



Governance presentation of the Supervisory Board

September 2026



Supervisory Board

Supervisory Board



Dr. Harald Schwager
Chairman
Shareholder representative
Mandate until the end of
the 2029 AGM



Ralf Becker
Deputy Chairman
Employee representative
Mandate until the end of
the 2028 AGM



Thomas Kölbl
Deputy Chairman
Shareholder representative
Mandate until the end of
the 2029 AGM



Petra Adolph
Ordinary Member
Employee representative
Mandate until the end of
the 2028 AGM



André Bahn
Ordinary Member
Employee representative
Mandate until the end of
the 2028 AGM



Carl-Albrecht Bartmer
Ordinary Member
Shareholder representative
Mandate until the end of
the 2028 AGM



Prof. Dr. Elke Eller
Ordinary Member
Shareholder representative
Mandate until the end of
the 2027 AGM



Lars Halbleib
Ordinary Member
Employee representative
Mandate until the end of
the 2028 AGM



Christiane Hölz
Ordinary Member
Shareholder representative
Mandate until the end of
the 2027 AGM



Michael Knackmuß
Ordinary Member
Employee representative
Mandate until the end of
the 2028 AGM



Dr. Tilman Krauch
Ordinary Member
Shareholder representative
Mandate until the end of
the 2029 AGM



Gerd Kübler
Ordinary Member
Employee representative
Mandate until the end of
the 2028 AGM



Peter Trotha
Ordinary Member
Employee representative
Mandate until the end of
the 2028 AGM



Dr. Rainier van Roessel
Ordinary Member
Shareholder representative
Mandate until the end of
the 2029 AGM



Brigitte Weitz
Ordinary Member
Employee representative
Mandate until the end of
the 2028 AGM



Christine Wolff
Ordinary Member
Shareholder representative
Mandate until the end of
the 2027 AGM

Supervisory Board – Committees and their members

		Supervisory Board	Nomination Committee	Personnel Committee	Audit Committee	Strategy Committee	Mediation Committee	Special Committee
		16	4	4	6	6	4	0
Schwager, Dr. Harald	Shareholder Representative	Chair	Chair	Chair	Member	Chair	Chair	
Becker, Ralf	Employee Representative	Deputy Chair		Member	Member	Member	Member	
Kölbl, Thomas	Shareholder Representative	Deputy Chair			Chair		Member	
Adolph, Petra	Employee Representative	Member			Member			
Bahn, André	Employee Representative	Member				Member	Member	
Bartmer, Carl-Albrecht	Shareholder Representative	Member	Member					
Eller, Prof. Dr. Elke	Shareholder Representative	Member		Member				
Halbleib, Lars	Employee Representative	Member			Member			
Hölz, Christiane	Shareholder Representative	Member			Member	Member		
Knackmuß, Michael	Employee Representative	Member		Member				
Krauch, Dr. Tilman	Shareholder Representative	Member						
Kübler, Gerd	Employee Representative	Member						
van Roessel, Dr. Rainier	Shareholder Representative	Member	Member					
Trotha, Peter	Employee Representative	Member				Member		
Weitz, Brigitte	Employee Representative	Member						
Wolff, Christine	Shareholder Representative	Member	Member			Member		

Supervisory Board

- Carries out its activities in accordance with the law, the bylaws, its rules of procedure and in the spirit of responsible corporate governance
- Appoints the members of the Management Board and advises them on the management of the company
- Consists of 16 members, with equal numbers of shareholder and employee representatives in accordance with the German Co-Determination Act
- Proportion of women: 31.25% (shareholder representatives: 37.5%)
- Age limit: Candidates for the Supervisory Board may not be older than 70 (i.e., under 71) at the time of election
- Service limit: Maximum of 3 terms of office – appointment is for 4 years in each case

Qualification profile of the Supervisory Board

	Dr. Harald Schwager	Thomas Kölbl	Carl-Albrecht Bartner	Prof. Dr. Elke Eller	Christiane Holz	Dr. Tilman Krauch	Dr. Rainier van Roessel	Christine Wolff	Ralf Becker	Petra Adolph	André Bahn	Lars Halbleib	Michael Knackmuß	Gerd Kübler	Peter Trotha	Brigitte Weitz
General information	Shareholder representatives								Employee representatives							
	Chairman	Deputy chairman, Chairman of the Audit Committee							Deputy chairman							
Member since	2025	2017	2024	2018	2023	2025	2020	2023	2009	2018	2018	2022	2014	2016	2021	2020
Appointed until the end of the ordinary Annual General Meeting	2029	2029	2028	2027	2027	2029	2029	2027	2028	2028	2028	2028	2028	2028	2028	2028
Independence ¹	yes	yes	yes	yes	yes	yes	yes	yes	-	-	-	-	-	-	-	-
Overboarding ¹	no	no	no	no	no	no	no	no	no	no	no	no	no	no	no	no
Age ²	65	63	64	63	53	63	68	65	60	61	57	47	50	58	42	62
Gender	male	male	male	female	female	male	male	female	male	female	male	male	male	male	male	female
Company-specific competence																
Sector experience	x	x	x					x	x		x		x	x	x	x
Relevant regional markets ³	x	x	x	x	x	x	x	x						x		
Professional competence																
Corporate management & strategy	x	x	x	x	x	x	x	x								
Crisis management	x	x	x	x		x	x	x	x	x	x	x	x	x	x	x
M&A	x	x		x		x	x	x								
Human resources & organization	x	x	x	x		x	x	x	x	x	x	x	x	x	x	x
Technology & innovation	x		x			x		x			x	x	x	x	x	x
Public affairs & geopolitics	x		x	x	x	x	x		x	x	x	x		x		
Regulation, compliance & risk management	x	x			x	x	x				x	x	x	x	x	
Financial competence																
Accounting		x	x	x	x		x		x	x						
Audit of financial statements		x							x	x		x				
Digital competence																
Cybersecurity & AI				x		x	x									
Digitalization	x			x	x	x	x				x		x	x	x	
Sustainability competence incl. IROs according to ESRS																
Governance																
Business ethics	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x
Social responsibility																
Employees and socio-economic concerns	x	x		x	x	x	x	x		x	x	x	x	x	x	x
Environment & resources																
Water & dissolved residues and K+S mining specifics	x		x		x	x		x			x	x	x	x	x	
Climate change	x	x	x		x	x	x	x	x		x	x	x	x		x

x Criterion met. The criteria for professional suitability are based on an annual self-assessment by the Supervisory Board. A cross corresponds to profound knowledge in the relevant subject area and, therefore, the ability to understand the relevant issues well and make informed decisions on the basis of existing qualifications.

¹ In accordance with the German Corporate Governance Code.

² As of: December 31, 2025.

³ The information reflects in-depth regional knowledge in the professional and private spheres and, therefore, represents an essential component for an internationally oriented Supervisory Board.

Efficiency review

Every two years, the Supervisory Board conducts an efficiency review to assess how effectively the Supervisory Board and its committees are performing their duties and to obtain suggestions for the future work of the full Supervisory Board and the committees.

- 2020: By external consultants
- 2022: Internal efficiency review
Key results:
 - Constructive, open and always professional cooperation
 - No deficits identified
 - Suggestions for further professionalization of the work were noted
- 2024: By external consultants
Key results:
 - Constructive, open and always professional cooperation
 - No deficits identified
 - Working group of Supervisory Board members for suggestions for further professionalization of the work
- 2026: Internal efficiency review scheduled

Supervisory Board and committee remuneration

K+S Aktiengesellschaft	Fixed Remuneration	Audit Committee	Personnel Committee	Nomination Committee*	Strategy Committee	Special Committee**
Chairman	€240,000	€60,000	€20,000	€10,000	€50,000	€5,000
Deputy Chairman	€180,000	€45,000	€15,000	€7,500	€37,500	€3,750
Ordinary Member	€120,000	€30,000	€10,000	€5,000	€25,000	€2,500
* In case that at least two meetings per year have taken place. ** Remuneration per meeting						

K+S Minerals and Agriculture GmbH (Subsidiary)	
Chairman	€12,000
Deputy Chairman	€9,000
Ordinary Member	€6,000



Board of Executive Directors

Board of Executive Directors

Dr. Carin-Martina Tröltzsch

**Dr. Christian H. Meyer
(Chairman)**

Christina Daske

Dr. Jens Christian Keuthen



You can find the CVs of our Executive Board members on the K+S website. For current information on the responsibilities of the individual members of the Board of Executive Directors, please refer to our bylaws which can also be found on the K+S website at www.kpluss.com/executivedirectors.

