



## **Explanation of the attendance of the virtual Annual General Meeting, postal and proxy voting**

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.



Dear Shareholders,

We are pleased about your interest in the Annual General Meeting of K+S Aktiengesellschaft on 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.

A prerequisite for your participation in the Annual General Meeting and the exercise of voting rights, for voting by postal vote and the authorization of a third party or the authorization of the Company's proxies in accordance with instructions is that you have registered for the Annual General Meeting by midnight on May 5, 2021, as described under item 1 below, and are entered in the share register for the shares registered. The shareholding entered in the share register on May 6, 2021, midnight, is decisive for the exercise of rights, in particular voting rights, as no changes are made to the share register between this time and the end of the Annual General Meeting.

The shares are not blocked by the registration for the Annual General Meeting; shareholders can therefore continue to freely access their shares even after the registration has been completed.

## 1 Registration

You can register via the Online Service, accessible on the K+S Shareholders' Portal at the website [www.kpluss.com/agm](http://www.kpluss.com/agm) (see item 1.1) or through a registration form by mail, fax or e-mail (see item 1.2).

If you register via the Online Service for the e-mail dispatch of the Annual General Meeting documents for subsequent years and therefore support us in reducing the environmental impact and costs, you will automatically be entered into a draw for 20 K+S Fanshop vouchers of € 50.00 each.

### 1.1 Registration by using the Online Service

Shareholders of K+S Aktiengesellschaft have the opportunity to register for the Annual General Meeting via the Online Service, exercise their voting rights by postal vote or be represented by proxy and, if necessary, by issuing instructions. You can submit and/or change postal votes up to immediately before the start of voting in the virtual Annual General Meeting on May 12, 2021, i.e. up to the end of the deadline set by the Chairman of the Meeting for this purpose. The same applies to issuing and/or amending instructions to the proxies of the Company.

For access to the Online Service, you will need your shareholder number and the corresponding access password. All shareholders will receive the shareholder number with the invitation letter to the Annual General Meeting. Those shareholders who have already entered an access password of their own choice in the K+S Shareholders' Portal must use this password accordingly. All other shareholders who are listed in the share register will additionally receive a corresponding access password with the letter of invitation to the Annual General Meeting. If you are entered in the share register with more than one shareholder number, you will need a separate access password for each shareholder



number; you must register separately for each shareholder number using the Online Service.

The staff of our telephone hotline will also be pleased to help you at +49 89 21 129 776, Monday to Friday from 9:00 a.m. to 5:00 p.m.

You will find further explanations on the use of the K+S Shareholder Portal under item 5.

## 1.2 Registration by registration form

A registration form will be sent to all shareholders entered in the share register with the letter of invitation to the Annual General Meeting. If you do not wish to register for the Annual General Meeting via the Online Service (see items 1.1 and 5), please submit the completed form to:

K+S Aktiengesellschaft  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich, Germany  
Fax: +49 89 889 6906-33  
E-mail: k-plus-s-hv2021@better-orange.de

Please complete only the front or back of the form.

You have the options to

- register yourself or an authorized person of your choice on the front side (please note that this year's event will not be attended in person, that no separate AGM ticket will be issued and that individual access data for the password-protected Online Service will be sent to the proxy, provided that the address is given in full) or
- issue a power of attorney with instructions to the proxies of K+S Aktiengesellschaft on the reverse side.

Further information on the use of the form is enclosed. Please consider the postal delivery times and return the registration form in time. If you have received more than one registration form, please return all completed forms.

## 1.3 Notes on different ways of voting/modes of transmission

Please note that proxy/instructions will always be given priority when postal voting and proxy/instructions are received. If, in addition, different voting instructions are received by different means of transmission and it is not possible to determine which vote was last cast, these will be taken into account by the Company in the following order: 1) by Online Service, 2) by e-mail, 3) by fax, and 4) in paper form.



## 2 Attending the Annual General Meeting

The Annual General Meeting, with the approval of the Supervisory Board, will adopt a resolution on the basis of Section 1 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 (Federal Law Gazette I No. 14 2020, p. 570), as amended by the Act on the Further Shortening of the Residual Debt Relief Procedure and the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law and in Tenancy and Lease Law of December 22, 2020 (Federal Law Gazette I No. 67 2020, p. 3328) (hereinafter "COVID-19 Act") will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies. Physical attendance by shareholders or their proxies is therefore excluded.

Shareholders who have duly registered for the Annual General Meeting or their proxies have the opportunity to follow the Annual General Meeting in its entirety in audio and video form (hereinafter "participation").

