

## **Explanation on the attendance of the Annual General Meeting, absentee ballot and proxy voting**

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Ordinary Annual General Meeting of K+S Aktiengesellschaft

on Wednesday, 12 May 2015, 10.00 a.m.,  
in the Kongress Palais Kassel – Stadthalle,  
Holger-Börner-Platz 1, 34119 Kassel, Germany



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OF THE LEGALLY BINDING INVITATION TO AND AGENDA OF THE ANNUAL GENERAL MEETING IN GERMAN  
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Dear Shareholders,

We are delighted about your interest in the Ordinary Annual General Meeting of K+S Aktiengesellschaft to be held on 12 May 2015, 10:00 a.m., in the Kongress Palais Kassel – Stadthalle, Holger-Börner-Platz 1, 34119 Kassel, Germany.

The prerequisite for your personal attendance at the Annual General Meeting and the exercise of the voting right, absentee ballot, for authorizing a third party or for authorizing the company's voting proxies and issuing instructions to them, is that you have registered for the Annual General Meeting no later than by Tuesday 5 May 2015, end of day, as described below under Point 1 and are entered in the share register for the registered shares. The shareholding recorded in the share register on 6 May 2015, midnight (the so-called "technical record date") is decisive for the exercise of the right to attend and vote, since no registration changes take place in the share register between this time and the end of the Annual General Meeting.

Registration for the Annual General Meeting does not result in the shares being blocked. Shareholders are therefore still free to make dispositions in respect of their shares after registration.

## 1 Registration

You can register online via the K+S Shareholder Portal (see Point 1.1) or by means of the registration form by post, fax or e-mail (see Point 1.2).

If you register in the K+S Shareholder Portal for the dispatch by e-mail of the Annual General Meeting documents for the following year and thus help us to benefit the environment and reduce costs, you will automatically take part in a **draw for 3 iPad Mini**.

### 1.1 Online registration via the K+S Shareholder Portal

As a shareholder of K+S Aktiengesellschaft, you have the opportunity to register online for the Annual General Meeting, print or order your admission ticket, exercise your voting right by absentee ballot or be represented by power of attorney or instructions. You can transmit and/or change absentee ballots until 11 May 2015, 6:00 p.m. You can issue and/or amend instructions to the Company's proxies in the K+S Shareholder Portal at the day of the Annual General Meeting until the end of the speech of the Chairman of the Board of Executive Directors.

The shareholder number necessary for access to the K+S Shareholder Portal and the individual access password are sent automatically to all shareholders who are recorded in the share register, together with the invitation letter. If you are entered in the share register with more than one shareholder number, you will receive a separate access code for each shareholder

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number. You have to register separately in the K+S Shareholder Portal for each shareholder number.

Shareholders who are already registered to receive the invitation to the Annual General Meeting electronically must use their shareholder number and their access password they chose when registering. If you forgot your password, please click “Forgotten password?” in the K+S Shareholder Portal under [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm) and follow the next steps. Our shareholder service will be pleased to help you under 49 89 30903-6343, Monday to Friday from 8:00 a.m. to 6:00 p.m.

Further explanations of how to use the K+S Shareholder Portal can be found under Point 5.

## 1.2 Registration by registration form

A registration form is sent together with the invitation letter to the Annual General Meeting to all shareholders who are entered in the share register. In case you do not want to register for the Annual General Meeting online via the K+S Shareholder Portal (see Points 1.1 and 5) please send the completed form to:

K+S Aktiengesellschaft  
c/o Computershare Operations Center  
80249 München, Germany  
Fax: +49 89 30903-74675  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

A correspondingly addressed stamped envelope is enclosed with the letter. **Please only fill out the front or rear of the form.** You have the possibility:

- to register for personal attendance at the Annual General Meeting, authorize a person of your choice (front) or
- to exercise your voting right by absentee ballot directly or to grant power of attorney with instructions to the proxies of K+S Aktiengesellschaft (back)

Further notes on how to use the form are enclosed with it. Please consider the postal delivery times and return the registration form early enough. If you have received more than one registration form, please complete and return all forms.