Board of Executive Directors



Dr. Christian H. Meyer
Chief Executive Officer

Dr. Meyer was appointed Chief Financial Officer of K+S AG as of March 15, 2023. He has assumed the position of Chairman of the Board of Executive Directors as of June 1, 2025. His term of office runs until March 14, 2031.



Christina Daske
Labor Director

Mrs. Daske was appointed to the Board of Executive Directors of K+S AG as of December 1, 2023, and is Labor Director. Her term of office runs until November 30, 2031.



Dr. Carin-Martina Tröltzsch
Chief Operations Officer

Dr. Tröltzsch was appointed to the Board of Executive Directors of K+S AG as of February 20, 2023, and became Deputy Chairwoman of the Board of Executive Directors as of June 1, 2025. Her term of office runs until February 19, 2029.

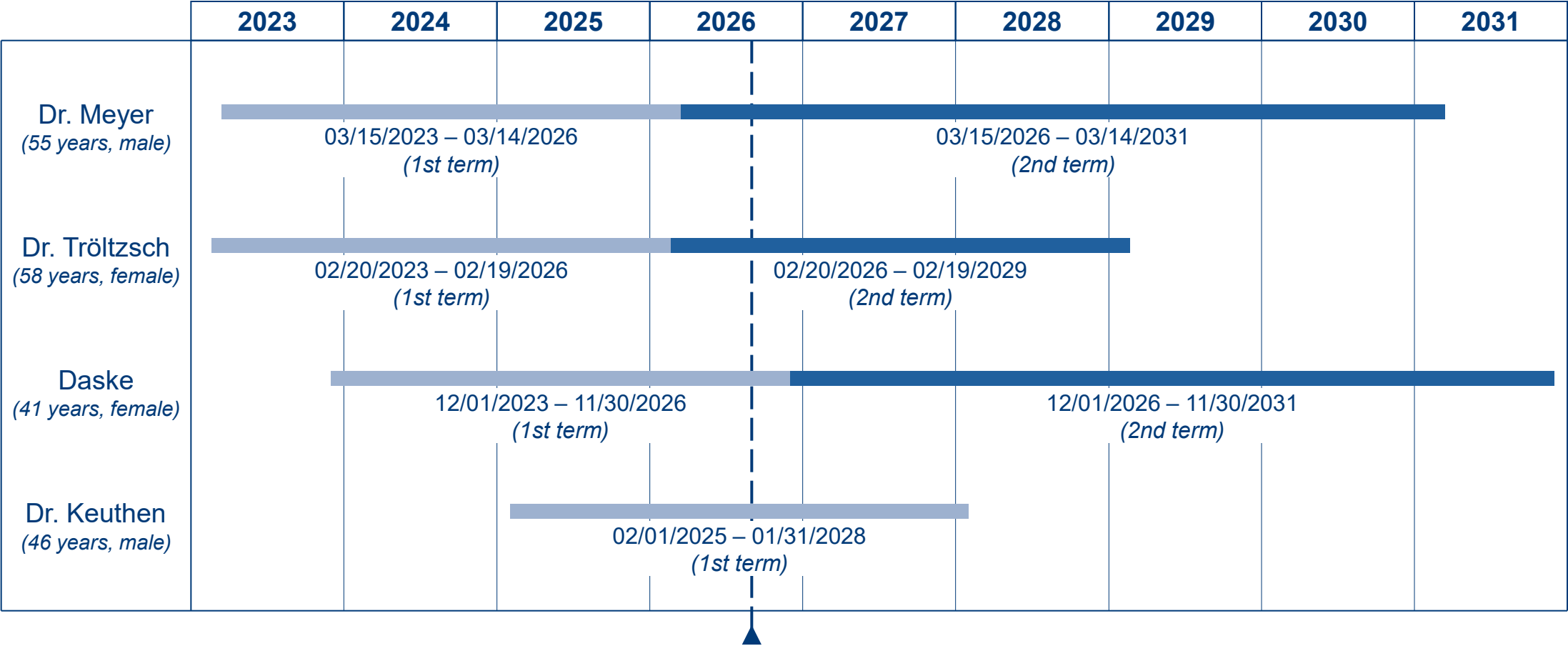


Dr. Jens Christian Keuthen
Chief Financial Officer

Dr. Keuthen was appointed to the Board of Executive Directors of K+S AG as of February 1, 2025, and took over the position of Chief Financial Officer on June 1, 2025. His term of office runs until January 31, 2028.

You can find the CVs of our Executive Board members on the K+S website. For current information on the responsibilities of the individual members of the Board of Executive Directors, please refer to our bylaws which can also be found on the K+S website at www.kpluss.com/executivedirectors.

Continuity and stability within the Board of Executive Directors ensured by staggered mandates



Board of Executive Directors

- Manages the company's business in accordance with the provisions of the law, the bylaws and its rules of procedure
- Represents the company towards third parties
- Is jointly responsible for the management of the company as a whole
- Each member of the Board of Executive Directors is primarily responsible for fulfilling the tasks assigned to their area of responsibility
- Statutory retirement as age limit for members of the Board of Executive Directors

Remuneration of the Board of Executive Directors: 2026 remuneration system

2026 remuneration system

Total remuneration	Fixed remuneration	Basic remuneration	Fixed, basic remuneration not related to performance which is paid monthly	
		Fringe benefits	- Non-cash remuneration, for example, use of a company car - Contributions to pension, health, and long-term care insurance, D&O insurance, accident insurance Upper limit: €100 thousand	
		Pension commitments	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) Upper limit: €360 thousand for the Chairman of the Board of Executive Directors and €270 thousand for each other member of the Board of Executive Directors ¹	
	Variable remuneration	Short-term incentive (STI) <i>(STI x performance factor = bonus)</i>	Performance criteria: 80.0% EBITDA target achievement 20.0% FCF target achievement Upper limit target achievement: 200% Performance factor (0.8 – 1.2) Performance period: 1 year Payment: April of the following year	
		Long-term incentive (LTI)	Performance criteria: 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) 25.0% Specific CO ₂ emissions 50.0% Share price performance (share-based part) Upper limit target achievement: 200% Performance period: 4 years Payment: April of the year following the performance period	
Remuneration factor: 1.0 – 1.7 depending on position, complexity of the area of responsibility, and experience				
Maximum remuneration: €4,000 thousand for an ordinary member of the Board of Executive Directors with remuneration factor 1.0				
Further design elements		- Share ownership guideline - Clawback clause - Upper limit for severance payment - Contractual non-compete clause²		

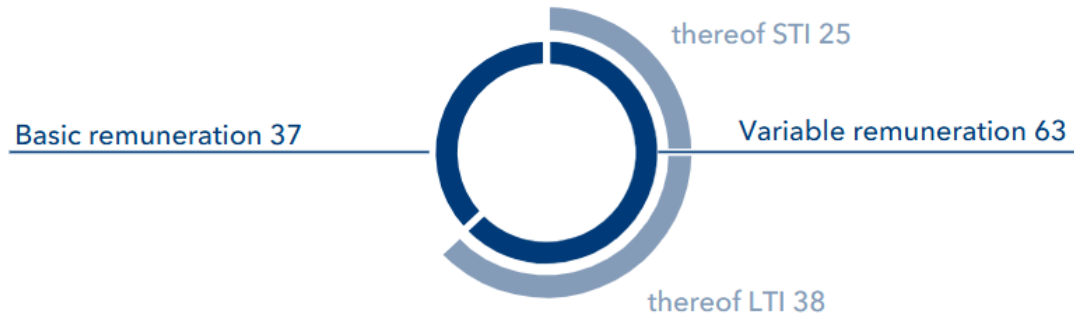
- Remuneration system according to German Corporate Governance Code
- Approved by the Annual General Meeting on May 12, 2026, with a majority of 58%
- Applicable to all members of the Executive Board effective January 1, 2026

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

² No post-contractual non-compete clause exists.

