 ☐

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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TechnipFMC

Proxy Statement 2025

Meeting of Shareholders until the next annual general meeting of shareholders at which accounts are laid

8

To reappoint PwC as the Company’s U.K. statutory auditor under the U.K. Companies Act 2006 to hold office from the conclusion of the 2025 Annual General

Reappointment of PwC as U.K. Statutory Auditor:

December 31, 2025

7

To ratify the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s U.S. independent registered public accounting firm for the year ending

Ratification of PwC as U.S. Auditor:

To receive the Company’s audited U.K. accounts for the year ended December 31, 2024, including the reports of the directors and the auditor thereon

6

Receipt of U.K. Annual Report and Accounts:

policy to take effect immediately after the conclusion of the 2025 Annual General Meeting of Shareholders

form presented in the Company’s directors’ remuneration report for the year ended December 31, 2024 of the Company’s U.K. Annual Report and Accounts, such

5

To approve the Company’s prospective directors’ remuneration policy (the “Directors’ Remuneration Policy”) for the three years ending December 31, 2027, in the

Prospective Directors’ Remuneration Policy:

Company’s U.K. Annual Report and Accounts

4

To approve, as a non-binding advisory resolution, the Company’s directors’ remuneration report for the year ended December 31, 2024, as reported in the

2024 U.K. Directors’ Remuneration Report:

To approve, as a non-binding advisory resolution, an annual frequency of future Say-on-Pay proposals for Named Executive Officers

3

Frequency of Future Say-on-Pay Proposals for Named Executive Officers:

the Company’s Proxy Statement

2

To approve, as a non-binding advisory resolution, the Company’s named executive officer compensation for the year ended December 31, 2024, as reported in

2024 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)

To elect each of our nine director nominees for a term expiring at the Company’s 2026 Annual General Meeting of Shareholders:

Election of Directors:

Ordinary Resolutions

Proposal

Description

United Kingdom

your proxy card or on the voting instruction form provided by your broker.

Newcastle upon Tyne, NE6 3PL,

so that you may be represented at the meeting. Voting instructions are provided on

Hadrian House, Wincomblee Road,

envelope or (ii) grant a proxy and give voting instructions by telephone or internet,

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

4:00 p.m., London time

April 25, 2025 at

Your vote is very important.

incorporated in England and Wales with company number 0990970

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

Shareholders

Notice of 2025 Annual General Meeting of

Proxy Statement 2025

TechnipFMC

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Executive Vice President, Chief Legal Officer and Secretary

Cristina Aalders

On behalf of the Board of Directors,

March 14, 2025

Meeting of Shareholders.

Shareholders. As of the date of the Proxy Statement, TechnipFMC does not know of any other matters to be raised at the 2025 Annual General

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

Pursuant to the authority contemplated by the resolution in Proposal 10, to authorize the Board to allot equity securities without pre-emptive rights under U.K. law

11

Authority to Allot Equity Securities without Pre-emptive Rights:

Special Resolution

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

10

Authority to Allot Equity Securities:

ending December 31, 2025

9

To authorize the Board and/or the Audit Committee to determine the remuneration of PwC, in its capacity as the Company’s U.K. statutory auditor for the year

Approval of U.K. Statutory Auditor Fees:

Proposal

Description

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Proxy Statement 2025

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

OF SHAREHOLDERS TO BE HELD ON APRIL 25, 2025

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2025 ANNUAL GENERAL MEETING

Companies Act, U.S. securities laws and regulations, and the listing standards of the NYSE.

on the New York Stock Exchange in the United States (the “NYSE”) under the symbol “FTI.” As a result, the Company is governed by the

TechnipFMC is a public limited company incorporated under the laws of England and Wales, and our ordinary shares (the “Ordinary Shares”) trade

considered as part of the proxy solicitation material and is not incorporated into this Proxy Statement.

U.K. Companies Act 2006 (the “Companies Act”), can be found at www.technipfmc.com. Information contained on our website is not to be

our Newcastle office is +44 (0) 191 296 7000. Information regarding the Annual Meeting, including the information required by section 311A of the

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

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

Our U.S. Annual Report on Form 10-K, including consolidated financial statements, for the year ended December 31, 2024 (our “Annual Report on

www.proxyvote.com

1-800-579-1639

sendmaterial@proxyvote.com

Internet

Telephone

Email

form of proxy by any of the following methods:

available to shareholders on or about March 14, 2025, at www.proxyvote.com. You may also request a printed copy of this Proxy Statement and the

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

meeting (the “Annual Meeting”).

“TechnipFMC,” “our,” “us,” or “we”) for use at our 2025 Annual General Meeting of Shareholders and at any adjournment or postponement of such

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

Meeting of Shareholders

Proxy Statement for the 2025 Annual General

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contrary, not incorporated by reference into these documents. With respect to sustainability information that pertains to our third-party

SEC filings. Additionally, any references to our website or other materials not included in our Proxy Materials are, absent express language to the

frameworks that use varying materiality standards that can differ from, and are often more expansive than, those applicable for purposes of our

even if we use the word “material” or “materiality” in this document. Such corporate responsibility and sustainability matters are often informed by

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

address our corporate responsibility and sustainability progress, plans, and goals, and the inclusion of such statements is not an indication that

alignment with the expectations or preferences of any particular stakeholder. Forward-looking and other statements in the Proxy Materials may also

data, and internal controls and processes. Like other companies, our approach to these matters continues to develop, and we cannot guarantee

10-Q. In addition, sustainability-related statements—whether historical, current, or forward-looking are often based on evolving methodologies,

in our filings with the U.S. Securities and Exchange Commission (“SEC”), including our annual reports on Form 10-K and quarterly reports on Form

benefit pension plan commitments; and our inability to obtain sufficient bonding capacity for certain contracts, as well as the risk factors discussed

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

or other national trade policies, including tariffs and the reactions of other countries thereto; potential departure of our key managers and

company; tax laws, treaties and regulations, and any unfavorable findings by relevant tax authorities; significant changes or developments in U.S.

security; uninsured claims and litigation against us; the additional restrictions on dividend payouts or share repurchases as an English public limited

safety, labor and employment, import/export controls, currency exchange, bribery and corruption, taxation, privacy, data protection, and data

failure to comply with existing and future laws and regulations, including those related to environmental protection, climate change, health and

construction projects for vessels and manufacturing facilities; potential liabilities inherent in the industries in which we operate or have operated; our

cyber-attacks; risks of pirates and maritime conflicts endangering our maritime employees and assets; any delays and cost overruns of capital asset

venture partners; a failure or breach of our IT infrastructure or that of our subcontractors, suppliers, or joint venture partners, including as a result of

transition; the risks caused by fixed-price contracts; our failure to timely deliver our backlog; our reliance on subcontractors, suppliers, and our joint

increasing scrutiny and expectations regarding sustainability matters; uncertainties related to our investments, including those related to energy

and future indebtedness; a downgrade in our debt rating; the risks caused by our acquisition and divestiture activities; additional costs or risks from

events, armed conflicts, and terrorism threats; the refusal of DTC to act as depository and clearing agency for our shares; the impact of our existing

political, regulatory, economic, and social conditions, or public health crisis in the countries where we conduct business; unexpected geopolitical

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

consolidation; our inability to develop, implement, and protect new technologies and services and intellectual property related thereto; the

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

cause actual results to differ materially from those contemplated in the forward-looking statements include unpredictable trends in the demand for

when made, there can be no assurance that future developments affecting us will be those that we anticipate. Known material factors that could

and business conditions and their potential effect on us. While management believes these forward-looking statements are reasonable as and

or projections. These forward-looking statements are based on our current expectations, beliefs, and assumptions concerning future developments

beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations

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

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

document are forward-looking. We use words such as “believe,” “expect,” “anticipate,” “plan,” “intend,” “commit,” “foresee,” “should,” “would,”

statements of historical or current facts, including statements regarding our environmental and sustainability plans and goals, made in this

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

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

Forward-Looking Statements

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beyond our control.

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

such frameworks or any particular interpretations thereunder. Our disclosures based on any standards may change due to revisions in framework

guarantee, and words such as “accord,” “alignment,” or similar should not be understood to mean, complete alignment with the requirements of

measuring and accounting for such matters, and reducing overall emissions. Similarly, while we reference various frameworks, we cannot

be, either currently by some stakeholders or at some point in the future, considered inconsistent with common or best practices with respect to

evolving, and it is possible that our approaches both to measuring our emissions and to reducing emissions and measuring those reductions may

accounting and the processes for measuring and counting GHG emissions, GHG emission reductions, and other sustainability-related metrics are

otherwise, except to the extent required by law. Additionally, we note that standards and expectations regarding greenhouse gas (“GHG”)

update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events, or

you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly

assumptions, may cause results to differ materially and adversely from statements, estimates, and beliefs made by us or third parties. We caution

verifying or auditing, their information. These factors, as well as any inaccuracies in third-party information we use, including in estimates or

vendors, suppliers, and partners, we often rely on such third parties’ data and do not independently verify or audit, or commit to independently

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FOR

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2: 2024 U.S. Say-on-Pay Proposal for Named Executive Officers

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Each Director Nominee

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

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Ordinary Resolutions

Proposal to be Voted Upon

Recommendation

Information

Board

Where You Can Find More

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 Shareholders.

Voting Matters and Board Recommendations

Annual Meeting.”

March 3, 2025

Please also review “How do I vote?” in the section entitled “General Information about the

Record Date

as different voting deadlines may be applicable depending on how you hold your shares.

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

the proposals to be voted on.

information.

is entitled to one vote for each of

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

Each Ordinary Share

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

Voting

Admission

United Kingdom

London time

Newcastle upon Tyne, NE6 3PL,

24, 2025

April 25, 2025 at 4:00 p.m.,

Hadrian House, Wincomblee Road,

11:59 p.m., New York time, on April

Time and Date

Place

Voting Deadline

Annual Meeting Information

Report and Accounts.

voting. For further information regarding our 2024 financial performance, please review our Annual Report on Form 10-K and our U.K. Annual

should consider regarding each of the proposals to be voted on at the Annual Meeting. Please read the entire Proxy Statement carefully before

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

and the Annual Report on Form 10-K in connection with the Annual Meeting (collectively, the “Proxy Materials”).

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

2025 Proxy Summary

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Proxy Statement 2025

a growing installed base, and aging infrastructure

} Growth in Subsea Services inbound for the year was driven by increased installation activity,

total tree awards versus the prior year

} Tree orders from our Subsea 2.0 product platform significantly outpaced the growth of our

®

orders

Inbound

diversified set of operators across six offshore basins

billion

} Record year of integrated project orders, with nearly $5 billion of inbound awarded from a

Subsea

$10.4

offerings, innovative technologies, and strong client relationships

Services to reach at least 70% of total Subsea inbound orders, reflecting our differentiated

} Third consecutive year for combination of direct awards, iEPCI™ projects, and Subsea

in offshore activity

} Inbound orders increased 7% year-over-year to $10.4 billion, highlighting continued strength

Company’s strengthened financial profile and improved market outlook

} Achieved investment grade debt ratings from multiple credit rating agencies, reflecting the

to $1 billion

orders

through dividends and share repurchases and authorized additional share repurchases of up

} Nearly doubled shareholder distributions versus the prior year by returning $486 million

Inbound

Company

billion

Total

$11.6

versus the prior year to $679.4 million

} Cash flow from operations improved 39% to $961 million, with free cash flow growing 45%

2

and marking a fourth consecutive year of growth in backlog

} Inbound orders improved 5% year-over-year to $11.6 billion, driving backlog to $14.4 billion

1

2024 Financial Performance

2025 Proxy Summary

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TechnipFMC

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our results using international financial reporting standards (as adopted by the United Kingdom).

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

For additional details regarding our 2024 financial performance, please see our Annual Report on Form 10-K, which reports our

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

(1) Reported financial results for the 12 months ended December 31, 2024, and inbound and backlog as of December 31, 2024, are included in our Annual Report on Form 10-K.

and reduces cost, while improving overall system reliability

floating offshore wind by providing an integrated solution that accelerates time to first power

Announced collaboration agreement with Prysmian to further accelerate the development of

Northern Endurance Partnership, a joint venture between bp, Equinor, and TotalEnergies

Awarded contract for the first all-electric iEPCI™ for carbon transportation and storage by the

Initiatives

reservoir

New Energy

subsea processing to capture carbon dioxide-rich dense gases and then inject them into the

Awarded iEPCI™ contract by Petrobras to deliver the Mero 3 HISEP® project, which will utilize

our Americas portfolio

actions, including the sale of the Measurement Solutions business and further optimization of

} Continued to benefit from proactive steps taken to refocus the business through targeted

orders

Inbound

billion

Company’s revenue in international markets

Company and further activity ramp in Saudi Arabia provided increased contribution to the

$1.2

} Successful execution on our multi-year framework agreement with Abu Dhabi National Oil

Technologies

} Inbound orders decreased 5% year-over-year to $1.2 billion

Surface

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TechnipFMC

Proxy Statement 2025

For additional details on the Company’s corporate governance practices, please see the section entitled “Corporate Governance.”

Director share ownership requirements

Governance Guidelines with director retirement policy

Code of Business Conduct applicable to directors

coupled with new director orientation and continuing education

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

Board oversight of risk management structures

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-evaluation process, reflected

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 (“C&T”) Committee on equal opportunity and inclusion

metrics and reporting on health, safety, and environmental matters, cybersecurity, and artificial intelligence; and Compensation and

Board oversight of sustainability matters through ESG Committee on strategic sustainability initiatives; Audit Committee on certain

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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TechnipFMC

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Analysis — Executive Summary — Say-on-Pay and Shareholder Engagement.”

“Corporate Governance — Shareholder Engagement” and “Executive Compensation Discussion and

For more information on our shareholder engagement program, please see the sections entitled

} Initiatives and targets

compensation practices

} Board oversight

to ensure alignment with evolving

metrics in our short-term incentive program

} Sustainability

} Reviewed the application of sustainability

} Board refreshment, skills, and composition

} Sustainability

} Corporate Governance

outstanding shares

shareholder interests

representing 37% of our

weighting

compensation, performance, and

Met with shareholders

} Philosophy and design, including metrics and

} Continued to have a strong link between

incentive awards

} Executive Compensation

performance-based conditions in long-term

outstanding shares

} Actions taken to increase shareholder value

} Re-affirmed our commitment to prioritizing

representing 59% of our

Contacted shareholders

} Company Financial Performance

} Executive Compensation

Engaged With

Topics

Shareholder Feedback

Who We

Key

Actions Informed by

applicable

SVP, Investor Relations and Corporate Development • EVP, Chief Legal Officer and Secretary • EVP, People and Culture • Other members of senior leadership, as

Shareholder Engagement Team

and perspectives.

In 2024-2025, our annual shareholder engagement program allowed us to better understand and more closely align with our shareholders’ priorities

2024-2025 Shareholder Engagement Program

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TechnipFMC

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Committees: Audit

Directors — Director Nominees.”

Age: 58

disclosed in the section entitled “Proposal 1(a)-(i) — Election of

Independent

Detailed biographies for each of our director nominees are

Sophie Zurquiyah

and Talent, ESG

Committees: Audit (Chair)

Committees: Compensation

Age: 69

Age: 65

Independent

Independent

Kay G. Priestly

John Yearwood

and Talent (Chair)

Committees: Compensation

Committees: ESG

Age: 69

Age: 66

Independent

Independent

John O’Leary

Margareth Øvrum

Committees: ESG (Chair)

Committees: Audit

Age: 67

Age: 61

Independent

Independent

Eleazar de Carvalho Filho

Robert G. Gwin

and Talent

Committees: None

Committees: Compensation

Age: 61

Age: 66

Chair and CEO

Lead Independent Director

Douglas J. Pferdehirt

Claire S. Farley

Our director nominees and their current committee assignments:

Independent Directors

Average Age

Average Tenure

8 of 9

65

6 years

Key Board Statistics after Annual Meeting

Director Nominees

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TechnipFMC

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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 drive sustainable shareholder value creation.

Align compensation to key business objectives

on our business strategies and shareholders’ interests:

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

incentives with Company goals and shareholder value creation.

compensation program attracts, retains, and motivates exceptionally talented individuals who drive these ambitions forward, aligning leadership

together the scope, expertise, and determination to transform our client’s project economics. The C&T Committee ensures that our executive

As a leading technology provider to the traditional and new energies industries, we are committed to delivering on our vision and purpose - to bring

Our Executive Compensation Philosophy

President, Subsea

Position Held in 2024:

Age: 52

Jonathan Landes

Technology Officer

Executive Vice President and Chief

President, Surface Technologies

Position Held in 2024:

Position Held in 2024:

Age: 58

Age: 41

Justin Rounce

Thierry Conti

Officer

Chair and Chief Executive Officer

Executive Vice President and Chief Financial

Position Held in 2024:

Position Held in 2024:

Age: 61

Age: 55

Douglas J. Pferdehirt

Alf Melin

Our named executive officers (“NEOs”) for 2024 are:

Named Executive Officers

Executive Compensation

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TechnipFMC

Proxy Statement 2025

Measures” in this Proxy Statement.

(1) “Adjusted EBITDA Margin,” for purposes of the compensation incentives, excludes foreign exchange, net, and is a non-GAAP measure. See “Appendix A — Reconciliation of Non-GAAP

Relative TSR

retention

50%

Incentives

}

value creation while reinforcing

Long-Term Equity

long-term results and shareholder

ROIC

Drive and reward the achievement of

50%

VARIABLE

Performance

Free Cash Flow

Individual

Incentive Bonus

and individual contributions

}

short-term Company strategic goals

Annual Cash

Drive and reward the achievement of

EBITDA Margin

1

Performance

Adjusted

Sustainability

performance, and expected contribution

Group, and positioned accordingly above or below median based on experience,

} Set with reference to median compensation market levels of Compensation Peer

}

compensation for the role

FIXED

Base Salary

Provide market competitive

} Reflects major responsibilities of an NEO’s role

} Fixed cash compensation

Component

Objective

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

Our 2024 executive compensation framework is summarized below. For additional details regarding our executive compensation program, please

TSR, but absolute TSR is negative

Hedging and pledging of Company securities

Cap PSU payout at target when relative TSR exceeds peers’

groups

Discounting, reloading, or repricing of stock options

Benchmark compensation against relevant industry peer

Engage an independent, external compensation consultant

Excessive perquisites, benefits, or pension payments

Require robust share ownership by executives and directors

Tax gross-ups on any severance payments

restatement, malfeasance, or fraud

Uncapped incentives

incentive-based compensation resulting from a financial

Maintain a clawback policy in the event of erroneously awarded

based, “at-risk” compensation

Guaranteed bonuses

Ensure the majority of NEO compensation is performance-

our strategy and shareholder interests

Single-trigger vesting upon a change-in-control

Pay for performance by aligning performance measures with

What We Do:

What We Don’t Do:

2025 Proxy Summary

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TechnipFMC

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

Sustainability” in our U.K. Annual Report and Accounts. For information on how ESG metrics are tied to our executive

For more detail on how each metric is measured and our 2024 results, please see the section entitled “Corporate

Year One of Our 2024-2026 Scorecard

Scorecard nor to actions and monitoring required by law.

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

Our Sustainability Scorecard

A snapshot of our achievements and goals for the 2024–2026 Sustainability Scorecard is set forth below.

aligning with the interests of our stakeholders.

for the 2024-2026 period. This approach reflects our commitment to driving meaningful change, accounting for progress achieved to date, and

Building on the success of our 2021–2023 Sustainability Scorecard (the “Scorecard”) framework, we have adopted measurable sustainability goals

2017, we have implemented measures to hold ourselves accountable and to support these ambitions.

citizenship. These principles drive our efforts to be more sustainable while delivering on strategic goals aligned with long-term value creation. Since

Our sustainability decisions are guided by our Core Values and Foundational Beliefs, which underpin our commitment to responsible corporate

Sustainability

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TechnipFMC

Proxy Statement 2025

including respect for humanity

} Policies that support integrity in everything we do,

matters

} Public disclosures with respect to sustainability

sustainability

management

standards, metrics, and methodologies related to

Compensation Discussion and Analysis” section.)

} Cybersecurity and artificial intelligence risk

Annual Incentive Plan (as detailed in the “Executive

} Development and implementation of targets,

sustainability as a performance measure in our

reports on non-compliance

management

controls for the prevention of bribery and receive

} Executive compensation structure, which includes

change, human rights, and sustainability risk

} Along with the ESG Committee, systems and

investment, corporate citizenship, climate

to the world around us

environmental stewardship, responsible

opportunity and inclusion efforts and to contributions

matters

} Policies, programs, and strategies related to

} Global strategy and initiatives related to equal

} Certain Health, Safety, and Environmental (“HSE”)

Committee

Talent Committee

Committee

ESG

Compensation and

Audit

Board of Directors Corporate Sustainability Oversight

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

In addition to oversight by the ESG Committee, the Audit Committee, and the C&T Committee also oversee certain sustainability matters that align

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

sustainability performance; and

} Reviewing and monitoring the development and implementation of targets, standards, metrics, or methodologies to track the Company’s

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

initiatives. These areas of oversight include:

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

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

Board Oversight

Governance of Corporate Sustainability Matters

Sustainability

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TechnipFMC

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Report and Accounts.

For more information on our governance of sustainability programs, please see the section entitled “Corporate Sustainability” in our U.K. Annual

and governance pillars that coordinate activity across the Company that underpins our corporate sustainability strategy.

Sustainability Steering Committee regularly receives updates and provides guidance to subject-matter experts in each of the environmental, social,

standards, and metrics, or methodologies to achieve our goals, and publication of our external communication on sustainability topics. The

Committee sets the direction and long-term strategy to achieve our sustainability-related plans, the development and implementation of targets,

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

social, and governance programs. The Sustainability Steering Committee is responsible for the specific Company initiatives toward corporate

The Sustainability Steering Committee is composed of members of the ELT who are directly responsible for various aspects of the environmental,

TechnipFMC’s Executive Leadership Team ("ELT") sets the overall direction and approach for our environmental, social, and governance efforts.

Management Oversight

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Sustainability

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TechnipFMC

Proxy Statement 2025

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

Board highlights

in the section entitled “Director Nominees” below.

indicates each director nominee’s key qualifications and pertinent information. Detailed biographies for each of our director nominees are included

Upon the recommendation of the ESG Committee, the Board nominated the candidates below for election at the Annual Meeting. The matrix below

What am I voting on?

Election of Directors

Proposal 1 —

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Proxy Statement 2025

TechnipFMC

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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.

