☐

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

iii TechnipFMC

Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom

April 28, 2023 at 4:00 p.m., London time

April 28, 2023

incorporated in England and Wales with company number 09909709)

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

TechnipFMC plc

Notice of 2023 Annual General Meeting of Shareholders

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the date of the Proxy Statement, TechnipFMC does not know of any other matters to be raised at the 2023 Annual General Meeting of Shareholders.

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

8, to authorize the Board to allot equity securities without pre-emptive rights

9

Authority to Allot Equity Securities without Pre-emptive Rights: Pursuant to the authority contemplated by the resolution in Proposal

Special Resolution

8

Authority to Allot Equity Securities: To authorize the Board to allot equity securities in the Company

in its capacity as the Company’s U.K. statutory auditor for the year ending December 31, 2023

7

Approval of U.K. Statutory Auditor Fees: To authorize the Board and/or the Audit Committee to determine the remuneration of PwC,

general meeting of shareholders at which accounts are laid

Companies Act 2006, to hold office from the conclusion of the 2023 Annual General Meeting of Shareholders until the next annual

6

Reappointment of PwC as U.K. Statutory Auditor: To reappoint PwC as the Company’s U.K. statutory auditor under the U.K.

States (“U.S.”) independent registered public accounting firm for the year ending December 31, 2023

5

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

2022, including the reports of the directors and the auditor thereon

4

Receipt of U.K. Annual Report and Accounts: To receive the Company’s audited U.K. accounts for the year ended December 31,

report for the year ended December 31, 2022, as reported in the Company’s United Kingdom (“U.K.”) Annual Report and Accounts

3

2022 U.K. Directors’ Remuneration Report: To approve, as a non-binding advisory resolution, the Company’s directors’ remuneration

executive officer compensation for the year ended December 31, 2022, as reported in the Company’s Proxy Statement

2

2022 U.S. Say-on-Pay for Named Executive Officers: To approve, as a non-binding advisory resolution, the Company’s named

e. John O’Leary

d. Robert G. Gwin

i. Sophie Zurquiyah

c. Eleazar de Carvalho Filho

h. John Yearwood

b. Claire S. Farley

g. Kay G. Priestly

a. Douglas J. Pferdehirt

f. Margareth Øvrum

of Shareholders:

1(a) – (i)

Election of Directors: To elect each of our nine director nominees for a term expiring at the Company’s 2024 Annual General Meeting

Ordinary Resolutions

Proposal

Description

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Executive Vice President, Chief Legal Officer and Secretary

Victoria Lazar

On behalf of the Board of Directors,

March 17, 2023

instruction form provided by your broker.

instructions by telephone or internet, so that you may be represented at the meeting. Voting instructions are provided on your proxy card or on the voting

Your vote is very important. Please ensure you: (i) promptly return the enclosed proxy card in the enclosed envelope, or (ii) grant a proxy and give voting

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unanticipated changes relating to competitive

contemplated in the forward-looking statements include unpredictable trends in the demand for and price of crude oil and natural gas; competition and

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

potential effect on us. While management believes these forward-looking statements are reasonable as and when made, there can be no assurance that

looking statements are based on our current expectations, beliefs and assumptions concerning future developments and business conditions and their

assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. These forward-

not forward-looking. All of our forward-looking statements involve risks and uncertainties (some of which are significant or beyond our control) and

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

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

facts, including statements regarding our environmental and other environmental, social, and governance (“ESG”) plans and goals, made in this document

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

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

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

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

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

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

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

Newcastle office is +44 191 295 0303. Information regarding the Annual Meeting, including the information required by Section 311A of the U.K.

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

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, 2022 (our “Annual Report on

form of proxy by any of the following methods:

available to shareholders on or about March 17, 2023 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

“Annual Meeting”).

“TechnipFMC,” “us,” or “we”) for use at our 2023 Annual General Meeting of Shareholders and at any adjournment or postponement of such meeting (the

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

Annual General Meeting of Shareholders

Proxy Statement for the 2023

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

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

FOR THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 28, 2023

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

factors, some of which may be beyond our control.

change due to revisions in framework requirements, availability of information, changes in our business or applicable governmental policies, or other

internal controls, and assumptions or third-party information that are still evolving and subject to change. Our disclosures based on any standards may

SEC reporting purposes but that is informed by various ESG standards and frameworks (including standards for the measurement of underlying data),

information, future events or otherwise, except to the extent required by law. Additionally, we may provide information that is not necessarily material for

undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new

made by us or third-parties. We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We

information we use, including in estimates or assumptions, may cause results to differ materially and adversely from statements, estimates, and beliefs

change over time as methodologies and data availability and quality continue to evolve. These factors, as well as any inaccuracies in third-party

third-parties’ data and do not independently verify or audit, or commit to independently verifying or auditing, their information. Such information may also

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

references to our website or other materials not included in our Proxy Materials are, absent express language to the contrary, not incorporated by

pursuant to the U.S. federal securities laws and regulations, even if we use the word “material” or “materiality” in this document. Additionally, any

goals, and the inclusion of such statements is not an indication that these contents are necessarily material for the purposes of complying with or reporting

evolve. Forward-looking and other statements in the Proxy Materials may also address our corporate responsibility and sustainability progress, plans, and

ESG-related statements may be based on standards for measuring progress that are still developing, and internal controls and processes that continue to

Commission (“SEC”), including our annual reports on Form 10-K and quarterly reports on Form 10-Q. In addition, historical, current, and forward-looking

connection with our defined benefit pension plan commitments, as well as the risk factors discussed in our filings with the U.S. Securities and Exchange

departure of our key managers and employees; adverse seasonal and weather conditions and unfavorable currency exchange rates; and risk in

company; uninsured claims and litigation against us; tax laws, treaties and regulations and any unfavorable findings by relevant tax authorities; potential

taxation, privacy, data protection and data security; the additional restrictions on dividend payouts or share repurchases as an English public limited

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

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

assets; any delays and cost overruns of new capital asset construction projects for vessels and manufacturing facilities; potential liabilities inherent in the

our subcontractors, suppliers or joint venture partners, including as a result of cyberattacks; risks of pirates endangering our maritime employees and

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

expectations regarding ESG matters; uncertainties related to our investments in New Energy business; the risks caused by fixed-price contracts; our failure

governing our existing indebtedness; the risks caused by our acquisition and divestiture activities; additional costs or risks from increasing scrutiny and

depository agency for our shares; the impact of our existing and future indebtedness and the restrictions on our operations by terms of the agreements

regulatory, economic and social conditions of the countries in which we conduct business; the refusal of the Depository Trust Company (“DTC”) to act as

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

and protect new technologies and services and intellectual property related thereto, including new technologies and services for our New Energy business;

factors in our industry, including ongoing industry consolidation; the COVID-19 pandemic and any resurgence thereof; our inability to develop, implement

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

Please follow the voting instructions on your proxy card and/or your voting instruction form as different voting deadlines may be applicable across

11:59 p.m., New York time, on April 26, 2023

Voting Deadline

Each Ordinary Share is entitled to one vote for each of the proposals to be voted on.

Voting

the Annual Meeting?” for more information.

Admission ticket and valid photo identification required. Please see “General Information about the Annual Meeting–Who can attend

Admission

March 6, 2023

Record Date

Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom

Place

April 28, 2023 at 4:00 p.m., London time

Time and Date

Annual Meeting Information

Accounts.

further information regarding our 2022 financial performance, please review our Annual Report on Form 10-K and our U.K. Annual Report and

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

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

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, and

2023 Proxy Summary

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FOR

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Each Director Nominee

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Ordinary Resolutions

Proposal to be Voted Upon

Recommendation

More Information

Board

Where You Can Find

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

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(as adopted by the United Kingdom).

accounting principles (“GAAP”), and our U.K. Annual Report and Accounts, which reports our results using international financial reporting standards

For additional details regarding our 2022 results, please see our Annual Report on Form 10-K, which reports our results using U.S. generally accepted

Form 10-K.

(1) Reported financial results for the 12 months ended December 31, 2022 and inbound and backlog as of December 31, 2022 are included in our Annual Report on

Initiatives

based pilot which will prepare the system for large-scale commercial use offshore

New Energy

form a complete, zero-emission offshore energy system, with the development of a land-

► Progressed Deep Purple™, our solution for integrating renewable energy with hydrogen to

Offshore Wind

Option to Lease Agreement for the ScotWind N3 area through our partnership, Magnora

including two tidal energy contracts with partner Orbital Marine Power in the U.K. and the

► Announced strategic agreements and partnerships for floating offshore renewables,

WellFlex™ flexibles solutions

complexity and eliminates intervention in the red zone, driven in part by further adoption of

Technologies

► Extended market reach of iComplete™, our integrated completions system which minimizes

Surface

international revenue

acceleration of orders from our Aramco backlog providing support for continued growth in

► Expanded our manufacturing capabilities in Saudi Arabia, where we experienced an

second half of the year

► Inbound orders of $1.3 billion included an acceleration of orders in the Middle East in the

total Subsea orders

► Direct awards, iEPCI™ projects and Subsea Services represented approximately 70% of

Procurement, Construction, and Installation (“iEPCI™”) award to date

Subsea

upon final investment decision would be the industry’s largest integrated Engineering,

► Received integrated FEED award by Equinor for the BM-C-33 project offshore Brazil, and

illustrating growing diversity of our customer base

composed of project and services orders from more than 40 operators across all basins,

► Inbound orders increased 36% year-over-year to $6.7 billion, including contract awards

million of ordinary shares by year-end

► Announced a new $400 million share buyback program in July and repurchased $100

activities and proceeds from the divestiture of remaining shares in Technip Energies

► Reduced debt outstanding by $638 million, enabled by cash provided by operating

shift in spending to offshore and the Middle East

Total Company

► Inbound orders1 improved to $8.1 billion, driven by increased customer expenditures and

2022 Financial Performance

TechnipFMC Proxy Statement 2023

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

ESG Performance as a performance measure in our Annual Incentive Plan

Director share ownership requirements

Governance Guidelines with director retirement policy

Code of Business Conduct applicable to directors

with new director orientation and continuing education

Review of the mix of experience, qualifications, and skills in the boardroom to meet evolving needs of the business, coupled

Board oversight of risk management structures

Consider properly submitted shareholder recommended director nominee

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

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

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

and environmental matters, and Compensation and Talent Committee on diversity, equity, and inclusion

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

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

TechnipFMC Proxy Statement 2023

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Nominees.”

Detailed biographies for each of our director nominees are disclosed in the section entitled “Proposal 1(a)-(i) —Election of Directors—Director

Committees: Audit

Age: 56

Independent

Sophie Zurquiyah

ESG

Committees: Audit (Chair)

Committees: Compensation and Talent,

Age: 67

Age: 63

Independent

Independent

Kay G. Priestly

John Yearwood

(Chair)

Committees: Compensation and Talent

Committees: ESG

Age: 67

Age: 64

Independent

Independent

John O’Leary

Margareth Øvrum

Committees: Audit

Committees: Audit

Age: 65

Age: 59

Independent

Independent

Eleazar de Carvalho Filho

Robert G. Gwin

Committees: None

Committees: Compensation and Talent

Age: 59

Age: 64

Chair and CEO

Lead Independent Director

Douglas J. Pferdehirt

Claire S. Farley

Our director nominees and their current committee assignments:

Director Nominees

TechnipFMC Proxy Statement 2023

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support in 2022.

prompted us to make several changes to our compensation program and to our disclosure philosophy following lower-than-preferred say-on-pay

In 2022-2023, our annual shareholder engagement program allowed us to understand our shareholders’ priorities and perspectives, which

2022-2023 Shareholder Engagement Program

TechnipFMC Proxy Statement 2023

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► Providing market competitive levels of compensation to help us retain and attract exceptionally talented individuals who can deliver on our vision

of sustainable shareholder value and by ensuring a majority of executive compensation is at-risk

► Aligning the interests of our executive officers with the interests of our shareholders by focusing our executive compensation program on drivers

► Motivating our executive officers to achieve and exceed our short-term and long-term goals and objectives

compensation is designed to help us achieve our vision by:

united by one single purpose: to bring together the scope, knowledge, and determination to transform our clients’ project economics. Our executive

Our vision to enhance the performance of the world’s energy industry is supported by the relentless drive of every individual at TechnipFMC. We are

TechnipFMC’s overall objectives and business strategies to create and preserve value for our shareholders.

Our executive compensation programs are designed to directly link our executives’ pay to their performance and the achievement of

Executive Compensation

President, Subsea

Position Held in 2022:

Age: 50

Jonathan Landes

Technology Officer

Chief Legal Officer and Secretary

Executive Vice President and Chief

Executive Vice President,

Position Held in 2022:

Position Held in 2022:

Age: 56

Age: 57

Justin Rounce

Victoria Lazar

Financial Officer

Chair and Chief Executive Officer

Executive Vice President and Chief

Position Held in 2022:

Position Held in 2022:

Age: 59

Age: 53

Douglas J. Pferdehirt

Alf Melin

Our named executive officers (“NEOs”) for 2022 are:

Named Executive Officers

Executive Compensation

TechnipFMC Proxy Statement 2023

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

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

relative TSR exceeds peers’ TSR, but absolute TSR is negative

► Cap Performance Share Unit (“PSU”) payout at target when

peer groups

► Benchmark compensation against relevant global and industry

► No hedging and pledging of Company securities

► Engage an independent, external compensation consultant

► No discounting, reloading, or repricing of stock options

requirements

► Require robust executive and director share ownership

► No excessive perquisites, benefits, or pension payments

► Maintain a claw-back policy in the event of malfeasance or fraud

► No tax gross-ups on any severance payments

“at-risk” compensation

► No uncapped incentives

► Provide the majority of NEO compensation as performance-based,

► No guaranteed bonuses

strategy and shareholder interests

► Pay for performance by aligning performance measures with our

► No single-trigger vesting upon a change-in-control

What We Do:

What We Don’t Do

TechnipFMC Proxy Statement 2023

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and monitoring required by law.

While the Scorecard measures specific achievements in ESG, our activities are not limited to those that are measured on our Scorecard, or to actions

A snapshot of our 2022 progress toward our ESG goals in our 2021-2023 Scorecard is set out below.

and Analysis” below.

information on how ESG metrics are tied to our executive compensation program, please see the section entitled “Executive Compensation Discussion

performance. We believe that this allows us to drive leadership behavior with meaningful metrics and further supports our ESG mission. For more

compensation program. In 2021, we introduced a feature of our program that ties 25% of our executives’ annual cash incentive to our Scorecard

We believe this approach drives change and holds us accountable for delivering on our commitments. It is punctuated by a direct link to our executive

initiatives such as gender diversity and giving back to our communities, support safety and integrity, and advancing human rights practices.

pillar of “E,” “S,” and “G,” and spans a variety of types of initiatives, including efforts to reduce greenhouse gas emissions, advance social governance

relevant to our business in relation to the planet, people, and communities in which we operate. The Scorecard contains data-driven metrics under each

clear, verifiable metrics designed to drive behavior over the long term. Our unique Scorecard depicts our progress toward specific, measurable ESG goals

Building on this approach, in 2020, we established a scorecard with an extensive set of ESG goals measured over 2021-2023 (the “Scorecard”), with

led us to advancements in our Company in this area with a number of accomplishments.

groups of experts in our business to implement our strategy, share knowledge and best practices and initiate global and local efforts, and these groups

align with our Code of Business Conduct, and aspects of both the UN Global Compact and the UN’s Sustainable Development Goals. We developed

our communities, promoting gender diversity and equality, and respecting the environment. The 2018-2020 roadmap set performance goals designed to

roadmap that sought to guide our efforts and focus our attention on these priorities. The roadmap focused on three aspirational objectives – supporting

We have been realizing these ambitions through measures that seek to hold us accountable. From 2018 to 2020, we utilized a three-year sustainability

support us in being responsible corporate citizens and drive our ambitions to be more sustainable.

and Foundational Beliefs provide the framework for all of our decision making. The three pillars of ESG – Environmental, Social, and Governance –

Our decisions regarding corporate responsibility, governance, and sustainability are founded on the principles that guide our Company. Our Core Values

Governance

Environmental, Social, and

TechnipFMC Proxy Statement 2023

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U.K. Annual Report and Accounts.

For more detail on how each metric is measured and our progress in 2022, please see the section entitled “Environmental, Social, and Governance” in our

(2) Metric shows against target and is annual

(1) Metric shows against target and is cumulative

TechnipFMC Proxy Statement 2023

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In our ESG approach, we are informed by several important global frameworks described below.

Annual Report and Accounts.

For more information on our ESG initiatives and programs, please see the section entitled “Environmental, Social, and Governance” in our U.K.

measurable progress toward our goals. A summary of our achievements is below.

internal expertise to advance tangible initiatives that could help us achieve our goals. In 2022, we have been able to capitalize on our structure to show

The Scorecard has been important in driving our behavior. In 2021, our first year of measurement, we focused on program structure, and built on our

2022 ESG Highlights

TechnipFMC Proxy Statement 2023

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Company Core Values and Foundational Beliefs and regulatory requirements.

change. We continue to proactively optimize our processes, particularly around risk management and measuring strategy resilience in line with our

society by disclosing clear, comparable, and consistent information, including in our Scorecard, about the risks and opportunities presented by climate

TechnipFMC is taking greater environmental responsibility, positioning ourselves as leaders, and playing our part in the journey to a net zero-carbon

labels.

given their relevance to our business and sustainability strategy. The application of these SDGs throughout this section are identified by the SDG icon

prosperity by 2030. At TechnipFMC, our targets are designed to align with the UN SDGs for which we believe we can achieve the greatest positive impact,

UN’s 2030 Agenda for Sustainable Development and are aimed at ending poverty, protecting the planet, and ensuring that all people enjoy peace and

The UN Global Compact is also a call for action to achieve its 17 Sustainable Development Goals (“SDGs”). These societal goals are at the heart of the

areas of Human Rights, Labor, Environment, and Anti-Corruption into our business strategy, culture, and daily operations.

TechnipFMC supports the Ten Principles of the United Nations (“UN”) Global Compact. We integrate the UN Global Compact’s ten principles in the

UN Global Compact Alignment

TechnipFMC Proxy Statement 2023

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areas of oversight.

In addition to oversight by the ESG Committee, the Audit and Compensation and Talent Committees also oversee certain ESG matters that align with their

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

performance; and

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

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

Committee”), which, as set forth in its charter, has principal responsibility of overseeing ESG matters. These areas of oversight include:

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

Board Oversight

Governance Matters

Governance of Environmental, Social, and

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in our U.K. Annual Report and Accounts.

For more information on other internal ESG-related groups, please see the section entitled “Environmental, Social, and Governance – Environmental”

strategy.

updates and provides guidance to subject-matter experts in each of the ESG pillars that coordinate activity across the Company that underpins our ESG

methodologies to achieve our ESG goals and publication of our external communication on ESG topics. The ESG Steering Committee regularly receives

the direction and long-term strategy to achieve our ESG-related plans, the development and implementation of targets, standards, and metrics, or

initiatives toward corporate responsibility and sustainability and actions to further those initiatives. The ESG Steering Committee is responsible for setting

members of the executive leadership team directly responsible for various aspects of the ESG program, is responsible for the specific Company’s

TechnipFMC’s Executive Leadership Team sets the overall direction and approach toward our ESG efforts. The ESG Steering Committee, composed of

Management-Level Oversight

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

Board highlights

entitled “Director Nominees” below.

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

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

What am I voting on?

Directors

Proposal 1 — Election of

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Annual Meeting. Upon his appointment, he will no longer serve on the Audit Committee.

at the 2023 Annual Meeting. The Board expects to appoint Mr. Carvalho Filho to the ESG Committee and as Chair of the ESG Committee as of the date of the 2023

(2) As of the date of this Proxy Statement, Mr. Peter Mellbye is the Chair of the ESG Committee. Mr. Mellbye has informed the Company that he will not stand for re-election

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

Gender Diversity (Female or Male)

M

F

M

M

M

F

F

M

F

Board Tenure (Years)

6

6

6

<1

6

2

6

4

2

Age (Years)

59

64

65

59

67

64

67

63

56

Demographic Background

ESG2

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●

●

●

Compensation

Chair

Audit1

●

●

Chair

●

Committee Membership

Other Public Company Boards

0

2

4

2

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1

Independent Director

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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, Risk Management

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International Experience/Geographic Diversity

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Oil and Gas Industry

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Executive/Board Experience

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Public Company Perspective

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Filho

Skills, Experience, and Attributes

Pferdehirt Farley

Gwin O’Leary Øvrum Priestly Yearwood Zurquiyah

Carvalho

Skills, Experience, and Attributes

TechnipFMC Proxy Statement 2023

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“FOR” the election of each director nominee.

