board are included in a D&O insurance policy for members of the Company's management and supervisory bodies and other executive employees of the Company and its subsidiaries. A legal expenses insurance policy has also been concluded for them. The premiums for both policies are paid by the Company. The Company reimburses members of the Supervisory Board for their expenses and the value-added tax due on their payment and on their expenses.

Einbeck, October 2021

KWS SAAT SE & Co. KGaA

**The personally liable partner
KWS SE**

The Executive Board