



## **Detailed Explanation of Shareholder Rights**

Ordinary Annual General Meeting of K+S Aktiengesellschaft  
on Tuesday, May 12, 2026, 10:00 a.m.,  
which will be held as a virtual Annual General Meeting without the physical  
presence of shareholders or their proxies.



## Amendment to the agenda

Shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of €500,000.00 may, pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), request that items be added to the agenda and published. Motions for amendments to the agenda must be submitted to the Board of Executive Directors of K+S Aktiengesellschaft in writing or in electronic form pursuant to Section 126a 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).

Applicants must provide evidence that they have held the shares for at least 90 days prior to receiving the request and will continue to hold them until the Board of Executive Directors decides on the motion. When calculating this period, Sections 70 and 121(7) AktG must be observed. The date on which the request was received is not included in this calculation.

A statement of reasons or a draft resolution must accompany each new motion.

We kindly request you 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](mailto:hauptversammlung@k-plus-s.com)

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

## Underlying statutes:

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

"If exercising rights attached to a share depends on the shareholder having held the share for a specified period, ownership is equivalent to a claim for transfer of ownership against a credit institution, financial services institution, securities institution, or a company operating under Section 53(1), Sentence 1; Section 53b (1), Sentence 1; or Section 53 (7) of the German Banking Act. The ownership period of a legal predecessor shall be attributed to the shareholder if he acquired the share free of charge from his trustee, as a universal successor, upon the dissolution of a partnership, or in connection with a portfolio transfer pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Societies Act."

### **Section 121 (7) AktG:**

"When calculating time limits and deadlines retroactively from the date of the meeting, the day of the meeting is not included. Postponing from a Sunday, Saturday, or public holiday to a preceding or following business day is not permitted. Sections 187 through 193 of the Civil Code do not apply. For unlisted companies, the articles of association may specify an alternative method for calculating deadlines."

### **Section 122 (1) AktG:**

"An annual general meeting must be convened if shareholders, whose shares together amount to one-twentieth of the share capital, request such a meeting in writing. The request must state the purpose and reasons and be addressed to the Board of Executive Directors. The Articles of



Association may require a different formality or a smaller share of the share capital to request the convening of an annual general meeting. Applicants must prove that they have held the shares for at least 90 days prior to the date the request is received and will continue to hold them until the Board of Executive Directors has decided on the motion. Section 121(7) shall apply accordingly."

**Section 122 (2) AktG:**

"Similarly, shareholders who collectively own one-twentieth of the share capital, or the equivalent of 500,000 euros, may request to have items placed on the agenda. Each new item must be accompanied by a statement of reasons or a draft resolution. Requests must be received by the company at least 24 days prior to the meeting, or at least 30 days prior to the meeting for listed companies. The day of receipt shall not be included in this calculation."

**Countermotions or nominations**

Every shareholder is entitled to submit a countermotion to a proposal by the Board of Executive Directors and/or the Supervisory Board on a specific item on the agenda. A countermotion shall be made available on the Company's website under the conditions of Section 126 (1) and (2) of the German Stock Corporation Act (AktG) if it is received by the Company at the following contact details no later than April 27, 2026, midnight (CEST) (receipt is decisive).

Any shareholder may also submit to the Company a nomination for the election of 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) at

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

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 any countermotions or nominations received in a timely manner, including the name and place of residence of the shareholder, without delay on the Internet at

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

as soon as they are received, provided they meet the legal requirements. We will also make any statements from management available at the aforementioned website.

Countermotions and nominations (including statement of reasons) 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 only 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, the motion or nomination does not have to be dealt with at the Annual General Meeting.

Motions and nominations may also be submitted during the Annual General Meeting via video communication as part of a speech (see Section "Right to speak pursuant to Section 130a(5) and (6) of the German Stock Corporation Act (AktG)).

