

## **Notice of the Annual Shareholders' Meeting**

### **KWS SAAT SE & Co. KGaA**

Einbeck

- ISIN DE 0007074007 -

- Securities identification number 707400 -

We hereby invite our shareholders to the

#### **Annual Shareholders' Meeting**

**on Tuesday, December 17, 2019, at 11 a.m. Central European Time (CET)**

in the PS.Halle at the PS.SPEICHER, Tiedexer Tor 3, 37574 Einbeck, Germany.

### **Agenda of the Annual Shareholders' Meeting**

1. Presentation of the financial statements of KWS SAAT SE & Co. KGaA (formerly KWS SAAT SE) 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 (formerly KWS SAAT SE) and the KWS Group (Group Management Report) for the fiscal year from July 1, 2018, to June 30, 2019, the Report of the Supervisory Board and the Explanatory Report by the personally liable partner on the disclosures in accordance with Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB); resolution to approve the financial statements of KWS SAAT SE & Co. KGaA (formerly KWS SAAT SE) for the fiscal year from July 1, 2018, to June 30, 2019
2. Resolution on the appropriation of the net retained profit
3. Resolution on the ratification of the acts of the then Executive Board of KWS SAAT SE for the fiscal year 2018/2019
4. Resolution on the ratification of the acts of the then Supervisory Board of KWS SAAT SE for the fiscal year 2018/2019
5. Election of the independent auditor of the financial statements and the independent auditor of the consolidated financial statements for the fiscal year 2019/2020
6. Resolution on approval of the compensation system for members of the Executive Board of the personally liable partner

## Proposed resolutions and explanations on the agenda

### Re item 1 on the agenda:

**Presentation of the financial statements of KWS SAAT SE & Co. KGaA (formerly KWS SAAT SE) 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 (formerly KWS SAAT SE) and the KWS Group (Group Management Report) for the fiscal year from July 1, 2018, to June 30, 2019, the Report of the Supervisory Board and the Explanatory Report by the personally liable partner on the disclosures in accordance with Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB); resolution to approve the financial statements of KWS SAAT SE & Co. KGaA (formerly KWS SAAT SE) for the fiscal year from July 1, 2018, to June 30, 2019**

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

The Supervisory Board gave its consent to the annual financial statements of KWS SAAT SE & Co. KGaA (formerly KWS SAAT SE) as of June 30, 2019, and the annual financial statements of the KWS Group (consolidated financial statements) as of June 30, 2019, both of which were prepared by the personally liable partner, in accordance with Section 171 of the German Stock Corporation Act (AktG). In accordance with Section 286 (1) of the German Stock Corporation Act (AktG), the annual financial statements are approved by the Annual Shareholders' Meeting. Apart from that, the said documents must only be made available to the Annual Shareholders' Meeting, without a further resolution being required for that.

The personally liable partner and the Supervisory Board propose approving the annual financial statements of KWS SAAT SE & Co. KGaA (formerly KWS SAAT SE) for the fiscal year 2018/2019 in the submitted version, which disclose a net retained profit of €22,912,000.00.

### Re item 2 on the agenda:

#### **Resolution on the appropriation of the net retained profit**

The personally liable partner and the Supervisory Board propose utilizing the net retained profit of €22,912,000.00 from the net income of KWS SAAT SE & Co. KGaA for 2018/2019 as follows:

Distribution of a dividend of €0.67 for each of the total of 33,000,000 shares	€22,110,000.00
Net profit brought forward	€802,000.00
<b>Net retained profit</b>	<b>€22,912,000.00</b>

The dividend will be paid on or after December 20, 2019.

**Re item 3 on the agenda:**

**Resolution on the ratification of the acts of the then Executive Board of KWS SAAT SE for the fiscal year 2018/2019**

The Company had the legal form of a Societas Europaea (SE) and operated under the name KWS SAAT SE until the change in legal form took effect on July 2, 2019, i.e. up to the end of fiscal year 2018/2019. Consequently, the Company's business was conducted by the then Executive Board of KWS SAAT SE for the whole of fiscal 2018/2019. The subject matter of this item 3 on the agenda is therefore ratification of the acts of the then Executive Board of KWS SAAT SE.

