

# THE MOSAIC COMPANY

## CORPORATE GOVERNANCE GUIDELINES

Responsibility for managing the day-to-day operations of The Mosaic Company (the “Company”) lies with the Company’s senior management, which is led by the Chief Executive Officer. The Board of Directors (the “Board”), however, plays a critical role in overseeing the selection of well-qualified senior executives, monitoring management’s performance and providing counsel to the Company’s executive leadership team, in an effort to support the Company in its endeavor to enhance stockholder value. These Guidelines have been established to provide a general framework for the Board in carrying out these responsibilities and otherwise exercising its business judgment in a manner reasonably believed to be in the best interests of the Company and its stockholders.

These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents, and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification, and the Board shall be able, in the exercise of its discretion, to deviate from these Guidelines from time to time, as the Board may deem appropriate or as required by applicable laws and regulations.

### **I. Director Responsibilities**

#### Primary Responsibility

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. It is the duty of the Board to oversee management’s performance to ensure that the Company operates in an effective, efficient and ethical manner in order to produce value for the Company’s stockholders. The Board also evaluates the Company’s overall strategy and monitors the Company’s performance against its operating plan and against the performance of its peers. In discharging that obligation, directors should be entitled to rely on the honesty, integrity and expertise of the Company’s senior executives and its outside advisors and auditors.

The Board believes that each director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Company, (ii) the results of operations and financial condition of the Company

and of any significant subsidiaries or business segments, and (iii) the relative standing of the Company and its business segments in relation to its competitors.

### Delegation of Authority

Although the Board retains ultimate responsibility for corporate governance, by resolutions duly adopted, the Board has delegated authority for operations of the Company to management, subject to Delaware law and subject to the requirement that significant matters be brought to the Board for consideration and decision.

### Meetings / Meeting Attendance

The schedule of regular Board meetings, currently five per year, will be prepared and recommended to the Board each year by the Board's Corporate Governance and Nominating Committee (the "Governance Committee"). The Board shall meet at other times as deemed necessary or appropriate.

Directors are expected to regularly attend Board meetings and meetings of committees on which they serve and to spend the time necessary to properly discharge their responsibilities. In addition, at a minimum, all directors are expected to review relevant materials and prepare appropriately for meetings and for discussions with management. Recognizing that situations arise requiring prompt Board action, directors shall make themselves available for special meetings and shall promptly return documents requiring their signature.

Barring exceptional circumstances, all directors and director nominees are expected to attend the Company's annual meeting of stockholders.

## **II. Director Qualifications and Director Selection**

### Director Qualifications

Directors nominated for election or re-election to the Board should possess the following qualifications:

- Personal characteristics
  - highest personal and professional ethics, integrity and values,
  - an inquisitive and objective perspective, and
  - practical wisdom and mature judgment;
- Broad experience at the policy-making level in business, agriculture, government, academia or technology;

- Expertise that is useful to the Company and complementary to the background and experience of other Board members, so that an appropriate balance of skills and experience of the membership of the Board can be achieved and maintained;
- Willingness to represent the best interests of all stockholders and objectively appraise management's performance;
- Commitment in advance of necessary time for Board and committee meetings;
- Involvement only in activities or interests that do not create a material conflict with the director's responsibilities to the Company and its stockholders; and
- A personality reasonably compatible with the existing Board members.

In addition to the above criteria applicable to each director nominee, diversity in the broadest sense, including background, experience, geographic location, gender and ethnicity, is an important consideration in the composition of the Board as a whole.

The Board will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (the "NYSE") and any other criteria established by the Board. During the course of a year, directors are expected to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as independent.

Given the demands placed on directors of public companies, directors generally should not serve on more than three other public company boards (or any other board or other governing body of an organization that involves substantially similar responsibilities and requires a substantially similar time commitment) without first obtaining the prior approval of the Governance Committee. Directors should advise the Chairman of the Board and the Chairman of the Governance Committee in advance of accepting an invitation to serve on another public company board. No member of the Audit Committee may simultaneously serve on more than two other public company audit committees unless the Board determines that doing so would not impair the director's service on the Board or the Audit Committee.

The Board shall, on an annual basis, review the composition of the Board as a whole.

