

MOSAIC CO
Form DEFM14A
April 11, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

THE MOSAIC COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 11, 2011

Dear Stockholder:

You are cordially invited to attend the special meeting of the stockholders of The Mosaic Company, a Delaware corporation (which is sometimes referred to as Mosaic or the Company), which will be held at Atria Corporate Center, 3033 Campus Drive, Plymouth, MN 55441, on May 11, 2011, at 9:00 a.m. local time. **This is an important special meeting that affects your investment in Mosaic.**

As we announced on January 18, 2011, Mosaic and Cargill, Incorporated (Cargill) entered into agreements relating to Cargill's exchange with its stockholders and certain of its debt holders of Cargill's approximately 64% interest, or 286 million share position, in Mosaic. At the special meeting, you will be asked to consider and vote upon the adoption of the merger and distribution agreement, pursuant to which, among other things:

a merger would occur that would have the effect of recapitalizing Mosaic's share capital into three classes of common stock: common stock (which shares would be substantially identical to the existing Mosaic common stock); class A common stock (which shares would be subject to certain transfer restrictions and have conversion rights and class voting rights but otherwise have the same economic rights as the existing Mosaic common stock); and class B common stock (which shares would be entitled to ten votes per share for the election of directors and one vote per share in all other matters and be subject to certain transfer restrictions and have conversion rights and class voting rights but otherwise have the same economic rights as the existing Mosaic common stock); and

a portion of the shares of Mosaic common stock held by Cargill will be converted, on a one-for-one basis, into shares of the new class A common stock and class B common stock, which will increase the voting power of Cargill's shares with respect to the election of the Mosaic board of directors to more than 80% and thereby facilitate Cargill's ability to effect the split-off described below in a tax-free manner.

As a result of the transaction, there will be no change to Mosaic's total outstanding shares, the economic rights of the Mosaic shares or earnings per share.

The merger is proposed in conjunction with, and is conditioned upon, Cargill completing an exchange with certain of its stockholders of all of the shares of class A common stock and class B common stock and at least 7,500,000 shares of common stock that Cargill receives in the merger for shares of Cargill common stock (the exchange by Cargill of its Mosaic shares with its stockholders is referred to as the split-off), which will result in Cargill's stockholders receiving approximately 40% of the outstanding Mosaic shares, representing approximately 81% of the voting power with respect to the election of Mosaic's board of directors. Certain Cargill stockholders have already agreed to exchange some or all of their shares of Cargill common stock in the split-off.

As described in this proxy statement/prospectus a number of transactions are contemplated in connection with the merger and split-off, which are intended to facilitate the orderly distribution of Mosaic shares following the split-off. However, you are only being asked to consider and vote upon the adoption of the merger and distribution agreement (and the related adjournment proposal). Although you are only being asked to consider and vote upon the adoption of the merger and distribution agreement (and the related adjournment proposal), **we urge you to read this entire document carefully, including the section entitled Risk Factors beginning on page 24.** You should consider each of the transactions described in this proxy statement/prospectus when making your voting decision.

The completion of the merger and related transactions is conditioned upon the adoption of the merger and distribution agreement both (i) by the holders of a majority of the outstanding shares of Mosaic common stock and (ii) by the holders of a majority of the outstanding shares of Mosaic common stock other than Cargill and its subsidiaries.

The Mosaic board of directors believes that the merger and distribution agreement, and the transactions contemplated by the merger and distribution agreement and related transaction documents (which are referred to collectively as the transactions), are advisable and fair to and in the best interests of Mosaic and its stockholders (other than Cargill and its subsidiaries), and has approved these transactions. Prior to such approval of the Mosaic board of directors, a specially constituted committee of the Mosaic board of directors, composed entirely of independent directors (which is referred to as the Mosaic special committee), determined that the transactions are advisable and fair to and in the best interests of Mosaic and its stockholders (other than Cargill and its subsidiaries) and unanimously recommended that the Mosaic board of directors approve the transactions.

