

# KWS SAAT SE & Co. KGaA

**Notice of the  
Annual Shareholders' Meeting,  
December 6, 2022**

**SEEDING  
THE FUTURE  
SINCE 1856**



**Information pursuant to Commission Implementing Regulation (EU) 2018/1212 for notifications pursuant to Section 125 of the German Stock Corporation Act (AktG)**

**A. Specification of the message**

**1. Unique identifier of the event**

Annual Shareholders' Meeting of KWS SAAT SE & Co. KGaA on December 6, 2022; in the format required by the EU IR: GMETKWS122AN

**2. Type of message**

Notice of the Annual Shareholders' Meeting; in the format required by the EU IR: NEWM

**B. Specification of the issuer**

**1. ISIN**

DE 0007074007

**2. Name of issuer**

KWS SAAT SE & Co. KGaA

**C. Specification of the meeting**

**1. Date of the General Meeting**

December 6, 2022; in the format required by the EU IR: 20221206

**2. Time of the General Meeting**

11:00 a.m. (CET); in the format required by the EU IR: 10:00 a.m. UTC (Coordinated Universal Time)

**3. Type of General Meeting**

Annual Shareholders' Meeting held as a physical meeting with shareholders or their authorized agents being physically present; in the format required by the EU IR: GMET

**4. Location of the General Meeting**

Location of the Annual Shareholders' Meeting with shareholders or their authorized agents being physically present: PS.Halle at the PS.SPEICHER, Tiedexer Tor 3, 37574 Einbeck, Germany

URL for accessing the Annual Shareholders' Meeting portal in the Internet that is used for audio and video transmission of the meeting and can be used to exercise certain shareholder rights (see blocks D and F):

<https://www.kws.com/shareholders-meeting>

Authorization to access the Annual Shareholders' Meeting portal is required so that it can be used; details of that can be found in the document "Notice of the Annual Shareholders' Meeting," for instance.

**5. Record Date**

(The Record Date is a date that is relevant in the context of banking processes under the formal requirements defined in the EU IR and is not the same as the date by which proof has to be furnished, or record date, under the German Stock Corporation Act (AktG).)

The date by which proof has to be furnished, or record date, under the German Stock Corporation Act (AktG) is 0 hours and 0 minutes CET on November 15, 2022; that corresponds to 11:00 p.m. UTC (Coordinated Universal Time) on November 14, 2022. Record date in the format required by the EU IR: 20221114

**6. Uniform Resource Locator (URL)**

All information which must be communicated to the shareholders prior to the Annual Shareholders' Meeting can be found at <https://www.kws.com/shareholders-meeting>. The wording of the Notice of the Annual Shareholders' Meeting, including the agenda and the resolutions proposed by the personally liable partner and the Supervisory Board, the information concerning the requirements for participation in the meeting and exercise of voting rights, the procedure for voting by absentee ballot and voting through an authorized agent, and further important information about the Annual Shareholders' Meeting and related rights of shareholders can also be found in the document "Notice of the Annual Shareholders' Meeting."

More information about participation in the general meeting (block D), the agenda (Block E) and the deadlines for exercising other shareholder rights (Block F) can be found under the internet address of the company:

<https://www.kws.com/shareholders-meeting>

# Notice of the Annual Shareholders' Meeting

We hereby invite our shareholders to the **Annual Shareholders' Meeting** on **Tuesday, December 6, 2022, at 11:00 a.m. Central European Time (CET) in the PS.Halle at the PS.SPEICHER, Tiedexer Tor 3, 37574 Einbeck, Germany.**

For the first time since the start of the COVID-19 pandemic, this year's Annual Shareholders' Meeting will be held again as an in-person meeting. As in the last two years, however, the meeting will also be broadcast live and in full for our shareholders and their authorized agents by means of audio and video transmission on the Annual Shareholders' Meeting portal. In addition, we again offer our shareholders and their authorized agents the option of casting their votes

by electronic absentee ballot on the Annual Shareholders' Meeting portal, or authorizing the proxies named by the Company, both before and during the meeting. In view of the ongoing COVID-19 pandemic, we ask our shareholders and their authorized agents to heed the applicable statutory infection prevention and control stipulations and restrictions and, if necessary, to refrain from attending the Annual Shareholders' Meeting physically and instead to use the above-mentioned options.

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."

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## I. Agenda

### 1. Presentation of the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2022, approved by the Supervisory Board, the consolidated financial statements as of June 30, 2022, approved by the Supervisory Board, the Combined Management Report 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 for the fiscal year from July 1, 2021, to June 30, 2022; resolution to approve the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2022

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](http://www.kws.com/shareholders-meeting).

The Supervisory Board gave its consent to the annual financial statements of KWS SAAT SE & Co. KGaA and the consolidated financial statements, 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, 2022, in the submitted version, which disclose a net retained profit of €282,010,000.

### 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 €282,010,000 from the annual financial statements of KWS SAAT SE & Co. KGaA as of June 30, 2022, as follows:

Distribution of a dividend of €0.80 for each share entitled to a dividend	€ 26.400.000
Net profit brought forward	€ 255.610.000
<b>Net retained profit</b>	<b>€ 282.010.000</b>

**The dividend will be paid on or after December 9, 2022.**

### 3. Resolution on the ratification of the acts of the personally liable partner for the fiscal year 2021/2022

The personally liable partner and the Supervisory Board propose ratifying the acts of the personally liable partner for the fiscal year 2021/2022.

### 4. Resolution on the ratification of the acts of the Supervisory Board for the fiscal year 2021/2022

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 2021/2022 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 2022/2023

As recommended by the Audit Committee, the Supervisory Board proposes appointing Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as the independent auditor of the financial statements and the consolidated financial statements for the fiscal year 2022/2023.

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. New Supervisory Board elections

The term of office of all members of the Supervisory Board expires at the end of the Annual Shareholders' Meeting on December 6, 2022. The shareholder representatives must therefore be elected again by the Annual Shareholders' Meeting.

In accordance with Sections 24 and 25 of the German Act on Employee Co-Determination in Cross-Border Mergers (MgVG) and Section 8 (2) of the Articles of Association of KWS SAAT SE & Co. KGaA, the Supervisory Board consists of four shareholder representatives and two employee representatives.

