

FMC TECHNOLOGIES – PRINCIPLES OF INTEGRITY

Our Commitment to Integrity: We do what is right and ensure there is a consistency between what we say and what we do.

Integrity is one of our core values and helps define our reputation as a company. We take our responsibility to act with integrity in a professional, fair and ethical manner very seriously. Our long-term interests, and those of our various stakeholders, depend on compliance with the highest standards of ethical conduct and applicable law. Obeying the law, both in letter and spirit, is the foundation on which the ethical standards of the Company are built. Not only is this the right thing to do, but it is also good business. As such, each of us must obey all applicable laws as well as respect our Core Values and our Code of Business Conduct and Ethics ("the Code"). This is further amplified for our employees in our Commitment to Integrity and related documents such as our financial standards and other policies wherever we conduct business around the globe. If an applicable law conflicts with the Code, the Core Values or our policies, we comply with the law. If, however, a local custom or policy conflicts with the Code, the Core Values, or our policies, we comply with the Code, the Core Values and our policies.

Beyond compliance, we simply do what is right and we are all accountable for our actions as well as the actions of our Company. We live in an increasingly complex and interconnected world. We respect and are committed to complying with the laws, customs and cultures of the communities in which we operate. As employees, we are all expected to understand and follow our Core Values, our policies, and all applicable laws and regulations in all that we do. Stated more simply, we are expected to use good judgment and common sense. Most importantly, we must all consider the appearance of our actions, as well as the actions themselves. A good litmus test is whether it would be comfortable to discuss your actions with your parents, spouse or children or seeing them on a webpage, the TV news or a newspaper. Rest assured, there will never be any retaliation for raising any issue or concern in good faith.

FMC Technologies will not tolerate any violations of the law or any other action that is inconsistent with the Code or our Core Values. Violations will be subject to appropriate disciplinary action, up to and including termination, civil or criminal prosecution. We require upper management to certify that their areas of responsibility within the Company are being conducted in accordance with applicable laws as well as our Core Values, our various commitments, policies and procedures. We regularly conduct audits of all operations and functions for compliance. In addition, incident-specific investigations necessary to ensure compliance with these policies will be conducted, including inspections, searches and interviews with relevant parties. Finally, FMC Technologies will investigate all reports in the strictest possible confidence. Individuals who report violations will not be subjected to disciplinary action or retaliation unless those reports have been submitted fraudulently or maliciously.

In the following pages, we address a series of topics related to our Commitment to Integrity. For your convenience these are listed in alphabetical order and not in order of importance. It is impossible to cover every possible ethical or legal situation. Wisdom, discretion and sound judgment should guide everyone. If you are confronted with a challenging situation, a question of legality, a concern, or the situation just feels wrong, seek advice and counsel from your supervisor or other business management and do not stop asking questions until you get an answer. If you are still unsure, contact your local Human Resources organization, any company officer, a member of the Legal Team, or utilize the ethics hotline ([EthicsPoint](#)), available 24 hours a day, seven days a week. In the U.S, call 1-877-488-8343. Outside the U.S., place a collect call to +1-503-748-0519. You may also file a report online by going to www.ethicspoint.com.

- **ACCOUNTABILITY** - FMC Technologies' directors, officers, managers, and supervisors are accountable for compliance with and enforcement of the FMC Technologies Code, Core Values & Commitments. They are responsible for ensuring that our policies and applicable laws are followed and accountable for the actions of the employees who report to them. While compliance is an ongoing responsibility, FMC Technologies' officers and business unit managers will conduct an annual, detailed review of the operations under their management and certify to the General Counsel compliance with the FMC Technologies Core Values & Commitment and the policies and applicable laws to which they apply. This certification will identify compliance challenges, priorities for compliance training and any corrective actions taken to address compliance challenges. Each of us is also individually responsible for compliance with our Code, Core Values & Commitments and for bringing issues and concerns about compliance to the Company's attention through one of the direct or anonymous communication channels available.
- **ANTI-COMPETITIVE BEHAVIOR** - We compete vigorously, using lawful commercial practices. FMC Technologies complies with all laws outlawing fraud and improper interference with a competitor, customer, or supplier's business relationships through false disparagement or other means. FMC Technologies complies with all antitrust and competition laws that apply to its activities. Consequences for violations of antitrust and competition laws are serious and range from criminal and civil penalties to prison terms for individuals. We do not engage in inappropriate discussions with competitors and we are careful to avoid impermissible subjects in any discussions where competitors may be present. In nearly every country in which FMC Technologies does business, it is unlawful for competitors to agree with each other on certain topics related to pricing, bids, capacity and territories, among others. Such topics must not be discussed with a competitor. It is recommended you involve your business unit lawyer in any such discussions with the competitor to assess the action under consideration and to avoid any violation or appearance of a violation. Should you find yourself in a situation in which a competitor raises a prohibited topic, explain that FMC Technologies' policy prohibits such discussions.