Upon unanimous recommendation of the Mosaic special committee, the Mosaic board of directors recommends that you vote FOR the adoption of the merger and distribution agreement and FOR the proposal to adjourn the special meeting, if necessary or appropriate, to permit further solicitation of proxies for the adoption of the merger and distribution agreement. Your participation and vote are important. The merger will not be effected without, among other things, the affirmative vote of at least a majority of Mosaic's outstanding common stock held by Mosaic stockholders (other than Cargill and its subsidiaries), entitled to vote at the special meeting.

Your vote is important. Whether or not you plan to attend the special meeting, please take the time to vote by completing and mailing the enclosed proxy card or by submitting a proxy through the Internet or by telephone as described on the enclosed instructions as soon as possible to make sure your shares are represented at the special meeting. If you submit a properly signed proxy card without indicating how you want to vote, your proxy will be counted as a vote **FOR** the adoption of the merger and distribution agreement (and the related adjournment proposal). The failure to vote by submitting your proxy or attending the special meeting and voting in person will have the same effect as a vote against the adoption of the merger and distribution agreement.

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Sincerely,

James T. Prokopanko

Chief Executive Officer and President

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger and the other transactions contemplated by the merger and distribution agreement or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense.

This document is dated April 11, 2011, and is first being mailed to Mosaic stockholders on or about April 11, 2011.

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ADDITIONAL INFORMATION

The accompanying proxy statement/prospectus incorporates by reference important business and financial information about Mosaic from documents that are not included in or delivered with the proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the proxy statement/prospectus from the SEC's website at <http://www.sec.gov> or from Mosaic's website at www.mosaicco.com (Investors tab) or by requesting them in writing or by telephone from Mosaic at the following address and telephone number:

The Mosaic Company

Atria Corporate Center, Suite E490

3033 Campus Drive Plymouth, Minnesota 55441 Attention: Director Investor Relations

Telephone: (763) 577-2828

In addition, if you have questions about the merger and distribution agreement, the merger and related transactions or the special meeting of Mosaic stockholders, or if you need to obtain copies of the accompanying proxy statement/prospectus, proxy cards, or other documents incorporated by reference in the proxy statement/prospectus, you may contact Mosaic's proxy solicitor, at the address and telephone number listed below. You will not be charged for any of the documents you request.

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Stockholders may call toll-free: (877) 456-3427

Banks and Brokers may call collect: (212) 750-5833

If you would like to request documents, please do so by May 2, 2011 in order to receive them before the special meeting of Mosaic stockholders.

For a more detailed description of the information incorporated by reference in the accompanying proxy statement/prospectus and how you may obtain it, please see the section entitled "Where You Can Find More Information" beginning on page 100.

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Headquarter Offices:

Atria Corporate Center, Suite E490

3033 Campus Drive

Plymouth, MN 55441

Telephone (763) 577-2700

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 11, 2011

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of The Mosaic Company, a Delaware corporation (*Mosaic*), will be held at Atria Corporate Center, 3033 Campus Drive, Plymouth, MN 55441 on May 11, 2011, at 9:00 a.m., local time, for the following purposes:

1. *Merger Proposal.* To consider and vote upon a proposal to adopt the merger and distribution agreement, dated as of January 18, 2011, by and among Cargill, Incorporated (*Cargill*), Mosaic, GNS II (U.S.) Corp. (*GNS*), GNS Merger Sub LLC (*Merger Sub*) and, for the limited purposes set forth therein, the Margaret A. Cargill Foundation, established under the Acorn Trust dated January 30, 1995, as amended, the Acorn Trust, dated January 30, 1995, as amended, the Lilac Trust dated August 20, 1996, as amended and the Anne Ray Charitable Trust, dated August 20, 1996, as amended (collectively, the *MAC Trusts*) (as the same may be amended from time to time, the *merger and distribution agreement*), pursuant to which *Merger Sub* will merge with and into *Mosaic*, with *Mosaic* being the surviving corporation (the *merger*). As a result of the merger, (i) *Mosaic* will become a wholly-owned subsidiary of *GNS* (which will be renamed *The Mosaic Company* following completion of the merger), (ii) a portion of the shares of *Mosaic* common stock held by *Cargill* will be converted, on a one-for-one basis, into the right to receive shares of each series of *GNS* class A common stock and each series of *GNS* class B common stock, and (iii) each of the other outstanding shares of *Mosaic* common stock (including a portion of the shares of *Mosaic* common stock held by *Cargill*) will be converted, on a one-for-one basis, into the right to receive shares of *GNS* common stock; and
2. *Adjournment Proposal.* To consider and vote upon a proposal to adjourn the special meeting if necessary or appropriate to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the proposal to adopt the merger and distribution agreement.