The Board recommends that you vote

How does the Board recommend that I vote?

“Articles”).

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

director nominee elected at the Annual Meeting will serve for a one-year term expiring at the 2024 Annual Meeting or until the earliest to occur of (i) his or

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. Each

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

► Formerly Held in Past Five Years: None

► Current: None

Other Public Company Directorships

► Valuable link between the Company’s management and the Board that aids the Board in performing its oversight role

has a significant presence

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

None

Committees:

► Commitment to our ESG responsibilities

20161

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

Legacy Director Since:

► Extensive energy industry experience and client relationships

2017

Director Since:

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

59

Technologies

Age:

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

Chair and CEO

Key Skills and Qualifications

Pferdehirt

leadership positions.

Douglas J.

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

Officer from 2012 to 2016.

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

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 Chair

Career Highlights

Company’s shareholders.

diversity necessary and appropriate to effectively oversee the Company’s strategic direction and represent the best interests of the

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

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

Director Nominees

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

► Formerly Held in Past Five Years: Anadarko Petroleum Corporation

► Current: LyondellBasell Industries N.V., Crescent Energy

Other Public Company Directorships

Directorships

► Experience as a board member of public and private companies with international operations Other Public Company

► Financial, strategy, and M&A expertise

► Oil and gas exploration and production experience

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

Compensation and Talent

Key Skills and Qualifications

Committees:

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

20091

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

Legacy Director Since:

Executive Officer of Hydro-Texaco, Inc.

2017

including President of Worldwide Exploration and New Ventures, President of North American Production, and Chief

Director Since:

► Ms. Farley has extensive oil and gas exploration expertise, holding several positions within Texaco from 1981 to 1999,

64

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

industry advisor, and was Co-President of Jefferies Randall & Dewey from February 2005 to July 2008.

Claire S. Farley

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

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 oil and

2021.

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

► Ms. Farley was a partner at KKR Management, LLC, a global investment firm from 2013 until her retirement in 2016,

Career Highlights

TechnipFMC Proxy Statement 2023

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appointment, he will no longer serve on the Audit Committee.

(2) The Board expects to appoint Mr. Carvalho Filho to the ESG Committee and as Chair of the ESG Committee as of the date of the 2023 Annual Meeting. Upon his

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

► Formerly Held in Past Five Years: Brookfield Renewable Partners L.P.

its affiliate, Cnova N.V.

► Current: Brookfield Renewable Corporation, Oi S.A., Companhia Brasileira de Distribuicão (Grupo Pão de Açúcar), and

Other Public Company Directorships

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

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

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

Audit2

► International investment experience

Committees:

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

20101

Legacy Director Since:

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

2017

investment organizations

Director Since:

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

Key Skills and Qualifications

65

Age:

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

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

Independent

Carvalho Filho

2011.

Eleazar de

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

bank, from April 2008 to March 2009.

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

which are financial advisory and consulting firms.

and is also a Founding Partner of Sinfonia Consultoria Financeira e Participações Ltda. since August 2012, both of

► Mr. Carvalho Filho has been a Founding Partner of Virtus BR Partners Assessoria Corporativa Ltda. since May 2009

Career Highlights

TechnipFMC Proxy Statement 2023

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(1) Mr. Gwin was appointed to the Audit Committee on February 21, 2023.

partner, Western Gas Equity Partners, LP, and LyondellBasell Industries, N.V.

► Formerly Held in the Past Five Years: Enable Midstream Partners, LP, Western Gas Partners, LP, and its general

► Current: Pembina Pipeline Corporation, Crescent Energy Company

Other Public Company Directorships

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

Audit1

Committees:

► Financial, risk management, and M&A expertise

2023

► Strategy and operational expertise, including sustainability and technology experience

Director Since:

operations

59

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

Age:

Key Skills and Qualifications

Independent

Robert G. Gwin

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

the boards of both Western Gas Partners, LP and its general partner Western Gas Equity Partners, LP from 2009 to

► Mr. Gwin served as founding President and CEO of Western Gas Partners, LP from 2007-2010, as well as Chairman of

Officer of Anadarko from 2009 to 2018.

Occidental Petroleum Corporation, and previously served as Executive Vice President, Finance and Chief Financial

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

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

Career Highlights

TechnipFMC Proxy Statement 2023

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

► Formerly Held in the Past Five Years: None

► Current: None

Other Public Company Directorships

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

(Chair)

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

Compensation and Talent

Committees:

► Strategy, risk management, and M&A expertise

20071

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

Legacy Director Since:

Key Skills and Qualifications

2017

Director Since:

engineer in 1980.

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

67

Age:

Development and Partnerships Manager from 1985 to 1989.

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

Independent

John O’Leary

company specializing in onshore and offshore drilling, which acquired his former company, Forasol-Foramer N.V.

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

production sector.

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

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 business

Career Highlights

TechnipFMC Proxy Statement 2023

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► Formerly Held in the Past Five Years: Alfa Laval AB

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

Other Public Company Directorships

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

► 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

international operations

► Significant management, technology, and operational experience as an executive of a major oil and gas company with

ESG

Key Skills and Qualifications

Committees:

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

2020

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

Director Since:

Planning from 1988 to 1989, and Strategic Analysis, Production and Maintenance, from 1982 to 1987.

64

1991 to 1993, Department Head, Operations Technology from 1989 to 1991, Section Head, Maintenance and Activity

Age:

1996 to 1999, Offshore Installation Manager from 1993 to 1996, Production and Maintenance Superintendent from

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

Independent

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

Øvrum

Projects, from 2004 to 2007, and Executive Vice President of Health, Safety, and the Environment, during 2004.

Margareth

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

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

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

December 2020.

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

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

Career Highlights

TechnipFMC Proxy Statement 2023

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

► Formerly Held in Past Five Years: New Gold Inc.

► Current: Stericycle, Inc. and SSR Mining Inc.

Other Public Company Directorships

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

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

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

► Extensive consulting experience

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

international operations

Audit (Chair)

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

Committees:

Key Skills and Qualifications

20151

Legacy Director Since:

and M&A services to global companies across many industries, including energy, mining, manufacturing, and services.

team as Global Managing Partner – People. During her 24 years with Arthur Andersen, she provided tax, consulting,

2017

accountant to partner, holding various management and leadership positions, including serving on the global executive

Director Since:

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

67

energy company engaged primarily in electric power production and retail distribution operations, from 2004 to 2006.

Age:

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

Independent

operations.

Kay G. Priestly

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

Officer of Turquoise Hill Resources in 2012.

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

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

focused on copper, gold, and coal in the Asia Pacific region, from May 2012 until her retirement in December 2014.

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

Career Highlights

TechnipFMC Proxy Statement 2023

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► Formerly Held in Past Five Years: None

► Current: Nabors Industries Ltd. and its affiliate, Nabors Energy Transition Corp.

Other Public Company Directorships

► Diversity in geographic origin that enhances the Board’s perspective

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

► Oil and gas exploration and production experience

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

Talent, ESG

Compensation and

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

Committees:

operations

2019

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

Director Since:

Key Skills and Qualifications

63

Age:

Schlumberger, a joint venture with Dow Chemical.

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

Independent

1999 to 2000.

John Yearwood

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

executive leadership positions, including President of North and South America Oilfield Services from 2004 to 2006,

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

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

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

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

Career Highlights

TechnipFMC Proxy Statement 2023

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

► Current: CGG S.A.

Other Public Company Directorships

Audit

Committees:

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

2021

► Experience as a board member of public companies with international operations

Director Since:

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

56

Age:

► Executive management experience, including as Chief Executive Officer of CGG

Key Skills and Qualifications

Independent

Zurquiyah

April 2009.

May 2009 to July 2012. Prior to this, she was Schlumberger Limited’s Chief Information Officer from January 2007 to

Sophie

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

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

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

President in charge of the Geology, Geophysics, and Reservoir segment.

April 2018. Ms. Zurquiyah has held a succession of leadership positions at CGG, including as Senior Executive Vice

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

Career Highlights

TechnipFMC Proxy Statement 2023

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

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

its committees; a review of director duties and responsibilities; and comprehensive information about our industry, operations, strategies, and

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

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

evaluations, as well as recommendations for improvements in the overall performance.

personal backgrounds of the Board members. The Board and committees, under the auspices of the ESG Committee, review the results of the

performance and the adequacy of its charter. These evaluations include an assessment of the diversity of talents, expertise, and occupational and

functioning effectively. Additionally, each of the Audit, Compensation and Talent, and ESG Committees conducts a separate evaluation of its own

►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) Cultural perspective and diversity of thought

(c) Leadership skills

(b) Professional and academic experience relevant to our industry

compensation practices

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

directors. As such, our ESG Committee often considers a candidate’s:

to serve on our Board and helps achieve a balance between fresh perspectives and the deep knowledge and experience of our more tenured

but also bring diversity of thought and experience. Our ESG Committee considers multiple factors when determining whether a candidate is qualified

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

Key Elements and Practices

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

which we are incorporated, the rules and listing standards of the NYSE, and the regulations of the SEC, as well as best practices recognized by

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

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

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

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

requirements.

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

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

Corporate Governance

TechnipFMC Proxy Statement 2023

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Program” on page 6.

For more information on our actions that were informed by shareholder feedback, please see the section entitled “2022- 2023 Shareholder Engagement

and shareholders representing approximately 49% of our Ordinary Shares outstanding.

advisory firms and our top shareholders representing approximately 55% of our Ordinary Shares outstanding. We ultimately met with proxy advisory firms

For our 2022-2023 engagement (including the meetings in December 2022 and annual engagement sessions described above), we contacted proxy

offered the participation of our Lead Independent Director and Chair of Compensation and Talent Committee as requested by shareholders.

executives, and appropriately compensating our executives for performance, while increasing long-term shareholder value. In these sessions, we

feedback and suggestions in maintaining the balance between strengthening the link between pay and performance, retaining and motivating our

discussed our Board leadership structure and diversity, general Board practices, and our sustainability efforts. We also welcomed our shareholders’

with shareholders and proxy advisory firms each year as part of our regular, annual shareholder engagement sessions. During these sessions, we

► Annual shareholder engagement sessions. In addition to direct engagement with portfolio management teams, we continued our practice to meet

discussion of several topics cited by our shareholders.

traveled to meet in person with several institutional shareholders. These meetings followed our perception study and allowed for a more robust

► Held face-to-face meetings with shareholders. In December 2022, our Chair and CEO and SVP, Investor Relations and Corporate Development

management performance and corporate governance topics.

carry out a perception study with shareholders to gain anonymous insight and feedback on topics such as our business strategy, capital allocation,

► Undertook a shareholder perception study. During August and September 2022, we engaged a highly regarded strategic communications firm to

In 2022-2023, we engaged with shareholders in three ways:

dialogue with our shareholders are important parts of our Board’s corporate governance commitment.

The Company regularly seeks feedback through engagement with shareholders, and we continued this practice in 2022. Our relationships and ongoing

Shareholder Engagement

value equal to or more than 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 with a

best interests of the Company and its shareholders.

birthday. Our Board may waive this policy on a case-by-case basis on the recommendation of the ESG Committee if it deems a waiver to be in the

birth date occurs on or after July 1 must retire at the annual general meeting of shareholders of the Company the year following such director’s 72nd

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

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

TechnipFMC Proxy Statement 2023

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independent director, and ensures that the Board functions independently. Moreover,

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

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

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

Our Board believes that a combined Chair and CEO leads to a more decisive and effective leadership, both within and outside the Company. The CEO is

► Participating in the Company’s shareholder engagement program, when required

► Monitoring and reporting to the Board any conflicts of interests of directors

Lead Independent Director

► Acting as the liaison between the independent directors and the Chair and CEO

Claire S. Farley

► Presiding over executive sessions of the independent directors

► Calling meetings of the Board, as necessary

► Presiding over all meetings of the Board at which the Chair and CEO is not present

► Regularly meeting with the Chair and CEO to discuss Board-related matters

► Approving Board meeting schedules and agendas

Key Responsibilities

Independent Leadership

► High-level government and client engagement

Chair of the Board and CEO

► Leading the Board

Douglas J. Pferdehirt

► Managing all executives of the Company

clients

► Serving as the principal external spokesperson for the Company with analysts, investors, media, and

► All strategic and operational aspects of the Company

Key Responsibilities

Executive and Board Leadership

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

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

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 of the

Leadership Structure of the Board

TechnipFMC Proxy Statement 2023

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

► Cultural perspective and diversity of thought

► Leadership skills

► Professional and academic experience relevant to our industry

practices

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

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 qualified

► The ability to make mature business judgments

► Strong ethics and values

► A high level of personal and professional integrity

under applicable law, the Articles, and the NYSE rules, and should have:

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

Criteria for Board Membership in Governance Guidelines

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

Company’s strategy and oversight. Our Board also assesses director age, tenure, and Board continuity and strives to achieve a balance between the

business operations, sustainability and emerging technologies, finance and audit, corporate governance, cybersecurity, and other areas important to the

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

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

for Board Membership

Board Composition and Criteria

effectiveness.

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

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

combined Chair and CEO position.

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

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

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

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

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

the Board.

Ms. Farley to continue to serve as Lead Independent Director, who has the ability to call meetings of the Board, and presides over executive sessions of

only independent directors serve on our Audit Committee, Compensation and Talent Committee, and ESG Committee. In addition, the Board nominated

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these changes on the Board’s effectiveness.

in the professional status, independence, outside commitments, and other public company directorships of our directors to assess the potential impact of

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

2021, and 2023: Mr. Yearwood, Mses. Øvrum and Zurquiyah, and Mr. Gwin, respectively, as part of our ongoing Board refreshment focus.

potential new director candidates. In recent years, this process resulted in the Company identifying and appointing new Board members in 2019, 2020,

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

► Acquisition, divestment, and investment portfolio management

► Finance and audit

► Outside public company board service

► Sustainability and emerging technologies

► Cultural and gender diversity

► Strategy and risk management

► Corporate governance and legal

► Industry experience

► Executive leadership

business, such as the following:

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

the Board actively considers diversity of backgrounds, experience, skills, geography, and perspectives, including gender and cultural diversity, in the

Board composition is to ensure we have the right skills and experience on our Board to execute our strategic goals successfully and efficiently. As such,

skills, diversity, and qualifications to effectively oversee our Company’s strategy and our executives’ execution of that strategy. One of the key goals of our

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

Board Composition, Refreshment, and Succession Planning

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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 reviews

Board and Committee Evaluations

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

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

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 at

Shareholder Recommendations for Future Candidates

shareholders.

preparedness for meetings and active engagement with our Board and management continues to demonstrate his commitment to our Company and its

companies. Notably, Mr. Carvalho Filho has attended 100% of all Board and relevant committee meetings since the formation of TechnipFMC. His

GPA. As such, Mr. Carvalho Filho’s role and time commitment at these two companies differs from serving on two traditional, unrelated publicly traded

affiliate, Cnova N.V. GPA has a 34% ownership interest in Cnova N.V. and three out of nine directors on Cnova N.V.’s board of directors are appointed by

Mr. Carvalho Filho’s duties as a director of Companhia Brasileira de Distribuição (Grupo Pão de Açúcar) (“GPA”) include serving on the board of a GPA

that he or she can continue to serve the Company and its shareholders effectively.

directorships. The ESG Committee also discusses with each director the time commitments and expectations of his or her other board duties to ensure

which they serve, including whether any board service is with a company that is either affiliated with their employer or affiliated with one of their 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 companies on

Except for Mr. Gwin, who joined in 2023, all of our current director nominees attended 100% of our Board and their respective committee meetings in 2022.

our directors will continue to demonstrate her or his expertise and ability to dedicate sufficient time to carry out Board duties effectively and diligently.

A majority of our directors serve on no more than two other public company boards of directors. Our ESG Committee and our Board believe that each of

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 demonstrate a

Board Commitments

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The following charts show the composition of our Board by racial or ethnic, gender and nationality diversity.

Our Board of Directors demonstrates a broad range of diversity, across gender and race or ethnicity, in addition to their diversity of skills and experiences.

Board Diversity

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information on our HSE activities, please see the section entitled “Health, Safety, and Security” in our U.K. Annual Report and Accounts.

areas for our Company and therefore the Board of Directors has determined that the responsibility for this area is shouldered by the entire Board. For more

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

► Insurance

exchange

► Other risks, such as taxes and foreign

► Cybersecurity

► Diversity, equity, and inclusion

► Company’s compliance program

► Contract management

► Procedures for management succession

► Environmental, social, and governance

► Liquidity

administration of equity plans)

► Crisis management preparedness

(including employee benefit plans and

► Financial reporting and internal controls

► Compensation policies and practices

► Director succession

financial statements and disclosures

compensation and benefits

corporate governance

► Legal and regulatory compliance related to

► Legal and regulatory compliance related to

► Legal and regulatory compliance related to

Audit Committee

Compensation and Talent Committee

ESG Committee

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 with

for each key risk.

from senior management that identify and assess significant enterprise-related risks and address mitigation strategies and plans implemented or proposed

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

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

and framework to identify and evaluate varying levels of risk and their potential impact on the Company, as well as steps to mitigate those risks. As part of

committees, has responsibility for the oversight of risk management for the Company. The Company has an Enterprise Risk Management (“ERM”) process

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 various

Enterprise Risk Management

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our website at www.technipfmc.com under the heading “About us > ESG.”

operates pursuant to a written charter setting out the functions and responsibilities of the committee, which is reviewed annually, and may be viewed on

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

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

matters. Oversight for health, safety, environmental, and security matters remains with the full Board.

We also amended the charter of our Audit Committee to include responsibility for reviewing the metrics of certain health, safety, and environmental

enhanced focus on training and development and diversity, equity, and inclusion across TechnipFMC.

Committee, and expanded the scope of its charter to include oversight of succession planning of executive officers and senior management, with an

In 2022, to enhance our commitment to our employees, we changed the name of our Compensation Committee to the Compensation and Talent

implementation of ESG targets, standards, metrics, or methodologies, and reviewing the Company’s public disclosures with respect to ESG matters.

our ESG Committee, was amended to refine its focus on ESG matters, with responsibility for reviewing and monitoring the development and

environmental stewardship, responsible investment, corporate citizenship, human rights, and ESG risk management. The charter of this committee, now

Governance Committee’s charter was substantially expanded to include oversight of the Company’s policies, programs, and strategies related to

In 2020, to better reflect our focus on corporate responsibility and sustainability at the Board level, the originally named Nominating and Corporate

committee financial expert,” as defined by SEC rules.

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

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

of three directors selected by the Board upon recommendation of the ESG Committee. Each member of our Audit Committee, Compensation and Talent

guidance. Our Board maintains an Audit Committee, a Compensation and Talent Committee, and an ESG Committee, each of which comprises a minimum

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

Committees of the Board of Directors

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(1) Mr. Gwin was appointed to the Audit Committee on February 21, 2023.

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

through the Company’s allegation hotline

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

Company

adversary assessment, risk profile status, and any countermeasures being undertaken or considered by the

► Considering risks relating to cybersecurity and receives regular reports on the Company’s cyber readiness,

► 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

Sophie Zurquiyah

independent auditor

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

Robert G. Gwin1

► Monitoring the Company’s financial reporting process

Eleazar de Carvalho Filho

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

2022 Meetings: 4

Audit Committee

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and directors

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

► Reviewing and evaluating global strategy on diversity, equity, and inclusion

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

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

► Producing the Compensation and Talent 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

derivatives that the CEO is authorized to allocate to all other employees at his discretion

John Yearwood

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

► Consistent with equity plans approved by the Company’s shareholders, reviewing, evaluating, and approving all

Claire S. Farley

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

John O’Leary (Chair)

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

Current Members

Primary Responsibilities

2022 Meetings: 4

Compensation and Talent Committee

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ESG Committee and as Chair of the ESG Committee as of the date of the 2023 Annual Meeting. Upon his appointment, he will no longer serve on the Audit Committee.

(1) Mr. Peter Mellbye has informed the Company that he will not stand for re-election at the 2023 Annual Meeting. The Board expects to appoint Mr. Carvalho Filho to the

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

Director

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

or for appointment to fill vacancies on the Board

and recommending director nominees to the Board for election at the annual general meeting of shareholders

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

the principles of ethical conduct and good governance

John Yearwood

for allegation reporting, investigation, and remediation) to ensure that the Company operates in compliance with

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

Margareth Øvrum

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

Peter Mellbye (Chair)1

► Advising and making recommendations to the Board regarding corporate governance and ESG practices and

Current Members

Primary Responsibilities

2022 Meetings: 4

ESG Committee

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occurred in 2001.

