

# Mosaic Supplier Code of Business Conduct and Ethics

Mosaic Supply Chain and Strategic Sourcing

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## **Mosaic's Supply Chain & Strategic Sourcing Supplier Relationship Overview**

Mosaic's success is rooted in our commitment to high quality products and supported by strong supplier relationships. We foster supplier relationships based on trust, fairness and mutual respect. We hold our suppliers, their employees and subcontractors to the same high standards of business integrity to which we hold ourselves.

In addition, when deciding on competing suppliers, the following four principles are considered:

- Safety & Environmental Stewardship
- Lowest Total Cost of Ownership
- Proactive and Reliable Service
- Relationship Focused on Innovation and Continuous Improvement

Mosaic's Supply Chain and Strategic Sourcing employees are responsible for conducting business in accordance with all applicable laws, rules and regulations, and with the highest level of integrity. Each employee recognizes their first priority is to protect and promote Mosaic's interests, including maintaining its reputation of developing good business relationships with suppliers. Mosaic expects its suppliers to adhere to the same high standards of behavior.

## **Mosaic's Supply Chain & Strategic Sourcing Organization Overview**

### Supply Segments:

Mosaic procures a number of products and services grouped into five supply segments:

1. Direct Raw Materials – products used in the direct manufacturing of a Mosaic finished good. Examples: sulphur, ammonia, phosphate rock, etc.
2. Indirect Raw Materials – products used to enable manufacturing of a Mosaic finished good. Examples: energy, process chemicals, heavy media, coating oils, etc.
3. Maintenance and Repair – products or services used to operate, maintain or enhance Mosaic's physical plants. Examples: piping, valves, contract maintenance services, drilling equipment, earthmoving, etc.
4. Transportation & Distribution Services – services associated with moving, storing, or enabling product distribution from raw materials acquisition to finished goods delivery. Examples: freight rates, warehousing, rail cars, vessels, etc.
5. Other Services – other services that support Mosaic business activities. Examples: professional services, information technology, office supplies, etc.

Within each segment a number of supply categories exist.

### Mosaic Supply Chain & Strategic Sourcing Organization Structure

Mosaic's Supply Chain and Strategic Sourcing Organizations are structured to take advantage of centralized negotiation and contract administration with decentralized execution. A matrixed relationship exists between the Business Unit and Functional leadership and those at the mine, plant, office, or warehouse site locations.

Mosaic's Strategic Sourcing Organization reports through a Vice President who reports directly to the Executive Vice President of Operations. This organization has individuals who manage supply categories which include the vast majority of Maintenance and Repair, Indirect Raw Materials and other Services. Representatives from the affected plants, mines, or other operations will collectively participate in supplier screening and ultimately selection. Purchase Orders are executed by site-specific plant or procurement personnel. Mosaic's Supply Chain Organization reports through a Vice President who also reports directly to the Executive Vice President of Operations. As with Strategic Sourcing, a number of individuals will lead and manage negotiations for the vast majority of Direct Raw materials and Transportation and Distribution Services. A number of other individuals will be involved in managing the various Purchase Orders to execute the terms of contracts.

## **Mosaic Supplier Code of Business Conduct and Ethics**

### Overview

Mosaic's conduct of business around the world is guided by its commitment to operating in a socially responsible manner. Mosaic is committed to bringing long-term sustainable benefits to the communities where it operates, and fostering a culture of excellence and collaboration among its employees. By upholding its core values, Mosaic earns the trust of its stakeholders and creates shared value.

Aligned with Mosaic's Code of Business Conduct and Ethics which applies to all Mosaic employees, the Supplier Code set forth in the paragraphs below establishes Mosaic's expectation that each of its Suppliers adhere to the same level of integrity and ethical standards as are required of Mosaic's employees. A Supplier's failure to observe and act in accordance with this Supplier Code may lead to the termination of our business relationship.