The personally liable partner and the Supervisory Board propose ratifying the acts of the members of the Executive Board of KWS SAAT SE in 2018/2019 for said fiscal year.

**Re item 4 on the agenda:**

**Resolution on the ratification of the acts of the then Supervisory Board of KWS SAAT SE for the fiscal year 2018/2019**

As stated in item 3 on the agenda, the Company had the legal form of a Societas Europaea (SE) and operated under the name KWS SAAT SE until the change in legal form took effect on July 2, 2019, i.e. up to the end of fiscal year 2018/2019. The subject matter of this item 4 on the agenda is therefore ratification of the acts of the then Supervisory Board of KWS SAAT SE.

The personally liable partner and the Supervisory Board propose ratifying the acts of the members of the Supervisory Board of KWS SAAT SE in 2018/2019 for said fiscal year.

**Re item 5 on the agenda:**

**Election of the independent auditor of the financial statements and the independent auditor of the consolidated financial statements for the fiscal year 2019/2020**

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 2019/2020.

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

**Re item 6 on the agenda:**

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

Section 120 (4) of the German Stock Corporation Act (AktG) specifies that the Annual Shareholders' Meeting of a listed company has the right to approve the compensation system for executive board members. The Annual Shareholders' Meeting of the then KWS SAAT AG (the later KWS SAAT SE) last approved the compensation system for the members of the Executive Board in December 2010. Upon registration of the change in legal form of KWS SAAT SE to KWS SAAT SE & Co. KGaA, KWS SE joined KWS SAAT SE & Co. KGaA as the sole personally liable partner. KWS SE is responsible for conducting the business of KWS SAAT SE & Co. KGaA. Taking into account this structure for its management bodies, the resolution to approve the compensation system now relates to the system of compensation for members of the Executive Board of KWS SE.

The Supervisory Board of KWS SE made adjustments to the existing compensation structure for the Executive Board effective July 2019. The new compensation system for the Executive Board aims to promote sustainable development of the Company. The further developed compensation system for the Executive Board comprises the following components:

1. A basic fixed annual salary
2. A one-year variable payment
3. A multi-year variable payment in the form of an incentive based on the stock price
4. Fringe benefits (in particular pension benefits and benefits in kind)

The gross **basic annual salary** is €375,000. The Chief Executive Officer receives an extra “CEO bonus” of 25% on top of the basic annual salary.

The **one-year variable payment** is dependent on the KWS Group’s earnings performance (“sustained net income”). The assessment period for that is the last three fiscal years before payment of the component. 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 €500,000 before deduction of the one-year variable payment and multi-year variable payment made to the members of the Executive Board. If the KWS Group’s net income exceeds €100 million per annum in two successive years, the maximum one-year variable payment will be increased to €600,000 as from the subsequent fiscal year.

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. The multi-year variable payment may be 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 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. The Company can claim back the one-year variable payment and/or multi-year variable payment (clawback option).

**Fringe benefits**, such as 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 are granted without any modification, as disclosed in the annual Compensation Report (2018/2019 Annual Report, page 62 et seq.).

The further development of the compensation system was accompanied by an independent compensation consultant and is intended to ensure that the compensation approximates existing market levels. In view of that, there was an increase in fixed compensation, coupled with a change in the value of the individual components toward a long-term system, and in particular a clear separation between short-term and long-term oriented compensation and the removal of fringe benefits from the variable compensation. A reinvestment of at least 35% (previously 20%) of its short-term variable compensation in shares of KWS SAAT SE &

Co. KGaA is intended to ensure that the Executive Board is measured to a greater extent by, and has a greater financial stake in, the Company's successful development geared toward long-term earnings.

The personally liable partner and Supervisory Board propose approving this modified compensation system for members of the Executive Board of the personally liable partner KWS SE.