## 2 Attending the Annual General Meeting

### 2.1 Attending the Annual General Meeting in person

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After having registered in time, shareholders receive an admission ticket for the Annual General Meeting. Shareholders who register in the K+S Shareholder Portal have the option of printing their admission ticket themselves directly.

Unlike the registration to the Annual General Meeting, the admission ticket is not a precondition for attendance, but merely serves to facilitate the procedure at the admission control points for access to the Annual General Meeting.

The meeting rooms are open on 12 May 2015 from 8:30 a.m. Appropriate security checks are carried out in the interests of all participants. We ask you not to bring any dangerous objects with you. To prevent unnecessary delays and waiting times at the admission control points, it is recommended that you arrive early.

## **2.2 Attendance of an authorized person of your choice**

The voting right can also be exercised by a person of your choice.

Power of attorney may be granted to a third party via the K+S Shareholder Portal (see Points 1.1 and 5). Alternatively, the front of the registration form can be used (see Point 1.2). The admission ticket is sent, if desired, directly to the proxy. Furthermore, the proxy statement printed on the admission ticket can be used for granting power of attorney. Please sign it and hand the admission ticket to your representative.

Please check whether and under what conditions the authorized person is prepared to represent you. Please note that in this case K+S Aktiengesellschaft has no influence on whether your votes are actually represented at the Annual General Meeting. If you authorize more than one person or representative, K+S Aktiengesellschaft may reject one or more of them.

Granting power of attorney, revoking it, and proof of authorization vis-à-vis the Company require a textual form. On the day of the Annual General Meeting, power of attorney may be granted, revoked, and authorization may be proven via the K+S Shareholder Portal until the end of the speech of the Chairman of the Board of Executive Directors may be documented electronically under [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm), under fax no. 49 89 30903-74675, or until the end of the general debate at the admission points to the Annual General Meeting.

## **3 Absentee ballot**

Shareholders can cast their votes, even without participating in the Annual General Meeting, in writing or by way of electronic communication (Absentee ballot).

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Only those registered shareholders – in person or by proxies – are entitled to exercise their voting rights by absentee ballot that have been registered for the Annual General Meeting by 5 May 2015, 12:00 a.m., at the latest as described above under Point 1.

Shareholders can exercise their voting right by absentee ballot via the K+S Shareholder Portal (see Points 1.1 and 5). Alternatively, the back of the registration form can be used (see Point 1.2).

Absentee ballots must reach the Company by 11 May 2015, 6:00 p.m., at the latest. If individual voting is held on an item on the Agenda, a vote cast for this Agenda item shall apply for each single sub-item. Absentee ballots cast in time via the K+S Shareholder Portal can subsequently be changed there until 11 May 2015, 6:00 p.m.

If absentee ballots are submitted via different communication channels with differing instructions, absentee ballots are taken into consideration in the sequence of their arrival at the Company. An exception to this are absentee ballots provided on the Internet via the K+S Shareholder Portal. Such absentee ballots replace absentee ballots received by the Company via other channels of communication, but may only be amended via the K+S Shareholder Portal and revoked there or through personal attendance at the Annual General Meeting.

#### **4 Proxy voting by the proxies nominated by the Company**

If you do not participate personally in the Annual General Meeting and also do not authorize a third party, you can have your voting right exercised by the voting proxies of the Company, Ms. Kriemhilde Wenk, Kassel, and Mr. Patrick Kofler, Kassel.

The proxies appointed by the Company exercise the voting right exclusively on the basis of the instructions issued by the shareholder. Please note that the voting proxies appointed by the Company will not accept any mandates to make speeches, enter objections against resolutions of the Annual General Meeting, or ask questions or submit motions.

In the absence of explicit instructions, power of attorney and instructions to the Company's voting proxies do not include any votes on further motions such as counter-motions or procedural motions. If you wish to exercise shareholder rights beyond what is described above, you have to exercise your rights yourself or authorize a third party.

