



## **Detailed explanations on the rights of shareholders**

Ordinary Annual General Meeting of K+S Aktiengesellschaft  
on Wednesday, May 12, 2021, 10:00 a.m.,  
which, due to the COVID-19 pandemic, will be held as a  
virtual Annual General Meeting without the physical  
presence of shareholders or their proxies.



## Amending items to the agenda

Shareholders, whose shares jointly amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000, may request in writing or in electronic form according to Section 126a of the German Civil Code (BGB) (i.e. with qualified electronic signature), stating the purpose and the reasons, that items are included on the agenda and published. Each new item must be accompanied by an explanation or a draft proposal. The demand shall be addressed to the Board of Executive Directors. Petitioners are required to prove that they have held the shares for at least 90 days before the day the request was received and that they will continue to hold the shares until a resolution of the Board of Executive Directors about the request has been rendered. Requests to amend items to the agenda must be received by the Company at least 30 days prior to the meeting, i.e. by midnight on Sunday, April 11, 2021. We kindly ask you to send any requests for amendments to the following address:

K+S Aktiengesellschaft  
Investor Relations  
Bertha-von-Suttner-Straße 7  
34131 Kassel, Germany  
E-mail: [hauptversammlung@k-plus-s.com](mailto:hauptversammlung@k-plus-s.com) (qualified electronic signature)

## Underlying statutes:

### Section 70 of the German Stock Corporation Act (hereinafter AktG):

"If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, or an enterprise operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Loan Associations Act."

### Section 121 (7) AktG:

"In terms of deadlines and dates which are calculated back from the date of the Meeting, the day of the Meeting itself shall not be included in the calculation. Adjourning the Meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline."

### Section 122 (1) AktG:

"The Annual General Meeting shall be convened if shareholders, whose shares in aggregate amount to at least one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons for such meeting; this demand shall be addressed to the Board of Executive Directors. The Articles of Association may make the right to request the convening of the Annual General Meeting subject to a different form and to the holding of a lower proportion of the share capital. The petitioners must furnish evidence that they have been the holders of the shares for at least 90 days prior to the date of receiving the request and will continue to hold the shares until a resolution of the Board of Executive Directors on the petition is rendered. Section 121 (7) shall apply accordingly."



### **Section 122 (2) AktG:**

"In the same manner, shareholders whose shares in aggregate amount to at least one-twentieth of the share capital or the proportionate amount of EUR 500,000 may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 must be received by the Company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be taken into account."

### **Countermotions or, as the case may be, nominations**

Each shareholder has the right to submit a countermotion to a proposal of the Board of Executive Directors and/or Supervisory Board on a specific item of the Agenda. A countermotion may be submitted under the conditions set out in Section 126 (1) and (2) of the German Stock Corporation Act (AktG) on the Company's website, provided that it is received by the Company at the address published below no later than midnight, April 27, 2021.

Each shareholder may also submit to the Company a nomination for the election of Supervisory Board members or auditors under the conditions set out in Section 127 of the German Stock Corporation Act (AktG). Under the conditions of Sections 127, 126 (1) and (2) of the German Stock Corporation Act (AktG), an election proposal shall be made available on the Company's website if it is received by the Company at the address published below no later than midnight on April 27, 2021.

We will make countermotions or nominations, available online at [www.kpluss.com/agm](http://www.kpluss.com/agm) provided they meet the legal requirements. Any comments by the management will also be made available under the aforementioned Internet address.

Countermotions and nominations from shareholders must be sent to:

K+S Aktiengesellschaft  
Investor Relations  
Bertha-von-Suttner-Straße 7  
34131 Kassel, Germany  
Telefax: +49 561 9301-2425  
E-mail: investor-relations@k-plus-s.com

Motions and submitting nomination to be made accessible shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting (Section 1 (2) Sentence 3 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic (hereinafter "COVID-19 Act")). Voting rights on motions or election proposals may only be exercised electronically via the Online Service. This does not affect the right of the Chairman of the Meeting to vote first on the proposals of the administration as part of the voting process.

### **Underlying statutes:**

#### **Section 126 AktG:**

"(1) Motions by shareholders, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the entitled persons referred to in Section 125 (1) to (3) under the conditions set out therein if the shareholder has sent a countermotion to



a proposal by the Board of Executive Directors and the Supervisory Board on a specific item on the agenda, together with the grounds, to the address specified for this purpose in the notice convening the Meeting at least 14 days before the Annual General Meeting of the Company. The day of receipt shall not be counted. In the case of listed companies, such notification shall be made available on the Company's website. § Section 125 (3) shall apply accordingly."

