

Explanation on the attendance of the Annual General Meeting and proxy voting

Ordinary Annual General Meeting of K+S Aktiengesellschaft

**on Wednesday, 9 May 2012, 10.00 a.m.,
in the Kongress Palais Kassel – Stadthalle,
Holger-Börner-Platz 1, 34119 Kassel, Germany**



Experience growth.

Dear Shareholder,

The prerequisite for your personal attendance, for authorizing a third party, and for authorizing the company's voting proxy and issuing instructions to him, is that you have registered for the Annual General Meeting by 2 May 2012, 12:00 pm 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 3 May 2010 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 day 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 5 iPads**.

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 and order your admission ticket or be represented by power of attorney or instructions. You can issue and/or amend instructions to the Company's proxies until the end of the general debate.

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

Further explanations of how to use the K+S Shareholder Portal and the electronic registration, power of attorney and instruction system (AGM Online Service) can be found under Point 4.

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 4) please send the completed form to:

K+S Aktiengesellschaft
c/o Computershare HV-Services AG
Prannerstraße 8
80333 München
Fax: +49 89/30903-74675
E-Mail: k-plus-s-hv2012@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 (front),
- To authorize a person of your choice or a commercial proxy (e.g. shareholders' association) (front) or
- To grant power of attorney with instructions to the proxies of K+S Aktiengesellschaft (rear).

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

After having registered in time, shareholders receive an admission ticket for the Annual General Meeting. Shareholders who use the AGM Online Service in the K+S Shareholder Portal for registration 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 9 May 2012 from 8:30 am. 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.

With the admission ticket you will receive a ticket with which you can use public transport to and from the venue within the network area of the Nordhessischer Verkehrsverbund free of charge on 9 May 2012. The invitation includes information and maps for arrival by public transport and by car. We would like to point out that only a limited number of parking spaces are available at the venue. We therefore urge you to arrive by public transport.

2.2 Attendance of an authorized person of your choice

The voting right can also be exercised by a person of your choice or a commercial proxy (e.g. a shareholders' association).

Power of attorney may be granted to a third party via the AGM Online Service in the K+S Shareholder Portal (see Points 1.1 and 4). 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 commercial 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.

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 AGM Online Service in the K+S Shareholder Portal may be documented electronically under www.k-plus-s.com/agm, under fax no. +49 89/30903-74675, or at the admission points to the Annual General Meeting.

3 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 instruct and have your voting right exercised by the voting proxies of the Company, Ms. Kriemhilde Wenk, Lohfelden, and Mr. Andreas Scholz, Kassel.

Power of attorney and instructions may be granted to the voting proxy appointed by the Company via the AGM Online Service in the K+S Shareholder Portal (see Points 1.1 and 4). Alternatively, the rear 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 proven via the AGM Online Service in the K+S Shareholder Portal may be documented electronically under www.k-plus-s.com/agm, under fax no. +49 89/30903-74675, or at the admission points to the Annual General Meeting.

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. These votes will be counted as abstentions in these cases. If you wish to

exercise shareholder rights beyond what is described above, you have to exercise your rights yourself or authorize a third party.

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 AGM Online Service in 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.

4 K+S Shareholder Portal and AGM Online Service

4.1 Access to the K+S Shareholder Portal

Please log in into the K+S Shareholder Portal under www.k-plus-s.com/agm using your shareholder number and individual access code. These can both be found on the rear of your invitation letter under “Notes”, which you have received together with your registration documents and AGM invitation.

- 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 5 iPads.

4.2 Access to the AGM Online Service

Open the “Annual General Meeting” Page in the K+S Shareholder Portal and click the “AGM Online Service” 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 use the AGM Online Service very easily to:

- Register for the Annual General Meeting and order/print/cancel admission tickets (see 4.2.1),
- Grant power of attorney to a person of your choice or to a commercial proxy (e.g. a shareholders’ association) or revoke it (see 4.2.1),
- Grant, amend or revoke power of attorney/instructions to the voting proxies appointed by the Company (see 4.2.2).

Please note that you have only registered correctly for the Annual General Meeting or correctly and bindingly granted your power of attorney and instructions to the voting proxies appointed by the Company, or granted power of attorney to a person of your choice or to a commercial proxy (e.g. a shareholders' association) if you have received a corresponding confirmation at the end of the dialogue.

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 AGM Online Service before 3 May 2012, 0:00 am 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 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 or to a commercial proxy (e.g. a shareholders' association) relate(s) to the number of shares entered in the share register under the corresponding shareholder number at 3 May 2012, 0:00 am.

Please note that the following notes apply exclusively to use of the AGM Online Service. 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.

The electronic power of attorney and instruction to the Company's voting proxies, the authorization of a person of your choice and the authorization of a commercial proxy (e.g. a shareholders' association) can be granted via the AGM Online Service in the K+S Shareholder Portal by no later than the end of the general debate on the date of the Annual General Meeting.

We would like to point out that 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.

4.2.1 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, to a commercial proxy (e.g. a shareholders' association) or to another person or institution held to be equivalent by Section 135 of the German Stock Corporation Act

Your registration for the Annual General Meeting must be received by 2 May 2012, 12:00 pm (registration deadline). Until that date, you can order/print admission tickets. If necessary, you can also grant power of attorney to a person of your choice or to a commercial proxy or cancel already ordered admission tickets and, instead, 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 this AGM Online Service 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 2 May 2012, 12:00 pm, you can also grant or amend “power of attorney to a third party (without instructions)”. This is possible until the end of the general debate on the date of the Annual General Meeting via the AGM Online Service or the proxy templates on the admission ticket or the voting card block. In the AGM Online Service, to grant power of attorney you can enter the name or, in the case of commercial proxies, the company 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/commercial 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.

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

4.2.2 Granting power of attorney and instructions to the Company's voting proxies

Under the point “Power of attorney and instruction to the company's proxy” you have the opportunity to grant a power of attorney and instructions to the voting proxies appointed by K+S Aktiengesellschaft for the Annual General Meeting on 9 May 2012 until the end of the general debate on the date of the Annual General Meeting.

For this you can either agree to/reject the motion(s) of the management or issue an instruction for each individual agenda item (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/agm. 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 the view of your instructions that then appears for verification purposes. To confirm, please click “Grant power of attorney and instructions”, otherwise click “Amend instructions”. Die folgende Weisungsbestätigung kann abschließend ausgedruckt werden.

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 power of attorney/instructions are submitted via different communication channels with differing instructions, the 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 via the AGM Online Service in 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 on the Internet via the K+S Shareholder Portal and revoked there or through personal attendance at the Annual General Meeting. An amendment to power of attorney granted and instructions provided to the voting proxies appointed by the Company is possible until the end of the general debate on the date of the Annual General Meeting. Powers of attorney and instructions received later are no longer taken into consideration.

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

4.3 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 or the AGM Online Service.

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.

4.4 Technical prerequisites

To be able to use the K+S Shareholder Portal and AGM Online Service, 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), Microsoft Internet Explorer (www.microsoft.com) or the Google Chrome browser (www.google.com/chrome) are available for downloading on the Internet.

The AGM Online Service opens in a separate window. If this does not work on your device, please ensure that your browser's pop-up blocker permits this access. You can find more details about this in the online help of your browser. Please note that when using smart phones or similar devices for mobile Internet use, there may, under certain circumstances, be limited availability of the AGM Online Service.

5 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 am to 6:00 pm.

6 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 as well as for the access to the system and to the AGM Online Service.

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.

7 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, April 2012

Kind regards
K+S Aktiengesellschaft