 ☐

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

 ☐

Fee paid previously with preliminary materials

☒No fee required

Payment of Filing Fee (Check all boxes that apply):

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

(Name of Registrant as Specified In Its Charter)

TECHNIPFMC PLC

 ☐

Soliciting Material under § 240.14a-12

 ☐

Definitive Additional Materials

☒Definitive Proxy Statement

 ☐

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

 ☐

Preliminary Proxy Statement

Check the appropriate box:

Filed by a Party other than the Registrant  ☐

Filed by the Registrant ☒

the Securities Exchange Act of 1934 (Amendment No.   )

Proxy Statement Pursuant to Section 14(a) of

SCHEDULE 14A

Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

UNITED STATES

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To authorize the Board to allot equity securities in the Company under U.K. law

 10

Authority to Allot Equity Securities:

specific procedures for “off-market purchases” of ordinary shares through the NYSE

To approve the forms of share repurchase contracts and repurchase broker-dealers in accordance with U.K. law and

 9

Approval of Share Repurchase Contracts and Counterparties:

Company’s U.K. statutory auditor for the year ending December 31, 2024

To authorize the Board and/or the Audit Committee to determine the remuneration of PwC, in its capacity as the

 8

Approval of U.K. Statutory Auditor Fees:

which accounts are laid

conclusion of the 2024 Annual General Meeting of Shareholders until the next annual general meeting of shareholders at

 7

To reappoint PwC as the Company’s U.K. statutory auditor under the U.K. Companies Act 2006, to hold office from the

Reappointment of PwC as U.K. Statutory Auditor:

registered public accounting firm for the year ending December 31, 2024

To ratify the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s United States (“U.S.”) independent

 6

Ratification of PwC as U.S. Auditor:

directors and the auditor thereon

To receive the Company’s audited U.K. accounts for the year ended December 31, 2023, including the reports of the

 5

Receipt of U.K. Annual Report and Accounts:

Annual General Meeting of Shareholders

Company’s U.K. Annual Report and Accounts, such policy to take effect immediately after the conclusion of the 2024

in the form presented in the Company’s directors’ remuneration report for the year ended December 31, 2023 of the

 4

To approve the Company’s prospective directors’ remuneration policy for the three years ending December 31, 2027,

Prospective Directors’ Remuneration Policy:

December 31, 2023, as reported in the Company’s United Kingdom (“U.K.”) Annual Report and Accounts

To approve, as a non-binding advisory resolution, the Company’s directors’ remuneration report for the year ended

 3

2023 U.K. Directors’ Remuneration Report:

ended December 31, 2023, as reported in the Company’s Proxy Statement

To approve, as a non-binding advisory resolution, the Company’s named executive officer compensation for the year

 2

2023 U.S. Say-on-Pay for Named Executive Officers:

c. Eleazar de Carvalho Filho

f. Margareth Øvrum

i. Sophie Zurquiyah

b. Claire S. Farley

e. John O’Leary

h. John Yearwood

a. Douglas J. Pferdehirt

d. Robert G. Gwin

g. Kay G. Priestly

1 (a)-(i)

Shareholders:

To elect each of our nine director nominees for a term expiring at the Company’s 2025 Annual General Meeting of

Election of Directors:

Ordinary Resolutions

Proposal

Description

the voting instruction form provided by your broker.

Kingdom

meeting. Voting instructions are provided on your proxy card or on

Newcastle upon Tyne, NE6 3PL, United

by telephone or internet, so that you may be represented at the

Hadrian House, Wincomblee Road,

enclosed envelope, or (ii) grant a proxy and give voting instructions

Please ensure you: (i) promptly return the enclosed proxy card in the

4:00 p.m., London time

Your vote is very important.

April 26, 2024 at

United Kingdom, and incorporated in England and Wales with company number 09909709

TechnipFMC plc, a public limited company having its registered office at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL,

Annual General Meeting of Shareholders

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Executive Vice President, Chief Legal Officer and Secretary

Cristina Aalders

On behalf of the Board of Directors,

March 15, 2024

broker.

meeting. Voting instructions are provided on your proxy card or on the voting instruction form provided by your

or (ii) grant a proxy and give voting instructions by telephone or internet, so that you may be represented at the

Your vote is very important. Please ensure you: (i) promptly return the enclosed proxy card in the enclosed envelope

at the 2024 Annual General Meeting of Shareholders.

Meeting of Shareholders. As of the date of the Proxy Statement, TechnipFMC does not know of any other matters to be raised

These items are more fully described in the Proxy Statement attached, which forms a part of this Notice of Annual General

emptive rights under U.K. law

Pursuant to the authority contemplated by the resolution in Proposal 10, to authorize the Board to allot equity securities without pre-

 11

Authority to Allot Equity Securities without Pre-emptive Rights:

Special Resolution

Proposal

Description

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Form 10-K, and U.K. Annual Report and Accounts are available at www.proxyvote.com.

The Notice of Annual General Meeting of Shareholders and Proxy Statement, Annual Report on

THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 26, 2024

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR

NYSE.

result, the Company is governed by the Companies Act, U.S. securities laws and regulations, and the listing standards of the

“Ordinary Shares”) trade on the New York Stock Exchange in the United States (the “NYSE”) under the symbol “FTI.” As a

TechnipFMC is a public limited company incorporated under the laws of England and Wales, and our ordinary shares (the

and is not incorporated into this Proxy Statement.

www.technipfmc.com. Information contained on our website is not to be considered as part of the proxy solicitation material

information required by Section 311A of the U.K. Companies Act 2006 (the “Companies Act”), can be found at

telephone number in our Newcastle office is +44 (0) 191 296 7000. Information regarding the Annual Meeting, including the

Our registered office is located at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom. Our

the same methods.

“Annual Report on Form 10-K”) and our U.K. Annual Report and Accounts are being made available at the same time and by

Our U.S. Annual Report on Form 10-K, including consolidated financial statements, for the year ended December 31, 2023 (our

www.proxyvote.com

1-800-579-1639

sendmaterial@proxyvote.com

Internet

Telephone

Email

copy of this Proxy Statement and the form of proxy by any of the following methods:

were first made available to shareholders on or about March 15, 2024 at www.proxyvote.com. You may also request a printed

The Notice of Internet Availability of Proxy Materials (the “Notice of Materials”) and related Proxy Materials (as defined below)

adjournment or postponement of such meeting (the “Annual Meeting”).

(the “Company,” “TechnipFMC,” “our,” “us,” or “we”) for use at our 2024 Annual General Meeting of Shareholders and at any

This Proxy Statement relates to the solicitation of votes or proxies by the Board of Directors (the “Board”) of TechnipFMC plc

Annual General Meeting of Shareholders

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to place undue reliance on any forward-looking statements,

results to differ materially and adversely from statements, estimates, and beliefs made by us or third-parties. We caution you not

These factors, as well as any inaccuracies in third-party information we use, including in estimates or assumptions, may cause

information. Such information may also change over time as methodologies and data availability and quality continue to evolve.

such third-parties’ data and do not independently verify or audit, or commit to independently verifying or auditing, their

documents. With respect to ESG information that pertains to our third-party vendors, suppliers and partners, we often rely on

not included in our Proxy Materials are, absent express language to the contrary, not incorporated by reference into these

even if we use the word “material” or “materiality” in this document. Additionally, any references to our website or other materials

necessarily material for the purposes of complying with or reporting pursuant to the U.S. federal securities laws and regulations,

sustainability progress, plans, and goals, and the inclusion of such statements is not an indication that these contents are

to evolve. Forward-looking and other statements in the Proxy Materials may also address our corporate responsibility and

may be based on standards for measuring progress that are still developing, and internal controls and processes that continue

on Form 10-K and quarterly reports on Form 10-Q. In addition, historical, current, and forward-looking ESG-related statements

the risk factors discussed in our filings with the U.S. Securities and Exchange Commission (“SEC”), including our annual reports

defined benefit pension plan commitments; and our inability to obtain sufficient bonding capacity for certain contracts, as well as

adverse seasonal, weather, and other climatic conditions and unfavorable currency exchange rates; risk in connection with our

regulations and any unfavorable findings by relevant tax authorities; potential departure of our key managers and employees;

share repurchases as an English public limited company; uninsured claims and litigation against us; tax laws, treaties and

bribery and corruption, taxation, privacy, data protection and data security; the additional restrictions on dividend payouts or

environmental protection, climate change, health and safety, labor and employment, import/export controls, currency exchange,

operate or have operated; our failure to comply with existing and future laws and regulations, including those related to

asset construction projects for vessels and manufacturing facilities; potential liabilities inherent in the industries in which we

pirates and maritime conflicts endangering our maritime employees and assets; any delays and cost overruns of new capital

infrastructure or that of our subcontractors, suppliers or joint venture partners, including as a result of cyberattacks; risks of

deliver our backlog; our reliance on subcontractors, suppliers and our joint venture partners; a failure or breach of our IT

uncertainties related to our investments in New Energy business; the risks caused by fixed-price contracts; our failure to timely

acquisition and divestiture activities; additional costs or risks from increasing scrutiny and expectations regarding ESG matters;

and the restrictions on our operations by terms of the agreements governing our existing indebtedness; the risks caused by our

Company (“DTC”) to act as depository and clearing agency for our shares; the impact of our existing and future indebtedness

regulatory, economic and social conditions of the countries in which we conduct business; the refusal of the Depository Trust

contracts, customers or alliances and unfavorable credit and commercial terms of certain contracts; disruptions in the political,

property related thereto, including new technologies and services for our New Energy business; the cumulative loss of major

ongoing industry consolidation; our inability to develop, implement and protect new technologies and services and intellectual

price of oil and natural gas; competition and unanticipated changes relating to competitive factors in our industry, including

differ materially from those contemplated in the forward-looking statements include unpredictable trends in the demand for and

that future developments affecting us will be those that we anticipate. Known material factors that could cause actual results to

While management believes these forward-looking statements are reasonable as and when made, there can be no assurance

expectations, beliefs and assumptions concerning future developments and business conditions and their potential effect on us.

experience and our present expectations or projections. These forward-looking statements are based on our current

significant or beyond our control) and assumptions that could cause actual results to differ materially from our historical

statements are not forward-looking. All of our forward-looking statements involve risks and uncertainties (some of which are

“outlook” and similar expressions, including the negative thereof. The absence of these words, however, does not mean that the

such as “believe,” “expect,” “anticipate,” “plan,” “intend,” “commit,” “foresee,” “should,” “would,” “could,” “may,” “estimate,”

environmental, social, and governance (“ESG”) plans and goals, made in this document are forward-looking. We use words

statements other than statements of historical or current facts, including statements regarding our environmental and other

as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”). All

The Proxy Materials contain “forward-looking statements” as defined in Section 27A of the United States Securities Act of 1933,

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which may be beyond our control.

requirements, availability of information, changes in our business or applicable governmental policies, or other factors, some of

reducing overall emissions. Similarly, our disclosures based on any standards may change due to revisions in framework

future, considered inconsistent with common or best practices with respect to measuring and accounting for such matters, and

and to reducing emissions and measuring those reductions may be, either currently by some stakeholders or at some point

emissions and GHG emission reductions are evolving, and it is possible that our approaches both to measuring our emissions

standards and expectations regarding greenhouse gas (GHG) accounting and the processes for measuring and counting GHG

controls, and assumptions or third-party information that are still evolving and subject to change. For example, we note that

informed by various ESG standards and frameworks (including standards for the measurement of underlying data), internal

required by law. Additionally, we may provide information that is not necessarily material for SEC reporting purposes but that is

statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent

which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking

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5: Receipt of U.K. Annual Report and Accounts

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4: Prospective Directors’ Remuneration Policy

FOR

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3: 2023 U.K. Directors’ Remuneration Report

FOR

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2: 2023 U.S. Say-on-Pay Proposal for Named Executive Officers

FOR

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Each Director Nominee

1: (a)-(i) Election of Directors

Page 14

FOR

Ordinary Resolutions

Proposal to be Voted Upon

Recommendation

More Information

Board

Where You Can Find

Shareholders.

The full text of each resolution to be voted on at the Annual Meeting is set out in the Notice of Annual General Meeting of

Voting Matters and Board Recommendations

March 4, 2024

entitled “General Information about the Annual Meeting.”

Record Date

how you hold your shares. Please also review “How do I vote?” in the section

instruction form as different voting deadlines may be applicable depending on

Please follow the voting instructions on your proxy card and/or your voting

to be voted on.

more information.

each of the proposals

Information about the Annual Meeting — Who can attend the Annual Meeting?” for

entitled to one vote for

Admission ticket and valid photo identification required. Please see “General

Each Ordinary Share is

Voting

Admission

United Kingdom

4:00 p.m., London time

Newcastle upon Tyne, NE6 3PL,

time, on April 25, 2024

April 26, 2024 at

Hadrian House, Wincomblee Road,

11:59 p.m., New York

Time and Date

Place

Voting Deadline

Annual Meeting Information

our Annual Report on Form 10-K and our U.K. Annual Report and Accounts.

entire Proxy Statement carefully before voting. For further information regarding our 2023 financial performance, please review

information that you should consider regarding each of the proposals to be voted on at the Annual Meeting. Please read the

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all the

Materials”).

Report and Accounts, and the Annual Report on Form 10-K in connection with the Annual Meeting (collectively, the “Proxy

Along with the Notice of Annual General Meeting of Shareholders, we are providing this Proxy Statement, the U.K. Annual

2024 Proxy Summary

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flaring by up to 50% and maximizes oil production

orders

industry’s only real-time monitoring and control system that reduces methane

Experienced increased client adoption of our digital e-Mission™ solution, the

Inbound

National Oil Company

successful execution on our 10-year framework agreement with Abu Dhabi

billion

Continued ramp-up in production at our Saudi Arabia facility, as well as

Technologies

$1.2

Surface

Inbound orders of $1.2 billion primarily supported by international markets

growing installed base and aging infrastructure

Subsea Services revenue grew to more than $1.5 billion for the year, driven by a

three new clients – Equinor, ExxonMobil, and Chevron

Experienced increased adoption of Subsea 2.0® product platform, including

orders

Inbound

strong client relationships, and project selectivity

Subsea orders, reflecting the positive outcomes of our differentiated offerings,

billion

Direct awards, iEPCI™ projects, and Subsea Services exceeded 70% of total

$9.7

successful iFEED™

Subsea

iEPCI™ contract ever for Equinor’s Raia project (formerly BM-C-33), following a

Record year of integrated project awards for our Company, including our largest

both projects and services activity

Inbound orders increased 45% year-over-year to $9.7 billion, driven by growth in

energy transition technologies

(“ESG”) actions, including efforts in fair representation and inclusion and in

which recognized our commitment to Environmental, Social, and Governance

Received the National Ocean Industries Association’s ESG Excellence Award,

to shareholders through at least 2025

Established new commitment to return more than 60% of annual free cash flow

orders

Inbound

Company

$400 million, which increased total authorization to $800 million

annualized basis, and authorized additional share repurchase of up to

Total

billion

Initiated quarterly cash dividend that represented $0.20 per share on an

$11

compared to the prior year

$340.9 million, and free cash flow

of $467.8 million more than doubled when

2

Cash flow from operations of $693.0 million increased year-over-year by

activity

Inbound orders

improved to $11 billion, driven largely by growth in offshore

1

2023 Financial Performance

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United Kingdom).

Report and Accounts, which reports our results using international financial reporting standards (as adopted by the

which reports our results using U.S. generally accepted accounting principles (“GAAP”), and our U.K. Annual

For additional details regarding our 2023 financial performance, please see our Annual Report on Form 10-K,

(2)

Free cash flow is calculated as cash flow from operations less capital expenditures.

Form 10-K.

(1)

Reported financial results for the 12 months ended December 31, 2023 and inbound and backlog as of December 31, 2023 are included in our Annual Report on

carrier to help meet the growing demand for power

is our solution for Long Duration Energy Storage using hydrogen as the energy

Completed and commissioned our Deep Purple Pilot™ project in Norway, which

Ecosystem Replication

Delivered a hydrogen wellhead for Storengy’s Hydrogen Pilot Storage for Large

Initiatives

2

for onshore CO

injection in the Middle East, Netherlands, and Australia

New Energy

Awarded multiple commercial contracts for surface wellheads and tree systems

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Proxy Statement 2024

“Corporate Governance.”

For additional details on the Company’s corporate governance practices, please see the section entitled

Director share ownership requirements

Governance Guidelines with director retirement policy

Code of Business Conduct applicable to directors

needs of the business, coupled with new director orientation and continuing education

Regular review of the mix of experience, qualifications, and skills in the boardroom to meet evolving

Board oversight of risk management structures

evaluation process, reflected by one new director in each of 2019, 2020, 2021, and 2023

Ongoing Board refreshment efforts informed by a comprehensive annual Board and committee self-

Annual shareholder engagement program to solicit feedback on Company practices

Engaged Board with deep expertise, skills, and experience that are closely tied to business strategy

Annual election of directors under majority vote standard

Talent Committee on fair representation and inclusion

certain metrics and reporting on health, safety, and environmental matters, and Compensation and

Board oversight of ESG matters through ESG Committee on broader ESG affairs, Audit Committee on

Governance Best Practices

Regular executive sessions of independent directors

Fully independent Board committees

All directors are independent except the Chair and CEO

Robust Lead Independent Director role

Independent Board Oversight

Board and Governance Best Practices

Governance Highlights

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Election of Directors — Director Nominees.”

Committees: Audit

section entitled “Proposal 1(a)-(i) —

Age: 57

Independent

director nominees are disclosed in the

Sophie Zurquiyah

Detailed biographies for each of our

and Talent, ESG

Committees: Audit (Chair)

Committees: Compensation

Age: 68

Age: 64

Independent

Independent

Kay G. Priestly

John Yearwood

and Talent (Chair)

Committees: Compensation

Committees: ESG

Age: 68

Age: 65

Independent

Independent

John O’Leary

Margareth Øvrum

Committees: ESG (Chair)

Committees: Audit

Age: 66

Age: 60

Independent

Independent

Eleazar de Carvalho Filho

Robert G. Gwin

and Talent

Committees: None

Committees: Compensation

Age: 60

Age: 65

Chair and CEO

Lead Independent Director

Douglas J. Pferdehirt

Claire S. Farley

Our director nominees and their current committee assignments:

Key Board Statistics after Annual Meeting

Director Nominees

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highly skilled executive talent through a competitive compensation program.

Attract, retain, and motivate

to exceed our short-term and long-term goals and objectives through significant at-risk compensation.

Incentivize executives

that create sustainable shareholder value creation.

Align compensation to key business objectives

delivering on our business strategies and shareholders’ interests:

Our executive compensation philosophy is built around three core principles that emphasize pay-for-performance and

client's project economics.

committed to deliver on our vision and our purpose to bring together the scope, know-how, and determination to transform our

believes that our executive compensation program must attract, retain, and motivate exceptionally talented individuals who are

As a leading technology provider to the traditional and new energies industries, the Compensation and Talent Committee

Our Executive Compensation Philosophy

through July 31, 2023

Chief Legal Officer and Secretary from January 1, 2023

President, Subsea

Executive Vice President,

Position Held in 2023:

Position Held in 2023:

Age: 51

Age: 58

Jonathan Landes

Victoria Lazar

Chief Technology Officer

Executive Vice President and

President, Surface Technologies

Position Held in 2023:

Position Held in 2023:

Age: 57

Age: 40

Justin Rounce

Thierry Conti

Chief Financial Officer

Chair and Chief Executive Officer

Executive Vice President and

Position Held in 2023:

Position Held in 2023:

Age: 60

Age: 54

Douglas J. Pferdehirt

Alf Melin

Our named executive officers (“NEOs”) for 2023 are:

Named Executive Officers

Executive Compensation

2024 Proxy Summary

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Proxy Statement 2024

program, please see the section entitled “Executive Compensation Discussion and Analysis.”

Our executive compensation framework is summarized below. For additional details regarding our executive compensation

peers’ TSR, but absolute TSR is negative

when relative total shareholder return (“TSR”) exceeds

Hedging and pledging of Company securities

Cap performance share unit (“PSU”) payout at target

peer groups

Discounting, reloading, or repricing of stock options

Benchmark compensation against relevant industry

consultant

Excessive perquisites, benefits, or pension payments

Engage an independent, external compensation

directors

Tax gross-ups on any severance payments

Require robust share ownership by executives and

a financial restatement, malfeasance, or fraud

awarded incentive based compensation resulting from

Uncapped incentives

Maintain a clawback policy in the event of erroneously

performance-based, “at-risk” compensation

Guaranteed bonuses

Ensure the majority of NEO compensation is

measures with our strategy and shareholder interests

Single-trigger vesting upon a change-in-control

Pay for performance by aligning performance

What We Do:

What We Don’t Do:

2024 Proxy Summary

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measured on our Scorecard, nor to actions and monitoring required by law.

While the Scorecard measures specific achievements in ESG initiatives, our activities are neither limited to those that are

Our ESG Scorecard

Scorecard are set forth below.

A snapshot of our ESG achievements reflected in the 2021–2023 Scorecard and ESG ambitions reflected in the 2024–2026

account for the progress we achieved in our 2021–2023 Scorecard and various stakeholder interests.

change and holds us accountable for delivering on our commitments. We have adopted new, measurable ESG goals that

We will maintain the same Scorecard approach for the period 2024–2026, as we believe this approach drives meaningful

ESG goals relevant to our business in relation to the planet, people, and communities in which we operate.

verifiable metrics designed to drive long-term behavior. This Scorecard measured our progress toward specific, measurable

In 2020, we established an ESG scorecard with extensive goals (the “Scorecard”) measured over 2021-2023, with clear,

accountable.

with our long-term value creation. Beginning in 2017, we have realized these ambitions through measures that seek to hold us

as responsible corporate citizens and drive our ambitions to be more sustainable as we deliver on our strategic goals consistent

our Core Values and Foundational Beliefs. The actions we take in furtherance of our ESG objectives support our intention to act

Our Environmental, Social, and Governance (“ESG”) decisions are founded on the principles that guide our Company, including

and Governance

Environmental, Social,

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(2)

Metric shows against target and is annual

(1)

Metric shows against target and is cumulative

Results of our 2021-2023 Scorecard

Environmental, Social, and Governance

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Discussion and Analysis” below.

metrics are tied to our executive compensation program, please see the section entitled “Executive Compensation

“Environmental, Social, and Governance” in our U.K. Annual Report and Accounts. For information on how ESG

For more detail on how each metric is measured and our 2021-2023 results, please see the section entitled

The 2024-2026 Scorecard

Environmental, Social, and Governance

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Proxy Statement 2024

matters that align with their areas of responsibility as detailed in each committee’s charter.

In addition to oversight by the ESG Committee, the Audit and Compensation and Talent Committees also oversee certain ESG

  Reviewing the Company’s engagement with stakeholders and public disclosures with respect to ESG matters.

Company’s ESG performance; and

  Reviewing and monitoring the development and implementation of targets, standards, metrics, or methodologies to track the

  Environmental stewardship, responsible investment, corporate citizenship, human rights, and ESG risk management;

matters. These areas of oversight include:

Governance Committee (“ESG Committee”), which, as set forth in its charter, has principal responsibility for overseeing ESG

All Board members participate in oversight of ESG matters. Oversight is concentrated in the Environmental, Social, and

Board Oversight

and Governance Matters

Governance of Environmental, Social,

Environmental, Social, and Governance

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U.K. Annual Report and Accounts.

For more information on our ESG governance, please see the section entitled “Environmental, Social, and Governance” in our

matter experts in each of the ESG pillars that coordinate activity across the Company that underpins our ESG strategy.

communication on ESG topics. The ESG Steering Committee regularly receives updates and provides guidance to subject

implementation of targets, standards, and metrics, or methodologies to achieve our ESG goals; and publication of our external

Steering Committee sets the direction and long-term strategy to achieve our ESG-related plans; the development and

responsibility, sustainability, climate-related risks and opportunities, and actions aimed to further such initiatives. The ESG

aspects of the ESG program. The ESG Steering Committee is responsible for the specific Company initiatives toward corporate

Steering Committee, which meets bimonthly, is composed of members of the ELT who are directly responsible for various

TechnipFMC’s Executive Leadership Team (“ELT”) sets the overall direction and approach toward our ESG efforts. The ESG

Management Oversight

Environmental, Social, and Governance

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Proxy Statement 2024

Our director nominees demonstrate a broad range of skills, experience, perspective, and diversity.

Board highlights

for each of our director nominees are included in the section entitled “Director Nominees” below.

Meeting. The matrix below indicates each director nominee’s key qualifications and pertinent information. Detailed biographies

Upon the recommendation of the ESG Committee, the Board nominated the candidates below for election at the Annual

What am I voting on?

Election of Directors

Proposal 1 —

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(1)

All members of the Audit Committee are “audit committee financial experts” as defined by the applicable rules of the SEC.

Male)

M

F

M

M

M

F

F

M

F

Gender Diversity (Female or

Board Tenure (Years)

7

7

7

1

7

3

7

4

3

Age (Years)

60

65

66

60

68

65

68

64

57

Demographic Background

ESG

Chair

•

•

Compensation and Talent

•

Chair

•

•

•

Audit

1

Chair

Committee Membership

Boards

0

2

3

1

0

3

1

2

1

Other Public Company

Independent Director

•

•

•

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Environmental

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Cybersecurity

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Expertise

Finance/Accounting

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Technologies

Sustainability/Emerging

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Compensation

Executive

Governance/Legal

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Risk Management

Strategy, M&A, and

Diversity

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Experience/Geographic

International

Oil & Gas Industry

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Experience

Executive/Board

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Perspective

Public Company

Attributes

Filho

Pferdehirt

Farley

Gwin

O'Leary

Øvrum

Priestly

Yearwood

Zurquiyah

Skills, Experience, and

Carvalho

Skills, Experience, and Attributes

Proposal 1 — Election of Directors

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Proxy Statement 2024

(1)

Mr. Pferdehirt previously served on the board of directors of FMC Technologies, Inc. before it merged with Technip S.A. in 2017.

Formerly Held in Past Five Years: None

Current: None

Other Public Company Directorships

its oversight role

Valuable link between the Company’s management and the Board that aids the Board in performing

where the Company has a significant presence

Thorough understanding of the different cultural, political, and regulatory requirements in countries

None

Committees:

Commitment to our ESG responsibilities

2016

1

Financial, risk management, strategy, and M&A expertise

Since:

Legacy Director

Extensive energy industry experience and client relationships

2017

Deep knowledge of the Company’s strategy, markets, technology, and operations

Director Since:

and FMC Technologies

60

Strong executive leadership skills, including experience as Chief Executive Officer of TechnipFMC

Age:

Chair and CEO

Key Skills and Qualifications

Pferdehirt

succession of executive leadership positions.

Douglas J.

Prior to joining FMC Technologies in 2012, he spent 26 years at Schlumberger Limited in a

and Chief Operating Officer from 2012 to 2016.

He was previously President and Chief Executive Officer of FMC Technologies from 2016 to 2017

and as our Chair since May 1, 2019.

Mr. Pferdehirt has served as our CEO since the merger of FMC Technologies, Inc. and Technip S.A.

Career Highlights

the best interests of the Company’s shareholders.

perspective, and the diversity necessary and appropriate to effectively oversee the Company’s strategic direction and represent

contributions to our Board. The Board and its ESG Committee believe each of the director nominees brings skills, experience,

Our Board is composed of a diverse group of leaders in their respective fields, each qualified to make unique and substantial

Director Nominees

retirement, resignation, or removal in accordance with our Articles of Association (the “Articles”).

Annual Meeting or until the earliest to occur of (i) his or her successor is elected and qualified, or (ii) his or her earlier death,

Board, if elected. Each director nominee elected at the Annual Meeting will serve for a one-year term expiring at the 2025

Each of the director nominees has consented to serving as a nominee, being named in this Proxy Statement, and serving on the

Proposal 1 — Election of Directors

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(1)

Ms. Farley previously served on the board of directors of FMC Technologies, Inc. before it merged with Technip S.A. in 2017.

Formerly Held in Past Five Years: Anadarko Petroleum Corporation

Current: LyondellBasell Industries N.V. and Crescent Energy

Other Public Company Directorships

Experience as a board member of public and private companies with international operations

Financial, strategy, and M&A expertise

Oil and gas exploration and production experience

organizations

and Talent

Executive management experience, including as chief executive officer of several major

Compensation

Committees:

Key Skills and Qualifications

2009

1

1999 to January 2001 and Trade-Ranger Inc. from January 2001 to May 2002.