## **Communications to the Annual Shareholders' Meeting**

### **Total number of shares and voting rights:**

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

### **Eligibility to attend the Annual Shareholders' Meeting and exercise voting rights**

#### **Eligibility to attend the Annual Shareholders' Meeting:**

Under Section 15 of the Articles of Association, shareholders shall be eligible to participate in and exercise their voting rights at the Annual Shareholders' Meeting only if they register with the Company before the Annual Shareholders' Meeting and submit proof of their authorization to participate in the Annual Shareholders' Meeting and exercise their voting rights. 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 26, 2019 (the date by which proof has to be furnished)**. The registration and written proof from the custodial institute in German or English of the shareholder's ownership of the shares must be received by the Company at the latest by **midnight (CET) on December 11, 2019**, at the following address:

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

After the registration and proof of the shareholding have been received, the registration office will send a combined admission ticket and voting card for the Annual Shareholders' Meeting to the shareholders or the authorized agents appointed by them. So as to ensure that they receive the combined admission ticket and voting card in good time, we ask shareholders to request an admission ticket to take part in the Annual Shareholders' Meeting from their custodial institute as soon as possible. In this case, the custodial institute will perform the necessary registration work and furnish proof of the shareholding.

Only persons who have furnished the special proof of their shareholding shall be regarded as shareholders by the Company and be eligible to take part in the meeting or exercise their voting right.

Their authorization to attend or the number of votes they are entitled to cast is based solely on their shareholding on the date by which proof has to be furnished. The date by which proof has to be furnished does not constitute a cutoff date after which shares are not allowed to be sold. The authorization of shareholders to attend the meeting or the number of votes they are entitled to cast is based solely on their shareholding on the date by which proof has to be furnished, even if they sell all or part of their shares after that date. The same shall apply to shares purchased after that date. Persons who do not hold any shares on the date

by which proof has to be furnished and do not become shareholders until after that date are entitled to attend or vote in accordance with their shareholding only if they obtain power of attorney or are granted authorization to exercise these rights. The date by which proof has to be furnished is of no significance regarding entitlement to dividends.

We wish to uphold the tradition of holding the Annual Shareholders' Meeting at Einbeck. We ask you to appreciate that, owing to the large number of registrations we again anticipate for our Annual Shareholders' Meeting, we can only issue a maximum of two admission tickets per shareholder.

## **Procedure for voting by proxy through an authorized agent**

Shareholders who are eligible to take part in and vote at the Annual Shareholders' Meeting, but do not wish to attend in person, can also have their voting rights exercised by an authorized agent, such as a bank or an association of shareholders. This authorization must be granted and revoked, and proof of it furnished to the Company, in written form.

Proof that power of attorney has been granted can be furnished, for example, by the authorized agent presenting the power of attorney upon admission on the day of the Annual Shareholders' Meeting or by the proof being sent by post, fax or e-mail to the following address:

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

The above means of communication can also be used if power of attorney is granted by a declaration being issued to the Company; in this case, special proof that power of attorney has been granted is not necessary. The above means of communication can also be used to inform the Company directly that powers of attorney have been revoked.

Shareholders who wish to be represented by an authorized agent are asked to use the power of attorney form printed on the combined admission ticket and voting card. The power of attorney form can also be downloaded from the Company's Internet site at **[www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting)**. It can additionally be requested from the above address of the Company – KWS SAAT SE & Co. KGaA, c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen, fax +49 96 28 92 99 871, e-mail: [Hauptversammlung@kws.com](mailto:Hauptversammlung@kws.com) – by post, fax or e-mail.

Special requirements may apply if power of attorney is issued to a bank, an association of shareholders or persons covered by Section 135 (8) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) or another equivalent institute or company as defined in Section 135 (10) in conjunction with Section 125 (5) and Section 278 (3) of the German Stock Corporation Act (AktG), as well as to revocation and proof of such power of attorney; shareholders are requested in such a case to contact the authorized agent in good time to agree on the form of the power attorney that agent may require.