M

F

M

M

M

F

F

M

F

Gender (Female or Male)

Board Tenure (Years)

8

8

8

2

8

4

8

5

4

Age (Years)

61

66

67

61

69

66

69

65

58

Demographic Background

Chair





ESG



Chair



C&T



Chair



Audit

1

Committee Membership

Company Boards

0

2

2

1

0

3

1

2

1

Other Public

Independent Director







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

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Environmental Risk Management

Cybersecurity

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



Finance/Accounting Expertise







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





Sustainability/Emerging Technologies







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



Executive Compensation











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

Governance/Legal











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





Strategy, M&A, and Risk Management



















Diversity



















International Experience/Geographic

Oil & Gas Industry













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

Executive/Board Experience



















Public Company Perspective



















Skills, Experience, and Attributes

Pferdehirt

Farley

Filho

Gwin

O'Leary

Øvrum

Priestly

Yearwood

Zurquiyah

Carvalho

Skills, Experience, and Attributes

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Proposal 1 — Election of Directors

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TechnipFMC

Proxy Statement 2025

} Formerly Held in Past Five Years: None

} Current: None

Other Public Company Directorships

oversight role

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

Company has a significant presence

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

} Leadership in health, safety, environmental, and social responsibilities

None

Committees:

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

Director Since: 2017

} Extensive energy industry experience and client relationships

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

61

Age:

Technologies

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

Chair and CEO

Key Skills and Qualifications

Pferdehirt

Douglas J.

executive leadership positions.

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

Operating Officer from 2012 to 2016.

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

Chair since May 1, 2019.

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

Career Highlights

Company’s shareholders.

collective backgrounds and enhancing its ability to effectively oversee the Company’s strategic direction and represent the best interests of the

Board. The Board and its ESG Committee believe each director nominee brings valuable skills, experience, and perspectives, contributing to the

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

Director Nominees

The Board recommends that you vote “FOR” the election of each director nominee.

How does the Board recommend that I vote?

of Association (the “Articles”).

of (i) his or her successor is elected and qualified, or (ii) his or her earlier death, retirement, resignation, or removal in accordance with our Articles

Each director nominee elected at the Annual Meeting will serve for a one-year term expiring at the 2026 Annual Meeting or until the earliest to occur

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

Proposal 1 — Election of Directors

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Proxy Statement 2025

TechnipFMC

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} Formerly Held in Past Five Years: None

} Current: LyondellBasell Industries B.V. and Crescent Energy Company

Other Public Company Directorships

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

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

} Extensive energy industry experience and client relationships

} Oil and gas exploration and production experience

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

Key Skills and Qualifications

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

C&T

} Ms. Farley also served as Chief Executive Officer of Intelligent Diagnostics Corporation from October 1999 to

Committees:

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

to 1999, including President of Worldwide Exploration and New Ventures, President of North American

Director Since: 2017

} Ms. Farley has extensive oil and gas exploration expertise, holding several positions within Texaco from 1981

66

Investment Banking Group of Jefferies & Company.

Age:

advisory firm, from September 2002 until February 2005, when Randall and Dewey became the Oil and Gas

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

Director

Lead Independent

2008.

Farley

and gas industry advisor, and was Co-President of Jefferies Randall & Dewey from February 2005 to July

Claire S.

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

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 privately owned

2016 to 2021.

and subsequently served as Senior Advisor from 2016 to 2022 and Vice Chair of the Energy business from

} Ms. Farley was a partner at KKR & Co. L.P., a global investment firm from 2013 until her retirement in 2016,

Career Highlights

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Proposal 1 — Election of Directors

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TechnipFMC

Proxy Statement 2025

Brasileira de Distribuicão; and Oi S.A.

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

} Current: Brookfield Renewable Corporation and Companhia Brasileira de Distribuicão (Grupo Pão de Açúcar)

Other Public Company Directorships

} Experience in Brazil, one of TechnipFMC’s principal markets

experience

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

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

} International investment experience

ESG (Chair)

} Leadership in health, safety, environmental, and social responsibilities

Committees:

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

Director Since: 2017

international investment organizations

67

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

Age:

Key Skills and Qualifications

Independent

Recursos Ltda., established in 2010, which are independent advisory and asset management companies.

Filho

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

Carvalho

to 2011.

Eleazar de

} Mr. Carvalho Filho was a consultant for BHP Billiton Metais SA, a global natural resources company, from 2006

investment bank, from April 2008 to March 2009.

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

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

2009 and is also a Founding Partner of Sinfonia Consultoria Financeira e Participações Ltda. since August

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

Career Highlights

Proposal 1 — Election of Directors

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Proxy Statement 2025

TechnipFMC

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} Formerly Held in Past Five Years: Pembina Pipeline Corporation and Enable Midstream Partners

} Current: Crescent Energy Company

Other Public Company Directorships

Audit

Committees:

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

Director Since: 2023

} Financial, risk management, and M&A expertise

61

} Strategy and operational expertise, including sustainability and technology experience

Age:

international operations

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

Independent

Key Skills and Qualifications

G. Gwin

Robert

Partners, LP from 2009 to 2018, and as a director of both entities from 2007 to 2019.

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

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

and Chief Financial Officer of Anadarko from 2009 to 2018.

purchased by Occidental Petroleum Corporation, and previously served as Executive Vice President, Finance

and natural gas exploration and production companies, until August of 2019 when the company was

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

Career Highlights

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Proposal 1 — Election of Directors

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TechnipFMC

Proxy Statement 2025

} Formerly Held in Past Five Years: None

} Current: None

Other Public Company Directorships

} International experience in countries where the Company has a significant presence

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

} Strategy, risk management, and M&A expertise

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

C&T (Chair)

Committees:

Key Skills and Qualifications

Director Since: 2017

drilling engineer in 1980.

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

69

served as Development and Partnerships Manager from 1985 to 1989.

Age:

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

Independent

Foramer N.V.

John O’Leary

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

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

and production sector.

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

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 specializing in

Career Highlights

Proposal 1 — Election of Directors

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Proxy Statement 2025

TechnipFMC

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} Formerly Held in Past Five Years: None

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

Other Public Company Directorships

experience

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

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

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

} Strategy and operational expertise, including sustainability and technology experience

company with international operations

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

Key Skills and Qualifications

ESG

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

Committees:

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

Maintenance, from 1982 to 1987.

Director Since: 2020

Section Head, Maintenance and Activity Planning from 1988 to 1989; and Strategic Analysis, Production and

Maintenance Superintendent from 1991 to 1993; Department Head, Operations Technology from 1989 to 1991;

66

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

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

Environment, during 2004.

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

Margareth

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

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

} Ms. Øvrum held a succession of leadership positions at Equinor, including President, Equinor Brazil, from 2018

retirement in December 2020.

where she served as Executive Vice President of Equinor ASA, Development and Production Brazil, until her

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

Career Highlights

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Proposal 1 — Election of Directors

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TechnipFMC

Proxy Statement 2025

} Formerly Held in Past Five Years: Stericycle, Inc.

} Current: SSR Mining Inc.

Other Public Company Directorships

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

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

} Experience in a variety of industries that provides diversity of perspective

} Extensive consulting experience

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

international operations

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

Key Skills and Qualifications

mining, manufacturing, and services.

Audit (Chair)

she provided tax, consulting, and M&A services to global companies across many industries, including energy,

Committees:

the global executive team as Global Managing Partner – People. During her 24 years with Arthur Andersen,

from staff accountant to partner, holding various management and leadership positions, including serving on

Director Since: 2017

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

69

from 2004 to 2006.

integrated energy company engaged primarily in electric power production and retail distribution operations,

Age:

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

Independent

Copper operations.

Priestly

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

Kay G.

Chief Executive Officer of Turquoise Hill Resources in 2012.

Tinto plc and Rio Tinto Limited), a global metal and mining corporation, from 2008 until her appointment as

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

December 2014.

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

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

Career Highlights

Proposal 1 — Election of Directors

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Proxy Statement 2025

TechnipFMC

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merged with Vast Renewables Limited

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

} 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

C&T, ESG

} Technology, strategy, governance, and M&A expertise

Committees:

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

Director Since: 2019

international operations

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

65

Key Skills and Qualifications

Age:

Dowell Schlumberger, a joint venture with Dow Chemical.

Independent

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

Yearwood

Marketing from 1999 to 2000.

John

to 2006; Vice President, Finance, WesternGeco and OFS Controller from 2000 to 2004; and Vice President,

of executive leadership positions, including President of North and South America Oilfield Services from 2004

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

drilling industry from 2009 until August 2010, when the company merged with Schlumberger Limited.

a Houston-based company specializing in the provision of services and the manufacturing of products used by the

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

Career Highlights

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Proposal 1 — Election of Directors

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TechnipFMC

Proxy Statement 2025

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

} Current: Viridien S.A.

Other Public Company Directorships

experience

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

Audit

operations

Committees:

} Experience as a board member and member of the audit committee of public companies with international

Director Since: 2021

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

58

} Executive management experience, including as Chief Executive Officer of Viridien S.A.

Age:

Key Skills and Qualifications

Independent

Information Officer from January 2007 to April 2009.

Zurquiyah

Consulting Services, from May 2009 to July 2012. Prior to this, she was Schlumberger Limited’s Chief

President of Technology Sustaining from August 2012 to January 2013, as well as its President, Data and

Sophie

successively senior positions before joining Viridien in 2013. She served as Schlumberger Limited’s Vice

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

Reservoir segment.

positions at Viridien, including as Senior Executive Vice President in charge of the Geology, Geophysics, and

technology, digital, and earth data leader, since April 2018. Ms. Zurquiyah has held a succession of leadership

} Ms. Zurquiyah has been Chief Executive Officer of Viridien S.A., formerly known as CGG S.A., an advanced

Career Highlights

Proposal 1 — Election of Directors

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our Board and its committees; a

includes written materials and meetings with our executive officers. The orientation program is designed to provide general information about

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

recommendations to enhance overall performance.

members. The Board and its committees, with oversight from the ESG Committee, review the evaluation results and consider

the adequacy of its charter. These evaluations include an assessment of the range of talents, expertise, and experiences of the Board

functioning effectively. Additionally, each of the Audit, C&T, and ESG Committees conducts a separate evaluation of its own performance and

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

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

(d) Global awareness and contribution to the collective expertise and backgrounds on the Board; and

(c) Leadership skills;

sustainability;

(b) Professional and academic experience relevant to our industry and operations, including matters related to technology, cybersecurity, or

compensation practices;

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

knowledge and experience of our more tenured directors. As such, our ESG Committee often considers a candidate’s:

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

Company but also contribute to the collective expertise and backgrounds on the Board. Our ESG Committee considers multiple factors in

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

Key Elements and Practices

practices recognized by governance authorities, to benchmark the standards under which it operates.

England and Wales under which we are incorporated, the rules and listing standards of the NYSE, and the regulations of the SEC, as well as best

independent of management and aligned with the interests of our shareholders. The Board reviews these governance practices, the laws of

its committees. The Governance Guidelines establish a framework to guide the Board in its oversight responsibilities in a manner that is

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

Governance Guidelines and Key Board Practices

implementation of control systems to carry out that strategy.

understanding, and pursuit of a sound strategy for the success of our Company; and the availability of financial and management resources and the

carrying out its responsibilities to our shareholders, the fundamental role of the Board is to ensure continuity of leadership; the implementation,

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

applicable legal requirements.

shareholder value in a manner consistent with our vision statement, purpose, Core Values, Foundational Beliefs, Code of Business Conduct, and all

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

Corporate Governance

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TechnipFMC

Proxy Statement 2025

2025 Shareholder Engagement Program” above.

For more information on our actions that were informed by shareholder feedback, please see the section entitled “2025 Proxy Summary — 2024-

outstanding.

Shares outstanding. We ultimately met with a proxy advisory firm and shareholders representing approximately 37% of our Ordinary Shares

For our 2024-2025 engagement, we contacted proxy advisory firms and our top shareholders representing approximately 59% of our Ordinary

shareholder interests

and actions taken to align with

and framework

Governance topics

strategy,

compensation philosophy

governance framework

Social, and

Overview of our business,

Review of our

Board composition and

Environmental,

What we discussed

outstanding shares

of our

37%

compensating our executives for performance, while increasing long-term shareholder value.

Met with shareholders representing

between pay and performance, retaining and motivating our executives, and appropriately

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

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

outstanding shares

engagement sessions. During these sessions, we discussed our Board leadership structure and

of our

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

59%

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

representing

Board’s corporate governance commitment.

Contacted shareholders

practice in 2024. Our relationships and ongoing dialogue with our shareholders are important to our

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

Shareholder Engagement

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 own Ordinary Shares

Committee if it deems a waiver to be in the best interests of the Company and its shareholders.

following such director’s 72nd birthday. Our Board may waive this policy on a case-by-case basis on the recommendation of the ESG

director whose birth date occurs on or after July 1 must retire at the annual general meeting of shareholders of the Company the year

retire at the annual general meeting of shareholders of the Company during the year of such director’s 72nd birthday, and a non-executive

} Retirement Policy. As further described in our Governance Guidelines, a non-executive director whose birth date occurs prior to July 1 must

participate in ongoing education, and reimburses directors for expenses incurred in connection with such education programs.

Board believes that ongoing education is important for maintaining an effective Board. Accordingly, our Board encourages directors to

review of director duties and responsibilities; and comprehensive information about our industry, operations, strategies, and challenges. The

Corporate Governance

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TechnipFMC

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has the ability to call meetings of the Board, and presides over executive sessions of the Board.

C&T Committee, and ESG Committee. In 2024, the Board again appointed Ms. Farley to continue to serve as Lead Independent Director, and she

an independent director, and ensures that the Board functions independently. Moreover, only independent directors serve on our Audit Committee,

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

Board meetings as the Board discusses key business and strategic issues for the benefit of the Company and its shareholders.

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

program, when required

outside the Company.

• Participating in the Company’s shareholder engagement

to more decisive and effective leadership, both within and

Our Board believes that a combined Chair and CEO leads

interests of directors

• Monitoring and reporting to the Board any conflicts of

the Chair and CEO

• Acting as the liaison between the independent directors and

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

• Managing all executives of the Company

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

Company with analysts, investors, media, and clients

related matters

• Serving as the principal external spokesperson for the

• Regularly meeting with the Chair and CEO to discuss Board-

• All strategic and operational aspects of the Company

• Approving Board meeting schedules and agendas

Key Responsibilities

Key Responsibilities

Chair of the Board and CEO

Lead Independent Director

Douglas J. Pferdehirt

Claire S. Farley

Executive and Board Leadership

Independent Leadership

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

shareholders.

of the Company. The Board believes that a strong Lead Independent Director and a combined Chair and CEO is in the best interest of

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

Leadership Structure of the Board

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maintains its effectiveness.

the Board considers shareholder feedback, its evaluation results, peer company practices, and Company performance to confirm that its structure

The Board regularly evaluates its leadership structure to ensure appropriate, strong, and independent oversight for our shareholders. In doing so,

effectiveness with a combined Chair and CEO position.

as well as the Board’s culture of open communication and transparency with the CEO and senior management, are conducive to Board

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

comprehensive analysis and evaluation of our CEO’s annual performance.

performance objectives are reported and evaluated by both the C&T Committee and during executive sessions of the full Board to promote a

Our fully independent C&T Committee approves our CEO’s compensation, after consulting all independent directors. The CEO’s annual

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

} Global awareness and contributions to the collective expertise and backgrounds on the Board; and

} Leadership skills;

} Professional and academic experience relevant to our industry;

compensation practices;

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

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 whether a candidate is

values, and the ability to make mature business judgments.

serve under applicable law, the Articles, and the NYSE rules, and should have a high level of personal and professional integrity, strong ethics and

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

Criteria for Board Membership in Governance Guidelines

achieve a balance between the perspectives of new directors and those of longer-serving directors with institutional insights.

other areas important to the Company’s strategy and oversight. Our Board also assesses director age, tenure, and Board continuity and strives to

business development, business operations, sustainability and emerging technologies, finance and audit, corporate governance, cybersecurity, and

leadership expertise in areas critical to the Company. These include expertise in the energy and engineering industry, strategic planning and

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

Board Composition and Criteria for Board Membership

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potential impact of these changes on the Board’s effectiveness.

changes in the professional status, independence, external commitments, and other public company directorships of our directors to assess the

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

refreshment focus.

members in 2019, 2020, 2021, and 2023: Mr. Yearwood, Mses. Øvrum and Zurquiyah, and Mr. Gwin, respectively, as part of our ongoing Board

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

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

} Acquisition, divestment, and investment portfolio management.

} Environmental; and

} Cybersecurity;

} Finance and audit;

} External public company board service;

} Sustainability and emerging technologies;

} A range of backgrounds and perspectives;

} Strategy and risk management;

} Corporate governance and legal;

} Industry experience;

} Executive leadership;

are relevant to our business, such as the following:

perspectives, in the recruitment and nomination of directors. Our current directors possess a diversity of such skills, experience, and expertise that

successfully and efficiently. As such, the Board actively considers diversity of backgrounds, experience, skills, geography, qualifications, and

of the key goals of our Board composition is to ensure we have the right skills and experience on our Board to execute our strategic goals

experience, skills, perspectives, and qualifications to effectively oversee our Company’s strategy and our executives’ execution of that strategy. One

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

Board Composition, Refreshment, and Succession Planning

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to determine areas of opportunity.

The ESG Committee Chair reviews the results of the evaluations with the full Board and each committee

Presentation of Results



ESG Committee Chair.

Completed questionnaires are analyzed and summarized by Company management and reported to the

Analysis



} Committee composition, processes, and effectiveness

} Management preparation and communications

} Succession planning

} Director preparation, participation, and contribution

} Board/Committee operations

} Board dynamics

Questionnaires solicit feedback on issues, including:

responses from our directors and promotes productive discussions.

Questionnaires are distributed through a third-party web-based platform. The process encourages candid

Evaluation Distributed



three committees.

The ESG Committee reviews and approves the process to evaluate the performance of the Board and its

Process is Initiated

reviews its effectiveness through a comprehensive self-evaluation process at the Board and committee levels.

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

Board and Committee Evaluations

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Safety, and Security” in our U.K. Annual Report and Accounts.

Company, and therefore, the entire Board oversees HSE risks. For more information on our HSE activities, please see the section entitled “Health,

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

} Insurance

} Other risks, such as taxes and foreign exchange

} Equal opportunity and inclusion

} Cybersecurity and artificial intelligence

} Company’s compliance program

} Procedures for management succession

} Contract management

} Sustainability

equity plans)

} Liquidity

} Crisis management preparedness

employee benefit plans and administration of

} Financial reporting and internal controls

} Compensation policies and practices (including

} Director succession

statements and disclosures

compensation and benefits

corporate governance

} Legal and regulatory compliance related to financial

} Legal and regulatory compliance related to

} Legal and regulatory compliance related to

Audit Committee

Compensation and Talent Committee

ESG Committee

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 Board committees

mitigation strategies and plans implemented or proposed for each key risk.

and its committees receive periodic reports from senior management that identify and assess significant enterprise-related risks and address

categorizes, and analyzes the relative severity and likelihood of the various risks to which the Company is or may be subject. In addition, our Board

mitigate those risks. As part of the ERM framework, our senior management, led by our Chair and CEO, undertakes a process that identifies,

(“ERM”) process and framework to identify and evaluate varying levels of risk and their potential impact on the Company, as well as steps to

various committees, has responsibility for the oversight of risk management for the Company. The Company has an Enterprise Risk Management

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

Enterprise Risk Management

more information.

manner in which it evaluates other nominees. Please see the section entitled “Criteria for Board Membership in Governance Guidelines” above for

shareholders will be reviewed by the ESG Committee. The ESG Committee evaluates nominees recommended by shareholders in the same

at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary. All recommendations from

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

Shareholder Recommendations for Future Candidates

effectively and diligently.

believe that each of our directors will continue to demonstrate her or his expertise and ability to dedicate sufficient time to carry out Board duties

board duties to ensure that he or she can continue to serve the Company and its shareholders effectively. Our ESG Committee and our Board

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

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

Board, no member of the Audit Committee may serve as a member of the audit committee of more than two other public companies.

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

demonstrate a willingness to devote the required time and attention to Board duties and to otherwise fulfill the responsibilities required of directors.

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

Board Commitments

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} Reviewing certain Company metrics on HSE matters

through the Company’s allegation hotline

} Reviewing the effectiveness of processes for reviewing and escalating financial-related allegations reported

being undertaken or considered by the Company

the Company’s cyber readiness, adversary assessment, risk profile status, and any countermeasures

} Considering risks relating to artificial intelligence and cybersecurity, including receiving regular reports on

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

qualifications, independence, performance, and remuneration of such independent auditor

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

financial disclosures

regulatory requirements to the extent such compliance relates to the consolidated financial statements and

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

the independent auditor

} Reviewing the Company’s consolidated financial statements and internal controls with management and

Sophie Zurquiyah

} Monitoring the Company’s financial reporting process

Robert G. Gwin

independent registered public accounting firm

Kay G. Priestly (Chair)

} Oversight of the financial management and control of the Company, as well as oversight of the Company’s

Current Members

Primary Responsibilities

2024 Meetings: 4

Audit Committee

may be viewed on our website at www.technipfmc.com under the heading “About us > Corporate Governance.”

committees operates pursuant to a written charter setting out the functions and responsibilities of the committee, which is reviewed annually, and

people, technology, investment, legal/compliance, political/legislative/ regulatory, corporate social responsibility, and sustainability. Each of these

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

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

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

Committee, and ESG Committee, which collectively includes all members of our Board other than our Chair and CEO, meets the independence

minimum of three directors selected by the Board upon recommendation of the ESG Committee. Each member of our Audit Committee, C&T

oversight and guidance. Our Board maintains an Audit Committee, a C&T Committee, and an ESG Committee, each of which comprises a

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

Committees of the Board of Directors

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officers and directors

} Otherwise discharging the Board’s responsibilities related to compensation of the Company’s executive

} Reviewing and evaluating global strategy on equal opportunity and inclusion

} Reviewing and evaluating potential successors for executive officers and others in senior management

report

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

} Producing the C&T Committee Report to be included in the Company’s Proxy Statement

Statement for the Company’s annual general meeting of shareholders

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

discretion

securities or equity derivatives that the CEO is authorized to allocate to all other employees at his

John Yearwood

approving all equity awards by the Company to executive officers and approving the number of equity

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

Farley

compensate its independent directors, the Chair and CEO, and other officers

John O’Leary (Chair) Claire S.

} Reviewing, evaluating, and approving the agreements, plans, policies, and programs of the Company to

Current Members

Primary Responsibilities

2024 Meetings: 4

C&T Committee

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who bring fresh perspectives to our Board. Our Board reviews director tenure in connection with its director independence determinations. If all of

policy and natural turnover will achieve the appropriate balance between long-term directors with deep institutional knowledge and new directors

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

director, but also from the standpoint of persons or organizations with whom the director has an affiliation.

when assessing the materiality of a director’s relationship with the Company, the Board considers the issue not merely from the standpoint of the

objective standards, our Board makes a subjective determination of independence by evaluating all relevant facts and circumstances. In particular,

the SEC. These standards specify certain relationships that are prohibited in order for a director to be deemed independent. In addition to these

makes a determination as to the independence of each director, as defined under the standards adopted by the NYSE and regulations adopted by

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

Annual Review of Independence

Director Independence

We encourage our directors to attend the Annual Meeting. Each of the 2025 director nominees attended our 2024 Annual Meeting.

her respective committee meetings in 2024.