### Selection of New Directors

Nominees for directorship will be selected by the Board upon the recommendation of the Governance Committee. All directors are encouraged to submit to the Chairman of the Governance Committee the name of any candidate deemed qualified to serve on the Board, together with all available information on the candidate's qualifications. The Governance Committee has adopted a "Policy Regarding Identification and Evaluation of Potential Director Nominees" to govern the process of identifying and evaluating potential director candidates. This Policy is posted on the Company's website.

### Voting for Directors

In accordance with the Company's Bylaws, unless the Secretary of the Company determines, as of a date that is fourteen (14) days in advance of the date that the Company files its definitive proxy statement for the meeting of which directors are to be elected (regardless of whether or not it is thereafter revised or supplemented) with the Securities and Exchange Commission ("SEC"), that the number of nominees exceeds the number of directors to be elected, a nominee must receive more votes cast "for" than "against" his or her election or reelection in order to be elected or reelected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. The Board shall nominate for election or reelection as director only candidates who agree to tender, promptly following such person's failure to receive the required vote for election or reelection at the next meeting at which such person would face election or reelection, an irrevocable resignation letter that will be effective upon Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender the same form of resignation letter to be tendered by other directors in accordance with this Corporate Governance Guideline.

If an incumbent director fails to receive the required vote for reelection, then, within 90 days following certification of the stockholder vote, the Governance and Nominating Committee will act to determine whether to accept such director's resignation and will submit such recommendation for prompt consideration by the Board, and the Board will act promptly on the Committee's recommendation. The Governance and Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance and Nominating Committee's recommendation or Board action regarding whether to accept the tendered resignation.

Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer, and the reason(s) for rejecting the resignation offer, if applicable, in a Current Report on Form 8-K furnished to the SEC.

If directors constituting less than a quorum of the members of the Governance and Nominating Committee receive the required vote in favor of their elections in the same election, then those independent directors who did receive the required vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept any or all of them. Furthermore, if the only directors who receive the required vote in the same election constitute three or fewer directors, all independent directors may participate in the action regarding whether to accept any or all of the tendered resignations.

#### Extending Invitation to a Potential Board Member

The invitation to join the Board should be extended by the Board itself, via the Chairman of the Governance Committee or the Chairman of the Board.

### **III. Board Composition and Performance**

#### Size of Board

The number of directors shall be fixed from time to time exclusively by the Board by resolution adopted by a majority of the directors.

#### Term

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contributions of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and are therefore able to provide increasing contributions to the Board as a whole. As an alternative to term limits, the Governance Committee will review each director's continuing service on the Board annually. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

#### Retirement

A non-employee director who attains age 74 shall submit his/her resignation as a director to take effect at the time of the next annual meeting of stockholders.

## Resignation

It is the policy of the Board that employees of the Company (other than the Chief Executive Officer) who serve on the Board resign from the Board when he or she ceases to be employed by the Company.

The Board also has a policy that any non-employee director or the Chief Executive Officer of the Company submit his or her resignation if he or she has a material change in employment, is the subject of media attention that reflects unfavorably on his or her continued service on the Board or has an unresolved conflict of interest with the Company. The Board shall accept or reject the resignation based on what it believes to be the best interests of the Company.

## Private Sessions of Non-Management Directors/Presiding Director

The non-management directors will endeavor to meet in private session at each regular Board meeting without the Chief Executive Officer or other members of management in attendance, but will meet in private session no less than four times each year. The director who presides at these sessions will be the Chairman of the Board, unless the Chairman of the Board also holds the position of Chief Executive Officer of the Company. In that case, the director who presides at these sessions will be determined by the Board on the recommendation of the Governance Committee. This procedure will be disclosed in the Company's annual proxy statement.

In addition, the independent directors will meet separately in private session without the presence of any other non-management directors at least annually.

## **IV. Board Meeting Procedures**

### Selection of Agenda Items

The Chairman of the Board will establish the agenda for each regular Board meeting. Prior to the commencement of each fiscal year, the Chairman of the Board, in consultation with the Governance Committee, will establish a schedule of agenda subjects (a "meeting planner") to be discussed during the year (to the degree these can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that particular meeting. Agendas for special meetings will be set by the director(s) calling the meeting.

### Distribution of Materials

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting and meeting

presentations should, to the extent practicable, be forwarded in writing to the directors at least seven days in advance of the meeting. It is the responsibility of the directors to review these materials prior to the meeting.

#### Participation in Strategy Planning

The Board will review and discuss strategic issues at each regular meeting. One Board meeting each year will include a more in-depth review of the Company's long-term strategic plans and the principal issues that the Company is expected to face in the future.

