

Compliance declaration in accordance with -section 161 AktG (German Stock Corporation Act)

2014/2015

The Executive Board and the Supervisory Board of KWS SAAT SE declare in compliance with Section 161 AktG that the company has complied with the recommendations of the German Corporate Governance Code in the version dated June 24, 2014, since the last compliance declaration in -October 2014, and with the recommendations of the German Corporate Governance Code in the version dated May 5, 2015, since its publication in the official section of the Federal Official Gazette, and does now comply and will comply with them in the future, with the following exceptions:

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 SAAT SE it would significantly restrict the rights of the family shareholders, who hold a majority stake in the company.

In accordance with Clause 5.4.3 Sentence 1 of the German Corporate Governance Code, elections to the Supervisory Board are to be made on an individual basis. The shareholder representatives of the first

Supervisory Board of KWS SAAT SE were -appointed in accordance with Article 40 (2) Sentence 2 of the Council Regulation on the Statute for a European Company pursuant to the Articles of Association. This did not entail any change in the persons representing the shareholders; their term of office as members of the Supervisory Board of KWS SAAT SE will also not exceed their remaining term for which they held their seats at the former KWS SAAT AG. The recommendation in Clause 5.4.3 Sentence 1 of the German Corporate Governance Code is to be fully complied with again in the future.

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 2015

The Supervisory Board

The Executive Board