

Convocation

**of the 2025 Ordinary Annual General Meeting
of K+S Aktiengesellschaft
on May 14, 2025**

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. The letters are set against a dark blue rectangular background that is tilted slightly to the right. The logo is positioned in the bottom right corner of the page, overlapping a white diagonal shape that cuts across the blue background.

Dear Ladies and Gentlemen,

We invite you to the Annual General Meeting of K+S Aktiengesellschaft, Kassel, on Wednesday, May 14, 2025, 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.

We had originally planned to hold the company's Annual General Meeting in person this year. Preparations had already begun. After careful consideration, we decided last fall in consultation with investors to hold the Annual General Meeting as a virtual meeting in 2025. The main reason for this decision were the protests in Kassel during the summer months of last year which were organized by local groups in a disturbing manner. Offers by the company to discuss ways of preventing similar actions this year were rejected by these groups. At the same time, we were informed in writing by the authorities that unpredictable and high-profile protests by one group were to be expected. In view of this situation, the Company would have had to take the necessary measures to ensure the safety of those attending the Annual General Meeting. This would have resulted in significant costs, which would have significantly increased the already significantly higher costs of an in-person event compared to a virtual event. We have, therefore, decided to hold the 2025 Annual General Meeting again as a virtual meeting to ensure the orderly and safe conduct of the Annual General Meeting and to avoid significant additional costs for the Company. All members of the Board of Executive Directors and the Supervisory Board intend to attend the Annual General Meeting on May 14, 2025 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 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 Supervisory Board report, in each case for the 2024 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

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.

The Company will publish the main content of the speech by the Chairman of the Board of Executive Directors on the Company's website at

www.kpluss.com/agm

in advance of the Annual General Meeting, presumably on May 7, 2025.

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 2024 financial year will be appropriated as follows:

Distribution of a dividend of €0.15 each on 179,100,000 no-par value shares eligible for dividend payment	26,865,000.00 €
Transfer to retained earning	0.00 €
Net retained profits	26,865,000.00 €

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 the K+S' distribution policy of returning 30% to 50% of the adjusted free cash flow generated to the shareholders annually.

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 2024 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 2024 financial year for the relevant financial year.

5 Election of the auditor for the 2025 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 2025 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.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, has been conducting the audits since the audits for the 2021 financial year (for the first 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.

The auditors responsible for the combined non-financial statement of the K+S Group (audit with limited assurance) for the 2021 (first) to 2023 financial years were WP/StB Michael Conrad and Ms. Elena Ollendiek; for the 2024 financial year, WP/StB Michael Conrad and WP Thorsten Neumann were the auditors.

Since the audit for the 2022 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 has been carried out (for the first time) by WP/StB Michael Conrad and WP Thorsten Neumann as the responsible auditors.

6 Appointment of the auditor of the sustainability statement for the 2025 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 2025 financial year.

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 2025 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.

The responsible auditors for the combined non-financial statement of the K+S Group (audit with limited assurance) for the 2021 (first) to 2023 financial years were WP/StB Michael Conrad and Ms. Elena Ollendiek; WP/StB Michael Conrad and WP Thorsten Neumann were the auditors for the 2024 financial year.

7 Election to the Supervisory Board

At the end of this year's Annual General Meeting, the terms of office of the following members of the Supervisory Board representing shareholders will expire: Dr. Andreas Kreimeyer (Chairman of the Supervisory Board), Mr. Markus Heldt, and Dr. Rainier van Roessel. Only Dr. van Roessel is available for re-election. The other two departing members of the Supervisory Board are to be replaced by new candidates.

In addition, the shareholder representative Thomas Kölbl, whose current term of office runs until the end of the Annual General Meeting that resolves on the discharge for the 2025 financial year, is to be reappointed ahead of schedule. Mr. Kölbl is currently Chairman of the Audit Committee and Second Deputy Chairman of the Supervisory Board. This year, there will be personnel changes at the Company in both the position of the Chair of the Board of Executive Directors and the position of the Supervisory Board Chair. In this phase of personnel changes at the top of the Company, the early reappointment of Mr. Kölbl is intended to ensure personnel continuity in the management tasks of the Supervisory Board. Mr. Kölbl is to accompany the upcoming personnel changes, and his participation in the Supervisory Board should already be ensured beyond 2026. Mr. Kölbl's new term of office will begin at the end of the Annual General Meeting that formally approves the Supervisory Board's actions for the 2025 financial year and will continue until the end of the Annual General Meeting that formally approves the Supervisory Board's actions for the 2028 financial year. At that time, his term of office will have lasted a total of twelve years.

It is intended that the Supervisory Board elects Dr. Harald Schwager (if elected to the Supervisory Board) as Chairman of the Supervisory Board.

On the recommendation of its Nomination Committee, the Supervisory Board proposes the election of the following persons as shareholder representatives on the Supervisory Board:

- a) Mr. Thomas Kölbl, independent consultant and former CFO of Südzucker AG, Leinsweiler, for a new term of office from the end of the Annual General Meeting that resolves on the discharge for the 2025 financial year until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year,
- b) Dr. Tilman Krauch, member of the Advisory Board of ARDEX GmbH and former member of the Board of Executive Directors (CTO) of Freudenberg SE, Heidelberg, for the period from the end of the Annual General Meeting on May 14, 2025, until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year,
- c) Dr. Rainier van Roessel, Chairman of the Supervisory Board of LANXESS AG and LANXESS Deutschland GmbH (Group company) and former member of the Board of Executive Directors of LANXESS AG, Bergisch Gladbach, for the period from the end of the Annual General Meeting on May 14, 2025 until the end of the Annual General Meeting that resolves on the discharge of the Board of Executive Directors for the 2028 financial year,
- d) Dr. Harald Schwager, member of the Supervisory Board of Currenta GmbH & Co. OHG and the Board of Executive Directors of KSB Management SE and former Deputy Chairman of the Board of Executive Directors of Evonik Industries AG, Speyer, for the period from the end of the Annual General Meeting on May 14, 2025, until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year.

It is intended to hold a separate vote on the election of each candidate.

The nominations take into account the skills and expertise profile of the Supervisory Board, its diversity concept, and the goals it has set for its composition, as well as the recommendations of the German Corporate Governance Code.

The curricula vitae of Mr. Kölbl, Dr. Krauch, Dr. van Roessel, and Dr. Schwager, which also provide an overview of their principal activities in addition to their Supervisory Board mandate, are attached to this invitation and are available on the Company's website at

www.kpluss.com/agm.

The curricula vitae also contain the information required by Section 125 (1) Sentence 5 AktG on memberships of domestic supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises as well as the information required by the German Corporate Governance Code.

In the opinion of the Supervisory Board, with the exception of their membership of the statutory Supervisory Board of the Group company K+S Minerals and Agriculture GmbH, Kassel, there are no personal or business relationships within the meaning of recommendations C.7 and C. 13 of the German Corporate Governance Code between Mr. Kölbl, Dr. Krauch (from his planned appointment as a member of the Supervisory Board of K+S Minerals and Agriculture GmbH in May 2025), Dr. van Roessel and Dr. Schwager (from his planned appointment as a member of the Supervisory Board of K+S Minerals and Agriculture GmbH in May 2025) and K+S Aktiengesellschaft, its Group companies, the executive bodies of K+S Aktiengesellschaft or a shareholder with a material interest in K+S Aktiengesellschaft that are decisive for the election decision of the Annual General Meeting. The

revenues generated by the K+S Group with Evonik Industries AG and LANXESS AG / LANXESS Deutschland GmbH and their Group companies each amount to less than 1% of the revenues of the groups; there are no significant business relationships between K+S Aktiengesellschaft or the K+S Group and companies in which Mr. Kölbl, Dr. Krauch, Dr. van Roessel, and Dr. Schwager have held or are holding a position of responsibility. They are, therefore, independent Supervisory Board members within the meaning of the German Corporate Governance Code.

In accordance with Sections 96 (1 and 2), 101 (1) AktG and in accordance with Sections 1, 7 (1) Sentence 1 No. 2, (2) No. 2, (3) of the German Co-Determination Act and Section 8 (1) Sentence 1 of the Articles of Association of K+S Aktiengesellschaft, the Supervisory Board consists of eight members to be elected by the Annual General Meeting and eight members to be elected by the employees, with at least 30% of the members being women and at least 30% being men. Since no objection was raised to the overall compliance with the provisions of Section 96 (2) Sentence 3 AktG, the minimum quota has been complied with. Of the 16 seats on the Supervisory Board, at least five must be held by women and at least five by men. The Supervisory Board currently has a total of five female and eleven male members, with three female and five male members representing the shareholders and two female and six male members representing the employees. If the candidates proposed by the Supervisory Board are elected, the Supervisory Board would consist of five female and eleven male members, so that the minimum quota (overall compliance) would continue to be met.

8 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 2024 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 is available on the Company's website at

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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 2024 financial year, prepared and audited in accordance with Section 162 AktG.

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

The authorization of the Board of Executive Directors to increase the share capital by up to €38,280,000.00 (authorized capital) granted by the Annual General Meeting on June 10, 2020, expires on June 9, 2025. The authorized capital is to be renewed to provide the Company with room for maneuver in the future and to cover any financing needs rapidly and flexibly. It should correspond as closely as possible to the previous authorized capital. The volume should again amount to 20% of the share capital, taking into account the reduced share capital as of 2020. It should provide for a capital increase against cash or non-cash contributions and again have a term of five years.

With the renewal of the authorized capital, the Company, together with the existing authorized capital II with a volume of 21.4% of the current share capital, will in the future have authorized capital with a total volume of 41.4% of the current share capital at its disposal.

In addition, under agenda item 10, the authorization to issue convertible bonds and/or warrant-linked bonds (collectively referred to as "bonds") and conditional capital of up to 10% of the Company's share capital, as resolved by the Annual General Meeting on June 10, 2020, is to be renewed.

The total of all new shares issued under the existing authorized capital II and a renewed authorized capital as well as the new shares issued to bonds issued after the renewal of the authorization to issue bonds may not exceed 40 % of the Company's share capital. Furthermore, the total of all new shares issued under the existing authorized capital II and a renewed authorized capital, subject to the exclusion of subscription rights, and the new shares issued to bonds issued after the renewal of the authorization to issue bonds, subject to the exclusion of subscription rights, may not exceed 10% of the Company's current share capital.

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

- "1. The authorized capital (Section 4 (4) of the Articles of Association) approved by the Annual General Meeting on June 10, 2020 is cancelled.
2. The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions until May 13, 2030, against cash contributions or contributions in kind by up to a total of €35,820,000.00 by issuing up to 35,820,000 new no-par value registered shares (authorized capital). In the case of a capital increase from authorized capital, the shareholders are generally to be granted a subscription right. The new shares may be acquired by a credit facility determined by the Board of Executive Directors with the obligation to offer them to the shareholders (indirect subscription rights).

