FMC CORPORATION
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

RECONCILIATION OF NET INCOME (LOSS) ATTRIBUTABLE TO FMC STOCKHOLDERS (GAAP) TO ADJUSTED AFTER-TAX EARNINGS FROM CONTINUING OPERATIONS, ATTRIBUTABLE TO FMC STOCKHOLDERS (NON-GAAP)
(Unaudited)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
(In Millions, except per share amounts)	**2019**	**2018**	**2019**	**2018**
Net income (loss) attributable to FMC stockholders (GAAP)	$ (3.2)	$ 32.4	$ 477.4	$ 502.1
Corporate special charges (income):				
Restructuring and other charges (income) [(a)]	143.7	34.8	171.0	61.2
Non-operating pension and postretirement charges (income) [(b)]	2.6	—	8.1	(0.5)
Transaction-related charges [(c)]	25.2	22.2	77.8	156.5
Income tax expense (benefit) on Corporate special charges (income) [(d)]	(37.2)	(16.2)	(49.2)	(52.8)
Adjustment for noncontrolling interest, net of tax on Corporate special charges (income)	—	(0.5)	—	(0.5)
Discontinued operations attributable to FMC stockholders, net of income taxes [(e)]	33.5	125.3	63.3	29.3
Tax adjustment [(f)]	65.4	(0.7)	55.3	17.3
Adjusted after-tax earnings from continuing operations attributable to FMC stockholders (Non-GAAP) [(1)]	**$ 230.0**	**$ 197.3**	**$ 803.7**	**$ 712.6**
Diluted earnings per common share (GAAP)	$ (0.02)	$ 0.24	$ 3.62	$ 3.69
Corporate special charges (income) per diluted share, before tax:				
Restructuring and other charges (income)	1.10	0.26	1.29	0.44
Non-operating pension and postretirement charges (income)	0.02	—	0.06	—
Transaction-related charges	0.19	0.16	0.59	1.15
Income tax expense (benefit) on Corporate special charges (income), per diluted share	(0.28)	(0.12)	(0.37)	(0.39)
Adjustment for noncontrolling interest, net of tax on Corporate special charges (income) per diluted share	—	—	—	—
Discontinued operations attributable to FMC stockholders, net of income taxes per diluted share	0.25	0.93	0.48	0.22
Tax adjustments per diluted share	0.50	(0.01)	0.42	0.13
Diluted adjusted after-tax earnings from continuing operations per share, attributable to FMC stockholders (Non-GAAP)	**$ 1.76**	**$ 1.46**	**$ 6.09**	**$ 5.24**
Average number of shares outstanding used in diluted adjusted after-tax earnings from continuing operations per share computations	130.9	135.1	132.0	135.9

(1) The Company believes that the Non-GAAP financial measure "Adjusted After-Tax Earnings from Continuing Operations, Attributable to FMC Stockholders", and its presentation on a per share basis, provides useful information about the Company's operating results to investors and securities analysts. Adjusted earnings excludes the effects of Corporate special charges, tax-related adjustments and the results of our discontinued operations. The Company also believes that excluding the effects of these items from operating results allows management and investors to compare more easily the financial performance of its underlying businesses from period to period.

(a) **Three Months Ended December 31, 2019:**

Restructuring and other charges (income) is primarily comprised of charges of environmental sites of $96.4 million. $72.8 million of those charges were due to the unfavorable court ruling related to our decommissioned plant near Pocatello, Idaho. Restructuring and other charges (income) also includes a charge of $34.1 million as a result of the decision to exit all sales of Furadan® insecticide/nematicide (as well as Curaterr® insecticide/nematicide and any other brands used with carbofuran) end-use products globally. There were restructuring charges of $13.2 million associated with the continued integration of the DuPont Crop Protection Business. We expect restructuring charges associated with the continued integration of the DuPont Crop Protection Business to be largely complete by the first half of 2020.

Three Months Ended December 31, 2018:

Restructuring and other charges (income) is primarily comprised of charges associated with the integration of the DuPont Crop Protection Business of $15.8 million. $8.8 million of these charges were for asset write-offs, $5.5 million was for severance, and $1.5 million was for other miscellaneous charges. There were also additional restructuring charges as well as other charges totaling $3.7 million. Additionally, restructuring and other charges (income) includes charges of environmental sites of $13.0 million and other Corporate charges of $2.3 million.

Twelve Months Ended December 31, 2019:

Restructuring and other charges (income) primarily consists of charges of environmental sites of $108.7 million. As noted above, $72.8 million of those charges were due to the unfavorable court ruling related to our decommissioned plant near Pocatello, Idaho. Restructuring and other charges (income) also includes a charge of $34.1 million as a result of the decision made to exit all sales of Furadan® insecticide/nematicide (as well as Curaterr® insecticide/nematicide and any other brands used with carbofuran) end-use products globally. There were restructuring charges of $26.4 million associated with the continued integration of the DuPont Crop Protection Business. All remaining charges totaled $1.8 million.

