



2020

Notice of Annual General Meeting of Shareholders and Proxy Statement



Notice of 2020 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)

April 24, 2020

10:00 a.m., London time

Pitreavie Business Park, Queensferry Road, Dunfermline KY11 8UD, United Kingdom

Proposal	Description																
1(a) – 1(n)	<p>Election of Directors: To re-elect each of our 14 director nominees for a term expiring at the Company's 2021 Annual General Meeting of Shareholders:</p> <table border="0"> <tr> <td>a. Douglas J. Pferdehirt</td> <td>e. Marie-Ange Debon</td> <td>i. John O'Leary</td> <td>m. James M. Ringler</td> </tr> <tr> <td>b. Eleazar de Carvalho Filho</td> <td>f. Claire S. Farley</td> <td>j. Olivier Piou</td> <td>n. John Yearwood</td> </tr> <tr> <td>c. Arnaud Caudoux</td> <td>g. Didier Houssin</td> <td>k. Kay G. Priestly</td> <td></td> </tr> <tr> <td>d. Pascal Colombani</td> <td>h. Peter Mellbye</td> <td>l. Joseph Rinaldi</td> <td></td> </tr> </table>	a. Douglas J. Pferdehirt	e. Marie-Ange Debon	i. John O'Leary	m. James M. Ringler	b. Eleazar de Carvalho Filho	f. Claire S. Farley	j. Olivier Piou	n. John Yearwood	c. Arnaud Caudoux	g. Didier Houssin	k. Kay G. Priestly		d. Pascal Colombani	h. Peter Mellbye	l. Joseph Rinaldi	
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2	2019 U.S. Say-on-Pay for Named Executive Officers: To approve, as a non-binding advisory resolution, the Company's named executive officer compensation for the year ended December 31, 2019, as reported in the Company's Proxy Statement																
3	2019 U.K. Directors' Remuneration Report: To approve, as a non-binding advisory resolution, the Company's directors' remuneration report for the year ended December 31, 2019, as reported in the Company's U.K. Annual Report and Accounts																
4	Receipt of U.K. Annual Report and Accounts: To receive the Company's audited U.K. accounts for the year ended December 31, 2019, including the reports of the directors and the auditor thereon																
5	Ratification of PwC as U.S. Auditor: 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, 2020																
6	Reappointment of PwC as U.K. Statutory Auditor: To reappoint PwC as the Company's U.K. statutory auditor under the U.K. Companies Act 2006, to hold office from the conclusion of the 2020 Annual General Meeting of Shareholders until the next annual general meeting of shareholders at which accounts are laid																
7	Approval of U.K. Statutory Auditor Fees: 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, 2020																

These items are more fully described in the Proxy Statement mailed to you on March 13, 2020. As of the date of this Notice, TechnipFMC does not know of any other matters to be raised at the 2020 Annual General Meeting of Shareholders.

Your vote is very important. You may continue to use the proxy card mailed to you on March 13, 2020 to vote in connection with the Annual Meeting. To ensure appropriate social distancing protocols, the Company requests that shareholders not attend the Annual Meeting in person. The Board encourages you to (i) promptly return your proxy card or (ii) grant a proxy and give voting instructions by telephone or internet, so that you may be represented at the meeting. Voting instructions are provided on your proxy card or on the voting instruction form provided by your broker.

April 1, 2020

On behalf of the Board of Directors,

Dianne B. Ralston

Executive Vice President, Chief Legal Officer, and Secretary



Proxy Statement for the 2020 Annual General Meeting of Shareholders

The Proxy Statement mailed to you on March 13, 2020 relates to the solicitation of votes or proxies by the Board of Directors (the “**Board**”) of TechnipFMC plc (the “**Company**,” “**TechnipFMC**,” “**us**,” or “**we**”) for use at our 2020 Annual General Meeting of Shareholders and at any adjournment or postponement of such meeting (the “**Annual Meeting**”).

The Notice of Internet Availability of Proxy Materials (the “**Notice of Materials**”) and related Proxy Materials (as defined below) were first made available to shareholders on or about March 13, 2020 at 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;

(b)  Telephone at 1-800-579-1639; or

(c)  Email at sendmaterial@proxyvote.com.