Target remuneration structure

in %



- Around 63% of the remuneration comprises variable components
- This structure ensures that variable remuneration resulting from long-term target achievement exceeds that resulting from short-term target achievement

Target and maximum remuneration

Ordinary BoED member (remuneration factor 1.0)

in T€

		Remuneration structure	Target (100%)	Minimum	Maximum
60%	37%	Basic remuneration	566.0	566.0	566.0
40%	25%	Short-term incentive (STI)	390.0 ¹	0	936.0 ²
100%		Annual remuneration	956.0	566.0	1,502.0
	38%	Long-term incentive (LTI)	590.0	0	1,180.0
	100%	Target remuneration	1,546.0	566.0	2,682.0
		Maximum remuneration			4,000.0

¹ Performance factor 1.0; ² Performance factor 1.2

Target and maximum remuneration COO (remuneration factor 1.2)

in T€

		Remuneration structure	Target (100%)	Minimum	Maximum
60%	37%	Basic remuneration	679.2	679.2	679.2
40%	25%	Short-term incentive (STI)	468.0 ¹	0	1,123.2 ²
100%		Annual remuneration	1,147.2	679.2	1,802.4
	38%	Long-term incentive (LTI)	708.0	0	1,416.0
	100%	Target remuneration	1,855.2	679.2	3,218.4
		Maximum remuneration			4,800.0

¹ Performance factor 1.0; ² Performance factor 1.2

Target and maximum remuneration CEO (remuneration factor 1.5)

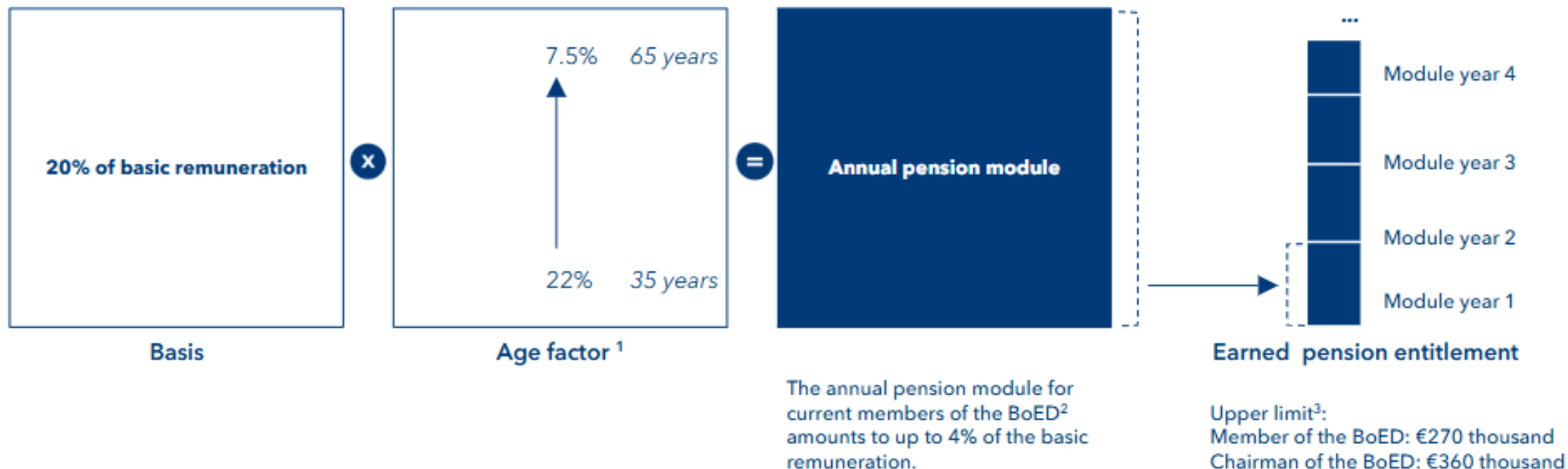
in T€

		Remuneration structure	Target (100%)	Minimum	Maximum
60%	37%	Basic remuneration	849.0	849.0	849.0
40%	25%	Short-term incentive (STI)	585.0 ¹	0	1,404.0 ²
100%		Annual remuneration	1,434.0	849.0	2,253.0
	38%	Long-term incentive (LTI)	885.0	0	1,770.0
	100%	Target remuneration	2,319.0	849.0	4,023.0
		Maximum remuneration			6,000.0

¹ Performance factor 1.0; ² Performance factor 1.2

Pension commitments*

PENSION MODULES FOR MEMBERS OF THE BOARD OF EXECUTIVE DIRECTORS IN OFFICE AS OF DECEMBER 31, 2025



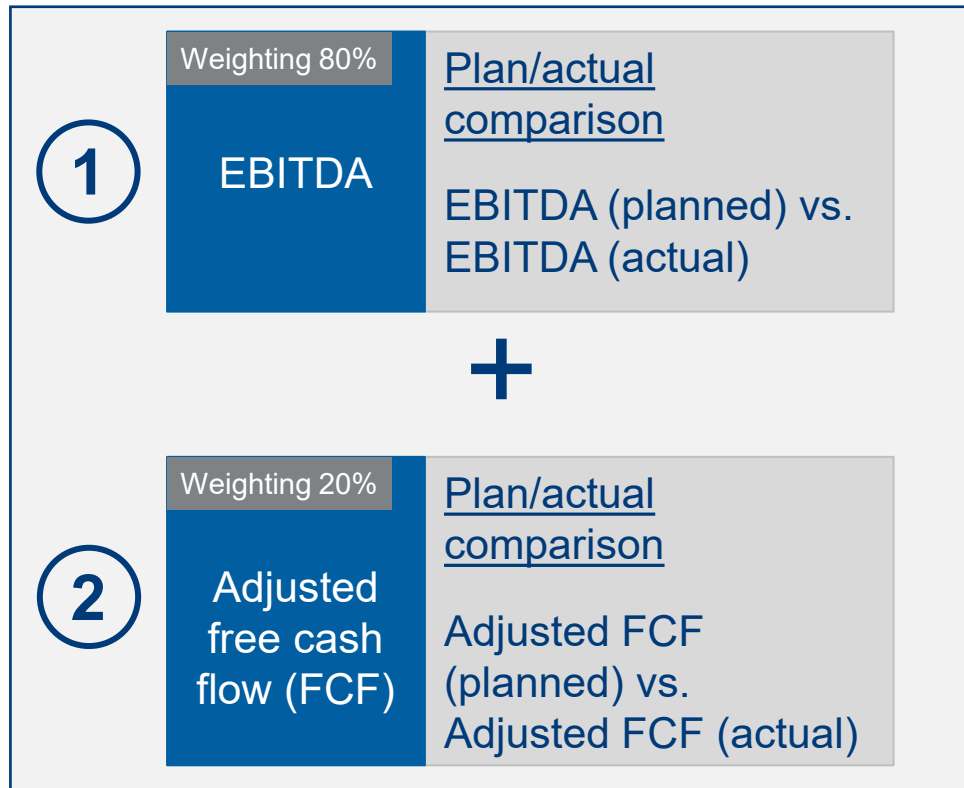
1 Exemplary representation of the age factors. For 2025, the age factors ranged between 10% and 19.5% depending on the age of the BoED member and the annual pension modules ranged between €13.6 - 22.1 thousand.

2 BoED = Board of Executive Directors.

3 The upper limit is reviewed every three years and adjusted if necessary. During the regular review for January 1, 2026, the values were kept the same.

