

K+S Aktiengesellschaft  
with its registered office in Kassel, Germany  
ISIN: DE000KSAG888  
WKN: KSAG88

## Invitation to the Ordinary Annual General Meeting

to be held at 10:00 a. m. on Tuesday 12 May 2015, in the Kongress Palais Kassel –  
Stadthalle, Holger-Börner-Platz 1, 34119 Kassel, Germany.

### I. Agenda

**1. Presentation of the approved annual financial statements of K+S Aktiengesellschaft, the approved consolidated financial statements, the combined management and group management report and the Supervisory Board report, in each case for the 2014 financial year, as well as of the explanatory report of the Board of Executive Directors concerning the information under Sections 289 (4) and 315 (4) of the German Commercial Code (HGB)**

These documents can be found online at [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm). They are also available for inspection at the offices of K+S Aktiengesellschaft, Bertha-von-Suttner-Straße 7, 34131 Kassel, Germany. The documents will also be available during the Annual General Meeting. The Supervisory Board has approved the annual and consolidated financial statements. In accordance with legal requirements, a resolution will not be passed in relation to this Agenda item. Relevant explanations can be found at [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm).

### 2. Resolution on the appropriation of profits

The Board of Executive Directors and the Supervisory Board propose that the following resolution be adopted:

The accumulated profit for the 2014 financial year is appropriated as follows:

Payment of a dividend of € 0.90 per share for 191,400,000 no-par value shares entitled to dividends	€ 172,260,000.00
<u>Transfer of net income to revenue reserves</u>	<u>€ 10,073,003.34</u>
Accumulated profit	€ 182,333,003.34

### **3. Adoption of a resolution on the ratification of the actions of the Board of Executive Directors**

The Supervisory Board and the Board of Executive Directors propose that the actions of the members of the Board of Executive Directors be ratified for the 2014 financial year.

### **4. Adoption of a resolution on the ratification of the actions of the Supervisory Board**

The Supervisory Board and the Board of Executive Directors propose that the actions of the members of the Supervisory Board be ratified for the 2014 financial year.

### **5. Election of the auditor for the 2015 financial year**

Upon recommendation of its Audit Committee, the Supervisory Board proposes to appoint Deloitte & Touche GmbH, Hanover, Germany, as auditor for the financial statements and consolidated financial statements for the 2015 financial year.

### **6. Elections to the Supervisory Board**

The term of office of Supervisory Board member, George Cardona, will terminate at the end of the Annual General Meeting on 12 May 2015. Supervisory Board members Dr Bernd Malmström and Dr Rudolf Müller, have given notice that they will stand down from their position with effect from the end of the Annual General Meeting on 12 May 2015. Three shareholder representatives therefore need to be elected.

On the recommendation of its Nomination Committee, the Supervisory Board proposes that the following individuals be elected to the Supervisory Board for the period from the end of the Annual General Meeting on 12 May 2015 to the end of the Annual General Meeting formally approving the actions of the Supervisory Board and the Board of Executive Directors for the 2019 financial year.

- a) Mr Philip Freiherr von dem Bussche (born in 1950), Bad Essen, Germany, entrepreneur/farmer, member of the supervisory bodies of the following companies: Chairman of the Supervisory Board of DLG e. V., Frankfurt/Main, Germany; Chairman of the Advisory Board of Grimme GmbH & Co. KG, Damme, Germany; Chairman of the Advisory Board of Bernard Krone Holding GmbH & Co. KG, Spelle, Germany; Member of the Advisory Board of DF World of Spices GmbH, Dissen, Germany,
- b) Dr rer. nat. Andreas Kreimeyer (born in 1955), Dudenhofen, Germany, member of the board and research spokesperson at BASF SE, Ludwigshafen, Germany, until 30 April 2015, member of the supervisory boards or comparable supervisory bodies of the following companies: Chairman of the Supervisory

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OF THE LEGALLY BINDING INVITATION TO AND AGENDA OF THE ANNUAL GENERAL MEETING IN GERMAN LANGUAGE – FOR INFORMATION PURPOSES ONLY

Board of BASF Coatings GmbH, Münster, Germany (until 30 April 2015);  
Member of the Advisory Council of C.H. Boehringer Sohn AG & Co. KG,  
Ingelheim, Germany,

- c) Mr George Cardona (born in 1951), Monaco, economist, member of the supervisory bodies of the following companies: Board of Westline PTC Ltd., Bermuda; Board of Wishbone Gold plc., Gibraltar.

The curricula vitae of the above-mentioned persons can be viewed online at [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm).

The composition of the Supervisory Board is based on Sections 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) and on Section 7 (1) No. 2 of the Codetermination Act (MitbestG). The Annual General Meeting is not bound by any nomination proposals.

## **7. Resolution on the creation of new authorised capital with the option to exclude the shareholders' right to subscribe and corresponding amendment of the Articles of Association**

The Board of Executive Directors and the Supervisory Board propose that the following resolution be adopted:

- "1. The Board of Executive Directors is authorised to increase the Company's share capital, with the consent of the Supervisory Board, by a total of € 19,140,000.00, in one lump sum or several partial amounts at different times, by issuing a maximum of 19,140,000 new, registered shares (authorised capital) in return for cash or non-cash contributions until 11 May 2020. Shareholders are generally offered the right to subscribe when increasing capital from authorised capital. The new shares can be acquired by a financial institution determined by the Board of Executive Directors with the obligation that they must be offered to the shareholders for subscription (indirect subscription right).

The Board of Executive Directors is authorised, with the consent of the Supervisory Board, to exclude the shareholders' statutory right to subscribe up to a proportionate amount of the share capital of € 19,140,000.00 (corresponding to 19,140,000 no-par value shares) in the following cases:

- a) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in respect of fractional amounts that arise as a consequence of the right to subscribe.
- b) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in the case of capital increases in return for cash contributions up to a proportionate amount of the share capital of € 19,140,000.00

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(corresponding to 19,140,000 no-par value shares), if the issue price of the new shares is not significantly less than the stock exchange price of already listed shares of the same type and structure on the date when the issue price is finally agreed. The proportionate amount of the share capital of € 19,140,000.00 is reduced by the proportionate amount of the share capital which applies to shares issued during this authorisation period in the context of another increase in capital where the right to subscribe is excluded in direct or indirect application of Section 186 (3) (4) of the German Stock Corporation Act (AktG). The proportionate amount of the share capital of € 19,140,000.00 is further reduced by the proportionate amount of share capital which applies to shares sold by the Company during this authorisation period where the right to subscribe is excluded in direct or indirect application of Section 186 (3) (4) of the German Stock Corporation Act (AktG).

