

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

COMPOSITION

The Compensation and Organization Committee of the Board of Directors shall be comprised of independent members of the Board, one of whom shall be Chairman. 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 President, Chief Executive Officer and Chairman, approve compensation levels of Section 16 officers and all other elected officers, and major changes in the Company's benefit plans. The Committee shall review and discuss 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.
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 the total compensation, including base salary, annual bonus, salary range and long-term incentive awards for the President, Chief Executive Officer and Chairman, and appraise the performance of the Chief Executive Officer.
4. Approve officers' salaries and any changes in officers' salaries.

5. Approve incentive payment to be paid under the Incentive Compensation and Stock Plan (“ICSP”) and specific incentives paid to the President, Chief Executive Officer and Chairman.
6. Approve Long-Term Incentive Award terms and conditions and total awards to be made from the ICSP, and make any other determinations necessary or advisable in the administration of 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 and approve major changes in employee benefits programs.
9. Approve revisions in the national exempt salary structure and annual U.S. merit fund budgets.
10. Review organization changes and restructuring that have significant Company and business impact.
11. Prepare for full Board of Directors’ review and approval of succession plans for the President, Chief Executive Officer and Chairman and other executive positions.
12. Review management’s recommendations for officers of the Company and recommend officer candidates to the Board of Directors for their approval.
13. Adopt emergency procedures for management succession in the event of unexpected disability of the Chief Executive Officer or other senior executives.
14. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
15. 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.
16. Conduct an annual self-assessment.

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.

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 adviser. In addition, the Committee shall have the sole authority to approve the fees of an outside adviser 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 and its salary and incentive payment recommendations 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 March 8, 2013