

FMC TECHNOLOGIES INC.  
CHARTER OF THE AUDIT COMMITTEE  
OF THE  
BOARD OF DIRECTORS

Purpose of the Audit Committee

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of FMC Technologies, Inc. (the "Company"). The Committee is responsible for oversight of the Company's independent auditors who shall report directly to the Committee.

The purpose of the Committee shall be to assist Board oversight of:

- (i) the Company's financial reporting process,
- (ii) the integrity of the financial statements of the Company,
- (iii) the Company's compliance with legal and regulatory requirements to the extent such compliance relates to the Company's financial statements and financial disclosures,
- (iv) the independence and qualifications of the Company's internal and independent auditors, and
- (v) the performance of the Company's internal audit function and independent auditors.

The Committee shall report regularly to the Board.

The Committee shall issue the report that the Securities and Exchange Commission (the "SEC") rules require be included in the Company's annual proxy statement.

In discharging its oversight role, the Committee is empowered to investigate any matter with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent counsel and other advisors as it determines is necessary to carry out its duties.

The Company shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of the Company's independent auditors and fees and expenses of other advisors and consultants retained pursuant to this Charter.

#### Composition

The Committee shall be comprised of at least three members of the Board, one of whom shall serve as Chairman of the Committee. The members of the Committee shall each, in the judgment of the Board, meet the independence requirements of the laws, rules and regulations applicable to the Company, including the provisions of Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), rules of the SEC and requirements of the New York Stock Exchange (the "NYSE") or other applicable securities exchange, each as in effect from time to time.

Each member shall be financially literate, as determined by the Board.

At least one member of the Committee shall, as determined by the Board, have sufficient accounting or financial management expertise to qualify as an "audit committee financial expert," as defined in the applicable rules of the SEC and the requirements of the NYSE.

Committee members shall comply with the requirements of the SEC and NYSE regarding the number of audit committees of public companies on which they may serve.

The Chairman and the other members of the Committee shall be proposed by the Board and elected annually at the organizational meeting of the Board.

#### Authority and Responsibilities

The Company's management and independent auditor are responsible for the planning and conduct of the audit of the Company's financial statements and determining that the financial statements are complete and accurate and prepared in accordance with generally accepted accounting principles; this is not the responsibility of the Committee.

In general, the Committee shall provide assistance to the Board in fulfilling its oversight responsibilities relating to the Company's accounting, auditing and financial reporting practices. More specifically, the Committee shall:

#### Relationship with the Company's Independent Auditor

- A. Directly appoint, compensate, retain or terminate, and oversee the Company's independent auditor.
- B. Review with the independent auditor the scope, planning and staffing of the prospective audit and approve the estimated fees therefor, and such other matters pertaining to such audit as the Committee may deem appropriate.
- C. Obtain from the independent auditor assurance of compliance with applicable independence requirements. Review all relationships between the independent auditor and the Company, including the provision of non-audit services, which may relate to the auditor's independence. Pre-approve

the retention of the independent auditor for any permitted non-audit service and the fee for such service.

- D. Evaluate the qualifications and performance of the independent auditor by reviewing, at least annually, a report from the auditor describing the auditor's internal quality control procedures, any material issues raised by the most recent internal quality control review or peer review of the auditor. In addition, review a report by the auditor of any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues.
- E. Review with the independent auditor any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the audit engagement, including matters of audit quality and consistency.
- F. Evaluate the lead audit partner of the independent auditor on the engagement, and ensure that the lead partner is rotated from the engagement in compliance with the rules of the SEC and the NYSE.
- G. Review with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.
- H. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management or internal control letter provided by the auditor and the Company's response to that letter. Such review should include:
  - 1. Any difficulties encountered in the course of the audit, including any restrictions on the scope of activities or access to required information and any disagreement with management;
  - 2. Any accounting adjustments that were noted or proposed by the independent auditor but were "passed;"

3. Any changes required in the planned scope of the internal audit; and
  4. The internal audit department responsibilities, budget and staffing.
- I. Resolve disagreements between management and the independent auditor regarding financial reporting.

