



# Policy Regarding Communications with the Board of Directors

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 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

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

## 3. Administration

3.1 The Board administers this policy.

3.2 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:

- a. 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;
- b. Via written communication in care of the General Counsel at the address of the Company’s executive offices;
- c. For communications relating to accounting, internal accounting controls or auditing matters, via email 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
- d. Via email at the following address which will be accessed by the General Counsel on behalf of the Board: [directors@mosaicco.com](mailto:directors@mosaicco.com).

3.3 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:

- a. Communications addressed to the Board as a whole will be forwarded to the Chairman of the Board;
- b. 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;
- c. Communications addressed to a Committee of the Board will be forwarded to the Chair of such Committee;
- d. Communications addressed to an individual Director will be forwarded to such named Director; and
- e. Communications relating to accounting, internal accounting controls or auditing matters will be forwarded to members of the Audit Committee.

3.4 "Spam" such as advertising, solicitations for business, requests for employment or requests for contributions will not be forwarded.

3.5 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 of the Governance Committee) and advise him or her of any action taken with respect to the communication:

- a. Routine questions, complaints and comments that can be appropriately addressed by management;
- b. Routine invoices, bills, account statements and related communications that can be appropriately addressed by management;
- c. Surveys and questionnaires; and
- d. Requests for business contacts or referrals.

3.6 Any communications not clearly addressed as set forth above will be forwarded to the Chairman of the Board for handling.

3.7 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.



3.8 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.

3.9 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

#### **5. Definitions**

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

- a. "Audit Committee" means the Audit Committee of the Board.
- b. "Board" means the Company's Board of Directors.
- c. "Chair" means the chairperson of a Committee.
- d. "Committee" means a committee of the Board.
- e. "Company" means The Mosaic Company.
- f. "Director" means any member of the Board.
- g. "Governance Committee" means the Corporate Governance and Nominating Committee of the Board.