- c) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in the case of capital increases in return for non-cash contributions up to a proportionate amount of the share capital of € 19,140,000.00 (corresponding to 19,140,000 shares), if the new shares are to be used as consideration in the acquisition of an undertaking or an interest in an undertaking by the Company.
- d) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in order to implement a scrip dividend where the shareholders are asked to offer their dividend claim, in full or in part, as a non-cash contribution in return for new shares in the Company.

The Board of Executive Directors may only make use of the authorisations granted in a) to d) above to exclude the right to subscribe insofar as the proportionate amount of the total shares issued with exclusion of the right to subscribe does not exceed 10 % of the share capital (10 % ceiling), neither on the date of the resolution of this authorisation nor on the date it is exercised. If other authorisations to issue or sell Company shares or to issue rights are exercised, which enable or obligate the acquisition of Company shares, during the term of the authorised capital until its utilisation thus excluding the right to subscribe, this must be credited against the 10 % ceiling referred to above.

The Board of Executive Directors will be authorised with the consent of the Supervisory Board to determine the further details of capital increases from the authorised capital.

- 2. A new paragraph 4 will be added to Article 4 of the Articles of Association as follows:

“The Board of Executive Directors is authorised to increase the Company's share capital, with the consent of the Supervisory Board, by a total of € 19,140,000.00, in one lump sum or several partial amounts at different times,

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by issuing a maximum of 19,140,000 new, registered shares (authorised capital) in return for cash and/or non-cash contributions until 11 May 2020. Shareholders must generally be offered the right to subscribe following a capital increase from authorised capital. The new shares can be acquired by a financial institution determined by the Board of Executive Directors with the obligation that they must be offered to the shareholders for subscription (indirect subscription right). The Board of Executive Directors may exclude the shareholders' statutory right to subscribe with the approval of the Supervisory Board up to a proportionate amount of the share capital of € 19,140,000.00 (corresponding to 19,140,000 no-par value shares) in the following cases:

- a) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in respect of fractional amounts that arise as a consequence of the right to subscribe.
- b) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in the case of capital increases in return for cash contributions up to a proportionate amount of the share capital of € 19,140,000.00 (corresponding to 19,140,000 no-par value shares), if the issue price of the new shares is not significantly less than the stock exchange price of already listed shares of the same type and structure on the date when the issue price is finally agreed. The proportionate amount of the share capital of € 19,140,000.00 is reduced by the proportionate share capital amount which applies to shares issued during this authorisation period in the context of another increase in capital where the right to subscribe is excluded in direct or indirect application of Section 186 (3) (4) of the German Stock Corporation Act (AktG). The proportionate amount of the share capital of € 19,140,000.00 is further reduced by the proportionate share capital amount which applies to shares sold by the Company during this authorisation period where the right to subscribe is excluded in direct or indirect application of Section 186 (3) (4) of the German Stock Corporation Act (AktG).
- c) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in the case of capital increases in return for non-cash contributions up to a proportionate amount of the share capital of € 19,140,000.00 (corresponding to 19,140,000 shares), if the new shares are to be used as consideration in the acquisition of an undertaking or an interest in an undertaking by the Company.
- d) With the consent of the Supervisory Board, the Board of Executive Directors may exclude the shareholders' statutory right to subscribe in order to implement a scrip dividend where the shareholders are asked to offer their dividend claim, in full or in part, as a non-cash contribution in return for new shares in the Company.

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The Board of Executive Directors may only make use of the authorisations granted in a) to d) above to exclude the right to subscribe insofar as the proportionate amount of the total shares issued with exclusion of the right to subscribe does not exceed 10 % of the share capital (10 % ceiling), neither on the date of the resolution of this authorisation nor on the date it is exercised. If other authorisations to issue or sell Company shares or to issue rights are exercised, which enable or obligate the acquisition of Company shares, during the term of the authorised capital until its utilisation thus excluding the right to subscribe, this must be credited against the 10 % ceiling referred to above.

The Board of Executive Directors is authorised to determine the further details of capital increases from the authorised capital with the consent of the Supervisory Board.”

3. The Supervisory Board will be authorised to amend Article 4 (1) and (4) of the Articles of Association in accordance with the respective utilisation of the authorised capital.”

**Report of the Board of Executive Directors on item 7 of the Agenda pursuant to Sections 203 (2) (2) and 186 (4) (2) of the German Stock Corporation Act (AktG)**

The Board of Executive Directors makes a request under item 7 of the Agenda to be able to exclude the shareholders’ right to subscribe in respect of shares issued using authorised capital in three cases (up to a maximum of 10 % of the share capital):

1. Exclusion of the right to subscribe in respect of fractional amounts is necessary in order to provide a workable subscription ratio. The shares excluded from the shareholders’ right to subscribe as free fractional amounts will be used to the best possible advantage for the Company either by selling them on the stock exchange or in another manner.
2. The exclusion of the right to subscribe during capital increases against cash contributions requested within the scope permitted by law (up to a maximum of 10 % of the share capital) enables the management to take advantage of favourable stock market situations in the short term and achieve a higher inflow of funds through the rapid placement of new shares with acquiring investors. When exercising the requested authorisation to exclude the right to subscribe, the Board of Executive Directors will determine the issue price so that the discount from the stock exchange price is as low as possible. Shares will be charged against the maximum limit of 10 % of the share capital, which were issued otherwise during the authorisation period and where the right to subscribe was excluded, pursuant to or in accordance with Section 186 (3) (4) of the German Stock Corporation Act (AktG) (for example, by utilising the conditional capital or by disposing of own shares). Such charging takes place in the interests of shareholders in the smallest possible dilution of their investment.
3. A request is also made to exclude the right to subscribe in the case of a capital increase in return for non-cash contributions (up to a maximum of 10 % of the share capital), if the new shares are to be used as consideration in the

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acquisition of an undertaking or an interest in an undertaking. The requested authorisation enables the Board of Executive Directors to have own shares in the Company available at short notice for the acquisition of undertakings or interests in undertakings without taking recourse to stock exchanges. Considering the increasing competition, the Company depends on the ability to make quick and flexible use of any opportunities for strategic acquisitions. It may not be possible to provide the large considerations for the acquisition of interests in undertakings without compromising the company's liquidity. Providing sufficient authorised capital with the option to exclude the right to subscribe thus strengthens our Company's negotiating position and provides it with the necessary flexibility to be able to take advantage of any opportunities to acquire undertakings or interests in undertakings. The management will only make use of the authorised capital for the aforementioned purpose, if there is an appropriate ratio between the value of the Company's new shares and the value of the consideration. Shares will be charged against the maximum limit of 10 % of the share capital, which are issued during the authorisation period in connection with any other capital increase using authorised capital or conditional capital where the shareholders' right to subscribe is excluded, as well as own shares, which are sold by the Company during this authorisation period and where the right to subscribe is excluded. Such charging takes place in the interests of shareholders in the smallest possible dilution of their investment.