Twelve Months Ended December 31, 2018:

Restructuring and other charges (income) primarily consists of the total gain on sales of $87.2 million from the divestments of certain product portfolios as part of our commitment to both the European Commission and Competition Commission of India related to the DuPont Crop Protection Acquisition. Restructuring and other charges (income) also consists of $27.8 million of charges due to our decision to exit the Ewing R&D facility and $58.8 million of charges related to the change in our market access model in India. Other restructuring charges as we continued to integrate the acquired DuPont Crop Protection Business totaled to $21.7 million. There were also additional restructuring charges as well as other charges totaling $12.3 million. Restructuring and other charges (income) includes charges of environmental sites of $21.7 million and other Corporate charges of $6.1 million.

(b) Our non-operating pension and postretirement charges (income) are defined as those costs (benefits) related to interest, expected return on plan assets, amortized actuarial gains and losses and the impacts of any plan curtailments or settlements. These are excluded from our Adjusted Earnings and are primarily related to changes in pension plan assets and liabilities which are tied to financial market performance and we consider these costs to be outside our operational performance. We continue to include the service cost and amortization of prior service cost in our Adjusted Earnings results noted above. These elements reflect the current year operating costs to our businesses for the employment benefits provided to active employees.

(c) Charges related to the expensing of the inventory fair value step-up resulting from the application of acquisition accounting and legal and professional fees. We expect these charges associated with integrating the DuPont Crop Protection Business to be largely completed by the first half of 2020 which coincides with significant portions of the ERP system adoption and the TSA exit. Amounts represent the following:

	Three Months Ended December 31,		Twelve Months Ended December 31,	
(in Millions)	**2019**	**2018**	**2019**	**2018**
DuPont Crop Protection Acquisition				
Legal and professional fees [(1)]	$ 25.2	$ 22.2	$ 77.8	$ 86.9
Inventory fair value amortization [(2)]	—	—	—	69.6
Total transaction-related charges	**$ 25.2**	**$ 22.2**	**$ 77.8**	**$ 156.5**

(1) Represents transaction costs, costs for transitional employees, other acquired employees related costs, and transactional-related costs such as legal and professional third-party fees. These charges are recorded as a component of "Selling, general and administrative expense" on the condensed consolidated statements of income (loss).

(2) These charges are included in "Costs of sales and services" on the condensed consolidated statements of income (loss).

(d) The income tax expense (benefit) on Corporate special charges (income) is determined using the applicable rates in the taxing jurisdictions in which the Corporate special charge or income occurred and includes both current and deferred income tax expense (benefit) based on the nature of the non-GAAP performance measure.

(e) Discontinued operations, net of income taxes include, in periods up to its separation on March 1, 2019, the results of FMC Lithium, including separation related costs, as well as provisions, net of recoveries, for environmental liabilities and legal reserves and expenses related to previously discontinued operations.

Three Months Ended December 31, 2019 and 2018:

The three months ended December 31, 2019 has no results of our FMC Lithium segment compared to a full quarter for the three months ended December 31, 2018. During the three months ended December 31, 2018, we recorded a charge of approximately $106 million as a result of negotiations for a settlement agreement primarily to address discontinued operations at our Middleport, New York plant which was the subject of an Administrative Order on Consent (AOC) entered into with the EPA and New York State Department of Environmental Conservation in 1991.

Twelve Months Ended December 31, 2019 and 2018:

The twelve months ended December 31, 2019 includes two months of results of our FMC Lithium segment compared to a full twelve months in 2018. Partially offsetting the loss was the gain on sale of approximately $21 million, net of tax from the sale of the first of two parcels of land of our discontinued site in Newark, California. Discontinued operations, net of income taxes for the twelve months ended December 31, 2018 includes the charge of approximately $106 million associated with our Middleport, New York plant discussed above.

(f) We exclude the GAAP tax provision, including discrete items, from the Non-GAAP measure of income, and instead include a Non-GAAP tax provision based upon the annual Non-GAAP effective tax rate. The GAAP tax provision includes certain discrete tax items including, but not limited to: income tax expenses or benefits that are not related to ongoing business operations in the current year; unusual or infrequently occurring items; tax adjustments associated with fluctuations in foreign currency remeasurement of certain foreign operations; certain changes in estimates of tax matters related to prior fiscal years; certain changes in the realizability of deferred tax assets; and changes in tax law. Management believes excluding these discrete tax items assists investors and securities analysts in understanding the tax provision and the effective tax rate related to ongoing operations thereby providing investors with useful supplemental information about FMC's operational performance.