Our Annual Report on Form 10-K, including consolidated financial statements, for the year ended December 31, 2019 (our “**Form 10-K**”) and our U.K. Annual Report and Accounts are being made available at the same time and by the same methods.

Our 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. Information regarding the Annual Meeting, including the information required by Section 311A of the U.K. Companies Act 2006 (the “**Companies Act**”), can be found at www.TechnipFMC.com. Information contained on our website 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 New York Stock Exchange in the United States (the “**NYSE**”) and the Euronext Paris exchange (“**Euronext**”) under the symbol “FTI.” As a result, the Company is governed by the Companies Act, U.S. securities laws and regulations, E.U. securities regulations, and the listing standards of the NYSE and Euronext.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 24, 2020

The Notice of Annual Meeting and Proxy Statement, Annual Report on Form 10-K, and our U.K. Annual Report and Accounts are available at www.proxyvote.com.

General Information about the Annual Meeting

What is the location of the Annual Meeting?

The Annual Meeting will be held on Friday, April 24, 2020 at 10:00 a.m., London time, at the Company's offices at Pitreavie Business Park, Queensferry Road, Dunfermline KY11 8UD, United Kingdom, or at such other time and place to which the Annual Meeting may be adjourned or postponed.

What is a proxy statement?

A proxy statement is a document that the rules and regulations of the United States, including those promulgated by the SEC, require the Company to provide to shareholders to ensure shareholders can make informed decisions about the matters to be voted on at the Annual Meeting.

What is a proxy?

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?

The Company utilizes the "Notice and Access" method of providing 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. Shareholders may 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 March 13, 2020, will instruct you on how to access and review all of the Proxy Materials at www.proxyvote.com. Such notice also instructs you on how you may submit your proxy on the internet. If you 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. 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.

- ▶ **Request through Bank/Broker:** Shareholders holding Ordinary Shares in anonymous form (*au porteur*) through Euroclear France must contact their bank, broker, or financial intermediary to request the Proxy Materials, including a proxy card that will enable shareholders to vote or authorize a proxy for the Annual Meeting.

Proxy Materials will also be made available on our website at www.TechnipFMC.com under the heading “Investors > Events & presentations > Shareholders’ meeting” as well as at www.proxyvote.com.

Where can I find governance documents related to the Company?

Our Governance Guidelines, our Code of Business Conduct (including our core values and Foundational Beliefs), the charters for our Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Strategy Committee, and other corporate governance and sustainability information are available on our website at www.TechnipFMC.com under the heading “About us.” These materials are also available in print, free of charge, to any shareholder upon written request submitted to One St. Paul’s Churchyard, London EC4M 8AP, United Kingdom, 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.

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 February 27, 2020 (the “**Record Date**”). In addition, provisions under the Companies Act allow shareholders of record as of 10:00 a.m., London time, on April 22, 2020, to vote at the Annual Meeting (the “**CA Record Date**”).

Beneficial owners must comply with the February 27, 2020 Record Date, as the CA 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 February 27, 2020, we had 447,064,767 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.

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**”).

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

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 or to vote electronically.
- ▶ **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 bank, broker, 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 bank, broker, or other 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 bank, broker, or other nominee has enclosed a voting instruction card for you to use in directing the bank, broker, or other nominee regarding how to vote your Ordinary Shares.

If you are a beneficial owner holding Ordinary Shares in anonymous “bearer” form (*au porteur*) in Euroclear France, your bank, broker, or financial intermediary shall provide you, upon request, with the specific proxy form prepared by Société Générale Securities Services, our local centralization agent, which will enable you to vote or authorize a proxy for the Annual Meeting. Please see “*How do I vote?*” below.

How do I vote?

Your voting deadline will depend on where your Ordinary Shares are traded and/or how you hold your shares. Please vote your shares according to the deadline appearing on the front of your proxy card, as instructed on www.proxyvote.com, or as instructed by your bank, broker, or financial intermediary.

Shareholders of Record

If you are a shareholder of record, you may vote your Ordinary Shares by using any of the following methods:

- ▶ by completing and signing the proxy card and returning it in the prepaid envelope provided;
- ▶ by submission via the internet at www.proxyvote.com and following the instructions provided; or
- ▶ by telephone, using the toll-free telephone number shown on the proxy card.

Please vote your shares no later than 11:59 p.m., New York time, on April 23, 2020.