In addition, we offer shareholders who are eligible to attend and vote the option of having a proxy named by KWS SAAT SE & Co. KGaA to exercise their voting rights on their behalf and in accordance with their instructions. For this to be possible, a power of attorney and instructions on how to exercise the voting rights must be issued for the proxies named by the Company. The proxies named by the Company are not authorized to exercise the voting rights if they have not been given instructions on how to vote by the shareholders. The proxies named by the Company are obliged to vote in accordance with the instructions issued to them. The power of attorney and instructions must be issued in written form. The

form for granting power of attorney and specifying instructions is printed on the combined admission ticket and voting card and is thus sent out to properly registered shareholders along with the combined admission ticket and voting card. A form can also be downloaded from the Company's Internet site at [www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting). It can additionally be requested from the following address – KWS SAAT SE & Co. KGaA, c/o C-HV AG, Gewerbepark 10, 92289 Ursensollen, fax +49 96 28 92 99 871, e-mail: [Hauptversammlung@kws.com](mailto:Hauptversammlung@kws.com) – by post, fax or e-mail.

The power of attorney and instructions for a proxy named by the Company must be sent to the Company in writing at the address below:

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

Shareholders who wish to authorize a proxy named by the Company are requested to send the power of attorney along with their instructions on how to vote by post, fax or e-mail to the above address so that they are received by the Company by **12:00 noon (CET) on December 16, 2019**, at the latest.

You can find more details on issuing a power of attorney and instructions to the proxies named by the Company on the relevant forms.

## Rights of shareholders

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

Shareholders whose combined stake constitutes a pro-rata share of the capital stock of 500,000 euros (or 166,667 shares) can request that items be put on the agenda and published. In this case, the shareholders must prove that they have held the shares for at least 90 days before the date on which the request is received and that they hold the shares until a decision on the motion is taken by the personally liable partner. Reasons or a proposed resolution must be submitted with each new item on the agenda.

The request must be sent in writing to the personally liable partner as the Company's representative body and be received by the Company at least 30 days before the Annual Shareholders' Meeting, i.e. by **midnight (CET) on November 16, 2019**, at the latest. We ask you to send such requests to the following address:

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

Unless they have already been published in the notice convening the Annual Shareholders' Meeting, any requests for additions to the agenda in accordance with Section 122 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) that are received by the Company by the due time will be published in the Federal Official Gazette as soon as they are received and will be sent for publication to media of which it can be assumed that they will disseminate the information throughout the European Union. They shall also be made available as soon as they have been received by the Company on the Internet site [www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting) and will be communicated to shareholders.

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

Countermotions by shareholders against one or more proposals by the personally liable partner and/or the Supervisory Board on a specific item or several items on the agenda in accordance with Section 126 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) and nominations in accordance with Section 127 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) must be sent only to the following address:

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

Countermotions and nominations sent to another address will be ignored.

Countermotions that are submitted by shareholders to resolutions proposed on items on the agenda and are received by the Company at the above address by no later than **midnight (CET) on December 2, 2019**, will be published without undue delay on the Company's Internet site at **www.kws.com/shareholders-meeting**, along with the name of the shareholder, any reasons for them and any statement by management. Section 126 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) specifies reasons where a countermotion and its reasons do not have to be disclosed. They are stated on the Company's Internet site at **www.kws.com/shareholders-meeting**. Countermotions are considered to have been filed only if they are put forward during the Annual Shareholders' Meeting. The right of every shareholder to put forward countermotions on different items on the agenda during the Annual Shareholders' Meeting without sending them to the Company beforehand remains unaffected.

The above comments, including the deadline for publishing nominations (receipt of them by no later than **midnight (CET) on December 2, 2019**) shall apply analogously to a nomination by a shareholder for the appointment of the independent auditor in accordance with Section 127 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG); the reasons for the nomination do not have to be given. In addition, the personally liable partner does not have to publish the nominations in accordance with Section 127 Sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) if the nomination does not include the name of the nominated person and his or her profession and place of residence.

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

At the Annual Shareholders' Meeting, every shareholder and shareholder representative can demand information on the Company's affairs from the personally liable partner, provided this information is required to permit proper assessment of the item on the agenda. The obligation to provide information also covers 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. Requests for information must be submitted orally when the item on the agenda is under discussion.

The personally liable partner can refuse to disclose information under certain conditions, which are defined in more detail in Section 131 (3) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG). A detailed presentation of the conditions under which the personally liable partner can refuse to disclose information can be found on the Company's Internet site at [www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting).

