

# Convocation

**of the 2026 Ordinary Annual General Meeting  
of K+S Aktiengesellschaft  
on May 12, 2026**

**ISIN: DE000KSAG888**

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Courtesy translation  
of the legally binding invitation to and agenda  
of the Annual General Meeting in German for  
information purposes only

The logo for K+S Aktiengesellschaft, featuring the letters 'K+S' in a bold, white, sans-serif font, set against a dark blue rectangular background.

Dear Ladies and Gentlemen,

We invite you to the Ordinary Annual General Meeting of K+S Aktiengesellschaft, Kassel, on Tuesday, May 12, 2026, 10:00 a.m. (CEST), which will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. The venue of the Annual General Meeting as defined by the German Stock Corporation Act (AktG) is Bertha-von-Suttner-Straße 1-7, 34131 Kassel, Germany.

In 2025, the Annual General Meeting was held virtually. Shareholders' rights were given the same consideration as if the meeting had been held in person. We were able to consolidate and further develop the technical systems that had been put in place. According to Section 118a AktG, Annual General Meetings may be held without the physical presence of shareholders or their proxies at the meeting venue, provided that certain conditions are met. According to Section 118a (1) Sentence 1 AktG, the Articles of Association may authorize the Board of Executive Directors to hold virtual Annual General Meetings. At the Annual General Meeting on May 14, 2025, an amendment to the Articles of Association regarding the possibility of holding virtual Annual General Meetings in 2026 and 2027, while ensuring all shareholder rights are upheld, was approved by a majority of 61.0%. Therefore, we have chosen the virtual format for the 2026 Annual General Meeting. In addition, we take into account general reasons in favor of holding a virtual Annual General Meeting, such as cost optimization, expanded participation options, and sustainability aspects.

All members of the Board of Executive Directors and the Supervisory Board intend to attend the Annual General Meeting in person on May 12, 2026, at the venue for the entire duration of the meeting.

The shareholders of the Company who have duly registered for the Annual General Meeting can access the virtual Annual General Meeting using the Company's Online Service at [www.kpluss.com/agm](http://www.kpluss.com/agm) and, in this way, participate in the Annual General Meeting. Shareholders are also requested to observe the further details on the conduct of the virtual Annual General Meeting, in particular on the exercise of shareholder rights (see Section II.).

# I Agenda

## 1 Presentation of the approved annual financial statements of K+S Aktiengesellschaft, the approved consolidated financial statements, the combined management report of K+S Aktiengesellschaft and the K+S Group, and the Supervisory Board report, in each case for the 2025 financial year, as well as the explanatory report of the Board of Executive Directors on the disclosures pursuant to Sections 289a, 315a of the German Commercial Code (HGB)

As of the convening of the Annual General Meeting, these documents are available on the Internet at

[www.kpluss.com/agm](http://www.kpluss.com/agm)

and will also be available for download during the Annual General Meeting. The Supervisory Board has approved the annual and consolidated financial statements. In accordance with the statutory provisions, no resolution will be adopted for this item of the agenda.

## 2 Resolution on the appropriation of profits

The Board of Executive Directors and the Supervisory Board propose to resolve:

The net retained profits for the 2025 financial year will be appropriated as follows:

Distribution of a dividend of €0.07 each on 179,100,000 no-par value shares eligible for dividend payment	€12,537,000.00
Transfer to retained earning	€121,999,861.00
Net retained profits	€134,536,861.00

In accordance with Section 58 (4) Sentence 2 German Stock Corporation Act (AktG), the entitlement to payment of the dividend for each no-par value share carrying dividend rights is due on the third business day following the resolution of the Annual General Meeting.

The proposal for the appropriation of profits is in line with K+S's distribution policy of returning 30% to 50% of the K+S Group's annual adjusted free cash flow (2025: €29.1 million) to shareholders. The dividend proposed for the 2025 financial year amounts to approximately 43% of the adjusted free cash flow.

## 3 Resolution on the discharge of the members of the Board of Executive Directors

The Supervisory Board and the Board of Executive Directors propose to discharge the members of the Board of Executive Directors in office in the 2025 financial year for the relevant financial year.

## 4 Resolution on the discharge of the members of the Supervisory Board

The Board of Executive Directors and the Supervisory Board propose to discharge the members of the Supervisory Board in office in the 2025 financial year for the relevant financial year.

## 5 Election of the auditor for the 2026 financial year

Upon recommendation of its Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditor for the financial statements and consolidated financial statements for the 2026 financial year.

The Audit Committee has declared that its recommendation is exempt from undue influence by third parties and, in particular, that no clause has been imposed on it limiting its selection to specific auditors.

## 3 Convocation of the 2026 Ordinary Annual General Meeting of K+S Aktiengesellschaft

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, has been conducting these audits since the audits for the 2021 financial year (for the first time; the call for tenders for this was issued in 2019):

For the last time, the responsible audit partners for the consolidated financial statements of the K+S Group were WP/StB Michael Conrad and WP Thorsten Neumann. Mr. WP/StB Michael Conrad was the auditor responsible for the audit of the consolidated financial statements of K+S Aktiengesellschaft. Mr. WP Thorsten Neumann was the auditor responsible for the audit of the individual financial statements of K+S Aktiengesellschaft and the individual financial statements of the German subsidiaries. Both audit partners also conducted the audits of the aforementioned K+S financial statements for the first time for the 2021 financial year and for the last time for the 2025 financial year. In accordance with Section 43 (6), Sentence 2 of the German Audit Act (WPO), PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, will carry out the audit for the 2026 financial year with two other responsible audit partners (expected to be: WP/StB Elmar Meier and WP/StB Julian Fersch).

The responsible auditors of the K+S Group's consolidated non-financial statement (limited assurance engagement) for the 2025 financial year were WP/StB Michael Conrad (first appointed in 2021) and WP Thorsten Neumann (first appointed in 2024). The audit for the 2026 financial year will also be conducted by two other responsible audit partners from PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main (expected to be: WP/StB Elmar Meier and WP/StB Julian Fersch).

Since the audit for the 2022 financial year (for the first time) and most recently for the 2025 financial year, the audit of the content of the remuneration report as well as the audit of the LTI-relevant key performance indicators with reasonable assurance have been carried out by WP/StB Michael Conrad and WP Thorsten Neumann as the responsible auditors. The audit for the 2026 financial year will also be carried out by two other responsible audit partners from PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main (expected to be: WP/StB Elmar Meier and WP/StB Julian Fersch).

## **6 Appointment of the auditor of the sustainability statement for the 2026 financial year**

Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards sustainability reporting by companies requires a German implementing law (CSRD Implementation Act).

At the time of the adoption of the resolutions proposed by the management at the Annual General Meeting, a CSRD Implementation Act had not yet been passed. The election of the auditor for the sustainability reporting will, therefore, be made in the event that the German legislator requires the election of such auditor by the Annual General Meeting in a CSRD Implementation Act applicable to the 2026 financial year. If this legal requirement does not apply to the 2026 financial year either, the intention is to engage the auditor, as was done for the 2025 financial year, to audit the sustainability statement/combined non-financial statement and provide limited assurance.

At the recommendation of its Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditors of the sustainability statement of the Company and the Group for the 2026 financial year.

The Audit Committee has declared that its recommendation is exempt from undue influence by third parties and, in particular, that no clause has been imposed on it limiting its selection to specific auditors.

For the last time, the responsible auditors for the combined non-financial statement of the K+S Group (limited assurance engagement) for the 2025 financial year were WP/StB Michael Conrad (first appointed in 2021) and WP Thorsten Neumann (first appointed in 2024). The audit for the 2026 financial year will also be carried out by two other responsible audit partners from PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main (expected to be: WP/StB Elmar Meier and WP/StB Julian Fersch).

## **7 Resolution on the approval of the remuneration report**

Pursuant to Section 120a (4) AktG, the Annual General Meeting of a listed company resolves on the approval of the remuneration report for the previous financial year prepared and audited in accordance with Section 162 AktG. Pursuant to

Section 162 AktG, the Board of Executive Directors and the Supervisory Board have prepared the report on the remuneration granted and owed in the 2025 financial year to each current or former member of the Board of Executive Directors and the Supervisory Board of the Company and its Group companies.

Pursuant to Section 162 (3) AktG, the remuneration report was audited by the auditor to determine whether the legally required disclosures in accordance with Section 162 (1) and (2) AktG have been made. The auditor also conducted a content review that went beyond the legal requirements. The auditor's report on the review of the remuneration report is attached to the remuneration report. The remuneration report was published on March 12, 2026, as part of the Annual Report and is available on the Company's website at

[www.kpluss.com/agm](http://www.kpluss.com/agm)

and can also be accessed there during the Annual General Meeting.

The Board of Executive Directors and the Supervisory Board propose to approve the remuneration report for the 2025 financial year, prepared and audited in accordance with Section 162 AktG.

## **8 Resolution for approval of the remuneration system for the Board of Executive Directors**

Pursuant to Section 120a (1), Sentence 1 AktG, annual general meetings of listed companies must resolve to approve the remuneration system for the Board of Executive Directors, as submitted by the Supervisory Board, at least once every four years, as well as whenever there is a material change to the system.

Although the current remuneration system, the "2024 remuneration system", received over 90% approval at the 2024 Annual General Meeting, the Supervisory Board reviewed the further development of the remuneration system for the Board of Executive Directors. This review took into account feedback from discussions with investor representatives, recommendations from the German Corporate Governance Code (DCGK), and current market standards. The Supervisory Board has resolved to adjust the remuneration system for members of the Board of Executive Directors, effective January 1, 2026, and submit it to the Annual General Meeting for approval "2026 remuneration system"). The adjustments to the 2024 remuneration system, which was adopted by the Supervisory Board on January 1, 2024 and approved by the Annual General Meeting on May 14, 2024, primarily concern the performance criteria in the short- and long-term incentive, the performance period of the long-term incentive (LTI), the provisions governing the payment of the LTI upon termination of employment or retirement, the upper limit for fringe benefits, the post-contractual non-compete clause, the Share Ownership Guideline, the clawback clause, as well as the maximum remuneration.