The voting rights of the shareholders or their proxies are only exercised in the preliminary stages of the Annual General Meeting and by the deadline set for this purpose by the Chairman of the meeting at the Annual General Meeting exclusively by means of postal voting or by granting power of attorney to the proxies of the Company.

### 2.1 Attending the Annual General Meeting in person

The entire Annual General Meeting will be broadcast in audio and video form via the Online Service from 10:00 a.m. on May 12, 2021 for shareholders who have duly registered for the Annual General Meeting or their proxies.

### 2.2 Attendance of an authorized person of your choice

Voting rights may also be exercised by a person you trust. Proxies cannot physically attend the Annual General Meeting. They can only exercise voting rights for shareholders they represent by postal vote or by granting (sub)power of attorney to the Company's proxies. Proxies can be issued to a third party via the Online Service (see items 1.1 and 5). Alternatively, the front of the registration form can be used (see item 1.2). Individual access data for the password-protected Online Service will be created for the authorized representative and sent directly if the address is provided in full.

Please make sure whether and under which conditions the proxy is willing to represent you. Please note that in this case K+S Aktiengesellschaft has no influence on the fact that your votes will actually be represented at the Annual General Meeting. If you authorize more than one person or representative, K+S Aktiengesellschaft may reject one or more of them.

The proxy can be issued to the Company in writing using the contact data specified under item 1.2 until May 11, 2021, 6:00 pm. Proxies may also be issued to the Company via the Online Service until immediately before the start of voting in the virtual Annual General



Meeting, i.e. until the end of the deadline set by the Chairman of the Meeting for this purpose. Proxies issued may be revoked/amended via the Online Service until immediately before the start of voting in the virtual Annual General Meeting, i.e. until the end of the period set for this purpose by the Chairman of the Meeting. Proxies issued may be revoked/amended in writing using the contact data specified under item 1.2 until May 11, 2021, 6:00 pm.

### **3 Postal voting**

Shareholders may – in person or through a proxy – cast their votes by postal vote.

Only those registered shareholders - in person or by proxy - who have registered for the Annual General Meeting by midnight on May 5, 2021 at the latest as described under item 1 are entitled to exercise their voting rights by postal vote.

Postal votes can only be cast, changed or revoked via the Online Service (see items 1.1 and 5). They must be received by the Company by immediately before the start of voting in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the Meeting for this purpose.

Postal votes can alternatively be cast, changed or revoked in writing, by fax or in text form until 9 June 2020, 18:00 hours, using the contact data mentioned under item 1.2.

If there is an individual vote on an agenda item, a postal vote is valid for each individual sub-item.

### **4 Proxy voting by the proxies nominated by the Company**

If you do not attend the Annual General Meeting yourself and do not authorize a third party, you can have your voting right exercised by the proxies of the Company, Ms. Maike Füllgrabe, Kassel, and Ms. Janina Rochell, Kassel.

The proxies nominated by the Company will exercise the voting right exclusively on the basis of the instructions given by the shareholder. Please note that the proxies nominated by the Company will not accept any instructions to file objections to resolutions of the Annual General Meeting, to ask questions or to make motions.

Proxies and instructions to the proxies appointed by the Company may be issued, amended or revoked via the Online Service up to immediately before the start of voting in the virtual Annual General Meeting, i.e. up to the end of the period set for this purpose by the Chairman of the Meeting (see items 1.1 and 5).

Proxies and instructions to the proxies of the Company may alternatively be issued, amended or revoked in writing, by fax or in text form by May 11, 2021, 6:00 p.m., using the contact data specified in item 1.2 (reverse side of the registration form, see item 1.2).



If proxies/instructions are received by different means of transmission with differing instructions, proxies/instructions issued will be considered in the order in which they are received by the Company.

## 5 Online Service

Please note the following:

Those shareholders who have already saved an access password of their own choice in the K+S Shareholders' Portal must use their access password of their own choice. All other shareholders listed in the share register will receive their shareholder number and an associated access password with the letter of invitation to the Annual General Meeting. After initial registration, you can assign an individual password.

### 5.1 Access to the Online Service

Please log in to the K+S Shareholders' Portal at [www.kpluss.com/hv](http://www.kpluss.com/hv) using your shareholder number and your individual access password. You will find your shareholder number under "Notes" on the back of your invitation letter, which you received together with your registration documents. If you have not yet saved an access password of your own choice in the K+S Shareholder Portal, you will also find the corresponding access password there. Those shareholders who are registered to receive the Annual General Meeting documents by e-mail will receive the corresponding access password electronically.