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

- a) The Board of Executive Directors may, with the consent of the Supervisory Board, exclude fractional amounts from the shareholders' statutory subscription rights.
- b) The Board of Executive Directors may, with the consent of the Supervisory Board, exclude the statutory subscription rights of shareholders in the case of capital increases against cash contributions if the total amount does not exceed 10% of the share capital existing at the time the authorization becomes effective or - if this amount is lower - at the time the new shares are issued and the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed at the time the issue price is finally fixed. For the purpose of calculating the 10% threshold, the pro rata amount of share capital shall be deducted which is attributable to new or bought-back shares that were issued or sold during the term of this authorization subject to the exclusion of subscription rights in direct or indirect application of Section 186 (3) Sentence 4 AktG, as well as the pro rata amount of share capital to which option and/or conversion rights or obligations from bonds relate that were issued during the term of this authorization in corresponding application of Section 186 (3) Sentence 4 AktG.
- c) The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights of the shareholders in the case of capital increases against contributions in kind up to a proportionate amount of the share capital of €17,910,000.00 (corresponding to 17,910,000 no-par value shares) if the new shares are to be used as consideration for the acquisition of a company, parts of a company, or an interest in a company by the Company.
- d) The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription right of the shareholders when implementing a so-called scrip dividend, in which the shareholders are offered the opportunity to contribute their dividend entitlement to the Company in whole or in part as a contribution in kind in exchange for the granting of new shares.

The Board of Executive Directors is only authorized to make use of the authorizations granted under a) to d) to exclude subscription rights to the extent that the total pro rata amount of the shares issued under exclusion of subscription rights does not exceed 10% of the share capital (10% limit), either at the time of the resolution on this authorization or at the time of its exercise. If, during the term of the authorized capital until its utilization, other authorizations to issue or sell shares of the Company or to issue rights that entitle or oblige the holder to subscribe to shares of the Company are exercised and the subscription right is excluded, this must be included in the aforementioned 10% limit.

The new shares issued under this authorization, together with the new shares issued under other authorizations during the term of this authorization and the shares to be issued to service option or conversion rights or obligations (bonds) issued during the term of this authorization, may not account for more than 40% of the share capital at the time this authorization becomes effective.

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

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

“The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company in the period up to May 13, 2030, in return for cash or contributions in kind, on one or more occasions, but by a maximum amount of €35,820,000.00, by issuing a maximum of 35,820,000 new no-par value registered shares (authorized capital). In the case of a capital increase from authorized capital, the shareholders are generally to be granted a subscription right. The new shares can be acquired by a credit facility determined by the Board of Executive Directors with the obligation to offer them to the shareholders (indirect subscription right). The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights of the shareholders up to a pro-rata amount of the share capital of 10% in the following cases:

- a) The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude fractional amounts from the shareholders' statutory subscription rights.
- b) The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights of shareholders in the case of capital increases in return for cash contributions if the total does not exceed 10% of the share capital existing at the time the authorization becomes effective or - if this amount is lower - at the time the new shares are issued and the issue price of the new shares is not significantly lower than the stock market price of the shares already listed at the time the issue price is finally determined. For the purpose of calculating the 10% limit, the pro rata amount of share capital attributable to new or bought-back shares which were issued or sold during the term of this authorization subject to the exclusion of subscription rights in direct or indirect application of Section 186 (3) Sentence 4 AktG shall be deducted, as well as the pro rata amount of share capital to which option and/or conversion rights or obligations from bonds relate which were issued during the term of this authorization in corresponding application of Section 186 (3) Sentence 4 AktG.
- c) The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights of the shareholders in the case of capital increases against contributions in kind up to a proportionate amount of the share capital of €17,910,000.00 (corresponding to 17,910,000 no-par value shares) if the new shares are to be used as consideration for the acquisition of a company, parts of a company, or an interest in a company by the Company.
- d) The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights of the shareholders when implementing a so-called scrip dividend, in which the shareholders are offered the opportunity to contribute their dividend entitlement to the Company in whole or in part as a contribution in kind in exchange for the granting of new shares.

The Board of Executive Directors may make use of the authorizations granted under a) to d) above to exclude subscription rights only to the extent that the total pro rata amount of the shares issued under exclusion of subscription rights does not exceed 10% of the share capital (10% limit), either at the time of the resolution on this authorization or at the time of its exercise. If, during the term of the authorized capital until its utilization, other authorizations to issue or sell shares of the Company or to issue rights that entitle or oblige the holder to subscribe to shares of the Company are exercised and the subscription right is excluded, this must be included in the aforementioned 10% limit.

The new shares issued under this authorization, together with the new shares issued under other authorizations during the term of this authorization and the shares to be issued to service option or conversion rights or obligations (bonds) issued during the term of this authorization, may not account for more than 40% of the share capital at the time this authorization becomes effective.

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

4. The Supervisory Board is authorized to amend the Articles of Association after the full or partial implementation of the capital increase by exercising the authorized capital in accordance with the scope of the capital increase from the authorized capital carried out to date and after the expiration of the authorization period."

The details are set out in the management report to the Annual General Meeting pursuant to Sections 203 (2) Sentence 2, 186 (4) Sentence 2 AktG. The report will be available on the Company's website

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from the time the Annual General Meeting is convened and will also be accessible there during the Annual General Meeting.

10 Resolution on the cancellation of the authorization to issue convertible bonds and warrant-linked bonds and of the conditional capital in Section 4 (6) of the Articles of Association and the authorization to issue convertible bonds and warrant-linked bonds with the option to exclude the shareholders' subscription rights and the simultaneous creation of conditional capital as well as a corresponding amendment to the Articles of Association

The authorization to issue convertible bonds and/or bonds with warrants (collectively referred to as "bonds") with a total nominal value of up to €600,000,000.00 and conditional capital of up to €19,140,000.00 granted by the Annual General Meeting on June 10, 2020, expires on June 9, 2025. The authorization to issue bonds and the conditional capital created for this purpose are to be renewed to continue to provide the Company with the flexibility to take advantage of attractive financing alternatives on the capital market, depending on the market situation, in addition to the traditional options of borrowing and equity financing. They shall correspond as far as possible to the previous authorization and the previous conditional capital. The volume of the authorization to issue bonds shall amount to €600,000,000.00 and the conditional capital to be created for this purpose shall again amount to 10% of the share capital, taking into account the reduction of the share capital since 2020. The term is to be five years again.

Furthermore, under agenda item 9, the authorized capital is to be renewed in the amount of 20% of the current share capital. In addition, the existing authorized capital II with a volume of €38,280,000.00 will continue to exist. With the renewal of the authorized capital under agenda item 9, authorized capital with a total volume of 41.4% of the share capital will be available in the future.

The sum of all new shares issued to service bonds issued under the new authorization and all new shares issued under the existing authorized capital II and a renewed authorized capital may not exceed 40% of the Company's share capital. Furthermore, the total of all new shares issued under the existing authorized capital II and under a renewed authorized capital with the exclusion of subscription rights as well as the new shares issued to service bonds issued with the exclusion of subscription rights after the renewal of the authorization to issue bonds may not exceed 10% of the current share capital of the Company.

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

"1. The authorization of the Board of Executive Directors resolved by the Annual General Meeting on June 10, 2020, under agenda item 9, to issue convertible bonds and warrant-linked bonds with the consent of the Supervisory Board on or before June 9, 2025, with a total nominal amount of up to €600,000,000.00 and to use the conditional capital created for this purpose in Section 4 (6) No. 6 of the Articles of Association is revoked and Section 4 (6) of the Articles of Association is cancelled.

2. Authorization to issue convertible bonds and warrant-linked bonds

a) Nominal value, authorization period, number of shares

The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to issue bearer and/or registered convertible bonds and/or warrant-linked bonds (hereinafter collectively referred to as "bonds") on one or more occasions on or before May 13, 2030, in the aggregate principal amount of up to €600,000,000.00, with or without a limited term, and to grant the holders or creditors of the bonds conversion rights or obligations or option rights to shares in the Company with a proportionate amount of the share capital of up to a total of €17,910,000.00, in accordance with the terms and conditions of the convertible bonds or warrant-linked bonds. The pro rata amount of the share capital represented by the shares to be issued upon conversion of the bonds may not exceed the nominal amount of the bonds.

b) Consideration, issuance by Group companies, partial debentures

The bonds may be issued not only in euros, but also in the legal currency of an OECD country, provided that the corresponding euro equivalent is not exceeded at the time the bond is issued. Bonds may also be issued by Group companies of the Company, in which case the Board of Executive Directors is authorized to assume the guarantee for the bonds on behalf of the Company and to grant or impose on the holders or creditors of such bonds conversion rights or obligations or option rights to shares in the Company. The bonds may be divided into partial debentures with equal rights.

c) Shareholders' subscription rights, exclusion of subscription rights

The shareholders of the Company are generally entitled to subscribe for the bonds. The bonds may also be acquired by one or more credit facilities subject to the obligation to offer them for subscription to the shareholders of the Company. However, shareholders' subscription rights may be excluded in whole or in part in the following cases:

aa) The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to exclude the subscription right of the Company's shareholders if the bonds are issued against cash and the issue price is not significantly lower than the theoretical market value of the bonds determined in accordance with recognized actuarial methods. However, the exclusion of the subscription right only applies to bonds with conversion rights or obligations or option rights for shares representing a proportionate amount of the share capital of up to 10% of the share capital at the time of today's resolution or - if this amount is lower - at the time of the exercise of the authorization. For the purpose of calculating the 10% limit, the pro rata amount of share capital shall be deducted that is attributable to new or bought-back shares that were issued or sold during the term of this authorization subject to the exclusion of subscription rights in direct or indirect application of Section 186 (3) Sentence 4 AktG.

bb) The Board of Executive Directors is also authorized, with the consent of the Supervisory Board, to exclude the subscription right of the Company's shareholders if and to the extent necessary to grant the holders of conversion or option rights to shares in the Company or the creditors of convertible bonds with conversion obligations a subscription right to the extent to which they would be entitled after exercising these rights or after fulfillment of the conversion obligations.

cc) The Board of Executive Directors is further authorized, with the consent of the Supervisory Board, to exclude the subscription right of the Company's shareholders to exclude fractional amounts resulting from the subscription ratio from the subscription right of the shareholders.

dd) Finally, the Board of Executive Directors is to be authorized, with the consent of the Supervisory Board, to exclude the subscription right of the Company's shareholders to the extent that the bonds are issued in connection with the acquisition of companies, interests in companies, or parts of companies in return for contributions in kind, provided that the value of the consideration is in an appropriate ratio to the value of the bonds.

The authorization to exclude the subscription right in accordance with aa) to dd) applies only to bonds with conversion rights or obligations or option rights to shares with a proportionate amount of the share capital represented by such bonds of up to 10% of the share capital at the time of today's resolution or, if lower, at the time of exercise of the authorization. If other authorizations to issue or sell shares of the Company are exercised during the term of the authorization until it is exercised, and if subscription rights are excluded in the process, this shall count towards the above 10% limit.