- **BOYCOTTS** - We do not participate in or comply with secondary boycotts that are inconsistent with government policy, including but not limited to the U.S. government's prohibition of cooperating with the Arab Boycott of Israel. You are required to report every request asking whether FMC Technologies sells to or conducts business with Israel to an FMC Technologies lawyer. This requirement applies to every request to participate in a boycott, including oral discussions and the receipt of printed statements in standard and other business forms such as requests for bids, shipping documents or letters of credit. FMC Technologies has established procedures in [Financial Standard G.200](#) to assist with compliance and reporting to FMC Technologies' Legal and Tax teams.
- **BRIBERY** - We do not accept payments or any form of commercial bribery from our suppliers or others. We do not make payments or engage in any form of commercial bribery with our customers or others. We do not make prohibited payments such as bribes, kickbacks, disproportionate gifts or similar payments or gratuities to people or organizations in order to gain or keep business or to direct business to any other person or FMC Technologies. This policy applies both to payments made directly and to payments made through an intermediary (see also Corruption).
- **COMPLIANCE** - We comply with all applicable laws wherever we do business around the world. FMC Technologies' Core Values & Commitments mention U.S. laws because FMC Technologies is headquartered and incorporated in the U.S. It is not practical to summarize here the laws of every country in which we operate. This U.S. emphasis does not reduce our obligation and commitment to comply with the applicable laws of other countries. Employees in our worldwide locations are required to understand and comply with local laws.
- **CONFIDENTIAL INFORMATION** - We protect the confidentiality of information entrusted to us by the Company, or its customers except when disclosure is authorized or legally mandated. FMC Technologies possesses valuable confidential business information that has been developed over many years at considerable expense. We must protect the confidentiality of this information as carefully as we protect FMC Technologies' physical and other property. We also protect confidential information provided on a confidential basis by others to FMC Technologies. We do not disclose any confidential information, either during or after employment by FMC Technologies, except as provided in such contracts or legally mandated. In addition, sensitive or proprietary information must not be transmitted across the internet without being appropriately encrypted and protected. [See Financial Standard G.260.](#)

- **CONFLICTS OF INTEREST** - Every employee should avoid actual and apparent conflicts of interest. You generally may not work on personal or any other non-FMC Technologies business during company time or using company assets. You may not work nor serve as a board member for any firm or person that is a competitor, supplier or customer of FMC Technologies. You may not knowingly acquire an interest in or stock of a firm or company with which FMC Technologies is negotiating for a merger, acquisition, joint venture or other commercial agreement. Prior written approval of an officer is required to conduct FMC Technologies' business with anyone related to an employee by blood or marriage. Finally, you may not arrange, provide or accept loans, gifts, preferential treatment or favors that place or appear to place FMC Technologies or its affiliates under a stated or implied obligation to a competitor, supplier or customer.
- **CORPORATE OPPORTUNITIES** – Every employee and Board member has a responsibility to the Company to advance its legitimate interests when the opportunity to do so arises. Consequently, employees and Board members are prohibited from taking for themselves (including for the benefit of family members or friends) personal business opportunities that are discovered through the use of corporate property, information or position without the consent of the Board unless the Board has previously rejected that opportunity. No employee or Board member may use corporate property, information, or position for improper personal gain (including for the gain of an Interested Party), and may not compete with the Company directly or indirectly.
- **CORRUPTION** – FMC Technologies complies with all laws prohibiting the offering or payment of money or anything of value to a government official for the purpose of securing or retaining business, achieving some other unfair advantage, or otherwise influencing the official to make an improper decision. In the U.S., this law is known as the Foreign Corrupt Practices Act ("FCPA") and other countries have similar laws prohibiting corruption within their boundaries or where their citizens and companies conduct business operations. These laws apply to all FMC Technologies operations worldwide. See [*Financial Standard G.210*](#).
- **COVERED EMPLOYEES** - All directors, employees, contractors and suppliers are expected to comply with FMC Technologies' Core Values & Commitments. Ethical behavior is an individual responsibility. Behavior reflecting high ethical standards is expected, regardless of position or location. No director, manager or supervisor has the authority to require conduct that violates the FMC Technologies Core Values & Commitments, other policies or any applicable law.
- **CUSTOMS CLEARANCE** – FMC Technologies complies with all laws and regulations relating to the importation of goods and services into the various territories in which we operate. Failure to properly declare the classification or the value, country of origin or eligibility for duty preferences may, in certain circumstances, be considered fraudulent and can expose the FMC Technologies business unit to loss of import privileges or the imposition of fines and penalties. In cases where the violation is knowingly committed, criminal penalties may also be imposed.

