

**FMC Corporation**  
**Code of Ethics**  
**and Business Conduct**

**June 1, 2007**

English





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# Introduction to the Code of Ethics and Business Conduct

At FMC, we are committed to conducting our business with honesty and integrity and complying with all applicable laws. FMC's Code of Ethics and Business Conduct ("Code") exemplifies our dedication to these high business standards. The Code summarizes the legal and ethical principles that we follow in our daily work and applies these principles to our policies and practices.

FMC's commitment to the Code starts at the top of the corporation. The FMC Corporate Responsibility Committee consists of senior management and reports to the Public Policy Committee of the Board of Directors. The Corporate Responsibility Committee assesses FMC's overall compliance with applicable law and the Code, oversees the compliance training program and considers the appropriate response to significant compliance matters and legal developments.

Laws and standards vary in different countries and cultures, but, as a global company, our common goal and continuing commitment is to maintain equally high standards wherever we operate. Some parts of the Code focus on United States laws because FMC is headquartered and incorporated in the United States where a high degree of business regulation is maintained. However, this U.S. focus does not reduce our obligation and commitment to also comply with the applicable laws of other countries.

We have updated the Code since its most recent publication in March 2004, to reflect administrative changes, including the upgrading of our Ethics Response Line to ensure anonymous, confidential reporting on a 24-hour, 7-day-a-week basis with access from nearly every part of the globe online through the Internet, as well as by telephone.

The obligations in the Code apply to: 1) FMC Corporation, its subsidiaries, affiliates, joint ventures and all other entities, that, in each case, are directly or indirectly controlled or managed by FMC; 2) the employees and directors of these entities (to the extent applicable to their work for FMC) and 3) consultants and other independent contractors in their work on behalf of FMC.

All of us, including all employees, officers, directors and others who are bound by the Code, are responsible for becoming familiar with and abiding by the Code. In addition, FMC group, division, and operations managers and supervisors are accountable for compliance with - and enforcement of - the Code by the operations they manage. Failure to carry out these responsibilities may lead to disciplinary action, including discharge.

You are also required to promptly and accurately report any violations of the Code that come to your attention. Sections 3 and 4 of the Code contain specific information on fulfilling your reporting obligations.

The Code is not intended to cover every possible ethical or legal situation. Wisdom, discretion and sound judgment should guide everyone. Reporting and information resources are also provided at the end of Code.

We need your commitment to help maintain the moral, ethical and law-abiding heritage that has been so important to FMC. I know I can count on it.



William G. Walter  
Chairman of the Board, President and Chief Executive Officer

# CODE OF ETHICS AND BUSINESS CONDUCT

## 1. We Are Committed to Ethical Behavior.

### *Commitment to Ethics*

Ethical behavior is an individual responsibility. Behavior reflecting high ethical standards is expected of all directors, employees and others who are bound by the Code, regardless of position or location. No director, officer, manager or supervisor has the authority to violate or require conduct by another employee or any other person that violates the Code, other FMC policies, or applicable law.

The obligations in the Code apply to FMC Corporation, its subsidiaries, affiliates, joint ventures and all other entities, that, in each case, are directly or indirectly controlled or managed by FMC, the employees and directors of these entities (to the extent applicable to their work for FMC) and consultants and other independent contractors in their work on behalf of FMC.

### *Management Responsibility for Ethics*

All FMC officers, managers and supervisors are accountable for the actions of the employees who report to them and responsible for seeing that the Code, other FMC policies, and applicable laws are followed.

They must:

- Inform their employees about company policies, including those dealing with legal and ethical behavior;
- Ensure that appropriate ongoing employee training occurs and that violators of the Code are appropriately disciplined;
- Avoid hiring individuals who have a propensity to violate any applicable law or rules of the type embodied in the Code; and
- Maintain a work environment where constructive, frank, and open discussion about ethics is encouraged and expected without fear of retaliation.

In this effort, managers should seek and will receive support from FMC's Audit, Human Resources, and Law departments and the Ethics Office.

## 2. We Comply with the Code, Other FMC Policies, and All Applicable Laws.

We comply with the Code, other FMC policies, and all applicable laws in conducting our business.

There are countries where common trading or negotiating practices are based on codes of conduct that are less stringent or different than FMC's Code. In such

countries, employees should follow FMC's Code, except for variances that are permitted by applicable law and are based on good ethical and business judgment. The relevant division manager or a vice president of FMC must approve any such variance in writing if no division manager is available. Contact an FMC lawyer if you have any questions about the application of the law of any country, about the Code, or about the relation or any apparent conflict between them.

In the unusual circumstances where a waiver of the Code would be appropriate for an executive officer or director, such waiver must be approved by the Board of Directors or a committee of the Board and promptly disclosed as required by applicable laws and regulations. In the case of all other employees, only a corporate officer, in conjunction with the General Counsel, may grant such a waiver.

## 3. We Fulfill the FMC Corporate Responsibility Program.

### *The Corporate Responsibility Committee*

The FMC Corporate Responsibility Committee consists of senior management and reports to the Public Policy Committee of the Board of Directors. The Corporate Responsibility Committee assesses FMC's overall compliance with applicable law and the Code, oversees the compliance training program, and considers the appropriate response to significant compliance matters and legal developments.

In addition to the resources provided for asking questions and reporting suspected violations of the Code listed on Page 24, employees are encouraged to contact the Corporate Responsibility Committee through the address below:

FMC Ethics Office  
PBM 3767  
13950 Ballantyne Corporate Place  
Charlotte, NC 28273  
USA

or online:

<https://www.compliance-helpline.com/FMCCorporation.jsp>

or: FMC Ethics Response Line: 1-866-332-6800.

