



Detailed explanations on the rights and options of shareholders

Ordinary Annual General Meeting of K+S Aktiengesellschaft
on Wednesday, May 10, 2023, 10:00 a.m.,
which 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 together amount to one-twentieth of the share capital or the pro rata amount of €500,000.00 may, pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), request that items be added to the agenda and published. Motions for amendments to the agenda must be submitted to the Board of Executive Directors of K+S Aktiengesellschaft in writing or in electronic form pursuant to Section 126a of the German Civil Code (i.e., with a qualified electronic signature) and must be received by the Company at least 30 days prior to the meeting, i.e., no later than midnight (CEST) on April 9, 2023 (receipt is decisive). Each new item must be accompanied by a statement of reasons or a draft resolution. We kindly request to send any motions for amendments exclusively to the following contact data:

K+S Aktiengesellschaft
Investor Relations
Bertha-von-Suttner-Straße 7
34131 Kassel, Germany
E-mail: hauptversammlung@k-plus-s.com

Underlying statutes:

Section 70 of the German Stock Corporation Act (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, a securities institution 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 considered."

Countermotions or nominations

Every shareholder is entitled to submit a countermotion to a proposal by the Board of Executive Directors and/or the Supervisory Board on a specific item on the agenda. A countermotion shall be made available on the Company's website under the conditions of Section 126 (1) and (2) of the German Stock Corporation Act (AktG) if it is received by the Company at the following contact details no later than April 25, 2023, midnight (CEST) (receipt is decisive).

Any shareholder may also submit to the Company a nomination for the election of Supervisory Board members or auditors subject to the requirements of Section 127 of the German Stock Corporation Act (AktG). A nomination must be made available on the Company's website in accordance with the requirements of Sections 127, 126 (1) and (2) of the German Stock Corporation Act (AktG) if it is received by the Company at the following contact details no later than April 25, 2023, midnight (CEST) (receipt is decisive).

We will publish countermotions or election proposals received in due time, including the name and place of residence of the shareholder, without delay after their receipt on the Internet at www.kpluss.com/agm provided they meet the statutory requirements. We will also make any statements by the management accessible at the above Internet address.

Countermotions and nominations by shareholders are to be sent exclusively to the following contact details:

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

Countermotions and nominations for election that are to be made accessible shall be deemed to have been made at the time they are made accessible. Voting rights on countermotions or nominations can only be exercised electronically via the Company's Online Service. If the shareholder who has submitted the motion is not entered in the share register as a shareholder of the Company and has not duly registered for the Annual General Meeting, the motion does not have to be dealt with at the Annual General Meeting.

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 countermotion 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 countermotion 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 countermotion 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 countermotion 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 favor 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 countermotion 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 countermotions in respect to the same item to be resolved, the management board may combine the counter-motions and their substantiations.

(4) In the case of a virtual annual general meeting, motions communicated in accordance with Paragraphs 1 to 3 shall be deemed to be submitted at the point in time when they are communicated. The company shall enable voting rights to be exercised on these motions as soon as shareholders can demonstrate that they meet the conditions under law and under the articles of association for exercising the voting rights. If the shareholder that has submitted the motion has not duly proven his or her identity and, if registration is required, has not duly registered for the annual general meeting, then there is no requirement to deliberate on the motion at the meeting."

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.”

Right to speak pursuant to Section 130a (5) and (6) of the German Stock Corporation Act (AktG)

Duly registered shareholders or their proxies have the right to speak at the Annual General Meeting by way of video communication. Motions and nominations as well as requests for information may be part of a speech.

Shareholders may exercise their right to speak by using the video communication service offered by the Company using the Company’s Online Service, which requires shareholders to be connected electronically to the Annual General Meeting. The right to speak may be exercised using the Online Service at www.kpluss.com/agm and the virtual registration table there. This is only possible on the day of the Annual General Meeting from 10:00 a.m. (CEST). Persons who have registered to speak via the virtual registration table will be activated in the Online Service for their speech.

Shareholders require access data consisting of their shareholder number and the associated access password for using the Online Service. Those shareholders who have already provided a self-selected access password must use their self-selected access password. All other shareholders listed in the share register will receive their shareholder number and an associated access password enclosed in the invitation letter to the virtual Annual General Meeting. Proxies will receive their own access data for the Online Service.

Minimum technical requirements for a video connection are an Internet-enabled device with a camera and microphone that can be accessed from the browser, as well as a stable Internet connection. The Company reserves the right to verify the functionality of the video communication between the shareholder or proxy and the Company during the Annual General Meeting prior to the speech and to reject it if the functionality is not ensured.

Underlying statutes:

Section 130a (5) AktG:

“Shareholders that have joined the meeting electronically shall be granted a right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for speeches. Countermotions and nominations for election pursuant to Section 118a (1) Sentence 2, No. 3, requests for information pursuant to Section 131 (1), follow-up questions pursuant to Section 131 (1d) and other questions pursuant to Section 131 (1e) may form part of the speech. Section 131 (2) Sentence 2 applies accordingly.”

Section 130a (6) AktG:

“The company may reserve the right in the notice to check the proper functioning of video communication between the shareholder and the company at the meeting and before the speech and to reject the speech if proper functioning is not ensured.”

Section 118a (1) Sentence 2 No. 7 AktG:

“The articles of association may provide or authorize the board of executive directors to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:



7. shareholders that have joined the meeting electronically shall be granted a right to speak at the meeting by means of video communication pursuant to Section 130a (5) and (6),”

Right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

Duly registered shareholders or their proxies also have a right to information on the Company's affairs, the Company's legal and business relations with affiliated companies, and the situation of the Group and the Group companies included in the consolidated financial statements, insofar as the information is required to make a proper assessment of an item on the agenda. The right to information exists only at the Annual General Meeting and can only be exercised by means of video communication. In addition, in accordance with Section 131 (1d) of the German Stock Corporation Act (AktG), there is a right of inquiry with respect to all answers given by the Board of Executive Directors.

The right to information pursuant to Section 131 (1) and (1d) of the German Stock Corporation Act (AktG) only exists at the Annual General Meeting and can only be exercised by means of video communication.

Shareholders may exercise their right to information in accordance with Section 131 (1) and (1d) of the German Stock Corporation Act (AktG) by using the video communication service offered by the Company in the Company's Online Service, which requires them to be connected electronically to the Annual General Meeting. For exercising this right, shareholders must register to speak using the Online Service at www.kpluss.com/agm and the virtual registration table located there. This is only possible on the day of the Annual General Meeting from 10:00 a.m. (CEST). Persons who have registered for speaking contributions using the virtual registration table will be activated in the Online Service for their contribution. No other submission of questions by electronic or other means of communication is planned either before or during the Annual General Meeting.

Shareholders require access data consisting of their shareholder number and the associated access password for using the Online Service. Those shareholders who have already provided a self-selected access password must use their self-selected access password. All other shareholders listed in the share register will receive their shareholder number and an associated access password enclosed in the invitation letter to the virtual Annual General Meeting. Proxies will receive their own access data for the Online Service.

Minimum technical requirements for a video connection are an Internet-enabled device with a camera and microphone that can be accessed from the browser, as well as a stable Internet connection. The Company reserves the right to verify the functionality of the video communication between the shareholder or proxy and the Company at the Annual General Meeting prior to speaking and to reject it if the functionality is not ensured.

If a shareholder attending the Annual General Meeting is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting. This request must be submitted at the Annual General Meeting via the Online Service using the "Request pursuant to Section 131 (5) AktG" button provided for this purpose or by way of video communication as part of a speech. If information has been provided to a shareholder outside the Annual General Meeting in his capacity as a shareholder, it must be provided to any other shareholder at his request in the Annual General Meeting, even if it is not required for a proper assessment of the item on the agenda. Such a request must be submitted at the



Annual General Meeting via the Online Service using the "Request pursuant to Section 131 (4) AktG" button provided for this purpose or by way of video communication as part of a speech.

Underlying statutes:

Section 131 AktG:

“(1) Each shareholder is entitled to request and receive information from the Board of Executive Directors during the annual shareholders’ meeting on issues relating to the company, provided that the information is required for the proper assessment of an item on the agenda. The right to information also extends to the company’s legal and business relationships with an affiliated company. If the company makes use of the exemptions pursuant to Section 266 (1) Sentence 3, Section 276 or Section 288 of German Commercial Code (HGB), then in the annual shareholders’ meeting regarding the annual financial statements any shareholder may request that the annual financial statements be submitted to him or her in the form that they would have without these exemptions. The duty to provide information on the part of the Board of Executive Directors of a parent company (Section 290 (1) and (2) of the HGB) in the shareholders’ meeting at which the consolidated financial statements and the consolidated management report are presented also extends to the position of the Group and of the companies covered by the consolidated financial statements.

