

FMC CORP
Form 10-Q
August 01, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2014
or
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____
Commission File Number 1-2376

FMC CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 94-0479804
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1735 Market Street 19103
Philadelphia, Pennsylvania (Zip Code)
(Address of principal executive offices)
Registrant's telephone number, including area code: 215-299-6000

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS YES NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT HAS SUBMITTED ELECTRONICALLY AND POSTED ON ITS CORPORATE WEBSITE, IF ANY, EVERY INTERACTIVE DATA FILE REQUIRED TO BE SUBMITTED AND POSTED PURSUANT TO RULE 405 OF REGULATION S-T DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO SUBMIT AND POST SUCH FILES) YES NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER, A NON-ACCELERATED FILER OR A SMALLER REPORTING COMPANY. SEE THE DEFINITIONS OF "LARGE ACCELERATED FILER," "ACCELERATED FILER," AND "SMALLER REPORTING COMPANY" IN RULE 12B-2 OF THE EXCHANGE ACT. (CHECK ONE):

LARGE ACCELERATED FILER ACCELERATED FILER

NON-ACCELERATED FILER SMALLER REPORTING COMPANY

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12B-2 OF THE EXCHANGE ACT) YES NO

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INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE

Class	Outstanding at June 30, 2014
Common Stock, par value \$0.10 per share	133,241,113

Table of Contents

FMC CORPORATION
INDEX

	Page No.
<u>Part I - FINANCIAL INFORMATION</u>	<u>3</u>
<u>Item 1. Financial Statements</u>	<u>3</u>
<u>Condensed Consolidated Statements of Income - Three and Six months ended June 30, 2014 and 2013 (unaudited)</u>	<u>3</u>
<u>Condensed Consolidated Statements of Comprehensive Income - Three and Six months ended June 30, 2014 and 2013 (unaudited)</u>	<u>4</u>
<u>Condensed Consolidated Balance Sheets - June 30, 2014 and December 31, 2013 (unaudited)</u>	<u>5</u>
<u>Condensed Consolidated Statements of Cash Flows - Six months ended June 30, 2014 and 2013 (unaudited)</u>	<u>6</u>
<u>Notes to Condensed Consolidated Financial Statements (unaudited)</u>	<u>8</u>
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>32</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>45</u>
<u>Item 4. Controls and Procedures</u>	<u>45</u>
<u>Part II - OTHER INFORMATION</u>	<u>47</u>
<u>Item 1. Legal Proceedings</u>	<u>47</u>
<u>Item 1A. Risk Factors</u>	<u>47</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>47</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>47</u>
<u>Item 5. Other Information</u>	<u>47</u>
<u>Item 6. Exhibits</u>	<u>47</u>
<u>Signatures</u>	<u>48</u>

Table of Contents

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FMC CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(in Millions, Except Per Share Data)	Three Months Ended June 30		Six Months Ended June 30	
	2014 (unaudited)	2013	2014 (unaudited)	2013
Revenue	\$987.8	\$876.0	\$1,929.6	\$1,786.7
Costs and Expenses				
Costs of sales and services	630.2	548.5	1,243.5	1,105.6
Gross margin	357.6	327.5	686.1	681.1
Selling, general and administrative expenses	125.0	127.3	244.4	249.2
Research and development expenses	33.2	27.7	59.3	55.7
Restructuring and other charges (income)	2.7	5.9	9.4	15.2
Business separation costs	13.8	—	16.8	—
Total costs and expenses	804.9	709.4	1,573.4	1,425.7
Income from continuing operations before equity in (earnings) loss of affiliates, interest expense, net and income taxes	182.9	166.6	356.2	361.0
Equity in (earnings) loss of affiliates	0.2	0.1	0.2	0.4
Interest expense, net	15.3	11.1	28.8	21.6
Income from continuing operations before income taxes	167.4	155.4	327.2	339.0
Provision for income taxes	41.5	35.7	80.8	81.1
Income from continuing operations	125.9	119.7	246.4	257.9
Discontinued operations, net of income taxes	(12.6	) 1.5	(62.7	) (1.7
Net income	113.3	121.2	183.7	256.2
Less: Net income attributable to noncontrolling interests	4.2	3.2	9.0	7.3
Net income attributable to FMC stockholders	\$109.1	\$118.0	\$174.7	\$248.9
Amounts attributable to FMC stockholders:				
Continuing operations, net of income taxes	\$121.7	\$116.5	\$237.4	\$250.6
Discontinued operations, net of income taxes	(12.6	) 1.5	(62.7	) (1.7
Net income attributable to FMC stockholders	\$109.1	\$118.0	\$174.7	\$248.9
Basic earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.91	\$0.85	\$1.78	\$1.83
Discontinued operations	(0.09	) 0.01	(0.47	) (0.01
Net income attributable to FMC stockholders	\$0.82	\$0.86	\$1.31	\$1.82
Diluted earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.90	\$0.85	\$1.77	\$1.82
Discontinued operations	(0.09	) 0.01	(0.47	) (0.01
Net income attributable to FMC stockholders	\$0.81	\$0.86	\$1.30	\$1.81

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of ContentsFMC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
	(unaudited)		(unaudited)	
Net income	\$113.3	\$121.2	\$183.7	\$256.2
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments ⁽¹⁾	(3.5	) 1.1	46.4	(13.5)
Derivative instruments:				
Unrealized hedging gains (losses) and other, net of tax of \$1.1 and \$2.4 for the three and six months ended 2014 and \$(5.1) and \$(1.5) for the three and six months ended 2013, respectively	2.0	(9.4	) 4.5	(3.2)
Reclassification of deferred hedging (gains) losses and other, included in net income, net of tax of \$0.6 and \$1.0 for the three and six months ended 2014 and \$(0.6) and \$(1.0) for the three and six months ended 2013, respectively ⁽³⁾	1.1	(1.4	) 2.2	(2.1)
Total derivative instruments, net of tax of \$1.7 and \$3.4 for the three and six months ended 2014 and \$(5.7) and \$(2.5) for the three and six months ended 2013, respectively	3.1	(10.8	) 6.7	(5.3)
Pension and other postretirement benefits:				
Unrealized actuarial gains (losses) and prior service (costs) credits, net of tax of zero for the three and six months ended 2014 and zero and \$0.1 for the three and six months ended 2013, respectively ⁽²⁾	(0.6	) (0.5	) (0.1	) 0.1
Reclassification of net actuarial and other (gain) loss and amortization of prior service costs, included in net income, net of tax of \$3.7 and \$6.9 for the three and six months ended 2014 and \$6.6 and \$13.0 for the three and six months ended 2013, respectively ⁽³⁾	6.7	10.7	12.7	21.5
Total pension and other postretirement benefits, net of tax of \$3.7 and \$6.9 for the three and six months ended 2014 and \$6.6 and \$13.1 for the three and six months end 2013, respectively	6.1	10.2	12.6	21.6
Other comprehensive income (loss), net of tax	5.7	0.5	65.7	2.8
Comprehensive income	\$119.0	\$121.7	\$249.4	\$259.0
Less: Comprehensive income attributable to the noncontrolling interest	3.4	3.9	8.5	7.9
Comprehensive income attributable to FMC stockholders	\$115.6	\$117.8	\$240.9	\$251.1

Income taxes are not provided on the equity in undistributed earnings of our foreign subsidiaries or affiliates since it is our intention that such earnings will remain invested in those affiliates permanently. The amount for the six months end June 30, 2014 includes reclassification to net income due to the divestiture of our FMC Peroxygens business, see Note 14 for more information. In accordance with accounting guidance, this amount was previously factored into the lower of cost or fair value test associated with the 2013 Peroxygens' asset held for sale write-down charges.

(2) At December 31st of each year, we remeasure our pension and postretirement plan obligations at which time we record any actuarial gains (losses) and prior service (costs) credits to other comprehensive income. The interim adjustments noted above reflect the foreign currency translation impacts from the unrealized actuarial gains

(losses) and prior service (costs) credits related to our foreign pension and postretirement plans.

(3) For more detail on the components of these reclassifications and the affected line item in the Condensed Consolidated Statements of Income see Note 14.

Table of Contents

FMC CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(in Millions, Except Share and Par Value Data)

	June 30, 2014	December 31, 2013
	(unaudited)	
ASSETS		
Current assets		
Cash and cash equivalents	\$ 114.4	\$ 123.2
Trade receivables, net of allowance - 2014: \$31.0; 2013: \$30.2	1,500.0	1,484.3
Inventories	738.2	688.4
Prepaid and other current assets	183.0	236.8
Deferred income taxes	216.4	214.0
Current assets of discontinued operations held for sale	—	198.3
Total current assets	\$2,752.0	\$2,945.0
Investments	26.7	26.8
Property, plant and equipment, net	1,284.9	1,248.3
Goodwill	387.8	389.4
Other intangibles, net	265.6	272.3
Other assets	309.0	262.0
Deferred income taxes	101.3	91.4
Total assets	\$5,127.3	\$5,235.2
LIABILITIES AND EQUITY		
Current liabilities		
Short-term debt and current portion of long-term debt	\$544.2	\$697.8
Accounts payable, trade and other	393.3	475.2
Advance payments from customers	4.0	178.9
Accrued and other liabilities	298.8	307.0
Accrued customer rebates	350.1	203.7
Guarantees of vendor financing	52.5	27.9
Accrued pension and other postretirement benefits, current	12.7	12.7
Income taxes	37.3	35.3
Current liabilities of discontinued operations held for sale	—	48.2
Total current liabilities	\$1,692.9	\$1,986.7
Long-term debt, less current portion	1,153.7	1,154.1
Accrued pension and other postretirement benefits, long-term	49.0	57.8
Environmental liabilities, continuing and discontinued	170.5	175.2
Deferred income taxes	75.1	73.1
Other long-term liabilities	217.7	216.2
Commitments and contingent liabilities (Note 18)		
Equity		
Preferred stock, no par value, authorized 5,000,000 shares; no shares issued in 2014 or 2013	—	—
Common stock, \$0.10 par value, authorized 260,000,000 shares; 185,983,792 issued shares at 2014 and 2013	18.6	18.6
Capital in excess of par value of common stock	435.7	448.3
Retained earnings	2,891.8	2,757.3
Accumulated other comprehensive income (loss)	(135.7)	(201.9)
Treasury stock, common, at cost - 2014: 52,742,679 shares, 2013: 53,098,103 shares	(1,499.8)	(1,502.5)
Total FMC stockholders' equity	\$1,710.6	\$1,519.8
Noncontrolling interests	57.8	52.3

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Total equity	\$1,768.4	\$1,572.1
Total liabilities and equity	\$5,127.3	\$5,235.2

The accompanying notes are an integral part of these condensed consolidated financial statements.

