

The K+S logo is positioned in the top right corner of the slide. It consists of the letters 'K+S' in a bold, white, sans-serif font, set against a dark blue rectangular background. The entire logo is contained within a larger blue triangular graphic that points towards the bottom right corner of the slide.

**K+S**

The background of the slide is a photograph of a lush green valley. In the foreground, there are terraced rice fields with water reflecting the sky. The middle ground is filled with dense tropical forest, including palm trees. In the background, misty mountains rise under a soft, hazy sky. The overall scene is peaceful and scenic.

# Governance presentation of the Supervisory Board

June 2024

# Supervisory Board

# Supervisory Board



**Dr. Andreas Kreimeyer**  
Chairman  
Shareholder representative  
Mandate until the end of  
the 2025 AGM



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



**Thomas Kölbl**  
Deputy Chairman  
Shareholder representative  
Mandate until the end of  
the 2026 AGM



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



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



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



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



**Markus Heldt**  
Ordinary Member  
Shareholder representative  
Mandate until the end of  
the 2025 AGM



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



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



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



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



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



**Dr. Rainier van Roessel**  
Ordinary Member  
Shareholder representative  
Mandate until the end of  
the 2025 AGM



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



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

# Supervisory Board of K+S – Committees and their members

## Mediation Committee

Mr. Dr. Kreimeyer (Chairman)  
Mr. Bahn  
Mr. Becker  
Mr. Kölbl

## Strategy Committee

Mr. Dr. Kreimeyer (Chairman)  
Mr. Bahn  
Mr. Becker  
Mr. Heldt

## Nomination Committee

Mr. Dr. Kreimeyer (Chairman)  
Mr. Bartmer  
Ms. Wolff  
Mr. Dr. van Roessel

## Audit Committee

Mr. Kölbl (Chairman)  
Ms. Adolph  
Mr. Becker  
Ms. Hölz  
Mr. Halbleib  
Mr. Dr. Kreimeyer

## Personnel Committee

Mr. Dr. Kreimeyer (Chairman)  
Mr. Becker  
Ms. Prof. Dr. Eller  
Mr. Knackmuß

## ESG Committee

Ms. Hölz (Chairwoman)  
Ms. Adolph  
Mr. Bartmer  
Mr. Trotha

## Special Committee

Event-related staffing

# Supervisory Board of K+S

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

# Criteria for the competence profiles

## Sector competence

- Potash
- Salt
- Agriculture

## Regional knowledge

- Europe
- North America
- South America
- Asia/Pacific

## IT competence

- Cyber risks
- IT experience

## Financial competence

- Accounting
- Audit of financial statements

## Professional suitability

- Top level leadership
- Human resources topics
- Crisis management
- Digitalization
- Co-determination
- Technology
- Mining
- Public Affairs
- M&A

## Business Ethics & Human Rights

- Sustainable supply chains
- Compliance & Anti-Corruption

## Environment & Resources

- Health & Safety
- Diversity & Inclusion

## Society & Employees

- Resource Efficiency
- Energy & Climate

# Qualification overview of the Supervisory Board

	Dr. Andreas Kreimeyer	Ralf Becker	Petra Adolph	André Bahn	Prof. Dr. Elke Eller	Lars Halbleib	Markus Heldt	Christiane Hölz	Michael Knackmuß	Thomas Kölbl	Gerd Kübler	Dr. Rainier van Roesel	Peter Trotha	Brigitte Weitz	Christine Wolff	Carl-Albrecht Bartmer <sup>4</sup>
General information	SR	ER	ER	ER	SR	ER	SR	SR	ER	SR	ER	SR	ER	ER	SR	SR
Member since	2015	2009	2018	2018	2018	2022	2021	2023	2014	2017	2016	2020	2021	2020	2023	2024
Appointed until the end of the Annual General Meeting	2025	2028	2028	2028	2027	2028	2025	2027	2028	2026	2028	2025	2028	2028	2027	2024
Independence	x				x		x	x		x		x			x	x
No overboarding <sup>1</sup>	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x	x
Age <sup>2</sup>	68	58	59	55	61	45	65	51	48	61	56	66	40	60	63	62
Gender	male	male	female	male	female	male	male	female	male	male	male	male	male	female	female	male
Sector competence																
Potash	x			x		x			x	x	x			x		x
Salt	x			x					x	x	x		x			
Agriculture	x						x			x						x
Regional knowledge <sup>3</sup>																
Europe	x				x		x	x		x	x	x			x	x
North America	x						x			x	x	x			x	x
South America	x				x		x				x	x				
Asia/Pacific	x						x					x			x	
Professional suitability																
Top level leadership	x				x		x	x		x		x			x	x
Human resources topics	x	x	x	x	x		x		x	x	x	x	x	x	x	x
Crisis management	x	x		x	x		x		x	x	x	x	x	x	x	x
Digitalization	x		x	x	x		x	x	x		x	x				
Co-determination	x	x	x	x	x		x		x		x	x	x	x		
Technology	x			x			x				x		x	x	x	x
Mining		x		x					x				x		x	
Public affairs	x	x	x	x	x	x		x			x	x				x
M&A	x				x		x			x		x			x	
Financial competence																
Accounting	x	x	x		x			x		x		x				x
Audit of financial statements		x	x			x				x						
IT competence																
Cyber risks	x											x				
IT experience	x											x				
Business Ethics & Human Rights																
Sustainable supply chains			x	x				x				x	x		x	x
Compliance & Anti-Corruption	x		x	x			x	x	x	x	x	x			x	x
Society & Employees																
Health & Safety	x		x	x	x	x	x	x	x	x	x	x	x	x	x	
Diversity & Inclusion	x	x	x	x	x	x	x	x	x			x	x	x	x	
Environment & Resources																
Resource Efficiency	x			x		x	x	x	x		x	x	x		x	x
Energy & Climate	x	x		x		x		x	x	x	x	x		x	x	x

