



# Code of Business Conduct and Ethics



# A Message From Joc

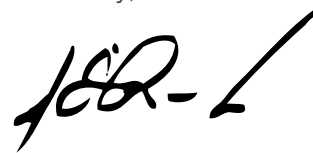
Building a respected reputation does not happen by chance. It is the result of actions and behaviors that demonstrate a commitment to doing the right thing—with ethics and integrity.

The Mosaic Code of Business Conduct and Ethics does more than confirm our commitment to comply with the law and adhere to the highest ethical standards. It defines our expectations on how we serve our customers, operate our business, work with partners, collaborate with one another, and support the communities where we live and work. It's our public statement validating that we conduct our work with an emphasis on integrity and excellence, for the benefit of all our stakeholders.

Within these pages, you will find the road map of the principles and priorities that guide our work. No matter where Mosaic operates in the world, each of us has an obligation to read the Code, understand it and follow it, every day, without exception. Our continued success depends on it.

Thank you for your ongoing commitment to follow our Code, and for your continued efforts to make Mosaic the most respected name in the crop nutrition industry.

Sincerely,



**JOC O'ROURKE**  
**PRESIDENT  
AND CEO**



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# Introduction



# Reporting Concerns

## Seeking help and reporting concerns isn't easy—it takes courage.

Stay mindful that each of us has a fundamental right and a personal responsibility to ask questions, raise concerns and report misconduct. We want—and need—to hear from you. Please speak up if you see something that isn't right. Your concerns will be taken seriously.

## No one should fear making a report.

Retaliation against someone for raising a concern is prohibited by our [Non-Retaliation Policy](#) and will result in discipline, possibly including termination.

## Resources are available to support you.

For assistance, contact any of the resources listed on page 6. You also have the option to report a concern, on a confidential and anonymous basis if you choose, through EthicsPoint.

## The bottom line.

If you are unclear about the best course of action, or if something doesn't seem right, ask questions or raise a concern.

## Never look the other way if someone fails to follow the Code.

You are the eyes and ears of Mosaic. By speaking up, you protect the company's reputation and your co-workers.

## Our obligation to follow the Code is taken seriously.

Failure to comply with the responsibilities and requirements described in the Code can result in discipline, including termination.



### Key Concepts

- Have Courage
- If you aren't sure—ASK
- If you see something that isn't right—**SAY SOMETHING**



### Speak Up if You Have a Concern About:

- Workplace health or safety
- Environmental compliance
- Harassment or discrimination
- Theft, fraud or any form of dishonesty
- Bribery or corruption
- Accounting or financial irregularities
- On the job drug or alcohol abuse
- Violence or threatening behavior
- Violations of the Code, Mosaic policy or the law

# Contact Information



## Human Resources/HR Connect 1-855-660-6947

Contact your local Human Resources representative or the above number if you have a question or want to raise a concern about any human resources subject.



## Law Department

Current Law Department phone and email contact information is maintained on [My Mosaic](#).

Contact the Law Department if you have a question about any law or regulation or in the event of a government inquiry or inspection.



## Internal Audit

Current Internal Audit Department phone and email contact information is maintained on [My Mosaic](#).

Contact Internal Audit if you have questions about financial fraud, accounting irregularities, or misappropriation of assets.



## Investor Relations [investor@mosaicco.com](mailto:investor@mosaicco.com)

Contact Investor Relations if you have shareholder questions.



## Public Affairs Department [public.affairs@mosaicco.com](mailto:public.affairs@mosaicco.com)

Contact Public Affairs if you have questions about Mosaic's political activities, charitable giving policies or if the media reaches out to you.



## Environmental, Health & Safety (EHS) Department

Current EHS Department phone and email contact information is maintained on [My Mosaic](#).

Contact the EHS Department if you have environmental, health or safety questions.



## Chair of the Audit Committee of the Board [auditchair@mosaicco.com](mailto:auditchair@mosaicco.com)

Contact the Audit Committee Chair if you have concerns about questionable accounting or auditing matters. Concerns can be submitted on a confidential and anonymous basis.



## Other Corporate Resources

If you do not feel comfortable contacting the resources listed here, you can contact the Vice President of your functional organization, Mosaic's Chief Compliance Officer or General Counsel, or the Senior Vice President of Human Resources. Contact email and phone numbers are maintained on [Workday](#). You can also contact EthicsPoint.



## The EthicsPoint Hotline (Independent third party)

File a report (including anonymously) via the Internet at [www.mosaic.ethicspoint.com](http://www.mosaic.ethicspoint.com) or via phone:

Australia .....	1-800-290-653	Paraguay .....	0098004410207
Brazil .....	0800-892-0309	Peru .....	0800-77-582
Canada.....	1-877-261-2609	Saudi Arabia.....	1-800-10, at the prompt dial 877-261-2609.
China.....	4006000859	United States.....	1-877-261-2609
India .....	000-800-040-2098		

# Mosaic Principles and Priorities— Foundation of the Code

## Our Principles

### We are responsible, innovative, collaborative and driven.

We are accountable for the safety and wellbeing of our colleagues and our company. We act with integrity and conviction. We are careful stewards of natural resources. We foster innovation and encourage ideas that make us better. We collaborate across departments and geographies to accelerate our performance. We strive to achieve excellence knowing that we can always improve.

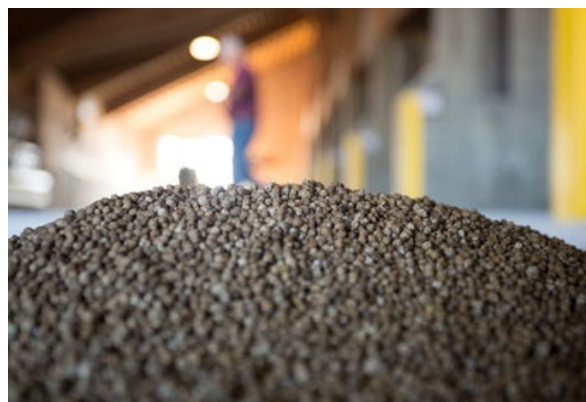
**Together, we are  
driven to succeed.**

## Our Priorities



### Develop, Engage and Empower Our People

Work together to build a culture based on our guiding principles, where people are proud to work and grow.



### Grow and Strengthen Our Business

Maximize efficiency, accelerate growth, and deliver exceptional products and services for our customers—safely and sustainably.



### Create Value for Our Stakeholders

Be transparent, operate responsibly, build trusted relationships and help our stakeholders thrive.