The Supervisory Board proposes electing the following persons as shareholder representatives to the Supervisory Board of KWS SAAT SE & Co. KGaA for the terms of office stated below:

a) Victor W. Balli, chemical engineer, member of the Board of Directors of Givaudan SA, Vernier, Switzerland, resident in Oberrieden, Switzerland, for a term of office from the end of the Annual Shareholders' Meeting on December 6, 2022, until the end of the Annual Shareholders' Meeting that ratifies the acts of the Supervisory Board for the fiscal year 2026/2027;

b) Philip Freiherr von dem Bussche, holder of a degree in business management, entrepreneur and farmer, resident in Bad Essen, Germany, for a term of office from the end of the Annual Shareholders' Meeting on December 6, 2022, until midnight on December 31, 2024;

c) Professor Dr. Dr. h.c. mult. Stefan W. Hell, physicist, director at the Max Planck Institute for Multidisciplinary Sciences in Göttingen, Germany, and director at the Max Planck Institute for Medical Research in Heidelberg, Germany, resident in Göttingen, Germany, for a term of office from the end of the Annual Shareholders' Meeting on December 6, 2022, until the end of the Annual Shareholders' Meeting that ratifies the acts of the Supervisory Board for the fiscal year 2026/2027;

d) Dr. Marie Th. Schnell, Doctor of Communications and freelance media consultant, resident in Munich, Germany, for a term of office from the end of the Annual Shareholders' Meeting on December 6, 2022, until the end of the Annual Shareholders' Meeting that ratifies the acts of the Supervisory Board for the fiscal year 2026/2027.

The Annual Shareholders' Meeting is to be allowed to vote on these candidates by way of separate ballots.

The nominations are based on a recommendation by the Nominating Committee. The choice of candidates takes into account the Supervisory Board's targets for its composition and the objective of ensuring that the profile of skills and expertise for the Supervisory Board as a whole is satisfied.

The profile of skills and expertise and a presentation on the status of its implementation in the form of a qualification matrix can be found in the Declaration on Corporate Governance, which can be obtained at the Internet address **[www.kws.com/corp/en/company/investor-relations/declaration-of-corporate-governance.html](http://www.kws.com/corp/en/company/investor-relations/declaration-of-corporate-governance.html)**.

All the four candidates have already been elected or reelected as members of the Supervisory Board of KWS SE, the sole personally liable partner of KWS SAAT SE & Co. KGaA. Mr. Victor W. Balli and Dr. Marie Th. Schnell were already members of the Supervisory Board of KWS SE and the Supervisory Board of KWS SAAT SE & Co. KGaA. Dr. Marie Th. Schnell holds a 19% limited partner's share in RETOKE Holding Vermögensverwaltungsgesellschaft mbH & Co. KG, Bad Schwartau, Germany, which holds 27.0% of the shares in KWS SAAT SE & Co. KGaA. She also holds a stake of 10.0% in RETOKE Management GmbH, Bad Schwartau, Germany, which holds 40.0% of the voting shares in KWS SE. Dr. Marie Th. Schnell is also related to five shareholders who have a direct or indirect material interest in KWS SAAT SE & Co. KGaA. These five shareholders also hold all the other shares in RETOKE Holding Vermögensverwaltungsgesellschaft mbH & Co. KG and RETOKE Management GmbH. RETOKE Holding Vermögensverwaltungsgesellschaft mbH & Co. KG is, in turn, party to two pooling agreements covering a total of around 69.1% of the shares in KWS SAAT SE & Co. KGaA. Apart from that, there are no personal or business relationships between the candidates named under a) to d) and the Company, the management bodies of the Company

or a shareholder directly or indirectly holding more than 10% of the voting shares in the Company which, in the opinion of the Supervisory Board, an objectively judging shareholder would consider decisive for their election decision.

The résumés of the proposed candidates and the disclosures required pursuant to Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) can be found under “III. Information on the Supervisory Board candidates.” The résumés and the disclosures required pursuant to Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) 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](http://www.kws.com/shareholders-meeting). In addition, the résumés can also be obtained after the Annual Shareholders’ Meeting at the Internet address [www.kws.com/corp/en/company/management/supervisory-board/](http://www.kws.com/corp/en/company/management/supervisory-board/) and are updated there every year.

## **7. Resolution on the approval of the Compensation Report**

A Compensation Report in accordance with Section 162 of the German Stock Corporation Act (AktG) has been prepared for the first time for the fiscal year from July 1, 2021, to June 30, 2022. The Compensation Report can be found under “IV. Compensation Report.” 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](http://www.kws.com/shareholders-meeting). The personally liable partner and the Supervisory Board

propose approving the Compensation Report for the fiscal year from July 1, 2021, to June 30, 2022.

## **8. Resolution on amendment of Section 15 of the Articles of Association**

The Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung von genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften (German Act on the Introduction of Virtual Shareholders’ Meetings at Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Regulations) of July 20, 2022 (Federal Law Gazette I, p. 1166) permanently enshrined the option of holding virtual shareholders’ meetings in Section 118a of the German Stock Corporation Act (AktG). Pursuant to Section 118a (1) of the German Stock Corporation Act (AktG), the Articles of Association may allow for, or authorize the Executive Board to allow for, the meeting to be held without the shareholders or their authorized agents being physically present at the place where the meeting is held (virtual Shareholders’ Meeting). Under Section 118a (4) of the German Stock Corporation Act (AktG), any authorization for the Executive Board to allow for virtual Shareholders’ Meetings to be held must be limited in time. If such authorization is created by means of an amendment to the Articles of Association, Section 118a (5) No. 2 of the German Stock Corporation Act (AktG) stipulates that it can be granted for a period of no longer than five years after the amendment to the Articles of Association is registered in the commercial register. Such authorization for the Executive Board is to be

created by an amendment of the Articles of Association so as to enable the Company to hold the Shareholders’ Meeting virtually in the future, if necessary. In addition, provisions flanking the authorization are to be included in the Articles of Association.

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

A new Subsection 8 is to be added in Section 15 of the Articles of Association:

“The personally liable partner shall be authorized until December 6, 2027, to allow for the Shareholders’ Meeting to be held without the shareholders or their authorized agents being physically present at the place where the meeting is held (virtual Shareholders’ Meeting). This authorization shall apply only to Shareholders’ Meetings held before or on December 6, 2027. The special requirements for holding a virtual Shareholders’ Meeting and the more detailed provisions on its organization or the options for organizing it and the requirements for that shall be as defined under the law. Section 15 Subsections 1 and 2 shall also apply to participation in the virtual Shareholders’ Meeting by means of electronic communication. Section 17 Sentence 3 shall also apply to the right to ask follow-up questions in the virtual Shareholders’ Meeting.”

The resolution requires the consent of the personally liable partner.

## 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 of which confers one voting right, is 33,000,000 at the time the Annual Shareholders' Meeting has been convened.

### 2. Important information in connection with the COVID-19 pandemic

For the first time since the start of the COVID-19 pandemic, this year's Annual Shareholders' Meeting will be held again as an in-person meeting.

