



## NOTICE OF 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TechnipFMC plc

*(a public limited company having its registered office at One St. Paul's Churchyard, London, EC4M 8AP, United Kingdom and incorporated in England and Wales with company number 09909709)*

Dear Shareholder:

It is my pleasure to invite you to attend the inaugural Annual General Meeting of Shareholders of TechnipFMC plc (the "**Company**," "**TechnipFMC**," "**us**" or "**we**"), which will be held on June 14, 2018 beginning at 10:00 a.m., London time, at One St. Paul's Churchyard, London, EC4M 8AP, United Kingdom (the "**Annual Meeting**"). This notice of the Annual Meeting (the "**Notice of the Annual Meeting**") and accompanying proxy statement (the "**Proxy Statement**") describe the resolutions you will be asked to consider and upon which you will be asked to vote. References in the accompanying Proxy Statement to the "Annual Meeting" also refer to any adjournments, postponements, or changes in location of the Annual Meeting, to the extent applicable.

The Company is incorporated under the laws of England and Wales with shares traded on the New York Stock Exchange ("**NYSE**") and Euronext Paris ("**Euronext**"). As such, the Company is subject to the U.K. Companies Act 2006 (the "**Companies Act**"), U.S. securities laws and regulations, as well as the listing standards of the NYSE and Euronext, and our proposals herein are based on these various regulations. The proposals in the Proxy Statement may be unfamiliar to shareholders based on their experience with U.S., U.K., and French companies. For instance, Proposals 1, 3, 4, 6, and 7 are items that are required to be approved by shareholders periodically under the Companies Act. Please review and consider each proposal carefully.

Your vote is important, regardless of the number of shares that you own. Whether or not you intend to attend the Annual Meeting, please vote as soon as possible to make sure that your shares are represented. You may vote your shares via the internet, by telephone, or by mail by signing, dating, and returning your proxy card in the envelope provided.

**TIME AND DATE** June 14, 2018 at 10:00 a.m., London time  
**PLACE** One St. Paul's Churchyard, London, EC4M 8AP, United Kingdom  
**RECORD DATE** April 16, 2018, 5:00 p.m., New York time  
**ITEMS OF BUSINESS** The Board of Directors (the "**Board**") unanimously recommends that you vote "**FOR**" each of the following proposed ordinary resolutions:

**Proposal 1: U.K. Annual Report and Accounts** – ordinary resolution to receive the Company's audited U.K. accounts for the year ended December 31, 2017, including the reports of the directors and the auditor thereon (the "**U.K. Annual Report and Accounts**");

**Proposal 2: 2017 Say-on-Pay for Named Executive Officers** – ordinary resolution to approve, as a non-binding advisory resolution, the Company's named executive officer ("**NEO**") compensation for the year ended December 31, 2017, disclosed in the Proxy Statement under "Executive Compensation Discussion and Analysis" and the related compensation tables, notes, and narrative thereunder (the "**Say-on-Pay proposal for NEOs**");

**Proposal 3: 2017 Directors' Remuneration Report** – ordinary resolution to approve, as a non-binding advisory resolution, the Company's directors' remuneration report, excluding the prospective directors' remuneration policy, as set out on pages 55 to 71 of the directors' remuneration report for the year ended December 31, 2017 (the "**2017 Directors' Remuneration Report**"), in the form set out in the Company's U.K. Annual Report and Accounts;

**Proposal 4: Prospective Directors' Remuneration Policy** – ordinary resolution to approve the Company's prospective directors' remuneration policy for the three years ended December 2021, as set out on pages 72 to 83 of the 2017 Directors' Remuneration Report in the form set out in the U.K. Annual Report and Accounts (the "**Directors' Remuneration Policy**"), such policy to take effect immediately after the conclusion of the 2018 Annual General Meeting of Shareholders;

**Proposal 5: Ratification of U.S. Auditor** – ordinary resolution to ratify the appointment of PricewaterhouseCoopers LLP ("**PwC**") as the Company's U.S. independent registered public accounting firm for the year ending December 31, 2018;

**Proposal 6: Re-appointment of U.K. Statutory Auditor** – ordinary resolution to re-appoint PwC as the Company's U.K. statutory auditor under the U.K. Companies Act 2006, to hold office from the conclusion of the 2018 Annual General Meeting of Shareholders until the next annual general meeting of shareholders at which accounts are laid; and

**Proposal 7: U.K. Statutory Auditor Fees** – ordinary resolution to authorize the Board and/or the Audit Committee to determine the remuneration of PwC, in its capacity as the Company's U.K. statutory auditor for the year ending December 31, 2018, and to ratify the remuneration of PwC for the year ended December 31, 2017.

The foregoing items are more fully described in the Proxy Statement, which forms a part of the Notice of the Annual Meeting. As of the date of the Proxy Statement, the Company does not know of any other matters to be raised at the Annual Meeting other than those described in the Proxy Statement.

In accordance with the articles of association of the Company (the “**Articles**”), all resolutions will be taken on a poll, which means that each Ordinary Share (defined below) is entitled to one vote for each proposal. The results of the votes taken on the resolutions at the Annual Meeting and any other information required by the Companies Act will be made available on the Company’s website as soon as reasonably practicable following the Annual Meeting and for a period of two years thereafter. The voting results will also be announced in a Current Report on Form 8-K in the United States within four business days following the Annual Meeting.

Information regarding the Annual Meeting, including the information required by section 311A of the Companies Act, can be found at [www.technipfmc.com](http://www.technipfmc.com).

We appreciate the continuing interest of our shareholders in the Company.

April 27, 2018

On behalf of the Board of Directors,

A handwritten signature in black ink that reads "Dianne B. Ralston". The signature is written in a cursive, flowing style.

Dianne B. Ralston

Executive Vice President, Chief Legal Officer, and Secretary

# PROXY STATEMENT FOR THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

This Proxy Statement relates to the solicitation of proxies by the Board of TechnipFMC for use at the Annual Meeting to be held on June 14, 2018, beginning at 10:00 a.m., London time, at One St. Paul's Churchyard, London, EC4M 8AP, United Kingdom, and at any adjournment or postponement of the Annual Meeting.

**The proxy is solicited by the Board and is revocable by you any time before it is voted.** The Notice of Internet Availability of Proxy Materials (the "**Notice of Materials**") and related proxy materials were first made available to shareholders on or about April 27, 2018 at [www.proxyvote.com](http://www.proxyvote.com). You may also request a printed copy of this Proxy Statement and the form of proxy by any of the following methods:

- (a) internet at [www.proxyvote.com](http://www.proxyvote.com);
- (b) telephone at 1-800-579-1639; or
- (c) email at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com).

Our Annual Report on Form 10-K, including consolidated financial statements, for the year ended December 31, 2017 (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. The Form 10-K and U.K. Annual Report and Accounts are not to be considered part of the proxy solicitation material or as incorporated by reference.

Our registered office is located at One St. Paul's Churchyard, London, EC4M 8AP, United Kingdom. Our telephone number in our London office is +44 20 3429 3950 and our website address is [www.technipfmc.com](http://www.technipfmc.com). Information contained on our website, including information referred to in this Proxy Statement, is not to be considered as part of the proxy solicitation material and is not incorporated into this Proxy Statement.

**TechnipFMC is a public limited company incorporated under the laws of England and Wales, and our ordinary shares (the "Ordinary Shares") trade on the NYSE and Euronext under the symbol "FTI." As a result, the Company is governed by the Companies Act, U.S. securities laws and regulations, and NYSE and Euronext rules.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2018 ANNUAL  
GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 14, 2018**

The Notice of the Annual Meeting, Proxy Statement, and our U.K. Annual Report and Accounts are available at  
[www.proxyvote.com](http://www.proxyvote.com).

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## 2018 PROXY SUMMARY

Along with the Notice of the Annual Meeting, we are providing this Proxy Statement, the U.K. Annual Report and Accounts, and our Form 10-K in connection with the Annual Meeting.

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider regarding each of the proposals to be voted on at the Annual Meeting. As such, please read the entire Proxy Statement carefully before voting.

### Meeting Information

- Time and Date June 14, 2018 at 10:00 a.m., London time
- Place One St. Paul's Churchyard, London, EC4M 8AP, United Kingdom
- Record Date April 16, 2018, 5:00 p.m., New York time
- Admission Admission ticket and valid photo identification required. Please see "General Information about the Annual Meeting—Who can attend the Annual Meeting?" for more information.
- Voting Each Ordinary Share is entitled to one vote for each of the proposals to be voted on

### Voting Matters and Board Recommendations

The full text of each resolution to be voted on at the Annual Meeting is set out in the Notice of the Annual Meeting. A summary of each resolution is presented below.

	<b>Proposal to be Voted Upon</b>	<b>Board Recommendation</b>	<b>Description</b>
<b>1</b>	U.K. Annual Report and Accounts	FOR	The Board is required to present to shareholders for receipt the U.K. Annual Report and Accounts.
<b>2</b>	2017 Say-on-Pay proposal for NEOs	FOR	The Company is seeking a non-binding advisory vote from shareholders to approve the 2017 compensation of its NEOs as described in this Proxy Statement. The Board values shareholders' opinions, and will take into account the outcome of the advisory vote when considering future executive compensation.
<b>3</b>	2017 Directors' Remuneration Report	FOR	The Company is seeking a non-binding advisory vote from shareholders to approve the 2017 Directors' Remuneration Report that reports the compensation of our 2017 executive directors and non-executive directors. The Board values shareholders' opinions and will take into account the outcome of the advisory vote when considering future executive and non-executive compensation.
<b>4</b>	Prospective Directors' Remuneration Policy	FOR	The Company is seeking shareholder approval of the Company's prospective Directors' Remuneration Policy, which will apply through December 2021, contained in the Directors' Remuneration Report of the U.K. Annual Report and Accounts.

	<b>Proposal to be Voted Upon</b>	<b>Board Recommendation</b>	<b>Description</b>
<b>5</b>	Ratification of U.S. Auditor	FOR	The Company is seeking shareholder approval to ratify the Audit Committee's appointment of PwC as the Company's U.S. independent registered accounting firm. The Board and the Audit Committee believe that the continued retention of PwC as the U.S. independent registered accounting firm for the year ending December 31, 2018 is in the best interests of the Company and its shareholders.
<b>6</b>	Re-appointment of U.K. Statutory Auditor	FOR	The Company is seeking shareholder approval to re-appoint PwC as the Company's U.K. statutory auditor. The Board and the Audit Committee believe that the continued retention of PwC as our U.K. statutory auditor for the year ending December 31, 2018 and until the conclusion of the next annual general meeting of shareholders at which accounts are laid is in the best interests of the Company and its shareholders. If this proposal is not approved, the Board may appoint an auditor to fill the vacancy.
<b>7</b>	U.K. Statutory Auditor Fees	FOR	The Company is seeking shareholder approval to authorize the Board or Audit Committee to determine PwC's remuneration as the Company's U.K. statutory auditor for the year ending December 31, 2018 and to ratify the remuneration of PwC for the year ended December 31, 2017.

## Board of Directors

The Board has adopted and adheres to our Corporate Governance Guidelines (our “**Governance Guidelines**”), which were adopted to provide stability in our Board after the closing of the merger of our predecessor organizations, FMC Technologies, Inc. (“**FMC Technologies**”) and Technip S.A. (“**Technip**”) (the “**Merger**”), and during integration. The Company’s Board currently consists of 14 directors comprising seven members designated by FMC Technologies and seven members designated by Technip. The Governance Guidelines contain provisions that maintain our post-Merger Board until our 2019 Annual General Meeting of Shareholders. The following table provides summary information about each of our directors:

Name	Age	Legacy Board Appointment	Independent	COMMITTEES				Other Public Company Boards
				Audit	Compensation	Nominating and Corporate Governance	Strategy	
Thierry Pilenko <i>Executive Chairman</i>	60	2007					✓C	1
Douglas J. Pferdehirt <i>Chief Executive Officer</i>	54	2016						None
Arnaud Caudoux	47	N/A	✓	✓F				None
Pascal Colombani	72	2007	✓			✓	✓	1
Marie-Ange Debon	52	2010	✓	✓CF				1
Eleazar de Carvalho Filho	60	2010	✓	✓F		✓		3
Claire S. Farley	59	2009	✓				✓	2
Didier Houssin	61	2016	✓			✓	✓	None
Peter Mellbye	68	2013	✓			✓C	✓	None
John O’Leary	62	2007	✓		✓			None
Richard A. Pattarozzi	74	2002	✓ Lead		✓		✓	None
Kay G. Priestly	62	2015	✓	✓F				1
Joseph Rinaldi	60	2009	✓	✓	✓			None
James M. Ringler	72	2001	✓	✓F	✓C			4

C Chair  
 F Audit Committee Financial Expert  
 Lead Lead Independent Director

## Board and Governance Highlights

Our Board believes that the purpose of corporate governance is to ensure that we maximize shareholder value in a manner that is consistent with our Code of Business Conduct, our core values vision statement, our foundational beliefs, and all applicable legal requirements. Our Governance Guidelines establish a governance framework that is aligned with this belief and by which the Board fulfills its responsibilities. The following highlights some key characteristics of our Board and corporate governance practices:

### Key Board Statistics

**12 of 14**  
Independent Directors

**62**  
Average Age

**21%**  
Female Directors

### Board and Governance Best Practices

#### Independent Board Oversight

Robust Lead Independent Director Role	✓
Independent Board Committees	✓
All Directors are Independent except the CEO and Executive Chairman	✓
Regular Executive Sessions of Independent Directors	✓

#### Governance Best Practices

Initiation of Annual Shareholder Engagement Program	✓
Comprehensive Annual Board and Committee Self-Evaluations	✓
Risk Oversight by Full Board and Committees	✓
New Director Orientation and Continuing Education	✓
Code of Business Conduct Applicable to Directors	✓
Governance Guidelines with Director Retirement Policy	✓

## Shareholder Engagement Highlights

Following the completion of the Merger in January 2017 and our Company's debut on the public markets, our Board and executive team launched a shareholder engagement program to solicit feedback on the Company's strategy, performance, governance, executive compensation, and sustainability initiatives.

Our focus in the shareholder engagement discussions was to introduce TechnipFMC as a new company, to begin developing long-term relationships with our shareholders, and to initiate an open communication system whereby shareholders can express their perspectives and ensure that these perspectives are taken into consideration by our Board and executive team. Key highlights of our shareholder engagement program included:

- We contacted shareholders representing approximately 47% of our Ordinary Shares outstanding.
- We held 12 in-person and telephonic meetings with shareholders representing approximately 26% of our Ordinary Shares outstanding.
- Our Lead Independent Director participated in meetings with shareholders representing approximately 23% of our Ordinary Shares outstanding.

- Additionally, some shareholders did not require a meeting as they either indicated their support for our compensation and governance practices or did not have questions regarding our compensation or governance practices.

During these meetings, shareholders focused on a few key topics, including our Board leadership structure, our general Board practices, our new executive compensation program, and our sustainability efforts. The themes that were covered, relating to each of these topics, included:

- **Board Leadership Structure**
  - Current Board leadership structure and appropriateness in light of the recent Merger and ongoing integration process
  - Role of the Lead Independent Director in the context of the current Board leadership structure
- **Board Practices**
  - Appropriateness of Board size for the new company
  - Board composition as it reflects the skills and experience of directors from each of the legacy companies
- **Executive Compensation Program**
  - Development of our compensation program with a focus on the Compensation Committee's process for determining components, metrics, and performance standards
  - Annual and long-term incentive plans and how the metrics and targets tie to Company objectives regarding performance and Merger integration
  - Compensation disclosures, including the Company's commitment to transparency
  - The tenure and transition of executive director roles
- **Corporate Responsibility and Sustainability**
  - Key areas of focus for sustainability and our Company, including efficiency and greenhouse gas emissions, diversity, and community involvement
  - Board's role in oversight of corporate responsibility and sustainability efforts

The feedback we received from shareholders on these topics, which was in many cases delivered directly to our Lead Independent Director, will be carefully considered going forward and will inform our Board's decision-making on any potential changes to our Board, corporate governance, compensation, and sustainability practices in the future.

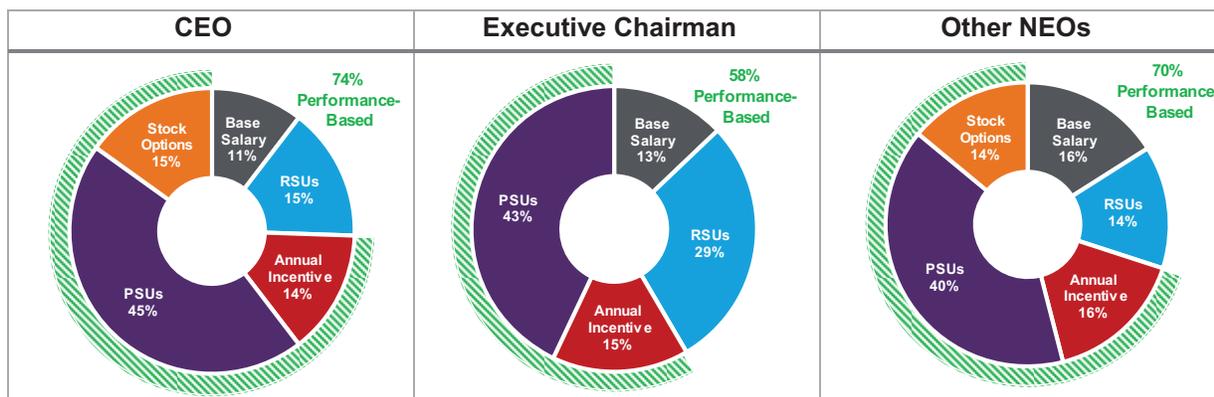
## **Executive Compensation Highlights**

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In 2017, our Compensation Committee spent significant time establishing our executive compensation philosophy and designing the compensation program for our new company, carefully taking into consideration both the short- and long-term needs of our business, as well as market best practices and shareholder interests. The Compensation Committee also solicited feedback on the executive compensation program structure and decisions during its recent discussions with shareholders, and will take this feedback into consideration as it considers the evolution of the program in the future.

One of the Compensation Committee's primary goals in establishing the compensation program was to incentivize executives to achieve key strategic goals and create long-term value for our shareholders. As a result, the Compensation Committee has adopted a program that thoughtfully links a significant percentage of executives' compensation outcomes to key performance objectives that, if achieved, would result in shareholder value creation over the short- and long-term. Another key goal of the program was to promote the successful execution of the Merger, including realization of synergies and shareholder value creation.

As indicated below, in 2017, across our executive team, a majority of all compensation at target was performance-based, with several objectives shared among the NEOs, including our Chief Executive Officer (“CEO”) and Executive Chairman, and a few distinct individual objectives that were tied to the key projects and responsibilities of each of our executives.



“PSUs” are performance-based restricted stock unit awards, and “RSUs” are time-based restricted stock unit awards.

Highlights of our compensation governance practices are listed below.

Executive Compensation Governance Practices	
Strong Pay-for-Performance Alignment	✓
Majority of Compensation Paid in Equity, Aligning Executive and Shareholder Interests	✓
Performance Measures Closely Tied to Business Strategy	✓
Three-year Performance Period for Performance Stock Units and Three-year Cliff Vesting for Restricted Stock Units and Stock Options	✓
Executive Stock Ownership and Retention Requirements	✓
Double-Trigger Change-in-Control Provisions Under Equity Grants and Executive Severance Agreements	✓
Clawback Policy	✓
Anti-Hedging and Anti-Pledging Policy	✓
No Tax Gross-Ups for Executive Officers	✓
Benchmarking Against Relevant Peer Groups	✓

## Corporate Responsibility and Sustainability Highlights

We believe corporate responsibility and sustainability will be a key element of our Company’s long-term success. For this reason, as we have worked to integrate the operations of our two companies, we have also focused on integrating and refreshing the corporate responsibility and sustainability program of our legacy companies into a single, cohesive TechnipFMC program.

As part of this process, we have established a set of core values and foundational beliefs, with corporate responsibility and sustainability as one of our foundational beliefs. Following input from key stakeholders, we have also identified three key areas of corporate responsibility and sustainability focus for our Company:

- **Efficiency and Greenhouse Gas Emissions:** Focus on emissions reductions achieved by our solutions and services for clients
- **Diversity:** Focus on improving the diversity in our industry
- **Community Involvement and Volunteerism:** Support for the communities where we live and work

We are continuing to formalize the key performance indicators that will measure our progress across each of these focus areas, as well as the disclosure whereby we will report this progress to our shareholders over the coming years. We are committed to providing additional public disclosure and transparency in this respect.

## **2019 Annual General Meeting of Shareholders**

In general, the deadline for shareholder proposals to be included in the Proxy Statement and form of proxy pursuant to Rule 14a-8 under the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), for our 2019 Annual General Meeting of Shareholders is December 28, 2018.

# GENERAL INFORMATION ABOUT THE ANNUAL MEETING

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## What is the location of the Annual Meeting?

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The Annual Meeting will be held on June 14, 2018 at 10:00 a.m., London time, at One St. Paul's Churchyard, London, EC4M 8AP, United Kingdom, or at such other time and place to which the Annual Meeting may be adjourned or postponed.

## What is a proxy statement?

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A proxy statement is a document that the rules and regulations of the United States, including those promulgated by the U.S. Securities and Exchange Commission (the “SEC”), require the Company to give to you, as a shareholder, when it asks you to sign a proxy designating individuals to vote on your behalf at a meeting.

## What is a proxy?

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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 someone as your proxy in a written document, that document is called a proxy card.

## How will the Company distribute Proxy Materials?

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The Company utilizes the “Notice and Access” method of providing the Notice of the Annual Meeting and Proxy Statement, the Company’s U.K. Annual Report and Accounts, and the Form 10-K (the “Proxy Materials”) to shareholders. With “Notice and Access,” we are permitted to furnish Proxy Materials to our shareholders by providing access to such documents on the internet instead of mailing printed copies. Accordingly, you will receive our Proxy Materials in one of the following ways:

- **Notice and Access:** Most shareholders will not receive printed copies of the Proxy Materials unless they request them. Instead, the Notice of Materials, which was mailed to most of our shareholders beginning on or about April 27, 2018, will instruct you on how to access and review all of the Proxy Materials at [www.proxyvote.com](http://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 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 by mail or email will remain in effect until you revoke it. All shareholders who do not receive a Notice of Materials will receive a paper copy of the Proxy Materials by mail or an electronic copy of the Proxy Materials by email (see below).
- **Email Access to Proxy Materials:** Shareholders who previously elected to receive notice of access to Proxy Materials via email will not receive the Notice of Materials in the mail. You should have received an email with links to the Proxy Materials and online proxy voting.
- **Paper Copy of Proxy Materials with Proxy Card:** All shareholders of record and shareholders who previously requested paper copies of the Proxy Materials will not receive the Notice of Materials. Instead, such shareholders will continue to receive a paper copy of the Proxy Materials until a 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 internet links to these documents. Opting to receive all future Proxy Materials online will save us the cost of producing and mailing documents to your home or business and help us conserve natural resources. To request electronic delivery, please follow the instructions on your proxy card or voting instruction card.

These documents will also be made available at the Annual Reports section of our website [www.technipfmc.com](http://www.technipfmc.com) under the heading “Investors > Financial information” as well as at [www.proxyvote.com](http://www.proxyvote.com).

## Who is entitled to vote at the Annual Meeting?

---

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 Shares as of 5:00 p.m., New York time, on April 16, 2018 (the “**Record Date**”). In addition, provisions under the Companies Act allow shareholders of record as of 10:00 a.m., London time, on June 12, 2018, to vote at the Annual Meeting. Beneficial owners must comply with the April 16, 2018 Record Date, as the Companies Act record date only applies to shareholders of record. Please see the question below for an explanation of the difference between a shareholder of record and a beneficial owner. Unless otherwise restricted from voting in accordance with applicable law and/or the Articles, you will have one vote for each Ordinary Share per proposal. As of April 16, 2018, we had 462,020,601 Ordinary Shares outstanding and entitled to vote.

Any corporate or institutional shareholder may, by resolution of its articles or other governing body, authorize another person to act as its representative at 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 same powers on behalf of the corporation as that corporation could exercise if it was an individual shareholder of the Company.

Any beneficial owner who would like to vote in person at the Annual Meeting must obtain a legal proxy from his or her broker, bank, or other nominee and present it to the inspector of elections together with his or her voting card at the Annual Meeting.

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 seniority determined by the order in which the names of the holders appear in the register of members of our transfer agent, Computershare Investor Services plc (“**Computershare**”).

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 for a period of 10 days prior to the Annual Meeting at our office at One St. Paul’s Churchyard, London, EC4M 8AP, United Kingdom, during ordinary business hours. This list will also be available at the location of the Annual Meeting and open to the examination of any shareholder present at the Annual Meeting.

## What is the difference between holding Ordinary Shares as a shareholder of record and as a beneficial owner?

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As summarized below, there are some differences between Ordinary Shares held of record and those owned beneficially in street name.