### Expansion of performance criteria in the short-term incentive (STI)

To align with established market standards, the performance criteria for the short-term incentive will be expanded to include free cash flow (FCF), as specified in the annual planning, as an additional factor. Since FCF is the basis for distribution to our shareholders, this adjustment will contribute to an even stronger capital market orientation of the remuneration system. In future, 80% of the short-term incentive will be based on achieving the EBITDA target and 20% on achieving the planned FCF value. As in the 2024 remuneration system, the performance factor (0.8 - 1.2), which is measured against the achievement of predefined targets, multiplies the target achievement resulting from the two performance criteria.

### New sustainability-related performance criteria in the long-term incentive (LTI)

Effective January 1, 2026, the current LTI sustainability goals will be replaced by new targets from the "Environment & Resources" and "Social Responsibility" areas of action. Collectively, these new targets will continue to account for 50% of the LTI.

These new LTI performance criteria focus on reducing CO<sub>2</sub> emissions and promoting the health and safety of our employees. These topics have been prioritized because, on the one hand, they address material areas of our business model and strategy, as identified in the double materiality analysis conducted in accordance with the European Sustainability Reporting Standards (ESRS). For example, social indicators are important factors for achieving low downtime and thus stable production and a competitive cost position. On the other hand, considerable progress has already been made regarding certain performance criteria of the 2024 remuneration system, also including governance indicators. Therefore, these indicators are no longer included as performance criteria in remuneration.

Accordingly, 25% of the LTI is based on the reduction in specific CO<sub>2</sub> emissions. An additional 12.5% of the LTI is linked to the reduction in the LTI rate (including a penalty factor of 1.0 for fatal work-related accidents). The historical view of occupational safety (LTI rate) is expanded by a future-oriented component: the health and safety culture index at German sites, which contributes 12.5% to the LTI and serves as an indicator of future health and occupational safety. Including the cultural component is intended to raise awareness of health and safety issues. The health and safety culture index consists of four equally weighted, objectively measurable indicators: near-miss reportings, severe incident failure rate, health passport, as well as management training occupational health. The remaining 50% of the LTI is still measured by share price performance.

#### Extension of the LTI performance period

Instead of three years, the performance period for the LTI will be four years. Therefore, members of the Board of Executive Directors will only be able to access the long-term variable grant amounts after four financial years. For Board of Executive Directors members with LTI entitlements from the 2024 remuneration system, payment for the 2026 – 2029 LTI program will be split into installments.

#### Payment of the long-term remuneration components on the originally agreed payment dates

There will be no early payout of ongoing LTI programs upon termination of employment or retirement.

#### Adjustment of the upper limit for fringe benefits from €75 thousand to €100 thousand

As part of the regular review process, the upper limit for fringe benefits will increase from €75 thousand to €100 thousand to align with current market standards.

#### Elimination of the post-contractual non-compete clause

The post-contractual non-compete clause will be eliminated, meaning no compensation payments are payable.

#### Further development of the Share Ownership Guideline

The Share Ownership Guideline has been further developed, particularly with regard to the timing and obligations of purchases.

#### Extension of the clawback clause

In the future, the right of recovery or withholding under the clawback clause will apply not only to the LTI, but also to the STI.

#### Adjustment of the maximum remuneration

The maximum remuneration for an ordinary member of the Board of Executive Directors will be €4,000 thousand (previously €3,500 thousand). In line with the remuneration factor, the remuneration is higher for the Chairman and other members of the Board of Executive Directors with an increased remuneration factor. Since the maximum remuneration for ordinary members of the Board of Executive Directors has not changed since its introduction in 2021, an adjustment will be made as part of the further development of the remuneration system. This adjustment will appropriately reflect the actual weighting and structure of the relevant remuneration components.

Further details can be found in the remuneration system for members of the Board of Executive Directors set forth below.

The Supervisory Board proposes the approval of the remuneration system for the Board of Executive Directors, adopted by the Supervisory Board on January 1, 2026. The system is set forth below.

### **1. Basic structure of the remuneration system for the Board of Executive Directors**

The remuneration system of K+S Aktiengesellschaft contributes to the implementation and further development of the corporate strategy and, therefore, to the long-term development of the K+S Group. Our goal is to support the successful and sustainable corporate governance of K+S by linking parts of the remuneration of the members of the Board of Executive Directors to the achievement of both short- and long-term targets, measured in terms of the development of the Company.

The remuneration system appropriately considers the different responsibilities, workloads, scope, and complexity of the individual areas of responsibility within the Board of Executive Directors, as well as the relevant experience of the Board of Executive Directors members responsible for these areas.

The remuneration system complies with the provisions of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code in the version dated April 28, 2022, which was published in the Federal Gazette on June 27, 2022.

## **2. Establishment, implementation, and review of the remuneration system**

The Supervisory Board determines the remuneration of the Board of Executive Directors, with assistance from the Personnel Committee, which submits recommendations in the form of proposed resolutions. The Personnel Committee regularly reviews the appropriateness of the Board of Executive Directors' remuneration and submits recommendations for adjustments, if necessary. The remuneration system is submitted to the Annual General Meeting for approval in the event of material change or at least every four years. The Supervisory Board and its Personnel Committee observe the rules governing the handling of conflicts of interest in the process of establishing, implementing, and reviewing the remuneration system.

Each member of the Supervisory Board must disclose any conflicts of interest to the Board. If a member of the Supervisory Board has significant and non-temporary conflicts of interest, they must resign from office. The Supervisory Board will decide on a case-by-case basis how to handle existing conflicts of interest. It may be particularly appropriate for a Supervisory Board member affected by a conflict of interest to refrain from participating in Supervisory Board or Personnel Committee meetings, as well as specific deliberations and decisions.

## **3. Temporary deviation from the remuneration system**

In accordance with statutory provisions (Section 87a (2), Sentence 2 AktG), the Supervisory Board may temporarily deviate from the remuneration system if necessary for the long-term prosperity of the Company in exceptional circumstances. This may be the case in the event of exceptional and far-reaching disruptions to the economic environment (e.g., severe economic or financial crises, pandemics/epidemics, or war). Typical positive or negative market developments are not considered such disruptions. In making this assessment, both macroeconomic and company-specific exceptional circumstances, such as those that negatively impact the Company's long-term viability and profitability, may be taken into account. Any deviation from the remuneration system requires a proposal from the Personnel Committee and a corresponding resolution from the Supervisory Board. The Supervisory Board must determine the necessity of the deviation or amendment and provide justification for it. Components of the remuneration system that may be deviated from in exceptional cases include basic remuneration, short- and long-term variable remuneration (including the ratio between them), and, where applicable, their respective calculation bases and any granted fringe benefits. Further deviations may occur in the rules governing target setting and assessment, payment amount and date determination, and maximum remuneration limits. If adjusting the existing remuneration components does not restore an adequate incentive effect of the Board of Executive Directors' remuneration, the Supervisory Board may temporarily grant additional remuneration components or replace individual components with others under the same conditions and processes mentioned above. If there is a temporary deviation from the remuneration system, the remuneration report for the following year must include information on the deviations and an explanation of why they were necessary, as well as the specific components of the remuneration system from which the deviations occurred.

## **4. Remuneration structure and components**

The Board of Executive Directors' remuneration consists of annual and long-term incentive components. The annual components include non-performance-related (fixed) and performance-related (variable) components. The fixed components consist of basic remuneration, fringe benefits, and pension commitments. The variable component consists of short- and long-term elements, for which financial and non-financial performance criteria are both decisive. On the one hand, the short-term incentive (STI) is measured by the achievement of the K+S Group's planned EBITDA as well as its planned FCF. On the other hand, the STI is multiplied by a performance factor based on achieving specific, pre-agreed upon targets. For the long-term incentive (LTI), 50% is measured against the achievement of non-financial sustainability goals. An additional 50% of the LTI is based on share price performance, which creates an incentive to increase the Company's value in the long term sustainably. In terms of the service agreement, the LTI consists of two components with equal base amounts: LTI I, which is linked to sustainability goals, and LTI II, which is entirely share-based.

The following overview presents the key elements of the 2026 remuneration system. More detailed information on these components is provided in the sections below.

#### OVERVIEW OF THE 2026 REMUNERATION SYSTEM

<b>Total remuneration</b>	<b>Fixed remuneration</b>	<b>Basic remuneration</b>	<ul style="list-style-type: none"> <li>Fixed, basic remuneration not related to performance which is paid monthly</li> </ul>
		<b>Fringe benefits</b>	<ul style="list-style-type: none"> <li>Non-cash remuneration, for example, use of a company car</li> <li>Contributions to pension, health, and long-term care insurance, D&amp;O insurance, accident insurance</li> <li><b>Upper limit:</b> €100 thousand</li> </ul>
		<b>Pension commitments</b>	<ul style="list-style-type: none"> <li>20% of the basic remuneration, which is multiplied by an age factor (e.g., 7.5% – 22%) (thus, currently up to 4% of the basic remuneration)</li> <li><b>Upper limit:</b> €360 thousand for the Chairman of the Board of Executive Directors and €270 thousand for each other member of the Board of Executive Directors <sup>1</sup></li> </ul>
	<b>Variable remuneration</b>	<b>Short-term incentive (STI)</b> <i>(STI x performance factor = bonus)</i>	<p><b>Performance criteria:</b> 80.0% EBITDA target achievement 20.0% FCF target achievement</p> <p><b>Upper limit target achievement:</b> 200% Performance factor (0.8 – 1.2)</p> <p><b>Performance period:</b> 1 year</p> <p><b>Payment:</b> April of the following year</p>
<b>Long-term incentive (LTI)</b>		<p><b>Performance criteria:</b> 25.0% Specific CO<sub>2</sub> emissions 12.5% Lost-time incident rate 12.5% Health and safety culture (including near-miss reportings, severe incident failure (SIF) rate, health passport, management training occupational health) 50.0% Share price performance (share-based part)</p> <p><b>Upper limit target achievement:</b> 200%</p> <p><b>Performance period:</b> 4 years</p> <p><b>Payment:</b> April of the year following the performance period</p>	
<b>Remuneration factor:</b> 1.0 – 1.7 depending on position, complexity of the area of responsibility, and experience			
<b>Maximum remuneration:</b> €4,000 thousand for an ordinary member of the Board of Executive Directors with remuneration factor 1.0			
<b>Further design elements</b>		<ul style="list-style-type: none"> <li>Share ownership guideline</li> <li>Clawback clause</li> <li>Upper limit for severance payment</li> <li>Contractual non-compete clause<sup>2</sup></li> </ul>	

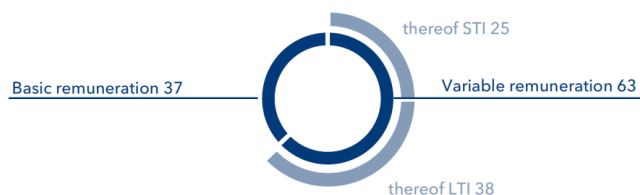
<sup>1</sup> The upper limit for pension commitments is reviewed every three years and adjusted if necessary.