### **Underlying statutes:**

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

"(1) Motions from shareholders, including the shareholder's name, statement of reasons, and statements from management, shall be made available to persons entitled under Section 125(1) through (3), under the conditions specified therein. This applies provided that the shareholder sent a countermotion, together with a statement of reasons, against a proposal by the Board of Executive Directors and the Supervisory Board regarding a specific item on the agenda, to the address specified in the meeting notice for this purpose, at least 14 days prior to the meeting. The day of receipt shall not be included in the calculation. For listed companies, such information must be made available on the company's website. Section 125(3) applies accordingly.

(2) A countermotion and its statement of reasons does not need to be made available,

1. if making it available would render the Board of Executive Directors liable to criminal prosecution,
2. if the countermotion would lead to a resolution by the annual general meeting that is contrary to law or the Articles of Association,
3. if the statement of reasons contains information that is obviously false or misleading in material respects, or if it contains insults,
4. if a countermotion by the shareholder based on the same facts has already been made available for an annual general meeting of the company pursuant to Section 125,
5. if the same countermotion by the shareholder, with substantially the same justification, has already been made available pursuant to Section 125 at at least two annual general meetings of the company within the last five years and less than one-twentieth of the represented share capital voted in favor of it at the annual general meeting,
6. if the shareholder indicates that he will not attend the annual general meeting and will not be represented, or
7. if, in the past two years, the shareholder has failed to submit or have submitted a countermotion notified by him at two annual general meetings.

The statement of reasons does not need to be made available if it exceeds 5,000 characters in total.



(3) If several shareholders submit countermotions regarding the same matter, the Board of Executive Directors may consolidate them and their statements of reasons.

(4) For a virtual annual general meeting, motions made available under (1) through (3) are deemed submitted when they are made available. The Company must ensure that shareholders can exercise their voting rights on these motions as soon as they can demonstrate that they meet the statutory or bylaws requirements. If the shareholder who submitted the motion cannot be properly identified, or if registration is required and the shareholder has not properly registered for the general meeting, the motion need not be considered at the meeting."

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

"Section 126 applies to a shareholder's nomination for the election of Supervisory Board members or auditors. The nomination does not need to be justified. The Board of Executive Directors is not required to make the nomination available, even if it lacks the information specified in Sections 124(3) and 125(1)."

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

"Nomination for the election of Supervisory Board members or auditors must include their names, occupations, and places of residence."

**Section 130a (5) AktG:**

"Shareholders participating in the meeting electronically shall be granted the right to speak via video communication during the meeting. They must use the video communication form provided by the company for such remarks. Speeches may include motions and nominations pursuant to Section 118a (1), Sentence 2, No. 3; requests for information pursuant to Section 131(1); follow-up questions pursuant to Section 131(1d); and other questions pursuant to Section 131(1e). Section 131(2), Sentence 2, applies accordingly."

**Right to speak pursuant to Section 130a (5) and (6) 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.

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



The minimum technical requirements for joining a video call are an Internet-enabled device with a camera and microphone that can be accessed via a web browser, as well as a stable Internet connection. The Company will 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.

### **Underlying statutes:**

#### **Section 130a (5) AktG:**

"Shareholders participating in the meeting electronically shall be granted the right to speak via video communication during the meeting. They must use the video communication method provided by the company for these remarks. Motions and nominations pursuant to Section 118a (1), Sentence 2, No. 3; requests for information pursuant to Section 131(1); follow-up questions pursuant to Section 131 (1d); and other questions pursuant to Section 131(1e) may be included in the speech. Section 131(2), Sentence 2 applies accordingly."

#### **Section 130a (6) AktG:**

"In the meeting notice, the company may reserve the right to verify the video communication functionality between shareholders and the company during the meeting. The company may also reject shareholders' remarks if functionality cannot be ensured."

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

"If a virtual general meeting is held, the following requirements must be met:

7. Shareholders participating electronically shall have the right to speak via video communication during the meeting, in accordance with Sections 130a (5) and (6)."

### **Right to information pursuant to Section 131(1) AktG**

Duly registered shareholders or their proxies also have a right to information on the Company's affairs, the Company's legal and business relations with affiliated companies, and the situation of the Group and the Group companies included in the consolidated financial statements, insofar as the information is required to make a proper assessment of an item on the agenda. Additionally, according to Section 131(1d) AktG, shareholders may request additional information regarding responses from the Board of Executive Directors.