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 Holding through the NYSE

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

Beneficial Owners Holding through Euroclear France

If you are a shareholder holding Ordinary Shares in direct or indirect nominative form in Euroclear France (*au nominatif pur ou administré*), you should follow the instructions provided in the Notice of Materials and the Proxy Materials to vote your shares no later than 11:59 p.m., New York time, on April 23, 2020. If you have not received a Notice of Materials, you should contact Société Générale Securities Services (if you hold in direct nominative form) or the bank, broker, or financial intermediary who manages your securities account (if you hold in indirect nominative form) to ensure that your contact details are updated and you receive the Notice of Materials.

If you are a shareholder holding Ordinary Shares in anonymous form (*au porteur*) in Euroclear France through a bank, broker, or financial intermediary, you should contact such bank, broker, or financial intermediary who manages your securities account to request a specific proxy form prepared by Société Générale Securities Services, which will enable you to vote or authorize a proxy for the Annual Meeting. You will need to return the completed proxy form to your bank, broker, or financial intermediary before April 21, 2020 to ensure sufficient time for your votes to be transmitted through the Euroclear France system.

If you acquired your Ordinary Shares on Euronext, or if you are a legacy Technip S.A. shareholder, it is likely that you own your shares in Euroclear France. If you are uncertain as to your holding status, you should reach out to the bank, broker, or other nominee with whom you hold your shares in order to be informed of your status and the corresponding voting procedure.

Employees Who Participate in the Legacy Technip Employee Share Purchase Program

If you are a current or former employee who participates in the legacy Technip Employee Share Purchase Program (other than through a Fonds Commun de Placement d'Entreprise), 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. Please note that you must submit your vote by 11:59 p.m., New York time, on April 23, 2020.

Employees Who Participate in the Legacy Technip U.K. Share Incentive Plan

If you are a current or former employee who participates in the legacy Technip U.K. Share Incentive Plan you may instruct the plan trustee on how to vote on your behalf in relation to the number of Ordinary Shares equivalent to your interest as credited to your account on the Record Date. You will receive instructions on how to vote your Ordinary Shares from Equiniti Share Plan Trustees Limited, the plan administrator. Please note that you must submit your vote to Equiniti Share Plan Trustees Limited by 6:00 p.m., Paris time, on April 8, 2020 in order for the plan trustee to vote your Ordinary Shares and transmit your vote through the Euroclear France system.

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., New York time, on April 23, 2020;
- ▶ delivering a valid, later-dated proxy card that is received by Broadridge at least 24 hours prior to the start of the Annual Meeting; or
- ▶ sending written notice to the Company Secretary at the location of the Annual Meeting that is received at least 24 hours prior to the start of the Annual Meeting.

Beneficial Owners

If you are a beneficial owner of Ordinary Shares, you may submit new voting instructions by contacting your bank, broker, or other nominee. However, beneficial owners holding in anonymous form (*au porteur*) in Euroclear France cannot change their vote once they have submitted the specific proxy form to their bank, broker, or other nominee.

All Ordinary Shares that have been properly voted and not revoked will be counted in the votes at the Annual Meeting.

What should I do if I receive more than one proxy card?

If you own some Ordinary Shares directly in your name as a registered holder and other Ordinary Shares as a beneficial owner holding through a bank, broker, or other nominee, or if you own Ordinary Shares through more than one bank, broker, or other nominee, you may receive multiple proxy cards. It is 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?

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?

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?

If you own your Ordinary Shares through a bank, broker, or other nominee and do not provide the organization that holds your Ordinary Shares with 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 bank, broker, 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.

Proposals 4 through 7 are each considered a routine matter under the rules of the NYSE. A bank, broker, or other nominee may generally vote in their discretion on routine matters, and therefore, no broker non-votes are expected to occur in connection with such proposals.

Proposals 1 through 3 are matters considered non-routine under the rules of the NYSE. A bank, broker, 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 bank, broker, or other nominee will not have discretionary authority to vote your Ordinary Shares for Proposals 1 through 3 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.

Proposals 1 through 7 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 2 (regarding the Say-on-Pay Proposal for NEOs) and Proposal 3 (regarding the proposal for the 2019 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.

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) as soon as reasonably practicable after the Annual Meeting and for a period of two years thereafter.