Our Board met in person or by telephone conference four times in 2024. Each of the 2025 director nominees attended 100% of Board and his or

Board Meetings and Attendance

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

Independent Director

} Recommending directors to serve on each committee of the Board and recommending the Lead

Board

Board for election at the annual general meeting of shareholders or for appointment to fill vacancies on the

Board, evaluating and recommending director independence, and recommending director nominees to the

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

in compliance with the principles of ethical conduct and good governance

procedures for allegation reporting, investigation, and remediation) to ensure that the Company operates

John Yearwood

} Monitoring the development and implementation of the Company’s compliance program (including

Margareth Øvrum

programs

practices and initiatives and overseeing the Company’s progress in implementing its practices and

(Chair)

Eleazar de Carvalho Filho

} Advising and making recommendations to the Board regarding corporate governance and sustainability

Current Members

Primary Responsibilities

2024 Meetings: 4

ESG Committee

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items.

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

principal headquarters address. All communications will be received, processed, and then directed to the appropriate member(s) of our Board, other

Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom. Please visit our website at www.technipfmc.com for any changes to our

executive directors as a group, by sending such written communication to c/o Lead Independent Director, TechnipFMC plc, Hadrian House,

for communications with any member of the Board, including our Lead Independent Director, the Chair of any of our committees, or with our non-

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

Communications with Directors

required to be disclosed under Item 404 of SEC Regulation S-K.

serving as a member of our Board or C&T Committee. None of the members of our C&T Committee has a relationship with the Company that is

directors or the compensation committee (or board committee performing equivalent functions) of any other entity that has had any executive officer

with us or any of our subsidiaries requiring disclosure under SEC regulations. None of our executive officers has ever served on the board of

John Yearwood. None of these members have ever been an officer or employee of the Company or any of our subsidiaries or had any relationships

From January 1, 2024 through December 31, 2024, the members of the C&T Committee of the Board were Claire S. Farley, John O’Leary, and

Compensation Committee Interlocks and Insider Participation

satisfy the enhanced independence criteria required for such members under regulations adopted by the SEC and NYSE listing standards.

independent directors. In addition, the Board has affirmatively determined that all of the members of the Audit Committee and C&T Committee

“independent” as defined under the NYSE listing standards. As such, following our Annual Meeting, eight of our nine directors will be non-executive,

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

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

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

Independence Determination

businesses that occurred in 2001.

parties to a separation and distribution agreement and a joint litigation defense agreement that relate to the separation of the companies’

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

transactions.

companies that have had commercial business relationships with the Company in 2024, all of which were ordinary course commercial

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

relationships, and arrangements are summarized below.

our subsidiaries, affiliates, and executive officers with entities associated with our directors or members of their immediate family. Such transactions,

The Board’s independence determinations included a review of all 2024 commercial transactions, relationships, and arrangements between us and

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

our director nominees are elected at the Annual Meeting, the average tenure of our independent directors will be approximately six years as the

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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.

changes must be approved by our full Board.

Non-executive director compensation is reviewed annually by our C&T Committee, comprising independent directors, and any

compensation.

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

The C&T Committee engages an independent compensation consultant to recommend changes in compensation for non-

Key Non-executive Director Compensation Practices

cash retainer and a $10,000 increase to the annual equity grant effective January 1, 2024.

compensation with the median of the Company’s Compensation Peer Group. Consequently, the Board approved a $5,000 increase to the annual

In 2024, the C&T Committee recommended adjustments to two elements of the non-executive directors’ compensation mix to better align total

recommended by the C&T Committee and approved by the Board.

Remuneration Policy provides for an annual cap on total remuneration, and all decisions regarding non-executive director compensation are

“Executive Compensation Discussion and Analysis — Executive Compensation Governance” section of this Proxy Statement. Our Directors’

and types of compensation paid to non-executive directors at the companies in the Company’s Compensation Peer Group, as described in the

The C&T Committee’s independent compensation consultant provides an annual assessment of trends in director compensation and the amounts

the necessary time and ability to serve on the board of a company of our size, complexity, and geographical breadth.

designed to provide a competitive package that enables the Company to attract and retain highly skilled individuals with relevant experience and

The compensation program for non-executive directors comprises a mix of cash compensation and restricted stock unit (“RSU”) awards. It is

Non-executive Director Compensation

Douglas Pferdehirt, is included in the “Executive Compensation Discussion and Analysis” section below because he is a NEO under the SEC rules.

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

Director Compensation

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Director.

(1) Includes the annual cash retainer, the amount of fees paid for committee membership and additional fees paid to the Chair of each Board committee and to the Lead Independent

Sophie Zurquiyah

115,000

185,000

2,433

302,433

John Yearwood

125,000

185,000

—

310,000

Kay G. Priestly

140,000

185,000

—

325,000

Margareth Øvrum

115,000

185,000

3,370

303,370

John O’Leary

135,000

185,000

—

320,000

Robert Gwin

115,000

185,000

—

300,000

Claire S. Farley

165,000

185,000

—

350,000

Eleazar de Carvalho Filho

130,000

185,000

9,018

324,018

Name

($)

1

($)

2

($)

3

($)

Cash

Awards

All Other Compensation

Total

Fees Earned or Paid in

Stock

Members of the Board of Directors

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, 2024. Our Chair and CEO, Mr.

Non-executive Director Compensation Table

and committee meetings

Other Benefits

Reimbursement of travel and other related expenses incurred in connection with attending Board

Committee Member Fee

$2,500 per committee meeting

Annual Lead Independent Director Fee

$50,000

$15,000 for ESG Committee

$20,000 for C&T Committee

Annual Chair Fee

$25,000 for Audit Committee

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

grant date or (b) upon their separation from Board service. The elections are made prior to the

elected by the non-executive director that is either (a) after a period of one to 10 years from the

Annual Equity Grant

$185,000 in RSUs, vesting after one year of service and settled in Ordinary Shares on a date

Annual Cash Retainer

$105,000

Compensation Element

Compensation

The following table describes the components of the Company’s non-executive director compensation program for 2024.

Components of Non-executive Director Compensation

Director Compensation

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All of our directors met their applicable share ownership requirements as of December 31, 2024.

Time for Achievement

Five years from initial appointment

Covered Share Interests

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

Ownership Requirement

5x the annual cash retainer

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 is subject to

Director Share Ownership Requirements

committee meetings.

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

Other Benefits

Øvrum $3,370, and Ms. Zurquiyah $2,433.

(3) The amounts reflected in the “All Other Compensation” column for the fiscal year ended December 31, 2024, represent spousal travel for the following: Mr. de Carvalho Filho $9,018, Ms.

Sophie Zurquiyah

66,009

56,628

John Yearwood

31,310

21,929

Kay Priestly

101,985

92,604

Margareth Øvrum

75,147

65,766

John O’Leary

114,476

105,095

Robert Gwin

22,912

13,531

Claire Farley

114,476

105,095

Eleazar de Carvalho Filho

55,772

46,391

Name

31, 2024

settled

Total Outstanding RSUs held on December

Outstanding RSUs that are vested but not

equivalents will accrue on the RSUs to the extent the Company pays dividends on its Ordinary Shares. The individual values for each non-executive director are as follows:

Company’s non-executive directors on December 31, 2024, was 582,087 (507,039 of which were vested but not yet settled in Ordinary Shares as of December 31, 2024). Dividend

date of the RSUs, except in the event of death, disability, a change in control of the Company in which case the RSUs will fully vest. The aggregate outstanding RSUs held by each of the

rules and Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718. The RSUs are forfeited if a director leaves the Board prior to the vesting

(2) RSU grants were valued using the closing price on the NYSE of the Company’s Ordinary Shares on February 16, 2024 of $19.72 per share, in accordance with the SEC proxy disclosure

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Director Compensation

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The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

compensation program.

directly from shareholders from our shareholder engagement program, in connection with the ongoing review of the Company’s executive

The Board values shareholders’ feedback, and the C&T Committee will review and consider the outcome of the vote, as well as feedback received

from taking any action) as a result of the outcome of the vote on this proposal.

not be binding upon the Board or the C&T Committee, and neither the Board nor the C&T Committee will be required to take any action (or refrain

This vote is advisory only, pursuant to Section 14(a) of the Exchange Act, and our NEOs’ 2024 compensation is not conditional on it. The vote will

Is this vote binding on the Board or the C&T Committee?

and decisions made by our C&T Committee for 2024.

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

Where can I find information about executive compensation?

Compensation Discussion and Analysis, compensation tables, and narrative discussion, is hereby APPROVED.”

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

vote “FOR” the following resolution:

year in evaluating our executive compensation program. We are asking our shareholders to approve the compensation of our NEOs by casting a

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

While the say-on-pay vote is advisory and therefore not binding, our Board and C&T Committee value the diverse perspectives of our shareholders,

2026 Annual Meeting.

We currently include this advisory vote on an annual basis. Subject to the outcome of Proposal 3, the next such vote is expected to occur at our

disclosed in this Proxy Statement, including the Executive Compensation Discussion and Analysis, compensation tables, and narrative discussion.

Our say-on-pay vote gives our shareholders the opportunity to vote on a non-binding, advisory basis, to approve the compensation of our NEOs as

Company’s overall performance and business strategies to create and preserve value for our shareholders.

compensation program is reviewed by the C&T Committee with the objective of developing a program that drives the achievement of the

Executive compensation is important to the Company, the Board, the C&T Committee, and the Company’s shareholders. Our executive

What am I voting on?

for NEOs

Proposal 2 — 2024 Say-on-Pay

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The Board recommends that you vote “FOR” “every year” for this Proposal.

How does the Board recommend that I vote?

review and consider the outcome of the vote when determining the frequency of future advisory votes related to the Say-on-Pay Proposal for NEOs.

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

the Board nor the C&T Committee will be required to take any action (or refrain from taking any action) as a result of the outcome of the vote on this

This vote is advisory only, pursuant to Section 14(a) of the Exchange Act, and will not be binding upon the Board or the C&T Committee. Neither

Is this vote binding on the Board or the C&T Committee?

Companies Act.

annual advisory vote on our directors’ remuneration report (see Proposal 4), which must be submitted annually to shareholders pursuant to the

governance, executive compensation, and sustainability matters, (b) our executive compensation philosophy, policies, and practices, and (c) our

on-Pay proposal for NEOs is consistent with (a) our practice of seeking input and engaging in dialogue with our shareholders on corporate

and recommends that shareholders vote for future advisory votes on executive compensation to occur every year. We believe that an annual Say-

The Board has determined that holding an advisory vote on executive compensation every year is the most appropriate frequency for the Company

every year, once every two years, once every three years, or abstain.

frequency of our future Say-on-Pay proposals for NEOs. Shareholders will be able to specify one of four choices for this proposal on the proxy card:

Pursuant to Section 14(a) of the Exchange Act, not less frequently than every six years, we are required to ask shareholders to vote on the

What am I voting on?

Say-on-Pay Proposals for NEOs

Proposal 3 — Frequency of Future

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The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

executive director compensation program.

Committee will review and consider the outcome of the vote in connection with the ongoing review of the Company’s executive director and non-

The resolution and vote are a means of providing shareholder feedback to the Board. The Board values shareholders’ feedback, and the C&T

made or promised to directors will not have to be repaid, reduced, or withheld in the event the resolution is not passed.

This vote is advisory only, pursuant to the Companies Act, and our directors’ entitlement to receive remuneration is not conditional on it. Payments

Is this vote binding on the Board or the C&T Committee?

the shareholders vote “FOR” the 2024 Directors’ Remuneration Report.

Please see the discussion under “Executive Compensation Discussion and Analysis” below for the reasons why the Board is recommending that

Remuneration Report of our U.K. Annual Report and Accounts, which reports our 2024 executive and non-executive directors’ compensation.

to shareholders on an annual basis. As such, we are asking our shareholders to approve, on a non-binding advisory basis, the 2024 Directors’

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

What am I voting on?

Remuneration Report

Proposal 4 — 2024 Directors’

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The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

executives and to manage its business.

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

continue to apply. However, if the amended Directors’ Remuneration Policy is not approved, the Company may not be able to pay expected

If the amended Directors’ Remuneration Policy is not approved at the Annual Meeting, the existing 2024 Directors’ Remuneration Policy will

What happens if this resolution is not approved?

Remuneration Policy, unless a payment has been separately approved by a shareholder resolution.

Remuneration Policy, all payments by the Company to its directors and former directors will be made in accordance with the amended Directors’

If approved, the amended Directors’ Remuneration Policy will take effect following the Annual Meeting. On approval of the amended Directors’

Meeting.

and implement this new Value Creation Plan, a revised Directors’ Remuneration Policy is hereby submitted for shareholder approval at the Annual

deliver significant and sustained value creation through ambitious performance targets. To provide the C&T Committee with the flexibility to design

commitment to deliver long-term shareholder value, this plan is intended to further incentivize executives—above and beyond existing plans—to

executive compensation program by including a special, one-time value creation plan (the “Value Creation Plan”). Aligned with our unwavering

As a result of this review, the C&T Committee, with the approval of our independent directors, is proposing an incremental component to our

Remuneration Policy to ensure it remains appropriate, provides operational flexibility, and further aligns compensation with shareholder interests.

which occurred at our 2024 Annual Meeting. However, throughout 2024, the C&T Committee conducted a comprehensive review of the

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

directors for loss of office.

Directors’ Remuneration Policy describes the Company’s forward-looking policy on directors’ remuneration, including information on payments to

Directors’ Remuneration Policy, the form of which is presented in the 2025 Directors’ Remuneration Report of our U.K. Annual Report. The

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

What am I voting on?

Remuneration Policy

Proposal 5 — Prospective Directors’

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President, Subsea

Position Held in 2024:

Age: 52

Jonathan Landes

Technology Officer

Executive Vice President and Chief

President, Surface Technologies

Position Held in 2024:

Position Held in 2024:

Age: 58

Age: 41

Justin Rounce

Thierry Conti

Officer

Chair and Chief Executive Officer

Executive Vice President and Chief Financial

Position Held in 2024:

Position Held in 2024:

Age: 61

Age: 55

Douglas J. Pferdehirt

Alf Melin

Named Executive Officers

determining the 2024 compensation of our NEOs listed below.

objectives, describes the components of our executive compensation program, and explains the C&T Committee’s decision-making process for

execution of our strategy. This Executive Compensation Discussion and Analysis outlines our 2024 executive compensation philosophy and

Our executive compensation program is designed to attract, retain, and reward exceptional management talent to lead our business and drive the

and Analysis

Executive Compensation Discussion

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indicative of future performance.

Peer Group, Compensation Peer Group, and the OSX index on December 31, 2023. The results shown in the graph above are not necessarily

and the OSX index. The comparison assumes $100 was invested, including reinvestment of dividends, if any, in our Ordinary Shares, Relative TSR

Relative TSR Peer Group, our Compensation Peer Group (both as defined below in the section entitled “Executive Compensation Governance”),

The graph above compares the cumulative TSR on our Ordinary Shares for the period from December 31, 2023 to December 31, 2024 with our

execution and key strategic initiatives outlined above.

Our TSR in 2024 meaningfully outperformed our peer groups and the PHLX Oil Service Sector (“OSX”) index due to the Company’s strong

We Outperformed Our Peers and Major Indexes During 2024

2024 Performance and Impact on Executive Compensation

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

2

} Received an all-electric iEPCI™ award for CO transportation and storage for the Northern Endurance Partnership.

seafloor—for Petrobras’ Mero 3 HISEP® project; and

2

} Received an iEPCI™ award utilizing subsea processing to capture CO directly from the well stream for injection back into the reservoir—all taking place on the

reduction projects that included two industry firsts:

} Demonstrated further progress in leveraging our core technologies and competencies in support of the energy transition, with significant inbound orders for carbon

} Achieved investment grade ratings, providing access to lower cost funding;

} Increased our target for shareholder distributions, now committing to return at least 70% of annual free cash flow to shareholders in 2025;

1

} Authorized additional share repurchase of up to $1 billion in October;

} Distributed $486 million to shareholders through dividends and share repurchases, nearly doubling total distributions versus the prior year;

Below is a summary of key actions taken during 2024 intended to create growth and value for shareholders:

shareholders.

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

Actions that Created Shareholder Value in 2024

Executive Summary

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Executive Compensation Discussion and Analysis

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TechnipFMC

Proxy Statement 2025

objectives tied to the annual incentive program.

aims to ensure a competitive total cash compensation position and strengthens alignment with the achievement of key financial and business

} Annual Cash Incentives. Increased Mr. Conti’s annual incentive target award opportunity from 75% to 100% of base salary. This adjustment

consideration of peer and survey data, individual performance, tenure, and other relevant factors.

} Base Salary. Increased base salaries by 7.1% for Messrs. Melin and Rounce, effective January 1, 2024. These adjustments reflect

adjustments for select NEOs in 2024:

Consistent with our executive compensation philosophy and our Directors Remuneration Policy, the C&T Committee approved the following

competitively positioned, effectively incentivizes the creation of shareholder value, and drives the achievement of key business objectives.

The C&T Committee carefully evaluated each NEO’s compensation with our independent compensation consultant to ensure compensation is

Compensation Adjustments

Executive Compensation in Detail” of this Proxy Statement.

The C&T Committee’s key 2024 compensation decisions are summarized below, and additional details can be found in the section entitled “2024

2024 Compensation Highlights

compensation strategy.

As demonstrated in the chart below, three-year CEO pay and TSR performance reflect strong alignment highlighting the effectiveness of our

performance for the 2022-2024 period.

through 2024 (the latest available data for our Compensation Peer Group, as defined in the section entitled “Compensation Peer Group”) with TSR

The analysis below compares the most recent three-year average Summary Compensation Table values, based on proxy disclosures from 2022

compensation consultant and is reviewed by management and the C&T Committee.

of Alignment (“RDA”) methodology from Institutional Shareholder Services. This analysis is performed by the C&T Committee’s independent

One of the variables we use to assess pay for performance is the relationship between CEO pay and TSR performance, using the Relative Degree

CEO Pay Is Aligned with Performance of TechnipFMC

Executive Compensation Discussion and Analysis

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term strategic objectives. Details on 2025 targets and achievements will be provided in our 2026 Proxy Statement.

performance culture, and in doing so, the C&T Committee has ensured that these changes support both immediate business priorities and long-

These adjustments reflect our commitment to further aligning executive incentives with shareholder interests while maintaining a robust pay-for-

that sustainability objectives remain integral to our strategy.

incentive. Nevertheless, strategic sustainability goals will remain embedded within the individual performance component for each NEO, ensuring

Under this updated framework, the 2024-2026 Sustainability Scorecard metric will no longer serve as a standalone element of the annual cash

objectives, including sustainability targets and other strategic initiatives tailored to each executive’s role.

further prioritizing the achievement of key objectives by each NEO. These measures will continue to align with key strategic business

} Heightened Emphasis on Individual Performance: The weight of the individual performance component will increase from 25% to 30%,

50% to 70%, underscoring their critical role in driving business results and shareholder value.

} Enhanced Financial Focus: The combined weight of financial measures—Adjusted EBITDA Margin and free cash flow—will increase from

approved the following changes to the 2025 annual cash incentive framework:

After a comprehensive review with our independent compensation consultant and informed by valuable shareholder feedback, the C&T Committee

Looking ahead – 2025 Compensation Changes

Equity Incentives — Payout under the 2022 PSU Awards for the 2022-2024 Performance Period” below.

resulting in a weighted payout of 200%. For more information, see the section entitled “2024 Executive Compensation in Detail — Long-Term

three-year performance period from January 1, 2022 to December 31, 2024 was above the max performance threshold for both measures,

} Payout under the 2022 PSU Awards for the 2022-2024 performance period. Relative TSR and return on invested capital (“ROIC”) for the

section entitled “2024 Executive Compensation in Detail — Annual Cash Incentive” below.

NEOs and was approved by the C&T Committee based on the achievement of individual objectives for 2024. For more information, see the

} The payout for the individual annual performance indicator (“API”), which constitutes 25% of the annual cash incentive, averaged 170% for

} Performance for Year One of the 2024-2026 Sustainability Scorecard objectives was confirmed at 115%.

} Performance for free cash flow was calculated to be 192%; and

} The performance for Adjusted EBITDA Margin was calculated to be 146%;

cash incentive, was 151%. Each BPI component is weighted 25% and had the following performance:

} 2024 Annual Cash Incentive. The weighted payout for the three business performance indicators (“BPI”), which constitute 75% of the annual

Incentive Payouts

align with the creation of sustainable shareholder value.

125% to 150%, respectively, of base salary. These adjustments aim to ensure a competitive total direct compensation position and further

} Annual Long-Term Incentive Target. Increased Messrs. Landes’ and Conti’s annual long-term incentive target from 250% to 300% and from

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TSR, but absolute TSR is negative

Hedging and pledging of Company securities

Cap PSU payout at target when relative TSR exceeds peers’

groups

Discounting, reloading, or repricing of stock options

Benchmark compensation against relevant industry peer

Engage an independent, external compensation consultant

Excessive perquisites, benefits, or pension payments

Require robust share ownership by executives and directors

Tax gross-ups on any severance payments

restatement, malfeasance, or fraud

Uncapped incentives

incentive-based compensation resulting from a financial

Maintain a clawback policy in the event of erroneously awarded

based, “at-risk” compensation

Guaranteed bonuses

Ensure the majority of NEO compensation is performance-

our strategy and shareholder interests

Single-trigger vesting upon a change-in-control

Pay for performance by aligning performance measures with

What We Do:

What We Don’t Do:

engagement, recommendations from our independent compensation consultant, and executive compensation best practices.

practices that align with prevalent market standards in executive compensation. These practices are reviewed annually through shareholder

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

Compensation Governance Practices

information on our broader shareholder engagement efforts, see the section entitled “Corporate Governance — Shareholder Engagement” above.

Shareholder feedback reflected strong support for our current executive compensation program and compensation philosophy. For more

framework and design of short- and long-term incentives, and the rationale and strategy behind our incentive measures.

discussed and obtained feedback from shareholders on an important range of topics, including our executive compensation program, the

shareholders representing 37% of our outstanding shares. A team comprising senior leadership in Investor Relations, Legal, and People & Culture

As part of our regular annual shareholder engagement, we contacted shareholders representing 59% of our outstanding shares and met with

engagement actions and the annual “say-on-pay” vote. At our 2024 Annual Meeting, we received 86% support for our “say-on-pay” proposal.

The C&T Committee values our shareholders’ feedback on our executive compensation program as expressed through our regular shareholder

Say-on-Pay and Shareholder Engagement

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interests with those of shareholders and encourages retention of high-performing executives.

advancement of TechnipFMC’s annual and long-term performance and business strategies. In addition, the program also aligns the executives’

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

Elements of 2024 Executive Compensation

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 drive sustainable shareholder value creation.