(see country access codes)

## 4. We Report Suspected Non-Compliance.

Any employee who learns of a suspected violation of the Code must immediately report it by following the procedure below. Employees are required to come forward with any such information without regard to the identity or position of the suspected offender. **FMC will treat the information in a confidential manner**

**and will ensure that no acts of retribution or retaliation will be taken against anyone for making a report in good faith.**

### **Non-Compliance Reporting Procedure**

**Employee Report:** Any employee who learns of a violation of the Code must immediately report it.

**Investigation:** It is FMC's policy and intent to investigate any reported violation of the Code, other FMC policy, or applicable law, and to take appropriate action, as determined by FMC, based on the results of the investigation. Reports of violations of accounting, accounting controls and audit matters will be investigated under the supervision of the Audit Committee of the Board of Directors. All other violations will be investigated under the supervision of the Ethics Office. Employees are expected to cooperate in the investigation of reported violations.

**Confidentiality:** The investigators will not disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Employees should be aware that the Ethics Office and Audit Committee are obligated to act in the best interests of FMC and do not act as personal representatives or lawyers for the employees.

**Protection Against Retaliation:** Retaliation in any form against an individual, who in good faith reports a violation of the Code, even if the report is mistaken, or who assists in the investigation of a reported violation, is prohibited. **Every employee may report such violations without fear of retaliation by co-workers, supervisors, or others that are the subject of the report.**

### **Discipline for Non-compliance**

Failure to comply with the Code will result in disciplinary action ranging from a reprimand to dismissal. Civil or criminal violations may be prosecuted.

## **5. We Value and Safeguard Our Relationships with Customers.**

### ***Most Valued Supplier***

A primary objective at FMC is to become our customers' most valued supplier.

We achieve this objective by providing products and services that best meet customer needs, and doing so in a manner that creates a lasting bond of cooperation and trust.

We treat customers fairly and honestly at all times in a manner that conforms to all applicable laws and is consistent with good business practice. We do not make false or misleading remarks about other companies or their employees or products, including our competitors.

## ***Safe and High Quality Products***

We conduct business with a high regard for the health and safety of those using our products and services. This regard assures safety and strengthens the bond between FMC and our customers. Each employee plays a critical role in ensuring the quality and safety of FMC products, from design through manufacturing, ongoing improvements, and customer support.

## **6. We Value and Safeguard Our Employee Relationships.**

### ***Respect for Employees under the Law***

Trust, respect, and ethical business conduct are key to achieving and maintaining sound relationships among our employees. Basic to these relationships is the recognition of the personal value and contribution of every employee. At FMC, we value the diversity of our employees, and we judge and treat every employee with dignity and respect.

Consistent with applicable laws of the location, employees and applicants for employment will be judged on the basis of their performance and qualifications without regard to race, creed, gender, religion, national origin, age, disability, veteran status, or sexual orientation. Sexual harassment of any type is prohibited.

### ***Respect for Employees' Privacy***

FMC respects the privacy of its employees, former employees and job applicants and will share employee information only for business reasons consistent with applicable law. This is not inconsistent with FMC's right to monitor electronic communications as further described in Section 9.

### ***Safe and Healthy Working Environment***

Maintaining a safe and healthy work environment is integral to the operation of our business. Accidents harm our employees and undermine the effective performance of the business, as well as the trust of the communities in which we operate. We are responsible for preventing accidents by maintaining a healthy work environment, by following safe procedures and practices, and by using all prescribed personal protective equipment.

### ***No Substance Abuse***

We do not use, sell, purchase, transfer, manufacture, possess, or permit to be present in our system any illegal or unauthorized drugs, synthetic/designer drugs, or any controlled substance (except legally prescribed drugs), nor do we abuse prescribed drugs, while on FMC premises, engaged in FMC business, or operating FMC equipment.

In addition, we do not use, sell, manufacture, purchase, transfer, or possess alcohol in an FMC facility or on company premises (except during company supported, authorized, and supervised occasions). We are not under the influence of alcohol while performing FMC business or job-related duties or while operating FMC equipment.

## **7. We Comply with Health, Safety, Security, and Environmental Laws.**

We are committed to protecting the environment and the health and safety of our employees, our families, our communities, and the public through full compliance with all applicable laws and continuous improvement of our performance on environmental, health, and safety matters.

To meet FMC environmental standards, every FMC owned and operated facility must demonstrate compliance with all public health and environmental laws pertaining to its operations and, consistent with applicable law, maintain an open dialogue with local communities on the nature and hazards of the materials that it manufactures or handles.

### **FMC's Worldwide Policy on Health, Safety, Security and the Environment**

FMC accepts its responsibility to protect the environment and the health and safety of our employees, their families, and the public. Health, safety, security and environmental performance are core values of the corporation and will be managed as an integral part of our business to benefit employees, customers, neighbors, and shareholders. All FMC employees are responsible for assuring that we achieve continuous and measurable improvement.

We will:

- Conduct business in a manner that protects public and occupational health, the environment and employee safety;
- Strive to eliminate all accidents and environmental incidents;
- Make health, safety, security and environmental considerations a priority in manufacturing existing products and planning for new products, facilities and processes;
- Comply with all environmental, health and safety laws and regulations;
- Reduce emissions and waste while using energy and natural resources efficiently and intelligently;
- Support the principles of the American Chemistry Council Responsible Care® program by working with our employees, suppliers, customers, contractors, and commercial partners to promote responsible management of products and processes.

- Encourage constructive communication with our employees, suppliers, customers, neighbors, and shareholders on managing health, safety, and environmental issues.

This policy will be enabled through corporate standards and appropriate group, division, and/or site policies and management plans that establish objectives and targets. Implementation will be achieved through management and organizational commitment, allocation of sufficient human and capital resources plus rigorous measurement and corrective action systems.

