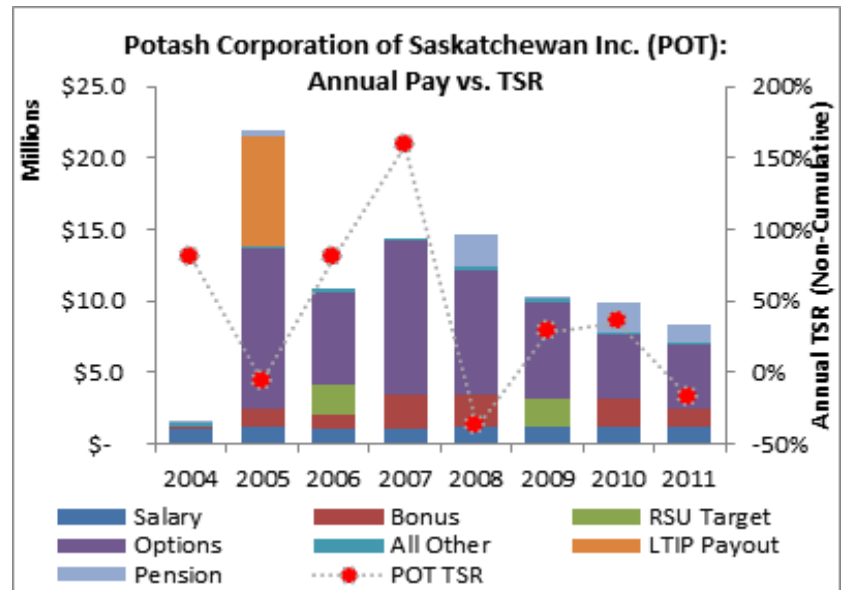
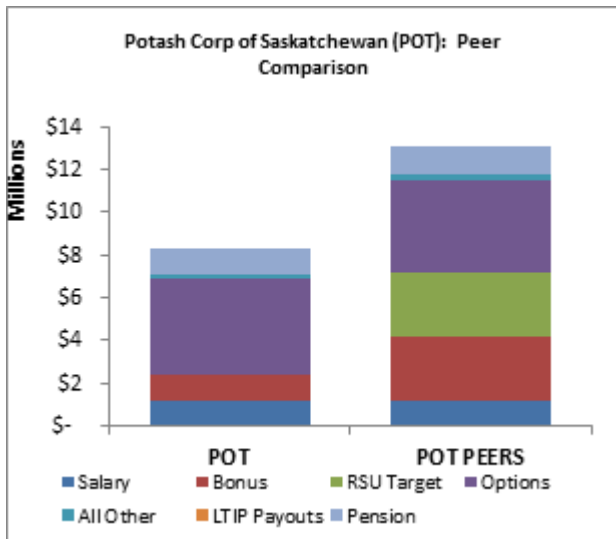


Potash Corp of Saskatchewan (POT): 2004-2011 Pay for Performance

PAY FOR PERFORMANCE SCORE				
1 YEAR = 3	4 YEAR = 1	6 YEAR = 1	8 YEAR = 3	TOTAL: 8/24

Despite extremely close alignment in our 1-year TSR observation, POT received a very low Pay for Performance Score of 8/24. This is due to the fact that POT's share performance in our 4-, 6- and 8-year observations was significantly greater than CEO pay change in the same periods. In fact, POT's 8-year TSR of 638% is among the very best of the TSX 60, while CEO pay change over the same period was -11.4%.

In 2011, POT ranked 5th out of 6 peers in total CEO pay, while ranking 1st in ROA and 2nd in ROE. POT's annual bonus is based on cash flow return, which helps to explain the lack of short-term alignment with earnings-based metrics and longer-term misalignment with share performance. Option grants, the most significant source of CEO pay fluctuation year-over-year, are based partly on company performance and partly on external benchmarks.



COMPANY'S DISCLOSED PEER FIRMS	
TICKER	NAME
NYSE:ADM	ARCHER-DANIELS-MIDLAND COMPANY
NYSE:MON	Monsanto Co.
NYSE:DE	Deere and Company
NYSE:MOS	The Mosaic Company
NYSE:BG	BUNGE LTD.

