

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

I. The Executive Board and Supervisory Board of KWS SAAT AG declare in compliance with section 161 AktG (German Stock Corporation Act) that – with the exception of the points stated under II – the company has complied with the recommendations of the German Corporate Governance Code in the version dated June 12, 2006, since the last compliance declaration on October 30, 2006, 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 June 14, 2007, which was published on July 20, 2007, in the Electronic Federal Gazette.

II. During the 2006/2007 fiscal year, KWS SAAT AG did not implement the following provisions of the code and/or will not implement them:

The deductible recommended by clause 3.8 in the D&O insurance coverage for the Supervisory and Executive Boards has not been provided for to date.

An Audit Committee in conformance with clause 5.3.2 has not been established to date. Instead, regular and intensive discussions are conducted between the Chairman of the Supervisory Board, the Executive Board and the statutory auditors, with the result that the Supervisory Board was able to conduct a careful and effective examination of the financial statements. The Supervisory Board intends to establish such an Audit Committee following the election of the new Supervisory Board at the Annual Shareholders' Meeting on December 13, 2007.

In compliance with section 5.4.4, it shall not be the rule for the former Chairman of the Executive Board to become Chairman of the Supervisory Board. Nevertheless, the current Chairman of the Executive Board of KWS SAAT AG, Dr. Dr. h.c. Andreas J. Büchting, will be a candidate for election to the Supervisory Board at the coming Annual Shareholders' Meeting. It is envisaged that he will take over as Chairman of this body. Dr. A. Büchting, who has managed

the company since 1978, has many years of extensive experience in the very specialized sector of plant breeding, and his election is thus a logical step. Moreover, it accords with the character and interests of a company with a family ownership tradition for representatives of the families to be involved in influential positions.

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 Deutsche Börse. Observance of the recommended deadlines of 90 and 45 days respectively in clause 7.1.2 is not ensured because of the seasonal course of business.

Einbeck, October 30, 2007

The Supervisory Board      The Executive Board