5

Table of ContentsFMC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in Millions)	Six Months Ended June 30	
	2014	2013
	(unaudited)	
Cash provided (required) by operating activities of continuing operations:		
Net income	\$183.7	\$256.2
Discontinued operations	62.7	1.7
Income from continuing operations	\$246.4	\$257.9
Adjustments from income from continuing operations to cash provided (required) by operating activities of continuing operations:		
Depreciation and amortization	65.7	57.5
Equity in (earnings) loss of affiliates	0.2	0.4
Restructuring and other charges (income)	9.4	15.2
Deferred income taxes	(20.8	) 15.0
Pension and other postretirement benefits	17.5	36.2
Share-based compensation	8.4	8.8
Excess tax benefits from share-based compensation	(4.0	) (6.3
Changes in operating assets and liabilities, net of effect of acquisitions and divestitures:		
Trade receivables, net	(15.2	) 29.9
Guarantees of vendor financing	24.6	(17.0
Inventories	(50.2	) 10.4
Other current assets and other assets	(8.9	) (21.8
Accounts payable	(52.3	) (71.7
Accrued and other current liabilities and other liabilities	(5.0	) (19.8
Advance payments from customers	(174.9	) (135.1
Accrued payroll	(21.8	) (19.9
Accrued customer rebates	146.0	178.8
Income taxes	38.3	(18.1
Pension and other postretirement benefit contributions	(45.2	) (43.0
Environmental spending, continuing, net of recoveries	(5.1	) (2.9
Restructuring and other spending	(4.6	) (6.5
Cash provided (required) by operating activities of continuing operations	\$148.5	\$248.0
Cash provided (required) by operating activities of discontinued operations:		
Environmental spending, discontinued, net of recoveries	(9.9	) (17.2
Operating activities of discontinued operations of FMC Peroxygens	(1.2	) 1.7
Payments of other discontinued reserves, net of recoveries	(22.3	) 0.6
Cash provided (required) by operating activities of discontinued operations	\$(33.4	) \$(14.9
The accompanying notes are an integral part of these condensed consolidated financial statements.		
(continued)		

Table of ContentsFMC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(in Millions)	Six Months Ended June 30	
	2014	2013
	(unaudited)	
Cash provided (required) by investing activities of continuing operations:		
Capital expenditures	\$(120.6	) \$(85.0
Proceeds from disposal of property, plant and equipment	0.1	1.7
Acquisitions, net of cash acquired	—	(0.2
Investments in nonconsolidated affiliates	(0.4	) (4.5
Other investing activities	(4.4	) (13.4
Cash provided (required) by investing activities of continuing operations	\$(125.3	) \$(101.4
Cash provided (required) by investing activities of discontinued operations:		
Proceeds from FMC Peroxygens divestiture	199.1	—
Other discontinued investing activities	0.9	(11.3
Cash provided (required) by investing activities of discontinued operations	\$200.0	\$(11.3
Cash provided (required) by financing activities of continuing operations:		
Net borrowings (repayments) under committed credit facility	—	(130.0
Increase (decrease) in short-term debt	(138.0	) 236.6
Repayments of long-term debt	(17.3	) (0.4
Proceeds from borrowings of long-term debt	—	0.5
Net distributions to and acquisitions of noncontrolling interests	(11.5	) (86.6
Issuances of common stock, net	6.7	8.4
Excess tax benefits from share-based compensation	4.0	6.3
Dividends paid	(38.0	) (37.1
Repurchases of common stock under publicly announced program	—	(109.9
Other repurchases of common stock	(4.1	) (6.4
Contingent consideration paid	—	(0.5
Cash provided (required) by financing activities of continuing operations	\$(198.2	) \$(119.1
Effect of exchange rate changes on cash and cash equivalents	(0.4	) (1.0
Increase (decrease) in cash and cash equivalents	(8.8	) 0.3
Cash and cash equivalents, beginning of period	123.2	77.1
Cash and cash equivalents, end of period	\$114.4	\$77.4

Supplemental disclosure of cash flow information: Cash paid for interest, net of capitalized interest was \$19.6 million and \$22.4 million, and income taxes paid, net of refunds were \$57.3 million and \$89.5 million for the six months ended June 30, 2014 and 2013, respectively. Non-cash additions to property, plant and equipment were \$22.6 million and \$8.0 million for June 30, 2014 and 2013.

See Note 13 regarding quarterly cash dividend.

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited)

Note 1: Financial Information and Accounting Policies

In our opinion the condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") applicable to interim period financial statements and reflect all adjustments necessary for a fair statement of results of operations for the three and six months ended June 30, 2014 and 2013, cash flows for the six months ended June 30, 2014 and 2013, and our financial position as of June 30, 2014 and December 31, 2013. All such adjustments included herein are of a normal, recurring nature unless otherwise disclosed in the Notes. The results of operations for the three and six months ended June 30, 2014 and 2013 are not necessarily indicative of the results of operations for the full year. The condensed consolidated balance sheets as of June 30, 2014 and December 31, 2013, and the related condensed consolidated statements of income, condensed consolidated statements of comprehensive income and condensed consolidated statements of cash flows for the three and six months ended June 30, 2014 and 2013, have been reviewed by our independent registered public accountants. The review is described more fully in their report included herein. Our accounting policies are set forth in detail in Note 1 to the consolidated financial statements included with our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2013 (the "2013 10-K").

Certain prior year amounts have been reclassified to conform to the current year's presentation.

Note 2: Recently Issued and Adopted Accounting Pronouncements and Regulatory Items

New accounting guidance and regulatory items

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This new guidance will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. We are required to adopt this standard on January 1, 2017. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In April 2014, the FASB issued its updated guidance on the financial reporting of discontinued operations. This new standard changes the criteria for reporting discontinued operations while enhancing disclosures in this area. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. Additionally, expanded disclosures about discontinued operations will be required to provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations. This guidance impacts disclosures within an entity's financial statements and notes to the financial statements. We are required to adopt this guidance prospectively in the first quarter of 2015. The updated guidance will not impact existing conclusions with respect to discontinued operations classification.

Note 3: Business Separation

On March 10, 2014, we announced a plan to separate into two independent public companies. One company, initially referred to as "New FMC," will contain our FMC Agricultural Solutions and FMC Health and Nutrition segments, while the other company, "FMC Minerals," will be comprised of our FMC Minerals segment. "New FMC" will be renamed "FMC Corporation" subsequent to the separation.

We are currently in the process of evaluating the form and structure to separate FMC Corporation into two separate independent companies. We expect the separation, which remains subject to final board approval and other customary conditions, to take the form of a tax-free distribution of shares to existing FMC Corporation shareholders.

For the three and six months ended June 30, 2014, \$13.8 million and \$16.8 million, respectively in expense was recognized related to this transaction and is included within "Business separation costs" on our condensed consolidated statement of income. These costs were primarily related to professional fees associated with separation

activities within finance and legal functions. We expect the cost to complete the separation will approximate \$100 million to \$130 million.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 4: Goodwill and Intangible Assets

The changes in the carrying amount of goodwill by business segment for the six months ended June 30, 2014, are presented in the table below:

(in Millions)	FMC Agricultural Solutions	FMC Health and Nutrition	FMC Minerals	Total
Balance, December 31, 2013	\$ 31.0	\$358.4	\$—	\$ 389.4
Foreign currency adjustments	—	(1.6)	—	(1.6)
Balance, June 30, 2014	\$ 31.0	\$356.8	\$—	\$ 387.8

Our intangible assets, other than goodwill, consist of the following:

(in Millions)	June 30, 2014			December 31, 2013		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Intangible assets subject to amortization (finite-lived)						
Customer relationships	\$159.8	\$ (19.5)	\$140.3	\$159.3	\$ (15.2)	\$144.1
Patents	1.8	(0.1)	1.7	0.4	—	0.4
Trademarks and trade names	1.3	(0.5)	0.8	1.3	(0.4)	0.9
Purchased and licensed technologies	75.2	(22.2)	53.0	75.6	(19.3)	56.3
Other intangibles	3.6	(2.4)	1.2	4.3	(2.8)	1.5
	\$241.7	\$ (44.7)	\$197.0	\$240.9	\$ (37.7)	\$203.2
Intangible assets not subject to amortization (indefinite life)						
Trademarks and trade names	\$66.5		\$66.5	\$67.0		\$67.0
In-process research & development	2.1		2.1	2.1		2.1
	\$68.6		\$68.6	\$69.1		\$69.1
Total intangible assets	\$310.3	\$ (44.7)	\$265.6	\$310.0	\$ (37.7)	\$272.3

At June 30, 2014, the finite-lived and indefinite life intangibles were allocated among our business segments as follows:

(in Millions)	Finite-lived	Indefinite Life
FMC Agricultural Solutions	\$104.2	\$35.2
FMC Health and Nutrition	91.7	33.4
FMC Minerals	1.1	—
Total	\$197.0	\$68.6

Note 5: Inventories

Inventories consisted of the following:

(in Millions)	June 30, 2014	December 31, 2013
Finished goods	\$330.9	\$283.0
Work in process	236.8	276.7
Raw materials, supplies and other	341.1	297.8
First-in, first-out inventory	\$908.8	\$857.5
Less: Excess of first-in, first-out cost over last-in, first-out cost	(170.6)	(169.1)
Net inventories	\$738.2	\$688.4

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 6: Property, Plant and Equipment

Property, plant and equipment consisted of the following:

(in Millions)	June 30, 2014	December 31, 2013
Property, plant and equipment	\$2,745.9	\$2,663.2
Accumulated depreciation	(1,461.0	) (1,414.9
Property, plant and equipment, net	\$1,284.9	\$1,248.3

Note 7: Restructuring and Other Charges (Income)

Our restructuring and other charges (income) are comprised of restructuring, asset disposals and other charges (income) as noted below:

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Restructuring charges and asset disposals	\$1.4	\$3.8	\$6.7	\$11.6
Other charges (income), net	1.3	2.1	2.7	3.6
Total restructuring and other charges	\$2.7	\$5.9	\$9.4	\$15.2

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Restructuring charges and asset disposals

Restructuring activities that commenced during 2014 are described below. For detail on the restructuring charges and asset disposals which commenced prior to 2014, see Note 7 to our consolidated financial statements included with our 2013 Form 10-K.

2014 Restructuring Activities

Health and Nutrition Restructuring:

In the first quarter of 2014 our FMC Health and Nutrition segment implemented a plan to restructure a portion of its operations. The objective of the restructuring was to better align our business and costs to macroeconomic and market realities. The restructuring decision resulted in workforce reductions at several of our FMC Health and Nutrition facilities.