Periodic Statements and Disclosures

- J. Discuss with management and the independent auditor the annual and quarterly financial statements of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's reviews of the financial statements, and recommend the inclusion of the financial statements in the Company's periodic filings with the SEC.
- K. Review analyses prepared by management and the independent auditor of:
1. Significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including an analysis of any significant changes in the Company's selection or application of accounting principles,
  2. All critical accounting policies and practices used,
  3. Off-balance sheet financial structures,
  4. The effect of alternative generally accepted accounting principles ("GAAP") methods on the Company's financial statements, and
  5. Non-GAAP financial information, including the use of "pro forma" or "adjusted" financial data included in financial reporting.
- L. Review matters that have come to the attention of the Committee through reports of management, legal counsel and others, that relate to the status of compliance and anticipated future compliance with laws, regulations, internal policies and controls, and that may be expected to be material to the Company's financial statements.

- M. Review with management and the independent auditor the potential effect of regulatory and accounting initiatives on the Company's financial statements.
- N. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
- O. Review with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies. Such review may be done generally (consisting of reviewing the types of information to be disclosed and the types of presentations to be made) and need not be in advance of each earnings release or each instance in which the Company provides earnings guidance.

#### Review of Controls

- P. Review and discuss with management, the Director of Internal Audit and the independent auditors the adequacy of internal controls and any special audit steps adopted in light of material control deficiencies that could significantly affect the Company's financial statements.
- Q. Review management's certification of disclosure controls and procedures and internal controls for financial reporting.
- R. Review, at least annually, the then current and future programs of the Company's internal audit department and review summaries of formal audit reports issued by the internal audit department.
- S. Set hiring policies for employees or former employees of the independent auditor.
- T. Review the appointment and replacement of the Director of Internal Audit. Participate in the annual performance appraisal of the Director of Internal Audit. (The Director of Internal Audit will report on a functional basis to

Company management and have free and complete access to the Committee at any time.)

- U. Review with the General Counsel and the Director of Internal Audit the adequacy of disclosures of insider and affiliated party transactions.
- V. Review with the General Counsel and the Director of Internal Audit personal tax strategies employed by the Company's directors and executive officers that involve their holdings of the Company's securities.
- W. Review policies with respect to major risk assessment and risk management and review with management the steps taken to monitor and control such exposures.

#### Ongoing Policies

- X. Review reports from management, the Director of Internal Audit and the independent auditor that the Company is in compliance with applicable legal requirements and the Company's Commitment to Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Commitment to Ethics.
- Y. Approve procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. Set guidelines for a "whistle-blowing" policy for the Company that will (i) establish procedures to facilitate the reporting of concerns regarding questionable accounting or auditing and (ii) provide protection to an employee who reports such information.

#### Audit Committee Activities

- Z. Conduct an annual performance evaluation of the Committee.

AA. Review and reassess annually this Charter in light of the operations and responsibilities of the Committee. Amendments of this Charter must be approved by the Board.

BB. Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's Bylaws, Certificate of Incorporation or the Board.

### Meetings

The Committee shall meet as necessary to fulfill its responsibilities.

A number of directors equal to 50% or more of the committee (but in no event fewer than two) shall constitute a quorum of the Committee for the transaction of business. A majority of members present may adjourn the meeting from time to time until a quorum is present.

In his absence, the Chairman of the Committee may designate a member of the Committee to serve as chairman for the meeting or, in the absence of such designation, a majority of the members present at the meeting shall appoint a chairman for the meeting.

Meetings may include representatives of the independent auditors, the Director of Internal Audit, the Chief Financial Officer and staff, the General Counsel and other members of management at the request of the Committee.

Periodically, the Committee shall meet separately with management, the independent auditors and the Director of Internal Audit.

The Committee will be assisted by the Director of Internal Audit who will serve as Executive Secretary to the Committee. The Executive Secretary will prepare

agenda material, implement or monitor actions that result from the Committee's reports or recommendations, prepare minutes of each Committee meeting, and prepare reports that the Committee wishes to submit to the Board.

As amended December 11, 2003