

FMC CORPORATION
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

**RECONCILIATION OF NET INCOME (LOSS) ATTRIBUTABLE TO FMC STOCKHOLDERS (GAAP)
TO ADJUSTED AFTER-TAX EARNINGS FROM CONTINUING OPERATIONS,
ATTRIBUTABLE TO FMC STOCKHOLDERS (NON-GAAP)**
(Unaudited, in millions, except per share amounts)

	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2016	2015	2016	2015
Net income (loss) attributable to FMC stockholders (GAAP)	\$ 15.9	\$ (204.1)	\$ 209.1	\$ 489.0
Corporate special charges (income):				
Restructuring and other charges (income) ^(a)	68.2	165.8	107.3	244.0
Non-operating pension and postretirement charges ^(b)	22.8	15.4	25.1	35.3
Acquisition-related charges ^(c)	6.6	16.3	23.4	290.3
Income tax expense (benefit) on Corporate special charges (income) ^(d)	(32.1)	(31.0)	(48.5)	(144.9)
Discontinued operations, net of income taxes ^(e)	18.8	22.4	33.7	(676.4)
Non-GAAP tax adjustments ^(f)	18.6	119.0	29.7	95.3
Adjusted after-tax earnings from continuing operations attributable to FMC stockholders (Non-GAAP) ⁽¹⁾	\$ 118.8	\$ 103.8	\$ 379.8	\$ 332.6
Diluted earnings per common share (GAAP)	\$ 0.12	\$ (1.53)	\$ 1.56	\$ 3.66
Corporate special charges (income) per diluted share, before tax:				
Restructuring and other charges (income)	0.51	1.24	0.80	1.82
Non-operating pension and postretirement charges	0.17	0.11	0.19	0.26
Acquisition-related charges	0.05	0.12	0.17	2.16
Income tax expense (benefit) on Corporate special charges (income), per diluted share	(0.24)	(0.23)	(0.36)	(1.08)
Discontinued operations per diluted share	0.14	0.17	0.25	(5.06)
Non-GAAP tax adjustments per diluted share	0.13	0.89	0.21	0.71
Diluted adjusted after-tax earnings from continuing operations per share, attributable to FMC stockholders (Non-GAAP)	\$ 0.88	\$ 0.77	\$ 2.82	\$ 2.47
Average number of shares outstanding used in diluted adjusted after-tax earnings from continuing operations per share computations ⁽²⁾	134.8	134.3	134.5	134.4

(1) The Company believes that the Non-GAAP financial measure “Adjusted After-Tax Earnings from Continuing Operations, Attributable to FMC Stockholders”, and its presentation on a per share basis, provides useful information about the Company’s operating results to investors and securities analysts. Adjusted earnings excludes the effects of Corporate special charges, tax-related adjustments and the results of our discontinued operations. The Company also believes that excluding the effects of these items from operating results allows management and investors to compare more easily the financial performance of its underlying businesses from period to period.

(2) The average number of shares outstanding used in the three and twelve months ended December 31, 2015 diluted adjusted after-tax earnings from continuing operations per share computation (Non-GAAP) includes 0.5 million and 0.7 million diluted shares, respectively. The number of shares differs from the average number of shares outstanding used in diluted earnings per share computations (GAAP) as we had a net loss from continuing operations attributable to FMC stockholders.

(a) **Three Months Ended December 31, 2016:**

Restructuring and other charges (income) includes charges of \$27.6 million representing final adjustments to severance, asset write-offs, and other costs associated with the integration of Cheminova within Agricultural Solutions. In the fourth quarter, we also entered into an agreement to obtain certain technology and intellectual property rights related to compounds still under development for our Agricultural Solutions businesses. The \$13.2 million paid to acquire these rights was expensed as in-process research and development costs. Restructuring and other charges (income) also includes \$19.4 million of charges for continuing environmental sites treated as a Corporate charge. Amounts also include miscellaneous restructuring charges totaling \$7.1 million and other charges of \$0.9 million.

