



Related Person Transactions Approval Policy

Effective Date:	March 1, 2018
Policy Number:	
Policy Owner – Name/Title:	Mark J. Isaacson, Senior Vice President, General Counsel and Corporate Secretary
Review Due Date:	March 1, 2019

1. Purpose/Objective

- 1.1 The purpose of this policy is to provide guidance on the review, approval and ratification of Related Person Transactions as defined herein. In this regard, it should be noted that certain Related Person Transactions must be disclosed pursuant to Item 404(a) of Regulation S-K of the SEC in the Company’s filings with the SEC and that the rules of the SEC also require disclosure regarding the Company’s policies and procedures for the review, approval and ratification of such Related Person Transactions.
- 1.2 While it is expected that Related Person Transactions may occur, employees and Directors must nonetheless abide by the applicable provisions in the Company’s Code of Business Conduct and Ethics, which provides that personal conflicts of interest (i.e., when an individual’s private interests interfere in any way with the interests of the Company) are prohibited as a matter of Company policy, except under the guidelines approved by the Board, notwithstanding whether the conflict of interest would also require review under this policy.
- 1.3 In addition, SEC rules and New York Stock Exchange listing standards require the Board to assess whether relationships or transactions exist that may be relevant to the determination of the independence of the Directors. This independence determination is made by the Board in accordance with the Company’s Director Independence Standards (as in effect from time to time) and a Director’s independence may be affected by his or her engaging in a Related Person Transaction. In addition, in connection with any approval or ratification of a Related Person Transaction, the Board should consider whether a Director’s status as an “outside director” under Section 162(m) of the Internal Revenue Code or a “non-employee director” under the Exchange Act, if such non-employee director serves on the Compensation Committee, may be affected by his or her engaging in a Related Person Transaction.

2. Policy Scope

- 2.1 This policy applies to the review and approval of all Related Person Transactions. As used throughout this policy, “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

3. Administration

- 3.1 The Board administers this policy.



3.2 All Related Person Transactions are prohibited, unless approved or ratified by the Committee in accordance with the procedures set forth in this policy. A Related Person Transaction entered into without pre-approval of the Committee shall not be deemed to violate this policy so long as the transaction is brought to the Committee under this policy for ratification as promptly as reasonably practical after it is entered into or brought to the attention of the General Counsel, and shall not be invalid or unenforceable except as expressly provided Section 3.4.5 of this policy. Every Related Person Transaction to which the Company or any of its subsidiaries is a participant (*i.e.*, either the Company or any of its subsidiaries is a party to the transaction or benefits from the transaction) shall be deemed to include as a condition that it be approved or ratified in accordance with this policy, and each Director and Executive Officer shall be responsible for seeking pre-approval of each Related Person Transaction involving such person. Directors, Executive Officers and employees should consult with the General Counsel as to any questions of whether a transaction could be considered a Related Person Transaction, including the application of Item 404(a) of Regulation S-K.

3.3 Identification of Potential Related Person Transactions.

3.3.1 Related Person Transactions will be brought to the attention of the General Counsel and, ultimately, the Committee in a number of ways. Each of the Company's Directors and Executive Officers completes a questionnaire on an annual basis designed to elicit information about any potential Related Person Transactions. In addition, it is the responsibility of each Director and Executive Officer to bring any Related Person Transaction in which he or she is involved to the General Counsel for review and approval in accordance with this policy, and each Related Person who identifies a transaction that may constitute a Related Person Transaction under this policy and in which he or she is involved is required to bring the transaction to the attention of the General Counsel. In the event of an inadvertent failure to seek approval or ratification of a proposed transaction, approval or ratification should be sought as soon as the Director, Executive Officer or other Related Person involved in such transaction or the General Counsel becomes aware of such failure.

3.3.2 Any potential Related Person Transaction that is identified will be analyzed by the General Counsel, in consultation with management and with outside counsel, as appropriate, to determine whether the transaction or relationship constitutes a Related Person Transaction requiring compliance with this policy.

3.3.3 The determination as to whether a contract is material or in the Company's ordinary course of business shall be made by the General Counsel who will consult, as necessary, with the Company's Chief Executive Officer and President and the Chair.

3.4 Review and Approval of Related Person Transactions. Related Person Transactions that are brought to the attention of the General Counsel shall be submitted for consideration by the Committee in accordance with the approval factors described below.

3.4.1 The presentation to the Committee shall include a description of the participants, the material terms of the transaction, including the approximate dollar value of the amount involved in the transaction, all the material facts as to the Related Person's direct or indirect interest in, or relationship to, the Related Person Transaction, the business purpose of the transaction, and the benefits to the Company.



