

Convenience Translation

Annual Shareholders' Meeting of KWS SAAT SE on December 14, 2017

I. Current version of Section 12 of the Articles of Association KWS SAAT SE:

„Section 12

12.1 The members of the Supervisory Board shall receive a fixed payment of €28,000.00 for their activity.

12.2 In addition, the members of the Supervisory Board shall receive for their work an annual payment based on the Company's long-term performance of €400.00 for each full €0.10 by which the average net income per share before minority interests, as disclosed by the consolidated financial statements for the fiscal year for which the payment is to be made and for the previous two fiscal years, exceeds €4.00. However, this amount can be at most the amount of the fixed payment stated in (1).

12.3 The Chairperson of the Supervisory Board shall receive three times and the Deputy Chairperson one-and-a-half times the payments specified in (1) and (2). This payment discharges their work on the committees of the Supervisory Board.

12.4 Members of the Committee for Executive Board Affairs of the Supervisory Board shall receive an additional fixed annual payment of €5,000.00 each and members of the Audit Committee of the Supervisory Board an additional fixed annual payment of €10,000.00 each. Instead of said payment, the Chairperson of the Audit Committee shall receive an additional fixed annual payment of €25,000.00. The Chairperson of the Supervisory Board and the Deputy Chairperson shall not receive any additional payment for their work on committees.

12.5 If a person is a member of the Supervisory Board or a committee or holds the office of Chairperson or Deputy Chairperson of the Supervisory Board or Chairperson of a committee for only part of the fiscal year or if a fiscal year is shorter than the calendar year, the payment defined in (1) to (4) shall be granted only on a pro rata temporis basis.

12.6 The fixed payment shall be payable in each case at the end of the fiscal year and the performance-related payment in each case at the end of the Annual Shareholders' Meeting that adopts a resolution in favor of ratification of the acts of the Supervisory Board for the fiscal year in question.

12.7 Members of the Supervisory Board shall also receive reimbursement of their expenses and the value-added tax due on their payment and on their expenses.

12.8 The Company shall be authorized to take out a D&O insurance policy and a legal expenses insurance policy for the members of the Supervisory Board to a reasonable scope, at market conditions and at the cost of the Company.“

II. Proposal on the amendment of Section 12 of the Articles of Association

KWS SAAT SE:

“Section 12

12.1 The members of the Supervisory Board shall receive a fixed annual payment of ~~€~~60,000 for their work. The Chairman shall receive three times and the Deputy Chairman one-and-a-half times said amount. The work on committees is to be separately reimbursed, whereas the Chairman of the Supervisory Board shall not receive additional compensation for his or her work on committees.

12.2 Members of the Supervisory Board who are members of a committee shall receive an additional payment of €10,000 therefor. The Chairman of a committee shall receive two times said amount. The additional compensation for members of the Audit Committee shall be €20,000. The Chairman of the Audit Committee shall receive three times said amount. Additional compensation shall be owed only for participation in one committee, namely at the amount that is the highest to which the member in question is entitled for his or her work on a committee.

12.3 If a person is a member of the Supervisory Board or a committee or holds the office of Chairperson or Deputy Chairperson of the Supervisory Board or Chairperson of a committee for only part of the fiscal year or if a fiscal year is shorter than the calendar year, the payment defined in 12.1 and 12.2 shall be granted only on a pro rata temporis basis.

12.4 The compensation shall be due and payable at the end of the fiscal year.

12.5 Members of the Supervisory Board shall also receive reimbursement of their expenses and the value-added tax due on their payment and on their expenses.

12.6 The Company shall be authorized to take out a D&O insurance policy and a legal expenses insurance policy for the members of the Supervisory Board to a reasonable scope, at market conditions and at the cost of the Company.”