(in Millions)	Restructuring Charges			Total
	Severance and Employee Benefits (1)	Other Charges (Income) (2)	Asset Disposal Charges (3)	
Health and Nutrition Restructuring	\$0.9	\$—	\$—	\$0.9
Lithium Restructuring	—	(0.1)	—	(0.1)
Other Items	—	0.6	—	0.6
Three months ended June 30, 2014	\$0.9	\$0.5	\$—	\$1.4
Lithium Restructuring	1.1	1.4	1.0	3.5
Other Items	(0.1)	0.4	—	0.3
Three months ended June 30, 2013	\$1.0	\$1.8	\$1.0	\$3.8
Health and Nutrition Restructuring	5.8	—	—	5.8
Lithium Restructuring	—	—	—	—
Other Items	—	0.9	—	0.9
Six months ended June 30, 2014	\$5.8	\$0.9	\$—	\$6.7
Lithium Restructuring	3.7	3.6	2.0	9.3
Other Items	1.7	0.6	—	2.3
Six months ended June 30, 2013	\$5.4	\$4.2	\$2.0	\$11.6

(1) Represents severance and employee benefit charges. Income represents adjustments to previously recorded severance and employee benefits.

(2) Primarily represents costs associated with lease payments, contract terminations, and other miscellaneous exit costs. Other Income primarily represents favorable developments on previously recorded exit costs as well as recoveries associated with restructurings.

(3) Primarily represents accelerated depreciation and impairment charges on long-lived assets, which were or are to be abandoned. To the extent incurred, the acceleration effect of re-estimating settlement dates and revised cost estimates associated with asset retirement obligations due to facility shutdowns are also included within the asset disposal charges, see Note 8.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Roll forward of restructuring reserves

The following table shows a roll forward of restructuring reserves, continuing and discontinued, that will result in cash spending. These amounts exclude asset retirement obligations, which are discussed in Note 8.

(in Millions)	Balance at 12/31/13 ⁽⁴⁾	Change in reserves ⁽²⁾	Cash payments	Other ⁽³⁾	Balance at 6/30/14 ⁽⁴⁾
Health and Nutrition Restructuring	\$—	\$5.8	\$(3.9)	\$—	\$1.9
Lithium Restructuring	0.3	—	(0.1)	—	0.2
Other Workforce Related and Facility Shutdowns ⁽¹⁾	2.8	0.9	(0.6)	—	3.1
Restructuring activities related to discontinued operations ⁽⁵⁾	3.0	1.9	(3.5)	—	1.4
Total	\$6.1	\$8.6	\$(8.1)	\$—	\$6.6

(1) Primarily severance costs related to workforce reductions and facility shutdowns noted in the “Other Items” sections above.

(2) Primarily severance, exited lease, contract termination and other miscellaneous exit costs. Any accelerated depreciation and impairment charges noted above impacted our property, plant and equipment balances and are not included in the above tables.

(3) Primarily foreign currency translation adjustments.

(4) Included in “Accrued and other liabilities” on the condensed consolidated balance sheets.

(5) Cash spending associated with restructuring activities of discontinued operations is reported within Payments of other discontinued reserves, net of recoveries on the condensed consolidated statements of cash flows.

Other charges (income), net

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Environmental charges, net	\$1.3	\$1.0	\$2.7	\$2.0
Other, net	—	1.1	—	1.6
Other charges (income), net	\$1.3	\$2.1	\$2.7	\$3.6

Environmental charges, net

Environmental charges represent the net charges associated with environmental remediation at continuing operating sites. See Note 11 for additional details.

Note 8: Asset Retirement Obligations

As of June 30, 2014, the balance of our asset retirement obligations was \$21.8 million compared to \$22.7 million at December 31, 2013. A more complete description of our asset retirement obligations can be found in Note 8 to our 2013 consolidated financial statements in our 2013 10-K.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 9: Debt

Debt maturing within one year:

(in Millions)	June 30, 2014	December 31, 2013
Short-term foreign debt ⁽¹⁾	\$31.7	\$7.1
Commercial paper ⁽²⁾	493.6	656.0
Total short-term debt	\$525.3	\$663.1
Current portion of long-term debt	18.9	34.7
Short-term debt and current portion of long-term debt	\$544.2	\$697.8

We often provide parent-company guarantees to lending institutions that extend credit to our foreign consolidated (1) subsidiaries. Since these guarantees are provided to consolidated subsidiaries the consolidated financial position is not affected by the issuance of these guarantees.

(2) At June 30, 2014, the average effective interest rate on the borrowings was 0.33%.

Long-term debt:

(in Millions)	June 30, 2014		June 30, 2014	December 31, 2013
	Interest Rate Percentage	Maturity Date		
Pollution control and industrial revenue bonds (less unamortized discounts of \$0.2 and \$0.2, respectively)	0.2-6.5%	2014-2035	\$158.0	\$174.0
Senior notes (less unamortized discount of \$2.1 and \$2.2, respectively)	3.95-5.2%	2019-2024	997.9	997.8
Credit Facility ⁽¹⁾	2.4%	2017	—	—
Foreign debt	0-9.3%	2014-2024	16.7	17.0
Total long-term debt			\$1,172.6	\$1,188.8
Less: debt maturing within one year			18.9	34.7
Total long-term debt, less current portion			\$1,153.7	\$1,154.1

(1) Letters of credit outstanding under our Credit Facility totaled \$93.0 million and available funds under this facility were \$913.4 million at June 30, 2014 (which reflects borrowings under our commercial paper program).

Covenants

Among other restrictions, our Credit Facility contains financial covenants applicable to FMC and its consolidated subsidiaries related to leverage (measured as the ratio of debt to adjusted earnings) and interest coverage (measured as the ratio of adjusted earnings to interest expense). Our actual leverage for the four consecutive quarters ended June 30, 2014, was 2.5 which is below the maximum leverage of 3.5. Our actual interest coverage for the four consecutive quarters ended June 30, 2014, was 16.2 which is above the minimum interest coverage of 3.5. We were in compliance with all covenants at June 30, 2014.

Note 10: Discontinued Operations

FMC Peroxygens:

On February 28, 2014, we completed the sale of our FMC Peroxygens business for \$199.1 million in cash to One Equity Partners (OEP), the private investment arm of J.P. Morgan Chase & Co. The sale resulted in approximately \$193.0 million in after-tax proceeds and an additional pre-tax loss of \$10.1 million (\$39.0 million after-tax) for the six months ended June 30, 2014. The net of tax loss of \$39.0 million was driven by the final allocation of the \$199.1 million of proceeds which was agreed to between us and OEP on February 28, 2014. The majority of the proceeds

were allocated to higher taxing jurisdictions (i.e. United States) which resulted in tax expense within those jurisdictions, that were not offset by tax benefits from other taxing jurisdictions. We did not benefit the tax losses produced in those other taxing jurisdictions, as we do not expect the losses produced in those jurisdictions to be recoverable. The loss was recorded in discontinued operations, net of income taxes in our condensed consolidated income statements for the six months ended June 30, 2014.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

The results of our discontinued FMC Peroxygens operations are summarized below:

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Revenue	\$—	\$83.4	\$55.5	\$162.9
(Loss) income from discontinued operations before income taxes ⁽¹⁾	—	1.3	(10.7)	5.8
Provision for income taxes	—	1.2	29.3	3.3
Total discontinued operations of FMC Peroxygens, net of income taxes	\$—	\$0.1	\$(40.0)	\$2.5

Includes allocated interest expense of zero and \$0.8 million for the three and six months ended June 30, 2014, respectively and \$1.2 million and \$2.4 million for the three and six months ended June 30, 2013, respectively.

(1) Interest was allocated in accordance with relevant discontinued operations accounting guidance. Interest expense allocated in 2014 was prior to the completed sale. Income from discontinued operations before income taxes for the six months ended June 30, 2014 includes the pre-tax loss of \$10.1 million discussed in the preceding paragraph.

The following table presents the major classes of assets and liabilities of the FMC Peroxygens business as of December 31, 2013:

(in Millions)	December 31, 2013
Assets	
Current assets of discontinued operations held for sale (primarily trade receivables and inventories)	\$94.8
Property, plant & equipment	61.1
Intangible assets, net	2.7
Other non-current assets	39.7
Noncurrent assets of discontinued operations held for sale	103.5
Total Assets ⁽¹⁾	198.3
Liabilities	
Current liabilities of discontinued operations held for sale	43.0
Noncurrent liabilities of discontinued operations held for sale	5.2
Total Liabilities ⁽¹⁾	48.2
Net Assets ⁽²⁾	\$150.1

(1) Presented as "Current assets\liabilities of discontinued operations held for sale" on the condensed consolidated balance sheet as of December 31, 2013.

(2) Excludes the net cumulative translation adjustment (CTA) losses of our foreign FMC Peroxygens operations. See Note 14 for the CTA loss recognized upon the divestiture of FMC Peroxygens.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

In addition to our discontinued FMC Peroxygens business our other discontinued operations include adjustments to retained liabilities. The primary liabilities retained include environmental liabilities, other postretirement benefit liabilities, self-insurance, long-term obligations related to legal proceedings and historical restructuring activities. Our discontinued operations comprised the following:

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Adjustment for workers' compensation, product liability, and other postretirement benefits, net of income tax benefit (expense) of \$0.6 for the three and six months ended 2014 and zero and (\$0.1) for the three and six months ended 2013, respectively	\$(1.0)	\$—	\$(1.1)	\$0.1
Provision for environmental liabilities, net of recoveries, net of income tax benefit of \$4.4 and \$7.1 for the three and six months ended 2014 and \$1.2 and \$2.5 for the three and six months ended 2013, respectively ⁽¹⁾	(7.5)	(2.1)	(12.3)	(4.1)
Provision for legal reserves and expenses, net of recoveries, net of income tax benefit (expense) of \$2.2 and \$4.5 for the three and six months ended 2014 and (\$2.5) and (\$0.4) for the three and six months ended 2013, respectively	(3.8)	4.0	(7.6)	0.7
Provision for restructuring charges, net of income tax benefit (expense) of \$0.2 for the three and six months ended 2014 and \$0.1 and \$0.3 for the three and six months ended 2013, respectively ⁽²⁾	(0.3)	(0.5)	(1.7)	(0.9)
Discontinued operations of FMC Peroxygens, net of income tax benefit (expense) of zero and (\$29.3) for the three and six months ended 2014 and (\$1.2) and (\$3.3) for the three and six months ended 2013, respectively	—	0.1	(40.0)	2.5
Discontinued operations, net of income taxes	\$(12.6)	\$1.5	\$(62.7)	\$(1.7)

(1) See a roll forward of our environmental reserves as well as discussion on significant environmental issues that occurred during the 2014 in Note 11.

(2) See roll forward of our restructuring reserves in Note 7.

Note 11: Environmental Obligations

We have reserves for potential environmental obligations, which management considers probable and for which a reasonable estimate of the obligation could be made. Accordingly, we have reserves of \$228.5 million and \$225.7 million, excluding recoveries, at June 30, 2014 and December 31, 2013, respectively.