<sup>2</sup> No post-contractual non-compete clause exists.

The target remuneration is defined as basic remuneration + bonus (STI) + LTI. Basic remuneration has a share of 37% of this sum, STI 25%, and LTI 38%. Therefore, around 63% of the remuneration comprises variable components. This structure also ensures that variable remuneration resulting from long-term target achievement exceeds that resulting from short-term target achievement. Variable remuneration accounts for around 40% of the target annual remuneration [basic remuneration + bonus (STI)], while fixed remuneration accounts for around 60%. This assumes 100% target achievement and a performance factor of 1.0. For members of the Board of Executive Directors who join or leave the Company during the year, the remuneration components are prorated. However, due to the allocation of LTI entitlements to respective years, there may be minimal calculated deviations from the target remuneration structure.

## TARGET REMUNERATION STRUCTURE

in %



## 5. Amount of remuneration and maximum remuneration

The criteria used to determine the appropriateness of remuneration include the following: the duties and performance of the Board of Executive Directors, a comparison of the remuneration of senior management and the total workforce in Germany, the economic situation, and a comparison of the remuneration level with that of companies in the German MDAX stock index and comparable companies in Germany.

Under certain conditions, the remuneration system provides an increased remuneration factor for certain members of the Board of Executive Directors. The Chairman receives 1.5 to 1.7 times the remuneration of an ordinary Board of Executive Directors member. For a member of the Board of Executive Directors responsible for production and sales ("Chief Operations Officer"), a range of remuneration is provided, from 1.0 to 1.2 times of that of an ordinary member of the Board of Executive Directors. In general, the Chief Operations Officer receives 1.2 times of that of an ordinary member, unless the Supervisory Board sets a lower remuneration factor for that financial year, prior to its start. The Chief Financial Officer may receive between 1.0 and 1.2 times the remuneration of an ordinary Board of Executive Directors member. The remuneration factor is based on the complexity of the area of responsibility as well as the experience of the respective Board of Executive Directors member, and is contractually agreed. The increased remuneration factor applies to both basic remuneration and short- and long-term variable remuneration. It differs from the performance factor, which varies annually as part of the variable remuneration and is based on the target achievement.

Each component of the Board of Executive Directors' remuneration has a clearly defined value limit. Fringe benefits are capped at €100 thousand, and the maximum amount for variable remuneration components (STI and LTI) is 200% of the base amount. Additionally, the performance factor affecting the STI is limited to a maximum of 1.2. The "Remuneration report" provides transparent information on target definitions for the variable remuneration components and their annual achievement.

The Supervisory Board has set a cap in accordance with Section 87a (1) Sentence 2 (1) of the German Stock Corporation Act (AktG) on the remuneration actually earned in a financial year, consisting of basic remuneration, fringe benefits, pension commitments, as well as STI and LTI payments. The maximum remuneration for an ordinary member of the Board of Executive Directors ranges from €4,000 thousand to €4,800 thousand, depending on the remuneration factor. For the Chairman of the Board of Executive Directors, the maximum remuneration is €6,800 thousand.

## 6. Detailed description of the remuneration components

### 6.1 Basic remuneration and fringe benefits

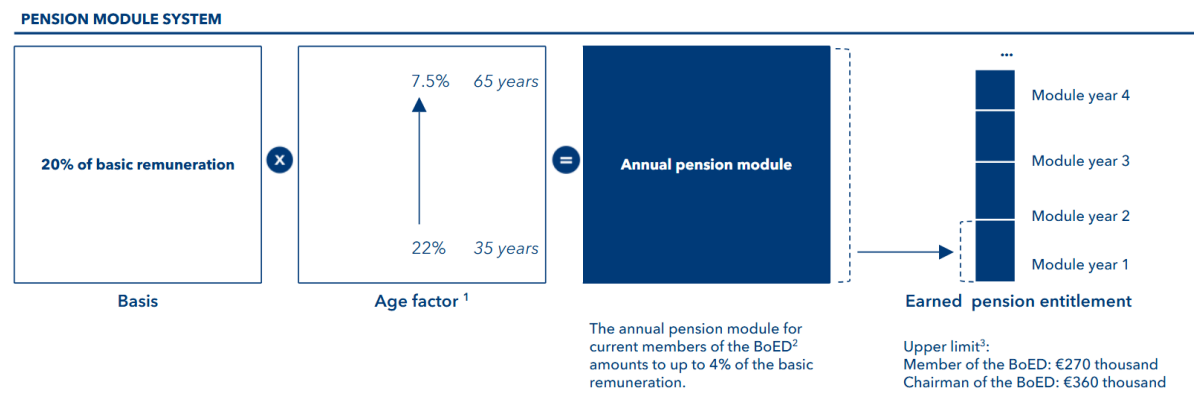
The fixed, performance-independent basic remuneration is paid monthly. Additionally, members of the Board of Executive Directors receive fringe benefits, in particular contributions to pension, health, and long-term care insurance, as well as non-cash remuneration, which consists mainly of the use of company cars. Furthermore, members of the Board of Executive Directors are covered by directors and officers liability insurance (D&O insurance) with the legally required deductible as well as accident insurance.

### 6.2 Pension commitments

The pensions of active members of the Board of Executive Directors are based on a modular system, i.e., a pension module is created for each year that a member serves on the Board of Executive Directors. Each pension module is calculated at 20% of the respective member's basic remuneration. The amount is multiplied by an age factor determined by an actuary,

depending on the age of the member of the Board of Executive Directors in the year the pension module is formed. This factor decreases with increasing age. The pension modules acquired in each financial year are added together to determine the benefits to which the Board member or, if applicable, their dependents are proportionally entitled in the event of a claim.

To ensure that pensions remain at an appropriate level, even for long terms of service, the total annual pension from this modular system is capped. The upper limit is €360 thousand for the Chairman of the Board of Executive Directors and €270 thousand for each other member. These values are reviewed every three years and adjusted if necessary. The next regular review is scheduled for January 1, 2029. Pension benefits are only adjusted based on changes in the "Consumer Price Index for Germany" when paid out. Pension agreements are subject to legal provisions regarding the vesting of pension benefits.



- 1 Exemplary representation of the age factors.
- 2 BoED = Board of Executive Directors.
- 3 The upper limit is reviewed every three years and adjusted if necessary.

For pension entitlements not covered by the Pension Protection Association, the Company purchases reinsurance policies for members of the Board of Executive Directors, which are pledged to them in the event of the Company's insolvency.

If a member of the Board of Executive Directors' term of office ends before reaching 60 years of age, the retirement pension begins at 65, unless it is paid due to occupational or general disability, or as a surviving dependent's pension in the event of death. In the event of an occupational or general disability of a member of the Board of Executive Directors before reaching pension age, the respective member receives a disability pension commensurate with the pension modules created up to the time the disability occurs. If the disability occurs before the age of 55, modules are created based on a minimum value for the years up to the age of 55. In the event of the death of an active or former member of the Board of Executive Directors, the surviving spouse receives 60% of the benefit, each orphan receives 30%, and each half-orphan receives 15%. The total amount of benefits awarded to surviving dependents may not exceed 100% of the pension payment. If this amount is reached, the benefit is reduced proportionately. If a member of the Board of Executive Directors retires at the age of 60 or older, they can claim entitlements in accordance with the pension commitment at that time.

### 6.3 Short-term incentive (STI)

The STI is based 80% on the K+S Group's achievement of the EBITDA target set in the annual planning and 20% on its achievement of the free cash flow (FCF) target set in the annual planning. EBITDA is a key performance indicator for measuring the profitability of the K+S Group and, as a performance criterion, it contributes to promote the Company's business strategy. The FCF serves as the foundation for distributions to our shareholders, thereby contributing to the capital market orientation of the remuneration system.

Individual target achievement, as well as overall weighted target achievement for the STI, can range from 0% to 200%. The Supervisory Board has no discretion to influence target achievement.

In addition to achieving these targets, performance is evaluated based on the target agreement adopted by the Supervisory Board at the beginning of the financial year for the entire Board of Executive Directors. This typically includes strategic targets. The uniform target agreement with the entire Board of Executive Directors aims to prevent conflicts between individual agreements. Additionally, it incentivizes collaborative work by the entire Board of Executive Directors,

taking into account the Company's current structure and governance as a single-segment company. However, different reference values, depending on the area of responsibility, task complexity, and/or the experience of the responsible Board of Executive Directors member, ensure individualized incentives at STI. Overall targets also require individual contributions from each member of the Board of Executive Directors.

At the end of the relevant financial year, the Supervisory Board determines a performance factor for the entire Board of Executive Director based on the target achievement. This acts as a multiplier on the STI. The performance factor ranges between 0.8 and 1.2.

The performance period for the STI is one year. The STI for the given financial year is paid in April of the following year. In the event of departures during the year, entitlements are calculated on a pro-rata basis. The STI payment amount (bonus) is calculated as follows:

*STI base amount x target achievement measured 80% based on the K+S Group's EBITDA and 20% based on its FCF x performance factor*

#### **6.4 Long-term incentive (LTI)**

K+S is clearly committed to sustainability. For this reason, the remuneration of the entire Board of Executive Directors and of all employees entitled to LTI includes sustainability-related components, which together account for 50% of the LTI and, therefore, around 19% of total remuneration.

The Company has set remuneration-related sustainability goals in the "Environment & Resources" and "Social Responsibility" areas of action. These goals, some of which consist of multiple sub-goals, are given equal weight and together account for 50% of the LTI. Specific goals were defined for each area, and target values were established as benchmarks for achieving them.

In the "Environment & Resources" area of action, the goal of reducing CO<sub>2</sub> emissions applies to the "Climate Change (E1)" topic area. For the "Social Responsibility" area of action, the goals from the "Employees (S1)" topic area, which focus on the health and occupational safety of our employees, are relevant. We take a retrospective and forward-looking approach by reducing the lost-time incident rate and increasing the health and safety culture index. These topics have been prioritized because, on the one hand, they address material areas of our business model and strategy, as identified in the double materiality analysis conducted in accordance with ESRS. For example, social performance indicators are important factors for achieving low downtime and thus stable production and a competitive cost position. On the other hand, considerable progress has already been made regarding certain performance criteria of the 2024 remuneration system, also including governance indicators. Therefore, these indicators are no longer included as performance criteria in remuneration.

