



Compliance Declaration 2016/2017 in Accordance with Section 161 AktG (German Stock Corporation Act)

The Executive Board and the Supervisory Board of KWS SAAT SE declare, in compliance with Section 161 AktG (German Stock Corporation Act), that the company has complied with the recommendations of the German Corporate Governance Code in the version dated May 5, 2015, since the last compliance declaration in October 2015, and does now comply, and will comply with them in the future, with the following exceptions:

In accordance with Clause 4.2.2 (2) Sentence 3 of the German Corporate Governance Code, the Supervisory Board shall consider the relationship between the compensation of the Executive Board and that of senior management and the workforce overall, particularly in terms of its development over time, whereby the Supervisory Board shall determine how senior managers and the relevant staff are to be differentiated. This recommendation is not complied with, since the compensation of the Executive Board, senior management and staff is based on variable criteria that defy rigid definition. These criteria include not only generally applicable yardsticks such as degree of responsibility, tasks, personal performance, expertise and the like for the Executive Board, but also the company's economic situation, success and future prospects.

In accordance with Clause 5.4.1 (2) Sentence 1 of the German Corporate Governance Code, the Supervisory Board is to set a limit on the length of time members can serve on the Supervisory Board. This recommendation is not complied with, since in a business with a tradition of family ownership like KWS it would significantly restrict the rights of the family shareholders, who hold a majority stake in the company.

Clause 7.1.2 Sentence 4 of the German Corporate Governance Code states that the consolidated financial statements shall be publicly accessible within 90 days of the end of the fiscal year and interim reports within 45 days of the end of the reporting period. KWS SAAT SE publishes its consolidated financial statements and interim reports within the period of time defined in the regulations for the Prime Standard of the German Stock Exchange. The company's seasonal course of business means that it cannot ensure compliance with the recommended periods in the German Corporate Governance Code.

Einbeck, October 2016

The Supervisory Board

The Executive Board

The translation of the original German version of the Declaration regarding Corporate Governance has been prepared for the convenience of our English-speaking shareholders. The German version is legally binding.