Please refer to the accompanying proxy statement/prospectus with respect to the business to be transacted at the special meeting. **The Mosaic board of directors, upon the unanimous recommendation of the Mosaic special committee, believes that the merger and distribution agreement, and the transactions contemplated by the merger and distribution agreement and related transaction documents, are advisable and fair to and in the best interests of Mosaic and its stockholders (other than Cargill and its subsidiaries) and has approved these transactions. Accordingly, upon unanimous recommendation of the Mosaic special committee, the Mosaic board of directors recommends that you vote FOR the adoption of the merger and distribution agreement.** In addition, the Mosaic board of directors recommends that you vote FOR the proposal to adjourn the special meeting, if necessary or appropriate, to permit further solicitation of proxies for the adoption of the merger and distribution agreement.

The Mosaic board of directors has fixed the close of business on March 23, 2011 as the record date for the special meeting. Accordingly, only stockholders of record on the record date are entitled to notice of and to vote at the special meeting or at any adjournment of the special meeting. The list of stockholders entitled to vote at the special meeting will be available for review by any Mosaic stockholder entitled to vote at the special meeting at Mosaic's principal executive offices during regular business hours at least 10 days before the special meeting.

By Order of the Board of Directors of The Mosaic Company,

Richard L. Mack

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Executive Vice President, General Counsel and

Corporate Secretary

April 11, 2011

Plymouth, Minnesota

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YOUR VOTE IS IMPORTANT

WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING IN PERSON, WE URGE YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE (1) THROUGH THE INTERNET, (2) BY TELEPHONE OR (3) BY MARKING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED. You may revoke your proxy at any time before the special meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished to you by such record holder.

The accompanying proxy statement/prospectus provides a detailed description of the merger and distribution agreement, the merger and related transactions to be considered at the special meeting. We urge you to read the accompanying proxy statement/prospectus, including any documents incorporated by reference into the accompanying proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the merger, the other meeting matters or the accompanying proxy statement/prospectus, would like additional copies of the accompanying proxy statement/prospectus or need help voting your shares, please contact Mosaic's proxy solicitor at the address and telephone number listed below:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Stockholders may call toll-free: (877) 456-3427

Banks and Brokers may call collect: (212) 750-5833

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**QUESTIONS AND ANSWERS ABOUT THE TRANSACTION STRUCTURE AND THE
SPECIAL MEETING**

The questions and answers below highlight only selected information from this proxy statement/prospectus. They do not contain all of the information that may be important to Mosaic stockholders. Mosaic stockholders should read carefully this entire proxy statement/prospectus, including its annexes, to understand fully the proposed transaction and the voting procedures for the special meeting of the Mosaic stockholders.

Important Note: As described in this proxy statement/prospectus, if the merger is consummated, GNS, currently a wholly-owned subsidiary of Mosaic, will become the parent company of Mosaic and the issuer of the common stock into which your Mosaic common stock will be converted. Promptly following the merger, GNS will change its name to The Mosaic Company and Mosaic will change its name to MOS Holdings Inc. Therefore, references to Mosaic, the Company, we, our, ours and us shall mean The Mosaic Company both before and after the merger and references to GNS shall mean GNS II (U.S.) Corp. before the merger and The Mosaic Company after the merger, as applicable.

Q: What is happening in this transaction?

A: Mosaic, GNS, Merger Sub, Cargill and the MAC Trusts entered into a merger and distribution agreement, pursuant to which, among other things, Cargill will exchange its equity interest in Mosaic with Cargill stockholders and certain debt holders of Cargill for outstanding shares of Cargill common stock and Cargill debt in a series of related transactions that are expected to be tax-free to Cargill, Mosaic and their respective stockholders. The transactions contemplated by the merger and distribution agreement include the following steps.