Because the COVID-19 pandemic is still ongoing, we cannot rule out the possibility that admission to the hall on the day of the Annual Shareholders' Meeting will be subject to compliance with infection prevention and control requirements. As things stood when the Annual Shareholders' Meeting was convened, admission to the hall would be possible in principle without restrictions imposed due to statutory infection prevention and control requirements. The situation as regards the pandemic and the related stipulations may change before the day of the Annual Shareholders' Meeting. Information on the current status and details are available at the Internet address [www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting).

So that shareholders and authorized agents who cannot or do not wish to physically attend the Annual Shareholders' Meeting due to the pandemic can duly exercise their rights related to the meeting as well, we have retained individual

elements from the two previous years in the same or similar form for the Annual Shareholders' Meeting on December 6, 2022, in addition to the option of physical attendance. Provided the requirements specified in Section 3 a) below are met, shareholders can namely

- 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](http://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 until shortly before 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 until

shortly before 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 questions themselves or through an authorized agent by no later than midnight (CET) on December 4, 2022, using the Annual Shareholders' Meeting portal in accordance with the envisaged procedure for that. As part of that, it is necessary to issue power of attorney to and instruct the proxies named by the Company to ask these questions at the Annual Shareholders' Meeting. The proxies named by the Company will ask the questions submitted in this way at the Annual Shareholders' Meeting, providing they have been issued with the appropriate power of attorney and instruction and subject to measures by the person chairing the meeting to restrict the right to ask questions;
- themselves or through an authorized agent instruct the proxies named by the Company – from the beginning of the Annual Shareholders' Meeting until shortly before it ends and using the Annual Shareholders' Meeting portal in accordance with the envisaged procedure for that – to raise an objection to a resolution adopted by the Annual Shareholders' Meeting if they have exercised their voting rights themselves or through an authorized agent using the Annual Shareholders' Meeting portal.

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. The Annual Shareholders' Meeting portal cannot be used if the shareholder takes part in the Annual Shareholders' Meeting himself/herself or through an authorized agent other than the proxies named by the Company (i.e. the shareholder or his/her authorized agent physically attends the Annual Shareholders' Meeting). The proxies named by the Company will not make use of a power of attorney granted to them and will neither exercise voting rights conferred by the shares in question, nor ask submitted questions nor raise an objection to a resolution, if the shareholder takes part in the Annual Shareholders' Meeting himself/herself or through another authorized agent.

### **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.

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 15, 2022** (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 30, 2022, at the following address:

KWS SAAT SE & Co. KGaA  
c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen  
oder per Telefax an: +49 96 28 92 99 871  
oder per E-Mail an: 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 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 or 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 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](http://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 also cast their votes by electronic absentee ballot even 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](http://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 until shortly before 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 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 may also cast votes 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](http://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  
oder per Telefax an: +49 96 28 92 99 871  
oder per E-Mail an: [hauptversammlung@kws.com](mailto: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](http://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  
oder per Telefax an: +49 96 28 92 99 871  
oder per E-Mail an: [hauptversammlung@kws.com](mailto: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. In this regard, 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 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). Apart from in the cases stated under Section 2 above, 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 make use of a power of attorney granted to them and will not exercise voting rights conferred by the shares in question if votes for the shares in question have been cast by absentee ballot and have not been explicitly revoked or the shares are represented at the Annual

Shareholders' Meeting by another authorized agent who is physically attending or by the shareholder who is physically attending the meeting.

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](http://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 to exercise voting rights issued to the proxies named by the Company until shortly before the start of voting on the day of the Annual Shareholders' Meeting.

Alternatively, powers of attorney and instructions to exercise voting rights 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  
oder per Telefax an: +49 96 28 92 99 871  
oder per E-Mail an: [hauptversammlung@kws.com](mailto:hauptversammlung@kws.com)

In this case, however, powers of attorney and instructions or notice of changes to or revocation of them – if they are not issued at the Annual Shareholders' Meeting itself – must be received by the Company by no later than **midnight (CET) on December 4, 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](mailto: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 5, 2022. It can be sent to the following address:

KWS SAAT SE & Co. KGaA  
Die persönlich haftende Gesellschafterin  
HV-Büro  
Grimsehlstr. 31  
37574 Einbeck

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))**

Shareholders may submit motions and, if applicable, nominations on items on the agenda and on the rules of procedure at the Annual Shareholders' Meeting without advance notice, publication or other action relating to the motion or nomination being required for that prior to the Annual Shareholders' Meeting.

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](http://www.kws.com/shareholders-meeting) if they are received by the Company by no later than **midnight (CET) on November 21, 2022**, at the address

KWS SAAT SE & Co. KGaA  
c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen  
or per Telefax: +49 96 28 92 99 871  
or per E-Mail: [hauptversammlung@kws.com](mailto: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.

**c) Right to information (Section 131 (1) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG))**

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.

**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), 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.

This 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/](http://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 **[www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting)**.



### III. Information on the Supervisory Board candidates

(Re item 6 on the agenda)

#### a) Victor W. Balli

Chemical engineer, resident in Oberrieden, Switzerland, member of the Supervisory Board and Chairperson of the Audit Committee since 2017

##### Personal details:

Year of birth: 1957

Place of birth: Lucerne, Switzerland

Nationality: Swiss

##### Professional career:

1983 – 1984 High school teacher (chemistry)

1985 – 1989 Enichem International SA, Zurich, Switzerland: financial analyst

1989 – 1994 Marc Rich & Co. Holding AG, Zug, Switzerland: Head of Corporate Finance

1991 – 1995 Adinvest AG, Zurich, Switzerland, and New York, U.S.: M&A Manager

1996 – 2006 Niantic Group, Switzerland: member of the Board of Directors

2007 – 2018 Barry Callebaut AG, Zurich, Switzerland: Chief Financial Officer

##### Education and training:

1976 – 1981 Study of chemistry at the Swiss Federal Institute of Technology in Zurich (degree in chemistry)

1981 – 1984 Postgraduate studies at the University of St. Gallen (Master of Economics)

##### Membership of legally mandated German supervisory boards:

- KWS SAAT SE & Co. KGaA, Einbeck, Germany
- KWS SE, Einbeck, Germany (not a listed company)

##### Membership of comparable German and foreign oversight boards of business enterprises:

- Givaudan SA, Vernier, Switzerland (member of the Board of Directors; also Chairperson of the Audit Committee and member of the Compensation Committee)
- Medacta International SA, Frauenfeld, Switzerland (member of the Board of Directors; also Chairperson of the Audit Committee)
- Hemro AG, Bachenbülach, Switzerland (member of the Management Board)
- Sika AG, Baar, Switzerland (member of the Board of Directors; also member of the Audit Committee and the ESG Committee)
- Louis Dreyfus Company International Holding B.V., Amsterdam, the Netherlands (member of the Supervisory Board; also Chairperson of the Audit Committee)