4. With the consent of the Supervisory Board, the Board of Executive Directors shall ultimately be authorised to exclude the shareholders' statutory right to subscribe in order to implement a scrip dividend under optimum conditions. In the event of a scrip dividend, the shareholders will be asked to transfer their claim to a dividend payment, which arises in connection with the resolution regarding the appropriation of profits at the Annual General Meeting, to the Company as a non-cash contribution in order to subscribe to new Company shares.

A scrip dividend can be implemented as a bona fide rights issue, particularly in compliance with the provisions in Section 186 (1) of the German Stock Corporation Act (AktG) (minimum subscription period of two weeks) and Section 186 (2) of the German Stock Corporation Act (AktG) (announcement of issue price three days prior to the end of the subscription period). The shareholders will only be offered whole shares for subscription. In terms of the part of the dividend claim, which does not reach or exceeds the subscription price for a whole share, the drawing of cash dividends will be pointed out to shareholders and they will not be able to subscribe to shares in this respect. Neither the offer of partial rights nor the setting up of subscription right trading or fractional parts of these are envisaged. Since the shareholders receive a cash dividend in this respect instead of a new share subscription, this seems justified and appropriate.

It may be preferable, however, in individual cases and depending on the situation in the capital market, to offer a scrip dividend without being bound in this respect by the restrictions in Section 186 (1) of the German Stock

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Corporation Act (AktG) (minimum subscription period of two weeks) and Section 186 (2) of the German Stock Corporation Act (AktG) (announcement of issue price three days prior to the end of the subscription period). The Board of Executive Directors shall therefore also be authorised to offer all shareholders, who are entitled to receive a dividend, new shares for subscription in exchange for the investment of their dividend claim in compliance with the general principle of equal treatment (Section 53a of the German Stock Corporation Act (AktG)), however with the consent of the Supervisory Board to formally exclude the shareholders' right to subscribe altogether. The implementation of a scrip dividend with the formal exclusion of the right to subscribe allows the implementation of a capital increase under more flexible conditions. In a context where all shareholders are offered new shares and remaining partial dividend amounts are settled by paying cash dividends, excluding the right to subscribe also appears justified and appropriate in this respect.

#### **8. Resolution on the authorisation to issue convertible bonds and bonds with warrants with the option to exclude the shareholders' right to subscribe together with simultaneous creation of conditional capital and corresponding amendment to the Articles of Association**

The Board of Executive Directors and the Supervisory Board propose that the following resolution be adopted:

“1. Authorisation to issue convertible bonds and bonds with warrants

a) Nominal amount, authorisation period, number of shares

The Board of Executive Directors is authorised until 11 May 2020, with the consent of the Supervisory Board, to issue bearer and/or registered convertible bonds and/or warrant-linked bonds (jointly referred to below as “bonds”) on one or more occasions, with an aggregate nominal value of up to € 750,000,000.00 with or without a limited term, and to issue or impose conversion rights or obligations on the holders or creditors of bonds, or warrants on shares in the Company with a proportionate amount of the share capital of up to a total of € 19,140,000.00, as set out in greater detail in the terms and conditions of the convertible or warrant-linked bonds. The proportionate amount of the share capital represented by the shares to be issued upon conversion may not exceed the nominal amount of the bonds.

b) Consideration, issue by Group companies, debentures

In addition to euros, bonds may also be issued in the legal tender of any OECD country, limited to the corresponding euro counter-value at the time of issuing the bond. Bonds may also be issued by group companies of the Company; in this case, the Board of Executive Directors is authorised to act as guarantor for the bonds on behalf of the Company and to grant or impose conversion rights or obligations or warrants on shares in the

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Company to/upon the holders or creditors of such bonds. The bond issues may be subdivided into equivalent debentures in each case.

c) Shareholders' right to subscribe, exclusion of right to subscribe

The Company's shareholders are generally entitled to a right to subscribe to bonds. The bonds can also be acquired by one or more financial institutions with the obligation that they must be offered to the Company's shareholders for subscription. The shareholders' right to subscribe may, however, be excluded, in full or in part, in the following cases:

- aa) The Board of Executive Directors is authorised, with the consent of the Supervisory Board, to exclude the right of the Company's shareholders to subscribe, if bonds are issued against cash and if the issue price is not substantially lower than the theoretical market value of the bonds calculated in accordance with recognised actuarial methods. However, exclusion of the right to subscribe only applies to bonds with conversion rights or obligations or warrants on shares representing a proportionate amount of the share capital of up to 10 % of the share capital as of the date of today's resolution or, if the amount of the share capital is lower at that time, on the date when the authorisation is exercised. The maximum limit of 10 % of the share capital is reduced by the proportionate amount of the share capital amount attributable to shares issued during this authorisation period in connection with another increase in capital where the right to subscribe is excluded in direct or indirect application of Section 186 (3) (4) of the German Stock Corporation Act (AktG). The maximum limit of 10 % of the share capital is also reduced by the proportionate amount of the share capital attributable to own shares, which are sold by the Company during this authorisation period, where the right to subscribe is excluded in direct or indirect application of Section 186 (3) (4) of the German Stock Corporation Act (AktG).
- bb) The Board of Executive Directors is also authorised, with the consent of the Supervisory Board, to exclude the shareholders' right to subscribe if and insofar as this is necessary in order to grant the bearers of convertible bonds or warrants in respect of shares in the Company or the creditors of convertible bonds provided with conversion obligations, a right to subscribe to the extent to which they would be entitled following the exercising of these rights or the fulfilment of the conversion obligations.
- cc) The Board of Executive Directors is also authorised, with the consent of the Supervisory Board, to exclude the Company's shareholders right to subscribe in order to exempt fractional amounts from the shareholders' right to subscribe, which are a consequence of the subscription ratio.

