



## ***Policy Regarding Communications with the Board of Directors***

<b>Effective Date:</b>	July 19, 2013
<b>Policy Number:</b>	
<b>Policy Owner – Name/Title:</b>	Richard L. Mack, Executive Vice President, General Counsel, and Corporate Secretary
<b>Review Due Date:</b>	March 1, 2014

### **1. Purpose/Objective**

The **Governance Committee** of the **Board** of the **Company** believes that accessibility to the members of the **Board** is an important element of the **Company's** corporate governance practices. The **Governance Committee** has also determined that the **Company's** General Counsel will serve as a confidential intermediary between security holders or other interested parties and the **Board**.

### **2. Policy Scope**

This policy applies to all communications between security holders or other interested parties and the **Board**.

### **3. Administration**

- a. The **Board** administers this Policy.
- b. The **Governance Committee** believes that open communication is best achieved by offering security holders or other interested parties the following methods of communication with the **Board**:
  - i. For communications referenced in the **Company's** Code of Business Conduct and Ethics (available on the **Company's** website: [www.mosaicco.com](http://www.mosaicco.com)), via the **Company's** toll-free telephone number at (877) 261-2609 inside the United States, or by collect call to (503) 726-3224 outside the United States, both of which are monitored by the Office of the General Counsel;
  - ii. Via written communication in care of the General Counsel at the address of the **Company's** executive offices;
  - iii. For communications relating to accounting, internal accounting controls or auditing matters, via e-mail at the following address which will be accessed by the General Counsel on behalf of the **Audit Committee**:  
[auditchair@mosaicco.com](mailto:auditchair@mosaicco.com); and



- iv. Via e-mail at the following address which will be accessed by the General Counsel on behalf of the Board: [directors@mosaicco.com](mailto:directors@mosaicco.com).
- c. Any such communications by employees may be made on a confidential and/or anonymous basis. Security holders making such communications are encouraged to state that they are security holders and provide the exact name in which the shares are held and the number of shares held. It will be the responsibility of the General Counsel to process in a timely manner each such communication from security holders or other interested parties and to forward such communications as follows:
  - i. Communications addressed to the **Board** as a whole will be forwarded to the Chairman of the **Board**;
  - ii. Communications addressed to the presiding **Director** of the non-management **Directors'** private sessions or to the non-management **Directors** as a group will be forwarded to the **Director** designated by the Governance Committee;
  - iii. Communications addressed to a **Committee** of the **Board** will be forwarded to the **Chair** of such **Committee**.
  - iv. Communications addressed to an individual **Director** will be forwarded to such named **Director**; and
  - v. Communications relating to accounting, internal accounting controls or auditing matters will be forwarded to members of the **Audit Committee**.
- d. "Spam" such as advertising, solicitations for business, requests for employment or requests for contributions will not be forwarded.
- e. The General Counsel, or a member of his or her staff under his or her direction, may handle in his or her discretion, any communication that is described within any of the following categories, but he or she will provide a copy of the original communication to the Chairman of the **Board** (or to the **Chair** or the **Governance Committee**) and advise him or her of any action taken with respect to the communication:
  - i. Routine questions, complaints and comments that can be appropriately addressed by management;
  - ii. Routine invoices, bills, account statements and related communications that can be appropriately addressed by management;
  - iii. Surveys and questionnaires; and
  - iv. Requests for business contacts or referrals.
- f. Any communications not clearly addressed as set forth above will be forwarded to the Chairman of the **Board** for handling.
- g. The General Counsel, or a member of his or her staff under his or her direction, will maintain a summary log of all communications (other than those excluded as described above). At least quarterly, the General Counsel will provide to the Chairman of the **Board** (or to the **Chair** of the **Governance Committee**) a copy of all log entries made (to the extent any communications have been received) since the immediately preceding report was provided to him or her. The General Counsel will promptly provide to any **Director**, upon his or her request, a copy of any part of, or all of, the log.



- h. Any **Director** receiving such communications may, at his or her discretion, forward copies of any such communications to any other **Directors**, any **Board Committee**, the other non-management **Directors** or the entire **Board** for information and/or action as deemed appropriate.
- i. This Policy will be reviewed on an annual basis by the **Governance Committee** to determine whether any modifications or revisions are required or appropriate.

#### **4. Related Policies/References**

None.

#### **5. Definitions**

**Audit Committee** means the Audit Committee of the **Board**.

**Board** means the **Company's** Board of Directors.

**Chair** means the chairperson of a **Committee**.

**Committee** means a committee of the **Board**.

**Company** means The Mosaic Company.

**Director** means any member of the **Board**.

**Governance Committee** means the Corporate Governance and Nominating Committee of the **Board**.