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

SR = Shareholder representative

ER = Employee representative

<sup>1</sup> In accordance with the German Corporate Governance Code.

<sup>2</sup> As of: December 31, 2023.

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

<sup>4</sup> Court appointment as a member of the Supervisory Board as of January 23, 2024. The decision of the local court was served to K+S on January 29, 2024.

You can find the qualification overview in the [2023 Annual Report](#) – pp. 112

# Supervisory Board of K+S – 9 Topics of the Shareholder Representatives

- **M&A activities: Annual report on possible target objects regardless of value limits (Kreimeyer)**
- **Financial and non-financial report incl. sustainability (Kölbl / Hölz)**
- **Digitalization / ESG (Hölz)**
- **Cyber security and AI (van Roessel / Eller)**
- **Technology („system of technical excellence“) / Environmental permits (Wolff)**
- **Competitors and market situation (Heldt / Bartmer)**
- **Planning process („budgeting process“) (van Roessel)**
- **Succession planning Board of Executive Directors (Eller)**
- **Succession planning Supervisory Board (Kreimeyer)**



# Remuneration of the Supervisory Board of K+S

K+S Aktiengesellschaft	Fixed Remuneration	Audit Committee	Personnel Committee	Nomination Committee*	Strategy Committee	ESG Committee
Chairman	170,000 €	40,000 €	10,000 €	5,000 €	30,000 €	10,000 €
Deputy Chairman	127,500 €	30,000 €	7,500 €	3,750 €	22,500 €	7,500 €
Ordinary member	85,000 €	20,000 €	5,000 €	2,500 €	15,000 €	5,000 €

\* In case that at least 2 meetings per year have taken place.

Special Committee	Meeting Remuneration
Chairman	2,000 €
Deputy Chairman	1,500 €
Ordinary Member	1,000 €

## Remunerations in subsidiaries

K+S Minerals and Agriculture GmbH	Fixed Remuneration
Chairman	10,000 €
Deputy Chairman	7,500 €
Ordinary Member	6,000 €

# Efficiency review

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

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

# Board of Executive Directors

# Board of Executive Directors



**Dr. Burkhard Lohr**  
Chief Executive Officer  
Mandate until May 31, 2025



**Dr. Christian H. Meyer**  
Chief Financial Officer  
Mandate until March 14, 2026



**Dr. Carin-Martina Tröltzsch**  
Chief Operations Officer  
Mandate until February 19, 2026



**Christina Daske**  
Labor Director  
Mandate until December 1, 2026

For current information on the responsibilities of the individual members of the Board of Executive Directors, please refer to our bylaws which can also be found on the K+S website at: [www.kpluss.com/executivedirectors](http://www.kpluss.com/executivedirectors)

# Board of Executive Directors

- Manages the company's business in accordance with the provisions of the law, the bylaws and its rules of procedure.
- Represents the company towards third parties.
- Is jointly responsible for the management of the company as a whole.
- Each member of the Board of Executive Directors is primarily responsible for fulfilling the tasks assigned to their area of responsibility.
- Age limit: 65 years of age.
- Initial appointment to the Board of Executive Directors is for 3 years, extensions generally for 5 years.