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

Shareholders may exercise their right to information pursuant to Section 131(1) and (1d) AktG by using the video communication service offered by the Company in the Company's Online Service, which requires them to be connected electronically to the Annual General Meeting (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.

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

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

A shareholder participating in the Annual General Meeting via video link, who is denied information may request that his question and the reason for denial be included in the meeting minutes. This request must be submitted during the meeting via the online service using the designated button, "Request pursuant to Section 131(5) AktG." If a shareholder is provided with information outside the Annual General Meeting because of his shareholder status, this information must be provided to other shareholders upon request during the Annual General Meeting, even if it is not necessary for properly assessing the agenda item. This request must be submitted during the meeting via the online service using the designated button "Request pursuant to Section 131(4) AktG" or during the meeting via video communication as part of a verbal contribution.

### **Underlying statutes:**

#### **Section 131 AktG:**

"(1) At the annual general meeting, upon request, the Board of Executive Directors must provide each shareholder with information about the company's affairs, as necessary, for an accurate evaluation of the agenda item. This duty to provide information extends to the company's legal and business relationships with affiliated companies. If a company uses the simplifications under Sections 266 (1), 276, or 288 of the German Commercial Code, any shareholder may request that the annual financial statements be presented at the annual general meeting in the form they would have taken without these simplifications. The Board of Executive Directors of a parent company has a duty to provide information at the annual general meeting at which the consolidated financial statements and consolidated management report are presented. This duty extends to the financial position of the group and the companies included in the consolidated financial statements (Section 290 (1), (2) of the German Commercial Code).

(1a) In the case of a virtual annual general meeting, (1) Sentence 1 shall apply, provided that the Board of Executive Directors may require shareholders to submit their questions electronically no later than three days before the meeting. Section 121(7) shall apply to the calculation of this deadline. Questions submitted after the deadline need not be considered.

(1b) The scope of questions submitted may reasonably be limited in the meeting notice. The right to submit questions may be restricted to registered shareholders.



(1c) Prior to the meeting, the company must make all submitted questions available to shareholders and answer them no later than one day before the meeting. Section 121(7) applies to the calculation of this deadline. For listed companies, the questions and answers must be posted on the company website. Section 126(2), Sentence 1, Nos. 1, 3, and 6 shall apply to the disclosure of the questions accordingly. If answers are continuously available one day before and during the meeting, the Board of Executive Directors may refuse to answer these questions during the meeting.

(1d) Each shareholder participating in the meeting electronically shall have the right to ask follow-up questions via electronic communication regarding all answers provided by the Board of Executive Directors before or during the meeting. The provisions of (2) Sentence 2 shall also apply to this right.

(1e) Additionally, every shareholder participating in the meeting electronically shall have the right to ask questions during the meeting via electronic communication regarding matters that arose after the period specified in (1a) Sentence 1 expired. (2) Sentence 2 also applies to this right.

(1f) The chair of the meeting may stipulate that the rights to information pursuant to (1), the right to ask follow-up questions pursuant to (1d), and the right to ask questions pursuant to (1e) may be exercised exclusively by means of video communication at the annual general meeting.

(2) The information provided must comply with the principles of conscientious and faithful reporting. According to Section 129, the articles of association or the rules of procedure may authorize the chairperson to impose reasonable time limits on shareholders' rights to ask questions and speak. These documents may also specify further details in this regard.

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

1. if, according to reasonable business judgment, providing the information is likely to cause significant harm to the company or an affiliated company;
2. if it relates to tax valuations or the amount of individual taxes;
3. regarding the difference between the value at which items have been stated in the annual balance sheet and a higher value of such items, unless the annual general meeting approves the annual financial statements;
4. regarding accounting and valuation methods, provided that the disclosure of these methods in the notes to the financial statements is sufficient to convey a true and fair view of the company's net assets, financial position, and results of operations within the meaning of Section 264 (2) of the German Commercial Code; this does not apply if the annual general meeting approves the annual financial statements;
5. if the Board of Executive Directors would be liable to criminal prosecution by providing the information;
6. if, in the case of a credit institution, a financial services institution, or a securities institution, information regarding the accounting and valuation methods applied and offsets made need not be disclosed in the annual financial statements, management report, consolidated financial statements, or consolidated management report;



7. if the information is available on the company's website for at least seven days prior to the start of the annual general meeting and remains accessible throughout the meeting.