- **Shareholders of Record.** If your Ordinary Shares are registered directly in your name on the register of members with Computershare, you are 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 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.
- **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 owner of shares held in “street name,” and the Notice of Materials or Proxy Materials are being forwarded to you by your broker, bank, or nominee 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 beneficial owner, you have the right to direct your broker, bank, or nominee on how to vote your Ordinary Shares by following the instructions contained in the Notice of Materials or Proxy Materials. If you requested printed Proxy Materials, your broker, bank, or nominee has enclosed a voting instruction card for you to use in directing the broker, bank, or nominee regarding how to vote your Ordinary Shares.

## Do I have to attend the Annual Meeting to vote?

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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 voting methods available to shareholders. Shareholders who desire to attend the Annual Meeting in person must obtain an admission ticket. Please see “Who can attend the Annual Meeting?” below.

## Who can attend the Annual Meeting?

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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 passport.

To attend the Annual Meeting, you must have been a shareholder of record or a beneficial owner as of 5:00 p.m., New York time, on the Record Date. In addition, provisions under the Companies Act allow shareholders of record as of 10:00 a.m., London time, on June 12, 2018, to attend the Annual Meeting. Beneficial owners must comply with the April 16, 2018 Record Date, as the Companies Act record date only applies to shareholders of record.

**Admission tickets can be printed up to 11:59 p.m., New York time, on June 13, 2018 by accessing the Shareholder Meeting Registration link at [www.proxyvote.com](http://www.proxyvote.com).** You will need the 16-digit control number printed on your Notice of Materials, proxy card, or voter instruction form from your bank, broker, or other nominee.

If you are the representative of a corporate or institutional shareholder, you must present your company's admission ticket, valid photo identification, and proof that you are the representative of such shareholder. Please see "Who is entitled to vote at the Annual Meeting?" above.

### ***Procedures***

Due to space constraints and other security considerations, we are not able to admit the guests of either shareholders or their legal proxy holders.

Arrive shortly after 9:00 a.m., London time, to ensure that you are seated by the commencement of the Annual Meeting at 10:00 a.m., London time.

Be prepared to comply with security requirements, which may include security guards searching all bags. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted into the meeting or adjacent areas.

**IF YOU DO NOT PROVIDE AN ADMISSION TICKET, SHOW VALID PHOTO IDENTIFICATION, AND COMPLY WITH THE OTHER PROCEDURES OUTLINED ABOVE FOR ATTENDING THE ANNUAL MEETING, WE MAY BE UNABLE TO ADMIT YOU TO ATTEND THE ANNUAL MEETING.**

## How do I vote?

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### ***Shareholders of Record***

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 on your behalf using any of the following methods:

- by completing and signing the proxy card and returning it in the pre-paid envelope provided;
- by submission via the internet at [www.proxyvote.com](http://www.proxyvote.com) and following the instructions provided; or
- by telephone, using the toll-free telephone number shown on the proxy card.

**Telephone and internet voting facilities are available now and will be available 24 hours a day until 11:59 p.m., New York time, on June 13, 2018.**

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 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 automatically be terminated.

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 your proxy appointment is not subsequently revoked, your Ordinary Shares will be voted in accordance with your instructions.

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, 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 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 proof of appointment.

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 through 7 and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly brought before the Annual Meeting.

### ***Beneficial Owners***

If you are a beneficial owner, please follow the directions provided by your broker, bank, or other nominee. You may submit instructions by telephone or through the internet to your broker, bank, or other nominee, or request and return a paper voting instruction card to your broker, bank, or other nominee.

If you are a beneficial owner and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from your broker, bank, or other nominee and present it to the inspector of elections together with your voting card at the Annual Meeting.

### ***Employees Who Participate in the TechnipFMC Retirement Savings Plan, the legacy Technip Employee Share Purchase Program, and the legacy Technip Share Incentive Plan***

If you are a current or former employee who participates in (1) the TechnipFMC Retirement Savings Plan and invests in the TechnipFMC Stock Fund, (2) the legacy Technip Employee Share Purchase Program (other than through a Fonds Commun de Placement d'Entreprise ("**FCPE**")), or (3) the legacy Technip Share Incentive Plan, you may vote the number of Ordinary Shares equivalent to your interest as credited to your account on the Record Date. You will receive instructions on how to vote your Ordinary Shares from Broadridge Investor Communication Services ("**Broadridge**"), our proxy distributor. For participants in the TechnipFMC Retirement and Savings Plan and the legacy Technip Employee Share Purchase Program (other than participants who are invested through an FCPE), please note that you must submit your vote by 5:00 p.m., New York time, on June 8, 2018 in order for the respective trustees of such plans to vote your shares. For participants in the legacy Technip Share Incentive Plan, please note that you must submit your vote by 5:00 p.m., London time, on May 24, 2018 in order for the trustee to vote your shares.

### **Can I change my vote?**

Yes, you may change your vote prior to the Annual Meeting as follows:

#### ***Shareholders of Record***

If you are a shareholder of record, you can change your vote or revoke your proxy at any time before the Annual Meeting by:

- entering a later-dated proxy by telephone or via the internet prior to 11:59 p.m., London time, on June 13, 2018;
- delivering a valid, later-dated proxy card that is received by Broadridge at least 24 hours prior to the start of the Annual Meeting;
- 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 Meeting; or
- voting in person at the Annual Meeting.

## **Beneficial Owners**

If you are a beneficial owner of Ordinary Shares, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described above under “How do I vote?” above.

All Ordinary Shares that have been properly voted and not revoked will be counted in the votes at the Annual Meeting. Attending the Annual Meeting without taking further action will not automatically revoke your prior telephone or internet vote of your proxy.

## **What should I do if I received more than one proxy card?**

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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 broker, bank, or other nominee, or if you own Ordinary Shares through more than one broker, bank, or other nominee, you may receive multiple proxy cards. It is necessary for you to fill in, sign, and return all of the proxy cards included in the Proxy Materials you receive in order to vote all of the Ordinary Shares that you own.

## **How many votes must be present to hold the Annual Meeting?**

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A quorum of shareholders is necessary to transact business at the Annual Meeting. A quorum exists if the holders who represent at least the majority of our outstanding Ordinary Shares entitled to vote at the Annual Meeting are present in person or by proxy at the Annual Meeting. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the Annual Meeting.

## **What if I have been nominated by a shareholder of record to have information rights under the Companies Act?**

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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 enjoy information rights in accordance with section 146 of the Companies Act (a “**Nominated Person**”). A Nominated Person does not possess the same rights as a shareholder of record to appoint a proxy and cannot vote at the Annual Meeting, unless such Nominated Person has an agreement with the nominating shareholder of record to be appointed as a proxy for the meeting (or to have someone else appointed as a proxy).

## **What is a broker non-vote?**

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If you own your Ordinary Shares through a broker, bank, or other nominee and do not provide the organization that holds your Ordinary Shares with specific voting instructions, the bank, broker, or other nominee is generally permitted to vote your Ordinary Shares at its discretion on routine matters, but may not exercise discretion, and therefore will not vote, on non-routine matters. A broker non-vote occurs where a broker, bank, or other nominee holding 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 discretionary voting power with respect to that proposal. See below for what is considered a “routine” vs. “non-routine” matter.

## **What proposals are considered “routine” or “non-routine”?**

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Proposals 1, 5, 6, and 7 are each considered a routine matter under the rules of the NYSE. A broker, bank, or other nominee may generally vote in their discretion on routine matters, and therefore, no broker non-votes are expected to occur in connection with such proposals.

Proposals 2, 3, and 4 are matters considered non-routine under the rules of the NYSE. A broker, bank, or other nominee may not vote on these 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.

In summary, if you hold your Ordinary Shares in street name, your broker, bank, or other nominee will not have discretionary authority to vote your Ordinary Shares for Proposals 2, 3, and 4 if you do not provide instructions. As such, we strongly encourage you to exercise your right to vote as a shareholder.

## **What are the voting requirements to approve the resolutions?**

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 to one vote for each proposal.

All proposals will be proposed as ordinary resolutions, which means that each resolution requires the affirmative vote of the majority of the votes cast to be approved. Abstentions and broker non-votes will not be counted as a vote either for or against these resolutions.

With respect to Proposal 1 (regarding the receipt and adoption of the Company's Annual Report and Accounts), the non-binding advisory resolutions in Proposal 2 (regarding the Say-on-Pay proposal for NEOs), and Proposal 3 (regarding the proposal for the 2017 Directors' 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 action. However, our Board values the opinions of our shareholders as expressed through advisory votes and other communications and will carefully consider the outcome.

## **Who will pay the costs of this proxy solicitation?**

The Company will pay the expenses of the preparation of Proxy Materials and the solicitation of proxies for the Annual Meeting. The Company has 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 solicitation of proxies by mail, solicitation may be made on our behalf by certain directors, officers, or employees of the Company and its subsidiaries telephonically, electronically, or by any other means of communication. Directors, officers, and employees of the Company and its subsidiaries will receive no additional compensation for such solicitation. In accordance with the rules of the SEC and NYSE, the Company will also reimburse banks, brokers, and other custodians, nominees, and fiduciaries for reasonable expenses incurred by them in forwarding Proxy Materials to beneficial owners of Ordinary Shares and obtaining the proxies of such owners. In addition, we have retained Broadridge to aid in the distribution of our Proxy Materials and to provide voting and tabulation services for the Annual Meeting. For these services, we will pay Broadridge a fee of approximately \$13,500 and reimburse it for reasonable out-of-pocket fees and expenses.

## **Who will count the votes?**

Representatives of Broadridge, our proxy distributor, will count the votes and serve as inspector of elections at the Annual Meeting.

## **Where can I find the voting results of the Annual Meeting?**

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 by way of an announcement via a regulatory information service in the United Kingdom and a Current Report on Form 8-K in the United States. The results of the votes on the resolutions at the Annual Meeting and any other information required by the Companies Act will be made available on the Company's website ([www.technipfmc.com](http://www.technipfmc.com)) as soon as reasonably practicable after the Annual Meeting and for a period of two years thereafter.

## **PROPOSAL 1 – U.K. ANNUAL REPORT AND ACCOUNTS**

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***What am I voting on?***

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 the year ended December 31, 2017. Under the Companies Act, our shareholders must vote to receive the U.K. Annual Report and Accounts and related reports.

***How does the Board recommend that I vote?***

**The Board recommends that you vote "FOR" this proposal.**

## PROPOSAL 2 – 2017 SAY-ON-PAY FOR NEOS

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### *What am I voting on?*

Each year, we intend to ask shareholders to vote on a non-binding advisory basis, to approve our NEO compensation. As such, we have included in this Proxy Statement details about our 2017 compensation program for our NEOs and are asking shareholders to approve our 2017 NEO compensation.

Our goal for executive compensation is to attract, motivate, and retain a talented and creative team of executives who will provide leadership for our success in competitive markets. We seek to accomplish this goal in a way that both rewards performance and at the same time is aligned with our shareholders' long-term interests. We believe that our executive compensation program, which emphasizes long-term equity awards, satisfies this goal and is strongly aligned with the long-term interests of our shareholders.

Our executive compensation program is reviewed by the Compensation Committee with the objective of developing a program that unites the executive team in the achievement of our integration goals while meeting the goals for executive compensation outlined above.

### *What are some of our executive compensation program highlights?*

The Executive Compensation Discussion and Analysis section of this Proxy Statement describes in detail our executive compensation program and decisions made by our Compensation Committee for 2017. Highlights of the program include the following:

- The approval of executive compensation peer groups that reflect our reality as a complex, global company providing sophisticated services and solutions to some of the most challenging problems in the oil industry. The peer groups provide insights to the Compensation Committee on the competitive market among similar global companies, as well as among our key industry peers.
- The approval of compensation packages for the senior leadership of the organization focused on creating a unified executive team that is highly focused on achieving our strategic goals and benefiting from compensation that is fair, competitive, and aligned to creating value for our shareholders.
- The design and launch of our short- and long-term incentive programs that reward the achievement of appropriately challenging performance targets linked to our strategy and align the interests of our executives with those of our shareholders.
- The adoption of governance arrangements that reflect both competitive market practice and best practices regarding global executive compensation. These include our share ownership guidelines; insider trading policy, which includes anti-hedging and anti-pledging policies; and clawback policy.

We believe our executive compensation program serves us and our shareholders by helping us (1) attract, motivate, and retain an exceptionally talented team of executives who deliver superior operational performance and provide leadership for delivering technological innovation in a dynamic and competitive market and (2) reward executives for financial and operational achievements that align with shareholder interests and enhance shareholder value over the long term.

### *Is this vote binding on the Board or the Compensation Committee?*

This vote is advisory only, pursuant to Section 14A of the Exchange Act, and our NEOs' 2017 compensation is not conditional on it. Although the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**") and related SEC regulations require that we seek a non-binding, advisory vote from our shareholders to approve the compensation awarded to our NEOs during 2017, we also believe that it is appropriate to seek the views of our shareholders on the design and effectiveness of our executive compensation program, and we value your opinion.

The resolution and vote are a means of providing shareholder feedback to the Board. The Board values shareholders' feedback, and the Compensation Committee will review and consider the outcome of the vote in connection with the ongoing review of the Company's executive compensation program.

***How does the Board recommend that I vote?***

**The Board recommends that you vote "FOR" this proposal.**

## **PROPOSAL 3 – 2017 DIRECTORS’ REMUNERATION REPORT**

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### ***What am I voting on?***

All U.K. incorporated companies that are “quoted companies” under the Companies Act are required to submit their directors’ remuneration report to shareholders on an annual basis. As such, we are asking our shareholders to approve, on a non-binding advisory basis, the compensation paid to our directors in 2017, which can be found in our 2017 Directors’ Remuneration Report of our U.K. Annual Report and Accounts. We currently have two executive directors, our Executive Chairman and our CEO, and their 2017 compensation will be subject to both Proposal 2 (2017 Say-on-Pay proposal for NEOs) and this Proposal 3.

Our 2017 executive directors’ compensation begins on page 43 of the U.K. Annual Report and Accounts, and our 2017 non-executive directors’ compensation begins on page 40. Please see the discussion under “Proposal 2 – Say-on-Pay for NEOs” above for the reasons why the Board is recommending that the shareholders vote “FOR” the 2017 Directors’ Remuneration Report.

### ***Is this vote binding on the Board or the Compensation Committee?***

This vote is advisory only, pursuant to the Companies Act, and our directors’ entitlement to receive remuneration is not conditional on it. Payments made or promised to directors will not have to be repaid, reduced, or withheld in the event that the resolution is not passed.

The resolution and vote are a means of providing shareholder feedback to the Board. The Board values shareholders’ feedback, and the Compensation Committee will review and consider the outcome of the vote in connection with the ongoing review of the Company’s executive director and non-executive director compensation programs.

### ***How does the Board recommend that I vote?***

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

# PROPOSAL 4 – PROSPECTIVE DIRECTORS’ REMUNERATION POLICY

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## ***What am I voting on?***

We are asking shareholders to approve our prospective Directors’ Remuneration Policy, which is set out on pages 72 to 83 of the 2017 Directors’ Remuneration Report of our U.K. Annual Report. It describes the Company’s forward-looking policy on Directors’ remuneration, including information on payments to directors for loss of office, and is subject to a binding shareholders’ vote by ordinary resolution at least once every three years. If approved, the Directors’ Remuneration Policy will take effect following the Annual Meeting. On approval of the Directors’ Remuneration Policy, all payments by the Company to its directors and former directors will be made in accordance with the Directors’ Remuneration Policy, unless a payment has been separately approved by a shareholder resolution.

In accordance with the Companies Act, upon shareholder approval of the Directors’ Remuneration Policy, it will be signed on behalf of the Company’s Board and delivered to the Registrar of Companies in the United Kingdom.

## ***What happens if this resolution is not approved?***

If the Directors’ Remuneration Policy is not approved at the Annual Meeting, the Company will incur additional expenses to comply with English law as it will be required to hold additional shareholder meetings until a policy is approved. In addition, if the Directors’ Remuneration Policy is not approved, the Company may not be able to pay expected compensation to its directors, including the Executive Chairman and CEO, which could materially harm its ability to retain top executives and manage its business.

## ***How does the Board recommend that I vote?***

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

## PROPOSAL 5 – RATIFICATION OF U.S. AUDITOR

### ***What am I voting on?***

The Audit Committee has appointed PwC as the Company's U.S. independent registered public accounting firm for the fiscal year ending December 31, 2018, 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 shareholders, the Board believes it appropriate as a matter of policy to request that the shareholders ratify the appointment of the registered public accounting firm for the year ending December 31, 2018.

If this proposal is not approved, the Audit Committee will reconsider the appointment, but may decide to maintain its appointment of PwC.

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 will be available to respond to appropriate questions.

### ***How much was the independent registered public accounting firm paid for 2017 and 2016?***

Set forth below is summary information with respect to PwC's fees for services provided in 2017 and 2016. PwC's fees for 2016 include fees paid by any of Technip, FMC Technologies, and the Company.

<u>Type of Fees</u>	<u>2017</u>	<u>2016</u>
	<i>(in millions)</i>	
Audit Fees .....	\$16.29	\$3.73
Audit-Related Fees.....	1.83	1.42
Tax Fees.....	0.58	0.99
Other Fees.....	0	0.13
Total.....	<u>\$18.70</u>	<u>\$6.27</u>

"Audit Fees" includes fees for audit services, which relate to the annual integrated audit of consolidated financial statements, foreign statutory audits, and reviews of interim financial statements in Quarterly Reports on Form 10-Q. "Audit-Related Fees" includes fees for audit-related services, which primarily consisted of consultation on financial reporting standards. "Tax Fees" includes fees for tax services, consisting of tax compliance services and tax planning and consultation with respect to various corporate tax matters. "Other Fees" includes fees for other services, including fees for services of expatriates and miscellaneous services.

### ***What are the Company's pre-approval policies and procedures?***

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 independent registered public accounting firm. This policy generally provides that we will not engage our independent registered public accounting firm to 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 consider for approval, at its regularly scheduled meetings, all audit and non-audit services proposed to be provided by our independent registered public accounting firm. The Audit Committee reviews all relationships between our independent registered public accounting firm and us that may relate to the independent registered public accounting firm's independence.

The Audit Committee pre-approved all audit, audit-related, tax, and other services provided by PwC for 2017 and the estimated costs of those services. The audit committees of Technip and FMC Technologies pre-approved all audit, audit-related, tax, and other services provided by PwC for 2016 and the estimated costs of those services.

### ***How does the Board recommend that I vote?***

**The Board recommends that you vote "FOR" this proposal.**

## PROPOSAL 6 – RE-APPOINTMENT OF U.K. STATUTORY AUDITOR

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### ***What am I voting on?***

Under the Companies Act, the Company's U.K. statutory auditor must be re-appointed at each meeting at which the annual report and accounts are presented to shareholders. The Company's current U.K. statutory auditor is PwC. We are asking shareholders to approve the re-appointment of PwC as the Company's U.K. statutory auditor.

If this proposal is not approved, the Board may appoint an auditor to fill the vacancy.

### ***How does the Board recommend that I vote?***

**The Board recommends that you vote "FOR" this proposal.**

## **PROPOSAL 7 – U.K. STATUTORY AUDITOR FEES**

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### ***What am I voting on?***

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 determined in a general meeting. The Company is asking its shareholders to (a) authorize the Board and/or the Audit Committee to determine the remuneration of PwC in its capacity as the Company's U.K. statutory auditor under the Companies Act for the year ending December 31, 2018, and (b) ratify the Audit Committee's determination of the remuneration of PwC in its capacity as the Company's U.K. statutory auditor under the Companies Act for the year ended December 31, 2017. It is proposed that, going forward, the Board would delegate this authority to determine the remuneration of the Company's U.K. statutory auditor to the Audit Committee in accordance with the Board's procedures and applicable law.

### ***How does the Board recommend that I vote?***

**The Board recommends that you vote "FOR" this proposal.**

## CORPORATE GOVERNANCE AND BOARD OF DIRECTORS

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Our Board believes that the purpose of corporate governance is to ensure that we maximize shareholder value by carrying out our Company strategy in a manner that appropriately balances risk and reward and is consistent with our Code of Business Conduct, core values, and foundational beliefs, as well as all applicable legal requirements. The Board has adopted and adheres to our Governance Guidelines, which were adopted to promote this purpose and to provide stability in our Board after the closing of the Merger and during integration. As such, the Governance Guidelines contain provisions that maintain our post-Merger Board of Directors until our 2019 Annual General Meeting of Shareholders. The Board reviews these governance practices, the laws of England and Wales under which we were incorporated, the U.K. Disclosure Guidance and Transparency Rules, the regulations, directives, and decisions of the European Union, the rules and listing standards of the NYSE and Euronext, and the regulations of the SEC, as well as best practices recognized by governance authorities, to benchmark the standards under which it operates.

The Board provides accountability, objectivity, perspective, judgment, and, in some cases, specific industry or technical knowledge or experience. In carrying out its responsibilities to our shareholders, the fundamental role of the Board is to ensure:

- continuity of leadership;
- the implementation, understanding, and pursuit of a sound strategy for the success of our Company; and
- the availability of financial and management resources and the implementation of control systems to carry out that strategy. The Board also provides risk oversight, and has delegated some of its oversight duties to the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Strategy Committee as discussed in “Board Oversight of Risk Management” below.

Our Governance Guidelines, our Code of Business Conduct (including our core values vision statement and our foundational beliefs), the charters for our Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Strategy Committee and other corporate governance information are available on our website at [www.technipfmc.com](http://www.technipfmc.com) under the heading “*Who we are > Governance.*” These materials are also available in print, free of charge, to any shareholder upon written request submitted to 11740 Katy Freeway, Energy Tower 3, Houston, Texas 77079, Attention: Corporate Secretary. The information on our website is not a part of this Proxy Statement and is not incorporated into any of our filings made with the SEC.

## Board of Directors

Our directors' biographies are included below, which detail each director's skills and qualifications, as well as each director's contribution to the diversity of our Board, including his or her background, experience, and expertise.

 <p><b>Thierry Pilenko</b> <i>Executive Chairman</i></p> <p><b>Age:</b> 60</p> <p><b>Director Since:</b> 2017</p> <p><b>Legacy Director Since:</b> 2007</p> <p><b>Committees:</b> Strategy (Chair)</p>	<p><b>Career Highlights</b></p> <ul style="list-style-type: none"> <li>• Mr. Pilenko joined Technip in 2007 as Chairman and Chief Executive Officer.</li> <li>• He was formerly Chairman and Chief Executive Officer of Veritas DGC, a seismic services company based in Houston.</li> <li>• Between 1998 and 2004, he served as President of Schlumberger GeoQuest in Houston and subsequently as Managing Director of SchlumbergerSema in Paris.</li> <li>• Mr. Pilenko also served in a succession of management and executive roles with Schlumberger beginning in 1984, including several international positions in Europe, Africa, the Middle East, and Asia.</li> <li>• In addition to his public directorships, Mr. Pilenko also serves on the board of directors of Trident Energy Management Limited.</li> </ul> <p><b>Skills &amp; Qualifications</b></p> <ul style="list-style-type: none"> <li>• Strong executive leadership skills, including experience as Chairman and Chief Executive Officer of Technip</li> <li>• Deep knowledge of the Company's strategy, markets, and operations</li> <li>• Extensive oil industry experience</li> <li>• Financial, risk management, strategy, and mergers and acquisitions ("M&amp;A") expertise</li> <li>• Commitment to our health, safety, environment, and social responsibility</li> <li>• Thorough understanding of the different cultural, political, and regulatory requirements in countries where the Company has a significant presence</li> <li>• Experience as a board member of public companies with international operations</li> </ul> <p><b>Other Public Company Directorships</b></p> <ul style="list-style-type: none"> <li>• Current: Rowan Companies plc</li> <li>• Formerly Held in Past Five Years: Technip S.A., Hercules Offshore, Inc., Peugeot S.A.</li> </ul>
 <p><b>Douglas J. Pferdehirt</b> <i>Chief Executive Officer</i></p> <p><b>Age:</b> 54</p> <p><b>Director Since:</b> 2017</p> <p><b>Legacy Director Since:</b> 2016</p> <p><b>Committees:</b> None</p>	<p><b>Career Highlights</b></p> <ul style="list-style-type: none"> <li>• Mr. Pferdehirt serves as our CEO.</li> <li>• He was previously President and Chief Executive Officer of FMC Technologies.</li> <li>• Prior to joining FMC Technologies in 2012, he spent 26 years at Schlumberger Limited in a succession of executive leadership positions, including Vice President of Corporate Development and Communications, President of Schlumberger's Reservoir Production Group, Vice President of Investor Relations and Communications, President of North and South America, and Vice President of Oilfield Services U.S. Gulf of Mexico.</li> <li>• Mr. Pferdehirt also serves on the board of directors of the American Heart Association, the American Petroleum Institute, and the National Ocean Industry Association.</li> </ul> <p><b>Skills &amp; Qualifications</b></p> <ul style="list-style-type: none"> <li>• Strong executive leadership skills, including experience as Chief Executive Officer of FMC Technologies</li> <li>• Deep knowledge of the Company's strategy, markets, and operations</li> <li>• Extensive oil industry experience</li> <li>• Financial, risk management, strategy, and M&amp;A expertise</li> <li>• Commitment to our health, safety, environment, and social responsibility</li> <li>• Thorough understanding of the different cultural, political, and regulatory requirements in countries where the Company has a significant presence</li> <li>• Valuable link between the Company's management and the Board that aids the Board in performing its oversight role</li> </ul> <p><b>Other Public Company Directorships</b></p> <ul style="list-style-type: none"> <li>• Current: None</li> <li>• Formerly Held in Past Five Years: FMC Technologies, Inc.</li> </ul>



**Arnaud Caudoux**  
*Independent*

**Age:** 47

**Director Since:** 2017

**Committees:** Audit

#### **Career Highlights**

- Mr. Caudoux is currently Deputy Chief Executive Officer of Banque publique d'investissement ("Bpifrance"), a French public investment bank, in charge of the Finance, Risk Management, IT, and Guarantee business line.
- He was formerly Chief Financial Officer and a Member of the Executive Board of Bpifrance from 2013 to 2015.
- He also served as Deputy Chief Executive Officer of OSEO from 2008 to 2012 and Managing Director of OSEO Garantie (formerly Sofaris) from 2004 to 2008.
- From 2003 to 2004, Mr. Caudoux was Chief Credit Risk and IT Officer of Sofaris.
- Mr. Caudoux began his career in 1997 at Accenture as a consultant before joining A.T. Kearney in 2001.