Since:

Ms. Farley also served as Chief Executive Officer of Intelligent Diagnostics Corporation from October

Legacy Director

North American Production, and Chief Executive Officer of Hydro-Texaco, Inc.

2017

from 1981 to 1999, including President of Worldwide Exploration and New Ventures, President of

Director Since:

Ms. Farley has extensive oil and gas exploration expertise, holding several positions within Texaco

65

Age:

became the Oil and Gas Investment Banking Group of Jefferies & Company.

transaction advisory firm, from September 2002 until February 2005, when Randall and Dewey

Director

Prior to that, Ms. Farley served as Chief Executive Officer of Randall & Dewey, an oil and gas asset

Independent

Lead

February 2005 to July 2008.

Farley

global oil and gas industry advisor, and was Co-President of Jefferies Randall & Dewey from

Prior to founding RPM Energy, Ms. Farley was an Advisory Director at Jefferies Randall & Dewey, a

Claire S.

privately owned oil and gas exploration and development company, which partnered with KKR.

She began her affiliation with KKR in September 2010 as a co-founder of RPM Energy, LLC, a

the Energy business from 2016 to 2021.

retirement in 2016, and subsequently served as Senior Advisor from 2016 to 2022 and Vice Chair of

Ms. Farley was a partner at KKR Management, LLC, a global investment firm from 2013 until her

Career Highlights

Proposal 1 — Election of Directors

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Proxy Statement 2024

(1)

Mr. Carvalho Filho previously served on the board of directors of FMC Technologies, Inc. before it merged with Technip S.A. in 2017.

Companhia Brasileira de Distribuicão

Formerly Held in Past Five Years: Brookfield Renewable Partners L.P. and Cnova N.V., an affiliate of

(Grupo Pão de Açúcar)

Current: Brookfield Renewable Corporation, Oi S.A., and Companhia Brasileira de Distribuicão

Other Public Company Directorships

Experience in Brazil, one of TechnipFMC’s principal markets

and experience

Contribution to the Board in a way that enhances perspective through diversity in geographic origin

Experience as a board member of public and private companies with international operations

International investment experience

ESG (Chair)

Committees:

Commitment to our quality, health, safety, environmental, and social responsibility

2010

1

Financial, strategy, risk management, and M&A expertise

Since:

Legacy Director

partner of international investment organizations

2017

Executive management experience, including as chief executive officer and founding/ managing

Director Since:

Key Skills and Qualifications

66

Age:

management companies.

Gestora de Recursos Ltda., established in 2010, which are independent advisory and asset

Independent

He was a Founding Partner of Iposeira Capital Ltda., established in 2003, as well as STK Capital

Filho

Carvalho

from 2006 to 2011.

Mr. Carvalho Filho was a consultant for BHP Billiton Metais SA, a global natural resources company,

Eleazar de

Brazilian investment bank, from April 2008 to March 2009.

He served as Chief Executive Officer and Managing Partner of Unibanco Investment Bank, a

Ltda. since August 2012, both of which are financial advisory and consulting firms.

since May 2009 and is also a Founding Partner of Sinfonia Consultoria Financeira e Participações

Mr. Carvalho Filho has been a Founding Partner of Virtus BR Partners Assessoria Corporativa Ltda.

Career Highlights

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LP, and Western Gas Partners, LP, and its general partner, Western Gas Equity Partners, LP

Formerly Held in the Past Five Years: Pembina Pipeline Corporation, Enable Midstream Partners,

Current: Crescent Energy Company

Other Public Company Directorships

Experience as a board member of public and private companies with international operations

Audit

Financial, risk management, and M&A expertise

Committees:

Strategy and operational expertise, including sustainability and technology experience

2023

Director Since:

company with international operations

Significant management and operational experience as an executive of a major oil and gas

60

Age:

Key Skills and Qualifications

Independent

G. Gwin

2019.

Western Gas Equity Partners, LP from 2009 to 2018, and as a director of both entities from 2007 to

Robert

as well as chairman of the boards of both Western Gas Partners, LP and its general partner

Mr. Gwin served as founding President and CEO of Western Gas Partners, LP from 2007 to 2010,

Executive Vice President, Finance and Chief Financial Officer of Anadarko from 2009 to 2018.

the company was purchased by Occidental Petroleum Corporation, and previously served as

independent oil and natural gas exploration and production companies, until August of 2019 when

Robert G. Gwin was President of Anadarko Petroleum Corporation, one of the world’s largest

Career Highlights

Proposal 1 — Election of Directors

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20  TechnipFMC

Proxy Statement 2024

(1)

Mr. O’Leary previously served on the board of directors of Technip S.A. before it merged with FMC Technologies, Inc. in 2017.

Formerly Held in the Past Five Years: None

Current: None

Other Public Company Directorships

International experience in countries where the Company has a significant presence

(Chair)

Experience as a board member of public and private companies with international operations

and Talent

Compensation

Strategy, risk management, and M&A expertise

Committees:

companies

2007

1

Significant industry and leadership experience gained as an executive in international oil and gas

Since:

Legacy Director

Key Skills and Qualifications

2017

as a drilling engineer in 1980.

Director Since:

He began his career as a trader in the Irish National Petroleum Corporation before joining Total S.A.

68

Age:

to that, served as Development and Partnerships Manager from 1985 to 1989.

He previously served as Vice Chair for Marketing for Forasol-Foramer from 1990 to 1998, and, prior

Independent

O’Leary

company, Forasol-Foramer N.V.

International, Inc., a company specializing in onshore and offshore drilling, which acquired his former

John

From 1997 to 2004, Mr. O’Leary served in various roles, most recently as President, for Pride

exploration and production sector.

From 2004 to 2006, he was a partner in Pareto Offshore ASA, a Norwegian consulting firm in the

specializing in business development in the oil and gas industry, since January 2007.

Mr. O’Leary has served as Chief Executive Officer of Strand Energy, a Dubai-based company

Career Highlights

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Proxy Statement 2024

TechnipFMC  21

Formerly Held in the Past Five Years: Alfa Laval AB

Current: FMC Corporation, Harbour Energy plc, and Transocean Ltd.

Other Public Company Directorships

and experience

Contribution to the Board in a way that enhances perspective through diversity in geographic origin,

operations

Extensive experience working in Norway and Brazil, countries in which the Company has significant

Experience as a board member of public and private companies with international operations

Strategy and operational expertise, including sustainability and technology experience

gas company with international operations

Significant management, technology, and operational experience as an executive of a major oil and

Key Skills and Qualifications

female and the youngest platform manager of the company’s Gulfaks field in the North Sea.

ESG

Ms. Øvrum began her career at Equinor in 1982 in Strategic Analysis, and in 1993, became the first

Committees:

2020

and Strategic Analysis, Production and Maintenance, from 1982 to 1987.

Director Since:

Technology from 1989 to 1991; Section Head, Maintenance and Activity Planning from 1988 to 1989;

Production and Maintenance Superintendent from 1991 to 1993; Department Head, Operations

65

Operations, Veslefrikk, from 1996 to 1999; Offshore Installation Manager from 1993 to 1996;

Age:

Operations Support, Exploration and Production, Norway from 2000 to 2003; Senior Vice President,

She has also held numerous management and operations positions, including Senior Vice President,

Independent

Øvrum

President of Health, Safety, and the Environment, during 2004.

Executive Vice President of Technology and Projects, from 2004 to 2007; and Executive Vice

Margareth

Executive Vice President of Technology and New Energy for Statoil Hydro, from 2007 to 2011;

from 2018 to 2020; Executive Vice President of Technology, Projects, and Drilling from 2011 to 2018;

Ms. Øvrum held a succession of leadership positions at Equinor, including President, Equinor Brazil,

Production Brazil, until her retirement in December 2020.

company, where she served as Executive Vice President of Equinor ASA, Development and

Ms. Øvrum has more than 39 years of experience at Equinor (formerly Statoil), a Norwegian energy

Career Highlights

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Proxy Statement 2024

(1)

Ms. Priestly previously served on the board of directors of FMC Technologies, Inc. before it merged with Technip S.A. in 2017.

Formerly Held in Past Five Years: Stericycle, Inc.

Current: SSR Mining Inc.

Other Public Company Directorships

presence

extensive energy and mining experience, including in countries where the Company has a significant

Thorough understanding of different cultural, political, and regulatory requirements through her

Experience in a variety of industries that provides diversity of perspective

Extensive consulting experience

Financial, strategy, risk management, and M&A expertise

organizations with international operations

Executive management experience as a chief executive officer and senior officer of major

Audit (Chair)

Key Skills and Qualifications

Committees:

2015

across many industries, including energy, mining, manufacturing, and services.

1

24 years with Arthur Andersen, she provided tax, consulting, and M&A services to global companies

Since:

including serving on the global executive team as Global Managing Partner – People. During her

Legacy Director

progressed from staff accountant to partner, holding various management and leadership positions,

Ms. Priestly began her career with global professional services firm Arthur Andersen, where she

2017

Director Since:

distribution operations, from 2004 to 2006.

68

Corporation, an integrated energy company engaged primarily in electric power production and retail

Age:

Ms. Priestly served as Vice President, Risk Management, and General Auditor for Entergy

Independent

Kennecott Utah Copper operations.

Priestly

From 2006 to 2008, she was Vice President, Finance, and Chief Financial Officer of Rio Tinto’s

Kay G.

her appointment as Chief Executive Officer of Turquoise Hill Resources in 2012.

Group – Rio Tinto plc and Rio Tinto Limited), a global metal and mining corporation, from 2008 until

She previously served as Chief Financial Officer of Rio Tinto Copper (a division of the Rio Tinto

her retirement in December 2014.

mining company focused on copper, gold, and coal in the Asia Pacific region, from May 2012 until

Ms. Priestly served as Chief Executive Officer of Turquoise Hill Resources Ltd., an international

Career Highlights

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Ltd., which merged with Vast Renewables Limited

Formerly Held in Past Five Years: Nabors Energy Transition Corp, an affiliate of Nabors Industries

Current: Nabors Industries Ltd. and Vast Renewables Limited

Other Public Company Directorships

Diversity in geographic origin that enhances the Board’s perspective

International experience in countries where the Company has a significant presence

Oil and gas exploration and production experience

Technology, strategy, governance, and M&A expertise

and Talent, ESG

Experience as a board member of public and private companies with international operations

Compensation

Committees:

international operations

Significant executive management experience as an executive of a major oil and gas company with

2019

Director Since:

Key Skills and Qualifications

64

Age:

Limited and Dowell Schlumberger, a joint venture with Dow Chemical.

He began his career serving in numerous management and technical positions for Schlumberger

Independent

Yearwood

2000 to 2004; and Vice President, Marketing from 1999 to 2000.

Oilfield Services from 2004 to 2006; Vice President, Finance, WesternGeco and OFS Controller from

John

succession of executive leadership positions, including President of North and South America

Prior to joining Smith International, Inc., he spent more than 26 years at Schlumberger Limited in a

company merged with Schlumberger Limited.

manufacturing of products used by the drilling industry from 2009 until August 2010, when the

International, Inc., a Houston-based company specializing in the provision of services and the

Mr. Yearwood served as President, Chief Executive Officer, and Chief Operating Officer of Smith

Career Highlights

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Proxy Statement 2024

Formerly Held in Past Five Years: Safran S.A.

Current: CGG S.A.

Other Public Company Directorships

and experience

Contribution to the Board in a way that enhances perspective through diversity in geographic origin

Audit

Experience as a board member of public companies with international operations

Committees:

Financial, technology, sustainability, and oil and gas drilling expertise

2021

Director Since:

Executive management experience, including as Chief Executive Officer of CGG

57

Age:

Key Skills and Qualifications

Independent

Schlumberger Limited’s Chief Information Officer from January 2007 to April 2009.

Zurquiyah

President, Data and Consulting Services, from May 2009 to July 2012. Prior to this, she was

Limited’s Vice President of Technology Sustaining from August 2012 to January 2013, as well as its

Sophie

and held successively senior positions before joining CGG in 2013. She served as Schlumberger

Ms. Zurquiyah joined Schlumberger Limited in 1991 as an interpretation engineer and geophysicist

Reservoir segment.

CGG, including as Senior Executive Vice President in charge of the Geology, Geophysics, and

technology leader, since April 2018. Ms. Zurquiyah has held a succession of leadership positions at

Ms. Zurquiyah has been Chief Executive Officer of CGG S.A. (“CGG”), a global geoscience

Career Highlights

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provide general information about our Board and its committees; a review

directors, which includes written materials and meetings with our executive officers. The orientation program is designed to

  New Director Orientation and Continuing Education. An orientation program has been developed for new non-executive

recommendations for improvements in the overall performance.

Board and committees, under the auspices of the ESG Committee, review the results of the evaluations, as well as

assessment of the diversity of talents, expertise, and occupational and personal backgrounds of the Board members. The

conducts a separate evaluation of its own performance and the adequacy of its charter. These evaluations include an

its committees are functioning effectively. Additionally, each of the Audit, Compensation and Talent, and ESG Committees

  Board and Committee Evaluations. Each year, our directors complete a self-evaluation to determine whether the Board and

(e)

Ability to commit the time required for service on our Board.

(d)

Cultural perspective and diversity of thought; and

(c)

Leadership skills;

technology, cybersecurity, or environmental, social, and governance;

(b)

Professional and academic experience relevant to our industry and operations, including matters related to

accounting and/or compensation practices;

(a)

Experience in corporate management, as a board member of another publicly held company, and in finance and

considers a candidate’s:

perspectives and the deep knowledge and experience of our more tenured directors. As such, our ESG Committee often

in determining whether a candidate is qualified to serve on our Board and helps achieve a balance between fresh

pertinent to our Company but also bring diversity of thought and experience. Our ESG Committee considers multiple factors

  Composition of the Board. Our Board seeks to attract professionals who are not only qualified under the governance rules

Key Elements and Practices

benchmark the standards under which it operates.

standards of the NYSE, and the regulations of the SEC, as well as best practices recognized by governance authorities, to

reviews these governance practices, the laws of England and Wales under which we are incorporated, the rules and listing

responsibilities in a manner that is independent of management and aligned with the interests of our shareholders. The Board

function of the Board and its committees. The Governance Guidelines establish a framework to guide the Board in its oversight

Our Corporate Governance Guidelines (“Governance Guidelines”) contain general principles and practices regarding the

Governance Guidelines and Key Board Practices

and the availability of financial and management resources and the implementation of control systems to carry out that strategy.

continuity of leadership; the implementation, understanding, and pursuit of a sound strategy for the success of our Company;

knowledge or experience. In carrying out its responsibilities to our shareholders, the fundamental role of the Board is to ensure

The Board provides accountability, objectivity, perspective, judgment, and, in some cases, specific industry or technical

Beliefs, Code of Business Conduct, and all applicable legal requirements.

Company to maximize shareholder value in a manner consistent with our vision statement, purpose, Core Values, Foundational

The Board believes that the purpose of corporate governance is to facilitate effective oversight and management of the

Corporate Governance

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Proxy Statement 2024

Summary – 2023-2024 Shareholder Engagement Program” above.

For more information on our actions that were informed by shareholder feedback, please see the section entitled “Proxy

29% of our Ordinary Shares outstanding.

of our Ordinary Shares outstanding. We ultimately met with proxy advisory firms and shareholders representing approximately

For our 2023-2024 engagement, we contacted proxy advisory firms and our top shareholders representing approximately 56%

interests

with shareholder

framework

actions taken to align

philosophy and

framework

Governance topics

business, strategy, and

compensation

and governance

Social, and

Overview of our

Review of our

Board composition

Environmental,

What we discussed

shares

of our outstanding

29%

meeting upon the request of a shareholder.

shareholder value. The Chair of the Compensation and Talent Committee participated in one

appropriately compensating our executives for performance, while increasing long-term

representing

the link between pay and performance, retaining and motivating our executives, and

Met with shareholders

our shareholders’ feedback and suggestions in maintaining the balance between strengthening

structure and diversity, general Board practices, and our sustainability efforts. We also welcomed

outstanding shares

shareholder engagement sessions. During these sessions, we discussed our Board leadership

of our

meet with shareholders and proxy advisory firms each year as part of our regular, annual

56%

In addition to direct engagement with portfolio management teams, we continued our practice to

important to our Board’s corporate governance commitment.

representing

continued this practice in 2023. Our relationships and ongoing dialogue with our shareholders are

Contacted shareholders

The Company regularly seeks feedback through engagement with shareholders, and we

Shareholder Engagement

own Ordinary Shares with a value equal to or exceeding five times the Company’s annual cash retainer paid to directors.

  Director Share Ownership Requirements. Within five years following initial election to the Board, directors are required to

the Company and its shareholders.

on a case-by-case basis on the recommendation of the ESG Committee if it deems a waiver to be in the best interests of

meeting of shareholders of the Company the year following such director’s 72nd birthday. Our Board may waive this policy

72nd birthday, and a non-executive director whose birth date occurs on or after July 1 must retire at the annual general

prior to July 1 must retire at the annual general meeting of shareholders of the Company during the year of such director’s

  Retirement Policy. As further described in our Governance Guidelines, a non-executive director whose birth date occurs

connection with such education programs.

Board encourages directors to participate in ongoing education, and reimburses directors for expenses incurred in

challenges. The Board believes that ongoing education is important for maintaining an effective Board. Accordingly, our

of director duties and responsibilities; and comprehensive information about our industry, operations, strategies, and

Corporate Governance

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annual performance.

Committee and during executive sessions of the full Board to promote a comprehensive analysis and evaluation of our CEO’s

directors. The CEO’s annual performance objectives are reported and evaluated by both the Compensation and Talent

Our fully independent Compensation and Talent Committee approves our CEO’s compensation, after consulting all independent

the Board, and presides over executive sessions of the Board.

Board again appointed Ms. Farley to continue to serve as Lead Independent Director, and she has the ability to call meetings of

independent directors serve on our Audit Committee, Compensation and Talent Committee, and ESG Committee. In 2023, the

Board, each of whom is an independent director, and ensures that the Board functions independently. Moreover, only

This leadership structure is balanced by the oversight of the Lead Independent Director and the remaining members of our

its shareholders.

to chair regular Board meetings as the Board discusses key business and strategic issues for the benefit of the Company and

The CEO is the individual with primary responsibility for managing the Company’s day-to-day operations and is best positioned

program, when required

• Participating in the Company’s shareholder engagement

interests of directors

• Monitoring and reporting to the Board any conflicts of

both within and outside the Company.

leads to a more decisive and effective leadership,

and the Chair and CEO

Our Board believes that a combined Chair and CEO

• Acting as the liaison between the independent directors

directors

• Presiding over executive sessions of the independent

• High-level government and client engagement

• Calling meetings of the Board, as necessary

• Leading the Board

and CEO is not present

• Presiding over all meetings of the Board at which the Chair

• Managing all executives of the Company

Board-related matters

Company with analysts, investors, media, and clients

• Regularly meeting with the Chair and CEO to discuss

• Serving as the principal external spokesperson for the

• Approving Board meeting schedules and agendas

• All strategic and operational aspects of the Company

Key Responsibilities

Key Responsibilities

Lead Independent Director

Chair of the Board and CEO

Claire S. Farley

Douglas J. Pferdehirt

 Independent Leadership

 Executive and Board Leadership

Each of the Chair’s and Lead Independent Director’s specific responsibilities are listed below:

CEO is in the best interest of shareholders.

the evolving needs of the Company. The Board believes that a strong Lead Independent Director and a combined Chair and

The Board believes that our shareholders are best served by a Board that has the flexibility to adjust our leadership structure to

Leadership Structure of the Board

Corporate Governance

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Proxy Statement 2024

  Ability to commit the time required for service on our Board.

  Cultural perspective and diversity of thought; and

  Leadership skills;

  Professional and academic experience relevant to our industry;

and/or compensation practices;

  Experience in corporate management, as a board member of another publicly held company, and in finance and accounting

whether a candidate is qualified to serve on our Board, including the candidate’s:

In addition, the Governance Guidelines provide that the ESG Committee may consider additional factors when determining

  The ability to make mature business judgments.

  Strong ethics and values; and

  A high level of personal and professional integrity;

qualified and eligible to serve under applicable law, the Articles, and the NYSE rules, and should have:

Our Governance Guidelines state that candidates for our Board, in order to be nominated by our ESG Committee, must be

Criteria for Board Membership in Governance Guidelines

directors and those of longer-serving directors with institutional insights.

also assesses director age, tenure, and Board continuity and strives to achieve a balance between the perspectives of new

and audit, corporate governance, cybersecurity, and other areas important to the Company’s strategy and oversight. Our Board

industry, strategic planning and business development, business operations, sustainability and emerging technologies, finance

perspectives and leadership expertise in areas critical to the Company. These include expertise in the energy and engineering

Our Board seeks directors whose complementary and diverse knowledge, experience, and skills provide a broad range of

for Board Membership

Board Composition and Criteria

Company performance to confirm that its structure maintains its effectiveness.

shareholders. In doing so, the Board considers shareholder feedback, its evaluation results, peer company practices, and

The Board regularly evaluates its leadership structure to ensure appropriate, strong, and independent oversight for our

management, are conducive to Board effectiveness with a combined Chair and CEO position.

knowledge of the Board, as well as the Board’s culture of open communication and transparency with the CEO and senior

Finally, the Board believes that the Company’s Governance Guidelines, and the quality, stature, and substantive business

Corporate Governance

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directorships of our directors to assess the potential impact of these changes on the Board’s effectiveness.

regularly considers any changes in the professional status, independence, external commitments, and other public company

In addition to evaluating directors’ skills and experience that tie directly to our business strategy, the ESG Committee also

respectively, as part of our ongoing Board refreshment focus.

and appointing new Board members in 2019, 2020, 2021, and 2023: Mr. Yearwood, Mses. Øvrum and Zurquiyah, and Mr. Gwin,

assess the capabilities of potential new director candidates. In recent years, this process resulted in the Company identifying

The ESG Committee conducts a search, which may include assistance from an independent search firm, to identify, screen, and

  Acquisition, divestment, and investment portfolio management.

  Environmental; and

  Cybersecurity;

  Finance and audit;

  External public company board service;

  Sustainability and emerging technologies;

  Cultural and gender diversity;

  Strategy and risk management;

  Corporate governance and legal;

  Industry experience;

  Executive leadership;

our business, such as the following:

nomination of directors. Our current directors possess a diversity of such skills, experience, and expertise that are relevant to

backgrounds, experience, skills, geography, and perspectives, including gender and cultural diversity, in the recruitment and

our Board to execute our strategic goals successfully and efficiently. As such, the Board actively considers diversity of

execution of that strategy. One of the key goals of our Board composition is to ensure we have the right skills and experience on

backgrounds, experience, skills, diversity, and qualifications to effectively oversee our Company’s strategy and our executives’

The ESG Committee regularly evaluates the composition of our Board and considers whether the Board has the right set of

Board Composition, Refreshment, and Succession Planning

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levels.

Each year, the Board reviews its effectiveness through a comprehensive self-evaluation process at the Board and committee

The Board believes that a rigorous evaluation process is an essential component of strong corporate governance practices.

Board and Committee Evaluations

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section entitled “Criteria for Board Membership in Governance Guidelines” above for more information.

evaluates nominees recommended by shareholders in the same manner in which it evaluates other nominees. Please see the

Corporate Secretary. All recommendations from shareholders will be reviewed by the ESG Committee. The ESG Committee

Committee by writing to us at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention:

Shareholders may submit recommendations for future candidates for election to the Board for consideration by the ESG

Shareholder Recommendations for Future Candidates

expertise and ability to dedicate sufficient time to carry out Board duties effectively and diligently.

effectively. Our ESG Committee and our Board believe that each of our directors will continue to demonstrate her or his

expectations of his or her other board duties to ensure that he or she can continue to serve the Company and its shareholders

of the other companies on which they serve. The ESG Committee also discusses with each director the time commitments and

In assessing our directors’ ability to devote the required time to his or her Board duties, the ESG Committee reviews the nature

other public companies.

determined by our Board, no member of the Audit Committee may serve as a member of the audit committee of more than two

A majority of our directors serve on no more than two other public company boards of directors. In addition, unless otherwise

responsibilities required of directors.

possess and demonstrate a willingness to devote the required time and attention to Board duties and to otherwise fulfill the

In conjunction with our Board and committee evaluations, our ESG Committee is responsible for ensuring that our directors

Board Commitments

Corporate Governance

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“About us > ESG.”

of the committee, which is reviewed annually, and may be viewed on our website at www.technipfmc.com under the heading

and sustainability. Each of these committees operates pursuant to a written charter setting out the functions and responsibilities

cybersecurity, people, technology, investment, legal/compliance, political/legislative/ regulatory, corporate social responsibility,

The Board receives regular updates from its committees on individual categories of risk, including strategy, financial/operations,

an “audit committee financial expert,” as defined by SEC rules.

under the NYSE’s listing standards and SEC rules, as applicable. Additionally, each member of our Audit Committee qualifies as

collectively includes all members of our Board other than our Chair and CEO, meets the independence standards as defined

the ESG Committee. Each member of our Audit Committee, Compensation and Talent Committee, and ESG Committee, which

and an ESG Committee, each of which comprises a minimum of three directors selected by the Board upon recommendation of

provide requisite oversight and guidance. Our Board maintains an Audit Committee, a Compensation and Talent Committee,

The Board continually reviews the scope of responsibilities of its committees to ensure that each functions appropriately to

Committees of the Board of Directors

our U.K. Annual Report and Accounts.

by the entire Board. For more information on our HSE activities, please see the section entitled “Health, Safety, and Security” in

areas for our Company, and therefore, the Board of Directors has determined that the responsibility for this area is shouldered

HSE risks and mitigating actions are reported to the Board of Directors for consideration and advice. HSE is one of the core risk

  Insurance

foreign exchange

  Other risks, such as taxes and

  Cybersecurity

  Company’s compliance program

  Contract management

  Fair representation and inclusion

change)

  Liquidity

governance (including climate

  Procedures for management succession

controls

  Environmental, social, and

administration of equity plans)

  Financial reporting and internal

  Crisis management preparedness

(including employee benefit plans and

disclosures

  Compensation policies and practices

  Director succession

related to financial statements and

to compensation and benefits

related to corporate governance

  Legal and regulatory compliance

  Legal and regulatory compliance related

  Legal and regulatory compliance

Audit Committee

Compensation and Talent Committee

ESG Committee

Board committees with oversight of certain risks within their own areas of responsibility, as indicated in the table below.

In addition, while the Board has ultimate responsibility for overall risk management oversight, it has designated each of its three

strategies and plans implemented or proposed for each key risk.

periodic reports from senior management that identify and assess significant enterprise-related risks and address mitigation

and likelihood of the various risks to which the Company is or may be subject. In addition, our Board and its committees receive

management, led by our Chair and CEO, undertakes a process that identifies, categorizes, and analyzes the relative severity

and their potential impact on the Company, as well as steps to mitigate those risks. As part of the ERM framework, our senior

Company has an Enterprise Risk Management (“ERM”) process and framework to identify and evaluate varying levels of risk

whole and through its various committees, has responsibility for the oversight of risk management for the Company. The

Executive management is responsible for the day-to-day management of the risks the Company faces, while our Board, as a

Enterprise Risk Management

Corporate Governance

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  Reviewing certain Company metrics on health, safety, and environmental matters

financial-related allegations reported through the Company’s allegation hotline

  Reviewing the effectiveness of processes for reviewing and escalating

countermeasures being undertaken or considered by the Company

cyber readiness, adversary assessment, risk profile status, and any

  Considering risks relating to cybersecurity and receiving regular reports on the Company’s

function

  Reviewing the effectiveness and performance of the Company’s internal audit

of such independent auditor

reviewing the qualifications, independence, performance, and remuneration

  Selecting, subject to shareholder approval, the Company’s independent auditor, and

disclosures

consolidated financial statements and financial

well as legal and regulatory requirements to the extent such compliance relates to the

  Monitoring the Company’s compliance with its internal accounting and control policies, as

controls with management and the independent auditor

  Reviewing the Company’s consolidated financial statements and internal

  Monitoring the Company’s financial reporting process

Sophie Zurquiyah

Robert G. Gwin

oversight of the Company’s independent registered public accounting firm

Kay G. Priestly (Chair)

  Oversight of the financial management and control of the Company, as well as

Current Members

Primary Responsibilities

2023 Meetings: 4

Audit Committee

Corporate Governance

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Company’s executive officers and directors

  Otherwise discharging the Board’s responsibilities related to compensation of the

  Reviewing and evaluating global strategy on fair representation and inclusion

in senior management

  Reviewing and evaluating potential successors for executive officers and others

directors’ remuneration report

  Reviewing, evaluating, and approving the directors’ remuneration policy and the

Company’s Proxy Statement

  Producing the Compensation and Talent Committee Report to be included in the

shareholders

Accounts and Proxy Statement for the Company’s annual general meeting of

  Reviewing the compensation disclosures in the Company’s U.K. Annual Report and

discretion

allocate to all other employees at his

approving the number of equity securities or equity derivatives that the CEO is authorized to

evaluating, and approving all equity awards by the Company to executive officers and

  Consistent with equity plans approved by the Company’s shareholders, reviewing,

John Yearwood

and CEO, and other officers

Claire S. Farley

Company to compensate its independent directors, the Chair

John O’Leary (Chair)

  Reviewing, evaluating, and approving the agreements, plans, policies, and programs of the

Current Members

Primary Responsibilities

2023 Meetings: 4

Compensation and Talent Committee

Corporate Governance

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service on our legacy companies differed in breadth and scope from current service on our Board.