FMC complies with all environmental, health, and safety laws and regulations that apply to us wherever we do business around the globe. Each FMC owned and operated facility is responsible for understanding and complying with both FMC's worldwide policy and the laws and regulations that apply to that operation. Contact the Environmental Group, Safety, Health and Risk Services or an FMC lawyer if you have questions about FMC's policy or any law or regulation.

## **8. We Value and Safeguard Our Relationships with Suppliers and Contractors.**

We seek to maintain our reputation as a dependable customer by being equitable and reliable in dealings with suppliers. We will treat suppliers and contractors fairly and honestly at all times and in a manner conforming to all applicable laws.

## **9. We Protect Our Property and the Property of Others.**

We are responsible for the protection of FMC assets, including physical property, intangible assets, and all forms of business communications, including electronic mail, telephone, Internet and Intranet, against loss, theft, and misuse. FMC assets may be used only for proper company purposes. We may not use them for personal benefit, nor may we sell, loan, give away or dispose of them without proper authorization.

### ***We Use our Electronic Communications and Internet Access for Company Purposes***

FMC's electronic communications and Internet access systems are important tools through which we conduct much of our company's business. These communication mechanisms and devices include e-mail, fax and instant messaging systems.

FMC reserves the right to monitor the use of its Internet resources and electronic communications and to investigate potential improprieties. Users have no expectation of privacy in their use of FMC communications systems. FMC reserves the right to filter Internet content that it considers offensive or inappropriate. All use of Internet access and electronic communications will be in accordance with applicable laws, regulations and

FMC policies and shall not be used to:

- Violate copyright, trade secret, patent or other intellectual property rights;
- Threaten, deceive, defraud, harass, defame, intimidate or offend others or otherwise violate the privacy of any person;
- Attempt to gain illegal access into another computer network or system;
- Create, execute, store or knowingly propagate non-approved files, such as viruses, worms, password capturing programs, Trojan horses, etc.;
- Intentionally disrupt or disable FMC resources nor prevent other authorized users from using these resources;
- Send chain letters, unauthorized solicitations or advertisements;
- Distribute FMC business e-mail address of other employees for non-business purposes such as subscribing to private bulletin boards, shopping sites and any other non-business sites;
- Introduce sexually explicit or offensive materials into the workplace;
- Access pornography, gambling ventures, non-business related chat rooms or message boards; or
- Download files, unless they are necessary for business purposes and approved by the local IT management.

### ***Reporting Loss or Misuse of Property***

Any individual aware of the loss or misuse of any property must report it to his or her manager or supervisor or another appropriate FMC person. Any individual receiving such reports shall handle them in a careful and thorough manner.

## **10. We Protect FMC Confidential Information and Respect the Confidential Information of Others.**

### **What is Confidential Information?**

Confidential information is information that is not generally known to the public and, if improperly disclosed, may be harmful to the company or its customers or suppliers, or helpful to its competitors. FMC possesses valuable confidential information that has been developed over many years at considerable expense.

This information includes proprietary information and trade secrets, such as sales, financial, scientific,

economic or engineering information, customer lists, marketing plans, technical plans, formulas, methods, techniques, processes, procedures, programs and codes – regardless of how such information is stored, compiled or memorialized – for which FMC takes reasonable measures to keep secret.

### **How do we protect Confidential Information?**

We must protect the confidentiality of this information as carefully as we protect FMC's physical and other property and should routinely take precautions to keep the information from being disclosed. We do not share confidential information with non-FMC people or even with FMC people who do not need to know the information, except as provided in contracts or legally mandated. The obligation to protect FMC's confidential information continues even after employment at FMC ceases. If it is appropriate for business reasons to share FMC confidential information with a non-FMC person, a written confidentiality agreement is required to be executed in advance. An FMC lawyer can provide an agreement that is appropriate for the circumstances. A list of FMC lawyers can be found on the Law Department's intranet website [<http://www.fmcweb.com/lawyerslist>] We also keep the information in a secure, non-accessible location and transmit confidential information electronically only under secure conditions.

FMC will vigorously pursue any suspected improper taking of its confidential information. If we discover a possible theft of FMC confidential information we must bring this discovery to our supervisor, an FMC lawyer or other appropriate person.

## **11. We Gather Business Information Ethically and Lawfully.**

As part of the daily execution of our business, we gather intelligence about competitors, suppliers, and customers in ethical and lawful ways. Most useful information is available from public sources through hard work and persistence. In seeking information from non-public sources, we act with honesty and integrity, and we do not seek, obtain, or use any information if it would violate any applicable law, including without limitation antitrust laws, trade secret or other confidential information laws, and laws relating to confidential relationships between employers and employees.

We protect confidential information provided on a confidential basis by others to FMC – usually by following procedures described in agreements relating to the information.

We will not improperly take confidential information from others. In the United States, individuals and companies who improperly take trade secrets are subject to civil lawsuits for damages and injunctions, criminal liability under the Economic Espionage Act, including financial penalties and prison terms.

We do not accept or misdirect communications not meant for us. Any receipt of communications that appears to be in error and contains proprietary or sensitive information, such as a competitor's marketing plans or engineering drawings should be reported to your supervisor and, in the case of electronic communications, to the IT Security Director so that any appropriate action can be taken.

## 12. We Avoid Conflicts of Interest.

We shall not engage in any activity that would create a conflict of interest between our personal interests (including the interests of our immediate families\*) and the best interests of FMC. We will make all business decisions in the best interests of FMC.

Any actual or potential conflict of interest between FMC and us is prohibited unless specifically approved in writing by our supervisor (or in the case of a director, the Board of Directors), who shall consult with the General Counsel concerning the matter. In determining the presence or absence of a conflict of interest, the following will be considered: the amount of our financial interest; our position with FMC and the influence that we may have in business dealings that impact the matter; and all other relevant factors.

