



Explanation of the attendance of the virtual Annual General Meeting, postal and proxy voting

Ordinary Annual General Meeting of K+S Aktiengesellschaft

on Wednesday, 10 June 2020, 10:00 a.m.,
at the premises of K+S Aktiengesellschaft,
Bertha-von-Suttner-Straße 1-7, 34131 Kassel, Germany,
which, due to the corona pandemic, will be held as a
virtual Annual General Meeting without the physical
presence of shareholders or their proxies.



Dear Shareholders,

We are pleased that you are interested in the Annual General Meeting of K+S Aktiengesellschaft on 10 June 2020, 10:00 a.m., which, due to the corona pandemic, will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies.

To attend the Annual General Meeting and to exercise your voting rights, to vote by postal voting, to authorize a third party or to authorize the Company's proxies in accordance with instructions, you must have registered for the Annual General Meeting by 24:00 hours on 3 June 2020, as described under item 1 below, and be entered in the share register for the registered shares. The number of shares entered in the share register by 00:00 hours on 4 June 2020 is authoritative for the exercise of rights, especially of voting rights, as there are no changes in the share register between this time and the end of the Annual General Meeting.

The shares are not blocked by the registration for the Annual General Meeting; shareholders can therefore continue to freely access their shares even after the registration has been completed.

1 Registration

You can register with the Online Service, which can be accessed on the K+S shareholder portal on the website www.kpluss.com/agm or via the general meeting app "BetterSmart" - available free of charge from the usual app marketplaces - (see item 1.1) or through the registration form by post, fax or e-mail (see item 1.2).

If you register to receive the Annual General Meeting documents for the following years by email with the Online Service, thereby helping us to reduce the burden on the environment and save costs, you will automatically take part in the [draw for 10 Amazon vouchers of EUR 100.00](#) each.

1.1 Registration by using the Online Service

Shareholders of K+S Aktiengesellschaft have the opportunity to register for the Annual General Meeting with the Online Service, to issue or order their AGM ticket, to exercise their voting rights by postal voting or to be represented by proxy and, if necessary, by way of instructions. You can submit and/or change postal votes until the beginning of the voting period in the virtual Annual General Meeting on 10 June 2020, i.e. by the end of the deadline set by the Chairman of the meeting therefor. The same applies for issuing and/or changing instructions to the Company's proxies.

To access the Online Service, you need your shareholder number and the corresponding access password. The shareholder number will be sent to all shareholders together with the letter inviting them to the Annual General Meeting. Those shareholders who have already entered a password of their choice in the K+S shareholder portal or in the "BetterSmart" general meeting app must use their own password. All other shareholders entered in the share register will additionally receive an associated access password with



the letter inviting them to the Annual General Meeting. If you are entered in the share register with several shareholder numbers, you will need a separate access password for each shareholder number; registration via the Online Service must be carried out separately for each shareholder number.

Our telephone hotline staff will also be happy to help you at +49 89 889 6906-50, Monday to Friday from 9:00 a.m. to 5:00 p.m.

Further information on the use of the K+S shareholder portal and the "BetterSmart" general meeting app can be found under item 5.

1.2 Registration by registration form

A registration form will be sent to all shareholders entered in the share register together with the letter inviting them to the Annual General Meeting. If you do not wish to register for the Annual General Meeting via the Online Service (see items 1.1 and 5), please submit the completed form to:

K+S Aktiengesellschaft
c/o Better Orange IR & HV AG
Postfach 21 04 22
80674 München, Germany
Fax: +49 89 889 6906-33
E-Mail: k-plus-s-hv2020@better-orange.de

Please complete only the front or back of the form.

You have the option

- to order a AGM ticket for yourself or for an authorized person you trust on the front of the form (please note that it is no presence event this year), or
- to vote directly by postal voting or to issue a power of attorney with instructions to the proxies of K+S Aktiengesellschaft on the back of the form.

Further information on the use of the form is enclosed. Please consider the postal delivery times and return the registration form in time. If you have received more than one registration form, please return all completed forms.

1.3 Notes on different ways of voting/modes of transmission

Please note that proxy/instructions will always be given priority when postal votings and proxy/instructions are received. If, in addition, different voting instructions are received by different means of transmission and it is not possible to determine which vote was last cast, these will be taken into account by the Company in the following order: 1) by Online Service, 2) by e-mail, 3) by fax, and 4) in paper form.



2 Attending the Annual General Meeting

With the consent of the Supervisory Board, the Annual General Meeting shall be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies, in accordance with the provisions of the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID 19 Pandemic (Art. 2 of the Act on Mitigation of the Consequences of the COVID 19 Pandemic in Civil, Insolvency and Criminal Procedure Law, Federal Law Gazette I 2020, p. 569 (hereinafter "Covid 19 Act")).