FY 2011 FINANCIAL PERFORMANCE RANKINGS						
#	PEER	TSR	PEER	ROE	PEER	ROA
1	NYSE:MON	28.4%	NYSE:DE	41.2%	TSE:POT	18.3%
2	NYSE:DE	1.3%	TSE:POT	38.0%	NYSE:MOS	11.6%
3	NYSE:ADM	-2.1%	NYSE:MON	17.3%	NYSE:MON	10.4%
4	NYSE:BG	-11.4%	NYSE:MOS	16.1%	NYSE:DE	6.2%
5	TSE:POT	-17.8%	NYSE:BG	8.2%	NYSE:BG	4.1%
6	NYSE:MOS	-30.1%	NYSE:ADM	6.8%	NYSE:ADM	2.9%
7						
8						
9						
10						
11						

CEO COMPENSATION RANKINGS AGAINST COMPANY'S DISCLOSED PEER FIRMS										
	PEER	TOTAL PAY	PEER	SALARY	PEER	BONUS	PEER	TOTAL CASH	PEER	TOTAL EQUITY
1	NYSE:DE	\$16,573,514	NYSE:MON	\$1,393,776	NYSE:DE	\$5,975,462	NYSE:DE	\$7,216,743	NYSE:BG	\$9,560,343
2	NYSE:BG	\$14,709,012	NYSE:ADM	\$1,285,790	NYSE:MON	\$3,037,203	NYSE:MON	\$4,430,979	NYSE:MON	\$8,424,263
3	NYSE:MON	\$13,383,766	NYSE:DE	\$1,241,282	NYSE:ADM	\$2,442,904	NYSE:ADM	\$3,728,694	NYSE:ADM	\$7,377,539
4	NYSE:ADM	\$11,332,549	NYSE:BG	\$1,186,883	NYSE:MOS	\$2,225,406	NYSE:MOS	\$3,197,990	NYSE:DE	\$6,880,503
5	TSE:POT	\$8,340,410	TSE:POT	\$1,169,080	NYSE:BG	\$1,310,517	NYSE:BG	\$2,497,400	TSE:POT	\$4,497,328
6	NYSE:MOS	\$7,982,848	NYSE:MOS	\$972,584	TSE:POT	\$1,226,446	TSE:POT	\$2,395,526	NYSE:MOS	\$4,259,827
7										
8										
9										
10										
11										

PAY FOR PERFORMANCE SCORING

For 2012, the Clarkson Centre for Board Effectiveness (CCBE), prepared a Pay for Performance report for each firm currently listed on the TSX 60 Index that has at least 8 years of historical compensation or share price data available. The CCBE's Performance Score measures how closely CEO pay and TSR are aligned over four different time horizons. Compensation data is gathered from the firm's public filings, and valued at the time of grant. Options are valued using the binomial tree fair value method, and PSUs are valued at the grant date value of the target payout. TSR is calculated using a 30-day average start and end date share price, and assumes the reinvestment of dividends.

CCBE collected pay and performance data for up to ten peer companies for each TSX 60 constituent. Peer companies were selected from each TSX 60 constituent's performance benchmarking peer group, as disclosed in its most recent Management Information Circular. If a performance peer group was not disclosed, the CCBE collected information on the disclosed constituents of the total pay benchmarking peer group. If a peer group had more than 10 constituents, we randomly selected ten from among the disclosed list.

Our Pay for Performance Score takes into account alignment between change in CEO pay and TSR in 1-, 4-, 6- and 8-year observations. CEO pay change is 'smoothed' to account for outlying years. For example, in our 8-year observation we calculate CEO pay change as the percent change of the sum of total CEO pay from 2004-2007 against the sum of total CEO pay from 2008-2011. This helps to normalize our longer observations for unusual events like CEO turnover and large one-time payouts. The Pay for Performance Score gives significantly more weight to longer-term observations than shorter ones.

1-YEAR SCORE	4-YEAR SCORE	6-YEAR SCORE	8-YEAR SCORE
A = 3	A = 4	A = 7	A = 10
B = 3	B = 3	B = 5	B = 8
C = 2	C = 2	C = 3	C = 5
D = 1	D = 1	D = 1	D = 3
E = 0	E = 0	E = 0	E = 0