Activities that could create a conflict of interest include:

- Engaging in personal or any other non-FMC business on company time or with company assets;
- Working as an employee or independent contractor for any non-FMC firm or person (including self-employment) or engaging in any other activity, if the work or activity affects job performance or encroaches on time or attention that should be devoted to FMC's affairs;
- Disclosing or using for personal advantage confidential information gained by our position with FMC
- Disposing of FMC assets for personal benefit. This policy applies both to physical assets – such as equipment, cars and trucks, and office supplies – and to services provided or paid for by FMC, such as Internet access, electronic mail, telephone, fax and the internal mail system
- Accepting loans or gifts of any kind, preferential treatment, or favors that place or appear to place us or any member of our immediate family\* under a stated or implied obligation to a competitor, supplier or customer of FMC. For example, we do not make investments in competitors, suppliers, or customers of any kind if the arrangement is not generally available to others or if a conflict of interest or the appearance of a conflict of interest could arise

\*For purposes of the Code, "immediate family" means your spouse, parent, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares your home. This definition does not apply to the use of the term "immediate family" for purposes of medical coverage and other benefit plan purposes.

because of our duties and responsibilities. We may accept promotional premiums and discounts offered by transportation companies, hotels and similar service providers – such as, for example, "frequent fliers" program benefits – if they are offered to travelers generally and FMC has not specified to the contrary.

- Acquiring an interest in a firm with which FMC is negotiating or contemplating negotiations for a merger, acquisition, joint venture, or other significant agreement. This includes our personal interest as well as the interests of the members of our immediate family\*. In general, this policy is not intended to prohibit modest investments in publicly traded companies. However, common sense must be used to avoid a conflict of interest and the appearance of a conflict of interest when considering an investment in a publicly traded company. For example, we do not make investments in even a publicly traded competitor, customer, or supplier if we either have insider knowledge that FMC has entered into or is considering entering into a business arrangement that may be financially significant to FMC or the other company.
- Having a significant investment in or working for or serving as a consultant or advisor to any other firm or person (even in a self-employed capacity) if that firm or person is a competitor (or actively planning to become one), a supplier or a customer of FMC.
- Conducting FMC business with anyone related by blood or marriage.

In addition, neither we nor any member of our immediate family\* shall accept membership on the board of directors of any competitor, supplier of material or services, or customer of FMC without prior written approval of FMC's General Counsel.

If a director has a personal interest in a matter before the Board, the director will disclose the interest to the full Board prior to discussion as to such matter or deliberate, excuse himself or herself from participation in the discussion, and will not vote on the matter. Personal interests may include commercial, industrial, banking, consulting, legal, accounting, charitable and financial relationships, among others.

### Seek Help in Resolving Questions under this Conflict of Interest Policy.

We will promptly disclose to our supervisor any material transaction or relationship or potential transaction or relationship that reasonably could be expected to give rise to such a conflict. If there is any doubt as to the application of this Conflict of Interest policy to a specific activity, relationship, interest, or transaction (either actual or proposed), ask an FMC supervisor or manager for clarification. Sensitive or difficult questions should be referred to an FMC lawyer.

### 13. We Comply with Antitrust and Other Competition Laws.

FMC's policy is to comply with all antitrust and competition laws that apply to its activities. Although no two competition law systems are the same, most are similar in key respects. These guidelines set forth conduct that must be avoided at all times and other conduct that may be engaged in only after consulting an FMC lawyer.

Nearly all countries in which FMC does business have these laws, including the United States, Canada, the European Union, all EU member countries, Russia, Mexico, Brazil, Japan, Australia, and many other countries. Many countries (including the United States and the EU) extend the application of their competition laws to conduct outside their territories that affects their countries. For example, an agreement negotiated in Brazil to fix prices for products that are manufactured in Brazil and later shipped into the United States may be subject to prosecution in the United States under U.S. law, as well as in Brazil under Brazilian law.

Consequences for violations of antitrust and competition laws are serious:

- In the United States, Canada and certain other countries, violations may be criminal - resulting in heavy fines and prison terms for individuals;
- Heavy civil penalties may be imposed and private companies can bring lawsuits to recover damages in many countries (for three times the amount of the loss in the United States); and
- Violations may also result in court or administrative orders that limit how a company can operate.

Government fines in the United States and the EU have exceeded \$100 million in some cases, and individuals in the United States have served prison terms. Damages in private lawsuits also have exceeded \$100 million.

#### ***We Do Not Agree with Competitors on Prices, Production Volumes or Capacity, Where to Sell, or on Other Competitive Matters.***

In nearly every country in which FMC does business, it is unlawful for competitors to agree with each other on any of the following:

- Prices they charge their customers;
- Other price-related terms, including credit terms, terms of sale, and transportation costs;
- Bids in a customer bidding situation;
- Production volumes or production capacity, including whether to close or build capacity;

- Territories where either company will sell or not sell;
- Customers to whom either company will sell or not sell; or
- Whether to boycott or otherwise refuse to deal with certain customers, suppliers, or other competitors.

*These topics must not even be discussed with a competitor. To "agree" with a competitor in this context can mean not only formal contracts, but also oral agreements and informal understandings. Even casual discussions with a competitor about industry price trends or whether FMC or the competitor will do an expansion or capacity shutdown may be used as evidence that there was an agreement on the topic that was discussed.*

Some agreements with competitors are lawful in some circumstances, such as joint ventures, technology license agreements, supply agreements, and joint approaches in government lobbying. It is important to involve an FMC lawyer in discussions for such agreements **before discussions with the competitor begin** to assess the action under consideration and so that any violation and the appearance of any violation can be avoided.