#### **Skills & Qualifications**

- Significant executive management experience, including as chief executive officer, deputy chief executive officer, and chief financial officer of various organizations
- Financial, strategy, risk management, and M&A expertise
- Investment and consulting expertise
- Familiarity with the different cultural, political, and regulatory requirements in countries where the Company has a significant presence
- Contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience

#### **Other Public Company Directorships**

- Current: None
- Formerly Held in Past Five Years: None



**Pascal Colombani**  
*Independent*

**Age:** 72

**Director Since:** 2017

**Legacy Director Since:** 2007

**Committees:** Nominating and Corporate Governance, Strategy

#### **Career Highlights**

- Mr. Colombani is President of TII Strategies SASU, a consulting and investment company.
- He also serves as Senior Advisor of A.T. Kearney, a global management consulting firm, and as a member of the EMEA advisory board of JPMorgan Chase.
- His career has been balanced between research and industry.
- He chaired the Supervisory Board of Areva until 2003 and was Chairman of Valeo SA from 2009 to 2016.
- Prior to that, he was Chairman and Chief Executive Officer of the French Atomic Energy Commission from 2000 until December 2002.
- From 1997 to 1999, Mr. Colombani served as Director of Technology at the French Ministry of Research.
- Prior to this, he spent almost 20 years at Schlumberger Limited in various management positions in Europe, the United States, and Japan.
- In addition to his public directorships, he is also a director of Siaci Saint Honoré and Noordzee Helikopters Vlaanderen, as well as a member of the French Academy of Technologies and Vice Chairman of the French National Strategic Council for Research.

#### **Skills & Qualifications**

- Significant executive management experience, including as chairman and chief executive officer of various international organizations
- Expertise in scientific and technological research
- Strategy, governance, and M&A expertise
- Experience as a board member of public and private organizations with international operations
- Contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience

#### **Other Public Directorships**

- Current: Valeo SA (Honorary Chairman)
- Formerly Held in Past Five Years: Technip S.A., Alstom SA, Energy Solutions, Inc.



**Marie-Ange Debon**  
*Independent*

**Age:** 52

**Director Since:** 2017

**Legacy Director Since:** 2010

**Committees:** Audit (Chair)

**Career Highlights**

- Ms. Debon is Senior Executive Vice President of the Suez Group, a global water and waste company, and Chief Executive Officer of the International Division of the Suez Group since April 2013.
- She joined the Suez Group in 2008 and held the position of General Secretary in charge of legal and audit.
- In July 2003, Ms. Debon served as General Secretary of Thomson S.A. (now Technicolor), and, prior to that, was Deputy Chief Financial Officer from November 1998.
- Prior to Thomson, Ms. Debon served in various positions in both the public and private sectors, including as Senior Executive Vice President of France 3 from 1994 to 1998 and as Auditor and Special Advisor to the French Audit Commission (Cour des Comptes) from 1990 to 1994.
- She was a member of the Collège de l’Autorité des Marchés Financiers (the French Financial Market Authority) from 2008 to 2014.

**Skills & Qualifications**

- Executive management experience, including as Chief Executive Officer of the International Division of the Suez Group
- Legal and governance expertise
- Financial, audit, strategy, risk management, and M&A expertise
- Public and private sector experience
- Contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience

**Other Public Directorships**

- Current: Lydec S.A.
- Formerly Held in Past Five Years: Technip S.A.



**Eleazar de Carvalho Filho**  
*Independent*

**Age:** 60

**Director Since:** 2017

**Legacy Director Since:** 2010

**Committees:** Audit, Nominating and Corporate Governance

**Career Highlights**

- Mr. de Carvalho Filho has been a Founding Partner of Virtus BR Partners Assessoria Corporativa Ltda. since May 2009, and is also a Founding Partner of Sinfonia Consultoria Financeira e Participações Ltda. since August 2012, both of which are financial advisory and consulting firms.
- He served as Chief Executive Officer and Managing Partner of Unibanco Investment Bank, a Brazilian investment bank, from April 2008 to March 2009.
- Mr. de Carvalho Filho was a Consultant for BHP Billiton Metais SA, a global natural resources company, from 2006 to 2011.
- He was a Founding Partner of Iposeira Capital Ltda., established in 2003, as well as STK Capital Gestora de Recursos Ltda., established in 2010, which are independent advisory and asset management companies.
- In addition to his public directorships, Mr. de Carvalho Filho also serves as Chairman of the Board of Trustees of the Brazilian Symphony Orchestra Foundation.

**Skills & Qualifications**

- Executive management experience, including as chief executive officer and founding/managing partner of international investment organizations
- Financial, strategy, risk management, and M&A expertise
- International investment experience
- Experience as a board member of public and private companies with international operations
- Contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience

**Other Public Directorships**

- Current: Brookfield Renewable Partners L.P., Companhia Brasileira de Distribuição (formerly Grupo Pão de Açúcar), Cnova N.V., Oi S.A.
- Formerly Held in Past Five Years: FMC Technologies, Inc.



**Claire S. Farley**  
**Independent**

**Age:** 59

**Director Since:** 2017

**Legacy Director Since:** 2009

**Committees:** Strategy

### **Career Highlights**

- Ms. Farley has been a Vice Chairman in the Energy & Infrastructure business of KKR & Co. L.P. (“**KKR**”), a global investment firm, since January 2016.
- She began her affiliation with KKR in September 2010 as a co-founder of RPM Energy, LLC, a privately-owned oil and gas exploration and development company, which partnered with KKR.
- Prior to founding RPM Energy, Ms. Farley was an Advisory Director at Jefferies Randall & Dewey, a global oil and gas industry advisor, and was Co-President of Jefferies Randall & Dewey from February 2005 to July 2008.
- Prior to that, Ms. Farley served as Chief Executive Officer of Randall & Dewey, an oil and gas asset transaction advisory firm, from September 2002 until February 2005, when Randall and Dewey became the Oil and Gas Investment Banking Group of Jefferies & Company.
- Ms. Farley has extensive oil and gas exploration expertise, holding several positions within Texaco from 1981 to 1999, including President of Worldwide Exploration and New Ventures, President of North American Production, and Chief Executive Officer of Hydro-Texaco, Inc.
- Ms. Farley also served as Chief Executive Officer of Intelligent Diagnostics Corporation from October 1999 to January 2001 and Trade-Ranger Inc. from January 2001 to May 2002.
- In addition to her public directorships, Ms. Farley is also a member of the Board of Advisors of the Houston Nature Conservancy.

### **Skills & Qualifications**

- Executive management experience, including as chief executive officer of several major organizations
- Oil and gas exploration and production experience
- Financial, strategy, and M&A expertise
- Experience as a board member of public and private companies with international operations

### **Other Public Directorships**

- Current: Anadarko Petroleum Corporation (“**Anadarko**”), LyondellBasell Industries B.V. (“**LyondellBasell**”)
- Formerly Held in Past Five Years: FMC Technologies, Inc., Encana Corporation



**Didier Houssin**  
*Independent*

**Age:** 61

**Director Since:** 2017

**Legacy Director Since:** 2016

**Committees:** Nominating and Corporate Governance, Strategy

### **Career Highlights**

- Mr. Houssin has served as Chairman and Chief Executive Officer of IFP Energies nouvelles (“**IFPEN**”), a research and training company in the fields of energy, transport, and the environment, since April 2015.
- From December 2012 to April 2015, he was Director of Sustainable Energy Policy and Technology at the International Energy Agency (“**IEA**”). In this role, he was responsible for the development of low-carbon technologies and energy.
- From July 2007 to October 2012, he was Director of Energy Markets and Security at the IEA. In this role, he was responsible for analyzing energy markets, in particular oil, gas, electricity, and renewable energies, and overseeing security of supply.
- Before joining the IEA, Mr. Houssin gained broad experience in numerous positions both in the French government and the private industrial sector.
- He was Managing Director of BRGM, the French Geological Survey, from 2004 to 2007 and served as Director of Energy and Mineral Resources at the French Ministry of Economy and Finance from 1997 to 2004.
- From 1987 to 1990, he was responsible for developing E.U. strategy at Total S.A.
- From 1983 to 1987, he held international positions at the French Ministry of the Industry.

### **Skills & Qualifications**

- Executive management experience within the international energy sphere in both the public and private sectors, including international organizations
- Expertise in scientific and technological research
- Sustainability, strategy, risk management, and M&A expertise
- International experience in countries where the Company has a significant presence
- Contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience

### **Other Public Directorships**

- Current: None
- Formerly Held in Past Five Years: Technip S.A., CGG



**Peter Mellbye**  
*Independent*

**Age:** 68

**Director Since:** 2017

**Legacy Director Since:** 2013

**Committees:** Nominating and Corporate Governance (Chair), Strategy

### **Career Highlights**

- Mr. Mellbye served as Executive Vice President, Development & Production, International, of Statoil ASA, an international oil and gas company, from January 2011 until his retirement in September 2012.
- He was Executive Vice President, Production & International Exploration of Statoil from August 2004 to January 2011.
- From 1992 to 2004, Mr. Mellbye was Statoil's Executive Vice President, Natural Gas, and, from 1990 to 1992, he served as Senior Vice President, Natural Gas.
- He joined Statoil in 1982 as Vice President, Gas Marketing, a position he held until 1990.
- Mr. Mellbye worked in the Norwegian Ministry of Trade and Industry from 1975 to 1979 before joining the Norwegian Trade Council, where he worked from 1979 to 1982.
- In addition to serving on our Board, Mr. Mellbye also serves as a director of the following non-public companies: Global LNG Services AS, Statkraft, Competentia, Half Wave AS, Altus Intervention (previously known as Quinterra Technologies, Oz, or Aker Well Service AS), Resoptima AS, and Wellesley Petroleum AS.

### **Skills & Qualifications**

- Experience as a senior officer of a major oil and gas company with international operations
- Experience as a board member of public and private companies with international operations
- Strategy, governance, risk management, and M&A expertise
- Extensive experience working in Norway, a country in which the Company has significant operations
- Contribution to the Board in a way that enhances perspective through diversity in geographic origin and experience

### **Other Public Directorships**

- Current: None
- Formerly Held in the Past Five Years: FMC Technologies, Inc., North Energy AS



**John O'Leary**  
*Independent*

**Age:** 62

**Director Since:** 2017

**Legacy Director Since:** 2007

**Committees:** Compensation

**Career Highlights**

- Mr. O'Leary has served as Chief Executive Officer of Strand Energy, a Dubai-based company specializing in business development in the oil and gas industry, since January 2007.
- From 2004 to 2006, he was a partner in Pareto Offshore ASA, a Norwegian consulting firm in the exploration and production sector.
- From 1997 to 2004, Mr. O'Leary served in various roles for Pride International Inc. ("**Pride**"), a company specialized in onshore and offshore drilling, which acquired his former company, Forasol-Foramer N.V. ("**Forasol-Foramer**"), most recently as President.
- He previously served as Vice Chairman for Marketing for Forasol-Foramer from 1990 to 1998, and, prior to that, served as Development and Partnerships Manager from 1985 to 1989.
- He began his career as a trader in the Irish National Petroleum Corporation before joining Total S.A. as a drilling engineer in 1980.
- In addition to serving on our Board, Mr. O'Leary also serves on the supervisory boards of the following non-public companies: Jumbo Shipping and Huisman Equipment B.V.

**Skills & Qualifications**

- Significant industry and leadership experience gained as an executive in international oil and gas companies
- Strategy, risk management, and M&A expertise
- Experience as a board member of public and private companies with international operations
- International experience in countries where the Company has a significant presence

**Other Public Directorships**

- Current: None
- Formerly Held in the Past Five Years: Technip S.A., Vantage Drilling International



**Richard A. Pattarozzi**  
*Lead Independent Director*

**Age:** 74

**Director Since:** 2017

**Legacy Director Since:** 2002

**Committees:** Compensation, Strategy

**Career Highlights**

- Mr. Pattarozzi served as Vice President of Shell Oil Company from March 1999 until his retirement in January 2000.
- He previously served as President and Chief Executive Officer for both Shell Deepwater Development, Inc. and Shell Deepwater Production, Inc. from 1995 until 1999.
- In April 1991, he was appointed General Manager of Shell's Deepwater Production Division and, in October 1991, General Manager of Shell's Deepwater Exploration and Production Division.
- In addition to his public directorships, Mr. Pattarozzi is a member of the Board of Trustees of the Army War College Foundation.

**Skills & Qualifications**

- Significant industry and executive management experience as a chief executive officer and senior officer of major organizations in the oil and gas industry with international operations
- Strategy, risk management, and M&A expertise
- Experience as a board member of public and private companies with international operations
- International experience in countries where the Company has a significant presence

**Other Public Directorships**

- Current: None
- Formerly Held in Past Five Years: FMC Technologies, Inc., Stone Energy Corporation, Tidewater Inc.



**Kay G. Priestly**  
*Independent*

**Age:** 62

**Director Since:** 2017

**Legacy Director Since:** 2015

**Committees:** Audit

**Career Highlights**

- Ms. Priestly served as Chief Executive Officer of Turquoise Hill Resources Ltd., an international mining company focused on copper, gold, and coal in the Asia Pacific region, from May 2012 until her retirement in December 2014.
- She previously served as Chief Financial Officer of Rio Tinto Copper (a division of the Rio Tinto Group – Rio Tinto plc and Rio Tinto Limited), a global metal and mining corporation, from 2008 until her appointment as Chief Executive Officer of Turquoise Hill Resources in 2012.
- From 2006 to 2008, she was Vice President, Finance and Chief Financial Officer of Rio Tinto’s Kennecott Utah Copper operations.
- Ms. Priestly served as Vice President, Risk Management and General Auditor for Entergy Corporation, an integrated energy company engaged primarily in electric power production and retail distribution operations, from 2004 to 2006.
- She previously spent over 24 years with global professional services firm Arthur Andersen, where she provided tax, consulting, and M&A services to global companies across many industries, including energy, mining, manufacturing, and services.

**Skills & Qualifications**

- Executive management experience as a chief executive officer and senior officer of major organizations with international operations
- Financial, strategy, risk management, and M&A expertise
- Extensive consulting experience
- Experience in a variety of industries that provides diversity of perspective
- Thorough understanding of different cultural, political, and regulatory requirements through her extensive energy and mining experience, including in countries where the Company has a significant presence

**Other Public Directorships**

- Current: New Gold Inc.
- Formerly Held in Past Five Years: FMC Technologies, Inc., SouthGobi Resources Ltd., Turquoise Hill Resources, Stone Energy Corporation



**Joseph Rinaldi**  
*Independent*

**Age:** 60

**Director Since:** 2017

**Legacy Director Since:** 2009

**Committees:** Audit, Compensation

**Career Highlights**

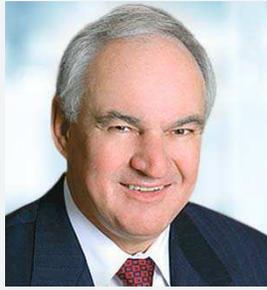
- Mr. Rinaldi is the Managing Partner of Fennecourt Partners, LLC, an investment management and consulting firm.
- He is a retired partner in the international law firm of Davis Polk & Wardwell, where he advised on public and private takeovers, private equity transactions, M&A, corporate governance, and securities and corporate law, with particular focus on international matters.
- From 2002 to 2007, he was the senior partner in the Paris office of Davis Polk & Wardwell, after joining in 1984 and becoming a partner in 1990.

**Skills & Qualifications**

- Extensive corporate legal and international expertise
- Significant experience working on strategic transactions
- Valuable insight related to the significant political and regulatory requirements in countries where the Company has a significant presence

**Other Public Directorships**

- Current: None
- Formerly Held in Past Five Years: Technip S.A.



**James M. Ringler**  
**Independent**

Age: 72

Director Since: 2017

Legacy Director Since: 2001

Committees: Audit,  
Compensation (Chair)

### Career Highlights

- Mr. Ringler has served as non-executive Chairman of the Board of Teradata Corporation, a provider of database software, data warehousing, and analytics, since October 2007.
- Mr. Ringler served as Vice Chairman of Illinois Tool Works Inc., a global manufacturer of specialty products, until his retirement in 2004.
- Prior to joining Illinois Tool Works, he was Chairman, President and Chief Executive Officer of Premark International, Inc. ("**Premark**") from October 1996 until Premark merged with Illinois Tool Works in November 1999.
- Mr. Ringler joined Premark in 1990 and served as Executive Vice President and Chief Operating Officer until 1996.
- From 1986 to 1990, he was President of White Consolidated Industries' Major Appliance Group, and, from 1982 to 1986, he was President and Chief Operating Officer of The Tappan Company.

### Skills & Qualifications

- Executive management experience as a chief executive officer and senior executive of several major U.S. organizations with international operations
- Financial, risk management, and strategy expertise
- Experience as a board member of public and private companies with international operations
- Experience in a variety of industries that provides diversity of perspective

### Other Public Directorships

- Current: Autoliv Inc., John Bean Technologies Corporation ("**JBT**"), Teradata Corporation, DowDuPont Inc. ("**DowDuPont**")
- Formerly Held in the Past Five Years: FMC Technologies, Inc., Ingredion Incorporation

## Leadership Structure of the Board

Our Board has determined that, following our Merger, a Board leadership structure consisting of an Executive Chairman of the Board, the CEO, and a strong Lead Independent Director is the most appropriate structure for us. Our Board believes that this is currently the most effective leadership structure for our Company to ensure that the objectives of the Merger, including the realization of Merger synergies, are achieved. Each of Mr. Pilenko's and Mr. Pferdehirt's experience with, and knowledge of, the two legacy companies and those companies' businesses, markets, clients, and projects is critical to our Board as we continue to integrate the operations of the two companies while maintaining continuity across key projects and client relationships.

Our Executive Chairman, CEO, and Lead Independent Director each have clearly delineated and complementary responsibilities in leading our Board and management. Our Executive Chairman manages our Board and provides continuity for key projects by continuing to serve as executive sponsor for certain legacy projects, including the Yamal Project, one of the largest and most complex liquefied natural gas ("LNG") facilities, currently under construction in Russia. Our CEO is responsible for all day-to-day operations of our Company and serves as the executive sponsor for all other legacy and future projects. Our Lead Independent Director, Mr. Pattarozzi, provides the independent oversight for the Board, including management of executive sessions of the Board, and serves as leader of the Company's shareholder outreach initiative. Each of their specific responsibilities are listed below:

### Executive Leadership

*Shared ownership of key value-creating projects and relationships as well as ongoing Merger integration*

### Independent Leadership

*Strong Lead Independent Director works in close collaboration with Executive Chairman and CEO*



**Thierry Pilenko**  
Executive Chairman



**Douglas J. Pferdehirt**  
Chief Executive Officer



**Richard A. Pattarozzi**  
Lead Independent Director

#### Key Responsibilities

- Leading the Board
- High-level government and client engagement
- Continued sponsorship and stewardship of large, ongoing projects
- High-level strategy
- Primary contact for certain designated media outlets
- Merger integration, including synergies realization, in collaboration with the CEO
- Other external engagements, as mutually agreed with the CEO

#### Key Responsibilities

- Oversight of day-to-day operations
- High-level government and client engagement
- Sponsorship and stewardship of large projects
- High-level strategy
- Primary contact for media outlets and all external engagements
- Merger integration, including synergies realization, in collaboration with the Executive Chairman

#### Key Responsibilities

- Presiding over all meetings of the Board at which the Executive Chairman is not present
- Presiding over executive sessions of the independent directors
- Approving Board meeting schedules and agendas
- Acting as the liaison between the independent directors, Executive Chairman, and CEO
- Monitoring and reporting to the Board any conflicts of interests of directors
- Leading the Company's shareholder outreach initiative

As our Company evolves and we move past our initial period of integration, the Board will regularly evaluate the Board leadership structure to ensure it continues to meet the needs of the Company, and to ensure that it provides strong, independent oversight for our shareholders. In particular, as part of this evaluation, the Board will take under consideration the outcomes of the annual Board and Committee self-evaluation process as well as feedback received from shareholders, in addition to other factors, including the current state of the Company's strategy and operations, recent Company performance, market and industry factors and peer company practices.

## **Board Composition and Criteria for Board Membership**

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Our Governance Guidelines state that candidates for our Board, in order to be nominated by our Nominating and Corporate Governance Committee (or a subcommittee thereof), must be qualified and eligible to serve under applicable law, the Articles and the NYSE and Euronext rules, and should have:

- A high level of personal and professional integrity;
- Strong ethics and values; and
- The ability to make mature business judgments.

In addition, the Governance Guidelines provide that the Nominating and Corporate Governance Committee, or relevant subcommittee, may consider additional factors when determining whether a candidate is qualified to serve on our Board, including the candidate's (a) experience in corporate management, as a board member of another publicly held company, and in finance and accounting and/or compensation practices; (b) professional and academic experience relevant to our industry; (c) leadership skills; (d) cultural perspective and diversity of thought; and (e) ability to commit the time required for service on our Board.

The Nominating and Corporate Governance Committee regularly evaluates the composition of our Board, and considers whether the Board has the right set of backgrounds, experience, skills, and qualifications to effectively oversee our Company's strategy and our executives' execution of that strategy. At present, one of the key goals of our Board composition is to ensure we have the right skills and experience on our Board to execute our post-Merger integration plans successfully and efficiently, and to realize meaningful synergies and shareholder value creation from the combination of our businesses. Our current Board was composed with this in mind, and our current directors possess a diversity of skills, experience, and expertise that are relevant to our business, such as experience in the following:

- Executive leadership
- Energy and engineering industry
- Corporate governance
- Strategy and risk management
- Cultural diversity
- Outside public company board service
- Finance and audit
- Acquisition, divestment, and investment portfolio management

Beyond skills and experience that tie directly to our business strategy, the Nominating and Corporate Governance Committee also regularly considers any changes in the professional status, independence, outside commitments, and other public company directorships of our directors to assess the potential impact of these changes on the Board's effectiveness.

The Nominating and Corporate Governance Committee will continue to review the Board's composition, including the key skills and experience represented on the Board, to ensure it meets the changing needs of the business, also taking into consideration the outcomes of the annual Board and committee self-evaluation process, feedback received from shareholders, and evolving market best practices with respect to governance.

## Code of Business Conduct

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We are committed to establishing and maintaining an effective compliance program that is intended to increase the likelihood of preventing, detecting, and correcting violations of Company policy and the law. Our Code of Business Conduct and core values are applicable to all of our employees, officers, and directors. Moreover, we have a hotline in place for employees, officers, and directors to anonymously report violations of our Code of Business Conduct or complaints regarding accounting and auditing practices. Reports of possible violations of financial or accounting policies are reported to our Audit Committee.

We will disclose amendments to, or waivers of, our Code of Business Conduct that are required to be disclosed under SEC and NYSE rules. Any waiver of our Code of Business Conduct for our officers and directors must be approved by the Board or a relevant Board committee. We have not made any such waivers and do not anticipate making any such waiver.

## Governance Guidelines and Key Board Practices

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Our Governance Guidelines contain general principles and practices regarding the function of the Board and the Board committees. The Governance Guidelines are reviewed by the Nominating and Corporate Governance Committee and revised when appropriate. Our Governance Guidelines and key Board practices include the following items concerning the Board:

- *Composition of the Board.* Our Governance Guidelines state that candidates for our Board, in order to be nominated by our Nominating and Corporate Governance Committee (or a subcommittee thereof), must be qualified and eligible to serve under applicable law, the Articles, and the NYSE and Euronext rules, and should have a high level of personal and professional integrity, strong ethics and values, and the ability to make mature business judgments. In addition, the Nominating and Corporate Governance Committee, or relevant subcommittee, may consider additional factors when determining whether a candidate is qualified to serve on our Board, including the candidate's (a) experience in corporate management, as a board member of another publicly held company, and in finance and accounting and/or compensation practices; (b) professional and academic experience relevant to our industry; (c) leadership skills; (d) cultural perspective and diversity of thought; and (e) ability to commit the time required for service on our Board.
- *Board, Committee, and Individual Director Evaluations.* Each year, our directors complete a self-evaluation to determine whether the Board and its committees are functioning effectively. Additionally, each of the Audit, Compensation, Nominating and Corporate Governance, and Strategy Committees conducts a separate evaluation of its own performance and the adequacy of its charter. These evaluations include an assessment of the diversity of talents, expertise, and occupational and personal backgrounds of the Board members. The Nominating and Corporate Governance Committee receives comments from all directors and reports the results of the evaluations annually to the Board, as well as recommendations for improvements in the overall performance of the Board and its committees.
- *New Director Orientation and Continuing Education.* An orientation program has been developed for new non-executive directors, which includes written materials and meetings with our executive officers. The orientation program is designed to provide general information about our Board and its committees; a review of director duties and responsibilities; and comprehensive information about our industry, operations, strategies, and challenges. The Board believes that ongoing education is important for maintaining an effective Board. Accordingly, our Board encourages directors to participate in ongoing education and reimburses directors for expenses incurred in connection with such education programs.
- *Retirement Policy.* As further described in our Governance Guidelines, with respect to the 2019 Annual General Meeting of Shareholders and for all periods thereafter, a non-executive director whose birth date occurs prior to July 1<sup>st</sup> must retire at the Annual General Meeting of Shareholders of the Company during the year of such director's 72<sup>nd</sup> birthday, and a non-executive director whose birth date occurs on or after July 1<sup>st</sup> must retire at the Annual General Meeting of Shareholders of the Company the year following such director's 72<sup>nd</sup> birthday. The retirement of Mr. Pattarozzi, our Lead Independent Director, was waived to ensure strong and effective independent leadership during the Merger integration period.

- *Director Share Ownership Requirements.* Within five years following initial election to the Board, directors are expected to own Ordinary Shares with a value equal to or more than five times the Company's annual cash retainer paid to directors.

## Board Meetings and Attendance

Our Board met in person or by telephone conference six times in 2017. All directors attended at least 75% of the aggregate of all meetings of the Board and all meetings of the Board committees on which they served. We encourage our directors to attend the annual general meeting of shareholders.

## Committees of the Board of Directors

Our Board has an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, and a Strategy Committee. Each of these committees operates pursuant to a written charter setting out the functions and responsibilities of the committee, each of which may be viewed on our website at [www.technipfmc.com](http://www.technipfmc.com) under the heading "Who we are > Governance." The table below provides meeting and membership information for each of our Board committees in 2017:

Meetings and Membership	Audit	Compensation	Nominating and Corporate Governance	Strategy
Thierry Pilenko				Chair
Arnaud Caudoux	✓			
Pascal Colombani			✓	✓
Marie-Ange Debon	Chair			
Eleazar de Carvalho Filho	✓		✓	
Claire S. Farley				✓
Didier Houssin			✓	✓
Peter Mellbye			Chair	✓
John O'Leary		✓		
Richard A. Pattarozzi		✓		✓
Kay G. Priestly	✓			
Joseph Rinaldi	✓	✓		
James M. Ringler	✓	Chair		
<b>Number of Meetings in 2017</b>	<b>6</b>	<b>5</b>	<b>5</b>	<b>3</b>

### Audit Committee

The Audit Committee is responsible for oversight of the financial management and control of the Company, as well as oversight of the Company's independent registered public accounting firm, who reports directly to the Audit Committee. The Audit Committee charter sets forth the responsibilities of the Audit Committee, which include:

- monitoring the Company's financial reporting process;
- reviewing the Company's consolidated financial statements and internal controls (including reporting structures) with management and the independent auditor;

- monitoring the Company's compliance with its internal accounting and control policies, as well as legal and regulatory requirements to the extent such compliance relates to the consolidated financial statements and financial disclosures;
- selecting, subject to shareholder approval, the Company's independent auditor, and reviewing the qualifications, independence, performance, and remuneration of such independent auditor;
- reviewing the effectiveness and performance of the Company's internal audit function;
- reviewing the effectiveness of processes for reviewing and escalating financial-related allegations reported through the Company's allegation hotline; and
- performing such other functions as the Board may assign to the Audit Committee from time to time.

The Audit Committee meets as scheduled by its Chair to carry out the committee's responsibilities. The Audit Committee comprises at least four directors, selected by the Board upon the recommendation of the Nominating and Corporate Governance Committee, each of whom must be financially literate, as determined by the Board in its business judgment, and at least one of whom must qualify as a "financial expert" as defined by the applicable rules of the SEC. No member of the Audit Committee may be an affiliate of the Company or an employee or a person who receives any compensation from the Company, or any subsidiary thereof, other than fees paid for service as a director. While serving on the Audit Committee, each member shall, in the judgment of the Board, meet the independence and other requirements of the laws, rules, and regulations applicable to the Company, including the requirements of the SEC, NYSE, and Euronext.

### **Compensation Committee**

The principal duties of the Compensation Committee include:

- reviewing, evaluating, and approving the agreements, plans, policies, and programs of the Company to compensate its independent directors, the Executive Chairman, the CEO, and other officers, as applicable;
- consistent with equity plans approved by the Company's shareholders, reviewing, evaluating, and approving all awards by the Company of equity securities or equity derivatives to executive officers of the Company and approving the number of equity securities or equity derivatives that the CEO is authorized to allocate to all other employees at his discretion;
- reviewing the Compensation Discussion & Analysis to be included in the proxy statement for the Company's annual general meeting of shareholders, as well as the description of the Company's directors' remuneration policy and the annual remuneration report, which form part of the Company's annual report;
- producing the Compensation Committee Report to be included in the Company's proxy statement;
- reviewing, evaluating, and approving the directors' remuneration policy and the directors' remuneration report;
- otherwise discharging the Board's responsibilities related to compensation of the Company's executive officers and directors; and
- performing such other functions as the Board may assign to the Compensation Committee from time to time.

The Compensation Committee meets as scheduled by its Chair to carry out the committee's responsibilities. The Compensation Committee comprises at least four directors, selected by the Board upon the recommendation of the Nominating and Corporate Governance Committee, a majority of whom must satisfy certain enhanced membership requirements outlined in the Compensation Committee Charter. No member of the Compensation Committee may be an affiliate of the Company or an employee or a person who receives any compensation from the Company, or any subsidiary thereof, other than fees paid for service as a director. While serving on the Compensation Committee, each member shall, in the judgment of the Board, meet the independence and other requirements of the laws, rules, and regulations applicable to the Company, including the requirements of the SEC, NYSE, and Euronext.

## **Nominating and Corporate Governance Committee**

The principal duties of the Nominating and Corporate Governance Committee include:

- advising and making recommendations to the Board regarding appropriate corporate governance practices and assisting the Board in implementing those practices;
- monitoring the development and implementation of the Company's compliance program (including procedures for allegation reporting, investigation, and remediation) to ensure that the Company operates in compliance with the principles of ethical conduct and good governance;
- reviewing the Company's succession plans for the Executive Chairman, CEO, and other executive officers;
- identifying individuals qualified to become members of the Board and recommending director nominees for election at the annual general meeting of shareholders or for appointment to fill vacancies on the Board;
- recommending directors to serve on each committee of the Board and recommending the Lead Independent Director;
- leading the Board in the annual performance evaluation of the Board and its committees; and
- performing such other functions as the Board may assign to the Nominating and Corporate Governance Committee from time to time.

The Nominating and Corporate Governance Committee meets as scheduled by its Chair to carry out the committee's responsibilities. The Nominating and Corporate Governance Committee comprises at least four directors, selected by the Board upon the recommendation of the Nominating and Corporate Governance Committee. No member of the Nominating and Corporate Governance Committee may be an affiliate of the Company or an employee or a person who receives any compensation from the Company, or any subsidiary thereof, other than fees paid for service as a director. While serving on the Nominating and Corporate Governance Committee, each member shall, in the judgment of the Board, meet the independence and other requirements of the laws, rules, and regulations applicable to the Company, including the requirements of the SEC, NYSE, and Euronext.

Shareholders may submit recommendations for future candidates for election to the Board for consideration by the Nominating and Corporate Governance Committee by writing to us at 11740 Katy Freeway, Energy Tower 3, Houston, Texas 77079, Attention: Corporate Secretary. To suggest a director nominee for our 2019 Annual General Meeting of Shareholders, shareholders should submit a letter recommending the candidate, which should include the information required by our Articles. In addition, the letter should be accompanied by a signed statement from the nominee indicating that the nominee is willing to serve as a member of the Board and received by the Company no earlier than February 14, 2019 and no later than March 16, 2019 at 11740 Katy Freeway, Energy Tower 3, Houston, Texas 77079, Attention: Corporate Secretary. All submissions from shareholders satisfying these requirements will be reviewed by the Nominating and Corporate Governance Committee. The Committee evaluates nominees recommended by shareholders in the same manner in which it evaluates other nominees.

In connection with its role in recommending candidates for the Board, the Nominating and Corporate Governance Committee advises the Board with respect to the combination of skills, experience, perspective, and diversity of gender, race, international awareness, and cultural sensitivity that its members believe are required for the effective functioning of the Board considering our current business strategies and regulatory, geographic, and market environment. For additional information on the factors considered by the Nominating and Corporate Governance Committee in selecting candidates to our Board, see "Governance Guidelines and Key Board Practices" above.

## **Strategy Committee**

The primary responsibilities of the Strategy Committee include:

- reviewing the development and implementation of the Company's long-term global strategy, risks, and opportunities relating to such strategy, and strategic decisions regarding major asset acquisitions, divestitures, joint ventures, and strategic alliances by the Company; and
- performing such other functions as the Board may assign to the Strategy Committee from time to time.

The Strategy Committee meets as scheduled by its Chair to carry out the committee's responsibilities. The Strategy Committee comprises at least four directors, selected by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

## **Board Oversight of Risk Management**

Our Board believes that one of its most important roles is the oversight of our management of risk, which the Board accomplishes through our Enterprise Risk Management program. At least annually, management presents to the Board the risk areas that it believes to be the most significant and the plan for the assessment, monitoring, and management of those risks. The Board has ultimate responsibility for overall risk management oversight; however, it has designated each of the four Board committees with oversight of risk within their own areas of responsibility.

For example, the Audit Committee discusses with management on a regular basis financial reporting, liquidity, contract management, legal and regulatory compliance, information-related risks including cybersecurity, taxes, and foreign exchange. The Audit Committee reviews the potential financial impacts of these risks and the steps we take to ensure that appropriate processes are in place to identify, manage, and control financial and business risks. The Audit Committee also reviews insurance policies to mitigate operational and reporting risks. In cases where a practice or procedure is identified or an operational incident occurs that could heighten the possibility of a negative impact on our operations or financial results, our management reports to the Board the steps to be taken to ensure that the risk is appropriately managed.

The Nominating and Corporate Governance Committee reviews risks related to the Board's legal and regulatory corporate governance compliance requirements and also plays a key role in discussing with management its crisis management preparedness. The Nominating and Corporate Governance Committee adopts and maintains emergency procedures for management succession in the event of the unexpected disability or exit from the Company of the CEO or other senior executive officers.

With respect to risk related to compensation matters, the Compensation Committee is responsible for assessing the nature and degree of risk that may be created by our compensation policies and practices to ensure the appropriateness of risk-taking and their consistency with our business strategies. The Compensation Committee has determined that our compensation policies and practices do not encourage or create risk-taking that could be reasonably likely to have a material adverse impact on us. The Compensation Committee believes that our annual cash bonus and long-term equity incentives provide an appropriate mix of incentives, performance metrics, and payout caps to ensure performance is focused on long-term shareholder value.

Finally, the Strategy Committee reviews and identifies risks related to the Company's global strategy and the impact on such strategy from emerging or evolving competitive activity, governmental or legislative developments, and global economic conditions.

## **Director Independence**

The Nominating and Corporate Governance Committee conducts an annual review of the independence of Board members and reports its findings to the full Board, which then makes a determination as to the independence of each director, as defined under the standards adopted by the NYSE. These standards specify certain relationships that are prohibited in order for a director to be deemed independent. In addition to these objective standards, our Board makes a subjective determination of independence by evaluating all relevant facts and circumstances. In particular, when assessing the materiality 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 persons or organizations with whom the director has an affiliation. In its determination of independence, the Board reviews and considers all relationships and transactions between each director, his or her family members, or any business, charity, or other entity in which the director has an interest, and our Company, our affiliates, or any entity in which our senior management has an interest.

Currently, 12 of our 14 directors are non-executive directors. The Nominating and Corporate Governance Committee reviewed all of the 2017 commercial transactions, relationships, and arrangements between us and our subsidiaries, affiliates, and executive officers with companies with whom the 12 non-executive directors are affiliated or employed. The transactions, relationships, and arrangements reviewed by the committee consisted of the following:

- Marie-Ange Debon is Senior Executive Vice President of the Suez Group, which is one of our customers and suppliers, and Chief Executive Officer of its International Division.
- Claire S. Farley is a director of Anadarko, which is one of our customers and an operator under our joint development agreement to standardize subsea equipment and systems. Ms. Farley is also a director of LyondellBasell, which is one of our customers. Ms. Farley serves on Anadarko's audit committee and LyondellBasell's audit and nominating and governance committees.
- Didier Houssin is Chairman and Chief Executive Officer of IFPEN, which is a shareholder of the Company and is also party to a technology development agreement with the Company. The agreement was established in 2004 between Technip and IFPEN, which was prior to Mr. Houssin joining IFPEN as director in 2015. The agreement was amended in 2017, and Mr. Houssin recused himself from Board deliberations regarding the approval of the amendment.
- James M. Ringler is a member of the board of directors and audit committee of DowDuPont, which is one of our customers. Mr. Ringler also serves as a member of the board of directors, nominating and governance committee, and compensation committee of JBT, which is one of our customers. FMC Technologies and JBT are parties to a separation and distribution agreement and a tax sharing agreement that relate to the spin-off of FMC Technologies' FoodTech and Airport Systems businesses (acquired by JBT) that occurred in July 2008.

In determining that none of the relationships noted above affected the independence of any of the interested directors, the Nominating and Corporate Governance Committee considered the nature of the transactions and the dollar amounts involved. All of the transactions noted above were ordinary course transactions.

Based on the report and recommendation of the Nominating and Corporate Governance Committee, the Board has affirmatively determined that each of our non-executive directors is "independent" as defined under the NYSE listing standards. In addition, the Board has affirmatively determined that all of the members of the Audit Committee and Compensation Committee satisfy the enhanced independence criteria required for such members under regulations adopted by the SEC and the NYSE listing standards.

## **Compensation Committee Interlocks and Insider Participation in Compensation Decisions**

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In 2017, the members of the Compensation Committee of the Board were John O'Leary, Richard Pattarozzi, Joseph Rinaldi, and James Ringler, none of whom has ever been an officer or employee of the Company or any of our subsidiaries or had any relationships requiring disclosure with us or any of our subsidiaries. None of our executive officers has ever served on the board of directors or the compensation committee of any other entity that has had any executive officer serving as a member of our Board or Compensation Committee.

## **Communications with Directors**

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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 any member of the Board, including our Lead Independent Director, the Chair of any of our committees, or with our non-employee directors as a group, by sending such written communication to c/o Lead Director, TechnipFMC plc, 11740 Katy Freeway, Energy Tower 3, Houston, Texas 77079. All communications will be received, processed, and then directed to the appropriate member(s) of our Board, other than, at the Board's request, certain items unrelated to the Board's duties, such as spam, junk mail, solicitations, employment inquires, and similar items.

## NON-EXECUTIVE DIRECTOR COMPENSATION

Our non-executive director compensation program consists of cash consideration and restricted stock unit awards. Compensation for our directors was developed by the Compensation Committee with the assistance of the Compensation Committee's compensation consultant, Willis Towers Watson, and approved by the Board to reflect the practices of both U.S. and European companies as determined by references to the peer groups discussed in the section entitled "Executive Compensation Discussion and Analysis" below. The Board's goal in designing directors' compensation is to provide a competitive package that enables the Company to attract and retain highly skilled individuals with relevant experience, while recognizing the historic practices of the Company's predecessor organizations and the expectations of our diverse shareholder base. Our directors' compensation is also designed to reward the time and talent required to serve on the board of a company of our size, complexity, and geographical spread, acknowledging the significant international travel required to discharge their duties to the Company. The Board seeks to provide sufficient flexibility in the form of compensation delivered to meet the needs of individuals who are located in different countries, while ensuring that a substantial portion of directors' compensation is linked to the long-term success of the Company.

Under the terms of the TechnipFMC Incentive Award Plan (the "Incentive Plan") and proposed Directors' Remuneration Policy, non-executive directors may earn up to \$500,000 per year in the form of cash and grant date fair value of equity awards. However, the Incentive Plan grants the Board the authority to set and modify the terms of the directors' compensation plan to pay less than that amount.

### Non-Executive Director Fees and Annual Grant of Restricted Stock Units

The following table describes the components of the Company's non-executive director compensation program for 2017 as established by the Board.

Compensation Element	Compensation
Annual Cash Retainer	\$100,000
Annual Equity Grant	\$175,000 in restricted stock units that vest after one year (included in the "Stock Awards" column of the Director Compensation Table below).
Annual Chair Fee	\$20,000 for Audit Committee \$15,000 for Compensation Committee \$10,000 for Nominating and Corporate Governance Committee \$10,000 for Strategy Committee
Annual Lead Independent Director Fee	\$50,000
Committee Meeting Fee	\$2,500 per committee meeting
Share Ownership Requirement	Five times annual cash retainer

The following table shows all compensation awarded or earned by the non-executive members of our Board from all sources for services rendered in all of their capacities to the Company during 2017. Thierry Pilenko and Douglas J. Pferdehirt are not included in the table as they were employees during 2017 and did not receive any additional compensation for their service as a director. The compensation paid to Messrs. Pilenko and Pferdehirt is shown in the Summary Compensation Table for NEOs. In addition, Tore Halvorsen also served as a director of the Company until January 16, 2017. Mr. Halvorsen did not receive any compensation related to his service as a director.

## Non-Executive Director Compensation Table

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	All Other Compensation (\$) <sup>(3)</sup>	Total (\$)
Arnaud Caudoux <sup>(4)</sup>	0	0	0	0
Pascal Colombani	120,000	174,980	0	294,980
Marie-Ange Debon	132,500	174,980	0	307,480
Eleazar de Carvalho Filho	125,000	174,980	0	299,980
Claire S. Farley	107,500	174,980	0	282,480
Didier Houssin	120,000	174,980	0	294,980
Peter Mellbye	130,000	174,980	0	304,980
John O'Leary	112,500	174,980	0	287,480
Richard A. Pattarozzi	170,000	174,980	10,000	354,980
Kay G. Priestly	112,500	174,980	0	287,480
Joseph Rinaldi	125,000	174,980	0	299,980
James M. Ringler	140,000	174,980	10,000	324,980

- (1) Includes the amount of the director's annual cash retainer, fees paid for attendance at committee meetings, and additional fees paid to the Chair of each Board committee and to the Lead Independent Director.
- (2) Restricted stock unit grants were made on February 28, 2017, valued at \$32.32 per share, the closing price on the NYSE of the Company's Ordinary Shares on such date, reflecting an aggregate grant date fair value, which was computed in accordance with the SEC proxy disclosure rules and Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, for all of the Company's non-executive directors of \$2,099,760. The aggregate outstanding restricted stock units held by each of the Company's non-executive directors on December 31, 2017 was 5,414 restricted stock units. Dividend equivalents will accumulate on the restricted stock units to the extent the Company pays dividends on its Ordinary Shares and are payable only if and when the restricted stock units vest.
- (3) Amounts in this column reflect charitable contributions made by the Company in the name of directors pursuant to the matching charitable contribution program available to all employees and directors. The numbers shown reflect the matching charitable contribution amounts that were paid by the Company during the 2017 plan year, as follows: Richard A. Pattarozzi, \$10,000; and James M. Ringler, \$10,000. For additional information regarding charitable contributions, see "Other Benefits" below.
- (4) Mr. Caudoux waived his cash and equity remuneration because of the policies of his employer, Bpifrance.

## Other Benefits

Each non-executive director receives reimbursement for reasonable incidental expenses incurred in connection with the attendance at Board and committee meetings. In addition, in keeping with the Company's sustainability focus of community involvement, directors are eligible to participate in the matching charitable contribution program on the same terms as employees. Pursuant to this program, the Company matches 100% of the charitable contributions of its employees and directors up to an aggregate of \$10,000 in any year, although the Company exercises discretion to approve matching contributions in excess of that amount from time to time. Directors who are not the Company's employees do not participate in any employee benefit plans other than the Company's matching program for charitable contributions. The Company has not made a charitable contribution to any charitable organization in which a director serves as an employee or an immediate family member of the director serves as an executive officer that exceeds in any single year the greater of \$1 million or 2% of such charitable organization's consolidated gross revenues.

## **Share Ownership Requirements**

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To further align the interests of non-executive directors with the interests of the Company's shareholders, each non-executive director is expected to acquire and retain the Company's Ordinary Shares and/or restricted stock units having a value equal to at least five times the amount of each director's annual cash retainer. A director has five years from his or her initial appointment date as a director to meet this requirement. The ownership requirement is prorated over the five-year period. Each of the Company's non-executive directors met his or her pro-rata ownership requirement for 2017.

The annual restricted stock unit grant vests after one year of service but is settled in Ordinary Shares only when the director leaves the Board. The restricted stock units are forfeited if a director ceases service on the Board prior to the vesting date of the restricted stock units, except in the event of death or disability. Unvested restricted stock units will be settled and are payable in Ordinary Shares upon the death or disability of a director or in the event of a change in control of the Company.

## EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

This section describes the Company's executive compensation program, which includes our executive directors, as well as the objectives and rationales for the various elements of our compensation program, as it relates to our 2017 NEOs.

<b>Named Executive Officer</b>	<b>Position(s) Held in 2017</b>
<b>Required NEOs</b>	
Douglas J. Pferdehirt	Chief Executive Officer
Maryann T. Mannen	Executive Vice President and Chief Financial Officer
<b>Other NEOs</b>	
Thierry Pilenko	Executive Chairman
Julian Waldron	Former Executive Vice President and Chief Operating Officer
Dianne B. Ralston	Executive Vice President, Chief Legal Officer, and Secretary

### Executive Summary

#### **Company Background and Merger Rationale**

On January 16, 2017, the Company consummated the Merger that consolidated the legacy businesses of FMC Technologies and Technip. The Merger is:

- Expanding on the success achieved through FMC Technologies' and Technip's Forsys Subsea Limited joint venture;
- Delivering fully integrated Subsea solutions across the value chain, as well as discrete solutions for customers; and
- Providing a diversified international platform, supported by cost savings derived from integration of the complementary businesses of FMC Technologies and Technip.

The new Company employs over 37,000 people and is domiciled in London, United Kingdom, with additional operational headquarters in Paris, France, and Houston, Texas USA.

#### **Business Overview**

Today, following the completion of our Merger, we operate the broadest portfolio of solutions for the oil and gas industry, with a comprehensive offering—from concept to project delivery and beyond. We are a unique global leader in technologies, systems, and services, operating primarily in three business segments: Subsea, Onshore/Offshore, and Surface Technologies.

The combination of these three business segments provides the most comprehensive portfolio of products and services in the industry. We are represented across the full value chain and have exposure to broad market opportunities—from upstream activities such as drilling, completion, and production to downstream activities such as gas processing, refining, and petrochemicals. An overview of our three business segments is included below.

Business Segment Overview		
Subsea	Onshore/Offshore	Surface Technologies
<ul style="list-style-type: none"> <li>• Integrated design, engineering, manufacturing, and installation services for infrastructure and subsea pipe systems</li> <li>• Products and systems used in deepwater exploration and production of crude oil and natural gas</li> <li>• Systems used to control the flow of crude oil and natural gas from the reservoir to a host processing facility</li> </ul>	<ul style="list-style-type: none"> <li>• Design, project management, and construction of onshore facilities related to the production, treatment, and transportation of oil and gas, as well as transformation with petrochemicals such as ethylene, polymers, and fertilizers</li> <li>• Design, project management, and construction of entire range of fixed and floating offshore oil and gas facilities</li> </ul>	<ul style="list-style-type: none"> <li>• Products and systems used in exploration and production of crude oil and natural gas</li> <li>• Wellhead systems and high-pressure valves and pumps used in stimulation activities for oilfield service companies</li> <li>• Full range of drilling, completion, and production wellhead systems</li> </ul>

### 2017 Strategic Highlights

2017 was a transformational year as we debuted our new company. We have summarized some of our key achievements below.

