

# CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

## Purpose of the Compensation Committee

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TechnipFMC plc (the “Company”). This Charter sets forth the responsibilities, duties and authorities of the Committee, subject to the provisions of (i) the Business Combination Agreement, dated as of June 14, 2016, by and between FMC Technologies, Inc., FMC Technologies SIS Limited and Technip S.A., (ii) the Corporate Governance Guidelines of the Company and (iii) the Articles of Association of the Company.

The purposes of the Committee shall be to assist the Board and perform an oversight function with respect to the following:

- (A) Reviewing, evaluating and approving the agreements, plans, policies and programs of the Company to compensate the Company’s independent directors, the Chairman and Chief Executive Officer (“CEO”), and other executive officers, as applicable;
- (B) Consistent with equity plans approved by the Company’s shareholders, reviewing, evaluating and approving all awards by the Company of equity securities or equity derivatives to senior officers of the company (those required to disclose equity ownership under Section 16(a) of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and approving the number of equity securities or equity derivatives to be provided to the Chief Executive Officer to be allocated to all other employees at the discretion of the Chief Executive Officer;
- (C) Reviewing and discussing with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement for its Annual General Meeting (“Proxy Statement”) and other required filings and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement in accordance with applicable rules and regulations;
- (D) Producing the Compensation Committee Report for inclusion in the Company’s Proxy Statement in accordance with applicable rules and regulations;
- (E) Otherwise discharging the Board’s responsibilities related to compensation of the Company’s executive officers and directors;
- (F) Performing such other functions as the Board may assign to the Committee from time to time; and

- (G) Reviewing, evaluating and approving the Company's forward-looking Remuneration Policy (which will be subject to shareholder approval at least every three years) and the annual Remuneration Report (which will form part of the Company's Annual Report) in accordance with the UK Companies Act 2006 and associated regulations.

The Committee shall report regularly to the Board in accordance with the terms of this Charter.

In discharging its role, the Committee is empowered to retain the services of such advisers, consultants and counsel as it determines is necessary to carry out its duties. The Company shall provide funding required by the Committee, as determined by the Committee, to discharge its responsibilities, including the payment of fees and expenses of advisers, consultants and counsel retained pursuant to this Charter

### **Composition and Qualifications**

The Committee shall be composed of a minimum of three (3) members of the Board. Each member of the Committee shall, in the judgment of the Board, meet the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the U.S. Securities and Exchange Commission ("SEC"), UK Financial Conduct Authority's Disclosure Guidance and Transparency Rules ("DTRs"), New York Stock Exchange ("NYSE") and Euronext Paris ("Euronext").

The members of the Committee and its Chairman shall be selected by the Board upon the recommendation of the Company's Environmental, Social and Governance Committee and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

In addition to meeting the independence requirements of the laws, rules and regulations applicable to the Company, the majority of Committee members must be (a) an "outside director" for purposes of Section 162(m) of the U.S. Internal Revenue Code, (b) a "non-employee" director for purposes of Rule 16b-3 of the Exchange Act, and (c) not party to any interlocking arrangement that would require disclosure in the Company's Proxy Statement. If all the members of the Committee do not satisfy the foregoing requirements, then such directors who do meet such requirements will comprise a subcommittee, which will be responsible for taking action with respect to matters involving Section 162(m) and Section 16b-3 of the Exchange Act.

Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

## Procedures

The Committee shall meet as scheduled by the Committee Chairman to carry out the Committee's responsibilities under this Charter. The Committee may also meet at the request of (i) its Chairman, (ii) a majority of its members or (iii) the Chairman of the Board or Chief Executive Officer of the Company.

Only members of the Committee shall have the right to attend Committee meetings. However, members of management, including audit and legal, and representatives from outside professional advisers and consultants and the Company's independent registered public accounting firm may be invited to attend meetings at the request of the Committee Chairman. The Committee Chairman will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting.

The Committee will appoint a secretary, who will attend the meetings and maintain minutes of its meetings, and the Chairman of the Committee will report regularly to the Board about the Committee's deliberations, conclusions and recommendations.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Committee members can be represented by proxy at a meeting. A proxy must be a member of the Board and satisfy applicable Committee qualification requirements.

The Committee may take action by unanimous written consent, by conference communication or in any other manner in which the Board is permitted to meet under law or the Company's Articles of Association, and such participation in a meeting shall constitute presence in person.

Periodically, the Committee shall meet separately with management in separate executive sessions to discuss any matter that the Committee or management believes should be discussed privately.

## Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

### Authority

1. In its sole discretion, at the Company's expense, retain or obtain the advice of, and determine funding for, legal counsel, compensation consultants, as well as other experts and advisers (collectively, "Compensation Advisers"), including the authority to retain, approve the fees payable (within any budgetary constraint imposed by the Board) to, amend the engagement with, and terminate any Compensation Adviser, as it deems necessary or appropriate to fulfill its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisers. The selection of a Compensation Adviser may take place only after the Committee has taken into consideration all factors relevant to that Compensation Adviser's independence from management, including
  - (i) the provision of other services to the Company by the person that employs the Compensation Adviser;
  - (ii) the amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
  - (iii) the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
  - (iv) any business or personal relationship of the Compensation Adviser with a member of the Committee;
  - (v) any shares of the Company owned by the Compensation Adviser; and
  - (vi) any business or personal relationship of the Compensation Adviser, or the person employing the Compensation Adviser, with an executive officer of the Company.