#### ***We Compete Aggressively Without Unlawfully Achieving or Abusing Positions of Market Power or Dominance.***

Superior and aggressive market performance should be encouraged, not penalized. Gaining a leading market share by selling better products or operating more efficiently is lawful and an appropriate goal for any competitor. Once we acquire a powerful or dominant market position or become likely to do so, some activities may become unlawful if they help achieve or entrench that market position. A powerful or dominant market position often occurs when the market share is higher than 50 percent, but it can be more or less, depending on the country and the circumstances.

In businesses where we have a powerful or dominant market position or are likely to gain such a position, an FMC lawyer should be consulted before engaging in any of the following activities:

- Pricing below cost (sometimes even average total cost);
- Conditioning or linking the sale of one product to the sale or purchase of another product or service;
- Refusing to deal with a customer, competitor, or supplier if it will injure the other party's ability to do business; or
- Other activity that might drive a competitor out of the market.

These activities may be lawful, but it depends on an assessment of the particular activity and the market involved. In addition, patents should never be acquired with false information or used to limit the conduct of patent licensees beyond the scope of the patent.

### ***We Do Not Unlawfully Block Competition in Dealing with Customers and Suppliers.***

Many competition laws do not permit limiting a customer or supplier's competitive freedom if there is injury to competition, a competitor, or consumers. An FMC lawyer should be consulted before engaging in any of the following activities:

- Entering exclusive supply or purchase (often called "requirements") agreements
- Entering exclusive distribution agreements for a particular territory;
- Requiring customers or distributors to resell our products only within specific territories or only to certain customers or classes of customers;
- Discriminating in price, terms, or services between comparable customers buying the same products;
- Refusing to supply one product or service to a customer unless the customer also purchases another product or service; or
- Requiring a customer not to resell products below - or above - certain prices.

### ***We Comply with Laws Governing Acquisitions and Mergers.***

Most acquisitions and mergers do not violate competition laws unless they reduce competition to the detriment of customers. Many countries have laws requiring notification of significant mergers and acquisitions to government competition authorities - often before completion of the transaction. FMC complies with laws governing mergers and acquisitions, including notification requirements. To ensure compliance - and to permit the advance planning necessary to assure a favorable government review under the applicable competition laws - notify an FMC lawyer at the outset of considering an acquisition or merger.

### ***We Compete Vigorously, Using Lawful Commercial Practices.***

Many countries have laws outlawing fraud and improper interference with a competitor, customer, or supplier's business relationships through false disparagement or other means. At FMC, we comply with all such laws.

## **14. We Comply with Laws and Regulations for Transnational Business.**

There are countries where common trading or negotiating practices are based on codes of conduct that are less stringent or different than the Code. In such countries, employees should follow the Code, except for variances that are permitted by applicable law and are based on good ethical and business judgment. The relevant division manager or a vice president of FMC Corporation must approve any such variance in writing if no division manager is available.

Contact an FMC lawyer if you have any questions about the application of the law of any country, about the Code, or about the relation or any apparent conflict between them.

### ***We Comply with all Import Control Laws.***

It is FMC's policy to comply with all laws and regulations that apply to its imports into the United States. It is the responsibility of every business unit to implement and maintain the necessary internal controls for import compliance, exercise reasonable care in all import activities and make best efforts to assure appropriate personnel understand and comply with all U.S. import laws.

U.S. import laws govern many aspects of our imports, including admissibility of imports into the United States, classification and valuation for duty purposes, country of origin marking, environmental reporting, security, eligibility for special preference programs (e.g., NAFTA), and records retention. FMC management is committed to strict compliance with all import laws and regulations and expects all employees to implement this commitment in FMC's business operations. Implementation will be achieved through organizational commitment, allocation of sufficient human and capital resources, and appropriate oversight and corrective actions. FMC has established a Corporate Import compliance committee comprising representatives from Finance, Tax, Law and IT, as well as each Group/Division. In addition, each Group/Division must have an Import Compliance Officer, who is responsible for overseeing a cross-functional Import Compliance Team.

FMC management is also committed to all aspects of the Customs Trade Partnership Against Terrorism ("C-TPAT"), under which FMC has committed to ensure the safety and security of all imports from the point of origin to the point of final destination in the United States and to corresponding programs in other jurisdictions. FMC has established a C-TPAT compliance team that serves to keep each Group/Division and FMC supply chain partners up-to-date on C-TPAT developments and compliance.

## ***We Comply with All Export Control Laws.***

The United States and some other countries maintain laws and regulations that restrict exports of certain products, services, and technologies to certain countries or buyers. It is the responsibility of every business unit to ensure that the items they export may be lawfully exported and may be sold to the country and individual to whom they intend to sell.

The United States government maintains strict controls on exports of goods, services, and technical data from the United States and re-exports from other countries. Such restrictions range from almost total bans on the sales of any items by U.S. companies or their subsidiaries to certain embargoed countries (as is currently the case for North Korea and Cuba) to prohibitions on selling certain items to specified individuals or organizations. U.S. law requires government pre-approval of all items to be exported although most FMC products are already pre-approved.

These U.S. laws may apply to many seemingly innocuous items, and many chemical and equipment exports are subject to licensing requirements and export controls. Similarly, an export of technology can occur through a plant visit by a foreign national or an international telephone conversation or e-mail. The severity of the controls varies greatly, depending on the nature of the goods and data and their ultimate destinations. The rules change frequently with changes in the policies of the United States and its allies. The sanctions for violating these controls, even when inadvertent, can be severe and can result in fines, imprisonment, and even the denial of all export privileges to a company. The Law Department's Intranet website [<http://www.fmcweb.com/exportcontrol>] has additional information on various export laws, and FMC's lawyers can provide you with additional guidance and assistance with export issues.