Key Strategic Achievements in 2017
<p><b>Market Acceptance and Leadership</b></p> <p><u>Subsea</u></p> <ul style="list-style-type: none"> <li>• Integrated front-end engineering and design (iFEED™) activity doubling</li> <li>• Receipt of five integrated engineering, procurement, construction, and installation (iEPCI™) awards, bringing total iEPCI™ projects to six</li> </ul> <p><u>Onshore/Offshore</u></p> <ul style="list-style-type: none"> <li>• Robust project execution (Yamal LNG and Prelude FLNG)</li> <li>• Subsea and Onshore/Offshore integration (ENI Coral FLNG) driving differentiation</li> </ul> <p><u>Surface Technologies</u></p> <ul style="list-style-type: none"> <li>• Integrated offering delivers up to \$1 million in savings per well</li> <li>• Acquired Plexus' exploration equipment and services business, extending Surface Technologies offering</li> </ul>
<p><b>Strong Execution</b></p> <ul style="list-style-type: none"> <li>• Strong operational results despite revenue declines</li> <li>• Relentless focus on health, safety, the environment, and security</li> </ul>
<p><b>Merger and Integration</b></p> <ul style="list-style-type: none"> <li>• Delivered \$220 million in annualized savings in less than 12 months</li> <li>• Increased annualized synergies target to \$450 million exit run-rate by end of 2019</li> <li>• Meaningful contribution to sustained Return on Invested Capital (“ROIC”) improvement</li> <li>• Talent retention efforts and organizational re-design announced in November</li> </ul>
<p><b>Capital Allocation</b></p> <ul style="list-style-type: none"> <li>• Initiated quarterly dividend at sustainable level with potential for future growth</li> <li>• Commenced \$500 million share repurchase to be completed no later than the end of 2018</li> </ul>

## **2017 Financial Results**

The Company operates a sophisticated, global business in a highly competitive industry that has been negatively impacted by lower commodity prices. Our solutions add value to some of the largest capital investments in the world. We have identified an opportunity to change the way projects are conceived and executed in the industry. The successful execution of our strategy and our achievement of Merger synergies are delivering additional value to our customers and shareholders.

Executing on our strategic priorities helped contribute to our financial and operational success across our business segments, despite a challenging market environment. We delivered strong operational results while managing revenue declines across portions of our portfolio. For detailed information regarding our 2017 results, please see our Form 10-K, which reports our results using U.S. generally accepted accounting principles, and our U.K. Annual Reports and Accounts, which reports our results using the international financial reporting standards.

## **Executive Compensation Program Design and Core Principles**

In order to enhance shareholder value over the long term, it is critical that our compensation structures allow us to:

- Retain and motivate the key executive talent and attract new talent with the skills necessary to execute the fundamental change in our business; and
- Create a single global executive team that can execute our Merger plans quickly and effectively and that is focused on collaboration, teamwork, achieving Merger synergies, and creating shareholder value.

## **Components of Executive Compensation**

Our compensation reflects the Company's greater size, geographical footprint, and breadth of services post-Merger, along with the challenges in executing the Merger objectives, while continuing to execute on projects and solutions for our clients.

In order to attract and retain the needed level of executive talent, compensation for our NEOs consists of three primary elements that are allocated between fixed, annual, and long-term compensation, and are designed to reward service and performance:

Element	Form	Percent of Total Compensation	Key Characteristics
Base Salary	Cash	CEO: 11% Executive Chairman: 13% Other NEOs: 16%	<ul style="list-style-type: none"> <li>Fixed cash compensation for executing the major responsibilities of each NEO's respective roles</li> </ul>
Annual Incentive	Cash	CEO: 14% Executive Chairman: 15% Other NEOs: 16%	<ul style="list-style-type: none"> <li>Variable compensation based on performance measures: <ul style="list-style-type: none"> <li>75% Business Performance Indicator ("BPI"): Company performance against established targets for Working Capital, EBITDA, and Synergies</li> <li>25% Annual Performance Incentive ("API"): Individual performance against established objectives</li> </ul> </li> </ul>
Long-Term Incentives	Performance-Based Restricted Stock Units	CEO: 45% Executive Chairman: 43% Other NEOs: 40%	<ul style="list-style-type: none"> <li>Performance-based equity</li> <li>Performance measures: <ul style="list-style-type: none"> <li>Total Shareholder Return ("TSR") vs. peer group (50%)</li> <li>ROIC (50%)</li> </ul> </li> <li>Performance is measured over a three-year period</li> </ul>
	Time-Based Restricted Stock Units	CEO: 15% Executive Chairman: 29% Other NEOs: 14%	<ul style="list-style-type: none"> <li>Equity that encourages retention while rewarding increases in shareholder value</li> <li>Subject to three-year cliff vesting</li> </ul>
	Stock Options	CEO: 15% Executive Chairman: 0% Other NEOs: 14%	<ul style="list-style-type: none"> <li>Equity that encourages retention while rewarding increases in shareholder value</li> <li>Exercise price established at grant date</li> <li>Subject to three-year cliff vesting</li> </ul>

The actual compensation paid each year will vary based on individual and Company performance. Additionally, our compensation program is designed to ensure that the majority of our executives' pay is performance-based, meaning that such compensation is "at risk" and there is no guarantee of the compensation values that will be realized at the end of the performance period. This "at risk" feature demonstrates our Compensation Committee's focus on performance-based compensation to ensure alignment with our shareholders' interests.

### Shareholder Engagement and Feedback on Executive Compensation

Following the completion of our Merger in January 2017 and our Company's debut on the public markets, our Board and executive team launched a shareholder engagement program to solicit feedback on the Company's strategy, performance, governance, executive compensation, and sustainability initiatives.

We believe that engagement with our shareholders is particularly important as we introduce TechnipFMC as a new company and begin to develop long-term relationships with our shareholders. Our Board and executive team are committed to building and maintaining open communication whereby shareholders can express their perspectives with the appropriate audiences within the Company.

Throughout 2017, members of our Board and executive team conducted outreach to, and met with, shareholders accounting for a substantial portion of our share ownership base:

- We contacted shareholders representing approximately 47% of our Ordinary Shares outstanding to offer meetings with members of our Board and management team.
- We held 12 in-person and telephonic meetings with shareholders representing approximately 26% of our Ordinary Shares outstanding.
- Our Lead Independent Director participated in meetings with shareholders representing approximately 23% of our Ordinary Shares outstanding.
- Additionally, some shareholders did not require a meeting as they either indicated their support for our compensation and governance practices or did not have questions regarding our compensation or governance practices.

Specifically, regarding our compensation program, many of our shareholders expressed their support, while others provided constructive feedback on the program. Shareholder feedback on our executive compensation program focused primarily on four themes highlighted below:

- Development of our compensation program, with a focus on the Compensation Committee's process for determining components, metrics, and performance standards;
- Annual and long-term incentive plans and how the metrics and targets tie to Company objectives regarding performance and Merger integration;
- Compensation disclosures, including the Company's commitment to transparency; and
- The tenure and transition of executive director roles.

This feedback was shared with the Compensation Committee and full Board. Feedback from shareholders is of critical importance to the Compensation Committee as the compensation program is new—given the recently completed Merger—and will be carefully considered going forward to inform potential changes to our compensation program.

### **Alignment of Pay and Performance**

One of the Compensation Committee's primary goals in establishing our executive compensation philosophy and designing our compensation program was to ensure that compensation incentivizes executives to achieve key strategic goals and create long-term value for our shareholders. With this as a guiding principle, the Compensation Committee adopted a program that thoughtfully links a significant percentage of each executive's compensation to key performance objectives that, if achieved, would result in the creation of shareholder value over both the short- and long-term.

The Compensation Committee's commitment to aligning pay and performance is evidenced by:

- Annual incentive awards that are based on performance against pre-established financial, operational, and individual performance measures tailored to our Company's near-term goals and each NEO's specific role in driving annual Company performance and shareholder value;
- Long-term incentive awards that are heavily weighted towards performance-based equity, requiring both strong absolute performance and outperformance of key peers; and
- Total compensation that is set by reference to the median of key industry peers, with the maximum annual incentive award set to align with broader market practice.

In 2017, across our executive team, a majority of all compensation at target was performance-based, with several objectives shared among all NEOs, including our CEO and Executive Chairman, and a few distinct individual objectives that were tied to the key projects and responsibilities of each of our executives.

In particular, the performance objectives under the annual incentive plan focused on our short-term goals, including Merger integration and synergies realization, while the objectives under the long-term incentive plan reflected longer-term priorities, including capital efficiency and shareholder value creation. The compensation outcomes for 2017 reflected our strong performance against these objectives.

### **Compensation Governance Principles**

Our Compensation Committee oversees the executive compensation program and determines the compensation for our executive officers. Our goal for the executive compensation program is to attract, motivate, develop, and retain an exceptionally talented team of executives who deliver superior operational performance, and provide leadership for our success in delivering technological innovation in a dynamic and competitive market. We seek to accomplish this goal in a way that rewards performance, enhances long-term shareholder value, and considers internal pay equity among the NEOs. As part of our compensation philosophy, we have taken a number of actions to ensure a fair, balanced, and transparent executive compensation structure, including:

<b>Executive Compensation Governance Practices</b>	
Strong Pay-for-Performance Alignment	✓
Majority of Compensation Paid in Equity, Aligning Executive and Shareholder Interests	✓
Performance Measures Closely Tied to Business Strategy	✓
Executive Stock Ownership and Retention Requirements	✓
Double-Trigger Change-in-Control Provisions Under Equity Grants and Executive Severance Agreements	✓
Clawback Policy	✓
Anti-Hedging and Anti-Pledging Policy	✓
No Tax Gross-Ups for Executive Officers	✓
Benchmarking Against Relevant Peer Groups	✓

### **Compensation Philosophy**

A critical element of our business success is the ability to attract, motivate, develop, and retain executive talent. We have a peer-based executive compensation program that includes variable performance elements. The executive compensation program is designed (a) to motivate our officers and other key employees to achieve annual and long-term corporate goals that enhance shareholder value, and (b) to attract and retain exceptionally talented individuals who deliver superior operational performance in our businesses and create an environment that fosters the technological innovation we believe is necessary for continued growth of revenue, earnings, and shareholder returns.

Our compensation philosophy links an executive's total compensation opportunity with our annual and long-term goals and objectives through the achievement of financial targets established and measured objectively by our Compensation Committee, and to a lesser extent, the executive's performance against specific individual objectives.

The core principles underlying our executive compensation philosophy are as follows:

- Executive compensation is structured to be competitive and to provide appropriate incentives in order to attract, motivate, and retain qualified, exceptional executive talent over the long term. Each NEO's total compensation opportunity (i.e., base salary, target annual cash bonus, and target long-term equity incentive opportunity) is set by reference to median compensation levels at comparable peer companies against which we compete for our executive talent, but may vary from median due to factors such as job performance, time in position, prior experience, and other business conditions.

- Executives are compensated for their contributions to our short-term and long-term results. A significant portion of each executive’s annual cash incentive compensation is based on the achievement of annual performance goals. Similarly, a portion of an executive’s equity compensation is directly linked to the achievement of specific long-term corporate results that we believe create both annual and long-term shareholder value.
- Equity compensation aligns the interests of our executives with those of shareholders by rewarding them for the achievement of our long-term objectives and for increasing shareholder value. Equity compensation represents a significant portion of each NEO’s compensation. We believe performance-based equity compensation, such as stock options and performance-based restricted stock units, together with share ownership and retention guidelines, align executive and shareholder interests and provide appropriate motivation for enhancing long-term shareholder value.

## **Compensation-Setting Process**

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### **Role of the Compensation Committee**

Our Compensation Committee oversees our executive compensation program and determines the compensation for our executive officers. The Compensation Committee is responsible for, among other things, reviewing evaluating, and approving:

- The agreements, plans, policies, and programs of the Company to compensate its independent directors, the Executive Chairman, the CEO, and other officers, as applicable; and
- 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 derivatives to be allocated to all other employees at the discretion of the CEO, consistent with equity plans approved by the Company’s shareholders.

The Compensation Committee also reviews the Company’s incentive compensation arrangements to ensure that they do not incentivize excessive risk-taking and evaluates compensation policies and practices that could mitigate any such risk.

Pursuant to its charter, the Compensation Committee has sole authority to retain and terminate any compensation consultant, outside counsel, or any other advisers engaged to assist in the evaluation of compensation of directors or executive officers, including the sole authority to approve the consultant’s fees and its terms. The Compensation Committee considers appropriate standards in selecting its compensation consultants consistent with NYSE rules, SEC rules, and requirements under the Dodd-Frank Act.

Additional information on the roles and responsibilities of the Compensation Committee is provided in the section entitled “Corporate Governance—Committees of the Board of Directors—Compensation Committee” and the charter of the Compensation Committee may be viewed on our website at [www.technipfmc.com](http://www.technipfmc.com) under the heading “Who we are > Governance.”

### ***Determination of Executive Chairman and CEO Compensation***

Neither the CEO nor the Executive Chairman has a role in setting his own or the other’s base salary, annual cash bonus, or the size of his or the other’s annual equity compensation award. The Compensation Committee reviews the specific corporate goals and objectives relevant to the compensation of the CEO and the Executive Chairman and evaluates the CEO’s and the Executive Chairman’s performance and pay in an executive session, in light of those goals and objectives. Based on the Compensation Committee’s annual review and evaluation for 2017, it determined and approved the CEO’s and Executive Chairman’s total compensation level, including base salary, cash incentive compensation, and long-term incentive awards.

### ***Determination of Other Executive Officers’ Compensation***

Our CEO provided recommendations for each executive officer’s base salary, annual cash bonus, and target annual equity award for the Compensation Committee’s review. The Compensation Committee’s compensation consultant, Willis Towers Watson, analyzed the practices of our peer organizations with regard to the structure and design of annual and long-term incentives. The Compensation Committee considered these factors in setting base

salaries, annual targets, and ratings associated with incentive compensation awards, selecting appropriate structures for long-term incentives, and ensuring that the total compensation program is consistent with our compensation philosophy and peer company practices.

### **Role of the Compensation Committee's Independent Consultant**

In 2017, in connection with the Merger, the Compensation Committee retained Willis Towers Watson as its principal compensation consultant to review legacy executive compensation programs and help design and assess the Company's compensation approach. Willis Towers Watson provided information and advice to the Compensation Committee on executive and director compensation and related governance matters. This included the evaluation of the levels of executive officer and director compensation as compared to general market compensation data and peer group data, the evaluation of proposed compensation programs or changes to existing program designs, the provision of information on current executive compensation trends, and providing updates regarding applicable legislative and governance activity. In addition, Willis Towers Watson provided retirement benefit consultant services, health and group benefits consulting services, and risk broking services to management in 2017. These services were provided under long-standing arrangements of which the Compensation Committee was aware prior to commissioning the 2017 executive compensation services. In 2017, Willis Towers Watson was paid approximately \$243,000 in fees related to executive compensation services, and \$2,876,000 related to non-executive compensation services.

In February 2017, the Compensation Committee considered the independence of Willis Towers Watson in light of SEC rules and NYSE listing standards and requested and received a letter from Willis Towers Watson addressing Willis Towers Watson's independence, including the following independence factors: (1) other services provided to the Company by Willis Towers Watson; (2) fees paid by the Company as a percentage of Willis Towers Watson's total revenue; (3) policies and procedures maintained by Willis Towers Watson that are designed to prevent a conflict of interest; (4) any business or personal relationships between the individual consultants involved in the engagement and a member of the Compensation Committee; (5) any Ordinary Shares owned by the individual consultants involved in the engagement or their immediate family members; and (6) any business or personal relationships between our executive officers and Willis Towers Watson or the individual consultants involved in the engagement. The Compensation Committee also considered that the Willis Towers Watson consultants advising the Compensation Committee derived no economic benefit from the fees paid for the non-executive compensation services. The Compensation Committee discussed these considerations and concluded that the work of Willis Towers Watson and the consultants involved in the engagement did not raise any conflict of interest.

### **Peer Groups**

#### ***Compensation Peer Group***

Compensation for our NEOs other than our Executive Chairman was set by reference to the practice of relevant peer companies. Two peer groups were developed to inform general decisions on compensation levels and practices. The Company's greater size and breadth of services post-Merger, including both traditional oilfield services and engineering and construction services, made the determination of a close peer group challenging as there are relatively few companies with a comparable mix of size, scope of offering, and geographical footprint. As a result, the Company could not be positioned close to the median of a focused peer group. As a consequence, the Compensation Committee approved two broader peer groups comprising companies of broadly comparable size (determined primarily by reference to annual revenues and/or market capitalization), industry (focusing on oilfield services, the oil and gas industry more broadly, construction and engineering, and heavy equipment manufacturing), and complexity (focusing on large, project-based, capital intensive companies with significant international operations).

The two peer groups reflect the greater scale and complexity of the Company relative to the legacy companies. The first peer group is a "**Global Peer Group**" comprising 23 companies, with a balance of 13 European and 10 U.S. headquartered companies selected according to the criteria outlined above. The Global Peer Group offers a broad, global perspective on market compensation levels for large, complex, capital intensive organizations that

compete for talent with the Company, and reflects differing global pay practices. It ensures that the Compensation Committee has a holistic view of the compensation practices of comparable companies, including those headquartered in Europe, and is not solely focused on U.S. market practice. The Global Peer Group consists of the following companies:

European Global Peers

Air Liquide S.A.  
 Alstom SA  
 Amec Foster Wheeler plc<sup>2</sup>  
 Chicago Bridge & Iron Company N.V.  
 Enbridge Inc.  
 Petrofac Limited  
 Repsol, S.A.  
 Saipem S.p.A.  
 Schlumberger Limited  
 Subsea 7 S.A.  
 Transocean Ltd.  
 VINCI SA  
 Weatherford International plc

U.S. Global Peers

Baker Hughes Incorporated<sup>1</sup>  
 Caterpillar Inc.  
 ConocoPhillips  
 Cummins Inc.  
 Devon Energy Corporation  
 Fluor Corporation  
 Halliburton Company  
 Ingersoll-Rand Plc  
 Jacobs Engineering Group Inc.  
 National Oilwell Varco, Inc.

In addition, the Compensation Committee also reviewed data from a second “**Industry Peer Group**” comprising 19 companies with significant U.S. operations (including both U.S. and European-headquartered companies) that are the prime competitors for executive talent in the critical U.S. business segment. The Industry Peer Group includes nine direct competitors in the oilfield services industry, four independent oil exploration and production companies, and six large, capital intensive companies consistent with the practice of the Company’s closest peers. There is a material and deliberate overlap between the Compensation Peer Group and the Industry Peer Group. The Industry Peer Group serves as a counterpoint to the broader global perspective provided by the Global Peer Group, and is intended to provide a clear view of compensation levels and practices of our closest peers in the U.S. industry as a critical segment of our business and a key market for executive talent. The Industry Peer Group consists of the following companies:

Oil Field Services

Amec Foster Wheeler plc  
 Baker Hughes Incorporated<sup>1</sup>  
 Halliburton Company  
 McDermott International, Inc.  
 National Oilwell Varco, Inc.  
 Saipem S.p.A.  
 Schlumberger Limited  
 Subsea 7 S.A.  
 Weatherford International plc

Oil Exploration and Production

Anadarko Petroleum Corporation  
 Apache Corporation  
 ConocoPhillips  
 Devon Energy Corporation

Capital Intensive

Chicago Bridge & Iron Company N.V.  
 Cummins Inc.  
 Dover Corporation  
 Fluor Corporation  
 Jacobs Engineering Group Inc.  
 Transocean Ltd.

Although the companies within the two peer groups (collectively referred to herein as the “**Compensation Peer Group**”) vary in revenue, size, and market capitalization, Willis Towers Watson utilized regression analysis, where possible, to develop size-adjusted market values for each element of compensation. Using the Compensation Peer Group data, the Compensation Committee reviewed the appropriateness and competitiveness of each executive officer’s base salary, annual non-equity incentive bonus, and annual equity award.

<sup>1</sup> Now Baker Hughes, a GE Company

<sup>2</sup> Combined with Wood Group in October 2017

For each of the NEOs, the Compensation Committee compared each element of the executive's compensation, as well as the executive's total compensation, to his or her counterparts within the Compensation Peer Group. The Compensation Committee also evaluated internal relativities of the CEO's compensation to the compensation of each of our other NEOs in comparison to internal relativities in the Compensation Peer Group. The Compensation Committee considered the external market, internal relativities, individual performance, and tenure in allocating total compensation to our NEOs among the various elements of annual compensation (base salary and cash bonus) and long-term compensation (equity awards), including the allocation between performance-based and time-based equity in a manner it determined to be broadly consistent with market practice and aligned with the Company's strategic objectives.

The Compensation Committee intends to use tally sheets to summarize all of the elements of each NEO's actual and potential future compensation. Tally sheets provide the Compensation Committee with the information necessary to evaluate the total compensation of an NEO by presenting the dollar amount of each component of the NEO's compensation, including cash compensation, accumulated deferred compensation balances, outstanding equity awards, retirement benefits, perquisites, and any other compensation. With regard to performance scenarios, tally sheets demonstrate the amounts of compensation that would be payable under minimum, target, and maximum payouts under our cash and equity incentive compensation plans.

### ***Performance Peer Group***

The performance-based restricted stock unit awards granted in 2017 specify a peer group against which the Company's relative TSR will be measured to determine the extent to which the units will vest. The "**Performance Peer Group**" comprises the 14 companies listed below. Please see "—Long-Term Compensation—Performance-Based Restricted Stock Unit Awards" for additional information on the performance measures for performance-based restricted stock units.

Amec Foster Wheeler plc <sup>3</sup>	Oceaneering International, Inc.
Baker Hughes Incorporated <sup>4</sup>	Oil States International, Inc.
Chicago Bridge & Iron Company N.V.	Schlumberger Limited
Fluor Corporation	Saipem S.p.A.
Halliburton Company	Subsea 7 S.A.
McDermott International Inc.	Weatherford International plc
National Oilwell Varco, Inc.	Wood Group

The Performance Peer Group was chosen to reflect companies that are a closer comparison to the Company in terms of its financial and operational performance and are more likely to be competitors for investment than those companies comprising the broader Compensation Peer Group.

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<sup>3</sup> Combined with Wood Group in October 2017

<sup>4</sup> Baker Hughes, a GE Company

## Components of Executive Compensation in Detail

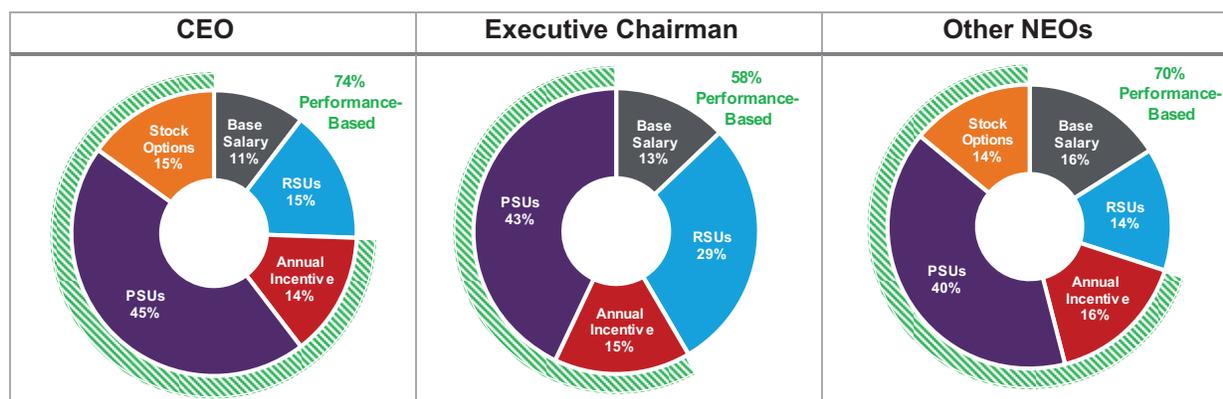
In order to attract and retain the needed level of executive talent, compensation for our NEOs consists of three primary elements that are allocated between fixed, annual, and long-term compensation, and are designed to reward service and performance: base salary, annual cash incentive bonus, and long-term equity awards.

Component	Objectives	Key Features	Performance Link
<b>Fixed</b>			
<b>Base Salary</b>	<ul style="list-style-type: none"> <li>Reflects responsibilities, job characteristics and scope, performance, experience, and skill set</li> </ul>	<ul style="list-style-type: none"> <li>Reviewed annually</li> <li>Based on individual performance, experience, business conditions, market factors, and comparable market data from our Compensation Peer Group</li> </ul>	<ul style="list-style-type: none"> <li>Fixed compensation</li> </ul>
<b>Annual</b>			
<b>Annual Cash Incentive</b>	<ul style="list-style-type: none"> <li>Aligns compensation closely with Company performance and shareholder value</li> </ul>	<ul style="list-style-type: none"> <li><u>Performance measures:</u> <ul style="list-style-type: none"> <li>75% BPI: Company performance against established targets for Working Capital, EBITDA, and Synergies</li> <li>25% API: Individual performance against established objectives</li> </ul> </li> <li>Target award opportunity typically set by reference to the median of Compensation Peer Group</li> </ul>	<ul style="list-style-type: none"> <li>Payout based on achievement of predetermined financial and operational goals</li> </ul>
<b>Long-Term</b>			
<b>Restricted Stock Units (“RSUs”): Performance-Based</b>	<ul style="list-style-type: none"> <li>Provides strong incentive to outperform industry peers</li> <li>Retains executives in a competitive energy market</li> </ul>	<ul style="list-style-type: none"> <li><u>Performance measures:</u> <ul style="list-style-type: none"> <li>TSR vs. peer group (50%)</li> <li>ROIC (50%)</li> </ul> </li> <li>Performance is measured over a three-year period</li> <li>Target award opportunity typically set by reference to the median of Compensation Peer Group</li> <li>Three-year “cliff” vesting requirement</li> </ul>	<ul style="list-style-type: none"> <li>Payout based on achievement of performance measures</li> </ul>
<b>RSUs: Time-Based</b>	<ul style="list-style-type: none"> <li>Correlates executive’s award to long-term increases in shareholder value</li> <li>Retains executives in a competitive energy market</li> </ul>	<ul style="list-style-type: none"> <li>Value based on changes in shareholder value</li> <li>Three-year “cliff” vesting requirement</li> </ul>	<ul style="list-style-type: none"> <li>Value from grant date increases or decreases based on share price</li> </ul>
<b>Stock Options</b>	<ul style="list-style-type: none"> <li>Incentivizes executives to increase share value and aligns executives’ interests with shareholders</li> </ul>	<ul style="list-style-type: none"> <li>Value based on changes in shareholder value</li> <li>Exercise price established at grant date</li> <li>Three-year “cliff” vesting requirement</li> </ul>	<ul style="list-style-type: none"> <li>Value from grant date increases or decreases based on share price</li> </ul>

## Allocation of Pay Between Annual and Long-Term Compensation

Our compensation program is intended to provide incentives to our executive officers to achieve annual and long-term financial and operating goals, as well as strategic objectives. Certain elements of the compensation program are weighted toward long-term incentives in the form of equity compensation with a three-year vesting requirement and a variable, performance-based component. The Company determines the size of each NEO's equity grant based on a calculated theoretical value of the grant. The ultimate actual value of the equity grants made in 2017 will depend upon our performance measured in terms of ROIC and our TSR, as well as our share price after the end of the vesting period. Our share price will be largely dependent upon the market's assessment of our long-term performance, as well as general market dynamics.

The figure below shows the 2017 target total compensation mix for our CEO, Executive Chairman, and other NEOs, including a percentage breakdown of the annual and long-term components of compensation. The annual and long-term components of an executive's performance-based compensation are each determined by various absolute or relative performance metrics as further described in the sections below.



"PSUs" are performance-based restricted stock unit awards, and "RSUs" are time-based restricted stock unit awards.

## Annual Compensation

The annual cash pay elements that our executive officers receive include base salary and an opportunity to earn an annual cash bonus.

### **Cash Compensation—Base Salary**

Base salary compensates our employees for services provided during the year and is the fixed element of an executive's annual compensation. Our goal is to target base salary for our NEOs within a competitive range set by reference to the size-adjusted median of the Compensation Peer Group. An NEO's base salary will be positioned within the competitive range and is likely to differ from the median due to factors such as job performance and related performance rating, time in position, prior experience, movement of base salary among our Compensation Peer Group, and business conditions.

Any base salary change or merit increase for an executive officer, other than the CEO or Executive Chairman, must be recommended by the CEO and approved by the Compensation Committee. Any base salary change or merit increase for the CEO or Executive Chairman must be determined and approved by the Compensation Committee and must be within the parameters of the Directors' Remuneration Policy as approved by shareholders.

## Cash Compensation—Annual Bonus

Our annual cash bonus plan is designed to focus management on performance factors important to the continued success of their business units and on our overall performance in a particular year. The annual cash bonus comprises two performance-based components – one based on Company performance and the other based on individual performance.

- **Company Performance:** The Business Performance Indicator (“**BPI**”) represents 75% of the annual bonus. All of the NEOs have the same BPI rating, which is based on overall Company performance.
- **Individual Performance:** The Annual Performance Incentive (“**API**”) is a discretionary component that represents 25% of the annual bonus. The API rating will vary for each NEO based on achievement of his or her annual objectives.

The payout under both BPI and API components may range from 0% to 200%.

### BPI Component – 75% of Annual Bonus

The Compensation Committee annually establishes BPI targets and reviews the performance measures at its February meeting. In 2017, the Compensation Committee selected three equally-weighted measures, which reflected key strategic outcomes of the Merger: Working Capital Days, EBITDA, and Synergies.

In setting the minimum, target, and maximum goals for 2017, the Compensation Committee considered our internal budgeted goals, the overall business climate, the market for our products and services, and our planned strategic initiatives. The table below describes each of the measures and reports the Company’s 2017 performance relative to the targets established at the beginning of the year. The measures are adjusted for the cumulative effect of changes in accounting principles, the Merger, other significant acquisitions and divestitures, and foreign exchange movements versus the assumptions of those movements at the time the targets were set. The resulting BPI multiple of the three equally-weighted measures is then multiplied by 75% of each executive officer’s annual cash bonus target percentage to determine the executive officer’s cash bonus payout related to achieved BPI results.

BPI Performance Measure	Definition	Importance of the Measure	Threshold (0% Payout)	Target (100% Payout)	Maximum (200% Payout)	2017 Actual Results Result	2017 Actual Results Rating
<b>Working Capital Days</b>	Average number of days to convert working capital into revenue	Measures our efficiency of using operating capital to operate the business; our contract arrangements typically result in negative working capital due to advance payments and milestone payments	68 days	113 days	125 days	<b>119 days</b>	<b>1.54</b>
<b>EBITDA (in millions)</b>	Earnings before interest, taxes, depreciation, and amortization	Facilitates comparison with peer companies by excluding the effect of different capital structures and financing decisions	\$1,033	\$1,721	\$1,893	<b>\$2,031</b>	<b>2.00</b>
<b>Synergies (in millions)</b>	Annual run rate benefit of cost reduction initiatives and absolute savings attributable to procurement actions	Measures the achievement on an annual basis of our synergies commitment as part of the critical elements of the Merger	\$150	\$220	\$250	<b>\$220</b>	<b>1.00</b>
<b>2017 BPI Rating</b>							<b>1.51</b>

### *API Component – 25% of Annual Bonus*

A review of each NEO's individual performance is conducted annually in February to determine the API component of the annual cash bonus. Each NEO's performance against objectives, established in the beginning of the year, was evaluated by the Compensation Committee with input from the CEO. The API objectives for the CEO were set by the Compensation Committee without the CEO being present and were also evaluated by the Compensation Committee. The API objectives for the Executive Chairman were set by the Compensation Committee without the Executive Chairman being present and were also evaluated by the Compensation Committee. These performance objectives vary depending on the roles and responsibilities of the particular executive and are set by reference to four broad areas: Merger and integration measures; safety and implementation measures; execution of key client deliverables, including inbound and outbound; and leadership culture.

The API rating is based on the achievement by an NEO of both quantifiable performance objectives as well as other more qualitative objectives. If an NEO failed to achieve any of his or her objectives, the API multiple would likely be 0.0. If the executive met some, but not all of the objectives, the API multiple would fall between the range of 0.0 to 2.0, depending upon the number of objectives accomplished, their relative importance and difficulty, and the factors that may have prevented achievement of certain objectives. An executive achieving all objectives could potentially receive an API of 2.0, although this would be uncommon due to the Company's efforts to establish stretch objectives that are difficult to achieve. For 2017, the NEOs received API ratings ranging from 1.0 to 1.5 for the year, with an average rating of 1.34. The resulting API multiple is then multiplied by 25% of each executive officer's annual cash bonus target percentage to determine the executive officer's cash bonus payout related to achieved API results.

The following describes the 2017 API objectives of our NEOs:

#### Douglas J. Pferdehirt – Chief Executive Officer

Mr. Pferdehirt's 2017 individual performance objectives related to successfully consummating the Merger and associated integration objectives, such as providing leadership in a challenging industry environment while minimizing business disruption, establishing and promoting a strong culture focused on the Company's core values and foundational beliefs, and maintaining and strengthening customer relationships and alliances. In addition, Mr. Pferdehirt's objectives included developing and communicating a consistent strategic message to build investor confidence in the new Company, including emphasis on the Company's new integrated offerings of iFeed<sup>®</sup>, iEPCI<sup>™</sup>, and integrated life-of-field (iLOF<sup>®</sup>), as well as other technological advancements that improve project economics for customers. Mr. Pferdehirt's financial objectives were focused on Merger synergies and enhancing financial results through solid execution with sustainable margin levels. Finally, his leadership development objectives included assessing senior management, identifying succession candidates, and developing and implementing a lean and efficient organizational structure to execute the Company's strategy to deliver strong operational results.

#### Maryann T. Mannen – Executive Vice President and Chief Financial Officer

Ms. Mannen's 2017 individual performance objectives reflected her wide range of responsibilities as our Chief Financial Officer. Her specific Merger-related objectives included leading efforts to integrate the finance functions emanating from the Merger, implementing various financial and regulatory filings for the new Company under both U.S. and E.U. regulations, and deploying a more effective global tax strategy. Ms. Mannen's financial objectives were directed at effectively tracking, reporting, and delivering Merger synergies, enhancing financial results through improved working capital efficiency, developing a financial structure for capital allocation, improving returns on invested capital, and supporting improved project execution. Her leadership objectives included effective leadership of the investor relations function, including the Company's Analyst Day in November 2017, as well as the strengthening of the finance, tax, risk management, and internal audit functions.

#### Thierry Pilenko – Executive Chairman

Mr. Pilenko's 2017 individual performance objectives reflected his role in the Merger consummation and integration, as well as his Executive Chairman role in leading the successful integration of our new Board of Directors. In addition, Mr. Pilenko's objectives included sponsoring and leading the Company's strategic

Onshore/Offshore projects and maintaining effective communications and relationships with French stakeholders, including regulatory agencies and shareholders. In collaboration with the CEO, Mr. Pilenko's objectives also included developing and deploying a consistent strategic message for the Company and nurturing existing customer relationships and alliances, such as with Heerema Marine Contractors. Other objectives included securing the initial phase of future LNG projects in Russia and the successful transition of key strategic customer relationships to the CEO or other members of executive management.

Julian Waldron – Former Executive Vice President and Chief Operating Officer

Mr. Waldron's 2017 individual performance objectives included maintaining market leadership in a challenging industry environment by leading the Merger integration, driving significant changes in the Company's operational performance, and focusing on sustainability and cost efficiency. His financial objectives related to improving execution through the restructuring of the Company's manufacturing and supply chain organization, as well as strengthening the Company's supply chain alliances. Mr. Waldron's other objectives related to leading the corporate development and information technology functions, pursuing and proposing growth initiatives, and establishing a plan for the Company's digital business transformation.

Dianne B. Ralston – Executive Vice President, Chief Legal Officer, and Secretary

Ms. Ralston's 2017 objectives focused on her responsibilities as Chief Legal Officer, and her Merger-related objectives included developing and implementing the Company's new Code of Business Conduct, implementing the Company's Corporate Governance Guidelines, and ensuring compliance with all applicable regulatory requirements for an NYSE and Euronext Paris dual-listed company domiciled in the United Kingdom. Ms. Ralston's objectives also included protecting the Company against significant risks and liabilities, serving as the strategic legal advisor to our Board of Directors and executive management, establishing the Company's compliance program, and implementing improvements to the Company's contract and bidding procedures. Ms. Ralston's financial objectives related to contributing to Merger synergies through optimization of the legal organization and ensuring that internal and external legal services were delivered responsibly and cost effectively.

*Determination of 2017 Payouts under the Cash Incentive Compensation Plan*

Each executive's target annual cash bonus is a percentage of his or base salary for the year. For example, assuming an NEO has a base salary of \$600,000, a 70% target bonus, a BPI rating of 1.51, and an API rating of 1.00, the executive's annual cash bonus would be calculated as follows:

Component	Base Salary		Weighting		Target Bonus %		Rating		Payout
BPI:	\$600,000	X	75%	X	70%	X	1.51	=	\$475,650
API:	\$600,000	X	25%	X	70%	X	1.00	=	\$105,000
<b>Total Cash Incentive Compensation</b>									<b>\$580,650</b>

Long-Term Compensation

**Equity Compensation**

The long-term component of executive compensation consists of equity awards, a significant portion of which are performance-based and tied to the creation of shareholder value. To determine the appropriate target value of equity-based compensation awards for the NEOs, the Compensation Committee considered the median value of equity compensation awards within the Compensation Peer Group, as well as individual executive performance. For 2017, the Compensation Committee set the target value of equity awards for each NEO as follows:

- Our Executive Chairman's equity compensation award was allocated 60% in the form of performance-based restricted stock units and 40% in the form of time-based restricted stock units.
- For all other NEOs, the equity awards were allocated 60% in the form of performance-based restricted stock units, 20% in the form of time-based restricted stock units, and 20% in the form of time-based stock options.

We believe this combination of performance-based and time-based long-term incentives provides performance incentives that effectively link executives' financial outcomes to the ongoing creation of shareholder value, which is consistent with our shareholders' interests and serves as an effective retention vehicle for the NEOs.

Generally, an executive must remain employed through the vesting date in order to retain the award. However, in case of retirement, as defined under the terms of the award, any unvested equity awards (including performance-based restricted stock units and time-based restricted stock units) will remain outstanding and be settled on the originally scheduled vesting date. Awards also vest immediately in the event of death or disability, or upon a qualifying termination following a change in control, in which case performance-based restricted stock unit awards vest at 100%.

The market value of vested and unvested restricted stock unit awards shown in the Outstanding Equity Awards at Fiscal Year-End Table demonstrate both the potential value of equity awards the Company has issued to its NEOs and the alignment of the NEOs' personal financial interests with those of our shareholders.

### ***Performance-Based Restricted Stock Unit Awards***

In 2017, the Compensation Committee approved grants of performance-based restricted stock units to the NEOs. These performance-based equity grants are earned based on the achievement of performance targets that are measured against an absolute performance range determined by the Compensation Committee (as is the case with ROIC), or determined relative to the performance of the Performance Peer Group (as is the case with TSR), both of which closely align with value creation for our shareholders. The linking of executives' performance-based equity awards to the Company's achievement of longer-term performance targets puts a meaningful portion of the NEOs' targeted equity award at risk. The percentage of the total performance-based restricted stock unit award an NEO will ultimately receive will be determined at the end of the applicable measurement period and will depend upon the Company's performance with respect to the following two measures for that period:

- *Return on Invested Capital ("ROIC")* measures both profitability, equal to annual net income divided by equity plus long-term debt, as well as how effectively the Company uses capital over a three-year period. The Company's ROIC performance is compared to predetermined minimum, target, and maximum performance levels with the number of units vesting determined by interpolating actual results against the performance range, as described below.
- *Total Shareholder Return ("TSR")* measures the cumulative three-year return that an investor receives based on the volume-weighted average price and the reinvested dividends issued over the performance period. The number of units vesting under this measure is determined by the Company's ranking as measured against the constituents of the Performance Peer Group, as described below.

The vesting period for these performance-based restricted stock unit awards is through February 20, 2020, with a performance period of January 1, 2017 through December 31, 2019. None of our executive officers have the ability to adjust the performance measures approved by the Compensation Committee or to waive any conditions established for the performance-based awards once established by the Compensation Committee.

### ***Performance-Based Restricted Stock Unit Award Determination for Grants in 2017***

The amount of the performance-based restricted stock unit awards granted in 2017 to be earned by the executive officers can vary between 0% and 200% of the performance-based award amount granted, as noted below, and the Company's performance based on two defined measures.

<b>Goal/Weightings</b>	<b>Performance Measure</b>	<b>Minimum Performance</b>	<b>Target Performance</b>	<b>Maximum Performance</b>
ROIC (50%)	Achievement of stated targets	0%	100%	200%
TSR (50%)	Ranking against Performance Peer Group	0%	100%	200%

The following table summarizes the absolute targets and associated payout levels for the ROIC measure.

Achieved Performance	Earned Performance Stock Units
Below Threshold Performance	0%
Threshold Performance	50%
Target Performance	100%
Maximum Performance or Above	200%

Final performance ratings will be based on linear interpolation between these identified points.

For the TSR measure, the earned performance stock units will be based on the ranking of the Company's TSR against the constituents of the Performance Peer Group, as follows:

Ranking Level	Earned Performance Stock Units
13 <sup>th</sup> or Lower	0%
11 <sup>th</sup> or 12 <sup>th</sup>	50%
9 <sup>th</sup> or 10 <sup>th</sup>	75%
8 <sup>th</sup>	100%
7 <sup>th</sup>	120%
6 <sup>th</sup>	140%
5 <sup>th</sup>	160%
4 <sup>th</sup>	180%
3 <sup>rd</sup> or Higher	200%

However, if the Company's TSR is negative for the performance period, the payout will be capped at the target (100%) regardless of the Company's relative ranking amongst the Performance Peer Group.

#### ***Time-Based Restricted Stock Unit Awards***

In 2017, the Compensation Committee approved grants of time-based restricted stock units to our executive officers. All restricted stock unit awards granted to executive officers are subject to three-year vesting terms, consistent with market practice, and require the executive to remain employed through February 20, 2020 before the restricted stock units vest. Once vested, the executive receives ownership and the voting rights of the underlying Ordinary Shares. The vesting periods serve as a retention incentive.

The number of restricted stock units granted to each of the NEOs was determined by dividing the target value set for each executive officer by the face value of our Ordinary Shares on the grant date.

#### ***Stock Options***

In 2017, the Compensation Committee approved grants of stock options to the NEOs, except for our Executive Chairman. All stock options granted to executive officers are subject to three-year vesting terms, consistent with market practice, and require the executive to remain employed through February 28, 2020 before the options vest and become exercisable. Options are exercisable for a period of 10 years from the date of grant and have an exercise price equal to the closing price of the Company's Ordinary Shares as reported by the NYSE on the grant date. The vesting periods serve as a retention incentive.

The number of stock options granted to each of the NEOs was determined by dividing the target value set for each executive officer by the expected value of each option (calculated using the Black-Scholes option pricing model) on the grant date.

## **Other Compensation, Benefits, and Considerations**

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### **Perquisites**

We provide limited perquisites to our executive officers in order to facilitate the performance of their managerial and external marketing roles and to ensure a competitive total compensation package. The perquisites we provide to our executives may include financial planning and personal tax assistance, personal use of Company automobiles, dining club memberships and country club memberships, executive physicals, and other minor expenses associated with their business responsibilities. Our executives' use of Company vehicles and dining and country club membership benefits is primarily for business-related travel and entertainment. We require our executives to report personal use of Company vehicles and club memberships. We also pay certain travel expenses such as airfare and meals for spouses of executive officers when they accompany their spouses and such expenses are business-related.

We provide a security program for our CEO and our Executive Vice President and Chief Financial Officer, including certain personal security measures, to address safety concerns resulting from their positions. We require these security measures for the Company's benefit because the personal safety and security of these executives are important to the stability of the Company. The security program was developed based on a risk assessment determined to be appropriate by our security team and an outside consultant. We do not consider the security measures provided to our executive officers to be a personal benefit, but rather reasonable and necessary expenses for the benefit of the Company. However, in accordance with SEC disclosure rules, the aggregate incremental cost of these services is reported in the Summary Compensation Table.

If an NEO's perquisites exceed \$10,000 in cost to the Company, the total amount of the perquisites provided by the Company to that NEO is included in the "All Other Compensation" column of the Summary Compensation Table, and the nature of those perquisites are described in a footnote to the table. 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 such imputed income.

### **Clawback Policy**

We have adopted a compensation recovery clawback policy applicable to executive officers, subject to the reporting requirements of Section 16 of the Exchange Act, that allows us to clawback and cancel previously granted or earned incentive compensation for any conduct constituting fraud, material theft of Company assets, bribery, corruption, illegal acts, gross negligence, or willful misconduct, including such conduct that requires the Company to materially restate its quarterly or annual financial or operating results.

In such events, the Compensation Committee may: (a) cancel any outstanding award granted, in whole or in part, whether or not vested or deferred; (b) require the executive to repay to the Company any gain realized or payment received upon the exercise or payment of the award valued as of the date of exercise or payment; and/or (c) reduce or offset future incentive compensation. The Compensation Committee expects to approve any necessary revisions to this policy to comply with Section 954 of the Dodd-Frank Act when the SEC approves final rules implementing the requirement.

### **Share Ownership and Retention Requirements**

The Compensation Committee oversees the Company's executive officer share ownership and retention policy to ensure a continuing alignment of executive and shareholder interests.

### **Share Ownership Requirements**

Executive officers are required to own shares in an amount equal to a multiple of their base salary. Qualifying shares include Ordinary Shares, performance-based restricted stock unit awards where the performance period is final and approved, and time-based restricted stock unit awards. Unexercised stock options, performance-based restricted stock units where the performance period is not final, and shares held in Company retirement plans are not included in the ownership calculation. Each executive officer has five years to satisfy an ownership multiple, prorated 20% each year, from the effective date of appointment. The multiple for each of the NEOs is provided in the following table:

<b>Named Executive Officer</b>	<b>Multiple of Base Salary</b>
Douglas J. Pferdehirt	6.0
Maryann T. Mannen	5.0
Thierry Pilenko	6.0
Julian Waldron	5.0 <sup>(1)</sup>
Dianne B. Ralston	3.0

<sup>1</sup> The multiple of base salary for Mr. Waldron was eliminated under the settlement agreement between Mr. Waldron and the Company.

### **Share Retention Requirements**

Each executive officer is required to retain, for a period of at least one year after the vesting date, shares equivalent to at least one-half of the net after-tax number of shares deposited in his or her account in relation to vested restricted stock units. The purpose of this additional requirement is to impose a holding period during which our executives must retain ownership of a significant portion of vested equity compensation.

We believe that the combination of the share ownership and share retention requirements serves to more closely align the interests of our executives with the long-term interests of our shareholders. We regularly evaluate and monitor compliance with our share ownership and retention policy, and the Board will review compliance on at least an annual basis. All executive officers, including all NEOs, met their pro rata ownership and retention requirements under the Company's policy in 2017.

### **Insider Trading and Speculation in Company Stock**

We have established an Insider Trading Policy that prohibits our officers, directors, and certain employees from engaging in discretionary transactions involving our securities while in possession of material, non-public information or otherwise using such information in any manner that would violate applicable laws and regulations. It also prohibits all officers and their immediate families from directly or indirectly speculating in Ordinary Shares, including derivative transactions, hedging and pledging activities, short selling, the sale or purchase of options in Ordinary Shares, and borrowing against Ordinary Shares. The Insider Trading Policy aims to align management's economic ownership risk with those of shareholders.

### **Deductibility of Executive Compensation under Section 162(m) of the Internal Revenue**

Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), limits the deductibility of compensation in excess of \$1 million paid to certain NEOs in any calendar year. Under the tax rules in effect before 2018, compensation that qualified as "performance-based" under Section 162(m) was deductible without regard to this \$1 million limit. However, the U.S. Tax Cuts and Jobs Act of 2017 (the "**TCJA**") eliminated this performance-based compensation exception effective January 1, 2018, subject to a special rule that "grandfathers" certain awards and arrangements that were in effect on or before November 2, 2017. As a result, compensation that the Compensation Committee structured in 2017 with the intent of qualifying as performance-based compensation under Section 162(m) that is paid on or after January 1, 2018 may not be fully deductible, depending on the application of the special grandfather rules. Moreover, from and after January 1, 2018, compensation awarded in excess of \$1 million to our NEOs generally will not be deductible. While the TCJA will limit the deductibility of compensation paid to the NEOs, such limitations will not have a material impact on the Company's executive compensation program. Our Compensation Committee will continue to structure our

compensation program in the best long-term interests of our shareholders, with deductibility of compensation being one of a variety of considerations taken into account.

## **Savings Plans**

### ***U.S. Savings Plan***

All of our U.S.-based employees, including our executives, are eligible to participate in a tax-qualified savings and investment plan (the “**U.S. Qualified Savings Plan**”). This plan provides an opportunity for employees to save for retirement on both a pre-tax and after-tax basis. Employees exceeding the U.S. Internal Revenue Service (“**IRS**”) compensation limit for highly compensated employees can contribute between 2% and 20% of base salary and eligible incentives through pre-tax and after-tax contributions up to the maximum amount prescribed by law and our limits. Employees not considered highly compensated under IRS regulations can contribute up to 75% of base salary and eligible incentives. We match 100% up to the first 5% of each eligible, non-union employee’s contributions. Participants are 100% vested in their contributions and the employer matching contributions. For annual compensation that exceeds the maximum compensation limit required by the Code for the U.S. Qualified Savings Plan, we contribute 5% of such excess to that employee’s non-qualified savings plan account discussed below.

In 2017, all eligible, non-union employees employed by FMC Technologies received a 4% non-elective contribution. Eligible non-union employees are those who were hired or rehired on or after January 1, 2010, or those non-union participants who had less than five years of vesting service as of December 31, 2009. Eligible participants become vested in their non-elective contributions after three years of service.

