

Mosaic Announces Pricing Terms of Offers to Purchase for Cash Certain of its Outstanding Debt Securities



NEWS PROVIDED BY
The Mosaic Company →
Aug 14, 2026, 16:15 ET

TAMPA, Fla., Aug. 14, 2026 /PRNewswire/ -- The Mosaic Company (NYSE: **MOS**) ("**Mosaic**") today announced the Reference Yield and Total Consideration (as set forth in the table below) to be paid in connection with its previously announced cash tender offers (collectively, the "**Offers**") to purchase the outstanding notes described below, in each case upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 10, 2026 (the "**Offer to Purchase**").

The Notes offered to be purchased in the Offers, in the order of acceptance priority, are the 4.050% Senior Notes due 2027 (the "**2027 Notes**"); 7.30% Debentures due 2028 (the "**2028 Debentures**"); 5.375% Senior Notes due 2028 (the "**2028 Notes**") and 4.350% Senior Notes due 2029 (the "**2029 Notes**" and together with the 2027 Notes, 2028 Debentures and 2028 Notes, the "**Notes**" and each a "**Series of Notes**") for the consideration described below, up to an aggregate purchase price, excluding the Accrued Coupon Payment (as defined below), of \$1,400,000,000 (the "**Tender Cap**") subject to proration and the application of the Acceptance Priority Levels set forth in the table below and as further set forth in the Offer to Purchase and the terms and conditions, including, among others, a \$150,000,000 cap on the aggregate consideration to be paid to purchase the 2029 Notes pursuant to the Offers (the "**Series Cap**") and the Acceptance Priority Procedures set forth in the Offer to Purchase. The 2029 Notes may be subject to proration both due to the Acceptance Priority Procedures and the Series Cap such that Mosaic will only accept for purchase the 2029 Notes for aggregate consideration up to the Series Cap. Subject to applicable law, Mosaic may, but is under no obligation to, eliminate, increase or decrease the Tender Cap and/or the Series Cap at any time prior to the "**Expiration Date**" of 5:00 p.m., New York City time, on

August 14, 2026 (unless extended or earlier terminated by Mosaic with respect to any Offer). In the event proration is required with respect to a Series of Notes, Mosaic will multiply the principal amount of each valid tender of such Series of Notes by the applicable proration rate and round the resulting amount down to the nearest integral multiple of the Minimum Denomination, in order to determine the principal amount of such tender that will be accepted pursuant to the applicable Offer. The excess principal amount of Notes not accepted from the tendering Holders will be promptly returned to such Holders, and if this excess principal amount of Notes is less than \$1,000, Mosaic may either accept or reject all such tendering Holders' validly tendered Notes in its sole discretion. Additionally, Mosaic may increase the amount of Notes accepted for payment in the Offers by no more than 2% of the outstanding Notes of the applicable Series, as further described in the Acceptance Priority Procedures set forth below, without amending or extending the Offer. The Offer to Purchase and any related documents are referred to herein collectively as the "**Tender Offer Documents**". Capitalized terms used but not defined in this press release have the meanings given to them in the Offer to Purchase.

Certain information regarding the Notes and the pricing for the Offers is set forth in the table below.

Series of Notes	Issuer	CUSIP/ISIN Number ⁽¹⁾	Aggregate	Series Cap	Acceptance	Reference Security	Reference Yield ⁽²⁾	Bloomberg	Fixed	Total
			Principal Amount Outstanding		Priority Level			Reference Page	Spread (Basis Points)	
4.050% Senior Notes due 2027	The Mosaic Company	61945CAG8 / US61945CAG87	\$700,000,000	N/A	1	4.125% UST due 11/15/2027	4.111 %	FIT 4	+20	\$996.82
7.30% Debentures due 2028	Mosaic Global Holdings, Inc.	449669AK6 / US449669AK64	\$147,100,000	N/A	2	4.250% UST due 01/15/2028	4.132 %	FIT 4	+35	\$1,037.99
5.375% Senior Notes due 2028	The Mosaic Company	61945CAH6 / US61945CAH60	\$400,000,000	N/A	3	4.250% UST due 07/31/2028	4.169 %	FIT 1	+35	\$1,017.38
4.350% Senior Notes due 2029	The Mosaic Company	61945CAJ2 / US61945CAJ27	\$500,000,000	\$150,000,000	4	4.125% UST due 07/15/2029	4.245 %	FIT 1	+40	\$993.31

(1) No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers listed above.

(2) Each Reference Yield was determined at 2:00 p.m., New York time, on August 14, 2026.

(3) Represents the total consideration for each Series of Notes (the "**Total Consideration**") payable per each \$1,000 principal amount of such Series of Notes validly tendered and accepted for purchase in the Offers.