## **Further explanations**

Further details of the rights of shareholders under Section 122 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), Sections 126 (1) and 127 of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG), and Section 131 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 278 (3) of the German Stock Corporation Act (AktG) can be obtained at the Company's Internet site at [www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting).

## **Reference to the Company's Internet site**

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

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

## **Information on data protection**

As the controller within the meaning of Article 4 (7) of Regulation (EU) 2016/679 of 27 April 2016 ("General Data Protection Regulation"; hereinafter "GDPR"), KWS SAAT SE & Co. KGaA (the "Company") processes personal data (in particular the name, address, e-mail address, the number of shares, their class, type of ownership of them, the number of the admission ticket and, if applicable, the name of the shareholder representative authorized by the shareholder in question) on the basis of prevailing data protection regulations so as to enable shareholders and shareholder representatives to exercise their rights at the Annual Shareholders' Meeting. If shareholders or shareholder representatives contact the Company, the Company also processes personal data required to handle any requests (such as the contact data, e.g. e-mail address or phone number, given by the shareholder or shareholder representative).

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

The Company is legally obliged to hold the Annual Shareholders' Meeting in accordance with the provisions of the German Stock Corporation Act (AktG). It is absolutely necessary for the personal data of shareholders to be processed so that they can take part in the Annual Shareholders' Meeting. The personal data of shareholders is processed for the purpose of registration for the Annual Shareholders' Meeting, creating the list of participants and voting

right forms, drawing up the minutes on the Annual Shareholders' Meeting, and fulfilling the Company's obligations under the German Stock Corporation Act (AktG) after the Annual Shareholders' Meeting. The Company may also process personal data in relation to motions, questions, nominations and requests by shareholders or shareholder representatives in connection with the Annual Shareholders' Meeting. The personal data is also processed for statistical purposes, such as to present the changes in shareholder structure or trading volumes.

The legal basis for processing the personal data is Article 6 (1) sentence 1 point (c), Article 6 (1) sentence 1 point (f) and Article 6 (4) GDPR. Data will be processed on the basis of Article 6 (1) sentence 1 point (f) GDPR for the above purposes, in particular for statistical purposes and to safeguard the above interests.

In principle, personal data is not transferred to third parties by the Company. By way of exception, third parties commissioned with helping to stage the Annual Shareholders' Meeting are provided by the Company with personal data that is required for the commissioned service to be performed. They process the data solely in accordance with the Company's instructions. Such third parties are, for example, service providers for annual shareholders' meetings, such as annual shareholders' meeting agencies, attorneys or auditors. All employees of the Company and employees of the engaged service providers who have access to and/or process personal data are obligated to treat that data confidentially. Apart from that, personal data of shareholders and shareholder representatives who take part in the Annual Shareholders' Meeting can be viewed (in particular in the list of participants) in accordance with statutory regulations. The Company may also be obliged to transmit personal data of shareholders and shareholder representatives to further recipients, such as public authorities in order to fulfill statutory reporting obligations.

The personal data is stored in accordance with statutory obligations and so as to avoid any risks of liability, and is then erased in compliance with statutory regulations, in particular if the personal data is no longer necessary for the original purposes for which it was collected or processed, the data is no longer needed in connection with any administrative procedures or court proceedings, and there are no statutory obligations to retain it.

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

These rights can be exercised via-à-vis the Company free of charge by contacting it at:

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

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

Shareholders and shareholder representatives can contact our company Data Protection Officer at:

KWS SAAT SE & Co. KGaA

Datenschutzbeauftragter

Grimsehlstr. 31

Postfach 1463

37555 Einbeck

E-mail address: [datenschutz@kws.com](mailto:datenschutz@kws.com)

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

Addressee: Boris Reibach

Information on data protection can also be found at the Company's Internet site at **[www.kws.com/shareholders-meeting](http://www.kws.com/shareholders-meeting)**.

The Notice of the Annual Shareholders' Meeting was published in the Federal Official Gazette on November 5, 2019.

Einbeck, November 2019

**KWS SAAT SE & Co. KGaA**  
**The personally liable partner**  
**KWS SE**  
**The Executive Board**

H. Duenbostel

L. Broers

F. Büchting

P. Hofmann

E. Kienle