Our U.S.-based executives are eligible to participate in a pre-tax non-qualified defined contribution plan (the “**U.S. Non-Qualified Savings Plan**”), which provides executives and other eligible employees with the opportunity to participate in a tax advantaged savings plan comparable to the U.S. Qualified Savings Plan. The investment options offered to participants in the U.S. Non-Qualified Savings Plan are similar to those offered in our U.S. Qualified Savings Plan. Participants may elect to defer up to 90% of their base salary and/or annual cash incentive bonus into the U.S. Non-Qualified Savings Plan. We contribute 5% of the employee’s contributions to the U.S. Non-Qualified Savings Plan. Participants are 100% vested in their contributions and the employer contributions. For those participants in the U.S. Non-Qualified Savings Plan eligible to receive the non-elective contribution, we will contribute an additional 4% of the employee’s contributions to the U.S. Non-Qualified Savings Plan. Similar to the U.S. Qualified Savings Plan, eligible participants in the U.S. Non-Qualified Savings Plan become vested in their non-elective contributions after three years of service. In addition, for these eligible participants, we will make a contribution to the U.S. Non-Qualified Savings Plan equal to any missed Company contribution on annual compensation that exceeds the maximum compensation limit required by the IRS for our U.S. Qualified Savings Plan. The intent of our contributions to the U.S. Non-Qualified Savings Plan is so that eligible employees receive the same contribution as a percentage of eligible earnings from the Company regardless of compensation level. All vested funds must be distributed upon an employee’s termination or retirement from the Company.

### ***French Savings Plan***

As French employees, Messrs. Pilenko and Waldron participated in the supplementary retirement plan for executives, with fixed contributions of 8% of the annual gross compensation up to a statutory limit capped at eight times the annual French social security (Sécurité sociale) limit (approximately €25,106 for 2017).

## **Defined Benefit Pension Plans**

### ***U.S. Defined Benefit Plan***

Participation in the Company’s U.S. defined benefit pension plans is limited to employees who were employed by FMC Technologies prior to January 1, 2010 and who had five years of service as of December 31, 2009. Based on these requirements, Ms. Mannen is the only NEO who participates in the Company’s U.S. defined benefit pension plans.

The Company's defined benefit pension plan for non-union employees (the "**U.S. Pension Plan**") provides income replacement retirement benefits. The U.S. Pension Plan is designed to provide retirement income to our current employees who met the minimum service requirement of five years or who retire at the age of 65. The pension payment is based on "final average pay," which is calculated for the period that includes the employee's highest 60 consecutive months of pay in the final 120 months of service, and includes base salary and annual cash bonus in the calculation. Eligible earnings under the provisions of the U.S. Pension Plan do not include the value of the equity grants (stock options or restricted stock unit awards), matching contributions to our U.S. Qualified Savings Plan, and/or deferrals or our contributions to the U.S. Non-Qualified Savings Plan, or perquisites. The U.S. Pension Plan is qualified under the Code. The IRS limits the amount of compensation on which retirement benefits can be earned and the amounts payable by a tax qualified defined benefit pension plan.

We also have a U.S. non-qualified defined benefit pension plan (the "**U.S. Non-Qualified Pension Plan**") to provide the benefits based on earnings above the IRS limits, as well as benefits based upon deferrals made to the U.S. Non-Qualified Savings Plan that are not permitted under the U.S. Pension Plan. The U.S. Non-Qualified Pension Plan uses the same pension benefit formula as the tax-qualified U.S. Pension Plan. The benefits under this plan are our general obligations and are not protected by the Code or the Employee Retirement Income Security Act of 1974, as amended. Effective December 31, 2017, benefits under the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan were frozen for all non-union participants as we closed those plans.

## **Executive Severance Benefits**

### ***General Severance Benefits***

It is our policy to offer severance benefits to our executive officers because we believe that severance benefits provide important financial protection to executive officers in the event of involuntary job loss, are consistent with the practices of peer companies, and are appropriate for the retention of executive talent. Under our executive severance plan, which applies when an executive is not otherwise party to a change-in-control or executive severance agreement, executive officers who are terminated without cause are entitled to receive 18 months of severance pay (limited to base salary and the executive's target annual cash incentive bonus), their prorated target annual cash bonus through the date of termination, the continuation of medical and dental benefits for 18 months at the employee premium rate, outplacement assistance, and financial planning and tax preparation assistance for the last calendar year of employment. See "Potential Payments Upon Termination" for a further description of the terms and potential amounts payable under the executive severance plan. These provisions include any legal or contractual severance clauses (except for a change-in-control event) that may apply. The availability of these severance benefits is conditioned on the executive's compliance with non-disclosure, non-compete, and non-solicitation covenants.

The terms of our general executive severance plan are consistent with the market practice of large public companies surveyed by Willis Towers Watson. Change-in-control severance benefits, as described below, and general severance benefits are exclusive of one another, and in no circumstance would any NEO receive benefits under both a change-in-control severance agreement and our general executive severance plan.

### ***Change-in-Control Benefits***

It is our policy to offer a "double trigger" change-in-control benefit to executive officers to ensure that they have an incentive 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 order to ensure we have the ability to maintain continuity of management. It is also our policy to provide executives with the assurance they will not be adversely affected by a change-in-control transaction without fair compensation, except in the case of termination for cause. Finally, we believe an executive severance agreement is necessary to remain competitive in the market for skilled and experienced executive talent. Our change-in-control benefits do not include the payment of tax gross-ups.

The benefits payable upon a change-in-control event are comparable to benefits executives in similar positions at peer companies are eligible for under their change-in-control agreements. The competitive nature of these benefits was reviewed and analyzed by the Compensation Committee with the assistance of Willis Towers Watson and will be reviewed for continued competitiveness annually.

### ***TechnipFMC Executive Change-in-Control Severance Agreements***

Following the Merger, each of our NEOs other than our Executive Chairman entered into an executive severance agreement, which is “double trigger” meaning that severance benefits, including accelerated equity award vesting, are only payable if, in addition to a future qualifying change-in-control event, the executive is terminated by the Company without cause, or the executive terminates employment for good reason when his or her responsibilities are materially changed, his or her salary and/or benefits are materially reduced, and/or his or her location of employment is significantly changed. In such circumstances, executive officers are entitled to receive two to three times the greater of their annual base salary on the date of the agreement or on the date of termination; two to three times the greater of their average cash bonus payable in the three years prior to termination or their target annual cash bonus for the year of termination; a prorated payment equal to the amount of their annual target cash incentive bonus for the year the executive is terminated; accrued but unpaid base salary and unused paid time off pay; an amount equal to the premiums payable for health care, dental, vision, prescription drug, life, accidental death and dismemberment insurance, and disability insurance coverage for twenty-four to thirty-six months; and outplacement services.

### ***Legacy FMC Technologies Executive Severance Agreements***

FMC Technologies entered into executive severance agreements described herein with Mr. Pferdehirt, Ms. Mannen, and Ms. Ralston (the “**legacy FMC Technologies severance agreements**”), which apply to the Merger and remain effective until January 16, 2019.

The legacy FMC Technologies severance agreements provide for severance benefits if the executive officer is terminated by the Company without cause or the executive terminates employment for good reason when his or her responsibilities are materially changed, his or her salary and/or benefits are materially reduced, and/or his or her location is significantly changed following the Merger and prior to January 16, 2019. In such circumstances, under the legacy FMC Technologies severance agreements, the executive officer is entitled to receive one to three times his or her annual base salary and one to three times the executive’s annual target cash incentive bonus; a prorated payment equal to the amount of the executive’s annual target cash incentive bonus for the year the executive is terminated; accrued but unpaid base salary and unused paid time off pay; elimination of ownership and retention guidelines; three years of additional age and service credit for purposes of benefit determination in the U.S. non-qualified retirement plans; health care, life, accidental death and dismemberment insurance and long-term disability insurance coverage for 18 months at employee premium rates; and outplacement services.

### ***Legacy Technip Executive Severance Agreements and Change-in-Control Agreements***

Mr. Waldron served as Executive Vice President and Chief Operating Officer through November 15, 2017, when he transitioned to Executive Officer in the role of Special Advisor, Integration and Efficiency Program assisting our CEO. On March 1, 2018, Mr. Waldron left the Company. Mr. Waldron was also a party to an employment agreement with Technip that entitled him to three months’ notice of termination and 18 months of severance (based on the sum of base salary and annual cash bonus for the twelve months preceding termination), provided that his termination is not due to gross misconduct or negligence, ineptitude, or retirement. Mr. Waldron agreed to a perpetual non-solicit of employees covenant (covering employees who were employed during his last 12 months of employment) and a 12-month post-termination non-compete and non-solicitation of customers, covering customers with whom Mr. Waldron had contact during the last 12 months of his employment, in both Europe and the United States. As long as he complies with the non-compete covenant, Mr. Waldron would be entitled to receive a non-compete indemnity equal to 40% of his average monthly base salary, plus bonus paid during the last 12 months of his employment for the duration of the non-compete, unless waived by the Company.

In connection with the Merger, Technip entered into an amendment to Mr. Waldron’s employment agreement that added enhanced severance upon a qualifying termination within 18 months following a change in control of Technip. The enhanced severance provided for 24 months’ severance (based on the sum of base salary and bonus for the 12 months preceding termination) if his employment terminated prior to July 16, 2018 (i.e.,

18 months following the closing of the Merger) (i) by him because he is not offered a position with equivalent or greater duties without having to move out of France; (ii) is not terminated for gross misconduct or negligence; and (iii) does not retire within 24 months following the closing of the Merger.

In connection with his separation, the Company and Mr. Waldron entered into a settlement agreement under which he will receive payments in line with his severance under the terms of his amended employment agreement. Additionally, (i) his non-compete indemnity is spread over 24 months, with his non-compete indemnity correspondingly reduced to 20% of his average monthly base salary plus bonus paid during the last 12 months of his employment, in exchange for an extension of his non-compete covenant period to 24 months; (ii) his non-solicitation covenant is reduced to 24 months following termination; (iii) his 2017 incentive compensation was determined using the same performance metrics as other executives; (iv) he will receive an additional payment of 20% of his annual base salary; (v) he will retain the ability to earn and vest in his outstanding legacy Technip awards; and (vi) he will retain the ability to earn and vest in one-third of his 2017 long-term incentives as long as he complies with his non-compete.

### ***Mr. Pilenko's Service Agreement***

Prior to the Merger, Technip had an arrangement with Mr. Pilenko that established certain terms of his service pursuant to French laws. In connection with the Merger, the Company agreed to continue and adopt the pre-Merger terms of service, including those mandated by French law, in order to ensure continuity during the post-Merger period until the Company's post-Merger Compensation Committee could review all executive employment arrangements. As such, the Company entered into a service agreement with Mr. Pilenko to reflect his pre-Merger compensation arrangements, which entitles him to a base salary of €900,000 and participation in variable remuneration plans, including incentives. In addition, we agreed to continue to provide Mr. Pilenko with the following benefits: (i) the continuation of supplementary health coverage for him and his spouse subject to such coverage being available at reasonable cost; (ii) the reimbursement of the cost of up to 12 intercontinental flights per year for his spouse at the same class of ticket he is allowed for business trips; (iii) car service for his business trips; (iv) the reimbursement of reasonable expenses relating to preparing and filing his tax returns in France, the United Kingdom, and the United States; (v) all existing or future supplementary retirement plans for executives working in France; (vi) 25 days paid holiday each year; and (vii) reimbursement of various expenses related to immigration.

Once our post-Merger Compensation Committee reviewed all executive employment arrangements, Mr. Pilenko's service agreement was updated to reflect the ability to earn an annual cash incentive consistent with all of our executive officers. In addition, should Mr. Pilenko's employment be terminated by us other than for cause (i.e., gross misconduct, gross negligence, conviction of an arrestable offense, conduct bringing him or us into disrepute, or being prohibited from being a director) prior to our 2019 Annual Meeting of Shareholders, he will receive a lump sum payment equal to the salary he would have received through the date of the 2019 Annual General Meeting of Shareholders. Upon termination of his employment other than for cause, he will also be eligible for (i) a lump sum payment equal to his annual base salary and target annual cash incentive, subject to his signing a release of claims, (ii) monthly payments of his base salary and one-twelfth of his target annual cash incentive payable over 12 months as payment for a non-compete, (iii) payment for all accrued but unused vacation days, and (iv) subject to his continued compliance with his non-compete, continuation of his supplementary health and tax preparation reimbursement benefits for two years following his termination. If Mr. Pilenko's employment is terminated for cause, he would not be entitled to any additional payments or benefits upon termination. Upon termination for any reason other than cause, all stock options granted under legacy Technip plans, performance stock unit awards, and other awards granted prior to the Merger will continue on their existing terms and will not be forfeited.

## Summary Compensation Table for the Year Ended December 31, 2017

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 Company during the fiscal year ended December 31, 2017.

Name and Principal Position in 2017	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Options (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
Douglas J. Pferdehirt Chief Executive Officer	2017	1,116,667	—	7,317,853	1,739,998	2,272,556	—	241,026	12,688,100
Maryann T. Mannen Executive Vice President and Chief Financial Officer	2017	718,284	—	2,698,086	623,048	1,028,942	\$2,162,942	86,423	7,317,725
Thierry Pilenko <sup>(5)</sup> Executive Chairman	2017	1,023,929	—	5,937,996	—	1,954,680 <sup>(6)</sup>	—	159,466	9,076,071
Julian Waldon <sup>(5)</sup> Former Executive Vice President and Chief Operating Officer	2017	637,111	752,588 <sup>(7)</sup>	2,436,974	562,757	187,948 <sup>(6)</sup>	—	2,813,829	7,391,207
Dianne B. Ralston Executive Vice President, Chief Legal Officer and Secretary	2017	591,667	—	1,827,750	422,065	891,938	—	121,734	3,855,154

- (1) Amounts disclosed in the Stock Awards column represent the sum of the aggregate grant date fair value of options, time-based restricted stock units, and performance-based restricted stock units subject to either performance (ROIC) or market-based (TSR) vesting conditions. Determination of fair value was made in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718. With respect to restricted stock units subject to performance-based (ROIC) vesting conditions and time-based restricted stock units, the aggregate grant date fair value of such awards was based on the Company's share price on the grant date of the awards and the assumption that target performance was probable to occur, as of the date of grant. With respect to restricted stock units subject to TSR market-based vesting conditions, the grant date fair value of such award was determined utilizing a Monte Carlo simulation as disclosed in our Form 10-K filed on April 2, 2018.

The maximum award value of performance-based stock subject to both performance conditions and market-based conditions are shown in the table below. The methodology used in this table is the same as in the Summary Compensation Table for the performance-based restricted stock units.

	Pferdehirt	Mannen	Pilenko	Waldron	Ralston
2017	\$11,155,726	\$4,156,182	\$7,476,018	\$3,753,996	\$2,815,504

- (2) Represents the grant date fair value of stock options determined in accordance with FASB ASC Topic 718 using the Black-Scholes method as disclosed in our Form 10-K filed on April 2, 2018.
- (3) The amounts shown in the Change in Pension Value column reflect the actuarial increase in the present value of the NEO's benefits at the first retirement date with unreduced benefits (age 62 for U.S. pension programs) under all of our pension plans. These amounts are determined using interest rates and mortality rate assumptions consistent with those used in our audited consolidated financial statements for the fiscal year ended December 31, 2017.
- (4) The amounts reflected in the All Other Compensation column for the fiscal year ended on December 31, 2017 represent:
- Mr. Pferdehirt – Company-paid life insurance premium of \$1,420, contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of \$125,003, security for his personal residence and business travel of \$46,942, Company-provided apartment in Paris, France of \$33,448, financial planning and personal tax assistance of \$18,214, spousal travel for Company business functions of \$21,083, and personal use of Company automobile of \$8,434. For the Company-provided apartment in Paris, France, Mr. Pferdehirt reimbursed the Company \$13,518 for that portion of the rent that was for his own personal use.
- Ms. Mannen – Company-paid life insurance premium of \$914, contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of \$42,921, club membership of \$17,802, financial planning and personal tax assistance of \$18,000, security for her personal residence and business travel of \$5,433, and an executive physical.
- Mr. Pilenko – premiums for sickness, life, and disability insurance of \$5,500, contributions to the French Savings Plan of \$28,563, financial planning and personal tax assistance of \$56,009, and spousal travel for Company business functions of \$69,394.

Mr. Waldron – premiums for sickness, life, and disability insurance of \$5,500, contributions to the French Savings Plan of \$28,563, and a company car for \$5,533. In addition, \$2,774,223 represents amount payable upon separation pursuant to his settlement agreement.

Ms. Ralston – Company-paid life insurance premium of \$705, contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of \$73,973, club membership of \$28,705, and financial planning and personal tax assistance of \$18,351.

- (5) The amounts reported as salary, non-equity incentive compensation, bonus, and all other compensation for Messrs. Pilenko and Waldron were paid in Euros. These amounts were converted to U.S. dollars utilizing an average of the Euro to U.S. dollar exchange rates on the last day of each month during 2017.
- (6) Includes \$102,393 and \$59,729 incentive compensation earned under the 2014 legacy Technip Cash Incentive Plan for Mr. Pilenko and Mr. Waldron, respectively. The performance conditions under the plan were certified in 2016 prior to the Merger. However, the plan required continued employment through the payment dates of December 2017 and December 2018.
- (7) Reflects a minimum 2017 bonus under Mr. Waldron's settlement agreement.

## Grants of Plan-Based Awards Table

Shown below is information with respect to plan-based awards made in 2017 to each NEO.

Name	Award Type <sup>(1)</sup>	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Based Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards <sup>(3)</sup>
			Threshold (\$)	Target <sup>(2)</sup> (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Douglas J. Pferdehirt	Annual	2017	—	1,507,500	3,015,000							
	Incentive											
	RSU	6/20/2017						65,364			1,739,990	
	PSU-ROIC	6/20/2017				—	98,047	196,094			2,610,011	
	PSU-TSR	6/20/2017				—	98,046	196,092			2,967,852	
	Stock Options	6/20/2017							224,835	26.62	1,739,998	
Maryann T. Mannen	Annual	2017	—	718,284	1,436,568							
	Incentive											
	RSU	2/28/2017						19,183			619,995	
	PSU-ROIC	2/28/2017				—	28,775	57,550			930,008	
	PSU-TSR	2/28/2017				—	28,774	57,548			1,148,083	
	Stock Options	2/28/2017							66,148	32.32	623,048	
Thierry Pilenko	Annual	2017	—	1,228,715	2,457,430							
	Incentive											
	RSU	8/9/2017						81,001			2,199,987	
	PSU-ROIC	8/9/2017				—	60,751	121,502			1,649,997	
	PSU-TSR	8/9/2017				—	60,751	121,502			2,088,012	
Julian Waldron	Annual	2017	—	637,111	1,274,222							
	Incentive											
	RSU	2/28/2017						17,326			559,976	
	PSU-ROIC	2/28/2017				—	25,990	51,980			839,997	
	PSU-TSR	2/28/2017				—	25,990	51,980			1,037,001	
	Stock Options	2/28/2017							59,747	32.32	562,757	
Dianne B. Ralston	Annual	2017	—	591,667	1,183,334							
	Incentive											
	RSU	2/28/2017						12,995			419,998	
	PSU-ROIC	2/28/2017				—	19,492	38,984			629,981	
	PSU-TSR	2/28/2017				—	19,493	38,986			777,771	
	Stock Options	2/28/2017							44,810	32.32	422,065	

(1) "RSU" awards are time-based restricted stock unit awards, "PSU-ROIC" awards are performance-based restricted stock unit awards based on the ROIC performance measure, and "PSU-TSR" awards are market-based restricted stock unit awards based on the TSR performance measure.

(2) Each target award as a percentage of base salary: Mr. Pferdehirt – 135%; Ms. Mannen – 100%; Mr. Pilenko – 120%; Mr. Waldron – 100%; and Ms. Ralston – 100%.

(3) Grant date fair values were determined in accordance with FASB ASC Topic 718. With respect to time-based restricted stock units and restricted stock units that are subject to performance (ROIC) vesting conditions, the aggregate grant date fair value of such awards was based on the Company's share price on the grant date of the awards and the assumption that target performance was probable to occur, as of the date of grant. With respect to restricted stock units subject to market-based (TSR) vesting conditions, the grant date fair value of such award was determined utilizing a Monte Carlo simulation as disclosed in our Form 10-K filed on April 2, 2018. With respect to stock options, the grant date fair value was determined using the Black Scholes method as disclosed in our Form 10-K filed on April 2, 2018.

For a description of the material terms of the restricted stock unit awards, including the vesting schedules and a description of the performance targets and potential award amounts for those restricted shares subject to performance-based conditions, and the time-vesting stock options, see the descriptions set forth in "Executive Compensation Discussion and Analysis." Dividend equivalents are accumulated on restricted stock unit awards and are payable only if and when the restricted stock units vest.

## Outstanding Equity Awards at Fiscal Year-End Table<sup>(1)</sup>

Name	Grant Date of Award	OPTION AWARDS					STOCK AWARDS			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Incentive Award Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$/€)	Option Expiration Date	Number of Shares or Units of Stock that have Not Vested (#)	Market Value of Shares or Units of Stock that have Not Vested (\$) <sup>(2)</sup>	Incentive Award Plan Awards: Number of Unearned Shares, Units, or Other Rights that have Not Vested (#)	Incentive Award Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights that have Not Vested (\$) <sup>(2)</sup>
Douglas J. Pferdehirt	9/1/2016						54,132 <sup>(3)</sup>	1,694,873		
	6/20/2017		224,835		\$26.62	6/20/2027	65,364 <sup>(4)</sup>	2,046,547	196,093 <sup>(5)</sup>	6,139,672
Maryann T. Mannen	2/28/2017		66,148		\$32.32	2/28/2027	19,183 <sup>(4)</sup>	600,620	57,549 <sup>(5)</sup>	1,801,859
Thierry Pilenko	6/17/2011	132,160			€36.35	6/17/2018				
	6/15/2012	97,570			€37.27	6/15/2019				
	6/14/2013	77,300			€42.87	6/14/2021				
	9/7/2015			220,000 <sup>(6)</sup>	€23.92	9/7/2023			66,000 <sup>(7)</sup>	2,066,460
	7/1/2016			230,000 <sup>(8)</sup>	€24.17	7/1/2024			132,000 <sup>(9)</sup>	4,132,920
	12/6/2016								58,000 <sup>(10)</sup>	1,815,980
	8/9/2017						81,001 <sup>(4)</sup>	2,536,141	121,502 <sup>(5)</sup>	3,804,228
Julian Waldron	6/17/2011	47,200			€36.35	6/17/2018				
	6/15/2012	30,158			€37.27	6/15/2019				
	6/14/2013	26,282			€42.87	6/14/2021				
	9/7/2015			72,000 <sup>(6)</sup>	€23.92	9/7/2023			16,000 <sup>(7)</sup>	500,960
	7/1/2016			72,000 <sup>(8)</sup>	€24.17	7/1/2024			39,360 <sup>(9)</sup>	1,232,362
	2/28/2017		59,747		\$32.32	2/28/2027	17,326 <sup>(4)</sup>	542,477	51,980 <sup>(5)</sup>	1,627,494
Dianne B. Ralston	2/28/2017		44,810		\$32.32	2/28/2027	12,995 <sup>(4)</sup>	406,873	38,985 <sup>(5)</sup>	1,220,620

- (1) All grants made prior to the closing of the Merger on January 16, 2017 were granted under the terms of the Amended and Restated FMC Technologies, Inc. Incentive Compensation and Stock Plan (the "FMC Technologies Incentive Plan") or various Technip share incentive plans (the "Technip Plans"). The vesting of all awards granted prior to the Business Combination Agreement related to the Merger, dated June 14, 2016, was accelerated pursuant to the terms of the FMC Technologies Incentive Plan. The Technip Plans did not require accelerated vesting of awards upon the closing of the Merger.
- (2) The market value of restricted stock units that have not vested is calculated using the closing price of the Company's Ordinary Shares on the NYSE of \$31.31 on December 29, 2017.
- (3) Reflects grant of restricted stock units that will vest on September 1, 2019.
- (4) Reflects grant of restricted stock units that will vest on February 28, 2020.
- (5) Reflects the target number of restricted stock units subject to the achievement of performance conditions that will vest on February 28, 2020.
- (6) Reflects the target number of stock options subject to the achievement of performance conditions that will vest on September 7, 2019.
- (7) Reflects the target number of restricted stock units subject to the achievement of performance conditions that will vest on September 7, 2019.
- (8) Reflects the target number of stock options subject to the achievement of performance conditions that will vest on July 1, 2020.
- (9) Reflects the target number of restricted stock units subject to the achievement of performance conditions that will vest on July 1, 2020.
- (10) Reflects the target number of restricted stock units subject to the achievement of performance conditions that will vest on December 6, 2020.

## Option Exercises and Stock Vested Table

None of the NEOs exercised any stock options or had stock awards vest in 2017.

## Pension Benefits Table

The table below shows the present value of accumulated benefits payable to each of the NEOs, including the number of years of service credited to each such NEO, under each of our pension plans determined using interest rate and mortality rate assumptions consistent with those used in our financial statements. Credited years of service for each of the NEOs under the pension plans include years of service with FMC Technologies and its former parent 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-Qualified Pension Plan value is the present value at December 31, 2017 of the lump sum payable at the first retirement date for unreduced benefits.