- In the K+S Shareholders' Portal, you have the opportunity to change your communication settings and to register for e-mail delivery of the Annual General Meeting documents for subsequent years. In this way, you will support us in saving costs, reducing the environmental impact and will automatically participate in the [draw for 20 K+S Fanshop vouchers of € 50.00 each](#).
- Here, you can also create a new password. [Please make a note of the shareholder number and password in a safe place](#), as you will have to enter it again each time you use the K+S Shareholder Portal.
- Finally, please agree to the term of use of the Online Service.

Our telephone hotline staff will also be happy to help you at +49 89 889 6906-50, Monday to Friday from 9:00 a.m. to 5:00 p.m.

### 5.2 AGM Online-Service at the K+S Shareholder Portal

From the registration page, clicking on "Next" will take you to the Annual General Meeting area of the K+S Shareholders' Portal.

Here, you can easily

- register for the virtual Annual General Meeting (see 5.2.1),



- request or revoke individual access data for the online service with power of attorney to a person of your trust (see 5.2.1) or
- vote directly by postal vote or issue, change or revoke a proxy/instructions to the proxies appointed by the Company (see 5.2.2).

If you have several shareholder numbers and have therefore received several invitations to the Annual General Meeting, please note that all your voting rights can only be considered if you register the voting rights for each shareholder number.

Any number of shares recorded in the K+S Shareholders' Portal prior to midnight on May 6, 2021 is provisional and will be adjusted in accordance with any changes entered in the share register up to that time. Your registration for the Annual General Meeting, your postal votes, your power of attorney and instructions to the proxies nominated by the Company or your power of attorney to a person you trust refers to the number of shares entered in the share register on 6 May 2021, midnight, under the relevant shareholder number.

Please note that the following information applies exclusively to the use of the K+S Shareholder Portal. The conditions for exercising your shareholder rights by other means remain unaffected.

We recommend to register electronically in due time, so that in case of technical problems you still have the opportunity to register in due time by sending the completed reply form.

Votes may be cast by postal vote after timely registration using the Online Service until immediately before the start of voting in the virtual Annual General Meeting, i.e. until the end of the period set for this purpose by the Chairman of the Meeting. Electronic authorization and instructions to the proxies of the Company or authorization of a person you trust can also be issued via the online service up to immediately before the start of voting in the virtual Annual General Meeting, i.e. up to the end of the period set for this purpose by the Chairman of the Meeting.

We would like to point out that postal votes cast via the Online Service and proxies and instructions issued via this system may be changed up to immediately before voting begins in the virtual Annual General Meeting, i.e. up to the end of the period set by the Chairman of the Meeting for this purpose.

### **5.2.1 Registration for the Annual General Meeting and granting of power of attorney to a person you trust**

Your registration for the virtual Annual General Meeting must be received by midnight on May 5, 2021 (registration deadline). Provided your shareholding has been registered by this time, you can issue a proxy to a person you trust, exercise your voting rights by postal vote, or issue a proxy and instructions to the Company's proxies.

If several shareholders are entered in the share register under one shareholder number (e.g. spouses, joint heirs), the rights arising from the shares can only be exercised by a joint representative. If you are such a joint representative and use the Online Service, you





identify yourself as the authorized user, i.e. you as the user ensure that you as the declaring party are internally authorized to make the declaration.

If your shareholding is registered for participation in the Annual General Meeting by midnight on May 5, 2021, you can also issue or change "proxy to a third party". This is possible using the Online Service until immediately before the start of voting at the virtual Annual General Meeting, i.e. until the end of the deadline set by the Chairman of the Meeting for this purpose. For issuing a proxy, please enter the name and (place of) residence of the proxy and select "Issue". Individual access data for the password-protected Online Service will then be created for the proxy. These will be sent directly to the authorized representative if the address details of the authorized representative are complete. If the address details of the authorized representative are incomplete, the individual access data of the authorized representative to the password-protected Online Service will be sent to the principal for forwarding to the authorized representative.

Please make sure that your authorized representative is prepared to represent you and, if so, under what conditions. Please note that in this case, K+S Aktiengesellschaft has no influence on whether your votes are actually represented at the Annual General Meeting.

If you authorize more than one person or representative, K+S Aktiengesellschaft may reject one or more of them.

The power of attorney comprises the revocation of a previously granted power of attorney and the exercise of all rights relating to the meeting, including the granting of a sub-power of attorney.

Processing is based on the assumption that the declarant(s) is/are authorized to make the declaration.

### **5.2.2 Postal voting or granting power of attorney and instructions to the Company's voting proxies**

Under the items "postal vote" or "proxy authorization and instructions" you have the opportunity to exercise your voting rights by postal voting by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the Meeting therefor.