# BoED of K+S – Remuneration composition

## Ordinary member

in T€

		Remuneration Structure	Target (100%) <sup>1)</sup>	Minimum <sup>2)</sup>	Maximum <sup>3)</sup>
60%	37%	Fixed Remuneration	566.0	566.0	566.0
40%	25%	Short Term Incentive	390.0	0	936.0
<hr/>					
100%		Annual Remuneration	956.0	566.0	1,502.0
		Long Term Incentive I	295.0	0	590.0
	38%	Long Term Incentive II	295.0	0	590.0
<hr/>					
	100%	Total Remuneration	1,546.0	566.0	2,682.0
		Maximum Remuneration			3,500.0

# BoED of K+S – Remuneration composition CFO & COO

in T€

		Remuneration Structure	Target (100%) <sup>1)</sup>	Minimum <sup>2)</sup>	Maximum <sup>3)</sup>
60%	37%	Fixed Remuneration	679.2	679.2	679.2
40%	25%	Short Term Incentive	468.0	0	1,123.2
<hr/>					
100%		Annual Remuneration	1,147.2	679.2	1,802.4
		Long Term Incentive I	354.0	0	708.0
	38%	Long Term Incentive II	354.0	0	708.0
<hr/>					
	100%	Total Remuneration	1,855.2	679.2	3,218.4
		Maximum Remuneration			4,200.0

# BoED of K+S – Remuneration composition CEO

in T€

		Remuneration Structure	Target (100%) <sup>1)</sup>	Minimum <sup>2)</sup>	Maximum <sup>3)</sup>
60%	37%	Fixed Remuneration	962.2	962.2	962.2
40%	25%	Short Term Incentive	663.0	0	1,591.2
<hr/>					
100%		Annual Remuneration	1,625.2	962.2	2,553.4
		Long Term Incentive I	501.5	0	1,003.0
	38%	Long Term Incentive II	501.5	0	1,003.0
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	100%	Total Remuneration	2,628.2	962.2	4,559.4
		Maximum Remuneration			5,950.0