# Points to Remember – Guiding Behaviors





## We Grow and Strengthen Our Business

- We compete aggressively, but fairly.
- We partner with suppliers and customers that share our high standards.
- We place the safety of our people first.
- We are committed to sound and sustainable environmental performance.

## We Honor and Follow Our Code


- We know our Code. We follow our Code.
- We raise concerns and promote a speak-up culture.
- We do not tolerate retaliation for raising concerns.
- We seek guidance when we have questions.
- We understand that failure to follow our Code may result in discipline, including termination.

## We Develop, Engage and Empower Our People

- We work together and collaborate to build one company culture.
- We value and respect diversity.
- We do not tolerate harassment or discrimination.

## We Create Value for Our Stakeholders

- We create accurate financial and business records and we properly manage them.
- We have zero tolerance for bribery or corruption.
- We keep non-public information secure to maintain public confidence in the securities market.
- We comply with trade laws governing imports, exports and business partners.
- We safeguard confidential information.
- We avoid potential or perceived conflicts of interest.
- We ensure that any gifts or entertainment have an acceptable business purpose.
- We use Company assets to further our business goals, not for personal gain.
- We follow Company procedures to secure the information stored on our technology devices.
- We use social media responsibly and communicate on these platforms respectfully.
- We speak publically on behalf of the Company only if authorized.
- We make our communities better places to live and work.



# We Make Sound Decisions by Asking:

- Is it legal?
- Will it reflect well on me and Mosaic if reported in the news?
- Is it ethical?
- Does it comply with the Code and Mosaic policies?

A large truck is being washed in a tunnel. High-pressure water is spraying from the top, creating a thick mist. The truck is positioned on a metal grate floor. The tunnel walls are concrete, and the ceiling has wooden beams. The scene is brightly lit, emphasizing the spray of water.

# Grow and Strengthen Our Business



## Key Concepts

- Compete based on the merits of our products and services.
- Anticipate market trends and move quickly to embrace opportunity.
- Build customer loyalty and satisfaction by distinguishing Mosaic as a trusted provider of fertilizer products—delivering quality, cost-competitive products on time and as promised.
- Truthfully market, promote and advertise our products.
- Never seek or use confidential competitor information or seek information through deception.
- Never engage in unethical or illegal business practices to gain competitive advantage or win business.

# Outperform Our Competitors Fairly and Honestly

It all starts with the need to increase food production. Farmers globally depend on us. By striving to produce and deliver the highest quality, most innovative crop nutrition products, we help farmers rise to the challenge.

We believe in free and fair competition. That's how we compete best.

Mosaic plays fair in the marketplace and seeks to win with integrity. We respect our competitors and are committed to competing with them fairly. We strive to outdo the competition with superior innovative products and customer service.

From mine to market, we keep our promises. We continuously seek to innovate our products to maximize yields to keep pace with a growing population. Our continued success means exceeding our customer's expectations and standing behind our products and services.

Mosaic has become an industry leader based on the quality and ethics of our people, and the excellence of our products and services. We do not, need not, and will not take unfair advantage of anyone through manipulation, deception, concealment, abuse of privileged information, misrepresentation, or any other intentional unfair dealing practice.

## Examples of Prohibited Actions

- Equipment tampering
- Interference in existing contracts
- Price discrimination or fixing, Unfair pricing practices, Resale price maintenance
- Bid rigging
- Allocation of customers or geography
- Production limits or quotas
- Reciprocal dealing, Tie in sales

# Prudent Business Partner Selection

Our suppliers and customers are crucial to our ability to do business. They can impact Mosaic's financial performance and profitability, as well as our reputation. Strong professional relationships can enhance the value of our products and ultimately of the Company. Conversely, poor performance or conduct can harm our product quality, economic results, reputation or workplace environment.

We want business partners who share our principles. This means they operate ethically, in compliance with the law and Mosaic's Code, and follow best practices while striving toward continuous improvement.

To ensure our suppliers positively contribute to Mosaic's bottom line and reputation, we choose them carefully and use an objective selection process. Ethical procurement is one of the hallmarks of a principled company. We take great care to operate a fair and equitable procurement process and we avoid impropriety or the appearance of impropriety in vendor selection. Suppliers are chosen based on criteria that include safety performance, quality, reliability and price.

Similarly, we conduct due diligence before entering into new customer relationships and transactions. This includes screening for trade sanction status and information on potential activity involving corruption, money laundering or use of illegal labor (such as child or forced labor).

Remember that as Mosaic business partners, our suppliers and customers should always be treated justly, fairly and honestly.

Suppliers can find the policies, procedures and forms with which they should be familiar at [contractorsweb.mosaicco.com](http://contractorsweb.mosaicco.com).



## Key Concepts

- Ensure business partners have been properly evaluated and approved.
- Seek competitive bids.
- Conduct regular reviews of supplier relationships and performance.
- Ensure that agreements are on Law Department approved forms, and clearly state the services or products to be provided and the basis for payment.
- Verify that invoices clearly and fairly represent goods and services provided.
- Make payment only to the organization that provides the goods and services.
- Report any activity of concern.
- Avoid reciprocal dealing.
- Never use a supplier that provides confidential business information directly or indirectly to another business (proposed rates, winning bid information).
- Safeguard business partner confidential information.



## Safety Imperatives

- Our ultimate goal is ZERO harm to our people—even one incident is one too many.
- No job is too small or too routine—rushing and not paying attention are leading causes of accidents.
- Production and profit are **not** ahead of safety.
- Before undertaking a job, plan for potential risks you may encounter.
- Follow the rules and safety procedures in your area.
- Never work under the influence of alcohol or drugs.
- Stop work if you consider it unsafe and notify your People Leader.
- Never undertake work unless you are trained, competent and fit to do so.
- Help identify ways to improve safety.
- Practice good housekeeping.

# Safety

Safety is personal—own it. Mosaic places the highest value on the health and safety of its people. Safety is serious business; it is about people, not numbers. In a moment, a life can be forever changed. Our first responsibility is to ensure everyone returns home safely at the end of each day.

