

FMC Corporation
EIN: 94-0479804
Date of Action: March 1, 2019

Attachment to Internal Revenue Service Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”) and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Distribution (as defined below) on the tax basis of shares of FMC Corporation (“FMC”) common stock (NYSE: FMC) and the allocation of tax basis between shares of FMC common stock and Livent Corporation (“Livent”) common stock (NYSE: LTHM) pursuant to the Distribution. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Neither FMC nor Livent provides tax advice to its stockholders and the example provided below is merely illustrative. Stockholders are urged to consult their own tax advisors regarding the particular consequences of the Distribution to them, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. Stockholders are urged to read the information statement attached to the Form 8-K filed by FMC with the Securities and Exchange Commission on February 26, 2019 (the “Information Statement”), particularly the discussion under the heading “Material U.S. Federal Income Tax Consequences of the Distribution.” Stockholders may access the Form 8-K and Information Statement at www.sec.gov. FMC also mailed a copy of the Information Statement to each Stockholder prior to the Distribution.

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Line 14 – Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action.

On March 1, 2019, FMC distributed *pro rata* to FMC’s stockholders all of the outstanding common stock of Livent held by FMC (the “**Distribution**”). In the Distribution, each holder of FMC common stock received 0.935301 shares of Livent common stock for each share of FMC common stock held as of the record date of February 25, 2019 (the “**distribution ratio**”). No fractional shares of Livent common stock were issued.

All fractional shares of Livent common stock that the stockholders of FMC otherwise would have been entitled to receive as a result of the Distribution will be aggregated into whole shares and sold on the open market, and the resulting cash proceeds of the sale will be paid to such stockholders.

Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

As a consequence of the Distribution, FMC stockholders will be required to allocate the aggregate tax basis in their FMC common stock held immediately before the Distribution among the Livent common stock received in the Distribution (including any fractional share interest in Livent for which cash is received). A stockholder's aggregate tax basis in his or her shares of FMC common stock held immediately prior to the Distribution should be allocated in proportion to the relative fair market value of the FMC common stock and the Livent common stock. Stockholders that acquired FMC common stock at different times or different prices must calculate their basis in each block of stock and then allocate a portion of that tax basis to the FMC common stock and the Livent common stock received with respect thereto.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how a stockholder should determine the fair market values of the FMC common stock and the Livent common stock for purposes of allocating the stockholder's tax basis. Stockholders should consult their own tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market values of FMC common stock and Livent common stock. One possible approach is to use the volume weighted average price ("VWAP"), which gives the average price at which a security has traded throughout the day, based on both volume and price, as an indication of the fair market value. The VWAP based on prices from the New York Stock Exchange on March 1, 2019 (the date of the Distribution) for Livent common stock was \$13.00 per share. Due to there being no trading volume for ex-dividend FMC common stock on the New York Stock Exchange on March 1, 2019, its value was calculated by taking the VWAP of FMC common stock trading "regular way" (*i.e.*, common stock entitled to the distribution of Livent shares) on March 1, 2019 and subtracting the VWAP of Livent common stock on March 1, 2019 multiplied by the distribution ratio. This produced a fair market value for FMC common stock of \$78.06 per share.

Based on that approach, 86.5230% of an FMC stockholder's aggregate tax basis in his or her shares of FMC common stock immediately prior to the Distribution would be allocated to such shareholder's shares of FMC common stock and 13.4770% would be allocated to such shareholder's shares of Livent common stock received in the Distribution (including any fractional share interest in Livent for which cash is received). Other approaches to determine fair market value may also be possible. FMC stockholders are not bound by the approach illustrated above and may, in consultation with their own tax advisor, use another approach in determining fair market values for FMC common stock and Livent common stock.

Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

As described in Line 15 above, in general, FMC stockholders will be required to allocate the aggregate tax basis in their FMC common stock held immediately before the

Distribution among the Livent common stock received in the Distribution (including any fractional share interest in Livent for which cash is received).

The following is an example illustrating how the above-described approach to basis allocation would be applied.

FMC Corporation Shares owned Feb. 25, 2019: 100
Tax Basis of all FMC Corporation shares: \$5,000
Livent Corporation shares received (100x0.935301): 93.5
Tax basis of FMC Corporation 100 shares ($\$5,000 \times 0.865230$): \$4,326.15
Tax basis of one share of FMC Corporation: \$43.26
Tax basis of Livent Corporation 93.5 shares ($\$5,000 \times 0.134770$): \$673.85
Tax basis of one share of Livent Corporation: \$7.20
Tax basis of fractional 0.5 share Livent Corporation: \$3.60

*Some values have been rounded for purposes of this example.

Line 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Section 355; Section 358; Section 368; Section 1001; Section 1223.

Line 18 – Can any resulting loss be recognized?

Generally, no gain or loss will be recognized for tax purposes as a result of the Distribution. An FMC stockholder who receives cash in lieu of a fractional share of Livent common stock will recognize gain or loss equal to the difference between the amount of cash received and the tax basis in his or her fractional share. The deductibility of capital losses is subject to limitations.

Line 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Distribution was consummated on March 1, 2019. For an FMC stockholder whose taxable year is the calendar year, the reportable tax year is 2019.