The estimated reasonably possible environmental loss contingencies, net of expected recoveries, exceed amounts accrued by approximately \$170 million at June 30, 2014. This reasonably possible estimate is based upon information available as of the date of the filing but the actual future losses may be higher given the uncertainties regarding the status of laws, regulations, enforcement policies, the impact of potentially responsible parties, technology and information related to individual sites. Potential environmental obligations that have not been reserved may be material to any one quarter's or year's results of operations in the future. However, we believe any such liability arising from such potential environmental obligations is not likely to have a material adverse effect on our liquidity or financial condition as it may be satisfied over many years.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

The table below is a roll forward of our total environmental reserves, continuing and discontinued:

(in Millions)	Operating and Discontinued Sites Total
Total environmental reserves, net of recoveries at December 31, 2013	\$204.7
Provision	27.3
Spending, net of recoveries	(20.9)
Net change	6.4
Total environmental reserves, net of recoveries at June 30, 2014	\$211.1
Environmental reserves, current, net of recoveries ⁽¹⁾	40.6
Environmental reserves, long-term continuing and discontinued, net of recoveries ⁽²⁾	170.5
Total environmental reserves, net of recoveries at June 30, 2014	\$211.1

(1) "Current" includes only those reserves related to continuing operations. These amounts are included within "Accrued and other liabilities" on the condensed consolidated balance sheets.

(2) These amounts are included in "Environmental liabilities, continuing and discontinued" on the condensed consolidated balance sheets.

At June 30, 2014 and December 31, 2013, we have recorded recoveries representing probable realization of claims against U.S. government agencies, insurance carriers and other third parties. Recoveries are recorded as either an offset to the "Environmental liabilities, continuing and discontinued" or as "Other assets" in the condensed consolidated balance sheets. The table below is a roll forward of our total recorded recoveries from December 31, 2013 to June 30, 2014:

(in Millions)	12/31/2013	Increase in Recoveries	Cash Received	6/30/2014
Environmental liabilities, continuing and discontinued	\$ 21.0	\$ 0.9	\$(4.5)	\$17.4
Other assets	35.5	5.3	(5.9)	34.9
Total	\$ 56.5	\$ 6.2	\$(10.4)	\$52.3

Our net environmental provisions relate to costs for the continued cleanup of both operating sites and for certain discontinued manufacturing operations from previous years. The net provisions are comprised as follows:

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Continuing operations ⁽¹⁾	\$1.3	\$1.0	\$2.7	\$2.0
Discontinued operations ⁽²⁾	11.9	3.2	19.4	6.5
Net environmental provision	\$13.2	\$4.2	\$22.1	\$8.5

(1) Recorded as a component of "Restructuring and other charges (income)" on our condensed consolidated statements of income. See Note 7.

(2) Recorded as a component of "Discontinued operations, net of income taxes" on our condensed consolidated statements of income. See Note 10.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

On our condensed consolidated balance sheets, the net environmental provisions are recorded to the following balance sheet captions:

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Environmental reserves ⁽¹⁾	\$18.4	\$5.0	\$27.3	\$10.3
Other assets ⁽²⁾	(5.2)	(0.8)	(5.2)	(1.8)
Net environmental provision	\$13.2	\$4.2	\$22.1	\$8.5

(1) See above roll forward of our total environmental reserves as presented on our condensed consolidated balance sheets.

(2) Represents certain environmental recoveries.

A more complete description of our environmental contingencies and the nature of our potential obligations are included in Notes 1 and 10 to our consolidated financial statements in our 2013 Form 10-K. The following represents significant updates that occurred in 2014 related to these contingencies.

Pocatello Tribal Litigation

Following a trial on certain jurisdictional issues which occurred during April 2014, the Shoshone-Bannock Tribal Appellate Court issued a Statement of Decision finding in favor of the Tribes' jurisdiction over FMC and awarding costs on appeal to the Tribes. The Tribal Appellate Court conducted further post-trial proceedings and on May 6, 2014 issued Finding and Conclusions and a Final Judgment consistent with its earlier Statement of Decision.

The finding by the Shoshone-Bannock Tribal Appellate Court during May 2014 does not impact our reserves for the period ended June 30, 2014. Having now exhausted the Tribal administrative and judicial process, we intend to file an action in the United States District Court seeking declaratory and injunctive relief on the grounds that the Tribes lacked jurisdiction over us.

We have estimated a reasonably possible loss for this matter and it has been reflected in our total reasonably possible loss estimate previously discussed within this note.

Middleport

In 2013 we received from the New York State Department of Environmental Conservation ("NYSDEC"), the Final Statement of Basis ("FSOB"). The FSOB includes the same Corrective Action Management Alternative ("CMA") as the Preliminary Statement of Basis, which we continue to believe is overly conservative and is not consistent with the 1991 Administrative Order on Consent ("AOC"), which governs the remedy selection.

In order to negotiate with the NYSDEC with respect to the FSOB, we entered into a tolling agreement with the NYSDEC. The tolling agreement serves as a "standstill" agreement to the FSOB so that time spent negotiating with the NYSDEC does not go against the statute of limitations under the FSOB. The tolling agreement expired on April 30, 2014. We were not able to reach an agreement with the NYSDEC; thus, on May 1, 2014, we submitted a Notice of Dispute to the United States Environmental Protection Agency ("EPA") seeking review of the remedy chosen by the NYSDEC. On May 30, 2014, 30 days after the tolling period expired, we filed an action in the Supreme Court of New York formally challenging the NYSDEC's FSOB. In that lawsuit, FMC is contending that NYSDEC breached the 1991 AOC by not following the procedures set forth in the AOC for remedy selection. On June 3, 2014, FMC received a letter from EPA (dated May 22, 2014) declining to review the Notice of Dispute. On June 20, 2014, FMC filed an action in the United States District Court for the Western District of New York seeking a declaratory judgment that the EPA is obligated under the 1991 AOC to hear the dispute.

The amount of the reserve for this site is \$40.1 million at June 30, 2014 and \$41.7 million at December 31, 2013. Our reserve continues to include the estimated liability for clean-up to reflect the costs associated with our recommended CMA. Our estimated reasonably possible environmental loss contingencies exposure reflects the additional cost of the

CMA proposed in the FSOB.

17

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 12: Earnings Per Share

Earnings per common share (“EPS”) is computed by dividing net income by the weighted average number of common shares outstanding during the period on a basic and diluted basis.

Our potentially dilutive securities include potential common shares related to our stock options, restricted stock and restricted stock units. Diluted earnings per share (“Diluted EPS”) considers the impact of potentially dilutive securities except in periods in which there is a loss because the inclusion of the potential common shares would have an antidilutive effect. Diluted EPS excludes the impact of potential common shares related to our stock options in periods in which the option exercise price is greater than the average market price of our common stock for the period. There were 251,000 and 354,000 potential common shares excluded from Diluted EPS for the three and six months ended June 30, 2014. There were no potential common shares excluded from Diluted EPS for the three and six months ended June 30, 2013.

Our non-vested restricted stock awards contain rights to receive non-forfeitable dividends, and thus, are participating securities requiring the two-class method of computing EPS. The two-class method determines EPS by dividing the sum of distributed earnings to common stockholders and undistributed earnings allocated to common stockholders by the weighted average number of shares of common stock outstanding for the period. In calculating the two-class method, undistributed earnings are allocated to both common shares and participating securities based on the weighted average number of shares outstanding during the period.

Earnings applicable to common stock and common stock shares used in the calculation of basic and diluted earnings per share are as follows:

(in Millions, Except Share and Per Share Data)	Three Months Ended		Six Months Ended	
	June 30 2014	2013	June 30 2014	2013
Earnings (loss) attributable to FMC stockholders:				
Continuing operations, net of income taxes	\$121.7	\$116.5	\$237.4	\$250.6
Discontinued operations, net of income taxes	(12.6)	1.5	(62.7)	(1.7)
Net income attributable to FMC stockholders	\$109.1	\$118.0	\$174.7	\$248.9
Less: Distributed and undistributed earnings allocable to restricted award holders	(0.3)	(0.4)	(0.5)	(0.9)
Net income allocable to common stockholders	\$108.8	\$117.6	\$174.2	\$248.0
Basic earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.91	\$0.85	\$1.78	\$1.83
Discontinued operations	(0.09)	0.01	(0.47)	(0.01)
Net income attributable to FMC stockholders	\$0.82	\$0.86	\$1.31	\$1.82
Diluted earnings (loss) per common share attributable to FMC stockholders:				
Continuing operations	\$0.90	\$0.85	\$1.77	\$1.82
Discontinued operations	(0.09)	0.01	(0.47)	(0.01)
Net income attributable to FMC stockholders	\$0.81	\$0.86	\$1.30	\$1.81
Shares (in thousands):				
Weighted average number of shares of common stock outstanding - Basic	133,339	136,328	133,233	136,810
	1,015	813	1,044	926

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Weighted average additional shares assuming conversion of potential
common shares

Shares – diluted basis	134,354	137,141	134,277	137,736
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18

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 13: Equity

Refer to the table below for a reconciliation of equity, equity attributable to the parent, and equity attributable to noncontrolling interest:

(in Millions, Except Per Share Data)	FMC Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2013	\$1,519.8	\$ 52.3	\$1,572.1
Net income	174.7	9.0	183.7
Stock compensation plans	15.1	—	15.1
Excess tax benefits from share-based compensation	4.0	—	4.0
Shares for benefit plan trust	0.5	—	0.5
Net pension and other benefit actuarial gains/(losses) and prior service costs, net of income tax ⁽¹⁾	12.6	—	12.6
Net hedging gains/(losses) and other, net of income tax ⁽¹⁾	6.7	—	6.7
Foreign currency translation adjustments ⁽¹⁾	46.9	(0.5)	46.4
Dividends (\$0.30 per share)	(40.1)	—	(40.1)
Repurchases of common stock	(4.1)	—	(4.1)
Net distributions and other activities with noncontrolling interests	(25.5)	(3.0)	(28.5)
Balance at June 30, 2014	\$1,710.6	\$ 57.8	\$1,768.4

(1) See condensed consolidated statements of comprehensive income.

Dividends and Share Repurchases

For the six months ended June 30, 2014 and 2013, we paid \$38.0 million and \$37.1 million, respectively, in dividends declared in previous periods. On July 17, 2014, we paid dividends totaling \$20.1 million to our shareholders of record as of June 30, 2014. This amount is included in "Accrued and other liabilities" on the condensed consolidated balance sheet as of June 30, 2014.

During the six months ended June 30, 2014, we did not repurchase any shares under the publicly announced repurchase program. At June 30, 2014, \$250.0 million remained unused under our Board-authorized repurchase program. This repurchase program does not include a specific timetable or price targets and may be suspended or terminated at any time. Shares may be purchased through open market or privately negotiated transactions at the discretion of management based on its evaluation of market conditions and other factors. We also reacquire shares from time to time from employees in connection with the vesting, exercise and forfeiture of awards under our equity compensation plans.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 14: Reclassifications of Accumulated Other Comprehensive Income

The table below provides details about the reclassifications from Accumulated Other Comprehensive Income and the affected line items in the condensed consolidated statements of income for each of the periods presented.

