

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

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**Ordinary Annual General Meeting of K+S Aktiengesellschaft**

**on Tuesday, 11 May 2010, 10:00 hours,  
in the Kongress Palais Kassel – Stadthalle,  
Friedrich-Ebert-Straße 152, 34119 Kassel**



**Wachstum erleben.**

Dear Shareholder,

a proper registration is the prerequisite for your personal attendance, for authorizing a third party, and for authorizing the company's voting proxy and issue instructions to him. Please register for the Annual General Meeting as set forth below.

## **1 Ordering the admission ticket**

To attend the Annual General Meeting and exercise the voting right, you need an admission ticket, which you have to request from your depositary bank. The deadlines stipulated in the invitation under the section "Requirements for the attendance of the Annual General Meeting and the exercise of the voting right" must be observed in this context. Your depositary bank will most likely inform you in mid-April about the possibility to attend the Annual General Meeting of K+S Aktiengesellschaft. In order to ensure that you receive your admission ticket in time, your order should be received by your depositary bank as soon as possible.

With your admission ticket you can:

- attend the Annual General Meeting in person,
- authorize a person of your choice to attend it,
- authorize the company's voting proxies to attend it and issue instructions to them,
- using the electronic Proxy and Instruction System, authorize a third party to attend it or authorize the company's voting proxies to attend it and issue instructions to them.

## **2 Attending the Annual General Meeting**

### **2.1 Personally attending the Annual General Meeting**

You can personally attend the Annual General Meeting with your admission ticket. To attend the Annual General Meeting, we ask you to present your admission ticket at the admission counter.

In order to establish complete presence, we ask you to present all admission tickets in your possession to us.

The meeting rooms open at 08:30 hours on 11 May 2010. In the interest of all attendants, reasonable security measures will be implemented. We ask you not to carry any dangerous objects. In order to avoid unnecessary delays and waiting times at the admission check-in points, it is recommended that you appear early.

Shareholders may use regional public transport free of charge to travel to and from the event location within the integrated public transport system of Nordhessischer Verkehrsverbund. In addition, you will find a map and travel information for drivers in the invitation; we would like to point out, however, that parking spaces at the event location are limited.

### **2.2 Attendance of an authorized person of your choice**

The voting right may also be exercised by a person of your choice, a bank, or a shareholders' association authorized by you.

Granting the power of attorney, revoking it, and proof of authorization vis-à-vis the company generally require the text form. The revocation may, however, also be effected by the share-

holder attending the Annual General Meeting in person.

If you want to authorize a third party, the proxy statement printed on the admission ticket can be used. Please sign it and hand the admission ticket to your representative. Alternatively, you may also use the System for electronic transmission of the power of attorney and instructions on our website that is explained under Clause 4 below.

We would like to point out that proper registration and proof of shareholding by the depository institution are also required when authorizing someone else.

If the shareholder authorizes more than one person, the company may reject one or several of them.

### **3 Proxy voting by the proxies nominated by the company**

The company offers those shareholders unable to attend the Annual General Meeting themselves to be represented by the instruction-bound voting proxies of the company (Mrs. Kriemhilde Wenk, Lohfelden, and Mr. Andreas Scholz, Kassel).

The corresponding section on the admission ticket, which will be mailed to you after proper registration through the depository institution, may be used to issue power of attorney and instructions to the voting proxies nominated by the company.

Please send the power of attorney and instructions to the company's voting proxies to:

K+S Aktiengesellschaft  
Investor Relations  
Postfach 10 20 29  
34111 Kassel  
Fax: +49 (0)561 9301 2425

Alternatively, you can also use the System for electronic transmission of the power of attorney and instructions on our website that is explained under Clause 4 below.

You remain entitled to attend the Annual General Meeting in person even after issuing power of attorney and instructions to the company's voting proxies. The personal registration by you or your representative at the check-in point to the Annual General Meeting constitutes a revocation of the power of attorney and instructions to the company's voting proxies.

Please note that the power of attorney and instructions to the company's voting proxies include only an instruction-bound exercise of the voting right. No further instructions, such as e.g. to submit motions, questions, or make statements, can be issued to the company's voting proxies.

In the absence of explicit instructions, the power of attorney and instructions to the company's voting proxies do not include any votes on further motions such as counter-motions or procedural motions. These votes will be counted as abstentions in these cases. If you wish to exercise shareholder rights beyond what is described above, you have to exercise your rights yourself or authorize a third person.

## **4 System for electronic transmission of the power of attorney and instructions**

The company offers an Internet-based system for electronically submitting the power of attorney and issuing instructions or, as the case may be, revoke them. The number on the admission ticket is required to use this system. The admission ticket will be mailed out by the depositary institution after completed registration.

Granting power of attorney to a third party or, as the case may be, issuing power of attorney and instructions to the company's voting proxies electronically must be done no later than on the day of the Annual General Meeting by the time the voting begins.

### **4.1 Initial registration in the system**

You can reach our electronic Proxy and Instruction System via the link "System for electronic transmission of the power of attorney and instructions" on the company's website under <http://www.k-plus-s.com/en/ir/hauptversammlung>.

To log in, you need your admission ticket that will be mailed to you by your depositary bank after proper registration. Please enter the five-digit admission ticket number printed above the bar code as well as the single-digit verification number first. Enter this information exactly as printed on the admission ticket, and then click the field "Login" on your screen to continue the dialog.

Please enter the required information in the following fields exactly as stated on your admission ticket. This also applies to any incorrect spelling of your name or place of residence. Please make sure not to enter any titles or additions to your name etc. Please click on the field "Continue" on your screen in order to continue the dialog.