##### Focal activities and experience

- Finance
- Accounting and auditing of financial statements
- Corporate development
- International markets

#### b) Philip Freiherr von dem Bussche

Holder of a degree in business management, entrepreneur and farmer, resident in Bad Essen, Germany

##### Personal details:

Year of birth: 1950

Place of birth: Bad Essen

Nationality: German

##### Professional career:

Since 1975 Self-employed farmer at the Ippenburger estate in the district of Osnabrück. Fields of activity: arable farming, livestock production, forestry

Since 1991 Arable farming and turf roll business, Krostitz, Germany

1997 – 2005 President of the German Agricultural Society (DLG), Frankfurt, Germany

2000 – 2005 Member of the Supervisory Board of KWS SAAT AG, Einbeck, Germany

2005 – 2007 Member of the Executive Board of KWS SAAT AG, Einbeck, Germany

2008 – 2014 Spokesperson of the Executive Board of KWS SAAT AG, Einbeck, Germany

##### Education and training:

1969 – 1971 Agricultural training

1971 – 1975 Study of General Business Management in Bonn and Cologne (degree in business management)

**Membership of legally mandated German supervisory boards:**

- K+S Aktiengesellschaft, Kassel, Germany
- Bernard Krone SE, Spelle, Germany (not a listed company)

**Membership of comparable German and foreign oversight boards of business enterprises:**

- DF World of Spices GmbH, Dissen, Germany (member of the Advisory Board)

**Focal activities and experience**

- Expertise in the international agricultural industry
- Environmental protection
- Strategic management
- Accounting

**c) Professor Dr. Dr. h.c. mult. Stefan W. Hell**

Physicist, director at the Max Planck Institute for Multidisciplinary Sciences in Göttingen, Germany, and director at the Max Planck Institute for Medical Research in Heidelberg, Germany, resident in Göttingen, Germany

**Personal details:**

**Year of birth:** 1962

**Place of birth:** Arad, Romania

**Nationality:** German

**Professional career:**

- 1991 – 1993 Postdoctoral researcher, EMBL, Light Microscopy Group, Heidelberg, Germany
- 1993 – 1996 Postdoctoral researcher, Department of Medical Physics, University of Turku, Finland
- 1994 Scanning Optical Microscopy Group, Department of Engineering Science, Oxford, United Kingdom
- Since 2002 Scientific member and director at the Max Planck Institute for Multidisciplinary Sciences, Göttingen, Germany
- 2003 – 2017 Adjunct professor, Faculty of Physics at the University of Heidelberg, Germany
- Since 2004 Honorary professor for experimental physics at the University of Göttingen, Germany
- 2011/2012 Co-founder and shareholder of abberior GmbH and abberior Instruments GmbH, Göttingen, Germany
- 2014 Nobel Prize in Chemistry
- Since 2016 Director at the Max Planck Institute for Medical Research, Heidelberg, Germany
- Since 2017 Honorary professor, Faculty of Physics and Astronomy at the University of Heidelberg, Germany

**Education and training:**

- 1981 – 1984 Study of physics in Heidelberg, Germany (degree: *Diplom*)
- 1990/1996 Doctorate and habilitation at the University of Heidelberg, Germany

**Membership of legally mandated German supervisory boards:**

- None

**Membership of comparable German and foreign oversight boards of business enterprises:**

- None

**Focal activities and experience**

- Research and development
- Corporate development
- Sustainability

**d) Dr. Marie Th. Schnell**

Doctor of Communications and freelance media consultant, resident in Munich, Germany, member of the Supervisory Board since 2016

**Personal details:**

**Year of birth:** 1976

**Place of birth:** Wedel, Germany

**Nationality:** German

**Professional career:**

- 2000 – 2002 Assistant to the Board of Management at a digital publishing house
- 2005 – 2006 Trainee at a company in the food industry
- Since 2006 Work at various companies in the Arend Oetker Group
- Since 2019 Freelance work as a media consultant and in systemic coaching

## IV. Remuneration Report

### Education and training:

- 1996 – 2000 Study of communication sciences and history in Salzburg, Austria, and Gothenburg, Sweden (degree: Diplom)
- 2007 Doctorate (Dr. phil.) in communication sciences in Zurich, Switzerland
- 2018 – 2020 Further training as a systemic coach (DSGF-certified)

### Membership of legally mandated German supervisory boards:

- KWS SAAT SE & Co. KGaA, Einbeck, Germany (Deputy Chairperson)
- KWS SE, Einbeck, Germany (Deputy Chairperson; not a listed company)

### Membership of comparable German and foreign oversight boards of business enterprises:

- DR. SCHNELL GmbH & Co. KGaA, Munich, Germany (member of the Advisory Board)

### Focal activities and experience

- Communication
- Sustainability
- Personnel development
- Strategic management

This Remuneration Report outlines the principles and salient features of the remuneration systems for the Executive Board of KWS SE, the managing partner of KWS SAAT SE & Co. KGaA, and the Supervisory Boards of KWS SE and KWS SAAT SE & Co. KGaA. For the first time, the report takes into account the requirements stipulated in the new Section 162 of the German Stock Corporation Act (AktG) and provides information on the compensation granted and owed to current and former members of the Executive Board and Supervisory Board in fiscal year 2021/2022, along with individualized disclosures where necessary. The Remuneration Report also reflects the provisions of the German Commercial Code (HGB), including the relevant principles of German Accounting Standard No. 17 (GAS 17), and the disclosures and explanations required under the International Financial Reporting Standards (IFRS). It has also been prepared on the basis of the recommendations of the German Corporate Governance Code in the version dated December 16, 2019.

For the first time, this Remuneration Report has been prepared as a document outside the Management Report and is audited by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft not only formally, but also materially on a voluntary basis. The Remuneration Report and the audit opinion on it are published separately on our website.

This report relates to the remuneration system that was approved by a majority of 99.94% at the Annual Shareholders' Meeting on December 17, 2019, and on which the current contracts of KWS SE's Executive Board members are based. The new Executive Board remuneration system, with

adjustments pursuant to the entry into force of the German Act Implementing the Second Shareholder Rights Directive (ARUG II), was submitted to the Annual Shareholders' Meeting on December 2, 2021, and approved by a majority of 92.39%. It has applied to all new contracts concluded since January 1, 2022.