Align compensation to key business objectives

on our business strategies and shareholders’ interests:

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

incentives with Company goals and shareholder value creation.

compensation program attracts, retains, and motivates exceptionally talented individuals who drive these ambitions forward, aligning leadership

together the scope, expertise, and determination to transform our clients’ project economics. The C&T Committee ensures that our executive

As a leading technology provider to the traditional and new energies industries, we are committed to delivering on our vision and purpose—to bring

Our Executive Compensation Philosophy

Our Approach to Executive Compensation

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impact of our compensation program

value, while reinforcing the retention

incentivizing them to increase share

} Three-year ratable vesting schedule

interests of our shareholders by

Restricted Stock Units

Further align NEOs’ interests with the

} Realized value based in part on post-grant share price appreciation

} Three-year cliff vesting schedule

} Actual payout can range from 0% to 200% of target based on results

interests

interests of NEOs with shareholders’

} Realized value is based on performance and post-grant share price appreciation

pre-determined goals and align

Units

the 2024 to 2026 performance period

of long-term results measured against

Performance Share

To drive and reward the achievement

} Payout linked to the achievement of TechnipFMC relative TSR (50%) and ROIC (50%) for

Long-Term Equity Incentives

} Actual payout can range from 0% to 200% of target based on results

measures (25%)

(25%), 2024-2026 Sustainability Scorecard measures (25%), and individual performance

} Performance objectives are Adjusted EBITDA Margin (25%), free cash flow from operations

performance targets (25%)

} Paid based on achievement of business performance targets (75%) and individual

and individual contributions

} Target value based on role, set with reference to market median peer group

of short-term Company strategic goals

Annual Cash Incentive

To drive and reward the achievement

} At-risk cash compensation

expected contributions

and positioned accordingly above or below median based on experience, performance, and

} Set with reference to median compensation market levels of Compensation Peer Group,

role

} Designed to attract and retain key talent based on the major responsibilities of an NEO’s

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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minimum level of performance. Payouts increase with higher performance levels, and there is a limit on payout at maximum performance.

} Payouts for the financial components are based on quantifiable performance. No payouts are made if Company performance is below a

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

} The 2024 annual cash incentive measures are Adjusted EBITDA Margin (25%), free cash flow from operations (25%), 2024-2026

objectives.

Our 2024 executive compensation program is directly tied to pre-determined key financial, operational, sustainability, and individual strategic

Annual and Long-Term Incentive Performance Measures

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

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

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

portion is at risk: 90% for our CEO and 79% on average for other NEOs.

The charts below depict the 2024 annual total target compensation for our CEO and the average for our other NEOs, highlighting that a significant

Our Compensation Mix

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

} The remainder (30%) of the 2024 long-term equity incentive grant is delivered in the form of RSUs and one-third of the shares vest each

capital over the three-year measurement period.

performance period to generate financial returns. ROIC is calculated as average net operating profit after tax, divided by average invested

} ROIC comprises 50% of the PSU award. It measures our profitability and how effectively the Company uses capital over the three-year

performance, payouts are capped at target, even if our TSR performance relative to our TSR Peer Group is above target.

a minimum level of performance, and there is a limit on payout at maximum performance. In addition, in the case of negative absolute TSR

and reinvestment of dividends—relative to our TSR Peer Group (as defined below). No payouts are made if Company performance is below

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

of the three-year performance period (2024-2026).

ROIC, measured over the three-year (2024-2026) performance period. PSUs vest on the third anniversary of the grant date following the end

} PSUs comprise the majority of the 2024 long-term equity incentive grant (70%) with payout contingent on relative TSR performance and

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

safety culture, and reaffirm our commitments to respecting human rights and corporate governance.

the communities where we live and operate, improve and respect equal opportunity and inclusion in our Company, reinforce our health and

} The 2024-2026 Sustainability Scorecard includes specific, measurable, and challenging goals to reduce our environmental impact, support

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provided to the C&T Committee.

following services to the C&T Committee in 2024. In 2024, neither Pearl Meyer or FW Cook provided any services to the Company other than those

after which Pearl Meyer & Partners, LLC (“Pearl Meyer”) was engaged for the remainder of the year. The independent consultants provided the

principles and objectives. As a result, Fredrick W. Cook & Co., Inc. (“FW Cook”) served as the C&T’’s compensation consultant through July 2024,

During 2024, the C&T Committee conducted a search to identify a compensation consultant whose expertise aligned with the C&T Committee’s

consultant from independently advising the C&T Committee.

completing such evaluation for 2024, the C&T Committee determined that no conflicts of interest exist that would prevent the compensation

Committee conducts a multi-factor evaluation of the effectiveness, independence, and objectivity of the independent compensation consultant. In

requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). At least annually, the C&T

The C&T Committee considers appropriate standards in selecting its compensation consultants consistent with NYSE rules, SEC rules, and

such consultant’s fees and its terms.

other advisors engaged to assist in the evaluation of compensation of directors or executive officers, including the sole authority to approve any

Under its charter, the C&T Committee has the sole authority to engage, retain, and terminate compensation consultants, outside counsel, or any

Role of the C&T Committee’s Independent Consultant

www.technipfmc.com under the heading “About us > Corporate Governance.”

Committees of the Board of Directors — C&T Committee,” and the charter of the C&T Committee may be viewed on our website at

Additional information on the roles and responsibilities of the C&T Committee is provided in the section entitled “Corporate Governance —

and evaluates compensation policies and practices that could mitigate any such risk.

The C&T Committee also reviews the Company’s incentive compensation arrangements to ensure that they do not incentivize excessive risk-taking

capital development efforts.

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

shareholders; and

equity derivatives to be allocated to all other employees at the discretion of the CEO, consistent with equity plans approved by the Company’s

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

as applicable;

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

and approving:

compensation for our executive officers on behalf of the Board. The C&T Committee is responsible for, among other things, reviewing, evaluating,

Our C&T Committee comprises independent non-executive directors, who oversee our executive compensation program and determine the

Role of the C&T Committee

Executive Compensation Governance

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executive compensation decisions.

attends discussions related to his or her own compensation. This practice safeguards the C&T Committee’s objectivity and independence in

Committee has comprehensive inputs to inform its compensation decisions for the ELT. Importantly, neither the CEO nor any NEO participates in or

demonstrated individual performance, market data, and other relevant factors for each NEO. This collaborative approach ensures that the C&T

Once the CEO presents his recommendations, the C&T Committee conducts a thorough review, evaluating the recommendations against

provides recommendations for the individual performance component of the annual short-term incentive program for NEOs, other than himself.

excluding himself, by making recommendations on base salaries, as well as short-term and long-term incentive opportunities. Additionally, the CEO

The CEO, with strategic support from the Executive Vice President, People & Culture, plays a key role in the compensation process for NEOs,

Role of Management

} Advised on the design and implementation of the Company’s proposed Directors’ Remuneration Policy.

} Other ad hoc requests related to executive and/or director compensation starting in August 2024; and

} Evaluated director compensation for 2025;

} Conducted an annual compensation program risk assessment for 2025;

} Reviewed and made design recommendations for the 2025 incentive plans;

compensation levels for CEO and other executives;

} Conducted a competitive market assessment and peer group analysis for purposes of setting 2025 target

Provided updates on trends and developments in executive compensation;

Pearl Meyer

}

} Other ad hoc requests related to executive and/or director compensation through July 2024.

interest exist in advising the C&T Committee; and

} Completed a multi-factor evaluation to certify and confirm independence standards and that no conflicts of

} Evaluated and made recommendations for non-executive director compensation for 2024;

} Reviewed and advised the C&T Committee on plan design and framework decisions for 2024 incentive plans;

compensation levels for CEO and other executives;

Conducted a competitive market assessment and peer group analysis for purposes of setting 2024

FW Cook

}

Compensation Consultant

Services Provided

Independent

Overview of Key

Executive Compensation Discussion and Analysis

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roles

Annual Report and Accounts

succession planning for senior leadership

the Company’s Proxy Statement and U.K.

} Review the Company’s strategy related to

} Approve annual compensation disclosures in

upcoming fiscal year

strategy, structure, and programs

annual and long-term incentive plans for the

} Review and discuss executive compensation

} Provide feedback on potential framework for

fiscal year

Compensation Peer Group

and long-term incentives for the current

executive leadership compensation versus

} Review compensation tally sheets

} Review and recommend for approval annual

} Review peer compensation practices and

} Determine the Compensation Peer Group

plans

shareholder dilution

annual short-term and long-term incentive

meeting vote results

executive employees, and review impact on

achievements for the prior year in relation to

firms’ feedback and review annual general

} Approve annual equity budget for non-

} Approve Company performance

} Discuss shareholders’ and proxy advisory

compliance

awards for directors and officers

guidelines and compliance

clawback and insider trading policy) and

} Approve compensation decisions and equity

} Review executive officer share ownership

} Review internal governance policies (e.g.,

Q1

Q2-Q3

Q4

C&T Committee in 2024 were as follows:

Each year, the C&T Committee approves an annual calendar that sets out its key activities in accordance with its charter. The key activities of the

The Annual Process

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Halliburton Company

Fluor Corporation

Weatherford International plc

Valmont Industries, Inc.

Flowserve Corporation

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.

2024 Compensation Peer Group

compensation peer group (“Compensation Peer Group”) used for benchmarking and informing executive compensation decisions for 2024:

In conducting its annual review and leveraging the preceding factors, the C&T Committee approved the addition of Flowserve Corporation to the

prioritize companies that are logistically and technically complex, mature stage businesses, and business-to-business focused.

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

measures such as employee headcount;

} Relevant Size Range – Companies with revenue, market capitalization, and assets ranging from 0.33x to 3.0x our own, along with other key

exchanges;

} Applicable Industry Focus – Public companies with energy or engineering and construction elements that trade on major U.S. stock

business scale, and organizational complexity. Key criteria include:

reasonably reflects TechnipFMC’s business characteristics and competitive landscape, ensuring a balanced comparison of size, operational reach,

In determining peer groups, the C&T Committee in collaboration with its independent compensation consultant carefully selects a peer group that

target compensation levels, the C&T Committee reviews data from peer group proxy statements and market survey data.

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

Compensation Peer Group

Executive Compensation Discussion and Analysis

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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 sufficiently difficult and

} 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;

impacted by the following factors:

In setting performance goals, the C&T Committee considers the Company’s annual financial plans, strategic initiatives, and projections, which are

Establishing Performance Measures and Goals

appreciation and projected values under various performance and separation scenarios, benefits, and perquisites.

etc.). The compensatory amounts include cash compensation, accumulated deferred compensation balances, outstanding equity awards, their

list each component of an executive’s compensation throughout a range of alternative scenarios (e.g., termination, change-in-control transaction,

The C&T Committee uses tally sheets to ensure they receive the information necessary to evaluate the total compensation of an NEO. Tally sheets

Use of Compensation Tally Sheets

NEOs do not participate in any discussions related to their own compensation.

from its independent compensation consultant.

The CEO recommends changes to compensation for the other NEOs without them present, which are approved by the C&T Committee with input

Any changes to the CEO’s target compensation are made in accordance with our shareholder-approved Directors’ Remuneration Policy.

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

The C&T Committee approves our CEO’s compensation. The CEO’s annual performance objectives are reported and evaluated by both the C&T

the CEO and the NEOs.

competitive levels and drives desired outcomes. To provide additional perspectives, the C&T Committee also considers internal relativities between

view considering experience, performance, expected contribution, and other relevant factors to ensure that target compensation is set at

levels of the peer group when making decisions about setting compensation levels, it does not take a formulaic approach; instead, it takes a holistic

compensation for similar roles within the Compensation Peer Group. Although the C&T Committee references the median target compensation

In determining the target compensation package for each NEO, the C&T Committee compares each element of an NEO’s compensation to

Setting Target Executive Compensation

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Thierry Conti

75 %

100 %

33 %

Jonathan Landes

100 %

100 %

0 %

Justin Rounce

100 %

100 %

0 %

Alf Melin

100 %

100 %

0 %

Douglas J. Pferdehirt

135 %

135 %

0 %

Named Executive Officer

2023

2024

% Change

incentive program.

total cash compensation position and strengthens alignment with the achievement of key financial and business objectives tied to the annual

increased Mr. Conti’s annual incentive target award opportunity from 75% to 100% of base salary. This adjustment aims to ensure a competitive

The following were the 2023 and 2024 annual cash incentive target award opportunities for our NEOs. As mentioned above, the C&T Committee

compensation.

sustainability, and individual goals. The annual cash incentive also ensures that we provide executive officers with market-competitive levels of total

compensation data for our peers. The targets are set at appropriate levels to incentivize executive officers to achieve our short-term financial,

The C&T Committee reviews and approves target award opportunities for the NEOs annually, based on a review of market median total cash

incentive target, depending on Company and individual performance.

objectives. Each NEO has a target award opportunity, set as a percentage of base salary. Each NEO can earn 0% to 200% of their annual cash

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

2024 Annual Cash Incentive Target Award Opportunity

Annual Cash Incentive

Thierry Conti

$450,000

$450,000

— %

Jonathan Landes

$550,000

$550,000

— %

Justin Rounce

$630,000

$675,000

7.1 %

Alf Melin

$700,000

$750,000

7.1 %

Douglas J. Pferdehirt

$1,328,700

$1,328,700

— %

Named Executive Officer

2023

2024

% Change

survey data, individual performance and tenure.

salaries by 7.1% for Messrs. Melin and Rounce, effective January 1, 2024. These adjustments were based on a comprehensive review of peer and

The table below provides the annualized base salaries for each NEO for 2023 and 2024. As mentioned above, the C&T Committee increased base

calendar year.

independent compensation consultant, and without the CEO present. Adjustments to base salaries are typically effective at the beginning of the

the C&T Committee. The base salary for the CEO is reviewed separately by the C&T Committee during executive session, in consultation with its

The CEO provides recommendations for base salary adjustments for the other NEOs in their absence, which are then reviewed and approved by

experience, performance, expected contribution, and other relevant factors to ensure base pay is competitively positioned.

pay level of the Compensation Peer Group, individual base salaries vary above or below this median based on a range of factors such as

Each year, the C&T Committee carefully reviews and assesses the base salary of each NEO. While the C&T Committee references median base

Base Salary

2024 Executive Compensation in Detail

Executive Compensation Discussion and Analysis

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forth in our 2024-2026 Sustainability Scorecard

}

}

Sustainability Scorecard

sustainability commitments and objectives, as set

Performance relative to the TechnipFMC

Directly links our compensation program to our

2024-2026 Sustainability Scorecard

}

}

expenditures

of the financial health and liquidity of the Company

Cash provided by operating activities, less capital

Measures our ability to generate cash as an indicator

Free Cash Flow

net, as a percentage of revenue

profitability

}

}

excluding charges, credits, and foreign exchange,

efficiencies to drive sustainable improvements in

income taxes, depreciation and amortization,

Reflects our performance in leveraging cost

Adjusted earnings before net interest expense,

Adjusted EBITDA Margin

% Weighting

Definition

Why it matters

BPI Measure

The 2024 BPI measures for the annual cash incentive are outlined below:

ensure that achievement will require the same or improved execution to achieve the targets.

by the life cycle progression of a few very large projects, our targets can vary in absolute terms when compared to prior-year targets but are set to

superior execution based on our long-range plans. Given the cyclical nature of our industry, as well as the variability in some of our metrics caused

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

Target Setting for BPI Measures

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 with respect to any

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

BPI Component – 75% of Annual Cash Incentive

business performance indicators

factors reﬂected in an NEO’s annual performance objectives

+

Assessment of overall Company performance based on

Assessment of individual performance based on qualitative

75% BPI

25% API

indicators (“API”).

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

2024 Annual Cash Incentive Performance Indicators

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TechnipFMC

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Accounts.

on how each metric is measured and our 2024 results, please see the section entitled “Corporate Sustainability” in our U.K. Annual Report and

The Year One achievements of each component of our 2024-2026 Sustainability Scorecard objectives are summarized below. For additional details

overall rating, the C&T Committee approved a payout of 115% out of a maximum 200%.

aggregate, the Company achieved just above target overall results on its 2024-2026 Sustainability Scorecard objectives for 2024. In support of this

The ESG Committee performed a comprehensive review of the Company’s 2024-2026 Sustainability Scorecard objectives and determined that, in

payout.

recommending a performance rating to the C&T Committee, who reviews this information to determine and approve the Sustainability Scorecard

The ESG Committee is responsible for determining and assessing the Company’s Sustainability Scorecard objectives, certifying results, and

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 sustainability matters to drive behaviors and create outcomes that

To align our executives’ incentives with our sustainability commitments, we link our executive compensation to our Sustainability Scorecard

Determination of 2024 Payout for the 2024-2026 Sustainability Scorecard

like basis relative to the goals that were set.

acquisitions and divestitures, and foreign exchange movements. These changes are intended to ensure that performance is measured on a like-for-

In accordance with established guidelines, the goals are adjusted for the cumulative effect of changes in accounting principles, significant

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 BPI is rounded to the

GAAP Measures” in this Proxy Statement.

(1) For reconciliation of Adjusted EBITDA Margin and free cash flow to their respective, most directly comparable GAAP measures, please refer to “Appendix A — Reconciliation of Non-

25% Weighting

192 %

$300 million

$430 million

$700 million

$679 million

Free cash flow

25% Weighting

13.0 %

14.5 %

16.0 %

15.2 %

146 %

Adjusted EBITDA Margin

2024 BPI Measure

Performance

Performance

Performance

Performance

Payout %

Threshold

Target

Maximum

2024 Goals

1

2024 Performance

2

The 2024 results and corresponding calculated payouts of Adjusted EBITDA Margin and free cash flow are summarized below.

2024 Key Financial Results Linked to the Compensation of Our Executives

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For 2024, the NEOs received an average API rating of 170% for the year.

objectives.

their relative importance and difficulty as determined by the C&T Committee, and any factors that may have prevented achievement of certain

not all, of the objectives, the API multiple would fall between the range of 0% to 200%, depending upon the number of objectives accomplished,

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 NEO met some, but

Committee for review and approval.

objectives of the other NEOs for the new fiscal year and assesses the prior-year API performance to recommend individual API payouts to the C&T

performance to determine the payout for the API component of his annual cash incentive. Similarly, the CEO reviews and approves the API

Each February, the C&T Committee reviews and approves the CEO’s API objectives for the new fiscal year and evaluates the prior-year API

process.

“stretch” levels (i.e., objectives that are difficult and challenging but should be achievable with superior execution) using a rigorous evaluation

The API objectives for each NEO are established at the start of the year. Similar to our BPI performance objectives, API objectives are set at

2024 API Component – 25% of Annual Cash Incentive

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} A workplace fatality occurred in 2024

} Number of Safe Days in 2024 were below target

} Actively led TechnipFMC as a top contributor to both the United Way and American Heart Association

above)

fatalities

– Achieve Safe Day targets and zero

} Achieved meaningful Year One progress within the 2024-2026 Sustainability Scorecard (see the section entitled “Sustainability”

} HSE (Health, Safety and Environmental)

} Increased renewable energy usage to 60% of the 2023 baseline

} Achieve 2024 sustainability objectives

} Led the dedication of over 58,000 volunteer hours to support our communities

progress in Human Rights

rights standards

} Integrity – Engage/advance industry

} Promoted human rights through active industry leadership, and more than doubled the number of key supplier audits for human

Promote Foundational Beliefs:

Below expectations

} Successfully delivered the OneERP process design on schedule and within budget

} OneERP Transformation

varied perspectives, and ensure equitable opportunities in leadership progression and talent acquisition

} Ensure succession planning in place

} Continued succession planning and talent development initiatives to enhance the breadth and depth of succession plans, promote

Organizational Readiness:

Above expectations

} Developed industry’s first all-electric system for carbon transportation and storage and secured North Endurance Partnership project

Americas portfolio, and ramped up activity in the Middle East market

} Advanced targeted actions to refocus Surface business, including successful divestment of Measurement Solutions business, optimization of

} Continue to grow New Energy business

Surface businesses

} Delivered record iEPCI™ awards for our Subsea business

} Deliver profitable growth for Subsea and

} Delivered above-target inbound orders, revenue, and EBITDA for our Subsea business.

Execute on Key Business Deliverables:

Above expectations

models across the business to enhance cross-functional collaboration, problem solving, and decision making

} Advanced the Company’s Industrialization and Transformation objectives, including implementation of lean operating working

} Advance transformation

renewable electricity

strategic alliances

} Achieved key technology partnerships, including key strategic alliance with Prysmian to further accelerate the global demand for

} Advance technology partnerships, and

Adjusted EBITDA Margin, free cash flow, revenue, inbound orders, and ROIC

} Advance strategic financial objectives

} Both business segments outperformed 2024 financial targets, resulting in the Company exceeding targets for total Company

Strategy and Growth:

Above expectations

repurchase of up to $1 billion in October 2024

} Expand shareholder distributions

} Distributed $486 million to shareholders through dividends and share repurchases in 2024 and authorized additional share

} Achieve debt reduction

} Reduced the Company’s gross and net debt position, exceeding the debt leverage target and achieving investment grade ratings

} Create shareholder value

} 2024 TSR significantly outperformed our peers and the OSX index

Shareholder Returns:

Above expectations

Objective

Achievements

Chair and CEO

Overall Rating

170 %

Douglas J. Pferdehirt

The objectives, achievements, as well as the C&T Committee’s assessment were as follows:

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Total Cash Incentive Compensation

934,500

API

600,000

255,000

x 25

x 100

x 170 =

BPI

600,000

679,500

x 75

x 100

x 151 =

Component

($)

(%)

(%)

(%)

($)

Base Salary

Weighting

Target Bonus

Rating

Payout

follows:

of $600,000, a 100% target bonus, a BPI rating of 151%, and an API rating of 170%, the executive’s annual cash bonus would be calculated as

Each executive’s target annual cash bonus is a percentage of his or her base salary for the year. For example, assuming an NEO has a base salary

Determination of 2024 Payouts under the Annual Cash Incentive Plan

President, Surface Technologies

safety; and continuing to advance the Company’s Industrialization and Transformation activities.

Adjusted EBITDA Margin targets; rollout of programs that will reduce serious injuries and improve

Thierry Conti

relationships that will enable continued growth; delivery on Surface Technologies cash flow and

Company’s Surface Technologies in North America; renewing several key long-term contracts and

strategic markets such as the Middle East; optimizing the footprint and the business portfolio of the

Mr. Conti’s 2024 objectives and achievements included developing the Company’s business in

President, Subsea

Transformation activities.

Jonathan Landes

improvement of safety programs; and continuing to advance the Company’s Industrialization and

alliances; creating and delivering new value through our vessel ecosystem; continued focus and

inbound and Adjusted EBITDA Margin targets; developing and sponsoring key client relationships and

Mr. Landes’ 2024 objectives and achievements included delivery on Subsea segment free cash flow;

Technology Officer

Standardization, and Industrialization activities.

