

FMC Corporation

Statement of Governance Principles, Policies, and Procedures **(as of December 12, 2025)**

The Board of Directors (the "Board") of FMC Corporation (the "Company") is responsible for overseeing the affairs of the Company, either directly or indirectly through delegation to management, for the primary benefit of the stockholders. The Board advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

A. GOVERNANCE PHILOSOPHY

In carrying out its responsibilities to the stockholders, the fundamental roles of the Board are to ensure:

1. continuity of leadership;
2. that a sound strategy for the success of the enterprise is in place, understood and being pursued; and
3. that financial and management resources are available and control systems are in place to carry out that strategy.

The Board will represent the stockholders 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 Company, and review the Company's governance requirements periodically, recognizing that these change over time. Too little governance does not allow responsible stockholder 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.

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 the Company.

B. 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.

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 Nominating and Corporate Governance 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 the Company's business (e.g., agriculture, chemicals, biologicals, technology), or leadership in such areas as government service, academia, finance and international trade.

The Board may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Nominating and Corporate Governance Committee shall periodically review the size and composition of the Board and recommend any proposed changes to the Board, in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

The Nominating and Corporate Governance Committee shall determine the key skills and competencies that should be represented on the Board and assess the capabilities of current Directors as meeting such determined skills and competencies, taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange "NYSE" rules for audit committee and compensation committee membership purposes. This information will be reviewed and approved by the Nominating and Corporate Governance Committee in a form to be disclosed in the annual proxy notice to stockholders.

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 Company.

A Director should be inquisitive, generally supportive of the Company and its 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 the Company faces from the stockholders' perspective, and thus should be in compliance with the Company'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 Company. 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 Company) so that his or her independence is not compromised by remuneration paid by the Company for Director services.

More specifically:

1. The appropriate Board size is from 7 to 12 Directors, subject to allowing flexibility during periods of transition.
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 Company a sufficient period of service to justify the involvement.
3. Gender and racial/ethnic diversity on the Board is a priority. We seek to have a substantial number of female Directors and, to that end, have set a goal of at least one-third female directors by the end of 2026 and thereafter to maintain that minimum percentage subject to periods of director transitions. In addition, we shall seek to have representation from a variety of racial/ethnic backgrounds. Whenever feasible, women and minorities will be included in the initial pool of candidates when selecting new Director nominees.
4. "Inside" Directors will generally be limited to the Chief Executive Officer (and during periods of CEO transition potentially others such as Executive Chairman or President), 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" as set forth by the NYSE.
5. 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.

C. 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 Chairperson designations for recommendation to the full Board.
2. Outside Director Identification, Review and Nomination Process.
 - a. Members of the Nominating and Corporate Governance Committee and other members of the Board will identify candidates for consideration by the Nominating and Corporate Governance Committee; the Nominating and Corporate Governance Committee will also consider any unsolicited inquiries for Board membership and stockholder nominations. Also, an executive search firm may be utilized to identify qualified candidates for consideration. Stockholder 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 stockholder 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."
 - b. The Nominating and Corporate Governance Committee will determine the process to recruit individual Director openings, which may include delegation of responsibilities to a subset of Committee members and/or involvement of Directors who are not Committee members. The entire Nominating and Corporate Governance Committee shall be kept regularly informed on the recruiting process and, prior to the extension of any offer, 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 Nominating and Corporate Governance Committee agreement before any commitments are made.)
 - c. Candidates recommended by the Nominating and Corporate Governance Committee will then be presented to the full Board for consideration.

- d. If the candidate is approved by the full Board, invitations to join the Board will then be extended to the prospective candidate by the Chairperson, Lead Independent Director, or CEO (or an appropriate designee).
- e. Stockholders may also nominate candidates in the Proxy Statement in accordance with Article IV, Section 2A of the Company's By-Laws (Proxy Access).

3. The Retirement/Resignation and Tenure Policy for Board Members.

- a. Outside Directors will retire from the Board no later than the annual meeting following their 75th birthdays.
- b. 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.
- c. Inside Directors, specifically including the Company's Executive Chairperson and Chief Executive Officer, will retire from the Board simultaneous with retirement from the Company unless requested by the Board to continue as a Board member for an agreed period.

D. 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 Board on governance issues that have been considered and resolved effective as of December 12, 2025.