Power of attorney and instructions may be granted to the voting proxies appointed by the Company via the K+S Shareholder Portal (see Points 1.1 and 5). Alternatively, the back of the registration form can be used (see Point 1.2).

You remain entitled to attend the Annual General Meeting in person even after issuing power of attorney and instructions to the Company's voting proxies. On the day of the Annual General Meeting, power of attorney may be granted, revoked, and authorization may be

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proven via the K+S Shareholder Portal may be documented electronically until the end of the speech of the Chairman of the Board of Executive Directors under [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm), under fax no. 49 89 30903-74675, or at the admission points to the Annual General Meeting until the end of the general debate.

If power of attorney/instructions are submitted via different communication channels with differing instructions, power of attorney granted/instructions provided are taken into consideration in the sequence of their arrival at the Company. An exception to this is power of attorney granted/instructions provided on the Internet via the K+S Shareholder Portal. Such power of attorney/instruction replaces power of attorney/instructions received by the Company via other channels of communication, but may only be amended via the K+S Shareholder Portal and revoked there or through personal attendance at the Annual General Meeting.

## 5 K+S Shareholder Portal

### 5.1 Access to the K+S Shareholder Portal

Please log in into the K+S Shareholder Portal under [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm) using your shareholder number and individual access code. Shareholder number and individual access code can be found on the rear of your invitation letter under “Notes”, which you have received together with your registration documents and the invitation to the Annual General Meeting.

- Please read the shown data protection statement and conditions of use carefully and agree to the terms of the Shareholder Portal.
- Next enter a new password and answer the security question. **Please note your shareholder number and password and keep it in a safe place, since you will have to enter it again the next time you use the Shareholder Portal.**
- We then give you the opportunity to change your communication settings and register to have the Annual General Meeting documents sent to you by e-mail for subsequent years. You will be helping us to reduce costs, benefit the environment and will automatically take part in a draw for **3 iPad Mini**.

If you are already registered to receive the invitation to the Annual General Meeting electronically, you must use your shareholder number and your access password you chose when registering. If you forgot your password, please click “Forgotten password?” in the K+S Shareholder Portal under [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm) and follow the next steps. Our shareholder service will be pleased to help you under 49 89 30903-6343, Monday to Friday from 8:00 a.m. to 6:00 p.m.

### 5.2 Access to the AGM Online Service

Open the “Annual General Meeting” Page in the K+S Shareholder Portal and click the “Annual

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General Meeting” button to reach the Annual General Meeting area of your K+S Shareholder Portal.

After confirming that you have read and accepted the legal notice and the exclusion of liability, you can easily:

- Register for the Annual General Meeting and order/print/cancel admission tickets (see 5.2.1),
- Grant power of attorney to a person of your choice or revoke it (see 5.2.1),
- Exercise your voting right by absentee ballot directly or grant, amend or revoke power of attorney/instructions to the voting proxies appointed by the Company (see 5.2.2).

If you have more than one shareholder number and have therefore received more than one invitation to the Annual General Meeting, please note that all your voting rights can only be taken into consideration if you register the voting rights for each shareholder number.

Any number of shares noted in the K+S Shareholder Portal before 6 May 2015, midnight is provisional and will, if necessary, be adjusted in accordance with the changes entered in the share register up to that point in time. Your registration for the Annual General Meeting, your absentee ballots, your power of attorney and instructions to the voting proxies appointed by the Company or your power of attorney granted to a person of your choice relate(s) to the number of shares entered in the share register under the corresponding shareholder number at 6 May 2015, midnight.

Please note that the following notes apply exclusively to use of the K+S Shareholder Portal. The conditions for exercising your rights as a shareholder by other means remain unaffected by them.

We recommend that you begin the electronic registration early enough, so that in the event of technical faults you still have the opportunity to register on time by sending the completed questionnaire.