Details about Accumulated Other Comprehensive Income Components (in Millions)	Amounts Reclassified from Accumulated Other Comprehensive Income ⁽¹⁾				Affected Line Item in the Condensed Consolidated Statements of Income
	Three Months Ended June 30		Six Months Ended June 30		
	2014	2013	2014	2013	
Foreign currency translation adjustments:					
Divestiture of FMC Peroxygens ⁽³⁾	\$—	\$—	\$(49.6)	\$—	Discontinued operations, net of income taxes
Derivative instruments:					
Foreign currency contracts	\$(2.4)	\$0.5	\$(3.3)	\$0.4	Costs of sales and services
Energy contracts	0.5	0.5	1.5	0.2	Costs of sales and services
Foreign currency contracts	0.2	1.1	(1.4)	2.6	Selling, general and administrative expenses
Other contracts	—	(0.1)	—	(0.1)	Interest expense, net
Total before tax	\$(1.7)	\$2.0	\$(3.2)	\$3.1	
	0.6	(0.6)	1.0	(1.0)	Provision for income taxes
Amount included in net income	\$(1.1)	\$1.4	\$(2.2)	\$2.1	
Pension and other postretirement benefits ⁽²⁾ :					
Amortization of prior service costs	\$(0.4)	\$(0.5)	\$(0.9)	\$(1.0)	Selling, general and administrative expenses
Amortization of unrecognized net actuarial and other gains (losses)	(8.0)	(16.8)	(15.1)	(33.5)	Selling, general and administrative expenses
Recognized loss due to settlement	\$(2.0)	\$—	\$(3.6)	\$—	Selling, general and administrative expenses
Total before tax	\$(10.4)	\$(17.3)	\$(19.6)	\$(34.5)	
	3.7	6.6	6.9	13.0	Provision for income taxes
Amount included in net income	\$(6.7)	\$(10.7)	\$(12.7)	\$(21.5)	
Total reclassifications for the period	\$(7.8)	\$(9.3)	\$(14.9)	\$(19.4)	Amount included in net income

(1) Amounts in parentheses indicate charges to the condensed consolidated statements of income.

Pension and other postretirement benefits amounts include the impact from both continuing and discontinued (2) operations. For detail on the continuing operations components of pension and other postretirement benefits, see Note 15.

(3) The reclassification of historical cumulative translation adjustments was the result of the divestiture of our FMC Peroxygens business during the quarter ended March 31, 2014. The loss recognized from this reclassification is considered permanent for tax purposes and therefore no tax has been provided. See Note

10 for more information. In accordance with accounting guidance, this amount was previously factored into the lower of cost or fair value test associated with the 2013 Peroxygens' asset held for sale write-down charges.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 15: Pensions and Other Postretirement Benefits

The following table summarizes the components of continuing net annual benefit cost (income):

(in Millions)	Three Months Ended June 30				Six Months Ended June 30			
	Pensions		Other Benefits		Pensions		Other Benefits	
	2014	2013	2014	2013	2014	2013	2014	2013
Components of net annual benefit cost (income):								
Service cost	\$4.9	\$5.4	\$—	\$—	\$9.7	\$10.8	\$—	\$—
Interest cost	15.6	13.5	0.3	0.3	31.0	28.0	0.6	0.6
Expected return on plan assets	(21.6)	(19.2)	—	—	(43.2)	(38.4)	—	—
Amortization of prior service cost (credit)	0.4	0.6	—	—	0.9	1.1	—	—
Recognized net actuarial and other (gain) loss	7.8	17.5	(0.4)	(0.5)	15.7	35.0	(0.8)	(0.9)
Recognized loss due to settlement ⁽¹⁾	2.0	—	—	—	3.6	—	—	—
Net periodic benefit cost from continuing operations	\$9.1	\$17.8	\$(0.1)	\$(0.2)	\$17.7	\$36.5	\$(0.2)	\$(0.3)

⁽¹⁾ Settlement charge is associated with the acceleration of previously deferred pension actuarial losses and was triggered by a lump-sum payout to certain former executives.

We made voluntary cash contributions to our U.S. defined benefit pension plan of \$32.0 million and \$27.0 million in the six months ended June 30, 2014 and 2013, respectively. We expect to make approximately \$50 million in voluntary cash contributions to our U.S. defined benefit pension plan during 2014.

Note 16: Income Taxes

Provision for income taxes was \$41.5 million resulting in an effective tax rate of 24.8 percent compared to a provision of \$35.7 million resulting in an effective tax rate of 23.0 percent for the three months ended June 30, 2014 and 2013, respectively. Provision for income taxes was \$80.8 million resulting in an effective tax rate of 24.7 percent compared to a provision of \$81.1 million resulting in an effective tax rate of 23.9 percent for the six months ended June 30, 2014 and 2013, respectively. The increase in the effective tax rate was primarily the result of the change in the mix of domestic income compared to income earned outside of the U.S. A larger portion of our earnings were earned by our domestic operations which generally has a higher tax rate than that of our foreign operations.

Note 17: Financial Instruments, Risk Management and Fair Value Measurements

Our financial instruments include cash and cash equivalents, trade receivables, other current assets, certain receivables classified as other long-term assets, accounts payable, and amounts included in investments and accruals meeting the definition of financial instruments. The carrying value of these financial instruments approximates their fair value.

Our other financial instruments include the following:

Financial Instrument	Valuation Method
Foreign exchange forward contracts	Estimated amounts that would be received or paid to terminate the contracts at the reporting date based on current market prices for applicable currencies.
Commodity forward and option contracts	Estimated amounts that would be received or paid to terminate the contracts at the reporting date based on quoted market prices for applicable commodities.

Debt

Our estimates and information obtained from independent third parties using market data, such as bid/ask spreads for the last business day of the reporting period.

The estimated fair value of the financial instruments in the above table have been determined using standard pricing models which take into account the present value of expected future cash flows discounted to the balance sheet date. These standard pricing models utilize inputs derived from or corroborated by observable market data such as interest rate yield curves and currency and commodity spot and forward rates. In addition, we test a subset of our valuations against valuations received from the transaction's counterparty to validate the accuracy of our standard pricing models. Accordingly, the estimates presented may not be indicative of the amounts that we would realize in a market exchange at settlement date and do not represent potential gains or losses on

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

these agreements. The estimated fair values of foreign exchange forward contracts and commodity forward and option contracts are included in the tables within this Note. The estimated fair value of debt is \$1,801.2 million and \$1,895.8 million and the carrying amount is \$1,697.9 million and \$1,851.9 million as of June 30, 2014 and December 31, 2013, respectively.

We enter into various financial instruments with off-balance-sheet risk as part of the normal course of business. These off-balance-sheet instruments include financial guarantees and contractual commitments to extend financial guarantees under letters of credit, and other assistance to customers (Note 18). Decisions to extend financial guarantees to customers, and the amount of collateral required under these guarantees is based on our evaluation of creditworthiness on a case-by-case basis.

Use of Derivative Financial Instruments to Manage Risk

We mitigate certain financial exposures, including currency risk, commodity purchase exposures and interest rate risk, through a program of risk management that includes the use of derivative financial instruments. A detailed description of these risks including a discussion on the concentration of credit risk is provided in Note 18 to our consolidated financial statements on our 2013 Form 10-K.

We formally document all relationships between hedging instruments and hedged items, as well as the risk management objective and strategy for undertaking various hedge transactions. This process includes relating derivatives that are designated as fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. We also assess both, at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item. If we determine that a derivative is not highly effective as a hedge, or if a derivative ceases to be a highly effective hedge, we discontinue hedge accounting with respect to that derivative prospectively.

Accounting for Derivative Instruments and Hedging Activities**Cash Flow Hedges**

We recognize all derivatives on the balance sheet at fair value. On the date the derivative instrument is entered into, we generally designate the derivative as a hedge of the variability of cash flows to be received or paid related to a forecasted transaction (cash flow hedge). We record in AOCI changes in the fair value of derivatives that are designated and meet all the required criteria for a cash flow hedge. We then reclassify these amounts into earnings as the underlying hedged item affects earnings. In contrast, we immediately record in earnings changes in the fair value of derivatives that are not designated as cash flow hedges.

As of June 30, 2014, we had open foreign currency forward contracts in AOCI in a net after tax loss position of \$1.2 million designated as cash flow hedges of underlying forecasted sales and purchases. Current open contracts hedge forecasted transactions until December 31, 2015. At June 30, 2014, we had open forward contracts designated as cash flow hedges with various expiration dates to buy, sell or exchange foreign currencies with a U.S. dollar equivalent of approximately \$470.3 million.

As of June 30, 2014, we had current open commodity contracts in AOCI in a net after tax gain position of \$0.5 million designated as cash flow hedges of underlying forecasted purchases, primarily related to natural gas. Current open commodity contracts hedge forecasted transactions until December 31, 2015. At June 30, 2014, we had an equivalent of 5.5 mmBTUs (millions of British Thermal Units) in aggregate notional volume of outstanding natural gas commodity forward contracts to hedge forecasted purchases.

Of the \$0.7 million of net losses after-tax, representing both open foreign currency exchange contracts and commodity contracts, approximately \$0.8 million of these losses would be realized in earnings during the twelve months ending June 30, 2015 and \$0.1 million of net gains will be realized subsequent to June 30, 2015, if spot rates in the future are consistent with forward rates as of June 30, 2014. The actual effect on earnings will be dependent on the actual spot rates when the forecasted transactions occur. We recognize derivative gains and losses in the "Costs of sales and services" line in the condensed consolidated statements of income.

Derivatives Not Designated As Hedging Instruments

We hold certain forward contracts that have not been designated as cash flow hedging instruments for accounting purposes. Contracts used to hedge the exposure to foreign currency fluctuations associated with certain monetary assets and liabilities are not designated as cash flow hedging instruments, and changes in the fair value of these items are recorded in earnings. We occasionally hold call options that are effective as economic hedges of a portion of our natural gas exposure and the change in fair value of this instrument is also recorded in earnings. We periodically hold soybean barter contracts which qualify as derivatives and we have entered into offsetting commodity contracts to hedge our exposure. Both the change in fair value of the soybean barter contracts and the offsetting commodity contracts are recorded in earnings.

We had open forward contracts not designated as cash flow hedging instruments for accounting purposes with various expiration dates to buy, sell or exchange foreign currencies with a U.S. dollar equivalent of approximately \$1,144.0 million at June 30, 2014.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

We held an immaterial amount of bushels, in aggregate notional volume of outstanding soybean contracts, to hedge outstanding barter contracts at June 30, 2014.

Fair Value of Derivative Instruments

The following tables provide the gross fair value and net balance sheet presentation of our derivative instruments as of June 30, 2014 and December 31, 2013.