Shares to be issued to service conversion or option rights or conversion or option obligations under bonds issued on the basis of this authorization, together with shares issued during the term of this authorization from existing or future authorized capital, may not exceed 40% of the Company's share capital at the time this authorization takes effect.

d) Conversion right, exchange ratio, conversion obligation

If bonds with conversion rights are issued, creditors may convert their bonds into shares of the Company in accordance with the terms and conditions of the bonds. The exchange ratio is calculated by dividing the nominal amount of a bond by the fixed conversion price for a new share in the Company. The exchange ratio can also be calculated by dividing the issue price of a bond, which is lower than the nominal amount, by the fixed conversion price for a new share of the Company. The exchange ratio may in any case be rounded up or down to a whole number; an additional cash payment may be determined. Furthermore, it may be determined that fractional amounts will be combined and/or settled in cash. The pro rata amount of the share capital of the shares to be subscribed per bond may not exceed the nominal amount of the bond. The terms and conditions of the bonds may also provide for a conversion obligation at the end of the term (or at an earlier date) or the right of the Company to grant the creditors of the bonds shares of the Company in lieu of all or part of the cash payment due upon final maturity of the bonds associated with a conversion or option right (this also includes maturity due to termination).

e) Option right

If warrant-linked bonds are issued, one or more warrants shall be attached to each bond, which shall entitle the holder to subscribe for shares in the Company in accordance with the warrant-linked terms and conditions to be determined by the Board of Executive Directors. The proportionate amount of the share capital of the shares to be subscribed for per bond may not exceed the nominal amount of the warrant-linked bond.

f) Conversion/option price

The conversion or option price for a share of the Company (subscription price) must, except in cases where a right of substitution or a conversion obligation is provided for, either (a) at least 80% of the weighted average stock exchange price of the shares of the Company in the XETRA computer trading system (or a functionally comparable successor system replacing the XETRA system) of the Frankfurt Stock Exchange during the last ten trading days prior to the date of the resolution of the Board of Executive Directors on the issue of the convertible bonds or warrant-linked bonds or - in the event that a subscription right is granted - (b) at least 80% of the volume-weighted average stock exchange price of the shares of the Company in the XETRA computer trading system (or a functionally comparable successor system replacing it functionally comparable successor system) of the Frankfurt Stock Exchange during the days on which the subscription rights are traded on the Frankfurt Stock Exchange, with the exception of the days of stock exchange trading necessary to ensure that the conversion and option price can be announced in due time in accordance with Section 186 (2) Sentence 2 AktG. In the event of a right of substitution and a conversion obligation, the conversion or option price must, in accordance with the more detailed provisions of the bond terms and conditions, be at least equal to either the aforementioned minimum price or the volume-weighted average stock exchange price of the Company's share in

XETRA computer trading (or a functionally comparable successor system replacing the XETRA system) on the Frankfurt Stock Exchange during the last ten trading days prior to the due date or the other specified date, even if this average price is below the aforementioned minimum price (80%). Sections 9 (1), 199 AktG remain unaffected.

g) Dilution protection

In the case of bonds with option or conversion rights or obligations, the option or conversion rights or obligations may, notwithstanding Section 9 (1) AktG, be adjusted in accordance with the more detailed terms and conditions of the bonds if the economic value of the option or conversion rights or obligations is diluted, to the extent that the adjustment is not already regulated by law. The terms and conditions of the bonds may also provide for an adjustment of the option rights or conversion rights/obligations in the event of a capital reduction or other extraordinary measures or events (such as a change of control by third parties) to preserve value.

h) Terms and conditions of the bond

The terms and conditions of the bonds may further provide that the warrant-linked bonds or convertible bonds may, at the Company's discretion, be converted into existing shares of the Company instead of new shares from conditional capital, or that the option right may be satisfied by the delivery of such shares.

Finally, the terms and conditions of the bonds may provide that, in the event of conversion, the Company will not grant shares in the Company to the holders of conversion rights but will pay a cash amount corresponding to the weighted average stock exchange price of the Company's shares in XETRA trading (or a functionally comparable successor system replacing the XETRA system) on the Frankfurt Stock Exchange during the ten trading days following the declaration of the conversion or the exercise of the option for the number of shares that would otherwise have to be delivered.

i) Authorization to determine the further terms and conditions of the bond

The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to determine the further details of the issue and the terms and conditions of the convertible bonds and/or warrant-linked bonds, in particular the interest rate, issue price, term, denomination, dilution protection, and conversion or option period, or to do so in agreement with the governing bodies of the affiliated companies issuing the convertible bonds and/or warrant-linked bonds.

3. Conditional capital increase

The share capital is conditionally increased by up to €17,910,000.00 by issuing up to 17,910,000 registered no-par value shares (conditional capital). The conditional capital increase serves to grant no-par value shares to the holders or creditors of bonds issued by the Company or by Group companies in accordance with the above authorization under Clause 2 until May 13, 2030. The new no-par value shares shall be issued at the conversion or option price to be determined in each case in accordance with Clause 2. The conditional capital increase will only be carried out to the extent that these rights are exercised or to the extent that the holders or creditors with a conversion obligation fulfill their conversion obligation or to the extent that the Company exercises an option to grant no-par value shares of the Company in full or in part in lieu of the cash payment due and to the extent that no cash settlement is granted or treasury shares are used for servicing. The new no-par value shares shall participate in the profits from the beginning of the financial year in which they are created as a result of the exercise of conversion or option rights or the fulfillment of conversion obligations; notwithstanding this, the Board of Executive Directors may, with the consent of the Supervisory Board, determine that the new no-par value shares shall participate in the profits from the beginning of the financial year for which, at the time of the exercise of conversion or option rights or the fulfillment of conversion obligations, no resolution of the Annual General Meeting on the appropriation of the unappropriated retained earnings has been adopted. The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to determine the further content of the share rights and the further details of the implementation of a conditional capital increase.

4. Amendment of the Articles of Association

Section 4 (6) of the Articles of Association is amended as follows:

“The share capital is conditionally increased by up to €17,910,000.00 by issuing up to 17,910,000 registered no-par value shares (conditional capital). The conditional capital increase will only be carried out to the extent that the holders or creditors of conversion or option rights from bonds issued by the Company or a Group company on the basis of the authorization resolution of the Annual General Meeting of May 14, 2025, by May 13, 2030, make use of their conversion or option rights or to the extent that the holders or creditors of convertible bonds issued by the Company or a Group company on the basis of the authorization resolution of the Annual General Meeting of May 14, 2025, by May 13, 2030, make use of their conversion or option rights, or to the extent that the Company exercises an option to grant shares of the Company in whole or in part instead of payment of the due cash amount on the basis of the authorization resolution of May 14, 2025, by May 13, 2030, and to the extent that no cash settlement is granted and no own shares are used to service the bonds. The new no-par value shares shall participate in the profits from the beginning of the financial year in which they are created as a result of the exercise of conversion or option rights or the fulfillment of conversion obligations; notwithstanding this, the Board of Executive Directors may, with the consent of the Supervisory Board, determine that the new no-par value shares shall participate in the profits from the beginning of the financial year for which, at the time of the exercise of conversion or option rights or the fulfillment of conversion obligations, the Annual General Meeting has not yet adopted a resolution on the appropriation of the retained earnings. The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to determine the further content of the share rights and the further details of the implementation of the conditional capital increase.”

5. Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective issue of shares offered for subscription and to make all other related amendments to the Articles of Association which only affect their wording. The same applies in the event of non-utilization of the authorization to issue bonds after the expiration of the authorization period and in the event of non-utilization of the conditional capital after the expiration of the deadlines for the exercise of option or conversion rights or for the fulfillment of conversion obligations.”

The details are explained in the report of the Management Board to the Annual General Meeting pursuant to Sections 221 (4) Sentence 2, 186 (4) Sentence 2 AktG. The report will be available on the Company's website at

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from the time the Annual General Meeting is convened and will also be accessible there during the Annual General Meeting.

11 Resolution on the approval of a Control and Profit and Loss Transfer Agreement between K+S Aktiengesellschaft and a subsidiary

On March 21, 2025, K+S Aktiengesellschaft concluded a Control and Profit and Loss Transfer Agreement with its wholly-owned subsidiary MSW-CHEMIE Gesellschaft mit beschränkter Haftung with its registered office in Langelsheim.

The Board of Executive Directors and the Supervisory Board propose that the Control and Profit and Loss Transfer Agreement between K+S Aktiengesellschaft (as the Parent Company) and MSW-CHEMIE Gesellschaft mit beschränkter Haftung be approved.

The Control and Profit and Loss Transfer Agreement has the following wording:

“Section 1 Management of the Subsidiary Company

- (1) The Subsidiary Company shall be subject to the management of the Parent Company. The Parent Company shall be entitled to issue general or specific instructions to the management of the Subsidiary Company.
- (2) The Subsidiary Company shall be obliged to comply with the instructions of the Parent Company.

- (3) The management and representation of the Subsidiary Company shall remain the responsibility of the management of the Subsidiary Company. The legal independence of both companies shall remain unaffected.
- (4) The Parent Company shall not be entitled to issue instructions to the management of the Subsidiary Company to amend, maintain, or terminate this Agreement.

Section 2 Profit transfer

- (1) During the term of the Agreement, the Subsidiary Company is obliged, subject to Paragraph 2, to transfer its entire profit, however, not exceeding the net income for the year without profit transfer in accordance with Section 301 Sentence 1 AktG, as amended, reduced by any loss carried forward from the previous year, by the amount to be allocated to the legal reserve pursuant to Section 300 AktG and by the amount subject to the distribution block pursuant to Section 268 (8) of the German Commercial Code.
- (2) The Subsidiary Company may, with the consent of the Parent Company, allocate amounts from the net income for the year - with the exception of any legal reserves - to the revenue reserves (Section 272 (3) of the German Commercial Code) only to the extent that this is permissible under commercial law and economically justified on the basis of a reasonable commercial assessment. At the request of the Parent Company, amounts transferred to other revenue reserves during the term of this Agreement may be withdrawn from other revenue reserves and transferred as profit in accordance with Section 301 Sentence 2 AktG, as amended. The same shall apply accordingly to the release of amounts transferred to the legal or statutory reserves during the term of this Agreement.
- (3) Should Section 301 AktG be amended in the future, the version valid in each case shall apply accordingly.
- (4) The transfer of amounts from the release of revenue reserves and from profit carried forward is excluded if they were allocated to the revenue reserves or arose in financial years prior to the application of this Agreement. The transfer of amounts from the release of capital reserves pursuant to Section 272 (2) of the German Commercial Code is generally excluded.

This does not affect the permissibility of the release, distribution or withdrawal of capital reserves in accordance with the general statutory provisions.