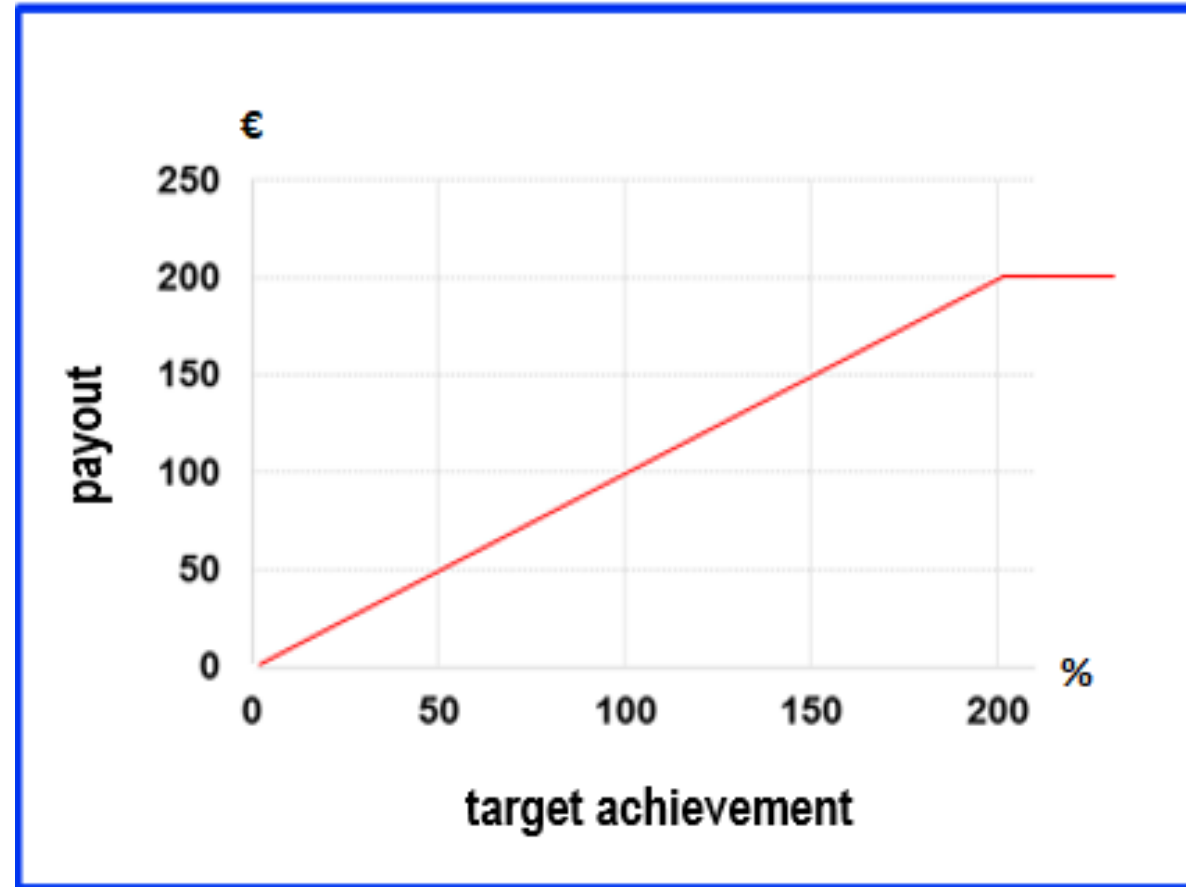


# BoED of K+S – Remuneration

## Short-Term-Incentive (STI) Company's success

STI-Plan:

- Plan/actual comparison
- KPI EBITDA
- Performance factor as multiple – Range 0.8 – 1.2 (dependent on the achievement of agreed targets)