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dd) Lastly, the Board of Executive Directors is authorised, with the consent of the Supervisory Board, to exclude the right of the Company's shareholders to subscribe insofar as the bonds are issued in connection with the acquisition of undertakings, interests in undertakings, or parts of undertakings in exchange for non-cash considerations, provided the value of the consideration is adequate in relation to the value of the bonds.

The authorisation to exclude the right to subscribe pursuant to aa) to dd) only applies to bonds with conversion rights or obligations or warrants on shares representing a proportionate amount of the share capital of up to 10 % of the share capital as of the date of today's resolution or, if the amount of the share capital is lower at that time, on the date when the authorisation is exercised.

d) Conversion right, exchange ratio

If bonds with conversion rights are issued, creditors may exchange their bonds against shares in the Company in accordance with the bond terms and conditions. The exchange ratio is calculated by dividing the nominal amount of a bond by the conversion price determined for a new share in the company. The exchange ratio can also be calculated by dividing the issue price of a bond that is below the nominal amount by the conversion price determined for a new share in the company. The exchange ratio can be rounded up or down to the next whole number in each case; a premium to be paid in cash can also be determined. Moreover, provision can be made for fractional amounts to be combined and/or settled in cash. The proportionate amount of the share capital represented by the shares to be issued per bond may not exceed the nominal amount of the bond.

e) Warrant

If warrant-linked bonds are issued, one or more warrants will be attached to each bond, which authorise the holder to subscribe to shares in the Company, as set out in greater detail in the warrant terms and conditions to be defined by the Board of Executive Directors. The proportionate amount of the share capital represented by the shares to be issued per bond may not exceed the nominal amount of the warrant-linked bond.

f) Conversion/Option price

The respective conversion or option price for a share in the Company (subscription price) must correspond to either (a) at least 80 % of the weighted average stock exchange price of the Company's shares in the XETRA computer trading system (or any functionally comparable successor system replacing it) at the Frankfurt Stock Exchange during the last ten trading days prior to the day on which the Board of Executive Directors adopts the resolution to issue the convertible or warrant-linked bonds, or (b) at least 80 % of the weighted average stock exchange price

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of the Company's shares in the XETRA computer trading system (or any functionally comparable successor system replacing it) at the Frankfurt Stock Exchange during the days on which subscription rights are traded on the Frankfurt Stock Exchange, with the exception of the last two days of subscription rights trading.

g) Protection against dilution

For warrant-linked bonds or bonds with conversion rights, or obligations, the warrants or conversion rights, or obligations, can be adjusted to preserve value in the event of a dilution in the value of the warrants or conversion rights, or obligations, in accordance with the bond terms and conditions, notwithstanding Section 9 (1) of the German Stock Corporation Act (AktG), insofar as the adjustment is not already stipulated by law. Moreover, the bond terms and conditions may make provision for a value-preserving adjustment of the warrants or conversion rights/obligations in the event of a capital reduction or other extraordinary measures or events (such as a third party obtaining control, unusually large dividends).

h) Bond terms and conditions

The bond terms and conditions may also make provision for a conversion obligation at the end of the term (or an earlier date) or for the Company's right to grant shares in the Company, in full or in part, in lieu of payment of the amount due to the creditors of the bonds at the time of final maturity of bonds with conversion rights or warrants (this also includes maturity on account of termination).

The bond terms and conditions may also stipulate in each case at the Company's discretion that instead of being converted into new shares from conditional capital, warrant-linked or convertible bonds may be converted into existing shares in the Company or that the warrant can be fulfilled by providing such shares.

Finally, the bond terms and conditions may make the provision that in the event of a conversion, the Company will not grant shares in the Company to the party entitled to the conversion, but will make a payment, which for the number of shares to be supplied alternatively, corresponds to the weighted average stock exchange price of the Company's shares in the XETRA computer trading system (or any functionally comparable successor system replacing it) at the Frankfurt Stock Exchange during the ten trading days following the declaration of the conversion or exercise of the warrant.

i) Authorisation to define other bond terms and conditions

With the consent of the Supervisory Board, the Board of Executive Directors is authorised, in the context of the requirements according to a) to h), to define the further details of the issue and structure of the

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convertible and/or warrant-linked bonds, particularly interest rate, issue price, term, denomination, dilution protection, and the conversion or warrant period or to define these in consultation with the corporate bodies of the holding companies issuing the convertible and/or warrant-linked bonds.

## 2. Conditional capital increase

The share capital will be increased by up to € 19,140,000.00 by issuing up to 19,140,000 bearer shares with no par value (conditional capital). The purpose of the conditional capital increase is to grant no-par value shares to the holders or creditors of bonds, which are issued by the Company or group companies of the Company in accordance with the above authorisation under No. 1 before 11 May 2020. New no-par value shares will be issued at the conversion or option price to be determined in each case pursuant to No. 1. The conditional capital increase will be implemented only insofar as these rights are exercised or the holders or creditors required to convert fulfil their conversion obligation. New no-par value shares are eligible to participate in the profits from the beginning of the financial year during which they are created through the exercise of conversion rights or warrants or through the fulfilment of conversion obligations; in deviation from this, the Board of Executive Directors may determine, with the consent of the Supervisory Board, that new no-par value shares are eligible to participate in the profits from the beginning of the financial year, in respect of which the Annual General Meeting has not yet adopted a resolution regarding the appropriation of the balance sheet profit at the time when the conversion rights or warrants are exercised or the conversion obligations are fulfilled. The Board of Executive Directors will be authorised with the consent of the Supervisory Board to determine the additional content of share rights and further details of the implementation of a conditional capital increase.

## 3. Amendment to the Articles of Association

A new paragraph 5 will be added to Article 4 of the Articles of Association as follows:

“The share capital is increased by up to € 19,140,000.00 by issuing up to 19,140,000 bearer shares with no par value (conditional capital). The conditional capital increase will be implemented only insofar as the holders or creditors of conversion rights or warrants from bonds, which were issued by the Company or a group company before 11 May 2020 based on the authorising resolution of the Annual General Meeting held on 12 May 2015, exercise their conversion rights or warrants, or as the holders or creditors of the convertible bonds with conversion obligation, which were issued by the Company or a group company before 11 May 2020 based on the authorising resolution of the Annual General Meeting held on 12 May 2015, who are required to convert, fulfil their conversion obligation, or if the Company elects before 11 May 2020, based on the authorising resolution of 12 May 2015, to grant shares in the Company, in full or in part, in lieu of payment of the amount due, and if no cash

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settlement is made or own shares are used to settle such claims. New no-par value shares are eligible to participate in the profits from the beginning of the financial year during which they are created through the exercise of conversion rights or warrants or through the fulfilment of conversion obligations; in deviation from this, the Board of Executive Directors may determine, with the consent of the Supervisory Board, that new no-par value shares are eligible to participate in the profits from the beginning of the financial year, in respect of which the Annual General Meeting has not yet adopted a resolution regarding the appropriation of the balance sheet profit at the time when the conversion rights or warrants are exercised or the conversion obligations are fulfilled. The Board of Executive Directors is authorised with the consent of the Supervisory Board to determine the additional content of share rights and further details of the implementation of a conditional capital increase.”

