

**CHARTER OF  
THE ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
THE MOSAIC COMPANY**

**A. Name**

There shall be a committee of the Board of Directors (the “Board”) of The Mosaic Company (the “Company”) called the Environmental, Health and Safety Committee (the “Committee”).

**B. Purpose of Committee**

The purpose of the Committee is to provide oversight of the Company’s performance regarding protection of the environment and occupational health and safety, including: (i) the Company’s compliance with environmental, health and safety (“EHS”) legal and regulatory requirements; (ii) the Company’s promulgation and enforcement of policies, procedures and practices relative to protection of the environment and health and safety of employees, contractors, customers and the public; (iii) the plans, programs and processes established by the Company to evaluate and manage EHS risks to its business, operations, and products; (iv) the Company’s response to significant EHS public policy, legislative, regulatory, political and social issues and trends that may affect the business operations, financial performance, or public image of the Company or the industry; and (v) such other duties as assigned to it from time to time by the Board.

**C. Committee Membership**

The Committee members shall be appointed by the Board, on the recommendation of the Corporate Governance and Nominating Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. During the Standstill Period, as defined in that certain Investor Rights Agreement, dated January 26, 2004, between Cargill, Incorporated (“Cargill”) and the Company, as amended from time to time (the “Investor Rights Agreement”), the Committee shall be composed of four directors. Following the Standstill Period, the Committee shall be composed of three or more directors. The Board shall make determinations as to whether a particular director satisfies the requirements for membership on the Committee.

**D. Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson (the “Chair”). The Committee shall meet at least three times a year, with further meetings to occur when deemed necessary or desirable by the Committee or its

Chair. The Committee may meet in person or by telephone or videoconference and may take action by written consent.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of the issues under discussion.

**E. Committee Duties and Responsibilities**

The Committee shall:

1. Review appropriate policies for the Company relative to protection of the environment and health and safety of employees, contractors, customers and the public, and oversee the Company's monitoring and enforcement of these policies and the related procedures and practices.
2. Review with management the quality of the Company's process for identifying, assessing, monitoring and managing the principal risks in the Company's businesses associated with protection of the environment and occupational health and safety. While it is the responsibility of management to assess and manage the Company's exposure to environmental, health and safety risks, the Committee will provide oversight by reviewing policies that govern these processes.
3. Discuss annually with management the scope and plans for conducting audits of the Company's EHS performance. The Committee will also meet with management to discuss the significant results of the audits.
4. Review the Company's objectives and plans (including means for measuring performance) for implementing the Company's policies, procedures, practices, compliance measures, and risk management programs regarding environmental protection and occupational health and safety.
5. Review and discuss with management any material noncompliance with EHS laws, and management's response to such noncompliance.
6. Review and discuss with management pending or threatened administrative, regulatory, or judicial proceedings that are material to the Company and management's response to such proceedings.
7. Review and discuss any significant EHS public policy, legislative, regulatory, political and social issues and trends that may affect the business operations, financial performance, or public image of the Company or the industry, and management's response to such matters.

8. Review with management, and make recommendations to the Audit Committee of the Board of Directors concerning, the narrative portion of the quarterly and annual financial statements and disclosures made under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Forms 10-Q, Forms 10-K, and annual report (prior to filing with the Securities and Exchange Commission ("SEC") and releasing to stockholders) to the extent that the narrative portion of such documents contain disclosures related to the Company's EHS performance or other EHS matters.
9. Review with management the Company's procedures for the handling of complaints regarding EHS matters, and the confidential, anonymous submission by the Company's employees of concerns regarding management of EHS matters.
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. Conduct an annual performance evaluation of the Committee.
12. Perform such other duties and responsibilities, consistent with this Charter and governing laws, as may be delegated to the Committee from time to time by the Board.
13. Report to the Board on a regular basis and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

**F. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**G. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant, to terminate any consultant retained by it, and to approve the consultant's fees and other retention terms.

**H. Amendment**

The Board shall have the authority to amend or modify any provision of this Charter at any time; *provided, however*, that the Board may make no such

amendment or modification that is inconsistent with the provisions of the Investor Rights Agreement.