The performance period for the LTI is four years. Payment is made in April of the year following the end of the performance period. In the event of termination of employment or retirement, payment will not be made until the program has run its regular course in April of the following year after the four-year performance period ends.

The sustainability goals and extended performance period will apply to the 2026 – 2029 LTI program for the first time. This program will be paid out in April 2030. The final LTI program under the 2024 remuneration system covers the three-year period from 2025 – 2027 and will be paid out in April 2028.

Due to the one-year extension of the performance period, no LTI program will be settled in the 2028 financial year, meaning no payment will be due in April 2029. In this case, it was decided that 50% of the 2026 – 2029 LTI program will be paid out in April 2029, based on an estimate of target achievement as of December 31, 2029. The remaining portion will be paid out in April 2030, offset against the actual target achievement as of December 31, 2029. This rule applies only once to Board of Executive Directors members with LTI entitlements from the 2024 remuneration system, provided that the 2026 remuneration system is presented at the Annual General Meeting.

##### **6.4.1 Environment & Resources: Climate Change (E1) - Specific CO<sub>2</sub> emissions**

The target within the "Environment & Resources" area is to reduce specific CO<sub>2</sub> emissions. This value is calculated as the ratio of CO<sub>2</sub> emissions (Scope 1 and Scope 2) from all potash and rock salt production sites in kilograms, divided by the primary production volume of the Bethune, Hattorf, Neuhoof-Ellers, Unterbreizbach, Wintershall, and Zielitz sites. The target achievement range is from 0% to 200%. This performance criterion is weighted at 25.0% in the LTI.

## **6.4.2 Social responsibility: Employees (S1)**

### **6.4.2.1 Lost-time incident rate (LTI rate)**

The lost-time incident rate in the “Social Responsibility” area, measures the number of work-related incidents resulting in at least 24 hours of lost time per million hours worked. The target achievement range is between 0% and 200%. In the event of a fatal work-related accident, a penalty factor of 1.0 points is added to the last year of each affected LTI performance period. With a weighting of 12.5%, this performance criterion accounts for a significant portion of the LTI.

### **6.4.2.2 Health and safety culture**

The historical view of occupational safety (LTI rate) is expanded by a future-oriented component: the health and safety culture index at German sites. The key performance indicator contributes 12.5% to the LTI and serves as an indicator of future health and occupational safety. Including the cultural component is intended to raise awareness of health and safety issues. The H&S Culture Index consists of four equally weighted, objectively measurable indicators.

#### **6.4.2.2.1 Near-miss reportings**

Near-miss reporting (NMR) involves systematically recording incidents that could have resulted in an accident. They serve to proactively identify hazards and enable the development of preventive measures to avoid accidents. The key performance indicator measures participation in the reporting system as a percentage of employees who submit at least one NMR in the respective financial year. The target achievement range is between 0% and 200%.

#### **6.4.2.2.2 Severe incident failure (SIF) rate**

The SIF (severe incident failure) rate measures the frequency of incidents that could have resulted in life-changing or fatal consequences per one million hours worked. Incidents are classified by severity using a defined points system. The target achievement range is between 0% and 200%.

#### **6.4.2.2.3 Health passport**

The health passport promotes health awareness and includes various health initiatives. It provides employees with an easy way to document their health-related activities, thereby motivating them to adopt a healthy lifestyle. The key performance indicator measures the participation rate, which is defined as the number of employees who participated in at least one health passport campaign during the financial year divided by the average number of employees at all German sites that introduced the health passport at the beginning of the year. The target achievement range is between 0% and 200%.

#### **6.4.2.2.4 Management training occupational health**

The management training on occupational health is a digital format that teaches health-promoting management behaviors. It empowers managers to actively contribute to a successful and healthy work environment. The key performance indicator measures the participation rate, defined as the proportion of managers who have completed the training in the respective financial year. The target achievement range is between 0% and 200%.

## **6.4.3 Share price performance**

Share price performance (LTI II) accounts for 50% of long-term variable remuneration and is a share-based remuneration instrument. It is determined by the performance of the K+S share in relation to the MDAX.

The performance of the MDAX is calculated by comparing the average daily closing price of the MDAX in the year before the start of the program (“starting value”) with the average daily closing price in the last year of the performance period (“closing value”). The performance of the K+S share is calculated in the same way, based on the average daily closing price of the K+S share (in Xetra trading) and the dividends paid during the performance period. Dividend equivalents are not granted.

At the end of the performance period, the percentage development of the K+S share is to be compared with the percentage development of the MDAX. The target achievement range is between 0% and 200%.

## **7. Further design elements**

### **7.1 Share Ownership Guideline**

According to the Share Ownership Guideline, members of the Board of Executive Directors must invest 100% of their respective STI target remuneration amounts (gross) in K+S shares and hold them for the long term. The build-up phase lasts four years. During the first three years, at least 25% of the STI target remuneration amount must be used as the purchase

price each year. During the build-up phase and thereafter, K+S shares with a purchase value of at least 50% of the bonus paid out in the respective financial year (less taxes) must be acquired each year and held for at least three years following the end of the financial year. After the holding obligation expires, shares held may be designated as newly acquired shares and, therefore, fulfill the acquisition obligation.

At the end of each financial year in which there was an obligation to acquire K+S shares, by January 31 of the following year, the member of the Board of Executive Directors must provide evidence, based on account statements as of December 31, that he held K+S shares in a volume equal to 100% of the respective STI target remuneration amounts and acquired or retained K+S shares in a volume equal to 50% of the net bonus. These obligations remain in effect for two years following the end of the financial year in which the member leaves the Company. In the event of a breach of the Share Ownership Guideline, an ordinary member of the Board of Executive Directors is obliged to pay a contractual penalty of €100 thousand (Chairman of the Board of Executive Directors €150 thousand).

#### **7.2 Clawback clause**

The service agreements of all members of the Board of Executive Directors contain clawback clauses. If there is a serious violation of legal requirements or of obligations arising from the Company's Articles of Association or from the Board of Executive Directors member's agreement of service, the Company has a right of recovery or withholding with respect to all variable remuneration components (all STI and LTI programs that are or were in effect at the time of the breach).

#### **7.3 Upper limit for severance payment**

If an appointment as a Board of Executive Directors member is revoked, the member of the Board of Executive Directors usually receives, at the time of termination, a severance payment of 1.5 times basic remuneration, up to a maximum of the total remuneration for the remaining term of the service agreement.

In the event of early termination of an agreement with a member of the Board of Executive Directors as a result of a takeover (change of control), the fixed remuneration and bonuses outstanding until the end of the original term of the appointment will be paid plus a compensatory payment, unless there are reasons justifying a termination of the respective agreement without giving notice. The STI is calculated based on the average of the previous two years. The LTI is calculated proportionally based on the relevant extrapolation or planning. The compensatory payment is 1.5 times the basic remuneration. Total entitlements may not exceed two years' worth of remuneration (upper limit). This upper limit is calculated based on total remuneration for the financial year immediately preceding departure. In the event of a change of control, members of the Board of Executive Directors have no special right to terminate their agreement. Therefore, recommendation G.14 of the German Corporate Governance Code, as of June 27, 2022, applies.

#### **7.4 Contractual non-compete clause**

For the term of the service agreement, the member of the Board of Executive Directors undertakes not to work in any way for a competitor company of K+S or a company affiliated with K+S without the approval of K+S or to participate directly or indirectly in such a company or to conduct business for his or her own account or for the account of third parties in the business fields of K+S (contractual non-compete clause). There is no post-contractual non-compete clause, meaning no compensation payments are payable.

### **9 Resolution on the amendment of Section 12 of the Articles of Association and the adjustment of the remuneration of Supervisory Board members**

Pursuant to Section 113 (3) AktG, annual general meetings of listed companies must resolve to approve the remuneration system for Supervisory Board members at least once every four years.

The remuneration of the Supervisory Board is specifically regulated in Section 12 of the K+S Aktiengesellschaft Articles of Association and was last approved by the Annual General Meeting in 2023. Due to planned adjustments to Supervisory Board member remuneration, the Supervisory Board's remuneration and the underlying remuneration system will be submitted to the Annual General Meeting for approval.

Against the backdrop of a challenging regulatory environment and long-term investment decisions for K+S, the Supervisory Board addressed its own remuneration system. These conditions result in intensive committee and board work, particular strategic importance and responsibility of the Supervisory Board, and their succession planning. Accordingly, the Supervisory Board's remuneration was analyzed in a multi-stage process with the help of an external consultant. First, a quantitative comparison was made with companies within the MDAX index. Next, a peer group of structurally similar DAX and MDAX companies was formed. Lastly, companies with comparable committee and governance requirements were consulted. This multi-stage analysis revealed the need to adjust Supervisory Board remuneration to ensure the Board continues to be appropriately staffed in terms of suitability, competence, and experience.

The system of fixed remuneration without variable components shall be retained. The fixed basic remuneration for Supervisory Board members, currently €85,000, will increase to €120,000 per year. From 2012 to 2020, the fixed basic remuneration was €100,000. The Chairman of the Supervisory Board receives double this amount, while a Deputy Chairman receives 1.5 times the remuneration of an ordinary Supervisory Board member.

Against this backdrop, the fixed basic remuneration for committee members shall also be increased. Accordingly, members of the Audit Committee shall receive additional remuneration of €30,000 per year (instead of €20,000); members of the Personnel Committee shall receive additional remuneration of €10,000 per year (instead of €5,000); members of the Nomination Committee shall receive additional remuneration of €5,000 per year (instead of €2,500), provided that at least two meetings have taken place; and members of the Strategy Committee shall receive additional remuneration of €25,000 per year (instead of €15,000). Members of the Special Committee shall receive additional remuneration of €2,500 per meeting (instead of €1,000). The Chairman of the committee receives double this amount, and a Deputy Chairman receives 1.5 times the remuneration of a regular member. Effective January 1, 2026, the responsibilities and tasks of the ESG or Sustainability Committee were integrated into the Supervisory Board's plenary sessions and transferred to other Supervisory Board committees following the committee's dissolution. This was done to strengthen sustainability as an integral part of the Company's strategy and governance. As a result, the additional remuneration for a member of the ESG or Sustainability Committee no longer applies. Due to this omission, the paragraph numbering in Section 12 of the Articles of Association has been amended accordingly.