#### 4. Authorisation to amend the Articles of Association

The Supervisory Board is authorised to amend the wording of Article 4 (1) and (5) of the Articles of Association in accordance with the respective utilisation of the conditional capital.”

### **Report of the Board of Executive Directors on item 8 of the Agenda pursuant to Sections 221 (4) (2) and 186 (4) (2) of the German Stock Corporation Act (AktG)**

In addition to the traditional options for raising outside and equity capital, issuing convertible bonds and/or warrant-linked bonds can also provide an opportunity to take advantage of attractive financing alternatives on the capital markets depending on the market situation. The Board of Executive Directors believes that it is in the Company's interests that this financing option is also available to the Company.

Issuing convertible bonds and/or warrant-linked bonds (together “bonds”) makes it possible to raise capital under attractive conditions. The conversion and/or option premiums achieved benefit the Company's capital base thereby enabling it to take advantage of more favourable financing opportunities. The other possibility provided for, in addition to the granting of conversion rights and/or warrants, to create conversion obligations, widens the scope for structuring this financing instrument. The authorisation provides the Company with the necessary flexibility to place the bonds itself or through direct or indirect holding companies. In addition to euros, bonds may also be issued in the legal tender of any OECD country. In order to achieve a balanced relationship between the Company's interest in expanding the basis of its financing options using the aforementioned instruments and protecting the interests of the shareholders against any excessive dilution of their shareholdings, conditional capital only amounting to a maximum of 10 % of the share capital should be created.

The shareholders will generally also be granted a right to subscribe to convertible or warrant-linked bonds. The Board of Executive Directors shall be authorised, however, with the consent of the Supervisory Board, to exclude the shareholders' right to subscribe when bonds are issued in return for cash contributions in corresponding application of Section 186 (3) (4) of the German Stock Corporation Act

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(AktG), insofar as the issue of shares based on conversion rights, warrants or conversion obligations respectively is limited to up to 10 % of the Company's share capital.

The option to exclude the right to subscribe allows the Company to make rapid use of advantageous stock exchange situations and to place bonds on the market quickly and flexibly under attractive conditions. The stock markets have become significantly more volatile. Generating the most advantageous issue outcome therefore depends increasingly on the ability to react to market developments at short notice. Conditions that are advantageous and as close to the market as possible can generally only be obtained if the Company is not bound by these for an offer period that is too long. In the case of rights issues, a substantial safety margin is required in order to ensure the attractiveness of the terms and conditions and thus the chances of success throughout the entire offer period. Although Section 186 (2) of the German Stock Corporation Act (AktG) permits the publication of the subscription price (and, in the case of warrant-linked and convertible bonds, of the bond terms and conditions) until the third to last day of the subscription period, a market risk nevertheless exists for several days, considering the volatility of stock markets, which leads to safety margins when defining bond terms and conditions and thus to terms and conditions that are not close to the market. Also, where the right to subscribe is granted, alternative placement with a third party becomes more difficult or may involve additional effort on account of the uncertainty as to whether the right will be exercised (subscription behaviour). Finally, when the right to subscribe is granted, the Company is unable to react to any change in market conditions at short notice because of the duration of the subscription period, which may lead to unfavourable capital procurement for the Company.

The interests of the shareholders will be protected in the case of an exclusion of the right to subscribe in accordance with Section 186 (3) (4) of the German Stock Corporation Act (AktG), since bonds will not be issued significantly below market value. The market value must be determined in accordance with recognised actuarial principles. The expert opinion of an experienced investment bank or auditing firm will be obtained for this purpose. When determining the price, the Board of Executive Directors will take account of the respective situation on the capital markets and keep the discount from the market value as low as possible. The theoretical value of a right to subscribe will effectively head towards zero and consequently the shareholders cannot suffer a significant economic loss through the exclusion of the right to subscribe. The shareholders are also able to maintain their holding in the Company's share capital under virtually identical conditions through an acquisition via the stock exchange. Their financial interests are thus afforded appropriate protection. The authorisation to exclude the right to subscribe pursuant to Section 186 (3) (4) of the German Stock Corporation Act (AktG) only applies to bonds with rights to shares representing a proportionate amount of the share capital amounting to no more than 10 % of the share capital as of the resolution adopted on 12 May 2015 or, if the amount of the share capital is lower at that time, on the date when the authorisation is exercised. Shares issued in another manner where the right to subscribe was excluded pursuant to or in accordance with Section 186 (3) (4) of the German Stock Corporation Act (AktG) will be charged against this maximum limit. Such charging

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takes place in the interests of shareholders in the smallest possible dilution of their investment.

Furthermore, the Board of Executive Directors shall be given the option, with the consent of the Supervisory Board, to exclude the shareholders' right to subscribe in order to grant the bearers or creditors of convertible and/or warrant-linked bonds or of convertible bonds provided with conversion obligations, a right to subscribe to the extent to which they would be entitled following the exercising of these rights or the fulfilment of the conversion obligations. This makes it possible to prevent the option or conversion price for the bearers of existing conversion rights or warrants from having to be reduced according to the warrant and conversion conditions or the Company having to provide other dilution protection in the event that the authorisation is exercised.

The Board of Executive Directors shall also be authorised, with the consent of the Supervisory Board, to exempt fractional amounts from the right to subscribe. Such fractional amounts may result from the respective issue volume and the calculation of a workable subscription ratio. Excluding the right to subscribe makes it easier to implement the capital measure in such cases. The free fractions excluded from the shareholders' right to subscribe are either sold via the stock exchange or are realised in another manner that provides most benefit for the Company.