The "**Total Consideration**" for each Series of Notes payable per each \$1,000 principal amount of such Series of Notes validly tendered for purchase is based on the applicable Fixed Spread for such Series of Notes, plus the Reference Yield based on the bid-side price of the applicable Reference Security as quoted on the applicable Bloomberg Reference Page as of 2:00 p.m., New York City time, today August 14, 2026 (the "**Price Determination Date**"). In addition to the applicable Total Consideration, Holders whose Notes are accepted for purchase pursuant to an Offer will receive accrued and unpaid interest on those Notes from the last interest payment date with respect to those Notes to, but excluding, the Settlement Date (the "**Accrued Interest**," and the payment thereof, the "**Accrued Coupon Payment**").

Tenders of Notes of a Series may be validly withdrawn at any time at or prior to 5:00 p.m., New York City time, today, August 14, 2026 (the "**Withdrawal Deadline**"), but, except as provided in the Offer to Purchase or required by applicable law, may not be validly withdrawn thereafter. The "**Settlement Date**" will be the second business day after the Expiration Date and is expected to be August 18, 2026.

The complete terms and conditions of the Offers are set forth in the Tender Offer Documents. Holders are urged to read the Tender Offer Documents carefully. If any condition to the Offers is not satisfied or waived, Mosaic is not obligated to accept for payment, purchase or pay for, and may delay the acceptance for payment of, any tendered Notes, in each case subject to applicable law, and may terminate or alter any or all of the Offers.

Mosaic has retained Citigroup Global Markets Inc., BMO Capital Markets Corp. and U.S. Bancorp Investments, Inc. to act as dealer managers (the "**Dealer Managers**") for the Offers. Global Bondholder Services Corporation will act as the Tender and Information Agent for the Offers. For additional information, please contact: Citigroup Global Markets Inc. at +1 (800) 558-3745 (toll-free) or +1 (212) 723-6106 (collect), BMO Capital Markets Corp. at +1 (833) 418-0762 (toll-free) or +1 (212) 702-1840 (collect), or U.S. Bancorp Investments, Inc. at +1 (800) 479-3441 (toll-free), +1 (917) 558-2756 (collect) or by email at liabilitymanagement@usbank.com. Requests for documents and questions regarding the tendering of Notes may be directed to Global Bondholder Services Corporation by telephone at (212) 430-3774 (for banks and brokers only) and (855) 654-2015 (for all others toll-free) or to the Dealer Managers at their respective telephone numbers. Copies of the Offer to Purchase are available at: <https://www.gbsc-usa.com/mosaic/>. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offers.

Holders of Notes are advised to check with each bank, securities broker or other intermediary through which they hold Notes as to when such intermediary would need to receive instructions from a beneficial owner in order for that Holder to be able to participate in, or withdraw their instruction to participate in the Offers before the deadlines specified herein and in the Offer to Purchase. The deadlines set by any such intermediary and DTC for the submission and withdrawal of tender instructions may be earlier than the relevant deadlines specified herein and in the Offer to Purchase.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The Offers are made only by and pursuant to the terms of the Offer to Purchase and only to such persons and in such jurisdictions as is permitted under applicable law. The information in this press release is qualified by reference to the Offer to Purchase. None of Mosaic, the Dealer Managers or the Tender and Information Agent makes any recommendation as to whether Holders should tender their Notes pursuant to the Offers. Holders must make their own decisions as to whether to tender Notes, and, if so, the principal amount of Notes to tender.

Forward-Looking Statements

This release includes forward-looking statements. Forward-looking statements are based on the views and assumptions of management as of the date of this release. They are subject to known and unknown risks and uncertainties. These risks include, but are not limited to: market conditions, regulatory and environmental requirements, operational risks, commodity price volatility, labor matters, completion and timing of potential transactions, accounting determinations, and other risks and uncertainties described in Mosaic's reports filed with the Securities and Exchange Commission. Actual results may differ from those set forth in the forward-looking statements. Mosaic assumes no obligation to update any forward-looking statements.

About The Mosaic Company

The Mosaic Company (NYSE: **MOS**) helps the world grow the food it needs. Headquartered in Tampa, Florida, Mosaic is a leading producer and marketer of potash and phosphate fertilizer which are essential inputs for the world's farmers. Through the Mosaic Biosciences platform, the company is advancing the next generation of biological solutions designed to improve nutrient use efficiency, strengthen crop performance, and support more sustainable agricultural systems. As a Fortune 500 company with 13,000 employees serving customers in more than 40 countries, Mosaic is helping build resilient and productive food systems for the future.

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