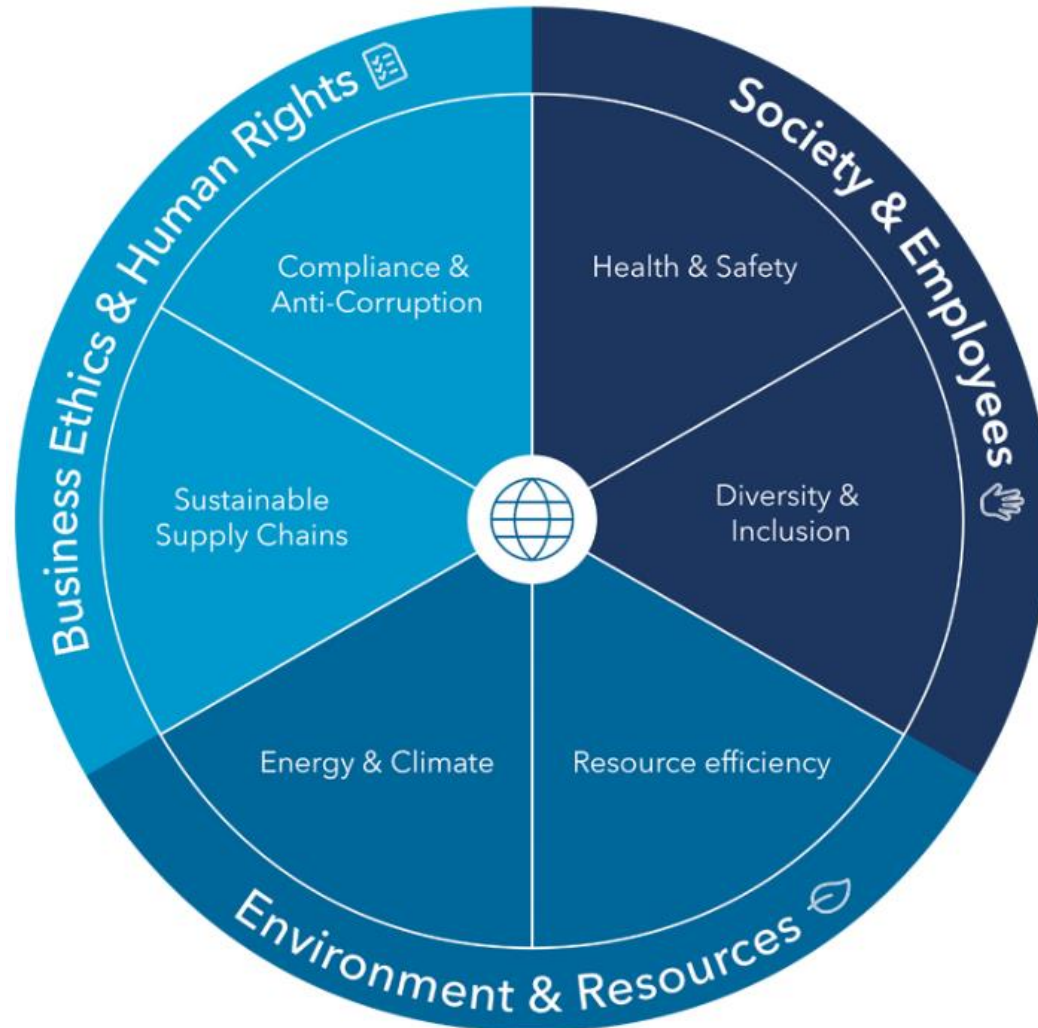


# BoED of K+S – Remuneration

## Target Agreements 2024 BoED (for performance factor)

TARGET	DESCRIPTION	TARGET NOT ACHIEVED	TARGET ACHIEVED	TARGET OVER-ACHIEVED	TARGET ACHIEVEMENT
Adherence to the approved budget for the Werra 2060 project	The Supervisory Board has approved a budget of a defined volume for the Werra 2060 project. The amount of the project budget is relevant for target achievement.	The project budget as at 31.12.2024 is above the defined volume.	The project budget as at 31.12.2024 is within the defined volume.	The project budget as at 31.12.2024 is > 90% below the defined volume.	Determination by the Supervisory Board.
Implement measures safety culture analysis	Measures have been defined for 2024 that are to be implemented by December 31, 2024.	50% of the measures have been fully implemented by the planned implementation date.	75% of the measures have been fully implemented by the planned implementation date.	100% of the measures have been fully implemented by the planned implementation date.	Determination by the Supervisory Board.
Results and recommendations for action from the Streamlining Operations project to the Supervisory Board	The Board of Executive Directors presents the results and a recommendation for action for the “Streamlining Operations” project to the Supervisory Board in accordance with the project scope.	An identified EBITDA potential of a defined volume.	The identified EBITDA potential amounts to a volume defined by the Supervisory Board.	The identified EBITDA potential is higher than the defined volume.	Determination by the Supervisory Board.
Sustainable positioning of K+S	A pulse survey shows the assessment of the future viability of K+S.	< 75% of respondents believe K+S is well positioned for the future.	90% of respondents believe K+S is well positioned for the future.	> 90 % of respondents believe K+S is well positioned for the future.	Determination by the Supervisory Board.

# LTI I - K+S Sustainability wheel



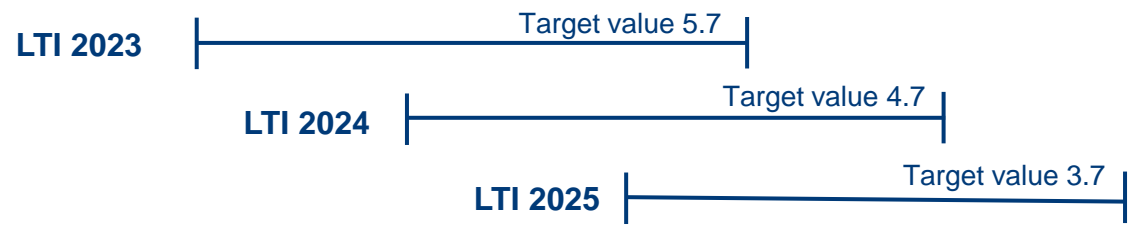
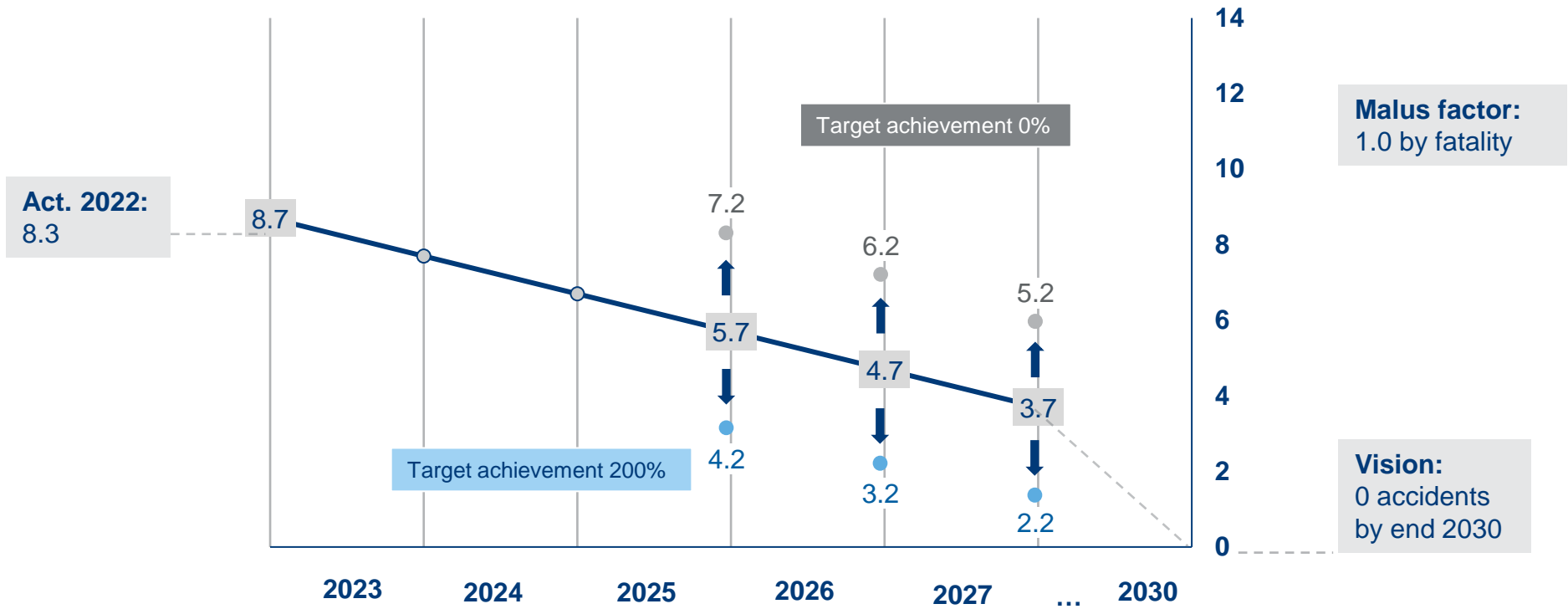
→ One target of each area of action (all weighed equally)