Annual Meeting, the average tenure of our independent directors will be approximately five years as the Board believes prior

director tenure in connection with its director independence determinations. If all of our director nominees are elected at the

institutional knowledge and new directors who bring fresh perspectives and increased diversity to our Board. Our Board reviews

believe our retirement policy and natural turnover will achieve the appropriate balance between long-term directors with deep

The Board has not adopted a policy that deems a director to be non-independent after a certain tenure on the Board as we

standpoint of persons or organizations with whom the director has an affiliation.

relationship with the Company, the Board considers the issue not merely from the standpoint of the director, but also from the

independence by evaluating all relevant facts and circumstances. In particular, when assessing the materiality of a director’s

director to be deemed independent. In addition to these objective standards, our Board makes a subjective determination of

the NYSE and regulations adopted by the SEC. These standards specify certain relationships that are prohibited in order for a

Board, which then makes a determination as to the independence of each director, as defined under the standards adopted by

The ESG Committee conducts an annual review of the independence of Board members and reports its findings to the full

Annual Review of Independence

Director Independence

more of Board and his or her respective committee meetings in 2023.

Our Board met in person or by telephone conference four times in 2023. Each of the 2024 director nominees attended 75% or

Board Meetings and Attendance

  Leading the Board in the annual performance evaluation of the Board and its committees

recommending the Lead Independent Director

  Recommending directors to serve on each committee of the Board and

appointment to fill vacancies on the Board

the annual general meeting of shareholders or for

approved by the Board, and recommending director nominees to the Board for election at

  Identifying individuals qualified to become Board members, consistent with the criteria

principles of ethical conduct and good governance

the Company operates in compliance with the

John Yearwood

(including procedures for allegation reporting, investigation, and remediation) to ensure that

Margareth Øvrum

  Monitoring the development and implementation of the Company’s compliance program

(Chair)

progress in implementing its practices and programs

ESG practices and initiatives and overseeing the Company’s

Eleazar de Carvalho Filho

  Advising and making recommendations to the Board regarding corporate governance and

Current Members

Primary Responsibilities

2023 Meetings: 4

ESG Committee

Corporate Governance

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certain items unrelated to the Board’s duties, such as spam, junk mail, solicitations, employment inquires, and similar items.

will be received, processed, and then directed to the appropriate member(s) of our Board, other than, at the Board’s request,

Please visit our website at www.technipfmc.com for any changes to our principal headquarters address. All communications

Independent Director, TechnipFMC plc, Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom.

any of our committees, or with our non-executive directors as a group, by sending such written communication to c/o Lead

has been established for communications with any member of the Board, including our Lead Independent Director, the Chair of

To provide our shareholders and other interested parties with a direct and open line of communication to our Board, a process

Communications with Directors

relationship with the Company that is required to be disclosed under Item 404 of SEC Regulation S-K.

Board or Compensation and Talent Committee. None of the members of our Compensation and Talent Committee has a

committee performing equivalent functions) of any other entity that has had any executive officer serving as a member of our

regulations. None of our executive officers has ever served on the board of directors or the compensation committee (or board

Company or any of our subsidiaries or had any relationships with us or any of our subsidiaries requiring disclosure under SEC

Claire S. Farley, John O’Leary, and John Yearwood. None of these members have ever been an officer or employee of the

From January 1, 2023 through December 31, 2023, the members of the Compensation and Talent Committee of the Board were

and Insider Participation

Compensation Committee Interlocks

required for such members under regulations adopted by the SEC and NYSE listing standards.

the members of the Audit Committee and Compensation and Talent Committee satisfy the enhanced independence criteria

of our nine directors will be non-executive, independent directors. In addition, the Board has affirmatively determined that all of

executive directors is “independent” as defined under the NYSE listing standards. As such, following our Annual Meeting, eight

Based on the report and recommendation of the ESG Committee, the Board has affirmatively determined that each of our non-

the transaction.

Committee considered the nature of the transactions, the dollar amounts involved, and the respective director’s role, if any, in

In determining that none of the relationships noted above affected the independence of any of the interested directors, the ESG

Independence Determination

separation of the companies’ businesses that occurred in 2001.

Corporation are parties to a separation and distribution agreement and a joint litigation defense agreement that relate to the

  Ms. Øvrum is a member of the Board of Directors of FMC Corporation, our former parent company. Our Company and FMC

commercial transactions.

companies that have had commercial business relationships with the Company in 2023, all of which were ordinary course

  The Board considered that Mses. Farley and Øvrum, and Mr. O’Leary, each served as directors or executive officers at

members of their immediate family. Such transactions, relationships, and arrangements are summarized below.

arrangements between us and our subsidiaries, affiliates, and executive officers with entities associated with our directors or

The Board’s independence determinations included a review of all 2023 commercial transactions, relationships, and

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Each non-executive director is subject to a share ownership requirement of 5x the annual cash retainer.

Our Directors’ Remuneration Policy provides for an annual cap on total remuneration.

Committee, comprising independent directors, and must be ratified by our full Board.

Changes to our director compensation program are reviewed and approved by our Compensation and Talent

director compensation.

executive directors, based on market and peer competitiveness and program strategy trends in non-executive

TechnipFMC uses an independent consulting firm, FW Cook, to recommend changes in compensation for non-

Key Non-executive Director Compensation Practices

substantial portion of directors’ compensation is linked to the long-term success of the Company.

of individuals who are located in different countries and the travel that is often required to attend meetings, while ensuring that a

represent, the program is also designed to provide sufficient flexibility in the form of compensation delivered to meet the needs

geographies and the varied expectations of our diverse shareholder base. Given the global talent pool that our directors

of our size, complexity, and geographical breadth. The program balances the practices within our market norms in our core

retain highly skilled individuals with relevant experience and the necessary time and ability to serve on the board of a company

The directors’ compensation program is intended to provide a competitive package that enables the Company to attract and

Discussion and Analysis.”

peer companies as determined by reference to the peer groups discussed in the section entitled “Executive Compensation

program, which comprises cash compensation and restricted stock unit (“RSU”) awards, is designed to reflect the practices of

of its independent compensation consultant, Fredrick W. Cook & Co., Inc. (“FW Cook”), and approved by the Board. The

Compensation for our non-executive directors was developed by the Compensation and Talent Committee with the assistance

Non-executive Director Compensation

because he is a named executive officer (“NEO”) under SEC rules.

our Chair and CEO, Douglas Pferdehirt, is included in the “Executive Compensation Discussion and Analysis” section below

This section describes the Company’s compensation program that applies to our non-executive directors. The compensation of

Director Compensation

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(1)

Upon recommendation by FW Cook, our Board approved a $5,000 increase to chair fees, effective in 2023, in line with market trends.

Assistance with the annual individual U.K. tax return

with attending Board and committee meetings

Other Benefits

Reimbursement of travel and other related expenses incurred in connection

Committee Meeting Fee

$2,500 per committee meeting

Annual Lead Independent Director Fee

$50,000

$15,000 for ESG Committee

$20,000 for Compensation and Talent Committee

Annual Chair Fee

1

$25,000 for Audit Committee

grant year and are irrevocable after December 31 of the year prior to grant.

from Board service. The elections are made prior to the beginning of the

a period of one to ten years from the grant date or (b) upon their separation

Shares on a date elected by the non-executive director that is either (a) after

Annual Equity Grant

$175,000 in RSUs, vesting after one year of service and settled in Ordinary

Annual Cash Retainer

$100,000

Compensation Element

Compensation

The following table describes the components of the Company’s non-executive director compensation program for 2023.

Components of Non-executive Director Compensation

Director Compensation

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(5)

Mr. Mellbye retired from the Board of Directors on April 28, 2023.

to the annual grant date.

(4)

Mr. Gwin joined the Board of Directors on February 1, 2023. In addition to the annual equity grant of $175,000, he received a prorata award for his service prior

(3)

Includes assistance for annual individual U.K. tax preparation. Total amount is based on utilization by the respective director in a given tax year.

Shares as of December 31, 2023). Dividend equivalents will accumulate on the RSUs to the extent the Company pays dividends on its Ordinary Shares.

RSUs held by each of the Company’s non-executive directors on December 31, 2023 was 736,839 (443,544 of which were vested but not yet settled in Ordinary

and are payable in Ordinary Shares upon the death or disability of a director or in the event of a change in control of the Company. The aggregate outstanding

forfeited if a director ceases service on the Board prior to the vesting date of the RSUs, except in the event of death or disability. Unvested RSUs will be settled

the SEC proxy disclosure rules and Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718. The RSUs are

(2)

RSU grants were valued using the closing price on the NYSE of the Company’s Ordinary Shares on February 17, 2023 of $14.01 per share, in accordance with

Independent Director.

(1)

Includes the amount of fees paid for attendance at committee meetings and additional fees paid to the Chair of each Board committee and to the Lead

Sophie Zurquiyah

100,000

10,000

175,000

2,480

287,480

John Yearwood

100,000

20,000

175,000

2,226

297,226

Kay G. Priestly

100,000

35,000

175,000

2,226

312,226

Margareth Øvrum

100,000

10,000

175,000

2,226

287,226

John O'Leary

100,000

30,000

175,000

2,226

307,226

Peter Mellbye

50,000

12,500

—

2,226

64,726

5

Robert Gwin

100,000

7,500

189,569

—

297,069

4

Claire S. Farley

100,000

57,500

175,000

—

332,500

Eleazar de Carvalho Filho

100,000

17,500

175,000

2,226

294,726

Name

($)

($)

($)

($)

($)

1

2

3

Retainer

Total

Additional Fees

Stock Awards

Compensation

Annual Cash

All Other

Fees Earned or Paid in Cash ($)

Members of the Board of Directors

Chair and CEO, Mr. Pferdehirt did not receive any additional compensation for his service as a director.

The following table details the total compensation for our non-executive directors for the year ended December 31, 2023. Our

Non-executive Director Compensation Table

Director Compensation

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All of our directors met their applicable share ownership requirements as of December 31, 2023.

Time for Achievement

Five years from initial appointment

Interests

Covered Share

Ordinary Shares and RSUs that the director owns and/or has a beneficial interest in

Requirement

Ownership

5x the annual cash retainer

director is subject to a share ownership requirement.

To further align the interests of non-executive directors with the interests of the Company’s shareholders, each non-executive

Director Share Ownership Requirements

Board and committee meetings.

Each non-executive director receives reimbursement for travel and other related expenses incurred in connection with attending

Other Benefits

Director Compensation

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Proxy Statement 2024

TechnipFMC  41

consideration of the advisory vote on executive compensation relating to 2023 compensation.

one another, in many cases it may not be appropriate or feasible to change our 2024 executive compensation program in

different elements of our executive compensation program are designed to operate in an integrated manner and to complement

the advisory vote on executive compensation occurs well after the beginning of the compensation year, and because the

with the ongoing review of the Company’s executive compensation program. However, shareholders should note that because

of the vote, as well as feedback received directly from shareholders from our shareholder engagement program, in connection

The Board values shareholders’ feedback, and the Compensation and Talent Committee will review and consider the outcome

outcome of the vote on this proposal.

Compensation and Talent Committee will be required to take any action (or refrain from taking any action) as a result of the

on it. The vote will not be binding upon the Board or the Compensation and Talent Committee, and neither the Board nor the

This vote is advisory only, pursuant to Section 14(a) of the Exchange Act, and our NEOs’ 2023 compensation is not conditional

Is this vote binding on the Board or the Compensation and Talent Committee?

compensation program and decisions made by our Compensation and Talent Committee for 2023.

The “Executive Compensation Discussion and Analysis” section of this Proxy Statement describes in detail our executive

Where can I find information about executive compensation?

hereby APPROVED.”

including the Executive Compensation Discussion and Analysis, compensation tables, and narrative discussion, is

“RESOLVED, that the compensation paid to the Company’s NEOs, as disclosed pursuant to Item 402 of Regulation S-K,

shareholders to approve the compensation of our NEOs by casting a vote “FOR” the following resolution:

consider our shareholders’ feedback throughout the year in evaluating our executive compensation program. We are asking our

perspectives of our shareholders, which we receive through a number of channels, including the say-on-pay vote. We carefully

say-on-pay vote is advisory and therefore not binding, our Board and Compensation and Talent Committee value the diverse

Analysis, compensation tables, and narrative discussion. We currently include this advisory vote on an annual basis. While the

compensation of our NEOs as disclosed in this Proxy Statement, including the Executive Compensation Discussion and

Our say-on-pay vote gives our shareholders the opportunity to vote on a non-binding, advisory resolution to approve the

strategies to create and preserve value for our shareholders.

the objective of developing a program that drives the achievement of the Company’s overall performance and business

Company’s shareholders. Our executive compensation program is reviewed by the Compensation and Talent Committee with

Executive compensation is an important matter to the Company, the Board, the Compensation and Talent Committee, and the

What am I voting on?

2023 Say-on-Pay for NEOs

Proposal 2 —

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review of the Company’s executive director and non-executive director compensation program.

and the Compensation and Talent Committee will review and consider the outcome of the vote in connection with the ongoing

The resolution and vote are a means of providing shareholder feedback to the Board. The Board values shareholders’ feedback,

resolution is not passed.

conditional on it. Payments made or promised to directors will not have to be repaid, reduced, or withheld in the event the

This vote is advisory only, pursuant to the Companies Act, and our directors’ entitlement to receive remuneration is not

Is this vote binding on the Board or the Compensation and Talent Committee?

Remuneration Report.

and Analysis” below for the reasons why the Board is recommending that the shareholders vote “FOR” the 2023 Directors’

executive and non-executive directors’ compensation. Please see the discussion under “Executive Compensation Discussion

advisory basis, the 2023 Directors’ Remuneration Report of our U.K. Annual Report and Accounts, which reports our 2023

remuneration report to shareholders on an annual basis. As such, we are asking our shareholders to approve, on a non-binding

All U.K. incorporated companies that are “quoted companies” under the Companies Act are required to submit their directors’

What am I voting on?

Remuneration Report

Proposal 3 — 2023 Directors’

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to manage its business.

including the Chair and CEO, which could materially harm its ability to attract and retain quality directors and top executives and

Directors’ Remuneration Policy is not approved, the Company may not be able to pay expected compensation to its directors,

comply with English law as it will be required to hold additional shareholder meetings until a policy is approved. In addition, if the

If the Directors’ Remuneration Policy is not approved at the Annual Meeting, the Company will incur additional expenses to

What happens if this resolution is not approved?

approved by a shareholder resolution.

and former directors will be made in accordance with the Directors’ Remuneration Policy, unless a payment has been separately

following the Annual Meeting. On approval of the Directors’ Remuneration Policy, all payments by the Company to its directors

years, the last of which occurred at our 2021 Annual Meeting. If approved, the Directors’ Remuneration Policy will take effect

The Directors’ Remuneration Policy is subject to a binding shareholders’ vote by ordinary resolution at least once every three

directors’ remuneration, including information on payments to directors for loss of office.

Report of our U.K. Annual Report. The Directors’ Remuneration Policy describes the Company’s forward-looking policy on

approve our prospective Directors’ Remuneration Policy, the form of which is presented in the 2024 Directors’ Remuneration

As a company governed by the Companies Act and in accordance with Section 439 thereof, we are asking shareholders to

What am I voting on?

Directors’ Remuneration Policy

Proposal 4 — Prospective

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through July 31, 2023

President, Subsea

Legal Officer and Secretary from January 1, 2023

Position Held in 2023:

Position Held in 2023: Executive Vice President, Chief

Age: 51

Age: 58

Jonathan Landes

Victoria Lazar

Chief Technology Officer

President, Surface Technologies

Executive Vice President and

Position Held in 2023:

Position Held in 2023:

Age: 40

Age: 57

Thierry Conti

Justin Rounce

Chief Financial Officer

Executive Vice President and

Chair and Chief Executive Officer

Position Held in 2023:

Position Held in 2023:

Age: 54

Age: 60

Alf Melin

Douglas J. Pferdehirt

Named Executive Officers

Discussion and Analysis

Executive Compensation

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(1)

Free cash flow is calculated as cash provided by operating activities less capital expenditures.

expanded ownership.

Gained inclusion into the Russell U.S. Index, helping drive increased investor awareness, higher trading volume, and

approximately $260 million; and

solutions, including sales of the Measurement Solutions business and Apache II pipelay vessel for total proceeds of

Announced strategic actions that create greater focus on core products, market-leading technologies and integrated

Established new commitment to return more than 60% of annual free cash flow

to shareholders through at least 2025;

1

Authorized additional share repurchase of up to $400 million, increasing total authorization to $800 million;

Initiated a quarterly cash dividend, representing $0.20 per share on an annualized basis;

Below is a summary of key actions taken during 2023 intended to create growth and value for shareholders:

Company and our shareholders.

We are committed to creating long-term and sustainable shareholder value through strategic actions that benefit both the

Actions that Created Shareholder Value in 2023

highly skilled executive talent through a competitive compensation program.

Attract, retain, and motivate

to exceed our short-term and long-term goals and objectives through significant at-risk compensation.

Incentivize executives

that create sustainable shareholder value creation.

Align compensation to key business objectives

delivering on our business strategies and shareholders’ interests:

Our executive compensation philosophy is built around three core principles that emphasize pay-for-performance and

clients’ project economics.

committed to deliver on our vision and our purpose to bring together the scope, know-how, and determination to transform our

believes that our executive compensation program must attract, retain, and motivate exceptionally talented individuals who are

As a leading technology provider to the traditional and new energies industries, the Compensation and Talent Committee

Our Executive Compensation Philosophy

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(defined below), respectively. The results shown in the graph above are not necessarily indicative of future performance.

Group” and “2023 Long-Term Equity Incentive” for lists of the peer companies included in our Compensation Peer Group (defined below) and TSR Peer Group

Shares, relative TSR Peer Group, Compensation Peer Group, and the OSX index on December 31, 2022. Please see the sections entitled “Compensation Peer

Group, our Compensation Peer Group, and the OSX index. The comparison assumes $100 was invested, including reinvestment of dividends, if any, in our Ordinary

The graph above compares the cumulative TSR on our Ordinary Shares for the period from December 31, 2022 to December 31, 2023 with our relative TSR Peer

(“OSX”) index due to the Company’s strong execution and key strategic initiatives outlined above.

Our total shareholder return (“TSR”) in 2023 meaningfully outperformed our peer groups and the PHLX Oil Service Sector

We Outperformed Our Peers and Major Indexes During 2023

Compensation

2023 Performance and Impact on Executive

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through the end of 2023.

section entitled “Compensation Decisions” below) is aligned to our performance for the period between our 2021 spin-off

to a peer group. The graph below shows that our CEO percentile rank among our Compensation Peer Group (as defined in the

Realizable Degree of Alignment, or RDA, is a measure used to assess whether CEO realizable pay is aligned with TSR relative

CEO Pay Is Aligned with Performance of TechnipFMC

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Proxy Statement 2024

operations (25%), ESG Scorecard measures (25%), and individual performance in areas of strategic significance (25%).

  The 2023 annual cash incentive was based on adjusted EBITDA as a percentage of revenue (25%), free cash flow from

experience, tenure, role criticality, and performance of the incumbent NEO, when making compensation decisions.

  The Compensation and Talent Committee references the median of the peer group and considers other factors such as

FW Cook.

  Total target compensation is benchmarked relative to relevant peer groups by our independent compensation consultant,

  Total target compensation comprises salary, an annual cash incentive, and long-term equity incentives.

Our 2023 executive compensation is directly tied to key financial, operational, ESG, and individual measures.

Annual and Long-Term Incentive Performance Measures

(1)

RSUs are included in at-risk pay because their delivered value is based on share price at vesting.

Total Target Compensation

risk compensation.

objectives of the business through compensation that links the interests of our NEOs with shareholders through significant at-

Our executive compensation incentive mix is intended to create a balance between achieving both short-term and long-term

Our 2023 Pay Programs Emphasize Pay-for-Performance

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performance.

shares vest each year over a three-year period. The delivered value of RSUs to NEOs is based on share price

  The remainder (30%) of the 2023 long-term equity incentive grant is delivered in the form of RSUs and one-third of the

  PSUs vest on the third anniversary of the grant date following the end of the 2023-2025 performance period.

  Performance targets and goals are predetermined, communicated in advance, and disclosed publicly.

uses capital over the three-year performance period to generate income.

divided by three-year average invested capital. This measure assesses our profitability and how effectively the Company

  ROIC comprises 50% of the PSU award and is calculated based on a three-year average net operating profit after tax,

relative to our Relative TSR Peer Group (as defined below) is above target.

addition, in the case of negative absolute TSR performance, payouts are capped at target, even if our TSR performance

performance is below a minimum level of performance, and there is a cap on payout at maximum performance. In

price performance and dividend distributions - relative to an external peer group. There is no payout if Company

  The relative TSR performance measure comprises 50% of the PSU award and is based on equity returns — both share

performance and return on invested capital (“ROIC”), measured over the three-year (2023-2025) performance period.

  PSUs comprise the majority of the 2023 long-term equity incentive grant (70%) with payout contingent on relative TSR

performance.

  Payout for the individual performance indicators is based on rigorous, individual goal setting, and year-end evaluation of

governance.

reinforce our health and safety culture, and to reaffirm our commitments to respecting human rights and corporate

the communities where we live and operate, to improve and respect fair representation and inclusion in our Company, to

  The ESG Scorecard includes specific, measurable, and challenging goals to reduce our environmental impact, to support

predetermined, communicated in advance, and disclosed publicly.

levels of performance, and there is a cap on payout at maximum performance. Performance targets and goals are

below a minimum level of performance due to our emphasis on paying for performance. Payouts increase with increasing

  Payouts for the financial portion are based on quantifiable performance. There is no payout if Company performance is

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“Corporate Governance – Shareholder Engagement” above.

philosophy. For more information on our broader shareholder engagement efforts, see the section entitled

Shareholder feedback reflected strong support for our current executive compensation program and compensation

Committee.

shareholders, one meeting was attended by the Chair of the Compensation and Talent

and how we recognize performance through pay. Additionally, as requested by one of our major

our executive compensation program, measures connected to short-and long-term incentives,

Say-on-Pay Proposal.

discussed and obtained feedback from shareholders on an important range of topics, including

Votes Supported Our

shares. A team comprising senior leadership in Investor Relations, Legal, and People & Culture

General Meeting

56% of our outstanding shares and met with shareholders representing 29% of our outstanding

of 2023 Annual

As part of our regular annual shareholder engagement, we contacted shareholders representing

96.5%

“say-on-pay” proposal.

the annual “say-on-pay” vote. At our 2023 Annual Meeting, we received 96.5% support for our

compensation program as expressed through our regular shareholder engagement actions and

The Compensation and Talent Committee values our shareholders’ feedback on our executive

Say-on-Pay and Shareholder Engagement

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TSR, but absolute TSR is negative

Hedging and pledging of Company securities

Cap PSU payout at target when TSR exceeds peers’

peer groups

Discounting, reloading, or repricing of stock options

Benchmark compensation against relevant industry

consultant

Excessive perquisites, benefits, or pension payments

Engage an independent, external compensation

directors

Tax gross-ups on any severance payments

Require robust share ownership by executives and

financial restatement, malfeasance, or fraud

awarded incentive based compensation resulting from a

Uncapped incentives

Maintain a clawback policy in the event of erroneously

performance-based, “at-risk” compensation

Guaranteed bonuses

Ensure the majority of NEO compensation is

with our strategy and shareholder interests

Single-trigger vesting upon a change-in-control

Pay for performance by aligning performance measures

What We Do:

What We Don’t Do:

compensation best practices.

reviewed through shareholder engagement, recommendations from our independent compensation consultant, and executive

governance practices that align with prevalent market standards in executive compensation. These practices are annually

Our executive compensation practices are designed to drive performance, align with shareholder interests, and support strong

Executive Compensation Practices

with market practices of our Compensation Peer Group, as reported by FW Cook.

vesting for PSUs ensures a balanced and effective retention strategy for our equity awards. In addition, this modification aligns

The Compensation and Talent Committee’s decision to use a combination of graded vesting for RSUs and three-year cliff

year ratable schedule, with RSUs vesting in three equal installments over three years on the anniversary of the grant date.

The Compensation and Talent Committee modified the vesting schedule of our RSU awards from a three-year cliff to a three-

2023

Changes to Our Executive Compensation Program in

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Ordinary Shares;

5. No member of the FW Cook consulting team (or the consulting team’s immediate family members) owns TechnipFMC

any member of our Board, the Committee, or our executive officers;

4. No member of the consulting team (or their spouse) serving the Committee has any business or personal relationship with

3. FW Cook’s policies and procedures that are designed to prevent conflicts of interest;

2023;

2. FW Cook’s fees and expenses for consulting services to the Committee were less than 1% of FW Cook’s total revenue in

capacity as the Committee’s independent advisor on executive and director compensation;

1. FW Cook provides no services to TechnipFMC or its management other than the services provided to the Committee in its

factors:

The Compensation and Talent Committee annually assesses FW Cook’s independence and objectivity by considering seven

Compensation Peer Group used to inform executive compensation decisions.

compensation program, as well as insight into legislative and governance activity, market prevalence, and setting the

FW Cook provides the Compensation and Talent Committee independent advice in evaluating our director and executive

The Compensation and Talent Committee first appointed FW Cook as its independent compensation consultant in 2021.

requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”).

considers appropriate standards in selecting its compensation consultants consistent with NYSE rules, SEC rules, and

officers, including the sole authority to approve the consultant’s fees and its terms. The Compensation and Talent Committee

consultant, outside counsel, or any other advisors engaged to assist in the evaluation of compensation of directors or executive

Under its charter, the Compensation and Talent Committee has the sole authority to retain and terminate any compensation

Role of the Compensation and Talent Committee’s Independent Consultant

ESG.”

Compensation and Talent Committee may be viewed on our website at www.technipfmc.com under the heading “About us >

“Corporate Governance—Committees of the Board of Directors—Compensation and Talent Committee,” and the charter of the

Additional information on the roles and responsibilities of the Compensation and Talent Committee is provided in the section

risk.

they do not incentivize excessive risk-taking and evaluates compensation policies and practices that could mitigate any such

The Compensation and Talent Committee also reviews the Company’s incentive compensation arrangements to ensure that

roles and inclusion and diversity efforts.

  The Company’s global strategy and initiatives related to executive succession planning for designated senior leadership

equity plans approved by the Company’s shareholders; and

equity securities or equity derivatives to be allocated to all other employees at the discretion of the CEO, consistent with

  All awards of equity securities or equity derivatives to executive officers of the Company, as well as the total number of

and other officers, as applicable;

  The agreements, plans, policies, and programs of the Company to compensate its independent directors, Chair and CEO,

and Talent Committee is responsible for, among other things, reviewing, evaluating, and approving:

compensation program and determines the compensation for our executive officers on behalf of the Board. The Compensation

Our Compensation and Talent Committee, comprising independent non-executive directors, oversees our executive

Role of the Compensation and Talent Committee

Compensation Governance

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senior leadership roles

related to succession planning for

  Review the Company’s strategy

upcoming fiscal year

and Accounts

incentive plans for the

Statement and U.K. Annual Report

framework for annual and long-term

disclosures in Company Proxy

  Provide feedback on potential

  Approve annual compensation

Compensation Peer Group

and programs

compensation versus

compensation strategy, structure,

Group

and executive leadership

  Review and discuss executive

  Determine the Compensation Peer

  Review peer compensation practices

and long-term incentive plans

vote results

impact on shareholder dilution

relation to annual short-term

annual general meeting

non-executives, and review

achievements for prior year in

advisory firms’ feedback and review

  Approve annual equity budget for

  Approve Company performance

  Discuss shareholders’ and proxy

compliance

and officers

compliance

policy) and

and equity awards for directors

ownership guidelines and

(e.g., clawback and insider trading

  Approve compensation decisions

  Review executive officer share

  Review internal governance policies

Q1

Q2-Q3

Q4

with its charter. The key activities of the Compensation and Talent Committee in 2023 were as follows:

Each year the Compensation and Talent Committee approves an annual calendar that sets out the key activities in accordance

The Annual Process

performed during 2023 did not raise any conflicts of interest.