Fiscal 2021/2022 and the coming fiscal year will see a number of personnel changes on the Executive Board and Supervisory Board of both KWS SE and KWS SAAT SE & Co. KGaA (please refer to [Generational change at KWS – KWS SAAT SE & Co. KGaA](#)). In the past fiscal year 2021/2022, Dr. Léon Broers left KWS SE's Executive Board effective December 31, 2021; he will continue as Head of the Business Unit Vegetables in order to support the company in the strategically important task of building this business segment. Mr. Nicolás Wielandt joined the Executive Board on January 1, 2022. Mr. Wielandt is a long-standing, internationally experienced KWS manager who has achieved major successes to date at

Two employee representatives, Ms. Christine Coenen and Mr. Eric Gombert, were elected to the Supervisory Board of KWS SAAT SE & Co. KGaA on July 26, 2022. As part of that, for the first time we implemented a fixed distribution of the seats to one German and one European employee representative in accordance with the agreement concluded with our European Employees' Committee. The new Supervisory Board will be constituted together with the shareholder representatives elected at the 2022 Annual Shareholders' Meeting.

### Salient features of the remuneration system for members of the Executive Board of KWS SE, the managing partner of KWS SAAT SE & Co. KGaA

The remuneration 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 development. The system also takes into account the fact that the Executive Board has overall responsibility for managing the company's business. 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 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, a peer group of other third-party entities was used as a benchmark. An independent external expert regularly reviews whether the Executive Board's compensation is appropriate both within the company itself and outside it. The last review was conducted in fiscal 2018/2019.

The system currently used comprises the following components:

- A basic fixed annual salary, payable in twelve monthly amounts
- One-year variable payments
- A multi-year variable payment in the form of an incentive based on the stock price

- Fringe benefits (in particular pension benefits and benefits in kind)

The **gross basic annual salary is €375,000**; in the case of Nicolás Wielandt, it is €300,000. The Chief Executive Officer receives an extra "CEO bonus" of 25% (based on the €375,000) on top of the basic annual salary.

The **one-year variable payment** is dependent on the KWS Group's sustained earnings performance ("sustained net income"; this is corrected by the costs in the fiscal year for the variable components). The assessment period for that is the last three fiscal years before payment of the component. The one-year variable payment is 0.5% (0.3% for Nicolás Wielandt) of the KWS Group's average net income for the year in the assessment period, but at most €600,000 (€300,000 for Nicolás Wielandt). The maximum amount has increased irrevocably from €500,000 to €600,000 (but not for Nicolás Wielandt) starting in fiscal 2020/2021 because the KWS Group's sustained net income exceeded €100 million in each of the two years 2018/2019 and 2019/2020. This one-year variable payment is made after submission of the consolidated financial statements of KWS SAAT SE & Co. KGaA to the Annual Shareholders' Meeting, i.e. usually in December. An individually determined amount for creating the basis for assessment (share acquisition) for the multiyear variable compensation is deducted from the determined total gross amount of the one-year variable payment; the remainder is paid out in cash.

Dr. Hagen Duenbostel has been granted an additional one-year variable payment ("one-year variable payment 2") since

fiscal 2021/2022. The "one-year variable payment 2" is based on the success criterion of the "net contribution to the parent companies" of the joint venture AgReliant, U.S., per fiscal year, with the targets for fiscal 2021/2022, 2022/2023, 2023/2024 and 2024/2025 being as defined in the medium-term planning. If the targets are fully achieved, the gross "one-year variable payment 2" is €750,000 p.a. The "one-year variable payment 2" varies by a maximum of +/- 20% depending on achievement of the targets and is not paid if target achievement is below 50%.

Members of the Executive Board are obligated to define a freely selectable amount ranging from 35% to 50% of the gross one-year variable payment for acquiring shares in KWS SAAT SE & Co. KGaA (reinvestment). The acquired shares are subject to a mandatory holding period of five years as of when they are acquired (usually on the first stock market trading days after the one-year variable payment has been made).

These share acquisitions by the Executive Board members form the basis for the **multi-year variable payment**. When the holding period ends, the members of the Executive Board receive a one-off 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 five-year holding period.

The following formula is used to calculate the multi-year variable payment: applicable share price of KWS SAAT SE & Co. KGaA multiplied by the number of acquired shares, minus any markdowns based on the trend for average return on sales (ROS) of the KWS Group. The goal of that is in particular to

gear compensation toward strategic planning and to support the company's successful and sustainable development..

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 holding period.

There is a markdown on the multi-year variable payment 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 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. KWS SE can claim back the one-year variable payment and/or multi-year variable payment (clawback option). The Supervisory Board can also take exceptional developments into account to a reasonable extent.

Dr. Duenbostel is obligated to acquire shares in KWS SE & Co. KGaA to the full net amount of the "one-year variable payment 2" and to hold them for a period of at least five years. If Dr. Duenbostel's employment relationship ends, that does not abrogate his obligation to acquire and hold the shares. When the holding period expires, Dr. Hagen Duenbostel will receive a multi-year variable payment in accordance with the above

multi-year variable payment program ("multi-year variable payment 2"). The "multi-year variable payment 2" is limited to a maximum of 200% of the net "one-year variable payment 2", with the sum total of the "one-year variable payment 2" and "multi-year variable payment 2" being capped at a gross maximum amount of €900,000 p.a.

**Fringe benefits** comprise means of transport and communication, premiums for accident and D&O insurance, payments to discharge the employer's contribution to social insurance as well as various pension commitments.

Applying the remuneration system currently in force, a **maximum annual compensation** is set for members of the Executive Board (given a one-year variable payment cap of €300,000 and €600,000 respectively). Apart from the basic salary and any CEO bonus, it consists of the one-year variable payment, the multi-year variable payment, fringe benefits and pension costs. 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.

If the **contract with an Executive Board member is terminated**, the outstanding multi-year variable payment components are usually calculated and disbursed immediately. Because of his departure from the Executive Board, it has been agreed with Dr. Léon Broers that his outstanding multi-year variable payment components will be calculated and disbursed on the corresponding due date and not effective December 31, 2021.

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

Significant agreements subject to the condition of a change in control pursuant to a takeover bid have not been concluded. The compensation agreements between the company and members of the Executive Board of the personally liable partner and governing the case of a change in control stipulate that any such compensation will be limited to the applicable maximum amounts specified by the German Corporate Governance Code. An Executive Board member is not entitled to severance payment if his or her activity on the Executive Board ends by mutual agreement at the request of the Executive Board or there are special grounds for the company to terminate the employment relationship.