- 1. CEO evaluation and compensation review; executive sessions. Annually conduct a CEO performance review by the Compensation and Human Capital 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. Stockholder communications with the Board. Stockholders may communicate with the Board of Directors, the Chairperson of the Compensation and Human Capital 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. Position on Separation of Chairperson 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 or when there is an insider Executive Chairperson or a non-executive Chairperson who is not "independent" under NYSE standards, a Lead Director having the following responsibilities shall be appointed:

- a. Presides at all meetings of the Board at which the Chairperson is not present, including executive sessions of the Outside Directors;
- b. Serves as liaison between the Chairperson and/or the CEO and the Outside Directors;
- c. Reviews, advises on or approves information sent to the Board as well as advises on Board meeting agendas and schedules;
- d. Has the authority to call meetings of the Outside Directors; and
- e. 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.

4. Director performance evaluation. Continue the current policy of conducting a formal 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 Chairperson; informal assessments or feedback of an individual director may be provided as needed by the Board Chair, Chair of the Nominating and Corporate Governance Committee, and/or Lead Independent Director. Annually, survey all Directors for evaluation of Board and committee performance overall, and in specific areas of responsibility.
5. Access to management/meeting format. Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary. Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed. To the extent meetings are held in person, the Board supports the Company'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.
6. Meeting locations. In addition to regular meetings at the Company's headquarters, and conditions permitting, off-site meetings should be scheduled periodically.

7. 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 Board. The Board endorses the concept of a long-term strategically oriented Board agenda.
8. Independent Directors. All members of the Audit Committee, the Nominating and Corporate Governance Committee, and the Compensation and Human Capital Committee shall be “Independent Directors.”
9. 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.
10. Meeting agendas and participation. Meeting agendas should include a report from the CEO on overall business performance, as well as a deeper review of a particular business unit or function and participants should include senior management presenting major expenditures and/or issue discussions. The CEO report should begin with a review of environmental, health and safety issues and performance. Every year, the Board shall hold at least one substantial strategy review and also a Directors-Only discussion with the CEO regarding succession.
11. 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.
12. Independent Advisors. The Board and its Committees shall each have the authority to engage independent outside advisors as they deem appropriate.
13. 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.
14. 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. The Board believes that Directors should hold meaningful equity ownership positions in the Company. 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 will be aware that questions may be raised when director's fees and benefits exceed what is customary. Similarly, the Board 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.

15. Management Succession. The Board shall meet annually with the CEO to discuss management succession, including CEO succession. This annual discussion is intended to allow the Board to determine whether the Company 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.
16. Attendance at Annual Meetings. It is the policy of the Board that all Directors attend the Annual Meeting of Stockholders. The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings.
17. Service on Other Boards. It is the policy of the Board that all directors ensure that they can devote sufficient time and attention to their Board responsibilities. To ensure that a director does not have excessive commitments outside of the Board, the total number of public company boards on which an "outside" director may serve is limited to four. After initial appointment or election to the Company's Board, Directors shall seek approval before taking on a new (a) board seat at a public company, or a private company or non-profit organization with substantial revenues (i.e., >\$100M/year) or expected meaningful time demands (e.g., director for an actively growing startup company) or (b) lead role (e.g., board or committee chair) at another board of any entity within the scope of (a) above. Consideration of such request will take into account, among other things, the expected time commitments of such new role and/or whether such new role will be viewed as potentially creating an "overboarding" situation according to governance guidelines of key stockholders or leading proxy advisors. Approval of a new board seat request within the scope of (a) shall be made by the full Board; any request for approval of a new lead role within the scope of (b) shall be made by the Board Chairperson and the Chairperson of the Nominating Committee. Taking considerations into account, the applicable approvers may decline to approve such request notwithstanding a Director serving on less than four public company boards. In addition, the total number of public company boards on which the CEO may serve is limited to one in addition to the Company's Board. Likewise, the CEO (or an Executive Chairperson, if applicable) shall seek the approval of the Board (upon recommendation of the Board Chairperson and the Chairperson of the

Nominating Committee) before taking on any new board seat or lead role at such other company, which request will be assessed in a similar manner as noted above.

Annually, the Nominating Committee shall assess directors' compliance with the above policy and that directors do not otherwise have excessive commitments which would meaningfully detract from their ability to serve effectively on the Board.