(1a) In the case of a virtual annual shareholders’ meeting, Paragraph 1, Sentence 1 is to be applied with the proviso that the Board of Executive Directors may stipulate that questions from shareholders be submitted by three days before the meeting at the latest by means of electronic communication. Section 121 (7) applies to calculation of the time limit. Questions not submitted on time are not required to be considered.

(1b) The length of the questions submitted can be appropriately limited in the notice. The right to submit questions can be restricted to shareholders that have duly registered for the meeting.

(1c) The company shall communicate to all shareholders questions duly submitted before the meeting and shall answer them by at the latest one day before the meeting; Section 121 (7) applies to calculation of the time limit. In the case of listed companies, communication of the questions and of the answers thereto shall be ensured via the company’s website. Section 126 (2) Sentence 1, Nos. 1, 3 and 6 applies to communication of questions. If the answers are continuously available one day before the beginning of the meeting and in the meeting, the Board of Executive Directors may refuse to provide information on these questions in the meeting.

(1d) Any shareholder that has joined the meeting electronically shall be granted the right to ask follow-up questions in the meeting by means of electronic communication with regard to all answers of the Board of Executive Directors given before and in the meeting. Paragraph 2, Sentence 2 also applies to the right to ask follow-up questions.

(1e)) In addition, any shareholder that has joined the meeting electronically shall be granted the right to ask questions in the meeting by means of electronic communication with regard to matters that did not arise until after expiry of the time limit pursuant to Paragraph 1a, Sentence 1. Paragraph 2, Sentence 2 also applies to this right to ask questions.

(1f) The chair of the meeting may establish that the right to information under Paragraph 1, the right to ask follow-up questions under Paragraph 1d and the right to ask questions under Paragraph 1e in the shareholders’ meeting may be exercised only by means of electronic communication.



(2) The information provided must conform to the principles of thorough and accurate reporting. The articles of association or the rules of procedure pursuant to Section 129 may empower the chair of the meeting to apply appropriate time limits to the shareholders' right to ask questions and right to speak, and to lay down more detailed provisions in this regard.

(3) The Board of Executive Directors may refuse to provide information

1. if, according to prudent business judgment, providing the information is likely to bring not immaterial disadvantage to the company or to an affiliated company;
2. if it relates to amounts recognized for tax purposes or the amount of individual taxes;
3. about the difference between the value at which items are recognized in the annual financial statements and a higher value for these items, unless the annual financial statements are being approved at the annual shareholders' meeting;
4. about accounting and valuation methods if the information given in the notes to the financial statements about these methods is sufficient to provide a true and fair picture of the company's assets, financial position and financial performance within the meaning of Section 264 (2) of the HGB; this does not apply if the annual financial statements are being approved at the annual shareholders' meeting;
5. if the Board of Executive Directors would by providing such information become criminally liable;
6. if, in the case of a credit institution, a financial services institution or a securities institution, information about the applied accounting and valuation methods and about calculations made in the annual financial statements, management report, consolidated financial statements or consolidated management report does not need to be provided;
7. if the information is continuously available on the company's website over a period of at least seven days before the beginning of the shareholders' meeting and in the meeting.

Provision of information must not be refused for other reasons.

(4) If information has been provided to a shareholder because of his or her capacity as a shareholder outside the annual shareholders' meeting, then it is to be provided to any other shareholder at the latter's request in the meeting, even if it is not required for a proper assessment of the item on the agenda. In the case of a virtual annual shareholders' meeting, it shall be ensured that any shareholder that has joined the meeting electronically can transmit his or her request under Sentence 1 by means of electronic communication. The Board of Executive Directors must not refuse to provide the information pursuant to Paragraph 3, Sentence 1, Nos. 1 to 4. Sentences 1 to 3 do not apply if a subsidiary (Section 290 (1) and (2) of the HGB), a joint venture (Section 310 (1) of the HGB) or an associated company (Section 311 (1) of the HGB) provides the information to a parent company (Section 290 (1) and (2) of the HGB) for the purpose of inclusion of the subsidiary, joint venture or associated company in the parent company's consolidated financial statements and the information is needed for this purpose.