- 3.4.2 In determining whether to approve a Related Person Transaction, the Committee will consider the following factors, among others, to the extent deemed relevant by the Committee to the Related Person Transaction:
- a. Whether the terms of the Related Person Transaction are fair and reasonable to the Company, have resulted from arm's length negotiations and are on terms at least as favorable as would apply if the other party was not, or did not have an affiliation with, a Related Person;
 - b. Whether there are demonstrable business reasons for the Company to enter into the Related Person Transaction;
 - c. Whether the Related Person Transaction could impair the independence of a Director under the Company's Director Independence Standards;
 - d. Whether the Related Person Transaction could impair the Director's status as an "outside director" under Section 162(m) of the Internal Revenue Code or a "non-employee director" under Rule 16b-3 under the Exchange Act, if such non-employee director serves on the Compensation Committee;
 - e. Whether the Related Person Transaction would present an improper conflict of interest for any Director, Executive Officer or Five Percent Stockholder of the Company, taking into account the size of the transaction, the overall financial position of the Director or Executive Officer, the direct or indirect nature of the interest of the Director or Executive Officer in the transaction, the ongoing nature of any proposed relationship, and any other factors the Committee deems relevant;
 - f. Whether the Related Person Transaction is permitted under applicable law and covenants contained in the Company's material debt agreements; and
 - g. Whether the Related Person Transaction would constitute a "personal loan" for purposes of Section 402 of the Sarbanes-Oxley Act of 2002.
- 3.4.3 No Director shall participate in any discussion or approval of a Related Person Transaction for which he or she is a Related Person, except that the Director shall provide to the Committee all material information concerning the Related Person Transaction as may be requested by the Committee.
- 3.4.4 With respect to any Related Person Transaction that constitutes a series of similar transactions, arrangements or relationships expected to continue in the future (*e.g.*, an ongoing commercial relationship undertaken in the ordinary course of business), the Committee, in approving such transaction, may adopt specific terms and conditions or guidelines that must apply to such Related Person Transaction.
- 3.4.5 Any Related Person Transaction that is not approved or ratified, as the case may be, shall be voided, terminated or amended, or such other actions shall be taken, in each case as determined by the Committee, so as to avoid or otherwise address any resulting conflict of interest.



3.4.6 The Chair shall have the authority to, upon request of the Company's General Counsel, approve Related Person Transactions if they arise between Committee meetings. The Chair may take any action with respect to such Related Person Transaction that the Committee would be authorized to take, or, in his or her discretion, require that the matter be brought before the full Committee. Any action taken by the Chair shall be reported to the Committee at its next regularly scheduled meeting.

3.5 This policy will be reviewed on a periodic basis by the Governance Committee to determine whether any modifications or revisions are required or appropriate.

4. Related Policies/References

4.1 Code of Business Conduct and Ethics

4.2 Director Independence Standards

5. Definitions

5.1 The following terms used in this policy have the following meanings:

- a. "Board" means the Company's Board of Directors.
- b. "Chair" means the chairperson of the Committee.
- c. "Committee" means the Governance Committee or, if appropriate, a subcommittee of the Governance Committee comprised solely of disinterested Directors.
- d. "Company" means The Mosaic Company.
- e. "Compensation Committee" means the Compensation Committee of the Board.
- f. "Director" means any member of the Board and any nominee for director.
- g. "Exchange Act" means the Securities Exchange Act of 1934.
- h. "Executive Officer" means any person who is designated as an executive officer by the Board.
- i. "Five Percent Stockholder" means any security holder who is known to the Company to own of record or beneficially more than five percent of any class of the Company's voting securities and who has filed a Schedule 13D under the Exchange Act and shall not mean any other security holder (including a security holder that has filed a Schedule 13G under the Exchange Act); provided however, that the General Counsel may determine that transactions with certain other security holders should be considered by the Committee depending on the facts and circumstances.
- j. "Governance Committee" means the Corporate Governance and Nominating Committee of the Board.
- k. "Immediate Family Member" means any child, stepchild, parent, stepparent, spouse, sibling, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and any



person (other than a tenant or employee) sharing the same household as the Director, Executive Officer or Five Percent Stockholder.

- I. "Related Person" for purposes of this policy includes any Director, Executive Officer or Five Percent Stockholder or any of their respective Immediate Family Members.
- m. "Related Person Transaction" includes the following:
 - i. Any transaction directly or indirectly involving a Related Person in which the Company or its subsidiaries is a participant and the amount involved exceeds, or is reasonably expected to exceed, \$120,000, and in which a Related Person otherwise has a direct or indirect material interest.
 - ii. Any amendment or modification to an existing Related Person Transaction.

Notwithstanding the foregoing, the following shall not be "Related Person Transactions":

1. Any transaction that involves the providing of compensation to a Director (if such arrangement has been approved by the Board) or Executive Officer (if such arrangement has been approved, or recommended to the Board for approval, by the Compensation Committee or is otherwise available generally to all salaried employees of the Company) in connection with his or her duties to the Company or any of its subsidiaries, including the reimbursement of business expenses incurred in the ordinary course in accordance with the Company's expense reimbursement policies that are applicable generally to all salaried employees.
2. Any transaction where the Related Person's interest derives solely from his or her service as a director of another corporation or organization that is a party to the transaction.
3. Any transaction entered into in the ordinary course of business pursuant to which the Related Person's interest derives solely from his or her service as a director or employee (including an executive employee) of another corporation or organization that is a party to the transaction and: (i) the Related Person does not receive directly any compensation or other direct material benefit of any kind from the other corporation or organization due, in whole or in part, to the creation, negotiation, approval, consummation or execution of the transaction, and (ii) the Related Person is not personally involved, in his or her capacity as a director or employee of the other corporation or organization, in the creation, negotiation or approval of the transaction.
4. Any transaction where the Related Person's interest in the transaction derives solely from his or her direct or indirect ownership in another person (other than a general partnership) which is a party to the transaction, which ownership interest (when aggregated with the ownership interests of all other Related Persons in such other person) is less than a ten percent (10%) equity interest in such other person.
5. Any transaction where the Related Person's interest arises only from his or her position as a limited partner in a partnership, in which he or she and all other Related Persons



have an interest of less than ten percent (10%) and he or she is not a general partner of and does not hold another position in the partnership.

6. Any transaction where the Related Person's interest derives solely from the fact that he or she serves as a director or officer of a not-for-profit organization or charity that receives donations from the Company that are made in accordance with the Company's matching gift program that is available on the same terms to all employees of the Company.
 7. Indemnification payments made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement or instrument between the Company and the Related Person.
- n. "SEC" means the U.S. Securities and Exchange Commission.