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

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

transactions.

officers at companies that have had commercial business relationships with the Company in 2022, all of which were ordinary course commercial

►The Board considered that Mses. Farley, Øvrum and Priestly, and Messrs. O’Leary, Yearwood and Mellbye, each served as directors or executive

relationships, and arrangements are summarized below.

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 2022 commercial transactions, relationships, and arrangements between us and our

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

nominees are elected at the Annual Meeting, the average tenure of our independent directors will be approximately four years as the Board believes prior

perspectives and diversity to our Board. Our Board reviews director tenure in connection with its director independence determinations. If all of our director

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

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 policy

persons or organizations with whom the director has an affiliation.

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

Board makes a subjective determination of independence by evaluating all relevant facts and circumstances. In particular, when assessing the materiality

standards specify certain relationships that are prohibited in order for a director to be deemed independent. In addition to these objective standards, our

determination as to the independence of each director, as defined under the standards adopted by the NYSE and regulations adopted by the SEC. These

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

Annual Review of Independence

Director Independence

attended all but one Board and ESG Committee meeting in 2022.

\*All of our 2023 director nominees attended all Board and committee meetings in 2022 except for Mr. Gwin, who joined the Board in 2023. Mr. Mellbye

Our Board met in person or by telephone conference four times in 2022.

Board Meetings and Attendance

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

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

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

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

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

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

Communications with Directors

serving as a member of our Board or Compensation and Talent Committee.

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

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

O’Leary, and John Yearwood. None of these persons has ever been an officer or employee of the Company or any of our subsidiaries or had any

From January 1, 2022 through December 31, 2022, the members of the Compensation and Talent Committee of the Board were Claire S. Farley, John

and Insider Participation

Compensation Committee Interlocks

Committee 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 Compensation and Talent

“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

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 considered the

Independence Determination

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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 (i.e., cash and equity awards) of $500,000.

compensation practices, given the global nature of the Company, our NYSE listing, and our U.K. incorporation.

Our Directors’ Remuneration Policy reflects sector and geographic (U.S. and European) peer groups as well as both U.S. and European

of our full Board.

Any changes to our director compensation program recommended by our Compensation and Talent Committee must be ratified by a vote

independent directors.

Any changes to our director compensation program are reviewed and approved by our Compensation and Talent Committee, comprising

TechnipFMC uses an independent consulting firm to recommend changes in compensation for non-executive directors.

Key Non-executive Director Compensation Practices

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

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

global talent pool that our directors represent, the program is also designed to provide sufficient flexibility in the form of compensation delivered to meet the

program balances the practices within our market norms in our core geographies, and the varied expectations of our diverse shareholder base. Given the

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

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

Compensation Discussion and Analysis.”

Stock Units (“RSU”) awards, is designed to reflect the practices of peer companies as determined by reference to the peer groups discussed in “Executive

consultant, Fredrick W. Cook & Co., Inc. (“FW Cook”), and approved by the Board. The program, which comprises cash compensation and Restricted

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

Non-executive Director Compensation

under SEC rules.

Douglas Pferdehirt, is included in the “Executive Compensation Discussion and Analysis” section below because he is a named executive officer (“NEO”)

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

Director Compensation

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Assistance with the annual individual U.K. tax return

and committee meetings

Other Benefits

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

Committee Meeting Fee

$2,500 per committee meeting

Annual Lead Independent Director Fee

$50,000

$10,000 for ESG Committee

$15,000 for Compensation and Talent Committee

Annual Chair Fee

$20,000 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 ten years from the

Annual Equity Grant

$175,000 in RSUs, vesting after one year of service and settled in Ordinary Shares on a date

Annual Cash Retainer

$100,000

Compensation Element

Compensation

Remuneration Policy, which was approved at the 2021 Annual Meeting.

The following table describes the components of the Company’s non-executive director compensation program for 2022 pursuant to our Directors’

Components of Non-executive Director Compensation

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meetings.

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

Other Benefits

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

the Company pays dividends on its Ordinary Shares.

580,564 (402,900 of which were vested but not yet settled in Ordinary Shares as of December 31, 2022). Dividend equivalents will accumulate on the RSUs to the extent

event of a change in control of the Company. The aggregate outstanding RSUs held by each of the Company’s non-executive directors on December 31, 2022 was

the RSUs, except in the event of death or disability. Unvested RSUs will be settled and are payable in Ordinary Shares upon the death or disability of a director or in the

ten years from the grant date or (b) upon their separation from Board service. The RSUs are forfeited if a director ceases service on the Board prior to the vesting date of

service but is settled in Ordinary Shares. Subject to Company blackout rules, the non-executive director selects a settlement date that is either (a) after a period of one to

disclosure rules and Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718. The annual RSU grant vests after one year of

(2) RSU grants were valued using the closing price on the NYSE of the Company’s Ordinary Shares on March 8, 2022 of $7.88 per share, in accordance with the SEC proxy

Director.

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

Sophie Zurquiyah

100,000

10,000

175,000

493

285,493

John Yearwood

100,000

20,000

175,000

295,000

Kay G. Priestly

100,000

30,000

175,000

433

305,433

Margareth Øvrum

100,000

10,000

175,000

6,034

291,035

John O’Leary

100,000

25,000

175,000

300,000

Peter Mellbye

100,000

17,500

175,000

493

292,993

Claire S. Farley

100,000

60,000

175,000

335,000

Eleazar de Carvalho Filho

100,000

10,000

175,000

285,000

Name

Retainer ($)

($)1

($)2

($)3

Total ($)

Annual Cash

Additional Fees

Stock Awards

Compensation

All Other

Fees Earned or Paid in Cash ($)

2022 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, 2022. Our Chair and CEO, Mr.

Non-executive Director Compensation Table

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All of our directors met their pro-rated share ownership requirements as of December 31, 2022.

Time for Achievement

Five years from initial appointment

Interests

Covered Share

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

Requirement

Ownership

5x the annual cash retainer

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 a

Director Share Ownership Requirements

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

consideration of any one year’s advisory vote on executive compensation by the time of the following year’s annual general meeting of shareholders.

manner and to complement one another, in many cases it may not be appropriate or feasible to change our executive compensation programs in

beginning of the compensation year, and because the different elements of our executive compensation programs are designed to operate in an integrated

executive compensation program. However, shareholders should note that because the advisory vote on executive compensation occurs well after the

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

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

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

binding upon the Board or the Compensation and Talent Committee, and neither the Board nor the Compensation and Talent Committee will be required to

This vote is advisory only, pursuant to Section 14(a) of the Exchange Act, and our NEOs’ 2022 compensation is not conditional on it. The vote will not be

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

decisions made by our Compensation and Talent Committee for 2022.

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

Where can I find information about executive 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 Compensation

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

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

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

include this advisory vote on an annual basis. While the say-on-pay vote is advisory and therefore not binding, our Board and Compensation and Talent

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

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

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

Our executive compensation program is reviewed by the Compensation and Talent Committee with the objective of developing a program that drives the

Executive compensation is an important matter to the Company, the Board, the Compensation and Talent Committee, and the Company’s shareholders.

What am I voting on?

2022 Say-on-Pay for NEOs

Proposal 2 —

TechnipFMC Proxy Statement 2023

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

non-executive director compensation programs.

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

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

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 made

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

Directors’ Remuneration Report.

under “Proposal 2 — 2022 Say-on-Pay for NEOs” above for the reasons why the Board is recommending that the shareholders vote “FOR” the 2022

Report of our U.K. Annual Report and Accounts, which reports our 2022 executive and non-executive directors’ compensation. Please see the discussion

shareholders on an annual basis. As such, we are asking our shareholders to approve, on a non-binding advisory basis, the 2022 Directors’ Remuneration

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

What am I voting on?

Remuneration Report

Proposal 3 — 2022 Directors’

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Since then, we have continued our transformation and taken meaningful actions that led to shareholder value creation.

technology provider to the traditional and new energy industries, delivering fully integrated projects, products, and services.

In 2021, the Board of Directors and executive officers led the successful Spin-off of Technip Energies and the emergence of TechnipFMC as a leading

Unlocking Shareholder Value

Discussion and Analysis

Executive Compensation

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of our stock, our relative TSR and relative degree of alignment for 2022.

Driven by the value creation from these and other strategic actions, we significantly outperformed our peer group in 2022 as evidenced by the performance

We Significantly Outperformed our Peers in 2022

TechnipFMC Proxy Statement 2023

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performance-based awards in the future.

support this action, even with the rationale we provided. We accept this feedback and do not intend to remove performance conditions for our

it was no longer possible to measure 2019-2021 and 2020-2022 performance against the set goals. We heard from our shareholders that they did not

compelling and distinct investment profile. Following the Spin-off, the performance conditions were removed to pay out at target on the vesting date, since

The Spin-off in 2021 resulted in the emergence of TechnipFMC as a leading technology provider to the traditional and new energy industries with a

Additionally, shareholders indicated concerns on the removal of performance conditions in outstanding 2019 and 2020 performance share unit awards.

shareholders favorably acknowledged these changes in our 2022-2023 engagement.

plan; and (2) increased rigor of the relative TSR payout scale in our LTI plan. These changes were made in our plan for the 2022 plan year, and our

practices with their interests. These changes included: (1) the reintroduction of return on invested capital (“ROIC”) as a performance measure in our LTI

During 2021-2022 engagement, our shareholders recommended changes to our long-term incentive (“LTI”) plan that further aligned our compensation

What We Heard From Shareholders

and Chair of Compensation and Talent Committee as requested by shareholders.

and achievements in addressing environmental and social issues/topics. In these sessions, we offered the participation of our Lead Independent Director

compensation program. We heard directly from them on various elements of our corporate governance, including executive compensation and our goals

sessions as part of our regular annual practice, but also to get feedback and address concerns following the low Remuneration Report vote for our 2021

Annual shareholder engagement sessions. In addition to direct engagement with portfolio management teams, we held shareholder engagement

study and allowed for a more robust discussion of several topics raised by our shareholders.

traveled to meet in person with institutional shareholders representing 35% of our Ordinary Shares outstanding. These meetings followed our perception

Held face-to-face meetings with shareholders. During December 2022, our Chair and CEO and SVP, Investor Relations and Corporate Development

performance and corporate governance topics, including our executive compensation programs.

out a perception study with shareholders to gain anonymous insight and feedback on topics such as our business strategy, capital allocation, management

Undertook a shareholder perception study. During August and September 2022, we engaged a highly regarded strategic communications firm to carry

Our shareholder engagement plan was actioned in three ways:

perspective and took actions based on their feedback.

We value feedback from our shareholders and undertook extensive efforts to engage with shareholders in 2022 and early 2023 to understand their

How We Engaged Shareholders

the 2022 Annual Meeting, we received approximately 56% shareholder support for our 2021 executive compensation program.

We have historically received shareholder support for our executive compensation programs with say-on-pay support in 2020 and 2021 averaging 85%. At

Pay Vote

Shareholder Engagement and Response to Say-on-

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2022 Say-on-Pay for NEOs” on page 46 of this Proxy Statement for more information on this advisory vote.

shareholders have the opportunity to vote on our NEO compensation at the upcoming Annual Meeting. Please see the section entitled “Proposal 2 –

Shareholder engagement and the outcome of our annual say-on-pay vote will continue to inform our future compensation decisions. Our

• EVP, People and Culture • Other members of senior leadership, as applicable.

Chair and CEO • SVP, Investor Relations and Corporate Development • EVP, Chief Legal Officer and Secretary

Shareholder engagement team

Outlined below is a summary of our shareholder engagement, shareholder feedback, and the actions we took to address them:

What We Did Based on Shareholder Feedback

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The components of our executive compensation are summarized below.

compensation.

We strive to exceed our key financial and business objectives and we link these to the long and short-term incentive components of our executive

Performance, Business Strategies and Shareholder Value Creation

Our Executive Compensation Links Pay to the Advancement of TechnipFMC’s Financial

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Statement.

and free cash flow to their respective most directly comparable GAAP measures, please refer to “Appendix A – Reconciliation of Non-GAAP Measures” in this Proxy

statements. Free cash flow is defined as cash provided by operating activities less capital expenditures. For reconciliation of adjusted EBITDA, adjusted EBITDA margin,

(1)

Adjusted EBITDA excludes non-recurring charges and credits, foreign exchange impact, as well as other items identified in TechnipFMC’s quarterly and annual financial

performance prepared in accordance with GAAP.

The foregoing non-GAAP financial measures should be considered in addition to, not as a substitute for or superior to, other measures of financial

free cash flow1 enable investors and management to more effectively evaluate our operations and consolidated results of operations period-over-period.

Adjusted EBITDA, adjusted EBITDA margin and free cash flow are non-GAAP measures. We believe that adjusted EBITDA, adjusted EBITDA margin and

investments we may pursue to ensure TechnipFMC remains a market leader today and in the energy future of tomorrow.

generation and an improved capital structure will provide us with the flexibility needed for both sustainable shareholder distributions as well as the strategic

Our continued focus on cash generation resulted in resulted in $352 million of operating cash flow and $194 million of free cash flow1 in 2022. Strong cash

Adjusted EBITDA margin1 was 10.0%, a nearly 120-basis point improvement compared to the prior year.

$29.8 million. Adjusted EBITDA1, which excludes foreign exchange gains and losses, was $670 million, an increase of 18.7% compared to the prior year.

margin of 1.4% for the prior year. These results included after-tax charges and credits totaling $49.3 million and a loss on early extinguishment of debt of

Loss from continuing operations attributable to TechnipFMC plc was $61.9 million with a margin of 0.9%, compared to income of $87.8 million with a

Results of 2022 Financial Results Tied to Executive Compensation

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►Providing market competitive levels of compensation to help us retain and attract exceptionally talented individuals who can deliver on our vision

sustainable shareholder value and by ensuring a majority of executive compensation is at-risk

►Aligning the interests of our executive officers with the interests of our shareholders by focusing our executive compensation program on drivers of

►Motivating our executive officers to achieve and exceed our short-term and long-term goals and objectives

is designed to help us achieve our vision by:

by one single purpose: to bring together the scope, knowledge, and determination to transform our clients’ project economics. Our executive compensation

Our vision to enhance the performance of the world’s energy industry is supported by the relentless drive of every individual at TechnipFMC. We are united

performance and business strategies to create and preserve value for our shareholders.

Our executive compensation programs are designed to directly link our executives’ pay to their performance and the achievement of TechnipFMC’s overall

Our Executive Compensation Philosophy

President, Subsea

Position Held in 2022:

Age: 50

Jonathan Landes

Chief Technology Officer

Officer and Secretary

Executive Vice President and

Executive Vice President, Chief Legal

Position Held in 2022:

Position Held in 2022:

Age: 56

Age: 57

Justin Rounce

Victoria Lazar

Chief Financial Officer

Chair and Chief Executive Officer

Executive Vice President and

Position Held in 2022:

Position Held in 2022:

Age: 59

Age: 53

Douglas J. Pferdehirt

Alf Melin

Named Executive Officers

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

through short-term and long-term compensation and link the interests of our NEOs with shareholders through significant at-risk-compensation.

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

Our 2022 Pay Programs Emphasize Pay-for-Performance

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are capped at target, even if our TSR performance relative to our Relative TSR Peer Group (as defined below) is above target.

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

dividend distributions — relative to an external peer group. There is no payout if Company performance is below a minimum level of

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

measured over the three-year (2022-2024) performance period.

►PSUs comprise the majority of the 2022 long-term equity incentive grant (70%) with payout contingent on relative TSR performance and ROIC,

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

reaffirm our commitments to respecting human rights and to corporate governance.

we live and operate, to improve and respect diversity, equity, and inclusion in our Company, to reinforce our health and safety culture, and to

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

payout at maximum performance. Performance targets and goals are predetermined, communicated in advance, and disclosed publicly.

performance due to our emphasis on paying for performance. Payouts increase with increasing levels of performance and there is a cap on

►Payouts for the financial portion are based on quantifiable performance. There is no payout if Company performance is below a minimum level of

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

►The 2022 Annual cash incentive was based on Adjusted EBITDA as a Percentage of Revenue (25%), Free Cash Flow from Operations (25%), ESG

considers market median data, as well as other factors including the experience, tenure, role criticality, and performance of the incumbent NEOs.

►Total target compensation is benchmarked relative to relevant peer groups by our independent compensation consultant, FW Cook. Our consultant

►Total target compensation is made up of salary, an annual cash incentive, and long-term equity incentives.

measures.

As intended by our pay-for-performance program, our 2022 executive compensation is directly tied to key financial, operational, ESG, and individual

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Annual Report and Accounts, which reports our results using international financial reporting standards (as adopted by the U.K.).

For detailed information regarding our 2022 results, please see our Annual Report on Form 10-K, which reports our results using U.S. GAAP, and our U.K.

►The payout for the individual annual performance indicators (which makes up 25% of the annual incentive plan) ranged from 120% to 174%.

►2022 performance towards our 2021-2023 ESG objectives was confirmed at 120%.

►Performance on Free Cash Flow Conversion measures was calculated to be 111%.

►Performance for Adjusted EBITDA as a Percentage of Revenue was calculated to be 94%.

►The total payout for the business performance indicators (which make up 75% of the annual cash incentive plan) was 108% based on the following:

other NEOs achieved a payout ranging from 111% to 125% of target for the annual cash incentive, based on the following:

The annual cash incentive comprises 13% and 22% of 2022 total target at-risk compensation for our CEO and other NEOs, respectively. Our CEO and

2022 Financial Results Tied to our Annual Cash Incentive

vesting.

►All long-term equity incentive awards vest at the end of three years and 50% of after-tax RSUs must be retained for at least one year following

based on share price performance.

►The remainder (30%) of the 2022 long-term equity incentive grant is delivered in the form of RSUs. The delivered value of RSUs to NEOs is also

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

income.

average invested capital, and will assess our profitability and how effectively the Company uses capital over the three-year period to generate

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

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but absolute TSR is negative

► Cap PSU payout at target when relative TSR exceeds peers’ TSR,

groups

► Benchmark compensation against relevant global and industry peer

► No hedging and pledging of Company securities

► Engage an independent, external compensation consultant

► No discounting, reloading, or repricing of stock options

requirements

► Require robust executive and director share ownership

► No excessive perquisites, benefits, or pension payments

► Maintain a clawback policy in the event of malfeasance or fraud

► No tax gross-ups on any severance payments

term compensation

► No uncapped incentives

► Majority of NEO compensation is performance-based, “at-risk” long-

► No guaranteed bonuses

strategy and shareholder interests

► Pay for performance by aligning performance measures with our

► No single-trigger vesting upon a change-in-control

What We Do:

What We Don’t Do:

►Encourage prudent risk-taking by our executives

►Maintain flexibility to better respond to the cyclical energy industry

►Align executive officers’ interests with our long-term financial and strategic objectives

►Link the interests of our executive officers with the interests of the Company and shareholders

►Support our pay-for-performance philosophy

►Attract talented individuals by providing market competitive levels of compensation

principles of our executive compensation program, which include the following:

Our compensation practices are designed to align with shareholder interests and incorporate strong governance practices that support the guiding

Shareholders

Good Governance and Compensation Practices Aligned with

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5. Any stock of TechnipFMC owned by FW Cook (or the compensation advisor’s immediate family members);

and Talent Committee, or our executive officers;

4. Any business or personal relationship of FW Cook (or the spouse of the compensation advisor) with the members of our Board, the Compensation

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

2. The amount of fees paid to FW Cook, as a percentage of FW Cook’s total revenue;

1. The provision of other services to TechnipFMC by FW Cook;

The Committee assesses FW Cook’s independence and objectivity by considering seven factors:

the Compensation Peer Group used to establish the market value of executive jobs and inform pay practices.

2022 director and executive compensation matters, updates on executive compensation trends and applicable legislative and governance activity, and on

Compensation and Talent Committee on the prevalence and design of executive compensation programs. In addition, FW Cook advised the Committee on

In March 2021, the Committee selected FW Cook as its independent compensation consultant. During 2022, FW Cook provided advice to the

Act”).

consistent with NYSE rules, SEC rules, and requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank

consultant’s fees and its terms. The Compensation and Talent Committee considers appropriate standards in selecting its compensation consultants

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

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

Role of the Compensation and Talent Committee’s Independent Consultant

on our website at www.technipfmc.com under the heading “About us > ESG.”

Committees of the Board of Directors–Compensation and Talent Committee,” and the charter of the Compensation and Talent Committee may be viewed

Additional information on the roles and responsibilities of the Compensation and Talent Committee is provided in the section “Corporate Governance–

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

The Compensation and Talent Committee also reviews the Company’s incentive compensation arrangements to ensure that they do not incentivize

diversity efforts.

