

KWS SAAT SE & Co. KGaA: Release of a capital market information

KWS SAAT SE & Co. KGaA / share buyback program

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Disclosure in accordance with Article 5 paragraph 1 a) of Regulation (EU) 596/2014 and Article 2 paragraph 1 of Delegated Regulation (EU) 2016/1052

On October 30, 2019, the Executive Board of the personally liable partner KWS SE adopted a resolution for KWS SAAT SE & Co. KGaA (ISIN DE0007074007) to acquire shares in its own company for its Employee Stock Program in accordance with Section 71 (1) No. 2 of the German Stock Corporation Law (AktG). The sole purpose of acquiring the shares is to fulfill obligations from the Employee Stock Program within the meaning of Art. 5 paragraph 2 c) of Regulation (EU) No. 596/2014.

The shares will be bought back in accordance with the safe harbor regulations of Article 5 of Regulation (EU) 596/2014 in conjunction with Commission Delegated Regulation (EU) 2016/1052.

The buy-back is to be conducted in the period January 9, 2020, to February 28, 2020, the subscription period for employees will end on January 23, 2020. The maximum number of shares to be bought back will be determined by the number actually needed to issue shares to employees and is limited to 2500 shares per employee. No more than a total of 125,000 own shares are to be bought back. In addition, the total purchase price for the shares to be acquired under the share buy-back program is limited to 7.5 million euros (excluding ancillary acquisition costs).

The buy-back program is to be conducted by a bank, which will decide on the precise time at which shares in the company are acquired within the above-stated period, independently and uninfluenced by the company. Among other things, the bank will also undertake toward the company to comply with the conditions for trading specified in Article 3 of Delegated Regulation (EU) 2016/1052 of 8 March 2016.

The buy-back of shares is to take place exclusively via the stock exchange in a manner that protects the share price. The maximum purchase price per acquired share (excluding ancillary acquisition costs) shall not be more than 5 percent above or more than 5 percent below the market price of the KWS SAAT SE & Co. KGaA share in Xetra trading on the Frankfurt Stock Exchange as determined by the opening auction on the trading day. In addition, in accordance with the trading terms and conditions set out in Art. 3 of the Delegated Regulation (EU) No. 2016/1052 of the Commission, no purchase price will be paid which is higher than the purchase price of the last independent trade on the stock exchange on which the purchase is carried out or the last highest independent purchase bid on the stock exchange on which the purchase is carried out, which shall also apply if the shares are traded on different trading venues; the higher of the two values shall be relevant. According to the Delegated Regulation (EU) No. 2016/1052 of the Commission, no more than 25% of the average daily volume of the shares traded on the stock exchange on which the purchase is carried out will be acquired on any given day; the average volume of the shares traded will be calculated on the basis of the average daily volume traded during the 20 trading days preceding the date of purchase.

The share buyback may be suspended and resumed at any time in accordance with the applicable legal requirements.

Information on the transactions relating to the buy-back program will be adequately disclosed publicly in a manner complying with the requirements of Article 2 paragraph 3 sentence 1 in conjunction with paragraph 2 of Delegated Regulation (EU) 2016/1052 of 8 March 2016 no later than the end of the seventh daily market session following the date of execution of such transactions.

In accordance with Article 2 paragraph 3 sentence 2 of Delegated Regulation (EU) 2016/1052 of 8 March 2016, the company will also post the disclosed transactions on its website (www.kws.de) in the section "Investor Relations" and keep that information available to the public for at least a 5-year period from the date of adequate public disclosure.