

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

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Ordinary Annual General Meeting of K+S Aktiengesellschaft

on Wednesday, 15 May 2019, 10:00 a.m.,  
in the Kongress Palais Kassel – Stadthalle,  
Holger-Börner-Platz 1, 34119 Kassel, Germany



Dear Shareholders,

We are pleased that you are interested in the Annual General Meeting of K+S Aktiengesellschaft on 15 May 2019, 10:00 a.m., at the Kongress Palais Kassel - Stadthalle, Holger-Börner-Platz 1, 34119 Kassel.

To attend the Annual General Meeting in person and exercise your voting rights, to vote by postal voting, to authorize a third party or to authorize the Company's proxies in accordance with instructions, you must have registered for the Annual General Meeting by 12:00 a.m. on 8 May 2019, as described under item 1 below, and be entered in the share register for the registered shares. The number of shares entered in the share register by 12:00 a.m. on 8 May 2019 is authoritative for the exercise of participation and voting rights, as there are no changes in the share register between this time and the end of the Annual General Meeting.

The shares are not blocked by the registration for the Annual General Meeting; shareholders can therefore continue to freely access their shares even after the registration has been completed.

## 1 Registration

You can register with the online service, which can be accessed on the K+S shareholder portal on the website [www.k-plus-s.com/hv](http://www.k-plus-s.com/hv) or via the shareholder app "BetterSmart" - available free of charge from the usual app marketplaces - (see item 1.1) or through the registration form by post, fax or e-mail (see item 1.2).

If you register to receive the Annual General Meeting documents for the following years by e-mail with the online service, thereby helping us to reduce the burden on the environment and save costs, you will automatically take part in the [draw for 10 Amazon vouchers of EUR 100.00 each](#).

### 1.1 Registration by using the online service

Shareholders of K+S Aktiengesellschaft have the opportunity to register for the Annual General Meeting with the online service, to issue or order their admission tickets, to exercise their voting rights by postal voting or to be represented by proxy and, if necessary, by way of instructions. You can submit and/or change postal votes until 6:00 p.m. on 14 May 2019. You may issue and/or change instructions to the Company's proxies on the day of the Annual General Meeting until the end of the speech by the Chairman of the Board of Executive Directors.

To access the online service, you need your shareholder number and the corresponding access password. The shareholder number will be sent to all shareholders together with the letter inviting them to the Annual General Meeting. Those shareholders who have already entered a password of their choice in the K+S shareholder portal or in the "BetterSmart" shareholder app must use their own password. All other shareholders entered in the share register will

additionally receive an associated access password with the letter inviting them to the Annual General Meeting. If you are entered in the share register with several shareholder numbers, you will need a separate access password for each shareholder number; registration via the online service must be carried out separately for each shareholder number.

Our telephone hotline staff will also be happy to help you at +49 89 889 6906-50, Monday to Friday from 8:00 a.m. to 6:00 p.m.

Further information on the use of the K+S shareholder portal and the "BetterSmart" shareholder app can be found under item 5.

### 1.2 Registration by registration form

A registration form will be sent to all shareholders entered in the share register together with the letter inviting them to the Annual General Meeting. If you do not wish to register for the Annual General Meeting via the online service (see items 1.1 and 5), please submit the completed form to:

K+S Aktiengesellschaft  
c/o Better Orange IR & HV AG  
80674 München, Germany  
Fax: +49 89 889 6906-33  
E-Mail: k-plus-s-hv2019@better-orange.de

An addressed return envelope is enclosed with the letter. [Please complete only the front or back of the form.](#)

You have the option

- for registering yourself to attend the Annual General Meeting in person or authorizing a person you trust to do so on the front of the form, or
- to vote directly by postal voting or to issue a power of attorney with instructions to the proxies of K+S Aktiengesellschaft on the back of the form.

Further information on the use of the form is enclosed. Please consider the postal delivery times and return the registration form in time. If you have received more than one registration form, please return all completed forms.

### 1.3 Notes on different ways of voting/modes of transmission

Please note that proxy/instructions will always be given priority when postal votings and proxy/instructions are received. If, in addition, different voting instructions are received by different means of transmission and it is not possible to determine which vote was last cast, these will be taken into account by the Company in the following order: 1) by online service, 2) by e-mail, 3) by fax, and 4) in paper form.

## 2 Attending the Annual General Meeting

### 2.1 Attending the Annual General Meeting in person

After timely registration, shareholders will receive an admission ticket to the Annual General Meeting. Shareholders who register via the online service have the opportunity to issue their admission tickets themselves directly.

Contrary to the registration for the Annual General Meeting, the admission ticket is not a prerequisite for participation, but merely serves to simplify the procedure at the admission controls for access to the Annual General Meeting.