In addition, a provision clarifying the due date for remuneration shall be included.

The new provisions in the Articles of Association regarding Supervisory Board remuneration apply retroactively to the period beginning January 1, 2026.

Along with the amendment to the Articles of Association, a resolution regarding the Supervisory Board members' remuneration is to be passed, taking the proposed amendment into account.

The Board of Executive Directors and the Supervisory Board propose the following resolution:

a) Amendment to the Articles of Association

Section 12 of the Articles of Association is amended as follows:

“Section 12

Remuneration of the Supervisory Board, Reimbursement of Expenses

(1) A member of the Supervisory Board shall receive annual remuneration of €120,000. The Chairman of the Supervisory Board shall receive double this amount, and each Deputy Chairman shall receive 1.5 times the remuneration pursuant to sentence 1.

(2) A member of the Audit Committee of the Supervisory Board shall receive additional remuneration of €30,000 per year. The Chairman of this committee receives double this amount, and a Deputy Chairman receives 1.5 times this additional remuneration.

(3) A member of the Strategy Committee of the Supervisory Board shall receive additional remuneration of €25,000 per year. The Chairman of this committee receives double this amount, and a Deputy Chairman receives 1.5 times this additional remuneration.

(4) A member of the Personnel Committee of the Supervisory Board shall receive additional remuneration of €10,000 per year. The Chairman of this committee receives double this amount, and a Deputy Chairman receives 1.5 times this additional remuneration.

(5) A member of the Nomination Committee of the Supervisory Board shall receive additional remuneration of €5,000 per year, provided that at least two meetings have taken place in the respective year. The Chairman of this committee shall receive double this amount, and a Deputy Chairman 1.5 times this amount.

(6) A member of a special committee established by the Supervisory Board shall receive additional remuneration of €2,500 per meeting for participating in a committee meeting. The Chairman of a special committee shall receive double this amount per meeting, and the Deputy Chairman of a special committee shall receive 1.5 times this amount per meeting. The maximum limit for remuneration for participation in meetings of one or more special committees is €20,000 per calendar year for ordinary members, €40,000 for the Chairman of one or more special committees, and €30,000 for the Deputy Chairman of one or more special committees.

(7) A Supervisory Board member who has served on the Board or one of its committees for only part of the year shall receive one twelfth of the annual remuneration pursuant Sections (1) through (5) for each month, or portion thereof, of their membership. This provision does not apply to additional remuneration for serving on a special committee. This remuneration is based exclusively on attendance at committee meetings and the provisions of paragraph (6). Remuneration is due at the end of the financial year for which it is paid and, in the case of paragraph (6), at the end of the financial year in which the meetings took place.

(8) Members of the Supervisory Board shall be entitled to reimbursement from the Company for necessary and reasonable expenses incurred in the performance of their duties. They shall also be entitled to reimbursement of any value-added tax they are required to pay in connection with their activities on the Supervisory Board.

(9) The Company may take out financial loss liability insurance for the members of the Supervisory Board in connection with their activities on the Supervisory Board, at the Company's expense.

(10) The provisions of Section 12 of the Articles of Association shall apply for the first time to the financial year beginning on January 1, 2026."

b) Resolution on the remuneration of Supervisory Board members

In accordance with the remuneration system for the Supervisory Board set forth below and pursuant to the revised version of Section 12 of the Articles of Association as set out under lit. a), the remuneration of the members of the Supervisory Board of K+S Aktiengesellschaft is hereby approved retroactively as of January 1, 2026.

**Remuneration system for members of the Supervisory Board**

Considering the proposed revisions to the Articles of Association, the Supervisory Board's remuneration system is as follows (information provided in accordance with Section 113 (3), Sentence 3, and Section 87a (1), Sentence 2 AktG):

aa) The proposed revised provision of the Articles of Association (Section 12) sets forth a remuneration system for Supervisory Board members that complies with statutory requirements and takes into account the guidelines of the German Corporate Governance Code. The system provides fixed remuneration without variable or equity-based components. Granting purely fixed remuneration corresponds to prevailing practice and has proven effective. The Board of Executive Directors and the Supervisory Board believe that fixed remuneration best strengthens the Supervisory Board's independence and takes into account its advisory and monitoring functions, which must be fulfilled regardless of K+S Aktiengesellschaft's success. Recommendation G.18, Sentence 1 of the German Corporate Governance Code also provides for fixed remuneration for Supervisory Board members.

bb) The remuneration of the Supervisory Board consists of the following components:

The fixed annual basic remuneration for a Supervisory Board member will increase from €85,000 to €120,000. The Chairman of the Supervisory Board will receive double this amount, or €240,000; the Deputy Chairman will receive 1.5 times the basic remuneration, or €180,000. In accordance with Recommendation G.17 of the German Corporate

Governance Code, these amounts take into account the additional time commitment required for the chairmanship and deputy chairmanship of the Supervisory Board.

The same applies to the positions of Chairman, Deputy Chairman, and member of the Supervisory Board's committees. A member of the Audit Committee receives an additional remuneration of €30,000 per year, a member of the Strategy Committee receives an additional remuneration of €25,000 per year, a member of the Personnel Committee receives an additional remuneration of €10,000 per year, and a member of the Nominating Committee receives an additional remuneration of €5,000 per year. The Chairman of each committee receives double the additional remuneration, and a Deputy Chairman receives 1.5 times the additional remuneration. The additional remuneration for service on the Nomination Committee is granted only if at least two meetings have taken place in the respective year. Due to the special significance and demands of the tasks of the Audit Committee and the Strategy Committee, the service of Supervisory Board members on these committees is remunerated at a higher rate than on the other committees.

The Supervisory Board has also established a special committee that addresses, on an ad hoc basis, measures to ensure compliance with internal business and conduct principles, as well as crisis situations, such as geopolitical upheavals like wars, energy shortages, or pandemics. Due to the changing focus of the committee's work, its membership is selected on a topic-specific basis. Additional remuneration of €2,500 per meeting is granted for service on a special committee. The Chairman of a special committee receives double this additional remuneration, and a Deputy Chairman receives 1.5 times this amount. The maximum remuneration for participation in meetings of one or more special committees is €20,000 per calendar year for ordinary Chairman of one or more special committees, and 1.5 times that amount for the Deputy Chairman of one or more special committees. These limits were set taking into account the additional remuneration provided for the Audit Committee.

The maximum remuneration for Supervisory Board members is determined by the total fixed remuneration granted. The maximum amount depends on the duties performed by the Supervisory Board and its committees. Remuneration granted for service on special committees is subject to a cap.

The Supervisory Board members are covered by a directors' and officers' liability insurance policy (D&O insurance) maintained by K+S Aktiengesellschaft, for which K+S Aktiengesellschaft pays the premiums. Members of the Supervisory Board are entitled to reimbursement from the Company for necessary and reasonable expenses incurred while performing their duties. They are also entitled to reimbursement of any value-added tax they may be required to pay in connection with their Supervisory Board activities.

- cc) The level and structure of remuneration for Supervisory Board members generally aligns with market standards, is proportionate to their duties, and reflects the Company's financial situation. By structuring remunerations this way, K+S Aktiengesellschaft aims to attract and retain highly qualified candidates with specialized, industry-specific expertise for the Supervisory Board in the future. This is a prerequisite for the Supervisory Board to perform its advisory and supervisory duties to the best of its ability. This structure is intended to significantly contribute to advancing K+S Aktiengesellschaft's strategy and long-term development.
- dd) Remuneration for Supervisory Board membership and committee participation is due at the end of the financial year. The same applies to any additional remuneration for participation in meetings of one or more special committees. Expenses must be reimbursed immediately. There are no further deferral periods for remuneration payments.
- ee) The remuneration of Supervisory Board members is governed exclusively by the Articles of Association, and there are no additional agreements. Remuneration is based on the length of appointment as a Supervisory Board member and the length of service on committees. Members of the Supervisory Board who have served on the Board or one of its committees for only part of the year receive one-twelfth of the annual remuneration for each month, or portion thereof, that they have served. The remuneration of a special committee member depends on attendance at meetings. There are no commitments regarding severance pay, pensions, or early retirement arrangements.
- ff) The remuneration rules apply equally to shareholder and employee representatives on the Supervisory Board. Employee remuneration and employment conditions have never been, nor are they now, relevant to the Supervisory Board's remuneration system. This is evident because Supervisory Board remuneration is granted for activities that are not comparable to the work performed by K+S Aktiengesellschaft or K+S Aktiengesellschaft Group employees. Therefore, a vertical comparison with employee remuneration would be inappropriate.

gg) The Supervisory Board's remuneration system is approved by the Annual General Meeting based on a recommendation from the Board of Executive Directors and the Supervisory Board. Remuneration is governed by the Company's Articles of Association. The Board of Executive Directors and the Supervisory Board review the amount and structure of the remuneration at regular intervals, at least every four years, to ensure it is in line with market conditions and proportionate to the duties of the Supervisory Board and the Company's financial situation. Should the Supervisory Board's remuneration system require amendment, the Board of Executive Directors and the Supervisory Board will submit a proposal to the Annual General Meeting to amend the relevant provisions of the Articles of Association.

Due to the nature of the Supervisory Board, it acts in its own interest when submitting proposals to the Annual General Meeting for a resolution on Supervisory Board remuneration. This is in accordance with the procedure set forth in the German Stock Corporation Act. However, the Annual General Meeting decides on the remuneration of the Supervisory Board. Furthermore, the respective remuneration of the Supervisory Board of listed companies is publicly disclosed and, therefore, transparent.

**10 Resolution on the cancellation of the existing authorized capital, as well as the creation of new authorized capital with the option to exclude shareholders' subscription rights, pursuant to Section 4 (5) of the Articles of Association, and the corresponding amendment to the Articles of Association**

The resolution passed by the Annual General Meeting on May 12, 2021, which authorized the Board of Executive Directors to increase the share capital by up to €38,280,000.00 (authorized capital II), will expire on May 11, 2026. To continue providing the Company with the flexibility to promptly and efficiently respond to any future financing needs, the authorized capital will be renewed. The terms of the renewal shall correspond as closely as possible to those of the previous authorized capital II. Taking into account the reduction in the share capital figure since 2021, the amount shall again be 20% of the share capital. It will provide for a capital increase in exchange for cash or non-cash contributions, and it will have a term of five years. An additional option for excluding subscription rights shall be made available to enable the distribution of scrip dividends.