You receive a personal eight-digit access code next, which you should write down. You will need this access code together with the admission ticket number and the verification number for future logins.

After confirming that you acknowledge our legal information as well as the exclusion of liability, you can issue your power of attorney and instructions to the company's voting proxies or authorize a third party.

### **4.2 Issuing power of attorney and instructions electronically to the company's voting proxies**

Under the item "Power of Attorney and Instructions to the Company's Voting Proxies", you have the opportunity to issue power of attorney and instructions to the voting proxies nominated by the company for the Annual General Meeting of K+S Aktiengesellschaft on 11 Mai 2010. First of all, you have to confirm the option "Power of Attorney and Instruction". When you subsequently issue the instruction, you can either consent to all of the management's proposals or issue an instruction for each of the individually listed agenda items (please click on "yes", "no", or "abstention" accordingly). You can read any shareholder motions that have been received and have to be made available on the Internet under <http://www.k-plus-s.com/en/ir/hauptversammlung>. You can support a counter-motion, which is exclusively aimed at rejecting the relevant proposal of the management, by issuing a voting instruction contrary to the proposal of the management. After entering all instructions, please click on "confirm instructions".

Your instructions are now shown for verification. To confirm them, please click on “Issue Power of Attorney and Instructions”, otherwise click on “Change Instructions”. The following instruction confirmation can then be printed out.

You can now leave the Internet-based Proxy and Instruction system by clicking on “Logout”.

Please repeat the process for any additional admission tickets you may have.

### **4.3 Issuing power of attorney electronically to a third party**

Under the item “Issue Power of Attorney to Third Parties”, please enter the name and place of residence of the proxy and choose “Issue Power of Attorney”. Afterwards, you receive a confirmation of the power of attorney granted, which you can print out for documentation purposes. Please hand your admission ticket or a printout of the confirmation about the power of attorney to your proxy in order to facilitate registration at the check-in counters of the Annual General Meeting.

You can now leave the Internet-based Proxy and Instruction system by clicking on “Logout”.

### **4.4 Revoking powers of attorney and changing instructions over the Internet**

You can revoke your power of attorney and/or change your instructions. You can access the Proxy and Instruction System again by entering the five-digit number on your admission ticket, the single-digit verification number, and your personal eight-digit access code from your first login.

Issued powers of attorney can be revoked and issued instructions can be changed no later than on the day of the Annual General Meeting by the time the voting begins.

### **4.5 Technical requirements**

To use the Internet-based Proxy and Instruction system, your browser has to support 128-Bit-SSL encryption. If this is not supported by your browser, download a current version of Mozilla/Firefox ([www.mozilla-europe.org/de](http://www.mozilla-europe.org/de)) or Microsoft Internet Explorer ([www.microsoft.com](http://www.microsoft.com)), which are available on the Internet. The Proxy and Instruction System will be opened in a separate window. If this should not happen, please ensure that your browser’s internal pop-up blocker permits this access. You can find further details in your browser’s online help.

## **5 Shareholder’s Meeting Hotline**

If you have questions regarding our electronic Proxy and Instruction System, please contact our Annual General Meeting hotline under: +49-(0)89/30903-6343.

## **6 Legal Information**

### **6.1 Powers of attorney and instructions to the company’s voting proxies**

You remain entitled to attend the Annual General Meeting in person even after issuing power of attorney and instructions to a third party or the company’s voting proxies. Please note that your power of attorney and any instructions are revoked by your personal attendance at the Annual General Meeting.

If you have issued power of attorney and instructions to the company's voting proxies in time both in text form and electronically, we will consider only the instructions over the Internet exclusively binding, irrespective of the date we receive them.

## **6.2 Use of the Internet service**

When receiving the admission ticket, please see to it that the envelope is not damaged. Please store the personal eight-digit access code from the initial login to the electronic Proxy and Instruction System carefully. If you suspect any abuse of the online use, please contact our hotline +49-(0)89/30903-6343.

You can issue, document, or revoke electronic powers of attorney over the Internet until the day of the shareholders meeting by the time the voting begins. You can also change instructions to the company's voting proxies until that time. Any electronic powers of attorney and instructions received later will no longer be taken into account.

No requests to speak or questions from shareholders will be accepted over the Internet.

The stability and availability of the Internet-based Proxy and Instruction System for the Annual General Meeting as well as the Internet broadcast of the statements of the chairman of the Supervisory Board and of the Board of Executive Directors at the beginning of the meeting may be subject to fluctuations and interruptions according to the state of technology. Neither K+S Aktiengesellschaft nor the voting proxies can influence the availability, operability, stability, and reliability of the telecommunications network and any third-party Internet services used. If in spite of all security precautions we should not experience unauthorized interference with the Internet system by third parties, we reserve the right to interrupt its use or end it prematurely without further announcement. In this case, only those powers of attorney and instructions will be taken account where manipulation can be ruled out.

## **6.3 Exclusion of liability**

We do not assume any warranty or liability for the operability, availability, stability, and reliability of the Internet-based Proxy and Instruction System and for the access to the System.

Irrespective thereof, K+S Aktiengesellschaft does not assume any liability for the third-party Internet services and network elements used. Furthermore, we do not assume any responsibility for defects and errors of the hard- and software used for the exercise of the voting right over the Internet including those of the service companies employed.

The exclusion of liability does not apply to the extent that K+S Aktiengesellschaft or its vicarious agents have acted intentionally or with gross negligence.

## **6.4 Data Protection**

Your data will be collected, stored, processed, and used exclusively for purposes of issuing proxy and instructions. Because of the documentation obligations under stock corporation law, your registration and proxy data will be stored by us for at least three years.

Kassel, March 2010  
Kind regards  
K+S Aktiengesellschaft