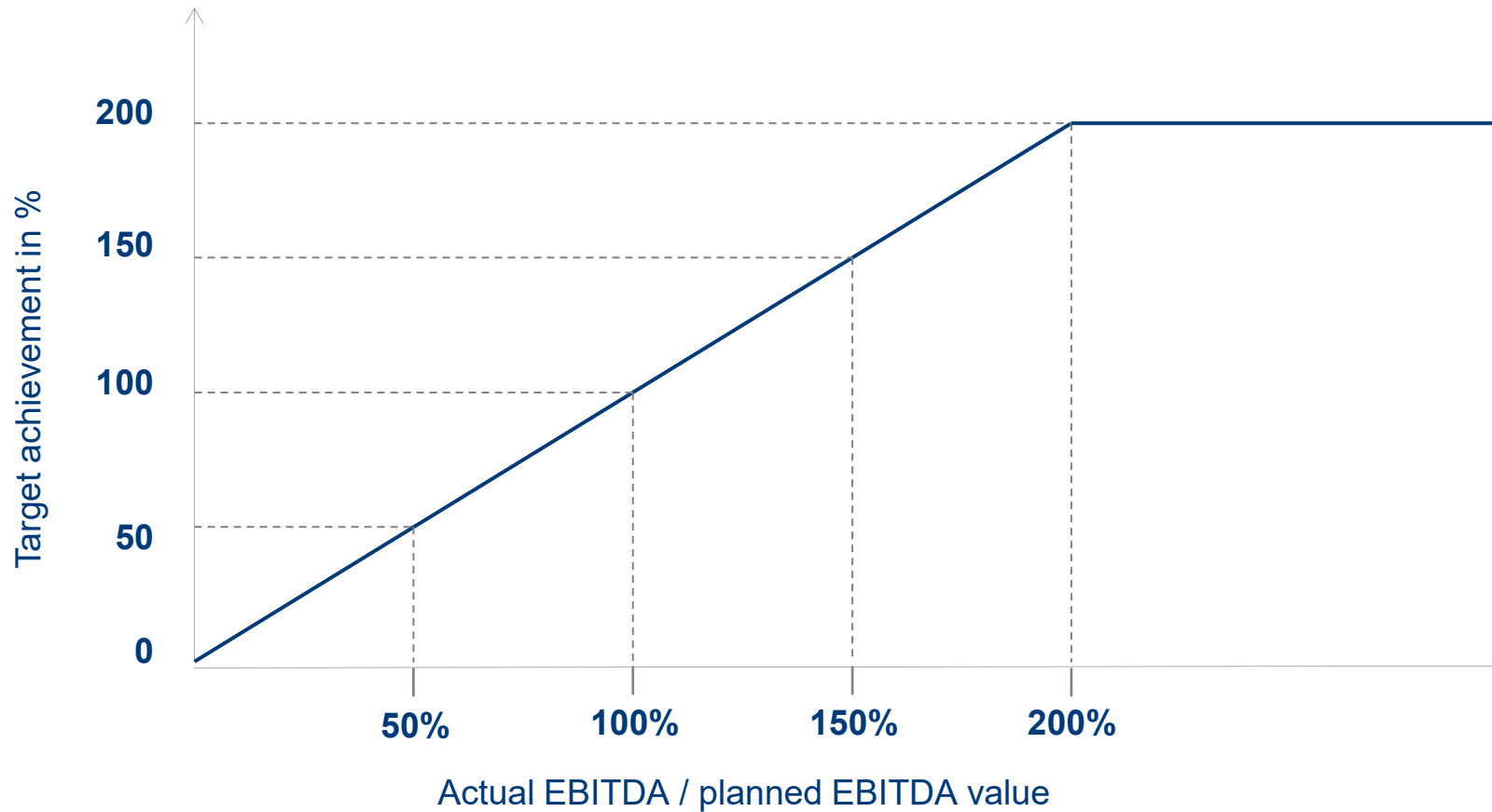
With a basic remuneration of €566 thousand, 20% translate to €113.2 thousand. If you apply the age factor to this (as reported: for 2025, between 8.5 and 19.5%, the older the lower), you get to an annual module achieved per annum of 2 - 4% of basic remuneration or a good € 10 - 20 thousand.

Short-term incentive (STI)

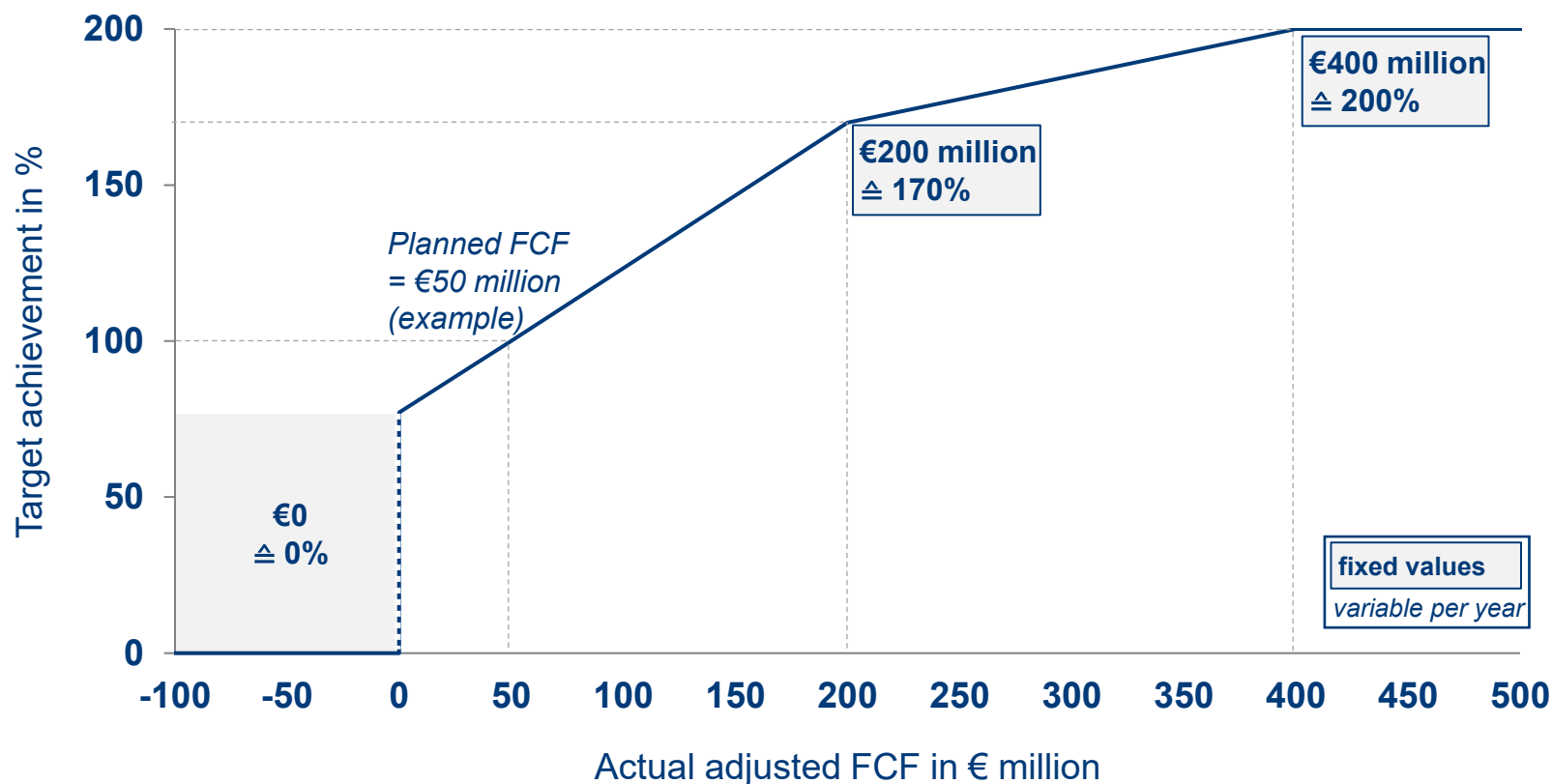


3 → Furthermore, a **performance factor**, which is based on the achievement of specific targets, influences the short-term incentive as a multiplier (**0.8 to 1.2**)

Short-term incentive (STI): EBITDA



Short-term incentive (STI): Adjusted free cash flow*



* The target achievement curve only applies to planned values > €0 and < €200 million.

Short-term incentive (STI): 2026 target agreement BoED* (for performance factor)

Target	Description	Weighting	Target not achieved	Target achieved	Target over-achieved
Realisation of the planned earnings improvement with a portfolio optimisation project	For a portfolio optimisation project, earnings improvements were planned which should be realised by 31 December 2026.	10%	The realised earning improvements are below the defined level.	The realised earning improvements are within the defined level.	The realised earning improvements are above the defined level.
Realisation of the planned earnings improvement with an efficiency-enhancement project	For an efficiency-enhancement project, earnings improvements were planned which should be realised by 31 December 2026.	50%	The realised earning improvements are below the defined level.	The realised earning improvements are within the defined level.	The realised earning improvements are above the defined level.
Further development of the corporate strategy	The Board of Executive Directors presents (initial) elements for the further development of the corporate strategy.	20%	No approaches for the further development are presented.	Approaches for the further development are presented.	Approaches for the further development are presented and the implementation is linked to initial initiatives.
Targeted stakeholder communication	Achieving targeted stakeholder communication aligned with K+S's interests	20%	The defined goal was not achieved. In particular, no substantive initiatives were launched.	The Board of Executive Directors proactively initiates dialogue and clearly communicates K+S's positions.	Stakeholder communication has yielded tangible results, and the defined goals have been achieved.