(5) If a shareholder is refused information, then he or she can request that his or her question and the reason for the refusal to provide information be included in the record of the deliberations. In the case of a virtual annual shareholders' meeting, it shall be ensured that any shareholder that



has joined the meeting electronically can transmit his or her request under Sentence 1 by means of electronic communication."

Section 118a (1) Sentence 2 No. 4 AktG

"The articles of association may provide or authorize the board of executive directors to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:

4. shareholders shall be granted a right to information pursuant to Section 131 by means of electronic communication,"

Right to submit statements pursuant to Section 130a (1) to (4) of the German Stock Corporation Act (AktG)

Shareholders who have duly registered for the Annual General Meeting, or their proxies, may submit statements on the agenda items prior to the Annual General Meeting by electronic communication no later than May 4, 2023, midnight (CEST), by video or in text form using the Online Service at www.kpluss.com/agm. Any other form of submission is excluded.

The statements must be submitted in German. Statements by video are only admissible if the shareholder or his proxy appears in person, if they are submitted in the file formats MPEG-4 or MOV and if they do not exceed a duration of 5 minutes. Statements in text form must be submitted as PDF files and their length must not exceed 10,000 characters.

Statements complying with these requirements will be made available on the Company's Online Service until May 5, 2023, midnight (CEST).

Shareholders require access data consisting of their shareholder number and the associated access password for using the Online Service. Those shareholders who have already provided a self-selected access password must use their self-selected access password. All other shareholders listed in the share register will receive their shareholder number and an associated access password enclosed in the invitation letter to the virtual Annual General Meeting. Proxies will receive their own access data for the Online Service.

Underlying statutes:

Section 130a (1) to (4) AktG:

"(1) In the case of a virtual annual shareholders' meeting, the shareholders have the right to submit statements before the meeting on matters on the agenda by means of electronic communication using the address communicated for this purpose in the convocation. The right can be restricted to shareholders that have duly registered for the meeting. The length of the statements can be appropriately limited in the notice.

(2) Statements are to be submitted at the latest five days before the meeting.

(3) The statements submitted are to be communicated to all shareholders by four days before the meeting at the latest. The communication of statements can be restricted to shareholders that have duly registered for the meeting. In the case of listed companies, communication shall be ensured via the company's website; in the case of Sentence 2, communication can also be ensured via a third party's website. Section 126 (2), Sentence 1, Nos. 1, 3 and 6 applies accordingly.



(4) Section 121 (7) applies to the calculation of the time limits referred to in Paragraph 2 and Paragraph 3, Sentence 1."

Section 118a (1) Sentence 2 No. 6 AktG

"The articles of association may provide or authorize the board of executive directors to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:

6. the right shall be granted to stockholders to submit statements in accordance with Section 130a (1) to (4) by means of electronic communication,"

Declaration of objections to resolutions of the Annual General Meeting

Duly registered shareholders or their proxies have the right to declare objections to resolutions of the Annual General Meeting by way of electronic communication for the record of the notary public using the Company's Online Service at www.kpluss.com/agm from the beginning to the end of the Annual General Meeting. The Company's proxies do not declare any objections to resolutions of the Annual General Meeting for the record of the notary public.

Shareholders require access data consisting of their shareholder number and the associated access password for using the Online Service. Those shareholders who have already provided a self-selected access password must use their self-selected access password. All other shareholders listed in the share register will receive their shareholder number and an associated access password enclosed in the invitation letter to the virtual Annual General Meeting. Proxies will receive their own access data for the Online Service.

Underlying statutes:

Section 118a (1) Sentence 2 No. 8 AktG

"The articles of association may provide or authorize the board of executive directors to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:

8. shareholders that have joined the meeting electronically shall be granted a right to object to a resolution of the shareholders' meeting by means of electronic communication,"

Section 245 No. 1 AktG

"The following shall have authority to bring an action for avoidance

1. any shareholder attending the annual shareholders' meeting, provided he or she had acquired the shares already prior to the announcement of the agenda and provided he or she had already filed an objection to the resolution and had it recorded in the minutes;"

Kassel (Germany), in March 2023

Board of Executive Directors
K+S Aktiengesellschaft
with its registered office in Kassel, Germany