



Explanations of Agenda Items for which no resolution will be adopted

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.



Regarding Agenda Item 1

Regarding Agenda Item 1, the presentation of the adopted annual financial statements of K+S Aktiengesellschaft, the approved consolidated financial statements, the combined and consolidated management reports, and the Supervisory Board's report for the 2025 financial year, as well as the Board of Executive Directors' report on disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB), no resolution will be passed by the Annual General Meeting. This is because the Supervisory Board approved the annual and consolidated financial statements prepared by the Board of Executive Directors on March 11, 2026. Therefore, the annual financial statements are adopted in accordance with Section 172, Sentence 1 of the German Stock Corporation Act (hereinafter "AktG"). A resolution by the Annual General Meeting pursuant to Section 173(1) AktG regarding the adoption of the annual financial statements or the approval of the consolidated financial statements is, therefore, not required. Nor does the law provide for a resolution by the Annual General Meeting regarding the other documents submitted as part of Agenda Item 1.

The resolution on the appropriation of profits will be passed under Agenda Item 2.

Underlying statutes:

Section 172 AktG:

"If the Supervisory Board approves the annual financial statements, they are considered adopted unless the Board of Executive Directors and the Supervisory Board decide to defer adoption to the annual general meeting. The resolutions of the Board of Executive Directors and the Supervisory Board must be included in the Supervisory Board's report to the annual general meeting."

Section 173 (1) AktG:

"If the Board of Executive Directors and the Supervisory Board have decided to leave the approval of the annual financial statements to the annual general meeting, or if the Supervisory Board has not approved the annual financial statements, the annual general meeting shall approve the annual financial statements. If the Supervisory Board of a parent company (Section 290 (1), (2) of the German Commercial Code) has not approved the consolidated financial statements, the annual general meeting shall resolve on their approval."

Section 175 (1) AktG:

"Upon receiving the Supervisory Board's report, the Board of Executive Directors must convene the annual general meeting. The meeting will be held to approve the adopted annual financial statements and the management report, as well as the individual financial statements approved by the Supervisory Board pursuant to Section 325(2a) of the German Commercial Code. The meeting will also be held to resolve the appropriation of profits. In the case of a parent company (Section 290(1) and (2) of the German Commercial Code), the meeting will be held to approve the consolidated financial statements and the group management report approved by the Supervisory Board." The annual general meeting must take place within the first eight months of the financial year."

Section 175 (2) AktG:

"The annual financial statements, consisting of the individual financial statements approved by the Supervisory Board pursuant to Section 325(2a) of the German Commercial Code, the management report, the Supervisory Board report, and the Board of Executive Directors' proposal for the appropriation of profits, shall be made available for inspection by shareholders at the company's business premises from the date of the meeting notice. Upon request, a copy of these documents must be provided to each shareholder without delay. For a parent company (Section



290(1), (2) of the German Commercial Code), Sentences 1 and 2 also apply to the consolidated financial statements, group management report, and Supervisory Board report. The obligations under sentences 1 through 3 do not apply if the specified documents are accessible on the company's website for the same period."

Section 176 (1) AktG:

"The Board of Executive Directors must make the documents specified in Section 175(2) available at the annual general meeting. In the case of listed companies, this includes an explanatory report on the disclosures required under Sections 289a and 315a of the German Commercial Code. At the beginning of the meeting, the Board of Executive Directors shall present an explanation of its documents, and the Chairman of the Supervisory Board shall present an explanation of the Supervisory Board's report. In doing so, the Board of Executive Directors shall comment on any net loss for the year or any loss that has materially affected the annual result. Sentence 3 shall not apply to credit institutions and securities institutions."

Section 174 AktG:

"(1) The annual meeting resolves on the appropriation of profits. This resolution is subject to the approved financial statements.

(2) The resolution must specify the following in detail:

1. the retained earnings;
2. the amount or property to be distributed to the shareholders;
3. the amounts to be transferred to retained earnings;
4. a profit carried forward;
5. the additional expenses resulting from the resolution.

(3) This resolution does not result in any changes to the approved financial statements."

Kassel (Germany), in April 2026

The Board of Executive Directors

K+S Aktiengesellschaft
headquartered in Kassel