

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 Wednesday 11 May 2016, 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 2015 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. 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.

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 2015 financial year is appropriated as follows:

Payment of a dividend of € 1.15 per share for 191,400,000 no-par value shares entitled to dividends	€ 220,110,000.00
<u>Transfer of net income to revenue reserves</u>	<u>€ 53,356,493.94</u>
Accumulated profit	€ 273,466,493.94

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 2015 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 2015 financial year.

5. Election of the auditor for the 2016 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 2016 financial year.

6. Resolution on the creation of new authorised capital II 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 II) in return for cash or non-cash contributions until 10 May 2021. Shareholders are generally offered the right to subscribe when increasing capital from the authorised capital II. 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.

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- 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 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 particularly 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 II until its particular 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 II.

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2. A new paragraph 5 will be added to Article 4 of the Articles of Association, whereby the previous paragraph 5 will become paragraph 6:

“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 II) in return for cash and/or non-cash contributions until 10 May 2021. Shareholders must generally be offered the right to subscribe following a capital increase from authorised capital II. 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.

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- 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 particularly 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 II until its particular 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 II with the consent of the Supervisory Board.”

3. The Supervisory Board will be authorised to amend Article 4 (1) and (5) of the Articles of Association in accordance with the respective utilisation of the authorised capital II.”

Report of the Board of Executive Directors on item 6 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 6 of the Agenda to be able to exclude the shareholders' right to subscribe in respect of shares issued using authorised capital II in four 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) in accordance with Section 186 (3) (4) of the German Stock Corporation Act (AktG) 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

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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 authorised capital, 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 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 authorised capital II 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 II 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 in total or in part 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

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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 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.

7. Amendments to the Articles of Association

a) Resolution on the revision of Article 8 Paragraph 1 Sentence 2 as well as the deletion of Article 8 Paragraph 3 of the Articles of Association

The Board of Executive Directors and the Supervisory Board propose to delete Article 8 paragraph 3 of the Articles of Association without replacement and to amend Article 8 paragraph 1 sentence 2 of the Articles of Association as follows:

“Where the General Meeting does not resolve a shorter period for the election of individual or all members of the Supervisory Board which it is to elect, the members of the Supervisory Board are appointed until the end of the General Meeting which resolves their discharge for the fourth fiscal year following the start of the term of office. The financial year in which the term of office begins is not counted.”

b) Resolution on the revision of Article 9 Paragraph 1 of the Articles of Association

The Board of Executive Directors and the Supervisory Board propose to revise Article 9 paragraph 1 of the Articles of Association as follows:

“Members of the Supervisory Board may resign from the Supervisory Board, even without an important reason, by submitting a written notice to the Board of Executive Directors.”

c) Resolution on the revision of Article 16 Paragraph 1 of the Articles of Association

The Board of Executive Directors and the Supervisory Board propose to revise Article 16 paragraph 1 of the Articles of Association as follows:

“The General Meeting shall be presided over by the Chairman of the Supervisory Board. In case he is prevented the General Meeting shall be presided over by one of the members of the Supervisory Board elected by the General Meeting as shareholder representatives drawn from among those members. In case the General Meeting is presided over neither by the Chairman of the Supervisory Board nor by one of the members of the Supervisory Board elected by the General Meeting as shareholder representatives, the Chair shall be elected by the General Meeting.”

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 Wednesday 4 May 2016, 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**. 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

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

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process in the information on the registration form or on the website **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 5 May 2016 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. Applications for transfers in the share register, reaching the Company after midnight on 5 May 2016 and before the end of the Annual General Meeting on 11 May 2016, will only be implemented in the Company's share register with effect from after the Annual General Meeting on 11 May 2016.

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 4 May 2016 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

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80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: 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 10 May 2016. 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 10 May 2016.

We would like to point out that postal votes cast online can only be revoked online before 6:00 p. m. on 10 May 2016 or by attending the Annual General Meeting in person and issuing a declaration in text form there.

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-hv2016@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 there.

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 10 April 2016. 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

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Corporation Act (AktG), if it is received by the Company at the address indicated below no later than midnight on 26 April 2016.

Each shareholder may also submit an election proposal for the election 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 26 April 2016.

We will make counter-motions or nominations, which have been received in time, available online at 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
Fax: +49 561 9301-2425
E-mail: 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.

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**. 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**.

Kassel, Germany, March 2016

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