This Supplier Code of Business Conduct and Ethics is posted on our website at [www.mosaicco.com/suppliers](http://www.mosaicco.com/suppliers)

### Supplier Selection

In choosing among competing suppliers, Mosaic will be impartial and will select the supplier who best meets Mosaic's business needs. These decisions will be based on objective criteria such as safety, price, service and reliability, technical expertise, and innovation. But in addition to these criteria, Mosaic also seeks to do business only with suppliers who operate in compliance with applicable laws, and otherwise in a manner consistent with the standards set out in this Supplier Code.

### Conflicts of Interest

All Mosaic employees have an obligation to act in the best interests of Mosaic, and to avoid or properly disclose any conflict of interest which may occur when an employee's individual interest interferes, or appears to interfere, with the interests of Mosaic.

In particular, Mosaic employees may not maintain an interest, financial or otherwise, in a supplier where such interest may influence business decisions or compromise sound, independent judgment. Suppliers are required to report such information. The same holds true for Mosaic's suppliers. We expect our Suppliers to have policies and practices which prohibit such conflicts of interest, and that our Supplier's employees should not be engaged in activities with Mosaic or its employees which present a conflict of interest.

Transactions with Suppliers which are owned or controlled by relatives of a Mosaic employee must be pre-approved by the Mosaic Law Department and by either Mosaic's Vice President, Strategic Sourcing or Vice President, Supply Chain. Suppliers should report any such relationship.

### Gifts and Entertainment

Mosaic employees will not give or accept any gift where the value of the gift could cause, or give the appearance of causing, Mosaic to grant or receive any favor as a result. No Mosaic employee or member of his/her immediate family may seek or accept from a Supplier gifts of cash (or cash equivalents such as gift cards), loans of any amount, or other gifts of more than a nominal value.

Entertainment, such as a dinner, beverage, ticket to a one-time event and court or green's fee, are not considered gifts. However, supplier outings such as hunting, fishing, golfing, skiing, and sporting events may give an impression or perception of preferential treatment. Before extending an offer for activities that require an overnight stay, the supplier must receive approval from the Vice President, Strategic Sourcing or Vice President, Supply Chain. The Mosaic employees must then discuss with a Functional Leader to decide if participation is appropriate. Such outings should not be part of a pattern or repeated practice.

Mosaic employees are prohibited from accepting any travel, whether for business or pleasure, that is sponsored, paid for, or subsidized by vendors without the express written approval of a member of the Senior Leadership Team.

Mosaic does not expect any of its Suppliers to offer its employees any gifts or entertainment, nor does it give preferential treatment to those that do. Further, given the above standards by which Mosaic employees must abide regarding gifts and entertainment, we expect our Suppliers to be guided accordingly any not offer any gifts or entertainment to Mosaic employees which may be in conflict with these standards.

#### Fair and Transparent Dealings

Mosaic will treat all of our suppliers with fairness and integrity, regardless of the value of the transaction or the length of the relationship. All dealings will observe applicable procurement standards and laws. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Communications will be open and honest with suppliers to insure proper understanding as well as insure any issues or problems that may arise are solved quickly and in a mutually satisfactory manner.

Mosaic expects its suppliers to act with the same ethical standards in its dealings with Mosaic, other Suppliers, government and regulatory authorities and its workers.

#### Confidential Information Management

In the course of serving Mosaic's needs, the protection of confidential information is of paramount importance. No such information should be disclosed to a third party except as required by law or authorized by Mosaic Law Department.

Confidential information includes all non-public information the disclosure of which might harm Mosaic, Mosaic's customers, or be used in a way to support Mosaic competitors. Confidential information can be given verbally or in written or electronic forms. It can include, but is not limited to, financial data, proprietary production processes and software or details of pending negotiations with customers or other business partners.

#### Compliance and Reporting

It is the duty of our Suppliers as well as employees to take all responsible steps to prevent the violation of the Supplier Code, to identify and raise potential issues before they lead to problems, and seek additional guidance when necessary.

If you have a business conduct concern, or need to report misconduct, you can contact Mosaic's confidential Mosaic Ethics Line as noted in the Mosaic Code of Business Conduct and Ethics.

#### Certification

Either as part of contract terms and conditions or by separate request, Mosaic suppliers will be asked to certify that they have read, understand, and will abide by this Supplier Code.