- (5) The obligation of the Subsidiary Company to transfer its entire profit also includes, to the extent permitted by law, the profit from the sale of all its assets and a transfer profit from conversions. The foregoing provision shall not apply to profits arising after the dissolution of the Subsidiary Company.
- (6) The claim for transfer of profits shall arise at the end of the financial year of the Subsidiary Company and shall become due for payment upon adoption of the annual financial statements of the Subsidiary Company for the past financial year.
- (7) The Parent Company may demand an advance transfer of profits if and to the extent that the payment of an advance dividend would be permissible. If the amount of the advance transfer exceeds the final amount of the profit transfer, the excess amount shall be deemed to be a loan granted by the Subsidiary Company to the Parent Company.

Section 3 Loss transfer

- (1) The provisions of Section 302 AktG, as amended from time to time, shall apply accordingly to the transfer of losses by the Parent Company.
- (2) The claim for loss compensation arises at the end of the financial year of the Subsidiary Company and is due for payment at the same time.

Section 4 Preparation of the annual financial statements

- (1) The annual financial statements of the Subsidiary Company shall be submitted to the Parent Company for information, review, and approval prior to their adoption.
- (2) The annual financial statements of the Subsidiary Company shall be prepared and adopted before those of the Parent Company.

- (3) If the financial year of the Subsidiary Company ends at the same time as that of the Parent Company, the earnings of the Subsidiary Company to be transferred shall be taken into account in the annual financial statements of the Parent Company for the same financial year.

Section 5 Rights to information

- (1) The Parent Company may at any time request information from the management of the Subsidiary Company regarding the legal, business, and administrative affairs of the Subsidiary Company. The Parent Company may also inspect the books and records of the Subsidiary Company at any time.
- (2) Without prejudice to the rights agreed above, the Subsidiary Company shall report to the Parent Company on an ongoing basis on the development of its business, in particular on significant business transactions.

Section 6 Effective date, term, termination

- (1) This Agreement shall be concluded subject to the approval of the Annual General Meeting of the Parent Company and the shareholders' meeting of the Subsidiary Company and shall become effective upon its registration in the Commercial Register of the Subsidiary Company. Regarding the appropriation of profits (profit and loss transfer), the Agreement shall be applied for the first time for the financial year of the Subsidiary Company beginning on January 1, 2025, but at the earliest for the financial year of the Subsidiary Company in which the Agreement becomes effective. The Parent Company and the Subsidiary Company are contractually obliged to actually implement the control from the time of the approval resolution of the last of the two Annual General Meetings/shareholders' meetings of the parties.
- (2) The Agreement shall be concluded for an indefinite period. It may be terminated at the end of a financial year of the Subsidiary Company with a notice period of three months, but not before the expiration of five (time) years, i.e., 60 months (minimum term) after the beginning of the financial year in which the Agreement is applied for the first time pursuant to Section 6.1, i.e., not before the end of December 31, 2029, if it becomes effective in 2025.
- (3) The right to terminate this Agreement prematurely for cause or by mutual consent shall remain unaffected. Good cause for early termination includes in particular:
 - a) the sale, contribution, or other transfer of shares in the Subsidiary Company,
 - b) the merger, demerger, or dissolution of the Parent Company or the Subsidiary Company,
 - c) the change of form of the Subsidiary Company, unless the Subsidiary Company is converted into a corporation with a different legal form,
 - d) the transfer of the registered or administrative office of the Subsidiary Company or the Parent Company abroad, if this results in the fiscal unity ceasing to exist.
- (4) In the event that during the term of this Agreement for a financial year the existence of a corporate tax group is not to be recognized or is not recognized by the tax office, a new minimum term of five (time) years shall commence with effect from the first day of the financial year of the Subsidiary Company for which the prerequisites for a corporate tax group exist for the first time or again. Paragraphs 2 and 3 shall apply accordingly to this new minimum term.
- (5) Notice pursuant to paragraphs 2 and 3 must be given in writing.

Section 7 Costs

The costs incurred in connection with the execution of this Agreement shall be borne by the Parent Company.

Section 8 Final provisions

- (1) Should any provision of this Agreement be or become void, invalid or unenforceable in whole or in part, the validity of the remaining provisions of this Agreement shall not be affected. The void, invalid or unenforceable provision shall be replaced by a provision that comes as close as possible to what the parties would have intended in accordance with the purpose of this Agreement if they had considered the voidness, invalidity, or unenforceability.

(2) This shall also apply in the event of the invalidity, ineffectiveness or unenforceability of a performance or time provision contained in this Agreement. In this case, the legally permissible performance or time provision that comes closest to the agreed provision shall be deemed agreed. Sentences 1 and 2 shall apply accordingly for any loopholes in this Agreement.”

K+S Aktiengesellschaft is the sole shareholder of MSW-CHEMIE Gesellschaft mit beschränkter Haftung. No compensation payments or settlements are to be granted to outside shareholders pursuant to Sections 304, 305 AktG.

From the date on which the Annual General Meeting is convened, the following documents will be available on the company's website at

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

- + the Control and Profit and Loss Transfer Agreement between K+S Aktiengesellschaft and MSW-CHEMIE Gesellschaft mit beschränkter Haftung,
- + the annual financial statements and consolidated financial statements as well as the combined management reports for K+S Aktiengesellschaft and the Group as of December 31, 2022, December 31, 2023 and December 31, 2024,
- + the annual financial statements and management reports for MSW-CHEMIE Gesellschaft mit beschränkter Haftung as of December 31, 2022, December 31, 2023 and December 31, 2024, and
- + the joint report of the Board of Executive Directors of K+S Aktiengesellschaft and the management of MSW-CHEMIE Gesellschaft mit beschränkter Haftung prepared in accordance with Section 293a AktG.

12 Resolution on the amendment of Section 14 (2) of the Articles of Association to include a new authorization for the Board of Executive Directors to hold a virtual Annual General Meeting

The Annual General Meeting of May 10, 2023, authorized the Board of Executive Directors to hold the Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The corresponding provision in Section 14 (2) of the Articles of Association was entered in the commercial register on June 15, 2023. The authorization applies to Annual General Meetings that take place within two years of this registration. It, therefore, expires on June 15, 2025.

The Company's past Annual General Meetings in 2023 and 2024 were held as virtual Annual General Meetings in accordance with the new legal provisions, which are now firmly anchored in the German Stock Corporation Act, with full protection of shareholders' rights, overall without any relevant technical or organizational problems and with a gratifyingly high attendance and increased active participation, also by international investors. There was no need to submit questions in advance or to restrict the opportunity to ask questions. Originally, the Company had planned to hold the Annual General Meeting in person this year. Preparations had already begun. After careful consideration, we decided last fall in consultation with investors to hold the Annual General Meeting as a virtual meeting in 2025. The main reason for this decision were the protests in Kassel during the summer months of last year which were organized by local groups in a disturbing manner. Offers by the company to discuss ways of preventing similar actions this year were rejected by these groups. At the same time, we were informed in writing by the authorities that unpredictable and high-profile protests by one group were to be expected. In view of this situation, the Company would have had to take the necessary measures to ensure the safety of those attending the Annual General Meeting. This would have resulted in significant costs, which would have significantly increased the already significantly higher costs of an in-person event compared to a virtual event. We have, therefore, decided to hold the 2025 Annual General Meeting again as a virtual meeting to ensure the orderly and safe conduct of the Annual General Meeting and to avoid significant additional costs for the Company.

The Board of Executive Directors shall again be given the opportunity to hold a virtual Annual General Meeting at which national and international shareholders can exercise their participation rights without incurring travel expenses, and, therefore, save resources and increase efficiency. Furthermore, in the event of a pandemic or other emergencies in which a physical Annual General Meeting cannot be held or can only be held with disproportionate difficulty, it must be possible to pass necessary resolutions of the Annual General Meeting, such as on the appropriation of profits and the distribution of a dividend, as well as other resolutions that are in the interest of the Company and its shareholders.

Therefore, a new authorization of the Board of Executive Directors is to be resolved and Section 14 (2) of the Articles of Association is to be amended accordingly. The new authorization is not intended to exhaust the maximum term of five years provided by law for the holding of virtual Annual General Meetings – although the Board of Executive Directors and the Supervisory Board are of the opinion that the virtual Annual General Meeting format as such has in principle proved its worth in recent years – but is to apply for a period of two years after the entry of the amendment to the Articles of Association in the commercial register.

The Board of Executive Directors will only decide to hold a virtual Annual General Meeting with the consent of the Supervisory Board, even if this is not required by law, and will take into account the circumstances of the individual case and the interests of the Company and its shareholders. In doing so, it shall continue to take into account, in particular, the protection of shareholders' rights as well as expenses, costs, sustainability considerations and, where appropriate, other aspects such as the health and safety of the persons involved. The economic situation of the Company may also be taken into account when deciding on the format of the meeting.

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

“Section 14 (2) of the Articles of Association is amended as follows:

“The Board of Executive Directors is authorized, with the consent of the Supervisory Board, to resolve that the Annual General Meeting be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting) if the Annual General Meeting is held within two years of the entry of this amendment to the Articles of Association, as adopted by the Annual General Meeting on May 14, 2025, in the commercial register.”

13 Resolution on the spin-off of the Bad Salzdetfurth site from K+S Aktiengesellschaft

K+S Aktiengesellschaft intends to spin off its Bad Salzdetfurth business unit into a newly established company, K+S Salzdetfurth GmbH (“Bad Salzdetfurth business unit”). The purpose of the Bad Salzdetfurth business unit is the production of animal hygiene products at the Bad Salzdetfurth site, including the necessary upstream and downstream processes, the utilization of the above-ground facilities created by mining, supplementary business activities, in particular the further development of the industrial subsequent use of the site, as well as the administration and utilization of real estate. The spin-off of the business into an independent producing company is intended to achieve relief from energy and electricity taxes and, therefore, to realize tax advantages as well as to further develop the New and Complementary Business Areas segment within the K+S Group.

The Board of Executive Directors has prepared a spin-off plan for the implementation of the spin-off and had it notarized on March 21, 2025. According to this plan, K+S Aktiengesellschaft will transfer the Salzdetfurth business unit to the newly established K+S Salzdetfurth GmbH by way of a spin-off for new formation pursuant to Section 123 (3) No. 2 of the German Transformation Act (Umwandlungsgesetz – “UmwG”) and in accordance with the further provisions of the spin-off plan in return for the granting of all shares in this GmbH. The transfer of the assets to be spun off shall take place with effect from the spin-off date of January 1, 2025, 0:00 hours.

The Board of Executive Directors and the Supervisory Board propose to approve the spin-off plan of K+S Aktiengesellschaft notarized on March 21, 2025 by the notary Jörg Blum, Kassel, UVZ No. 172/2025.

The spin-off plan is worded as follows:

“Spin-off plan

issued by

K+S Aktiengesellschaft with its registered office in Kassel, Germany, (hereinafter referred to as “**K+**”) as the transferring legal entity

Preamble

K+S is a company engaged in the extraction, processing, and distribution of potash and rock salts as well as other mineral resources and the resulting primary and secondary products.