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**Maximum compensation for each Executive Board member**

in €	Dr. Hagen Duenbostel (CEO)	Dr. Léon Broers (until 12/31/2021)	Dr. Felix Büchting	Dr. Peter Hofmann	Eva Kienle	Nicolás Wielandt (since 01/01/2022)
Fixed payment	468,750.00	375,000.00	375,000.00	375,000.00	375,000.00	300,000.00
Fringe benefits	35,000.00	35,000.00	35,000.00	35,000.00	35,000.00	28,000.00
<b>Subtotal</b>	<b>503,750.00</b>	<b>410,000.00</b>	<b>410,000.00</b>	<b>410,000.00</b>	<b>410,000.00</b>	<b>328,000.00</b>
One-year variable payment (performance-related bonus)	600,000.00	600,000.00	600,000.00	600,000.00	600,000.00	300,000.00
One-year variable payment 2 (from FY 2021/2022, until 12/31/2024)	900,000.00					
<b>Total annual compensation</b>	<b>2,003,750.00</b>	<b>1,010,000.00</b>	<b>1,010,000.00</b>	<b>1,010,000.00</b>	<b>1,010,000.00</b>	<b>628,000.00</b>
Multi-year variable payment	600,000.00	450,000.00	450,000.00	450,000.00	450,000.00	225,000.00
<b>Total cash compensation</b>	<b>2,603,750.00</b>	<b>1,460,000.00</b>	<b>1,460,000.00</b>	<b>1,460,000.00</b>	<b>1,460,000.00</b>	<b>853,000.00</b>
Pension costs <sup>1</sup>	106,190.00	72,000.00	72,000.00	78,224.00	72,000.00	72,000.00
<b>Max. Total Compensation</b>	<b>2,709,940.00</b>	<b>1,532,000.00</b>	<b>1,532,000.00</b>	<b>1,538,224.00</b>	<b>1,532,000.00</b>	<b>925,000.00</b>

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<sup>1</sup> The pension costs for Dr. Hagen Duenbostel and Dr. Peter Hofmann are adjusted to reflect the annual fluctuation in interest costs for the benefit commitments.

### Compensation granted and owed for fiscal year 2021/2022 in accordance with Section 162 AktG

Pursuant to the provisions of Section 162 (1) Sentence 1 of the German Stock Corporation Act (AktG), the Remuneration Report must contain information on the compensation granted and owed to each individual current or former member of the Executive Board and Supervisory Board in the last fiscal

year. It is our understanding that a compensation component is granted and owed at the time the activity on which the compensation is based has been performed in full, and thus has to be reported in the fiscal year in which the activity was performed.

The table below provides an overview of the compensation components (basic compensation, fringe benefits, variable

payments and, where applicable, pension allocations) granted and owed to the active members of the Executive Board in the fiscal year. The figures for the direct insurance contributions (pension commitments) granted to members of the Executive Board in the year under review are shown as supplementary information. In addition, the maximum compensation within the meaning of Section 87a of the German Stock Corporation Act (AktG) is disclosed:

### Compensation granted and owed to active Executive Board members in fiscal 2021/2022

in €	Fixed performance-related compensation		Variable performance-related compensation						
	Basic compensation	Fringe benefits	One-year variable payment	Total	Multi-year variable payment	Total compensation in acc. with Section 162 AktG	Pension costs	Total compensation (incl. pension costs)	Maximum compensation in acc. with Section 87a AktG
Dr. Hagen Duenbostel	468,750.00	13,901.70	534,126.24	1,016,777.94	239,060.82	1,255,838.76	100,605.00	1,356,443.76	2,709,940.00
	37%	1%	43%	81%	19%	100%			
Dr. Léon Broers (until 12/31/2021)	187,500.00	13,485.90	267,063.12	468,049.02	0.00	468,049.02	36,000.00	504,049.02	1,532,000.00
	40%	3%	57%	100%	0%	100%			
Dr. Felix Büchting	375,000.00	22,526.94	534,126.24	931,653.18	0.00	931,653.18	72,000.00	1,003,653.18	1,532,000.00
	40%	2%	57%	100%	0%	100%			
Dr. Peter Hofmann	375,000.00	26,565.42	534,126.24	935,691.66	99,287.35	1,034,979.01	75,745.00	1,110,724.01	1,538,224.00
	36%	3%	52%	90%	10%	100%			
Eva Kienle	375,000.00	27,429.34	534,126.24	936,555.58	119,530.41	1,056,085.99	72,000.00	1,128,085.99	1,532,000.00
	36%	3%	51%	89%	11%	100%			
Nicolás Wielandt <sup>1</sup> (since 01/01/2022)	150,000.00	10,031.70	150,000.00	310,031.70	0.00	310,031.70	36,000.00	346,031.70	925,000.00
	48%	3%	48%	100%	0%	100%			
<b>Total</b>	<b>1,931,250.00</b>	<b>113,941.00</b>	<b>2,553,568.08</b>	<b>4,598,759.08</b>	<b>457,878.58</b>	<b>5,056,637.66</b>	<b>392,350.00</b>	<b>5,448,987.66</b>	<b>9,769,164.00</b>

<sup>1</sup> The cap for Mr. Wielandt (50% of €300,000) was reached in this fiscal year.

# Compensation granted and owed to active Executive Board members in fiscal 2020/2021

in €	Fixed performance-related compensation		Variable performance-related compensation						
	Basic compensation	Fringe benefits	One-year variable payment	Total	Multi-year variable payment	Total compensation in acc. with Section 162 AktG	Pension costs	Total compensation (incl. pension costs)	Maximum compensation in acc. with Section 87a AktG
Dr. Hagen Duenbostel	468,750.00	13,664.28	528,773.09	1,011,187.37	239,629.88	1,250,817.25	90,000.00	1,340,817.25	1,809,940.00
	37%	1%	42%	81%	19%	100%			
Dr. Léon Broers	375,000.00	25,953.78	528,773.09	929,726.87	239,629.88	1,169,356.75	72,000.00	1,241,356.75	1,357,000.00
	32%	2%	45%	80%	20%	100%			
Dr. Felix Büchting	375,000.00	22,413.30	528,773.09	926,186.39	0.00	926,186.39	72,000.00	998,186.39	1,357,000.00
	40%	2%	57%	100%	0%	100%			
Dr. Peter Hofmann	375,000.00	26,189.68	528,773.09	929,962.77	75,268.36	1,005,231.13	72,000.00	1,077,231.13	1,363,224.00
	37%	3%	53%	93%	7%	100%			
Eva Kienle	375,000.00	25,882.98	528,773.09	929,656.07	95,851.95	1,025,508.02	72,000.00	1,097,508.02	1,357,000.00
	37%	3%	52%	91%	9%	100%			
<b>Total</b>	<b>1,968,750.00</b>	<b>114,104.02</b>	<b>2,643,865.45</b>	<b>4,726,719.47</b>	<b>650,380.07</b>	<b>5,377,099.54</b>	<b>378,000.00</b>	<b>5,755,099.54</b>	<b>7,244,164.00</b>