→ Previous goals end with current LTI-Programme

# Company & Employees – Lost Time Incident Rate (until 2027)

Definition:	Number of occupational accidents with a lost time of at least 24 hours per million hours worked
Starting point:	Building on existing tranches
Target value:	Vision zero accidents by 2030
KPI:	LTI rate
Quantifiability:	Reduction of the LTI rate by 3 points over a 3-year period.
Malus factor:	1.0 in the event of a fatality

# Company & Employees – Lost Time Incident Rate (until 2027)

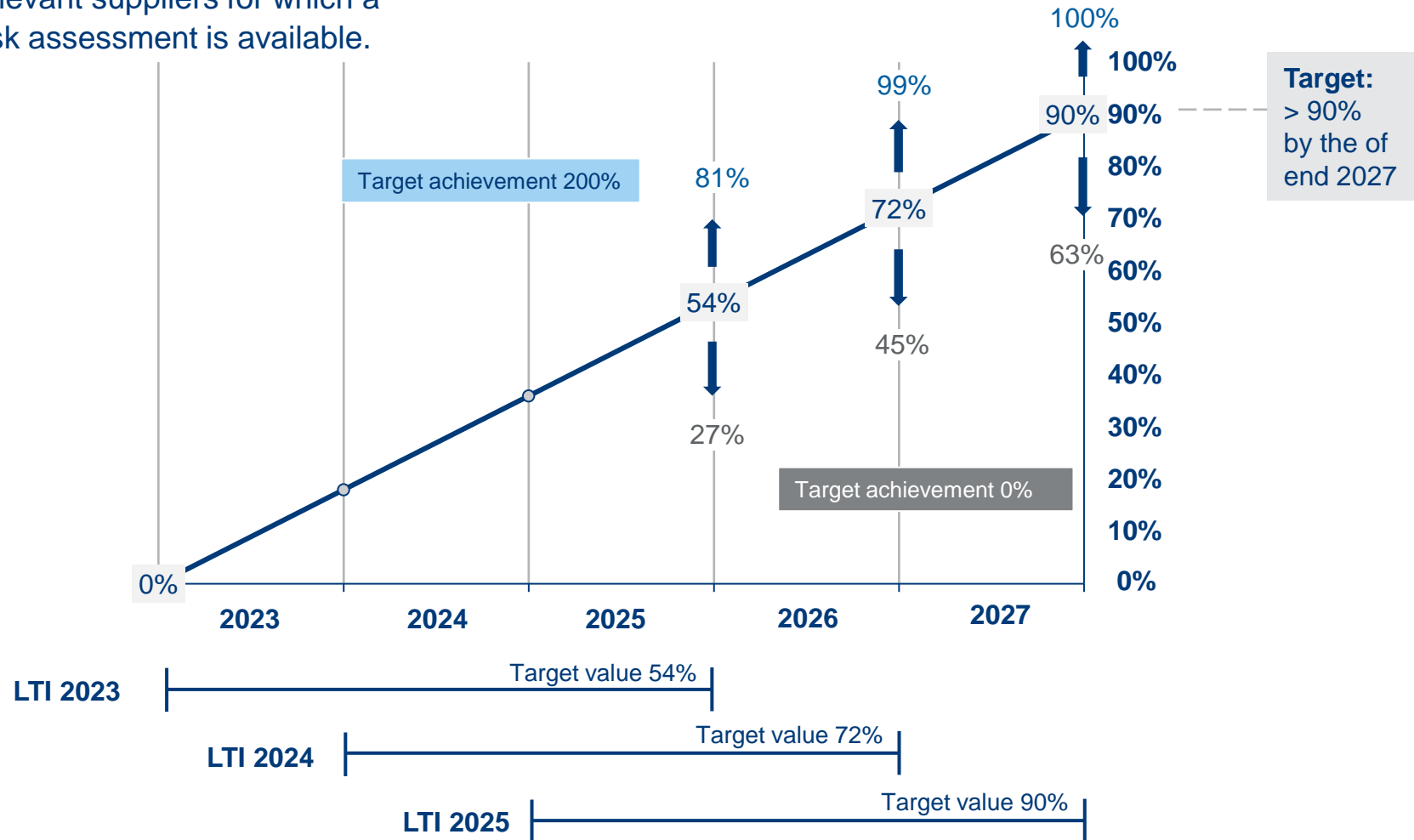


# Business Ethics & Human Rights – Sustainable supply chain (until 2027)

Definition:	Proportion of relevant suppliers for which a sustainability risk assessment is available.
Starting point:	0%
Target value:	> 90% by the end 2027
KPI:	Number of evaluated suppliers
Quantifiability:	The number of relevant suppliers and service providers is determined annually. The criteria are a <b>revenue</b> with K+S of > <b>5,000 €</b> and a value of < <b>75 points</b> in the Sustainable Development Report <b>ranking</b> . All consolidated and non-consolidated companies that run via <b>SAP</b> are included. A supplier is deemed to have been assessed if K+S has decided whether the supplier is a risk supplier according to the sustainability risks to be considered.