(in Millions)	June 30, 2014			Gross Amounts Offset in the Consolidated Balance Sheet (3)	Net Amounts
	Designated as Cash Flow Hedges	Not Designated as Hedging Instruments	Total Gross Amounts		
Gross Amount of Derivatives					
Derivatives					
Foreign exchange contracts	\$5.7	\$0.1	\$5.8	\$(5.4)	) \$0.4
Energy contracts	1.1	—	1.1	(0.2)	) 0.9
Total derivative assets ⁽¹⁾	\$6.8	\$0.1	\$6.9	\$(5.6)	) \$1.3
Foreign exchange contracts	\$(7.5)	) \$(6.2)	) \$(13.7)	) \$5.4	) \$(8.3)
Energy contracts	(0.4)	) —	) (0.4)	) 0.2	) (0.2)
Total derivative liabilities ⁽²⁾	\$(7.9)	) \$(6.2)	) \$(14.1)	) \$5.6	) \$(8.5)
Net derivative assets/(liabilities)	\$(1.1)	) \$(6.1)	) \$(7.2)	) \$—	) \$(7.2)
December 31, 2013					
Gross Amount of Derivatives					
(in Millions)	Designated as Cash Flow Hedges	Not Designated as Hedging Instruments	Total Gross Amounts	Gross Amounts Offset in the Consolidated Balance Sheet (3)	Net Amounts
Derivatives					
Foreign exchange contracts	\$6.3	\$5.5	\$11.8	\$(6.7)	) \$5.1
Energy contracts	0.7	—	0.7	(0.2)	) 0.5
Total derivative assets ⁽¹⁾	\$7.0	\$5.5	\$12.5	\$(6.9)	) \$5.6
Foreign exchange contracts	\$(17.7)	) \$(0.6)	) \$(18.3)	) \$6.7	) \$(11.6)
Energy contracts	(0.6)	) —	) (0.6)	) 0.2	) (0.4)
Total derivative liabilities ⁽²⁾	\$(18.3)	) \$(0.6)	) \$(18.9)	) \$6.9	) \$(12.0)
Net derivative assets/(liabilities)	\$(11.3)	) \$4.9	) \$(6.4)	) \$—	) \$(6.4)

(1) Net balance is included in "Prepaid and other current assets" in the condensed consolidated balance sheets.

(2) Net balance is included in "Accrued and other liabilities" in the condensed consolidated balance sheets.

(3) Represents net derivatives positions subject to master netting arrangements.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

The tables below summarize the gains or losses related to our cash flow hedges and derivatives not designated as hedging instruments for the three and six months ended June 30, 2014 and 2013, respectively.

Derivatives in Cash Flow Hedging Relationships

(in Millions)	Three Months Ended June 30							
	Contracts							
	Foreign Exchange		Energy		Other		Total	
	2014	2013	2014	2013	2014	2013	2014	2013
Unrealized hedging gains (losses) and other, net of tax	\$2.0	\$(7.0)	\$—	\$(2.4)	\$—	\$—	\$2.0	\$(9.4)
Reclassification of deferred hedging (gains) losses, net of tax ⁽¹⁾								
Effective portion	1.4	(1.0)	(0.3)	(0.3)	—	(0.1)	1.1	(1.4)
Total derivative instrument impact on comprehensive income	\$3.4	\$(8.0)	\$(0.3)	\$(2.7)	\$—	\$(0.1)	\$3.1	\$(10.8)
	Six Months Ended June 30							
	Contracts							
	Foreign Exchange		Energy		Other		Total	
	2014	2013	2014	2013	2014	2013	2014	2013
Unrealized hedging gains (losses) and other, net of tax	\$3.1	\$(3.2)	\$1.4	\$—	\$—	\$—	\$4.5	\$(3.2)
Reclassification of deferred hedging (gains) losses, net of tax ⁽¹⁾								
Effective portion	3.2	(1.9)	(1.0)	(0.1)	—	(0.1)	2.2	(2.1)
Total derivative instrument impact on comprehensive income	\$6.3	\$(5.1)	\$0.4	\$(0.1)	\$—	\$(0.1)	\$6.7	\$(5.3)

(1) See Note 14 for classification of amounts within the condensed consolidated statements of income.

Derivatives Not Designated as Hedging Instruments

(in Millions)	Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Pre-tax Gain or (Loss) Recognized in Income on Derivatives			
		Three Months Ended June 30		Six Months Ended June 30	
		2014	2013	2014	2013
Foreign exchange contracts	Cost of sales and services	\$6.2	\$(0.6)	\$1.3	\$(2.5)
Total		\$6.2	\$(0.6)	\$1.3	\$(2.5)

Fair-Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Market participants are defined as buyers or sellers in the principle or most advantageous market for the asset or liability that are independent of the reporting entity, knowledgeable and able and willing to transact for the asset or liability.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Fair-Value Hierarchy

We have categorized our assets and liabilities that are recorded at fair value, based on the priority of the inputs to the valuation technique, into a three-level fair-value hierarchy. The fair-value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the assets and liabilities fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair-value measurement of the instrument.

Recurring Fair Value Measurements

The following tables present our fair-value hierarchy for those assets and liabilities measured at fair-value on a recurring basis in our condensed consolidated balance sheets as of June 30, 2014 and December 31, 2013. During the periods presented there were no transfers between fair-value hierarchy levels.

(in Millions)	June 30, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Derivatives – Commodities ⁽¹⁾ :				
Energy contracts	\$0.9	\$—	\$0.9	\$—
Derivatives – Foreign exchange ⁽¹⁾	0.4	—	0.4	—
Other ⁽²⁾	30.6	30.6	—	—
Total assets	\$31.9	\$30.6	\$1.3	\$—
Liabilities				
Derivatives – Commodities ⁽¹⁾ :				
Energy contracts	\$0.2	\$—	\$0.2	\$—
Derivatives – Foreign exchange ⁽¹⁾	8.3	—	8.3	—
Other ⁽³⁾	35.0	33.9	1.1	—
Total liabilities	\$43.5	\$33.9	\$9.6	\$—

(1) See the Fair Value of Derivative Instruments table within this Note for classifications on our condensed consolidated balance sheet.

Consists of a deferred compensation arrangement, through which we hold various investment securities, (2) recognized on our balance sheet. Both the asset and liability are recorded at fair value. Asset amounts included in “Other assets” in the condensed consolidated balance sheets.

Consists of a deferred compensation arrangement recognized on our balance sheet. Both the asset and liability are (3) recorded at fair value. Liability amounts due are included in “Other long-term liabilities” in the condensed consolidated balance sheets. Level 2 liabilities represent liability-based awards associated with non-employees.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)	December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Derivatives – Commodities ⁽¹⁾ :				
Energy contracts	\$0.5	\$—	\$0.5	\$—
Derivatives – Foreign exchange ⁽¹⁾	5.1	—	5.1	—
Other ⁽²⁾	32.7	32.7	—	—
Total assets	\$38.3	\$32.7	\$5.6	\$—
Liabilities				
Derivatives – Commodities ⁽¹⁾ :				
Energy contracts	\$0.4	\$—	\$0.4	\$—
Derivatives – Foreign exchange ⁽¹⁾	11.6	—	11.6	—
Other ⁽³⁾	37.4	37.4	—	—
Total liabilities	\$49.4	\$37.4	\$12.0	\$—

(1) See the Fair Value of Derivative Instruments table within this Note for classification on our condensed consolidated balance sheet.

Consists of a deferred compensation arrangement, through which we hold various investment securities, (2) recognized on our balance sheet. Both the asset and liability are recorded at fair value. Asset amounts included in “Other assets” in the condensed consolidated balance sheets.

Consist of a deferred compensation arrangement recognized on our balance sheet. Both the asset and liability are (3) recorded at fair value. Liability amounts included in “Other long-term liabilities” in the condensed consolidated balance sheets.

Nonrecurring Fair Value Measurements

The following tables present our fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis in our condensed consolidated balance sheets during the six months ended June 30, 2014 and the year ended December 31, 2013.

(in Millions)	June 30, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses) (Six Months Ended June 30, 2014)
Liabilities					
Liabilities associated with exit activities ⁽¹⁾	\$1.9	\$—	\$—	\$1.9	\$(5.8)
Total liabilities	\$1.9	\$—	\$—	\$1.9	\$(5.8)

(1)

This amount represents severance liabilities associated with the Health and Nutrition restructuring as further described in Note 7.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

(in Millions)	December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses) (Year Ended December 31, 2013)
Assets					
Net assets of discontinued operations held for sale ⁽¹⁾	\$150.1	\$—	\$—	\$150.1	\$(156.7)
Long-lived assets associated with exit activities ⁽²⁾	2.6	—	—	2.6	(1.9)
Total assets	\$152.7	\$—	\$—	\$152.7	\$(158.6)
Liabilities					
Liabilities associated with exit activities ⁽³⁾	\$—	\$—	\$—	\$—	\$(7.2)
Total liabilities	\$—	\$—	\$—	\$—	\$(7.2)

We assessed the carrying value of the net assets held for sale of our discontinued FMC Peroxygens segment at December 31, 2013. This charge was recorded in "Discontinued operations, net of income taxes" for the year ended December 31, 2013. Our evaluation of fair value, less cost to sell was based on the signed definitive agreement with One Equity Partners.

⁽²⁾ We recorded charges, within our FMC Minerals segment, to write down the value of certain long-lived assets to their fair value related to our Lithium restructuring.

⁽³⁾ This amount represents severance liabilities associated with the Lithium restructuring.

Note 18: Guarantees, Commitments, and Contingencies

We continue to monitor the conditions that are subject to guarantees and indemnifications to identify whether a liability must be recognized in our financial statements.

Guarantees and Other Commitments

The following table provides the estimated undiscounted amount of potential future payments for each major group of guarantees at June 30, 2014. These guarantees arise during the ordinary course of business from relationships with customers and nonconsolidated affiliates. Non-performance by the guaranteed party triggers the obligation requiring us to make payments to the beneficiary of the guarantee. Based on our experience these types guarantees have not had a material effect on our consolidated financial position or on our liquidity. Our expectation is that future payment or performance related to the non-performance of others is considered unlikely.

(in Millions)

Guarantees:

Guarantees of vendor financing ⁽¹⁾	\$52.5
Debt guarantees ⁽²⁾	71.7
Total	\$124.2

⁽¹⁾ Represents guarantees to financial institutions on behalf of certain FMC Agricultural Solutions customers for their seasonal borrowing. This amount is recorded on the condensed consolidated balance sheets as "Guarantees of

vendor financing.”

These guarantees represent support provided to third-party banks for credit extended to various FMC Agricultural Solutions customers. The liability for the guarantees is recorded at an amount that approximates fair-value (i.e. (2)representing the stand-ready obligation) based on our historical collection experience and a current assessment of credit exposure. We believe the fair-value of these guarantees are immaterial. The majority of these guarantees have an expiration date of less than one year.

