

**FMC CORPORATION**  
**STATEMENT OF GOVERNANCE PRINCIPLES,**  
**POLICIES AND PROCEDURES**

The Board of Directors of FMC Corporation is responsible for overseeing the affairs of the Corporation, either directly or indirectly through delegation to management, for the primary benefit of the shareholders.

**GOVERNANCE PHILOSOPHY**

In carrying out its responsibilities to the shareholders, the fundamental roles of the Board of Directors are (1) to ensure continuity of leadership; (2) to ensure that a sound strategy for the success of the enterprise is in place, understood and being pursued; and, (3) to ensure that financial and management resources are available and control systems are in place to carry out that strategy. The Board will represent the shareholders best by supporting a strong Chief Executive Officer and top management team, who in turn provide leadership throughout the Company. The Board will provide accountability, objectivity, perspective, judgment and in some cases, specific industry or technical knowledge or experience. Relevant diversity of experience, background and perspective among Board members is desirable, but representation of specific constituencies is not.

Much of the administrative work of the Board will be done by Board Committees, which should be led by Directors who know the company well.

The Board should exercise selectivity and restraint in governing the Corporation, and review FMC's governance requirements periodically, recognizing that these change over time. Too little governance does not allow responsible shareholder representation; too much governance hampers leadership and distracts management.

The Board and its members should take care not to act...or appear to act...in a way that supplants or undercuts the Chief Executive Officer in leading and managing the business. In like manner, the Chief Executive Officer has an obligation to deal openly and directly with the Board of Directors.

This Governance summary, accordingly, sets forth statements of principle, policy, and procedure that relate to the responsibilities and activities of the Board of Directors and the Nominating and Corporate Governance Committee of FMC Corporation. It covers:

- The responsibilities of the FMC Nominating and Corporate Governance Committee
- FMC Directorship qualifications
- Procedures related to Director-candidate screening and nomination, performance evaluation, and policies related to Director retirement
- Addendum: Position of the Board of Directors on current Governance issues

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE RESPONSIBILITIES**

Responsibility for recommending, reviewing and modifying, as appropriate, the activities of the Board of Directors - subject to full Board approval- is assigned to the Nominating and Corporate Governance Committee. The composition, responsibilities and procedures of the Nominating and Corporate Governance Committee will be as follows:

### **COMPOSITION**

The Nominating and Corporate Governance Committee of the Board of Directors shall be composed of at least three members of the Board, all of whom shall be independent, and one of whom shall be designated as Committee Chairman. The Committee and its Chairman shall be recommended by the Nominating and Corporate Governance Committee and elected annually at the organization meeting of the Board.

### **RESPONSIBILITIES AND PROCEDURES**

Specifically, the Committee shall:

1. Review and determine directorship qualifications.
2. Review, recommend and prioritize criteria for Board composition (size, proportion of “independent” Directors and timing of additions and changes).
3. Search out, screen and recommend candidates for Board membership, and consider candidates for Board membership submitted by shareholders or other interested parties.
4. Establish Board retirement policies, subject to full Board approval
5. Review annually Committee performance; ensure that overall evaluation of Board and Committees is undertaken annually.
6. Recommend the number, function, composition and Chairmen of Board Committees.
7. Recommend Board meeting format and modus operandi.
8. Review and approve Board and Board Committee compensation (levels, elements, form and process of review); ensure that there is sufficient stock ownership by the Directors.
9. Review annually governance principles and current corporate governance issues and recommend positions to the full Board.
10. Review at least annually, or more frequently as circumstances dictate, the “independence” of each director (as such term is defined by the SEC and the NYSE and the attached Corporate Governance Principles) and report its determination to the full Board for review and approval.
11. Recommend to the Board within ninety days after certification of the election results, whether to accept or reject an incumbent Director’s resignation, or whether other action should be taken, in the event such incumbent Director nominee fails to receive the required number of votes for reelection.

The Committee shall meet as scheduled by the Chairman, no less than three times annually. Recommendations for items to be addressed by the Committee may be made by any Board member to the Committee Chairman.

The Committee shall have the authority to retain executive search firms to find potential Director nominees and shall have the sole authority to approve the fees and terms of the engagement.

The Corporate Secretary will serve as the Executive Secretary to the Committee.

## **FMC DIRECTORSHIP QUALIFICATIONS**

The following statements of policy and preference will provide guidance to the Nominating and Corporate Governance Committee in its considering, selecting and recommending candidates for approval by the full Board of Directors of FMC Corporation.

Directors will be selected based on integrity, successful business experience, stature in their own fields of endeavor and diversity of perspectives they bring to the Board. In seeking candidates who possess diversity of perspective, the Committee shall consider candidates whose diversity is based on race, gender, industry experience, type of position held, or other corporate board experience. A substantial representation of the independent Directors should be active or retired senior executives. Outside Directors also will be chosen based on recognized experience in FMC's lines of business, and leadership in such areas as government service, academia, finance and international trade.