The total number of new shares issued under the existing authorized capital I and the renewed authorized capital II, along with the new shares issued to service bond issuance authorization, cannot exceed 40% of the Company's share capital. Furthermore, the total number of new shares issued under the existing authorized capital I and renewed authorized capital II, excluding subscription rights, as well as the new shares issued for bond issuance authorization, excluding subscription rights, may not exceed 10% of the Company's current share capital.

Therefore, the Board of Executive Directors and the Supervisory Board propose the adoption of the following resolution:

1. The authorized capital II (Section 4 (5) of the Articles of Association), which was approved by the Annual General Meeting on May 12, 2021, is hereby revoked.
2. With the consent of the Supervisory Board, the Board of Executive Directors is authorized to increase the Company's share capital by a total of no more than €35,820,000.00, through the issuance of no more than 35,820,000 new registered no-par value shares (authorized capital II), in one or more installments, in exchange for cash or non-cash contributions, until May 11, 2031. In the event of a capital increase from authorized capital II, shareholders shall generally be granted subscription rights. A financial institution designated by the Board of Executive Directors may acquire the new shares, provided that they are offered to the shareholders first (indirect subscription rights).

With the consent of the Supervisory Board, the Board of Executive Directors is authorized to exclude shareholders' statutory subscription rights up to 10% of the share capital in the following cases:

- a) With the consent of the Supervisory Board, the Board of Executive Directors may exclude fractional amounts from shareholders' statutory subscription rights.

- b) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights in connection with capital increases against cash contributions, provided that the proportionate amount of the share capital attributable to the new shares for which subscription rights are excluded does not exceed 10% of the existing share capital at the time the authorization takes effect, or – if this amount is lower – the existing share capital at the time the new shares are issued. Furthermore, the issue price of the new shares must not be significantly lower than the market price of already listed shares at the time the issue price is finally determined. In calculating the 10% limit, the proportionate amount of the share capital attributable to new or bought-back shares that were issued or sold during the term of this authorization, excluding subscription rights, in direct or indirect application of Section 186(3), Sentence 4 AktG, as well as the proportionate amount of the share capital to which option and/or conversion rights or obligations arising from bonds relate, which were issued during the term of this authorization in accordance with Section 186 (3) Sentence 4 AktG.
- c) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights in connection with capital increases involving contributions in kind, up to a proportionate amount of the share capital of €17,910,000.00 (equivalent to 17,910,000 shares), provided that the new shares are to be used as consideration for the Company's acquisition of a business, part of a business, or an equity interest in a business.
- d) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights in the event of a scrip dividend. In this type of dividend, shareholders are offered the option to contribute their dividend entitlement, in whole or in part, as a contribution in kind in exchange for new shares in the company.
- e) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights to the extent necessary to grant a subscription right to new shares to holders of conversion or option rights, or to those obligated to convert or exercise options under bonds issued or to be issued by the Company or one of its Group companies. This applies to the extent to which they would be entitled as shareholders following the exercise of the option or conversion right, or the fulfillment of the option or conversion obligation.

The Board of Executive Directors may exercise authorizations to exclude subscription rights granted under lit. a) through e) above, provided that the sum of the par values of shares issued without subscription rights does not exceed 10% of the share capital, at either the time the resolution on this authorization is passed or the time it is exercised. During the term of authorized capital II, if other authorizations to issue or sell shares of the Company or to issue rights entitling or obligating the holder to subscribe for Company shares are exercised and subscription rights are excluded in the process, this shall count toward the aforementioned 10% limit.

The newly issued shares pursuant to this authorization, together with the newly issued shares pursuant to other authorizations during this authorization period, and the shares issued to service bonds with conversion or option rights or obligations during this authorization period, may not exceed 40% of the share capital upon this authorization taking effect.

With the consent of the Supervisory Board, the Board of Executive Directors is authorized to determine the further details of capital increases from authorized capital II.

3. Section 4 (5) of the Articles of Association is amended as follows:

"With the consent of the Supervisory Board, the Board of Executive Directors is authorized to increase the Company's share capital by a total of no more than €35,820,000.00, through the issuance of no more than 35,820,000 new registered no-par value shares (authorized capital II), in one or more installments, in exchange for cash or non-cash contributions, until May 11, 2031. In the event of a capital increase from authorized capital II, shareholders shall generally be granted subscription rights. A financial institution designated by the Board of Executive Directors may acquire the new shares, provided that they are offered to the shareholders first (indirect subscription right). With the consent of the Supervisory Board, the Board of Executive Directors is authorized to exclude shareholders' statutory subscription rights up to a proportionate amount of the share capital, totaling 10% of the share capital, in the following cases:

- a) With the consent of the Supervisory Board, the Board of Executive Directors may exclude fractional shares from shareholders' statutory subscription rights.

- b) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights in connection with capital increases against cash contributions, provided that the proportionate amount of the share capital attributable to the new shares for which subscription rights are excluded does not exceed 10% of the share capital existing at the time the authorization takes effect, or – if this amount is lower – of the share capital existing at the time the new shares are issued. Furthermore, the issue price of the new shares must not be significantly lower than the market price of already listed shares at the time the issue price is finally determined. When calculating the 10% limit, the proportionate amount of the share capital attributable to new or bought-back shares issued or sold during the term of this authorization must be deducted, excluding subscription rights in direct or indirect application of Section 186 (3), Sentence 4 AktG. The same applies to the proportionate amount of the share capital to which option and/or conversion rights or obligations arising from bonds relate, issued during the term of this authorization in accordance with Section 186 (3), Sentence 4 AktG.
- c) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights in connection with capital increases involving contributions in kind, up to a proportionate amount of the share capital of €17,910,000.00 (equivalent to 17,910,000 shares with no par value), provided that the new shares are to be used as consideration for the Company's acquisition of a business, part of a business, or an equity interest in a business.
- d) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights in the event of a scrip dividend. In this case, shareholders are offered the option to contribute their dividend entitlement, either partially or entirely, as a contribution in kind in exchange for new shares in the Company.
- e) With the consent of the Supervisory Board, the Board of Executive Directors may exclude shareholders' statutory subscription rights to the extent necessary to grant holders of conversion or option rights, or those obligated to convert or exercise options under bonds issued or to be issued by the Company or one of its Group companies, a subscription right to new shares. This is to the extent that they would be entitled as shareholders following the exercise of the option or conversion right, or the fulfillment of the option or conversion obligation.

The Board of Executive Directors may exercise authorizations to exclude subscription rights, as granted under lit. a) through e) above, only if the aggregate par value of shares issued with the exclusion of subscription rights does not exceed the 10% limit, at either the time the resolution on this authorization is passed or the time it is exercised. If, during the term of authorized capital II and prior to its exercise, other authorizations to issue or sell shares of the Company, or to issue rights entitling or obligating the holder to subscribe to shares of the Company, are exercised, and subscription rights are excluded in the process, this shall count toward the aforementioned 10% limit.

The newly issued shares pursuant to this authorization, together with the newly issued shares pursuant to other authorizations during this authorization period, and the shares issued to service bonds with conversion or option rights or obligations during this authorization period, may not exceed 40% of the share capital upon this authorization taking effect.

With the consent of the Supervisory Board, the Board of Executive Directors is authorized to determine the further details of capital increases from authorized capital II."

4. The Supervisory Board is authorized to amend the Articles of Association following the full or partial implementation of the share capital increase through the exercise of authorized capital II. This amendment will be made in accordance with the extent of the capital increase carried out from authorized capital II up to that point and after the expiration of the authorization period.

The details are set forth in the Board of Executive Directors' report to the Annual General Meeting pursuant to Sections 203 (2), Sentence 2, and 186 (4), Sentence 2 AktG. The report is available on the Company's website at

[www.kpluss.com/agm](http://www.kpluss.com/agm)

from the date the Annual General Meeting is convened and will be accessible during the meeting.

## **11 Resolution on amendments to the Articles of Association in Section 9 (Resignation from Office, Dismissal) and Section 11 (Convening, Quorum)**

### **11.1 Resolution on the amendment of Section 9 (1) of the Articles of Association**

The Board of Executive Directors and the Supervisory Board propose amending Section 9 (1) of the Articles of Association as follows:

“Any member of the Supervisory Board may resign from office without good cause by submitting written notice to the Board of Executive Directors. The resignation takes effect one month after the end of the month in which the notice is submitted. With the consent of the Chairman of the Supervisory Board, however, this period may be waived. This provision does not affect the right to resign immediately for good cause.”

### **11.2 Resolution on the amendment of Section 11 (4) of the Articles of Association**

The Board of Executive Directors and the Supervisory Board propose amending Section 11 (4) of the Articles of Association as follows:

“The Supervisory Board generally adopts resolutions at meetings, which may be held in person or via video or telephone conference. At the discretion of the Chairman of the Supervisory Board, individual members may participate in an in-person meeting via video or telephone. Members who participate via video or telephone are considered present. The Supervisory Board may also pass a resolution outside of a meeting through votes cast in writing, by telephone, or in text form if the Chairman so determines. There is no right to object in any of the aforementioned cases.”

## II Further information and notes

Please pay particular attention to the following information, especially regarding the possibility of participating in the Annual General Meeting via audio and video link, the exercise of voting rights, the right to propose motions, the right to submit comments, the right to speak, the right to information and the right to object.

### 1 Information on the conduct of the virtual Annual General Meeting

In accordance with Section 14 (2) of the Articles of Association, the Board of Executive Directors has decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. For this reason, the physical presence of shareholders and their proxies at the venue of the Annual General Meeting is not possible. All members of the Board of Executive Directors and the Supervisory Board intend to attend the Annual General Meeting in person on May 12, 2026, at the venue of the Annual General Meeting for its entire duration.

The entire meeting will be transmitted live with full audio and video coverage for duly registered shareholders (see Section II.3) on May 12, 2026, starting at 10:00 a.m. (CEST) in the Online Service at

[www.kpluss.com/agm](http://www.kpluss.com/agm)

Shareholders or their proxies may exercise their voting rights by means of electronic absentee voting or by issuing a power of attorney and instructions to the proxies appointed by the Company. Shareholders or their proxies who participate in the meeting electronically have the right to speak, to request information, and to make motions and nominations at the meeting by means of video communication. They are also granted the right to object to resolutions of the Annual General Meeting by means of electronic communication to be recorded by the notary. In addition, duly registered shareholders or their proxies may submit statements prior to the meeting by means of electronic communication. Further details are set out below.