## Sample calculation for the one-year variable payment

	in €
Net income for FY 2019/2020	95,220,000
Net income for FY 2020/2021	110,590,000
Net income for FY 2021/2022	107,743,000
<b>Sustained net income</b>	<b>104,517,667</b>
Imputation of Executive Board performance-related bonus and LTI payment, taking into account tax deductibility	2,307,581
<b>Basis for assessment of the one-year variable payment</b>	<b>106,825,248</b>
<b>Calculation of the one-year variable payment</b>	
Ordinary Executive Board member	x0.5%
New Executive Board member (Nicolás Wielandt)	x0.3%

## Sample calculation for the multi-year variable payment

	Number of shares	Share price	Value in €
<b>Time of acquisition: January 2017</b>	<b>1,000</b>	<b>56.60</b>	<b>56,600</b>
Average price in year 1 (2017)		66.24	
Average price in year 2 (2018)		60.55	
Average price in year 3 (2019)		60.83	
Average price in year 4 (2020)		61.63	
Average price in year 5 (2021)		72.08	
Average price over the holding period		64.26	
ROS markdown		0.00	
<b>Multi-year variable payment</b>	<b>1,000</b>	<b>64.26</b>	<b>64,264</b>

The maximum compensation within the meaning of Section 87a of the German Stock Corporation Act (AktG) was complied with. There were no circumstances in the past fiscal year that would have necessitated any clawback of compensation

components. There were no entitlements under the “one-year variable payment 2” in the year under review. In fiscal 2021/2022, Dr. Léon Broers left KWS SE's Executive Board effective December 31, 2021. Payments to Executive Board

members who left after June 30, 2012, can be seen in the table below.

#### Compensation granted and owed to former Executive Board members in fiscal 2021/2022

in €	Fixed performance-related compensation		Variable performance-related compensation			Total compensation in acc. with Section 162 AktG	Pension costs	Total compensation (incl. pension costs)
	Basic compensation	Fringe benefits	One-year variable payment	Total	Multi-year variable payment			
Dr. Léon Broers (left on 12/31/2021)	0.00	0.00	0.00	0.00	239,060.82	239,060.82	0.00	239,060.82
Christoph Amberger (left on 06/30/2013)	0.00	0.00	0.00	0.00	0.00	0.00	152,280.00	152,280.00
Philip Freiherr von dem Bussche (left on 12/31/2014)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>239,060.82</b>	<b>152,280.00</b>	<b>391,340.82</b>

A further five former Executive Board members received payments totaling €0.9 million in the year under review. There are obligations for pensions for these persons totaling €4.5 million as measured in accordance with IAS 19.

From when they began working for KWS, the Executive Board members Dr. Hagen Duenbostel and Dr. Peter Hofmann have also been given a defined benefit pension commitment, which was concluded before 2006. The funds to cover this commitment are allocated in the form of a pension provision on the basis of an expert report. The pension provisions in

accordance with IAS 19 thus changed by € –664 thousand (of which €14 thousand was interest expenses and €678 thousand from revaluation effects).

There were thus pension provisions totaling €948 (1,612) thousand for active members of the Executive Board of KWS SAAT SE & Co. KGaA.

#### Pension commitments

in €	06/30/2022	06/30/2021	Interest expenses	Revaluation effects
Dr. Hagen Duenbostel	656,074.00	1,191,519.00	10,605.00	–546,050.00
Dr. Peter Hofmann	292,127.00	420,761.00	3,745.00	–132,379.00
<b>Total</b>	<b>948,201.00</b>	<b>1,612,280.00</b>	<b>14,350.00</b>	<b>–678,429.00</b>

## Remuneration of the Supervisory Board of KWS SAAT SE & Co. KGaA

The remuneration for members of the Supervisory Board is governed by the Articles of Association and is based on the size of the company and their duties and responsibilities. The company believes that the fixed compensation structure, which is therefore no longer linked to the company's business performance, means that the Supervisory Board can better exercise its control function. The compensation system for the Supervisory Board complies with the recommendations of the German Corporate Governance Code.

The members of the Supervisory Board receive a fixed annual payment of €60,000 for their work. The Chairperson receives three times and the Deputy Chairperson one-and-a-half times said amount. Members of the Supervisory Board receive separate payment for their work on committees; the Chairperson of the Supervisory Board does not receive additional compensation for his or her work on committees. Members of the Supervisory Board who are members of a committee receive an additional payment of €10,000 therefor. The Chairperson of a committee receives two times said amount. The additional compensation for members of the Audit Committee is €20,000. The Chairperson of the Audit Committee receives three times said amount. 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. 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 is granted only on a pro rata temporis basis. Members of the Supervisory Board also receive reimbursement of their expenses incurred in connection with exercise of their office and, up to the end of 2019, the value-added tax due on their payment.

The total compensation for members of the Supervisory Board of KWS SAAT SE & Co. KGaA in the year under review was unchanged at €620 (620) thousand.

### Compensation granted and owed to the Supervisory Board of KWS SAAT SE & Co. KGaA

in €	Fixed	Work on committees	Total 2021/2022	Total 2020/2021
Dr. Andreas J. Büchting <sup>1</sup>	180,000.00	0.00	180,000.00	180,000.00
Dr. Marie Theres Schnell <sup>2</sup>	90,000.00	20,000.00	110,000.00	110,000.00
Victor W. Balli <sup>3</sup>	60,000.00	60,000.00	120,000.00	120,000.00
Jürgen Bolduan	60,000.00	20,000.00	80,000.00	80,000.00
Cathrina Claas-Mühlhäuser	60,000.00	10,000.00	70,000.00	70,000.00
Christine Coenen	60,000.00	0.00	60,000.00	60,000.00
<b>Total</b>	<b>510,000.00</b>	<b>110,000.00</b>	<b>620,000.00</b>	<b>620,000.00</b>

<sup>1</sup> Chairman

<sup>2</sup> Deputy Chairwoman

<sup>3</sup> Chairman of the Audit Committee



There was no compensation granted or owed to former members of the Supervisory Board of KWS SAAT SE & Co. KGaA in the year under review.

The total compensation for members of the Supervisory Board of KWS SE in the year under review was €195 thousand.

### Comparative presentation of changes in remuneration and earnings

The table below shows a vertical comparison of the change in total compensation granted and owed to members of the Executive and Supervisory Boards relative to the net retained profits of KWS SAAT SE & Co. KGaA and the net income for the year of the KWS Group and to average employee compensation in Germany (on a full-time equivalent basis).

