

**CHARTER  
COMPENSATION AND ORGANIZATION COMMITTEE  
FMC BOARD OF DIRECTORS**

**COMPOSITION**

The Compensation and Organization Committee of the Board of Directors shall be comprised of at least two (2) independent members of the Board, one of whom shall be Chairman. Unless otherwise approved by the Board, the members of the Committee shall satisfy the independence requirements imposed by any stock exchange on which the Company's securities are listed. In addition, it is also intended that each member of the Committee be a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Chairman and the members of the Committee shall be proposed by the Nominating and Corporate Governance Committee and elected annually at the organizational meeting of the Board of Directors. Upon recommendation by the Nominating and Corporate Governance Committee, the Board of Directors may remove any member of the Committee at any time. Vacancies on the Committee shall be filled by the Board of Directors.

**DUTIES AND RESPONSIBILITIES**

The Committee shall review and approve executive compensation policies and practices, establish the total compensation for the Chief Executive Officer and other executive officers, approve compensation levels of other elected officers, and major changes in the Company's benefit plans. The Committee shall review and discuss with management the Company's proxy statement section entitled "Compensation Discussion and Analysis" (CD&A), relating to executive compensation. Based on this review and discussion, the Committee shall determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement.

The Committee shall oversee the evaluation of management in conjunction with its review of executive compensation recommendations.

The Committee shall also review significant organization changes, monitor succession planning, and review and recommend to the Board candidates for officers of the Company.

More specifically, the Committee shall:

1. Review the Company's overall compensation philosophy to ensure that the policy appropriately links management interests with those of shareholders and rewards executives for their contributions. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and other executive officers, with the power and authority to exercise discretion to adjust compensation based on such goals and objectives.
2. Assess whether any of the Company's compensation policies and practices give rise to risks that are reasonably likely to have a material adverse effect on the Company.

3. Establish and determine the total compensation, including base salary, annual bonus, and long-term incentive awards for the Chief Executive Officer and other executive officers, and appraise the performance of the Chief Executive Officer and other executive officers in light of the corporate goals and objectives.
4. Approve officers' salaries and any changes in officers' salaries.
5. Approve issuances of equity and other incentive awards to the Chief Executive Officer and other executive officers.
6. Make all determinations necessary or advisable in the administration of the Company's Incentive Compensation and Stock Plan, as amended from time to time ("ICSP"), including the determination to authorize any delegation permitted under the ICSP.
7. Approve or make recommendations to the Board with respect to the adoption or modification of executive share ownership guidelines and monitor compliance with any adopted share ownership guidelines.
8. Review organization changes and restructuring that have significant Company and business impact.
9. Prepare for full Board of Directors' review and approval of succession plans for the Chief Executive Officer and other executive positions.
10. Review management's recommendations for officers of the Company and recommend officer candidates to the Board of Directors for their approval.
11. Adopt emergency procedures for management succession in the event of unexpected disability or death of the Chief Executive Officer or other senior executives.
12. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
13. Review the services provided by any compensation consultant to determine whether the provision of such services to the Committee has given rise to an actual conflict of interest taking into account such factors as required by the Securities and Exchange Commission and applicable law and such other factors as the Committee determines are relevant.
14. Conduct an annual self-assessment.
15. Assess the results of the most recent say-on-pay shareholder advisory vote; and recommend to the Board the frequency of holding a say-on-pay vote.
16. Review compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid.
17. Review and approve the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements (including, without limitation, material perquisites) for the Company's executive officers.

18. Review and assess annually the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
19. Approve and oversee the application of the Company's clawback policy and policies regarding the hedging and pledging of Company securities.

## **PROCEDURES**

The Committee shall meet as scheduled by the Committee Chairman. The Committee Chair, in consultation with other Committee members, shall establish meeting agendas. The Committee shall meet in executive session on compensation matters pertaining to the Chief Executive Officer. Meetings will be with members of the FMC management and with representatives of independent consultants at the request of the Committee. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee may form and delegate authority to subcommittees other than any power or authority required by law or stock exchange requirements to be exercised by the Board of Directors or the Committee as a whole. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members, and transmission of consent via email or other electronic means will be considered a writing for this purpose.

The Committee shall have the sole authority to retain and supervise one or more outside advisors, including outside counsel and consulting firms, to advise the Committee on executive and director compensation matters and to terminate any retained advisor. In addition, the Committee shall have the sole authority to approve the fees of an outside advisor and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. Prior to selecting an outside advisor, the Committee shall assess the independence of such advisor taking into account such factors as required by the New York Stock Exchange, the Securities and Exchange Commission and applicable law and such other factors as the Committee determines are relevant.

The Chairman of the Committee will report the Committee's deliberations and conclusions to the Board of Directors and the Committee will review its evaluation of the performance of the CEO with the Board of Directors in executive session.

The Committee will be assisted by the Vice President, Human Resources, who will serve as Executive Secretary to the Committee.

Revised December 11, 2017