- **ENGINEERING, MANUFACTURING AND QUALITY** - We employ qualified personnel throughout our engineering and manufacturing operations. With appropriate training, we maintain and/or adapt our skills and qualifications to the functions we perform. We design and engineer to specified standards and we pay special attention to product safety and quality. Our business units have formal quality systems in place and have experienced quality assurance personnel. We also require that our designs, manufacturing processes, procured-component specifications and quality-assurance procedures are properly documented, maintained up-to-date and audited on a regular basis.
- **EXTERNAL COMMUNICATIONS** - We communicate in a professional, respectful manner. FMC Technologies' employees are never authorized to speak to private investigators, journalists, special interest groups or other similar people about their work at FMC Technologies or about FMC Technologies' business without prior authorization. This policy is designed to protect our employees as well as our overall company interests. See [*Financial Standard G.300*](#).
- **FACILITATION PAYMENTS** - We do not make facilitation payments, which are payments made to obtain service or action where we are entitled to receive such service or action, without specific authorization. Please refer to [*Financial Standard G.210*](#) for further discussion of facilitation payments.
- **GOVERNMENT INVESTIGATIONS** - FMC Technologies cooperates with government investigations. FMC Technologies must be able to make a reasoned assessment of how to respond to any particular inquiry. As such, we strongly encourage employees to notify management or a member of the Legal Team if they are contacted by an government official or investigator. The choice of whether to speak with a government official or investigator is the employee's, but the Company suggests that you contact a member of the Legal Team before speaking with such persons. Generally, most employees are not authorized to speak on behalf of the Company, as opposed to themselves, in legal matters or investigations.
- **HEALTH, SAFETY AND ENVIRONMENT** - We conduct business in a manner that protects the health and safety of our employees and the communities in which we operate. We strive to eliminate all accidents and environmental incidents. Our goal is to make health, safety and environmental considerations a priority in manufacturing existing products and planning for new products, services, facilities and processes. We must comply with all environmental, health and safety laws and regulations. In addition, we must minimize emissions and waste, and use energy and natural resources efficiently and intelligently.