	Three Months Ended December 31,		Twelve Months Ended December 31,	
(in Millions)	**2019**	**2018**	**2019**	**2018**
Tax adjustments:				
Impacts of Tax Cuts and Jobs Act [1]	$ —	$ (11.1)	$ —	$ 7.8
Revisions to valuation allowances of historical deferred tax assets	34.9	(1.8)	35.5	(2.3)
Foreign currency remeasurement and other discrete items	30.5	12.2	19.8	11.8
Total Non-GAAP tax adjustments	**$ 65.4**	**$ (0.7)**	**$ 55.3**	**$ 17.3**

(1) On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act (the "Act"), which, among other things, reduced the federal income tax rate from 35% to 21% effective January 1, 2018, and imposed a transition tax on deemed repatriated earnings of foreign subsidiaries payable over eight years. During the twelve months ended December 31, 2018, we recorded an adjustment to our provisional tax expense of $7.8 million of income tax expense pertaining to a change in the net transition tax to be paid, the impact of the remeasurement of the Company’s U.S. net deferred tax assets and the realizability of the Company’s U.S. state net deferred tax assets.

RECONCILIATION OF NET INCOME (LOSS) (GAAP) TO ADJUSTED EARNINGS FROM CONTINUING OPERATIONS, BEFORE INTEREST AND INCOME TAXES, DEPRECIATION AND AMORTIZATION, AND NONCONTROLLING INTERESTS (NON-GAAP)

(Unaudited)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
(In Millions)	**2019**	**2018**	**2019**	**2018**
Net income (loss) (GAAP)	$ (2.8)	$ 34.6	$ 480.2	$ 511.5
Restructuring and other charges (income)	143.7	34.8	171.0	61.2
Non-operating pension and postretirement charges (income)	2.6	—	8.1	(0.5)
Transaction-related charges	25.2	22.2	77.8	156.5
Discontinued operations, net of income taxes	33.5	122.1	63.3	26.1
Interest expense, net	42.9	31.4	158.5	133.1
Depreciation and amortization	39.0	38.8	150.1	150.2
Provision (benefit) for income taxes	35.9	(10.6)	111.5	70.8
Adjusted earnings from continuing operations, before interest, income taxes, depreciation and amortization, and noncontrolling interests (Non-GAAP) [1]	**$ 320.0**	**$ 273.3**	**$ 1,220.5**	**$ 1,108.9**

(1) Referred to as Adjusted EBITDA. Adjusted EBITDA is defined as operating profit excluding depreciation and amortization expense.

RECONCILIATION OF CASH PROVIDED (REQUIRED) BY OPERATING ACTIVITIES (GAAP) TO FREE CASH FLOW (NON-GAAP)

(Unaudited)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
(In Millions)	**2019**	**2018**	**2019**	**2018**
Cash provided (required) by operating activities of continuing operations (GAAP) [1]	$ 489.8	$ (17.6)	$ 555.6	$ 362.7
Transaction and integration costs	15.6	20.3	77.1	101.1
Adjusted cash from operations [2]	**$ 505.4**	**$ 2.7**	**$ 632.7**	**$ 463.8**
Capital expenditures	$ (37.1)	$ (37.0)	$ (93.9)	$ (83.0)
Other investing activities	(33.3)	(5.6)	(54.0)	(13.6)
Capital additions and other investing activities	**$ (70.4)**	**$ (42.6)**	**$ (147.9)**	**$ (96.6)**
Cash provided (required) by operating activities of discontinued operations	$ (30.9)	$ (28.0)	$ (67.1)	$ 5.7
Cash provided (required) by investing activities of discontinued operations	—	(32.4)	9.2	(93.4)
Transaction and integration costs	(15.6)	(20.3)	(77.1)	(101.1)
Investment in Enterprise Resource Planning system	(6.0)	(18.4)	(48.0)	(48.5)
Legacy and transformation	**$ (52.5)**	**$ (99.1)**	**$ (183.0)**	**$ (237.3)**
Free cash flow (Non-GAAP) [3]	**$ 382.5**	**$ (139.0)**	**$ 301.8**	**$ 129.9**

(1) The cash provided (required) by operating activities for the three months ended December 31, 2019 and 2018 is the calculation of the twelve months ended December 31, 2019 and 2018 less the previously reported nine months ended September 30, 2019 and 2018, respectively.

(2) Adjusted cash from operations is defined as cash provided (required) by operating activities of continuing operations excluding the effects of transaction-related cash flows.

(3) Free cash flow is defined as Adjusted cash from operations reduced by spending for capital additions and other investing activities as well as legacy and transformation spending. We believe that this Non-GAAP financial measure provides a useful basis for investors and securities analysts about the cash generated by routine business operations, including capital expenditures, in addition to assessing our ability to repay debt, fund acquisitions and return capital to shareholders through share repurchases and dividends.