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

shareholders; and

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 equity

applicable;

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

things, reviewing, evaluating, and approving:

determines the compensation for our executive officers on behalf of the Board. The Compensation and Talent Committee is responsible for, among other

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

Role of the Compensation and Talent Committee

Compensation Governance

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roles

succession planning for senior leadership

► Review the Company’s strategy related to

upcoming fiscal year

annual and long-term incentive plans for the

Report and Accounts

► Provide feedback on potential framework for

Company Proxy Statement and U.K. Annual

► Approve annual compensation disclosures in

Compensation Peer Group

executive leadership compensation versus

strategy, structure, and programs

Group

► Review of peer compensation practices and

► Review and discuss executive compensation

► Determination of the Compensation Peer

shareholder dilution

and long-term incentive plans

review annual meeting vote results

budget for non-executives, and impact on

for prior year in relation to annual short-term

shareholder engagement outcomes and

► Approve equity programs, annual equity

► Approve Company performance achievements

► Discuss proxy advisory feedback,

hedging, pledging) and compliance

awards for directors and officers

guidelines and compliance

claw-back, insider trading policy, anti-

► Approve compensation decisions and equity

► Review executive officer share ownership

► Review internal governance policies (e.g.,

activities of the committee in 2022 were as follows:

Each year the Compensation and Talent Committee approves an annual calendar which sets out the key activities in accordance with its charter. The key

The Annual Process

Committee annually reviews and considers the independence of FW Cook.

executive and director compensation matters. In accordance with its annual practice and pursuant to the SEC rules and NYSE listing standards, the

services to TechnipFMC or its management other than the services provided to the Committee in its capacity as the Committee’s independent advisor on

FW Cook was paid approximately $226,412 in time and expense fees related to executive compensation services provided in 2022. FW Cook provides no

could give rise to a potential conflict of interest and determined that FW Cook’s work performed during 2022 did not raise any conflicts of interest.

The Compensation and Organization Development Committee has considered and assessed all relevant factors, including those required by the SEC, that

TechnipFMC’s management.

7. Other factors deemed relevant to the independence of FW Cook from TechnipFMC any Committee member of TechnipFMC or any member of

employee of FW Cook) with any individual who served as an executive officer of TechnipFMC since December 31, 2021; and

6. Any business or personal relationship of the compensation advisor (or the spouse of the compensation advisor) or FW Cook (including any

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with the shareholder-approved Directors’ Remuneration Policy.

experience, tenure, role criticality, and performance of the incumbent NEOs. In addition, any changes to the CEO’s target compensation are in accordance

In setting target compensation, the Compensation and Talent Committee also considers market median data, as well as other factors including the

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

an NEO’s compensation to data for relevant roles within the Compensation Peer Group. To provide additional perspectives, the Compensation and Talent

In determining the target compensation package for each NEO, the Compensation and Talent Committee compares each element and combined total of

Setting Target Executive Compensation

Halliburton Company

Weatherford International plc

Fluor Corporation

Valmont Industries

Dover Corporation

Transocean Ltd.

Devon Energy Corporation

SLB

Chart Industries, Inc.

Quanta Services, Inc.

ChampionX Corp.

Oceaneering International

Baker Hughes

National Oilwell Varco, Inc.

APA Corporation

KBR, Inc.

AECOM

Jacobs Engineering Group Inc.

Compensation Peer Group Constituents

compensation decisions for 2022 and 2023.

Following this evaluation, the Committee determined that the following companies continue to constitute the peer group for benchmarking executive

business-to-business focused

►Comparable Qualitative Characteristics – Prioritized companies that are logistically and technically complex, mature stage businesses, and

►Comparable Business Characteristics – Similar margin profile, sales per full-time employee, and asset intensity

total employees between 1/3 to 3x TechnipFMC’s projected number of employees

►Comparable Quantitative Characteristics – Projected EBITDA margins less than 25%, non-U.S. revenue greater than 33% of total revenue, and

►Relevant Size Range – Revenue between 1/3 to 3x TechnipFMC’s projected 2022 revenue, market capitalization, and assets

exchanges

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

which included:

In looking for potential peer companies, the Compensation and Talent Committee evaluated companies with reasonably similar business characteristics,

specific market surveys.

compensation levels, the Compensation and Talent Committee reviews data from peer group proxy statements as well as general industry and industry-

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

Compensation Peer Group

Compensation Decisions

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

with those of shareholders and encourage retention of high-performing executives.

advancement of TechnipFMC annual and long-term performance and business strategies. In addition, the programs also align the executives’ interests

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

Elements of 2022 Executive Compensation

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 without

►Our prior-year performance

►Anticipated changes in customer activity

►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

projections, which are impacted by the following factors:

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

Establishing Performance Measures and Goals

option and stock gains, and total wealth accumulation.

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

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

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

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

Use of Compensation Tally Sheets

Committee with input from its independent compensation consultant.

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

the Chair and CEO, who is not present during these discussions.

►The Compensation and Talent Committee, in partnership with its independent advisor, determines and approves any changes to compensation for

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

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based NEO)

► Limited participation in other programs dependent on geography and tenure (non-U.S.-

club memberships, executive physicals, and security services where necessary

► Limited perquisites including financial planning, tax assistance, use of company cars,

employees

Perquisites

defined contribution plans for eligible U.S. NEOs, similar to plans offered to other U.S.

Benefits, and

package

► Retirement savings offered through participation in our 401(k) and non-qualified

Retirement

competitive total compensation

Benefits,

role and ensure a market

Company in the respective countries

Health and Welfare

To facilitate the performance of the

► Health and welfare benefits, the same as benefits offered to other employees of the

compensation program

retention impact of our

► Three-year cliff vesting period

share price, while reinforcing the

by incentivizing them to increase

► 50% of after-tax RSUs must be retained for at least one year following vesting

Units (“RSUs”)

the interests of our shareholders

Restricted Stock

Further align NEOs’ interests with

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

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

appreciation

shareholders’ interests

► Realized value based on payout based on performance and post-grant share price

and align interests of NEOs with

Units (“PSUs”)

achievement of long-term results

for the 2022 to 2024 performance period

Performance Share

To drive and reward the

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

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

(25%), and individual performance measures (25%)

Revenue (25%), Free Cash Flow from Operations (25%), ESG Scorecard measures

► 2022 business performance targets were Adjusted EBITDA as a Percentage of

performance targets (25%)

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

individual contributions

Company strategic goals and

► Target value based on role, set with reference to market median

Incentive

achievement of short-term

Annual Cash

To drive and reward the

► At-risk cash compensation

responsibility, experience, and performance

► Set with reference to market median of compensation peer group, based on

► Reflects major responsibilities of an NEO’s role

compensation for the role

Base Salary

To provide market competitive

► Fixed cash compensation

Element

Purpose

Key Characteristics

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(1) Mr. Landes received a base pay adjustment to ensure a competitive market position commensurate with performance and time in role.

Victoria Lazar

$500,000

$500,000

0.0%

Jonathan Landes1

$475,000

$525,000

10.5%

Justin Rounce

$600,000

$600,000

0.0%

Alf Melin

$650,000

$650,000

0.0%

Douglas J. Pferdehirt

$1,236,000

$1,236,000

0.0%

Named Executive Officer

December 31, 2021

December 31, 2022

% Change

The table below provides the annualized base salaries for each NEO with the effective dates noted below:

or decisions relating to their own or the other NEOs’ compensation.

Committee's compensation consultant, and the Compensation and Talent Committee approves the changes. The NEOs do not participate in discussions

the other NEOs, the Chair and CEO recommends changes to the Compensation and Talent Committee with the support of the Compensation and Talent

Committee determines and approves any changes, with input from the Compensation and Talent Committee's independent compensation consultant. For

The Compensation and Talent Committee reviews base salary for NEOs on an annual basis. For the Chair and CEO, the Compensation and Talent

experience, and contributions to the business, while staying within an appropriate range of the market median for the role.

referencing market median total target compensation. When setting an individual NEO’s base salary, we consider factors such as individual performance,

We provide our NEOs with a market competitive base salary to compensate them for services performed during the year. We set base salary by

Base Salary

TechnipFMC Proxy Statement 2023

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

caused 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

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

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

level, the payout is 0%.

other components and has a maximum possible payout of 200% of target. Furthermore, if performance with respect to any BPI fails to meet the threshold

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

BPI Component – 75% of Annual Cash Incentive

directors’ annual performance objectives

based on business performance indicators

on qualitative factors reflected in the executive

+

Assessment of overall Company performance

Assessment of individual performance based

75% BPI

25% API

(“API”).

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

Annual Cash Incentive Performance Indicators

Victoria Lazar

100%

100%

0%

Jonathan Landes

100%

100%

0%

Justin Rounce

100%

100%

0%

Alf Melin

100%

100%

0%

Douglas J. Pferdehirt

135%

135%

0%

Named Executive Officer

2021

2022

Increase

The following were the 2021 and 2022 annual cash incentive targets for our NEOs:

market-competitive levels of total compensation.

financial, ESG goals for the Company, as well as individual goals. The annual cash incentive also ensures that we provide executive officers with

market median total compensation data for our peers. The targets are set at appropriate levels to incentivize executive officers to achieve the short-term

The Compensation and Talent Committee reviews and approves target annual cash incentive percentages for the NEOs annually, based on a review of

cash incentive target, depending on Company and individual performance.

contributions. Each NEO has an annual cash incentive target, set as a percentage of base salary. Each NEO can earn 0% to 200% of their annual

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

2022 Annual Cash Incentive Targets

Annual Cash Incentive

TechnipFMC Proxy Statement 2023

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The 2022 BPI measures for the annual cash incentive are outlined below:

incentivizing inappropriate risk taking.

These inputs inform discussions regarding both the targets and the ranges around the target to ensure the goals are sufficiently difficult without

► Our prior-year performance

► Anticipated changes in customer activity

► 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

projections, which are impacted by the following factors:

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

TechnipFMC Proxy Statement 2023

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that are important to the Company, in assessing the determination of the payout related to this component:

2021-2023 ESG Scorecard objectives and focused on overall results, behaviors and measurable actions that showed advancement in areas of ESG

The Compensation and Talent Committee took a comprehensive approach to reflect on the progress made in 2022 towards the achievement of the

Determination of Payout for 2022

planet, people, and communities in which we operate.

complements the extensive efforts that inform our approach to ESG matters to drive behaviors and create outcomes that make a positive impact on the

To align our executives’ incentives with our ESG commitments, we link our Scorecard performance to our executive compensation program. This

2022 Results for the 2021-2023 ESG Scorecard

relative to the goals that were set.

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

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

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

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

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

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

costs, foreign exchange impact, as well as other items identified in TechnipFMC’s quarterly and annual financial statements. Free cash flow is defined as cash

(1) Financial targets and actual performance based on Adjusted EBITDA exclude non-recurring charges and credits, such as impairments, restructuring costs, integration

25% Weighting

$0 million

$175 million

$350 million

$194 million

111%

Free Cash Flow

25% Weighting

Revenue%

8.6%

10.1%

11.6%

10.0%

94%

Percentage of

Adjusted EBITDA as a

Measure

Performance

Performance

Performance

Performance %

Payout %

2022 BPI

Threshold

Target

Maximum

2022 Goals1

2022 Performance2

The 2022 results and corresponding calculated payouts of adjusted EBITDA as a percentage of revenue and free cash flow are summarized below.

strategic investments we may pursue to ensure TechnipFMC remains a market leader today and in the energy future of tomorrow.

generation and an improved capital structure will provide us with the flexibility needed for both sustainable shareholder distributions as well as the

Our continued focus on cash generation resulted in resulted in $352 million of operating cash flow and $194 million of free cash flow1 in 2022. Strong cash

Adjusted EBITDA margin1 was 10.0%, a nearly 120-basis point improvement compared to the prior year.

$29.8 million. Adjusted EBITDA1, which excludes foreign exchange gains and losses, was $670 million, an increase of 18.7% compared to the prior year.

margin of 1.4% for the prior year. These results included after-tax charges and credits totaling $49.3 million and a loss on early extinguishment of debt of

Loss from continuing operations attributable to TechnipFMC plc was $61.9 million with a margin of 0.9%, compared to income of $87.8 million with a

2022 Key Financial Results Linked to the Compensation of Our Executives

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U.K. Annual Report and Accounts.

For more detail on how each metric is measured and our progress in 2022, please see the section entitled “Environmental, Social, and Governance” in our

(2) Metric shows against target and is annual

(1) Metric shows against target and is cumulative

provided below.

ESG Scorecard component of the 2022 Annual Cash Incentive. A summary of Year 2 (2021 and 2022 combined) results against 2021-2023 targets is

Based upon this comprehensive and holistic assessment, the Compensation and Talent Committee recommended a payout of 120% for the 2021-2023

others.

Scorecard targets such as community volunteering, STEM volunteering, completion of inclusive leadership curriculum and SIFP programs among

achievement of goals and the embedment of these efforts into the Company’s culture as demonstrated by the progress above expectations made in

► Furthermore, the Committee recognized the significant progress to raise awareness of how individual employee actions contribute to the

sustainable behavior in all the ESG pillars.

► The Committee recognized the considerable efforts made by the Company to advance ESG initiatives and move forward towards inherent and

2023 to achieve Year 3 targets.

► The Committee recognized that, as of Year 2, the majority of objectives were either in line or above target, with a few requiring accelerated efforts in

certification of the Scorecard results.

Committees have responsibility for assessment of specified objectives on the Scorecard, and the ESG Committee has responsibility for the

► In making its assessment, the Committee also received input from the ESG Committee and the Audit Committee. Both the ESG and Audit

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Committee were as follows:

The objectives established and their achievements against those goals as well as the assessment as determined by the Compensation and Talent

shareholder value created during 2022 as a result of key strategic actions taken since the Spin-off.

performance and contributions, including exceeding expectations on many of his 2022 key annual objectives as well as the significant growth in

In determining the 2022 API rating for our Chair and CEO, the Compensation and Talent Committee took into account a comprehensive view of his 2022

For 2022, the NEOs received API ratings ranging from 120% to 174% for the year, with an average rating of 153%.

that may have prevented achievement of certain objectives.

number of objectives accomplished, their relative importance and difficulty as determined by the Compensation and Talent Committee, and any factors

mitigating factors. If the NEO met some, but not all, of the objectives, the API multiple would fall between the range of 0% to 200%, depending upon the

set using a rigorous evaluation process. If an NEO failed to achieve any of his or her objectives, the API multiple would likely be 0%, absent any

These objectives are set at “stretch” levels (i.e., objectives that are difficult and challenging but should be achievable with superior execution) and are

Each February, the individual performance goals are established for each NEO.

API Component – 25% of Annual Cash Incentive

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Continued overleaf >

Executives (AWE).

shareholders and success of TechnipFMC

► Assumed global responsibility with Advancing Women

► Recruit Board talent to promote interest of

Executive Committee.

with our business and diversity objectives

► Nominated to American Petroleum Industry (API)

► Participate in Boards and Committees that align

TechnipFMC’s Board of Directors.

Personal / Board Development

► Recruited and nominated new non-executive director to

Met expectations

business.

energy to continue to drive growth in the New Energy

► Secured key licenses for offshore floating wind and tidal

► Secure key alliances and contracts

Mission™ installations in North America.

manufacturing facility and increased number of E-

business

Middle East. Passed key audit in Saudi Arabia

► Strengthen market position and grow our

► Grew Surface business in North America and in the

► Deliver key financial commitments

for Subsea business.

Execute on Key Business Deliverables:

► Delivered above target inbound, revenue and EBITDA

Above expectations

authorizing a $400 million share repurchase program.

Technip Energies, reducing debt structure and

including selling down remaining shareholding in

► Delivered on company financial strategy post Spin-off,

for the 2021-2023 ESG Scorecard” above.

year objectives. See the section entitled “2022 Results

resulting in solid progress towards achievement of three-

► Drove company-wide ESG Scorecard objectives

pressures.

► Address key business challenges

project disruptions, and mitigation of inflationary

level relationships resulting in the avoidance of material

► Achieve ESG Scorecard objectives

► Addressed supply chain challenges by leveraging CEO-

► Advance technology

supply agreement with customer.

Strategy and Growth:

► Advanced qualification of key technology and multi-year

Above expectations

Objective

Achievements

Assessment

Chair and CEO

Douglas J. Pferdehirt

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Overall Rating for Mr. Pferdehirt

174%

► One fatality in 2022, did not achieve zero fatality target.

Fatality Prevention) target.

► On track to exceed 2023 SIFP (Serious Injury and

industrialization of the organization.

to lead the simplification, standardization, and

► Appointed leader of Industrialization and Quality function

transformation programs

leadership.

(HSES) and Impact Quality (Quality)

► Promoted human rights through active industry

► QHSE – Fully implement and expand Pulse

United Way and American Heart Association.

community engagement and environment

► Actively led TechnipFMC as a top contributor to both

► Sustainability – Achieve metrics; equity,

Advisory Boards.

Brazil and U.S.

diversity through AWE and CEO Action for Racial Equity

► Integrity – Complete regulatory obligations in

► Actively contributed to advancement in gender and racial

Promote Foundational Beliefs

► Completed regulatory obligations in Brazil and U.S.

Below expectations

reducing cost and lead times for customers.

OneEngineering organization, increasing efficiency, and

support our customers and grow our business

► Centralized engineering function, implemented

► Execute organizational effectiveness to better

manage cost and meet customer needs.

incorporate diversity

► Simplified Surface organization to improve efficiency,

► Ensure succession planning in place /

diversity of key leadership within the organization.

Organizational Readiness

► Continued succession planning actions to increase

Above expectations

Objective

Achievements

Assessment

Chair and CEO

Douglas J. Pferdehirt

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Total Cash Incentive Compensation

$711,000

API

$600,000

x 25%

x 100%

x 150% =

$225,000

BPI

$600,000

x 75%

x 100%

x 108% =

$486,000

Component

Base Salary

Weighting

Target Bonus %

Rating

Payout

$600,000, a 100% target bonus, a BPI rating of 108%, and an API rating of 150%, the executive’s annual cash bonus would be calculated as follows:

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 of

Determination of 2022 Payouts under the Annual Cash Incentive Plan

Secretary

Chief Legal Officer and

Executive Vice President,

Victoria Lazar

and executive management.

Management system. Her objectives also included serving as the strategic legal advisor to our Board of Directors

Comptroller General and the Union General Attorney's Office, as well as redesigning the Company’s Enterprise Risk

under its leniency agreements with both the Federal Prosecutor's Office Service, and the Brazilian Office of the

Prosecution Agreement with the U.S. Department of Justice and U.S. Securities and Exchange Commission, and

Ms. Lazar’s 2022 objectives and achievements included concluding the Company’s obligations under its Deferred

President, Subsea

Jonathan Landes

Transition.

and Transformation activities, and cultivating key strategic partnerships to expand our growth into the Energy

rollout of programs that will reduce serious injuries and improve safety, co-leading the Company’s Industrialization

alliances that will enable continued growth, delivery on Subsea segment cash flow, inbound and EBITDA targets,

Mr. Landes’s 2022 objectives and achievements included winning and renewing several key long-term contracts and

Chief Technology Officer

Executive Vice President and

Justin Rounce

development of the New Energy business and co-led the development of the Company’s long-term strategies.

performance and leading new technology and product development efforts. He also continued to support the

transformation activities, leading the development of strategic alliances and investments, advancing manufacturing

Mr. Rounce’s 2022 objectives and achievements included continuing to advance the Company’s industrialization and

Chief Financial Officer

Alf Melin

repurchase program.

and net debt position and an accelerated introduction of shareholder distributions in the form of a $400 million share

performance targets including Adjusted EBITDA and free cash flow, a significant reduction in the Company’s gross

Mr. Melin’s 2022 achievements included guiding the Company’s financial strategy to meeting 2022 key financial

NEO

Summary of 2022 Objectives and Key Achievements

Individual performance assessments for the other NEOs are summarized below.

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payout and by capping payout in the case of negative TSR.

competitors, thus aligning their interests with shareholder interests. We further reinforce this by requiring a minimum threshold of relative performance for

We believe that these are meaningful measures of our long-term performance and motivate our NEOs to achieve superior share price compared to our key

ROIC for the three-year period of 2022-2024.

period. For awards in 2022, PSU awards comprised 70% of the total long-term equity award and payout will be based on relative TSR performance and

The Compensation and Talent Committee sets the performance targets associated with PSU awards prior to the beginning of each three-year performance

2022 Performance Stock Unit Awards (70% of Equity Award)

Victoria Lazar

200%

$1,000,000

Jonathan Landes

250%

$1,312,500

Justin Rounce

300%

$1,800,000

Alf Melin

300%

$1,950,000

Douglas J. Pferdehirt

785%

$9,700,000

Named Executive Officer

2022 LTI Target (% of Base)

2022 LTI Target Value

compensation data.