*The uniform target agreement is a conscious decision to avoid conflicting targets and promote cooperation among the entire Board of Executive Directors. At the same time, different reference values provide individual incentives and require each Board of Executive Directors member to contribute.

Long-term incentive (LTI): Overview of LTI programs in effect

Financial year	2024	2025	2026	2027	2028 ¹	2029
LTI 2024 – 2026 (based on 2024 remuneration system) Performance criteria (0% – 200% target achievement)	Jan. 1, 2024 Dec. 31, 2026					
LTI 2025 – 2027 (based on 2024 remuneration system) Performance criteria (0% – 200% target achievement)	Jan. 1, 2025 Dec. 31, 2027					
LTI 2026 – 2029 (based on 2026 remuneration system) Performance criteria (0% – 200% target achievement)	Jan. 1, 2026 Dec. 31, 2029 50% payout in April 2029 ²					
			2024 remuneration system	2026 remuneration system		

1 Due to the change in the LTI performance period from three to four years, no LTI program will be settled as of December 31, 2028.

2 For Board of Executive Directors members with LTI entitlements from the 2024 remuneration system, 50% of the 2026 – 2029 LTI program will be paid out in April 2029, based on an estimate of target achievement which will be offset against the regular payment based on actual target achievement.

Long-term incentive (LTI):

Environment & resources – Specific CO₂ emissions

(until 2032)

Definition: Reduction in specific CO₂ emissions

Starting point: Continuing from existing tranches: 261.4 kg/t (end of 2025)

Target value: 216.4 kg/t (end of 2032) / Vision: greenhouse gas neutral by 2045

KPI: in kg/t

Measurement:
$$\text{LTI value} = \frac{\text{Emissions of all potash and rock salt producing sites [in kg]}}{\text{Location-consolidated primary production volume of HA,WI,UB,BT,ZI,NE [in t]}}$$

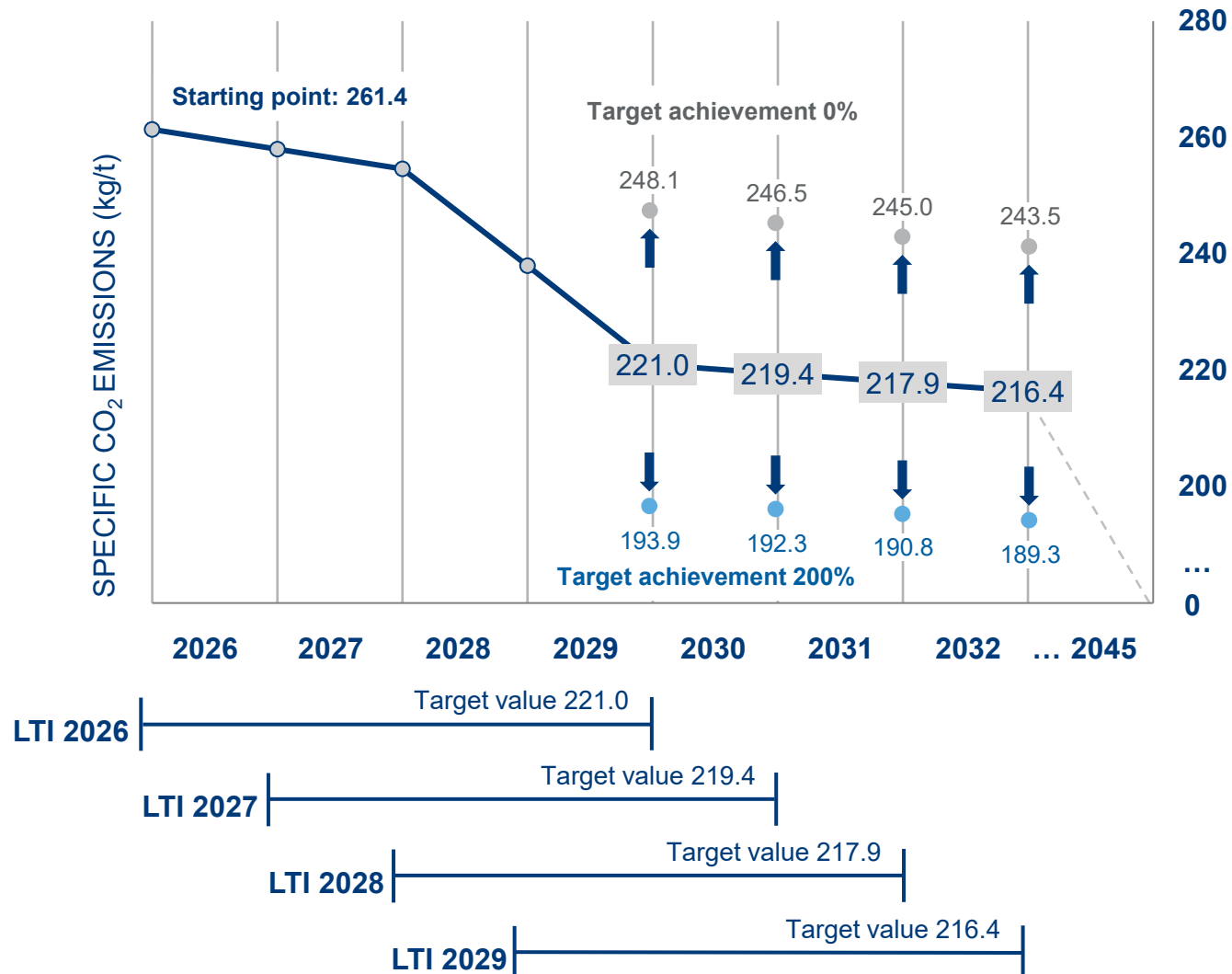
Primary production only includes potash production sites. A change in **SOP production operations in Hattorf** has a minor impact on emissions but a greater impact on primary production. Therefore, differences in SOP volume compared to the base year of 2020 are corrected using a fixed conversion factor. This allows SOP operations to be decided independently, without any advantages or disadvantages in terms of LTI CO₂.

Salt sites are excluded from the production volume because including them in the indicator would result in high production volumes depending on the de-icing salt business combined with low emissions. This distorts the relevant effects of LTI CO₂. The indicator takes into account **Scope 1 and Scope 2 emissions**.

Currently, the procurement of heat and electricity from external waste incineration plants is accounted for as CO₂-free. However, if the relevant accounting requirements change, this will not be reflected in the LTI calculation to ensure comparability with the initial value.

Long-term incentive (LTI): Environment & resources – Specific CO₂ emissions

(until 2032)