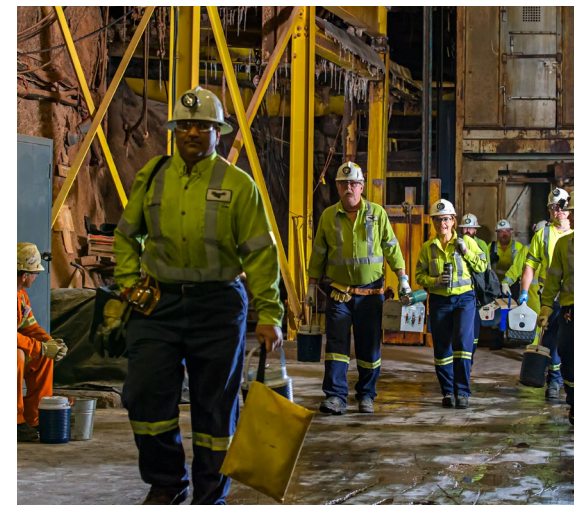
We do not accept that accidents are a cost of doing business. We are committed to a safe and healthy workplace and consider any injury to be one too many. All injuries and occupational illnesses are preventable. No job is so important that it can't be done safely.

We will not compromise the safety and health of our employees or others on our premises. Productivity and safety aren't an either/or. Safe operations are the cornerstone of productive operations. We can't have one without the other.

Mosaic has invested time and money to create a safe workplace. Our [safety policies and procedures](#) are based on hard lessons learned over many years. Our EHS Management System reflects an investment in systems and processes that will help support a safe work environment. Each of us has a responsibility to follow Mosaic safety requirements and to utilize our EHS systems.

## Questions to Ask:

- Am I compromising my health or safety or someone else's?
- Am I paying attention?
- Am I following the proper procedure?
- Am I taking the time to be safe?
- Has anything changed that I should consider?

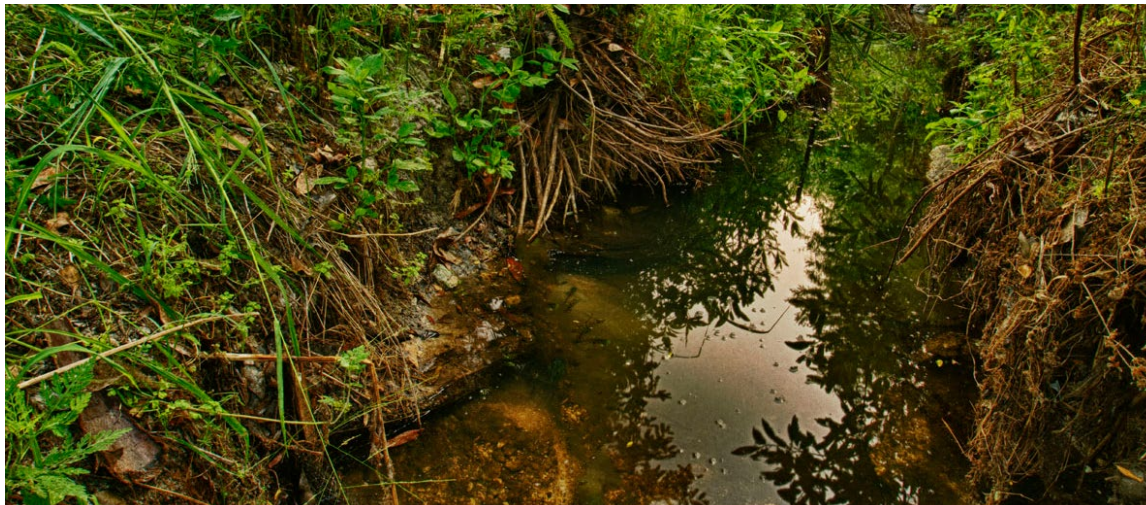


# Our Environment

We respect the world in which we operate. Sound and sustainable environmental performance is a fundamental corporate principle. Mosaic is dedicated to conducting business in an environmentally responsible manner. This means acting as an environmental steward in all of our locations.

We are committed to conserving energy, water and other natural resources, reducing waste and managing production with minimum impact on the environment. We strive to reduce the environmental footprint of our operations to preserve our world for generations to come. Where impacts remain, we implement compensatory actions to support biodiversity and ecosystems. We also pursue conservation opportunities to deliver lasting environmental benefits.

We expect strict environmental compliance within our operations and we seek to continuously improve our performance. Significant investment has been made in an EHS Management System to help us meet these obligations and to identify opportunities for improvement. Each of us has a responsibility to follow [our policies](#) and environmental compliance requirements and to utilize our EHS systems.



## Environmental Imperatives

- Our ultimate goal is ZERO environmental incidents—even one incident is one too many.
- Comply with legal requirements applicable to our operations.
- Know and follow the policies and procedures in your area.
- Know the environmental permit conditions that apply in your area and follow them.
- Immediately stop any work that may cause an environmental incident.
- Look for ways to minimize our environmental footprint (responsible transportation, sustainability targets, incremental progress and innovation).
- Always report actual or potential environmental incidents or spills.

# Create Value for Our Stakeholders






# Financial and Business Records


Accurate, transparent and reliable business records are critical to meeting Mosaic's financial, legal, regulatory and business obligations. Investors, creditors, business partners, regulatory authorities and others have a legitimate interest in our company information. Inaccurate or misleading information in reports or regulatory filings could result in reputational harm, legal liability and financial risk. So, the bottom line is that all business records must accurately reflect the nature and purpose of a transaction or activity.

We are also responsible for properly managing our records. When deciding what documents to save, archive or trash, check the [Mosaic Records Retention Schedule](#) and the [Mosaic Records Destruction Procedure](#).

## Examples of Important Business Records

- Environmental Reports
- Financial Reports
- Safety Records
- Performance Reports
- Production Information
- Quality Data
- Time Records
- Expense Reports
- Regulatory Filings
- Contracts

 **Business Record** — All information the company produces, such as email, IMs, voicemail, memos, expense reports and time cards, regardless of how the information is generated or maintained.

 **Legal Hold Order** — Temporary suspension of the company's record destruction schedule for documents and information that may be relevant to legal or other matters. If you are notified of a Legal Hold, review the notice carefully, follow it and contact the Law Department with questions.



## Key Concepts

- Prepare records accurately, completely and on a timely basis.
- Make sure information we disclose is clear, truthful and accurate. All company documents could become public.
- Never falsify a record.
- Follow all internal control procedures.
- Preserve records subject to a Legal Hold Order.
- Properly record all transactions in our books and records.
- Report a concern if you believe a record has been falsified, improperly altered or fraudulent.
- Retain records in accordance with the [Mosaic Records Retention Schedule](#).





## Key Concepts

- We never make payments or transfers of value that could give Mosaic an improper advantage.
- Payments should always be made strictly for goods or services provided, reflect a reasonable value for the goods or services, and be made for legitimate business purposes.
- Only use third parties that have been properly vetted.
- Business courtesies, including reasonable business meals and entertainment with government officials, must be approved in advance by Mosaic's General Counsel or Chief Compliance Officer.
- All payments must be properly recorded in Mosaic's books with appropriate supporting documentation.
- Any information provided by Mosaic or on Mosaic's behalf must be accurate and truthful. Payments for customs clearance must comply with local law and never be made directly to individual government officials.