### Executive Compensation

2. Exercise oversight over all matters of executive compensation policy. Review and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation.
3. Review and select peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate positioning of the levels and mix of compensation elements.

4. Annually review and approve the corporate goals and objectives relevant to the compensation of the Chairman and CEO, evaluate at least annually the Chairman and CEO's performance in light of those goals and objectives, and determine and approve the Chairman and CEO's total compensation level and compensation structure, including base salary, target bonus percentages, annual bonus payments, salary range and long-term equity incentive awards, based on this evaluation. The Chairman and CEO shall not be present during deliberations or voting on the compensation of the Chairman and CEO.
5. Annually, in consultation with the Company's CEO, evaluate and set the compensation level and compensation structure of the Company's other executive officers, including base salaries, target bonus percentages and actual bonus payments and long-term equity incentive awards.
6. Review and approve, for the Chairman and CEO and other executive officers, all change in control agreements, employment agreements, severance arrangements, the terms of any supplemental retirement plans and executive officer perquisites.
7. Determine and review the policy for, and scope of, pension arrangements for each executive director and other executive officers.
8. Review, as needed with a Compensation Adviser, executive compensation matters and significant issues that relate to executive compensation.
9. Review and discuss with management the Company's CD&A to be included in the Proxy Statement and other required filings and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement in accordance with applicable rules and regulations, including the ratio of pay between the CEO and the required percentiles of the Company's employees.
10. Prepare the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K for inclusion in the Proxy Statement.
11. Prepare and adopt an annual report on its activities for incorporation in the Corporate Governance Statement within the Company's Annual Report.
12. Review the Company's proposals to shareholders on executive compensation matters, including advisory votes on executive compensation ("Say-on-Pay") and the frequency of such votes, prepared by the Company's executive management and, if appropriate, recommend to the Board that the proposals be included in the Company's Proxy Statement as required by the SEC.

13. Following each Annual General Meeting at which Say-on-Pay resolutions are proposed for a shareholder vote, the Committee will review the results of the advisory vote, and consider whether to make any adjustments to the Company's executive compensation policies and practices.
14. Prepare and recommend to the Board for adoption a clawback policy that complies with applicable rules and regulations, including the rules and regulations of the SEC and the listing standards of the NYSE and Euronext.
15. Annually report to the Board on its performance review of the Chairman and CEO, in conjunction with the Audit Committee.

### **Incentive and Equity Compensation**

16. Review and approve the design of, determine targets for, and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. Shareholders shall be given the opportunity to vote on equity compensation plans as required by law, applicable listing standards of the NYSE and Euronext and the Company's Articles of Association.
17. Approve the terms and conditions of, and total awards to be made from, the Company's equity-based plans and make any other determinations necessary or advisable in the administration of such plans, including the approval of equity grants to all executive officers.
18. Review the Company's policies relating to the recovery or clawback of incentive-based compensation.
19. Establish, and recommend to the Board for approval, policies with respect to "insider" trading, hedging and pledging of Company shares and periodically review compliance with such policies.
20. Review and approve management's summary of the Company's performance compared to the terms of compensation plans and equity-based plans and the total amounts to be paid to executive officers thereunder.
21. Determine stock ownership guidelines for the Chairman and CEO, other directors and executive officers and monitor compliance with such guidelines.

### **Director Compensation**

22. Annually, review and recommend to the full Board changes to compensation for the independent members of the Board, including retainer amounts, meeting and independent board chair fees, as applicable, committee chairman fees and non-retainer equity grants and amounts.

## General

23. In accordance with the UK Companies Act 2006 requirements and associated regulations (as amended from time to time), prepare, review and recommend to the Board for approval: (i) at least every three years, a forward-looking Remuneration Policy to be submitted to a binding shareholder vote; and (ii) an annual Remuneration Report to be included in the Company's Annual Report and submitted to an advisory shareholder vote. The Remuneration Policy will contain information on the Company's proposed forward-looking director compensation arrangements. The Remuneration Report will contain information on the Company's implementation of the Remuneration Policy in the previous fiscal year, the ratio of pay between the CEO and the required percentiles of the Company's employees and attendance at and frequency of the Committee's meetings.
24. Annually review and evaluate its own performance and submit itself to the review and evaluation of the Board.
25. Annually review and reassess this Charter in light of the operations and responsibilities of the Committee and recommend any proposed changes to the Board for approval.
26. Review and assess the adequacy of policies and procedures and training with respect to major risk assessment and risk management in those specific areas as delegated to the Committee by the Board in fulfilling its oversight responsibilities relating to the Company's risk management. The Committee will review with management the steps taken to identify, assess, monitor and control such exposures.
27. Delegate to its Chairman, any one of its members or any sub-committee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. Each sub-committee will keep minutes and regularly report to the Committee.
28. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
29. Be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.

30. Give due consideration to the laws and regulations regarding compensation of directors of listed/non-listed companies and formation and operation of any equity award plans, including but not limited to the listing requirements of NYSE, Euronext, the requirements of the DTRs and the rules and regulations of the SEC, as well as any other applicable laws, as appropriate.
31. Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's Articles of Association, or the Board.

Adopted on February 16, 2021.