Exercising the voting right by absentee ballot can be granted via the K+S Shareholder Portal after having registered in time until 11 May 2015, 6:00 p.m., at the latest. The electronic power of attorney and instruction to the Company’s voting proxies or the authorization of a person of your choice can be granted via the K+S Shareholder Portal by no later than the end of the speech of the Chairman of the Board of Executive Directors on the date of the Annual General Meeting.

We would like to point out that absentee ballots and powers of attorney and instructions granted via the K+S Shareholder Portal can only be changed using this system and revoked there or by attending the Annual General Meeting in person.

### **5.2.1 Registration for the Annual General Meeting and ordering/printing of admission tickets and, if necessary, granting power of attorney to a person of your choice**

Your registration for the Annual General Meeting must be received by 5 May 2015, 12:00 p.m. (registration deadline). Until that date, you can order/print admission tickets. If necessary, you can also grant power of attorney to one person of your choice or cancel already ordered admission tickets and, instead, exercise your voting right by absentee ballot or grant power of attorney and instructions to the Company's voting proxies.

If more than one shareholder is entered in the share register under one shareholder number (e.g. a married couple, communities of heirs), the rights conferred by the shares can only be exercised by a jointly authorized representative. As a jointly authorized representative using the K+S Shareholder Portal you identify yourself as a person authorized to access it, i.e. as a user you give the assurance that you are, as a declaring party in the internal relationship, entitled to submit the declaration. When registering shares, which are held by a community of persons, the admission tickets are issued with the most equal allocation of the number of shares possible.

If your shareholding is registered for attendance at the Annual General Meeting by 5 May 2015, 12:00 p.m., you can also grant or amend "power of attorney to a third party (without instructions)". This is possible until the end of the speech of the Chairman of the Board of Executive Directors on the date of the Annual General Meeting. To grant power of attorney please enter the name and (residential) location of the proxy and select "Grant power of attorney". You will then receive a confirmation of granting power of attorney, which you can print out for documentation purposes. Please hand your admission ticket or a printout of the power of attorney confirmation to your proxy to facilitate registration at the registration points of the Annual General Meeting.

Please check whether and under what conditions your proxy is prepared to represent you. Please note that in this case K+S Aktiengesellschaft has no influence on whether your votes are actually represented at the Annual General Meeting.

If you authorize more than one person or representative, K+S Aktiengesellschaft may reject one or more of them.

The power of attorney comprises the revocation of previously granted power of attorney and the exercise of all rights related to the meeting, including granting a sub-power of attorney.

You remain entitled to attend the Annual General Meeting in person even after issuing power of attorney to a third party. As a matter of principle, your power of attorney and any instructions are revoked by your personal attendance at the Annual General Meeting.



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During processing, it is assumed that the declaring person(s) is/are authorized to submit the declaration.

### **5.2.2 Absentee ballot or granting power of attorney and instructions to the Company's voting proxies**

Under the points “Absentee ballot” or “Power of attorney and instruction to the company's proxy” you have the opportunity to exercise your voting right by absentee ballot until 11 May 2015, 6:00 p.m. You can grant a power of attorney and instructions to the voting proxies appointed by K+S Aktiengesellschaft until the end of the speech of the Chairman of the Board of Executive Directors on the date of the Annual General Meeting.

For this you can either agree to/reject the motion(s) of the management, vote for each individual agenda item or issue an instruction (click correspondingly on “Yes”, “No” or “Abstention”). You can view any motions of shareholders that may exist or be made available, on the Internet under [www.k-plus-s.com/aggm](http://www.k-plus-s.com/aggm). You may support a counter-motion, which is exclusively intended to achieve a rejection of the respective motion of the management, by granting a voting instruction against the motion of the management.

Please check your instructions that appear for verification purposes. The following confirmation can be printed afterwards.

If individual votes in respect of grouped resolutions under a single agenda item arise, the vote you submit applies correspondingly to the respective individual resolutions.

If necessary, please repeat the procedure for any further shareholder numbers.

During processing, it is assumed that the declaring person(s) is/are authorized to submit the declaration.

