



WORLDWIDE ANTI-CORRUPTION POLICY

Effective Date:	August 31, 2011
Policy Number:	
Policy Owner – Name/Title:	Richard Mack, Executive Vice President, General Counsel and Corporate Secretary
Review Due Date:	August 31, 2013

1. Purpose/Objective

- 1.1 The laws of most countries make the payment, offer of payment or the receipt of a bribe, kickback or other corrupt payment a crime, subjecting both Mosaic and the individual employee(s) to fines and imprisonment. These anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”) make it a crime to offer or give anything of value to governmental officials, political parties (or officials thereof) or candidates for office for the purpose of influencing the acts or decisions of those officials, parties or candidates – even if such payments are common within such countries.
- 1.2 The purpose of this Worldwide Anti-Corruption Policy (the “Policy”) is to ensure compliance by all employees, officers and directors of The Mosaic Company and its subsidiaries and affiliates (“Mosaic”) with the FCPA and related anti-corruptions laws of other countries in which Mosaic does or intends to do business.

2. Policy Scope

- 2.1 This Policy applies to all employees and directors of Mosaic and its majority controlled subsidiaries and joint ventures worldwide. In the case of subsidiaries and joint ventures in which Mosaic does not have a controlling interest, Mosaic will make good faith efforts to ensure their compliance.

3. Administration

- 3.1 **Compliance Policy.** In doing business anywhere in the world, Mosaic and its employees and directors must comply fully with all applicable anti-corruption laws, including the FCPA and commercial bribery.
- 3.2 **Prohibited Payments.** All Mosaic employees and directors are prohibited from directly or indirectly offering to pay, paying, directing to pay or approving the payment of, any bribe, kickback, or other corrupt payment, or anything of value to any Government Official or other person in order to influence official actions, obtain or retain business or to otherwise obtain any



unfair advantage. This prohibition applies worldwide, and without regard to regional customs, local practices or competitive conditions. This prohibition also applies to the indirect corrupt payment of anything of value that may be carried out through third parties, such as representatives, consultants, brokers, contractors, suppliers, or any other intermediary or agent acting on behalf of Mosaic.

3.3 **Recordkeeping.** All payments by and transactions of Mosaic must be recorded in the Company's books and records in reasonable detail, such that the books and records accurately, fairly and transparently reflect its transactions and the dispositions of its assets. All payments, gifts or other things of value provided to any Government Official must be reflected in Mosaic's books and records in compliance with the Company's accounting and financial reporting standards and policies. This requirement applies to all transactions, whether or not they are "material" in the accounting sense.

3.4 **Meals, Entertainment and Gifts.** Meals, entertainment and gifts for Government Officials may be permissible in certain circumstances if they are reasonable and appropriate in light of local law, custom and practice, not excessive in nature or frequency and not offered or given for any corrupt or improper purpose. Expenditures such as travel and lodging which are directly related to the promotion or demonstration of Mosaic's products or services may also be permissible if they are reasonable and not made to influence official action or secure any improper advantage. Under no circumstances shall anything of value be offered to a Government Official if it could reasonably be perceived as an attempt to gain an unfair business advantage, influence discretionary action by the Government Official or if it could adversely affect Mosaic's reputation.

3.4.1 Prior approval from Mosaic's Law Department must be obtained for any proposed meals, entertainment, gifts, contributions or other things of value for Government Officials as indicated below (except for meals, entertainment or gifts that are made in accordance with a country-specific policy which has previously been approved by Mosaic's Law Department and which expressly applies to the given situation).

- **Meals.** Prior approval is not required for meals with Government Officials, provided the cost of the meal is below the equivalent of USD\$50 per person, and the meal is reasonable and customary in connection with the relevant business.
- **Business Entertainment and Travel.** Any business entertainment, travel and lodging provided to a Government Official must be pre-approved by the Mosaic Law Department. Entertainment includes concerts, cultural events and sporting events. To the extent that travel by a Government Official includes a stay longer than is necessary for business purposes, expenses related to the extended stay must not be paid by Mosaic.
- **Gifts.** All gifts to Government Officials require prior approval by Mosaic's Law Department except those of nominal value such as inexpensive promotional items (caps, pens, etc.) with the Company's logo distributed at entertainment or promotional events.