Physical attendance by shareholders or their proxies is therefore excluded. Shareholders who have duly registered for the Annual General Meeting, or their proxies, have the opportunity to follow the whole Annual General Meeting by audiovisual means (hereinafter "participation").

The voting rights of the shareholders or their proxies are only exercised in the preliminary stages of the Annual General Meeting and by the deadline set for this purpose by the Chairman of the meeting at the Annual General Meeting exclusively by means of postal voting or by granting power of attorney to the proxies of the Company.

2.1 Attending the Annual General Meeting in person

After timely registration, shareholders will receive an AGM ticket to the Annual General Meeting. Shareholders who register via the Online Service have the opportunity to issue their AGM ticket themselves directly.

Please note that the issue of the AGM ticket does not initially involve the exercise of voting rights.

The entire Annual General Meeting will be open to shareholders who have duly registered for the Annual General Meeting, or their proxies on 10 June 2020 from 10:00 a.m. in sound and picture on the internet at www.kpluss.com/agm via the link "Transmission of the entire Annual General Meeting for registered shareholders". The verification of registered shareholders is carried out via the shareholder number.

2.2 Attendance of an authorized person of your choice

Voting rights can also be exercised by a person you trust. Proxies may not physically participate in the Annual General Meeting. They can only exercise the voting rights of shareholders they represent by postal vote or by granting (sub-)authorization to the proxies of the Company.

Power of attorney can be granted to a third party via the Online Service (see items 1.1 and 5). Alternatively, the front of the registration form can be used (see item 1.2). The AGM ticket will be sent directly to the proxy.

Please make sure whether and under what conditions the authorized representative is prepared to represent you. 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 can be issued to the Company in writing by 9 June 2020, 6:00 p.m., using the contact data mentioned under item 1.2. Proxies may also be issued to the Company via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the Meeting therefor. Powers of attorney granted can be revoked/changed via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the Meeting therefor. Powers of attorney granted may be revoked/changed in writing by 9 June 2020, 6:00 p.m., using the contact data mentioned under item 1.2.

3 Postal voting

Shareholders may – in person or through a proxy – cast their votes by postal vote.

Only those registered shareholders - in person or by proxy - are entitled to exercise their voting rights by postal voting who have registered for the Annual General Meeting by midnight on 3 June 2020 as described under item 1.

Shareholders may cast, change and revoke their postal votes via the Online Service (see items 1.1 and 5). Votes cast by postal vote must be received by the Company by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the meeting therefor.

Postal votes can alternatively be cast, changed or revoked in writing, by fax or in text form until 9 June 2020, 18:00 hours, using the contact data mentioned under item 1.2.

If there is an individual vote on an agenda item, a postal vote is valid for each individual sub-item.

If postal votes are received by different means of transmission with different voting specifications, these will be taken into account in the order in which they are received by the Company.

4 Proxy voting by the proxies nominated by the Company

If you do not attend the Annual General Meeting yourself and do not authorize a third party, you can have your voting right exercised by the proxies of the Company, Ms. Maike Füllgrabe, Kassel, and Mr. Alexander Enge, Kassel.

The proxies nominated by the Company will exercise the voting right exclusively on the basis of the instructions given by the shareholder. Please note that the proxies nominated by the Company will not accept any instructions to file objections to resolutions of the Annual General Meeting, to ask questions or to make motions.



Proxies and instructions to the proxies nominated by the Company can be issued, changed or revoked via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the meeting therefor (see items 1.1 and 5).

Alternatively, proxies and instructions to the proxies nominated by the Company can be issued, changed or revoked in writing, by fax or in text form until 9 June 2020, 18:00 hours (back of registration form, see item 1.2).

If proxy/instructions are received by different means with different instructions, the proxy/instructions issued will be taken into account in the order in which they are received by the Company.

5 Online Service

Please note the following:

Those shareholders who have already submitted an access password of their choice to the K+S shareholders' portal or to the "BetterSmart" general meeting app must use it. All other shareholders entered in the share register will receive their shareholder number and a corresponding access password together with the letter inviting them to the Annual General Meeting. After the initial registration, you can assign an individual password.

5.1 Access to the Online Service

Please log into the K+S shareholder portal at www.kpluss.com/hv or the "BetterSmart" general meeting app using your shareholder number and your individual access password. You will find your shareholder number under "Notes" on the back of your letter of invitation, which you received together with your registration documents and the invitation to the Annual General Meeting. If you have not yet entered an access password of your choice in the K+S shareholder portal or in the "BetterSmart" general meeting app, you will also find the corresponding access password there. Those shareholders who have registered to receive the Annual General Meeting documents by e-mail will receive the corresponding access password electronically.