(2) A counter motion and its substantiation do not need to be made available,

1. to the extent that the Board of Executive Directors would render itself liable to prosecution by making it accessible,
2. if the counter motion would lead to a resolution of the Annual General Meeting that would be illegal or violate the Articles of Association,
3. if the substantiation contains statements that are manifestly false or misleading in material respects or if it contains slander,
4. if a counter motion of the shareholder based on the same facts has already been made available with respect to a General Meeting of the Company pursuant to Section 125,
5. if the same counter motion of the shareholder with essential identical substantiation was made available during the last five years to at least two Annual General Meeting of the Company pursuant to Section 125 and if at the Annual General Meeting less than one twentieth of the represented share capital had voted in favour of it,
6. if the shareholder indicates that he will not attend and not be represented at the Annual General Meeting, or
7. if the shareholder has within the past two years at two General Meetings failed to propose or cause to be proposed on his behalf a counter motion submitted by him.

The substantiation does not need to be made available, if it amounts to more than 5,000 characters overall.

(3) If several shareholders propose counter-motions in respect to the same item to be resolved, the management board may combine the counter-motions and their substantiations."

#### **Section 127 Sentences 1 to 3 AktG:**

"Section 126 applies analogously to a shareholder's proposal for the election of Supervisory Board members or auditors. The election proposal does not need to be substantiated. The Board of Executive Directors is also not obliged to make the election proposal available if the proposal does not contain the information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5."

#### **Section 124 (3) Sentence 4 AktG:**

"The proposal for the election of Supervisory Board members or auditors must state their name, practiced profession, and place of residence."

#### **Section 1 (2) Sentence 2 COVID-19 Act:**

"The Board of Executive Directors decides at its due and free discretion how to answer the questions; it may also require that questions are to be submitted electronically no later than one days before the Meeting. Motions or nominations by shareholders that are required to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be



deemed to have been made at the Meeting if the shareholder making the motion or submitting the nomination is duly authorized and registered for the Annual General Meeting."

## **Information right / Raising objections**

Shareholders have no right to information pursuant to Section 131 AktG. Shareholders who are duly registered or their proxies have the right to submit questions via the Online Service no later than one day before the Annual General Meeting, i.e. no later than May 10, 2021, by midnight. Any other form of submission is excluded. No questions may be submitted or asked thereafter or during this Annual General Meeting.

The Online Service can be reached on the K+S Shareholders' Portal at [www.kpluss.com/agm](http://www.kpluss.com/agm).

The Board of Executive Directors decides at its own dutiful discretion how to answer questions submitted. In answering questions, the Board of Executive Directors reserves the right to state the name of the shareholder or shareholder representative, unless the shareholder or shareholder representative has objected.

Duly registered shareholders or their proxies may, from the beginning to the end of the virtual Annual General Meeting, declare objections to resolutions of the Annual General Meeting by electronic means via the Online Service for the notary's minutes, Section 1 (2) no. 4 COVID-19 Act.

## **Underlying statutes:**

### **Section 1 (2) COVID-19 Act**

"(2) The Board of Executive Directors can decide that the Meeting is held without the physical presence of the shareholders or their representatives as a virtual Annual General Meeting, provided

1. the entire meeting is transmitted via audio and video,
2. shareholders can vote via electronic communication (postal vote or electronic participation) and grant power of attorney,
3. shareholders are granted the opportunity to ask questions electronically,
4. shareholders who have exercised their voting rights in accordance with no. 2, in deviation from Section 245 no. 1 of the German Stock Corporation Act and waiving the requirement to appear at the Annual General Meeting, are given the opportunity to object to a resolution of the Annual General Meeting.

The Board of Executive Directors decides at its due and free discretion how to answer the questions; it may also require that questions are to be submitted electronically no later than one days before the Meeting. Motions or nominations by shareholders that are required to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the Meeting if the shareholder making the motion or submitting the nomination is duly authorized and registered for the Annual General Meeting."



Kassel, Germany, March 2021

The Board of Executive Directors  
K+S Aktiengesellschaft  
With registered seat in Kassel