For 2022, the Compensation and Talent Committee set the target value of equity awards for each NEO with reference to market median total

goals.

competitiveness on total target compensation and aim to provide appropriate levels of retention and incentives for achieving the Company’s long-term

The Compensation and Talent Committee reviews and approves equity awards for the NEOs on an annual basis. The awards are based on market

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 performance,

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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The vesting date for the 2022 PSU awards is March 8, 2025, with a performance period of January 1, 2022 through December 31, 2024.

business profile, or not having a comparable market cap: The Weir Group PLC, Aker Solutions ASA, Oil States Intl., Inc., Forum Energy Technologies, Inc

In comparison to our prior Relative TSR Peer Group, the following companies were removed due to no longer being comparable peers due to divestitures,

\*New peers for 2022

Halliburton Company

Subsea 7 S.A.

Core Laboratories N.V.\*

SLB

Champion X Corp.\*

National Oilwell Varco, Inc.

Oceaneering International, Inc.

Baker Hughes

Nabors Industries Ltd.\*

Transocean Ltd.\*

2022 Relative TSR Peer Group

similar macroeconomic factors.

customers. The financial and operational performance of these companies is therefore most directly relevant to TechnipFMC, and we are all subject to

each a "TSR Peer") that the Compensation and Talent Committee believes best reflects the companies that we compete with for both investments and

The relative TSR performance for our 2022 PSU awards will be measured against a group of ten companies (collectively, "Relative TSR Peer Group," and

average invested capital.

divided by a three-year

operating profit after tax

capital over the three-year period to generate income.

ROIC

50% of PSU award

Three-year average net

Assesses our profitability and how effectively we use

factors.

dividends relative to peers

investors that are subject to similar macroeconomic

weighted-average price and

companies with which we compete for customers and

three-year increase in volume-

shareholders and the broader stock market, relative to

Relative TSR

50% of PSU award

Relative TSR: Cumulative

Assesses our overall performance in the eyes of our

PSU Measure

Weighting

Definition

Why It Matters

TechnipFMC Proxy Statement 2023

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participate in the U.S. Qualified and Non-Qualified Savings Plans on the same terms as other eligible employees.

Eligibility for retirement savings plan participation depends on an NEO’s tenure and the country in which he or she is based. The majority of our NEOs

Retirement Benefits

NEOs in their roles while ensuring we are market competitive in what we provide.

The final element of our compensation comprises market-aligned benefits and perquisites. These are intended to both facilitate the performance of our

Indirect Compensation

executive pay to their performance and the advancement of our annual and long-term business objectives that is aligned with shareholder interests.

We intend for all other core components of our incentive framework to remain the same in 2023 as in 2022. We believe this framework continues to link

Looking Ahead – 2023 Incentive Plans

share price, further aligning NEOs’ interests with those of our shareholders.

On vesting, 50% of the after-tax number of RSUs must be held for a period of at least one year to incentivize NEOs to retain the shares and increase

the Company’s Ordinary Shares on the NYSE on the grant date.

The number of RSUs granted to each of the NEOs was determined by dividing the target value set for each executive officer by the closing price of

underlying Ordinary Shares.

8, 2025, with exceptions only for retirement, death, and disability. Once vested, the executive receives ownership and the voting rights of the

RSUs are subject to three-year cliff vesting terms, with no phased vesting, meaning the NEO must remain employed through the vesting date of March

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

2022 Time-Based RSU Awards (30% of Equity Award)

The results for the ROIC three-year period of 2022-2024 will be disclosed at the end of the performance period.

returns.

capital. This will measure our profitability and how effectively the Company uses capital over the three year performance period to generate financial

The 2022-2024 ROIC target was calculated based on a three-year average net operating profit after tax divided by a three-year average invested

Return on Invested Capital (ROIC)

performance. For performance achievement between the levels identified above, payout percentage will be interpolated on a straight-line basis.

Note: If the Company’s absolute TSR is negative for the performance period, the payout in respect of the TSR element will be capped at target, regardless of our relative

Maximum or above

75th percentile or greater

200%

Target

50th percentile

100%

Threshold

25th percentile

50%

Below Threshold

Below 25th percentile

0%

Performance Achievement

Relative TSR Performance

(% of earned PSUs)

Payout

The Relative TSR payout scale for the 2022-2024 PSU award is outlined below:

Relative TSR

The Compensation and Talent Committee approved the following targets in relation to the 2022 PSU awards:

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Continued overleaf >

NEO

Mr. Melin is the only eligible

► Benefit accruals frozen for non-union employees effective December 31, 2017

1, 2010

(base salary and annual cash incentive) in the final 120 months of service

of service prior to January

► Pension based on final average pay, calculated as the highest 60 consecutive months of pay

Technologies with five years

U.S. Pension Plan

U.S. employees of FMC

► A tax-qualified defined benefit plan

Company; provided, however, that there is a six-month delay for key employees

► All vested funds must be distributed upon an employee’s separation from service with the

years of service

► Employees receive an additional 2% non-elective Company contribution that vests after three

► Participants are 100% vested in their contributions and matching contributions

► Company matches 100% of the first 5% of eligible contributions

incentives) on a pre-tax basis

► Participants can contribute up to 75% of their eligible compensation (salary and eligible

► Terms mirror those of the U.S. Qualified Savings Plan

percentage of eligible earnings from the Company regardless of their compensation level

► Intent of the plan is to ensure eligible employees receive the same contribution as a

All U.S. NEOs are eligible

for the plan to be qualified

Savings Plan

eligible senior employees

U.S. Qualified Savings Plan on annual compensation that exceeds the maximum limit required

U.S. Non-Qualified

U.S. executives and other

► The Company contributes an amount equal to any missed Company contribution under the

Company contributes 5% of such excess to the employee’s non-qualified savings plan

► For annual compensation that exceeds the limit required for the plan to be qualified, the

years of service

► Employees receive an additional 2% non-elective Company contribution that vests after three

► Participants are 100% vested in their contributions and matching contributions

All U.S. NEOs are eligible

► Company matches 100% of the first 5% of eligible contributions

Savings Plan

more than 30 hours a week

incentives) on a pre- and after-tax basis up to statutory limits for tax qualified plans

U.S. Qualified

U.S. employees working

► Employees can contribute between 1% and 75% of eligible compensation (salary and eligible

Plan

Eligibility

Features

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in the Summary Compensation Table.

expenses for the benefit of the Company. However, in accordance with SEC disclosure rules, the aggregate incremental cost of these services is reported

consultant. We do not consider the security measures provided to our executive officers to be a personal benefit, but rather reasonable and necessary

of the Company. The security program was developed based on a risk assessment determined to be appropriate by our security team and an external

Talent Committee believes this is in the best interests of shareholders as the personal safety and security of our executive officers is critical to the stability

Reflecting the safety concerns associated with their roles, the Company provides a security program for our executive officers. The Compensation and

such imputed income. Additional allowances or benefits may be granted to NEOs, if considered appropriate and reasonable.

responsibilities. The value of perquisites deemed to be personal is imputed as income to an executive officer, and we do not gross up for the taxes due on

dining club memberships and country club memberships, car allowances, executive physicals and other minor expenses associated with their business

package. The perquisites we provide to our executives may include financial planning and personal tax assistance, personal use of Company automobiles,

The Company also provides limited perquisites to NEOs, facilitating the performance of their roles and to ensure a competitive total compensation

Perquisites

NEO

► Benefit accruals frozen for non-union employees effective December 31, 2017

Mr. Melin is the only eligible

plans

January 1, 2010

Qualified Savings Plan) in the final 120 months of service up to statutory limits for tax qualified

years of service prior to

(base salary, annual cash incentive, and employee contributions made to the U.S. Non-

FMC Technologies with five

► Pension based on final average pay, calculated as the highest 60 consecutive months of pay

Pension Plan

eligible senior employees of

U.S. Non-Qualified

U.S. executives and other

► A non-qualified defined benefit pension plan

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termination for cause. The material terms of the Executive Severance Agreements are described in the chart below.

executives with the assurance that they will not be adversely affected by a change-in-control transaction without fair compensation, except in the case of

order to ensure we have the ability to maintain continuity of management. The Compensation and Talent Committee believes it is appropriate to provide

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 in

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

severance benefits.

another, and in no circumstance would any NEO receive benefits under both a change-in-control severance agreement and our general executive

by our compensation consultant. Change-in-control severance benefits, as described below, and general severance benefits are exclusive of one

described in the chart below. Our general executive severance arrangements are consistent with the market practice of large public companies surveyed

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.

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 to

Executive Severance Benefits

Other Compensation, Benefits, and Considerations

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► “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

► Amount equal to the premiums payable for health and welfare coverage for 24 to 36 months

► Pro-rated target annual cash incentive for the year of termination

years prior to termination or his or her target annual cash incentive for the year the executive is terminated

the date of termination and two to three times the greater of his or her average actual annual cash incentive paid in the three

event

► Cash severance equal to two to three times the greater of the executive’s annual base salary on the date of the agreement or

change-in-control

following a

location of employment)

good reason

good reason (e.g., material change in responsibilities, material reduction in salary and/or benefits, significant change in

resignation for

► “Qualifying termination” defined as termination by the Company without cause, or if the executive terminates employment for

without cause or

termination

months

Qualifying

► Double trigger requirements, meaning a change-in-control event must occur, followed by a qualifying termination within 24

Death or disability

► Accelerated vesting of all granted and outstanding equity awards, with outstanding PSUs vesting at target

► Outstanding PSUs will remain subject to the original performance conditions, measured at the originally scheduled date

Retirement

► Outstanding equity settled on the originally scheduled date

► No tax gross-ups on any payments

► Equity treated pursuant to the terms of the applicable plan

► 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

► 18 months of medical and dental benefits continuation

► Pro-rated target annual cash incentive for the year of termination

without cause

Termination

► Cash severance equal to 18 months of base salary and target annual cash incentive

Scenario

Separation

Provisions under TechnipFMC Executive Severance Agreement or Relevant Equity Award Agreements

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► Reduce or offset future incentive compensation

payment received

► Clawback previously earned compensation by requiring the executive officer to repay the Company any gain realized or

Authority

► Cancel previously granted compensation in part or in whole, whether vested or deferred

Talent Committee

Compensation and

► Determine whether a triggering event has occurred

operating results

► Willful misconduct, including conduct that requires the Company to materially restate its quarterly or annual financial or

► Gross negligence

Triggering Events

► Illegal acts including fraud, material theft of Company assets, bribery, and corruption

► Equity awards

Covered Compensation ► Cash incentive compensation

► By definition, this includes all NEOs

Covered Employees

► Executive officers subject to the reporting requirements of Section 16 of the Exchange Act

defined situations.

The Company has adopted a compensation recovery claw-back policy that enables us to recoup and/or cancel previously awarded compensation in

Claw-back Policy

decisions that expose the Company to an appropriate level of risk within our agreed framework.

employee populations. These policies are intended to align our NEOs with the long-term interests of our shareholders and encourage them to make

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 broader

Compensation Risk

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Compensation and Talent Committee will continue to structure our compensation program in the best long-term interests of our shareholders.

treatment and tax deductibility of compensation have not had and will not have a material impact on the Company’s executive compensation program. Our

Although the Compensation and Talent Committee considers the accounting and tax treatment of the various forms of compensation, the accounting

Tax Considerations

ownership risk with those of shareholders.

or purchasing options in Ordinary Shares, and borrowing against Ordinary Shares. Our Insider Trading Policy aims to align management’s economic

prohibited from directly or indirectly speculating in Ordinary Shares, including derivative transactions, hedging and pledging activities, short selling, selling

non-public information or otherwise using such information in any manner that would violate applicable laws and regulations. All such individuals are also

Our officers, directors, and employees are prohibited from engaging in discretionary transactions involving our securities while in possession of material,

Insider Trading and Speculation in Company Stock

► Applies regardless of whether an executive has met the ownership requirement

Retention Requirement ► 50% of the after-tax RSUs must be retained for at least one year following vesting

Non-achievement

Consequences for

► At the discretion of the Board of Directors

► Pro rata requirement of 20% per year applies within the first five years

Time for Achievement

► Five years from the effective date of appointment

► Unvested RSUs

► PSU awards where the performance period is final and approved

Interests

Qualifying Share

► Ordinary shares owned outright

► Other executive officers: 3x base salary

► CFO: 5x base salary

Requirements

Share Ownership

► CEO: 6x base salary

officers, including all NEOs, met their pro rata ownership and retention requirements under the Company’s policy in 2022.

The Compensation and Talent Committee oversees the operation of share ownership guidelines that apply to our executive officers. All executive

Share Ownership and Retention Requirements

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assumptions consistent with those disclosed in our Annual Report on Form 10-K.

unreduced benefits (age 62 for U.S. pension programs) under all of our pension plans. These amounts are determined using interest rates and mortality rate

(4) The amounts shown in the Change in Pension Value column reflect the actuarial increase in the present value of the NEO’s benefits at the first retirement date with

(3) Represents Short-Term Incentive Program remuneration earned in 2022 and paid on March 10, 2023.

2022

19,542,789

3,928,698

3,626,509

2,644,307

2,014,732

Pferdehirt

Melin

Rounce

Landes

Lazar

as in the Summary Compensation Table for the PSUs.

ii. The maximum award value of PSUs granted in 2022 subject to market-based conditions are shown in the table below. The methodology used in this table is the same

in our Annual Report on Form 10-K.

respect to PSUs subject to TSR market-based vesting conditions, the grant date fair value of such award was determined utilizing a Monte Carlo simulation as disclosed

conditions and time-based RSUs, 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

vesting conditions. Determination of fair value was made in accordance with FASB ASC Topic 718. With respect to PSUs subject to performance-based (ROIC) vesting

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)

(2) In accordance with SEC regulations for the Summary Compensation Table, the “Stock Awards” column includes:

(1) Salary represents contractual annual base salary.

2020

–

–

–

–

–

–

and Secretary

Executive Vice President, Chief Legal Officer

2021

–

–

–

–

–

–

Victoria Lazar

2022

500,000

999,996

555,000

–

25,775

2,080,771

2020

–

–

–

–

–

–

President, Subsea

2021

475,000

1,593,115

755,250

–

57,588

2,880,953

Jonathan Landes

2022

525,000

1,312,493

635,250

–

71,042

2,543,784

2020

520,000

1,849,497

600,000

–

115,910

3,085,407

Technology Officer

Executive Vice President and Chief

2021

600,000

3,649,495

969,000

–

111,776

5,330,270

Justin Rounce

2022

600,000

1,799,997

726,000

–

81,462

3,207,459

2020

–

–

–

–

–

–

Chief Financial Officer

2021

650,000

2,589,929

988,915

(8,626)

56,783

4,277,001

Alf Melin

2022

650,000

1,949,993

786,500

(249,849)

57,155

3,193,799

2020

988,800

9,966,772

1,668,600

–

296,429 12,920,601

Chair and CEO

2021

1,236,000 17,629,477

2,694,789

–

373,416 21,933,682

Douglas J. Pferdehirt

2022

1,236,000

9,699,996

2,077,407

–

270,193 13,283,596

12/31/2022

Year

($)1

($)2

($)3

Earnings ($)4

($)5

($)

Position as of

Salary

Awards

Compensation

Compensation

Compensation

Total

Name and Principal

Stock

Incentive Plan

Deferred

All Other

Non-Equity

Non-qualified

Value and

Pension

Change in

Company during the fiscal year ended December 31, 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

2022

Summary Compensation Table for the Year Ended December 31,

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measure. The annual awards vest on March 8, 2025.

(1) “RSU” awards are time-based restricted stock unit awards, “PSU-TSR” awards are market-based restricted stock unit awards based on the TSR performance

PSU – ROIC

3/8/2022

22,209

44,417

88,833

350,002

PSU – TSR

3/8/2022

11,104

44,417

88,833

350,002

RSU

3/8/2022

38,070

299,992

Victoria Lazar

Annual Incentive

2022

500,000 1,000,000

PSU – ROIC

3/8/2022

29,148

58,296 116,592

459,372

PSU – TSR

3/8/2022

14,574

58,296 116,592

459,372

RSU

3/8/2022

49,968

393,748

Jonathan Landes

Annual Incentive

2022

525,000 1,050,000

PSU – ROIC

3/8/2022

39,975

79,950 159,899

630,002

PSU – TSR

3/8/2022

19,988

79,950 159,899

630,002

RSU

3/8/2022

68,527

539,993

Justin Rounce

Annual Incentive

2022

600,000 1,200,000

PSU – ROIC

3/8/2022

43,306

86,612 173,223

682,499

PSU – TSR

3/8/2022

21,653

86,612 173,223

682,499

RSU

3/8/2022

74,238

584,995

Alf Melin

Annual Incentive

2022

650,000 1,300,000

PSU – ROIC

3/8/2022

215,419 430,838 861,675

3,395,000

PSU – TSR

3/8/2022

107,710 430,838 861,675

3,395,000

RSU

3/8/2022

369,289 2,909,997

Douglas J. Pferdehirt

Annual Incentive

2022

1,668,600 3,337,200

Name

Type1

Date

($)

($)2

($)

(#)

(#)

(#)

(#)

Awards($)3

Award

Grant

Threshold

Target

Maximum

Threshold4

Target

Maximum

or Units

Option

of Stock

Stock and

of Shares

Value of

Number

Date Fair

Grant

Awards:

Plan Awards

Awards

Stock

under Non-Equity Incentive

under Equity Incentive Plan

All Other

Estimated Possible Payouts

Estimated Possible Payouts

Shown below is information with respect to plan-based awards made in 2022 to each NEO.

Grants of Plan-Based Awards Table

► Ms. Lazar – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $25,751 and Company-paid life insurance premium of $23.

insurance premium of $184.

► Mr. Landes – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $52,857, Auto Allowance of $18,000 and Company-paid life

► Mr. Rounce – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $81,181 and Company-paid life insurance premium of $281.

► Mr. Melin – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $56,851 and Company-paid life insurance premium of $304.

paid life insurance premium of $578.

of $19,360, personal use of Company automobile of $23,097, club dues of $5,378, spousal travel of $9,614, taxable travel expenses of $1,554, and Company-

► Mr. Pferdehirt – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $209,382, financial planning and personal tax assistance

(5) The amounts reflected in the All Other Compensation column for the fiscal year ended December 31, 2022 represent:

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Incentives.” Dividend equivalents, where allowed, are accumulated on RSU and PSU awards and are payable only if and when the RSUs and PSUs vest.

award amounts for PSUs, please see the descriptions set out in the section entitled “Executive Compensation Discussion and Analysis - Long-Term Equity

For a description of the material terms of the RSU awards, including the vesting schedules and a description of the performance targets and potential

(4) Threshold for TSR is 25%, for ROIC is 50%.

date fair value of such award was determined utilizing a Monte Carlo simulation as disclosed in our Annual Report on Form 10-K.

(3) Grant date fair values were determined in accordance with FASB ASC Topic 718. With respect to PSUs subject to market-based (TSR) vesting conditions, the grant

(2) Each target award as a percentage of base salary: Mr. Pferdehirt – 135%; Mr. Melin – 100%; Mr. Rounce – 100%; Mr. Landes – 100%; and Ms. Lazar – 100%.

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30, 2022.

(5) The market value of PSUs and RSUs that have not vested is calculated using the closing price of the Company’s Ordinary Shares on the NYSE of $12.19 on December

(4) Reflects March 8, 2022 grant of RSUs and PSUs, as applicable, that vest on March 8, 2025.

(3) Reflects April 1, 2021 grant of RSUs and PSUs, as applicable, that vest on March 1, 2024.

(2) Mr. Pferdehirt’s grant of 267,418 RSUs will vest on April 1, 2025.

applicable, that vest on March 9, 2023.

(1) 2020 PSU grants were converted to RSUs at target due to the Spin-off as a one-time event stemming from the Spin-off – Reflects March 9, 2020 grants of RSUs, as

3/8/20224

–

–

38,070

464,073

88,833

1,082,874

Victoria Lazar

4/1/20213

–

–

37,593

458,259

87,719

1,069,295

3/8/20224

–

–

49,968

609,110

116,592

1,421,256

4/1/20213

–

–

44,642

544,186

104,166

1,269,784

3/9/20201

–

–

37,677

459,283

6/14/2018

7,317

–

25.24 6/14/2028

–

Jonathan Landes

6/26/2017

10,873

–

20.89 6/26/2027

–

3/8/20224

–

–

68,527

835,344

159,899

1,949,169

4/1/20213

–

–

95,864

1,168,582

223,684

2,726,708

3/9/20201

–

–

246,922

3,009,979

Justin Rounce

3/8/2019

81,286

–

16.47

3/8/2029

3/8/20224

–

–

74,238

904,961

173,223

2,111,588

4/1/20213

–

–

73,308

893,625

171,052

2,085,124

3/9/20201

–

–

36,580

445,910

6/14/2018

6,584

–

25.24 6/14/2028

–

Alf Melin

6/26/2017

7,176

–

20.89 6/26/2027

–

3/8/20224

–

–

369,289

4,501,633

861,675 10,503,818

4/1/20213

–

–

364,661

4,445,218

948,120 11,557,583

4/1/20212

–

–

267,418

3,259,825

3/9/20201

–

–

1,330,643 16,220,538

3/8/2019

438,045

–

16.47

3/8/2029

2/26/2018

245,973

–

23.78 2/26/2028

–

Pferdehirt

6/20/2017

286,529

–

20.89 6/20/2027

–

Douglas J.