Excluded from the chart above, in connection with our property and asset sales and divestitures, we have agreed to indemnify the buyer for certain liabilities, including environmental contamination and taxes that occurred prior to the date of sale or provided guarantees to third parties relating to certain contracts assumed by the buyer. Our indemnification or guarantee obligations with respect to these liabilities may be indefinite as to duration and may or may not be subject to a deductible, minimum claim amount or cap. As such, it is not possible for us to predict the likelihood that a claim will be made or to make a reasonable estimate of the maximum potential loss or range of loss. If triggered, we may be able to recover some of the indemnity payments from third parties. We have not recorded any specific liabilities for these guarantees.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Contingencies

Competition / antitrust litigation related to the discontinued FMC Peroxygens business. We are subject to actions brought by private plaintiffs relating to alleged violations of European and Canadian competition and antitrust laws, as further described below.

European competition action. Multiple European purchasers of hydrogen peroxide who claim to have been harmed as a result of alleged violations of European competition law by hydrogen peroxide producers assigned their legal claims to a single entity formed by a law firm. The single entity then filed a lawsuit in Germany in March 2009 against European producers, including our wholly-owned Spanish subsidiary, Foret. Initial defense briefs were filed in April 2010, and an initial hearing was held during the first quarter of 2011, at which time case management issues were discussed. At a subsequent hearing in October 2011, the Court indicated that it was considering seeking guidance from the European Court of Justice (“ECJ”) as to whether the German courts have jurisdiction over these claims. After submission of written comments on this issue by the parties, on March 1, 2012, the judge announced that she would refer the jurisdictional issues to the ECJ. The court issued its formal reference to the ECJ on April 29, 2013. Such a reference to the ECJ normally takes 12-18 months from the date of formal reference for completion. Since the case is in the preliminary stages and is based on a novel procedure - namely the attempt to create a cross-border “class action” which is not a recognized proceeding under EU or German law - we are unable to develop a reasonable estimate of our potential exposure of loss at this time. We intend to vigorously defend this matter.

Canadian antitrust actions. In 2005, after public disclosures of the U.S. federal grand jury investigation into the hydrogen peroxide industry (which resulted in no charges brought against us) and the filing of various class actions in U.S. federal and state courts, which have all been settled, putative class actions against us and five other major hydrogen peroxide producers were filed in provincial courts in Ontario, Quebec and British Columbia under the laws of Canada. The other five defendants have settled these claims for a total of approximately \$20.6 million. On September 28, 2009, the Ontario Superior Court of Justice certified a class of direct and indirect purchasers of hydrogen peroxide from 1994 to 2005. Our motion for leave to appeal the class certification decision was denied in June 2010. The case was largely dormant while the Canadian Supreme Court considered, in different litigation, whether indirect purchasers may recover overcharges in antitrust actions. In October 2013 the Court ruled that such recovery is permissible. Despite this ruling, the plaintiffs have now moved to dismiss certain downstream purchasers from the case and to reduce the class period to November 1, 1998 through December 31, 2003 - thereby eliminating six of the eleven years of the originally certified class period. Since the proceedings are in the preliminary stages with respect to the merits, we are unable to develop a reasonable estimate of our potential exposure of loss at this time. We intend to vigorously defend these matters.

Asbestos claims. Like hundreds of other industrial companies, we have been named as one of many defendants in asbestos-related personal injury litigation. Most of these cases allege personal injury or death resulting from exposure to asbestos in premises of FMC or to asbestos-containing components installed in machinery or equipment manufactured or sold by businesses classified as discontinued operations. We intend to continue managing these cases in accordance with our historical experience. We have established a reserve for this litigation within our discontinued operations and are unable to develop a reasonable estimate of any exposure of a loss in excess of the established reserve. Our experience has been that the overall trends in terms of the rate of filing of asbestos-related claims with respect to all potential defendants has changed over time, and that filing rates as to us in particular have varied significantly over the last several years. We are a peripheral defendant - that is, we have never manufactured asbestos or asbestos-containing components. As a result, claim filing rates against us have yet to form a predictable pattern, and we are unable to project a reasonably accurate future filing rate and thus, we are presently unable to reasonably estimate our asbestos liability with respect to claims that may be filed in the future.

Other contingent liabilities. In addition to the matters disclosed above, we have certain other contingent liabilities arising from litigation, claims, products we have sold, guarantees or warranties we have made, contracts we have

entered into, indemnities we have provided, and other commitments incident to the ordinary course of business. Some of these contingencies are known - for example pending product liability litigation or claims - but are so preliminary that the merits cannot be determined, or if more advanced, are not deemed material based on current knowledge; and some are unknown - for example, claims with respect to which we have no notice or claims which may arise in the future, resulting from products we have sold, guarantees or warranties we have made, or indemnities we have provided. Therefore, we are unable to develop a reasonable estimate of our potential exposure of loss for these contingencies, either individually or in the aggregate, at this time. Based on information currently available and established reserves, we have no reason to believe that the ultimate resolution of our known contingencies, including the matters described in this Note, will have a material adverse effect on our consolidated financial position, liquidity or results of operations. However, there can be no assurance that the outcome of these contingencies will be favorable, and adverse results

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

in certain of these contingencies could have a material adverse effect on our consolidated financial position, results of operations in any one reporting period, or liquidity.

See Note 11 for legal proceedings associated with our environmental contingencies.

Note 19: Segment Information

(in Millions)	Three Months Ended June 30		Six Months Ended June 30	
	2014	2013	2014	2013
Revenue				
FMC Agricultural Solutions	\$531.2	\$442.6	\$998.1	\$937.8
FMC Health and Nutrition	207.1	189.9	433.3	381.8
FMC Minerals	249.6	244.4	498.3	469.0
Eliminations	(0.1)	) (0.9)	) (0.1)	) (1.9)
Total	\$987.8	\$876.0	\$1,929.6	\$1,786.7
Income from continuing operations before income taxes				
FMC Agricultural Solutions	\$130.7	\$124.7	\$250.8	\$288.0
FMC Health and Nutrition	49.1	44.3	100.0	88.0
FMC Minerals	42.8	35.4	79.6	64.4
Eliminations	—	) (0.1)	) —	) (0.2)
Segment operating profit	\$222.6	\$204.3	430.4	440.2
Corporate and other	(19.6)	) (20.3)	) (37.1)	) (40.1)
Operating profit before the items listed below	\$203.0	\$184.0	\$393.3	\$400.1
Interest expense, net	(15.3)	) (11.1)	) (28.8)	) (21.6)
Restructuring and other (charges) income ⁽¹⁾	(2.7)	) (5.9)	) (9.4)	) (15.2)
Non-operating pension and postretirement (charges) income ⁽²⁾	(2.7)	) (11.6)	) (6.9)	) (24.3)
Business separation costs ⁽³⁾	(13.8)	) —	) (16.8)) —
Acquisition related charges ⁽⁴⁾	(1.1)	) —	) (4.2)) —
Provision for income taxes	(41.5)	) (35.7)	) (80.8)	) (81.1)
Discontinued operations, net of income taxes	(12.6)	) 1.5	) (62.7)	) (1.7)
Net income attributable to noncontrolling interests	\$(4.2)	) \$(3.2)	) \$(9.0)	) \$(7.3)
Net income attributable to FMC stockholders	\$109.1	\$118.0	\$174.7	\$248.9

See Note 7 for details of restructuring and other charges (income). Amounts for the three months ended June 30, 2014, relate to FMC Health and Nutrition of \$1.0 million, FMC Minerals of \$(0.1) million and Corporate of \$1.8 million. Amounts for the three months ended June 30, 2013, relate to FMC Agricultural Solutions of \$1.4 million, (1) FMC Minerals of \$3.5 million and Corporate of \$1.0 million. Amounts for the six months ended June 30, 2014, relate to FMC Health and Nutrition of \$5.9 million and Corporate of \$3.5 million. Amounts for the six months ended June 30, 2013, relate to FMC Agricultural Solutions of \$2.0 million, FMC Health and Nutrition of \$0.6 million, FMC Minerals of \$9.3 million and Corporate of \$3.3 million.

(2) Our non-operating pension and postretirement costs are defined as those costs related to interest, expected return on plan assets, amortized actuarial gains and losses and the impacts of any plan curtailments or settlements. These costs 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 exclude these non-operating pension and postretirement costs from our segments as we believe that removing them provides a better understanding of the underlying profitability of our businesses, provides increased transparency and clarity in the performance of our retirement plans and enhances period-over-period comparability. We continue to include

the service cost and amortization of prior service cost in our operating segments noted above. We believe these elements reflect the current year operating costs to our businesses for the employment benefits provided to active employees. These expenses are included as a component of the line item "Selling, general and administrative expenses" on our condensed consolidated statements of income.

(3) Charges are associated with our announced plan to separate into two independent public companies. See Note 3 for more detail on the business separation costs. These charges are included within "Business separation costs" on our condensed consolidated income statement. These costs were primarily related to professional fees associated with separation activities within the finance and legal functions.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Charges relate to the expensing of the inventory fair value step-up resulting from the application of purchase accounting for acquisitions and costs incurred associated the completion of acquisitions. On the condensed consolidated statements of income, the charges associated with inventory fair value step-up are included in “Costs (4)of sales and services” and fees associated with concluding the acquisitions are included in "Selling, general and administrative expenses". Charges for the three and six months ended June 30, 2014, represented amortization of inventory fair value step-up associated with our Epax acquisition completed in the latter part of 2013 within our FMC Health and Nutrition segment, see Note 3 to our 2013 10-K for more information.

Table of Contents

FMC CORPORATION

Notes to Condensed Consolidated Financial Statements (unaudited) — (Continued)

Note 20: Supplemental Information

We have various subsidiaries that conduct business within Argentina, primarily in our FMC Agricultural Solutions and FMC Minerals segments. At June 30, 2014 we had \$56.4 million of outstanding receivables due from the Argentina government which primarily represent export tax and valued added tax receivables. As with all outstanding receivable balances we continually review recoverability by analyzing historical experience, current collection trends and regional business and political factors among other factors. We have further analyzed the recoverability of our outstanding receivables from the Argentina government in light of the current economic and political environment within Argentina, including the recent credit downgrades of local and federal governments and the recent US Supreme Court ruling regarding hold-out bond creditor payments. Based on our analysis of the impact of economic conditions in Argentina on our receivables, at this time, we believe the outstanding receivables to be recoverable.

On July 31, 2014, the Argentina Government defaulted on some of its debt obligations. At this time, we are not able to reasonably estimate the financial statement impact of this event, if any.

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 2 of this report contains certain forward-looking statements that are based on our current views and assumptions regarding future events, future business conditions and the outlook for our company based on currently available information.