Finally, the Board of Executive Directors shall also be authorised, with the consent of the Supervisory Board, to exclude the shareholders' right to subscribe insofar as bonds are issued in return for non-cash considerations for the purpose of acquiring undertakings, interests in undertakings or parts of undertakings, provided the value of the non-cash consideration is adequate in relation to the value of the bonds. This makes it possible to use bonds as acquisition currency in appropriate cases, thereby acquiring interesting acquisition targets at short notice whilst preserving liquidity. This is particularly important for the Company, since it is exposed to international competition and it may be advantageous to resort to international partnerships and holdings for the development or marketing of products and services. The Board of Executive Directors will conduct a careful examination in each individual case as to whether it will make use of the authorisation to issue bonds with the exclusion of the right to subscribe. It will only do this, if such action is in the interest of the Company.

The authorisation to exclude the right to subscribe according to No. 1 c) aa) to dd) is limited overall. It only applies to bonds with conversion rights or obligations or warrants on shares representing a proportionate amount of the share capital of up to 10 % of the share capital at the time when the resolution is adopted on 12 May 2015 or, if the amount of the share capital is lower at that time, on the date when the authorisation is exercised. Limiting the authorisation to exclude the right to subscribe, protects the interest of the shareholders in the lowest possible dilution of their investment.

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## **9. Resolution on the authorisation to acquire and use own shares with the option to exclude shareholders' right to subscribe**

The Annual General Meeting last authorised the Board of Executive Directors to acquire own shares on 11 May 2010. This authorisation expires on 10 May 2015.

In order to be in a position to optimise the Company's capital structure further, to return capital to the shareholders and further increase earnings per share in the shareholders' interests, the Board of Executive Directors and the Supervisory Board propose the following resolution:

- "1. The Board of Executive Directors is authorised until 11 May 2020 to acquire own shares in the Company representing up to 10 % of the Company's share capital at the time of adopting the resolution. This authorisation may not be used for the purpose of trading in own shares; moreover, defining the purpose of acquisition will be at the Board of Executive Directors' discretion. Use can be made of this authorisation in full or partial amounts, on one or more occasions, in pursuit of one or more purposes, by the Company, its group companies or third parties on its or their own behalf within the limitations referred to above. The limiting provisions in Section 71 (2) of the German Stock Corporation Act (AktG) must be adhered to.

Acquisition will be at the discretion of the Board of Executive Directors via the stock exchange (a)), by means of a public offer to buy addressed to all shareholders (b)) or by way of a public call to shareholders to submit offers for sale (c)).

- a) In the event of a purchase effected on a stock exchange, the purchase price per share paid by the Company (excluding acquisition costs) must not exceed or undercut the relevant stock exchange price by more than 10 %; the relevant stock exchange price will be the price of the Company's share in the XETRA computerised trading system (or any functionally comparable successor system replacing it) at the Frankfurt Stock Exchange, determined by the opening auction on the day of purchase.
- b) In the event of a purchase by means of an offer to buy addressed to all shareholders, the purchase price offered per share (excluding acquisition costs) must not exceed or undercut the relevant stock exchange price by more than 10 %; the relevant stock exchange price will be the weighted average stock exchange price of the Company's shares in the XETRA computer trading system (or any functionally comparable successor system replacing it) at the Frankfurt Stock Exchange during the last ten trading days prior to the publication of the offer to buy. The volume of the offer may be limited. If the overall subscription to this offer exceeds this volume, shares must be acquired on allocation basis. Provision may be made for preferential acceptance of small quantities of up to 100 shares offered for sale per shareholder.

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- c) In the event of a call to shareholders to submit offers for sale, the purchase price offered per share (excluding acquisition costs) must not exceed or undercut the relevant stock exchange price by more than 10 %; the relevant stock exchange price will be the weighted average stock exchange price of the Company's shares in the XETRA computer trading system (or any functionally comparable successor system replacing it) at the Frankfurt Stock Exchange during the last ten trading days prior to the publication of the call to shareholders to submit offers for sale ("call"). The volume of the call may be limited. If the offers for sale exceed this volume, shares must be acquired on an allocation basis. Provision may be made for preferential acceptance of small quantities of up to 100 shares offered for sale per shareholder.

Based on the aforementioned authorisation, own no-par value shares corresponding to no more than 10 % of all no-par value shares of the share capital may be acquired for the Company. The Company may not hold more than 10 % of the total number of no-par value shares of its share capital at any time, which is why no-par value shares that were previously acquired and are still held by the Company will be charged against the maximum number of no-par value shares that may be acquired.

2. Furthermore, the Board of Executive Directors is authorised, with the consent of the Supervisory Board, to sell shares in the Company, which are or were acquired based on authorisation pursuant to No. 1 above or authorisation previously granted by the Annual General Meeting pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG), on the stock exchange or via a public offer addressed to all shareholders.

In the following cases, shares may be disposed of by other means and thus with the exclusion of the shareholders' right to subscribe:

- a) Disposal of shares representing an aggregate proportion of share capital of up to a total of 10 % of the share capital against payment of a cash amount per share, which may not be substantially lower than the stock exchange price of Company shares of the same class and structure at the time of disposal. The relevant stock exchange price will be the closing price of the Company's share in the XETRA computerised trading system (or any functionally comparable successor system replacing it) at the Frankfurt Stock Exchange on the day prior to disposal.
- b) Issue of shares as consideration for the purpose of acquiring undertakings, parts of undertakings or interests in undertakings;
- c) Servicing of convertible and warrant-linked bonds, which have been issued based on authorisation granted by the Annual General Meeting.

The authorisation to exclude the right to subscribe according to a) to c) applies on the whole to shares representing a proportionate amount of the share capital of up to 10 % of the share capital when the resolution is adopted on 12 May

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2015 or, if the amount of the share capital is lower at that time, on the date when the authorisation is exercised. If use is made of other authorisations to issue or sell Company shares or to issue rights, which enable or obligate the acquisition of Company shares, during the term of this authorisation to acquire own shares, thus excluding the right to subscribe, the total number of shares issued or sold where the right to subscribe is excluded must not exceed 10 % of the share capital.

3. Finally, the Board of Executive Directors is authorised, with the consent of the Supervisory Board, to withdraw shares in the Company from circulation, which are or were acquired based on authorisation according to No. 1 above or authorisation previously granted by the Annual General Meeting pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG), without the Annual General Meeting having to pass a further resolution on such withdrawal. Shares must be withdrawn from circulation in accordance with Section 237 (3) No. 3 of the German Stock Corporation Act (AktG) without a capital reduction in such a way that withdrawal results in an increase in the proportion of remaining no-par value shares in the share capital pursuant to Section 8 (3) of the German Stock Corporation Act (AktG). The Board of Executive Directors will be authorised pursuant to Section 237 (3) No. 3 clause 2 to adjust the number of shares indicated in the Articles of Association.
4. Authorisations to acquire, dispose of and withdraw own shares from circulation may be exercised in each case in full or in part, in the latter case also on several occasions.”

