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TechnipFMC plc

CORPORATE GOVERNANCE GUIDELINES

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TECHNIPFMC PLC CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of TechnipFMC plc (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders.

These Guidelines should be interpreted in the context of all applicable laws and regulations and the Company’s articles of association (the “Articles”) and other corporate governance documents. The term “entire Board” and capitalized terms not otherwise defined herein shall have the meaning afforded them in the Articles. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their respective Chairs and are intended to serve as a flexible framework within which the Board may conduct its business. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

I. THE BOARD

A. Composition of the Board

The composition of the Board shall be as set forth in Article 25 of the Articles, and vacancies shall be filled by the Board as a whole upon the recommendation of the Environmental, Social, and Governance Committee.

B. Director Independence

Except as otherwise permitted by applicable NYSE rules, the Board will comprise a majority of directors who qualify as independent directors (each, an “Independent Director” and, collectively, the “Independent Directors”) as required under the NYSE rules.

C. Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis, but at least once per year following a regularly scheduled Board meeting.

D. Executive Directors

The Articles provide that the Directors may elect a Chair of the Board to preside at all meetings of the Board at which he or she is present and that, if the Board has appointed a Director to the office of executive chair (the “Executive Chair”), the Executive Chair shall serve as the Chair of the Board for all purposes under the Articles and the Guidelines. The Articles additionally provide that the Directors may appoint a Director to the office of chief executive officer (the “Chief Executive Officer”). The Chief Executive Officer shall report to the full Board.

E. Independent Lead Director

The Board shall have an independent lead director appointed in accordance with these Guidelines (the “Independent Lead Director”).

The Independent Lead Director shall be elected by the Independent Directors bi-annually for a term of two years, subject to the Independent Lead Director’s re-election to the Board at the annual general meeting of shareholders of the Company during his or her term.

The Independent Lead Director’s responsibilities (i) during any period in which the Chair of the Board is an executive officer of the Company entail: presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; acting as the liaison between the Independent Directors and the Chief Executive Officer and the Chair of the Board; and monitoring and reporting to the Board any conflicts of interests of Directors, and (ii) during other periods, shall be solely monitoring and reporting to the Board any conflicts of interests of Directors.

F. Director Qualification Standards and Additional Selection Criteria

The responsibility for the selection of new Directors resides with the Board and the shareholders of the Company. The identification, screening, and recommendation process has been delegated to the Environmental, Social, and Governance Committee. The Environmental, Social, and Governance Committee reviews candidates for appointment as Directors, will recommend candidates to the Board to fill vacant Board seats and will annually recommend a slate of directors for approval by the Board and appointment by the shareholders of the Company.

The Environmental, Social, and Governance Committee, in recommending director candidates for appointment to the Board, and the Board, in nominating director candidates for appointment to the Board, will evaluate candidates in accordance with the qualification standards set forth in Exhibit A to these Guidelines. In addition, the Environmental, Social, and Governance Committee and the Board may also consider the additional selection criteria set forth in Exhibit A.

G. Director Orientation and Continuing Education

Management will provide an orientation process for new Directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for Directors on matters relevant to the Company and its business.

H. No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards and/or committees of other organizations and has not adopted any guidelines limiting such activities. However, the Environmental, Social, and Governance Committee may take into account the nature of and time involved in a Director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current Directors.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies, the Articles, and all applicable laws and regulations.

I. Directors who Resign or Materially Change Their Current Positions with Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a Director, including any Director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the Director or the Company, such Director should notify the Environmental, Social, and Governance Committee of such circumstances. The Environmental, Social, and Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the Director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

J. Term

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

K. Mandatory Retirement

A non-employee Director whose birth date occurs prior to July 1st must retire at the annual general meeting of shareholders of the Company during the year of such Director's 72nd birthday and, subject to applicable law, a non-employee Director whose birth date occurs on or after July 1st must retire at the annual general meeting of shareholders of the Company the year following such Director's 72nd birthday. The Board may, by majority resolution, accept a recommendation by the Environmental, Social, and Governance Committee of a Director for appointment to the Board after such Director's retirement date, and in turn nominate the Director for appointment to the Board, if the Board and the Environmental, Social, and Governance Committee determine that such appointment would be in the best interest of the Company and its shareholders as a whole.

L. Director Roles and Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. The Directors are expected to spend the time and effort necessary to properly discharge their responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of the Company and its shareholders as a whole;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its shareholders.

Directors must disclose to the Board the nature and extent of their interest in a proposed transaction or arrangement with the Company, unless the interest cannot reasonably be regarded as likely to give rise to a conflict of interest, and, if appropriate, recuse themselves and not participate in the discussion or voting on a matter in relation to which they may have a conflict. Moreover, Directors must avoid other situations in which their personal interests conflict or possibly may conflict with the Company's interests, unless the matter has been authorized in accordance with the Articles.

