

FMC Corporation

Compensation and Human Capital Committee Charter

Last Revised/Adopted: December 12, 2025

I. Purpose

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board”) of FMC Corporation (the “Company”) is to assist the Board in discharging its responsibilities relating to compensation and benefits provided by the Company to its executive officers and other employees.

II. Composition

The Committee is comprised of at least three members of the Board, all of whom shall be outside and independent, and one of whom shall be designated as the Chairperson. Unless otherwise approved by the Board, all members must satisfy independence requirements imposed by any stock exchange where the Company’s shares are listed. In addition, it is also intended that each member of the Committee be a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee and its Chairperson shall be nominated by the Nominating and Corporate Governance Committee and elected annually at the organizational meeting of the Board. Committee members may be removed by the Board at any time and vacancies on the Committee may be filled by the Board, subject to new members satisfying the qualifications referred to above.

III. Meetings and Procedures

The Committee shall meet as often as it determines is necessary, but not less than three times annually, to carry out its responsibilities under this Charter. The Chairperson shall be responsible for setting meeting agendas, with the assistance of the executive secretary of the Committee. Recommendations for items to be addressed by the Committee may be made by any Board member to the Chairperson. In the Chairperson’s absence, the Chairperson of the Committee may designate a member of the Committee to serve as chairperson for the meeting or, in the absence of such designation, a majority of the members present at the meeting shall appoint a chairperson for the meeting. When a quorum is present at any meeting of the Committee, a majority of members present shall decide any question brought before such meeting.

The Committee shall meet in executive session on compensation matters pertaining to the Chief Executive Officer (“CEO”). The Committee, with the assistance of the executive secretary of the Committee, shall maintain appropriate minutes of meetings and report regularly to the Board on significant results of the Committee’s activities.

The Committee shall perform a self-assessment of the Committee's performance annually and report to the Board on such evaluation. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee may, when it deems it appropriate and in the best interest of the Company, form and delegate authority to subcommittees other than any power or authority required by law or stock exchange requirements to be exercised by the Board or the Committee as a whole. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of external advisors as it deems necessary to fulfill its duties and responsibilities under this Charter, including compensation consultants, legal counsels or other advisors. The Committee shall have the authority to terminate any retained external advisor. The Committee shall set the compensation and oversee the work of its external advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its external advisors. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration and assessing all factors relevant to that person's independence from management, including those independence factors enumerated by the New York Stock Exchange rules.

The Committee will be assisted by the Executive Vice President, CHRO, who will serve as the lead management liaison to the Committee; the secretary of the Committee shall be the General Counsel or his/her designee. The Committee may request any officer, employee, or advisor of the Company or any advisor of the Committee to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

IV. Authority, Duties, and Responsibilities

The Committee shall review and approve executive compensation policies and practices, establish the total compensation for the CEO and other executive officers, approve compensation levels of other elected officers, and major changes in the Company's benefit plans. The Committee shall review and discuss with management 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.

The Committee has authority to take appropriate actions necessary to discharge its duties and responsibilities, which includes but is not limited to the powers mentioned above and below. Among its specific authorities, duties, and responsibilities, 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. Review and approve corporate goals and objectives relevant to the compensation of the Company's CEO and other executive officers, with the power and authority to exercise discretion to adjust compensation based on such goals and objectives.
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. Review and approve corporate goals and objectives relevant to the CEO and other executive officer compensation, including those relating to sustainability metrics, and measure performance against those goals and objectives.
4. Establish and determine the total compensation, including base salary, annual bonus, and long-term incentive awards for the CEO and other executive officers, and evaluate the performance of the CEO and other executive officers in light of the corporate goals and objectives. Compensation shall be determined based on the results of the evaluations and such other factors as the Committee deems appropriate and in the best interest of the Company.
5. Approve officers' salaries and any changes in officers' salaries.
6. Approve issuances of equity and other incentive awards to the CEO and other executive officers.
7. Make all determinations necessary or advisable in the administration of the Company's Incentive Stock Plan, as amended from time to time ("ISP"), including the determination to authorize any delegation permitted under the ISP.
8. 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.

9. Review organization changes and restructuring that have significant Company and business impact.
10. Review organizational culture for alignment with the Company's stated goals as well as any applicable legal requirements.
11. Review management's recommendations for officers of the Company and recommend officer candidates to the Board for their approval.
12. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
13. 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.
14. Assess the results of the most recent say-on-pay shareholder advisory vote; and recommend to the Board the frequency of holding a say-on-pay vote.
15. Review compensation practices and trends to assess the adequacy and competitiveness of the Company's executive compensation programs; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid.
16. Review and approve the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements (including, without limitation, material perquisites) for the Company's executive officers.
17. Approve and oversee the application of the Company's clawback policy and policies regarding the hedging and pledging of Company securities.
18. Prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K.
19. Review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable.