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 March 31	
	2017	2016
Net income (loss) attributable to FMC stockholders (GAAP)	$ (124.2)	$ 48.3
Corporate special charges (income):		
Restructuring and other charges (income) [(a)]	8.3	9.5
Non-operating pension and postretirement charges (income) [(b)]	(4.6)	1.1
Acquisition-related charges [(c)]	9.2	7.4
Income tax expense (benefit) on Corporate special charges (income) [(d)]	(4.4)	(5.2)
Discontinued operations attributable to FMC stockholders, net of income taxes [(e)]	168.7	(22.7)
Tax adjustment [(f)]	5.4	9.6
Adjusted after-tax earnings from continuing operations attributable to FMC stockholders (Non-GAAP) [(1)]	**$ 58.4**	**$ 48.0**
Diluted earnings per common share (GAAP)	$ (0.92)	$ 0.36
Corporate special charges (income) per diluted share, before tax:		
Restructuring and other charges (income)	$ 0.06	0.07
Non-operating pension and postretirement charges	$ (0.04)	0.01
Acquisition-related charges	$ 0.07	0.06
Income tax expense (benefit) on Corporate special charges (income), per diluted share	$ (0.03)	(0.04)
Discontinued operations per diluted share	$ 1.25	(0.17)
Tax adjustments per diluted share	0.04	0.07
Diluted adjusted after-tax earnings from continuing operations per share, attributable to FMC stockholders (Non-GAAP)	**$ 0.43**	**$ 0.36**
Average number of shares outstanding used in diluted adjusted after-tax earnings from continuing operations per share computations	135.1	134.3

(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.

(a) **Three Months Ended March 31, 2017:**

Restructuring and other charges (income) represents $4.5 million of exit costs related to the termination of our interest in a variable interest entity that was previously consolidated and part of our FMC Agricultural Solutions segment. Additionally, restructuring and other charges (income) includes charges of continuing environmental sites treated as a Corporate charge of $2.3 million and other Corporate charges of $1.5 million.

Three Months Ended March 31, 2016:

Restructuring and other charges (income) includes charges of $3.0 million representing adjustments to severance and asset write-offs primarily associated with the integration of Cheminova with FMC Agricultural Solutions. Amounts also include $4.2 million as a result of the Argentina government's action to devalue its currency. Additionally, restructuring and other charges includes charges of continuing environmental sites treated as a corporate charge of $6.6 million. Remaining restructuring and other charges (income) includes net miscellaneous income of $(4.3) 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 legal and professional fees associated with the planned or completed acquisitions. Amounts represent the following:

	Three Months Ended March 31	
(in Millions)	**2017**	**2016**
Acquisition-related charges		
Legal and professional fees [1]	$ 9.2	$ 7.4
Total Acquisition-related charges [2]	**$ 9.2**	**$ 7.4**

(1) Represents transaction costs, costs for transitional employees, other acquired employees related costs and integration-related legal and professional third-party fees. These charges are recorded as a component of "Selling, general and administrative expense" on the condensed consolidated statements of income (loss).

(2) Acquisition-related charges for the three months ended March 31, 2017 relate to the recently announced definitive agreement to acquire a significant portion of DuPont's crop protection business. Acquisition-related charges for the three months ended March 31, 2016 relate to the integration of Cheminova with FMC Agricultural Solutions, which 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 Months Ended March 31, 2017 and 2016**

Discontinued operations include the results of FMC Health and Nutrition as well as provisions, net of recoveries, for environmental liabilities and legal reserves and expenses related to previously discontinued operations. Assets held for sale under U.S. GAAP are required to be reported at the lower of carrying value or fair value, less costs to sell. We expect a significant gain on the FMC Health and Nutrition assets to be sold to DuPont and therefore these assets held for sale are reported at carrying value. However, the fair value of the Omega-3 business, which was previously part of the broader FMC Health and Nutrition reporting unit, is significantly less than its carrying value, which includes accumulated foreign currency translation adjustments that would be reclassified to earnings upon completion of sale. As a result, we recorded an impairment charge of approximately $185 million ($165 million, net of tax).

(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 projected 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; 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 related interim accounting impacts; 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.

	Three Months Ended March 31	
(in Millions)	**2017**	**2016**
Non-GAAP tax adjustments:		
Revisions to our tax liabilities due to finalization of prior year tax returns	$ —	$ 1.5
Revisions to valuation allowances of historical deferred tax assets	3.4	—
Foreign currency remeasurement and other discrete items	2.0	8.1
Non-GAAP tax adjustments	**$ 5.4**	**$ 9.6**

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

	Three Months Ended March 31	
	2017	2016
Net income (loss) (GAAP)	$ (123.8)	$ 48.7
Restructuring and other charges (income)	8.3	9.5
Non-operating pension and postretirement charges	(4.6)	1.1
Acquisition-related charges	9.2	7.4
Discontinued operations, net of income taxes	168.8	(22.7)
Interest expense, net	15.7	15.8
Provision (benefit) for income taxes	9.4	20.4
Adjusted earnings from continuing operations, before interest, income taxes and noncontrolling interests (Non-GAAP) [1]	**$ 83.0**	**$ 80.2**

(1) Referred to as Adjusted Operating Profit.

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

	Three Months Ended March 31	
	2017	2016
Cash provided (required) by operating activities (GAAP)	$ (70.0)	$ 62.3
Transaction and integration costs related to acquisitions	—	7.4
Adjusted cash from operations (Non-GAAP) [1]	**$ (70.0)**	**$ 69.7**

(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.