### 2 Online Service of the Company

For participating in the virtual Annual General Meeting by way of electronic access to the Annual General Meeting and exercising shareholders' rights, the Company provides an Internet-based and password-protected Annual General Meeting system - the so-called Online Service - on its website at

[www.kpluss.com/agm](http://www.kpluss.com/agm)

Shareholders require access data consisting of their user ID and the associated access password for using the Online Service. Those shareholders who previously set their own password must generate a new password. All other shareholders listed in the share register will receive their user ID and an associated access password enclosed in the invitation letter (by postal letter or e-mail) to the virtual Annual General Meeting.

Proxies will receive their own access data for the Online Service (see Section II.6).

Shareholders who have duly registered for the Annual General Meeting can then use the Online Service to exercise their shareholder rights associated with the virtual Annual General Meeting in accordance with the following explanations.

Shareholders who have not registered for the Annual General Meeting also have access to the Online Service. Without proper registration for the meeting, however, such shareholders cannot connect to the meeting electronically as participants. Shareholders who are not duly registered will, therefore, not be able to follow the meeting live in audio and video and exercise their shareholder rights.

The Online Service is expected to be available from April 14, 2026.

### **3 Prerequisites for participation in the virtual Annual General Meeting and the exercise of shareholder rights**

Only those shareholders who have registered with the Company by no later than May 5, 2026, midnight (CEST), and are listed in the share register for the registered shares are entitled to attend the virtual Annual General Meeting and exercise their shareholder rights, either in person or by proxy.

Registration can be made using the Company's Online Service. The Online Service can be reached at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**.

For this purpose, please refer to the instructions above under Section II.2.

Registration may also be sent to the following address

HCE Consult AG  
Registration Office K+S Aktiengesellschaft  
P.O. Box 820335  
81803 Munich  
E-mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

In accordance with Section 67c (1) and (2) Sentence 3 AktG, as well as Section 2 (1) and (3) and Section 9 (4) of the EU Implementing Regulation, information regarding the Annual General Meeting, formatted according to ISO 20022 standards (e.g., as an ISO 20022 XML file), must be sent to the contact address of the registration office listed above.

A form that can be used both for registration and for issuing powers of attorney and instructions will be sent to shareholders entered in the share register enclosed in the invitation letter to the virtual Annual General Meeting. Furthermore, if conflicting statements are submitted through different channels and the most recent submission is unclear, they will be considered in the following order: 1. via the online service, 2. by e-mail, and 3. in paper form.

For more information on the registration procedure, please refer to the instructions on the registration form or on the website

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**.

Shareholders may continue to dispose of their shares even after registering for the Annual General Meeting. For the exercise of shareholder rights, in particular voting rights, the shareholding recorded in the share register on the day of the Annual General Meeting is decisive, irrespective of any deposits. Requests for changes in the share register that are received by K+S Aktiengesellschaft after the end of the registration period in the period from May 6, 2026, midnight (CEST) to May 12, 2026, will only be processed and taken into account with effect after the Annual General Meeting on May 12, 2026. The relevant technical record date is, therefore May 5, 2026, midnight (CEST).

If an intermediary is entered in the share register, he or she may only exercise the voting right for shares not belonging to him or her if he or she has been authorized to do so by the shareholder. The same applies to associations of shareholders, proxies, and other equivalent persons pursuant to Section 135 (8) AktG.

Holders of American Depositary Receipts (ADRs) should direct their inquiries to The Bank of New York Mellon, New York, phone: +1 888 269-2377, or to their bank or broker.

### **4 Exercise of voting rights by electronic postal vote**

Shareholders may - in person or by proxy - exercise their voting rights by electronic postal vote.

Only those shareholders who are registered - in person or by proxy - and who have duly registered for the virtual Annual General Meeting by no later than May 5, 2026, midnight (CEST), as described in Section II.3, are entitled to exercise their voting rights by electronic postal vote.

Postal votes may only be cast electronically via the Company's Online Service (see Section II.2).

Votes may also be cast during the General Meeting. Votes must be received by the Company by the close of voting at a time to be determined by the Chairman of the meeting. Until then, postal votes may be changed or revoked via the Online Service.

Authorized intermediaries and equivalent associations, voting rights advisors and persons pursuant to Section 135 (8) AktG may also use the electronic postal vote. The Company will provide them with an electronic delivery method upon request.

When the Company receives electronic postal votes, powers of attorney, and instructions issued to its proxies for exercising voting rights, the powers of attorney and instructions shall always take precedence.

## **5 Exercising voting rights by granting power of attorney and issuing instructions to the Company's proxies**

In addition, shareholders or their proxies may authorize proxies nominated by the Company to vote according to their instructions. The proxies nominated by the Company exercise the voting rights exclusively in accordance with the instructions of the shareholder or his or her proxy. The proxies must be provided with a power of attorney and instructions for exercising voting rights for each item on the agenda to be voted on. If no instructions are given for an item on the agenda, the proxies will not participate in the relevant vote. If instructions are given that are unclear or contradictory, the proxies will abstain from voting. The proxies cannot exercise certain participation rights (such as the right to speak, the right to information, the right to propose motions or the right to object to resolutions of the Annual General Meeting).

You may submit powers of attorney and instructions to the Company's proxies electronically via the Company's Online Service. Proxies and instructions can also be submitted via the Online Service during the Annual General Meeting. However, they must be received before voting closes. The Chairman of the meeting determines the closing time.

Until then, powers of attorney and instructions granted via the Company's Online Service can be revoked or amended.

Powers of attorney and instructions may also be submitted in writing or in text form (by e-mail) by 6:00 p.m. (CEST) on May 11, 2026 (receipt is decisive), using the following contact details:

HCE Consult AG  
Registration Office K+S Aktiengesellschaft  
P.O. Box 820335  
81803 Munich  
E-mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

A form that can be used to grant authority and issue instructions is enclosed with the invitation. The corresponding form will also be available for download on the Company's website at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

presumably as of April 14, 2026.

Furthermore, it is possible to change or revoke powers of attorney and instructions issued in writing or in text form (by e-mail) until May 11, 2026, 6:00 p.m. (CEST) (receipt is decisive) using the following contact details:

HCE Consult AG  
Registration Office K+S Aktiengesellschaft  
P.O. Box 820335  
81803 Munich  
E-mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

If, in addition to postal votes, a power of attorney and instructions to the proxies nominated by the Company are received, the power of attorney and instructions to the proxies nominated by the Company will always take precedence. Furthermore, if conflicting statements are received via different transmission channels and it is not clear which was submitted last, they will be considered in the following order: 1. via the online service, 2. by e-mail, and 3. in paper form.

## 6 Third-party proxy

Shareholders entered in the share register may also exercise their rights, in particular their voting rights at the Annual General Meeting, through a proxy, for example an intermediary, a voting advisor, a shareholders' association, or another third party. In this case, too, proper registration by the respective shareholder is required (see Section II.3). The Company may reject one or more of your proxies if you designate more than one person.

Proxies may also not physically attend the Annual General Meeting. They can only exercise the voting rights for shareholders they represent by electronic postal vote or by issuing (sub)powers of attorney to the Company's proxies (see Section II.4 and 5).

Third-party proxies can connect to the Annual General Meeting electronically using the Company's Online Service, where they can follow the video and audio transmission of the Annual General Meeting and exercise their shareholder rights. Proxies require their own access data to use the Company's Online Service at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

which will be sent to them after the shareholder has duly registered and granted power of attorney to the Company or provided proof of power of attorney granted to the proxy. Therefore, proxies should be appointed as early as possible to ensure prompt receipt of the access data. If the proxy's address information is incomplete, the proxy's login data for the password-protected Online Service will be sent to the principal, who will then forward them to the proxy.

The power of attorney may be granted to the proxy or to the Company.

The granting of the power of attorney, its revocation and the proof of the power of attorney to the Company must be in text form, unless the power of attorney is granted pursuant to Section 135 AktG.

In the case of authorization to exercise voting rights in accordance with Section 135 AktG (granting of authorization to intermediaries, voting advisors, shareholders' associations or commercial agents), the declaration of authorization must be recorded by the authorized person in a verifiable manner. The power of attorney must also be complete and may only contain declarations in connection with the exercise of voting rights. In such cases, please agree on the form of the power of attorney with the person to be authorized.

The power of attorney may be issued electronically to the Company using the Company's Online Service at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**.

Powers of attorney may also be issued using the Online Service during the Annual General Meeting. Proof of a power of attorney issued to a proxy using the Online Service is not possible but can be provided by e-mail to [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de).

Shareholders who wish to authorize a third-party proxy by means other than the Online Service are requested to use the relevant form provided by the Company. Shareholders will receive this form for granting power of attorney to a third party enclosed with the letter of invitation. It is also available on the Internet at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

presumably as of April 14, 2026.

The power of attorney may also be issued to the Company in writing or in text form (by e-mail) by May 11, 2026, 06:00 p.m. (CEST) (receipt is decisive), using the following contact details:

HCE Consult AG  
Registration Office K+S Aktiengesellschaft  
P.O. Box 820335  
81803 Munich  
E-mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

The same applies to the proof of a power of attorney granted to a proxy.

Powers of attorney issued can be revoked as follows:

Powers of attorney issued can also be revoked using the Online Service during the Annual General Meeting. Powers of attorney issued can be revoked in writing or in text form (by e-mail) using the following contact details:

HCE Consult AG  
Registration Office K+S Aktiengesellschaft  
P.O. Box 820335  
81803 Munich  
E-mail: anmeldestelle@hce-consult.de

by May 11, 2026, 06:00 p.m. (CEST) (receipt is decisive).

## **7 Transmission of the virtual Annual General Meeting in audio and video format for the interested public**

The opening of the Annual General Meeting by the Chairman of the Annual General Meeting and the speech by the Chairman of the Board of Executive Directors will be available to interested members of the public live on the Internet at

[www.kpluss.com/agm](http://www.kpluss.com/agm)

using the link "Public broadcast of the Annual General Meeting until the end of the speech by the Chairman of the Board of Executive Directors".