Name

Date

Exercisable

Unexercisable

Options (#)

Price ($/€)

Date

Vested (#)

Vested ($)

(#)

Vested ($)5

Grant

Options (#)

Options (#)

Unearned

Exercise

Expiration

Not

Not

Not Vested

Not

Unexercised

Unexercised

Unexercised

Option

Option

that have

that have

that have

that have

Underlying

Underlying

Underlying

Stock

Stock

Rights

Rights

Securities

Securities

Securities

Units of

Units of

Other

or Other

Number of

Number of

Number of

Shares or

of Shares or

Units, or

Units,

Awards:

Number of

Value

Shares,

Shares,

Award Plan

Market

Unearned

of Unearned

Incentive

Number of

Value

Awards:

Payout

Award Plan

Market or

Incentive

Awards:

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, 2022.

Outstanding Equity Awards at Fiscal Year-End Table

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U.S. Non-Qualified Pension Plan.

iv. Unreduced benefits are first available at age 62 (for Mr. Melin, assuming continued employment with TechnipFMC until that time) under the U.S. Pension Plan and the

(5.6%).

disclosure assumptions (4.0%, 417(e) 2021 for lump sums) and reflecting discounting of present value back to December 31, 2022 FASB ASC Topic 715 Interest only

iii. Present value of U.S. Non-Qualified Pension Plan benefit calculated as amount payable at first unreduced age using December 31, 2022 FASB ASC Topic 715

715 interest only (5.6%).

assumptions (5.6%, Pri-2012 adjusted with modified MP-2020 projection scale) and reflecting discounting of present value back to December 31, 2022 FASB ASC Topic

ii. Present value of U.S. Qualified Pension Plan benefit calculated as amount payable at first unreduced age using December 31, 2022 FASB ASC Topic 715 disclosure

freeze date of December 31, 2017.

i. Sum of present value of U.S. Pension Plan benefit accrued through freeze date of December 31, 2017 plus present value of non-qualified DB benefit accrued through

(2) The following assumptions were used to calculate the present value of accumulated benefits as of December 31, 2022:

Qualified Pension Plan. Effective December 31, 2017, future benefit accruals were frozen under the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan.

officers, with less than five years of vesting service as of December 31, 2009. Accordingly, only Mr. Melin participated in the U.S. Pension Plan and the U.S. Non-

(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

U.S. Non-Qualified Pension Plan

18.7

$476,767

$–

Alf Melin

U.S. Pension Plan

18.7

$497,448

$–

Name

Plan Name

2022

2022 ($)

Last Fiscal Year

1

2

as of December 31,

as of December 31,

Payments During

of Credited Service

Benefit

Number of Years

Accumulated

Present Value of

Qualified Pension Plan value is the present value at December 31, 2022 of the lump sum payable at the first retirement date for unreduced benefits.

company. The U.S. Pension Plan values are the present value of accrued benefits at the first retirement date for unreduced benefits. The U.S. Non-

in our financial statements. Credited years of service for Mr. Melin includes years of service pre-merger with FMC Technologies and its former parent

plan. The table includes the number of years of service credited to Mr. Melin using interest rate and mortality rate assumptions consistent with those used

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

Pension Benefits Table

(1) The value of the vested shares does not include dividends earned.

Victoria Lazar

–

–

–

–

Jonathan Landes

–

–

12,370

97,476

Justin Rounce

–

–

66,011

520,167

Alf Melin

–

–

12,147

95,718

Douglas J. Pferdehirt

–

–

304,898

2,402,596

Named Executive Officer

on Exercise (#)

Exercise ($)

Vesting (#)

Vesting1 ($)

Shares Acquired

Value Realized on

Acquired on

Value Realized on

Number of

Number of Shares

OPTION AWARDS

STOCK AWARDS

vested in 2022.

Shown below is information for each of the NEOs with respect to options to purchase Ordinary Shares exercised in 2022 and RSU and PSU awards that

Option Exercises and Stock Vested Table

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approximately equal before and after age 62.

Security benefits begin at age 62 and reduces the benefit after age 62 so that the total of the retirement benefit and Social Security benefits is

from the normal retirement benefit for the 100% joint and survivor annuity. The level income annuity pays increased benefits to the retiree until Social

normal retirement benefit for the 50% joint and survivor annuity, 11.4% from the normal retirement benefit for the 75% joint and survivor annuity, and 14.7%

of the participant’s spouse for joint and survivor annuities. The actuarial reduction for a participant and spouse who are both age 62 is 7.9% from the

sum for benefits with lump sum values of $1,000 or less. The levels of annuities are actuarially determined based on the age of the participant and the age

also provides for a variety of other methods for receiving pension benefits, such as 75% and 100% joint and survivor annuities, level income, and lump

The normal retirement benefit is an individual life annuity for single retirees and 50% joint and survivor annuity for married retirees. The U.S. Pension Plan

Payment of Pension Benefit

commencement of the participant’s early retirement benefit precedes the participant’s 65th birthday.

benefit payable after the attainment of age 55, which is equal to the normal retirement benefit reduced by one-half of 1% for each month by which the

birthday. A participant in the U.S. Pension Plan whose employment terminates prior to their early retirement date is entitled to receive an early retirement

reduced by one-third of 1% for each month by which the commencement of the participant’s early retirement benefit precedes the participant’s 62nd

Plan who retires on or after their “early retirement date” is entitled to receive the early retirement benefit, which is equal to the normal retirement benefit

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. Pension

Early Retirement

Plan, are not included. Eligible earnings were frozen as of December 31, 2017.

year, subject to certain IRS limits. Equity compensation, such as RSU, PSU, and stock option awards, and deferrals to the U.S. Non-Qualified Savings

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 plan

Eligible Earnings

(b) the ratio of actual years of credited service to expected years of credited service at age 65.

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 excess of 35

participant’s expected years of credited service at age 65 up to 35 years of credited service; and

plus 1.5% of the participant’s final average yearly earnings in excess of the Social Security covered compensation base, multiplied by the

maximum Social Security taxable wages bases for the 35-year period ending in the year in which Social Security retirement age is reached),

i 1% of the participant’s final average yearly earnings up to the Social Security Covered Compensation Base (defined as the average of the

(a) the sum of:

The normal annual retirement benefit is the product of (a) and (b) below:

highest 60 consecutive months out of the final 120 months of compensation through the date on which benefit accruals were frozen, December 31, 2017.

Years of credited service and final average yearly earnings are used to calculate the pension benefit. The final average yearly earnings are based on the

Our U.S. Pension Plan is a defined benefit plan that provides eligible employees having five or more years of service a pension benefit for retirement.

Benefit Formula

US Pension Plan

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and Mr. Landes $37,811.

(3) The following amounts have been reported in the Summary Compensation table in previous years: Mr. Pferdehirt $4,647,168, Mr. Melin $37,683, Mr. Rounce $391,422

(2) All contributions made by the Company for the NEOs are included in All Other Compensation for the NEOs in the Summary Compensation Table.

(1) All amounts are included in Salary and Non-Equity Incentive Plan Compensation reported for the NEOs in the Summary Compensation Table.

Victoria Lazar

25,000

4,401

(3,737)

28,110

Jonathan Landes

7,553

31,507

(79,405)

382,544

Justin Rounce

78,450

63,350

(80,578)

485,495

Alf Melin

65,000

35,501

(110,691)

547,601

Douglas J. Pferdehirt

393,079

188,032

(905,403)

4,815,731

Name

($)1

($)2

($)

($)

($)3

Last Fiscal Year

Last Fiscal Year

Fiscal Year

Distributions

Fiscal Year End

Contributions in

Contributions in

Earnings in Last

Withdrawals/

Balance at Last

Executive

Registrant

Aggregate

Aggregate

Aggregate

being invested in any funds available under the U.S. Non-Qualified Savings Plan.

salary and annual cash incentive payments for the current year under the U.S. Non- Qualified Savings Plan, and the deferred amounts will be deemed as

contributions to the plan. In addition, the NEOs who participate in the U.S. Non-Qualified Savings Plan may elect to defer all or any portion of their base

available mutual funds. The Company’s matching contribution will be made in the same investment allocations that the participant selects for his or her

of each year for amounts earned (or granted with regard to incentive compensation awards) in the following year. The investment options are publicly

salary and annual cash incentive. For the U.S. Non-Qualified Savings Plan, deferral elections are made by eligible employees in November or December

Pursuant to the Company’s U.S. Non-Qualified Savings Plan, certain of our U.S.-based employees, including our NEOs, may defer up to 75% of base

Non-Qualified Deferred Compensation Table

Treasury Rate in effect for October of the year prior to termination and 6%.

benefit in monthly installments payable over five years. The actuarial equivalence assumption for interest rates is based on the lesser of the 30-year U.S.

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 her

U.S. Non-Qualified Pension Plan

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stock price on December 31, 2022.

(2) Unvested stock options vest and become exercisable in the event of death or disability. All stock options plans have an exercise price that is greater than the Company’s

(1) Assumes PSUs are paid at target (100%).

Victoria Lazar

2,152,169

–

922,332

3,074,501

Jonathan Landes

2,691,040

–

1,612,579

4,303,619

Justin Rounce

4,675,877

–

5,013,905

9,689,782

Alf Melin

4,196,712

–

2,244,496

6,441,208

Douglas J. Pferdehirt

22,061,401

–

28,427,214

50,488,615

Name

Units ($)

($)

Accelerated ($)

Total ($)

1

2

Restricted Stock

Options/SARs

Units Unvested and

Performance-Based

Stock

Restricted Stock

Time Vested

Long-Term Incentive Compensation

Executive Benefits and Payments in the Event of Death or Disability on December 31, 2022

The following table shows the value to each of the NEOs if death or disability had occurred on December 31, 2022.

their pre-retirement, normal vesting schedule.

death or disability. In the event of an NEO’s retirement after reaching the age of 62, all outstanding equity awards are retained and vest in accordance with

following death or disability. This death or disability benefit also exists for any of our employees who hold an unvested equity award at the time of their

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 business day

Payments in the Event of Death, Disability, or Retirement

payments are mutually exclusive, and our NEOs are not entitled to receive both forms of payment.

not-for-cause termination as discussed in this section, or, alternatively, in the event of a change-in-control. Termination payments and change-in-control

employees in those situations. Our NEOs receive additional compensation benefits either in the event of their death or disability, retirement, or involuntary

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 salaried

Potential Payments upon Termination

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(4) Financial planning and tax preparation assistance for the year of termination.

(3) 18 months of medical, dental, life, and AD & D benefit continuation.

(2) Pro-rated target annual cash incentive for the year of termination.

(1) Severance payment equal to 18 months’ base salary and target annual cash incentive.

Victoria Lazar

1,250,000

500,000

–

17,844

–

50,000

$–

$1,817,844

Jonathan Landes

1,312,500

525,000

–

22,955

–

50,000

$–

$1,910,455

Justin Rounce

1,500,000

600,000

–

32,826

–

50,000

$–

$2,182,826

Alf Melin

1,625,000

650,000

–

32,873

–

50,000

$974,215

$3,332,088

Douglas J. Pferdehirt

3,522,600

1,668,600

–

23,743

19,360

50,000

$–

$5,284,303

Name

($)1

($)2

($)

Benefits ($)3

($)4

($)

Service ($)

($)

Payment

Incentive

Acceleration

Disability

Assistance

Services

Pension

Total

Severance

Annual Cash

Incentive

and

Preparation

Outplacement

Additional

Target

Long-Term

Insurance

and Tax

Value of

Pro-rated

Award and

Dental, Life

Planning

Equity

Medical,

Financial

Compensation

Benefits and Perquisites

Executive Benefits and Payments for Involuntary Termination Not in Connection with a Change-in-Control Occurring on December 31, 2022

executive officer’s actual termination.

event of such a termination. The actual amounts that would be paid out if such a termination were to occur can be determined only at the time of such

2022, 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 NEOs in the

The amounts shown in the table below are calculated using the assumption that an involuntary not-for-cause termination was effective as of December 31,

Payments Made in an Involuntary Termination

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(4) Three years of benefits continuation for Mr. Pferdehirt and two years of benefits continuation for Messrs. Melin, Rounce, and Landes, and Ms. Lazar.

(3) Assumes PSUs are paid at target.

(2) Pro-rated target annual cash incentive for the year of termination.

Melin, Rounce, and Landes, and Ms. Lazar.

(1) The amount represents three times base salary and target annual cash incentive for Mr. Pferdehirt, and two times base salary and annual cash incentive for Messrs.

Lazar

1,500,000

500,000

3,074,501

–

23,792

–

50,000

–

5,148,293

Victoria

Landes

1,575,000

525,000

4,303,619

–

30,606

–

50,000

–

6,484,225

Jonathan

Rounce

1,800,000

600,000

9,689,782

–

43,768

–

50,000

–

12,183,551

Justin

Alf Melin

1,950,000

650,000

6,441,208

–

43,831

–

50,000

974,215 10,109,254

Pferdehirt

5,376,600

1,668,600 50,488,615

–

47,786

19,360

50,000

–

57,650,661

Douglas J.

Name

($)1

($)2

($)3

($)

Benefits ($)4

($)

($)

($)

($)

Payment

Bonus

Acceleration

Payments

Disability

Assistance

Services

Service

Total

Severance

or Agreed

Incentive

Compete

and

Preparation

Outplacement

Pension

Incentive

Long-Term

Non-

Insurance,

and Tax

Additional

Cash

Award and

Dental, Life

Planning

Value of

Annual

Equity

Medical,

Financial

Target

Pro-rated

Compensation

Benefits and Perquisites

Executive Benefits and Payments for a Qualifying Termination upon Change-in-Control occurring on December 31, 2022

can only be determined at the time of such NEO’s actual termination.

amounts that would be paid out to the NEOs in the event of such a termination. The actual amounts that would be paid if such a termination were to occur

event that was effective as of December 31, 2022. As a result, such amounts are based on amounts earned through such time and are only estimates of

The amounts shown in the table below are calculated using the assumption that each NEO incurred a Qualifying Termination upon a change-in-control

change-in-control event.

Company for reasons other than cause, disability, or death, or a voluntary resignation for good reason, in each case during the 24-month period following a

Termination within 24 months following a change-in-control event. A “Qualifying Termination” is an involuntary termination of the NEO’s employment by the

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

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assumptions in calculating their own pay ratios.

as other companies have different employee populations and compensation practices, and likely utilize different methodologies, exclusions, estimates, and

populations and compensation practices. As a result, the pay ratios reported by other companies are likely not comparable to the pay ratio reported above,

companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee

The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total compensation allow

median employee was approximately 93:1.

median employee was $143,176. As a result, for 2022, the ratio of the annual total compensation of our CEO to the total annual compensation of our

For 2022, the annual total compensation of our CEO for purposes of determining the pay ratio was $13,283,596 and the annual total compensation of our

Calculated CEO Pay Ratio

Using this methodology, we determined that the median employee was a non-exempt, full-time employee located in the U.S.

to U.S. dollars.

recently completed taxable year as permitted by SEC rules and applied an exchange rate as of December 31, 2021 to convert all international currencies

This population was further refined into the most represented job classifications. From this subset, we computed total taxable earnings for the most

In identifying the median employee, we identified a median base salary using annualized 2021 base salary for the October 1, 2021 employee population.

(159), Tunisia (5), and Vietnam (4). After these exclusions, our employee population used in determining our median employee was 19,063 employees.

(1), Cameroon (26), China (41), Congo-Brazzaville (1), Equatorial Guinea (12), Gabon (2), Guyana (59), Kazakhstan (21), Mozambique (26), Saudi Arabia

globally, with 3,285 employees being in the United States. As permitted under the SEC’s 5% “de minimis exemption,” we excluded employees in Algeria

In 2021, we identified our median employee from our employee population as of October 1, 2021, which consisted of approximately 19,420 individuals

Identified the Median Employee

elected to utilize the same median employee that we had identified for 2021 to calculate our 2022 CEO pay ratio.

compensation arrangements in the past fiscal year that we reasonably believed would result in a significant change to our CEO pay ratio disclosure, we

In accordance with Instruction 2 to Item 402(u) of Regulation S-K, because there had been no change in our employee population or employee

Methodology

fiscal year, 2022.

information about the ratio of the total annual compensation of our CEO to the total annual compensation of our median employee for our last completed

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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measures, please refer to “Appendix A – Reconciliation of Non-GAAP Measures” in this Proxy Statement

charges credits and foreign currency as a percentage of revenue. For reconciliation of adjusted EBITDA margin to their respective most directly comparable GAAP

(3) Adjusted EBITDA Margin % is a non-GAAP measure and is defined as earnings before net interest expense, income taxes, depreciation and amortization, excluding

Annual Report on Form 10-K for each respective year.

(2) For the relevant fiscal year, represents the cumulative TSR of the Philadelphia Oil Services Sector (OSX) index for the applicable five-year period as set forth in our

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

Year PEO

Non-PEO NEOs

Non-PEO NEOs referenced in the table above are indicated in the table below for each fiscal year:

the prior year, measured through the date the awards vested or were forfeited, or through the end of the reported fiscal year, and (iii) certain pension-related costs. The

(1) Amounts include (i) the year-end value of equity awards granted during the reported year, (ii) the change in the value of equity awards that were unvested at the end of

$5.92 at December 31, 2021 to $12.19 at December 31, 2022.

The increase in “compensation actually paid” in 2022 is driven primarily by the increase in the fair value of performance awards due to the increase in share price from

PEO: Principal Executive Officer

2020

12,920,601

2,368,276

3,191,983

1,734,567

28.03

25.88

(3,287,395,821)

6.7%

2021

21,933,683

15,255,127

3,203,031

1,562,750

23.73

31.25

13,344,828

8.8%

2022

13,283,596

52,760,476

2,756,454

7,539,426

55.67

61.53

(107,307,795)

10.0%

Year

($)

($)(1)

NEOs ($)

NEOs ($)(1)

($)

($)(2)

($)

(3)

for PEO

to PEO

for Non-PEO

to Non-PEO

Return

Return

Net Income

Margin %

EBITDA

Adjusted

Table Total

Actually Paid

Table Total

Actually Paid

Shareholder Shareholder

Compensation Compensation Compensation Compensation

FTI Total

OSX Total

Summary

Summary

Average

Average

Investment Based on:

Value of Initial Fixed $100

footnote (1) and the explanations below for more information:

accordance with SEC rules. The amounts do not reflect the actual compensation paid to our PEO and other NEOs during the applicable year. See

2022, and our financial performance for each such fiscal year. The amounts represented under “compensation actually paid” were computed in

The following table sets forth information concerning the compensation of our NEOs for each of the fiscal years ended December 31, 2020, 2021 and

Pay Versus Performance Table

Pay Versus Performance

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Continued overleaf >

Vesting Date

in ASC 718 Fair Value from Prior FY End to

Applicable FY, determined based on change

during Prior FY that Vested During

Increase/deduction for Awards Granted

1,855,743

116,084

2,495,429

97,134

3,924,491

337,375

FY End

Fair Value from Prior FY End to Applicable

determined based on change in ASC 718

Unvested as of Applicable FY End,

during Prior FY that were Outstanding and

Increase/deduction for Awards Granted

(9,876,567)

(1,258,436)

335,348

25,645

26,110,894

3,032,829

of Vesting Date

Vested during Applicable FY, determined as

Awards Granted during Applicable FY that

Increase based on ASC 718 Fair Value of

–

–

–

–

–

–

determined as of Applicable FY End

Remain Unvested as of Applicable FY End,

Awards Granted during Applicable FY that

Increase based on ASC 718 Fair Value of

7,435,271

1,145,923

10,615,778

1,206,646

19,141,491

2,990,851

Table for Applicable FY

Columns in the Summary Compensation

“Stock Awards” and “Option Awards”

Deduction for Amounts Reported under the

(9,966,772)

(1,609,745)

(17,629,477)

(1,962,340)

(9,699,996)

(1,515,620)

Adjustments

PEO

NEOs

PEO

NEOs

PEO

NEOs

non-PEO

non-PEO

non-PEO

Average

Average

Average

2020

2021

2022

compensation reported in the Summary Compensation Table for the applicable fiscal year:

To calculate the “compensation actually paid” in the table above, the following amounts were deducted from and added to (as applicable) our NEO’s “Total”

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reinvested.