### Comparative presentation of compensation and earnings trends

in €	2017/2018	2018/2019	2019/2020	2020/2021	2021/2022
COMPENSATION FOR THE EXECUTIVE BOARD OF KWS SE <sup>1</sup>					
<b>Dr. Hagen Duenbostel</b>	<b>1,172,480</b>	<b>1,115,019</b>	<b>1,268,908</b>	<b>1,250,818</b>	<b>1,255,839</b>
Change from the previous year in %		–5%	14%	–1%	0%
<b>Dr. Léon Broers (until 12/31/2021)</b>	<b>1,029,805</b>	<b>1,038,838</b>	<b>1,158,263</b>	<b>1,169,357</b>	<b>468,049</b>
Change from the previous year in %		1%	11%	1%	–60%
<b>Dr. Felix Büchting</b>		<b>275,000</b>	<b>896,924</b>	<b>926,187</b>	<b>931,653</b>
Change from the previous year in %			226%	3%	1%
<b>Dr. Peter Hofmann</b>	<b>800,000</b>	<b>800,000</b>	<b>900,710</b>	<b>1,005,232</b>	<b>1,034,979</b>
Change from the previous year in %		0%	13%	12%	3%
<b>Eva Kienle</b>	<b>800,000</b>	<b>800,000</b>	<b>964,930</b>	<b>1,025,509</b>	<b>1,056,086</b>
Change from the previous year in %		0%	21%	6%	3%
<b>Nicolás Wielandt (since 01/01/2022)</b>					<b>310,032</b>
Change from the previous year in %					
COMPENSATION FOR THE SUPERVISORY BOARD OF KWS SE & Co. KGaA					
<b>Dr. Andreas Büchting</b>	<b>180,000</b>	<b>180,000</b>	<b>180,000</b>	<b>180,000</b>	<b>180,000</b>
Change from the previous year in %		0%	0%	0%	0%
<b>Marie Theres Schnell</b>	<b>85,000</b>	<b>110,000</b>	<b>110,000</b>	<b>110,000</b>	<b>110,000</b>
Change from the previous year in %		29%	0%	0%	0%
<b>Victor Balli</b>	<b>60,000</b>	<b>120,000</b>	<b>120,000</b>	<b>120,000</b>	<b>120,000</b>
Change from the previous year in %		100%	0%	0%	0%
<b>Cathrina Claas-Mühlhäuser</b>	<b>70,000</b>	<b>70,000</b>	<b>70,000</b>	<b>70,000</b>	<b>70,000</b>
Change from the previous year in %		0%	0%	0%	0%
<b>Jürgen Bolduan</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>
Change from the previous year in %		0%	0%	0%	0%
<b>Christine Coenen</b>	<b>30,000</b>	<b>60,000</b>	<b>60,000</b>	<b>60,000</b>	<b>60,000</b>
Change from the previous year in %		100%	0%	0%	0%
<b>Net retained profits of KWS SAAT SE &amp; Co. KGaA in € millions</b>	<b>22</b>	<b>23</b>	<b>23</b>	<b>321</b>	<b>–13</b>
		3%	1%	1291%	–104%
<b>Net income for the year of the KWS Group in € millions</b>	<b>100</b>	<b>104</b>	<b>95</b>	<b>111</b>	<b>108</b>
Change from the previous year in %		4%	–8%	16%	–2%
<b>Average employee compensation per FTE (Germany)</b>	<b>68,413</b>	<b>69,039</b>	<b>72,733</b>	<b>74,636</b>	<b>74,903</b>
Change from the previous year in %		1%	5%	3%	0%

<sup>1</sup> Pursuant to application of Section 162 AktG starting in fiscal 2021/2022, the previous year's figures for Executive Board compensation were not adjusted, but still correspond to the receipts disclosed in accordance with the German Corporate Governance Code (excluding pension costs)

Einbeck, 9. September 2022

On behalf of the Supervisory Board



Dr. Drs. h. c. Andreas J. Büchting

On behalf of the Executive Board



Dr. Hagen Duenbostel



Dr. Felix Büchting



Dr. Peter Hofmann



Eva Kienle



Nicolás Wielandt

## Auditor's Report

To KWS SE

We have audited the attached remuneration report of KWS SE prepared to comply with Sec. 162 AktG for the fiscal year from 1. July 2021 to 30. June 2022 and the related disclosures. We have not audited the content of the disclosures in section “Salient features of the remuneration system for members of the Executive Board of KWS SE, the managing partner of KWS SAAT SE & Co. KGaA” of the remuneration report where they go beyond the scope of Sec. 162 AktG.

### Responsibilities of the executive directors and the supervisory board

The executive directors and supervisory board of KWS are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, the executive directors and supervisory board are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

### Auditor's responsibility

Our responsibility is to express an opinion on this remuneration report and the related disclosures based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report and the related disclosures are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts in the remuneration report and the related disclosures. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the remuneration report and the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report and the related disclosures in order to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the accounting

policies used and the reasonableness of accounting estimates made by the executive directors and supervisory board, as well as evaluating the overall presentation of the remuneration report and the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the fiscal year from 1. July 2021 to 30. June 2022 and the related disclosures comply, in all material respects, with the financial reporting provisions of Sec. 162 AktG. Our opinion on the remuneration report does not cover the content of the above mentioned disclosures of the remuneration report that go beyond the scope of Sec. 162 AktG.

### Other matter – formal audit of the remuneration report

The audit of the content of the remuneration report described in this auditor's report comprises the formal audit of the remuneration report required by Sec. 162 (3) AktG and the issue of a report on this audit. As we are issuing an unqualified opinion on the audit of the content of the remuneration report, this also includes the opinion that the disclosures pursuant to Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects.

### Limitation of liability

The "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]" as issued by the IDW on 1. January 2017, which are attached to this report, are applicable to this engagement and also govern our responsibility and liability to third parties in the context of this engagement.

Berlin, 9. September 2022

Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

von Michaelis	Narttek
Wirtschaftsprüfer	Wirtschaftsprüferin
[German Public Auditor]	[German Public Auditor]

Einbeck, Oktober 2022

**KWS SAAT SE & Co. KGaA**

**The personally liable partner**  
**KWS SE**

**The board**

**KWS SAAT SE & Co. KGaA**

Business address: Grimsehlstr. 31, Postfach 1463, 37555  
Einbeck

Chairman of the supervisory board: Andreas J. Büchting  
Seat: Einbeck

Commercial register: Amtsgericht Göttingen, HRB 205722

Personally liable partner: **KWS SE**

Chairman of the supervisory board: Andreas J. Büchting  
Board: Hagen Duenbostel, Felix Büchting, Peter Hofmann,  
Eva Kienle, Nicolás Wielandt  
Seat: Einbeck

Commercial register: Amtsgericht Göttingen, HRB 205844  
VAT number according to  
§ 27 a Value Added Tax Act: DE 11 476 4376

**KWS SAAT SE & Co. KGaA**  
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