Every Director shall be capable of careful, thoughtful, independent and logical judgments on difficult and complex issues, but also able to assimilate relevant information and arrive at firm conclusions quickly when circumstances require. He or she shall examine issues with an inquiring mind and with objectivity, but always toward the interest of the Corporation.

A Director should be inquisitive, generally supportive of the Corporation and management, but not blindly so; able and willing to enter into intelligent and probing discussion to seek out and sufficiently understand basic issues and facts. However, a Director should also be cooperative and not unduly argumentative, except in matters of principle, after the Board has reached a proper consensus on issues.

A Director should view issues FMC faces from the shareholders' perspective, and thus should be in compliance with the Corporation's Director Stock Ownership Policy. In addition to attending meetings, a director should be expected to devote the "outside" time necessary to the problems, opportunities and progress of the Corporation. A Director must also be willing to commit the time required for normal attendance at all meetings of the Board and assigned Board Committees, and to give appropriate attention to materials and information provided between meetings.

Any outside Director should be sufficiently independent financially (through means not associated with the Corporation) so that his or her independence is not compromised by remuneration paid by the Corporation for Director services.

More specifically:

1. The appropriate Board size is from 7 to 12 Directors
2. A range in Director age is desirable to allow staggered retirement and replacement of desired skills on a planned basis with appropriate continuity. Additionally, a new Director should be enough below the Board's retirement age to provide the Director and the Corporation a sufficient period of service to justify the involvement.
3. "Inside" Directors will generally be limited to the Chief Executive Officer, although some flexibility is to be expected at the time of executive succession. A substantial majority of Directors (at least two-thirds) shall at all times meet the definition of "independent" set forth in the attached Addendum.

4. Exclusions: We will not generally seek new Board members who do not meet the definition of “independent”, or who are associated with potential competitors, major suppliers or major customers, or service firms; relatives of the Chief Executive Officer or other Directors will not generally be considered.

## **DIRECTOR SCREENING AND RETIREMENT POLICIES**

The following policies will govern Director nomination and screening, and Director retirement:

1. Nomination of Directors. The Nominating and Corporate Governance Committee shall annually prepare the proposed slate of Directors, Committee assignments and Committee Chairmen designations for recommendation to the full Board.
2. Outside Director Identification, Review and Nomination Process.
  - Members of the Committee and other members of the Board will identify candidates for consideration by the Committee; the Committee will also consider any unsolicited inquiries for Board membership and shareholder nominations. Also, an executive search firm may be utilized to identify qualified candidates for consideration. Shareholder nominations may be submitted to the Board by writing to the Corporate Secretary and must be accompanied by a complete description of the nominee’s qualifications for the directorship, experience and background, together with a statement signed by a nominee in which he or she consents to act as such, and other information required by the Company’s By-Laws. Any shareholder nominations to be considered at the Annual Meeting, must comply with the advance notice requirements set forth in the Company’s By-Laws. Nominees from all sources will be evaluated in accordance with the criteria set forth under the preceding section entitled “FMC Directorship Qualifications.”
  - The entire Committee will then discuss candidates to determine if proceeding further is warranted. (This is not intended to preclude more informal contact procedures, as long as the general intent is met of full Committee agreement before any commitments are made.)
  - Candidates recommended by the Committee will then be presented to the full Board for consideration.
  - If the candidate is approved by the full Board, invitations to join the Board will then be extended to the prospective candidate by the Chairman (or an appropriate designee).
  - Shareholders may also nominate candidates in the Proxy Statement in accordance with Section 2A of the Company’s By-Laws (Proxy Access).
3. The Retirement/Resignation Policy for Board Members.
  - Outside Directors will retire from the Board no later than the annual meeting following their 75th birthdays.
  - In addition, an Outside Director shall submit his or her resignation from the Board upon termination of his or her active service as an employee or a significant change in responsibilities. The Nominating and Corporate Governance Committee shall review the situation and make a recommendation to the Board as to whether to accept the resignation.
  - Inside Directors, specifically including FMC Chairman/Chief Executive Officers, will retire from the Board simultaneous with retirement from FMC unless requested by the Board to continue as a Board member for an agreed period.

## **ADDENDUM: POSITION ON GOVERNANCE ISSUES**

Governance issues will be considered periodically by the Nominating and Corporate Governance Committee and presented to the full Board for review. Following is the position of the FMC Board of Directors on Governance issues that have been considered and resolved as of January 3, 2011.