Committee reviewed and considered the independence of FW Cook during 2023 and determined that FW Cook’s work

In accordance with its annual practice and pursuant to the SEC rules and NYSE listing standards, the Compensation and Talent

FW Cook was paid approximately $102,000 in time and expenses related to executive compensation services provided in 2023.

Committee member of TechnipFMC, or any member of TechnipFMC’s management.

7. There are no other factors deemed relevant that might impair the independence of FW Cook from TechnipFMC, any

relationship; and

personal relationship with any executive officer of TechnipFMC, nor does any other employee of FW Cook have such a

6. No member of the FW Cook consulting team (or their spouse) serving TechnipFMC’s Committee has any business or

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target compensation are made in accordance with the shareholder-approved Directors’ Remuneration Policy.

full Board to promote a comprehensive analysis and evaluation of our CEO’s annual performance. Any changes to the CEO’s

objectives are reported and evaluated by both the Compensation and Talent Committee and during executive sessions of the

Our fully independent Compensation and Talent Committee approves our CEO’s compensation. The CEO’s annual performance

Talent Committee also considers internal relativities between the CEO and the NEOs.

and the experience, tenure, and performance of the incumbent. To provide additional perspectives, the Compensation and

element of an NEO’s compensation to data for relevant roles within the Compensation Peer Group as well market survey data,

In determining the target compensation package for each NEO, the Compensation and Talent Committee compares each

Setting Target Executive Compensation

Halliburton Company

Weatherford International plc

Fluor Corporation

Valmont Industries, Inc.

Dover Corporation

Transocean Ltd.

Devon Energy Corporation

SLB

Chart Industries, Inc.

Quanta Services, Inc.

ChampionX Corp.

Oceaneering International, Inc.

Baker Hughes Company

National Oilwell Varco, Inc.

APA Corporation

KBR, Inc.

AECOM

Jacobs Solutions Inc.

2023 Compensation Peer Group

compensation decisions for 2023:

that the following companies (“Compensation Peer Group”) continue to constitute the peer group for benchmarking executive

In 2022, the Compensation and Talent Committee conducted its annual review of the compensation peer group and determined

to-business focused.

time employee; prioritize companies that are logistically and technically complex, mature stage businesses, and business-

  Business Characteristics – Companies with similar margin profiles, international focus, asset intensity, and sales per full-

assets; and

  Relevant Size Range – Companies within a reasonable range of TechnipFMC for revenue, market capitalization, and

on major U.S. stock exchanges;

  Applicable Industry Focus – Prioritize public companies with energy or engineering and construction elements that trade

characteristics, which includes the factors outlined below:

In determining peer groups, the Compensation and Talent Committee evaluates companies with reasonably similar business

proxy statements and market survey data.

making decisions about target compensation levels, the Compensation and Talent Committee reviews data from peer group

We compete with energy industry companies, as well as with other industries and professions, for executive-level talent. In

Compensation Peer Group

Compensation Decisions

Executive Compensation Discussion and Analysis

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executives.

the program also aligns the executives’ interests with those of shareholders and encourages retention of high-performing

performance and their advancement of TechnipFMC’s annual and long-term performance and business strategies. In addition,

Our executive compensation program comprises short-term and long-term components that link executives’ pay to their

Elements of 2023 Executive Compensation

sufficiently difficult and challenging without incentivizing inappropriate risk taking.

These inputs inform discussions regarding both the targets and the ranges around the targets to ensure the goals are

  Our prior-year performance.

  Anticipated changes in customer activity; and

  Our competitors’ performance;

  Volatility in commodity prices;

  Underlying market conditions for our products and services;

  The overall business climate and the cyclical nature of our business;

strategic initiatives, and projections, which are impacted by the following factors:

In setting performance goals, the Compensation and Talent Committee considers the Company’s annual financial plans,

Establishing Performance Measures and Goals

option and stock gains.

item, as well as projected values of equity awards under various performance and termination scenarios, and realized stock

compensation, accumulated deferred compensation balances, outstanding equity awards, benefits, perquisites, and any other

alternative scenarios (e.g., termination, change-in-control transaction, etc.). The compensatory amounts include cash

total compensation of an NEO. Tally sheets list each component of an executive’s compensation throughout a range of

The Compensation and Talent Committee uses tally sheets to ensure they receive the information necessary to evaluate the

Use of Compensation Tally Sheets

No NEO participates in any discussion that relates to his or her own compensation.

Compensation and Talent Committee with input from its independent compensation consultant.

The CEO recommends changes to compensation for the other NEOs without them present, which are approved by the

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allowances (if applicable), and security services where necessary

allowances, club memberships, executive physicals, expatriate

  Limited perquisites including financial planning, tax assistance, car

Perquisites

to plans offered to other U.S. employees

Benefits, and

non-qualified defined contribution plans, similar

Retirement

package

  Retirement savings offered through participation in our 401(k) and

Benefits,

competitive total compensation

Welfare

the role and ensure a market

employees of the Company in the respective countries

Health and

To facilitate the performance of

  The same health and welfare benefits offered to other

program

impact of our compensation

while reinforcing the retention

them to increase share value,

  Three-year ratable vesting schedule

shareholders by incentivizing

Stock Units

with the interests of our

appreciation

Restricted

Further align NEOs’ interests

  Realized value based in part on post-grant share price

  Actual payout can range from 0% to 200% of target

share price appreciation

interests

  Realized value is based on performance and post-grant

NEOs with shareholders’

results and align interests of

performance period

Share Units

achievement of long-term

and ROIC (50%) for the 2023 to 2025

Performance

To drive and reward the

  Payout linked to the achievement of TechnipFMC relative TSR (50%)

  Actual payout can range from 0% to 200% of target

individual performance measures (25%)

ESG Scorecard measures (25%), and

percentage of revenue (25%), free cash flow from operations (25%),

  2023 business performance targets were Adjusted EBITDA as a

(75%) and individual performance targets (25%)

  Paid based on achievement of business performance targets

individual contributions

median peer group

Company strategic goals and

  Target value based on role, set with reference to market

Incentive

achievement of short-term

Annual Cash

To drive and reward the

  At-risk cash compensation

based on responsibility, experience, and performance

  Set with reference to market median of Compensation Peer Group,

  Reflects major responsibilities of an NEO’s role

compensation for the role

Base Salary

To provide market competitive

  Fixed cash compensation

Element

Purpose

Key Characteristics

The table below summarizes these elements, along with their purpose and key characteristics.

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(1)

This table excludes Ms. Lazar, who last served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023.

Thierry Conti

$425,000

$450,000

5.9%

Jonathan Landes

$525,000

$550,000

4.8%

Justin Rounce

$600,000

$630,000

5.0%

Alf Melin

$650,000

$700,000

7.7%

Douglas J. Pferdehirt

$1,236,000

$1,328,700

7.5%

Named Executive Officer

2022

2023

% Change

1

The table below provides the annualized base salaries for each NEO.

base pay was competitively positioned in accordance with our compensation philosophy.

median and the Compensation Peer Group before determining that moderate salary adjustments were warranted to ensure

For 2023, the Compensation and Talent Committee carefully reviewed NEO compensation and compared it to the market

Base Salary

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execution to achieve the targets.

absolute terms when compared to prior-year targets but are set to ensure that achievement will require the same or improved

variability in some of our metrics caused by the life cycle progression of a few very large projects, our targets can vary in

but achievable with superior execution based on our long-range plans. Given the cyclical nature of our industry, as well as the

Performance targets related to our annual cash incentive are set at “stretch” targets that are considered difficult and challenging

Target Setting for BPI Measures

with respect to any BPI component fails to meet the threshold level, the payout is 0%.

independently from the other components and has a maximum possible payout of 200% of target. Furthermore, if performance

The BPI components are intended to drive the achievement of key financial and ESG objectives. Each component is assessed

BPI Component – 75% of Annual Cash Incentive

performance indicators (“API”).

75% of the annual cash incentive is based on business performance indicators (“BPI”), and 25% is based on individual annual

Annual Cash Incentive Performance Indicators

(1)

This table excludes Ms. Lazar, who last served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023.

Thierry Conti

75%

75%

0%

Jonathan Landes

100%

100%

0%

Justin Rounce

100%

100%

0%

Alf Melin

100%

100%

0%

Douglas J. Pferdehirt

135%

135%

0%

Named Executive Officer

2022

2023

% Change

1

The following were the 2022 and 2023 annual cash incentive targets for our NEOs:

ensures that we provide executive officers with market-competitive levels of total compensation.

incentivize executive officers to achieve our short-term financial, ESG, and individual goals. The annual cash incentive also

annually, based on a review of market median total compensation data for our peers. The targets are set at appropriate levels to

The Compensation and Talent Committee reviews and approves target annual cash incentive percentages for the NEOs

NEO can earn 0% to 200% of their annual cash incentive target, depending on Company and individual performance.

goals and individual contributions. Each NEO has an annual cash incentive target, set as a percentage of base salary. Each

We provide our NEOs with an annual cash incentive to drive and reward the achievement of short-term Company strategic

2023 Annual Cash Incentive Targets

Annual Cash Incentive

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BPI is rounded to the nearest whole percent for calculating the annual cash incentive payout.

(2)

Payout for performance between the threshold, target, and maximum payouts are interpolated on a straight-line basis. The final weighted payout percentage for

respective most directly comparable GAAP measures, please refer to “Appendix A - Reconciliation of Non-GAAP Measures” in this Proxy Statement.

as cash provided by operating activities less capital expenditures. For reconciliation of adjusted EBITDA, adjusted EBITDA margin, and free cash flow to their

integration costs, foreign exchange impact, as well as other items identified in TechnipFMC’s quarterly and annual financial statements. Free cash flow is defined

(1)

Financial targets and actual performance based on adjusted EBITDA exclude non-recurring charges and credits, such as impairments, restructuring costs,

25% Weighting

$150 million

$300 million

$450 million

$468 million

200%

Free cash flow

25% Weighting

percentage of revenue

10.2%

11.7%

13.2%

12.0%

120%

Adjusted EBITDA as a

Measure

Performance

Performance

Performance

Performance %

Payout %

2023 BPI

Threshold

Target

Maximum

2023 Goals

2023 Performance

1

2

summarized below.

The 2023 results and corresponding calculated payouts of adjusted EBITDA as a percentage of revenue and free cash flow are

2023 Key Financial Results Linked to the Compensation of Our Executives

The 2023 BPI measures for the annual cash incentive are outlined below:

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objectives and embedding ESG awareness into our culture, as demonstrated by our achievements in our ESG Scorecard.

  Our significant progress in raising awareness of how individual employee actions contribute to the achievement of our ESG

behavior in all of our ESG pillars; and

  Our commitment over the past three years to meaningfully advance ESG initiatives and cultivate inherent and sustainable

  In aggregate, we met or exceeded ten of the twelve individual objectives connected to our 2021-2023 ESG Scorecard;

rights due diligence and ethics and compliance objectives;

  Governance pillar: We exceeded our Serious Injuries and Fatalities (“SIF”) prevention projects objective and met our human

initiatives;

  Social pillar: We achieved or significantly outperformed our targets on fair representation, inclusion, volunteering, and STEM

  Environmental pillar: We reduced our GHG emissions and exceeded our waste recycling and reuse objectives;

considered the following:

The ESG Committee performed a comprehensive review of the Company’s 2021-2023 ESG Scorecard objectives and

the ESG Scorecard payout.

and recommending a performance rating to the Compensation and Talent Committee, who reviews this information to determine

The ESG Committee is responsible for determining and assessing the Company’s ESG Scorecard objectives, certifying results,

Determination of Payout for 2023

outcomes that make a positive impact on the planet, people, and communities in which we operate.

performance. This complements the extensive efforts that inform our approach to ESG matters to drive behaviors and create

To align our executives’ incentives with our ESG commitments, we link our executive compensation to our ESG Scorecard

Results of the 2021-2023 ESG Scorecard

performance is measured on a like-for-like basis relative to the goals that were set.

significant acquisitions and divestitures, and foreign exchange movements. These changes are intended to ensure that

In accordance with established guidelines, the goals are adjusted for the cumulative effect of changes in accounting principles,

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For 2023, the NEOs received API ratings ranging from 170% to 200% for the year, with an average rating of 176%.

Committee, and any factors that may have prevented achievement of certain objectives.

number of objectives accomplished, their relative importance and difficulty as determined by the Compensation and Talent

NEO met some, but not all, of the objectives, the API multiple would fall between the range of 0% to 200%, depending upon the

If an NEO failed to achieve any of his or her objectives, the API multiple would likely be 0%, absent any mitigating factors. If the

review and approval.

assesses the prior-year API performance to recommend individual API payouts to the Compensation and Talent Committee for

incentive. Similarly, the Chair and CEO reviews and approves the API objectives of the other NEOs for the new fiscal year, and

fiscal year, and evaluates the prior-year API performance to determine the payout for the API component of his annual cash

Each February, the Compensation and Talent Committee reviews and approves the Chair and CEO’s API objectives for the new

execution) using a rigorous evaluation process.

objectives are set at “stretch” levels (i.e., objectives that are difficult and challenging but should be achievable with superior

The API objectives for each NEO are established at the start of the year. Similar to our BPI performance objectives, API

API Component – 25% of Annual Cash Incentive

Social, and Governance” in our U.K. Annual Report and Accounts.

For more details on how each metric is measured and our progress in 2023, please see the section entitled “Environmental,

(2)

Metric shows against target and is annual

(1)

Metric shows against target and is cumulative

2023 ESG Scorecard component of the 2023 annual incentive is provided below.

rating, the Compensation and Talent Committee approved a payout of 140% out of a maximum 200%. A summary of the 2021-

2021-2023 ESG Scorecard objectives and recommended a payout reflective of an above expectations rating. Aligned with this

Based on this comprehensive assessment, the ESG Committee determined that, in aggregate, the Company exceeded its

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Fatality Prevention) target

SIFP (Serious Injury and

Fatality Rate) and exceed

  Exceeded SIFR and SIFP targets

SIFR (Serious Injury and

Environmental) – Reduce

Safety and

  Actively led TechnipFMC as a top contributor to both United Way and American Heart Association

  QHSE (Quality, Health,

community/STEM volunteering

community

  Exceeded 2021-2023 ESG Scorecard goals for fair representation, inclusive leadership training and

representation and

metrics on fair

in Energy (AWE) and CEO Action for Racial Equity Advisory Boards

  Sustainability – Achieve

  Actively contributed to advancement in gender and racial diversity through the Association of Women

Human Rights

recognition for related initiative

progress in

  Championed the achievement of human rights within supplier network resulting in Company-wide

Engage/advance industry

  Integrity –

  Promoted human rights through active industry leadership, including in cross industry forums

Promote Foundational Beliefs:

ABOVE EXPECTATIONS

representation

  Increased representation of females and underrepresented minorities in senior leadership of the Company

incorporate fair

planning in place and

succession plans and increased diversity in succession plans and talent acquisition

  Ensure succession

  Continued succession planning and talent development actions to increase breadth and depth of

Organizational Readiness:

ABOVE EXPECTATIONS

by 2025

  Secured key contracts for our New Energy business and remains on track to achieve more than $1 billion in inbound

Energy business

business

  Continue to evolve New

  Signed in-country corporate procurement agreements with key strategic customers for our Surface

Surface businesses

  Delivered record iEPCI™ awards for our Subsea business

for Subsea and

  Deliver profitable growth

  Delivered above-target inbound, revenue, and EBITDA for both the Subsea and Surface businesses

Execute on Key Business Deliverables:

ABOVE EXPECTATIONS

“Environmental, Social and Governance” above

objectives

  Drove the successful achievement of our three-year ESG Scorecard objectives. See the section entitled

  Achieve ESG Scorecard

Transformative Industrialization programs

strategic alliances

  Advanced the Company’s Industrialization and Transformation activities, including implementing 14

partnerships, and

  Advance technology

  Advanced key technology partnerships and strategic alliances

financial objectives

targets for total Company adjusted EBITDA margin, free cash flow, revenue, backlog, and ROIC

  Advance strategic

  Both business segments outperformed 2023 financial targets, resulting in the Company exceeding

Strategy and Growth:

ABOVE EXPECTATIONS

distributions

repurchase program

  Expand shareholder

  Expanded Company shareholder distributions adding a dividend as well as increasing the total value of the share

  Achieve debt reduction

  Reduced the Company’s gross and net debt position and achieved debt leverage targets

  Deliver superior returns

  2023 TSR outperformed our peers and the OSX index

Shareholder Returns:

ABOVE EXPECTATIONS

Objective

Achievements

Chair and CEO

Douglas J. Pferdehirt

The objectives, achievements, as well as the Compensation and Talent Committee’s assessment were as follows:

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Total Cash Incentive Compensation

$943,500

API

$600,000

x 25%

x 100%

x 170% =

$255,000

BPI

$600,000

x 75%

x 100%

x 153% =

$688,500

Component

Base Salary

Weighting

Target Bonus %

Rating

Payout

annual cash bonus would be calculated as follows:

NEO has a base salary of $600,000, a 100% target bonus, a BPI rating of 153%, and an API rating of 170%, the executive’s

Each executive’s target annual cash bonus is a percentage of his or her base salary for the year. For example, assuming an

Determination of 2023 Payouts under the Annual Cash Incentive Plan

President, Surface Technologies

Industrialization and Transformation activities.

Thierry Conti

serious injuries and improve safety; and continuing to advance the Company’s

Surface segment cash flow and EBITDA targets; rollout of programs that will reduce

key long-term contracts and relationships that will enable continued growth; delivery on

business portfolio of the Company’s Surface segment in North America; renewing several

business in strategic markets such as the Middle East; optimizing the footprint and the

Mr. Conti’s 2023 objectives and achievements included developing the Company’s

President, Subsea

Industrialization and Transformation activities.

Jonathan Landes

expand our growth in the energy transition; and continuing to advance the Company’s

that will reduce serious injuries and improve safety; cultivating key strategic partnerships to

delivery on Subsea segment cash flow; inbound and EBITDA targets; rollout of programs

sponsoring several key long-term contracts and alliances that will enable continued growth;

Mr. Landes’ 2023 objectives and achievements included developing, renewing, and

Technology Officer

Executive Vice President and Chief

continuing to advance the Company’s Industrialization and Transformation activities.

Justin Rounce

and update of the Company’s long-term strategies, partnerships, and alliances; and

manufacturing activities for the delivery of customer projects; co-leading the development

Measurement Solutions business; driving the Company’s engineering, supply chain, and

across our lines of business; leading the proposed divestment of the Company’s

Mr. Rounce’s 2023 objectives and achievements included developing new technologies

Chief Financial Officer

Executive Vice President and

Alf Melin

increasing the total value of the share repurchase program.

expansion of Company shareholder distributions by adding a dividend, as well as

free cash flow; a further reduction in the Company’s gross and net debt position; and an

strategy to meet 2023 key financial performance targets, including adjusted EBITDA and

Mr. Melin’s 2023 objectives and achievements included guiding the Company’s financial

NEO

Summary of 2023 Objectives and Key Achievements

Individual performance assessments for the other NEOs (other than Ms. Lazar) are summarized below.

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February 16, 2021 to December 31, 2023

138.3%

94th

200%

Performance period

relative TSR position

percentile rank

Payout

TechnipFMC

TechnipFMC

which resulted in a payout of 200% of target PSUs as illustrated in the table below.

Over the 2021-2023 performance period, the Company’s TSR ranked in the 94th percentile relative to its TSR Peer Group,

regardless of our relative performance.

points. If our absolute TSR is negative for the performance period, the payout in respect of the TSR element is capped at target,

75th percentile or greater for a payout of 200% of target. The payout is interpolated on a straight-line basis between those

The performance condition requires the Company to perform at or above the 25th percentile for a threshold payout of 50% and

value to determine total shareholder return.

are assumed to be reinvested into the stock. The difference in VWAP from the two periods is divided by the beginning VWAP

price (“VWAP”) for the first month and last month of the measurement period, plus any dividends paid during that period, which

Relative TSR for the applicable performance period is based on the difference between the volume weighted average share

that the Committee believed reflected the companies we compete with for both shareholder investments and customers.

December 31, 2023, and performance was based on relative TSR performance against an industry peer group of companies

February 2021. The PSUs were subject to a performance period beginning February 16, 2021 (the date of the Spin-off) through

In February 2024, the Compensation and Talent Committee approved the performance results for the PSUs granted to NEOs in

Payout under the 2021 PSU Awards Based on Relative TSR

incentives for achieving the Company’s long-term goals.

are based on market competitiveness on total target compensation and aim to provide appropriate levels of retention and

The Compensation and Talent Committee reviews and approves equity awards for the NEOs on an annual basis. The awards

awards and RSU awards, providing a balanced focus on performance, sustainable long-term value creation, and retention.

aligning executives’ interests with those of our shareholders. Awards are made in the form of two complementary vehicles, PSU

NEO’s annual target compensation opportunity, grounded in our compensation philosophy of paying for performance and

Annual long-term equity incentive awards, granted in the form of TechnipFMC equity, represent the largest component of each

Long-Term Equity Incentives

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average invested capital

divided by a three-year

income

operating profit after tax,

capital over the three-year period to generate

ROIC

Three-year average net

Assesses our profitability and how effectively we use

dividends relative to peers

shareholder investments and customers

weighted-average price and

to companies with which we compete for

increase in volume-

shareholders and the broader stock market, relative

Relative TSR

Cumulative three-year

Assesses our overall performance in the eyes of our

PSU Measure

Weighting

Definition

Why It Matters

requiring a minimum threshold of relative performance for payout and by capping payout in the case of negative absolute TSR.

price compared to our key competitors, thus aligning their interests with shareholder interests. We further reinforce this by

We believe that these are meaningful measures of our long-term performance and motivate our NEOs to achieve superior share

payout will be based on relative TSR performance and ROIC for the three-year period of 2023-2025.

each three-year performance period. For awards in 2023, PSU awards comprised 70% of the total long-term equity award, and

The Compensation and Talent Committee sets the performance targets associated with PSU awards prior to the beginning of

2023 Performance Stock Unit Awards (70% of Equity Award)

(1)

This table excludes Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023.

Thierry Conti

125%

$562,500

Jonathan Landes

250%

$1,375,000

Justin Rounce

300%

$1,890,000

Alf Melin

300%

$2,100,000

Douglas J. Pferdehirt

785%

$10,430,295

Named Executive Officer

(1)

2023 LTI Target (% of Base)

2023 LTI Target Value

base salary and the 2023 LTI target value for each of our NEOs.

median total compensation data. The table below sets forth the 2023 long-term incentive target value as a percent of the NEO’s

For 2023, the Compensation and Talent Committee set the target value of equity awards for each NEO with reference to market

2023 Long-Term Equity Incentive

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the closing price of the Company’s Ordinary Shares on the NYSE on the date prior to the grant date.

The number of RSUs granted to each of the NEOs was determined by dividing the target value set for each executive officer by

with market practices of our Compensation Peer Group, as reported by FW Cook.

vesting for PSUs ensures a balanced and effective retention strategy for our equity awards. In addition, this modification aligns

The Compensation and Talent Committee’s decision to use a combination of graded vesting for RSUs and three-year cliff

three-year ratable schedule, with RSUs vesting in three equal installments over three years on the anniversary of the grant date.

For 2023, the Compensation and Talent Committee modified the vesting schedule of our RSU awards from a three-year cliff to a

share price, while reinforcing the retention impact of our compensation program.

Time-based RSU awards further align NEOs’ interests with the interests of our shareholders by incentivizing them to increase

2023 Time-Based RSU Awards (30% of Equity Award)

The results for the ROIC three-year period of 2023-2025 will be disclosed at the end of the performance period.

performance period to generate financial returns.

average invested capital. This will measure our profitability and how effectively the Company uses capital over the three-year

The 2023-2025 ROIC target was calculated based on a three-year average net operating profit after tax, divided by a three-year

Return on Invested Capital (ROIC)

relative performance. For performance achievement between the levels identified above, payout percentage will be interpolated on a straight-line basis.

Note: If the Company’s absolute TSR is negative for the performance period, the payout in respect of the TSR element will be capped at target, regardless of our

Maximum or above

75th percentile or greater

200%

Target

50th percentile

100%

Threshold

25th percentile

50%

Below Threshold

Below 25th percentile

0%

Performance Achievement

Relative TSR Performance

(% of earned PSUs)

Payout

The relative TSR payout scale for the 2023-2025 PSU award is outlined below:

Relative TSR

The Compensation and Talent Committee approved the following targets for the 2023 PSU awards:

December 31, 2025.

The vesting date for the 2023 PSU awards is February 21, 2026, with a performance period of January 1, 2023 through

Halliburton Company

Subsea 7 S.A.

Core Laboratories N.V.

SLB

ChampionX Corp.

National Oilwell Varco, Inc.

Oceaneering International, Inc.

Baker Hughes Company

Nabors Industries Ltd.

Transocean Ltd.

2023 Relative TSR Peer Group

capitalization and revenue to TechnipFMC, and are exposed to similar markets in terms of industry and global scope.

companies that we compete with for both shareholder investments and customers, have comparable median market

“Relative TSR Peer Group”, and each a “TSR Peer”) that the Compensation and Talent Committee believes best reflects the

The relative TSR performance for our 2023 PSU awards will be measured against a group of companies (collectively, the

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intended to both facilitate the performance of our NEOs in their roles while ensuring we remain market competitive.

The final element of our executive compensation program comprises market-aligned benefits and perquisites. These are

Indirect Compensation

and the advancement of our annual and long-term business objectives.

current executive compensation program is aligned to shareholder interests and effectively links executive pay to performance

We intend for all other core components of our incentive framework to remain the same in 2024 as in 2023. We believe the

Looking Ahead – 2024 Incentive Plans

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eligible NEO

Mr. Melin is the only

  Benefit accruals were frozen for non-union employees effective December 31, 2017

January 1, 2010

service prior to

to statutory limits for tax qualified plans

with five years of

Savings Plan) in the final 120 months of service up

Plan

FMC Technologies

(base salary, annual cash incentive, and employee contributions made to the U.S. Non-Qualified

Pension

senior employees of

  Pension based on final average pay, calculated as the highest 60 consecutive months of pay

Qualified

and other eligible

U.S. Non-

U.S. executives

  A non-qualified defined benefit pension plan

eligible NEO

Mr. Melin is the only

  Benefit accruals were frozen for non-union employees effective December 31, 2017

January 1, 2010

service

service prior to

(base salary and annual cash incentive) in the final 120 months of

Plan

with five years of

  Pension based on final average pay, calculated as the highest 60 consecutive months of pay

Pension

FMC Technologies

U.S.

U.S. employees of

  A tax-qualified defined benefit plan

Company; provided, however, that there is a six-month delay for key employees

  All vested funds must be distributed upon an employee’s separation from service with the

after three years of service

  Employees receive an additional 2% non-elective Company contribution that vests

  Participants are 100% vested in their contributions and matching contributions

  Company matches 100% of the first 5% of eligible contributions

eligible incentives) on a pre-tax basis

  Participants can contribute up to 75% of their eligible compensation (salary and

  Terms mirror those of the U.S. Qualified Savings Plan

compensation level

are eligible

of eligible earnings from the Company regardless of their

  Intent of the plan is to ensure eligible employees receive the same contribution as a percentage

Plan

All NEOs

Savings

employees

maximum limit required for the plan to be qualified

Qualified

other eligible senior

Qualified Savings Plan on annual compensation that exceeds the

U.S. Non-

U.S. executives and

  The Company contributes an amount equal to any missed Company contribution under the U.S.

Company contributes up to 5% of such excess to the employee’s non-qualified savings plan

  For annual compensation that exceeds the limit required for the plan to be qualified, the

after three years of service

  Employees receive an additional 2% non-elective Company contribution that vests

  Participants are 100% vested in their contributions and matching contributions

are eligible

All NEOs

  Company matches 100% of the first 5% of eligible contributions

Plan

Savings

30 hours a week

qualified plans

Qualified

working more than

incentives) on a pre-and after-tax basis up to statutory limits for tax

U.S.