The business of K+S is divided into various segments. One of these areas is the business unit at the Bad Salzdetfurth site. The object of this business unit at the Bad Salzdetfurth site is the production of animal hygiene products, including the necessary upstream and downstream processes, the use of the surface facilities created by mining, supplementary business activities, in particular for the further development of the industrial reuse of the site, as well as the administration and utilization of real estate (hereinafter referred to as the “**Bad Salzdetfurth business unit**”).

K+S (hereinafter also referred to as the “**transferring legal entity**”) intends to transfer the Bad Salzdetfurth business unit by way of spin-off to a newly established company in accordance with the provisions of the German Transformation Act (Umwandlungsgesetz - UmwG) (Sections 123 (3) No. 2, 131 (1) No. 1, 135 et seq. UmwG) to establish a new limited liability company with the name K+S Salzdetfurth GmbH (hereinafter also referred to as “**NewCo**”), with K+S continuing to exist as K+S, in exchange for the granting of shares in NewCo to K+S.

For this purpose, the Board of Executive Directors of K+S shall prepare the following spin-off plan in accordance with the UmwG:

1. Company name and registered office of the transferring legal entity; shareholding

K+S, which has its registered office in Kassel, is recorded in the commercial register of the Kassel District Court under HRB 2669. The share capital of K+S amounts to EUR 179,100,000.00 (in words: one hundred and seventy-nine million one hundred thousand euros).

2. Spin-off; formation of NewCo

2.1. K+S shall transfer the assets listed in Clause 5 below, in each case as a whole with all rights and obligations, to the new company to be formed, NewCo, by way of a spin-off by way of formation of a new company with the continuation of the transferring legal entity in exchange for the granting of shares in NewCo to K+S (spin-off by way of formation of a new company). The spin-off shall be effected in accordance with Sections 123 et seqq. UmwG.

2.2 For this purpose, K+S hereby establishes a limited liability company under the name K+S Salzdetfurth GmbH with its registered office in Bad Salzdetfurth and adopts the Articles of Association attached hereto as **Annex 2.2.**

2.3 Appointed as Managing Directors of K+S Salzdetfurth GmbH are:

Marcel Müller-Goldkuhle, born on July 27, 1979, residing in Kassel, and Mathias Hübner, born on July 3, 1978, residing in Magdeburg.

The Managing Directors represent the Company in accordance with the Articles of Association.

2.4 Appointed authorized signatories of K+S Salzdetfurth GmbH are:

Markus Ludwig, born on January 4, 1983, residing in Kassel, and Dominik Witte, born on September 22, 1981, residing in Bockenem.

3. Spin-off date, closing balance sheet, spin-off balance sheet and transfer date

- 3.1. The spin-off date within the meaning of Sections 135, 136, 126 (1) No. 6 UmwG shall be January 1, 2025, midnight (hereinafter referred to as the "spin-off date"). With effect from January 1, 2025, midnight, all acts of the transferring legal entity shall be deemed to have been performed for the account of NewCo to the extent that they relate to the assets transferred under this spin-off plan.
- 3.2. The spin-off is based on the balance sheet of K+S as of December 31, 2024, which has been audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft and has been given an unqualified audit opinion.

The assets available on the effective date of the spin-off and attributable to the Bad Salzdetfurth business unit that can be recognized in the balance sheet are disclosed in the **spin-off balance sheet** as of December 31, 2024 (hereinafter referred to as the "**spin-off balance sheet**"), which is derived from the closing balance sheet and attached as **Annex 3.2**. In the spin-off balance sheet, the Bad Salzdetfurth business unit has been accounted for in accordance with the generally accepted principles of proper accounting, taking into account the consistency of methods and the continuity of the balance sheet.

- 3.3. The date on which the spin-off is entered in the commercial register at the registered office of the transferring legal entity, i.e., the date on which the spin-off for new formation becomes legally effective, shall henceforth also be referred to as the "**effective transfer date**" for the purposes of these spin-off plans.

4. Special rights and privileges; no severance package

- 4.1. There are no special rights within the meaning of Sections 135, 136, 126 (1) No. 7 UmwG which would have to be granted to individual shareholders or the holders of special rights such as non-voting shares, preferred shares, shares with multiple voting rights, bonds and participation rights.
- 4.2. No special advantages within the meaning of Sections 135, 136, 126 (1) No. 8 UmwG shall be granted to members of the representative body or a supervisory body of the transferring legal entity, nor to an auditor or a spin-off auditor.

5. Transfer of assets to NewCo

- 5.1. K+S, as the transferring legal entity, shall transfer to NewCo the Bad Salzdetfurth business unit held by it with all assets and liabilities attributable to this business unit (irrespective of their inclusion in the balance sheet), in particular with the assets and contractual relationships expressly designated in this spin-off plan as a whole pursuant to Section 123 (3) No. 2 UmwG (spin-off for the purpose of formation of a new company).
- 5.2. K+S, as the transferring legal entity, shall transfer to NewCo all assets which are directly or indirectly attributable, legally, or economically, to the Bad Salzdetfurth business unit, irrespective of whether they can be included in the balance sheet or not, irrespective of where they are located and including those assets to which the transferring legal entity is entitled. This includes, but is not limited to:
 - 5.2.1. the facilities, machinery, and operational and business equipment listed in **Annex 5.2.1**;
 - 5.2.2. the inventories listed in **Annex 5.2.2** (raw materials and supplies, work in progress and finished goods);
 - 5.2.3. the properties and property-like rights (including hereditary building rights) designated in **Annex 5.2.3**;
 - 5.2.4. the contracts listed in **Annex 5.2.4**, in particular rental, lease, leasing, and supply contracts, service contracts, concession contracts, tenders (including unexecuted contracts), procedural legal relationships and other legal relationships;
 - 5.2.5. the receivables listed in **Annex 5.2.5**, including receivables from banks, insofar as these are based on cash and cash equivalents that can be assigned to the Bad Salzdetfurth business unit;

5.2.6. the customer and supplier base attributable to the Bad Salzdetfurth business unit, which is listed in [Annex 5.2.6](#);

5.2.7. the other current assets listed in [Annex 5.2.7](#);

5.2.8. the public law approvals, permits, and comparable legal positions and certifications listed in [Annex 5.2.8](#);

The transferring legal entity shall notify the competent authorities or other bodies of the transfer of the public law permits and shall take all other measures necessary in connection with the transfer. To the extent that any permits need to be reissued, NewCo will apply for such permits after its incorporation in consultation with the transferring legal entity and, if necessary, with the assistance of the transferring legal entity.

To the extent that K+S is only a co-owner of transferred intangible assets (e.g., beneficial owner of industrial property rights of third parties), K+S shall transfer the corresponding co-ownership shares.

- 5.3. All present and future, known or unknown liabilities, obligations and other obligations that are legally or economically directly or indirectly attributable to the Bad Salzdetfurth business unit shall be transferred to NewCo, regardless of whether they can be recognized in the balance sheet or not. These include in particular, but are not limited to, the liabilities, obligations and encumbrances listed in [Annex 5.3](#), including public law obligations.
- 5.4. All employment relationships attributable to the Bad Salzdetfurth business unit shall be transferred to NewCo in accordance with Section 613a (1) Sentence 1 of the German Civil Code (BGB) in conjunction with Section 35a (2) UmwG and Section 125 UmwG, insofar as the individual employees do not object to the transfer. The relevant employment relationships are listed in [Annex 5.4](#).
- 5.5. All pension commitments of the transferring legal entity to pensioners and K+S employees who have left the Company and have a legal entitlement to a pension, which are attributable to the Bad Salzdetfurth business unit and which are financed by direct insurance, pension funds, or in any other way, shall be transferred to NewCo and NewCo shall assume these pension commitments.

With regard to pension commitments based on direct insurance policies, K+S, insofar as it is the policyholder of the corresponding direct insurance policies, will cause the direct insurance policies to be transferred to NewCo without undue delay after the spin-off becomes effective, insofar as they relate to the pension commitments assumed. The same shall apply accordingly to the financing by external pension providers (pension scheme, pension fund, or relief fund) with respect to the admission as a sponsoring undertaking or fund member or other necessary transfer acts, including a transfer of the assets existing with the external pension providers with respect to the pension commitments, depending on the respective articles of association of the respective pension provider.

- 5.6. K+S shall transfer all other assets and liabilities as well as other rights and obligations attributable to the Bad Salzdetfurth business unit (including those in connection with terminated former and current employment relationships or these employment relationships themselves), even if these are not expressly listed in the annexes to this Clause 5, in particular also all assets, new entitlements and/or liabilities and newly created employment relationships as well as such assets and liabilities which have replaced the assets and liabilities listed in the aforementioned annexes and which have been acquired until the entry of the spin-off in the commercial register at the registered office of K+S.

If, after the effective spin-off date, third parties assert claims against K+S with respect to liabilities which are the subject of the transfer pursuant to Clause 5.3, NewCo shall indemnify K+S against such claims (if necessary, retroactively) after the spin-off has become effective. If, after the effective spin-off date, third parties assert claims against NewCo for liabilities that are not the subject of the transfer pursuant to Clause 5.3, K+S shall indemnify NewCo against such claims pursuant to Section 133 UmwG (if applicable, with retroactive effect) by way of joint and several debt settlement after the spin-off has become effective.

- 5.7. Payments received by K+S after the spin-off has become effective for claims which are the subject of the transfer pursuant to Clause 5.2.6 shall be passed on to NewCo after the spin-off has become effective, if necessary set off against liabilities within the meaning of Clause 5.3 for which NewCo has an indemnification obligation within the meaning of the above Clause 5.6 and which have not yet been settled by NewCo.

6. Subrogation; additionally acquired items; individual transfer; obstacles to transfer

- 6.1. If the spin-off assets and liabilities referred to in Clause 5 do not exist or no longer exist among the assets of the transferring legal entity at the transfer effective date, they shall not be transferred to NewCo as part of the spin-off. To the extent that the transferring legal entity has sold or disposed of any of the assets to be spun off in the ordinary course of business, the proceeds of such sale shall be transferred to NewCo; if the transferring legal entity disposes of parts of the assets to be spun off in any other way, the replacement value obtained as a result of such disposal shall be transferred to NewCo. The other assets, rights, liabilities, uncertain liabilities, contingent liabilities, contractual relationships, other legal relationships, risks, and obligations acquired by the transferring legal entity up to the transfer date shall also be transferred to the extent that they can be legally or economically allocated to the Bad Salzdetfurth business unit.
- 6.2. If any of the assets and liabilities listed in Clause 5 of this spin-off plan are not transferred to NewCo, the transferring legal entity shall legally transfer the relevant asset and liability with economic effect as of the spin-off date without further consideration and, if the involvement of third parties is necessary for this purpose, shall endeavor to obtain such involvement.
- 6.3. If a right or legal relationship attributable to NewCo pursuant to Clause 5 of this spin-off plan expires because it cannot be transferred, or if the third-party contractual partner has a right to dissociate itself from the right or legal relationship concerned or to adjust it for the future as a result of the transfer of a right or legal relationship, NewCo may not assert any rights resulting therefrom against K+S.