Name	Plan Name	Number of Years of Credited Service as of 12/31/2017	Present Value of Accumulated Benefit as of 12/31/2017 (\$) <sup>(2)</sup>	Payments During Last Fiscal Year
Douglas J. Pferdehirt <sup>(1)</sup>	U.S. Pension Plan	N/A	N/A	N/A
	U.S. Non-Qualified Pension Plan		N/A	N/A
Maryann T. Mannen	U.S. Pension Plan	31.7	1,372,002	0
	U.S. Non-Qualified Pension Plan		5,622,992	0
Thierry Pilenko <sup>(1)</sup>	U.S. Pension Plan	N/A	N/A	N/A
	U.S. Non-Qualified Pension Plan		N/A	N/A
Julian Waldron <sup>(1)</sup>	U.S. Pension Plan	N/A	N/A	N/A
	U.S. Non-Qualified Pension Plan		N/A	N/A
Dianne B. Ralston <sup>(1)</sup>	U.S. Pension Plan	N/A	N/A	N/A
	U.S. Non-Qualified Pension Plan		N/A	N/A

(1) Effective January 1, 2010, the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan were closed to new entrants and frozen for employees, including executive officers, with less than five years of vesting service as of December 31, 2009. Accordingly, since Mr. Pferdehirt and Ms. Ralston were hired after January 1, 2010, neither of them participates in the U.S. Pension Plan or the U.S. Non-Qualified Pension Plan. Messrs. Pilenko and Waldron do not participate in the U.S. Pension Plan or the U.S. Non-Qualified Pension Plan. Effective December 31, 2017, future benefit accruals were frozen under the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan.

(2) Assumptions in Pension Benefits Table:

- The following assumptions were used to calculate the present value of Ms. Mannen's accumulated benefits as of December 31, 2017:
  - Present value of U.S. Pension Plan benefit calculated as amount payable at first unreduced age using December 31, 2017 FASB ASC Topic 715 disclosure assumptions (3.70%, RP-2014 adjusted with modified MP-2014 projection scale with long-term rate plan improvement of 0% in 2027) and reflecting discounting of present value back to December 31, 2017 using FASB ASC Topic 715 interest only (3.70%);
  - Present value of U.S. Non-Qualified Pension Plan benefit calculated as amount payable at first unreduced age using December 31, 2017 FASB ASC Topic 715 assumptions (2.80%, 417(e) mortality table for lump sum distributions payable in 2019 and 3.70% for five-year certain annuity) and reflecting discounting of present value back to December 31, 2017 using FASB ASC Topic 715 interest only (3.70%); and
  - Unreduced benefits are first available at age 62 (or current age, if later) under the U.S. Pension Plan and the U.S. Non-Qualified Pension Plan.

## **U.S. Pension Plan**

### ***Benefit Formula***

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. 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 highest 60 consecutive months out of the final 120 months of compensation through the date on which benefit accruals were frozen, December 31, 2017. The normal annual retirement benefit is the product of (a) and (b) below:

- a) the sum of:
  - i. 1% of the participant's final average yearly earnings up to the Social Security Covered Compensation Base (defined as the average of the maximum Social Security taxable wages bases for the 35-year period ending in the year in which Social Security retirement age is reached), plus 1.5% of the participant's final average yearly earnings in excess of the Social Security covered compensation base, multiplied by the participant's expected years of credited service at age 65 up to 35 years of credited service; and
  - ii. 1.5% of the participant's final average yearly earnings multiplied by the participant's expected years of credited service at age 65 in excess of 35 years of credited service; and
- b) the ratio of actual years of credited service to expected years of credited service at age 65.

### ***Eligible Earnings***

Eligible earnings under the U.S. Pension Plan include the base salary and annual cash bonus paid by the Company to the executives for each plan year, subject to certain IRS limits. Equity compensation, such as restricted stock unit and stock option awards, and deferrals to the U.S. Non-Qualified Savings Plan, are not included.

### ***Early Retirement***

The U.S. Pension Plan's "early retirement" eligibility is on or after the participant's 55th birthday with ten years of service. A participant in the U.S. Pension Plan who retires on or after their "early retirement date" is entitled to receive the early retirement benefit, which is equal to the normal retirement benefit reduced by 1/3 of 1% for each month by which the commencement of the participant's early retirement benefit precedes the participant's 62nd 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 benefit payable after the attainment of age 55, which is equal to the normal retirement benefit reduced by 1/2 of 1% for each month by which the commencement of the participant's early retirement benefit precedes the participant's 65th birthday.

### ***Payment of Pension Benefit***

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 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 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 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 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% from the normal retirement benefit for the 100% joint and survivor annuity. The level income annuity pays increased benefits to the retiree until Social Security benefits begin at age 62 and reduces the benefit after age 62 so that the total of the retirement benefit and Social Security benefits is approximately equal before and after age 62.

## U.S. Non-Qualified Pension Plan

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 benefit in monthly installments payable over five years. The actuarial equivalence assumption for interest rates is based on the lesser of the 30-year Treasury Rate in effect for October of the year prior to termination and 6%. Distributions will be made upon separation from service. Distributions for “key employees” as defined by the Code will be paid no sooner than six months after separation from service. All of the NEOs are key employees.

## Non-Qualified Deferred Compensation Table

Pursuant to the Company’s U.S. Non-Qualified Savings Plan, certain of our employees, including our NEOs (excluding Mr. Pilenko and Mr. Waldron), may defer up to 75% of base salary and annual cash bonuses. For the U.S. Non-Qualified Savings Plan, deferral elections are made by eligible employees in November or December of each year for amounts earned (or granted with regard to incentive compensation awards) in the following year. The investment options are publicly available mutual funds and the Company’s Ordinary Shares. The Company’s matching contribution will be made in the same investment allocations that the participant selects for his or her 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 salary and annual cash bonus payments for the current year under the U.S. Non-Qualified Savings Plan, and the deferred amounts will be deemed as being invested in any funds available under the U.S. Non-Qualified Savings Plan.

Messrs. Pilenko and Waldron were participants in a defined benefit arrangement at Technip. In December 2016, such defined benefit arrangement was terminated as a consequence of the Merger, and Technip entered into agreements with Messrs. Pilenko and Waldron that settled such pension promises by payment of a lump sum amount, payable in two equal installments in 2017 and 2018.

Name	Executive Contributions in Last Fiscal Year (\$) <sup>(1)</sup>	Registrant Contributions in Last Fiscal Year (\$) <sup>(2) (3)</sup>	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/ Distributions (\$) <sup>(4)</sup>	Aggregate Balance at Last Fiscal Year End (\$)
Douglas J. Pferdehirt	206,906	100,703	220,549	—	1,429,704
Maryann T. Mannen	7,156	29,421	(44,214)	—	435,052
Thierry Pilenko	—	—	—	2,218,512	2,218,512
Julian Waldron	—	—	—	511,964	511,964
Dianne B. Ralston	102,615	49,673	250,826	—	250,826

(1) All amounts are included in “Salary” and “Non-Equity Incentive Plan Compensation” reported for the NEOs in the Summary Compensation Table in this Proxy Statement.

(2) All contributions made by the Company for the NEOs are included in “All Other Compensation” for the NEOs in the Summary Compensation Table in this Proxy Statement.

(3) The total amount includes a contribution made on March 14, 2017 attributable to the 2016 plan year and excludes a contribution made on March 15, 2018 attributable to the 2017 plan year.

(4) Reflects payouts resulting in the termination of the legacy Technip defined benefit arrangement.

## Potential Payments upon Termination

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 employees in those situations. Our NEOs receive additional compensation benefits either in the event of their death or disability, retirement, or involuntary not-for-cause termination discussed in this section, or, alternatively, in the event of a change in control. Termination payments and change-in-control payments are mutually exclusive, and our NEOs are not entitled to receive both forms of payment.

### Payments in the Event of Death, Disability, or Retirement

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 following death or disability. This same death or disability benefit exists for any of our employees who hold an unvested equity award at the time of their death or disability. In the event of an NEO's retirement after reaching the age of 62, all outstanding equity awards are retained and vest in accordance with their pre-retirement, normal vesting schedule. None of the NEOs was eligible for retirement as of December 31, 2017.

The following table shows the value to each of the NEOs if death or disability had occurred on December 31, 2017.

**Executive Benefits and Payments in the Event of Death or Disability on December 31, 2017**  
**Long-Term Incentive Compensation**

Name	Performance-Based Restricted Stock Units (\$) <sup>(1)</sup>	Stock Options/SARs (\$) <sup>(1)(2)</sup>	Time Vested Restricted Stock Units Unvested and Accelerated (\$) <sup>(1)</sup>	Total (\$)
Douglas J. Pferdehirt	6,139,672	1,054,476	3,741,420	10,935,568
Maryann T. Mannen	1,801,859	—	600,620	2,402,479
Thierry Pilenko	11,819,588	—	2,536,141	14,355,729
Julian Waldron	3,360,815	—	542,477	3,903,292
Dianne B. Ralston	1,220,620	—	406,873	1,627,493

(1) Assumes performance units are paid at target (1.0).

(2) Unvested stock options vest and become exercisable in the event of death or disability. No value is included for stock options that have an exercise price that is greater than the Company's stock price on December 31, 2017.

### Payments Made in an Involuntary Termination

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, 2017, and, as a result, are based on amounts earned through such time and are only estimates of amounts that would be paid out to the NEOs in the event of such a termination. The actual amounts that would be paid out if such a termination were to occur can only be determined at the time of such executive officer's actual termination. Due to the Merger, as of December 31, 2017, each of the legacy FMC Technologies executives would be entitled to receive payments based on an involuntary termination following a change in control under the terms of the legacy FMC Technologies severance agreements, which are reflected in the amounts below. Mr. Pilenko's amounts reflect payments that would be made under the terms of his employment agreement upon termination of his employment for any reason other than cause. Although Mr. Waldron was a party to an employment agreement that provided for a change-in-control payment, the amounts below reflect the amount Mr. Waldron agreed to receive upon termination under the terms of his settlement agreement as described above.

**Executive Benefits and Payments for Involuntary Termination Occurring on December 31, 2017**

	Compensation				Benefits and Perquisites				Total (\$)
	Severance Payment (\$)	Prorated Target Annual Cash Bonus or Agreed Bonus (\$) <sup>(1)</sup>	Equity Award and Long-Term Incentive Acceleration (\$) <sup>(2)</sup>	Non-Compete Payments (\$) <sup>(3)</sup>	Medical, Dental, Life Insurance and Disability Benefits (\$) <sup>(4)</sup>	Financial Planning and Tax Preparation Assistance (\$)	Outplacement Services (\$)	Value of Additional Pension Service (\$) <sup>(5)</sup>	
Douglas J. Pferdehirt	8,460,000	2,084,119	1,694,873	—	27,790	18,214	50,000	—	12,334,996
Maryann T. Mannen	4,500,000	993,028	—	—	19,342	18,000	50,000	\$1,695,520	7,275,890
Thierry Pilenko <sup>(6)(7)</sup>	4,188,919	—	14,355,729	2,252,643	9,582	112,018	—	—	20,918,891
Julian Waldron <sup>(7)</sup>	2,774,233	—	2,456,646	559,065	—	—	—	—	5,789,944
Dianne B. Ralston	2,400,000	817,980	—	—	7,251	18,351	50,000	—	3,293,582

- (1) For NEOs other than Mr. Pilenko, the amount represents base salary and a cash bonus assuming annual bonus based on a BPI rating of 1.51, as determined by the Board at its February 2018 meeting, and an API rating of 1.0. For Mr. Pilenko, the amount represents his base salary and target cash bonus pursuant to the terms of his service agreement.
- (2) Assumes performance units are paid at target. In addition, if there had been a change in control of the Company on December 31, 2017 and a subsequent involuntary termination, all outstanding equity awards for Mr. Pferdehirt, Ms. Mannen, and Ms. Ralston would vest, including awards granted in 2017. No other amounts except for the outstanding equity awards would change. In such circumstance, the values under the "Equity Award and Long-Term Incentive Acceleration" and "Total" columns would be as follows, assuming performance units are paid at target:

	Equity Award and Long-Term Incentive Acceleration (\$)	Total (\$)
Douglas J. Pferdehirt	10,935,568	21,575,691
Maryann T. Mannen	2,402,479	9,678,369
Dianne B. Ralston	1,627,493	4,921,075

- (3) Represents 12 months' salary and 2017 annual incentive for Mr. Pilenko payable over a 12-month period in exchange for a 12-month non-compete. For Mr. Waldron, this amount is equal to 20% of his average monthly base salary plus 2017 bonus and is payable in monthly installments over 24 months in exchange for a 24-month non-compete.
- (4) Assumes no change in the coverage by such NEO for their medical and dental benefits coverage as in effect on December 31, 2017.
- (5) For Ms. Mannen, the amount represents the value of three additional years of age and service credits under the U.S. Non-Qualified Pension Plan provided by the terms of her change-in-control agreement.
- (6) Severance amount represents base salary through the Company's 2019 Annual General Meeting of Shareholders, 12-months' salary, target bonus, and accrued but unused vacation.
- (7) All amounts for Messrs. Pilenko and Waldron were converted to U.S. dollars utilizing an average of the Euro to U.S. dollar exchange rates on the last day of each month during 2017.

## COMPENSATION COMMITTEE REPORT

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The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis of the Company. Based on its review and discussions, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2017.

Submitted by the Compensation Committee of the Board of Directors:

James M. Ringler, Chair  
John O'Leary  
Richard A. Pattarozzi  
Joseph Rinaldi

## AUDIT COMMITTEE REPORT

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Management is responsible for the preparation of our financial statements and our financial reporting processes, including the systems of internal controls and disclosure controls and procedures. PwC, our independent registered public accounting firm, is responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee of the Board of Directors has:

- Reviewed and discussed with management and PwC the audited financial statements for the year ended December 31, 2017, and PwC's evaluation of our internal control over financial reporting;
- Discussed with PwC the matters that are required to be discussed by the Public Company Accounting Oversight Board's (the "PCAOB") Auditing Standard No. 1301; and
- Received the written disclosures from PwC required by applicable requirements of the PCAOB regarding PwC's communications with the Audit Committee concerning independence and discussed with PwC its independence from the Company.

In reliance upon the review and discussions referred to above, 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 ended December 31, 2017.

Submitted by the Audit Committee of the Board of Directors:

Marie-Ange Debon, Chair  
Arnaud Caudoux  
Eleazar de Carvalho Filho  
Kay G. Priestly  
Joseph Rinaldi  
James M. Ringler

## TRANSACTIONS WITH RELATED PERSONS

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The Company's Nominating and Corporate Governance Committee considers questions of possible conflicts of interest for related persons and recommends to our Board the appropriate resolution of any conflict of interest or any related person transaction. We do not have a separate written policy regarding the review and approval of related person transactions. However, the Nominating and Corporate Governance Committee considers all relevant factors, which may include (1) the benefit of the transaction to us; (2) any alternatives to the transaction; and (3) whether the transaction is on terms comparable to those that could be obtained in arm's-length dealings with an unrelated third party. The Nominating and Corporate Governance Committee will only approve those transactions determined to be in our best interests. In addition, our Governance Guidelines and Code of Business Conduct require directors and executive officers to disclose potential conflicts of interest, and directors must recuse themselves from discussing or voting on any issue for which they may have a conflict. Directors and executive officers also complete an annual questionnaire that contains questions regarding related person transactions.

We subject the following "related persons" to our procedures:

- (a) any director or executive officer of the Company;
- (b) any nominee for director;
- (c) any immediate family member of a director or executive officer of the Company or any nominee for director, with immediate family member including any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, and any person (other than a tenant or an employee) sharing the household of a director or executive officer or a nominee for director;
- (d) any beneficial owner (other than a financial or investment institution) of more than 5% of our Ordinary Shares; or
- (e) any immediate family member of such a beneficial holder.

In 2017, we were not a participant in any transaction or series of related transactions in which any "related person" had or will have a direct or indirect material interest and in which the amount involved exceeded \$120,000.

## SECURITY OWNERSHIP OF OUR MANAGEMENT AND HOLDERS OF MORE THAN 5% OF OUTSTANDING SHARES OF ORDINARY SHARES

The following table shows, as of April 2, 2018, the number of our Ordinary Shares beneficially owned by each of our directors, NEOs, and all directors and executive officers as a group. No director or NEO beneficially owns more than 1% of our Ordinary Shares, as designated in the “Percent of Class” column, in the table below.

Name	Shares	Percent of Class <sup>(1)</sup>
Douglas J. Pferdehirt	379,185 <sup>(2)</sup>	*
Maryann T. Mannen	312,010 <sup>(2)</sup>	*
Thierry Pilenko	784,030 <sup>(2)</sup>	*
Julian Waldron	254,240 <sup>(2)</sup>	*
Dianne B. Ralston	78,249 <sup>(2)</sup>	*
Arnaud Caudoux	0 <sup>(3)</sup>	*
Pascal Colombani	11,648 <sup>(3)</sup>	*
Marie-Ange Debon	6,244 <sup>(3)</sup>	*
Eleazar de Carvalho Filho	29,619 <sup>(3)</sup>	*
Claire S. Farley	59,923 <sup>(3)</sup>	*
Didier Houssin	6,214 <sup>(3)</sup>	*
Peter Mellbye	16,407 <sup>(3)</sup>	*
John O’Leary	7,014 <sup>(3)</sup>	*
Richard A. Pattarozzi	80,580 <sup>(3)</sup>	*
Kay G. Priestly	14,575 <sup>(3)</sup>	*
Joseph Rinaldi	6,214 <sup>(3)</sup>	*
James M. Ringler	174,871 <sup>(3)</sup>	*
All directors and executive officers as a group (24 persons)	2,704,298 <sup>(4)</sup>	*

\* Less than 1%

- (1) The calculation of percentage of ownership of each listed beneficial owner is based on 462,405,801 Ordinary Shares outstanding on April 2, 2018.
- (2) Includes (i) Ordinary Shares owned by the individual; (ii) for Mr. Pferdehirt, Ms. Mannen, and Ms. Ralston, Ordinary Shares held by the U.S. Qualified Savings Plan for the account of the individual and the U.S. Non-Qualified Savings plan for the benefit of the individual; and (iii) Ordinary Shares subject to stock options that are exercisable within 60 days of April 2, 2018 and restricted stock units that will vest within 60 days of April 2, 2018. Mr. Pferdehirt’s ownership includes 30,304 Ordinary Shares held by a family trust for the benefit of his children, and his spouse is trustee of the family trust. The Ordinary Shares included in item (iii), in the aggregate, amount to 0 Ordinary Shares for Mr. Pferdehirt, Ms. Mannen, and Ms. Ralston; 307,030 Ordinary Shares for Mr. Pilenko; and 103,640 Ordinary Shares for Mr. Waldron.
- (3) Includes Ordinary Shares owned by the individual and Ordinary Shares subject to restricted stock units credited to individual accounts of non-employee directors under our Incentive Plan. As of April 2, 2018, the number of shares subject to restricted stock units credited to each non-employee director under the Incentive Plan was 5,414, except for Mr. Caudoux who waived his cash and equity remuneration because of the policies of his employer, Bpifrance. These directors have no power to vote or dispose of shares underlying the restricted stock units until they are distributed upon the cessation of their service on our Board. Until such distribution, these directors have an unsecured claim against us for such units.
- (4) Includes, in the aggregate, stock options to purchase 516,556 Ordinary Shares that are currently exercisable by Messrs. Pilenko and Waldron and three other executive officers.

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 Shares, based on information contained in Schedules 13G or 13D filed with the SEC.

Name and Address of Beneficial Owner	Shares	Percent of Class <sup>(1)</sup>
First Eagle Investment Management, LLC 1345 Avenue of the Americas New York, New York 10105	34,868,417 <sup>(2)</sup>	7.54%
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, Pennsylvania 19355	27,084,598 <sup>(3)</sup>	5.86%
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	26,682,741 <sup>(4)</sup>	5.77%
Bpifrance Participations S.A. 27-31, avenue du Général Leclerc 94710 Maisons-Alfort Cedex France	24,688,691 <sup>(5)</sup>	5.34%
State Street Corporation One Lincoln Street Boston, Massachusetts 02111	23,994,483 <sup>(6)</sup>	5.19%

(1) The calculation of percentage of ownership of each listed beneficial owner is based on 462,405,801 Ordinary Shares outstanding on April 2, 2018.

(2) Based on a Schedule 13G/A filed with the SEC on February 8, 2018. First Eagle Investment Management, LLC (“**FEIM**”) has sole voting power over 33,544,367 Ordinary Shares and sole dispositive power over 34,868,417 Ordinary Shares. FEIM, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is deemed to be the beneficial owner of 34,868,417 Ordinary Shares as a result of acting as investment adviser to various clients. Clients of FEIM have the right to receive and the ultimate power to direct the receipt of dividends from, or the proceeds of the sale of, such securities.

(3) Based on a Schedule 13G filed with the SEC on February 9, 2018. The Vanguard Group has sole voting power over 531,510 Ordinary Shares, sole dispositive power over 26,441,570 Ordinary Shares, and shared dispositive power over 643,028 Ordinary Shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 393,540 Ordinary Shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 384,647 Ordinary Shares as a result of its serving as investment manager of Australian investment offerings.

(4) Based on a Schedule 13G filed with the SEC on February 1, 2018. BlackRock, Inc. has sole voting power over 23,089,100 Ordinary Shares and sole dispositive power over 26,682,741 Ordinary Shares.

(5) Based on a Schedule 13D filed with the SEC on May 30, 2017. Bpifrance Participations S.A., jointly with Caisse des Dépôts et Consignations, EPIC Bpifrance, and Bpifrance S.A., have shared voting power over 24,688,691 Ordinary Shares and shared dispositive power over 24,688,691 Ordinary Shares.

(6) Based on a Schedule 13G filed with the SEC on February 13, 2018. State Street Corporation and its direct or indirect subsidiaries have shared voting power over 20,038,516 Ordinary Shares and shared dispositive power over 23,994,483 Ordinary Shares.

## **SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

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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 to file reports of ownership and changes in ownership with the SEC and to furnish us with copies of all such reports. Based solely upon a review of the forms filed and written representations provided by executive officers and directors to us, we believe that all Section 16(a) reporting requirements were satisfied during 2017 on a timely basis, except for one late Form 4 filed by each of Messrs. Mukherjee, Pieton, Scott, and Uccelletti and two late Form 4's filed by Mr. Hasselknappe, all of which were delayed in connection with the closing of the Merger.

## **PROPOSALS FOR THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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If a shareholder wishes to submit a proposal for possible inclusion in our 2019 Proxy Statement and form of proxy for our 2019 Annual General Meeting of Shareholders, the notice must be in proper form, comply with Rule 14a-8 of the Exchange Act, and be received no later than December 28, 2018, at 11740 Katy Freeway, Energy Tower 3, Houston, Texas 77079, Attention: Corporate Secretary.

Without prejudice to the rights of a shareholder of record under the Companies Act, if a shareholder wishes to submit a proposal at our 2019 Annual General Meeting of Shareholders other than for inclusion in our 2019 Proxy Statement and form of proxy, our Articles require the shareholder to deliver written notice thereof, setting forth the information specified in our Articles, to the Corporate Secretary at our principal executive offices no earlier than February 14, 2019 and no later than March 16, 2019; provided, however, that the subject of the proposal must otherwise be a proper matter for shareholder action. In the event that the date of the annual meeting is more than 30 days before or more than 70 days after June 14, 2019, however, a shareholder must deliver notice no earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of (a) the 90th day prior to such annual meeting or (b) the 10th day following the day on which we first make public announcement of the date of such meeting. A copy of our Articles may be obtained by writing to 11740 Katy Freeway, Energy Tower 3, Houston, Texas 77079, Attention: Corporate Secretary.

Under sections 338 and 338A of the Companies Act, shareholders meeting the threshold requirements in those sections may require the 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 with at the 2019 Annual General Meeting of Shareholders. Provided that the appropriate thresholds are met, notice of the resolution or matter must be received by the Company at 11740 Katy Freeway, Energy Tower 3, Houston, Texas 77079, Attention: Corporate Secretary at least six weeks prior to the date of the 2019 Annual General Meeting of Shareholders or, if later, at the time notice of the annual general meeting is delivered to shareholders.

## **SHAREHOLDERS SHARING AN ADDRESS**

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We have adopted a procedure approved by the SEC called "householding." Under this procedure, shareholders who have the same address and last name and do not participate in electronic delivery of Proxy Materials will receive only one copy of our Proxy Materials, unless one or more of the shareholders at that address notifies us that they wish to continue receiving individual copies. Each shareholder will continue to receive a separate proxy card or voting instruction card. We believe this procedure provides greater convenience to our shareholders and reinforces the Company's foundational belief of sustainability by reducing wasteful duplicate mailings, as well as printing and mailing costs and fees.

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 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 householding in the future, please contact Broadridge by calling toll-free at 800-542-1061, or by writing to Broadridge Financial Solutions, Inc., Household Department, 51 Mercedes Way, Edgewood, New York 11717. If you are currently receiving multiple copies of our Proxy Materials and wish to receive only one copy for your household, please contact Broadridge at the same telephone number and address listed above.

A number of brokerage firms have instituted householding. If you hold your Ordinary Shares in street name, please contact your broker, bank, trust, or other holder of record to request information about householding.