## ***We Do Not Participate in or Comply with Secondary Boycotts that Are Against United States Government Policy, Including the Arab League Boycott of Israel.***

We comply with the stringent U.S. laws and regulations relating to secondary boycotts. These laws and regulations may apply to FMC's subsidiaries and affiliates outside of the U.S. if the transaction involves U.S. commerce in even a minimal fashion. In addition, even if a transaction is not in U.S. commerce, it may still be the subject of tax penalties. Failure to comply rigorously with the laws can result in substantial fines and tax penalties for the business unit.

The U.S. laws relating to secondary boycotts requires that we:

- Refuse to comply with requests to participate in secondary boycotts that are against U.S. policy; and
- Report every request to participate in such a boycott

- construed very broadly to include oral discussions and receiving preprinted statements in standard business forms - first to the FMC Law Department and then to the U.S. Department of Commerce.

In practice, the boycott that most commonly presents problems is the policy of certain Arab countries to prohibit not only the importation of goods from Israel but also affects commerce with companies that also do business with Israel (the secondary boycott). Any business request asking whether FMC sells to or conducts business in Israel must be reported to an FMC lawyer.

*The laws governing foreign boycotts are complex, and requests for compliance with a foreign boycott or certification of compliance must be reported even if compliance with the foreign boycott is permitted by law. Some actions that are permitted by law - including certain actions by non-U.S. subsidiaries - nevertheless have adverse U.S. tax consequences. If there is any doubt about the effect of a particular request or contract provision, consult both an FMC lawyer and the Tax Department.*

To comply with these laws, every group, division, and operation must do the following:

- Establish procedures to review all incoming and outgoing documents and communications to or from customers, dealers, or others in boycotting countries. The review must be conducted by designated individuals in each division or operation who understand the requirements of the applicable laws, who will conduct all necessary further reviews, and who will contact the law and tax departments regarding any boycott requests.
- Ensure that international sales, order entry, traffic, documentation, and credit personnel - who are likely to come in contact with requests for compliance with foreign boycotts - are instructed about how to comply with these laws and that they follow FMC's procedures relating to these laws.

## **15. We Do Not Pay Bribes or Make Improper Payments.**

FMC funds shall not be used to make payments that violate any applicable laws or regulations. While this policy summarizes the most commonly applied laws and regulations, they can be ambiguous or difficult to interpret. If you are uncertain about any payment, consult an FMC lawyer.

### ***We Do Not Engage in Commercial Bribery.***

We do not pay bribes, kickbacks, or similar payments or gratuities to people or organizations in order to gain or keep business or to direct business to any other person or company. This policy applies both to payments made directly and to payments made through an intermediary.

## ***We Do Not Pay Bribes or Kickbacks to Government Agencies, Employees, or Officials.***

We do not directly or indirectly offer or give any money, gift, favor, entertainment, loan, gratuity, or other item of value to any employee of any U.S. federal, state or local agency that regulates or does business with FMC. As long as there is no violation of the rules or standards of conduct of FMC or the recipient's organization, employees of FMC businesses doing business with or regulated by U.S. government agencies are permitted to provide meals and refreshments that are reasonable and directly related to business discussions.

We do not make any direct or indirect payments - including FMC funds, personal funds or anything else of value - to any government official, employee, political party or candidate of any country in order:

- To obtain or retain business for FMC or any of its subsidiaries or affiliates; or
- To direct business to any other person.

We also do not authorize such payments to be made through a third person if we know or are substantially certain that any portion of the payment will be used to pay a government official or employee, or political party or candidate.

FMC does not operate in any countries in which bribery of government or political officials is lawful. In addition, the United States and other countries have enacted laws making bribery of foreign government officials a crime. At FMC, we comply with applicable laws and regulations. In particular, we do not engage in violations of foreign law even if local business practices seem to ignore the law. Even when they are not intended to obtain, retain, or direct business, we do not provide gifts and entertainment to government officials and employees of any country beyond the extent to which they are extended by normal custom in the relevant country.

In some countries where FMC operates, required administrative action or procedural assistance, not involving obtaining or retaining business, can be obtained in timely fashion only through the payment of modest gratuities to government officials or employees. Such expediting payments may be made lawfully, but only with the appropriate corporate approval based on a determination that:

- The company or its subsidiary is entitled to the governmental action or assistance requested;
- Such payments are sanctioned by local custom; and
- No reasonable alternative exists.

The corporate approval required is (a) a vice president of FMC Corporation if the payment is \$5,000 or less,

and (b) FMC Corporation's Chief Financial Officer and the General Counsel if the payment exceeds \$5,000. All expediting payments - irrespective of the type of approval - must be reported to FMC Corporation's Controller within 30 days.

## ***We Use Special Care in Appointing Sales Representatives, Distributors, and Consultants.***

Commission or fee arrangements may be made only with firms or persons serving as bona fide commercial sales representatives, distributors, or consultants (jointly "representatives"). These arrangements may not be entered into with any firm in which a government official or employee is known or believed to have an interest if FMC conducts or may seek to conduct business with the government agency to which the official or employee is connected. All business units must investigate the character and reputation of each proposed representative to determine their appropriateness prior to the engagement.

*We pay our representatives by above-board means. Payments must never be made in cash, and they must be made to the representative's business office in the country in which it is located (and not to a foreign office or foreign bank account) unless the Law Department has approved otherwise.*

All commission and fee arrangements with representatives shall be covered by a written agreement. The agreement must contain, in addition to other normal terms and conditions:

- A clear description of the services to be provided;
- The commitment by the representative to abide by applicable law, including a representation that no prohibited payments have been or will be made or promised; and
- A statement that FMC may be required to disclose the existence and terms and conditions of the contract to authorized governmental agencies.

The amount of commission or fee to be paid to a representative for assistance in securing orders and for after-sales service must be reasonable in light of normal practice for the industry, the line of products involved, and the commercial services to be rendered. Sales representative and distributor agreements are available from FMC lawyers.