M. Compensation

The Board believes that Director compensation should fairly pay Directors for work required in a business of the Company's size and scope, and that compensation should align Directors' interests with the long-term interests of the shareholders of the Company. The Compensation and Talent Committee will review and make recommendations to the Board regarding the cash and equity compensation of Directors. The Company's executive officers will not receive additional compensation for their service as Directors.

Except as otherwise permitted by the applicable NYSE rules, members of the Audit Committee and the Compensation and Talent Committee may not directly or indirectly receive any compensation from the Company other than their Directors' compensation (including any compensation for service on committees of the Board and the receipt of equity incentive awards).

N. Share Ownership

The Board believes that requiring Directors to maintain an ownership interest in the Company is consistent with carrying out the fundamental roles of the Board as set forth above. As such, within no more than five years following initial election to the Board, Directors are expected to own shares of the Company with a value equal to or more than five times the Company's annual retainer paid to Directors. The ownership requirement can be met with Company ordinary shares or restricted stock units, and the ownership requirement will be pro-rated over the initial five-year period.

O. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that Directors can ask any questions and receive all information necessary to perform their duties. To facilitate such access the Board supports the practice of field reviews with representatives of management and with managers making field presentations related to operations. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer, or if the Chief Executive Officer is not available or if such request to the Chief Executive Officer is not appropriate in the circumstances, directly by the Director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer.

P. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

Q. Annual Self-Evaluation

The Board will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. Performance of the Board and its committees are surveyed as a whole rather than at the membership level. The Environmental, Social, and Governance Committee will receive comments from all Directors and report annually to the Board regarding the Board and its committees and recommendations for improvements in the overall performance of the Board and its committees.

II. **BOARD MEETINGS**

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

B. Director Attendance

A Director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a Director is expected to regularly prepare for and attend meetings of the Board and all committees on which the Director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a Director may be unable to attend a meeting. A Director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting. Directors are encouraged to attend the annual general meeting of the shareholders of the Company, except when exceptional circumstances prevent such attendance.

C. Attendance of Non-Directors

The Board encourages the Chair of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to: (i) provide insight into items being discussed by the Board which involve the manager, advisor, or consultant; (ii) make presentations to the Board on matters which involve the manager, advisor, or consultant; and (iii) bring managers with high potential into contact with the Board. Attendance of non-Directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the Directors for a productive meeting. The Chair of the Board, in consultation with the other Directors, will establish the agenda for each Board meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the Directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the Directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

A. Committee Overview

The Board shall at all times maintain the following committees: (i) an Audit Committee; (ii) an Environmental, Social, and Governance Committee; and (iii) a Compensation and Talent Committee. The Board may also establish other committees as it deems appropriate and delegate to these committees any authority permitted by applicable law and the Articles. Each committee will perform its duties as assigned by the Board in compliance with the Articles and the committee's charter. It is the responsibility of the Directors to attend the meetings of the committees on which they serve.

B. Committee Charters

Each standing committee shall have a written charter of responsibilities, duties, and authorities, which shall periodically be reviewed and approved by the Board.

C. Composition and Chairs

The members of each committee of the Board and each committee's Chair shall be determined by the Board, subject to compliance with the NYSE rules, upon the recommendation of the Company's Environmental, Social, and Governance Committee and shall serve at the pleasure of the Board. The Chair of each Committee will determine the frequency of committee meetings, consistent with such Committee's charter and the Company's needs.

D. Advisors

Each committee shall have full power and authority to retain the services of such advisors and experts, including counsel, as the committee deems necessary or appropriate with respect to specific matters within its purview.

IV. SUCCESSION PLANNING

The Compensation and Talent Committee shall annually report to the Board on its performance review of the Executive Chair and the Chief Executive Officer, as applicable. The Board shall review this report outside of the presence of the non-Independent Directors.

The Compensation and Talent Committee shall report annually to the Board on succession planning and management development activities. The Chief Executive Officer shall meet periodically with the Compensation and Talent Committee to make available his recommendations and evaluations of potential successors, along with a review of development plans recommended for succession candidates and others in the senior management group.

Exhibit A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards

The Environmental, Social, and Governance Committee, in recommending director candidates for appointment to the Board, and the Board, in nominating director candidates for appointment to the Board, will consider candidates who are qualified and eligible to serve under applicable law, the Articles and the NYSE rules and who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria

In evaluating director candidates, the Environmental, Social, and Governance Committee and the Board, as applicable, may also consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate's experience as a board member of another publicly held company;
- C. The candidate's professional and academic experience relevant to the Company's industry and operations, including matters related to technology, cybersecurity, and/or environmental, social, and governance;
- D. The strength of the candidate's leadership skills;
- E. The candidate's experience in finance and accounting and/or executive compensation practices;
- F. The candidate's contribution to the Board's collective skills, experiences, perspectives, and qualifications; and
- G. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable.

In addition, the Environmental, Social, and Governance Committee and the Board, as applicable, will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Environmental, Social, and Governance Committee and the Board, as applicable, shall monitor the mix of specific experience, qualifications, and skills of its Directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.