

**FMC TECHNOLOGIES, INC.  
CHARTER OF THE NOMINATING AND  
GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Purpose of the Nominating and Governance Committee**

The Nominating and Governance Committee is appointed by the Board of Directors (the “Board”) of FMC Technologies, Inc. (the “Company”) to provide assistance to the Board in (1) identifying and recommending qualified candidates for vacancies on the Board in accordance with criteria established by the Board; (2) approving the nominees to be submitted for election to the Board at the annual meeting of stockholders; (3) recommending members of the Board to serve on each committee of the Board; and (4) developing corporate governance guidelines and periodically reviewing those guidelines and the Company’s code of business conduct and ethics. In so doing, the Committee shall report regularly to the Board.

In discharging its duties and responsibilities, 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 search firms, compensation consultants, independent counsel and other advisors as it determines 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 advisors and consultants retained pursuant to this Charter.

## **Composition and Qualifications**

The Committee shall be comprised of independent 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 requirements of the New York Stock Exchange or other applicable securities exchange, and shall be appointed by the Board upon the recommendation of the Committee.

## **Duties and Responsibilities**

The Committee shall:

- a. Periodically review criteria for Board membership and selection of new directors, including independence standards; and recommend to the Board the portfolio of skills, experience, perspective and background required for the effective functioning of the Board considering the Company's strategy, and its regulatory, geographic and market environments. An important component of the Board is the diversity of its members including background, skills, experience, expertise, gender, race, international awareness, and cultural sensitivity.
- b. Identify, recruit, screen, interview and select candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and consider management's and stockholder's recommendations for director candidates. Any executive search firm retained by the Committee to identify Board candidates will be advised to seek to identify diverse candidates in the candidate pool.
- c. Annually recommend to the Board candidates for membership on the various committees of the Board and candidates for Chairman for such committees and annually recommend to the Board a member to serve as its' lead director.
- d. Develop and recommend to the Board a set of corporate governance guidelines as may be deemed necessary by the Committee.
- e. Review, not less than annually, the Company's corporate governance guidelines and code of business conduct and ethics and recommend any proposed changes to the Board for approval.
- f. Review comments from all directors and report annually to the Board with an assessment of the performance of the Board and its

committees as collective bodies and not of directors on an individual basis, to be discussed with the Board each year.

- g. Monitor the orientation and training needs of directors and recommend action to the Board concerning such orientation and training needs where appropriate.
- h. Evaluate the Committee's performance and the adequacy of its charter on an annual basis and recommend any proposed changes to the Board of approval.
- i. Review and monitor trends and developments in corporate governance best practices to assist the Committee in carrying out its duties.
- j. Adopt and maintain emergency procedures for management succession in the event of the unexpected disability of the Chief Executive Officer or other senior executive officers.

### **Procedures**

The Committee shall meet as scheduled by the Committee Chairman as necessary to carry out the Committee's responsibilities under this Charter. Members of management, legal, and representatives from independent consultants will attend meetings at the request of the Committee Chairman.

The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Chairman of the Committee will report the Committee's deliberations and conclusions to the Board of Directors.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent or by conference communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person.

The Committee will be assisted by the Vice President, Administration, who will serve as Executive Secretary to the Committee.

Amended October 2, 2009.