### **V. Board Committees**

The Board maintains an Audit Committee, a Compensation Committee, the Governance Committee and an Environmental, Health, Safety and Sustainable Development Committee. The Board may, from time to time, establish or maintain additional committees as necessary or disband existing committees, depending upon the particular interests of the Board, the issues facing the Company and legal requirements.

#### Membership

Committee members will be appointed by the Board upon the recommendation of the Governance Committee.

Each member of the Audit Committee shall meet the audit committee membership and independence requirements of the NYSE and the Securities Exchange Act of 1934, as amended. Each member of the Audit Committee must be financially literate, and at least one member must be an "audit committee financial expert" pursuant to the rules issued by the SEC. The composition of the Compensation Committee and the Governance Committee shall also meet the applicable independence and other requirements of the NYSE and SEC.

Determinations as to whether a particular director satisfies the requirements for membership on a committee shall be made by the Board.

#### Subcommittees

Committees may, in their discretion, delegate all or a portion of their duties and responsibilities to a subcommittee of such committee.

#### Rotation of Committee Assignments

A director normally should serve on a committee for a period of time that allows the director to become knowledgeable about the committee's work without

impeding service on other committees. In assessing the appropriate length of service, the committee should consider approaching retirements, any particular areas of expertise of each director and the preference that committee chairpersons serve for at least two years.

To participate effectively in the Board's work, directors should serve on several committees through planned rotations. In planning rotations, the directors' experiences, skills and interests should be considered.

#### Committee Chairs

In selecting a committee chair, the Board should consider the director's (a) experience, skills and interest in the committee's work; (b) committee leadership ability; (c) Board experience; (d) length of service as a director; (e) length of service as a member of the committee; and (f) remaining availability prior to retirement.

#### Committee Charters

Each committee will have its own written charter. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance. The charters are posted on the Company's website.

#### Frequency and Length of Committee Meetings

The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The committee chairs will report the highlights of their meetings to the full Board following each meeting of the respective committees.

#### Development of Committee Agenda/Meeting Planner

The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. Prior to the commencement of each fiscal year, each committee will establish a schedule of agenda subjects (a "committee meeting planner") to be discussed during the year (to the degree these can be foreseen).



## **VI. Board Relationship to Officers, Employees, Security Holders and Other Constituencies**

### Board Interaction with Officers, Employees and Outside Advisors

Directors have full and free access to officers and employees of the Company and the Company's outside advisors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Corporate Secretary or directly by the director. The directors will take appropriate steps to avoid any unnecessary disruption to the business operations of the Company. It is the expectation of the Board that directors will keep the Chief Executive Officer informed of communications between a director and an officer or other employee of the Company or any of the Company's outside advisors, as appropriate.

The Board welcomes attendance by senior officers of the Company at appropriate portions of each regular Board meeting at the invitation of the Chief Executive Officer or the Board. If the Chief Executive Officer wishes to have additional Company personnel attend Board meetings on a regular basis, this suggestion should be brought to the Board for approval.

### Board Interaction with Security Holders and Other Interested Parties

The Governance Committee believes that stockholder accessibility to members of the Board is an important element of the Company's corporate governance practices and has adopted a "Policy Regarding Communications with the Board of Directors" to facilitate communications between the Board and security holders or other interested parties. The Governance Committee has selected the Company's General Counsel to act as a confidential intermediary. This Policy is posted on the Company's website.

### Board Interaction with Institutional Investors, Peers, Customers and Others

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would do this with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management or the Board or a Board committee. Generally, Board members should refer investors, market professionals and the media to the Chief Executive Officer or another individual designated by the Company.

## **VII. Outside Advisors to the Board**

The Board and each committee have the authority to select, retain and terminate independent legal, financial or other advisors as they may deem necessary,

without consulting or obtaining the approval of any officer of the Company in advance. The Board and each committee shall have the authority to approve the fees and other retention terms for such advisors.

### **VIII. Ethics and Conflicts of Interest**

The Board expects the Company's directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the Company's policies from time to time in respect of business conduct and ethics.

### **IX. Director Compensation**

The form and amount of non-employee director compensation will be determined by the Board upon recommendation of the Governance Committee. In discharging this duty, the Governance Committee shall be guided by three goals: (i) compensation should fairly pay directors for work required for a company of the size and scope of the Company; (ii) compensation should align directors' interests with the long-term interests of stockholders; and (iii) the structure of compensation should be simple, transparent and easy for the stockholders to understand.