Executive Vice President and Chief

term strategies, partnerships, and alliances; and continuing to advance the Company’s Simplification,

the expansion of digital technologies in the Company; overseeing the update of the Company’s long-

Justin Rounce

engineering, supply chain, and manufacturing activities for the delivery of customer projects; leading

business; supporting the launch of the first projects in New Energy; driving the Company’s

Measurement Solutions business; continuing the development of new technologies across our lines of

Mr. Rounce’s 2024 objectives and achievements included completing the divestment of the Company’s

Officer

Executive Vice President and Chief Financial

program and leading the Company’s Enterprise Resource Planning (“ERP”) upgrade program.

Alf Melin

expansion of Company shareholder distributions by increasing the total value of the share repurchase

further reduction in the Company’s gross debt position while achieving investment grade ratings; an

meet 2024 key financial performance targets, including Adjusted EBITDA Margin and free cash flow; a

Mr. Melin’s 2024 objectives and achievements included guiding the Company’s financial strategy to

NEO

Summary of 2024 Objectives and Key Achievements

Individual performance assessments for the other NEOs are summarized below.

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performance for payout and by capping payout in the case of negative absolute TSR.

our key competitors, thus aligning their interests with shareholder interests. We further reinforce this by requiring a minimum threshold of relative

We believe that these are meaningful measures of our long-term performance and motivate our NEOs to achieve superior share price compared to

for the three-year period of 2024-2026.

awards in 2024, PSU awards comprised 70% of the total long-term equity award, and payout will be based on relative TSR performance and ROIC

The C&T Committee sets the performance targets associated with PSU awards prior to the beginning of each three-year performance period. For

2024 PSU Awards (70% of Equity Award)

Thierry Conti

150 %

675,000

Jonathan Landes

300 %

1,650,000

Justin Rounce

300 %

2,025,000

Alf Melin

300 %

2,250,000

Douglas J. Pferdehirt

785 %

10,430,295

Named Executive Officer

(% of Base)

2024 LTI Target Value ($)

2024 LTI Target

table below sets forth the 2024 long-term incentive target values for each NEO as a percent of their base salaries.

For 2024, the C&T Committee set the target value of equity awards for each NEO with reference to market median total compensation data. The

2024 Long-Term Equity Incentive Award Opportunity

total target compensation and aim to provide appropriate levels of retention and incentives for achieving the Company’s long-term goals.

The C&T Committee reviews and approves equity awards for the NEOs on an annual basis. The awards are based on market competitiveness on

performance, sustainable long-term value creation, and retention.

shareholders. Awards are made in the form of two complementary vehicles — PSU awards and RSU awards — providing a balanced focus on

compensation opportunity, grounded in our compensation philosophy of paying for performance and aligning executives’ interests with those of our

Annual long-term equity incentive awards, granted in the form of TechnipFMC equity, represent the largest component of each NEO’s annual target

Long-Term Equity Incentives

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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 relative performance.

Maximum or above

75th percentile or greater

200 %

Target

50th percentile

100 %

Threshold

25th percentile

50 %

Below Threshold

Below 25th percentile

— %

Performance Achievement

Relative TSR Performance

(% of earned PSUs)

Payout

The relative TSR payout scale for the 2024-2026 PSU award is outlined below:

Relative TSR

The C&T Committee approved the following targets for the 2024 PSU awards:

The vesting date for the 2024 PSU awards is February 20, 2027, with a performance period of January 1, 2024 through December 31, 2026.

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.

2024 Relative TSR Peer Group

terms of industry and global scope.

investments and customers, have comparable median market capitalization and revenue to TechnipFMC, and are exposed to similar markets in

Group,” and each a “TSR Peer”) that the C&T Committee believes best reflects the companies that we compete with for both shareholder

The relative TSR performance for our 2024 PSU awards will be measured against a group of companies (collectively, the “Relative TSR Peer

year measurement period

invested capital over the three-

returns

after tax, divided by average

capital over the three-year period to generate financial

ROIC

Average net operating profit

Assesses our profitability and how effectively we use

group

dividends relative to a peer

investments and customers

share price and reinvestment of

companies with which we compete for shareholder

in volume-weighted-average

shareholders and the broader stock market, relative to

Relative TSR

Cumulative three-year increase

Assesses our overall performance in the eyes of our

PSU Measure

Weighting

Definition

Why It Matters

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For the 2022-2024 performance period, the weighted PSU payout was 200%.

ROIC

50 %

200 bps

300 bps

400 bps

200 %

> 400 bps

Relative TSR

50 %

25th percentile

50th percentile

75th percentile

> 75th percentile

200 %

Performance Measure

Measure

(50% payout)

(100% payout)

(200% payout)

Results

Payout

Weight of Performance

Threshold

Target

Maximum

In February 2025, the C&T Committee approved the performance results and payouts for the 2022 PSUs granted as described below:

(“bps”).

during the 2022-2024 measurement period was based on the improvement in ROIC from a 2021 baseline, as measured in basis points

profit after tax, divided by average invested capital, over the three-year measurement period. For the 2022 PSU awards, the performance

} ROIC: ROIC is used to evaluate how effectively management uses its capital to generate profits. ROIC is calculated as average net operating

Group to determine its relative TSR performance.

relative performance. For the 2022 PSU awards, the Company’s TSR for the 2022-2024 measurement period was compared to its TSR Peer

reinvested. If our TSR is negative for the performance period, the payout in respect of the TSR element is capped at target, regardless of our

(“VWAP”) is used for both the first and last month of the measurement period, and dividends paid during the period are assumed to be

of reinvested dividends, relative to the Company’s peers. For purposes of calculating TSR, the volume weighted average share price

} Relative TSR performance: Relative TSR measures the growth in the stock price for the applicable performance period, including the impact

The performance measures for the 2022 PSU awards were as follows:

performance for the three-year performance period.

represented the right to receive one Ordinary Share at target levels with the final number of Ordinary Shares earned determined based on

TSR and ROIC objectives for the three-year performance period beginning January 1, 2022 and ending December 31, 2024. Each PSU

In March 2022, the C&T Committee approved a long-term incentive grant for each NEO with 70% of the total grant opportunity based on relative

Payout under the 2022 PSU Awards for the 2022-2024 Performance Period

anniversaries of the 2024 grant date.

the Company’s Ordinary Shares on the NYSE on the date prior to the grant date. One third (1/3) of the RSUs vest on the first, second, and third

The number of RSUs granted to each of the NEOs was determined by dividing the target value set for each executive officer by the closing price of

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 share price, while

2024 Time-Based RSU Awards (30% of Equity Award)

The target, thresholds, and results for the ROIC three-year period of 2024-2026 will be disclosed at the end of the performance period.

measurement period.

The 2024-2026 ROIC target is calculated as average net operating profit after tax, divided by average invested capital over the three-year

ROIC measures our profitability and how effectively the Company uses capital over the three-year performance period to generate financial returns.

Return on Invested Capital (ROIC)

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} Reduce or offset future incentive compensation

Company any gain realized or payment received

} Clawback previously earned or erroneously awarded compensation by requiring the executive officer to repay the

} Cancel previously granted compensation, in part or in whole, whether vested or deferred

C&T Committee Authority

} Administer, interpret, and construe the policy

misconduct

} Illegal acts, including fraud, material theft of Company assets, bribery, corruption, gross negligence, and willful

compensation

Triggering Events

} Restatement of the Company’s quarterly or annual financial statements resulting in erroneously awarded

other incentive compensation

Covered Compensation

} Cash and equity that is granted earned or vested based on the attainment of financial reporting measures and

} By definition, this includes all NEOs

Covered Employees

} Executive officers subject to the reporting requirements of Section 16 of the Exchange Act

The Company has a clawback policy that enables us to recoup and/or cancel previously awarded compensation in defined situations.

Clawback Policy

Requirement

requirements and must maintain compliance with their ownership requirements after any transaction

Retention

} Executive officers may not sell, gift, or otherwise transfer Company securities until they meet their ownership

achievement

Consequences for Non-

} At the discretion of the Board of Directors

} Pro rata requirement of 20% per year applies within the first five years

Achievement

Time for

} Five years from the effective date of appointment

} Unvested RSUs

} PSUs when the results for the relevant performance period are final and approved

Qualifying Share Interests } Ordinary Shares owned outright

} Other executive officers: 3x base salary

} CFO: 5x base salary

Requirements

Share Ownership

} CEO: 6x base salary

NEOs, met their applicable ownership and retention requirements under the Company’s policy in 2024.

The C&T Committee oversees the operation of share ownership guidelines that apply to our executive officers. All executive officers, including all

Share Ownership and Retention Requirements

Other Compensation, Benefits, and Policies

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encompasses group life insurance and other group health and welfare benefit plans.

We provide a comprehensive and competitive suite of health and welfare employee benefits to eligible employees, including our NEOs. This benefit

Health Benefits

services is reported in the Summary Compensation Table.

necessary expenses for the benefit of the Company. However, in accordance with SEC disclosure rules, the aggregate incremental cost of these

consultant. We do not consider the security measures provided to our executive officers to be a personal benefit, but rather reasonable and

Company. The security program was developed based on a risk assessment determined to be appropriate by our security team and an external

believes this is in the best interests of shareholders as the personal safety and security of our executive officers is critical to the stability of the

Reflecting the safety concerns associated with their roles, the Company provides a security program for our executive officers. The C&T Committee

allowances or benefits may be granted to NEOs if considered appropriate and reasonable.

personal may be imputed as income to an executive officer, and we do not gross up for the taxes due on such imputed income. Additional

car allowances, executive physicals, and other expenses associated with their business responsibilities. The value of perquisites deemed to be

package. The perquisites we provide to our executives may include financial planning, tax assistance, club memberships, expatriate allowances,

The Company also provides limited perquisites to NEOs to facilitate the performance of their roles and to ensure a competitive total compensation

Perquisites

The Company does not currently grant new awards of stock options, stock appreciation rights, or similar option-like instruments.

Stock Options

hedging and pledging activities, short selling, selling or purchasing options in Ordinary Shares, and borrowing against Ordinary Shares.

regulations. All such individuals are also prohibited from directly or indirectly speculating in Ordinary Shares, including derivative transactions,

while in possession of material, non-public information or otherwise using such information in any manner that would violate applicable laws and

those of shareholders. Our directors, officers, and employees are prohibited from engaging in discretionary transactions involving our securities

listing standards applicable to the Company. Our Insider Trading Compliance Policy aims to align management’s economic ownership risk with

directors, officers, and employees that are reasonably designed to promote compliance with insider trading laws, rules and regulations, and any

The Company has an Insider Trading Compliance Policy governing the purchase, sale, and other dispositions of the Company’s securities by

Insider Trading and Speculation in Company Stock

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} Benefit accruals were frozen for non-union employees effective December 31, 2017

Plan

Mr. Melin is the only eligible NEO

service up to statutory limits for tax qualified plans

Pension

service prior to January 1, 2010

cash incentive, and employee contributions made to the U.S. Non-Qualified Savings Plan) in the final 120 months of

Technologies with five years of

Qualified

} Pension based on final average pay, calculated as the highest 60 consecutive months of pay (base salary, annual

senior employees of FMC

U.S. Non-

U.S. executives and other eligible

} A non-qualified defined benefit pension plan

} Benefit accruals were frozen for non-union employees effective December 31, 2017

Mr. Melin is the only eligible NEO

Plan

cash incentive) in the final 120 months of service

service prior to January 1, 2010

Pensions

} Pension based on final average pay, calculated as the highest 60 consecutive months of pay (base salary and annual

Technologies with five years of

U.S.

U.S. employees of FMC

} A tax-qualified defined benefit plan

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 Company; provided,

} Employees receive an additional 2% non-elective Company contribution that vests after three years of service

} Participants are 100% vested in their contributions and matching contributions

earnings from the Company regardless of their compensation level

} The intent of the plan is to ensure eligible employees receive the same contribution as a percentage of eligible

Plan (the “SRP”)

} The Company matches 100% of the first 5% of eligible earnings above the annual IRS compensation limit

Retirement Savings

All NEOs are eligible

Supplemental

} Participants can contribute up to 75% of their eligible compensation (salary and eligible incentives) on a pre-tax basis

senior employees

TechnipFMC

U.S. executives and other eligible

} A non-qualified plan designed to supplement the 401(k)

vests after three years of service

} Participants receive an additional 2% non-elective Company contribution, up to IRS earnings limits for the year, that

} Participants are 100% vested in their contributions and matching contributions

} The Company matches 100% of the first 5% of eligible contributions up to IRS earnings limits for the year

Plan (the “401(k)”)

tax, Roth, or after-tax basis up to statutory limits for tax qualified plans

All NEOs are eligible

Retirement Savings

} Participants can contribute between 1% and 75% of eligible compensation (salary and eligible incentives) on a pre-

or part-time

TechnipFMC

U.S. employees working full-time

} A qualified retirement plan

Plan

Eligibility

Features

(“SRP”), a non-qualified savings plan designed to supplement the 401(k) plan, on the same terms as other eligible employees.

participate in the TechnipFMC Retirement Savings Plan, a tax qualified 401(k) plan, and the TechnipFMC Supplemental Retirement Savings Plan

Eligibility for retirement savings plan participation depends on an NEO’s tenure and the country in which he or she is based. All of our NEOs

Retirement Benefits

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scheduled date

} Outstanding PSUs will remain subject to the original performance conditions, measured at the originally

Death or disability

} Outstanding RSUs will vest and be immediately transferable as of the date of such death or Disability

scheduled date

} Outstanding PSUs will remain subject to the original performance conditions, measured at the originally

Retirement

} Outstanding equity settled on the originally scheduled date and pursuant to the terms of the applicable plan

} No tax gross-ups on any payments

} Equity treated pursuant to the terms of the applicable plan

} Severance benefits subject to compliance with non-disclosure, non-compete, and non-solicitation covenants

} Financial planning and tax preparation assistance for the final calendar year of employment

} Outplacement assistance as appropriate

} Amount equal to the premiums payable for health and welfare coverage for 18 months

} Prorated target annual cash incentive for the year of termination

Termination without cause

} Cash severance equal to 18 months of base salary and target annual cash incentive

Agreements

Separation Scenario

Provisions under TechnipFMC Executive Severance Guidelines or Relevant Equity Award

termination for cause. The material terms of the Executive Severance Agreements are described in the chart below.

with the assurance that they will not be adversely affected by a change-in-control transaction without fair compensation, except in the case of

in order to ensure we have the ability to maintain continuity of management. The C&T Committee believes it is appropriate to provide executives

incentivized to continue to work in the Company’s best interests during the period of time when a change-in-control transaction is taking place and

qualifying termination in connection with a change-in-control event. We entered into the Executive Severance Agreements to ensure executives are

Each of our NEOs is party to an Executive Severance Agreement, pursuant to which he or she is entitled to enhanced severance in the event of a

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 benefits under both

consistent with the market practice of large public companies surveyed by our compensation consultant. Change-in-control severance benefits, as

described in the chart below (the “TechnipFMC Executive Severance Guidelines”). Our general executive severance arrangements are

Our executive officers, including our NEOs, are entitled to severance benefits outside of a change-in-control context, the material terms of which are

executive talent.

to executive officers in the event of involuntary job loss, are consistent with the practices of peer companies, and are appropriate for the retention of

It is our policy to offer severance benefits to our executive officers because we believe that severance benefits provide important financial protection

Executive Severance Benefits

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Committee will continue to structure our compensation program in the best long-term interests of our shareholders.

deductibility of compensation have not had and will not have a material impact on the Company’s executive compensation program. Our C&T

Although the C&T Committee considers the accounting and tax treatment of the various forms of compensation, the accounting treatment and tax

Tax Considerations

to make decisions that expose the Company to an appropriate level of risk within our agreed framework.

broader employee populations. These policies are intended to align our NEOs with the long-term interests of our shareholders and encourage them

As part of a robust approach to risk mitigation, the Company operates a number of policies that apply to our NEOs, and in many instances to

Compensation Risk

} “Best-after-tax” cutback for 280G excise tax calculations, with no tax gross-ups on any payments

} Accelerated vesting of all granted and outstanding equity awards, with outstanding PSUs vesting at target

} Up to $50,000 in outplacement assistance

or 24 months (for all other NEOs)

} Amount equal to the premiums payable for health and welfare coverage for 36 months (for the CEO and CFO)

} Prorated target annual cash incentive for the year of termination

target annual cash incentive for the year the executive is terminated

times the greater of the average actual annual cash incentive paid in the three years prior to termination or the

the executive’s annual base salary on the date of the agreement or the date of termination, and two to three

} Cash severance equal to three times (for the CEO and CFO) or two times (for all other NEOs) the greater of

benefits, significant change in location of employment)

control event

employment for good reason (e.g., material change in responsibilities, material reduction in salary and/or

following a change-in-

} “Qualifying termination” defined as termination by the Company without cause, or if the executive terminates

resignation for good reason

without cause or

termination within 24 months

Qualifying termination

} Double trigger requirements, meaning a change-in-control event must occur, followed by a qualifying

Scenario

Relevant Equity Award Agreements

Separation

Provisions under TechnipFMC Executive Severance Agreement or

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TechnipFMC

Proxy Statement 2025

$5,720.15, security services of $26,540.34, Company-paid life insurance premium of $494.28, spousal travel of $1,844.67.

} Mr. Pferdehirt – Company contributions to the 401(k) and SRP of $213,835.11, financial planning and personal tax assistance of $15,760.00, personal use of Company automobile of

(5) The amounts reflected in the “All Other Compensation” column for the fiscal year ended December 31, 2024 represent:

our Annual Report on Form 10-K.

(age 62 for U.S. pension programs) under all of our pension plans. These amounts are determined using interest rates and mortality rate assumptions consistent with those disclosed in

(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 with unreduced benefits

(3) For the fiscal year ended December 31, 2024, represents short-term incentive remuneration earned in 2024 and paid in March 2025.

2024

7,301,172

1,574,997

1,417,474

1,154,961

472,491

($)

Pferdehirt

Melin

Rounce

Landes

Conti

in the Summary Compensation Table for the PSUs.

ii. The maximum award value of PSUs granted in 2024 subject to performance-based (ROIC) conditions are shown in the table below. The methodology used in this table is the same as

Report on Form 10-K.

vesting conditions, the grant date fair value of such award was determined utilizing a Monte Carlo simulation, which includes assumptions as disclosed in Note 18 of our Annual

the aggregate grant date fair value of such awards was based on the Company’s share price on the grant date of the awards. With respect to PSUs subject to TSR market-based

Determination of fair value was made in accordance with FASB ASC Topic 718. With respect to PSUs subject to performance-based (ROIC) vesting conditions and time-based RSUs,

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 (ROIC) vesting conditions.

(2) In accordance with SEC regulations for the Summary Compensation Table, the “Stock Awards” column includes:

(1) Salary represents contractual annual base salary.

2022

—

—

—

—

—

—

2023

450,000

670,674

531,564

—

333,387

1,985,625

President, Surface Technologies

Thierry Conti

2024

450,000

786,750

702,000

—

326,335

2,265,085

2022

525,000

1,514,197

635,250

—

71,042

2,745,489

2023

550,000

1,639,478

866,250

—

109,865

3,165,593

President, Subsea

Jonathan Landes

2024

550,000

1,923,201

858,000

—

110,942

3,442,143

2022

600,000

2,076,622

726,000

—

81,462

3,484,084

Chief Technology Officer

2023

630,000

2,253,554

992,250

—

90,230

3,966,034

Executive Vice President and

Justin Rounce

2024

675,000

2,360,317

1,053,000

—

103,327

4,191,645

2022

650,000

2,249,668

786,500

(249,849)

57,155

3,493,474

2023

700,000

2,503,948

1,102,500

94,706

119,018

4,520,172

Chief Financial Officer

Alf Melin

2024

750,000

2,622,577

1,170,000

(29,917)

107,892

4,620,552

2022

1,236,000

11,190,694

2,077,407

—

270,193

14,774,294

2023

1,328,700

12,436,674

2,955,195

—

341,926

17,062,495

CEO

2,798,242

16,548,588

Douglas J. Pferdehirt Chair and

2024

1,328,700

12,157,451

—

264,195

12/31/2024

Year

($)

($)

($)

($)

($)

($)

Name and Principal Position as of

Salary

1

Stock Awards

2

Compensation

3

Earnings

4

Compensation

5

Total

Incentive Plan

Compensation

All Other

Non-Equity

Deferred

Non-qualified

Value and

Change in Pension

Company during the fiscal years ended December 31, 2024, 2023, and 2022.

The following table summarizes the compensation earned by each of the NEOs from all sources for services rendered in all of their capacities to the

Summary Compensation Table

Executive Compensation Discussion and Analysis

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PSU-ROIC

2/20/2024

17,970

35,940

71,880

708,737

PSU-TSR

2/20/2024

17,971

35,941

71,882

1,044,086

RSU

2/20/2024

30,806

607,494

Rounce

Incentive

2024

675,000

1,350,000

Justin

Annual

PSU-ROIC

2/20/2024

19,967

39,934

79,868

787,498

PSU-TSR

2/20/2024

19,967

39,934

79,868

1,160,083

RSU

2/20/2024

34,229

674,996

Incentive

2024

750,000

1,500,000

Alf Melin

Annual

PSU-ROIC

2/20/2024

92,561

185,121

370,242

3,650,586

PSU-TSR

2/20/2024

92,561

185,122

370,244

5,377,794

RSU

2/20/2024

158,675

3,129,071

J. Pferdehirt

Incentive

2024

1,793,745

3,587,490

Douglas

Annual

Name

Type

1

Date

($)

($)

($)

(#)

(#)

(#)

(#)

($)

Award

Grant

Threshold

Target

2

Maximum

Threshold

3

Target

4

Maximum

or Units

Awards

5

of Stock

Option

of Shares

Stock and

Number

Value of

Plan Awards

Plan Awards

Awards

Date Fair

Incentive

Incentive

Stock

Grant

Estimated Possible Payouts under Non-Equity

Estimated Possible Payouts under Equity

All Other

Shown below is information with respect to plan-based awards made in 2024 to each NEO.

Grants of Plan-Based Awards Table

spousal travel of $38,730.24, and expatriate allowances and benefits of $230,229.45.

} Mr. Conti – Company contributions to the 401(k) and SRP of $44,161.83, security service of $1,046.27, car allowance of $12,000, Company-paid life insurance premium of $167.40,

spousal travel of $3,246.51, and executive physical of $1,980.00

} Mr. Landes – Company contributions to the 401(k) and SRP of $81,930.49, car allowance of $18,000, security services of $5,580.10, Company-paid life insurance premium of $204.60,

$2,297.41, executive physical of $1,243.00, and club dues of $9,792.90.

} Mr. Rounce – Company contributions to the 401(k) and SRP of $85,557.89, security services of $4,185.07, Company-paid life insurance premium of $251.16, spousal travel of

$1,471.20.

} Mr. Melin – Company contributions to the 401(k) and SRP of $103,326.72, Company-paid life insurance premium of $279.00, spousal travel of $2,814.93, executive physical of

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awards and are payable only if and when the RSUs and PSUs vest.