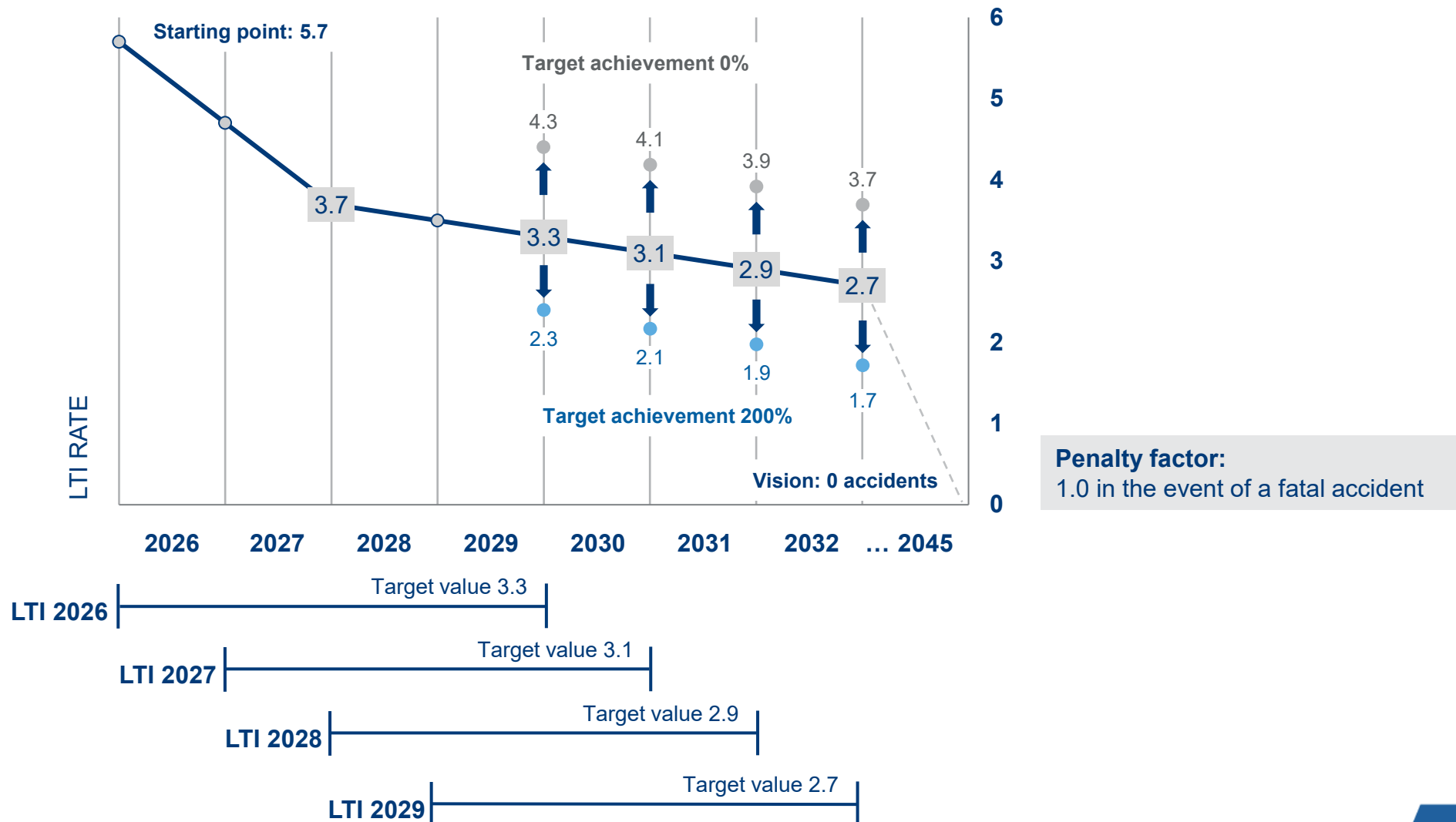


Long-term incentive (LTI):

Social responsibility – Lost-time incident rate (until 2032)

Definition:	Number of incidents resulting in at least 24 hours of lost time per million hours worked
Starting point:	Continuing from existing tranches: 5.7 (end of 2025)
Target value:	2.7 (end of 2032) / Vision: zero accidents by 2045
KPI:	LTI rate
Measurement:	Reduction of the LTI value within the specified target range over a four-year period
Malus factor:	1.0 in the event of a fatal work-related accident

Long-term incentive (LTI): Social responsibility – Lost-time incident rate (until 2032)



Long-term incentive (LTI): Social responsibility – Health and safety culture (until 2032)

1. Near-miss reportings

Definition: Participation in the reporting system

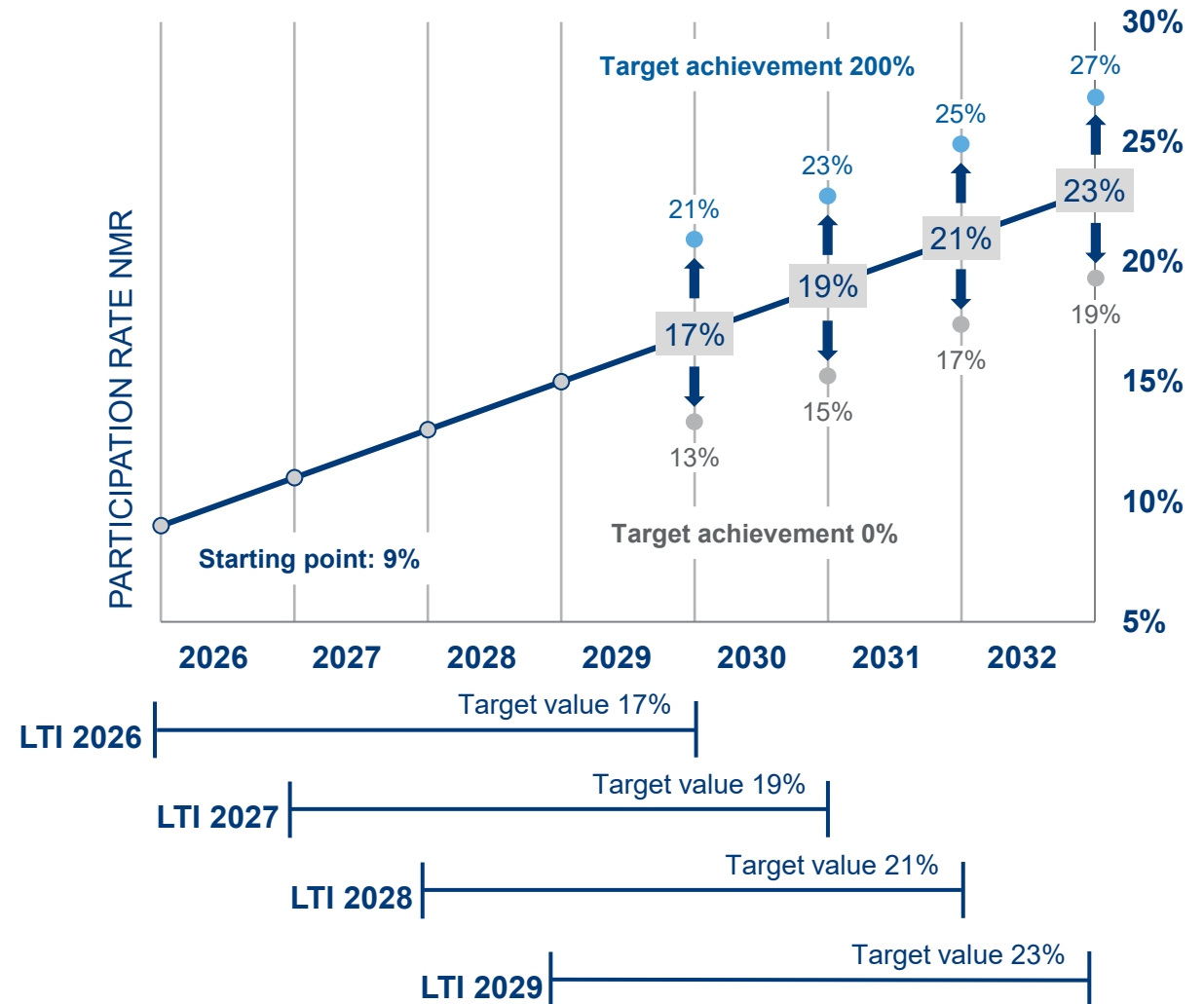
Starting point: 9% (end of 2025)

Target value: 23% (end of 2032)

KPI: Percentage of employees who submit at least one NMR in the respective financial year

Measurement: 8-point increase in the participation rate over a four-year period

***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.*



Long-term incentive (LTI): Social responsibility – Health and safety culture (until 2032)

2. Severe incident failure (SIF) rate

Definition: Incidents that could have resulted in life-changing or fatal consequences per one million hours worked