- **Charitable Contributions.** All requests for charitable contributions that might confer a personal benefit on or that are proposed by, or at the request of, a Government Official must be pre-approved by the Mosaic Law Department.
- **Employment.** Providing employment to an individual recommended by a Government Official may be viewed as improper. It is therefore discouraged, and requires pre-approval by the Mosaic Law Department which will only be granted in circumstances in which the individual is qualified and the individual would be hired absent the recommendation.
- **Spouses and Families of Government Officials.** Providing anything of value to a spouse or family member of a Government Official, such as a meal, gift, entertainment, travel or employment, may be viewed as improper, and requires prior approval from the Mosaic Law Department.

3.5 **Facilitating Payments.** In very rare situations, payments solicited by Government Officials may be approved provided the amount of the payment is nominal in relation to the official's salary and the payment is required by low-level Government Officials for the performance of non-discretionary, routine functions or services that they are obligated to perform as part of their governmental responsibilities, but which they may refuse to perform or delay performing unless compensated by such a "facilitating" or "grease payment." Except in situations where someone's health, safety or welfare is at stake, pre-approval of all such payments must be obtained from the Mosaic Law Department. Any emergency payment must be reported to Mosaic's Law Department as soon as possible, and all facilitating payments must be properly recorded in Mosaic's books and records.

3.6 **Agents and Other Third Parties.** Mosaic may not use third parties, including any distributor, agent, consultant, contractor, joint venture partner, finder or other intermediary (a "Third Party") to do something indirectly that Mosaic may not do directly. This Policy therefore prohibits corrupt offers, promises and payments through Third Parties. Third Parties which have interactions with Government Officials can present significant corruption related risks, and should be retained only after approval by the Mosaic Law Department and after appropriate due diligence as to such Third Party is conducted. The purpose of due diligence is to ensure, to the extent possible, that Mosaic retains only reputable and honest Third Parties. In addition, contracts with Third Parties should, to the extent possible, include provisions to mitigate the risk of potential corrupt payments.

3.7 **Violations of this Policy.** Mosaic employees must promptly report violations or potential violations of this Policy or applicable laws or regulations to the Mosaic Law Department or to the Company's designated ethics helpline (e.g., EthicsPoint). An employee who suspects a violation and reports it in good faith will not be subject to retaliation. Violations of anti-corruption laws may result in criminal, civil and regulatory penalties to Mosaic and its employees, and could negatively affect the Company's reputation and ability to do business. The failure to comply with this Policy will also result in disciplinary action, up to and including termination of employment.



4. Related Policies/References

- 4.1 Mosaic's Code of Business Conduct and Ethics
- 4.2 Mosaic's Accounting Policies
- 4.3 Customer / Vendor Entertainment and Gift Policy
- 4.4 Country-Specific Entertainment and Gift Policies

5. Definitions

- 5.1 "Anything of value" includes cash, gifts, gratuities, travel, meals, entertainment, and offers of employment; and may also include event sponsorships, consultant contracts, and charitable contributions made at the request of, or for the benefit of, a government employee, his or her family, or other relations, even if made to a bona fide charity.
- 5.2 "Corrupt" means having improper motive to influence a Government Official to misuse his or her position, whether by acting or refusing to act, or to otherwise provide any unfair advantage.
- 5.3 "Government Official" means:
 - 5.3.1 Anyone acting in an official capacity for or on behalf of:
 - A national, regional or local government, including collective groups or partnerships of governments (e.g., the European Union);
 - Any agency, department or instrumentality of a national, regional or local government, including collective bargaining groups or partnerships of governments;
 - A government-owned or government controlled enterprise, such as a state-owned airline or factory; or
 - A public international organization, such as the World Bank or International Monetary Fund.
 - 5.3.2 Any political party, party official, or candidate for a political party or political party office.

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