## **8 Motion for amendment of the agenda pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)**

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 BGB (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 11, 2026 (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  
E-mail: hauptversammlung@k-plus-s.com

We will announce any motions for amendments received in due time, provided they meet the statutory requirements.

## **9 Countermotions and nominations by shareholders pursuant to Section 126 (1), 127 of the German Stock Corporation Act (AktG)**

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 27, 2026, midnight (CEST) (receipt is decisive).

Any shareholder may also submit to the Company a nomination for the election of Supervisory Board members or auditors (agenda item 5) or the auditors of the Sustainability Statement (agenda item 6) 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 27, 2026, midnight (CEST) (receipt is decisive).

We will publish countermotions or nominations 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](http://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 (including a statement of reasons) 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  
E-mail: [investor-relations@k-plus-s.com](mailto: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 be exercised electronically via the Company's Online Service. If the shareholder who has submitted the motion or nomination is not entered in the share register as a shareholder of the Company and has not duly registered for the Annual General Meeting (see Section II.3), the motion or nomination, respectively, does not have to be dealt with at the Annual General Meeting.

## **10 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 (see Section II.2). The right to speak may be exercised using the Online Service at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

and the virtual registration table there. This is only possible on the day of the Annual General Meeting from 09:30 a.m. (CEST). Persons who have registered to speak via the virtual registration table will be activated in the Online Service for their speech.

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.

In accordance with Section 16 (2) of the Articles of Association of the Company, the Chairman of the Annual General Meeting may impose reasonable time limits on the shareholders' right to ask questions and speak, and in particular at the beginning of or during the Annual General Meeting may set reasonable time limits for the course of the Annual General Meeting, for discussion of the individual items on the agenda, and for individual questions and speeches.

## **11 Right to information**

Duly registered shareholders or their proxies also have a right to information pursuant to Section 131 AktG 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.

Shareholders may exercise their right to information 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 (see Section II.2). For exercising this right, shareholders must register to speak using the Online Service at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

and the virtual registration table located there. This is only possible on the day of the Annual General Meeting from 09:30 a.m. (CEST). Persons who have registered to speak via the virtual registration table will be activated in the Online Service for their speech. No other submission of questions by electronic or other means of communication is planned either before or during the Annual General Meeting.

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.

## **12 Motions and nominations at the Annual General Meeting**

Duly registered shareholders or their proxies have the right to submit motions and make nominations at the Annual General Meeting by way of video communication. This also applies to countermotions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG, irrespective of whether they have been made accessible or not.

Shareholders may exercise these rights by using the video communication service offered by the Company using the Company's Online Service, which requires shareholders to be electronically connected to the Annual General Meeting (see Section II.2). For exercising these rights, shareholders must make a verbal contribution using the Online Service at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

and the virtual registration table located there. This is only possible on the day of the Annual General Meeting from 09:30 a.m. (CEST). Persons who have registered to submit a motion or a nomination using the virtual registration table for requests to speak will be enabled to exercise these rights in the Online Service.

The proxies appointed by the Company do not, however, exercise the above rights on behalf of the shareholders authorizing them.

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 in advance and to reject the request to speak if the functionality is not ensured.

## **13 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 6, 2026, midnight (CEST), by video or in text form using the Online Service at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

Any other form of submission is excluded.

Statements must be submitted via an input field in the Online Service in text form and may not exceed 10,000 characters (including blanks).

Statements that meet these requirements will be made available to registered shareholders via the Online Service no later than May 7, 2026, at 12:00 a.m. (CEST).

The Company will not publish such statements if the Board of Executive Directors would render itself liable to prosecution by making them available, if the statement contains obviously false or misleading information, or insults in material respects, or if the submitting shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented. The same applies to statements in languages other than German and to statements exceeding 10,000 characters (including blanks) in length or which have not been submitted by the deadline specified above or have not been submitted using the Online Service.

Any motions, nominations, questions, and objections to resolutions of the Annual General Meeting contained in the statements submitted will not be considered in this way. These are to be submitted or made or declared exclusively by the means described in this notice (see Sections 11.9, 10, 11, 12, and 14).

#### **14 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](http://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.

#### **15 Total number of shares and voting rights**

At the time of convening, the Company's share capital is divided into 179,100,000 no-par value registered shares with the same number of voting rights.

#### **16 List of participants**

The list of participants will be made available via the Company's Online Service after the Chairman of the Annual General Meeting has initially verified attendance during the virtual Annual General Meeting.

#### **17 Information on the Company's website**

The information pursuant to Section 124a AktG and further explanations of the aforementioned rights of shareholders are available from the date of convening onwards on the Company's website at

[www.kpluss.com/agm](http://www.kpluss.com/agm)

from the day of convening. The voting results will also be published there after the Annual General Meeting.

For inquiries by telephone, please call Monday through Friday (except holidays) between 9:00 a.m. and 5:00 p.m. Call +49 561 9301-1100 for K+S Aktiengesellschaft or +49 30 814 533 828 for HCE Consult AG.

#### **18 Notes on data privacy**

The Company processes the personal data of the shareholders or their proxies, if applicable (e.g., first name and surname, address, e-mail address, number of shares, class of shares, type of shareholding, shareholder number, access data for the password-protected online service, IP address, depository account number, admission ticket number or registration confirmation) on the basis of the applicable data protection laws. If shareholders do not provide their personal data themselves, the Company generally obtains them from the shareholder's custodian bank (the so-called "last intermediary").

The shares of the Company are registered shares. Pursuant to Section 67 AktG, they must be entered in the Company's share register, stating the name, date of birth, and address (including e-mail address) of the shareholder and, in the case of no-par value shares, the number of shares or the share number. The shareholder is generally obliged to provide the Company with this information. Otherwise, shareholders cannot assert any rights arising from their shares against the Company.

The processing of personal data of shareholders and shareholder proxies is required by law for the proper preparation and conduct of the virtual Annual General Meeting, for the exercise of shareholder rights, and for the maintenance of the share register. For the purpose of conducting the Annual General Meeting, this includes, in particular, processing registrations, providing access to previously submitted statements, following the virtual Annual General Meeting by means of electronic access, exercising voting rights, exercising the right to speak, ask questions, and propose motions during the Annual General Meeting, preparing the list of participants and recording objections and questions in the notarial record. The Company also transmits the Annual General Meeting via livestream in the so-called Online Service and to the back office for stenographic reporting and automated transcription of the speeches using an AI application. The legal basis for the processing of personal data is Section 6 (1) Sentence 1 lit. c) GDPR in conjunction with Sections 67, 67e, 118 et seq. AktG or, to the extent that technically necessary cookies are used that are stored on the user's end device, Section 25 (2) No. 2 of German Telecommunications-Digital-Services-Data Protection Act (TDDDG). The legal basis for using the AI application is Section 6, Sentence 1, lit. f) of the GDPR. Our goal is to make the stenography as timely and accurate as possible.

Furthermore, data processing that is useful for the organization of the virtual Annual General Meeting or otherwise necessary to safeguard the Company's legitimate interests (e.g., for statistical purposes) may be carried out on the basis of overriding legitimate interests (Section 6 (1) Sentence 1 lit. f) GDPR).

Moreover, the Company is subject to various legal obligations, e.g., under supervisory, sanction, commercial and tax law, which may require the processing of personal data of shareholders or shareholder proxies. The legal basis for data processing in this case is the respective statutory provisions pursuant to Section 6 (1) Sentence 1 lit. c) GDPR.

The service providers engaged by the Company for the purpose of organizing the virtual Annual General Meeting process the personal data of shareholders and shareholder proxies exclusively in accordance with the instructions of the Company and only to the extent necessary for the performance of the contracted services. All employees of the Company and employees of the service providers who have access to and/or process the personal data of shareholders or shareholder proxies are obliged to treat such data confidentially.

Otherwise, personal data, in particular the names of shareholders and, if applicable, shareholder proxies, will be made available to other shareholders and shareholder proxies in accordance with the statutory provisions (in particular with regard to the list of participants, Section 129 AktG). This also applies to personal data contained in statements submitted in advance, in requests to add items to the agenda, in countermotions or election nominations as well as in contributions made in exercising the right to speak or in response to questions. The legal basis in these cases is Section 6 (1) Sentence 1 lit. c) GDPR or, insofar as there is no legal obligation to disclose personal data, Section 6 (1) Sentence 1 lit. f) GDPR. In the latter case, the Company's primary objective is to properly conduct the Annual General Meeting and enable shareholders to exercise their rights. Additionally, the Company may be legally required to disclose your personal data to other recipients, such as government authorities, to fulfill statutory reporting obligations.

The Company will delete the personal data of shareholders and shareholder proxies in accordance with the statutory provisions as soon as the two-year inspection period pursuant to Section 129 (4) AktG has expired, the personal data is no longer necessary for the original purposes for which it was collected or processed, the data is no longer required in connection with administrative or legal proceedings and no statutory retention obligations exist.

Subject to the legal requirements, the existence of which must be verified in each individual case, shareholders and shareholder proxies have the right to obtain information about their processed personal data and to request that their personal data be corrected or deleted or that the processing be restricted. In addition, shareholders and shareholder representatives have the right to lodge a complaint with a data protection authority and to receive their personal data in a structured, commonly used and machine-readable format. If personal data are processed pursuant to Section 6 (1) Sentence 1 lit. f) GDPR, the shareholders or shareholder representatives also have the right to object under the statutory conditions, the existence of which is to be examined in each individual case.

Contact information for the responsible party, where rights of data subjects can also be exercised:

K+S Aktiengesellschaft  
Bertha-von-Suttner-Straße 7  
34131 Kassel  
Phone: +49 561 9301-0  
Contact: [dataprotection&privacy@k-plus-s.com](mailto:dataprotection&privacy@k-plus-s.com)

You can contact our Data Protection Officer as follows:

Scheja & Partners GmbH & Co. KG  
Boris Reibach  
Adenauerallee 136  
53113 Bonn  
Phone: +49 (0) 228-227 226-0  
Secure contact form: <https://www.scheja-partners.de/kontakt/kontakt.html>

Information on privacy for shareholders and shareholder proxies is also available on the Company's website at

**[www.kpluss.com/agm](http://www.kpluss.com/agm)**

Kassel (Germany), in April 2026

The Board of Executive Directors

K+S Aktiengesellschaft  
with its registered office in Kassel (Germany)