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**Corporate Governance**

## **Compliance declaration in accordance with Section 161 AktG (German Stock Corporation Act) 2013/2014**

The Executive Board and the Supervisory Board of KWS SAAT AG declare in compliance with Section 161 AktG (German Stock Corporation Act) that the company has complied with the recommendations of the German Corporate Governance Code in the version dated May 13, 2013, since the last compliance declaration in October 2013, and with the recommendations of the code in the version dated June 24, 2014, 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 5.4.3 Sentence 1 of the German Corporate Governance Code, elections to the Supervisory Board are to be made on an individual basis. The Supervisory Board and the Executive Board will propose to the Annual Shareholders' Meeting that the company be converted into a European Company (SE), with the shareholder representatives of the first Supervisory Board of KWS SAAT SE being appointed pursuant to the Articles of Association in accordance with Article 40 (2) Sentence 2 of the Council Regulation on the Statute for a European Company. There is not to be any change in the persons representing the shareholders as a result of the conversion; the term of office for members of the first Supervisory Board of KWS SAAT SE is also not to exceed their remaining term for which they hold their seat on the Supervisory Board at KWS SAAT AG.

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 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. The company's seasonal course of business means that it cannot ensure compliance with the periods recommended in the German Corporate Governance Code.

Einbeck, October 2014

The Supervisory Board

The Executive Board

The translation of the original German version of the Declaration regarding Corporate Governance has been prepared for the convenience of our English-speaking shareholders. The German version is legally binding.