- **IMPORT AND EXPORT CONTROLS AND TRADE EMBARGOES** - We comply with all export control laws. Various countries have established laws and regulations that restrict investments in, financial dealings with or exports or imports of certain products, services and technologies to certain countries or buyers. Some of these controls extend beyond the United Nations sanctions in terms of country and product coverage. These controls establish complex licensing system that applies to the direct export and re-export from third countries of all domestic products and technical data and may, under some circumstances require government pre-approval of all items to be exported. With respect to U.S. export controls, the Legal Team's website has additional information as well as an Interactive Order Screening Process ("IOSP"). Use it to review export transactions for conformity with these U.S. laws. FMC Technologies' lawyers can provide additional guidance with export issues, including the legal requirements relating to export activities in other countries.
- **INSIDER TRADING AND OTHER SHARE TRADING OBLIGATIONS AND RESTRICTIONS** - Directors and employees may generally buy or sell the securities of FMC Technologies or the publicly traded securities of other companies ***unless the employee is aware of material non-public or "inside" information at the time of the purchase or sale.*** Communicating material non-public information to others who may be induced to buy or sell securities on the basis of this information is also prohibited. Directors, officers and certain other identified personnel are subject to specific trading restrictions known as "blackout periods" prior to the disclosure of material non-public information and are required to comply with the Company's policies on ownership and retention guidelines. In addition, FMC Technologies believes that it is important for its directors, officers and employees to avoid even the appearance of speculative trading in FMC Technologies' securities. Therefore, it is FMC Technologies' policy that our directors, officers and employees and their spouses, minor children or other adults living in their household are prohibited from purchasing, selling or writing options on FMC Technologies' securities.
- **INTEGRITY EDUCATION** - All FMC Technologies personnel are required to read and understand the Principles of Integrity. General and issue specific in-person and video training sessions will be conducted regularly. In addition, various presentations, training materials and interactive course offerings are also available through the Human Resources SharePoint site (<http://inside.net.fmcti.com/hr/default.aspx>). Specific individuals will be required to complete specific training programs based on their job function and other criteria. See [*Financial Standard G.215*](#).
- **INTELLECTUAL PROPERTY** - We protect FMC Technologies' intellectual property. Except in the case of a search warrant or other similar court order, never provide FMC Technologies' files or documents of any kind to any outside person without prior and specific authorization from an FMC Technologies attorney or supervisor. FMC Technologies' files or documents include computer files, drawings, papers or files created or procured for FMC Technologies work. These materials are FMC Technologies' property. See [*Financial Standard G.260*](#).

- **INTERMEDIARIES** - We use special care in appointing intermediaries. All business units must investigate the character and reputation of each proposed intermediary to determine their appropriateness prior to the engagement. Payments to intermediaries must never be made in cash. Payments must be made to the person or legal entity engaged and sent to the actual business office in the country in which the representative is located and where the services are actually provided. Unless otherwise approved by the General Counsel, payment should not be sent to a foreign office, foreign bank account, or “nameplate.” See [Financial Standard G.210](#) and to the [Payments to Third Country Accounts](#) policy issued by the General Counsel and which is posted on the Legal team’s website. The amount of commission or fee to be paid to an intermediary for assistance in securing orders and for after-sales service must be reasonable in light of normal practice for the industry, the line of products involved and the commercial services to be rendered.

- **INTERNET ACCESS** - All Internet access to or from FMC Technologies’ Local Area Networks (LANs) and the Wide Area Network (WAN) must be through an authorized gateway approved by the Chief Information Officer. Each FMC Technologies’ internet user is responsible for ensuring his/her understanding of and compliance with this policy. As with all company assets, FMC Technologies reserves the right to monitor the use of its internet resources, investigate potential improprieties and, if warranted, pursue appropriate recourse against the responsible person, including reporting such use to appropriate authorities.

- **MANAGEMENT RESPONSIBILITY** - FMC Technologies’ officers, division managers, operations managers and supervisors are accountable for compliance with and enforcement of the Code, Core Values and Commitments. As such, they are accountable for the actions of the employees who report to them and responsible for seeing that our policies and applicable laws are followed. Every manager must:
 - Inform his or her employees about company policies, including those dealing with legal and ethical behavior;
 - Ensure that appropriate ongoing employee training occurs and that violators of the FMC Technologies Commitment are appropriately addressed;
 - Avoid hiring individuals who have a propensity to violate any applicable law or rules of the type embodied in the FMC Technologies Commitment; and
 - Maintain a work environment where constructive, frank and open discussion about ethics is encouraged and expected without fear of retaliation.
 - In this effort, managers should seek and will receive support from FMC Technologies’ Audit, Communications, Human Resources and Legal Teams.