If individual assets, contracts, procedural legal relationships or other legal relationships which are economically attributable to the Bad Salzdetfurth business unit and are, therefore, part of the assets to be spun off do not pass into the legal ownership or possession of NewCo, the transferring legal entity shall put NewCo in the position it would have been in if NewCo had become the legal owner or possessor of such assets on the transfer effective date. For this purpose, the transferring legal entity shall, in particular, transfer to NewCo the unlimited, gratuitous, and perpetual right to use, remove and dispose of such assets, as well as all other rights to which it is entitled in respect of such assets, and, therefore, the beneficial ownership of such assets within the meaning of Section 39 of the German Fiscal Code.

7. Granting of shares; no capital reduction

- 7.1. The share capital of NewCo amounts to €25,000.00 (in words: twenty-five thousand euros) and is divided into 25,000 shares with a nominal value of €1.00 each, numbered consecutively from 1 to 25,000.
- 7.2. As consideration for the transfer of the Bad Salzdetfurth business unit, K+S shall acquire all of the aforementioned shares with a nominal value of €1.00 each and numbered consecutively from 1 to 25,000. The shares granted in NewCo shall carry dividend rights from the spin-off date.
- 7.3. The capital contribution shall be made by way of transfer of the Bad Salzdetfurth business unit (contribution in kind). The transfer shall be made at book value under commercial law. No additional cash payment shall be made. Any excess of the sum of the book values of the Bad Salzdetfurth business unit transferred over the nominal value of the shares to be granted as consideration shall increase the capital reserve of NewCo pursuant to Section 272 (2) No. 1 HGB.

- 7.4. The spin-off shall be carried out from the open reserves of the transferring legal entity; the transferring legal entity shall use an amount of the profit carried forward as of the spin-off date which corresponds to the value of the Bad Salzdetfurth business unit to be transferred. The remaining assets of the transferring legal entity are sufficient to cover its stated share capital. A capital reduction is, therefore, not necessary.
- 7.5. It is assumed that the transfer of the business unit as a whole constitutes a non-taxable business disposal within the meaning of Section 1 (1a) of the German Value Added Tax Act (UStG), so that the transfer of the contribution object is not subject to value added tax. If, contrary to the unanimous opinion of the parties, the transfer as a whole does not constitute a non-taxable business disposal within the meaning of Section 1 (1a) UStG, but is subject to turnover tax, the value-added tax shall be levied on the issue of an invoice in accordance with the value-added tax regulations.

8. Consequences of the spin-off for employees and their representatives

- 8.1. The transferring legal entity has 972 employees (as of March 1, 2025). NewCo has no employees. As of the transfer date, the spin-off of the Bad Salzdetfurth business unit will result in a transfer of operations pursuant to Section 613a (1) sentence 1 BGB in conjunction with Sections 35a (2) and 125 UmwG. All employees of the transferring legal entity assigned to the Bad Salzdetfurth business unit shall be transferred to NewCo on the transfer date in accordance with the above provisions unless they object to the transfer of their employment relationship in due time and form (hereinafter referred to as **"transferred employees"**). The employees assigned to the other business units of the transferring legal entity shall remain employed by the transferring legal entity and shall not be affected by the spin-off.
- 8.2. On the transfer date, NewCo shall assume all rights and obligations arising from the employment relationships with the transferred employees of the transferring legal entity, taking into account the length of service acquired with the transferring entity or its legal predecessors, and shall continue the employment relationships with the transferred employees (Section 613a (1) Sentence 1 BGB in conjunction with Sections 35a (2) and 125 UmwG). Any termination of the employment relationships due to the transfer of the business unit shall be ineffective (Section 613a (4) Sentence 1 BGB in conjunction with Sections 35a (2) and 125 UmwG). The right of termination for other reasons remains unaffected (Section 35a (2) UmwG in conjunction with Section 125 UmwG and Section 613a (4) sentence 2 BGB).
- 8.3. The employment relationships of the transferred employees which have already existed for six months on the effective date of the transfer will continue to be protected by the German Protection against Unfair Dismissal Act after the transfer of the business. Furthermore, any deterioration of the legal position of the transferred employees with regard to termination is excluded by law for a period of two years from the effective date of the spin-off (Section 132 (2) UmwG). Insofar as transferred employees enjoy special protection against dismissal, this shall also remain unaffected by the spin-off.
- 8.4. Any existing pension rights of employees of the transferring legal entity transferring to NewCo under the Company's pension scheme shall be preserved. Any liabilities arising from such vested rights of employees of the transferring legal entity transferred under the Company's pension scheme shall be transferred to the acquiring legal entity. With regard to pension commitments based on direct insurance policies, K+S shall, insofar as it is the policyholder of the corresponding direct insurance policies, cause the direct insurance policies to be transferred to NewCo without undue delay after the spin-off becomes effective. If the Company's pension scheme is operated by external pension providers (pension scheme, pension fund, or relief fund), the same shall apply with respect to the admission as a provider company or fund member or other necessary transfer acts, including a transfer of the assets existing with the external pension providers with respect to the pension obligations, depending on the respective articles of association of the respective pension provider. In addition, the transferring legal entity shall be jointly and severally liable for the pension commitments existing prior to the effective date of the spin-off for the transferred employees of the transferring legal entity in accordance with Section 133 (1), (3) Sentence 3 UmwG for a period of ten years from the day of the announcement of the entry of the spin-off in the commercial register of the transferring legal entity.

- 8.5. The transferring legal entity and NewCo shall be jointly and severally liable pursuant to Section 133 (1) UmwG for other liabilities of the transferring legal entity to transferred employees which arose prior to the transfer date. Insofar as the liabilities to transferred employees are transferred to NewCo in this spin-off plan, the transferring legal entity shall be liable for these liabilities pursuant to Section 133 (1) UmwG for a period of five years from the date of the announcement of the entry of the spin-off in the commercial register of the transferring legal entity. Pursuant to Section 133 (3) Sentence 2 UmwG, the liability of the legal entity to which the liabilities were not allocated is limited to the value of the net assets allocated to it on the transfer date.
- 8.6. Prior to the transfer of their employment relationship, the transferred employees will be informed in writing pursuant to Section 613a (5) BGB, in conjunction with Section 125 and Section 35a (2) UmwG, about the (planned) time and reason for the transfer of the employment relationship, the legal, economic, and social consequences of the transfer of the employment relationship and the measures envisaged with regard to the employees. The transferred employees have the right to object to the transfer of their employment relationship in writing within one month of receiving the information. If an employee exercises his right of objection, his employment relationship shall remain with the transferring legal entity. However, the transferring legal entity may terminate the employment relationship for operational reasons if the legal requirements are met and it is not possible to continue to employ the employee who has objected to the transfer.
- 8.7. A local works council (hereinafter referred to as the **"Bad Salzdettfurth Works Council"**) has been formed for the operations of the transferring legal entity in Bad Salzdettfurth and there is a representative body for disabled employees. In addition, a cross-company works council and an economic committee exist at the transferring legal entity on the basis of the structural collective bargaining agreement concluded with the Mining, Chemicals and Energy Trade Union (IG BCE) in accordance with Section 3 (1) No. 3 of the German Works Constitution Act (BetrVG) dated April 1, 2010. NewCo does not yet have any employees or operations and, therefore, there is no works council or central works council and no economic committee or other employee representation in the acquiring entity.
- 8.8. The Bad Salzdettfurth business unit affected by the spin-off comprises the entire operations of the transferring legal entity in Bad Salzdettfurth. These operations will be continued by NewCo under its own management as of the transfer date. The Bad Salzdettfurth Works Council will, therefore, remain in office after the transfer date. The collective bargaining agreements in force there on the transfer date will continue to apply unchanged and will continue to apply to the transferred employees at the Bad Salzdettfurth site after the transfer of operations, unless otherwise agreed with the works council. The cross-company works council formed at the transferring legal entity on the basis of the structural collective bargaining agreement pursuant to Section 3 (1) No. 3 BetrVG of April 1, 2010 / April 5, 2010 shall continue to exist at the level of the transferring legal entity; however, it would lose its responsibility for the Bad Salzdettfurth site transferred to NewCo as a result of the transfer of operations. For the employees transferred to NewCo at the Bad Salzdettfurth location, the content of the general works council agreements concluded with the central works council would continue to apply as (individual) works council agreements under collective law. Similarly, a new economic committee would have to be formed at NewCo if, as a general rule, more than 100 employees are permanently employed after the spin-off. For the purpose of ensuring continuity, the transferring legal entity intends to extend the relevant structural collective agreement with the IG BCE to NewCo with effect from the transfer date. In this case, the cross-company works council would remain responsible for the Bad Salzdettfurth plant transferred to NewCo and the central works agreements would continue to apply to the transferred employees at the Bad Salzdettfurth plant of NewCo in their previous legal form under collective law. In addition, the composition and responsibilities of the economic committee set up in the transferring legal entity would remain unchanged in this case.
- 8.9. The transferring legal entity has a Supervisory Board formed in accordance with the provisions of the German Co-Determination Act (MitbestG). The Supervisory Board consists of 16 members and has an equal number of shareholder representatives and employee representatives. The spin-off does not affect the composition and size of the existing Supervisory Board of the transferring legal entity. Neither the composition of the Supervisory Board nor the term of office of its members will change.

- 8.10. There will be no need to establish a co-determined Supervisory Board in NewCo after the transfer date as the total number of transferring employees will not exceed the threshold of the German One-Third Participation Act.
- 8.11. As a newly established company, NewCo is not a member of any employers' association and is not bound by any collective bargaining agreement at the time of the transfer. The transferring legal entity is a member of the German Association of the Potash and Salt Industry (VKS) and is collectively bound by the collective agreements for the potash and salt mining industry concluded by the VKS with the IG BCE). For those employees whose employment relationships are not transferred to NewCo, the spin-off will not lead to any changes in this respect; the aforementioned collective agreements for the potash and salt mining industry will continue to apply under collective law. For the transferred employees who are members of the relevant trade union, the collective bargaining norms applicable at the transferring legal entity will be applied to the employment relationships between the transferred employees and NewCo in accordance with Section 613a (1) Sentences 2 to 4 BGB in conjunction with Sections 125 (1) and Section 35a (2) UmwG, the collective bargaining agreements applicable at the transferring legal entity will be transformed into the employment relationships between the transferring employees and NewCo, but will retain their collective bargaining character and will continue to apply statically in the same form as immediately prior to the transfer of (part of) the business. They may not be modified to the detriment of the transferred employees within one year of the transfer of the business unit (or part of it). Insofar as the employment relationships of the transferred employees are not subject to standard collective bargaining at the time of the transfer to NewCo, but are subject to collective bargaining on the basis of contractual reference clauses, the reference clauses contained in the employment contracts will be transferred to NewCo as an integral part of the employment contracts pursuant to Section 613a (1) Sentence 1 BGB in conjunction with Sections (1) and Section 35a (2) UmwG, but - unlike in the case of standard collective bargaining agreements - are not subject to the one-year ban on changes pursuant to Section 613a (1) Sentence 2 BGB. It is intended that NewCo will become a member of the VKS as of the transfer date. In this context, it is also intended that NewCo will be admitted as of the transfer date to the company-related collective agreement "Zukunftskonzept 2026" dated December 16, 2021 between IG BCE and VKS. In this case, the spin-off would not result in any changes for the transferred employees in terms of collective bargaining law. The existing collective bargaining agreements would then continue to apply directly under collective bargaining law and not pursuant to Section 613a (1) Sentence BGB in conjunction with Sections 125 (1) and Section 35a (2) UmwG.
- 8.12. No further actions are planned that could affect employees and their representatives.