The meeting rooms will be open starting from 8:30 a.m. on 15 May 2019. Appropriate security checks will be carried out in the interest of all participants. Please do not carry any harmful objects with you. In order to avoid unnecessary delays and waiting times at the admission checkpoints, it is advisable to arrive early.

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

Voting rights can also be exercised by a person you trust.

Power of attorney can be granted to a third party via the online service (see items 1.1 and 5). Alternatively, the front of the registration form can be used (see item 1.2). If desired, the admission ticket will be sent directly to the proxy. In addition, the power of attorney printed on the admission ticket may be used to authorize the proxy. Please sign it and hand over the admission ticket to your representative.

Please make sure whether and under what conditions the authorized representative is prepared to represent you. In this case, K+S Aktiengesellschaft has no influence on whether your votes are actually represented at the Annual General Meeting. If you authorize more than one person or representative, K+S Aktiengesellschaft may reject one or more of them.

The granting of the power of attorney, its revocation and proof of the power of attorney to the Company generally require text form. On the day of the Annual General Meeting, the granting of the power of attorney, its revocation and proof of the authorization can still be provided until the end of the speech by the Chairman of the Board of Executive Directors via the online service, the contact data specified under item 1.2, or until the end of the general debate at the check-in counters of the Annual General Meeting.

## 3 Postal voting

Shareholders may cast their votes in writing or by means of electronic communication, even without attending the Annual General Meeting (postal voting).

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Only those registered shareholders - in person or by proxy - are entitled to exercise their voting rights by postal voting who have registered for the Annual General Meeting no later than 12:00 a.m. on 8 May 2019 as described under item 1.

Shareholders may cast their postal votes via the online service (see items 1.1 and 5). Alternatively, the reverse side of the registration form can be used (see item 1.2).

Postal votes must be received by the Company no later than 6:00 p.m. on 14 May 2019. If there is an individual vote on an item on the agenda, one vote shall be cast for each individual sub-item. Votes cast in due time by postal voting may subsequently be changed until 6:00 p.m. on 14 May 2019 via the online service or via the above-mentioned contact data.

If postal votes are received by different means of transmission with different voting specifications, these will be taken into account in the order in which they are received by the Company.

#### **4 Proxy voting by the proxies nominated by the Company**

If you do not attend the Annual General Meeting yourself and do not authorize a third party, you can have your voting right exercised by the proxies of the Company, Ms. Gesa Segel, Kassel, and Mr. Martin Heistermann, Kassel.

The proxies nominated by the Company will exercise the voting right exclusively on the basis of the instructions given by the shareholder. Please note that the proxies nominated by the Company will not accept any instructions to speak, to file objections to resolutions of the Annual General Meeting or to ask questions or submit motions.

In the absence of express instructions, proxies and instructions to proxies of the Company do not include voting on further motions such as countermotions or procedural motions. If you wish to exercise your shareholder rights beyond the scope described above, you must exercise your rights yourself or authorize a third party to do so.

Proxies and instructions to the proxies nominated by the Company can be issued via the online service (see items 1.1 and 5). Alternatively, you can use the back of the registration form (see item 1.2).

Even after granting power of attorney and issuing instructions to the Company's proxies, you are still entitled to attend the Annual General Meeting in person. On the day of the Annual General Meeting, the granting of the power of attorney, its revocation and proof of the power of attorney can still be provided until the end of the speech by the Chairman of the Board of Executive Directors via the online service, the contact data specified under item 1.2, or until the end of the general debate at the entrance counters to the Annual General Meeting.

If proxy/instructions are received by different means with different instructions, the proxy/instructions issued will be taken into account in the order in which they are received by the Company.

## 5 Online service

Please note the following:

Those shareholders who have already submitted an access password of their choice to the K+S shareholders' portal or to the "BetterSmart" shareholders' app must use it. All other shareholders entered in the share register will receive their shareholder number and a corresponding access password together with the letter inviting them to the Annual General Meeting. After the initial registration, you can assign an individual password.

### 5.1 Access to the online service

Please log into the K+S shareholder portal at [www.k-plus-s.com/hv](http://www.k-plus-s.com/hv) or the "BetterSmart" shareholder app using your shareholder number and your individual access password. You will find your shareholder number under "Notes" on the back of your letter of invitation, which you received together with your registration documents and the invitation to the Annual General Meeting. If you have not yet entered an access password of your choice in the K+S shareholder portal or in the "BetterSmart" shareholder app, you will also find the corresponding access password there. Those shareholders who have registered to receive the Annual General Meeting documents by e-mail will receive the corresponding access password electronically.