2024 Executive Compensation in Detail — Long-Term Equity Incentives.” Dividend equivalents, where allowed, are accrued on RSU and PSU

potential award amounts for PSUs, please see the descriptions set out in the section entitled “Executive Compensation Discussion and Analysis —

For a description of the material terms of the RSU awards, including the vesting schedules and a description of the performance targets and

such award was determined utilizing a Monte Carlo simulation, which includes assumptions as disclosed in Note 18 in our Annual Report on Form 10-K.

(5) 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 grant date fair value of

PSUs are rounded down by one.

(4) Target PSUs are awarded and then divided 50% for TSR and 50% for ROIC. If the gross target of PSUs awarded is an odd number, the TSR PSUs are rounded up by one and ROIC

(3) “Threshold” represents the number of shares deliverable on achievement of the applicable threshold performance goal under each PSU grant.

(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 – 100%.

February 20, 2027.

annual RSU awards vest one-third on February 20, 2025, February 20, 2026, and February 20, 2027. The “PSU-TSR” and “PSU-ROIC” awards vest (to the extent earned) on

(1) RSU awards are time-based RSU awards, “PSU-TSR” and “PSU-ROIC” awards are performance-based RSU awards based on relative TSR and ROIC performance measures. The

PSU-ROIC

2/20/2024

5,990

11,980

23,960

236,246

PSU-TSR

2/20/2024

5,990

11,980

23,960

348,019

RSU

2/20/2024

10,268

202,485

Conti

Incentive

2024

450,000

900,000

Thierry

Annual

PSU-ROIC

2/20/2024

14,642

29,284

58,568

577,480

PSU-TSR

2/20/2024

14,643

29,285

58,570

850,729

RSU

2/20/2024

25,101

494,992

Landes

Incentive

2024

550,000

1,100,000

Jonathan

Annual

Name

Type

1

Date

($)

($)

($)

(#)

(#)

(#)

(#)

($)

Award

Grant

Threshold

Target

2

Maximum

Threshold

3

Target

4

Maximum

or Units

Awards

5

of Stock

Option

of Shares

Stock and

Number

Value of

Plan Awards

Plan Awards

Awards

Date Fair

Incentive

Incentive

Stock

Grant

Estimated Possible Payouts under Non-Equity

Estimated Possible Payouts under Equity

All Other

Executive Compensation Discussion and Analysis

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(6) 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 $28.94 on December 31, 2024.

(5) Reflects February 20, 2024 grant of RSUs that will vest one-third on February 20, 2025, February 20, 2026, and February 20, 2027. PSUs will vest on February 20, 2027.

on February 21, 2026.

(4) Reflects February 21, 2023 grant of RSUs, one-third vested on February 21, 2024. The remaining shares will vest one-third on February 21, 2025 and February 21, 2026. PSUs will vest

(3) Reflects May 1, 2022 grant of RSUs and PSUs that will vest on May 1, 2025.

(2) Reflects March 8, 2022 grant of RSUs and PSUs that vested on March 8, 2025.

(1) Mr. Pferdehirt’s grant of RSUs will vest on April 1, 2025.

10,268

297,156

23,960

693,402

2/20/2024

5

8,070

233,546

28,104

813,330

2/21/2023

4

8,670

250,910

20,231

585,485

5/1/2022

3

Conti

13,135

380,127

13,134

380,098

Thierry

3/8/2022

2

25,101

726,423

58,569

1,694,987

2/20/2024

5

19,727

570,899

68,700

1,988,178

2/21/2023

4

49,968

1,446,074

116,592

3,374,172

3/8/2022

2

6/14/2018

7,317

25.24 6/14/2028

Landes

Jonathan

6/26/2017

10,873

21.10 6/26/2027

30,806

891,526

71,881

2,080,236

2/20/2024

5

27,116

784,737

94,432

2,732,862

2/21/2023

4

68,527

1,983,171

159,899

4,627,477

3/8/2022

2

Rounce

Justin

3/8/2019

81,286

16.47 3/8/2029

34,229

990,587

79,868

2,311,380

2/20/2024

5

30,128

871,904

104,925

3,036,530

2/21/2023

4

74,238

2,148,448

173,223

5,013,074

3/8/2022

2

6/14/2018

6,584

25.24 6/14/2028

Alf Melin

6/26/2017

7,176

21.10 6/26/2027

158,675

4,592,055

370,243

10,714,832

2/20/2024

5

149,642

4,330,639

521,142

15,081,849

2/21/2023

4

369,289

10,687,224

861,675

24,936,875

3/8/2022

2

267,418

7,739,077

4/1/2021

1

3/8/2019

438,045

16.47 3/8/2029

2/26/2018

245,973

23.78 2/26/2028

J. Pferdehirt

Douglas

6/20/2017

286,529

20.89 6/20/2027

Name

Grant Date

(#)

(#)

(#)

($)

Date

(#)

($)

(#)

($)

Exercisable

Unexercisable

Options

Price

Expiration

Vested

Vested

Vested

Vested

6

Options

Options

Unearned

Exercise

Option

that have Not

that have Not

have Not

have Not

Unexercised

Unexercised

Unexercised

Option

Units of Stock

Units of Stock

Rights that

Rights that

Underlying

Underlying

Underlying

Shares or

of Shares or

or Other

or Other

Securities

Securities

Securities

Number of

Market Value

Shares, Units,

Shares, Units,

Number of

Number of

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, 2024.

Outstanding Equity Awards at Fiscal Year-End Table

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TechnipFMC

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adjusted with MP-2020 projection scale) and reflects a discount to present value back to December 31, 2024 using ASC 715 interest only (5.7%)

ii. The present value of qualified pension plan benefit is calculated as amount payable at first unreduced age using December 31, 2024 ASC 715 disclosure assumptions (5.7%, Pri-2012

December 31, 2017

i. Sum of present value of qualified defined benefit accrued through freeze date of December 31, 2017 plus present value of non-qualified defined benefit accrued through freeze date of

(2) The following assumptions were used to calculate the present value of accumulated benefits as of December 31, 2024:

December 31, 2017, future benefit accruals were frozen under the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan.

than five years of vesting service as of December 31, 2009. Accordingly, only Mr. Melin participated in the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan. Effective

(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 executive officers, with less

U.S. Non-Qualified Pension Plan

18.667

493,317

—

Alf Melin

U.S. Pension Plan

18.667

545,687

—

Name

Plan Name

1

(#)

($)

($)

as of December 31, 2024

Benefit as of December 31, 2024

2

Last Fiscal Year

Number of Years of Credited Service

Present Value of Accumulated

Payments During

for unreduced benefits.

benefits. The U.S. Non-Qualified Pension Plan value is the present value at December 31, 2024 of the lump sum payable at the first retirement date

its former parent company. The U.S. Pension Plan values are the present value of accrued benefits at the first retirement date for unreduced

with those used in our financial statements. Credited years of service for Mr. Melin includes years of service pre-merger with FMC Technologies and

pension plan. The table includes the number of years of service credited to Mr. Melin using interest rate and mortality rate assumptions consistent

The table below shows the present value of accumulated benefits payable to Mr. Melin, who was the only NEO who participated in a Company

Pension Benefits Table

$25,968,558.02; Mr. Melin, $4,685,033.88; Mr. Rounce, $6,126,586,24; Mr. Landes, $2,853,050.74; and Mr. Conti, $269,740.68.

price of Ordinary Shares on the vesting date. The value realized on the TSR‑based portion of the 2021 PSUs on the date of vesting for each NEO is as follows: Mr. Pferdehirt,

computed by multiplying the product of the target number of shares of TechnipFMC Ordinary Shares granted and the TSR metrics payout percentage of 200% on vesting by the closing

Shares on the vesting date. This also represents the value realized for the TSR performance of the 2021 PSUs at the end of the three‑year performance period on December 31, 2023,

(3) Represents the net value realized on stock awards that vested during the fiscal year, computed by multiplying the number of shares acquired on vesting by the closing price of Ordinary

(2) Dividend equivalents with regard to the RSUs and PSUs that vested during 2024 were paid in cash at the time of such vesting and are not reflected in this column.

and 11,946 PSUs.

PSUs; for Mr. Melin, 53,312 RSUs and 207,486 PSUs; for Mr. Rounce, 66,065 RSUs and 271,328 PSUs; for Mr. Landes, 32,766 RSUs and 126,353 PSUs; and for Mr. Conti, 8,184 RSUs

computed by multiplying the target number of 2021 PSUs by the PSU performance payout percentage of 200%. The number of shares for Mr. Pferdehirt, 265,868 RSUs and 1,150,069

(1) Represents the net number of RSUs that vested in 2024, as well as net 2021 PSUs that vested in 2024 following the end of the three-year performance period on December 31, 2023,

Thierry Conti

—

—

20,130

449,453

Jonathan Landes

—

—

159,119

3,579,761

Justin Rounce

—

—

337,393

7,600,030

Alf Melin

—

—

260,798

5,868,373

Douglas J. Pferdehirt

—

—

1,415,937

31,868,596

Name

(#)

($)

(#)

($)

on Exercise

on Exercise

on Vesting

1

on Vesting

2,3

Shares Acquired

Value Realized

Shares Acquired

Value Realized

Number of

Number of

OPTION AWARDS

STOCK AWARDS

that vested in 2024.

Shown below is information for each of the NEOs with respect to options to purchase Ordinary Shares exercised in 2024 and RSU and PSU awards

Option Exercises and Stock Vested Table

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year U.S. Treasury Rate in effect for October of the year prior to termination and 6%.

her benefit in monthly installments payable over five years. The actuarial equivalence assumption for interest rates is based on the lesser of the 30-

The normal form of payment for the U.S. Non-Qualified Pension Plan is a lump sum distribution. In addition, a participant may elect to receive his or

U.S. Non-Qualified Pension Plan

benefit and Social Security benefits is approximately equal before and after age 62.

increased 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 retirement

joint and survivor annuity, and 14.7% from the normal retirement benefit for the 100% joint and survivor annuity. The level income annuity pays

both age 62 is 7.9% from the normal retirement benefit for the 50% joint and survivor annuity, 11.4% from the normal retirement benefit for the 75%

the participant and the age of the participant’s spouse for joint and survivor annuities. The actuarial reduction for a participant and spouse who are

income, and lump sum for benefits with lump sum values of $1,000 or less. The levels of annuities are actuarially determined based on the age of

Pension Plan also provides for a variety of other methods for receiving pension benefits, such as 75% and 100% joint and survivor annuities, level

The normal retirement benefit is an individual life annuity for single retirees and 50% joint and survivor annuity for married retirees. The U.S.

Payment of Pension Benefit

for each month by which the commencement of the participant’s early retirement benefit precedes the participant’s 65th birthday.

receive an early retirement benefit payable after the attainment of age 55, which is equal to the normal retirement benefit reduced by one-half of 1%

participant’s 62nd birthday. A participant in the U.S. Pension Plan whose employment terminates prior to their early retirement date is entitled to

retirement benefit reduced by one-third of 1% for each month by which the commencement of the participant’s early retirement benefit precedes the

Pension Plan who retires on or after their “early retirement date” is entitled to receive the early retirement benefit, which is equal to the normal

The U.S. Pension Plan’s “early retirement” eligibility is on or after the participant’s 55th birthday with 10 years of service. A participant in the U.S.

Early Retirement

included. Eligible earnings were frozen as of December 31, 2017.

plan year, subject to certain IRS limits. Equity compensation, such as RSU, PSU, and stock option awards, and deferrals to the SRP, are not

Eligible earnings under the U.S. Pension Plan include the base salary and annual cash incentive paid by the Company to the executives for each

Eligible Earnings

(b) the ratio of actual years of credited service to expected years of credited service at age 65.

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 at age 65 in

multiplied by the participant’s expected years of credited service at age 65 up to 35 years of credited service; and

reached), plus 1.5% of the participant’s final average yearly earnings in excess of the Social Security covered compensation base,

the maximum Social Security taxable wages bases for the 35-year period ending in the year in which Social Security retirement age is

i. 1% of the participant’s final average yearly earnings up to the Social Security Covered Compensation Base (defined as the average of

(a) the sum of:

frozen, December 31, 2017. The normal annual retirement benefit is the product of (a) and (b) below:

are based on the highest 60 consecutive months out of the final 120 months of compensation through the date on which benefit accruals were

retirement. Years of credited service and final average yearly earnings are used to calculate the pension benefit. The final average yearly earnings

Our U.S. Pension Plan is a defined benefit plan that provides eligible employees having five or more years of service a pension benefit for

Benefit Formula

U.S. Pension Plan

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 Plan and the U.S. Non-

lump sums) and reflects a discount to present value back to December 31, 2024 using ASC 715 interest only (5.7%)

iii.The present value of non-qualified pension plan benefit is calculated as amount payable at first unreduced age using December 31, 2024 ASC 715 assumptions (4.6%, 417(e) 2024 for

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TechnipFMC

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The following table shows the value to each of the NEOs if death or disability had occurred on December 31, 2024.

2024.

vest in accordance with their pre-retirement, original vesting schedule; however, none of our NEOs were retirement-eligible as of December 31,

the time of their death or disability. In the event of an NEO’s retirement after reaching the age of 62, all outstanding equity awards are retained and

business day following death or disability. This death or disability benefit also exists for any of our employees who hold an unvested equity award at

In the event of the death or disability of an NEO during active employment with the Company, all outstanding equity awards vest on the first

Payments in the Event of Death, Disability, or Retirement

change-in-control payments are mutually exclusive, and our NEOs are not entitled to receive both forms of payment.

or involuntary not-for-cause termination as discussed in this section, or, alternatively, in the event of a change-in-control. Termination payments and

salaried employees in those situations. Our NEOs receive additional compensation benefits either in the event of their death or disability, retirement,

The compensation and benefits payable to each of the NEOs in the event of a voluntary termination are the same as those available to all other

Potential Payments upon Termination

$133,134, and Mr. Conti $24,390.

(3) The following amounts have been reported in the Summary Compensation table in previous years: Mr. Pferdehirt $1,440,417, Mr. Melin $159,254, Mr. Rounce $301,815, Mr. Landes

(2) All contributions made by the Company for the NEOs are included in “All Other Compensation” for the NEOs in the Summary Compensation Table.

included in the Summary Compensation Table under the “Salary” and “Non-Equity Incentive Plan Compensation” columns for fiscal year 2024.

(1) The amount shown for each NEO includes the deferral of a portion of the salary and bonus paid to the NEO for the fiscal year 2024. The amount of such deferred salary and bonus is

Thierry Conti

98,156

23,608

52,297

—

405,998

Jonathan Landes

47,163

57,781

158,191

—

831,902

Justin Rounce

83,276

65,422

83,040

—

940,268

Alf Melin

59,846

79,177

105,315

—

1,001,430

Douglas J. Pferdehirt

428,390

189,685

651,617

—

7,477,351

Name

($)

($)

($)

($)

($)

Last Fiscal Year

1

Last Fiscal Year

2

Fiscal Year

Distributions

Fiscal Year End

3

Contributions in

Contributions in

Earnings in Last

Withdrawals/

Balance at Last

Executive

Registrant

Aggregate

Aggregate

Aggregate

same investment allocations that the participant selects for his or her contributions to the plan.

and matching contributions. The investment options are publicly available mutual funds, and the Company’s matching contributions are made in the

regard to incentive compensation awards) in the following year. The Company makes contributions to participants’ accounts, including non-elective

salary and/or annual cash incentive. Voluntary deferral elections are made by eligible employees each year for amounts earned (or granted with

contributions that would not be permitted under the 401(k) plan due to IRS limits. The SRP allows participants to defer up to 75% of their base

employees, including our NEOs, the opportunity to continue building retirement savings on a tax-deferred basis through deferrals and Company

The TechnipFMC SRP, formerly known as the TechnipFMC Non-Qualified Retirement Savings Plan, allows certain highly compensated U.S.-based

Non-Qualified Deferred Compensation Table

Executive Compensation Discussion and Analysis

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Proxy Statement 2025

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(4) Financial planning and tax preparation assistance for the year of termination.

(3) Payment is equal to the monthly premium payable for coverage under the Company’s health and welfare insurance plans for 18 months.

(2) Equal to the prorated target annual cash incentive through the effective date of termination. Amount shown is the maximum payout for this component (12 months).

(1) Severance payment equal to 18 months’ base salary and target annual cash incentive.

Thierry Conti

1,125,000

450,000

—

35,333

—

50,000

1,660,333

Jonathan Landes

1,375,000

550,000

—

26,597

—

50,000

2,001,597

Justin Rounce

1,687,500

675,000

—

37,981

—

50,000

2,450,481

Alf Melin

1,875,000

750,000

—

38,040

—

50,000

1,039,004

3,752,044

Douglas J. Pferdehirt

3,786,795

1,793,745

—

27,214

15,000

50,000

5,672,754

Name

($)

($)

($)

($)

($)

($)

($)

($)

Payment

1

Incentive

2

Acceleration

Benefits

3

Assistance

4

Services

Service

Total

Severance

Annual Cash

Incentive

Disability

Preparation

Outplacement

Pension

Target

Long-Term

and

and Tax

Additional

Prorated

Award and

Insurance

Planning

Value of

Equity

Dental, Life

Financial

Medical,

COMPENSATION

BENEFITS AND PERQUISITES

2024

Executive Benefits and Payments for Involuntary Termination Not in Connection with a Change-in-Control Occurring on December 31,

at the time of such NEO’s actual termination.

the NEOs in the event of such a termination. The actual amounts that would be paid out if such a termination were to occur can be determined only

December 31, 2024, and, as a result, are based on amounts earned through such time and are estimates only of amounts that would be paid out to

The amounts shown in the table below are calculated using the assumption that an involuntary not-for-cause termination was effective as of

Payments Made in an Involuntary Termination

(2) All stock option awards are vested.

(1) Assumes PSUs are paid at target (100%). The closing price of the Company’s Ordinary Shares on the NYSE of $28.94 on December 31, 2024 was used to determine the value.

Thierry Conti

2,472,315

—

1,161,738

3,634,053

Jonathan Landes

7,057,337

—

2,743,396

9,800,733

Justin Rounce

9,440,575

—

3,659,434

13,100,009

Alf Melin

10,360,983

—

4,010,939

14,371,922

Douglas J. Pferdehirt

50,733,556

—

27,348,995

78,082,551

Name

($)

($)

($)

($)

RSUs

1

Stock Options/SARs

2

Accelerated

Total

Performance-Based

RSUs Unvested and

Time Vested

Long-Term Incentive Compensation

Executive Benefits and Payments in the Event of Death or Disability on December 31, 2024

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Executive Compensation Discussion and Analysis

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TechnipFMC

Proxy Statement 2025

(5) Financial planning and tax preparation assistance for year of termination.

for Messrs. Rounce, Landes, and Conti.

(4) Payment is equal to the monthly premium payable for coverage under the Company’s health and welfare insurance plans for 36 months for Messrs. Pferdehirt and Melin, and 24 months

(3) Assumes PSUs are paid at target (100%). The value is based on the closing price of the Company’s Ordinary Shares on the NYSE of $28.94 on December 31, 2024.

(2) Equal to the prorated target annual cash incentive through the effective date of termination. Amount shown is the maximum payout for this component (12 months).

incentive or the 3-year average annual cash incentive prior to the termination.

annual cash incentive for Messrs. Rounce, Landes, and Conti. For purposes of the annual cash incentive, the severance payment provides for either the greater of target annual cash

(1) The amount represents 36 months of base salary and 36 months of target annual cash incentive for Mr. Pferdehirt and Mr. Melin, and 24 months of base salary and 24 months target

Thierry Conti

1,800,000

450,000

3,634,054

47,111

—

50,000

—

5,981,165

Jonathan Landes

2,200,000

550,000

9,800,734

35,534

—

50,000

—

12,636,268

Justin Rounce

2,700,000

675,000

13,100,009

50,641

—

50,000

—

16,575,650

Alf Melin

4,500,000

750,000

14,371,922

76,080

—

50,000

1,039,004

20,787,006

Douglas J. Pferdehirt

9,367,335

1,793,745

78,082,551

54,535

15,000

50,000

—

89,363,166

Name

($)

($)

($)

($)

($)

($)

($)

($)

Payment

1

Incentive

2

Acceleration

3

Benefits

4

Assistance

5

Services

Service

Total

Severance

Annual Cash

Incentive

and Disability

Preparation

Outplacement

Pension

Target

Long-Term

Insurance

and Tax

Additional

Prorated

Award and

Dental, Life

Planning

Value of

Equity

Medical,

Financial

COMPENSATION

BENEFITS AND PERQUISITES

December 31, 2024

Executive Benefits and Payments for a Qualifying Termination upon Change-in-Control Occurring on

termination were to occur can only be determined at the time of such NEO’s actual termination.

estimates of amounts that would be paid out to the NEOs in the event of such a termination. The actual amounts that would be paid if such a

control event that was effective as of December 31, 2024. As a result, such amounts are based on amounts earned through such time and are only

The amounts shown in the table below are calculated using the assumption that each NEO incurred a Qualifying Termination upon a change-in-

period following a change-in-control event.

by the Company for reasons other than cause, disability, or death, or a voluntary resignation for good reason, in each case during the 24-month

Termination within 24 months following a change-in-control event. A “Qualifying Termination” is an involuntary termination of the NEO’s employment

Under the terms of our NEOs’ executive severance agreements, our NEOs are entitled to receive severance benefits if they experience a Qualifying

Payments Made in the Event of a Qualifying Termination upon a Change-in-Control

Executive Compensation Discussion and Analysis

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Proxy Statement 2025

TechnipFMC

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utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

not comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices, and likely

assumptions that reflect their employee populations and compensation practices. As a result, the pay ratios reported by other companies are likely

compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and

The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total

compensation of our median employee was approximately 138:1.

of our median employee was $119,934. As a result, for 2024, the ratio of the annual total compensation of our CEO to the total annual

For 2024, the annual total compensation of our CEO for purposes of determining the pay ratio was $16,548,588 and the annual total compensation

Calculated CEO Pay Ratio

Using this methodology, we determined that the median employee was a non-exempt, full-time employee located in the United States.

exchange rate as of December 31, 2024 to convert all international currencies to U.S. dollars.

population. We then computed total taxable earnings for the most recently completed taxable year as permitted by SEC rules and applied an

In identifying the median employee, we identified a median base salary using the annualized 2024 base salary for the October 1, 2024 employee

employees.