A merger would occur that would have the effect of recapitalizing Mosaic's share capital into three classes of common stock: common stock (which would be substantially identical to the existing Mosaic common stock); class A common stock (which would be subject to certain transfer restrictions and have conversion rights and class voting rights but would have the same economic rights as the existing Mosaic common stock); and class B common stock (which would be entitled to ten votes per share for the election of directors (and one vote per share with respect to all other matters on which holders of class B common stock are entitled to vote) and would be subject to certain transfer restrictions and have conversion rights and class voting rights but would have the same economic rights as the existing Mosaic common stock).

Pursuant to the merger, (i) Mosaic (which will be renamed MOS Holdings Inc. following completion of the merger) will become a wholly-owned subsidiary of GNS (which will be renamed The Mosaic Company following completion of the merger), (ii) a portion of the shares of Mosaic common stock held by Cargill will be converted, on a one-for-one basis, into the right to receive the different series of class A common stock and class B common stock and (iii) each of the other outstanding shares of Mosaic common stock (including a portion of the shares of Mosaic common stock held by Cargill) will be converted, on a one-for-one basis, into the right to receive shares of common stock.

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Cargill would then effect a split-off transaction immediately after the merger in which Cargill will distribute its stake in Mosaic in part by exchanging all of the shares of class A common stock, class B common stock and common stock received by Cargill in the merger (other than certain shares of common stock that will be retained by Cargill (which are referred to as the Cargill retained shares)) with Cargill stockholders (including the MAC Trusts) that participate in the exchange between Cargill and its stockholders (which are referred to as the exchanging Cargill stockholders).

Cargill also expects to exchange the Cargill retained shares with certain of its debt holders (which are referred to as the exchanging Cargill debt holders) in exchange for Cargill debt pursuant to one or more debt exchanges, the first of which is expected to occur promptly following completion of the split-off (which are referred to as the debt exchanges).

In addition, Mosaic, GNS, Cargill and the MAC Trusts have entered into a registration agreement dated as of the date of the merger and distribution agreement (which is referred to as the registration agreement) that is intended to provide for the orderly distribution of the Company s common stock following the split-off. Pursuant to the registration agreement, a registered secondary offering of shares of common stock is to be completed on the closing date immediately following the completion of the merger and split-off, pursuant to which the MAC Trusts and exchanging Cargill debt holders are expected to sell shares of common stock. This registered public offering will be conducted pursuant to a separate registration statement to be filed by GNS.

Q: Why is this transaction structured to create a high vote class of shares?

A: For the split-off to be tax-free to Cargill and its stockholders, current U.S. federal income tax law generally requires, among other things, that Cargill exchange with its stockholders stock representing at least 80% of the voting power in the election of the Company s board of directors. Accordingly, a high vote class of shares will be established. To establish such a class of shares, immediately before the merger, Mosaic will cause GNS, a wholly-owned subsidiary of Mosaic, to amend its certificate of incorporation such that, after the amendment, GNS s equity capital structure will include class B common stock, each share of which will be entitled to ten votes per share with respect to the election of directors and one vote per share with respect to all other matters and, among other things, will implement certain transfer restrictions (the amendment will also establish common stock and class A common stock). When Mosaic becomes a subsidiary of GNS as a result of the merger, GNS will then become the new public company (and will be renamed The Mosaic Company) and a portion of the shares that are to be received by Cargill in the merger will include shares of the high-vote class B common stock, which will enable Cargill to exchange with its stockholders in the split-off shares representing approximately 81% of the total voting power for the election of the the Company s board of directors. All of the