- In the K+S shareholder portal or in the "BetterSmart" shareholder app you have the opportunity to change your communication settings and to register for the e-mail dispatch of the Annual General Meeting documents for subsequent years. In doing so, you will help us save costs, reduce the burden on the environment, and automatically take part in the [draw for 10 Amazon vouchers of EUR 100.00 each](#).
- Here, you can also create a new password. Please note your shareholder number and password in a safe place, as you will have to re-enter them each time you use the K+S shareholder portal or the "BetterSmart" shareholder app.
- Finally, please agree to the terms of use of the online service.

Our telephone hotline staff will also be happy to help you at +49 89 889 6906-50, Monday to Friday from 8:00 a.m. to 6:00 p.m.

### 5.2 AGM online service at K+S shareholder portal or in the "BetterSmart" shareholder app

From the registration page, click on "Next" to go to the Annual General Meeting area of the K+S shareholder portal or the "BetterSmart" shareholder app.

Here, you can easily

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- register for the Annual General Meeting and order/issue/cancel admission tickets (see 5.2.1),
- request or revoke an admission ticket with power of attorney for a person you trust (see 5.2.1), or
- vote directly by postal voting or issue, amend, revoke proxy/instructions to the proxies nominated by the Company (see 5.2.2).

If you have several shareholder numbers and have therefore received several invitations to the Annual General Meeting, please note that all your voting rights can only be considered if you register the voting rights for each shareholder number.

A number of shares recorded in the K+S shareholder portal or in the "BetterSmart" shareholder app before 00:00 a.m. on 9 May 2019 is provisional and will be adjusted until this date in accordance with any changes entered in the share register. Your registration for the Annual General Meeting, your postal votes, your power of attorney and instructions to the proxies nominated by the Company or your power of attorney to a person you trust relate to the number of shares entered in the share register at 00:00 a.m. on 9 May 2019 under the corresponding shareholder number.

Please note that the following information applies exclusively to the use of the K+S shareholder portal or the "BetterSmart" shareholder app. This does not affect the conditions for exercising your shareholder rights by other means.

We recommend that you start your electronic registration in time to ensure that in the event of a technical problem, you can still register by sending the completed form by the closing date.

Votes can be cast by postal voting after timely registration via the online service by 6:00 p.m. on 14 May 2019 at the latest. The electronic power of attorney and instructions to the Company's proxies or the power of attorney of a person you trust can be issued via the online service until the end of the speech by the Chairman of the Board of Executive Directors on the day of the Annual General Meeting at the latest.

We would like to point out that postal votes and powers of attorney and instructions issued via the online service may be changed with this system or with the above address and revoked there, or by personal attendance of the Annual General Meeting.

**5.2.1 Registration for the Annual General Meeting and ordering/issuing of admission tickets and, if applicable, granting power of attorney to a person you trust**

Your registration for the Annual General Meeting must be received by 12:00 a.m. on 8 May 2019 (registration deadline). If your portfolio of shares has been registered by this date, you can order/issue admission tickets for yourself or an authorized third party. In addition, you may grant a power of attorney to a person you trust and cancel admission tickets you have already ordered and instead exercise your voting right by postal voting, or issue a power of attorney and instructions to the Company's proxies.

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If several shareholders are entered in the share register under one shareholder number (e.g. spouses, joint heirs), the rights arising from the shares can only be exercised by a joint representative. If you are such a joint representative and use the online service, you identify yourself as the authorized user, i.e. you as the user ensure that you as the declaring party are internally authorized to make the declaration.

If you have registered your shares to attend the Annual General Meeting by 12:00 a.m. on 8 May 2019 you may also grant or amend "proxy to third parties". This is possible via the online service until the end of the speech by the Chairman of the Board of Executive Directors on the day of the Annual General Meeting. To grant proxy, please enter the name and place of residence of the proxy and select "Issue". You can then issue the admission ticket with power of attorney or have it sent to you by e-mail or post. To facilitate registration, please hand over the admission ticket with proxy to your proxy at the registration desks of the Annual General Meeting if you have not had it sent directly to the proxy.

Please make sure that your authorized representative is prepared to represent you and, if so, under what conditions. Please note that in this case, K+S Aktiengesellschaft has no influence on whether your votes are actually represented at the Annual General Meeting.

If you authorize more than one person or representative, K+S Aktiengesellschaft may reject one or more of them.

The power of attorney comprises the revocation of a previously granted power of attorney and the exercise of all rights relating to the meeting, including the granting of a sub-power of attorney.

Even after granting a power of attorney to a third party, you are entitled to attend the Annual General Meeting in person. In principle, all proxies are revoked through the personal participation of the proxy giver at the Annual General Meeting.

Processing is based on the assumption that the declarant(s) is/are authorized to make the declaration.