U.S. employees

  Employees can contribute between 1% and 75% of eligible compensation (salary and eligible

Plan

Eligibility

Features

employees.

majority of our NEOs participate in the U.S. Qualified and Non-Qualified Savings Plans on the same terms as other eligible

Eligibility for retirement savings plan participation depends on an NEO’s tenure and the country in which he or she is based. The

Retirement Benefits

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benefits under both a change-in-control severance agreement and our general executive severance benefits.

described below, and general severance benefits are exclusive of one another, and in no circumstance would any NEO receive

market practice of large public companies surveyed by our compensation consultant. Change-in-control severance benefits, as

material terms of which are described in the chart below. Our general executive severance arrangements are consistent with the

Our executive officers, including our NEOs, are entitled to severance benefits outside of a change-in-control context, the

and are appropriate for the retention of executive talent.

financial protection to executive officers in the event of involuntary job loss, are consistent with the practices of peer companies,

It is our policy to offer severance benefits to our executive officers because we believe that severance benefits provide important

Executive Severance Benefits

Other Compensation, Benefits, and Considerations

reported in the Summary Compensation Table.

benefit of the Company. However, in accordance with SEC disclosure rules, the aggregate incremental cost of these services is

measures provided to our executive officers to be a personal benefit, but rather reasonable and necessary expenses for the

assessment determined to be appropriate by our security team and an external consultant. We do not consider the security

security of our executive officers is critical to the stability of the Company. The security program was developed based on a risk

The Compensation and Talent Committee believes this is in the best interests of shareholders as the personal safety and

Reflecting the safety concerns associated with their roles, the Company provides a security program for our executive officers.

considered appropriate and reasonable.

and we do not gross up for the taxes due on such imputed income. Additional allowances or benefits may be granted to NEOs if

with their business responsibilities. The value of perquisites deemed to be personal is imputed as income to an executive officer,

country club memberships, expatriate allowances, car allowances, executive physicals, and other minor expenses associated

total compensation package. The perquisites we provide to our executives may include financial planning, tax assistance,

The Company also provides limited perquisites to NEOs to facilitate the performance of their roles and to ensure a competitive

Perquisites

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target

Death or disability

  Accelerated vesting of all granted and outstanding equity awards, with outstanding PSUs vesting at

originally scheduled date

  Outstanding PSUs will remain subject to the original performance conditions, measured at the

Retirement

  Outstanding equity settled on the originally scheduled date

  No tax gross-ups on any payments

  Equity treated pursuant to the terms of the applicable plan

solicitation covenants

  Severance benefits subject to compliance with non-disclosure, non-compete, and non-

employment

  Financial planning and tax preparation assistance for the final calendar year of

  Outplacement assistance as appropriate

  18 months of medical and dental benefits continuation

  Prorated target annual cash incentive for the year of termination

without cause

Termination

  Cash severance equal to 18 months of base salary and target annual cash incentive

Scenario

Agreements

Separation

Provisions under TechnipFMC Executive Severance Agreement or Relevant Equity Award

case of termination for cause. The material terms of the Executive Severance Agreements are described in the chart below.

assurance that they will not be adversely affected by a change-in-control transaction without fair compensation, except in the

continuity of management. The Compensation and Talent Committee believes it is appropriate to provide executives with the

period of time when a change-in-control transaction is taking place and in order to ensure we have the ability to maintain

Severance Agreements to ensure executives are incentivized to continue to work in the Company’s best interests during the

severance in the event of a qualifying termination in connection with a change-in-control event. We entered into the Executive

Each of our NEOs is party to an Executive Severance Agreement, pursuant to which he or she is entitled to enhanced

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  “Best-after-tax” cutback for 280G excise tax calculations, with no tax gross-ups on any payments

PSUs vesting at target

  Accelerated vesting of all granted and outstanding equity awards, with outstanding

  Up to $50,000 in outplacement assistance

months or 24 months

  Amount equal to the premiums payable for health and welfare coverage for 36

  Prorated target annual cash incentive for the year of termination

executive is terminated

target annual cash incentive for the year the

her average actual annual cash incentive paid in the three years prior to termination or his or her

on the date of the agreement or the date of termination and two to three times the greater of his or

  Cash severance equal to three times or two times the greater of the executive’s annual base salary

event

change-in-control

location of employment)

following a

in salary and/or benefits, significant change in

good reason

terminates employment for good reason (e.g., material change in responsibilities, material reduction

resignation for

  “Qualifying termination” defined as termination by the Company without cause, or if the executive

without cause or

termination

by a qualifying termination within 24 months

Qualifying

  Double trigger requirements, meaning a change-in-control event must occur, followed

Scenario

Agreements

Separation

Provisions under TechnipFMC Executive Severance Agreement or Relevant Equity Award

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  Reduce or offset future incentive compensation

executive officer to repay the Company any gain realized or payment received

  Clawback previously earned or erroneously awarded compensation by requiring the

deferred

Authority

  Cancel previously granted compensation in part or in whole, whether vested or

Talent Committee

Compensation and

  Administer, interpret, and construe the policy

negligence; and willful misconduct

  Illegal acts, including fraud, material theft of Company assets, bribery, and corruption; gross

erroneously awarded compensation

Triggering Events

   Restatement of the Company’s quarterly or annual financial statements resulting in

Compensation

measures

Covered

  Cash and equity that is granted earned or vested based on the attainment of financial reporting

  By definition, this includes all NEOs

Exchange Act

Covered Employees

  Executive officers subject to the reporting requirements of Section 16 of the

previously awarded compensation in defined situations. The updated policy supersedes our prior clawback policy.

In 2023, the Company adopted an updated compensation recovery clawback policy that enables us to recoup and/or cancel

Clawback Policy

framework.

shareholders and encourage them to make decisions that expose the Company to an appropriate level of risk within our agreed

instances to broader employee populations. These policies are intended to align our NEOs with the long-term interests of our

As part of a robust approach to risk mitigation, the Company operates a number of policies that apply to our NEOs, and in many

Compensation Risk

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compensation program in the best long-term interests of our shareholders.

on the Company’s executive compensation program. Our Compensation and Talent Committee will continue to structure our

compensation, the accounting treatment and tax deductibility of compensation have not had and will not have a material impact

Although the Compensation and Talent Committee considers the accounting and tax treatment of the various forms of

Tax Considerations

against Ordinary Shares.

transactions, hedging and pledging activities, short selling, selling or purchasing options in Ordinary Shares, and borrowing

regulations. All such individuals are also prohibited from directly or indirectly speculating in Ordinary Shares, including derivative

of material, non-public information or otherwise using such information in any manner that would violate applicable laws and

officers, and employees are prohibited from engaging in discretionary transactions involving our securities while in possession

Our Insider Trading Policy aims to align management’s economic ownership risk with those of shareholders. Our directors,

Insider Trading and Speculation in Company Stock

Requirement

ownership level is achieved

Retention

  50% of the net shares acquired after the vesting of time-based RSUs and PSUs until the required

Non-achievement

Consequences for

  At the discretion of the Board of Directors

  Pro rata requirement of 20% per year applies within the first five years

Time for Achievement

  Five years from the effective date of appointment

  Unvested RSUs

  PSU awards where the performance period is final and approved

Interests

Qualifying Share

  Ordinary shares owned outright

  Other executive officers: 3x base salary

  CFO: 5x base salary

Requirements

Share Ownership

  CEO: 6x base salary

Company’s policy in 2023.

officers. All executive officers, including all NEOs, met their applicable ownership and retention requirements under the

The Compensation and Talent Committee oversees the operation of share ownership guidelines that apply to our executive

Share Ownership and Retention Requirements

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(3)

Represents short-term incentive remuneration earned in 2023 and paid in March 2024.

ii.

Mrs. Lazar’s grant was forfeited in its entirety at the time of her departure.

2023

16,608,796

3,343,960

3,009,548

2,189,469

895,674

Pferdehirt

Melin

Rounce

Landes

Conti

the same as in the Summary Compensation Table for the PSUs.

ii.

The maximum award value of PSUs granted in 2023 subject to market-based conditions are shown in the table below. The methodology used in this table is

utilizing a Monte Carlo simulation as disclosed in our Annual Report on Form 10-K.

grant date of the awards. With respect to PSUs subject to TSR market-based vesting conditions, the grant date fair value of such award was determined

based (ROIC) vesting conditions and time-based RSUs, the aggregate grant date fair value of such awards was based on the Company’s share price on the

(ROIC) vesting conditions. Determination of fair value was made in accordance with FASB ASC Topic 718. With respect to PSUs subject to performance-

i.

For each year, the sum of the aggregate grant date fair value of time-based RSUs and PSUs subject to either market-based (TSR) or performance-based

(2)

In accordance with SEC regulations for the Summary Compensation Table, the “Stock Awards” column includes:

(1)

Salary represents contractual annual base salary.

2021

—

—

—

—

—

—

Officer and Secretary

2022

500,000

999,996

555,000

25,775

2,080,771

President Chief Legal

Former Executive Vice

Victoria Lazar

2023

367,231

1,240,030

346,192

507,556

2,461,009

2021

—

—

—

—

—

—

2022

—

—

—

—

—

—

Technologies

President, Surface

Thierry Conti

2023

450,000

670,674

531,564

333,387

1,985,625

2021

475,000

1,593,115

755,250

57,588

2,880,953

2022

525,000

1,312,493

635,250

71,042

2,543,784

President, Subsea

Jonathan Landes

2023

550,000

1,639,478

866,250

109,865

3,165,593

2021

600,000

3,649,495

969,000

111,776

5,330,270

Officer

2022

600,000

1,799,997

726,000

81,462

3,207,459

and Chief Technology

Executive Vice President

Justin Rounce

2023

630,000

2,253,554

992,250

90,230

3,966,034

2021

650,000

2,589,929

988,915

(8,626)

56,783

4,277,001

2022

650,000

1,949,993

786,500

(249,849)

57,155

3,193,799

Chief Financial Officer

Alf Melin

2023

700,000

2,503,948

1,102,500

94,706

119,018

4,520,172

2021

1,236,000

17,629,477

2,694,789

373,416

21,933,682

2022

1,236,000

9,699,996

2,077,407

270,193

13,283,596

Chair and CEO

Douglas J. Pferdehirt

2023

1,328,700

12,436,674

2,955,195

341,926

17,062,495

as of 12/31/2023

Year

($)

($)

($)

($)

($)

($)

1

2

3

4

5

Name and Principal Position

Total

Salary

Stock Awards

Compensation

Earnings

Compensation

Incentive Plan

Compensation

All Other

Non-Equity

Deferred

Nonqualified

Value and

Change in Pension

their capacities to the Company during the fiscal year ended December 31, 2023.

The following table summarizes the compensation earned by each of the NEOs from all sources for services rendered in all of

December 31, 2023

Summary Compensation Table for the Year Ended

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ROIC

2/21/2023

23,608 47,216

94,432

843,278

PSU

-

PSU - TSR

2/21/2023

23,608 47,216

94,432

843,278

RSU

2/21/2023

40,471

566,999

Rounce

Incentive

2023

630,000 1,260,000

Justin

Annual

ROIC

2/21/2023

26,231 52,463 104,925

936,980

PSU

-

PSU - TSR

2/21/2023

26,231 52,463 104,925

936,980

RSU

2/21/2023

44,967

629,988

Incentive

2023

700,000 1,400,000

Alf Melin

Annual

ROIC

2/21/2023

130,286 260,571 521,142

4,653,798

PSU

-

PSU - TSR

2/21/2023

130,286 260,571 521,142

4,653,798

RSU

2/21/2023

223,346 3,129,077

Incentive

2023

1,793,745 3,587,490

J. Pferdehirt

Douglas

Annual

Name

Type

Date

($)

($)

($)

(#)

(#)

(#)

(#)

($)

1

2

3

Grant

Threshold

Maximum

Threshold

Target

Maximum

or Units

Award

Target

4

Awards

of Stock

Option

of Shares

Stock and

Number

Plan Awards

Plan Awards

Value of

Awards:

under Non-Equity Incentive

under Equity Incentive

Date Fair

Stock

Estimated Possible Payouts

Estimated Possible Payouts

Grant

All Other

Shown below is information with respect to plan-based awards made in 2023 to each NEO.

Grants of Plan-Based Awards Table

$4,695.80, and outplacement services of $1,250.

U.K. tax preparation of $2,226, paid holidays not taken of $65,310, severance payment during 2023 of $346,667, Company-paid COBRA installments of

  Ms. Lazar – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $87,396, Company-paid life insurance premium of $13,

insurance premium of $167, expatriate allowances and benefits of $254,421, and tax equalization of $1,468.

  Mr. Conti – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $45,399, car allowance of $31,932, Company-paid life

$3,023, and Company-paid life insurance premium of $205.

  Mr. Landes – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $88,637, car allowance of $18,000, security services of

paid life insurance premium of $234.

  Mr. Rounce – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $88,649, security services of $1,346, and Company-

and U.K. tax preparation of $2,226.

  Mr. Melin – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $116,532, Company-paid life insurance premium of $260,

insurance premium of $494, spousal travel of $9,841.

assistance of $15,000, personal use of Company automobile of $14,311, security services of $26,071, U.K. tax preparation of $4,437, Company-paid life

  Mr. Pferdehirt – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $271,773, financial planning and personal tax

(5)

The amounts reflected in the “All Other Compensation” column for the fiscal year ended December 31, 2023 represent:

assumptions consistent with those disclosed in our Annual Report on Form 10-K.

with unreduced benefits (age 62 for U.S. pension programs) under all of our pension plans. These amounts are determined using interest rates and mortality rate

(4)

The amounts shown in the Change in Pension Value column reflect the actuarial increase in the present value of the NEO’s benefits at the first retirement date

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Proxy Statement 2024

on RSU and PSU awards and are payable only if and when the RSUs and PSUs vest.

Compensation Discussion and Analysis - Long-Term Equity Incentives.” Dividend equivalents, where allowed, are accumulated

targets and potential award amounts for PSUs, please see the descriptions set out in the section entitled “Executive

For a description of the material terms of the RSU awards, including the vesting schedules and a description of the performance

forfeited upon her departure.

This table excludes Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023, and all outstanding awards were

(4)

Threshold for TSR is 50%, for ROIC is 50%.

grant date fair value of such award was determined utilizing a Monte Carlo simulation as disclosed in our Annual Report on Form 10-K.

(3)

Grant date fair values were determined in accordance with FASB ASC Topic 718. With respect to PSUs subject to market-based (TSR) vesting conditions, the

(2)

Each target award as a percentage of base salary: Mr. Pferdehirt – 135%; Mr. Melin - 100%; Mr. Rounce – 100%; Mr. Landes - 100%; and Mr. Conti – 75%.

“PSU-ROIC” awards vest on February 21, 2026.

and ROIC performance measure. The annual RSU awards vest one-third on February 21, 2024, February 21, 2025, and February 21, 2026. The “PSU-TSR and

(1)

“RSU” awards are time-based restricted stock unit awards, “PSU-TSR and “PSU-ROIC” awards are market-based restricted stock unit awards based on the TSR

ROIC

2/21/2023

7,026 14,052

28,104

250,969

PSU

-

PSU - TSR 2/21/2023

7,026 14,052

28,104

250,969

RSU

2/21/2023

12,044

168,736

Incentive

2023

337,500

675,000

Thierry Conti

Annual

ROIC

2/21/2023

17,175 34,350

68,700

613,491

PSU

-

PSU - TSR 2/21/2023

17,175 34,350

68,700

613,491

RSU

2/21/2023

29,443

412,496

Landes

Incentive

2023

550,000 1,100,000

Jonathan

Annual

Name

Type

Date

($)

($)

($)

(#)

(#)

(#)

(#)

($)

1

2

3

Grant

Threshold

Maximum

Threshold

Target

Maximum

or Units

Award

Target

4

Awards

of Stock

Option

of Shares

Stock and

Number

Plan Awards

Plan Awards

Value of

Awards:

under Non-Equity Incentive

under Equity Incentive

Date Fair

Stock

Estimated Possible Payouts

Estimated Possible Payouts

Grant

All Other

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were forfeited upon her departure.

This table excludes Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023, and her outstanding equity awards

December 29, 2023.

(5)

The market value of PSUs and RSUs that have not vested is calculated using the closing price of the Company’s Ordinary Shares on the NYSE of $20.14 on

(4)

Mr. Conti’s grant on May 1, 2022 of RSUs and PSUs will vest on May 1, 2025.

(3)

Reflects March 8, 2022 grant of RSUs and PSUs, as applicable, that vest on March 8, 2025.

(2)

Reflects April 1, 2021 grant of RSUs and PSUs, as applicable, that vest on March 1, 2024.

(1)

Mr. Pferdehirt’s grant of 267,418 RSUs will vest on April 1, 2025.

2/21/2023

12,044

242,566

28,104

566,015

5

5/1/2022

8,670

174,614

20,231

407,452

4

3/8/2022

13,135

264,539

13,134

264,519

3

Conti

4/1/2021

—

—

9,868

198,742

9,868

198,742

Thierry

2

2/21/2023

29,443

592,982

68,700

1,383,618

5

3/8/2022

49,968

1,006,356

116,592

2,348,163

3

4/1/2021

44,642

899,090

104,166

2,097,903

2

6/14/2018

7,317

25.24

6/14/2028

—

Landes

Jonathan

6/26/2017

10,873

—

20.89

6/26/2027

—

2/21/2023

40,471

815,086

94,432

1,901,860

5

3/8/2022

68,527

1,380,134

159,899

3,220,366

3

4/1/2021

95,864

1,930,701

223,684

4,504,996

2

Rounce

Justin

3/8/2019

81,286

—

16.47

3/8/2029

2/21/2023

44,967

905,635

104,925

2,113,190

5

3/8/2022

74,238

1,495,153

173,223

3,488,711

3

4/1/2021

73,308

1,476,423

171,052

3,444,987

2

6/14/2018

6,584

25.24

6/14/2028

—

Alf Melin

6/26/2017

7,176

20.89

6/26/2027

—

2/21/2023

223,346

4,498,188

521,142 10,495,800

5

3/8/2022

369,289

7,437,480

861,675 17,354,135

3

4/1/2021

364,661

7,344,273

948,120 19,095,137

2

4/1/2021

267,418

5,385,799

1

3/8/2019

438,045

16.47

3/8/2029

2/26/2018

245,973

23.78

2/26/2028

—

Pferdehirt

Douglas J.

6/20/2017

286,529

20.89

6/20/2027

—

Name

Grant Date

Exercisable

Unexercisable

(#)

($/€)

Date

(#)

($)

5

(#)

($)

5

Options (#)

Options (#)

Options

Price

Expiration

Vested

Vested

Vested

Vested

Unexercised

Unexercised

Unearned

Exercise

Option

that have Not

that have Not

have Not

have Not

Underlying

Underlying

Unexercised

Option

Units of Stock

Units of Stock

Rights that

Rights that

Securities

Securities

Underlying

Shares or

of Shares or

or Other

or Other

Number of

Number of

Securities

Number of

Market Value

Shares, Units,

Shares, Units,

Number of

Unearned

of Unearned

Awards:

Number of

Payout Value

Award Plan

Awards:

Market or

Incentive

Award Plan

Awards:

Incentive

Award Plan

Incentive

OPTION AWARDS

STOCK AWARDS

Shown below is information for each of the NEOs with respect to outstanding equity awards as of December 31, 2023.

Outstanding Equity Awards at Fiscal Year-End Table

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Plan and the U.S. Non-Qualified Pension Plan.

iv.

Unreduced benefits are first available at age 62 (for Mr. Melin, assuming continued employment with TechnipFMC until that time) under the U.S. Pension

(5.2%).

disclosure assumptions (4.1%, 417(e) 2021 for lump sums) and reflecting discounting of present value back to December 31, 2023 ASC 715 Interest only

iii.

Present value of U.S. Non-Qualified Pension Plan benefit calculated as amount payable at first unreduced age using December 31, 2023 ASC 715

715 interest only (52%).

assumptions (5.2%, Pri-2012 adjusted with modified MP-2020 projection scale) and reflecting discounting of present value back to December 31, 2023 ASC

ii.

Present value of U.S. Qualified Pension Plan benefit calculated as amount payable at first unreduced age using December 31, 2023 ASC 715 disclosure

accrued through freeze date of December 31, 2017.

i.

Sum of present value of U.S. Pension Plan benefit accrued through freeze date of December 31, 2017 plus present value of non-qualified defined benefit

(2)

The following assumptions were used to calculate the present value of accumulated benefits as of December 31, 2023:

Pension Plan.

U.S. Non-Qualified Pension Plan. Effective December 31, 2017, future benefit accruals were frozen under the U.S. Pension Plan and the U.S. Non-Qualified

executive officers, with less than five years of vesting service as of December 31, 2009. Accordingly, only Mr. Melin participated in the U.S. Pension Plan and the

(1)

Effective January 1, 2010, the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan were closed to new entrants and frozen for employees, including

U.S. Non-Qualified Pension Plan

18.7

$507,682

$—

Alf Melin

U.S. Pension Plan

18.7

$561,239

$—

Name

Plan Name

2023

2023 ($)

Last Fiscal Year

1

2

as of December 31,

Payments During

as of December 31,

of Credited Service

Accumulated Benefit

Number of Years

Present Value of

value is the present value at December 31, 2023 of the lump sum payable at the first retirement date for unreduced benefits.

the present value of accrued benefits at the first retirement date for unreduced benefits. The U.S. Non-Qualified Pension Plan

includes years of service pre-merger with FMC Technologies and its former parent company. The U.S. Pension Plan values are

mortality rate assumptions consistent with those used in our financial statements. Credited years of service for Mr. Melin

in a Company pension plan. The table includes the number of years of service credited to Mr. Melin using interest rate and

The table below shows the present value of accumulated benefits payable to Mr. Melin, who was the only NEO who participated

Pension Benefits Table

options, and none of her stock awards vested in 2023.

Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023, did not hold any

(1)

The value of the vested shares does not include dividends earned.

Thierry Conti

—

—

14,526

213,968

Jonathan Landes

—

—

22,850

336,581

Justin Rounce

—

—

149,757

2,205,921

Alf Melin

—

—

24,460

360,296

Douglas J. Pferdehirt

—

—

807,034

11,887,611

Named Executive Officer

(#)

($)

(#)

($)

on Exercise

on Exercise

on Vesting

on Vesting

1

Shares Acquired

Value Realized

Shares Acquired

Value Realized

Number of

Number of

OPTION AWARDS

STOCK AWARDS

RSU and PSU awards that vested in 2023.

Shown below is information for each of the NEOs with respect to options to purchase Ordinary Shares exercised in 2023 and

Option Exercises and Stock Vested Table

Executive Compensation Discussion and Analysis

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Proxy Statement 2024

TechnipFMC  79

6%.

interest rates is based on the lesser of the 30-year U.S. Treasury Rate in effect for October of the year prior to termination and

elect to receive his or her benefit in monthly installments payable over five years. The actuarial equivalence assumption for

The normal form of payment for the U.S. Non-Qualified Pension Plan is a lump sum distribution. In addition, a participant may

U.S. Non-Qualified Pension Plan

retirement benefit and Social Security benefits is approximately equal before and after age 62.

benefits to the retiree until Social Security benefits begin at age 62 and reduces the benefit after age 62 so that the total of the

and 14.7% from the normal retirement benefit for the 100% joint and survivor annuity. The level income annuity pays increased

benefit for the 50% joint and survivor annuity, 11.4% from the normal retirement benefit for the 75% joint and survivor annuity,

survivor annuities. The actuarial reduction for a participant and spouse who are both age 62 is 7.9% from the normal retirement

annuities are actuarially determined based on the age of the participant and the age of the participant’s spouse for joint and

100% joint and survivor annuities, level income, and lump sum for benefits with lump sum values of $1,000 or less. The levels of

retirees. The U.S. Pension Plan also provides for a variety of other methods for receiving pension benefits, such as 75% and

The normal retirement benefit is an individual life annuity for single retirees and 50% joint and survivor annuity for married

Payment of Pension Benefit

commencement of the participant’s early retirement benefit precedes the participant’s 65th birthday.

the attainment of age 55, which is equal to the normal retirement benefit reduced by one-half of 1% for each month by which the

whose employment terminates prior to their early retirement date is entitled to receive an early retirement benefit payable after

of the participant’s early retirement benefit precedes the participant’s 62nd birthday. A participant in the U.S. Pension Plan

benefit, which is equal to the normal retirement benefit reduced by one-third of 1% for each month by which the commencement

participant in the U.S. Pension Plan who retires on or after their “early retirement date” is entitled to receive the early retirement

The U.S. Pension Plan’s “early retirement” eligibility is on or after the participant’s 55th birthday with 10 years of service. A

Early Retirement

and deferrals to the U.S. Non-Qualified Savings Plan, are not included. Eligible earnings were frozen as of December 31, 2017.

executives for each plan year, subject to certain IRS limits. Equity compensation, such as RSU, PSU, and stock option awards,

Eligible earnings under the U.S. Pension Plan include the base salary and annual cash incentive paid by the Company to the

Eligible Earnings

(b)

the ratio of actual years of credited service to expected years of credited service at age 65.

at age 65 in excess of 35 years of credited service; and

ii

1.5% of the participant’s final average yearly earnings multiplied by the participant’s expected years of credited service

age 65 up to 35 years of credited service; and

of the Social Security covered compensation base, multiplied by the participant’s expected years of credited service at

which Social Security retirement age is reached), plus 1.5% of the participant’s final average yearly earnings in excess

as the average of the maximum Social Security taxable wages bases for the 35-year period ending in the year in

i

1% of the participant’s final average yearly earnings up to the Social Security Covered Compensation Base (defined

(a)

the sum of:

product of (a) and (b) below:

through the date on which benefit accruals were frozen, December 31, 2017. The normal annual retirement benefit is the

final average yearly earnings are based on the highest 60 consecutive months out of the final 120 months of compensation

benefit for retirement. Years of credited service and final average yearly earnings are used to calculate the pension benefit. The

Our U.S. Pension Plan is a defined benefit plan that provides eligible employees having five or more years of service a pension

Benefit Formula

U.S. Pension Plan

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Proxy Statement 2024

The following table shows the value to each of the NEOs if death or disability had occurred on December 31, 2023.

of 62, all outstanding equity awards are retained and vest in accordance with their pre-retirement, original vesting schedule.

hold an unvested equity award at the time of their death or disability. In the event of an NEO’s retirement after reaching the age

on the first business day following death or disability. This death or disability benefit also exists for any of our employees who

In the event of the death or disability of an NEO during active employment with the Company, all outstanding equity awards vest

Payments in the Event of Death, Disability, or Retirement

NEOs are not entitled to receive both forms of payment.

in the event of a change-in-control. Termination payments and change-in-control payments are mutually exclusive, and our

event of their death or disability, retirement, or involuntary not-for-cause termination as discussed in this section, or, alternatively,

available to all other salaried employees in those situations. Our NEOs receive additional compensation benefits either in the

The compensation and benefits payable to each of the NEOs in the event of a voluntary termination are the same as those

Potential Payments upon Termination

until she left the Company on August 31, 2023. Please see the section entitled “Separation of Ms. Lazar” for more information.

(4)

Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023, received contributions through her transition period

$533,222, and Mr. Landes $76,871.

(3)

The following amounts have been reported in the Summary Compensation table in previous years: Mr. Pferdehirt $5,228,279, Mr. Melin $138,184, Mr. Rounce

(2)

All contributions made by the Company for the NEOs are included in All Other Compensation for the NEOs in the Summary Compensation Table.

(1)

All amounts are included in Salary and Non-Equity Incentive Plan Compensation reported for the NEOs in the Summary Compensation Table.

Victoria Lazar

49,385

64,296

19,138

160,913

4

Thierry Conti

76,640

24,390

36,209

231,937

Jonathan Landes

6,353

66,614

113,257

568,768

Justin Rounce

67,742

67,396

87,897

708,530

Alf Melin

6,981

92,340

110,169

757,091

Douglas J. Pferdehirt

340,254

248,673

803,002

6,207,659

Name

($)

($)

($)

($)

($)

1

2

3

Fiscal Year

Distributions

Last Fiscal Year

Last Fiscal Year

Fiscal Year End

Earnings in Last

Withdrawals/

Contributions in

Contributions in

Balance at Last

Aggregate

Aggregate

Executive

Registrant

Aggregate

deferred amounts will be deemed as being invested in any funds available under the U.S. Non-Qualified Savings Plan.

their base salary and annual cash incentive payments for the current year under the U.S. Non-Qualified Savings Plan, and the

the plan. In addition, the NEOs who participate in the U.S. Non-Qualified Savings Plan may elect to defer all or any portion of

matching contribution will be made in the same investment allocations that the participant selects for his or her contributions to

compensation awards) in the following year. The investment options are publicly available mutual funds. The Company’s

by eligible employees in November or December of each year for amounts earned (or granted with regard to incentive

defer up to 75% of base salary and annual cash incentive. For the U.S. Non-Qualified Savings Plan, deferral elections are made

Pursuant to the Company’s U.S. Non-Qualified Savings Plan, certain of our U.S.-based employees, including our NEOs, may

Non-Qualified Deferred Compensation Table

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as further described in the section entitled “Separation of Ms. Lazar.”