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shares of class A common stock and class B common stock received by Cargill in the merger will be exchanged with Cargill's stockholders in the split-off. The Company common stock following the merger will be substantially identical in all respects to Mosaic's current common stock and will also have the same economic rights as the class A common stock and class B common stock created in connection with the merger (including with respect to dividends and voting on matters other than the election of directors), and will vote together as a single class, except with respect to limited matters required by Delaware law and except that:

the class A common stock will be subject to transfer restrictions and will be convertible into common stock at designated times as specified in the Company's post-merger restated certificate of incorporation;

the class B common stock will be subject to transfer restrictions and may be convertible into either class A common stock or common stock (or a combination thereof) in accordance with the Company's post-merger restated certificate of incorporation, which is generally only after receiving stockholder approval for such conversion;

each share of class B common stock will be entitled to ten votes per share with respect to the election of directors;

the class A common stock and the class B common stock will have class voting rights with respect to a limited number of actions specified in the post-merger restated certificate of incorporation of the Company that are in addition to the limited number of actions in which the common stock will have class voting rights; such specified actions must be approved by the affirmative vote of at least a majority of the voting power of all shares of class A common stock and class B common stock, voting as a single class, and, if the specified action would affect either the class A common stock or the class B common stock (or any series of either class) less favorably, or more adversely, than any other class or series of class A common stock and/or class B common stock, such action will require the approval of at least a majority of the affected class or series, voting as a separate class (although a vote to convert the class B common stock would not require any such additional vote(s)) (please see Description of Capital Stock Following the Closing and Annex B); and

the class A common stock and the class B common stock will not be listed on any securities exchange.

Q: What differences will there be in the operation of the business following the merger, the split-off and related transactions?

A: There is no contemplated change in the business, operations, management, assets or liabilities of the Company and its subsidiaries as a result of the merger, the split-off and related transactions, and the consolidated assets and liabilities of the Company after the merger will be identical to the consolidated assets and liabilities of the Company prior to the merger.

Q: Will the shares of Mosaic common stock continue to be listed on the New York Stock Exchange (NYSE) after the merger?

A: Yes. It is a condition to the obligations of the parties to complete the merger that the shares of common stock to be issued in the merger have been approved for listing on the NYSE, and the shares of common stock issuable upon conversion of the class A common stock and class B common stock to be issued in the merger have been approved for listing on the NYSE, in each case subject only to official notice of issuance.

Q: When does Mosaic expect the merger and split-off to be completed?

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- A: Mosaic expects the merger and split-off to be completed in the second calendar quarter of 2011, following Mosaic stockholder adoption of the merger and distribution agreement and the satisfaction or waiver of the other conditions to the completion of the merger, as described under The Merger and Distribution Agreement Conditions to Closing.

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Q: What Mosaic stockholder approval is needed for the special meeting proposal relating to the merger?

A: The adoption of the merger and distribution agreement requires the affirmative vote of (1) holders of a majority of the outstanding shares of Mosaic common stock and (2) holders of a majority of the outstanding shares of Mosaic common stock other than Cargill or its subsidiaries, in each case entitled to vote on such proposal.

Cargill has agreed to vote the shares of Mosaic common stock held by Cargill and its subsidiaries in favor of the proposal to adopt the merger and distribution agreement unless either the Mosaic board of directors or the special committee withdraws or modifies its recommendation that the Mosaic stockholders vote in favor of such proposal. Even though Cargill has agreed to vote its and its subsidiaries' shares in favor of such proposal, approval of such proposal is not assured because the merger and distribution agreement must be adopted by holders of a majority of the outstanding shares of Mosaic common stock other than Cargill or its subsidiaries.

Q: Why are the Mosaic board of directors and the Mosaic special committee seeking the adoption of the merger and distribution agreement by the holders of a majority of the outstanding shares of Mosaic common stock other than Cargill and its subsidiaries?

A: The adoption of the merger and distribution agreement by the holders of a majority of the outstanding shares of Mosaic common stock other than Cargill and its subsidiaries is not required by either the terms of Mosaic's certificate of incorporation or by Delaware law. Mosaic has decided, however, to provide the holders of the Mosaic common stock other than Cargill and its subsidiaries the power to determine whether the various transactions contemplated by the merger and distribution agreement are acceptable to them. Adoption of the merger and distribution agreement by the holders of a majority of the outstanding shares of Mosaic common stock other than Cargill and its subsidiaries is a condition to completion of the merger and the transactions contemplated by the merger and distribution agreement. Although the merger and distribution agreement permits the waiver of certain conditions to completion of the merger and the related transactions, the merger and distribution agreement prohibits Mosaic from waiving this condition.

Q: What are the benefits of this transaction to Mosaic and its public stockholders that the special committee considered when it approved the transactions?