- **NON-RETALIATION** - Employees who in good faith report a violation of these policies or cooperate with an investigation will never be subject to retaliation. Any employee who feels that he or she is experiencing retaliation should contact his or her Human Resources representative, a member of the Legal Team, or utilize the ethics hotline ([EthicsPoint](#)), available 24 hours a day, seven days a week. In the U.S, call 1-877-488-8343. Outside the U.S., place a collect call to +1-503-748-0519. Employees are expected to truthfully and fully cooperate with FMC Technologies' investigations into violations of these policies. Intentionally making false accusations of a violation of FMC Technologies' Core Values & Commitment is itself a violation of FMC Technologies' Core Values & Commitment and anyone doing so will be subject to discipline, including termination.
- **OPEN COMMUNICATION** - We rely on our employees for information about our workplace. In order to take the steps necessary to enforce these policies, respect our employees and create a safe workplace, we require employees to notify their manager of any violations of these policies. Specifically, any sexual, racial or other harassment or a hostile work environment that is being experienced or observed by them, or any behavior they have witnessed that they regard as threatening or violent when that behavior is job-related, might be carried out in the workplace or is connected to FMC Technologies in any way. If the employee's manager is not available, or is involved, employees should report the matter to their business unit Human Resources Manager or a member of the Legal Team.
- **PERSONAL RESPONSIBILITY** – Each FMC Technologies employee has a responsibility to become familiar with the Code, Core Values, and the associated Commitments, standards and policies. We each also have the responsibility to abide by and to promptly report any violations. If you are confronted with a challenging situation, a question of legality, a concern, or the situation just feels wrong, seek advice and counsel from your supervisor or other business management and do not stop asking questions until you get an answer. If you are still unsure, contact your local Human Resources organization, any company officer, your designated business unit lawyer or utilize the ethics hotline ([EthicsPoint](#)), available 24 hours a day, seven days a week. In U.S, call 877-488-8343. Outside the U.S., place a collect call to +1-503-7480519.

- **PRIVACY** - We protect the private information of employees, including personal and medical information to the extent provided by applicable law. FMC Technologies receives personal data from the European Union and other countries for purposes of fulfilling its obligations as an employer of employees located in the member countries including those employed by subsidiaries and foreign subsidiaries. Examples of the purposes for which FMC Technologies collects and uses personal data include, without limitation, making documentation available on personnel pursuant to applicable laws, administering compensation, payroll, benefits, administering stock options, bonus plans, succession planning, recruiting new employees, addressing various legal obligations concerning personnel status, data audit and error control, and tracking the use of temporary workers and independent workers.
- **PROFITABLE GROWTH** - We understand that the goal of any business is to grow, and growth is an important goal of FMC Technologies. We do so, however, without compromising our Commitment to Integrity. Growing the business in a profitable, responsible manner provides the platform for greater service to our customers, greater professional development and compensation for our employees, and greater returns for our shareholders. Profitable growth also provides the assets that help us to be good neighbors and contributors to community improvement, which is a core value. We firmly believe that every single employee or contractor has a role in contributing to our profitable growth. A key part of our human resources strategy is to help you see how your role fits into our overall growth strategy.
- **PROTECTION FROM UNDUE RISK** - We manage our risks. FMC Technologies has developed a set of standard forms, procedures and guidelines to set reasonable limits on the risks that we undertake. All personnel in all business units are required to apply these contract guidelines and to get appropriate Vice President approval for any deviations. Only employees specifically authorized by the Company may execute contracts, and then only within the signature authority levels they have been granted. The contract guidelines are available on the Legal Team's SharePoint site (<http://inside.net.fmcti.com/legal/default.aspx>).
- **PROTECTION OF ASSETS** - We respect FMC Technologies' property and the property of others. Each of us is responsible for protecting FMC Technologies' assets, including physical property and intangible assets, against loss, theft and misuse. FMC Technologies' assets may be used only for authorized FMC Technologies business purposes. This protection includes proper use of passwords, anti-virus software and laptop firewalls. Company property may not be used for personal benefit, nor may it be sold, loaned, given away or disposed of without proper authorization. We immediately report the loss or misuse of property. Any individual aware of the loss or misuse of any property must report it to his or her manager or supervisor or another appropriate FMC Technologies employee. See [Financial Standard G.220](#).