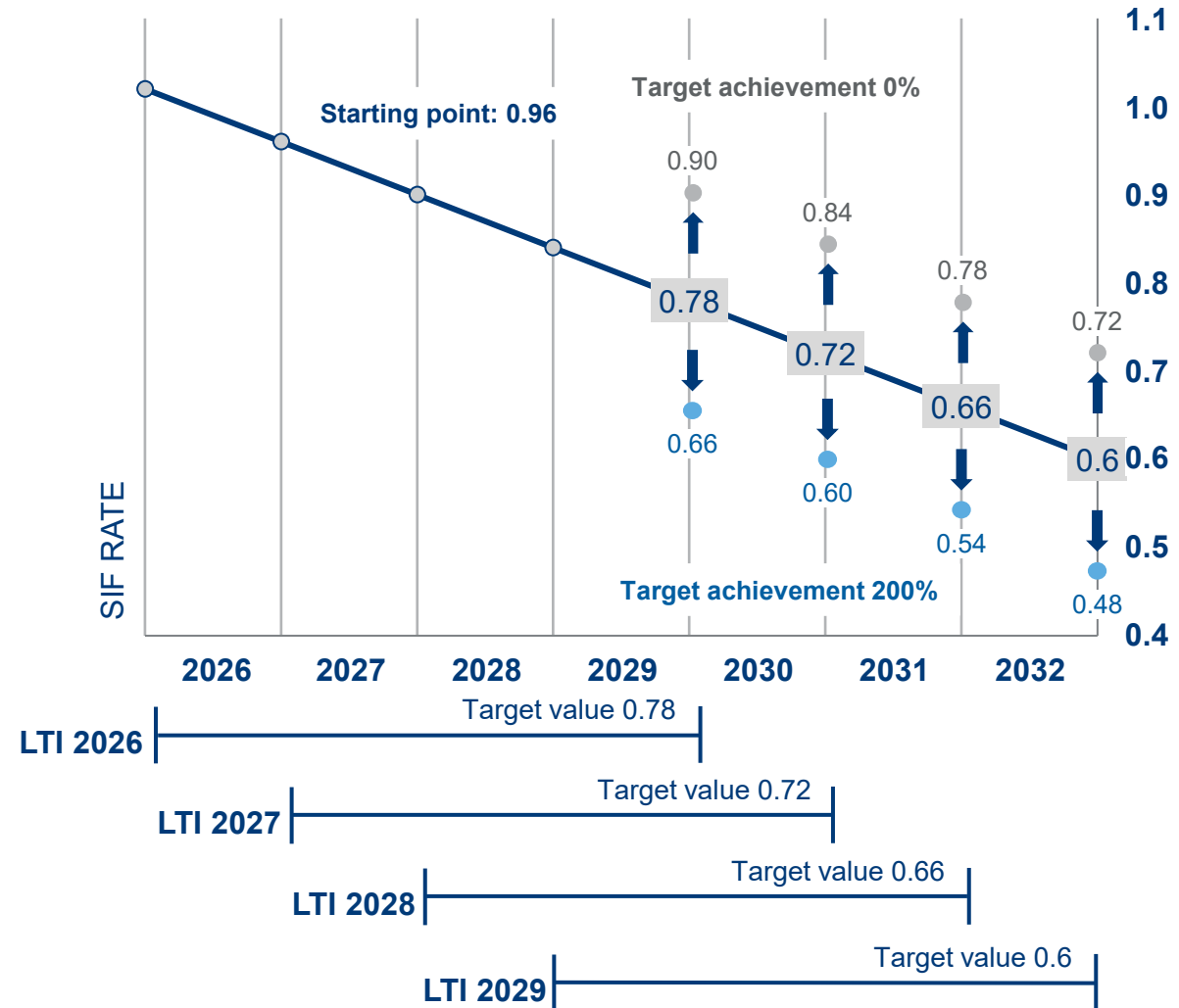
Starting point: 0.96 (end of 2026)

Target value: 0.6 (end of 2032)

KPI: SIF rate

Measurement: Reduction in the SIF rate by 0.24 over a four-year period

*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.*



Long-term incentive (LTI): Social responsibility – Health and safety culture (until 2032)

3. Health passport

Definition: Participation rate in the bonus program

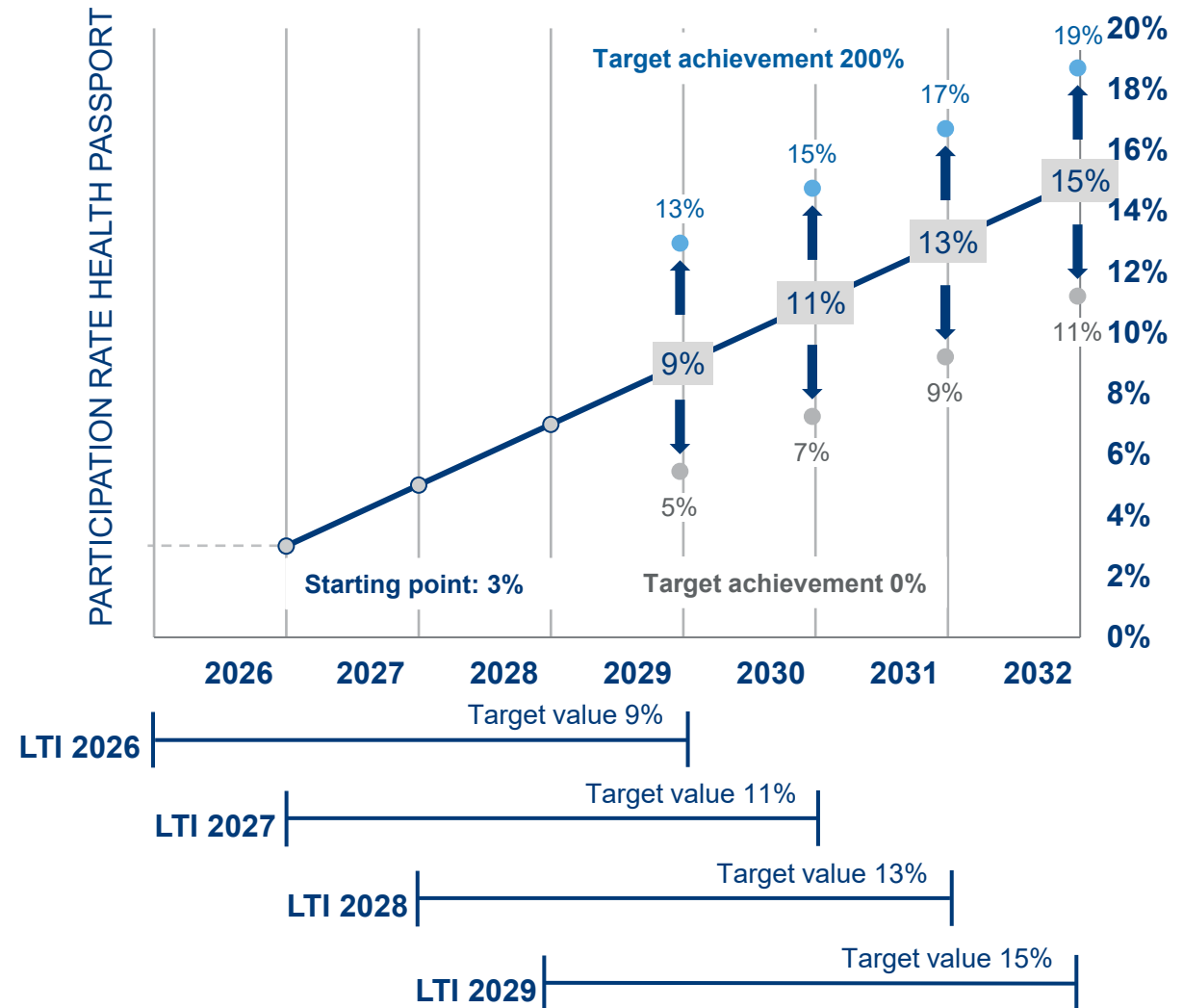
Starting point: 3% (end of 2026)

Target value: 15% (end of 2032)

KPI: Percentage of employees who participated in at least one health passport campaign during the year

Measurement: 8-point increase in the participation rate over a four-year period

*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.*



Long-term incentive (LTI):

Social responsibility – Health and safety culture (until 2032)

