

FMC Corporation

Nominating and Corporate Governance Committee Charter

Last Revised/Adopted: December 12, 2025

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of FMC Corporation (the “Company”) to:

1. Recommend, review and modify, as appropriate, the activities, size, and composition of the Board (subject to full Board approval).
2. Recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria.
3. Recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings.
4. Oversee the evaluation of the Board.

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. The Committee and its Chairperson shall be nominated by the 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 no less than three times annually. 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, 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 oversee evaluations of the Board and its committees to ensure they operate effectively. The Committee shall report on such process and the results of the evaluations, including any recommended changes, to the Board.

Additionally, the Committee shall conduct an annual self-assessment to evaluate its own effectiveness.

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 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 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. 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 external advisors retained by the Committee shall have their independence assessed by the Committee as determined in the discretion of the Committee.

The Committee will be assisted by the Corporate Secretary of the Company, who will serve as the executive secretary to the Committee, and the Corporate Secretary of the Company shall have the right to delegate to a member of the Company's Law Department to serve as an assistant or acting executive secretary to the Committee. 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 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 annually governance principles and current corporate governance issues, including the Company's Statement of Governance Principles, Policies, and Procedures, attached hereto as Appendix A, and recommend any changes to the full Board.
2. Review and determine directorship qualifications, as set forth in the Company's Statement of Governance Principles Policies, and Procedures and described in the relevant sections of the annual proxy.
3. Review, recommend and prioritize criteria for Board and Board committee membership and composition (size, proportion of "Independent" Directors and timing of additions and changes).
4. Search out, screen and recommend candidates for Board membership, and consider candidates for Board membership submitted by stockholders or other interested parties. In making its recommendations for Board membership, the Committee shall:
 - a. Review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or the rules for Audit Committee or other committee membership purposes);
 - b. In evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - c. Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience; and
 - d. Consider any other factors that are set forth in the Company's Statement of Governance Principles, Policies, and Procedures or are deemed appropriate by the Committee or the Board.
5. Recommend to the Board the designation of a lead independent director ("Lead Director") in circumstances where the roles of Chairperson of the Board and Chief Executive Officer are combined, or where the Chairperson is not an independent director under applicable New York Stock Exchange ("NYSE") standards. In making its recommendations for Lead Director, the Committee shall:

- a. Establish and periodically review the qualifications and responsibilities of the Lead Director, consistent with best governance practices and the Company's Statement of Governance Principles, Policies, and Procedures.
 - b. Identify and evaluate candidates for the Lead Director role from among the independent directors, considering factors such as leadership experience, tenure on the Board, committee service, and demonstrated ability to facilitate effective communication among directors and with management.
 - c. Recommend a candidate for appointment as Lead Director to the full Board for approval every two years or as circumstances require.
 - d. Oversee the performance of the Lead Director and recommend changes or succession as appropriate.
6. Establish and review Board retirement and tenure policies, as set forth in the Company's Statement of Governance Principles, Policies, and Procedures, subject to full Board approval.
7. Develop and recommend to the Board the Corporate Governance Guidelines for the Company and oversee compliance with such Guidelines. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board. The Committee shall be responsible for any tasks assigned to it in the Company's Statement of Governance Principles, Policies, and Procedures.
8. Ensure that overall evaluation of Board and its committees is undertaken annually.
9. Recommend the number, function, composition and Chairpersons of Board Committees.
10. Recommend Board meeting format and modus operandi.
11. Review on a biennial basis, and approve, if changes are recommended, Board and Board Committee compensation (levels, elements, form and process of review); ensure that there is sufficient stock ownership by the Directors. In so reviewing and approving Director compensation, the Committee shall:
 - a. identify corporate goals and objectives relevant to director compensation and
 - b. evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

12. Review and assess that the Board and/or Board Committees have oversight of all key elements of the Company's overall environmental, social, and governance programs and practices.
13. 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.
14. 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.
15. Review stockholder proposals submitted for consideration at stockholder meetings and make recommendations to the Board on actions with respect to these proposals, including statements in opposition to be included in the Company's proxy statement.
16. Review director education and, as needed, arrange for appropriate education programs or expert presentations on issues relevant to directors' performance of their duties.
17. The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.