# Anti-Corruption

Corruption is bad business. It harms our people, our Company and our reputation.

Corruption diverts public resources from important priorities, impedes economic growth, and undermines public accountability as well as the rule of law. Corruption is anti-competitive, increases business costs and creates business uncertainty. Companies engaged in corruption to win business ultimately undermine their own long term interests.

We do not want to be involved or implicated in corrupt dealings in any country where we do business. Corruption, in any form, is against our principles. Mosaic business interactions should always reflect the company's commitment to ethical conduct and compliance with anti-corruption laws. Bribes, kickbacks and facilitation payments are all forms of corruption and are never permitted. They are illegal in virtually every country and contrary to Mosaic principles.

Under the [Mosaic Worldwide Anti-Corruption Policy](#), we never directly or indirectly:

- Offer a bribe, kickback or facilitation payment to a government official to influence their actions or decisions.
- Offer or accept a bribe, kickback or facilitation payment to influence a business decision.
- Allow a third-party working on behalf of Mosaic to engage in any conduct prohibited above.



**“ In too many countries, people are deprived of their most basic needs and go to bed hungry every night because of corruption, while the powerful and corrupt enjoy lavish lifestyles with impunity. ”**

— **JOSÉ UGAZ**, Chair of Transparency International



### Third Party Red Flags

- Background check reflects a flawed background or reputation.
- Transaction involves a country known for corrupt payments.
- Agent suggested by a government official.
- Objection to anti-corruption compliance requirements.
- Agent has a relationship with a government official.
- Unusual contract terms.
- Request for agent's identity to be secret.
- Cash commission or exceeding customary rate.
- Request for false invoices or facilitation payments.
- Payment in another party's name.



**Bribe** — Giving anything of value (cash or non-cash) that could be seen as an effort to influence the recipient's actions (to obtain or keep business, gain a business advantage, or affect a decision or approval).



**Kickback** — The return of a sum paid as a reward for fostering a business relationship.

#### **EMPLOYEES WHO RETAIN THIRD PARTIES OR ENGAGE WITH GOVERNMENT OFFICIALS:**

Take care to follow the Third Party Due Diligence Policy to ensure that business partners with whom you work have gone through thorough proper screening. Update this screening regularly.



**Government Official** — Any government employee, candidate for political or government office, public international organizations, political parties and employees of businesses owned by a foreign government (often referred to as state-owned enterprise or SOE). Sometimes these individuals are referred to as Politically Exposed Persons or PEPs.



**Business Courtesy** — Anything of value (cash or non-cash) given to a government official or their family member (meals, gifts, entertainment).



**Facilitation Payment** — Money paid to a government official to expedite a routine, non-discretionary government action, such as issuing a permit or approving import/export of products.



## Key Concepts

- Never buy or sell any securities based on inside information.
- Do not disclose tips or inside information to others.
- Do not transmit or post any non-public information about Mosaic.
- Do not discuss material, non-public information with co-workers unless they have a business need to know.
- Report any leaks of material, non-public information.
- Do not engage in activity to manipulate the price of a security.

### EMPLOYEES ON THE MOSAIC SECURITIES RESTRICTED TRADING

**LIST:** You must abide by additional restrictions. Never trade or help others trade Mosaic securities if you are advised that you are subject to a trading window or blackout period. You must wait until the restriction is lifted to trade. If you want to set up a trading plan under SEC Rule 10b5, contact the Law Department.

# Insider Trading

Insider Trading generally refers to the improper buying or selling of a company's securities based on material, non-public information. Insider Trading undermines the confidence of investors and the public in the fairness and integrity of the securities markets. For this reason, it is illegal and the penalties for violations are severe.

As employees, we sometimes become aware of "inside" information. Remember that confidential business information is not for personal gain. Using it for personal financial benefit is unethical and illegal. It is also unlawful to "tip" others about the information. This includes family members or co-workers who do not have a need to know the information. See the [Mosaic Insider Trading and Tipping Policy](#) for guidance.

## Questions to Ask:

- Has the information been disclosed to the public by press release or other means?
- Does the information make me want to buy or sell the company's securities?
- If the information was published in the media, would it cause the price of the company's securities to rise or fall?
- How would the situation appear to government prosecutors if the trade became the subject of an investigation?

## Examples of Potential Material, Non-Public Information

- Unannounced mergers or business sales
- Plans for a major strategy change
- Significant management changes or layoffs
- Plans to open or close mines or operations
- Plans to curtail or expand production
- Reserve information that has not been made public
- Data about projected or future earnings or financial results
- Development of a new product
- An unannounced stock split or dividend change
- Pending or threatened litigation
- Gain or loss of a substantial customer or supplier
- An extraordinary accounting item
- Plans for major financings or restructurings
- Plans for new debt or equity offerings
- Financial liquidity issues
- Changes in the company's outside auditor or notifications from those auditors

**Material Information** — Information that a reasonable investor would consider important when deciding to buy, sell or hold a company's securities.

**Tip** — Sharing inside information with others (including friends and family).

**Non-Public or Inside Information** — Business information that has not been made public.

**Restricted Trading List** — Mosaic officers and leaders that have regular access to material, inside information who can only trade during specified trading windows that are approved by the General Counsel. The Law Department notifies individuals who are on the Restricted Trading List.





## Key Concepts

- We will not discuss pricing, production or markets with competitors.
- We will never act in a way that could be viewed as an attempt to exclude present or potential competitors.
- We will never act in a way that could be seen as an attempt to control market prices.
- We use caution where we interact with competitors.
- We never agree to fix resale prices.
- We obtain information by fair legal means such as review of public information (trade journals, press releases, and news articles).

# Business Competition

We are committed to free, fair, and open competition, which is an essential feature of healthy business markets. Competition fosters innovation, productivity and growth.

Fair competition laws (often called Antitrust or Competition laws) are intended to promote and protect competition. They ensure a level playing field for all business, which in turn support healthy local and global economies.

We carefully follow these laws in all of our business markets. We make our own business decisions, free from understandings with competitors that restrict competition.

# Export and Import Trade Control

International trade laws tend to be complicated and change frequently. Trade laws cover many types of transactions between businesses in different countries. Export laws apply to the sale of goods, services and technology shipped out of the country. Customs and import laws apply to purchase of goods, services and technology shipped into a country. These laws are typically in place to protect a country's domestic industries or security, and in some cases, may prohibit certain items from entering into a country. They generally require complete and accurate documentation of the country of origin, item value, and tariff classification along with appropriate payment, if required. At Mosaic, we abide by import and export laws.



# Sanction Laws

Based on foreign policy and national security concerns (such as drug trafficking, terrorism, and weapons proliferation), U.S. businesses can be legally prohibited from conducting transactions or trade with certain “sanctioned” individuals, businesses, countries and vessels. OFAC, an agency within the U.S. Treasury Department, administers the economic sanctions program. Comprehensive sanctions take the form of an economic embargo/boycott, prohibiting virtually any transaction for goods or services with certain countries. Selective trade sanctions prohibit transactions with specific persons and businesses, and prohibit transactions for certain goods and services with specific countries. We follow the [Mosaic Sanctions Policy](#) and do not conduct business with countries, persons or businesses subject to sanctions under U.S. law.

Countries in which we do business may have laws that create trade sanctions or boycotts. Under U.S. law, Mosaic can only cooperate with foreign trade sanctions and boycotts that are approved by the U.S. government.

## EMPLOYEES ENGAGED IN SALES OR LOCATED IN COUNTRIES AFFECTED

**BY SANCTIONS:** Only engage in trade with countries that are not the subject of U.S. sanctions. Check with the Law Department if you have questions. **Note:** Mosaic is also prohibited from participating in or cooperating with foreign boycotts that have not been sanctioned or approved by the U.S., including the Arab League boycott of Israel.





## Key Concepts

- Keep confidential information safe. It should be kept in a secure place where others cannot see it, labeled “Confidential”, and not discussed where others can hear.
- Do not disclose confidential information to anyone who does not have a business need to know. Use the utmost discretion.
- Do not accept or use third party confidential information.
- Do not solicit confidential information from anyone.
- Do not bring confidential information from a prior employer or other third party into Mosaic.
- Your obligation to protect confidential information continues to apply even if you stop working at Mosaic.

# Confidentiality and Privacy

Information is a valuable company asset. In the course of our jobs, we may be entrusted with information that must be kept confidential.

Our confidential business information must be kept secure for Mosaic to remain competitive and successful. Information that leaks prematurely can adversely affect our business and prove costly in many ways. Disclosure of confidential information can destroy its value or give unfair advantage to others. The company trusts you to make sure that confidential company information stays that way.

We often receive confidential information about customers, suppliers and other business partners. It is equally important not to disclose their confidential information. We have an obligation to protect the privacy of data that our customers and suppliers share with us.

When it comes to competitors, remember that we respect them and do not want their confidential information. If an opportunity arises to take advantage of a competitor’s confidential information, don’t do it. If you inadvertently come into possession of a competitor’s confidential information, immediately contact the Law Department.

As employees, we share sensitive personal, medical and financial information with Mosaic. The company respects personal privacy interests and is committed to protecting this information. Improper use of confidential personal information could lead to unwanted consequences, including identity theft, and disclosure of harmful or embarrassing information. Those with access to this information are responsible for helping to protect it. That means using the information for legitimate business purposes only, and not sharing it with anyone who does not have a work related reason to see it.



# Conflicts of Interest

Each of us has an obligation to do what is best for Mosaic. Conflicts of interest can occur when personal interests influence our ability to make sound and objective decisions on behalf of Mosaic. Situations that create even the appearance of this kind of bias need to be avoided.

That means avoiding business dealings or personal relationships that may cause a potential or perceived conflict with your Mosaic responsibilities. Excuse yourself from any decision where you have an interest that may influence or be perceived to influence your ability to make an objective decision. The most significant risks for conflicts usually arise in connection with family and personal relationships, outside employment, activities or affiliations, business opportunities and personal investments.

Transparency is the key to avoiding and managing conflicts of interest. When employees are open about potential conflicts, it creates an opportunity to address the situation. It is not always clear whether an activity or relationship creates a conflict of interest. You do not need to make that determination; but you do need to disclose the potential conflict. Management will evaluate the situation and provide approval where appropriate or guidance to resolve the conflict. Seek guidance from your People Leader or the Law Department. Mosaic treats these reports confidentially. Having a conflict of interest is not necessarily a violation of the Code, but failing to disclose it is. Disclosure is also required on the annual Code certification.



## Key Concepts

- Act in the best interest of Mosaic while performing your job.
- Do not allow personal interests to interfere with the decisions you make on behalf of Mosaic.
- Disclose all actual or potential conflicts of interest as soon as you become aware of them.
- Remember that perceived conflicts of interest can be as damaging to our reputation and business as actual conflicts.

## Questions to Ask:

- Am I doing what is right for Mosaic?
- Does this situation make me feel uncomfortable?
- Could it influence my objectivity or appear to do so?
- Would my co-workers think the situation could affect how I do my job?
- Would it look suspicious to someone outside the Company?
- Would it affect Mosaic revenue or profitability?
- Would I benefit personally?

## Examples of Potential Conflict Situations

- An outside job or affiliation that may interfere with your responsibilities at Mosaic.
- An outside job with a Mosaic competitor, supplier, regulator or customer.
- Business relationships with friends or family members.
- Having a family member with a significant financial interest in an organization that does business with Mosaic or seeks to do business with Mosaic.
- Supervising a family or household member, or current or former partner.
- Selling products or services to Mosaic on behalf of another business.
- Directing Mosaic business to members of your family, including participating in the business selection process.
- Using your status as a Mosaic employee for your personal political or civic activities.
- Accepting sponsorships from Mosaic customers, suppliers or competitors on behalf of your personal civic or charitable associations.
- Using company information or time for personal gain.
- Treating work product, such as an invention, as your own.
- Using company assets to start or support another business.
- Serving as a director, officer or member of an outside organization that may compete with Mosaic or have competing interests.
- Diverting a Mosaic business opportunity for your personal gain or the benefit of another company.



**Family member** — Child, step-child, parent, step-parent, spouse, domestic partner, sibling, mother- or father-in-law, daughter- or son-in-law, brother- or sister-in-law, aunt, uncle or cousin, and any person sharing your household.

**Significant financial interest** — An ownership interest of 10 percent in a corporation, 10 percent in a business other than a corporation, or that represents more than 5 percent of your gross income or assets.

# Gifts and Entertainment

Strong business relationships provide value. When gifts and entertainment are part of that relationship, however, it can easily create an actual or apparent conflict of interest. As a result, we do not encourage giving or accepting gifts or entertainment.