- In the K+S shareholder portal or in the "BetterSmart" general meeting app you have the opportunity to change your communication settings and to register for the e-mail dispatch of the Annual General Meeting documents for subsequent years. In doing so, you will help us save costs, reduce the burden on the environment, and automatically take part in the [draw for 10 Amazon vouchers of EUR 100.00 each](#).
- Here, you can also create a new password. Please note your shareholder number and password in a safe place, as you will have to re-enter them each time you use the K+S shareholder portal or the "BetterSmart" general meeting app.
- Finally, please agree to the term of use of the Online Service.

Our telephone hotline staff will also be happy to help you at +49 89 889 6906-50, Monday to Friday from 9:00 a.m. to 5:00 p.m.



5.2 AGM Online-Service at the K+S shareholder portal or in the general meeting app „BetterSmart“

From the registration page, click on "Next" to go to the Annual General Meeting area of the K+S shareholder portal or the "BetterSmart" general meeting app.

Here, you can easily

- register for the Annual General Meeting and order/issue/cancel AGM tickets (see 5.2.1),
- request or revoke an AGM ticket with power of attorney for a person you trust (see 5.2.1) or
- vote directly by postal voting or issue, amend, revoke proxy/instructions to the proxies nominated by the Company (see 5.2.2).

If you have several shareholder numbers and have therefore received several invitations to the Annual General Meeting, please note that all your voting rights can only be considered if you register the voting rights for each shareholder number.

A number of shares recorded in the K+S shareholder portal or in the "BetterSmart" general meeting app before 00:00 a.m. on 4 June 2020 is provisional and will be adjusted until this date in accordance with any changes entered in the share register. Your registration for the Annual General Meeting, your postal votes, your power of attorney and instructions to the proxies nominated by the Company or your power of attorney to a person you trust relate to the number of shares entered in the share register at 00:00 a.m. on 4 June 2020 under the corresponding shareholder number.

Please note that the following information applies exclusively to the use of the K+S shareholder portal or the "BetterSmart" general meeting app. This does not affect the conditions for exercising your shareholder rights by other means.

We recommend that you start your electronic registration in time to ensure that in the event of a technical problem, you can still register by sending the completed form by the closing date.

Votes can be cast by postal voting after timely registration via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the meeting therefor. The electronic power of attorney and instructions to the Company's proxies or the power of attorney of a person you trust can also be issued via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the meeting therefor.

We would like to point out that postal votes and powers of attorney and instructions issued via the Online Service may be changed with this system or with the above address and revoked there.



5.2.1 Registration for the Annual General Meeting and ordering/issuing AGM tickets and, if applicable, granting power of attorney to a person you trust

Your registration for the Annual General Meeting must be received by midnight on 3 June 2020 (registration deadline). If your portfolio of shares has been registered by this date, you can order/issue AGM tickets for yourself or an authorized third party. In addition, you may grant a power of attorney to a person you trust and cancel AGM tickets you have already ordered and instead exercise your voting right by postal voting, or issue a power of attorney and instructions to the Company's proxies.

If several shareholders are entered in the share register under one shareholder number (e.g. spouses, joint heirs), the rights arising from the shares can only be exercised by a joint representative. If you are such a joint representative and use the Online Service, you identify yourself as the authorized user, i.e. you as the user ensure that you as the declaring party are internally authorized to make the declaration.

If you have registered your shares to attend the Annual General Meeting by midnight on 3 June 2020 you may also grant or amend "proxy to third parties". This is possible via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the meeting therefor. To grant proxy, please enter the name and place of residence of the proxy and select "Issue". You can then send the AGM ticket with power of attorney by e-mail or post to the proxy.

Please make sure that your authorized representative is prepared to represent you and, if so, under what conditions. 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 a previously granted power of attorney and the exercise of all rights relating to the meeting, including the granting of a sub-power of attorney.

Processing is based on the assumption that the declarant(s) is/are authorized to make the declaration.

5.2.2 Postal voting or granting power of attorney and instructions to the Company's voting proxies

Under the items "postal voting" or "power of attorney and instructions to the Company's proxies" you have the opportunity to exercise your voting rights by postal voting by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the meeting therefor.

For this purpose, you can either approve/reject the proposal(s) of the administration as a whole or vote on each individual agenda item or issue instructions (click on "Yes" or "No" accordingly). Any shareholder motions that may be available and which are to be made accessible can be viewed on the internet at www.kpluss.com/agm. In accordance with the



concept of the Covid-19 Act, a countermotion or nomination to be made available in accordance with Sections 126, 127 of the German Stock Corporation Act (AktG) will not be put to the vote at the Annual General Meeting and will not be dealt with otherwise.