(5)

The amounts included for Ms. Lazar disclose the payments and benefits actually provided by the Company in connection with her separation from the Company

(4)

Financial planning and tax preparation assistance for the year of termination.

(3)

18 months of medical, dental, life and Accidental Death & Disability benefit continuation.

(2)

Prorated target annual cash incentive for the year of termination.

(1)

Severance payment equal to 18 months’ base salary and target annual cash incentive.

Victoria Lazar

2,080,000

346,192

—

21,131

—-

6,300

—

2,453,623

5

Thierry Conti

1,012,500

337,500

—

16,500

—

50,000

—

1,416,500

Jonathan Landes

1,375,000

550,000

—

25,515

—

50,000

—

2,000,515

Justin Rounce

1,575,000

630,000

—

36,250

—

50,000

—

2,291,250

Alf Melin

1,750,000

700,000

—

36,305

—

50,000

1,068,921

3,605,226

Pferdehirt

3,786,795

1,793,745

—

26,132

15,000

50,000

—

5,671,672

Douglas J.

Name

($)

1

($)

2

($)

($)

3

($)

4

($)

($)

($)

Acceleration

Services

Service

Payment

Incentive

Benefits

Assistance

Total

Incentive

Outplacement

Pension

Severance

Annual Cash

Disability

Preparation

Long-Term

Additional

Target

and

and Tax

Award and

Value of

Prorated

Insurance

Planning

Equity

Dental, Life

Financial

Medical,

Compensation

Benefits and Perquisites

on December 31, 2023

Executive Benefits and Payments for Involuntary Termination Not in Connection with a Change-in-Control Occurring

such a termination were to occur can be determined only at the time of such NEO’s actual termination.

amounts that would be paid out to the NEOs in the event of such a termination. The actual amounts that would be paid out if

effective as of December 31, 2023, and, as a result, are based on amounts earned through such time and are estimates only of

The amounts shown in the table below are calculated using the assumption that an involuntary not-for-cause termination was

Payments Made in an Involuntary Termination

This table excludes Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until her departure on July 31, 2023.

Company’s stock price on December 29, 2023.

(2)

Unvested stock options vest and become exercisable in the event of death or disability. All stock options plans have an exercise price that is greater than the

(1)

Assumes PSUs are paid at target (100%).

Thierry Conti

1,436,727

880,460

2,317,188

Jonathan Landes

5,829,684

2,498,427

8,328,112

Justin Rounce

9,627,222

4,125,921

13,753,143

Alf Melin

9,046,888

3,877,212

12,924,100

Douglas J. Pferdehirt

46,945,071

24,665,740

71,610,811

Name

($)

($)

($)

($)

1

2

Accelerated

Total

Restricted Stock Units

Stock Options/SARs

Units Unvested and

Performance-Based

Restricted Stock

Time Vested

Long-Term Incentive Compensation

Executive Benefits and Payments in the Event of Death or Disability on December 31, 2023

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Proxy Statement 2024

This table excludes Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until her departure on July 31, 2023.

(4)

Three years of benefits continuation for Mr. Pferdehirt and two years of benefits continuation for Messrs. Melin, Rounce, Landes, and Conti.

(3)

Assumes PSUs are paid at target.

(2)

Prorated target annual cash incentive for the year of termination.

cash incentive for Messrs. Melin, Rounce, Landes, and Conti.

(1)

The amount represents three times base salary and three times target annual cash incentive for Mr. Pferdehirt and two times base salary and two times annual

Thierry Conti

1,575,000

337,500

2,317,188

—

21,999

—

50,000

— 4,301,687

Jonathan Landes 2,200,000

550,000

8,328,112

—

34,020

—

50,000

— 11,162,132

Justin Rounce

2,520,000

630,000 13,753,143

—

48,333

—

50,000

— 17,001,476

Alf Melin

2,800,000

700,000 12,924,100

—

48,407

—

50,000 1,068,921 17,591,428

Pferdehirt

9,367,335 1,793,745 71,610,811

—

52,264

15,000

50,000

— 82,889,155

Douglas J.

Name

($)

1

($)

2

($)

3

($)

($)

4

($)

($)

($)

($)

Payments

Assistance

Services

Service

Total

Payment

Bonus

Acceleration

Benefits

Compete

Preparation

Outplacement

Pension

Severance

or Agreed

Incentive

Disability

Non-

and Tax

Additional

Incentive

Long-Term

and

Planning

Value of

Annual Cash

Award and

Insurance,

Financial

Target

Equity

Dental, Life

Prorated

Medical,

Compensation

Benefits and Perquisites

December 31, 2023

Executive Benefits and Payments for a Qualifying Termination upon Change-in-Control Occurring on

such NEO’s actual termination.

termination. The actual amounts that would be paid if such a termination were to occur can only be determined at the time of

earned through such time and are only estimates of amounts that would be paid out to the NEOs in the event of such a

upon a change-in-control event that was effective as of December 31, 2023. As a result, such amounts are based on amounts

The amounts shown in the table below are calculated using the assumption that each NEO incurred a Qualifying Termination

voluntary resignation for good reason, in each case during the 24-month period following a change-in-control event.

involuntary termination of the NEO’s employment by the Company for reasons other than cause, disability, or death, or a

experience a Qualifying Termination within 24 months following a change-in-control event. A “Qualifying Termination” is an

Under the terms of our NEOs’ executive severance agreements, our NEOs are entitled to receive severance benefits if they

Payments Made in the Event of a Qualifying Termination upon a Change-in-Control

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States.

Using this methodology, we determined that the median employee was a non-exempt, full-time employee located in the United

exchange rate as of December 31, 2021 to convert all international currencies to U.S. dollars.

we computed total taxable earnings for the most recently completed taxable year as permitted by SEC rules and applied an

2021 employee population. This population was further refined into the most represented job classifications. From this subset,

In identifying the median employee, we identified a median base salary using annualized 2021 base salary for the October 1,

After these exclusions, our employee population used in determining our median employee was 19,063 employees.

Guinea (12), Gabon (2), Guyana (59), Kazakhstan (21), Mozambique (26), Saudi Arabia (159), Tunisia (5), and Vietnam (4).

minimis exemption,” we excluded employees in Algeria (1), Cameroon (26), China (41), Congo-Brazzaville (1), Equatorial

approximately 19,420 individuals globally, with 3,285 employees in the United States. As permitted under the SEC’s 5% “de

In 2021, we identified our median employee from our employee population as of October 1, 2021, which consisted of

Identified the Median Employee

2021 to calculate our 2023 CEO pay ratio.

significant change to our CEO pay ratio disclosure, we elected to utilize the same median employee that we had identified for

population or employee compensation arrangements in the past fiscal year that we reasonably believed would result in a

In accordance with Instruction 2 to Item 402(u) of Regulation S-K, because there had been no change in our employee

Methodology

of our median employee for our last completed fiscal year, 2023.

providing the following information about the ratio of the total annual compensation of our CEO to the total annual compensation

Pursuant to Section 953(b) of the Dodd-Frank Act and Item 402(u) of Regulation S-K as promulgated by the SEC, we are

CEO Pay Ratio

Date granted under the Company’s long-term incentive plan were forfeited and cancelled in their entirety.

disparagement covenant, and covenants regarding confidential information. Any unvested equity awards as of the Separation

termination non-competition and non-solicitation covenants, her ongoing cooperation with the Company, a mutual non-

up to 12 months of outplacement services, in exchange for a release of claims, her continued compliance with 24-month post-

another employer’s group medical, dental, and vision plans; (d) tax preparation assistance for her years of employment; and (e)

the full cost of medical, dental, and vision benefits for up to 18 months or, if earlier, the date she is eligible for coverage under

weekly pay periods; (b) a pro rata bonus for 2023 based on target performance, payable within 30 days of her separation; (c)

following benefits: (a) a payment equal to two times the sum of her base salary and annual target bonus, payable over 48 bi-

and Restrictive Covenant Agreement (the “Agreement”), dated July 31, 2023, pursuant to which Ms. Lazar will be entitled to the

In connection with Ms. Lazar’s departure, the Company and Ms. Lazar entered into a Separation, Release and Waiver of Claims

through August 31, 2023 (the “Separation Date”).

the Transition Period, Ms. Lazar continued to receive the compensation and benefits in effect prior to the Transition Period

Company between August 1 and August 31, 2023 (the “Transition Period”) to ensure an orderly transition of her duties. During

Secretary, effective July 31, 2023. In accordance with the Agreement (as defined below), Ms. Lazar remained employed with the

As previously disclosed, Ms. Lazar ceased to serve as the Company’s Executive Vice President, Chief Legal Officer and

Separation of Ms. Lazar

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assumptions in calculating their own pay ratios.

employee populations and compensation practices, and likely utilize different methodologies, exclusions, estimates, and

ratios reported by other companies are likely not comparable to the pay ratio reported above, as other companies have different

reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay

annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make

The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s

our CEO to the total annual compensation of our median employee was approximately 122:1.

total compensation of our median employee was $140,192. As a result, for 2023, the ratio of the annual total compensation of

For 2023, the annual total compensation of our CEO for purposes of determining the pay ratio was $17,062,495 and the annual

Calculated CEO Pay Ratio

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comparable GAAP measures, please refer to “Appendix A - Reconciliation of Non-GAAP Measures” in this Proxy Statement.

excluding charges credits and foreign currency as a percentage of revenue. For reconciliation of adjusted EBITDA margin to their respective most directly

(3)

Adjusted EBITDA Margin % is a non-GAAP measure and is defined as earnings before net interest expense, income taxes, depreciation, and amortization,

for each respective year.

(2)

For the relevant fiscal year, represents the cumulative TSR of the OSX index for the applicable five-year period as set forth in our Annual Report on Form 10-K

2020

Douglas P. Pferdehirt

Maryann Mannen, Justin Rounce, Barry Glickman, Arnaud Pieton, Catherine MacGregor, and Nello Uccelletti

2021

Douglas P. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, Barry Glickman, and Maryann Mannen

2022

Douglas P. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, and Victoria Lazar

2023

Douglas P. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, Victoria Lazar, and Thierry Conti

Year

PEO

Non-PEO NEOs

related costs. The Non-PEO NEOs referenced in the table above are indicated in the table below for each fiscal year:

end of the prior year, measured through the date the awards vested or were forfeited, or through the end of the reported fiscal year, and (iii) certain pension-

(1)

Amounts include (i) the year-end value of equity awards granted during the reported year, (ii) the change in the value of equity awards that were unvested at the

December 31, 2022, and $20.14 at December 29, 2023.

the fair value of performance awards due to the increase in share price from $5.92 at December 31, 2021, $12.19 at

The increase in “compensation actually paid” from 2021 to 2022, and from 2022 to 2023 is primarily driven by the increase in

2020

12,920,601

2,368,276

3,191,983

1,734,567

28.03

25.88

(3,287,395,821)

6.7%

2021

21,933,683

15,255,127

3,203,031

1,562,750

23.73

31.25

13,344,828

8.8%

2022

13,283,596

52,760,476

2,756,454

7,539,426

55.67

61.53

(107,307,795)

10.0%

2023

17,062,495

62,631,037

3,219,687

6,970,872

145.16

114.47

56,130,479

12.0%

Year

($)

($)

($)

($)

($)

($)

($)

Margin %

1

1

2

3

for PEO

Non-PEO NEOs

Return

Net Income

to PEO

NEOs

Return

EBITDA

Table Total

Table Total for

Shareholder

Actually Paid

to Non-PEO

Shareholder

Adjusted

Compensation

Compensation

FTI Total

Compensation

Actually Paid

OSX Total

Summary

Summary

Compensation

Average

Average

Investment Based on:

Value of Initial Fixed $100

for more information.

under “compensation actually paid” were computed in accordance with SEC rules. See footnote (1) and the explanations below

December 31, 2020, 2021, 2022, and 2023, and our financial performance for each such fiscal year. The amounts represented

The following table sets forth information concerning the compensation of our NEOs for each of the fiscal years ended

Pay Versus Performance Table

Pay Versus Performance

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TOTAL ADJUSTMENTS

(10,552,325) (1,457,416) (6,678,556) (1,640,281) 39,476,880

4,782,972

45,568,542

3,751,185

for Pension Plans

applicable, Prior Service Cost

—

—

—

—

—

—

—

—

Increase for Service Cost and, if

Applicable FY

Earnings” Column of the SCT for

Deferred Compensation

Pension Value and Nonqualified

—

148,758

—

(1,725)

—

(62,462)

—

(18,941)

reported under the “Change in

Actuarial Present Values

Deduction for Change in the

Applicable FY

Options/SARs Modified during

—

— (2,495,633)

(178,640)

—

—

—

—

Incremental Fair Value of

Increase/Decrease based on

Date

Applicable FY prior to Vesting

—

—

—

—

—

—

172,984

8,850

Other Earnings Paid during

Increase based on Dividends or

determined as of Prior FY End

during Applicable FY,

Prior FY that were Forfeited

—

—

—

(827,001)

—

—

—

(868,951)

Value of Awards Granted during

Deduction of ASC 718 Fair

FY End to Vesting Date

ASC 718 Fair Value from Prior

determined based on change in

1,855,743

116,084

2,495,429

97,134

3,924,491

337,375

3,273,382

167,468

Vested During Applicable FY,

Granted during Prior FY that

Increase/deduction for Awards

FY End to Applicable FY End

ASC 718 Fair Value from Prior

determined based on change in

as of Applicable FY End,

(9,876,567) (1,258,436)

335,348

25,645 26,110,894

3,032,829

34,462,881

3,592,217

were Outstanding and Unvested

Granted during Prior FY that

Increase/deduction for Awards

Applicable FY End

End, determined as of

Unvested as of Applicable FY

7,435,271

1,145,923 10,615,778

1,206,646 19,141,491

2,990,851

20,095,969

2,284,074

Applicable FY that Remain

Value of Awards Granted during

Increase based on ASC 718 Fair

Applicable FY

Columns in the SCT for

Awards” and “Option Awards”

(9,966,772) (1,609,745) (17,629,477) (1,962,340) (9,699,996) (1,515,620) (12,436,674) (1,413,531)

Reported under the “Stock

Deduction for Amounts

Adjustments

PEO

PEO NEOs

PEO

PEO NEOs

PEO

PEO NEOs

PEO

PEO NEOs

Average non-

Average non-

Average non-

Average non-

2020

2021

2022

2023

to our NEO’s “Total” compensation reported in the Summary Compensation Table (“SCT”) for the applicable fiscal year:

To calculate the “compensation actually paid” in the table above, the following amounts were deducted or added (as applicable)

Executive Compensation Discussion and Analysis

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assume an initial fixed investment of $100, and that all dividends, if any, were reinvested.

EBITDA Margin % for the fiscal years ended on December 31, 2020, 2021, 2022, and 2023. TSR amounts reported in the graph

the compensation actually paid to our remaining NEOs, with our cumulative TSR, OSX TSR, our Net Income, and our Adjusted

The line graphs and narrative below illustrate a comparison of the compensation actually paid to our PEO and the average of

Relationship between Financial Performance Measures

Narrative Disclosure to Pay Versus Performance Table

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Adjusted EBITDA Margin %

Total Shareholder Return

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d. ROIC.

c. Relative TSR; and

b. Free cash flow;

a. Adjusted EBITDA margin %;

link compensation actually paid to our NEOs for the fiscal year ended December 31, 2023:

We believe the following performance measures represent the most important financial performance measures used by us to

Pay Versus Performance Tabular List

and operations period-over-period. Net Income in 2020 was primarily impacted by the $3.4 billion impairment during the year.

We believe that the exclusion of certain charges and credits from Net Income enable a more effective evaluation of our results

evaluating “compensation actually paid.”

to determine compensation levels or long-term incentive plan payouts. Net Income is not a measure that is directly used in

calculation of the value of “compensation actually paid” is more directly tied to stock price and we do not directly use Net Income

and Net Income is overshadowed by the impact of changes in our stock price on “compensation actually paid”, as the

than the average increase in our NEO’s “compensation actually paid”. The correlation between “compensation actually paid”

NEO’s “compensation actually paid” increased over the same periods. Net Income increased at a higher rate from 2022 to 2023

The Company’s Net Income increased significantly from 2020 to 2021 and decreased from 2021 to 2022, while on average, our

Net Income

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John Yearwood

Claire S. Farley

John O’Leary, Chair

Submitted by the Compensation and Talent Committee of the Board of Directors:

reference into our Annual Report on Form 10-K for the year ended December 31, 2023.

Directors that the Executive Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by

Discussion and Analysis of the Company. Based on its review and discussions, the committee recommended to the Board of

The Compensation and Talent Committee has reviewed and discussed with management the Executive Compensation

Committee Report

Compensation and Talent

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Sophie Zurquiyah

Robert G. Gwin

Kay G. Priestly, Chair

Submitted by the Audit Committee of the Board of Directors:

the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2023.

In reliance upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that

the Company.

PwC’s communications with the Audit Committee concerning independence and discussed with PwC its independence from

  Received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding

Accounting Oversight Board (the “PCAOB”) and the SEC; and

  Discussed with PwC the matters required to be discussed by the applicable requirements of the Public Company

2023, and PwC’s evaluation of our internal control over financial reporting;

  Reviewed and discussed with management and PwC the audited financial statements for the year ended December 31,

The Audit Committee of the Board of Directors has:

standards and issuing a report thereon. The Audit Committee’s responsibility is to monitor and oversee these processes.

responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing

systems of internal controls and disclosure controls and procedures. PwC, our independent registered public accounting firm, is

Management is responsible for the preparation of our financial statements and our financial reporting processes, including the

Audit Committee Report

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Proxy Statement 2024

shareholders must vote to receive the U.K. Annual Report and Accounts and related reports.

and auditor’s report, for the year ended December 31, 2023. Under the applicable U.K. regulation, the Companies Act, our

Along with this Proxy Statement, the Company is providing its U.K. Annual Report and Accounts, including the related directors’

What am I voting on?

Annual Report and Accounts

Proposal 5 — Receipt of U.K.

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matters. “All Other Fees” includes fees for other services, including fees for services of expatriates and miscellaneous services.

2023. “Tax Fees” includes fees for tax services, consisting of tax planning and consultation with respect to various corporate tax

includes fees for audit-related services, which primarily consist of consultation services on financial reporting standards in 2022-

foreign statutory audits, and reviews of interim financial statements in Quarterly Reports on Form 10-Q. “Audit-Related Fees”

“Audit Fees” includes fees for audit services, which relate to the annual integrated audit of consolidated financial statements,

Total

$13.45

$12.84

All Other Fees

<$ 0.01

$ 0.02

Tax Fees

$ 0.01

$ 0.08

Audit-Related Fees

$13.43

$12.74

Audit Fees

Type of Fees

(in millions)

(in millions)

2023

2022

Set forth below is summary information with respect to PwC’s fees for services provided in 2023 and 2022.

How much was the independent registered public accounting firm paid for 2023 and 2022?

they so desire and will be available to respond to appropriate questions.

Representatives of PwC are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if

appointment of PwC.

If this proposal is not approved, the Audit Committee will reconsider the appointment, but may decide to maintain its

December 31, 2024.

to request that the shareholders ratify the appointment of the independent registered public accounting firm for the year ending

appointment is not required to be submitted to a vote of the shareholders, the Board believes it appropriate as a matter of policy

year ending December 31, 2024, subject to ratification by the Company’s shareholders. Although the ratification of this

The Audit Committee has appointed PwC as the Company’s U.S. independent registered public accounting firm for the fiscal

What am I voting on?

Ratification of U.S. Auditor

Proposal 6 —

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Proxy Statement 2024

estimated costs of those services.

The Audit Committee pre-approved all audit, audit-related, tax, and other services provided by PwC for 2023 and 2022 and the

the independent registered public accounting firm’s independence.

Audit Committee reviews all relationships between us and our independent registered public accounting firm that may relate to

meetings, all audit and non-audit services proposed to be provided by our independent registered public accounting firm. The

advance by the Audit Committee. The Audit Committee’s practice is to consider for approval, at its regularly scheduled

independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in

be performed by our independent registered public accounting firm. This policy generally provides that we will not engage our

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to

What are the Company’s pre-approval policies and procedures?

Proposal 6 — Ratification of U.S. Auditor

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Proxy Statement 2024

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If this proposal is not approved, the Board may appoint an auditor to fill the vacancy.

the Annual Meeting until the next annual general meeting of shareholders at which accounts are laid.

shareholders to approve the reappointment of PwC as the Company’s U.K. statutory auditor to hold office from the conclusion of

report and accounts are presented to shareholders. The Company’s current U.K. statutory auditor is PwC. We are asking

Under the Companies Act, the Company’s U.K. statutory auditor must be reappointed at each meeting at which the U.K. annual

What am I voting on?

of U.K. Statutory Auditor

Proposal 7 — Reappointment

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of the Company’s U.K. statutory auditor to the Audit Committee in accordance with the Board’s procedures and applicable law.

the Companies Act for the year ending December 31, 2024. The Board delegates this authority to determine the remuneration

and/or the Audit Committee to determine the remuneration of PwC in its capacity as the Company’s U.K. statutory auditor under

such manner as may be determined in a general meeting. The Company is asking its shareholders to authorize the Board

Under the Companies Act, the remuneration of the Company’s U.K. statutory auditor must be fixed in a general meeting or in

What am I voting on?

U.K. Statutory Auditor Fees

Proposal 8 — Approval of

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on behalf of the Company as agent.

the Ordinary Shares as principal and sell any Ordinary Shares purchased to the Company or purchase the Ordinary Shares

to the limitations set forth in Rule 10b-18 of the Exchange Act. The agreement provides that the broker-dealer will purchase

Ordinary Shares on the NYSE at such prices and in such quantities as the Company may instruct from time to time, subject

  The form of agreement attached as Appendix B to this Proxy Statement provides that the broker-dealer will purchase

Contracts”):

The Company is seeking the approval of its shareholders of two forms of share repurchase contract (the “Share Repurchase

What are the material terms of the share repurchase contracts?

when determining whether to exercise this authority.

investment opportunities, appropriate gearing levels, and the overall position of the Company will also be taken into account

authority to be available to provide flexibility in the management of the Company’s capital resources. In addition, other

best interests and to the corporate benefit of shareholders generally. The directors consider it to be desirable for this general

power only when, in light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the

Company’s Board of Directors may approve the repurchase of Ordinary Shares on the NYSE. The directors will exercise this

In certain circumstances, it may be advantageous for the Company to purchase its own shares. If this proposal is approved, the

The Company is seeking authority to make off-market purchases of its Ordinary Shares on the NYSE pursuant to this proposal.

treasury shares.

shares and all Ordinary Shares repurchased under a share repurchase program are expected to be cancelled and not held as

conducted in accordance with all applicable U.S. and U.K. securities laws. TechnipFMC does not currently hold any treasury

Any repurchases by the Company of its Ordinary Shares carried out through the NYSE pursuant to this authority would be

any such repurchases or the prices at which such repurchases may be made.

There cannot be any assurance as to whether the Company will repurchase any of its Ordinary Shares or as to the amount of

Approval of the forms of contract and broker-dealers are not an approval of the amount or timing of any repurchase activity.

by the Company’s shareholders. These approvals, if granted, will be valid for five years.

shareholders. In addition, the Company may only conduct share repurchases through NYSE through broker-dealers approved

repurchases may only be made pursuant to a form of share repurchase contract that has been approved by the Company’s

repurchase of the Company’s Ordinary Shares through NYSE constitutes an “off-market” transaction. As such, these

with the Companies Act or (b) in accordance with specific procedures for “off-market purchases” of such Ordinary Shares. Any

Under the Companies Act, the Company may only repurchase its Ordinary Shares (a) in an “on-market purchase” in accordance

What am I voting on?

and Counterparties

Share Repurchase Contracts

Proposal 9 — Approval of

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Proxy Statement 2024

subsidiaries or affiliates from time to time) included in the Proxy Statement (the “Banks”) be, and each hereby is, approved,

(b) the broker-dealers with whom the Company may enter into a Share Repurchase Contract, being the broker-dealers (or their

subsection (b) below); and

be, and hereby is, authorized to enter into any Share Repurchase Contract negotiated and agreed with a Bank (as defined in

as may be agreed pursuant to the terms of a Share Repurchase Contract be, and they hereby are, approved, and the Company

Statement, for the purchase by the Company of such number of its Ordinary Shares of $1.00 nominal value each, at such prices

(a) the form of share repurchase contracts (the “Share Repurchase Contracts”), copies of which are appended to this Proxy

“THAT:

The text of the resolution is as follows:

Inc.

Deutsche Bank Securities,

Loop Capital Markets LLC

SMBC Bank International plc

(USA) LLC

Lloyds Bank

Credit Suisse Securities

SG Americas Securities, LLC

Kota Global Securities Inc

Crédit Agricole Securities

ScotiaBank Capital Markets

Inc.

Citibank Global Markets

KeyBanc Capital Markets,

Markets LLC

Santander US Capital

Wells Fargo Securities, LLC

LLC

Inc.

BNY Mellon Capital Markets,

Keefe, Bruyette and Woods,

RBS Securities Inc.

UniCredit Bank, LLC

BNP Paribas Securities Corp

Jefferies LLC

Corporation

UBS Securities LLC

RBC Capital Markets

Blaylock Robert Van, LLC

Jefferies International Limited

Topeka Capital Markets

Piper Jaffray

LLC

J.P. Morgan Securities, LLC

L.P.

Berenberg Capital Markets

Inc.

The Williams Capital Group,

HSBC Securities

Northern Trust Securities,

Barclays Capital Inc.

Africa Limited

Goldman, Sachs & Co.

Natixis

The Standard Bank of South

UFJ, Ltd.

Bank of Tokyo-Mitsubishi

Drexel Hamilton, LLC

Morgan Stanley & Co. LLC

Stifel, Nicolaus & Company

Bank of America

DNB Markets, INC

M.R. Beal & Company

Standard Chartered Bank

affiliates from time to time):

Company therefore seeks approval to conduct repurchases through the following broker-dealers (or their subsidiaries or

The Company may only enter into Share Repurchase Contracts with broker-dealers approved by its shareholders. The

Who are the proposed broker-dealers?

Ordinary Shares purchased to the Company or purchase the Ordinary Shares on behalf of the Company as agent.

is executed. The agreement provides that the broker-dealer will purchase the Ordinary Shares as principal and sell any

day, the limit price, and the total amount that may be purchased under the agreement will be determined at the time the plan

Shares on the NYSE each day if the Ordinary Shares are trading below a specified price. The amount to be purchased each

enter into from time to time pursuant to Rule 10b-5 of the Exchange Act to purchase a specified dollar amount of Ordinary

  The form of agreement attached as Appendix C to this Proxy Statement is a form of repurchase plan that the Company may

Proposal 9 — Approval of Share Repurchase Contracts and Counterparties

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attached at Appendix B and Appendix C with the approved broker-dealers until the fifth anniversary of the Annual Meeting.

every five years. If this proposal is approved, the Company may repurchase Ordinary Shares pursuant to the forms of contract

Under the Companies Act, the Company must seek authorization for share repurchase contracts and broker-dealers at least

When does this authorization expire?

the fifth anniversary of the Annual Meeting.”

provided that, unless previously renewed, varied, or revoked by the Company at a general meeting, this authority shall expire on

Proposal 9 — Approval of Share Repurchase Contracts and Counterparties

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Proxy Statement 2024

as if the authorities conferred hereby had not expired.

issue shares or grant rights to, subscribe for, or convert, any security into shares, in pursuance of any such offer or agreement

agreements that would or might require shares to be issued or rights to be granted after such expiration, and the Board may

the close of business on July 28, 2025); provided, however, that, prior to such expiration, the Company may make offers or

existing authorities under section 551 of the Companies Act and expire at the end of the next Annual Meeting (or, if earlier, until

Unless previously renewed, revoked, or varied, the authority conferred by this Proposal 10 shall apply in substitution for all

to existing shareholders prorata to their existing holdings (i.e., “pre-emption rights”).