**Report of the Board of Executive Directors on item 9 of the Agenda pursuant to Section 71 (1) No. 8 in conjunction with Section 186 (3) (4), 186 (4) (2) of the German Stock Corporation Act (AktG)**

Agenda item 9 includes the proposal to authorise the Company pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG) to acquire own shares representing up to 10 % of the share capital before 11 May 2020. The proposed authorisation will enable the Company to continue using the instrument of acquiring own shares, after the current authorisation expires on 10 May 2015, in order to reap the benefits associated with the acquisition of own shares in the interests of the Company and its shareholders. This authorisation exists within the legal limits of Section 71 (2) of the German Stock Corporation Act (AktG).

In addition to acquisition via the stock exchange, the Company shall also have the option to acquire own shares through a public offer to buy (tendering procedure) or a call to shareholders to submit offers for sale. With these alternatives, each shareholder who is willing to sell can decide how many shares and, if a price range is set, at what price he wants to offer these shares. If the quantity offered at the set price exceeds the number of shares requested, the offers for sale must be accepted on the basis of allocations. The option should exist here to provide for preferential acceptance of small offers or of small parts of offers of up to a maximum of 100 shares. The purpose of this option is to avoid fractional amounts during the

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determination of allocations and small residual holdings and thereby facilitate technical implementation.

The proposed authorisation also allows the Board of Executive Directors, with the consent of the Supervisory Board, to dispose of acquired own shares in a different manner than on a stock exchange or through an offer to all shareholders, if acquired own shares are sold at a price, which is not substantially lower than the stock exchange price of the Company's shares at the time of the disposal.

The option provided by the authorisation to exclude the right to subscribe in corresponding application of Section 186 (3) (4) of the German Stock Corporation Act (AktG) serves the interest of the Company in selling own shares to long-term oriented investors, for example, or to secure new groups of shareholders both at home and abroad. The option to exclude the right to subscribe places the management in a position to take advantage of opportunities for rapid and cost-effective placement offered by the respective stock market without offering a right to subscribe that involves significant efforts in terms of time and cost.

Based on the proposed authorisation resolution, the acquisition of own shares will also enable the Company to act flexibly and cost-effectively when acquiring undertakings in the context of its intended acquisition policy, in order, for example, to use own shares in certain cases as a consideration when purchasing undertakings.

Moreover, it will also enable the Company to use shares for servicing convertible and warrant-linked bonds. It may be advisable to use own shares in full or in part instead of new shares from a capital increase to fulfil conversion rights or warrants. Using own shares rules out any dilution of shareholders interests that would occur if, conditional capital were used. When deciding whether to provide own shares or to utilise conditional capital, the Board of Executive Directors will carefully balance the interests of the Company and of the shareholders.

The financial and voting right interests of shareholders are protected appropriately during a disposal of own shares to a third party when the shareholders' right to subscribe is excluded based on the provision in Section 71 (1) No. 8 of the German Stock Corporation Act (AktG). If they are to be disposed of in a manner other than on the stock exchange or through an offer to all shareholders, acquired own shares may only be disposed of at a price, which is not substantially lower than the relevant stock exchange price of the Company's shares at the time of disposal (cf. No. 2 a) of the authorisation). The authorisation to exclude the right to subscribe is limited to a maximum of 10 % of the Company's share capital. Shares will be charged against the maximum limit of 10 % of the share capital, which have been issued during this authorisation period in connection with a capital increase using authorised capital or conditional capital where the shareholders' right to subscribe is excluded. Such charging takes place in the interests of shareholders in the smallest possible dilution of their investment.

## **II. Further information and instructions regarding the Annual General Meeting**

### **1. Preconditions for attendance at the Annual General Meeting and the exercise of voting rights**

Only those shareholders of the Company, who register with the Company by no later than midnight on Tuesday 5 May 2015, and are entered in the share register for the registered shares, will be entitled to attend the Annual General Meeting and to exercise their voting rights in person or by proxy.

In accordance with a procedure determined by the Company, shareholders may also register online at **[www.k-plus-s.com/agm](http://www.k-plus-s.com/agm)**. Shareholders who would like to register online will require their shareholder number and related access password in order to do so. Shareholders who are already registered to have the invitation to the Annual General Meeting sent to them electronically must use the access password they chose when registering. All other shareholders who are entered in the share register will receive their shareholder number and a related password together with the invitation letter to the Annual General Meeting by mail. Registrations may also be sent to the following address:

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

A form that can be used for this purpose will be sent to shareholders, who are entered in the share register, together with the invitation letter to the Annual General Meeting by mail. You will find more detailed instructions regarding the registration process in the information on the registration form or on the website **[www.k-plus-s.com/agm](http://www.k-plus-s.com/agm)**.

Shareholders may request an admission ticket to the Annual General Meeting when registering. Shareholders who use the K+S shareholder portal for registration have the option to print their admission ticket directly.

Unlike registration for the Annual General Meeting, an 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.

If a bank is entered in the share register, it may exercise the voting rights for shares that do not belong to it only on the basis of a power of attorney from the respective shareholder. The same applies to shareholders' associations and other equivalent persons pursuant to Section 135 (8) of the German Stock Corporation Act (AktG).

The shareholdings entered in the share register at midnight on 6 May 2015 will be decisive in terms of exercising attendance and voting rights. Shares will not be blocked as a result of registration for the Annual General Meeting; shareholders can therefore continue to dispose of their shares freely after completing their registration.

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Applications for transfers in the share register, reaching the Company after midnight on 6 May 2015 (“technical record date”) and before the end of the Annual General Meeting on 12 May 2015, will only be implemented in the Company’s share register with effect from after the Annual General Meeting on 12 May 2015.

Holders of American Depositary Receipts (ADRs) will please direct any questions they may have to the Bank of New York Mellon, New York, Tel.: +1 888 269-2377, or to their bank or broker.

## 2. Postal voting procedure

Shareholders can cast their votes, even without attending the Annual General Meeting, in writing or electronically (postal voting).