Information may not be withheld for any other reason.

(4) If a shareholder is provided with information outside of the annual general meeting because of his or her status as a shareholder, then that information must be provided to any other shareholder upon request at the annual general meeting, even if it is not necessary for properly assessing the agenda item. In the case of a virtual general meeting, ensure that every shareholder connected electronically can submit a request under Sentence 1 via electronic communication. The Board of Executive Directors may not refuse to provide information pursuant to (3), Sentence 1, Nos. 1 through 4. Sections 1 through 3 do not apply if a subsidiary (Section 290 (1), (2) of the German Commercial Code), joint venture (Section 310(1) of the German Commercial Code), or affiliated company (Section 311(1) of the German Commercial Code) provides information to a parent company (Section 290(1), (2) of the German Commercial Code) for inclusion in the parent company's consolidated financial statements and the information is required for this purpose.

(5) If a shareholder is denied information, he or she may request that his or her question, along with the reason for the denial, be included in the meeting minutes. In the case of a virtual general meeting, ensure that every shareholder participating electronically can submit the request via electronic communication."

**Section 130a (5) AktG:**

"Shareholders participating in the meeting electronically shall be granted the right to speak via video communication during the meeting. They must use the video communication method provided by the company for these remarks. Motions and nominations pursuant to Section 118a (1), Sentence 2, No. 3; requests for information pursuant to Section 131(1); follow-up questions pursuant to Section 131(1d); and other questions pursuant to Section 131(1e) may be included in the speech. Section 131(2), Sentence 2 applies accordingly."

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

"If a virtual annual general meeting is held, the following requirements must be met:

4. Shareholders must be granted the right to information under Section 131 via electronic communication."

**Right to submit statements pursuant to Section 130a (1) to (4) 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),

under the "Shareholder Rights" section, using the "Statements" button provided for that purpose. 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 spaces).



We will make statements complying with these requirements, including the name and place of residence of the submitting shareholder, available to duly registered shareholders via the Company's Online Service at

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

by midnight (CEST) on May 7, 2026. Any statements from management will also be made available there.

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.

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

Motions, nominations, questions, and objections to resolutions of the Annual General Meeting contained in submitted statements will not be considered through this channel. They must be submitted, raised, or declared exclusively through the channels described.

#### **Underlying statutes:**

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

"(1) For a virtual annual general meeting, shareholders may submit statements on agenda items prior to the meeting via electronic communication using the address provided in the meeting notice. This right may be limited to registered shareholders. The scope of statements may be reasonably limited in the meeting notice.

(2) All statements must be submitted at least five days before the meeting.

(3) All shareholders must have access to the submitted statements no later than four days prior to the meeting. Access may be restricted to registered shareholders. For publicly traded companies, the statements must be made available on the company's website. For the exceptions listed in Sentence 2, the statements may also be made available on a third-party website. Section 126 (2), Sentence 1, Nos. 1, 3, and 6, shall apply accordingly.

(4) Section 121(7) applies to calculating the time limits specified in (2) and (3), Sentence 1.

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

If a virtual general meeting is held, the following requirements must be met:

6. Shareholders must be granted the right to submit statements electronically in accordance with Section 130a, (1) through (4)."



## **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.

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

### **Underlying statutes:**

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

"If a virtual annual general meeting is held, the following requirements must be met:

8. Shareholders participating electronically shall have the right to object to a resolution of the annual general meeting via electronic communication."

#### **Section 245 No. 1 AktG**

"The following persons are entitled to contest the resolution:

1. Any shareholders who were present at the annual general meeting, acquired their shares prior to the publication of the agenda, and objected to the resolution on the record."

Kassel (Germany), in April 2026

The Board of Executive Directors

K+S Aktiengesellschaft  
headquartered in Kassel (Germany)