  Proposal 11 authorizes our Board to issue shares for cash pursuant to Proposal 10, up to a limit, without first offering them

share capital as of March 4, 2024:

be authorized to issue up to 87,427,123, which represents an amount that is approximately 20% of the Company’s issued

the absence of such approval, the issuance of any additional shares would require shareholder approval. Our Board would

Companies Act), having an aggregate nominal value equal to the allotment amount, without further shareholder approval. In

  Proposal 10 authorizes our Board to issue a maximum number of equity securities (within the meaning of section 560 of the

shares will expire on July 28, 2024, and the Company will not be able to issue shares after that date.

by the shareholders in a general meeting or by a company's articles of association. Our directors’ existing authority to issue

Under the Companies Act, directors are, with certain exceptions, unable to allot, or issue, shares without being authorized either

NYSE shareholder approval requirements.

connection with certain acquisitions or in connection with raising additional capital. The Company will continue to be subject to

Approval of this proposal does not affect any shareholder approval requirements of the NYSE for share issuances, such as in

15 months after this year’s Annual Meeting.

will expire at the earlier of (a) the conclusion of our 2025 Annual Meeting or (b) the close of business on July 28, 2025, which is

our authority to issue shares is limited by the Companies Act. As such, the authorizations in Proposals 10 and 11, if approved,

Unlike most companies listed on the NYSE with perpetual authority to issue shares under their charter or articles of association,

NYSE or organized within the United States.

companies incorporated under the laws of England and Wales and are not otherwise required for other companies listed on the

The authorizations requested in Proposals 10 and 11 are required as a matter of English law, are customary for public limited

What am I voting on?

to Allot Equity Securities

Proposal 10 — Authority

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be issued for cash without making a pre-emptive offer.

may arise from time to time when it would be beneficial for shares to be issued without shareholder approval and for shares to

As is the case with many U.K. companies, Proposals 10 and 11 will be proposed each year as our Board believes occasions

Meeting or (b) the close of business on July 28, 2025, which is 15 months after this year’s Annual Meeting.

The authorizations in Proposals 10 and 11, if approved, will expire at the earlier of (a) the conclusion of our 2025 Annual

When does this authorization expire?

ended.”

or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not

or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares

during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted

apply until the end of next year’s Annual Meeting (or, if earlier, until the close of business on July 28, 2025) but, in each case,

record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to

make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements,

Company up to an aggregate nominal amount of $87,427,123; and so that the Board may impose any limits or restrictions and

in the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the

“THAT the Board of Directors of the Company be, and they are hereby and unconditionally authorized to exercise all the powers

The text of the resolution is as follows:

Proposal 10 — Authority to Allot Equity Securities

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Proxy Statement 2024

The Board has no current commitments or plans to issue additional shares of the Company under these authorities.

the authority conferred by this Proposal 11.

that is approximately 20% of the Company’s issued share capital as of March 4, 2024, without pre-emption rights, pursuant to

empowered to issue equity securities for cash up to an aggregate nominal amount of $87,427,123, which represents an amount

The Company proposes that, subject to the passing of the resolution included in Proposal 10 the Board be generally

be severely limited.

flexibility to issue shares, such as for satisfying equity awards under our Amended and Restated Incentive Award Plan, would

“disapply,” these pre-emption rights, which is the purpose of this Proposal 11. Absent the approval of this Proposal 11, our

“pre-emption rights”) pursuant to section 561 of the Companies Act. The Companies Act permits shareholders to waive, or

we are required to first offer such equity securities to existing shareholders in proportion to their existing shareholdings (i.e.,

As a company governed by the Companies Act, if and when we raise capital through the issuance of equity securities for cash,

Proposal 11 is proposed as a special resolution, requiring at least 75% of votes cast in favor to pass.

NYSE shareholder approval requirements.

connection with certain acquisitions or in connection with raising additional capital. The Company will continue to be subject to

Approval of this proposal does not affect any shareholder approval requirements of the NYSE for share issuances, such as in

Meeting or (b) at the close of business on July 28, 2025 (i.e., 15 months after the Annual Meeting).

The authorizations in Proposals 10 and 11, if approved, will expire at the earlier of (a) the conclusion of our 2025 Annual

listed on the NYSE or organized within the United States.

public limited companies incorporated under the laws of England and Wales and are not otherwise required for other companies

As noted above, the authorizations requested in Proposals 10 and 11 are required as a matter of English law, are customary for

What am I voting on?

without Pre-emptive Rights

to Allot Equity Securities

Proposal 11 — Authority

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be issued for cash without making a pre-emptive offer.

may arise from time to time when it would be beneficial for shares to be issued without shareholder approval and for shares to

As is the case with many U.K. companies, Proposals 10 and 11 will be proposed each year as our Board believes occasions

Meeting or (b) the close of business on July 28, 2025, which is 15 months after this year’s Annual Meeting.

The authorizations in Proposals 10 and 11, if approved, will expire at the earlier of (a) the conclusion of our 2025 Annual

When does this authorization expire?

power had not ended.”

power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the

enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the

earlier, until the close of business on July 28, 2025) but, in each case, during this period the Company may make offers, and

up to an aggregate nominal amount of $87,427,123, such power to apply until the end of next year’s Annual Meeting (or, if

Section 561 of the Companies Act did not apply to any such allotment or sale, such power to be limited to the allotment or sale

under the authority given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash as if

“THAT, subject to Proposal 10 passing, the Board be given power to allot equity securities (as defined in the Companies Act)

The text of the resolution is as follows:

Proposal 11 — Authority to Allot Equity Securities without Pre-emptive Rights

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Proxy Statement 2024

involved exceeded $120,000.

effect or proposed, in which any “related person” had, or will have, a direct or indirect material interest and in which the amount

Since the beginning of 2023, we have not been a participant in any transaction, or series of related transactions, whether in

person transactions.

have a conflict. Directors and executive officers also complete an annual questionnaire that contains questions regarding related

potential conflicts of interest, and directors must recuse themselves from discussing or voting on any issue for which they may

In addition, our Governance Guidelines and Code of Business Conduct require directors and executive officers to disclose

that could be obtained in arm’s-length dealings with an unrelated third party.

us and our shareholders; (b) any alternatives to the transaction; and (c) whether the transaction is on terms comparable to those

our best interests and the best interests of our shareholders, and considers factors such as: (a) the benefit of the transaction to

involving the Company or its subsidiaries and related persons. The ESG Committee approves only those transactions that are in

The ESG Committee is responsible for reviewing and, where appropriate, approving or ratifying any related person transaction

of Regulation S-K, as promulgated by the SEC.

(c)

the amount involved exceeds $120,000, but excludes any transaction that does not require disclosure under Item 404(a)

(b)

any related person has a direct or indirect material interest; and

(a)

the Company is a participant;

of the Company, and their immediate family members. Our review procedures apply to any transaction in which:

Under the SEC rules, “related persons” include any director, executive officer, director nominee, or greater than 5% shareholder

ratified.

related person transactions, our ESG Committee follows procedures pursuant to which transactions are reviewed, approved, or

our Board the appropriate resolution of any conflict of interest or any related person transaction. In reviewing and approving any

The Company’s ESG Committee considers questions of possible conflicts of interest for related persons and recommends to

Related Persons

Transactions with

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(4)

Includes, in the aggregate, stock options to purchase 1,083,783 Ordinary Shares that are currently exercisable by our NEOs and other executive officers.

Ordinary Shares for Mr. Rounce, 18,190 Ordinary Shares for Mr. Landes, 0 for Mr. Conti, and 0 Ordinary Shares for Ms. Lazar.

Ordinary Shares included in item (ii), in the aggregate, amount to 970,547 Ordinary Shares for Mr. Pferdehirt, 13,760 Ordinary Shares for Mr. Melin, 81,286

Pferdehirt’s ownership includes 80,304 Ordinary Shares held by a family trust for the benefit of his children, and his spouse is trustee of the family trust. The

(3)

Includes: (i) Ordinary Shares owned by the individual; and (ii) Ordinary Shares subject to stock options that are exercisable within 60 days of March 4, 2024. Mr.

such distribution, these directors have an unsecured claim against us for such units.

will be settled upon separation from Board service. Directors have no power to vote or dispose of shares underlying the RSUs until they are distributed. Until

period of one to ten years from the grant date or (b) upon their separation from Board service. RSUs granted prior to 2021 vested after one year of service and

The annual RSU grant vests after one year of service but is settled in Ordinary Shares on a date elected by the non-executive director that is either (a) after a

incentive plan. As of March 4, 2024, the number of Ordinary Shares subject to RSUs credited to each non-employee director under the incentive plan was 9,381.

(2)

Includes Ordinary Shares owned by the individual and Ordinary Shares subject to RSUs credited to individual accounts of non-employee directors under our

(1)

The calculation of percentage of ownership of each listed beneficial owner is based on 437,135,619 Ordinary Shares outstanding on March 4, 2024.

\*

Less than 1%

All current directors, current executive officers, and NEOs as a group (18 persons)

4,052,694

0.93%

4

Sophie Zurquiyah

56,628

\*

2

John Yearwood

98,638

\*

2

Justin Rounce

361,435

\*

3

Kay G. Priestly

114,256

\*

2

Douglas J. Pferdehirt

2,793,134

\*

3

Margareth Øvrum

65,766

\*

2

John O’Leary

118,695

\*

2

Alf Melin

22,611

\*

3

Victoria Lazar

0

\*

3

Jonathan Landes

41,040

\*

3

Robert G. Gwin

13,531

\*

2

Thierry Conti

30,001

\*

3

Eleazar de Carvalho Filho

94,601

\*

2

Claire S. Farley

159,604

\*

2

Name

Shares

Class

1

Percent of

each person is Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom.

Ordinary Shares, as designated in the “Percent of Class” column in the table below. Unless otherwise indicated, the address of

directors, and all directors and executive officers as a group. No director or NEO beneficially owns more than 1% of our

The following table shows, as of March 4, 2024, the number of our Ordinary Shares beneficially owned by each of our NEOs,

and Management

of Certain Beneficial Owners

Security Ownership

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Secretary.

Aalders in connection with a grant of RSUs upon her appointment as Executive Vice President, Chief Legal Officer and

shares withheld to cover the tax liability for equity awards that vested on March 9, 2023; and (iii) a late Form 4 for Cristina

Form 4 for each of Thierry Conti, Luana Duffe, Jonathan Landes, Alf Melin, Douglas Pferdehirt, and Justin Rounce, reporting

following exceptions due to administrative errors: (i) a late Form 3 for Robert Gwin upon his appointment to the Board; (ii) a late

directors, we believe that all Section 16(a) reporting requirements were satisfied during 2023 on a timely basis, with the

of all such reports. Based solely upon a review of the forms filed and written representations provided by executive officers and

10% of our Ordinary Shares, to file reports of ownership and changes in ownership with the SEC and to provide us with copies

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than

Delinquent Section 16(a) Reports

Ordinary Shares.

dividends from, or the proceeds from the sale of, Ordinary Shares, and no one person’s interest in the Company is more than 5% of the total outstanding

dispositive power over 23,478,641 Ordinary Shares. BlackRock, Inc. reports that various persons have the right to receive or the power to direct the receipt of

(6)

Based solely on a Schedule 13G filed with the SEC on February 2, 2024, BlackRock, Inc. has sole voting power over 20,434,947 Ordinary Shares and sole

5% of the total outstanding Ordinary Shares.

the power to direct the receipt of dividends from, or the proceeds from the sale of, Ordinary Shares, and no one person’s interest in the Company is more than

Ms. Johnson has sole dispositive power over 34,119,424 Ordinary Shares. FMR LLC and Ms. Johnson report that various persons have the right to receive or

SEC on February 8, 2024, FMR LLC has sole voting power over 33,959,738 Ordinary Shares and sole dispositive power over 34,119,424 Ordinary Shares.

(5)

Based solely on a Schedule 13G/A filed by FMR LLC and Abigail P. Johnson, a Director and the Chairman and the Chief Executive Officer of FMR LLC, with the

interest in the Company is more than 5% of the total outstanding Ordinary Shares.

persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Ordinary Shares, and no one person’s

14,918,224 Ordinary Shares and sole dispositive power over 36,353,777 Ordinary Shares. T. Rowe Price Investment Management, Inc. reports that various

(4)

Based solely on a Schedule 13G filed with the SEC on February 14, 2024, T. Rowe Price Investment Management, Inc. has sole voting power over

the total outstanding Ordinary Shares.

power to direct the receipt of dividends from, or the proceeds from the sale of, Ordinary Shares, and no one person’s interest in the Company is more than 5% of

Shares and sole dispositive power over 37,335,426 Ordinary Shares. T. Rowe Price Associates, Inc. reports that various persons have the right to receive or the

(3)

Based solely on a Schedule 13G/A filed with the SEC on February 14, 2024, T. Rowe Price Associates, Inc. has sole voting power over 12,415,564 Ordinary

interest in the Company is more than 5% of the total outstanding Ordinary Shares.

persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Ordinary Shares, and no one person’s

dispositive power over 39,344,861 Ordinary Shares, and shared dispositive power over 570,119 Ordinary Shares. The Vanguard Group reports that various

(2)

Based solely on a Schedule 13G filed with the SEC on February 13, 2024, The Vanguard Group has shared voting power over 158,951 Ordinary Shares, sole

(1)

The calculation of percentage of ownership of each listed beneficial owner is based on 437,135,619 Ordinary Shares outstanding on March 4, 2024.

New York, NY 10001

50 Hudson Yards

BlackRock, Inc.

23,478,641

6

5.37%

Boston, Massachusetts 02210

245 Summer Street

FMR LLC

34,119,424

5

7.81%

Baltimore, MD 21202

100 E. Pratt Street

T. Rowe Price Investment Management, Inc.

36,353,777

4

8.32%

Baltimore, MD 21202

100 E. Pratt Street

T. Rowe Price Associates, Inc.

37,348,994

3

8.54%

Malvern, PA 19355

100 Vanguard Blvd.

The Vanguard Group

39,914,980

2

9.13%

Name and Address of Beneficial Owner

Shares

Class

1

of

Percent

more than 5% of our Ordinary Shares, based on information contained in Schedules 13G or 13D filed with the SEC.

The following table sets forth beneficial ownership information about persons or groups that own or have the right to acquire

Security Ownership of Certain Beneficial Owners and Management

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include any statement that the Company has been required to publish in accordance with section 527 of the Companies Act.

meeting at which the annual accounts and reports were laid. The business that may be dealt with at the Annual Meeting would

Annual Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous

(i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the

have the right, without expense, to require the Company to publish on its website a statement setting out any matter relating to:

In addition, under section 527 of the Companies Act, shareholders of record meeting the threshold requirements set out therein

Please visit our website at www.technipfmc.com for any changes to our registered office or operational headquarters.

2025 Annual Meeting or, if later, at the time notice of the annual general meeting is delivered to shareholders.

Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary, at least six weeks prior to the date of the

thresholds are met, notice of the resolution or matter must be received by the Company at Hadrian House, Wincomblee Road,

than a proposed resolution) in the business to be dealt with at the 2025 Annual Meeting. Provided that the appropriate

sections may require the Company to include: (i) a resolution in its notice of annual general meeting; or (ii) any matter (other

Under sections 338 and 338A of the Companies Act, shareholders of record meeting the threshold requirements in those

Company that sets forth the information required by Rule 14a-19 under the Exchange Act no later than February 25, 2025.

who intend to solicit proxies in support of director nominees other than the Company’s nominees must provide notice to the

In addition to satisfying the foregoing requirements under our Articles, to comply with the universal proxy rules, shareholders

upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary.

the date of such meeting. A copy of our Articles may be obtained by writing to Hadrian House, Wincomblee Road, Newcastle

90th day prior to such annual meeting; or (b) the 10th day following the day on which we first make a public announcement of

notice no earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of: (a) the

the annual meeting is more than 30 days before or more than 70 days after April 26, 2025, however, a shareholder must deliver

however, that the subject of the proposal must otherwise be a proper matter for shareholder action. In the event that the date of

our Hadrian House address provided above no earlier than December 27, 2024 and no later than January 29, 2025; provided,

shareholder to deliver written notice thereof, setting forth the information specified in our Articles, to the Corporate Secretary at

at our 2025 Annual Meeting other than for inclusion in our 2025 Proxy Statement and form of proxy, our Articles require the

Without prejudice to the rights of a shareholder of record under the Companies Act, if a shareholder wishes to submit a proposal

Corporate Secretary.

November 15, 2024, at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention:

Annual Meeting, the notice must be in proper form, comply with Rule 14a-8 of the Exchange Act, and be received no later than

If a shareholder wishes to submit a proposal for possible inclusion in our 2025 Proxy Statement and form of proxy for our 2025

of Shareholders

Annual General Meeting

Proposals for the 2025

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bank, broker, or other nominee to request information about householding.

A number of brokerage firms have instituted householding. If you hold your Ordinary Shares in street name, please contact your

Broadridge at the same telephone number and address listed above.

receiving multiple copies of our Proxy Materials and wish to receive only one copy for your household, please contact

Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717. If you are currently

Communication Services (“Broadridge”), our proxy distributor, by calling toll-free 800-542-1061, or by writing to Broadridge

the Proxy Materials or do not wish to participate in householding in the future, please contact Broadridge Investor

the shared address to which single copies of those documents were delivered. If you would like to request separate copies of

The Company will promptly deliver, upon written or oral request, individual copies of the Proxy Materials to any shareholder at

by reducing wasteful duplicate mailings, as well as printing and mailing costs and fees.

procedure provides greater convenience to our shareholders and reinforces the Company’s Foundational Belief of sustainability

individual copies. Each shareholder will continue to receive a separate proxy card or voting instruction card. We believe this

Proxy Materials, unless one or more of the shareholders at that address notifies us that they wish to continue receiving

same address and last name and do not participate in electronic delivery of Proxy Materials will receive only one copy of our

We have adopted a procedure approved by the SEC called “householding.” Under this procedure, shareholders who have the

an Address

Shareholders Sharing

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business. To request electronic delivery, please follow the instructions on your proxy card or voting instruction card.

receive all future Proxy Materials online will conserve resources in producing and mailing documents to your home or

such paper mailings in the future by electing to receive an email that provides internet links to these documents. Opting to

receive a paper copy of the Proxy Materials until a request is submitted to change delivery methods. You can eliminate all

paper copies of the Proxy Materials will not receive the Notice of Materials. Instead, such shareholders will continue to

  Paper Copy of Proxy Materials with Proxy Card: All shareholders of record and shareholders who previously requested

and online proxy voting.

email will not receive the Notice of Materials in the mail. You should have received an email with links to the Proxy Materials

  Email Access to Proxy Materials: Shareholders who previously elected to receive notice of access to Proxy Materials via

receive a paper copy of the Proxy Materials by mail or an electronic copy of the Proxy Materials by email (see below).

Materials by mail or email will remain in effect until you revoke it. Shareholders who do not receive a Notice of Materials will

you should follow the instructions for requesting such materials in the Notice of Materials. Any request to receive Proxy

on how you may submit your proxy on the internet. If you would like to receive a paper or email copy of our Proxy Materials,

instruct you on how to access and review all of the Proxy Materials at www.proxyvote.com. Such notice also instructs you

Instead, the Notice of Materials, which was mailed to most of our shareholders beginning on or about March 15, 2024, will

  Notice and Access: Most shareholders will not receive printed copies of the Proxy Materials unless they request them.

instead of mailing printed copies. Shareholders may receive our Proxy Materials in one of the following ways:

Access,” we are permitted to furnish Proxy Materials to our shareholders by providing access to such documents on the internet

The Company utilizes the “Notice and Access” method of providing the Proxy Materials to shareholders. With “Notice and

How will the Company distribute Proxy Materials?

designee. If you delegate someone as your proxy in a written document, that document is called a proxy card.

A proxy is: (a) your legal designation to another person to vote the Ordinary Shares that you own; and (b) the term for such

What is a proxy?

voted on at the Annual Meeting.

require the Company to provide to shareholders to ensure shareholders can make informed decisions about the matters to be

A proxy statement is a document that the rules and regulations of the United States, including those promulgated by the SEC,

What is a proxy statement?

adjourned or postponed.

Newcastle upon Tyne, NE6 3PL, United Kingdom, or at such other time and place to which the Annual Meeting may be

The Annual Meeting will be held on Friday, April 26, 2024 at 4:00 p.m., London time, at Hadrian House, Wincomblee Road,

What is the location of the Annual Meeting?

about the Annual Meeting

General Information

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proxy directly to us, to vote electronically, or to vote in person at the Annual Meeting.

including a proxy card, are being sent directly to you. As a shareholder of record, you have the right to grant your voting

Computershare, you are considered the shareholder of record with respect to those shares, and the Proxy Materials,

  Shareholders of Record. If your Ordinary Shares are registered directly in your name on the register of members with

street name.

As summarized below, there are some differences between Ordinary Shares held of record and those owned beneficially in

of record and as a beneficial owner?

What is the difference between holding Ordinary Shares as a shareholder

location of the Annual Meeting and open to the examination of any shareholder present at the Annual Meeting.

Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, during ordinary business hours. This list will also be available at the

relevant to the Annual Meeting for a period of ten days prior to the Annual Meeting at our office at Hadrian House, Wincomblee

A complete list of shareholders of record entitled to vote will be open to the examination of any shareholder for any purpose

of our transfer agent, Computershare Investor Services plc (“Computershare”).

other joint holders, with seniority determined by the order in which the names of the holders appear in the register of members

In the case of joint holders, the vote of the senior holder who submits a vote will be accepted to the exclusion of the vote of the

broker, or other nominee and present it to the inspector of elections, together with his or her voting card, at the Annual Meeting.

Any beneficial owner who would like to vote in person at the Annual Meeting must obtain a legal proxy from his or her bank,

exercise if it was an individual shareholder of the Company.

resolution at the Annual Meeting) be entitled to exercise the same powers on behalf of the corporation as that corporation could

act as its representative at the Annual Meeting, and such authorized person will (on production of a certified copy of such

Any corporate or institutional shareholder may, by resolution of its articles or other governing body, authorize another person to

each Ordinary Share per proposal. As of March 4, 2024, we had 437,135,619 Ordinary Shares outstanding and entitled to vote.

owner. Unless otherwise restricted from voting in accordance with applicable law and/or the Articles, you will have one vote for

record. Please see the question below for an explanation of the difference between a shareholder of record and a beneficial

The March 4, 2024 Record Date is applicable to beneficial owners, as the CA Record Date only applies to shareholders of

shareholders of record as of 4:00 p.m., London time, on April 24, 2024, to vote at the Annual Meeting (the “CA Record Date”).

owner of our Ordinary Shares as of March 4, 2024 (the “Record Date”). In addition, provisions under the Companies Act allow

You can vote at the Annual Meeting or any adjournment or postponement thereof if you are a shareholder of record or beneficial

Who is entitled to vote at the Annual Meeting?

website is not a part of this Proxy Statement and is not incorporated into any of our filings made with the SEC.

Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary. The information on our

materials are also available in print, free of charge, to any shareholder upon written request submitted to Hadrian House,

sustainability information are available on our website at www.technipfmc.com under the heading “About us > ESG.” These

for our Audit Committee, Compensation and Talent Committee, and ESG Committee, and other corporate governance and

Our Governance Guidelines, our Code of Business Conduct (including our Core Values and Foundational Beliefs), the charters

Where can I find governance documents related to the Company?

presentations > Shareholders’ meeting” as well as at www.proxyvote.com.

Proxy Materials will also be made available on our website at www.technipfmc.com under the heading “Investors > Events and

General Information about the Annual Meeting

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intermediary.

the front of your proxy card, as instructed on www.proxyvote.com, or as instructed by your bank, broker, or financial

Your voting deadline will depend on how you hold your shares. Please vote your shares according to the deadline appearing on

How do I vote?

ANNUAL MEETING ON SECURITY GROUNDS.

OUTLINED ABOVE FOR ATTENDING THE ANNUAL MEETING, WE MAY BE UNABLE TO ADMIT YOU TO ATTEND THE

ADMISSION TICKET, SHOW VALID PHOTO IDENTIFICATION, AND COMPLY WITH THE OTHER PROCEDURES

IF YOU DO NOT CONFIRM YOUR ATTENDANCE TO THE ANNUAL MEETING, APPLY FOR, AND PROVIDE AN

areas.

recording equipment, electronic devices, large bags, briefcases, or packages will be permitted into the meeting or adjacent

Be prepared to comply with security requirements, which may include security guards searching all bags. No cameras,

p.m., London time.

Arrive shortly after 3:00 p.m., London time, to ensure that you are seated by the commencement of the Annual Meeting at 4:00

legal proxy holders.

Due to space constraints and other security considerations, we are not able to admit the guests of either shareholders or their

Procedures

Annual Meeting?” above.

photo identification, and proof that you are the representative of such shareholder. Please see “Who is entitled to vote at the

If you are the representative of a corporate or institutional shareholder, you must present your company’s admission ticket, valid

Materials, proxy card, or voting instruction form from your bank, broker, or other nominee.

Meeting Registration link at www.proxyvote.com. You will need the 16-digit control number printed on your Notice of

Admission tickets can be printed up to 11:59 p.m., New York time, on April 25, 2024, by accessing the Shareholder

and the CA Record Date only applies to shareholders of record.

record as of 4:00 p.m., London time, on the CA Record Date. The March 4, 2024 Record Date applies to all beneficial owners,

To attend the Annual Meeting, you must have been: (a) a beneficial owner as of the Record Date; and/or (b) a shareholder of

such as a driver’s license or passport.

Each shareholder who attends the Annual Meeting will need to bring an admission ticket and provide valid photo identification,

Who can attend the Annual Meeting?

vote?” below for the various voting methods available to shareholders.

No, attendance at the Annual Meeting is not required for shareholders to vote their Ordinary Shares. Please see “How do I

Do I have to attend the Annual Meeting to vote?

Ordinary Shares.

enclosed a voting instruction card for you to use in directing the bank, broker, or other nominee regarding how to vote your

Notice of Materials or Proxy Materials. If you requested printed Proxy Materials, your bank, broker, or other nominee has

your bank, broker, or other nominee on how to vote your Ordinary Shares by following the instructions contained in the

Ordinary Shares in this manner rather than directly in their own name. As the beneficial owner, you have the right to direct

forwarded to you by your bank, broker, or nominee through whom you hold the shares. Most of our shareholders hold their

considered the beneficial owner of shares held in “street name,” and the Notice of Materials or Proxy Materials are being

  Beneficial Owners. If your Ordinary Shares are held in a stock brokerage account, or by a bank or other nominee, you are

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  entering a later-dated proxy by telephone or via the internet prior to 11:59 p.m., New York time, on April 25, 2024;

If you are a shareholder of record, you can change your vote or revoke your proxy at any time before the Annual Meeting by:

Shareholders of Record

Yes, you may change your vote prior to the Annual Meeting as follows:

Can I change my vote?

5:00 p.m., London time, on April 17, 2024 in order for the plan trustee to vote your Ordinary Shares.

Trustees Limited, the plan administrator. Please note that you must submit your vote to Equiniti Share Plan Trustees Limited by

your account on the Record Date. You will receive instructions on how to vote your Ordinary Shares from Equiniti Share Plan

plan trustee on how to vote on your behalf in relation to the number of Ordinary Shares equivalent to your interest as credited to

If you are a current or former employee who participates in the legacy Technip U.K. Share Incentive Plan, you may instruct the

Employees Who Participate in the Legacy Technip U.K. Share Incentive Plan

voting card at the Annual Meeting.

must obtain a legal proxy from your bank, broker, or other nominee and present it to the inspector of elections together with your

If you are a beneficial owner of Ordinary Shares traded on the NYSE and you wish to vote in person at the Annual Meeting, you

request and return a paper voting instruction card to your bank, broker, or other nominee.

or other nominee. You may submit instructions by telephone or through the internet to your bank, broker, or other nominee, or

If you are a beneficial owner of Ordinary Shares traded on the NYSE, please follow the directions provided by your bank, broker,

Beneficial Owners Holding through the NYSE

on any other matter properly brought before the Annual Meeting.

