

# Compliance declaration in accordance with Section 161 AktG (German Stock Corporation Act)

The Executive Board and Supervisory Board of KWS SAAT AG declare in compliance with Section 161 AktG (German Stock Corporation Act) that – with the following exceptions – the company has complied with the recommendations of the German Corporate Governance Code in the version dated June 18, 2009, since the last compliance declaration on October 28, 2009, and has complied, does now comply, and will comply in the future with the recommendations of the German Corporate Governance Code in the version dated May 26, 2010.

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KWS SAAT AG 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. It does not comply with the recommended deadlines of 90 and 45 days respectively in Clause 7.1.2 of the German Corporate Governance Code because of the seasonal course of its business.

KWS SAAT AG's Articles of Association do not foresee shareholders casting their ballots without taking part in the Annual Shareholders' Meeting, either by postal ballot or in the form of electronic communications (postal ballot, DCGK, see Section 2.3). To exercise their voting rights at the Annual Shareholders' Meeting on December 16, 2010, shareholders who will not attend in person can have their votes cast by a proxy of the company.

Einbeck, October 2010

The Supervisory Board

The Executive Board