Federation (1), Tunisia (7), and Vietnam (4). After these exclusions, our employee population used in determining our median employee was 21,956

(12), Gabon (13), Ghana (92), Guyana (137), Italy (14), Kazakhstan (23), Mexico (129), Mozambique (25), Netherlands (69), Nigeria (137), Russian

in Algeria (34), Azerbaijan (22), Cameroon (6), Canada (125), China (45), Colombia (54), Congo-Brazzaville (19), Egypt (13), Equatorial Guinea

individuals globally, with 3,374 employees in the United States. As permitted under the SEC’s 5% “de minimis exemption,” we excluded employees

In 2024, we identified our median employee from our employee population as of October 1, 2024, which consisted of approximately 22,937

Determined the Employee Population and Identified the Median Employee

Methodology

completed fiscal year, 2024.

information about the ratio of the total annual compensation of our CEO to the total annual compensation of our median employee for our last

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 providing the following

CEO Pay Ratio

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Executive Compensation Discussion and Analysis

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TechnipFMC

Proxy Statement 2025

reconciliations of non-GAAP measures to their most comparable GAAP measures.

percentage of revenue. Adjusted EBITDA Margin is a non-GAAP measures. Please refer to “Appendix A — Reconciliation of Non-GAAP Measures” in this Proxy Statement for

(4) Adjusted EBITDA Margin represents earnings before net interest expense, income taxes, depreciation, and amortization, excluding charges, credits, and foreign exchange as a

(3) 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 for each respective year.

performance awards due to the increase in the Company’s share price from $5.92 at December 31, 2021, $12.19 at December 31, 2022, and $20.14 at December 29, 2023.

(iii) certain pension-related costs. The increase in “Compensation Actually Paid” from 2021 to 2022, and from 2022 to 2023, is primarily driven by the increase in the fair value of

value of equity awards that were unvested at the 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

compensation paid to our PEO or other NEOs during the applicable year. Amounts include (i) the year-end value of equity awards granted during the reported year, (ii) the change in the

(2) The dollar amounts reported represent the amount of “Compensation Actually Paid,” as computed in accordance with SEC rules. The dollar amounts do not reflect the actual amounts of

2020

Douglas J. Pferdehirt

Maryann Mannen, Justin Rounce, Barry Glickman, Arnaud Pieton, Catherine MacGregor, and Nello Uccelletti

2021

Douglas J. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, Barry Glickman, and Maryann Mannen

2022

Douglas J. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, and Victoria Lazar

2023

Douglas J. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, Victoria Lazar, and Thierry Conti

2024

Douglas J. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, and Thierry Conti

Year

PEO

Non-PEO NEOs

(1) The Company’s principal executive officer (“PEO”) is our CEO, Mr. Pferdehirt. The Non-PEO NEOs referenced in the table above are indicated in the table below for each fiscal year:

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

14,774,294

52,760,476

2,989,375

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 %

2024

16,548,588

56,454,474

3,629,856

9,057,360

187.54

101.68

842,854,782

15.2 %

Year

($)

($)

($)

($)

($)

($)

($)

(%)

for PEO

1

to PEO

1, 2

Non-PEO NEOs

1

NEOs

1, 2

FTI TSR

OSX TSR

3

Net Income (Loss)

Margin

4

Table Total

Actually Paid

Table Total for

to Non-PEO

EBITDA

Compensation

Compensation

Compensation

Actually Paid

Adjusted

Summary

Summary

Compensation

Investment Based on:

Average

Average

Value of Initial Fixed $100

computed in accordance with SEC rules.

2022, 2021, and 2020, and our financial performance for each such fiscal year. The amounts represented under “Compensation Actually Paid” were

The following table sets forth information concerning the compensation of our NEOs for each of the fiscal years ended December 31, 2024, 2023,

Pay Versus Performance Table

Pay Versus Performance

Executive Compensation Discussion and Analysis

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Proxy Statement 2025

TechnipFMC

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d. ROIC.

c. Relative TSR; and

b. Free cash flow;

a. Adjusted EBITDA Margin;

Actually Paid” to our NEOs for the fiscal year ended December 31, 2024:

We believe the following performance measures represent the most important financial performance measures used by us to link “Compensation

Pay Versus Performance Tabular List

2024

(1,923,211)

3,252,800

3,108,067

982,369

7,479

5,427,504

Average non-PEO NEOs

2024

(12,157,451)

20,562,369

24,306,067

7,194,901

—

39,905,886

PEO

Year

SCT for Applicable FY

FY End

Applicable FY End

FY End to Vesting Date

Applicable FY

Total Adjustments

Awards” Columns in the

determined as of Applicable

Value from Prior FY End to

718 Fair Value from Prior

Column of the SCT for

Awards” and “Option

as of Applicable FY End,

on change in ASC 718 Fair

based on change in ASC

Compensation Earnings”

Reported under the “Stock

FY that Remain Unvested

FY End, determined based

Applicable FY, determined

qualified Deferred

Deduction for Amounts

Granted during Applicable

Unvested as of Applicable

that Vested During

Pension Value and Non-

718 Fair Value of Awards

that were Outstanding and

Granted during Prior FY

under the “Change in

Increase based on ASC

Granted during Prior FY

Increase for Awards

Present Values reported

Increase for Awards

Change in the Actuarial

“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) to our NEO’s

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TechnipFMC

Proxy Statement 2025

Adjusted EBITDA Margin

Total Shareholder Return

dividends, if any, were reinvested.

December 31, 2020, 2021, 2022, 2023, and 2024. TSR amounts reported in the graph assume an initial fixed investment of $100 and that all

Actually Paid” to our remaining NEOs, with our cumulative TSR, OSX TSR, Adjusted EBITDA Margin, and net income for the fiscal years ended on

The graphs and narrative below illustrate a comparison of the “Compensation Actually Paid” to our PEO and the average of the “Compensation

Relationship between Financial Performance Measures

Narrative Disclosure to Pay Versus Performance Table

Executive Compensation Discussion and Analysis

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Proxy Statement 2025

TechnipFMC

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period-over-period. Net income in 2020 was primarily impacted by the $3.4 billion impairment during 2020.

We believe that the exclusion of certain charges and credits from net income enable a more effective evaluation of our results and operations

is not a measure that is directly used in evaluating “Compensation Actually Paid.”

directly tied to stock price, and we do not directly use net income to determine compensation levels or long-term incentive plan payouts. Net income

the impact of changes in our stock price on “Compensation Actually Paid”, as the calculation of the value of “Compensation Actually Paid” is more

increase in our NEO’s “Compensation Actually Paid.” The correlation between “Compensation Actually Paid” and net income is overshadowed by

“Compensation Actually Paid” increased over the same periods. Net income increased at a higher rate from 2022 to 2023 than the average

The Company’s net income increased significantly from 2020 to 2021 and decreased from 2021 to 2022, while on average, our NEO’s

Net Income

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Executive Compensation Discussion and Analysis

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TechnipFMC

Proxy Statement 2025

John Yearwood

Claire S. Farley

John O’Leary, Chair

Submitted by the Compensation and Talent Committee of the Board of Directors:

ended December 31, 2024.

Discussion and Analysis be included in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K for the year

the Company. Based on its review and discussions, the committee recommended to the Board of Directors that the Executive Compensation

The Compensation and Talent Committee has reviewed and discussed with management the Executive Compensation Discussion and Analysis of

Committee Report

Compensation and Talent

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Proxy Statement 2025

TechnipFMC

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Sophie Zurquiyah

Robert G. Gwin

Kay G. Priestly, Chair

Submitted by the Audit Committee of the Board of Directors:

financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2024.

In reliance upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited

with the Audit Committee concerning independence and discussed with PwC its independence from the Company.

} Received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding PwC’s communications

(the “PCAOB”) and the SEC; and

} Discussed with PwC the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board

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, 2024, and PwC’s

The Audit Committee of the Board of Directors has:

Committee’s responsibility is to monitor and oversee these processes.

independent audit of our financial statements in accordance with generally accepted auditing standards and issuing a report thereon. The Audit

controls and disclosure controls and procedures. PwC, our independent registered public accounting firm, is responsible for performing an

Management is responsible for the preparation of our financial statements and our financial reporting processes, including the systems of internal

Audit Committee Report

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TechnipFMC

Proxy Statement 2025

The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

U.K. Annual Report and Accounts and related reports.

report, for the year ended December 31, 2024. Under the applicable U.K. regulation, the Companies Act, our shareholders must vote to receive the

Along with this Proxy Statement, the Company is providing its U.K. Annual Report and Accounts, including the related directors’ and auditor’s

What am I voting on?

Report and Accounts

Proposal 6 — Receipt of U.K. Annual

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Proxy Statement 2025

TechnipFMC

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fees for services of expatriates and miscellaneous services.

consisting of tax planning and consultation with respect to various corporate tax matters. “All Other Fees” includes fees for other services, including

which primarily consist of consultation services on financial reporting and system changes in 2023-2024. “Tax Fees” includes fees for tax services,

audits, and reviews of interim financial statements in Quarterly Reports on Form 10-Q. “Audit-Related Fees” includes fees for audit-related services,

“Audit Fees” includes fees for audit services, which relate to the annual integrated audit of consolidated financial statements, foreign statutory

Total

15.42

13.45

All Other Fees

0.02

< 0.01

Tax Fees

0.01

0.01

Audit-Related Fees

0.43

—

Audit Fees

14.96

13.43

Type of Fees

($ in millions)

($ in millions)

2024

2023

Set forth below is summary information with respect to PwC’s fees for services provided in 2024 and 2023.

How much was the independent registered public accounting firm paid for 2024 and 2023?

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 they so desire and

If this proposal is not approved, the Audit Committee will reconsider the appointment but may decide to maintain its appointment of PwC.

appointment of the independent registered public accounting firm for the year ending December 31, 2025.

submitted to a vote of the shareholders, the Board believes it appropriate as a matter of policy to request that the shareholders ratify the

December 31, 2025, subject to ratification by the Company’s shareholders. Although the ratification of this appointment is not required to be

The Audit Committee has appointed PwC as the Company’s U.S. independent registered public accounting firm for the fiscal year ending

What am I voting on?

Auditor

Proposal 7 — Ratification of U.S.

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TechnipFMC

Proxy Statement 2025

The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

those services.

The Audit Committee pre-approved all audit, audit-related, tax, and other services provided by PwC for 2024 and 2023 and the estimated costs of

accounting firm that may relate to the independent registered public accounting firm’s independence.

our independent registered public accounting firm. The Audit Committee reviews all relationships between us and our independent registered public

Committee’s practice is to consider for approval, at its regularly scheduled meetings, all audit and non-audit services proposed to be provided by

accounting firm to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee. The Audit

our independent registered public accounting firm. This policy generally provides that we will not engage our independent registered public

The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by

What are the Company’s pre-approval policies and procedures?

Proposal 7

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Proxy Statement 2025

TechnipFMC

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The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

If this proposal is not approved, the Board may appoint an auditor to fill the vacancy.

Meeting at which accounts are laid.

reappointment of PwC as the Company’s U.K. statutory auditor to hold office from the conclusion of the Annual Meeting until the next Annual

accounts are presented to shareholders. The Company’s current U.K. statutory auditor is PwC. We are asking shareholders to approve the

Under the Companies Act, the Company’s U.K. statutory auditor must be reappointed at each meeting at which the U.K. annual report and

What am I voting on?

of U.K. Statutory Auditor

Proposal 8 — Reappointment

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TechnipFMC

Proxy Statement 2025

The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

Board’s procedures and applicable law.

Board delegates this authority to determine the remuneration of the Company’s U.K. statutory auditor to the Audit Committee in accordance with the

remuneration of PwC in its capacity as the Company’s U.K. statutory auditor under the Companies Act for the year ending December 31, 2025. The

be determined in a general meeting. The Company is asking its shareholders to authorize the Board and/or the Audit Committee to determine the

Under the Companies Act, the remuneration of the Company’s U.K. statutory auditor must be fixed in a general meeting or in such manner as may

What am I voting on?

Auditor Fees

Proposal 9 — Approval of U.K. Statutory

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Proxy Statement 2025

TechnipFMC

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shares, in pursuance of any such offer or agreement as if the authorities conferred hereby had not expired.

issued or rights to be granted after such expiration, and the Board may issue shares or grant rights to, subscribe for, or convert, any security into

2026); provided, however, that, prior to such expiration, the Company may make offers or agreements that would or might require shares to be

under Section 551 of the Companies Act and expire at the end of the next Annual Meeting (or, if earlier, until the close of business on July 27,

Unless previously renewed, revoked, or varied, the authority conferred by this Proposal 10 shall apply in substitution for all existing authorities

shareholders pro rata 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 to existing

represents an amount that is approximately 20% of the Company’s issued share capital as of March 3, 2025:

issuance of any additional shares would require shareholder approval. Our Board would be authorized to issue up to 84,114,312, which

having an aggregate nominal value equal to the allotment amount, without further shareholder approval. In the absence of such approval, the

} Proposal 10 authorizes our Board to issue a maximum number of equity securities (within the meaning of section 560 of the Companies Act),

2025, and the Company will not be able to issue shares after that date.

shareholders in a general meeting or by a company’s articles of association. Our directors’ existing authority to issue shares will expire on July 28,

Under the Companies Act, directors are, with certain exceptions, unable to allot, or issue, shares without being authorized either by the

requirements.

certain acquisitions or in connection with raising additional capital. The Company will continue to be subject to NYSE shareholder approval

Approval of this proposal does not affect any shareholder approval requirements of the NYSE for share issuances, such as in connection with

conclusion of our 2026 Annual Meeting or (b) the close of business on July 27, 2026, which is 15 months after this year’s Annual Meeting.

issue shares is limited by the Companies Act. As such, the authorizations in Proposals 10 and 11, if approved, will expire at the earlier of (a) the

Unlike most companies listed on the NYSE with perpetual authority to issue shares under their charter or articles of association, our authority to

United States.

incorporated under the laws of England and Wales, and are not otherwise required for other companies listed on the NYSE or organized within the

The authorizations requested in Proposals 10 and 11 are required as a matter of English law, are customary for public limited companies

What am I voting on?

Equity Securities

Proposal 10 — Authority to Allot

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TechnipFMC

Proxy Statement 2025

The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

emptive offer.

time when it would be beneficial for shares to be issued without shareholder approval and for shares to be issued for cash without making a pre-

As is the case with many U.K. companies, Proposals 10 and 11 will be proposed each year as our Board believes occasions may arise from time to

business on July 27, 2026, 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 2026 Annual Meeting or (b) the close of

When does this authorization expire?

rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.”

allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant

2026) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be

territory or any other matter, such authorities to apply until the end of next year’s Annual Meeting (or, if earlier, until the close of business on July 27,

appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any

amount of $84,114,312; and so that the Board may impose any limits or restrictions and make any arrangements which they consider necessary or

allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal

“THAT the Board of Directors of the Company be, and they are hereby and unconditionally authorized to exercise all the powers in the Company to

The text of the resolution is as follows:

Proposal 10

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Proxy Statement 2025

TechnipFMC

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The Board has no current commitments or plans to issue additional shares of the Company under these authorities.

issued share capital as of March 3, 2025, without pre-emption rights, pursuant to the authority conferred by this Proposal 11.

securities for cash up to an aggregate nominal amount of $84,114,312, which represents an amount that is approximately 20% of the Company’s

The Company proposes that, subject to the passing of the resolution included in Proposal 10, the Board be generally empowered to issue equity

Restated Incentive Award Plan, would be severely limited.

Proposal 11. Absent the approval of this Proposal 11, our flexibility to issue shares, such as for satisfying equity awards under our Amended and

561 of the Companies Act. The Companies Act permits shareholders to waive, or “disapply,” these pre-emption rights, which is the purpose of this

first offer such equity securities to existing shareholders in proportion to their existing shareholdings (i.e., “pre-emption rights”) pursuant to section

As a company governed by the Companies Act, if and when we raise capital through the issuance of equity securities for cash, we are required to

Proposal 11 is proposed as a special resolution, requiring at least 75% of votes cast in favor to pass.

requirements.

certain acquisitions or in connection with raising additional capital. The Company will continue to be subject to NYSE shareholder approval

Approval of this proposal does not affect any shareholder approval requirements of the NYSE for share issuances, such as in connection with

of business on July 27, 2026 (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 2026 Annual Meeting or (b) at the close

within the United States.

companies incorporated under the laws of England and Wales, and are not otherwise required for other companies listed on the NYSE or organized

As noted above, 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?

emptive Rights

Equity Securities without Pre-

Proposal 11 — Authority to Allot

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Proxy Statement 2025

The Board recommends that you vote “FOR” this proposal.

How does the Board recommend that I vote?

emptive offer.

time when it would be beneficial for shares to be issued without shareholder approval and for shares to be issued for cash without making a pre-

As is the case with many U.K. companies, Proposals 10 and 11 will be proposed each year as our Board believes occasions may arise from time to

business on July 27, 2026, 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 2026 Annual Meeting or (b) the close of

When does this authorization expire?

the power had not ended.”

shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if

period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury

power to apply until the end of next year’s Annual Meeting (or, if earlier, until the close of business on July 27, 2026) but, in each case, during this

not apply to any such allotment or sale, such power to be limited to the allotment or sale up to an aggregate nominal amount of $84,114,312 such

given by that resolution and/or to sell equity securities held by the Company as treasury shares for cash as if Section 561 of the Companies Act did

“THAT, subject to Proposal 10 passing, the Board be given power to allot equity securities (as defined in the Companies Act) under the authority

The text of the resolution is as follows:

Proposal 11

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which any “related person” had, or will have, a direct or indirect material interest and in which the amount involved exceeded $120,000.

Since the beginning of 2024, we have not been a participant in any transaction, or series of related transactions, whether in effect or proposed, in

officers also complete an annual questionnaire that contains questions regarding related person transactions.

interest, and directors must recuse themselves from discussing or voting on any issue for which they may have a conflict. Directors and executive

In addition, our Governance Guidelines and Code of Business Conduct require directors and executive officers to disclose potential conflicts of

party.

transaction; and (c) whether the transaction is on terms comparable to those that could be obtained in arm’s-length dealings with an unrelated third

interests of our shareholders, and considers factors such as: (a) the benefit of the transaction to us and our shareholders; (b) any alternatives to the

Company or its subsidiaries and related persons. The ESG Committee approves only those transactions that are in our best interests and the best

The ESG Committee is responsible for reviewing and, where appropriate, approving or ratifying any related person transaction involving the

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) of Regulation S-K,

(b) any related person has a direct or indirect material interest; and

(a) the Company is a participant;

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 of the Company,

ESG Committee follows procedures pursuant to which transactions are reviewed, approved, or ratified.

appropriate resolution of any conflict of interest or any related person transaction. In reviewing and approving any related person transactions, our

The Company’s ESG Committee considers questions of possible conflicts of interest for related persons and recommends to our Board the

Persons

Transactions with Related

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TechnipFMC

Proxy Statement 2025

RSUs until they are distributed. Until such distribution, these directors have an unsecured claim against us for such units.

RSUs granted prior to 2021 vested after one year of service and will be settled upon separation from Board service. Directors have no power to vote or dispose of shares underlying the

in Ordinary Shares on a date elected by the non-executive director that is either (a) after a period of one to 10 years from the grant date or (b) upon their separation from Board service.

O’Leary (105,905), Ms. Øvrum (75,147), Ms. Priestly (101,985), Mr. Yearwood (21,929), and Ms. Zurquiyah (56,628). The annual RSU grant vests after one year of service but is settled

deferred Ordinary Shares credited to each non-employee director under our incentive plan was as follows: Mr. de Carvalho Filho (46,391), Ms. Farley (114,197), Mr. Gwin (13,531), Mr.

(2) Includes Ordinary Shares owned by the non-employee director and vested Ordinary Shares that are deferred shares under our incentive plan. As of March 3, 2025, the number of

(1) The calculation of percentage of ownership of each listed beneficial owner is based on 420,571,563 Ordinary Shares outstanding on March 3, 2025.

\* Less than 1%

All current directors, current executive officers, and NEOs as a group (16 persons)

4

7,770,716

1.8

Sophie Zurquiyah

2

66,009

\*

John Yearwood

2

108,019

\*

Justin Rounce

3

763,904

\*

Kay G. Priestly

2

123,637

\*

Douglas J. Pferdehirt

3

5,229,651

1.2

Margareth Øvrum

2

75,147

\*

John O’Leary

2

128,076

\*

Alf Melin

3

459,044

\*

Jonathan Landes

3

317,460

\*

22,912

\*

Robert G. Gwin

2

103,982

\*

Eleazar de Carvalho Filho

2

168,985

\*

Claire S. Farley

2

122,798

\*

Thierry Conti

3

Name

(#)

(%)

Shares

Percent of Class

1

Newcastle upon Tyne, NE6 3PL, United Kingdom.

directors and executive officers as a group. Unless otherwise indicated, the address of each person is Hadrian House, Wincomblee Road,

The following table shows, as of March 3, 2025, the number of our Ordinary Shares beneficially owned by each of our NEOs, directors, and all

Beneficial Owners and Management

Security Ownership of Certain

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TechnipFMC

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2,795,950 PSUs that vest within the next 60 days.

(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 and 879,086 RSUs and

Thierry Conti

0

88,535

Jonathan Landes

18,190

283,152

Justin Rounce

81,286

388,325

Alf Melin

13,760

420,684

Douglas J. Pferdehirt

970,547

2,360,057

Name

that are exercisable within 60 days

within the next 60 days

Ordinary Shares subject to stock options

Gross RSUs and PSUs that will vest

Ordinary Shares included in items (ii) and (iii) are detailed below:

is trustee of the family trust); (ii) Ordinary Shares subject to stock options that are exercisable within 60 days; and (iii) gross RSUs and PSUs that will vest within the next 60 days. The

(3) Includes (i) Ordinary Shares owned directly by the individual (and, for Mr. Pferdehirt, includes 80,304 Ordinary Shares held by a family trust for the benefit of his children, and his spouse

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Security Ownership of Certain Beneficial Owners and Management

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Proxy Statement 2025

was filed on January 10, 2024, in connection with his appointment as Senior Vice President and Chief Accounting Officer.

requirements were satisfied during 2024 on a timely basis, except for an administrative error that resulted in a late Form 3 for David Light, which

review of the forms filed and written representations provided by executive officers and directors, we believe that all Section 16(a) reporting

Shares, to file reports of ownership and changes in ownership with the SEC and to provide us with copies of all such reports. Based solely upon a

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than 10% of our Ordinary

Delinquent Section 16(a) Reports

the sale of, Ordinary Shares, and no one person’s interest in the Company is more than 5% of the total outstanding Ordinary Shares.

21,489,939 Ordinary Shares. FMR LLC and Ms. Johnson report that various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from

2024, FMR LLC has sole voting power over 20,935,569 Ordinary Shares and sole dispositive power over 21,489,939 Ordinary Shares. Ms. Johnson has sole dispositive power over

(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 SEC on November 12,

Shares.

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 the total outstanding Ordinary

39,344,861 Ordinary Shares, and shared dispositive power over 570,119 Ordinary Shares. The Vanguard Group reports that various persons have the right to receive or the power to

(4) 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 dispositive power over

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 the total outstanding Ordinary Shares.

sole dispositive power over 42,660,684 Ordinary Shares. T. Rowe Price Investment Management, Inc. reports that various persons have the right to receive or the power to direct the

(3) Based solely on a Schedule 13G/A filed with the SEC on December 9, 2024, T. Rowe Price Investment Management, Inc. has sole voting power over 42,558,110 Ordinary Shares and

power over 49,045,742 Ordinary Shares.