Always exercise extreme care when accepting or offering gifts, hospitality or entertainment. They should be infrequent, for the purpose of promoting goodwill, and to support a legitimate business purpose. They should never be used to unduly influence business decision making, compromise independent judgment or cause others to believe that there has been improper influence.

In general, it is acceptable to give or receive token gifts. Depending on the policies within your business unit or locality, it may be acceptable to give or receive, on an infrequent basis, gifts or entertainment of nominal value. Acceptance of any gifts or entertainment outside of the [Mosaic Corporate Policy Guidelines](#) must be approved in advance by the Law Department. More stringent guidelines apply within certain Business Units; check with your management if you have questions.

## Questions to Ask:

- Does it have a clear business purpose?
- Is it consistent with customary regional business practices?
- Could it be perceived as a bribe or improper payment?
- Will it compromise your professional judgement or give the appearance of doing so?
- Is it offered to improperly influence a business relationship?
- Will it create a sense of obligation?
- Does it violate the law or Mosaic policy?
- Has it been approved if necessary?
- Would public disclosure embarrass you or Mosaic?




## Key Concepts


- Never exchange gifts and invitations for business entertainment which are in the form of cash or a cash equivalent (gift card), could reflect poorly on Mosaic, be construed as a bribe, or that violate the law or Mosaic policy.
- Never exchange gifts or entertainment associated with an effort to influence a business decision.
- Never ask for gifts or entertainment.





## Examples of Generally Acceptable Infrequent Gifts and Entertainment

- Token gifts.
- Lunch at a moderately priced restaurant for the purpose of discussing business on an infrequent basis.
- A gift (non-cash) worth \$50 or less. Note: Some Business Unit policies require advance approval to accept any gift (other than Token Gifts). Know the applicable policy in your area.
- An outing with a vendor worth \$100 or less. Note: Some Business Unit policies require advance approval for any vendor outing. Know the applicable policy in your area.
- During traditional gift giving season in certain geographies, customary gifts may be exchanged. Note: Check the local policy to ensure a gift is considered customary and acceptable.

 **Gift** — Any item of value.

 **Token Gift** — Non-cash items of nominal value such as logoed pens, hats, shirts, mugs, and mouse pads.

 **Vendor Outing** — Entertainment provided by a vendor, not consisting solely of a meal.

 **Entertainment** — Meals, drinks, or entry to recreational, sporting, cultural or social events with a vendor or customer. If a vendor or customer is not present, it is considered a gift.

## Examples of Items That Should Never Be Offered or Accepted

- Offers of sponsored travel and accommodation.
- Gifts, hospitality or entertainment of an inappropriate value or nature (sexually oriented) or at inappropriate venues.
- Regular gifts or entertainment, such as weekly delivery of food items by a vendor.
- Cash or any cash equivalent (gift card).



# Use of Company Assets

Mosaic assets are valuable and reflect the hard work and efforts of all of us. They are essential to running our company successfully. Company assets include all property owned by Mosaic. That means land, facilities, buildings, tools and equipment, office supplies, employee time, material inventory, data, computer, communication and IT systems, information, intellectual property, corporate opportunities and monetary funds.

Theft, loss, damage, and misuse have a direct impact on the company's profitability. We each have a duty to protect Mosaic property and to take great care when using company assets. It is a matter of honesty and integrity.

Mosaic provides the tools and equipment we need to do our jobs effectively and trusts us to be responsible with them. Company equipment, supplies, physical assets and funds are for business, not personal activity. Under the [Mosaic Acceptable Use Policy](#), reasonable personal use of computer equipment, phones, email and Internet is acceptable as long as it is not excessive or for improper purposes and doesn't interfere with your job responsibilities or create additional company cost.

## Examples of Improper Use of Company Assets

- Charging personal expenses on a company credit card.
- Use of a Mosaic communication system to send obscene or inappropriate statements, view sexually explicit or offensive material, or spread unlawfully harassing comments or intimidating or threatening language.
- Using Mosaic supplies and equipment for personal activity.
- Managing a personal business or activity on company time.
- Use of a Mosaic communication or information system for unlawful, unethical or improper activity (gaming, gambling, auctioning items, or using malicious software).



## Key Concepts

- Use company property, including corporate credit cards, for authorized business purposes only.
- Use company equipment and assets for their intended purpose.
- Ensure that Mosaic assets are not damaged, misused or lost.
- Keep personal use of communication systems, such as computer and phone, to a minimum.
- Guard our intellectual property.
- Personal activity during work hours should be limited and not interfere with your job.
- Do not leave Mosaic confidential information in public places.
- Ensure third parties on our property are responsible with Mosaic assets.
- Dispose of company assets only with proper authorization and in accordance with policy.

As a reminder, you should have no expectation of privacy in connection with use of Mosaic information systems, including email and the Internet. Mosaic reserves the right to monitor and review information sent or received using company resources.



