

THE MOSAIC COMPANY

DIRECTOR INDEPENDENCE STANDARDS

I. Introduction and Purpose

The Mosaic Company (the “Company”) is deemed a “controlled company” for purposes of the New York Stock Exchange (“NYSE”) corporate governance rules because greater than 50% of the voting power of the Company is held by Cargill, Incorporated. As a result, the listing standards of the NYSE do not require that the Company’s Board be comprised of at least a majority of independent directors, nor that the Board maintain Nominating/Corporate Governance and Compensation Committees comprised entirely of independent directors. The listing standards of the NYSE do, however, require that the Board maintain an Audit Committee comprised entirely of independent directors, and the Company intends to have a Board comprised of at least a majority of independent directors. The NYSE also requires the Board to make a formal determination each year as to which of its directors are independent, and to disclose these determinations in the Company’s proxy statement. The purpose of this document is to outline the standards under which the Board makes its independence determinations, thereby ensuring a consistent and disciplined approach to such determinations.

II. Minimum Standards

The NYSE has established certain minimum standards of independence. According to these standards, a director is automatically disqualified from being deemed independent under the following circumstances:

- A. The director has been employed by the Company, or an immediate family member* has been an executive officer of the Company, within the last three years;
- B. The director or an immediate family member received more than \$100,000 a year in direct compensation from the Company during any of the prior three years, with the exception of director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is in no way contingent on continued service);
- C. The director has been affiliated with or employed by, or an immediate family member was affiliated with or employed in a professional capacity

* For purposes of these standards, an “immediate family member” includes a person’s spouse, parents, children (whether by blood or adoption), siblings, mothers and fathers-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person’s home.

by, a present or former internal or external auditor of the Company within the past three years;

- D. The director or immediate family member was an executive officer of another company on whose compensation committee one of the Company's executive officers has served during the last three years; or
- E. The director is an executive officer or employee, or an immediate family member is an executive officer, of a company that, within the last three years, has made payments to, or received payments from, the Company for property or services in an amount exceeding the greater of \$1 million or 2% of such other company's consolidated gross revenues in that fiscal year. (Note that while charitable organizations are not deemed "companies" under this standard, the Company would have to disclose in its proxy statement contributions in excess of these thresholds to any charity for which a director serves as an executive.)

III. Assessment of Other Relationships - Categorical Standards

In addition to meeting the minimum standards set forth in Section II, no director qualifies as "independent" under the NYSE's rules unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The basis for determining that any relationship is not material must be disclosed in the Company's proxy statement. However, as an alternative to discussing all non-material relationships a Company might have with its directors, the NYSE allows companies to adopt and disclose categorical standards of independence and make general disclosures as to which directors meet those standards. The following categorical standards have been established to assist the Board in making its independence determinations.

A director who satisfies all of the following standards (in addition to the minimum standards set forth in Section II and any standards applicable to them as Audit Committee members - See Section IV) may be deemed independent. A director who fails to satisfy any particular categorical standard may still be determined to be independent, but the specific basis for such a determination must be explained in the Company's proxy statement.

Categorical Standards of Independence

- A. The director has never been an employee or executive officer of the Company or any affiliate. (For purposes of these standards, an "affiliate" is any person or entity that controls, is controlled by, or is under common

control with another person or entity, such as subsidiaries, sibling companies and parent companies.)

- B. The director is not a former executive, founder or principal of the Company, or of any affiliate, firm or entity acquired by the Company, or firm or entity that was part of a joint venture or partnership including the Company.
- C. No immediate family member of the director is a current employee, or a former executive officer, of the Company or any affiliate.
- D. Neither the director nor any immediate family member, nor any firm or entity with which such director or family member was affiliated in a professional capacity, has provided investment banking advice or served as the Company's primary legal advisor within the past two years.
- E. Neither the director nor any immediate family member has any direct transactional relationship with the Company or its affiliates, or otherwise has an active role in providing, is a partner or principal owner of a firm or entity providing, or otherwise receives compensation based on the provision of consulting, advisory or other professional services to the Company or its affiliates or officers (except for compensation received by a director solely in his or her capacity as a director).
- F. The director is not a director, trustee, executive officer or employee, and no immediate family member is an executive officer, of any firm or entity (including charitable and non-profit organizations) that, within the last two years, has made annual payments to or received annual payments from the Company or its affiliates in excess of the greater of \$200,000 or five percent of the recipient's consolidated gross revenues.
- G. The director is the beneficial owner (as that term is defined under Rule 13d-3 of the Securities Exchange Act of 1934, as amended) (the "Exchange Act") of less than ten percent (10%) of the Company's outstanding voting securities.
- H. The director is not a party to any contract or arrangement regarding their nomination or election to the Board, or requiring them to vote with management on proposals brought before the Company's shareholders.

IV. Audit Committee Membership

In addition to meeting the foregoing independence requirements, all Audit Committee members must satisfy the independence requirements of Rule 10A-3 under the Exchange Act. Assuming the director meets the standards outlined in

Sections II and III above, the only additional standard they must pass to be eligible for Audit Committee service is that they not, directly or indirectly, accept any “consulting, advisory or other compensatory fee” from the Company, other than in their capacity as Board or Committee members. Given that this prohibition applies to indirect as well as direct payments, payments to family members and entities with which a director is affiliated must be considered. The SEC has indicated, however, that not all commercial relationships are prohibited, but only relationships involving legal, accounting, investment banking, financial advisory and consulting services.

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