(2) Based solely on a Schedule 13G/A filed with the SEC on February 14, 2025, T. Rowe Price Associates, Inc. has sole voting power over 47,991,894 Ordinary Shares and sole dispositive

(1) The calculation of percentage of ownership of each listed beneficial owner is based on 420,571,563 Ordinary Shares outstanding on March 3, 2025.

Boston, Massachusetts 02210

245 Summer Street

5.11

21,489,939

5

FMR LLC

Malvern, PA 19355

100 Vanguard Blvd.

9.49

39,914,980

4

The Vanguard Group

Baltimore, MD 21202

100 E. Pratt Street

10.14

42,660,684

3

T. Rowe Price Investment Management, Inc.

Baltimore, MD 21202

100 E. Pratt Street

11.66

49,055,951

2

T. Rowe Price Associates, Inc.

Name

(#)

(%)

Shares

Percent of Class

1

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 more than 5% of our

Security Ownership of Certain Beneficial Owners and Management

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accordance with section 527 of the Companies Act.

The business that may be dealt with at the Annual Meeting would include any statement that the Company has been required to publish in

connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid.

accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the Annual Meeting; or (ii) any circumstance

without expense, to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company’s

In addition, under section 527 of the Companies Act, shareholders of record meeting the threshold requirements set out therein have the right,

Please visit our website at www.technipfmc.com for any changes to our registered office or operational headquarters.

time notice of the annual general meeting is delivered to shareholders.

Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary, at least six weeks prior to the date of the 2026 Annual Meeting or, if later, at the

thresholds are met, notice of the resolution or matter must be received by the Company at Hadrian House, Wincomblee Road, Newcastle upon

(ii) any matter (other than a proposed resolution) in the business to be dealt with at the 2026 Annual Meeting. Provided that the appropriate

Company to include: (i) a resolution in its notice of annual general meeting; or

Under sections 338 and 338A of the Companies Act, shareholders of record meeting the threshold requirements in those sections may require the

required by Rule 14a-19 under the Exchange Act no later than February 24, 2026.

proxies in support of director nominees other than the Company’s nominees must provide notice to the Company that sets forth the information

In addition to satisfying the foregoing requirements under our Articles, to comply with the universal proxy rules, shareholders who intend to solicit

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 upon Tyne, NE6 3PL,

the later of: (a) the 90th day prior to such annual meeting; or (b) the 10th day following the day on which we first make a public announcement of

however, a shareholder must deliver notice no earlier than the 120th day prior to such annual meeting and not later than the close of business on

shareholder action. In the event that the date of the annual meeting is more than 30 days before or more than 70 days after April 25, 2026,

December 26, 2025 and no later than January 25, 2026; provided, however, that the subject of the proposal must otherwise be a proper matter for

setting forth the information specified in our Articles, to the Corporate Secretary at our Hadrian House address provided above no earlier than

Meeting other than for inclusion in our 2026 Proxy Statement and form of proxy, our Articles require the shareholder to deliver written notice thereof,

Without prejudice to the rights of a shareholder of record under the Companies Act, if a shareholder wishes to submit a proposal at our 2026 Annual

Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary.

notice must be in proper form, comply with Rule 14a-8 of the Exchange Act, and be received no later than November 14, 2025, at Hadrian House,

If a shareholder wishes to submit a proposal for possible inclusion in our 2026 Proxy Statement and form of proxy for our 2026 Annual Meeting, the

General Meeting of Shareholders

Proposals for the 2026 Annual

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Proxy Statement 2025

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 bank, broker, or

contact Broadridge at the same telephone number and address listed above.

York 11717. If you are currently receiving multiple copies of our Proxy Materials and wish to receive only one copy for your household, please

calling toll-free 800-542-1061, or by writing to Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New

participate in householding in the future, please contact Broadridge Investor Communication Services (“Broadridge”), our proxy distributor, by

to which single copies of those documents were delivered. If you would like to request separate copies of the Proxy Materials or do not wish to

The Company will promptly deliver, upon written or oral request, individual copies of the Proxy Materials to any shareholder at the shared address

Company’s Foundational Belief of sustainability by reducing wasteful duplicate mailings, as well as printing and mailing costs and fees.

separate proxy card or voting instruction card. We believe this procedure provides greater convenience to our shareholders and reinforces the

the shareholders at that address notifies us that they wish to continue receiving individual copies. Each shareholder will continue to receive a

last name and do not participate in electronic delivery of Proxy Materials will receive only one copy of our Proxy Materials, unless one or more of

We have adopted a procedure approved by the SEC called “householding.” Under this procedure, shareholders who have the same address and

Shareholders Sharing an Address

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Proxy Statement 2025

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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 > Presentations > Shareholders’

or voting instruction card.

producing and mailing documents to your home or business. To request electronic delivery, please follow the instructions on your proxy card

an email that provides internet links to these documents. Opting to receive all future Proxy Materials online will conserve resources in

Materials until a request is submitted to change delivery methods. You can eliminate all such paper mailings in the future by electing to receive

Proxy Materials will not receive the Notice of Materials. Instead, such shareholders will continue to receive a paper copy of the Proxy

} Paper Copy of Proxy Materials with Proxy Card: All shareholders of record and shareholders who previously requested paper copies of the

receive the Notice of Materials in the mail. You should have received an email with links to the Proxy Materials and online proxy voting.

} Email Access to Proxy Materials: Shareholders who previously elected to receive notice of access to Proxy Materials via email will not

(see below).

receive a Notice of Materials will receive a paper copy of the Proxy Materials by mail or an electronic copy of the Proxy Materials by email

Notice of Materials. Any request to receive Proxy Materials by mail or email will remain in effect until you revoke it. Shareholders who do not

would like to receive a paper or email copy of our Proxy Materials, you should follow the instructions for requesting such materials in the

all of the Proxy Materials at www.proxyvote.com. Such notice also instructs you on how you may submit your proxy on the internet. If you

Materials, which was mailed to most of our shareholders beginning on or about March 14, 2025, will instruct you on how to access and review

} Notice and Access: Most shareholders will not receive printed copies of the Proxy Materials unless they request them. Instead, the Notice of

Shareholders may receive our Proxy Materials in one of the following ways:

permitted to furnish Proxy Materials to our shareholders by providing access to such documents on the internet instead of mailing printed copies.

The Company utilizes the “Notice and Access” method of providing the Proxy Materials to shareholders. With “Notice and Access,” we are

How will the Company distribute Proxy Materials?

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 designee. If you

What is a proxy?

to provide to shareholders to ensure shareholders can make informed decisions about the matters to be voted on at the Annual Meeting.

A proxy statement is a document that the rules and regulations of the United States, including those promulgated by the SEC, require the Company

What is a proxy statement?

NE6 3PL, United Kingdom, or at such other time and place to which the Annual Meeting may be adjourned or postponed.

The Annual Meeting will be held on Friday, April 25, 2025 at 4:00 p.m., London time, at Hadrian House, Wincomblee Road, Newcastle upon Tyne,

What is the location of the Annual Meeting?

Annual Meeting

General Information about the

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Proxy Statement 2025

broker, or nominee through whom you hold the shares. Most of our shareholders hold their Ordinary Shares in this manner rather than

beneficial owner of shares held in “street name,” and the Notice of Materials or Proxy Materials are being forwarded to you by your bank,

} Beneficial Owners. If your Ordinary Shares are held in a stock brokerage account, or by a bank or other nominee, you are considered the

Annual Meeting.

you. As a shareholder of record, you have the right to grant your voting proxy directly to us, to vote electronically, or to vote in person at the

considered the shareholder of record with respect to those shares, and the Proxy Materials, including a proxy card, are being sent directly to

} Shareholders of Record. If your Ordinary Shares are registered directly in your name on the register of members with Computershare, you are

As summarized below, there are some differences between Ordinary Shares held of record and those owned beneficially in street name.

beneficial owner?

What is the difference between holding Ordinary Shares as a shareholder of record and as a

any shareholder present at the Annual Meeting.

United Kingdom, during ordinary business hours. This list will also be available at the location of the Annual Meeting and open to the examination of

Meeting for a period of ten days prior to the Annual Meeting at our office at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL,

A complete list of shareholders of record entitled to vote will be open to the examination of any shareholder for any purpose relevant to the Annual

Investor Services plc (“Computershare”).

with seniority determined by the order in which the names of the holders appear in the register of members of our transfer agent, Computershare

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 other joint holders,

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, broker, or other

Company.

be entitled to exercise the same powers on behalf of the corporation as that corporation could exercise if it was an individual shareholder of the

representative at the Annual Meeting, and such authorized person will (on production of a certified copy of such resolution at the Annual Meeting)

Any corporate or institutional shareholder may, by resolution of its directors or other governing body, authorize another person to act as its

420,571,563 Ordinary Shares outstanding and entitled to vote.

in accordance with applicable law and/or the Articles, you will have one vote for each Ordinary Share per proposal. As of March 3, 2025, we had

question below for an explanation of the difference between a shareholder of record and a beneficial owner. Unless otherwise restricted from voting

The March 3, 2025 Record Date is applicable to beneficial owners, as the CA Record Date only applies to shareholders of record. Please see the

p.m., London time, on April 23, 2025, to vote at the Annual Meeting (the “CA Record Date”).

Ordinary Shares as of March 3, 2025 (the “Record Date”). In addition, provisions under the Companies Act allow shareholders of record as of 4:00

You can vote at the Annual Meeting or any adjournment or postponement thereof if you are a shareholder of record or beneficial owner of our

Who is entitled to vote at the Annual Meeting?

the SEC.

Corporate Secretary. The information on our website is not a part of this Proxy Statement and is not incorporated into any of our filings made with

shareholder upon written request submitted to Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention:

www.technipfmc.com under the heading “About us > Corporate Governance.” These materials are also available in print, free of charge, to any

Committee, C&T Committee, and ESG Committee, and other corporate governance and sustainability information are available on our website at

Our Governance Guidelines, our Code of Business Conduct (including our Core Values and Foundational Beliefs), the charters for our Audit

Where can I find governance documents related to the Company?

General Information about the Annual Meeting

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} 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;

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 person(s) as your proxy

Shareholders of Record

proxy card, as instructed on www.proxyvote.com, or as instructed by your bank, broker, or financial intermediary.

Your voting deadline will depend on how you hold your shares. Please vote your shares according to the deadline appearing on the front of your

How do I vote?

MEETING, WE MAY BE UNABLE TO ADMIT YOU TO ATTEND THE ANNUAL MEETING ON SECURITY GROUNDS.

VALID PHOTO IDENTIFICATION, OR COMPLY WITH THE OTHER PROCEDURES OUTLINED ABOVE FOR ATTENDING THE ANNUAL

IF YOU DO NOT CONFIRM YOUR ATTENDANCE TO THE ANNUAL MEETING, APPLY FOR AND PROVIDE AN ADMISSION TICKET, SHOW

electronic devices, large bags, briefcases, or packages will be permitted into the meeting or adjacent areas.

Be prepared to comply with security requirements, which may include security guards searching all bags. No cameras, recording equipment,

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 p.m., London time.

Due to space constraints and other security considerations, we are not able to admit the guests of either shareholders or their legal proxy holders.

Procedures

and proof that you are the representative of such shareholder. Please see “Who is entitled to vote at the Annual Meeting?” above.

If you are the representative of a corporate or institutional shareholder, you must present your company’s admission ticket, valid photo identification,

bank, broker, or other nominee.

www.proxyvote.com. You will need the 16-digit control number printed on your Notice of Materials, proxy card, or voting instruction form from your

Admission tickets can be printed up to 11:59 p.m., New York time, on April 24, 2025, by accessing the Shareholder Meeting Registration link at

to shareholders of record.

p.m., London time, on the CA Record Date. The March 3, 2025 Record Date applies to all beneficial owners, and the CA Record Date only applies

To attend the Annual Meeting, you must have been: (a) a beneficial owner as of the Record Date; and/or (b) a shareholder of record as of 4:00

license or passport.

Each shareholder who attends the Annual Meeting will need to bring an admission ticket and provide valid photo identification, such as a driver’s

Who can attend the Annual Meeting?

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 vote?” below for the

Do I have to attend the Annual Meeting to vote?

regarding how to vote your Ordinary Shares.

your bank, broker, or other nominee has enclosed a voting instruction card for you to use in directing the bank, broker, or other nominee

Ordinary Shares by following the instructions contained in the Notice of Materials or Proxy Materials. If you requested printed Proxy Materials,

directly in their own name. As the beneficial owner, you have the right to direct your bank, broker, or other nominee on how to vote your

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TechnipFMC

Proxy Statement 2025

} voting in person at the Annual Meeting.

Annual Meeting; or

} sending written notice to the Company Secretary at the Company’s registered office that is received at least 24 hours prior to the start of the

} delivering a valid, later-dated proxy card that is received by Broadridge at least 24 hours prior to the start of the Annual Meeting;

} entering a later-dated proxy by telephone or via the internet prior to 11:59 p.m., New York time, on April 24, 2025;

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?

Ordinary Shares.

must submit your vote to Equiniti Share Plan Trustees Limited by 5:00 p.m., London time, on April 16, 2025 in order for the plan trustee to vote your

will receive instructions on how to vote your Ordinary Shares from Equiniti Share Plan Trustees Limited, the Plan Trustee. Please note that you

to vote on your behalf in relation to the number of Ordinary Shares equivalent to your interest as credited to your account on the Record Date. You

If you are a current or former employee who participates in the legacy Technip U.K. Share Incentive Plan, you may instruct the Plan Trustee on how

Employees Who Participate in the Legacy Technip U.K. Share Incentive Plan

proxy from your bank, broker, or other nominee and present it to the inspector of elections together with your voting card at the Annual Meeting.

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 must obtain a legal

instruction card to your bank, broker, or other nominee.

You may submit instructions by telephone or through the internet to your bank, broker, or other nominee, or request and return a paper voting

If you are a beneficial owner of Ordinary Shares traded on the NYSE, please follow the directions provided by your bank, broker, or other nominee.

Beneficial Owners Holding through the NYSE

brought before the Annual Meeting.

Proposals 1 through 11 and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly

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 “FOR” each of

provide a certificate or other proof of appointment.

proxy card is signed pursuant to a power of attorney or by an executor, administrator, trustee, or guardian, please state the signatory’s full title and

partnership, the proxy card should be signed in the full corporate, limited liability company, or partnership name by a duly authorized person. If the

Please sign the proxy card exactly as your name appears on the card. If a shareholder of record is a corporation, limited liability company, or

and your proxy appointment is not subsequently revoked, your Ordinary Shares will be voted in accordance with your instructions.

If you properly give instructions as to your proxy appointment by executing and returning a paper proxy card, or through the internet or by telephone

proxy appointment will automatically be terminated.

record from attending and voting at the Annual Meeting. If you have appointed a proxy and attend the Annual Meeting and vote in person, your

The return of a completed proxy card, or the submission of proxy instructions via the internet or by telephone, will not prevent a shareholder of

Please vote your shares no later than 11:59 p.m. New York time, on April 24, 2025.

General Information about the Annual Meeting

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shareholder.

Ordinary Shares for Proposals 1 through 5 if you do not provide instructions. As such, we strongly encourage you to exercise your right to vote as a

In summary, if you hold your Ordinary Shares in street name, your bank, broker, or other nominee will not have discretionary authority to vote your

proposals.

non-routine matters without specific voting instructions from the beneficial owner. As a result, there may be broker non-votes with respect to such

Proposals 1 through 5 are matters considered non-routine under the rules of the NYSE. A bank, broker, or other nominee may not vote on these

their discretion on routine matters, and, therefore, no broker non-votes are expected to occur in connection with such proposals.

Proposals 6 through 11 are each considered a routine matter under the rules of the NYSE. A bank, broker, or other nominee may generally vote in

you and does not have discretionary voting power with respect to that proposal.

other nominee holding Ordinary Shares on your behalf does not vote on a particular proposal because it has not received voting instructions from

matters, but may not exercise discretion, and, therefore, will not vote, on non-routine matters. A broker non-vote occurs where a bank, broker, or

with specific voting instructions, the bank, broker, or other nominee is generally permitted to vote your Ordinary Shares at its discretion on routine

If you own your Ordinary Shares through a bank, broker, or other nominee, and do not provide the organization that holds your Ordinary Shares

What is a broker non-vote?

agreement with the nominating shareholder of record to be appointed as a proxy for the meeting (or to have someone else appointed as a proxy).

the same rights as a shareholder of record to appoint a proxy and cannot vote at the Annual Meeting, unless such Nominated Person has an

to enjoy information rights in accordance with section 146 of the Companies Act (a “Nominated Person”). A Nominated Person does not possess

A copy of this Proxy Statement has been provided “for information purposes only” to persons who have been nominated by a shareholder of record

Companies Act?

What if I have been nominated by a shareholder of record to have information rights under the

broker non-votes will be counted for purposes of establishing a quorum at the Annual Meeting.

of our outstanding Ordinary Shares entitled to vote at the Annual Meeting are present in person or by proxy at the Annual Meeting. Abstentions and

A quorum of shareholders is necessary to transact business at the Annual Meeting. A quorum exists if the holders who represent at least a majority

How many votes must be present to hold the Annual Meeting?

Ordinary Shares that you own.

proxy cards. It is necessary for you to fill in, sign, and return all of the proxy cards included in the Proxy Materials you receive in order to vote all the

bank, broker, or other nominee, or if you own Ordinary Shares through more than one bank, broker, or other nominee, you may receive multiple

If you own some Ordinary Shares directly in your name as a registered holder and other Ordinary Shares as a beneficial owner holding through a

What should I do if I receive more than one proxy card?

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. Attending the Annual

You may also vote in person at the Annual Meeting if you obtain a legal proxy, as described under “How do I vote?” above.

If you are a beneficial owner of Ordinary Shares, you may submit new voting instructions by contacting your bank, broker, or other nominee.

Beneficial Owners

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General Information about the Annual Meeting

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TechnipFMC

Proxy Statement 2025

as soon as reasonably practicable after the Annual Meeting and for a period of two years thereafter.

Annual Meeting and any other information required by the Companies Act will be made available on the Company’s website (www.technipfmc.com)

disclosed by way of an announcement via a Current Report on Form 8-K in the United States. The results of the votes on the resolutions at the

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be checked by the inspector of elections and

Where can I find the voting results of the Annual Meeting?

approximately $23,800 and reimburse it for reasonable out-of-pocket fees and expenses.

Proxy Materials and to provide voting and tabulation services for the Annual Meeting. For these services, we will pay Broadridge a fee of

to beneficial owners of Ordinary Shares and obtaining the proxies of such owners. We have retained Broadridge to aid in the distribution of our

reimburse banks, brokers, and other custodians, nominees, and fiduciaries for reasonable expenses incurred by them in forwarding Proxy Materials

subsidiaries will receive no additional compensation for such solicitation. In accordance with the rules of the SEC and NYSE, the Company will also

subsidiaries telephonically, electronically, or by any other means of communication. Directors, officers, and employees of the Company and its

the solicitation of proxies by mail, solicitation may be made on our behalf by certain directors, officers, or employees of the Company and its

retained Sodali & Co. to assist in the solicitation of proxies at a cost estimated to be $25,000, plus reasonable out-of-pocket expenses. In addition to

The Company will pay the expenses of the preparation of Proxy Materials and the solicitation of proxies for the Annual Meeting. The Company has

Who will pay the costs of this proxy solicitation?

shareholders as expressed through advisory votes and other communications and will carefully consider the outcome.

binding on the Board or any committee thereof to take any action or refrain from taking any action. However, our Board values the opinions of our

proposals for NEOs), and Proposal 4 (regarding the proposal for the 2024 Directors’ Remuneration Report), the results of the vote will not be legally

With respect to Proposal 2 (regarding the 2024 Say-on-Pay Proposal for NEOs), Proposal 3 (regarding the frequency of future Say-on-Pay

Abstentions and broker non-votes, if any, will not be counted as a vote either for or against these resolutions.

the votes cast to be approved. Proposal 11, as a special resolution, requires the affirmative vote of 75% of the votes cast to be approved.

Proposals 1 through 10 will be proposed as ordinary resolutions, which means that each resolution requires the affirmative vote of the majority of

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 person or by proxy is

What are the voting requirements to approve the resolutions?

General Information about the Annual Meeting

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Adjusted EBITDA margin

15.2 %

12.0 %

10.0 %

8.8 %

6.7 %

Adjusted EBITDA

1,379.6

938.6

670.4

564.6

437.4

Foreign exchange, net

28.5

119.0

23.9

(15.8)

40.2

Subtotal

495.8

767.7

683.0

493.4

3,915.3

Direct Covid-19 expenses

—

—

—

—

57.8

Net gain on disposal of Measurement Solutions business

(71.3)

—

—

—

—

(Income) loss from investment in Technip Energies

—

—

27.7

(322.2)

—

Non-recurring legal settlement charges

—

126.5

—

—

—

Restructuring, impairment and other charges

25.8

20.0

22.0

113.9

3,344.2

Depreciation and amortization

392.7

377.8

377.2

385.4

412.1

Net interest expense

63.5

88.7

150.7

205.2

81.8

Provision for income tax

85.1

154.7

105.4

111.1

19.4

Income (loss) attributable to non-controlling interests

12.4

(4.3)

25.4

(0.8)

34.5

TechnipFMC plc

842.9

56.2

(61.9)

87.8

(3,552.6)

Net income (loss) from continuing operations attributable to

Revenue

9,083.3

7,824.2

6,700.4

6,403.5

6,530.6

($ in millions)

2024

2023

2022

2021

2020

Year Ended December 31,

The following is a reconciliation of the most comparable financial measures under GAAP to the non-GAAP financial measures.

investors in addition to, not as a substitute for or superior to, other measures of financial performance prepared in accordance with GAAP.

performance measures in determining certain incentive compensation. The foregoing non-GAAP financial measures should be considered by

to evaluate TechnipFMC’s operations and consolidated results of operations period-over-period. These measures are also used by management as

the non-GAAP financial measures provide a useful perspective on the Company’s underlying business results and operating trends, and a means

This Proxy Statement includes non-GAAP financial measures, including free cash flow and Adjusted EBITDA Margin. Management believes that

GAAP Measures

Appendix A — Reconciliation of Non-

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TechnipFMC

Proxy Statement 2025

Free cash flow from continuing operations

679.4

467.8

Capital expenditures

(281.6)

(225.2)

Cash provided by operating activities from continuing operations

961.0

693.0

($ in millions)

2024

2023

Year Ended December 31,

determined in accordance with GAAP, to free cash flow (non-GAAP measure).

table reconciles cash provided by operating activities from continuing operations, which is the most directly comparable financial measure

Free cash flow from continuing operations is defined as operating cash flows from continuing operations, less capital expenditures. The following

Appendix A — Reconciliation of Non-GAAP Measures

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