

## Voting results

### Ordinary Annual General Meeting on 11 May 2010 in Kassel

The share capital of K+S Aktiengesellschaft amounts to € 191.4 million. It is divided into 191,400,000 no par value shares. At the time of voting 107,627,799 shares (= 56.23 %) were represented at the ordinary annual general meeting:

#### Item 2

##### **Resolution on the appropriation of profits**

With

107,627,799 valid votes cast, that is

100.00 percent of the share capital represented and

56.23 percent of the total share capital

107,416,204 votes in favour = 99.95 percent compared to

49,885 votes against = 0.05 percent with

161,710 abstentions

the resolution regarding the appropriation of profits was adopted in accordance with the resolution proposed by the management and announced in the Electronic Federal Gazette (*elektronischer Bundesanzeiger*) on 25 March 2010 with the necessary majority.

#### Item 3

##### **Resolution on the approval of the system for the remuneration of members of the Board of Executive Directors**

With

107,627,799 valid votes cast, that is

100.00 percent of the share capital represented and

56.23 percent of the total share capital

99,857,761 votes in favour = 93.22 percent compared to

7,262,455 votes against = 6.78 percent with

507,583 abstentions

the resolution regarding the approval of the system for the remuneration of members of the Board of Executive Directors was adopted in accordance with the resolution proposed by the management and announced in the Electronic Federal Gazette (*elektronischer Bundesanzeiger*) on 25 March 2010 with the necessary majority.

#### **Item 4**

#### **Resolution about the ratification of the actions of the Board of Executive Directors**

With

107,588,279 valid votes cast, that is  
99.96 percent of the share capital represented and  
56,21 percent of the total share capital  
106,757,388 votes in favour = 99.87 percent compared to  
142,764 votes against = 0.13 percent with  
688,127 abstentions

the resolution regarding the ratification of the actions of the Board of Executive Directors was adopted in accordance with the resolution proposed by the management and announced in the Electronic Federal Gazette (*elektronischer Bundesanzeiger*) on 25 March 2010 with the necessary majority.

#### **Item 5**

#### **Resolution about the ratification of the actions of the Supervisory Board**

With

107,622,659 valid votes cast, that is  
99.99 percent of the share capital represented and  
56.23 percent of the total share capital  
106,811,292 votes in favour = 99.85 percent compared to  
160,566 votes against = 0.15 percent with  
650,801 abstentions

the resolution regarding the ratification of the actions of the Supervisory Board was adopted in accordance with the resolution proposed by the management and announced in the Electronic

Federal Gazette (*elektronischer Bundesanzeiger*) on 25 March 2010 with the necessary majority.

**Item 6**

**Election to the Supervisory Board – Mr. George Cardona**

With

107,627,799 valid votes cast, that is

100.00 percent of the share capital represented and

56.23 percent of the total share capital

92,666,181 votes in favour = 86.16 percent compared to

14,889,308 votes against = 13.84 percent with

72,310 abstentions

the resolution regarding the election of Mr. George Cardona was adopted with the necessary majority.

**Item 7**

**Election of the auditor for the 2010 financial year**

With

107,627,799 valid votes cast, that is

100.00 percent of the share capital represented and

56.23 percent of the total share capital

107,552,419 votes in favour = 99.96 percent compared to

44,269 votes against = 0.04 percent with

31,111 abstentions

the Deloitte & Touche GmbH, Hannover, have thus been selected as the auditors of K+S Aktiengesellschaft and of the K+S Group for financial year 2010 with the necessary majority.

**Item 8**

**Resolution about the authorization to issue convertible and option bonds with the concurrent creation of conditional capital as well as a corresponding amendment of the Articles of Association; cancellation of the resolution adopted by the Annual General Meeting on 10 May 2006 under item 7 of the Agenda**

With

107,627,799 valid votes cast, that is

100.00 percent of the share capital represented and

56.23 percent of the total share capital

46,941,523 votes in favour = 43.75 percent compared to

60,358,078 votes against = 56.25 percent with

328,198 abstentions

the resolution regarding the authorization to issue convertible and option bonds with the concurrent creation of conditional capital as well as a corresponding amendment of the Articles of Association; cancellation of the resolution adopted by the Annual General Meeting on 10 May 2006 under item 7 of the Agenda was not adopted in accordance with the resolution proposed by the management and announced in the Electronic Federal Gazette (*elektronischer Bundesanzeiger*) on 25 March 2010 with the necessary three-quarters majority.

**Item 9**

**Resolution about the creation of a new authorized capital, amendment of the Articles of Association; cancellation of the resolution adopted by the Annual General Meeting on 10 May 2006 under item 8 of the Agenda**

With

107,627,799 valid votes cast, that is

100.00 percent of the share capital represented and

56.23 percent of the total share capital

41,963,434 votes in favour = 39.34 percent compared to

64,708,138 votes against = 60.66 percent with

956,227 abstentions

the resolution regarding the creation of a new authorized capital, amendment of the Articles of Association; cancellation of the resolution adopted by the Annual General Meeting on 10 May 2006 under item 8 of the Agenda was not adopted in accordance with the resolution proposed by the management and announced in the Electronic Federal Gazette (*elektronischer Bundesanzeiger*) on 25 March 2010 with the necessary three-quarters majority.

### **Item 10**

#### **Resolution about the authorization to acquire and use treasury shares**

With

107,627,799 valid votes cast, that is

100.00 percent of the share capital represented and

56.23 percent of the total share capital

102,130,520 votes in favour = 94.92 percent compared to

5,463,846 votes against = 5.08 percent with

33,433 abstentions

the resolution regarding the authorization to acquire and use treasury shares was adopted in accordance with the resolution proposed by the management and announced in the Electronic Federal Gazette (*elektronischer Bundesanzeiger*) on 25 March 2010 with the necessary three-quarters majority.