Only those registered shareholders who have been registered for the Annual General Meeting by midnight on 5 May 2015 at the latest will be entitled, personally or by proxy, to exercise their voting rights using the postal voting procedure.

Votes can be cast at **www.k-plus-s.com/agm** in accordance with the procedure defined by the Company. With regard to electronic voting, shareholders who are already registered to receive documents for the Annual General Meeting electronically should use their shareholder number and the access password they have chosen. All other shareholders entered in the share register will, as stated above, have their access data together with the invitation letter sent to them by mail. Votes can also be sent to the following address:

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

A form, which may be used when casting a postal vote, is enclosed with the invitation letter.

Postal votes must reach the Company by no later than 6:00 p. m. on 11 May 2015. If individual voting is held on an Agenda item, a vote cast for the respective Agenda item will apply to each individual sub-item. Postal votes cast in time online can be subsequently changed there before 6:00 p. m. on 11 May 2015.

We would like to point out that postal votes cast online can only be changed using the online system and can only be revoked there or by attending the Annual General Meeting in person and issuing a declaration in text form.

Authorised banks as well as equivalent associations and persons pursuant to Section 135 (8) and (10) of the German Stock Corporation Act (AktG) may also use the postal voting procedure. The Company will, at their request, make an electronic voting channel or the corresponding forms available.

### 3. Proxy voting procedure

Shareholders, who are entered in the share register, may also exercise their voting rights at the Annual General Meeting by proxy, for example, through a bank or shareholders' association. A timely registration is also required in this case.

The granting of a power of attorney, the revocation of such, and proof of authorisation to the Company must be in text form and may be sent to the Company via the URL **www.k-plus-s.com/agm** in accordance with the procedure determined by the Company. With regard to electronic voting, shareholders who are already registered to receive documents for the Annual General Meeting electronically should use their shareholder number and the access password they have chosen. All other shareholders entered in the share register will, as stated above, have their access data together with the invitation letter sent to them by mail. Documents can also be sent to the following address:

K+S Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-mail: k-plus-s-hv2015@computershare.de

A form, which may be used to grant power of attorney, will be sent to shareholders together with the invitation letter or the admission ticket to the Annual General Meeting together with additional information on granting power of attorney.

On the day of the Annual General Meeting, power of attorney may be granted, revoked, and proof of authorisation may be documented electronically at **www.k-plus-s.com/agm**, using fax no. +49 89 30903-74675, or at the admission points to the Annual General Meeting.

Exemptions from the text form requirement may exist for banks, shareholders' associations, or equivalent persons or institutions (cf. Section 135 and Section 125 (5) of the German Stock Corporation Act (AktG)).

We offer our shareholders the opportunity to be represented at the Annual General Meeting by proxies appointed by the Company. Granting power of attorney and its revocation require the text form and may be sent via the URL **www.k-plus-s.com/agm** or to the above-mentioned address. Proxies appointed by the Company will exercise voting rights solely on the basis of instructions issued by the respective shareholder. Please note that 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.

We would like to point out that powers of attorney and instructions issued via the online system can only be changed using this system and can only be revoked there

or by attending the Annual General Meeting in person and issuing a declaration in text form.

If a shareholder authorises more than one person, the Company may reject one or more of these.

#### **4. Shareholder rights**

Shareholders, whose shares jointly amount to one-twentieth of the share capital or the proportionate amount of € 500,000.00, may request, pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), that items are included on the Agenda and announced. Requests to amend the Agenda must be received by the Company in writing at least 30 days prior to the meeting, i. e. by no later than midnight on 11 April 2015. Please send requests to amend the Agenda to the following address:

K+S Aktiengesellschaft  
Investor Relations  
Bertha-von-Suttner-Straße 7  
34131 Kassel, Germany

We will announce motions for requests to amend the Agenda received in time, provided they meet the legal requirements.

Each shareholder has the right to submit a counter-motion to any proposal of the Board of Executive Directors and/or the Supervisory Board concerning a specific Agenda item. A counter-motion must be made available on the Company's website as specified in greater detail in Section 126 (1) and (2) of the German Stock Corporation Act (AktG), if it is received by the Company at the address indicated below no later than midnight on 27 April 2015.

Each shareholder may also submit an election proposal for the election of Supervisory Board members or of auditors to the Company as specified in greater detail in Section 127 of the German Stock Corporation Act (AktG). An election proposal must be made available on the Company's website as specified in greater detail in Sections 127, 126 (1) and (2) of the German Stock Corporation Act (AktG), if it is received by the Company at the address indicated below no later than midnight on 27 April 2015.

We will make counter-motions or nominations, which have been received in time, available online at [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm), provided they meet the legal requirements. We will also make any comments by the management available at the above-mentioned web address. All counter-motions and nominations from shareholders must be sent to:

K+S Aktiengesellschaft  
Investor Relations  
Bertha-von-Suttner-Straße 7  
34131 Kassel, Germany

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Fax: +49 561 9301-2425

E-mail: [investor-relations@k-plus-s.com](mailto:investor-relations@k-plus-s.com)

Upon request, the Board of Executive Directors will provide information to any shareholder or shareholders' representative during the Annual General Meeting on matters relating to the Company, if this is necessary for a proper assessment of an Agenda item. The obligation to provide information also extends to the legal and commercial relationships of the Company with affiliated companies.

In order to facilitate a proper reply, shareholders and shareholders' representatives who intend to submit questions during the Annual General Meeting are requested to send these questions to the above-mentioned address as early as possible. Sending such questions is not a prerequisite for a reply. The right to information is not affected by this.

More detailed explanations and information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG) are available to shareholders on the Company's website at [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm).

## **5. Total number of shares and voting rights**

At the time of convening the Annual General Meeting, the Company's share capital is divided into 191,400,000 no-par value registered shares with the same number of voting rights.

## **6. Information on the Company's website**

Information according to Section 124a of the German Stock Corporation Act (AktG) as well as additional explanations regarding the above-mentioned shareholder rights are available on the Company's website at [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm). The voting results recorded will also be published there after the Annual General Meeting.

Information is available over the telephone on +49 561 9301-1100.

## **7. Transmission of the Annual General Meeting online**

The Annual General Meeting will be transmitted online until the end of the speech given by the Chairman of the Board of Executive Directors at [www.k-plus-s.com/agm](http://www.k-plus-s.com/agm).

Kassel, Germany, March 2015

Board of Executive Directors  
K+S Aktiengesellschaft  
with its registered office in Kassel, Germany

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