9. Details on the transfer of ownership, handover of business documents

- 9.1. The transferring legal entity shall grant NewCo possession of the transferred tangible assets as of the transfer date. If it is not possible to grant possession, the transferring legal entity shall hold the relevant assets solely for NewCo. If individual items are in the possession of third parties, the transfer of possession shall be replaced by the transferring legal entity assigning to NewCo the right to demand their return. If further measures or declarations are necessary to obtain possession, the transferring legal entity shall take such measures or make such declarations.
- 9.2. On the transfer date, the transferring legal entity shall transfer all other business records attributable to the Bad Salzdetfurth business unit.

10. Indemnity

If and to the extent that the transferring legal entity or NewCo is held liable by creditors on the basis of the provisions of Section 133 UmwG or other statutory or contractual provisions for liabilities and obligations as well as for contingent liabilities which are transferred to the other legal entity pursuant to the provisions of this spin-off plan, the other respective legal entity shall indemnify the legal entity against which a claim is asserted upon first request for such liabilities and obligations as well as for such liability to the extent that the claims of the creditors are enforceable or undisputed.

11. Severability clause

Should individual provisions of this spin-off plan be or become invalid, ineffective or unenforceable in whole or in part, the validity and enforceability of the remaining provisions of this spin-off plan shall not be affected. The same shall apply if and to the extent that a loophole is discovered in this spin-off plan. The void, invalid, or unenforceable provision or the gap shall be replaced by an appropriate provision which, to the extent legally possible, most closely reflects or corresponds to what the transferring legal entity intended economically or would have intended in accordance with the purpose of this spin-off plan if it had considered this point.

12. Costs, copies

The costs of this document and its execution shall be borne by K+S."

The above text of the spin-off plan is supplemented by annexes which form an integral part of the plan. Annex 2.2 is the Articles of Association, which has the following wording:

"Articles of Association of K+S Salzdettfurth GmbH

Section 1 Company name, registered office, financial year

1. The name of the company is: K+S Salzdettfurth GmbH.
2. The company has its registered office in Bad Salzdettfurth.
3. The financial year is the calendar year.

Section 2 Purpose of the company

1. The purpose of the company is the production of animal hygiene products, including the necessary upstream and downstream processes, the use of the surface facilities created by mining, supplementary business activities, in particular for the further development of the industrial subsequent use of the site, as well as the administration and utilization of real estate.
2. The company is authorized to establish branch offices in Germany and abroad, to acquire interests in other companies and to lease, purchase, and establish such companies.

Section 3 Share capital

1. The company's share capital is €25,000.00, divided into 25,000 shares with a nominal value of €1.00 each.
2. The capital contributions on the shares will be made in full by transferring the business unit at the Bad Salzdettfurth site of K+S Aktiengesellschaft, with its registered office in Kassel and entered in the commercial register of the Kassel District Court under HRB 2669, as a whole with the associated assets and liabilities as well as all rights and obligations by way of a spin-off for new formation in accordance with the spin-off plan of March 21, 2025 (notarial deed no. 172/2025 of the notary Jörg Blum with his office in Kassel) on the basis of the spin-off balance sheet as of December 31, 2024. The business unit at the Bad Salzdettfurth site of K+S Aktiengesellschaft comprises the production of animal hygiene products including the necessary upstream and downstream processes, the use of the above-ground facilities created by mining, supplementary business activities, in particular for the further development of the industrial subsequent use of the site, as well as the administration and utilization of real estate.
3. If the value of such contribution in kind exceeds the value of the capital contributions attributable to it, the excess shall be transferred to the company's free reserves.

Section 4 Management and representation

1. The company has one or more managing directors.
2. If one managing director is appointed, he represents the company alone. If more than one managing director has been appointed, the company shall in principle be represented by two managing directors acting jointly or by one managing director acting jointly with an authorized signatory. Power of attorney shall only be granted as joint power of attorney.
3. Each managing director is authorized to represent the company in the execution of legal transactions with himself or as a representative of a third party.

Section 5 Annual General Meeting

An ordinary Annual General Meeting shall be held at least once a year within the first six months of the financial year at the registered office of the company or at another location to be determined by the shareholders.

Section 6 Non-competition clause

The managing directors of the company may not work for a competing company nor may they have a direct or indirect interest in one.

Section 7 Announcements

The company's announcements shall be published in the Federal Gazette.

Section 8 Place of jurisdiction

Kassel is agreed as the place of jurisdiction."

The remaining annexes have the following main content:

- + Annex 3.2 contains the spin-off balance sheet as of December 31, 2024, midnight, prepared on the basis of the closing balance sheet of K+S Aktiengesellschaft in accordance with HGB. The spin-off balance sheet reflects the assets of the Bad Salzdetfurth business unit to be spun off which can be recognized in the balance sheet. In the spin-off balance sheet, the Bad Salzdetfurth business unit has been accounted for in accordance with generally accepted accounting principles, taking into account the consistency of methods and the continuity of the balance sheet.
- + Annex 5.2.1 lists the plants, machinery as well as operating and office equipment of the Bad Salzdetfurth division to be spun off.
- + Annex 5.2.2 contains the inventories (in particular raw materials, consumables and supplies, as well as unfinished goods) of the Bad Salzdetfurth division to be spun off. There are no finished goods or merchandise.
- + Annex 5.2.3 lists the properties included in the spin-off assets. The properties are designated in accordance with the provisions of Section 28 GBO (German Land Registry Code) in line with the land registry or with reference to the land registry page.
- + Annex 5.2.4 contains a list of the contracts of K+S Aktiengesellschaft, in particular lease, maintenance, and service contracts as well as contracts concerning raw materials, which are to be allocated to the Bad Salzdetfurth business unit to be spun off and, therefore, belong to the assets to be spun off.
- + Annex 5.2.5 lists the receivables, including trade receivables, and other assets attributable to the Bad Salzdetfurth business unit to be spun off and, therefore, forming part of the assets to be spun off.
- + Annex 5.2.6 contains a list of the customer and supplier base of the Bad Salzdetfurth business unit to be spun off.
- + Annex 5.2.7 lists the deferred income items and cash in hand of the Bad Salzdetfurth business unit to be spun off. There are no other current assets.

- + Annex 5.2.8 contains a list of the public law approvals, permits, and comparable legal positions that can be assigned to the Bad Salzdetfurth business unit to be spun off.
- + Annex 5.3 contains the advance payments received, other liabilities (including trade payables) and provisions attributable to the Bad Salzdetfurth business unit to be spun off.
- + Annex 5.4 lists the employment relationships that are to be assigned to the Bad Salzdetfurth business unit to be spun off and that will be transferred to K+S Salzdetfurth GmbH in accordance with Section 613a (1) Sentence 1 in conjunction with Section 35a (2) UmwG and Section 125 UmwG. The employees are designated exclusively by their personnel number in accordance with the personnel accounting.

The Annexes 5 et seqq. are not conclusive. The Annexes 3.2, 5.2.1, 5.2.2, 5.2.5, 5.2.7, and 5.3 are prepared as of the effective date December 31, 2024, and the Annexes 5.2.3, 5.2.4, 5.2.6, 5.2.8, and 5.4 are prepared as of the reporting date of March 1, 2025.

The aforementioned annexes to the spin-off plan are part of the documentation on the spin-off, which will be published on the Company's website from the time of the convening of the Annual General Meeting, and form an integral part of the spin-off plan. They may be inspected there.

The spin-off plan was submitted to the commercial register of K+S Aktiengesellschaft prior to the convening of the Annual General Meeting. A spin-off report is not required in the case of a spin-off for the purpose of a new formation pursuant to Section 135 (3) UmwG. In the case of a spin-off pursuant to Section 125 (1) sentence 2 in conjunction with Sections 9 to 12 UmwG, the spin-off plan shall not be audited by an expert auditor and the latter shall not issue an audit report.

The following documents will be available on the Company's website at

www.kpluss.com/agm

can also be accessed during the Annual General Meeting:

- + The spin-off plan dated March 21, 2025, including the annexes,
- + the annual financial statements and the consolidated financial statements as well as the combined management reports for K+S Aktiengesellschaft and the K+S Group as of December 31, 2022, December 31, 2023 and December 31, 2024.

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 participate in the Annual General Meeting on May 14, 2025, 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 14, 2025, starting at 10:00 a.m. (CEST) in the Online Service at

www.kpluss.com/agm

under "Video and audio transmission". 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.

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 (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 properly 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 16, 2025.

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 7, 2025, 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.

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

Registration may also be sent to the following address

K+S Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München, Germany
E-mail: k-plus-s-hv2025@linkmarketservices.eu

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

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 8, 2025, midnight (CEST) to May 14, 2025, will only be processed and taken into account with effect after the Annual General Meeting on May 14, 2025. The relevant technical record date is, therefore May 7, 2025, 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 7, 2025, 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.

If the Company receives both an electronic postal vote and a power of attorney and instructions to the proxies designated by the Company, the power of attorney and instructions to the proxies designated by the Company will 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).

Powers of attorney and instructions may be submitted in writing or in text form (by e-mail) by May 13, 2025, 6:00 p.m. (CEST) (receipt is decisive), using the following contact details

K+S Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München, Germany
E-mail: k-plus-s-hv2025@linkmarketservices.eu

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,

presumably as of April 16, 2025.

Powers of attorney and instructions to the Company's proxies may also be issued electronically via the Company's Online Service. Proxies and instructions may also be issued during the Annual General Meeting using the Online Service, but must be submitted by the end of the voting period, which will be determined by the Chairman of the meeting.

Until that time, powers of attorney issued and instructions given may be revoked or changed via the Company's Online Service.

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 13, 2025, 6:00 p.m. (CEST) (receipt is decisive) using the following contact details

K+S Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München, Germany
E-mail: k-plus-s-hv2025@linkmarketservices.eu

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. If, in addition, different declarations are received by different means of transmission and it is not possible to determine which was submitted last, they will be considered in the following order 1. via 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).

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

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.

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.

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 k-plus-shv2025@linkmarketservices.eu.

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

presumably as of April 16, 2025.