- **RECORDS RETENTION** - We manage our records in accordance with FMC Technologies' record retention policy. To accomplish this, we abide by the specific legal and policy requirements contained in [*Financial Standard G.270*](#) Information Management (Records Retention) policy. All employees are expected to be familiar with and adhere to this policy.
- **SUBSTANCE ABUSE** - FMC Technologies conducts business with a high regard for the health and safety of its employees, customers, and suppliers, the protection of its assets and maintenance of a productive work environment. Practices that obstruct or inhibit these objectives are unacceptable. The use, sale, purchase, transfer, manufacture, possession or presence in one's system of illegal and unauthorized drugs, synthetic designer drugs or any controlled substance (except legally prescribed drugs) by any person while on company premises, engaged in company business or while operating company-owned/rented equipment, is prohibited. Similarly, the use, sale, manufacture, purchase, transfer or possession of alcohol in a Company facility or on Company premises is prohibited (except during Company-supported, authorized and supervised occasions). Being under the influence of alcohol while performing Company business or job-related duties, or while operating Company-owned/rented equipment is also prohibited.
- **SUPPORTIVE WORK ENVIRONMENT** - FMC Technologies is recognized as a "Most Admired" company in our industry. This recognition flows from the combined contributions of our employees. The company is able to effectively compete in the marketplace because of the knowledge, creativity, and commitment of our employees. Therefore, we constantly strive to provide a work environment that supports the interest, efforts and performance of our employees. Our vision is to be globally recognized as a leading company in the ability to attract, develop and retain the best people available and in the ability to free employees to achieve superior business results. We provide equal employment opportunity for all applicants and employees. As such, we select, assign, train, compensate and advance employees without regard to race, color, gender, religion, national origin, age, disability, sexual orientation or veteran status. Trust, respect and ethical business conduct are keys to achieving and maintaining sound relationships among our employees. Basic to these relationships is the recognition of the personal value and contribution of every employee. FMC Technologies values the diversity of our employees and we judge and treat all employees with dignity and respect. Our policy against harassment is clear. Verbal or physical conduct, or the introduction of offensive materials constitutes harassment when such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment. FMC Technologies will not condone such behavior by its employees, vendors or customers. Individual conduct or conversation, whether intentional or unintentional, that results in sexual, verbal or physical harassment, abuse or intimidation against any person on the basis of race, color, gender, religion, national origin, age, disability, sexual orientation or veteran status is prohibited. Inappropriate remarks and jokes based on these or other personal characteristics are particularly offensive and unacceptable.

- **TONE AT THE TOP** (Management of the Company is required by law to establish an environment of compliance. This is referred to as the Tone at the Top) - While compliance is an ongoing responsibility, FMC Technologies' Officers will conduct an annual, detailed review of the operations under their management and certify to the General Counsel compliance with the FMC Technologies Code, Core Values, and Commitment and the policies and applicable laws it covers. This review process will also identify compliance challenges and priorities for the operation, the compliance training program for the upcoming year and any corrective action taken to address compliance challenges.
- **TRADE SECRETS** - We protect the confidentiality of FMC Technologies' trade secrets and other proprietary information. Examples of trade secrets include customer lists, marketing and sales plans, engineering designs and technical information – essentially any information that we take reasonable measures to keep secret and for which we derive economic value from not being generally known to the public. Every individual who learns of an FMC Technologies trade secret must take the appropriate steps to maintain its confidentiality. Any individual who discovers a possible theft of an FMC Technologies' trade secret must bring this discovery to the attention of his or her supervisor, an FMC Technologies lawyer or another appropriate individual. The obligation to protect FMC Technologies' trade secrets continues even after employment at FMC Technologies ceases. When others provide us with trade secrets, subject to a confidentiality agreement, we abide by that agreement. In gathering business, technical or other information about competitors, suppliers, customers or others, we do so lawfully and without violating any applicable laws. [See Financial Standard G.260.](#)
- **TRANSPARENCY AND FULL FAIR AND ACCURATE RECORD KEEPING** - All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must promptly, completely and accurately reflect the Company's assets, liabilities and transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. Unrecorded or "off the books" liabilities, funds or assets should not be maintained unless permitted by applicable law or regulation. In addition, no undisclosed or unrecorded fund or asset shall be maintained for any purpose and no transaction shall be carried out in a manner such that the substance of the transaction is obscured or recorded improperly. If a material mistake in any information previously disclosed in the Company's public filings is discovered, such mistake should immediately be brought to the attention of the Board or the Board Committee and, if applicable, the Company's auditors and legal advisors. *See generally* Financial Standards.