## **16. We Respect the Political Process and Comply with Laws Governing Political Contributions.**

We comply fully with all laws regulating corporate and employee participation in public affairs, subject to the procedures set out below. FMC encourages employees to exercise their rights and assume their obligations as citizens.

Corporations are prohibited by law to make any direct contribution to candidate campaigns for Congress or President. Company contributions to state and local candidates, and to state political parties are permitted in selected states. In those states where applicable law permits such contributions, written approval by FMC's Chief Executive Officer, Government Affairs and Law departments is required.

*These limitations on political contributions relate only to FMC corporate funds. They do not restrict personal decisions by FMC employees to make lawful personal contributions on their own or through supporting the FMC Corporation Good Government Program. FMC encourages this type of participation. Employees must not, however, be reimbursed by expense accounts or otherwise for such personal contributions.*

In other countries, political contributions by FMC or its subsidiaries can be authorized only when permitted by applicable law, after prior written approval by the corporate officer responsible for FMC activities in the country and the Government Affairs and Law departments.

## **17. We Do Not Engage in Insider Trading or Related Unlawful Conduct.**

Employees and directors usually may buy or sell the publicly traded securities of FMC and other companies. However, U.S. law prohibits the buying and selling of publicly traded securities by a person with insider information. Even minor violations of the securities laws can have severe consequences. Penalties include forfeiture of gains, civil penalties of up to three times the profit gained or loss avoided, prison terms, and large fines.

Insider trading rules apply to all kinds of securities, including common and preferred stock, bonds, commercial paper, options, and warrants. They apply to direct buying and selling by the individual with knowledge and to tipping off a friend or family member who buys or sells.

People with inside information include:

- Officers, directors and employees of FMC who learn material, non-public information in the course of their job;
- People in a confidential relationship with FMC such as bankers, consultants, and lawyers; and
- People who learn material information from a friend or acquaintance about a company with which the friend or acquaintance has a relationship.

Although people may be aware of inside information about a company, the insider trading rules apply only to information that is "material". There is no definition of materiality that will apply in every case, but generally information is considered material if it can reasonably

be expected to affect the market price of a company's stock. Some examples of material information are:

- Earnings information about a company;
- Plans for expansion or shut-down of facilities or significant write-offs or write-downs in the value of a company's assets;
- Certain transactions, such as mergers with other companies, acquisitions of other companies or parts of other companies, sales of all or part of a company, tender offers for or by another company; and
- Major changes in management.

Because of the severity of fines and the complexity of the applicable rules, you should contact an FMC lawyer if you have any question whether the insider trading rules apply to the purchase or sale of FMC's or any other company's securities.

FMC executive officers and directors are also prohibited from trading in FMC's publicly traded securities during any period in which participants in FMC's retirement plans could not engage in a similar type of transaction. Additional details on these restrictions are available through the General Counsel's office.

## **18. We Deal Lawfully and Fairly in Government Procurement.**

We conduct business with the U.S. government and other government customers in accordance with high ethical standards. We recognize a special obligation to safeguard and preserve the goodwill and trust of the U.S. government, other government customers, and their taxpayers. Although fundamental principles of honesty are constants in all of FMC's businesses, a business that serves the U.S. government and many other governments has additional requirements regarding the appearance and documentation of fairness and integrity.

The risks of violating U.S. laws relating to federal government procurement are extraordinary, both for FMC and for operating and management employees involved. Common penalties include imprisonment, large fines for individuals and companies, forfeiture of any profit on the contract involved, and suspension or prohibition from making sales to the U.S. government for all of FMC.

In addition to complying with applicable law and with the Code, we vigorously seek to control costs in accordance with U.S. government procurement standards and regulations to obtain items for government contracts of appropriate quality at the best possible price.

Consult an FMC lawyer with any questions.

## **19. We Keep Accurate Company Records and Make Full, Fair, Accurate, Timely and Understandable Disclosures.**

We make full, fair, accurate, timely and understandable disclosures in reports that FMC files under applicable laws, rules and regulations and in other public communications. Dishonest reporting, both inside and outside the company will not be tolerated. This includes reporting or organizing information in an attempt to mislead or misinform. No entry will be made on the company's books and records that intentionally hides or disguises the true nature of any transaction.

FMC has adopted controls to ensure the safeguarding of FMC assets and the accuracy of its financial records and reports in accordance with internal needs and requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All employees, within their area of responsibility, are expected to adhere to these procedures, as directed by the appropriate FMC manager.

No employee or director may interfere with or seek to improperly influence, directly or indirectly, the auditing of FMC's financial records. Violation of these provisions shall result in disciplinary action up to and including termination, and may also subject the violator to substantial civil and criminal liability.

If an employee becomes aware of any improper transaction or accounting practice, he or she must immediately report the matter as described in Section 4 of this Code.

Our obligation to record and report information accurately and honestly also applies to the accurate reporting of time worked, business expenses incurred, research test results and other business-related activities.

## **20. We Manage Our Records Properly.**

To operate effectively and efficiently, records must be managed properly. Documents needed for ongoing business or required by law must be retained, while all other documents should be discarded. If excess records are not discarded, the costs and distraction of records maintenance escalates continually. Documents should be discarded on an ongoing basis as they are no longer needed, and a general review of documents as to whether they are still needed is to be conducted at least once per year. In general, no document should be retained for more than one year unless it is needed for ongoing business or a law requires its retention. Before disposing of documents, employees and directors should consult FMC's Record Retention Policy on FMC's Intranet website [<http://www.fmcweb.com/rrp>]. Those who are unsure about the need to keep particular documents should consult with their records administrator or supervisor, so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents will be required in connection with a lawsuit or government investigation, we will preserve all possibly relevant documents and immediately suspend ordinary disposal or modification of documents pertaining to the subjects of the litigation or investigation. Under no circumstances will we alter any of these documents. If we are uncertain whether documents under our control should be preserved because they might relate to a lawsuit or investigation, we will contact the Law Department for guidance.