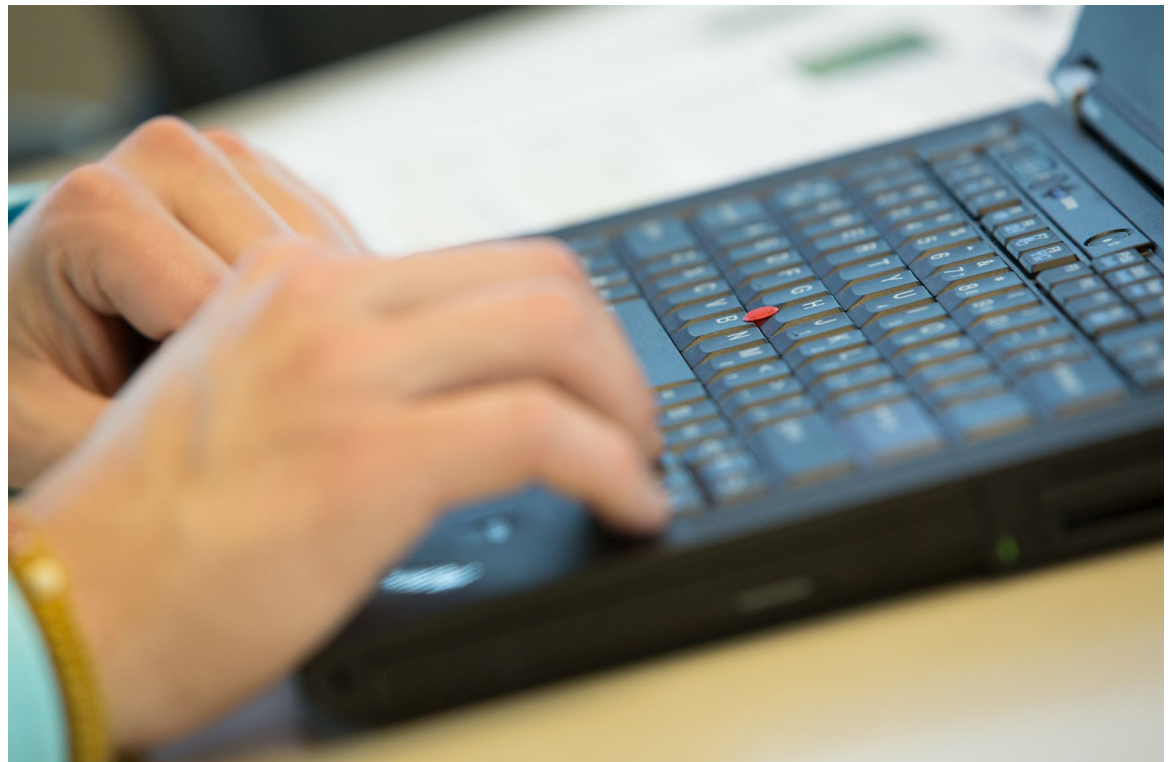
## Key Concepts

- Keep all computer and information technology tools secure and immediately report any loss or theft.
- Take steps to protect against unauthorized access.
- Use caution when opening email attachments and do not click links from unknown senders.
- Report suspicious or inappropriate unsolicited email to the Global Help Desk.
- Carefully comply with all the policies and procedures to protect our information.
- Immediately report any suspected breach of our systems or cybercrime.
- Do not divulge your password to anyone.
- Do not install software without authorization.
- Do not disable Mosaic security measures.
- Do not leave computers, iPads, cellphones or other technology devices unattended in public places.

# Information Security

Mosaic has entrusted us with hardware, software, computers and other technology systems to do our job. Sensitive data and other information valuable to the company is on these systems. It is imperative that the data does not end up in the wrong hands. Use the computer and information technology tools you are provided responsibly.

Mosaic has an [Information Security Policy](#) we must follow for passwords, remote access and other computer security issues to help protect the confidential information and electronic data stored in our systems. These security controls are in place and reviewed continuously to protect against emerging cyber threats. Inappropriate use of the systems could expose Mosaic to risks, including security breaches of our systems.



# Social Media

We operate in a 24/7 networked world. Social media sites offer a fun and rewarding way to share our lives and thoughts. However, if used improperly, social media also creates potential for harm which is why it is important to consider how social media activity reflects on Mosaic. The [Mosaic Global Social Media Policy](#) and the [Social Media Tips for Employees](#) provide guidance.

With the rise of social media, information you share online about Mosaic becomes public. Remember that texts, tweets and postings live forever and can be searched and potentially viewed by co-workers, business partners and regulators.

Never share sensitive or confidential company information. If you discuss topics related to Mosaic, be clear that your statements are your own opinion.

## Communicating with the Public, Investors and the Media

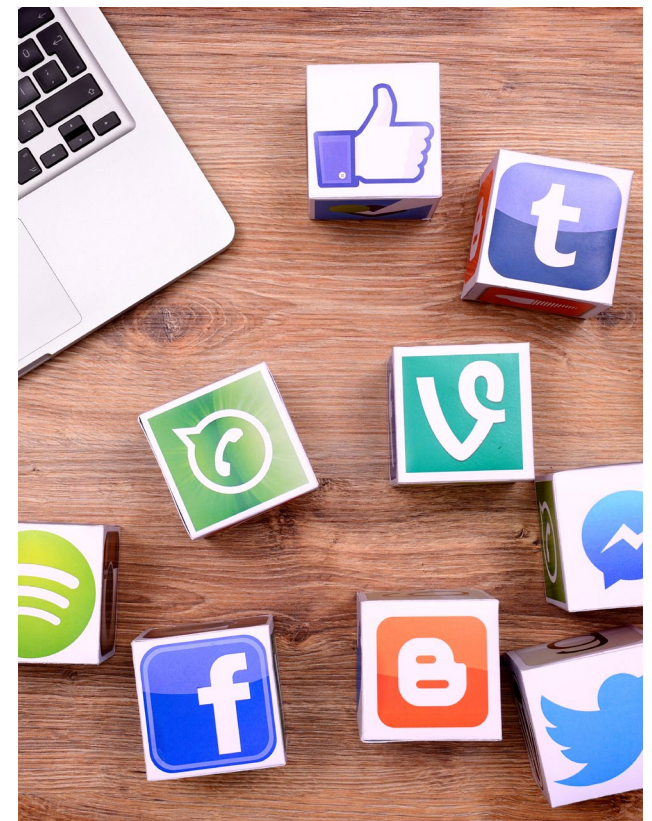
Communicating consistent and accurate information to the public is important to our brand and necessary to meet our legal obligations.

To strengthen Mosaic's interactions with the media, all media requests must be submitted to Public Affairs for approval. Only designated spokespersons may make public statements on the company's behalf. Please do not attempt to answer media questions. Instead, refer the person to Public Affairs. Consult with the Law Department before responding to any non-routine government request for confidential information or a subpoena.



### Key Concepts

- Official Mosaic social media accounts are managed by Public Affairs.
- Be respectful, honest and informed when engaging with social media.
- Be careful what you share about Mosaic on social media.
- Re-read messages before you hit "send."



# Connection to Our Communities

As part of the global community, we recognize our important role in helping to address some of the world's significant challenges. We want to make our communities better places to live and work, everywhere we do business.

Mosaic supports initiatives that strengthen communities and encourage our employees to get involved. We invest in the strength and vibrancy of our communities. This includes community based activities and programs to improve the quality of life of the people in the communities where we operate.

We want to be a trusted neighbor. Our ability to build relationships with our communities is critical to our long-term success. We seek to work with stakeholders to address concerns and expectations.

An active, inclusive and fair political process promotes open government and healthy societies. You are encouraged to be involved in your choice of political activity. Be clear that your participation is your personal choice, not a political endorsement of any view by Mosaic. In the workplace, you should not post or distribute materials regarding political views or beliefs.

Various laws restrict us from using Mosaic funds or assets on behalf of a political party or candidate. Mosaic only engages in corporate political activity through our Political Action Committee. Direct or indirect political contributions or expenditures should not be made on behalf of Mosaic unless approved by the Law Department.