Three Months Ended December 31, 2015:

Restructuring and other charges (income) includes a charge of \$70.5 million as a result of the mothballing of our Seal Sands Omega-3 production facility within Health and Nutrition, as well as \$61.8 million of charges representing severance and asset write-offs associated with the integration of Cheminova within Agricultural Solutions. Amount also includes \$10.7 million as a result of the Argentina government's action to devalue its currency effective December 17, 2015. This loss relates to the impacts of the remeasurement of the local balance sheet at the date of the devaluation and impacted both our Agricultural Solutions and Lithium segments. Finally, the amount includes charges from continuing environmental sites treated as a Corporate charge of \$13.4 million, a charge of \$5.5 million associated with an agreement to obtain certain technology and intellectual property rights related to new compounds still under development within Agricultural Solutions and net miscellaneous charges of \$3.9 million.

Twelve Months Ended December 31, 2016:

Restructuring and other charges (income) includes charges of \$42.3 million representing final adjustments to severance, asset write-offs, and other costs associated with the integration of Cheminova within Agricultural Solutions. Integration-related costs associated with the integration of Cheminova were completed at the end of 2016. Amount also includes other miscellaneous restructuring costs of \$11.1 million. Additionally, restructuring and other charges (income) includes \$36.8 million of charges for continuing environmental sites treated as Corporate charges, \$13.2 million associated with a license agreement to obtain certain technology and intellectual property rights for new compounds still under development, and \$4.2 million as a result of the Argentina government's action to devalue its currency. These charges were offset by other miscellaneous income of \$0.3 million.

Twelve Months Ended December 31, 2015:

Restructuring and other charges (income) includes a charge of \$70.5 million as a result of mothballing of our Seal Sands Omega-3 production facility within Health and Nutrition as well as \$117.3 million representing severance and asset disposal charges associated with the integration of Cheminova with Agricultural Solutions. Charges also include \$23.6 million due to a reorganization with our FMC Health and Nutrition segment, of which, \$12.3 million was due to the sale of our pectin manufacturing business. Total charges also include the \$10.7 million due to the Argentina currency devaluation, \$21.7 million from continuing environmental sites treated as a Corporate charge, and \$20.5 million associated with two separate license agreements entered into for the purpose of obtaining certain technology and intellectual property rights relating to new compounds still under development within Agricultural Solutions. Partially offsetting these charges was other income associated with the sale of our remaining ownership interest in a Belgian-based pesticide distribution company for \$26.6 million. Remaining restructuring and other charges (income) includes net miscellaneous charges of \$6.3 million.

- (b) Our non-operating pension and postretirement costs are defined as those costs related to interest, expected return on plan assets, amortized actuarial gains and losses and the impacts of any plan curtailments or settlements. These costs are primarily related to changes in pension plan assets and liabilities which are tied to financial market performance and we consider these costs to be outside our operational performance. We exclude these non-operating pension and postretirement costs from our segments as we believe that removing them provides a better understanding of the underlying profitability of our businesses, provides increased transparency and clarity in the performance of our retirement plans and enhances period-over-period comparability. We continue to include the service cost and amortization of prior service cost in our Adjusted Earnings results noted above. We believe these elements reflect the current year operating costs to our businesses for the employment benefits provided to active employees.
- (c) Charges related to the expensing of the inventory fair value step-up resulting from the application of acquisition accounting, legal and professional fees and gains or losses on hedging purchase price associated with the planned or completed acquisitions. Amounts represent the following:

(in Millions)	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2016	2015	2016	2015
Acquisition related charges				
Legal and professional fees ⁽¹⁾⁽²⁾	\$ 6.6	\$ 6.6	\$ 23.4	\$ 60.4
Inventory fair value amortization ⁽³⁾	—	9.7	—	57.8
Loss/(gain) on hedging purchase price ⁽²⁾	—	—	—	172.1
Total Acquisition-related charges ⁽⁴⁾	\$ 6.6	\$ 16.3	\$ 23.4	\$ 290.3

- (1) Represents transaction costs, costs for transitional employees, other acquired employee related costs and integration-related legal and professional third-party fees.
- (2) These charges are included in "Selling, general and administrative expenses" on the condensed consolidated statements of income (loss).
- (3) These charges are included in "Costs of sales and services" on the condensed consolidated statements of income (loss).
- (4) Acquisition-related charges associated with the integration of Cheminova with Agricultural Solutions were completed at the end of 2016.