The power of attorney may also be issued to the Company in writing or in text form (by e-mail) by May 13, 2025, 06:00 p.m. (CEST) (receipt is decisive), using the following contact data

K+S Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München, Germany
E-mail: k-plus-s-hv2025@linkmarketservices.eu

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 data

K+S Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
E-Mail: k-plus-s-hv2025@linkmarketservices.eu

by May 13, 2025, 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 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

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 13, 2025 (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 29, 2025, midnight (CEST) (receipt is decisive).

Any shareholder may also submit to the Company a nomination for the election of Supervisory Board members (agenda item 7) 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 29, 2025, midnight (CEST) (receipt is decisive).

We will publish countermotions or election proposals received in due time, including the name and place of residence of the shareholder, without delay after their receipt on the Internet at

www.kpluss.com/hv

provided they meet the statutory requirements. We will also make any statements by the management accessible at the above Internet address.

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

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

Countermotions and nominations for election that are to be made accessible shall be deemed to have been made at the time they are made accessible. Voting rights on countermotions or nominations can only be exercised electronically via the Company's Online Service. If the shareholder who has submitted the motion is not entered in the share register as a shareholder of the Company and has not duly registered for the Annual General Meeting (see Section II.3), the motion 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

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 (1) 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. Pursuant to Section 293g (3) AktG, if the Annual General Meeting resolves to approve an intercompany agreement, each shareholder must also be provided with information on all matters of the other party to the agreement that are material to the conclusion of the agreement upon request at the Annual General Meeting. 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

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

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 8, 2025, midnight (CEST), by video or in text form using the Online Service at

www.kpluss.com/agm

Any other form of submission is excluded.

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

Statements complying with these requirements will be made available on the Company's Online Service until May 9, 2025, midnight (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) or 5 minutes 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 II. 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

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 during the virtual Annual General Meeting using the Company's Online Service.

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

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

Information can be obtained by phone at +49 561 9301-1100.

18 Notes on data privacy

The Company processes the personal data of the shareholders (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) and, if applicable, the personal data of the shareholder proxies 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.

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) 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 the German Telecommunications and Telemedia Data Protection Act (TMG).

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 counter-motions 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 addition, the Company may be required by law to disclose your personal data to other recipients, such as government agencies, to comply with legal 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 the competent data protection authorities 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.

For comments and questions regarding the processing of personal data and the assertion of data protection rights, shareholders and shareholder proxies can contact the Company's Data Protection Officer at:

Scheja & Partners GmbH & Co. KG
Boris Reibach
Adenauerallee 136
53113 Bonn, Germany
Phone: +49 (0) 228-227 226-0
E-mail: boris.reibach@scheja-partners.de
Website: <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.

Kassel, in April 2025

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

Enclosures

Curriculum Vitae

Thomas Kölbl

2. Deputy Chairman of the Supervisory Board Shareholder Representative (Independent Member)

Independent Consultant (former Chief Financial Officer of Südzucker AG, Mannheim)
Member of the Supervisory Board of K+S Aktiengesellschaft since May 10, 2017
Mandate until the end of the ordinary Annual General Meeting 2026

Personal data

Year of birth 1962
Place of birth Heilbronn
Residence Leinsweiler

Education

1983 - 1985 Professional training as Industrial Business Manager
1985 - 1990 Studies of Business Administration at the University of Mannheim

Career history

1990 - 1997 Consultant Investment Management Central Department, Südzucker AG, Mannheim
1997 - 2004 Head of Investment Management Central Department, Südzucker AG, Mannheim and
since 1998 also Head of the General Board Secretarial Office
since 2003 assumption of the Strategy Corporate Planning and
Group Development sections at the same time
2005 - 2021 Member of the Board of Executive Directors of AGRANA Beteiligungs-AG, Vienna/Austria
2004 - 2024 Member of the Board of Executive Directors of Südzucker AG, Mannheim and since 2006
Chief Financial Officer of Südzucker AG, Mannheim

Other Supervisory Board appointments

- K+S Minerals and Agriculture GmbH, Kassel (Group mandate)

Other supervisory bodies

-

Relevant knowledge, skills and experience

Due to his many years of professional practice as Chief Financial Officer in a large, international, listed company, Mr. Kölbl has in-depth knowledge of the financial sector, in particular the application of accounting principles and internal control procedures. He is also familiar with the auditing of financial statements and financing issues. Furthermore, he has extensive experience in the areas of restructuring and crisis management as well as the strategic management of a company.

Curriculum Vitae

Dr. Tilman Krauch

Shareholder Representative Candidate (Independent Member)

Independent Consultant (former Chief Technology Officer of Freudenberg SE, Weinheim)

Personal data

Year of birth 1962
Place of birth Mühheim a. d. Ruhr
Residence Heidelberg

Education

1981 - 1985 Degree in Chemistry at the University of Freiburg and the Swiss Federal Institute of Technology (ETH), Zurich, Switzerland, Degree: Graduate Chemist
1989 Doctorate at the ETH Zurich, Switzerland, followed by post-doc stays at the Shemyakin Institute, Moscow, Russia and at the University of Kyoto, Japan

Career History

1990 - 1993 Research High Temperature Thermoplastics, BASF AG, Ludwigshafen
1993 - 1995 Head of Ultrason Production, BASF AG, Ludwigshafen
1995 - 1998 Staff of the Chairman of the Board of Executive Directors, BASF AG, Ludwigshafen
1998 - 2001 Group Vice President, Fiber Intermediates North America, BASF Corporation Mount Olive, USA
2001 - 2004 Group Vice President, Fiber Intermediates Europe, BASF AG, Ludwigshafen
2004 - 2006 Group Vice President Polyamide and Intermediates, BASF AG, Ludwigshafen
2006 - 2010 President, Regional Functions & Country Management Asia Pacific, BASF East Asia RHQ, Hongkong
2010 - 2014 President Construction Chemicals, BASF SE, Ludwigshafen
2014 - 2024 Member of the Board of Executive Directors (CTO), Freudenberg SE, Weinheim and Member of the Management Board, Freudenberg & Co. Kommanditgesellschaft, Weinheim

Other Supervisory Board mandates

- K+S Minerals and Agriculture GmbH, Kassel (Group mandate) - as of his intended appointment at the end of the shareholders' meeting in May 2025

Other supervisory bodies

Member of the Advisory Board of ARDEX GmbH, Witten

Relevant knowledge, skills, and experience

Dr. Krauch has many years of experience as a member of the Board of Executive Directors of a large global technology company. He has extensive knowledge, particularly in the areas of IT, digitalization, technology, and the strategic management of a company.

Curriculum Vitae (as of April 1, 2025)

Dr. Harald Schwager Shareholder Representative Candidate (Independent Member)

Former Deputy Chairman of the Board of Executive Directors of Evonik Industries AG, Essen

Personal data

Year of birth 1960
Place of birth Speyer
Residence Speyer

Education

1984 Diploma in Chemistry, University of Karlsruhe
1986 Doctorate from the Max-Planck-Institute, Mühlheim
1987 Postdoc at the University of California, Berkeley

Career History

1988 - 1997 Various positions in research, application technology, marketing and sales, BASF AG, Ludwigshafen
1998 - 1999 Head of Vinyl Chloride/Polyvinyl Chloride business unit, BASF Belgium, Brussels
1999 - 2003 Managing Director of the European Group companies of SolVin GmbH & Co. KG, Brussels
2003 - 2005 Head of the Inorganics Division, BASF AG, Ludwigshafen
2006 - 2007 Plant Manager of the Ludwigshafen integrated site, BASF AG, Ludwigshafen
2007 - 2008 Division Manager of the Management Europe integrated site, BASF AG, Ludwigshafen
2008 - 2017 Member of the Board of Executive Directors, BASF AG, Ludwigshafen
2017 - 2025 Member and Deputy Chairman of the Board of Executive Directors, Evonik Industries AG, Essen (until March 31, 2025)

Other Supervisory Board mandates

- K+S Minerals and Agriculture GmbH, Kassel (Group mandate) - as of his intended appointment at the end of the shareholders' meeting in May 2025
- Currenta GmbH & Co. OHG, Leverkusen (Supervisory Board member)

Other supervisory bodies

KSB Management SE, Frankenthal (Member of the Advisory Board)

Relevant knowledge, skills, and experience

Dr. Schwager has many years of experience as Deputy Chairman of a large internationally active listed company in the field of specialty chemicals and high-performance materials. He has extensive knowledge of restructuring and crisis management, strategic business management, and sustainability issues. Dr. Schwager also has many years of experience as a member and Chairman of the Supervisory Boards of various companies. In addition, Dr. Schwager advises the Science Council of the German federal and state governments on science and research.

Curriculum Vitae

Dr. Rainier van Roessel Shareholder Representative (Independent Member)

Entrepreneur (former member of the Board of Executive Directors and Labor Relations Director of LANXESS AG, Cologne)
Member of the Supervisory Board of K+S Aktiengesellschaft since June 10, 2020
Mandate until the end of the ordinary Annual General Meeting 2025

Personal data

Year of birth 1957
Place of birth Oisterwijk, Netherlands
Residence Bergisch Gladbach

Education

1978 - 1984 Studies of Business Administration at the University of Cologne
1988 Awarded Dr. rer. pol. degree at the University of Cologne

Career History

1984 - 1988 Research assistant at the Seminar for General Business Administration and Organizational Theory of the Faculty of Economics and Social Sciences, University of Cologne
1988 - 1993 Consultant, Department Organizational Development, Bayer AG, Leverkusen
1993 - 1997 Project Manager, Department Strategic Planning, Bayer AG, Leverkusen
1997 - 2001 Head of Strategic Marketing Styrenics and Head of Global Business Team Styrenics, Business Unit Plastics, Bayer AG, Leverkusen
2001 - 2002 Head of Marketing Polycarbonates Europe, Business Unit Plastics, Bayer AG, Leverkusen
2002 - 2004 Head of Global Operations Polyester, TPU and Films, Subgroup Bayer Polymers, Bayer AG, Leverkusen
2004 - 2006 Head of Global Business Unit Rubber Chemicals, LANXESS AG, Cologne
2006 - 2007 Managing Director, LANXESS NV, Antwerp, Belgium
2007 - 2019 Member of the Board of Executive Directors and Labor Relations Director of LANXESS AG, Cologne
Main responsibilities
- Group Functions: Human Resources, Information Technologies (2007-2012)
- Business Units: Inorganic Pigments, Material Protection Products, Liquid Purification Technologies, Leather Chemicals, Rhein Chemie (2007-05/2019)
- All regions and countries

Other Supervisory Board appointments

- K+S Minerals and Agriculture GmbH, Kassel (Group mandate)
- Group mandates of the LANXESS-group:
- LANXESS AG, Cologne (Chairman)
 - LANXESS Deutschland GmbH, Cologne (Chairman)

Other supervisory bodies

-

Relevant knowledge, skills and experience

Dr. van Roessel has many years of experience as a board member of a large, international listed company in the chemical industry, including the agronomy and food industry. In particular, he has extensive knowledge in the areas of human resources, IT and digitalization.