

FMC TECHNOLOGIES, INC.
STATEMENT OF GOVERNANCE PRINCIPLES,
POLICIES AND PROCEDURES

The Board of Directors of FMC Technologies, Inc. is responsible for overseeing the management of the Corporation on behalf of the shareholders.

In carrying out its responsibilities to the shareholders, the fundamental roles of the Board of Directors are (1) to ensure continuity of leadership; (2) to ensure that a sound strategy for the success of the enterprise is in place, understood and being pursued; and, (3) to ensure that financial and management resources are available and control systems are in place to carry out that strategy. The Board will provide accountability, objectivity, perspective, judgment and in some cases, specific industry or technical knowledge or experience. Relevant diversity of experience, background and perspective among Board members is desirable, but representation of specific constituencies is not.

A substantial portion of the Board's oversight and governance responsibility will be carried out by Committees of the Board, which should be led by Directors who know the Corporation well.

Composition of the Board

The Board believes that the size of the Board should be from 7 to 12 members. However, the Board retains the flexibility to allow a greater or lesser number of directors.

The Board should be composed primarily of outside directors. There shall be no more than two employee directors on the Board.

At least a majority of the directors will be independent. No director will be deemed independent unless the Nominating and Governance Committee recommends and the Board affirmatively determines that the Director has no material relationship with the Corporation. The Board will observe all criteria for independence established by the New York Stock Exchange or other governing laws and regulations.

Directors should be selected based on integrity, successful business experience, stature in their own fields of endeavor and the diversity of perspectives they bring to the Board. A majority of the outside Directors should be active or retired senior executives, preferably Chief Executive or Chief Operating Officers of publicly held companies. Outside Directors also will be chosen based on recognized experience in the Corporation's lines of business, and leadership in such areas as government service, academia, finance and international trade.

So long as a Director is deemed by the Nominating and Governance Committee of the Board to meet the criteria for service on the Board, there shall be no limit

on the number of terms that a Director may be reelected except for age. An outside Director must retire at the Corporation's annual meeting of stockholders the year following such Director's 72nd birthday. An employee Director shall resign from the Board upon his or her resignation, removal or retirement as an officer of the Corporation. The Board may request that a Director continue as a Board member for an agreed period after a Director's retirement date.

Director Responsibilities

A Director must be willing to commit sufficient time required for attendance at all meetings of the Board and assigned Board Committees, and to give appropriate attention to materials and information provided between meetings.

Directors must disclose to the Board any potential conflict of interest they may have with respect to a matter under discussion and, if appropriate, recuse themselves and not participate in the discussion or voting on a matter on which they may have a conflict. Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.

Board and Committee Meetings

The Board shall meet at least five times a year, on dates selected by the Chairman of the Board. One of the Board's meetings each year will occur on the day of the Annual Meeting of Stockholders and Directors should attend the Annual Meeting of Stockholders. The non-management Directors shall meet in executive sessions at least once each year following a regularly scheduled Board meeting and may hold such additional executive sessions as they determine necessary or appropriate.

The Chairman of the Board and the Chief Executive Officer, in consultation with other Directors, will establish the agenda for each Board meeting. When possible, meeting agendas should include one report on division/business unit strategies – in addition to normal content and participants should include group and division managers presenting major expenditures and/or issue discussions.

Staff material for Committee meetings and Board meetings should be provided to members sufficiently prior to meetings to allow for careful review.

In addition to regular meetings at FMC Technologies headquarters, one or two off-site meetings should be scheduled annually at field locations, if possible.

The Board believes that designating an independent director to act in a lead capacity to perform certain functions would serve the best interests of the Corporation and its shareholders. The Lead Independent Director will be elected

annually by the independent directors. The executive sessions of independent Directors shall be chaired by the Lead Independent Director.

The Board shall at all times maintain the following Committees: an audit committee, a compensation committee and a nominating and governance committee. All members of these committees shall be independent directors. Each Committee shall have its own charter that sets forth the purposes and responsibilities of the Committee. Each of these Committees shall operate in accordance with applicable law, its charter and the applicable rules of the Securities Exchange Commission and the New York Stock Exchange. The Board may also establish other committees as it deems appropriate and delegate to those committees any authority permitted by applicable law and the Corporation's by-laws.

The Chairman of each Committee will determine the frequency of committee meetings, consistent with such Committee's charter and the Corporation's needs. The Vice President and Controller will aid in preparing the Audit Committee calendar. The Vice President of Human Resources will aid in preparing the calendar for the Compensation Committee and the Nominating and Governance Committee.

Communications with Directors

Stockholder may communicate with the Board or non-employee Directors directly by writing to Non-Employee Director, c/o FMC Technologies, Inc., 1803 Gears Road, Houston, TX 77067.

Compensation of the Board

The Compensation Committee shall have the responsibility for recommending to the Board compensation and benefits for non-employee directors. The Compensation Committee shall be guided by the following goals: compensation should fairly pay directors for work required in a company of the corporation's size and scope and compensation should align Directors' interests with the long-term interests of shareholders.

Ownership Guidelines

The Board believes that requiring that Board members maintain an ownership interest in the Corporation is consistent with carrying out the fundamental role of the Board as set forth above. As such, Board members shall own shares of the Corporation's common stock with a value equal to or more than five times the Corporation's annual retainer paid to Board members.

Management Compensation and Succession

The Compensation Committee shall annually report to the Board on its performance review of the Chief Executive Officer. The Board shall review this report outside of the presence of the management directors.

The Compensation Committee shall report annually to the Board on succession planning and management development activities. The Chief Executive Officer shall meet periodically with the Compensation Committee to make available his recommendations and evaluations of potential successors, along with a review of development plans recommended for succession candidates and others in the senior management group.

Access to Management and Independent Advisors

Each Director shall have full and free access to senior management and employees of the Corporation. To facilitate such access the Board supports the practice of field reviews with representatives of management and with managers making field presentations related to operations.

The Board and its Committees may engage and consult with financial, legal, or other independent advisors at the Corporation's expense.

Director Orientation and Continuing Education

All new Directors shall be provided an orientation program, including personal briefing sessions from members of senior management on the Corporation's accounting policies, financial reporting, business strategies and key regulatory issues. Directors should participate in continuing educational programs, including strategy reviews, visits to field locations and business briefings.

Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its Committees are functioning effectively. The Nominating and Governance Committee will receive comments from all Directors and report annually to the Board regarding the Board's Committees and recommendations for improvements in the performance of the Board and its Committees.

Amended February 25, 2008