Please check your data on the following preview. The confirmation displayed can then be issued.

If there are individual votes on summarized resolution proposals under an agenda item, your voting instructions shall apply accordingly to the individual resolution proposals.

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

Processing is based on the assumption that the declarant(s) is/are authorized to make the declaration.

If postal votings or proxy/instructions are received by different means of transmission with different instructions, the postal votings or proxy/instructions issued will be taken into account in the order in which they are received by the Company. Changes to postal votes or proxies and instructions to the proxies nominated by the Company may be made via the Online Service by the beginning of the voting period in the virtual Annual General Meeting, i.e. by the end of the deadline set by the Chairman of the meeting therefor.

5.2.3 Right to information

The shareholders' right to information in accordance with Section 131 of the German Stock Corporation Act (AktG) is excluded in the case of a virtual Annual General Meeting pursuant to Section 1 (2) of the Covid 19 Act. If you are properly registered, you or your proxies have the opportunity to ask questions under the item "Please submit your question here" in advance at the latest two days before the Annual General Meeting, i.e. at the latest by midnight on 7 June 2020, via the Online Service.

This does not imply a right to reply. The Board of Executive Directors decides according to dutiful, free discretion as to which questions he answers and how. The Board of Executive Directors is not required to answer all questions, but may summarise questions and select meaningful questions in the interest of the other shareholders. In doing so, it may prefer shareholder associations and institutional investors with significant voting shares.

No questions can be asked during the Annual General Meeting.

5.2.4 Raising objections

This year, you can object to resolutions of the Annual General Meeting for the notary's minutes under the item „Objection“ from the beginning to the end of the virtual Annual General Meeting. The prerequisite is that you have exercised your voting rights.

5.3 General user instructions

When you receive your AGM ticket, please make sure that it is not damaged.



Please keep your personal access data, which you have assigned during the initial registration to use the Online Service, secure and make sure that no third party uses your access. Always end the K+S shareholder portal with the "Log off" button provided for this purpose.

If you suspect abuse of online use, please contact the telephone hotline at +49 89 889 6906-50 to have your password blocked.

If you have forgotten your password, you can have a new one sent to you via the K+S shareholder portal or the "BetterSmart" general meeting app. The old password will be reset accordingly.

No requests to speak or questions from shareholders will be accepted via the Online Service.

The stability and availability of the Online Service for the Annual General Meeting as well as the internet broadcast of the entire Annual General Meeting for registered shareholders may be subject to fluctuations and interruptions according to the state of technology. Neither K+S Aktiengesellschaft nor the proxies have any influence on the availability, functionality, stability and reliability of the telecommunications network and the internet services of third parties used. Should we detect unauthorized external influences on the internet system despite all the security precautions that have been taken, we reserve the right to interrupt or prematurely terminate its use without further notice. In this case, only those powers of attorney and instructions, which can be excluded from manipulation, will be considered.

5.4 Technical prerequisites

In order to use the K+S shareholder portal, your internet browser must support 128-bit SSL encryption. If your browser does not support this, current versions of Mozilla/Firefox (www.mozilla.org), Microsoft Internet Explorer (www.microsoft.com/germany) or the Google Chrome browser (www.google.com/chrome) are available for download on the internet. To use the "BetterSmart" general meeting app, you need a smartphone or tablet with Android 7 (or higher) or iOS 10 (or higher). You can download the "BetterSmart" general meeting app from the App Store® or Google Play to your smartphone or tablet.

6 Telephone hotline

If you have any questions regarding the Online Service, please contact our shareholder service at +49 89 889 6906-50, Monday to Friday from 9:00 a.m. to 5:00 p.m.

7 Disclaimer

K+S Aktiengesellschaft assumes no warranty or liability for the functionality, availability, stability and reliability of the K+S shareholder portal or the "BetterSmart" general meeting app.

Irrespective of this, K+S Aktiengesellschaft assumes no liability for the internet services and network elements used by third parties. Furthermore, K+S Aktiengesellschaft assumes no



responsibility for errors and deficiencies in the hardware and software used to exercise voting rights via the internet, including those of the service companies used.

The exclusion of liability does not apply in the event of intent or gross negligence on the part of K+S Aktiengesellschaft or its agents.

8 Data protection

Your data will be collected, stored, processed and used exclusively for the purpose of electronic registration for the Annual General Meeting or for issuing proxies and instructions. Due to the obligations under the German Stock Corporation Act to provide evidence, your registration and power of attorney data will be stored in accordance with the statutory retention periods. More detailed information can be found in the data protection declaration in the K+S shareholder portal or in the "BetterSmart" general meeting app.

Kassel, Germany, April 2020

The Board of Executive Directors
K+S Aktiengesellschaft
with registered seat in Kassel, Germany