“FOR” each of Proposals 1 through 11 and otherwise in accordance with the judgment of the person or persons voting the proxy

If you are a shareholder of record and you execute and return a proxy card but do not give instructions, your proxy will be voted

guardian, please state the signatory’s full title and provide a certificate or other proof of appointment.

a duly authorized person. If the proxy card is signed pursuant to a power of attorney or by an executor, administrator, trustee, or

company, or partnership, the proxy card should be signed in the full corporate, limited liability company, or partnership name by

Please sign the proxy card exactly as your name appears on the card. If a shareholder of record is a corporation, limited liability

accordance with your instructions.

internet or by telephone and your proxy appointment is not subsequently revoked, your Ordinary Shares will be voted in

If you properly give instructions as to your proxy appointment by executing and returning a paper proxy card, or through the

Meeting and vote in person, your proxy appointment will automatically be terminated.

shareholder of record from attending and voting at the Annual Meeting. If you have appointed a proxy and attend the Annual

The return of a completed proxy card, or the submission of proxy instructions via the internet or by telephone, will not prevent a

Please vote your shares no later than 11:59 p.m. New York time, on April 25, 2024.

  by telephone, using the toll-free telephone number shown on the proxy card.

  by submission via the internet at www.proxyvote.com and following the instructions provided; or

  by completing and signing the proxy card and returning it in the prepaid envelope provided;

person(s) as your proxy to vote on your behalf using any of the following methods:

If you are a shareholder of record, you may vote your Ordinary Shares in person at the Annual Meeting or appoint another

Shareholders of Record

General Information about the Annual Meeting

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respect to that proposal.

particular proposal because it has not received voting instructions from you and does not have discretionary voting power with

A broker non-vote occurs where a bank, broker, or other nominee holding Ordinary Shares on your behalf does not vote on a

Shares at its discretion on routine matters, but may not exercise discretion, and, therefore, will not vote, on non-routine matters.

Ordinary Shares with specific voting instructions, the bank, broker, or other nominee is generally permitted to vote your Ordinary

If you own your Ordinary Shares through a bank, broker, or other nominee, and do not provide the organization that holds your

What is a broker non-vote?

appointed as a proxy for the meeting (or to have someone else appointed as a proxy).

at the Annual Meeting, unless such Nominated Person has an agreement with the nominating shareholder of record to be

Person”). A Nominated Person does not possess the same rights as a shareholder of record to appoint a proxy and cannot vote

shareholder of record to enjoy information rights in accordance with Section 146 of the Companies Act (a “Nominated

A copy of this Proxy Statement has been provided “for information purposes only” to persons who have been nominated by a

rights under the Companies Act?

What if I have been nominated by a shareholder of record to have information

Annual Meeting.

by proxy at the Annual Meeting. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the

represent at least a majority of our outstanding Ordinary Shares entitled to vote at the Annual Meeting are present in person or

A quorum of shareholders is necessary to transact business at the Annual Meeting. A quorum exists if the holders who

How many votes must be present to hold the Annual Meeting?

the Proxy Materials you receive in order to vote all the Ordinary Shares that you own.

nominee, you may receive multiple proxy cards. It is necessary for you to fill in, sign, and return all of the proxy cards included in

holding through a bank, broker, or other nominee, or if you own Ordinary Shares through more than one bank, broker, or other

If you own some Ordinary Shares directly in your name as a registered holder and other Ordinary Shares as a beneficial owner

What should I do if I receive more than one proxy card?

Attending the Annual Meeting without taking further action will not automatically revoke your prior vote of your proxy.

All Ordinary Shares that have been properly voted and not revoked will be counted in the votes at the Annual Meeting.

You may also vote in person at the Annual Meeting if you obtain a legal proxy, as described under “How do I vote?” above.

other nominee.

If you are a beneficial owner of Ordinary Shares, you may submit new voting instructions by contacting your bank, broker, or

Beneficial Owners

  voting in person at the Annual Meeting.

to the start of the Annual Meeting; or

  sending written notice to the Company Secretary at the Company’s registered office that is received at least 24 hours prior

Meeting;

  delivering a valid, later-dated proxy card that is received by Broadridge at least 24 hours prior to the start of the Annual

General Information about the Annual Meeting

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period of two years thereafter.

on the Company’s website (www.technipfmc.com) as soon as reasonably practicable after the Annual Meeting and for a

votes on the resolutions at the Annual Meeting and any other information required by the Companies Act will be made available

of elections and disclosed by way of an announcement via a Current Report on Form 8-K in the United States. The results of the

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be checked by the inspector

Where can I find the voting results of the Annual Meeting?

expenses.

services, we will pay Broadridge a fee of approximately $19,200 and reimburse it for reasonable out-of-pocket fees and

in the distribution of our Proxy Materials and to provide voting and tabulation services for the Annual Meeting. For these

Materials to beneficial owners of Ordinary Shares and obtaining the proxies of such owners. We have retained Broadridge to aid

brokers, and other custodians, nominees, and fiduciaries for reasonable expenses incurred by them in forwarding Proxy

compensation for such solicitation. In accordance with the rules of the SEC and NYSE, the Company will also reimburse banks,

of communication. Directors, officers, and employees of the Company and its subsidiaries will receive no additional

certain directors, officers, or employees of the Company and its subsidiaries telephonically, electronically, or by any other means

reasonable out-of-pocket expenses. In addition to the solicitation of proxies by mail, solicitation may be made on our behalf by

The Company has retained Morrow Sodali LLC to assist in the solicitation of proxies at a cost estimated to be $25,000, plus

The Company will pay the expenses of the preparation of Proxy Materials and the solicitation of proxies for the Annual Meeting.

Who will pay the costs of this proxy solicitation?

through advisory votes and other communications and will carefully consider the outcome.

to take any action or refrain from taking any action. However, our Board values the opinions of our shareholders as expressed

2023 Directors’ Remuneration Report), the results of the vote will not be legally binding on the Board or any committee thereof

With respect to Proposal 2 (regarding the 2023 Say-on-Pay Proposal for NEOs) and Proposal 3 (regarding the proposal for the

resolutions.

votes cast to be approved. Abstentions and broker non-votes will not be counted as a vote either for or against these

of the majority of the votes cast to be approved. Proposal 11, as a special resolution, requires the affirmative vote of 75% of the

Proposals 1 through 10 will be proposed as ordinary resolutions, which means that each resolution requires the affirmative vote

person or by proxy is entitled to one vote for each proposal.

In accordance with the Articles, all resolutions will be taken on a poll, which means that each Ordinary Share represented in

What are the voting requirements to approve the resolutions?

encourage you to exercise your right to vote as a shareholder.

authority to vote your Ordinary Shares for Proposals 1 through 4 if you do not provide instructions. As such, we strongly

In summary, if you hold your Ordinary Shares in street name, your bank, broker, or other nominee will not have discretionary

broker non-votes with respect to such proposals.

not vote on these non-routine matters without specific voting instructions from the beneficial owner. As a result, there may be

Proposals 1 through 4 are matters considered non-routine under the rules of the NYSE. A bank, broker, or other nominee may

connection with such proposals.

may generally vote in their discretion on routine matters, and, therefore, no broker non-votes are expected to occur in

Proposals 5 through 11 are each considered a routine matter under the rules of the NYSE. A bank, broker, or other nominee

General Information about the Annual Meeting

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performance prepared in accordance with GAAP.

measures should be considered by investors in addition to, not as a substitute for or superior to, other measures of financial

management as performance measures in determining certain incentive compensation. The foregoing non-GAAP financial

TechnipFMC’s operations and consolidated results of operations period-over-period. These measures are also used by

provides a useful perspective on the Company’s underlying business results and operating trends, and a means to evaluate

Management believes that the exclusion of charges, credits and foreign exchange impacts from these financial measures

excluding charges and credits.

excluding foreign exchange, net); corporate expense, excluding charges and credits; and foreign exchange, net and other,

Adjusted EBITDA, excluding foreign exchange gains or losses, net; Adjusted EBITDA margin; Adjusted EBITDA margin,

excluding charges and credits (“Adjusted EBITDA”) and Adjusted EBITDA, excluding foreign exchange gains or losses, net

Diluted EPS, excluding charges and credits; Earnings before net interest expense, income taxes, depreciation and amortization,

Net income (loss) attributable to TechnipFMC plc, excluding charges and credits, as well as measures derived from it (including

amended) below:

provide non-GAAP financial measures (as defined in Item 10 of Regulation S-K of the Securities Exchange Act of 1934, as

In addition to financial results determined in accordance with U.S. generally accepted accounting principles (“GAAP”), we

of Non-GAAP Measures

Appendix A — Reconciliation

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Proxy Statement 2024

Adjusted EBITDA margin, excluding foreign exchange, net

13.3%

13.6%

12.0%

Adjusted EBITDA margin

13.3%

13.6%

10.5%

Operating profit margin, as reported

8.4%

8.2%

3.8%

Adjusted EBITDA, excluding foreign exchange, net

$ 859.0

$ 189.6

$ (110.0)

$

—

$ 938.6

Foreign exchange, net

—

—

—

119.0

119.0

Adjusted EBITDA

859.0

189.6

(110.0)

(119.0)

819.6

Depreciation and amortization

310.5

65.2

2.1

—

377.8

Subtotal

4.9

9.8

131.8

—

146.5

Non-recurring legal settlement charge

—

—

126.5

—

126.5

Restructuring, impairment and other charges

4.9

9.8

5.3

—

20.0

Charges and (credits):

Operating profit (loss), as reported (pre-tax)

$ 543.6

$ 114.6

$ (243.9)

$ (119.0)

$ 295.3

Revenue

$6,434.8

$1,389.4

$

—

$

—

$7,824.2

(In millions)

Subsea

Technologies

Expense

net

Total

Surface

Corporate

Exchange,

Foreign

Year Ended December 31, 2023

The following is a reconciliation of the most comparable financial measures under GAAP to the non-GAAP financial measures.

Appendix A — Reconciliation of Non-GAAP Measures

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Proxy Statement 2024

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Adjusted EBITDA margin, excluding foreign exchange, net

11.5%

11.3%

10.0%

Adjusted EBITDA margin

11.5%

11.3%

9.6%

Operating profit margin, as reported

5.8%

4.7%

3.3%

Adjusted EBITDA, excluding foreign exchange, net

$ 628.9

$ 139.6

$ (98.1)

$ —

$ 670.4

Foreign exchange, net

—

—

—

23.9

23.9

Adjusted EBITDA

628.9

139.6

(98.1)

(23.9)

646.5

Depreciation and amortization

304.3

70.0

2.9

—

377.2

Subtotal

7.0

11.3

3.7

27.7

49.7

Loss from investment in Technip Energies

—

—

—

27.7

27.7

Restructuring, impairment and other charges

7.0

11.3

3.7

—

22.0

Charges and (credits):

Operating loss, as reported (pre-tax)

$ 317.6

$ 58.3

$(104.7)

$ (51.6)

$ 219.6

Revenue

$5,461.2

$1,239.2

$

—

$ —

$6,700.4

(In millions)

Subsea

Technologies

Expense

Other

Total

Surface

Corporate

net and

Exchange,

Foreign

Year Ended December 31, 2022

Appendix A — Reconciliation of Non-GAAP Measures

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Proxy Statement 2024

Free cash flow from continuing operations

$ 467.8

$ 194.2

$ 523.3

Capital expenditures

(225.2)

(157.9)

(191.7)

Cash provided by operating activities from continuing operations

$ 693.0

$ 352.1

$ 715.0

(In millions)

2023

2022

2021

Year Ended December 31,

directly comparable financial measure determined in accordance with GAAP, to free cash flow (non-GAAP measure).

expenditures. The following table reconciles cash provided by operating activities from continuing operations, which is the most

Free cash flow from continuing operations is defined as operating cash flows from continuing operations, less capital

Adjusted EBITDA margin, excluding foreign exchange, net

10.5%

10.6%

8.8%

Adjusted EBITDA margin

10.5%

10.6%

9.1%

Operating profit margin, as reported

2.7%

3.9%

6.3%

Adjusted EBITDA, excluding foreign exchange, net

$ 559.3

$ 114.4

$(109.1)

$

—

$ 564.6

Foreign exchange, net

—

—

—

(15.8)

(15.8)

Adjusted EBITDA

559.3

114.4

(109.1)

15.8

580.4

Depreciation and amortization

317.2

64.8

3.4

—

385.4

Subtotal

100.7

7.6

5.6

(322.2)

(208.3)

Income from investment in Technip Energies

—

—

—

(322.2)

(322.2)

Restructuring, impairment and other charges

100.7

7.6

5.6

—

113.9

Charges and (credits):

Operating loss, as reported (pre-tax)

$ 141.4

$ 42.0

$(118.1)

$ 338.0

$ 403.3

Revenue

$5,329.1

$1,074.4

$

—

$

—

$6,403.5

(In millions)

Subsea

Technologies

Expense

Other

Total

Surface

Corporate

net and

Exchange,

Foreign

Year Ended December 31, 2021

Appendix A — Reconciliation of Non-GAAP Measures

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Proxy Statement 2024

TechnipFMC  119

Company will notify the Broker (i) of the intention on the part of any affiliated

would cause any purchase hereunder by the Broker not to comply with Rule 10b-18 under the Exchange Act. The

b. The Company agrees not to take, and not to permit any person or entity under its control to take, any action which

Coronavirus Aid, Relief, and Economic Security Act.

and (E) none of it or any of its subsidiaries has taken, or intends to take, a loan or loan guarantee pursuant to the

constitutive documents, internal policies or any law, regulation or contractual restriction binding on it or its assets

to this Agreement) are duly authorized by all necessary corporate action and do not contravene any provision of its

execution, delivery and performance of this Agreement (and any placement of orders to repurchase shares pursuant

possession of material, non-public information, (C) it has made public disclosure of the repurchase program, (D) its

with Rule 10b-18(b)(1) under the Exchange Act, (B) it will not place an order to purchase shares at a time that it is in

in Rule 10b-18(a)(13) under the Exchange Act) from or through the Broker only on any single day in accordance

Rule 10b-18 under the Exchange Act) to, whether directly or indirectly, effect all Rule 10b-18 purchases (as defined

a. The Company represents that (A) it will, and shall cause its affiliates and affiliated purchasers (each as defined in

3. Company Representations, Warranties and Agreements.

c.

The price conditions of Rule 10b-18(b)(3) under the Exchange Act.

b. The timing conditions of Rules 10b-18(b)(2) and 10b-18(c)(1) under the Exchange Act; and

amended or superseded from time to time (the “Exchange Act”).

a. The volume limitations of Rule 10b-18(b)(4) and 10b-18(c)(2) under the Securities Exchange Act of 1934, as may be

(without limitation) in accordance with:

2. The Broker agrees to purchase Ordinary Shares in accordance with all applicable laws and regulations, including

“Authorised Person”).

the Broker, such authorised person(s) to be notified in writing to the Broker by the Company from time to time (each an

Company (the “Purchase Price”), in accordance with instructions in a form to be agreed to between the Company and

1. Ordinary Shares will be purchased up to the quantity and purchase price level advised from an authorised person at the

follows:

(i.e., par) value $1.00 per share (the “Ordinary Shares”), on behalf of the Company under the terms of this Agreement as

The Company hereby appoints the Broker, as non-exclusive agent, to purchase the ordinary shares of the Company, nominal

          (the “Broker”)

Registered number: 09909709

TechnipFMC plc (the “Company”)

This agreement (the “Agreement”) is made on           between:

Purchase Contract

Appendix B - Form of Share

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Proxy Statement 2024

under this Agreement.

b. The Broker is acting as an agent of the Company in respect to its purchases of the Company’s Ordinary Shares

pursuant to this Agreement; and

Company shall not acquire, nor have any legal or beneficial interest in, any Ordinary Share purchased by the Broker

a. Prior to any delivery of the Ordinary Shares to the Company by the Broker pursuant to this Agreement, the

10.

The Broker and the Company each acknowledge and agree that:

from time to time.

Record Shares. The relevant bank account details of the Broker shall be notified to the Company by the Broker in writing

hereunder shall be $  per Ordinary Share purchased, and shall be paid to the Broker by the Company on delivery of

Broker or other designee by no later than the date of delivery of Record Shares. The Broker’s commission for its services

9. The Company will pay for any and all Record Shares purchased by it by a method agreeable to the Company and the

registration or cancellation of any Record Shares to the Company in accordance with the terms of this Agreement.

be necessary or as may be reasonably requested by the transfer agent to give effect to the purchase, delivery,

8. The Broker shall deliver to the transfer agent and registrar for the Company’s Ordinary Shares any documents as may

Broker.

7. The Company shall be responsible for any stamp duty that is due in respect of the purchase of Record Shares from the

such that the Company receives the Ordinary Share in record form (a “Record Share”).

System”) (in particular by removing any Ordinary Share deposited with the nominee of the DTC System, Cede & Co.)

or deliver by DWAC or similar means of transmission such Ordinary Share to the Depositary Trust Company (the “DTC

6. The Broker shall purchase Ordinary Shares for the Company’s account in accordance with this Agreement and transmit

Notices for the attention of the Broker shall be sent to the address notified in writing to the Company by the Broker.

Attn:

TechnipFMC plc

5. Notices for the attention of the Company shall be sent to:

email or fax the following day.

4. Daily purchase information will be provided to the Company by phone or email, and trade confirmations will be sent by

legal advice with respect to this Agreement.

c.

The Company acknowledges and agrees that the Broker has not provided the Company with any tax, accounting or

made before such notice is received.

nevertheless be entitled to make, and the Company shall be responsible for, a purchase hereunder pursuant to a bid

paragraphs, if the Broker receives a notice to terminate or suspend purchases for any reason, the Broker shall

Company’s behalf prior to the Broker’s receipt of such notification. Notwithstanding this and the preceding

hereunder on such day. The Company shall be responsible for any purchases made by the Broker on the

Exchange Act, and upon receipt of such notification the Broker shall refrain from purchasing any Ordinary Shares

Company is engaged in a distribution of its Ordinary Shares within the meaning of Regulation M under the

day if such purchase is to be effected otherwise than through the Broker pursuant to this Agreement, or (ii) if the

purchaser, as defined in Rule 10b-18 under the Exchange Act, of the Company to purchase Ordinary Shares on any

Appendix B - Form of Share Purchase Contract

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Title:

Title:

Name:

Name:

By:

By:

TechnipFMC plc

Broker

11.

This Agreement will be governed by and construed in accordance with the internal laws of the State of New York.

Appendix B - Form of Share Purchase Contract

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Proxy Statement 2024

of business on the second business day following the date of receipt by either

c.

the effective date when notice is given by email or either party (and if such notice is silent on effectiveness, the close

b. the close of business on the last day of the Repurchase Period;

a. the repurchase of the total repurchase amount contemplated by the Repurchase Plan, as set forth in Exhibit A;

5. The Repurchase Plan shall terminate upon the earliest of:

time to time.

relevant bank account details of the Broker or its designee shall be notified to the Company by the Broker in writing from

per Ordinary Share purchased, and shall be paid to the Broker by the Company on delivery of the Record Shares. The

no later than the date of delivery of the Record Shares. The Broker’s commission for its services hereunder shall be $

4. The Company will pay for any Record Shares purchased by it by a method agreeable to the Company and the Broker by

registration or cancellation of any Record Shares to the Company in accordance with the terms of this Repurchase Plan.

be necessary or as may be reasonably requested by the transfer agent to give effect to the repurchase, delivery,

3. The Broker shall deliver to the transfer agent and registrar for the Company’s Ordinary Shares any documents as may

Broker.

Company shall be responsible for any stamp duty that is due in respect of the purchase of Record Shares from the

be registered as the record holder of such Record Shares or such Record Shares shall otherwise be cancelled. The

Company receives the Ordinary Share in record form (a “Record Share”). Following each purchase, the Company shall

(in particular by removing any Ordinary Share deposited with the nominee of the DTC System, Cede & Co.) such that the

2. The Broker shall transmit or deliver by DWAC or similar means of transmission such Ordinary Shares to the DTC System

[ ] for each Ordinary Share purchased.

Exhibit A. The Broker’s sole compensation for service rendered under this Repurchase Plan shall be a commission of

1. The Broker shall purchase, as agent for the Company, Ordinary Shares in accordance with the instructions set forth in

NOW, THEREFORE, the Company and the Broker hereby agree as follows:

Repurchase Plan;

WHEREAS, the Company desires to purchase Ordinary Shares through Broker, as its agent, in accordance with this

$1.00 per share (the “Ordinary Shares”);

WHEREAS, the Company desires to establish this Repurchase Plan to purchase its Ordinary Shares, nominal value (i.e., par)

incorporated herein and made part of this Repurchase Plan.

otherwise defined in the body of this Repurchase Plan shall have the meaning given to such terms in Exhibit A hereto, which is

incorporated in England and Wales (the “Company”), and           (the “Broker”). Capitalised terms used and not

Repurchase Plan, dated           (the “Repurchase Plan”), between TechnipFMC plc, a public company

5 Share Repurchase Contract

Appendix C - Form of Rule 10b-

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Plan after the condition causing the suspension of purchases has been resolved.

the Broker will resume purchases in accordance with this Repurchase Plan on the next day specified in the Repurchase

If purchases have been so suspended and neither party has terminated this Repurchase Plan pursuant to Paragraph 5,

Act);

to it or to the Company (including without limitation, Regulation M, Rule 10b-5 or Rule 10b-18 under the Exchange

c.

the Broker cannot effect a purchase of Ordinary Shares due to legal, regulatory or contractual restrictions applicable

b. trading of the Ordinary Shares on the New York Stock Exchange is suspended for any reason; or

York Stock Exchange;

a. a day specified by the Repurchase Plan is not a day on which the Ordinary Shares trade regular way on the New

following reasons:

8. If the Broker must suspend purchases of Ordinary Shares under this Repurchase Plan on a particular day for any of the

respect to any notification or termination of this Repurchase Plan.

publicly announced repurchase program of its Ordinary Shares after its adoption and throughout its term, including with

Company covenants that it will continue to act in good faith with respect to the Repurchase Plan and the Company’s

intends to take, a loan or loan guarantee pursuant to the Coronavirus Aid, Relief, and Economic Security Act. The

governmental authority having jurisdiction over the Company; and (f) none of it and any of its subsidiaries has taken, or

of applicable law or any agreement or other instrument binding on the Company or any judgment, order or decree of any

its ordinary shares and, subject to compliance by Broker with its obligations hereunder, will not contravene any provision

by the Board of Directors of the Company, is consistent with the Company’s publicly announced repurchase program of

contemplated in Paragraph 5, (e) the purchase of Ordinary Shares under this Repurchase Plan has been duly authorized

Company and of the occurrence of any event that would cause the Repurchase Plan to end or be suspended as

any subsequent legal or contractual restrictions affecting the execution of the Repurchase Plan by the Broker or by the

Company that might influence the execution of the Repurchase Plan, (d) it will inform the Broker as soon as possible of

disclose to any persons at the Broker effecting purchases under the Repurchase Plan any information regarding the

laws, (b) it understands the proscriptions of Rule 10b5-1 in respect of offsetting and hedging transactions, (c) it will not

part of a plan or scheme to evade the prohibitions of Rule 10b5-1 under the Exchange Act or other applicable securities

7. The Company confirms that, on the date hereof that (a) it is entering into this Repurchase Plan in good faith and not as

comply with Rule 10b-18, Rule 10b5-1 or Regulation M under the Exchange Act.

take, and not to permit any person or entity under its control to take, any action that would cause purchases not to

purchases of the Ordinary Shares in the open market pursuant to this Repurchase Plan. The Company agrees not to

Exchange Act of 1934, as may be amended or superseded from time to time (the “Exchange Act”) in connection with

6. The Broker shall comply with the requirements of paragraph (b)(2), (b)(3) and (b)(4) of Rule 10b-18 under the Securities

be exchanged for or converted into cash, securities or other property.

recapitalisation or other similar business combination or transaction as a result of which the Ordinary Shares would

e. the public announcement of a tender or exchange offer for the Ordinary Shares or of a merger, acquisition,

and

similar official, or the taking of any corporate action by the Company to authorise or commence any of the foregoing;

other relief under any bankruptcy, insolvency or similar law or seeking the appointment of a trustee, receiver or other

d. the commencement of any voluntary or involuntary case or other proceeding seeking liquidation, reorganisation or

pre-termination purchases of Ordinary Shares by the Broker hereunder;

attention:          or by email to         ); provided that any termination shall not effect any

party of notice of early termination, delivered by the terminating party by facsimile to         ,

Appendix C - Form of Rule 10b-5 Share Repurchase Contract

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representations and warranties), and (ii) any violation by the

out of or attributable to: (i) any material breach by the Company of this Repurchase Plan (including the Company

and against all claims, liabilities, losses, damages and expenses (including reasonable attorneys’ fees and costs) arising

17.

The Company agrees to indemnify and hold harmless Broker (and its directors, officers, employees and affiliates) from

under this Repurchase Plan.

b. The Broker is acting as an agent of the Company in respect to its purchases of the Company’s Ordinary Shares

Broker pursuant to this Repurchase Plan; and

Company shall not acquire, nor have any legal or beneficial interest in, any Ordinary Shares purchased by the

a. Prior to any delivery of the Ordinary Shares to the Company by the Broker pursuant to this Repurchase Plan, the

16.

The Broker and the Company each acknowledges and agrees that:

Ordinary Shares covered by this Repurchase Plan.

this Repurchase Plan, nor may it enter into any corresponding or hedging transaction or position with respect to the

authority, and shall not attempt to exercise, influence or control over any purchase executed by the Broker pursuant to

15.

Except as otherwise set forth in this Repurchase Plan, the Company acknowledges and agrees that it does not have

during the term of this Repurchase Plan.

dividend with respect to the Ordinary Shares or any change in capitalisation with respect to the Company that occurs

shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock

14.

The number of Ordinary Shares, together with other share amounts and prices, if applicable, as set forth in Exhibit A

13.

This Repurchase Plan will be governed by and construed in accordance with the internal laws of the State of New York.

Fax no:

Attention:

Address:

If to the Company:

Fax no:

Attention:

Address:

If to the Broker:

12.

All notices given by the parties under this Repurchase Plan will be as follows:

Broker and supersede any prior agreements or understandings regarding the Repurchase Plan.

11.

The Repurchase Plan and any attachment together constitute the entire agreement between the Company and the

10.

The Repurchase Plan may be signed in counterparts, each of which will be an original.

requirements thereof.

(1)(i)(B) and Rule 10b-18 under the Exchange Act, and this Repurchase Plan shall be interpreted to comply with the

9. It is the intent of the Company and the Broker that this Repurchase Plan comply with the requirements of Rule 10b5-1(c)

Appendix C - Form of Rule 10b-5 Share Repurchase Contract

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Proxy Statement 2024

TechnipFMC  125

Title:

Title:

Name:

Name:

By:

By:

TechnipFMC plc

Broker

IN WITNESS WHEREOF, the parties hereto have executed this Repurchase Plan as of the date first written above.

This indemnification shall survive the termination of this Repurchase Plan.

obligations in the case of gross negligence, willful misconduct or bad faith of the Broker or any other indemnified person.

Company of applicable laws or regulations; provided, however, that the Company shall have no indemnification

Appendix C - Form of Rule 10b-5 Share Repurchase Contract

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Proxy Statement 2024

All orders will be deemed day limit orders only and not held.]

its pace of repurchase to reflect the smaller permissible limit for that higher price range.

applicable to the new price range. Conversely, if the Stock price were to move into a higher price range, the Broker may reduce

into another during any Trading Day, the Broker may purchase additional Ordinary Shares up to the permissible amount

Ordinary Shares purchased hereunder shall be cumulative such that, if the Ordinary Share price were to drop from one range

Above $[ ]

[ ]%

$[ ] to $[ ]

[ ]%

$[ ]to $[ ]

[ ]%

Below [ ]

[ ]%

Ordinary Share Price Range

Ordinary Share Amount per Trading Day

on the Exchange (each, a “Trading Day”) in such quantities and at such limit prices as are set forth in the table below.

Period on which the New York Stock Exchange (the “Exchange”) is open for trading and the Ordinary Shares trade regular way

In accordance with the Repurchase Plan, the Broker shall purchase Ordinary Shares on each day during the Repurchase

Shares to be Purchased during Repurchase Period

“Repurchase Period”).

Broker shall effect Purchases during the period from [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] through [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] (inclusive) (the

Repurchase Period

commissions) under this Repurchase Plans, in accordance with the following instructions:

[The Broker shall effect purchases of up to an aggregate of $[\_\_\_\_\_\_\_\_\_\_] of Ordinary Shares ([inclusive/exclusive] of

Sample Exhibit A to Form of Rule 10b-5 Share Repurchase Contract

Appendix C - Form of Rule 10b-5 Share Repurchase Contract

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