FMC
Sustainability Committee of
The Board of Directors

Composition

The Sustainability Committee of the Board of Directors (the "Committee") is composed of at least three outside members of the Board, one of whom shall be Chairman. The Committee and its Chairman shall be nominated by the Nominating and Corporate Governance Committee, and elected annually at the organizational meeting of the Board.

Duties and Responsibilities

The Committee's scope will encompass the Corporation's safety, environmental and sustainability programs. It will review these programs (objectives, plans, and performance) and recommend actions, as necessary, to ensure continuous performance improvement and alignment with constituent expectations (both internal and external). The Committee will also monitor program goals in light of market, environmental and social trends and expectations.

The Committee's scope will include, but not be limited to, the following areas:

- Employee occupational safety and health
- Process safety
- Monitoring environmental responsibility programs
- Monitoring the Corporation's Sustainability Program, including program development and advancement, goals and objectives, and progress toward achieving those objectives.
- Responsible Care®

Procedures

The Committee shall meet as scheduled by its Chairman, nominally three times per year in conjunction with the April, July and October meetings of the Board of Directors. Assisting the Committee will be the FMC President of Specialty Chemicals, who will serve as the Committee's executive secretary.

The executive secretary will prepare the agenda and reports to the Committee that result from the Committee's inquiries and recommendations. He/she will also assist the Chairman in preparing reports to be submitted to the Board.

The Committee shall conduct a self-assessment of its performance annually.

Adopted April 23, 2012