

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, 15 May 2019, 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 2018 financial year, as well as of the explanatory report of the Board of Executive Directors concerning the information under Sections 289a (1) and 315a (1) 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 at 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.

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 2018 financial year is appropriated as follows:

Payment of a dividend of EUR 0.25 per share for 191,400,000 no-par value shares entitled to dividends	EUR 47,850,000.00
<u>Profit carried forward</u>	<u>EUR 26,636,609.86</u>
Accumulated profit	EUR 74,486,609.86

The right to dividend payout per qualifying share is due on the third business day after the resolution by the Annual General Meeting according to Section 58 (4) Sentence 2 of the German Stock Corporation Act (AktG) will be adopted.

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 2018 financial year.

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

The Board of Executive Directors and the Supervisory Board propose that the actions of the members of the Supervisory Board be ratified for the 2018 financial year.

5. Election of the auditor for the 2019 financial year

Upon recommendation of its Audit Committee, the Supervisory Board proposes to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hanover/Germany, as auditor for the financial statements and consolidated financial statements for the 2019 financial year.

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, 8 May 2019, 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 by using the online service. The online service is available by the K+S shareholder portal at www.k-plus-s.com/agm or by the shareholder app "BetterSmart" (available free of charge through common app-marketplaces). Shareholders who would like to register online will require their shareholder number and related access password in order to do so. Those shareholders who have already submitted a password of their choice in the K+S shareholder portal, must use this password. All other shareholders who are entered in the share register will receive their shareholder number and a related access password together with the invitation letter to the Annual General Meeting. Registrations may also be sent to the following address:

K+S Aktiengesellschaft
c/o Better Orange IR & HV AG
Postfach 21 04 22
80674 München/Deutschland

Telefax: +49 89 889 6906-33

E-mail: k-plus-s-hv2019@better-orange.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 at **www.k-plus-s.com/agm**.

Shareholders may request an admission ticket to the Annual General Meeting when registering. Shareholders who use the online service for registration have the option to issue their admission ticket directly.

Unlike registration for the Annual General Meeting, an admission ticket is not a prerequisite for attendance, but merely serves to simplify 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) and (10) of the German Stock Corporation Act (AktG).

The shareholdings entered in the share register at midnight on 9 May 2019 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 even after completing their registration. Applications for transfers in the share register, reaching the Company after 0:00 a. m. on 9 May 2019 and before the end of the Annual General Meeting on 15 May 2019, will only be implemented in the Company's share register with effect from after the Annual General Meeting on 15 May 2019.

Holders of American Depositary Receipts (ADRs) are asked to 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 8 May 2019 at the latest, will be entitled personally or by proxy, to exercise their voting rights using the postal voting procedure.

Votes can be cast by using the online service in accordance with the procedure defined by the Company. Votes can also be sent to the following address:

K+S Aktiengesellschaft
c/o Better Orange IR & HV AG
Postfach 21 04 22
80674 München/Deutschland
Telefax: +49 89 889 6906-33
E-mail: k-plus-s-hv2019@better-orange.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 14 May 2019. 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 can be subsequently changed by the online service or by the above-mentioned contact data before 6:00 p. m. on 14 May 2019.

Postal votes can be revoked by the online service or by the above-mentioned contact data before 6:00 p. m. on 14 May 2019 or by attending the Annual General Meeting in person and issuing a declaration in text form there.

Authorized 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 of the shareholders is also required in this case.

The granting of a power of attorney, the revocation of such, and proof of authorization to the Company must be in text form and may be sent to the Company by using the online service in accordance with the procedure determined by the Company. Documents can also be sent to the following address:

K+S Aktiengesellschaft
c/o Better Orange IR & HV AG
Postfach 21 04 22
80674 München/Deutschland
Telefax: +49 89 889 6906-33
E-mail: k-plus-s-hv2019@better-orange.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 along 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 authorization may occur by the online service, by the above-mentioned contact data 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 by the online service or to the above-mentioned contact data. 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.

Issued powers of attorney and instructions can be changed by the online service, by the above-mentioned contact data or by attending the Annual General Meeting in person and issuing a declaration in text form there.

If a shareholder authorizes 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 EUR 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 14 April 2019. Please send requests to amend the Agenda to the following address:

K+S Aktiengesellschaft
Investor Relations
Bertha-von-Suttner-Straße 7
34131 Kassel/Deutschland

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 30 April 2019.

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 30 April 2019.

We will make countermotions 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 countermotions and nominations from shareholders must be sent to:

K+S Aktiengesellschaft
Investor Relations
Bertha-von-Suttner-Straße 7
34131 Kassel/Deutschland
Telefax: +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 and to the situation of the Group and to the companies included in the consolidated financial statements.

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 also available over the telephone at +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**.

8. Data privacy information

Detailed information about the processing of personal data of the shareholders through the K+S Aktiengesellschaft as well as the rights of the shareholders according to the applicable data protection laws are published at **www.k-plus-s.com/agm** and will gladly be made available upon request. The request is to be made to:

K+S Aktiengesellschaft
Investor Relations
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Kassel/Germany, March 2019

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