## **21. We Respond Appropriately to Government Investigations.**

FMC usually cooperates with government investigations, and government investigations often end without any finding of wrongdoing by FMC. Nevertheless, FMC must be able to make a reasoned assessment of how to respond to any particular inquiry.

It is important to understand the basics of government investigations now - before an investigation begins - because government investigators often seek direct contact with employees, even away from work. For example, FBI agents have been known to appear without any warning at employees' homes as they are leaving for work in the morning and to begin asking questions.

If an employee is contacted by a government official or investigator about an FMC matter, he or she should remember four basic points:

### ***We Do Not Speak on Behalf of FMC.***

Most individual employees are not authorized to act as spokespersons for FMC in legal matters or investigations. Instead of making any statement on behalf of FMC, employees must:

- Refer the investigator to an FMC lawyer; and
- Promptly contact both their supervisor or other responsible manager and an FMC lawyer to report the inquiry.

### ***We Strongly Consider Contacting FMC Before Any Discussions with Government Officials or Investigators.***

The choice of whether to speak with a government official or investigator is the employee's, but FMC requests that employees contact an FMC attorney **before** speaking with such a person. Simply ask for the person's name and telephone number, and tell them they will be contacted.

- In nearly all cases, anything an employee says to a government official or an investigator may be used against the employee personally, as well as against FMC and other FMC employees.

- An employee ordinarily has a right to have an attorney present at any such discussion. If FMC is contacted, FMC may supply an attorney for the employee in the appropriate circumstances.
- In the United States and many other countries, government investigators are not entitled to insist that an employee speak with them, or to threaten the employee if he or she refuses.
- If an employee chooses to speak with a government investigator, they should speak truthfully. False statements to a government investigator may be prosecuted.

### ***We Verify the Investigator's Authority.***

Government officials and investigators - and non-government people such as journalists, special interest groups, and private investigators - sometimes use an aggressive style or surprise tactics to try to question company employees when they lack the authority to require answers to their questions.

- Ask for the name of the investigator and for proof of who they are (such as an agency badge or identification card). Employees always are entitled to proof of identification in the United States and are usually entitled to it in other countries.
- Ask for a description of the subject matter and purpose of the inquiry.

FMC employees are never authorized to speak to private investigators, journalists, special interest groups, or other similar people about their work at FMC or FMC business without prior authorization.

### ***We Protect FMC Documents and Proprietary Information.***

Never provide FMC files or documents of any kind to an investigator without prior, specific authorization from an FMC attorney or supervisor. FMC files or documents include computer files, drawings, papers, or files created or procured for FMC work. These materials are FMC property, even if they are kept at home or elsewhere.

One exception to this rule is a search warrant or other similar court order. Do not interfere with any law enforcement officer who has a valid search warrant or similar court order. Do contact the Law Department immediately if you receive a search warrant or other similar court order.

## **Reporting and Information Resources**

### **Reporting:**

You are required to promptly and accurately report any violations of the Code that come to your attention to your manager, human resources manager or an FMC lawyer. The names, telephone numbers, and addresses of FMC's General Counsel and other FMC lawyers are listed in the company's directory. If you are uncomfortable reporting a violation to these individuals or wish to report a violation anonymously, write to:

FMC Ethics Office  
PBM 3767  
13950 Ballantyne Corporate Place  
Charlotte, NC 28273  
USA

or online:

<https://www.compliancehelpline.com/FMCCorporation.jsp>

or: FMC Ethics Response Line: 1-866-332-6800.  
(see *country access codes*)

You may do so without fear of retaliation.

### **Information:**

If you have any questions or doubt about any aspect of the Code, consult your FMC manager, human resources manager, an FMC lawyer, the FMC Ethics Office or another appropriate FMC person.

## The FMC Ethics Response Line Service provides:

- 24 hour, 7 days per week continuous coverage
- Toll-free service for the majority of FMC locations worldwide
- Multilingual service – 100 languages
- Confidentiality and anonymity assurance for callers
- Trained staff to handle ethics calls

The phone number remains the same for U.S. employees: 866-332-6800

\*For FMC employees outside the United States, you can reach FMC Ethics Response Line through AT&T toll-free access. Log onto AT&T Access at <http://www.usa.att.com/traveler/index.jsp> to obtain your country access code. Dial the access code and then 866-332-6800.

AT&T access codes for select countries are:

Argentina.....	0800-288-5288 or 0800-555-4288
Australia.....	1-800-551-155 or 1-800-881-011
Belgium.....	0-800-100-10
Brazil.....	0800 890 0288 or 0800-888-8288
Canada.....	1-800-225-5288
Chile.....	800-225-288 or 800-360-311
China, People's Republic of.....	(Northern) 108-888 and (Southern) 108-11
Denmark.....	800-100-10
France.....	0-800-99-0011
Germany.....	0-800-225-5288
Hong Kong.....	800-96-1111 or 800-93-2266
India.....	000-117
Indonesia.....	001-801-10
Ireland.....	1-800-550-000 or 00-800-222-55288
Japan.....	00-665-5111 or 00-441-111 or 00-539-111
Mexico.....	01-800-288-2872 or 001-800-462-4240
Netherlands.....	0800-022-9111
Norway.....	800-190-11
Pakistan.....	00-800-01-001
Philippines.....	105-11
Singapore.....	800-011-1111 or 800-001-0001
Spain.....	900-99-0011
Taiwan.....	00-801-102-880
Thailand.....	1-800-001-33 or 001-999-111-11
Turkey.....	00-800-122-77
United Kingdom.....	0-800-89-0011 or 0-500-89-0011





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