If absentee ballots or power of attorney/instructions are submitted via different communication channels with differing instructions, the absentee ballots respectively power of attorney granted/instructions provided are taken into consideration in the sequence of their arrival at the Company. An exception to this are the absentee ballots respectively power of attorney granted/instructions provided via K+S Shareholder Portal. Such absentee ballots or power of attorney/instructions replace former absentee ballots or power of attorney/instructions received by the Company via other channels of communication, but can only be amended on the Internet via the K+S Shareholder Portal and revoked there or through personal attendance at the Annual General Meeting. An amendment to absentee ballots or power of attorney granted and instructions provided to the voting proxies appointed by the Company is possible in the K+S Shareholder Portal until the end of the speech of the Chairman of the Board of Executive Directors on the date of the Annual General Meeting.

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You remain entitled to attend the Annual General Meeting in person even after exercising your voting right by absentee ballot or issuing the power of attorney and instructions to the Company's voting proxies. As a matter of principle, your absentee ballots or power of attorney and any instructions are revoked by your personal attendance at the Annual General Meeting.

### **5.3 General user instructions**

On receipt of the admission ticket, please check that the letter is undamaged.

Please keep your personal access data (which you issued on first registering to use the Shareholder Portal) safe and ensure that no third party uses your access. Please always close the K+S Shareholder Portal with the "Log out" button provided for this purpose.

If you suspect abuse of your online use, please use the above-mentioned telephone hotline to block your password.

If you have forgotten your password, you can have another one sent to you via the K+S Shareholder Portal. The old password will be reset correspondingly.

No requests to speak or questions from shareholders will be accepted over the K+S Shareholder Portal.

The stability and availability of the Internet-based Proxy and Instruction System for the Annual General Meeting as well as the Internet broadcast of the Annual General Meeting until the end of the speech of the Chairman of the Board of Executive Directors may be subject to fluctuations and interruptions according to the state of technology. Neither K+S Aktiengesellschaft nor the voting proxies can influence the availability, operability, stability and reliability of the telecommunications network and any third-party Internet services used. If, in spite of all security precautions, we identify unauthorized interference with the Internet system by third parties, we reserve the right to interrupt its use or end it prematurely without further announcement. In this case, only those powers of attorney and instructions will be taken into account where manipulation can be ruled out.

### **5.4 Technical prerequisites**

To be able to use the K+S Shareholder Portal, your Internet browser has to support 128-bit SSL encryption. If your browser does not support this, current versions of Mozilla/Firefox ([www.mozilla.org](http://www.mozilla.org)), Microsoft Internet Explorer ([www.microsoft.com](http://www.microsoft.com)) or the Google Chrome browser ([www.google.com/chrome](http://www.google.com/chrome)) are available for downloading on the Internet.

## 6 Telephone hotline

If you have any queries regarding the K+S Shareholder Portal, please contact our shareholder service under 49 89 30903-6343, Monday to Friday from 8:00 a.m. to 6:00 p.m.

## 7 Exclusion of liability

K+S Aktiengesellschaft does not assume any warranty or liability for the operability, availability, stability, and reliability of the K+S Shareholder Portal. Irrespective thereof, K+S Aktiengesellschaft does not assume any liability for the third-party Internet services and network elements used. Furthermore, K+S Aktiengesellschaft does not assume any responsibility for defects and errors of the hard- and software used for the exercise of the voting right over the Internet including those of the service companies employed.

The exclusion of liability does not apply to the extent that K+S Aktiengesellschaft or its vicarious agents have acted intentionally or with gross negligence.

## 8 Data protection

Your data is collected, stored, processed and used exclusively for the purposes of electronic registration for the Annual General Meeting and for granting powers of attorney and instructions. In order to meet documentation obligations under Germany's corporation law, your registration and power of attorney data will be stored in accordance with the statutory retention periods. Detailed information can be found in the data protection statement in the K+S Shareholder Portal.

Kassel, March 2015

Kind regards  
K+S Aktiengesellschaft