Pursuant to the NYSE's listing standards, in order to be deemed independent, each member of the Board's Audit Committee must not receive any compensation from the Company other than director compensation.

Employee directors receive no fees or remuneration, as such, for service on the Board or any committee of the Board.

### **X. Leadership Development**

#### Formal Evaluation of the Chief Executive Officer

The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance, as set forth in its charter, and such review shall be performed with the benefit of input from the Board as a whole. This evaluation should be based on objective criteria, including performance of the business, accomplishments of long-term strategic objectives, development of management and other factors. This evaluation will be communicated to the Chief Executive Officer by the Chairman of the Board or alternately by the entire Board.

#### Succession Planning

The Compensation Committee will make an annual report to the Board on succession planning with respect to members of senior management other than

the Chief Executive Officer. The entire Board will work with the Governance Committee to evaluate potential successors to the Chief Executive Officer and, when required, the Governance Committee shall recommend to the Board a successor. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

#### Selection of Chairman and Chief Executive Officer

The Board retains the right to exercise its discretion in combining or separating the offices of Chairman and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new Chief Executive Officer.

### **XI. Annual Board Performance Evaluation**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. Such self-evaluation process will be developed and overseen by the Governance Committee, which will report annually to the Board with an assessment of the Board's performance. The annual self-evaluation assessment will also include individual director peer review, whereby the Chair of the Governance Committee will seek the views of the other non-employee directors and the Company's Chief Executive Officer with respect to each non-employee director. The Board's annual self-evaluation assessment, including individual director peer review, will be used to determine whether the Company's governance goals and objectives, and policies and practices, are being achieved and implemented, and will focus on (a) the stewardship and contribution that the Board is providing to the Company, (b) the responsiveness of the Chief Executive Officer and management to the Board with a view to fostering good and effective governance, and (c) areas in which the performance of the Board or individual directors (or the Chief Executive Officer or senior management in its interaction with the Board) could be improved to achieve the governance goals provided in these Guidelines.

### **XII. Director Orientation and Continuing Director Education**

Each new director is encouraged to participate in the Company's initial director orientation program within 90 days of the election of such new director. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant operations, financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers and its internal and independent auditors, Board operations and governance, and a tour of the

Company's headquarters. Each director is further encouraged to continue orientation through additional in-depth discussions with senior management and, to the extent practical, visits to certain of the Company's significant facilities.

The Board and the Company recognize the importance of directors staying abreast of corporate governance and related issues. To that end, the Company encourages directors to participate in relevant director conferences to enhance their contributions to the Company. Such participation shall be in accordance with practices established by the Governance Committee, including the Board's "Director Education Policy," which is posted on the Company's website. The fees for such programs and other reasonable expenses, including travel, shall be reimbursed by the Company in accordance with such policy.

### **XIII. Insurance/Indemnification**

It is the Company's practice to purchase directors' and officers' liability insurance on behalf of the Company's directors and officers and to provide directors and officers with the benefits of indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation, Bylaws and any indemnification agreements and exculpation as provided by law and the Company's Certificate of Incorporation.

### **XIV. Stock Ownership Guidelines**

The Board of Directors believes that personal ownership by directors of the Company's equity securities is in the interests of the Company and consistent with good governance practices. Directors are expected to make investments in the Company's stock. The Board of Directors has adopted stock ownership guidelines ("Director Stock Ownership Guidelines") which provide that non-management directors are to achieve ownership in the Company's equity securities in accordance with the following parameters:

- Each non-management director (including the Chairman of the Board) should own equity securities in the Company in an aggregate amount equal in value to five times the annual base cash retainer for non-employee directors within five years of becoming a director.
- For purposes of computing the amount of securities owned by a non-management director in satisfaction of these stock ownership guidelines, (i) restricted stock, restricted stock units and shares in the Company's common securities (whether vested or unvested) owned by a director will be valued at the time of grant or purchase and included in the

computation, and (ii) unexercised stock options will not be included in the computation.

The Governance Committee shall review, approve and oversee the administration of and compliance with the Director Stock Ownership Guidelines by non-management directors (including the Chairman of the Board).

Officers of the Company are encouraged to make a substantial investment in the Company's stock, depending upon individual circumstances.

**XV. Amendment**

The Board shall have the authority to amend or modify any provision of these Guidelines at any time.

March 8, 2018