(d) The income tax expense (benefit) on Corporate special charges (income) is determined using the applicable rates in the taxing jurisdictions in which the Corporate special charge or income occurred and includes both current and deferred income tax expense (benefit) based on the nature of the non-GAAP performance measure.

(e) **Three and Twelve Months Ended December 31, 2016 and 2015:**

Discontinued operations includes, in periods up to its sale, our FMC Alkali Chemicals division as well as provisions, net of recoveries, for environmental liabilities and legal reserves and expenses related to previously discontinued operations. The twelve months ended December 31, 2015 includes the divestiture gain of approximately \$700 million associated with the sale of FMC Alkali Chemicals division which was completed on April 1, 2015.

(f) We exclude the GAAP tax provision, including discrete items, from the Non-GAAP measure of income, and instead include a Non-GAAP tax provision based upon the annual Non-GAAP effective tax rate. The GAAP tax provision includes certain discrete tax items including, but are not limited to: income tax expenses or benefits that are not related to ongoing business operations in the current year; unusual or infrequently occurring items; tax adjustments associated with fluctuations in foreign currency remeasurement of certain foreign operations; certain changes in estimates of tax matters related to prior fiscal years; certain changes in the realizability of deferred tax assets; and changes in tax law. Management believes excluding these discrete tax items assists investors and securities analysts in understanding the tax provision and the effective tax rate related to ongoing operations thereby providing investors with useful supplemental information about FMC's operational performance.

(in Millions)	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2016	2015	2016	2015
Non-GAAP tax adjustments:				
Revisions to our tax liabilities due to finalization of prior year tax returns	\$ 0.7	\$ 2.1	\$ 3.0	\$ 2.2
Revisions to valuation allowances of historical deferred tax assets	18.5	120.7	18.9	128.3
Foreign currency remeasurement and other discrete items	(0.6)	(3.8)	7.8	(35.2)
Non-GAAP tax adjustments	\$ 18.6	\$ 119.0	\$ 29.7	\$ 95.3

RECONCILIATION OF NET INCOME (LOSS) (GAAP) TO ADJUSTED EARNINGS FROM CONTINUING OPERATIONS, BEFORE INTEREST AND INCOME TAXES (NON-GAAP)
(Unaudited, in millions)

	Three Months Ended		Twelve Months Ended	
	December 31,		December 31,	
	2016	2015	2016	2015
Net income (loss) (GAAP)	\$ 16.4	\$ (202.7)	\$ 211.7	\$ 498.5
Restructuring and other charges (income)	68.2	165.8	107.3	244.0
Non-operating pension and postretirement charges	22.8	15.4	25.1	35.3
Acquisition-related charges	6.6	16.3	23.4	290.3
Discontinued operations, net of income taxes	18.8	22.4	33.7	(676.4)
Interest expense, net	21.6	21.2	82.7	80.1
Provision (benefit) for income taxes	18.4	103.8	93.9	47.4
Adjusted earnings from continuing operations, before interest, income taxes and noncontrolling interests (Non-GAAP)⁽¹⁾	\$ 172.8	\$ 142.2	\$ 577.8	\$ 519.2

(1) Referred to as Adjusted Operating Profit.

**RECONCILIATION OF CASH PROVIDED (REQUIRED) BY OPERATING ACTIVITIES (GAAP) TO ADJUSTED
CASH FROM OPERATIONS
(Unaudited, in millions)**

	Twelve Months Ended	
	December 31,	
	2016	2015
Cash provided (required) by operating activities (GAAP)	\$ 537.3	\$ (277.1)
Transaction and integration costs related to acquisition of Cheminova	23.4	60.4
Hedge settlement of Cheminova	—	264.8
U.S. federal income tax payments, net of refunds related to M&A activities	—	316.7
Adjusted cash from operations (Non-GAAP) ⁽¹⁾	\$ 560.7	\$ 364.8

- (1) The Company believes that the Non-GAAP financial measure “Adjusted cash from operations” provides useful information about the Company’s cash flows to investors and securities analysts. Adjusted cash from operations excludes the effects of acquisition-related cash flows. The Company also believes that excluding the effects of these items from cash provided (required) by operating activities allows management and investors to compare more easily the cash flows from period to period.