Whenever possible, we have identified these forward-looking statements by such words or phrases as "will likely result", "is confident that", "expect", "expects", "should", "could", "may", "will continue to", "believe", "believes", "anticipate", "predicts", "forecasts", "estimates", "projects", "potential", "intends" or similar expressions identifying "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words or phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and the outlook for the company based on currently available information. The forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement. These statements are qualified by reference to the section "Forward-Looking Statements" in Part II of our Annual Report on Form 10-K for the year ended December 31, 2013 (the "2013 10-K") and to similar disclaimers in all other reports and forms filed with the Securities and Exchange Commission ("SEC"). We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

We further caution that the list of risk factors in Item 1A in Part I of the 2013 10-K may not be all-inclusive, and we specifically decline to undertake any obligation to publicly revise any forward-looking statements that have been made to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles. The preparation of our financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We have described our accounting policies in Note 1 to our consolidated financial statements included in our 2013 10-K. We have reviewed these accounting policies, identifying those that we believe to be critical to the preparation and understanding of our consolidated financial statements. We have reviewed these critical accounting policies with the Audit Committee of our Board of Directors. Critical accounting policies are central to our presentation of results of operations and financial condition and require management to make estimates and judgments on certain matters. We base our estimates and judgments on historical experience, current conditions and other reasonable factors.

The following is a list of those accounting policies that we have deemed most critical to the presentation and understanding of our results of operations and financial condition. See the "Application of Critical Accounting Policies" section in our 2013 10-K for a detailed description of these policies and their potential effects on our results of operations and financial condition.

- Environmental obligations and related recoveries
- Impairment and valuation of long-lived assets
- Pensions and other postretirement benefits
- Income taxes

We did not adopt any changes in the current period that had a material effect on these critical accounting policies nor did we make any changes to our accounting policies that would have changed these critical accounting policies.

RECENTLY ISSUED AND ADOPTED ACCOUNTING PRONOUNCEMENTS AND REGULATORY ITEMS

See Note 2 to our condensed consolidated financial statements included in this Form 10-Q for a discussion of recently adopted accounting guidance and other new accounting guidance.

OVERVIEW

We are a diversified chemical company serving agricultural, consumer and industrial markets globally with innovative solutions, applications and market-leading products. We operate in three distinct business segments: FMC Agricultural Solutions, FMC Health and Nutrition and FMC Minerals. Our FMC Agricultural Solutions segment develops, markets and sells all three major classes of crop protection chemicals – insecticides, herbicides and fungicides. These products are used in agriculture to enhance crop yield and quality by controlling a broad spectrum of insects, weeds and disease, as well as in non-agricultural markets for pest control. The FMC Health and Nutrition segment focuses on food, pharmaceutical ingredients, nutraceuticals, personal care and similar markets. Our food ingredients are used to enhance texture, color, structure and physical stability. The pharmaceutical additives are used for binding, encapsulation and disintegrant applications. Our FMC Minerals segment manufactures a wide range

Table of Contents

of inorganic materials, including soda ash and lithium. Soda ash is utilized in markets such as glass and detergents and lithium is utilized in energy storage, specialty polymers and pharmaceutical synthesis.

Second Quarter 2014 Highlights

The following are the more significant developments in our businesses during the three months ended June 30, 2014: Revenue of \$987.8 million for the three months ended June 30, 2014 increased \$111.8 million or 13 percent versus the same period last year. The increase in revenue was driven by all three of our segments. A more detailed review of revenues by segment is discussed under the section titled "Results of Operations". On a regional basis, sales in North America increased by 11 percent, sales in Asia were up 20 percent, Latin America sales increased by seven percent and sales in Europe, Middle East and Africa were up 18 percent.

Our gross margin, excluding acquisition related charges, increased by approximately \$31 million or approximately 10 percent to \$358.7 million versus prior year's quarter. Gross margin percent of 36 percent declined from 37 percent. The reduction in gross margin and gross margin percent was driven by unfavorable currency movements and product mix of sales in FMC Agricultural Solutions.

Selling, general and administrative expenses, excluding non-operating pension and postretirement charges increased by approximately \$7 million or six percent to \$122.3 million. The majority of these increases were experienced in our FMC Agricultural Solutions segment.

Research and Development expenses of \$33.2 million increased approximately \$6 million or 20 percent. This increase is primarily related to spending in FMC Agricultural Solutions to fund investments in earlier stage active ingredient research, biological crop protection development projects and rapid market innovation initiatives.

Adjusted after-tax earnings from continuing operations attributable to FMC stockholders of \$135.7 million increased \$7.8 million or 6 percent primarily due to higher operating results in FMC Agricultural Solutions, FMC Health and Nutrition and FMC Minerals. See the disclosure of our Adjusted Earnings Non-GAAP financial measurement below, under the section titled "Results of Operations".

Other Highlights

On March 10, 2014, we announced a plan to separate into two independent public companies. One company initially referred to as "New FMC," will contain our FMC Agricultural Solutions and FMC Health and Nutrition segments, while the other company, "FMC Minerals", will be comprised of our FMC Minerals segment. "New FMC" will be renamed "FMC Corporation" subsequent to the separation. During the second quarter we incurred \$13.8 million in business separation costs as we continued to separate into two independent public companies.

Table of Contents

RESULTS OF OPERATIONS

Overview

The following presents a reconciliation of our segment operating profit to the net income attributable to FMC stockholders as seen through the eyes of our management. For management purposes, we report the operating performance of each of our business segments based on earnings before interest and income taxes excluding corporate expenses, other income (expense), net and corporate special income/(charges).

SEGMENT RESULTS RECONCILIATION

(in Millions)	Three Months Ended		Six Months Ended June	
	June 30	2013	30	2013
Revenue				
FMC Agricultural Solutions	\$531.2	\$442.6	\$998.1	\$937.8
FMC Health and Nutrition	207.1	189.9	433.3	381.8
FMC Minerals	249.6	244.4	498.3	469.0
Eliminations	(0.1)	(0.9)	(0.1)	(1.9)
Total	\$987.8	\$876.0	\$1,929.6	\$1,786.7
Income (loss) from continuing operations before income taxes				
FMC Agricultural Solutions	\$130.7	\$124.7	\$250.8	\$288.0
FMC Health and Nutrition	49.1	44.3	100.0	88.0
FMC Minerals	42.8	35.4	79.6	64.4
Eliminations	—	(0.1)	—	(0.2)
Segment operating profit	\$222.6	\$204.3	\$430.4	\$440.2
Corporate and other	(19.6)	(20.3)	(37.1)	(40.1)
Operating profit before the items listed below	\$203.0	\$184.0	\$393.3	\$400.1
Interest expense, net	(15.3)	(11.1)	(28.8)	(21.6)
Corporate special (charges) income:				
Restructuring and other (charges) income ⁽¹⁾	(2.7)	(5.9)	(9.4)	(15.2)
Non-operating pension and postretirement charges ⁽²⁾	(2.7)	(11.6)	(6.9)	(24.3)
Business separation costs ⁽³⁾	(13.8)	—	(16.8)	—
Acquisition related charges ⁽⁴⁾	(1.1)	—	(4.2)	—
Provision for income taxes	(41.5)	(35.7)	(80.8)	(81.1)
Discontinued operations, net of income taxes	(12.6)	1.5	(62.7)	(1.7)
Net income attributable to noncontrolling interests	(4.2)	(3.2)	(9.0)	(7.3)
Net income attributable to FMC stockholders	\$109.1	\$118.0	\$174.7	\$248.9

See Note 7 for details of restructuring and other charges (income). Amounts for the three months ended June 30, 2014, relate to FMC Health and Nutrition of \$1.0 million, FMC Minerals of \$(0.1) million and Corporate of \$1.8 million. Amounts for the three months ended June 30, 2013, relate to FMC Agricultural Solutions of \$1.4 million, (1) FMC Minerals of \$3.5 million, and Corporate of \$1.0 million. Amounts for the six months ended June 30, 2014, relate to FMC Health and Nutrition of \$5.9 million and Corporate of \$3.5 million. Amounts for the six months ended June 30, 2013, relate to FMC Agricultural Solutions of \$2.0 million, FMC Health and Nutrition of \$0.6 million, FMC Minerals of \$9.3 million and Corporate of \$3.3 million.

(2) Our non-operating pension and postretirement costs are defined as those costs related to interest, expected return on plan assets, amortized actuarial gains and losses and the impacts of any plan curtailments or settlements. These costs 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 exclude these non-operating pension and postretirement costs from our segments as we believe that removing them provides a better understanding of the underlying profitability of our businesses, provides increased transparency and clarity

in the performance of our retirement plans and enhances period-over-period comparability. We continue to include the service cost and amortization of prior service cost in our operating segments noted above. We believe these elements reflect the current year operating costs to our businesses for the employment benefits provided to active employees. These expenses are included as a component of the line item “Selling, general and administrative expenses” on our condensed consolidated statements of income.

Charges are associated with our announced plan to separate into two independent public companies. See Note 3 in (3) our condensed consolidated financial statements filed in this Form 10-Q for more detail on the business separation costs. These charges are included

Table of Contents

within "Business separation costs" on our condensed consolidated income statement. These costs were primarily related to professional fees associated with separation activities within the finance and legal functions.

Charges relate to the expensing of the inventory fair value step-up resulting from the application of purchase accounting for acquisitions and costs incurred associated the completion of acquisitions. On the condensed consolidated statements of income, the charges associated with inventory fair value step-up are included in "Costs (4) of sales and services" and fees associated with concluding the acquisitions are included in "Selling, general and administrative expenses". Charges for the three and six months ended June 30, 2014, represented amortization of inventory fair value step-up associated with our Epax acquisition completed in the latter part of 2013 within our FMC Health and Nutrition segment, see Note 3 to our 2013 10-K for more information.

The following chart, which is provided to assist the readers of our financial statements, depicts certain after-tax charges (gains). These items are excluded by us in the measures we use to evaluate business performance and determine certain performance-based compensation. These after-tax items are discussed in detail within the "Other results of operations" section that follows. Additionally, the chart below discloses our Non-GAAP financial measure "Adjusted after-tax earnings from continuing operations attributable to FMC stockholders" reconciled from the GAAP financial measure "Net income attributable to FMC stockholders". We believe that this measure provides useful information about our operating results to investors and securities analysts. We also believe that excluding the effect of restructuring and other income and charges, non-operating pension and postretirement charges, certain tax adjustments from operating results and discontinued operations allows management and investors to compare more easily the financial performance of our underlying businesses from period to period. This measure should not be considered as a substitute for net income (loss) or other measures of performance or liquidity reported in accordance with GAAP.

ADJUSTED EARNINGS RECONCILIATION

(in Millions)	Three Months		Six Months Ended	
	Ended June 30		June 30	
	2014	2013	2014	2013
Net income attributable to FMC stockholders (GAAP)	\$109.1	\$118.0	\$174.7	\$248.9
Corporate special charges (income), pre-tax	20.3	17.5	37.3	39.5
Income tax expense (benefit) on Corporate special charges (income)	(7.3)	(6.8)	(13.1)	(14.9)
Corporate special charges (income), net of income taxes	\$13.0	\$10.7	\$24.2	\$24.6
Discontinued operations, net of income taxes				