For this purpose, you can vote on each individual agenda item or issue an instruction (click "Yes", "No" or "Abstention" accordingly). Shareholder motions which are available and must be made accessible can be viewed on the internet at [www.kpluss.com/agm](http://www.kpluss.com/agm). Motions and election proposals to be made accessible are deemed to have been made at the Annual General Meeting if the shareholder making the motion or election proposal is duly authorized and registered for the Annual General Meeting. You can join any counter-motion aimed exclusively at rejecting a proposed resolution by voting against the management proposal. Countermotions and election proposals that require a separate resolution will be marked with capital letters when they are published. You can only cast your vote or issue instructions on countermotions/election proposals marked with letters via the Online Service. This does not affect the right of the Chairman of the Meeting to vote first on the proposals of the management.

Please check your data on the following preview. The confirmation displayed can then be





issued.

If there are individual votes on summarized resolution proposals under an agenda item, your voting instructions shall apply accordingly to the individual resolution proposals.

If necessary, please repeat the procedure for any further shareholder numbers.

Processing is based on the assumption that the declarant(s) is/are authorized to make the declaration.

If postal voting or proxy/instructions are received by different means of transmission with different instructions, the postal voting or proxy/instructions issued will be taken into account in the order in which they are received by the Company. Changes to postal votes or proxies and instructions to the proxies nominated by the Company may be made via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the Meeting for this purpose.

### **5.2.3 Right to information**

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

The Board of Directors Executive 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, provided the shareholder or shareholder representative has not objected.

### **5.2.4 Raising objections**

From the beginning to the end of the virtual Annual General Meeting, you can use the "Objection" item to declare an objection to resolutions of the Annual General Meeting for the record of the notary public. The prerequisite is that you have exercised your voting rights.

### **5.3 General user instructions**

When you receive the Annual General Meeting documents, please make sure that the mail is undamaged.

Please keep your personal access data, which you provided during the initial registration for the use of the Online Service, carefully and securely and ensure to prevent any third party from using your access. Please always terminate the K+S Shareholder Portal using the "Log of" button provided for this purpose.



If you suspect misuse of online usage, please contact the telephone hotline at +49 89 21 129 776 to have your password blocked.

If you have forgotten your password, you can request a new password via the K+S Shareholder Portal. The old password will be reset accordingly.

No requests to speak or questions from shareholders will be accepted via the Online Service.

The stability and availability of the Online Service for the Annual General Meeting, as well as the Internet broadcast of the entire Annual General Meeting for registered shareholders, may be subject to fluctuations and disruptions depending on the state of technology. Neither K+S Aktiengesellschaft nor the proxies have any influence on the availability, operability, stability and reliability of the telecommunications network and the Internet services of third parties used. If, despite all security precautions taken, we detect unauthorized third-party interference with the Internet system, we reserve the right to interrupt or prematurely terminate its use without further notice. In this case, only those authorizations and instructions will be considered whose manipulation can be ruled out.

#### **5.4 Technical prerequisites**

For using the K+S Shareholders' Portal, your Internet browser must support 128-bit SSL encryption. If your browser does not support this, current versions of Mozilla/Firefox ([www.mozilla.org](http://www.mozilla.org)), Microsoft Internet Explorer ([www.microsoft.com/germany](http://www.microsoft.com/germany)) or Google Chrome Browser ([www.google.com/chrome](http://www.google.com/chrome)) are available for download on the Internet.

## **6 Telephone hotline**

If you have any questions concerning the Online Service, please contact our Shareholder Service at +49 89 21 129 776, Monday to Friday from 9:00 a.m. to 5:00 p.m.

## **7 Disclaimer**

K+S Aktiengesellschaft does not assume any warranty or liability for the functionality, availability, stability and reliability of the K+S Shareholder Portal.

Irrespective of this, K+S Aktiengesellschaft assumes no liability for the Internet services and network elements of third parties used. Furthermore, K+S Aktiengesellschaft assumes no responsibility for errors and deficiencies in the hardware and software used for the exercise of voting rights via the Internet, including those of the service companies used.

The exclusion of liability shall not apply in the event of intent or gross negligence on the part of K+S Aktiengesellschaft or its agents.



## 8 Data protection

Your data will be collected, stored, processed and used exclusively for the purpose of electronic registration for the Annual General Meeting or for issuing proxies and instructions. Due to the obligations to provide evidence under German Stock Corporation Law, your registration and proxy data will be stored in accordance with the statutory retention periods. You can find more detailed information in the data protection declaration on the K+S Shareholder Portal.

Kassel, Germany, March 2021

The Board of Executive Directors  
K+S Aktiengesellschaft  
with registered seat in Kassel, Germany