Actual values:	Around 8,600 suppliers in total, of which around 120 are classified as relevant.

# Business Ethics & Human Rights – Sustainable supply chain (until 2027)

Proportion of relevant suppliers for which a sustainability risk assessment is available.



# Environment & Resources – Climate<sub>(until 2027)</sub>

## Reduction in specific CO<sub>2</sub> emissions

Definition: Reduction in specific CO<sub>2</sub> emissions.

Starting point: 271.6 kg/t (2023)

Target value: 254.6 kg/t (2027)

KPI: In kg/t

Quantifiability : 
$$\text{LTI-Value} = \frac{\text{Emissions of all potash- and salt-producing locations [in kg]}}{\text{Location-consolidated primary productions from HA,WI,UB,BT,ZI,NE [in t]}}$$

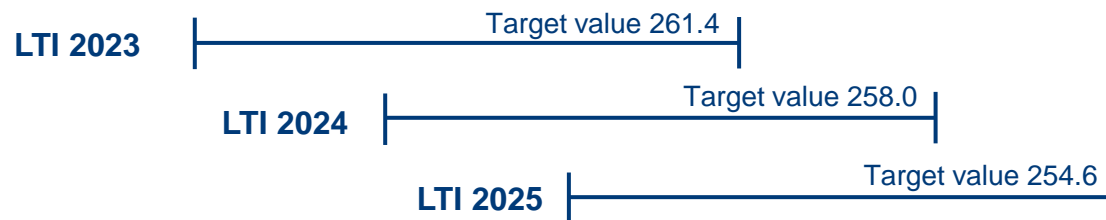
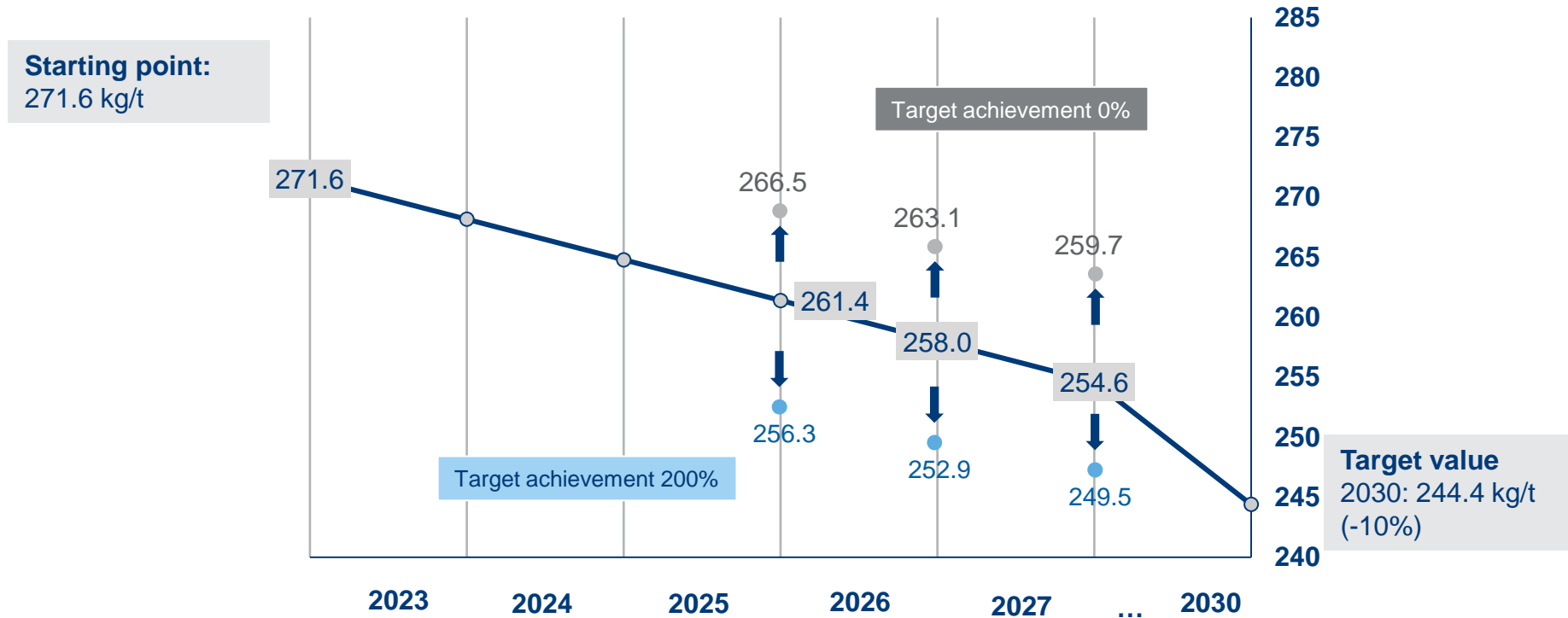
**Primary production** only includes potash production sites. Salt sites are not considered, as they would be included in the indicator with potentially high production volumes (depending on the de-icing salt business) in conjunction with low emissions. This could distort the effects of the potash sites. The indicator takes **Scope 1 and Scope 2 emissions** into account.

