

## **Explanation of Items of the Agenda on which no resolution will be adopted**

---

**K+S Aktiengesellschaft  
Kassel  
Ordinary Shareholders' Meeting**

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



**Wachstum erleben.**

## **No resolution will be adopted on Item 1 of the Agenda**

Presentation of the approved annual financial statements of K+S Aktiengesellschaft, of the approved consolidated financial statements, of the management report, of the group management report, and of the supervisory board's report, in each case for the 2009 financial year, as well as the explanatory report concerning the information pursuant to Sections 289 paragraph 4 or, as the case may be, 315 paragraph 4 of the German Commercial Code (HGB), since the law does not provide for the adoption of a resolution about the approved annual financial statements and the other documents. The resolution about the appropriation of the balance sheet profit is adopted under Item 2 of the Agenda.

### **Underlying statutes:**

Section 175 paragraph 1 of the German Stock Corporation Act (hereinafter AktG):

“Without undue delay after receipt of the supervisory board's report, the management board shall give notice of a shareholders' meeting to receive the approved annual financial statements and the management report, individual accounts approved by the supervisory board pursuant to Section 325 paragraph 2a of the German Commercial Code, and to adopt a resolution on the appropriation of a balance sheet profit, in the case of a parent company (Section 290 paragraph 1, 2 of the German Commercial Code) also to receive the consolidated financial statements and group management report approved by the supervisory board. The shareholders meeting shall be held within the first eight months of the financial year.”

Section 175 paragraph 2 AktG:

“The annual financial statements, individual account approved by the supervisory board pursuant to Section 325 paragraph 2a of the German Commercial Code, the management report, the supervisory board's report, and the management board's proposal for the appropriation of the balance sheet profit shall be displayed for inspection by the shareholders in the offices of the company from the date of notice of the meeting. Upon request, a copy of the presentation shall be issued to each shareholder without undue delay. In the case of a parent company (Section 290 paragraph 1, 2 of the German Commercial Code), sentences 1 and 2 also apply to the consolidated financial statements, the group management report, and the supervisory board's report about these. The obligations pursuant to sentences 1 to 3 do not apply, if the documents referred to there are available over the company's website for throughout the same period.”

Section 176 paragraph 1 AktG:

“The management board shall make the documents specified in § 175 paragraph 2 and, in the case of listed companies, an explanatory report on the statements pursuant to § 289 paragraph 4, § 315 paragraph 4 of the German Commercial Code available to the shareholders' meeting. At the beginning of the meeting, the management board shall comment on the documents that have been presented by it and the chairman of the supervisory board shall comment on the report of the supervisory board. In this context, the management board shall also comment on any annual net loss or any loss that has materially adversely affected the annual result. Sentence 3 shall not apply to credit institutions.”

Section 174 AktG:

(1) The shareholders' meeting shall decide about the appropriation of distributable profits. In this context, the annual financial statements as approved shall be binding on the shareholders' meeting.

(2) The resolution shall specify in detail the appropriation of the balance sheet profit, including in particular the following

1. the balance sheet profit;
2. the amount or value of the property to be distributed to the shareholders;
3. the amounts to be transferred to the profit reserves;
4. any profit carried forward;
5. any additional expense resulting from such resolution.

(3) The resolution does not result in a change of the approved annual financial statements.”

Kassel, 25 March 2010

The Board of Executive Directors  
K+S Aktiengesellschaft  
with registered seat in Kassel