## Key Concepts

- Build Mosaic's global brand as a responsible, trusted neighbor in the communities where we live and work.
- Seek to identify and consider the concerns and expectations of stakeholders affected by our operations.
- Promptly investigate concerns and report outcomes back to the stakeholders.
- Seek approval to participate in a community project or donation intended to be on behalf of Mosaic.
- Do not contribute to organizations for religious purposes on behalf of Mosaic.
- Respect the cultures and customs of the communities in which we operate, so long as they comply with the law and the Code.
- Respect our employees' rights to freedom of association and collective bargaining.



# Develop, Engage and Empower Our People



# Building Our Culture

Our people are our greatest asset and the key to our success. Together, we are one company, building a culture, based on our principles, priorities and [policies](#).

To do that, we need to work together and collaborate. Collaborative relationships inspire commitment—to both common and individual goals and to each other. Good collaboration is about reciprocity, openness and idea sharing. Mosaic is committed to providing an equal opportunity to every employee to succeed.

To win in the international market, we also need every employee to contribute their full potential to our success. That means we should individually focus on developing skills for today and the future, and collectively support our co-workers' efforts to do the same.

## Questions to Ask:

- Am I helping to build a culture where people are proud to work and grow?
- Am I showing I am collaborative and a team player?



## Key Concepts

- Take opportunities to learn. Leverage the Mosaic Leadership Model. Pursue opportunities for yourself and others to improve leadership skills.
- Work cooperatively with others across the organization to achieve shared objectives. Partner with others to get done. Get buy-in by including others in your ideas and plans.
- Compete in a healthy way. Share information and resources. Shift your thinking to what is best for the organization.
- Credit others for contributions and accomplishments.
- Prioritize the time to help people grow.
- Attentively listen to others.
- Hold yourself and others accountable to meet commitments.
- Persist in accomplishing objectives despite obstacles and setbacks.
- Solicit different people's perspectives. Welcome divergent views.

# Diversity and Respect

We all work best when we feel accepted and respected. Our goal is to create an inclusive environment of cooperation and collaboration across departments and geographies. Diversity enriches our workplace and different points of view, experience and background contribute to a strong team and the best solutions.

We create a collaborative environment by fostering a positive atmosphere of trust and inclusiveness. That means we treat one another fairly and with respect, valuing the talents, experiences, differences and strengths of our diverse workforce.

Opportunity at Mosaic is based on skill and aptitude. Discrimination and harassment are contrary to that principle and violates the law and our policies listed below. We will not tolerate discrimination or harassment of any kind.

[Harassment Policy \(United States\)](#)

[Harassment Policy \(Canada\)](#)

[EEO & Discrimination Policy](#)

## Questions to Ask:

- Do my words and actions show respect?
- Will my words or actions seem offensive or threatening?



## Key Concepts

- We have ZERO tolerance for sexual harassment, or any other forms of harassment, discrimination, bullying, violence or threats of violence or weapons in the workplace. Speak up if you see any of this conduct.
- We treat one another fairly and respect the unique contributions of others.
- Keep an open mind and listen to different points of view.



**Discrimination** — Employment related decisions made based on age, race, religion, color, gender, disability, national or ethnic origin, citizenship, sexual orientation, gender identity, marital status, military or veteran status, pregnancy or genetic information.



**Harassment** — Conduct that interferes with a person's work performance. This can include slurs, unwelcome sexual advances, inappropriate jokes, gestures, graphics, pictures, comments and any other form of offensive behavior.

# Current and Future People Leaders

Culture is the biggest predictor of behavior. Leaders are the primary influencers and drivers of culture. Mosaic looks to you to lead and promote our culture.

## STEP UP ON LEADERSHIP

**How you lead matters.** It's your leadership that will motivate your team. What you communicate is more influential than any policy or other leader's directive. The expectations that you set will determine whether your direct reports choose the right or wrong action.

**Leverage the Mosaic Leadership Model.** Pursue training and opportunities for yourself and others to improve leadership skills.

**Be transparent;** it builds trust.

**Be flexible and adaptable.**

**Create a diverse and inclusive workplace where individuals and teams can reach their full potential.** Build and sustain a culture where winning is the norm.

**Rally employees around a vision of zero harm to people and zero environmental incidents.** Get safety and environmental issues out in the open; promote candid discussion. Demonstrate your support for the EHS Management System and our systems and processes. Communicate clearly and often your expectation that safety procedures must be followed even if it means taking longer. Encourage people to identify ways to improve safety and environmental performance.

**Set the right tone in your area.** Encourage a Speak-Up culture. Support employees who raise concerns.

**Show support for the Audit process.** Demonstrate a willingness to critically evaluate performance and openness to improvement.

**Have courage.** Face tough situations head-on and work constructively to resolve them. Support others who do the same.

**Cast pride aside—ask for help when you need it.** Don't wait for a crisis to occur.

**Encourage the open expression of diverse ideas and opinions.** Be willing to champion an idea or position despite dissent or political risk.

**Resolve concerns fairly.** Focus conflicts on solving the problem rather than winning the argument. Avoid the appearance of favoritism or retaliatory conduct.

**Take responsibility for failures quickly and become part of the solution.**

**Always stop violations of the Code.**

A large, rusted metal excavator bucket is suspended by heavy chains, set against a sunset sky over a mining site. The bucket is the central focus, showing signs of wear and rust. The background features a horizon line with a gradient of colors from blue to orange, suggesting a sunset or sunrise. The ground in the foreground is dark and appears to be a mining site.

# Resources

Additional resources can be found on My Mosaic. These include commonly asked questions and answers along with supplemental tools and guidance.



# Conclusion

**By using this Code to guide our individual and collective decision making and conduct, we will enhance Mosaic’s reputation and function cohesively as a global organization.**

## Asking for Help and Reporting Concerns

If you need advice, have a business concern, or need to report misconduct, you should speak to your People Leader or local Human Resource representative. If for any reason you cannot, or do not want to raise the matter with your People Leader or local management, please contact the Vice President of your functional organization, the Law Department, Chief Compliance Officer or Senior Vice President—Human Resources. Alternatively, you may submit your concern, anonymously if you wish, at: [www.mosaic.ethicspoint.com](http://www.mosaic.ethicspoint.com) or by calling Mosaic’s confidential Ethics Line.



### MOSAIC’S ETHICS LINE

Report your concern by calling Mosaic’s confidential Ethics Line.

**(877) 261-2609**

For calls within the U.S. and Canada.

**(503) 726-3224**

For collect calls from outside of the U.S. and Canada.

Some international locations may have a local ethics phone number; please see the employee website or workplace poster for details.



### MOSAIC’S ETHICSPPOINT

Submit your concern, anonymously online.

[www.mosaic.ethicspoint.com](http://www.mosaic.ethicspoint.com)

