

# FMC CORPORATION CORPORATE DISCLOSURE POLICY

October, 2013

## **Policy Statement**

FMC Corporation (“FMC,” “we,” the “Company”, or correlative terms) is committed to fair and clear disclosure of information about the Company without advantage to any particular analyst or investor, in compliance with the Securities and Exchange Commission’s (“SEC”) rules and other applicable laws and regulations. The Company will continue to provide our shareholders and the investment marketplace access to key information reasonably required to make an informed decision on whether to invest in or hold FMC stock, consistent with these laws and regulations.

FMC Corporation and its management believe it is in the Company’s best interest to maintain an active and open dialogue with our shareholders and the investment marketplace regarding the Company’s historical performance and future prospects. FMC can best create shareholder value by publicly articulating its strategies, business strengths, and growth opportunities through an active and open dialogue, without selective disclosure to any individual or group of analysts or investors. At the same time we will continue to recognize and protect FMC’s confidentiality in the areas of key business and operating strategies.

## **Compliance**

FMC complies with all periodic reporting and disclosure requirements outlined by the SEC. It is our practice to disclose material information about the Company publicly, not selectively, and to ensure that financial measures can be interpreted clearly in relation to Generally Accepted Accounting Principles (“GAAP”).

## **Compliance Guidelines**

FMC has established the following guidelines to ensure compliance with applicable SEC regulations, including Regulation Fair Disclosure (“Regulation FD”) limiting the selective disclosure of material non-public information, and regulations concerning the Disclosure of Non-GAAP Financial Measures (“Regulation G”).

### ***I. Disclosure Policy***

No employee is authorized to communicate business or financial information about the Company that is non-public, material information, except through Company-sanctioned public disclosure.

### ***II. Authorized Representatives of the Company***

a. Persons authorized to communicate on behalf of the Company to analysts, securities market professionals, investors, and shareholders of the Company are limited to the Chairman, President and CEO; the Executive Vice President and Chief Financial Officer; the Vice President – Communications & Public Affairs; and the Company’s designated Investor Relations Officer(s) (each, an

“Authorized Representative”).

b. Other Officers or employees of the Company may communicate with analysts and investors as part of the Company’s Investor Relations program, if an Authorized Representative will also be present.

c. At no time will any Officer of the Company, with the exception of the designated Investor Relations Officer(s), meet with any investor, analyst, or other member of the investment community without another Authorized Representative being present (the “two-person” rule).

d. Except as specified under (a) and (b) above, employees are prohibited from communicating about any matter relating to the Company’s businesses or industries with analysts, investors, shareholders, investment professionals, or intermediaries such as “expert network services” which provide information to investors. All questions on these matters are to be referred to the Investor Relations Officer(s), or in his or her absence, another Authorized Representative.

e. Business Directors and designated members of their staff are encouraged to make appropriate announcements and to conduct interviews about their business, technology and significant developments with the media. Such interviews are exempt from Regulation FD, provided that these interviews are directed to industry groups or publications as opposed to business or investing professionals or publications, and that the subject matter disclosed is limited to factual information concerning the business of a nature that would be of interest to persons, such as customers and suppliers, other than in their capacities as investors or potential investors. Any material non-public information may not be disclosed to the media without the consent of an Authorized Representative.

e. Appropriate training will be provided to Authorized Representatives on compliance with this policy, review of public statements regarding material information and procedures for disclosing non-public information.

### ***III. Quarterly Earnings Release Conference Calls and Update***

a. We will hold quarterly investor conference calls open to the public and media (in listen-only mode), and provide public notice about the call through a media release, by electronic distribution, and posting on First Call or other similar publication service and the FMC website, <http://ir.fmc.com>. For quarterly conference calls, the information will be posted on our website approximately two weeks before the conference call.

b. A playback of the conference call along with a transcript of the call will be provided on the Conference Call and Presentations page of the website. These items will be clearly identified as historical documents a short time after they are first posted and removed from the web site after 12 months.

c. We will provide Company guidance relative to FMC’s financial goals on a quarterly basis and summarize this guidance in an Outlook Statement also posted on our web site at the time of the prior quarter’s conference call. All guidance, and changes to or affirmations of guidance, will be provided through

public disclosure, such as media releases or conference calls open to the public.

d. We will not undertake any duty to update our guidance and Outlook Statement more than once a quarter and will disclaim any legal obligation to the contrary.

#### ***IV. Presentations***

a. We will continue to use the safe harbor guidelines for forward-looking information as part of individual, group, and conference investor communications formats.

b. FMC will continue to participate in investor conferences sponsored by financial services firms and others. It will be our practice to issue media releases in conjunction with the major presentations scheduled during the year, and to post those presentations on our website, <http://ir.fmc.com>, on the Conference Calls and Presentations page. These presentations will be clearly identified as historic documents 60 days after they are first posted and removed from the web site after 12 months. Any inadvertent disclosures of material non-public information concerning the Company at these conferences will be disclosed via media release as soon as possible.

c. Authorized Representatives will continue to meet with individual investors, groups of investors, and in Company-sponsored facility tours. Similarly, we will continue to participate in other public forums at which analysts or investors could be present, including industry seminars, trade shows, employee, retiree and annual shareholder meetings, and meetings with commercial partners that are shareholders. We do not intend to disclose any material, non-public information during these meetings. If the Authorized Representative determines that material, non-public information has been inadvertently disclosed, appropriate public disclosure will be made promptly.

d. If approved by the Company's legal department, Authorized Representatives may selectively disclose material, non-public information to Company fiduciaries, to persons who have signed confidentiality agreements, or to prospective investors in a registered public offering, in compliance with Regulation FD.

#### ***V. Financial Measure Reconciliations***

In accordance with the SEC's Regulation G, we will define all non-GAAP financial measures that we use in our quarterly earnings release, conference calls, guidance and presentations clearly on our web site, <http://ir.fmc.com>, under Glossary of Financial Terms. In addition, we will provide reconciliations of any stated non-GAAP financial measure to the most directly comparable GAAP measure on our web site. This reconciliation will be posted to our web site under Conference Calls and Presentations at the time of the disclosure.

#### ***VI. Ongoing Interaction with Investors***

At times we answer questions of a nonmaterial nature during telephone calls

and in-person meetings with shareholders and the financial community. When we do answer such queries, we do not feel obligated to forward the information to others who have not specifically asked for it. In the event any material information is disclosed inadvertently during meetings or phone calls, it is the Company's policy to issue a news release or file an 8-K within 24 hours, or before the NYSE opens the next business day.

***VII. Analyst Models and Reports***

We will provide feedback on draft analyst reports or models only as to accuracy with regards to publicly disclosed facts.

***VIII. Leaks or Rumors***

FMC Corporation does not comment on leaks or rumors.

***IX. Quiet Period***

FMC will observe a formal "quiet period," during which it will be the Company's general policy that FMC does not comment on the financial outlook for the Company. The "quiet period" begins at the close of business on the last day of quarter and is observed until the earnings conference call for that quarter. During this time the Company will not participate in any meetings with investors, and access to the Company's senior executives will generally be prohibited.

Further information

All inquiries regarding the provisions or procedures of this policy should be addressed to:

Alisha Bellezza  
Designated Investor Relations Officer

Andrea Utecht  
Executive Vice President, General Counsel and Secretary

FMC Corporation  
1735 Market Street  
Philadelphia, PA 19103  
[IR@fmc.com](mailto:IR@fmc.com)