4. Management training occupational health

Definition: Training on health-promoting leadership behavior

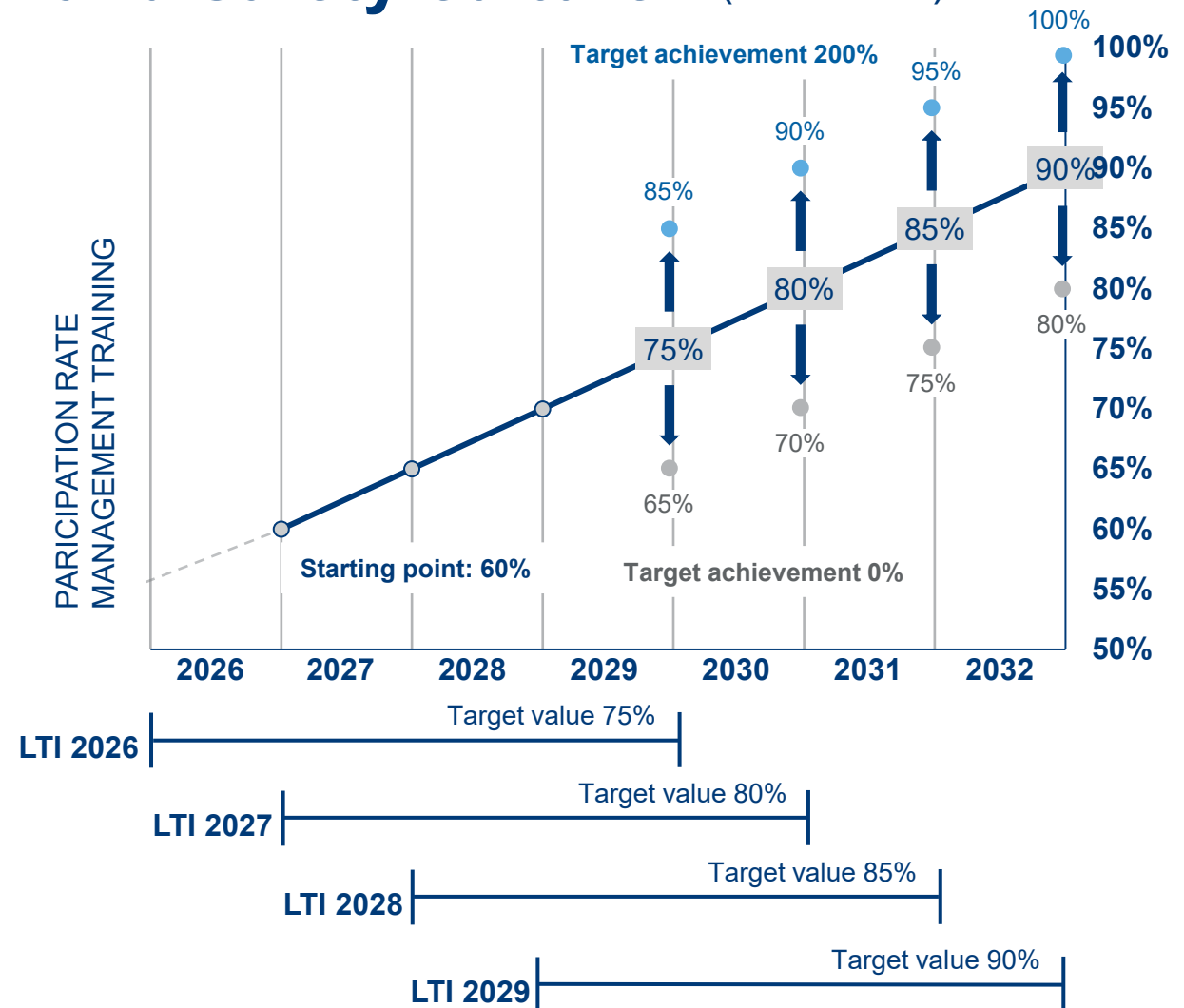
Starting point: 60% (end of 2026)

Target value: 90% (end of 2032)

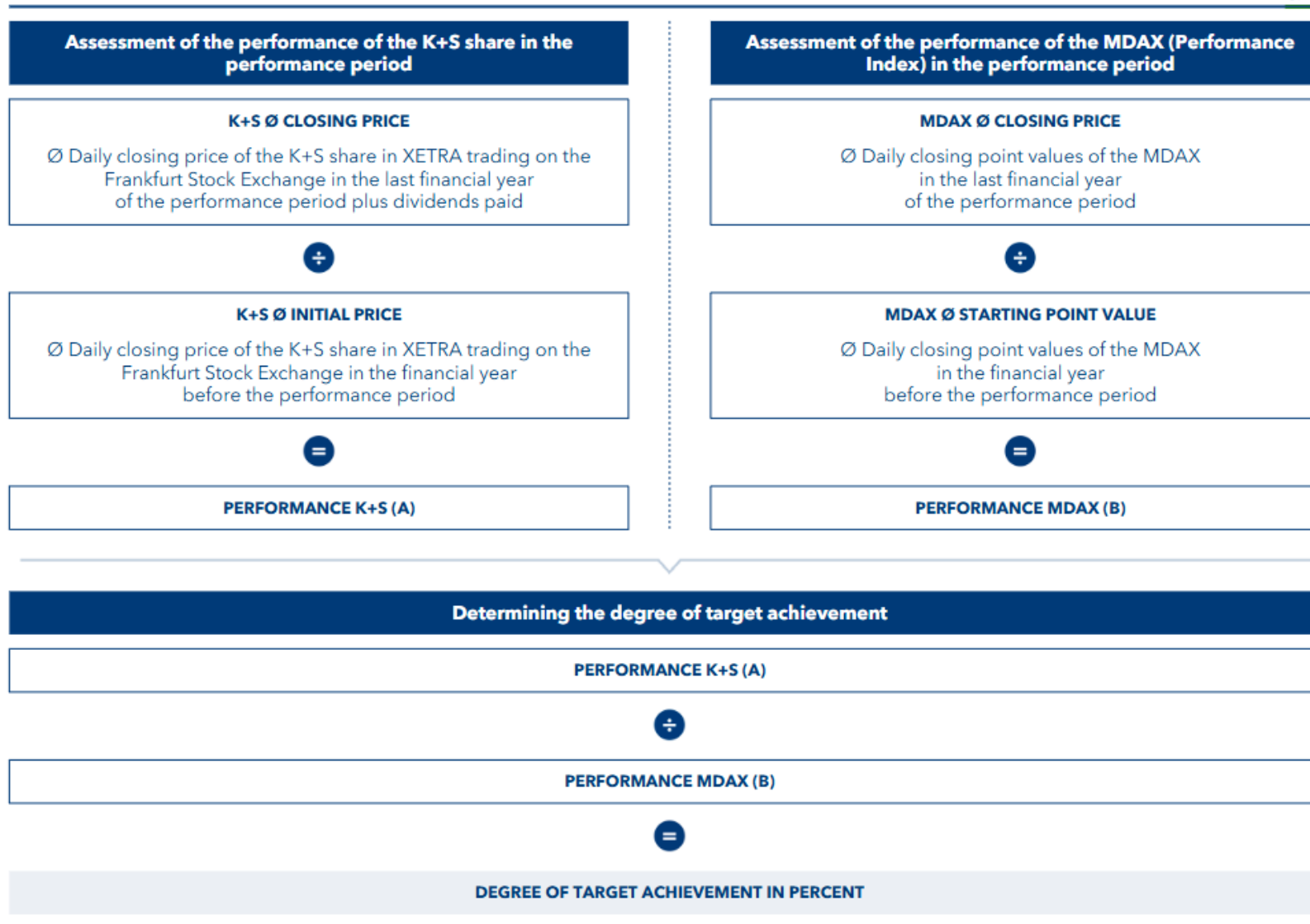
KPI: Participation rate

Measurement: 20-point increase in the participation rate over a four-year period

*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.*



Long-term incentive (LTI): Share price performance



Share ownership guideline

- **Permanent volume:** 100% of the STI target remuneration amounts (gross)
- **Build-up phase:** Four years, during the first three years, at least 25% of the STI target remuneration amount must be spent on purchase prices each year
- **Annual purchasing volume:** 50% of the STI paid out during the respective financial year, net of taxes
- **Consideration of existing stock holdings at current market prices**
- **Verification:** Annual account statement for the deposit account and receipts for stock purchases
- **Holding period:** Three years, two years after leaving the Company
- **Penalty for non-compliance:** €100,000 for a BoED member, €150,000 for the CEO

Clawback clause

- Right to reclaim or withhold only if a member of the Board of Executive Directors has committed a serious and culpable breach of statutory duties or a serious and culpable breach of duties arising from the company's bylaws or the Board of Executive Directors member's employment contract
- Right of clawback or retention with respect to all variable remuneration components (all STI and LTI programs that are or were in effect at the time of the breach)
- Burden of proof lies with the company

Change of control clause and non-compete clause

- Change of control:
 - Payment of outstanding fixed and variable remuneration
 - In addition, there is an entitlement to a severance payment (1.5 times the basic remuneration)
 - However, the **total payment** is capped at **two years' remuneration** and the **value of the remaining term of the contract**
- **No special right of termination** in the event of a change of control; thus, recommendation G.14 of the German Corporate Governance Code, as of June 27, 2022, applies
- Non-compete clause: contractually agreed to the usual extent; no post-contractual non-compete clause exists

Contact

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Our company presentation with information on the market situation, our customer segments as well as production and financial data is updated regularly.

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