### **5.2.2 Postal voting or granting power of attorney and instructions to the Company's voting proxies**

Under the items "postal voting" or "power of attorney and instructions to the Company's proxies" you have the opportunity to exercise your voting rights by postal voting no later than 6:00 p.m. on 14 May 2019. Proxies and instructions to the proxies appointed by K+S Aktiengesellschaft can be issued until the end of the speech by the Chairman of the Board of Executive Directors on the day of the Annual General Meeting.

For this purpose, you can either approve/reject the proposal(s) of the administration as a whole or vote on each individual agenda item or issue instructions (click on "Yes" or "No" accordingly). Any shareholder motions that may be available and which are to be made



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accessible can be viewed on the internet at [www.k-plus-s.com/hv](http://www.k-plus-s.com/hv). You can endorse a counterproposal which is directed exclusively at rejecting the respective proposal of the management by issuing a voting instruction contrary to the management proposal.

Please check your data on the following preview. The confirmation displayed can then be issued.

If there are individual votes on summarized resolution proposals under an agenda item, your voting instructions shall apply accordingly to the individual resolution proposals.

If necessary, please repeat the procedure for any further shareholder numbers.

Processing is based on the assumption that the declarant(s) is/are authorized to make the declaration.

If postal votings or proxy/instructions are received by different means of transmission with different instructions, the postal votings or proxy/instructions issued will be taken into account in the order in which they are received by the Company. Changes to postal votes or proxies and instructions to the proxies nominated by the Company may be made via the online service or via the contact data specified under item 1.2 until the end of the speech by the Chairman of the Board of Executive Directors on the day of the Annual General Meeting.

Even after exercising your voting rights by postal voting or granting power of attorney to the Company's proxies, you are still entitled to attend the Annual General Meeting in person. In principle, all postal votes and proxies will be revoked by personal attendance of the proxy giver at the Annual General Meeting.

### **5.3 General user instructions**

When you receive your admission ticket, please make sure that it is not damaged.

Please keep your personal access data, which you have assigned during the initial registration to use the online service, secure and make sure that no third party uses your access. Always end the K+S shareholder portal with the "Log off" button provided for this purpose.

If you suspect abuse of online use, please contact the telephone hotline at +49 89 889 6906-50 to have your password blocked.

If you have forgotten your password, you can have a new one sent to you via the K+S shareholder portal or the "BetterSmart" shareholder app. The old password will be reset accordingly.

No requests to speak or questions from shareholders will be accepted via the online service.

The stability and availability of the online service for the Annual General Meeting as well as the internet broadcast of the Annual General Meeting until the end of the speech of the Chairman of the Board of Executive Directors may be subject to fluctuations and interruptions according to the state of technology. Neither K+S Aktiengesellschaft nor the proxies have any influence on the availability, functionality, stability and reliability of the telecommunications network and the internet services of third parties used. Should we detect unauthorized external influences on the internet system despite all the security precautions that have been taken, we reserve the right to interrupt or prematurely terminate its use without further notice. In this case, only those powers of attorney and instructions, which can be excluded from manipulation, will be considered.

#### 5.4 Technical prerequisites

In order to use the K+S shareholder portal, your internet browser must support 128-bit SSL encryption. If your browser does not support this, current versions of Mozilla/Firefox ([www.mozilla.org](http://www.mozilla.org)), Microsoft Internet Explorer ([www.microsoft.com/germany](http://www.microsoft.com/germany)) or the Google Chrome browser ([www.google.com/chrome](http://www.google.com/chrome)) are available for download on the internet.

To use the "BetterSmart" shareholder app, you need a smartphone or tablet with Android 7 (or higher) or iOS 10 (or higher). You can download the "BetterSmart" shareholder app from the App Store® or Google Play to your smartphone or tablet.

## 6 Telephone hotline

If you have any questions regarding the online service, please contact our shareholder service at +49 89 889 6906-50, Monday to Friday from 8:00 a.m. to 6:00 p.m.

## 7 Disclaimer

K+S Aktiengesellschaft assumes no warranty or liability for the functionality, availability, stability and reliability of the K+S shareholder portal or the "BetterSmart" shareholder app.

Irrespective of this, K+S Aktiengesellschaft assumes no liability for the internet services and network elements used by third parties. Furthermore, K+S Aktiengesellschaft assumes no responsibility for errors and deficiencies in the hardware and software used to exercise voting rights via the internet, including those of the service companies used.

The exclusion of liability does not apply in the event of intent or gross negligence on the part of K+S Aktiengesellschaft or its agents.

## 8 Data protection

Your data will be collected, stored, processed and used exclusively for the purpose of electronic registration for the Annual General Meeting or for issuing proxies and instructions. Due to the obligations under the German Stock Corporation Act to provide evidence, your registration and power of attorney data will be stored in accordance with the statutory retention periods. More detailed information can be found in the data protection declaration in the K+S shareholder portal or in the “BetterSmart” shareholder app.

Kassel, March 2019

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