The purchase of heat and electricity from external waste incineration plants (in Wintershall and at Frisia Zout) is currently accounted as CO<sub>2</sub>-free. Should the accounting obligation in this regard change, this will not be considered for the LTI calculation in order to ensure comparability with the initial value.



# Environment & Resources – Climate (until 2027)

## Reduction in specific CO<sub>2</sub> emissions



# BoED of K+S – Remuneration Long-Term-Incentive Plan II

## LONG TERM INCENTIVE II PROGRAM

C.12

Reference period	Performance period		
2022	2023	2024	2025
MDAX 2022 <sup>1</sup>	MDAX 2025 <sup>2</sup>		
K+S share 2022 <sup>1</sup>	K+S share 2025 <sup>2</sup>		
	Beginning of program		End of program

1 Average for the stock-market year; reference base.

2 Average for the stock-market year 2025; reference base for comparison of performance with 2022.

# Board of Executive Directors of K+S – Clawback Clause

- Effective in Board of Executive Directors contracts since January 1, 2020
- Right to reclaim or withhold only if a member of the Board of Executive Directors has committed a serious and culpable breach of statutory duties or a serious and culpable breach of duties arising from the company's bylaws or the Board of Executive Directors member's employment contract
- Right of clawback or retention limited to LTI (all LTI tranches running at the time of the breach (max. 3 x 3-year tranches / value at 100% 1.71 million € / max. 3.42 million €))
- Burden of proof lies with the company

# Board of Executive Directors of K+S – Share Ownership Guideline

- **Volume:** 100 % of the STI target remuneration amounts (average of the 3-year period)
- **Acquisition period:** 3 years (provided that STI has been paid at least 100% for two years, otherwise extension by one year in each case)
- **Verification:**
  - Proof of purchase of shares
  - Existing shareholdings are taken into account
  - For the first time at the end of the build-up phase, then annually
- **Holding period:** two years after leaving the Company
- **Penalty for non-compliance:** 100,000 € for an ordinary member, 150,000 € for the CEO
- **Effective since:** January 1, 2023

# Contact

**Andreas Scholz**

Head of Corporate Board Office

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andreas.scholz@k-plus-s.com

**K+S Aktiengesellschaft, Bertha-von-Suttner-Str. 7, 34131 Kassel, Germany**

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

You can find them [here](#).

The logo for K+S, featuring the letters 'K+S' in a bold, white, sans-serif font. The letters are set against a dark blue, parallelogram-shaped background that is tilted slightly to the right. The background of the slide is a lighter blue with a white geometric shape in the bottom right corner.

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