December 31, 2020, 2021 and 2022. TSR amounts reported in the graph assume an initial fixed investment of $100, and that all dividends, if any, were

paid to our remaining NEOs, with our cumulative TSR, OSX TSR, our Net Income, and our Adjusted EBITDA margin % for the fiscal years ending on

The line graphs and narrative below illustrate a comparison of the compensation actually paid to our PEO and the average of the compensation actually

Relationship Between Financial Performance Measures

Narrative Disclosure to Pay Versus Performance Table

TOTAL ADJUSTMENTS

(10,552,325) (1,457,416)

(6,678,556)

(1,640,281)

39,476,880

4,782,972

Pension Plans

applicable, Prior Service Cost for

Increase for Service Cost and, if

–

–

–

–

–

–

Compensation Table for Applicable FY

Earnings” Column of the Summary

Nonqualified Deferred Compensation

“Change in Pension Value and

Present Values reported under the

Deduction for Change in the Actuarial

–

148,758

–

(1,725)

–

(62,462)

Modified during Applicable FY

Incremental Fair Value of Options/SARs

Increase/Decrease based on

–

–

(2,495,633)

(178,640)

–

–

prior to Vesting Date

Earnings Paid during Applicable FY

Increase based on Dividends or Other

–

–

–

–

–

–

determined as of Prior FY End

were Forfeited during Applicable FY,

Awards Granted during Prior FY that

Deduction of ASC 718 Fair Value of

–

–

–

(827,001)

–

–

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Adjusted EBITDA Margin %

Total Shareholder Return

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d. ROIC.

c. Relative TSR; and

b. Free Cash Flow;

a. Adjusted EBITDA Margin %;

paid to our NEOs for the fiscal year ended December 31, 2022:

We believe the following performance measures represent the most important financial performance measures used by us to link compensation actually

Pay Versus Performance Tabular List

over-period. Net Income in 2020 was primarily impacted by the $3.4 billion impairment during the year.

We believe that the exclusion of certain charges and credits from Net Income enable a more effective evaluation of our results and operations period-

evaluating “compensation actually paid”.

not directly use Net Income to determine compensation levels or long-term incentive plan payouts. Net income is not a measure that is directly used in

stock price on “compensation actually paid,” as the calculation of the value of “compensation actually paid” is more directly tied to stock price and we do

increased over the same periods. The correlation between “compensation actually paid” and Net Income is overshadowed by the impact of changes in our

The Company’s net income increased significantly from 2020 to 2021 and decreased from 2021 to 2022, while our NEO’s “compensation actually paid”

Net Income

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John Yearwood

Claire S. Farley

John O’Leary, Chair

Submitted by the Compensation and Talent Committee of the Board of Directors:

in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2022.

Based on its review and discussions, the committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included

The Compensation and Talent Committee has reviewed and discussed with management the Compensation Discussion and Analysis of the Company.

Committee Report

Compensation and Talent

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ended December 31, 2022.

on which the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year

(1) Mr. Gwin became a member of the Audit Committee on February 21, 2023. The composition of the Audit Committee as set forth here is as of February 20, 2023, the date

Sophie Zurquiyah

Eleazar de Carvalho Filho

Kay G. Priestly, Chair

Submitted by the Audit Committee of the Board of Directors1:

statements be included in our Annual Report on Form 10-K for the year ended December 31, 2022.

In reliance upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial

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 with

(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, 2022, and PwC’s

The Audit Committee of the Board of Directors has:

monitor and oversee these processes.

our financial statements in accordance with generally accepted auditing standards, and issuing a report thereon. The Audit Committee’s responsibility is to

and disclosure controls and procedures. PwC, our independent registered public accounting firm, is responsible for performing an independent audit of

Management is responsible for the preparation of our financial statements and our financial reporting processes, including the systems of internal controls

Audit Committee Report

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

Report and Accounts and related reports.

the year ended December 31, 2022. Under the applicable U.K. regulation, the Companies Act, our shareholders must vote to receive the U.K. Annual

Along with this Proxy Statement, the Company is providing its U.K. Annual Report and Accounts, including the related directors’ and auditor’s report, for

What am I voting on?

Annual Report and Accounts

Proposal 4 — Receipt of U.K.

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Fees” includes fees for other services, including fees for services of expatriates and miscellaneous services.

fees for tax services, consisting of tax compliance services and tax planning and consultation with respect to various corporate tax matters. “All Other

consist of transactional services associated with the Spin-off in 2021 and consultation on financial reporting standards in 2021-2022. “Tax Fees” includes

reviews of interim financial statements in Quarterly Reports on Form 10-Q. “Audit-Related Fees” includes fees for audit-related services, which primarily

“Audit Fees” includes fees for audit services, which relate to the annual integrated audit of consolidated financial statements, foreign statutory audits, and

Total

$12.84

$12.34

All Other Fees

$0.02

<$0.01

Tax Fees

$0.08

$0.10

Audit-Related Fees

$12.74

$12.24

Audit Fees

Type of Fees

(in millions)

(in millions)

2022

2021

Set forth below is summary information with respect to PwC’s fees for services provided in 2022 and 2021.

How much was the independent registered public accounting firm paid for 2022 and 2021?

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.

public accounting firm for the year ending December 31, 2023.

shareholders, the Board believes it appropriate as a matter of policy to request that the shareholders ratify the appointment of the independent registered

2023, subject to ratification by the Company’s shareholders. Although the ratification of this appointment is not required to be submitted to a vote of the

The Audit Committee has appointed PwC as the Company’s U.S. independent registered public accounting firm for the fiscal year ending December 31,

What am I voting on?

Ratification of U.S. Auditor

Proposal 5 —

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

services.

The Audit Committee pre-approved all audit, audit-related, tax, and other services provided by PwC for 2022 and 2021 and the estimated costs of those

independent registered public accounting firm’s independence.

accounting firm. The Audit Committee reviews all relationships between us and our independent registered public accounting firm that may relate to the

consider for approval, at its regularly scheduled meetings, all audit and non-audit services proposed to be provided by our independent registered public

render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee. The Audit Committee’s practice is to

independent registered public accounting firm. This policy generally provides that we will not engage our independent registered public accounting firm to

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 our

What are the Company’s pre-approval policies and procedures?

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

If this proposal is not approved, the Board may appoint an auditor to fill the vacancy.

accounts are laid.

Company’s U.K. statutory auditor to hold office from the conclusion of the Annual Meeting until the next annual general meeting of shareholders at which

presented to shareholders. The Company’s current U.K. statutory auditor is PwC. We are asking shareholders to approve the reappointment of PwC as 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 accounts are

What am I voting on?

Statutory Auditor

Proposal 6 — Reappointment of U.K.

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

procedures and applicable law.

delegates this authority to determine the remuneration of the Company’s U.K. statutory auditor to the Audit Committee in accordance with the Board’s

remuneration of PwC in its capacity as the Company’s U.K. statutory auditor under the Companies Act for the year ending December 31, 2023. The Board

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 be

What am I voting on?

Statutory Auditor Fees

Proposal 7 — Approval of U.K.

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agreement as if the authorities conferred hereby had not expired.

such expiration, and the Board may issue shares or grant rights to, subscribe for, or convert, any security into shares, in pursuance of any such offer or

that, prior to such expiration, the Company may make offers or agreements that would or might require shares to be issued or rights to be granted after

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 28, 2024); provided, however,

Unless previously renewed, revoked, or varied, the authority conferred by this Proposal 8 shall apply in substitution for all existing authorities under section

pro rata to their existing holdings (i.e., “pre-emption rights”).

►Proposal 9 authorizes our Board to issue shares for cash pursuant to Proposal 8, up to a limit, without first offering them to existing shareholders

shares issued pre-emptively to shareholders pro rata to their holdings in order to raise new capital for the Company).

(b)

up to an additional one-third of our existing issued share capital with an aggregate nominal value of $147,102,671 for rights issues (i.e.,

(a) up to one-third of our existing issued share capital with an aggregate nominal amount equal to $147,102,671 for general purposes; and

additional shares would require shareholder approval. Our Board would be authorized to issue:

aggregate nominal value equal to the allotment amount, without further shareholder approval. In the absence of such approval, the issuance of any

►Proposal 8 authorizes our Board to issue a maximum number of equity securities (within the meaning of section 560 of the Companies Act), having an

will not be able to issue shares after that date.

general meeting or by a company’s articles of association. Our directors’ existing authority to issue shares will expire on July 29, 2023, and the Company

Under the Companies Act, directors are, with certain exceptions, unable to allot, or issue, shares without being authorized either by the shareholders in a

acquisitions or in connection with raising additional capital. The Company will continue to be subject to NYSE shareholder approval requirements.

Approval of this proposal does not affect any shareholder approval requirements of the NYSE for share issuances, such as in connection with certain

2024 Annual Meeting or (b) the close of business on July 28, 2024, which is 15 months after this year’s Annual Meeting.

shares is limited by the Companies Act. As such, the authorizations in Proposals 8 and 9, if approved, will expire at the earlier of (a) the conclusion of our

Unlike most companies listed on the NYSE with perpetual authority to issue shares under their charter or articles of association, our authority to issue

the laws of England and Wales, and are not otherwise required for other companies listed on the NYSE or organized within the United States.

The authorizations requested in Proposals 8 and 9 are required as a matter of English law, are customary for public limited companies incorporated under

What am I voting on?

Securities

Proposal 8 — Authority to Allot Equity

TechnipFMC Proxy Statement 2023

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

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-emptive offer.

As is the case with many U.K. companies, Proposals 8 and 9 will be proposed each year as our Board believes occasions may arise from time to time

on July 28, 2024, which is 15 months after this year’s Annual Meeting.

The authorizations in Proposals 8 and 9, if approved, will expire at the earlier of (a) the conclusion of our 2024 Annual Meeting or (b) the close of business

When does this authorization expire?

securities into shares under any such offer or agreement as if the authority had not ended.”

for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert

during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe

such authorities to apply until the end of next year’s Annual Meeting (or, if earlier, until the close of business on July 28, 2024) but, in each case,

treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

and so that the Board may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with

► to holders of other equity securities as required by the rights of those securities or as the Board of Directors otherwise consider necessary,

► to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

Companies Act) in connection with an offer by way of a rights issue:

b

up to a further aggregate nominal amount of $147,102,671 provided such shares are equity securities (within the meaning of section 560 of the

a. up to an aggregate nominal amount of $147,102,671; and

shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

“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 allot

The text of the resolution is as follows:

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The Board has no current commitments or plans to issue additional shares of the Company under these authorities.

is merited by the nature of the transaction and is thought to be to the advantage of shareholders.

in the announcement of the issue. The authority to issue this additional 10% would not be used as a matter of routine, but only where the flexibility

capital investment announced either contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed

(ii) up to a further 10% of the Company’s issued ordinary share capital (as of March 6, 2023) for use in connection with an acquisition or specified

(i) up to 10% of the Company’s issued ordinary share capital (as of March 6, 2023) on an unrestricted basis for general purposes, and

dilutive to existing shareholdings), as follows:

to an aggregate nominal amount of $88,261,602, being 20% of the Company’s issued share capital without pre-emption rights (i.e., on terms that would be

institutions, and corporate finance practitioners to monitor the operation of the Guidelines, Proposal 9 would limit our Board’s authority to issue shares up

In line with guidelines issued by the Pre-Emption Group (the “Guidelines”), a group comprising representatives of U.K.-listed companies, investment

for cash, without pre-emption rights, pursuant to the authority conferred by this Proposal 9.

The Company proposes that, subject to the passing of the resolution included in Proposal 8, the Board be generally empowered to issue equity securities

would be severely limited.

the approval of this Proposal 9, our flexibility to issue shares, such as for satisfying equity awards under our Amended and Restated Incentive Award Plan,

Companies Act. The Companies Act permits shareholders to waive, or “disapply,” these pre-emption rights, which is the purpose of this Proposal 9. Absent

such equity securities to existing shareholders in proportion to their existing shareholdings (i.e., “pre-emption rights”) pursuant to section 561 of the

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 first offer

Proposal 9 is proposed as a special resolution, requiring at least 75% of votes cast in favor to pass.

acquisitions or in connection with raising additional capital. The Company will continue to be subject to NYSE shareholder approval requirements.

Approval of this proposal does not affect any shareholder approval requirements of the NYSE for share issuances, such as in connection with certain

business on July 28, 2024 (i.e., 15 months after the Annual Meeting).

The authorizations in Proposals 8 and 9, if approved, will expire at the earlier of (a) the conclusion of our 2024 Annual Meeting or (b) at the close of

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 United

As noted above, the authorizations requested in Proposals 8 and 9 are required as a matter of English law, are customary for public limited companies

What am I voting on?

Securities without Pre-emptive Rights

Proposal 9 — Authority to Allot Equity

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“FOR” this proposal.

The Board recommends that you vote

How does the Board recommend that I vote?

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-emptive offer.

As is the case with many U.K. companies, Proposals 8 and 9 will be proposed each year as our Board believes occasions may arise from time to time

on July 28, 2024, which is 15 months after this year’s Annual Meeting.

The authorizations in Proposals 8 and 9, if approved, will expire at the earlier of (a) the conclusion of our 2024 Annual Meeting or (b) the close of business

When does this authorization expire?

ended.”

sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not

period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be

such power to apply until the end of next year’s Annual Meeting (or, if earlier, until the close of business on July 28, 2024) but, in each case, during this

b. in the case of the authority granted under paragraph (b) of Proposal 8, of the equity securities to be issued in connection with a rights issue,

pre-emptive offer, up to an aggregate nominal amount of $88,261,602; and

a. in the case of allotments authorized by paragraph (a) of Proposal 8 (i) in connection with a pre-emptive offer, and (ii) other than in connection with a

such allotment or sale, such power to be limited to the allotment of sale:

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 not apply to any

“THAT, subject to Proposal 8 passing, the Board be given power to allot equity securities (as defined in the Companies Act) under the authority given by

The text of the resolution is as follows:

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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 2022, we have not been a participant in any transaction, or series of related transactions, whether in effect or proposed, in which

complete an annual questionnaire that contains questions regarding related person transactions.

and directors must recuse themselves from discussing or voting on any issue for which they may have a conflict. Directors and executive officers also

In addition, our Governance Guidelines and Code of Business Conduct require directors and executive officers to disclose potential conflicts of interest,

whether the transaction is on terms comparable to those that could be obtained in arm’s-length dealings with an unrelated third party.

shareholders, and considers factors such as: (a) the benefit of the transaction to us and our shareholders; (b) any alternatives to the transaction; and (c)

its subsidiaries and related persons. The ESG Committee approves only those transactions that are in our best interests and the best interests of our

The ESG Committee is responsible for reviewing and, where appropriate, approving or ratifying any related person transaction involving the Company or

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, as

(b) any related person has a direct or indirect material interest; and

(a) the Company is a participant;

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, and their

follows procedures pursuant to which transactions are reviewed, approved, or ratified.

resolution of any conflict of interest or any related person transaction. In reviewing and approving any related person transactions, our ESG Committee

The Company’s ESG Committee considers questions of possible conflicts of interest for related persons and recommends to our Board the appropriate

Transactions with Related Persons

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claim against us for such units.

service. Directors have no power to vote or dispose of shares underlying the RSUs until they are distributed. Until such distribution, these directors have an unsecured

grant date or (b) upon their separation from Board service. RSUs granted prior to 2021 vested after one year of service and will be settled upon separation from Board

vests after one year of service but is settled in Ordinary Shares on a date elected by the non-executive director that is either (a) after a period of one to ten years from the

As of March 6, 2023, the number of Ordinary Shares subject to RSUs credited to each non-employee director under the incentive plan was 22,208. The annual RSU grant

(3)Includes Ordinary Shares owned by the individual and Ordinary Shares subject to RSUs credited to individual accounts of non-employee directors under our incentive plan.

(2)The calculation of percentage of ownership of each listed beneficial owner is based on 441,308,014 Ordinary Shares outstanding on March 6, 2023.

(1)Inclusive of shares that vest on March 9, 2023 which are gross shares not netted for taxes.

\* Less than 1%

All directors and executive officers as a group (18 persons)

4,698,8935

1.06%

Sophie Zurquiyah

44,1373

\*

John Yearwood

86,1473

\*

Justin Rounce

450,6764

\*

Kay G. Priestly

101,7653

\*

Douglas J. Pferdehirt

3,272,0414

\*

Margareth Øvrum

53,2753

\*

John O’Leary

106,2043

\*

Peter Mellbye

103,5973

\*

Alf Melin

66,3554

\*

Victoria Lazar

04

\*

Jonathan Landes

62,1254

\*

Robert G. Gwin

03

\*

Eleazar de Carvalho Filho

116,8093

\*

Claire S. Farley

147,1133

\*

Name

Shares1

Percent of Class2

Road, Newcastle upon Tyne, NE6 3PL, United Kingdom.

in the “Percent of Class” column in the table below. Unless otherwise indicated, the address of each person is Hadrian House, Wincomblee

all directors and executive officers as a group. No director or NEO beneficially owns more than 1% of our Ordinary Shares, as designated

The following table shows, as of March 6, 2023, the number of our Ordinary Shares beneficially owned by each of our NEOs, directors, and

and Management

Beneficial Owners

Security Ownership of Certain

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Directors’ Renumeration Policy were not timely filed, but were filed on April 1, 2022.

Øvrum, and Zurquiyah and Messrs. de Carvalho Filho, Mellbye, O’Leary, and Yearwood in 2022 relating to shares granted to our directors pursuant to our

Section 16(a) were not timely reported during the fiscal year ended December 31. 2022. Eight Form 4s required to be filed by Mses. Farley, Priestly,

forms filed and written representations provided by executive officers and directors, we believe that eight transactions required to be reported under

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 review of the

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than 10% of our Ordinary Shares,

Delinquent Section 16(a) Reports

Shares.

(4)Based solely on a Schedule 13G/A filed with the SEC on February 14, 2023, T. Rowe Price Mid-Cap Value Fund, Inc. have sole voting power over 25,656,726 Ordinary

dispositive power with respect to 42,290,758 shares.

February 9, 2023. FMR LLC has sole voting power with respect to 42,290,585 shares and sole dispositive power with respect to 42,290,758 shares. Ms. Johnson has sole

(3)Based solely on a Schedule 13G 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

sole dispositive power over 58,933,447, Ordinary Shares.

(2)Based solely on a Schedule 13G/A filed with the SEC on February 14, 2023, T. Rowe Price Associates, Inc. has sole voting power over 21,945,617 Ordinary Shares and

(1)The calculation of percentage of ownership of each listed beneficial owner is based on 441,308,014 Ordinary Shares outstanding on March 6, 2023.

Baltimore, MD 21202

100 E. Pratt Street

T. Rowe Price Mid-Cap Value Fund, Inc.

25,656,7264

5.8%

Boston, MA 02210

245 Summer Street

FMR, LLC

42,290,7583

9.6%

Baltimore, MD 21202

100 E. Pratt Street

T. Rowe Price Associates, Inc.

58,933,4472

13.4%

Name and Address of Beneficial Owner

Shares

Class1

Percent of

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 Ordinary

(5)Includes, in the aggregate, stock options to purchase 1,087,848 Ordinary Shares that are currently exercisable by our NEOs and other executive officers.

Mr. Rounce, 43,935 Ordinary Shares for Mr. Landes, and 0 Ordinary Shares for Ms. Lazar.

Shares included in item (ii), in the aggregate, amount to 2,221,190 Ordinary Shares for Mr. Pferdehirt, 52,595 Ordinary Shares for Mr. Melin, 369,390 Ordinary Shares for

Pferdehirt’s ownership includes 80,304 Ordinary Shares held by a family trust for the benefit of his children, and his spouse is trustee of the family trust. The Ordinary

(4)Includes: (i) Ordinary Shares owned by the individual; and (ii) Ordinary Shares subject to stock options that are exercisable within 60 days of March 6, 2023. Mr.

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Annual Meeting would include any statement that the Company has been required to publish in accordance with section 527 of the Companies Act.

Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid. The business that may be dealt with at the

the auditor’s report and the conduct of the audit) that are to be laid before the Annual Meeting; or (ii) any circumstance connected with an auditor of the

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 accounts (including

In addition, under section 527 of the Companies Act, shareholders of record meeting the threshold requirements set out therein have the right, without

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

of the 2024 Annual Meeting or, if later, at the time notice of the annual general meeting is delivered to shareholders.

Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary, at least six weeks prior to the date

with at the 2024 Annual Meeting. Provided that the appropriate thresholds are met, notice of the resolution or matter must be received by the Company at

Company to include: (i) a resolution in its notice of annual general meeting; or (ii) any matter (other than a proposed resolution) in the business to be dealt

Under sections 338 and 338A of the Companies Act, shareholders of record meeting the threshold requirements in those sections may require the

19 under the Exchange Act no later than February 28, 2024.

support of director nominees other than the Company’s nominees must provide notice to the Company that sets forth the information required by Rule 14a-

In addition to satisfying the foregoing requirements under our Articles, to comply with the universal proxy rules, shareholders who intend to solicit proxies in

writing to Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary.

(b) the 10th day following the day on which we first make a public announcement of the date of such meeting. A copy of our Articles may be obtained by

than the 120th day prior to such annual meeting and not later than the close of business on the later of: (a) the 90th day prior to such annual meeting; or

date of the annual meeting is more than 30 days before or more than 70 days after April 28, 2024, however, a shareholder must deliver notice no earlier

than January 29, 2024; provided, however, that the subject of the proposal must otherwise be a proper matter for shareholder action. In the event that the

forth the information specified in our Articles, to the Corporate Secretary at our principal executive offices no earlier than December 30, 2023 and no later

Meeting other than for inclusion in our 2024 Proxy Statement and form of proxy, our Articles require the shareholder to deliver written notice thereof, setting

Without prejudice to the rights of a shareholder of record under the Companies Act, if a shareholder wishes to submit a proposal at our 2024 Annual

Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary.

must be in proper form, comply with Rule 14a-8 of the Exchange Act, and be received no later than November 18, 2023, at Hadrian House, Wincomblee

If a shareholder wishes to submit a proposal for possible inclusion in our 2024 Proxy Statement and form of proxy for our 2024 Annual Meeting, the notice

General Meeting of Shareholders

Proposals for the 2024 Annual

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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 other

number and address listed above.

receiving multiple copies of our Proxy Materials and wish to receive only one copy for your household, please contact Broadridge at the same telephone

1061, or by writing to Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717. If you are currently

householding in the future, please contact Broadridge Investor Communication Services (“Broadridge”), our proxy distributor, by calling toll-free 800-542-

single copies of those documents were delivered. If you would like to request separate copies of the Proxy Materials or do not wish to participate in

The Company will promptly deliver, upon written or oral request, individual copies of the Proxy Materials to any shareholder at the shared address to which

Belief of sustainability by reducing wasteful duplicate mailings, as well as printing and mailing costs and fees.

card or voting instruction card. We believe this procedure provides greater convenience to our shareholders and reinforces the Company’s Foundational

shareholders at that address notifies us that they wish to continue receiving individual copies. Each shareholder will continue to receive a separate proxy

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 the

We have adopted a procedure approved by the SEC called “householding.” Under this procedure, shareholders who have the same address and last

Shareholders Sharing an Address

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your home or business. To request electronic delivery, please follow the instructions on your proxy card or voting instruction card.

internet links to these documents. Opting to receive all future Proxy Materials online will conserve resources in producing and mailing documents to

request is submitted to change delivery methods. You can eliminate all such paper mailings in the future by electing to receive an email that provides

Materials will not receive the Notice of Materials. Instead, such shareholders will continue to receive a paper copy of the Proxy Materials until a

►Paper Copy of Proxy Materials with Proxy Card: All shareholders of record and shareholders who previously requested paper copies of the Proxy

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 receive the

Proxy Materials by mail or an electronic copy of the Proxy Materials by email (see below).

Materials by mail or email will remain in effect until you revoke it. Shareholders who do not receive a Notice of Materials will receive a paper copy of the

email copy of our Proxy Materials, you should follow the instructions for requesting such materials in the Notice of Materials. Any request to receive Proxy

Materials at www.proxyvote.com. Such notice also instructs you on how you may submit your proxy on the internet. If you would like to receive a paper or

which was mailed to most of our shareholders beginning on or about March 17, 2023, will instruct you on how to access and review all of the Proxy

Notice and Access: Most shareholders will not receive printed copies of the Proxy Materials unless they request them. Instead, the Notice of Materials,

receive our Proxy Materials in one of the following ways:

furnish Proxy Materials to our shareholders by providing access to such documents on the internet instead of mailing printed copies. Shareholders may

The Company utilizes the “Notice and Access” method of providing the Proxy Materials to shareholders. With “Notice and Access,” we are permitted to

How will the Company distribute Proxy Materials?

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 delegate

What is a proxy?

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 to

What is a proxy statement?

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 28, 2023 at 4:00 p.m., London time, at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6

What is the location of the Annual Meeting?

Meeting

General Information about the Annual

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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

present at the Annual Meeting.

during ordinary business hours. This list will also be available at the location of the Annual Meeting and open to the examination of any shareholder

for a period of ten days prior to the Annual Meeting at our office at Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom,

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 Meeting

Services plc (“Computershare”).

seniority determined by the order in which the names of the holders appear in the register of members of our transfer agent, Computershare Investor

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, with

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 nominee and

same powers on behalf of the corporation as that corporation could exercise if it was an individual shareholder of the Company.

the Annual Meeting, and such authorized person will (on production of a certified copy of such resolution at the Annual Meeting) be entitled to exercise the

Any corporate or institutional shareholder may, by resolution of its articles or other governing body, authorize another person to act as its representative at

Shares outstanding and entitled to vote.

with applicable law and/or the Articles, you will have one vote for each Ordinary Share per proposal. As of March 6, 2023, we had 441,308,014 Ordinary

below for an explanation of the difference between a shareholder of record and a beneficial owner. Unless otherwise restricted from voting in accordance

The March 6, 2023 Record Date is applicable to beneficial owners, as the CA Record Date only applies to shareholders of record. Please see the question

time, on April 26, 2023, to vote at the Annual Meeting (the “CA Record Date”).

Shares as of March 6, 2023 (the “Record Date”). In addition, provisions under the Companies Act allow shareholders of record as of 4:00 p.m., London

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 Ordinary

Who is entitled to vote at the Annual Meeting?

website is not a part of this Proxy Statement and is not incorporated into any of our filings made with the SEC.

submitted to Hadrian House, Wincomblee Road, Newcastle upon Tyne, NE6 3PL, United Kingdom, Attention: Corporate Secretary. The information on our

www.technipfmc.com under the heading “About us.” These materials are also available in print, free of charge, to any shareholder upon written request

Compensation and Talent 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 Committee,

Where can I find governance documents related to the Company?

Shareholders’ meeting” as well as at www.proxyvote.com.

Proxy Materials will also be made available on our website at www.technipfmc.com under the heading “Investors > Events and presentations >

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MAY BE UNABLE TO ADMIT YOU TO ATTEND THE ANNUAL MEETING ON SECURITY GROUNDS.

PHOTO IDENTIFICATION, AND COMPLY WITH THE OTHER PROCEDURES OUTLINED ABOVE FOR ATTENDING THE ANNUAL MEETING, WE

IF YOU DO NOT CONFIRM YOUR ATTENDANCE TO THE ANNUAL MEETING, APPLY FOR, AND PROVIDE AN ADMISSION TICKET, SHOW VALID

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, electronic

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

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, and

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 bank,

Admission tickets can be printed up to 11:59 p.m., New York time, on April 24, 2023, by accessing the Shareholder Meeting Registration link at

shareholders of record.

London time, on the CA Record Date. The March 6, 2023 Record Date applies to all beneficial owners, as the CA Record Date only applies to

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 p.m.,

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 license or

Who can attend the Annual Meeting?

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 various

Do I have to attend the Annual Meeting to vote?

voting instruction card for you to use in directing the bank, broker, or other nominee regarding how to vote your Ordinary Shares.

contained in the Notice of Materials or Proxy Materials. If you requested printed Proxy Materials, your bank, broker, or other nominee has enclosed a

beneficial owner, you have the right to direct your bank, broker, or other nominee on how to vote your Ordinary Shares by following the instructions

through whom you hold the shares. Most of our shareholders hold their Ordinary Shares in this manner rather than directly in their own name. As the

owner of shares held in “street name,” and the Notice of Materials or Proxy Materials are being forwarded to you by your bank, broker, or nominee

►Beneficial Owners. If your Ordinary Shares are held in a stock brokerage account, or by a bank or other nominee, you are considered the beneficial

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 Annual Meeting.

considered the shareholder of record with respect to those shares, and the Proxy Materials, including a proxy card, are being sent directly to you. As a

►Shareholders of Record. If your Ordinary Shares are registered directly in your name on the register of members with Computershare, you are

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vote to Equiniti Share Plan Trustees Limited by 5:00 p.m., London time, on April 19, 2023 in order for the plan trustee to vote your Ordinary Shares.

instructions on how to vote your Ordinary Shares from Equiniti Share Plan Trustees Limited, the plan administrator. Please note that you must submit your

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 will receive

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 to vote

Employees Who Participate in the Legacy Technip U.K. Share Incentive Plan

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 proxy

your bank, broker, or other nominee.

may submit instructions by telephone or through the internet to your bank, broker, or other nominee, or request and return a paper voting instruction card to

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. You

Beneficial Owners holding through the NYSE

Meeting.

through 9 and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly brought before the Annual

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 Proposals 1

proof of appointment.

pursuant to a power of attorney or by an executor, administrator, trustee, or guardian, please state the signatory’s full title and provide a certificate or other

the proxy card should be signed in the full corporate, limited liability company, or partnership name by a duly authorized person. If the proxy card is signed

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 partnership,

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 and

automatically be terminated.

attending and voting at the Annual Meeting. If you have appointed a proxy and attend the Annual Meeting and vote in person, your proxy appointment will

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 record from

Please vote your shares no later than 11:59 p.m. New York time, on April 26, 2023.

►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;

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 to vote

Shareholders of Record

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 proxy

How do I vote?

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nominating shareholder of record to be appointed as a proxy for the meeting (or to have someone else appointed as a proxy).

rights as a shareholder of record to appoint a proxy and cannot vote at the Annual Meeting, unless such Nominated Person has an agreement with the

enjoy information rights in accordance with Section 146 of the Companies Act (a “Nominated Person”). A Nominated Person does not possess the same

A copy of this Proxy Statement has been provided “for information purposes only” to persons who have been nominated by a shareholder of record to

Companies Act?

What if I have been nominated by a shareholder of record to have information rights under the

votes will be counted for purposes of establishing a quorum at the Annual Meeting.

outstanding Ordinary Shares entitled to vote at the Annual Meeting are present in person or by proxy at the Annual Meeting. Abstentions and broker non-

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 of our

How many votes must be present to hold the Annual Meeting?

you own.

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 Ordinary Shares that

broker, or other nominee, or if you own Ordinary Shares through more than one bank, broker, or other nominee, you may receive multiple proxy cards. It is

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 bank,

What should I do if I receive more than one proxy card?

Attending the Annual Meeting without taking further action will not automatically revoke your prior vote of your proxy.

All Ordinary Shares that have been properly voted and not revoked will be counted in the votes at the Annual Meeting.

You may also vote in person at the Annual Meeting if you obtain a legal proxy, as described under “How do I vote?” above.

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

►voting in person at the Annual Meeting.

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 Annual

►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 26, 2023;

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?

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of-pocket fees and expenses.

tabulation services for the Annual Meeting. For these services, we will pay Broadridge a fee of approximately $14,500 and reimburse it for reasonable out-

Shares and obtaining the proxies of such owners. We have retained Broadridge to aid in the distribution of our Proxy Materials and to provide voting and

other custodians, nominees, and fiduciaries for reasonable expenses incurred by them in forwarding Proxy Materials to beneficial owners of Ordinary

no additional compensation for such solicitation. In accordance with the rules of the SEC and NYSE, the Company will also reimburse banks, brokers, and

telephonically, electronically, or by any other means of communication. Directors, officers, and employees of the Company and its subsidiaries will receive

the solicitation of proxies by mail, solicitation may be made on our behalf by certain directors, officers, or employees of the Company and its subsidiaries

retained Morrow Sodali LLC to assist in the solicitation of proxies at a cost estimated to be $15,500, 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?

consider the outcome.

action. However, our Board values the opinions of our shareholders as expressed through advisory votes and other communications and will carefully

Remuneration Report), the results of the vote will not be legally binding on the Board or any committee thereof to take any action, or refrain from taking any

With respect to Proposal 2 (regarding the 2022 Say-on-Pay Proposal for NEOs) and Proposal 3 (regarding the proposal for the 2022 Directors’

votes will not be counted as a vote either for or against these resolutions.

cast to be approved. Proposal 9, as a special resolution, requires the affirmative vote of 75% of the votes cast to be approved. Abstentions and broker non-

Proposals 1 through 8 will be proposed as ordinary resolutions, which means that each resolution requires the affirmative vote of the majority of the votes

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 entitled

What are the voting requirements to approve the resolutions?

a shareholder.

Ordinary Shares for Proposals 1 through 3, 8 and 9 if you do not provide instructions. As such, we strongly encourage you to exercise your right to vote as

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 3, 8 and 9 are matters considered non-routine under the rules of the NYSE. A bank, broker, or other nominee may not vote on these

discretion on routine matters, and, therefore, no broker non-votes are expected to occur in connection with such proposals.

Proposals 4 through 7 are each considered a routine matter under the rules of the NYSE. A bank, broker, or other nominee may generally vote in their

discretionary voting power with respect to that proposal.

Ordinary Shares on your behalf does not vote on a particular proposal because it has not received voting instructions from you and does not have

may not exercise discretion, and, therefore, will not vote, on non-routine matters. A broker non-vote occurs where a bank, broker, or other nominee holding

specific voting instructions, the bank, broker, or other nominee is generally permitted to vote your Ordinary Shares at its discretion on routine matters, but

If you own your Ordinary Shares through a bank, broker, or other nominee, and do not provide the organization that holds your Ordinary Shares with

What is a broker non-vote?

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practicable after the Annual Meeting and for a period of two years thereafter.

any other information required by the Companies Act will be made available on the Company’s website (www.technipfmc.com) as soon as reasonably

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 Annual Meeting and

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be checked by the inspector of elections and disclosed

Where can I find the voting results of the Annual Meeting?

TechnipFMC Proxy Statement 2023

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The following is a reconciliation of the most comparable financial measures under GAAP to the non-GAAP financial measures.

superior to, other measures of financial performance prepared in accordance with GAAP.

determining certain incentive compensation. The foregoing non-GAAP financial measures should be considered in addition to, not as a substitute for or

misleading to both investors and management by the excluded items. These measures are also used by management as performance measures in

evaluate our operations and consolidated results of operations period-over-period, and to identify operating trends that could otherwise be masked or

Management believes that the exclusion of charges and credits from these financial measures enables investors and management to more effectively

►Corporate expense excluding charges and credits.

EBITDA margin; and

►Earnings before net interest expense, income taxes, depreciation and amortization, excluding charges and credits (“Adjusted EBITDA”) and Adjusted

►Depreciation and amortization, excluding charges and credits (“Adjusted depreciation and amortization”);

margin;

►Income (loss) before net interest expense and taxes, excluding charges and credits (“Adjusted operating profit”) and Adjusted operating profit

►Income (loss) from continuing operations attributable to TechnipFMC plc, excluding charges and credits, as well as measures derived from it;

measures (as defined in Item 10 of Regulation S-K of the Securities Exchange Act of 1934, as amended) below:

In addition to financial results determined in accordance with U.S. generally accepted accounting principles (“GAAP”), we provide non-GAAP financial

GAAP Measures

Appendix A — Reconciliation of Non-

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Adjusted EBITDA margin, excluding foreign exchange, net

11.5%

11.3%

10.0%

Adjusted EBITDA margin

11.5%

11.3%

9.6%

Adjusted Operating profit margin

5.9%

5.6%

4.0%

Operating profit margin, as reported

5.8%

4.7%

3.3%

Adjusted EBITDA, excluding foreign exchange, net

$628.9

$139.6

$(98.1)

$—

$670.4

Foreign exchange, net

—

—

—

23.9

23.9

Adjusted EBITDA

628.9

139.6

(98.1)

(23.9)

646.5

Depreciation and amortization

304.3

70.0

2.9

—

377.2

Adjusted Operating profit (loss)

324.6

69.6

(101.0)

(23.9)

269.3

Subtotal

7.0

11.3

3.7

27.7

49.7

Loss from investment in Technip Energies

—

—

—

27.7

27.7

Restructuring and other charges

5.1

8.5

3.7

—

17.3

Impairment and other charges

1.9

2.8

—

—

4.7

Charges and (credits):

Operating profit (loss), as reported (pre-tax)

$317.6

$58.3

$(104.7)

$(51.6)

$219.6

Revenue

$5,461.2

$1,239.2

$—

$—

$6,700.4

(in millions)

Subsea

Technologies

Expense

and Other

Total

Surface

Corporate

Exchange, net

Foreign

December 31, 2022

Year Ended

TechnipFMC Proxy Statement 2023

123 TechnipFMC

(1) Includes $36.7 million impairment relating to our equity method investment.

Adjusted EBITDA margin, excluding foreign exchange, net

10.5%

10.6%

8.8%

Adjusted EBITDA margin

10.5%

10.6%

9.1%

Adjusted Operating profit margin

4.5%

4.6%

3.0%

Operating profit margin, as reported

2.7%

3.9%

6.3%

Adjusted EBITDA, excluding foreign exchange, net

$559.3

$114.4

$(109.1)

$—

$564.6

Foreign exchange, net

—

—

—

(15.8)

(15.8)

Adjusted EBITDA

559.3

114.4

(109.1)

15.8

580.4

Adjusted Depreciation and amortization

317.2

64.8

3.4

—

385.4

Adjusted Operating profit (loss)

242.1

49.6

(112.5)

15.8

195.0

Subtotal

100.7

7.6

5.6

(322.2)

(208.3)

Income from investment in Technip Energies

—

—

—

(322.2)

(322.2)

Restructuring and other charges

19.8

5.7

2.6

—

28.1

Impairment and other charges\*

80.9

1.9

3.0

—

85.8

Charges and (credits):

Operating loss, as reported (pre-tax)

$141.4

$42.0

$(118.1)

$338.0

$403.3

Revenue

$5,329.1

$1,074.4

$—

$—

$6,403.5

(in millions)

Subsea

Technologies

Expense

and Other

Total

Surface

Corporate

Exchange, net

Foreign

December 31, 2021

Year Ended

TechnipFMC Proxy Statement 2023

124 TechnipFMC

Adjusted EBITDA margin, excluding foreign exchange, net

8.5%

7.6%

6.7%

Adjusted EBITDA margin

8.5%

7.6%

6.1%

Adjusted operating profit margin

2.8%

1.0%

(0.1)%

Operating profit margin, as reported

(51.5)%

(40.5)%

(52.3)%

Adjusted EBITDA, excluding foreign exchange, net

$466.9

$81.0

$(110.5)

$—

$437.4

Foreign exchange, net

—

—

—

40.2

40.2

Adjusted EBITDA

466.9

81.0

(110.5)

(40.2)

397.2

Adjusted depreciation and amortization

316.4

70.1

17.1

—

403.6

Adjusted operating profit (loss)

150.5

10.9

(127.6)

(40.2)

(6.4)

Subtotal

2,966.0

440.2

4.3

—

3,410.5

Purchase price accounting adjustments

8.5

—

—

—

8.5

Direct COVID-19 expenses

50.1

7.7

—

—

57.8

Restructuring and other charges

52.9

13.2

4.3

—

70.4

Impairment and other charges

2,854.5

419.3

—

—

3,273.8

Charges and (credits):

Operating loss, as reported (pre-tax)

$(2,815.5)

$(429.3)

$(131.9)

$(40.2)

$(3,416.9)

Revenue

$5,471.4

$1,059.2

$—

$—

$6,530.6

(in millions)

Subsea

Technologies

Expense

and Other

Total

Surface

Corporate

Exchange, net

Foreign

December 31, 2020

Year Ended

TechnipFMC Proxy Statement 2023

125 TechnipFMC

Free cash flow from continuing operations

$194.2

$523.3

$516.3

Capital expenditures

(157.9)

(191.7)

(256.1)

Cash provided by operating activities from continuing operations

$352.1

$715.0

$772.4

(in millions)

2022

2021

2020

December 31,

Year Ended

accordance with GAAP, to free cash flow (non-GAAP measure).

reconciles cash provided by operating activities from continuing operations, which is the most directly comparable financial measure determined in

Free cash flow from continuing operations is defined as operating cash flows from continuing operations, less capital expenditures. The following table

TechnipFMC Proxy Statement 2023