1. CEO evaluation and compensation review; executive sessions. Annually conduct a CEO performance review by the Compensation and Organization Committee in association with its bonus payment review; pursuant to this conduct an "Outside Director only" discussion of CEO performance. Also, regularly schedule executive sessions to discuss other issues proposed by the Outside Directors. The "Outside Director only" sessions shall be led by the Lead Director.
2. Shareholder communications with the Board. Shareholders may communicate with the Board of Directors, the Chairman of the Compensation and Organization Committee or any other individual member of the Board as follows: Communications must be in writing sent care of the Corporate Secretary, FMC Corporation, 2929 Walnut Street, Philadelphia, PA 19104. All such communications will be delivered as addressed.
3. CEO-and-Outside-Directors-only Board meeting. Hold an annual meeting to review strategy, succession and other similarly sensitive issues.
4. Position on Separation of Chairman of the Board and CEO Positions. The Board should consider the issue of separation of these positions under the circumstances prevailing from time to time. When the positions are not separate, a Lead Director having the following responsibilities shall be appointed:
  - Presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the Outside Directors;
  - Serves as liaison between the Chairman and the Outside Directors;
  - Reviews, advises on or approves information sent to the Board;
  - Approves meeting agendas for the Board;
  - Approves meeting schedules to assure that there is sufficient time for discussion of all agenda items;
  - Has the authority to call meetings of the Outside Directors; and
  - Serves as a member of the Executive Committee.

Unless and until otherwise determined by the Board, the Lead Director shall have an initial term of two years, with the possibility of renewal for one additional two-year term.

5. Director performance evaluation. Continue the current policy of individual Director performance evaluation, only if a Director's performance is questioned by a member of the Board, as a responsibility of the Nominating and Corporate Governance Committee and its Chairman; annually survey all Directors for evaluation of Board and committee performance overall, and in specific areas of responsibility.
6. Access to management/meeting format. The Board supports FMC's practices of dinner and field reviews with representatives of management, managers making presentations related to operations, and of Board visits to and meetings at field locations.
7. Meeting locations. In addition to regular meetings at FMC headquarters, one or two off-site meetings should be scheduled annually at field locations.

8. Board/Committee role in strategy. Formal Committee and Board participation should contribute to: (1) strategy development and review; (2) succession planning, which is a specifically designated responsibility of the Compensation Committee. The Board endorses the concept of a long-term strategically oriented Board agenda covering both corporate and division strategies.
9. Independent Directors. All members of the Audit, Nominating and Compensation Committees should be "Independent Directors."
10. Definition of "Independent Director". A Director shall be deemed to be "independent" only if he or she meets the criteria of the Sarbanes-Oxley Act and NYSE Listing Standards. As a matter of policy, a **strict** interpretation of this provision is intended.
11. Meeting agendas and participation. When possible, meeting agendas should include one report on division/business unit strategies - in addition to normal content - and participants should include group and division managers presenting major expenditures and/or issue discussions. Each division/business unit strategic report should begin with a review of environmental, health and safety issues and performance.
12. Meeting calendars and preparation. An annual Committee meeting calendar and agenda should be prepared for the Audit, Compensation, Nominating and Corporate Governance, and Sustainability Committees and staff material for Committee meetings and Board meetings should be provided to members sufficiently prior to meetings to allow for careful review.
13. Independent Advisors. The Board and its Committees shall each have the authority to engage independent outside advisors as they deem appropriate.
14. Director Orientation. New Directors shall be given a day of orientation by senior management consisting of an explanation of the legal duties and responsibilities of Directors, the Board and its Committees, as well as an overview of each of the Company's businesses, including products, markets, financials and strategic plans. Continuing education for Directors shall include regular overviews at Board meetings of the Company's businesses, and updates by the General Counsel of legal developments in the Corporate Governance area as warranted.
15. Director Compensation. The Nominating and Corporate Governance Committee will determine and review the form and amount of director compensation, including cash, equity-based awards (but not stock options) and other director compensation. Equity ownership in the company will be fostered through a portion of the total compensation being designated as an annual grant of restricted stock units. In connection with such director compensation, the Board of Directors will be aware that questions may be raised when director's fees and benefits exceed what is customary. Similarly, the Board of Directors will be aware that the independence of directors could be questioned if substantial charitable contributions are made to organizations in which a director is affiliated or if the Company enters into consulting contracts with, or provides other indirect compensation to a director.
16. Management Succession. The Board of Directors shall meet annually with the CEO to discuss management succession, including CEO succession. At this meeting the CEO shall present information resulting from the Company's annual Leadership Development Review (LDR), which is the primary means by which the Company assesses its current and future leadership capability, together with other information deemed relevant. This annual discussion is intended to allow the Board to determine whether the Corporation is sufficiently endowed with executive talent to meet its short and longer-term requirements for leadership, and to discuss any issues related to CEO succession. In addition to the foregoing, the Board shall establish an emergency CEO succession plan.
17. Attendance at Annual Meetings. It is the policy of the Board of Directors that all Directors attend the Annual Meeting of Shareholders

18. Service on Other Boards. It is the policy of the Board of Directors that the total number of public company boards on which an “outside” director may serve is limited to five. In addition, the total number of public company boards on which the CEO may serve is limited to two in addition to the Company Board.

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