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This filing relates to a proposed business combination involving  
FMC Technologies, Inc., Technip S.A. and TechnipFMC Limited  
(Subject Company Commission File No.: 001-16489;  
Commission File No. for Registration Statement on Form S-4: 333-213067)

# Integrate

MERGER NEWS FOR OUR EMPLOYEES

## INTEGRATION PLANNING

# Stepping up the pace

The integration planning process is now moving into the geographic regions of both Technip and FMC Technologies. Julian Waldron, Executive Sponsor in charge of integration, explains that there are challenges ahead, but a very strong merged company is steadily taking shape

**HAVING** worked through many mergers previously, Julian Waldron (pictured) is under no illusions about how testing they can be – but his experience tells him that as Technip and FMC Technologies come together as a new organization, the integration is on track and entering a critical new phase.

Julian is Chief Financial Officer at Technip and Executive Sponsor in charge of integration, where he has oversight of the entire undertaking.

"I've been through six major mergers over the last 20 years and each one has been different," he says. "But it's in the nature of any merger that they have periods where they go smoothly, but also have moments when they are a real challenge. For the people involved, it is the same – at times you feel energized by the potential of the combination, at other times affected by the uncertainty. I've seen, and expect to see, all of those phases and waves as we go through this process to put TechnipFMC together."

Julian also recognizes that the pace of the integration is now stepping up, from what has been a relatively small group of people working as part of a centralized team, to the increasing involvement of the regional organizations and their business units.

"This is a key moment for the integration

process," he says. "We're now changing the scale of the task from being a team of a couple of hundred people in an organization of more than 40,000 to the hard part, which is moving the integration process into the geographic regions. The good news is that the regional organizations in both companies – where the vast majority of our people work – have been really keen to get started."



### Organizational structure

A critical milestone for the integration process was the release of the overall organizational structure.

Julian acknowledges that most company structures look complicated when written out on paper, but stresses that the concept for TechnipFMC carries forward most of the ways that both Technip and FMC Technologies work today.

### Existing principles, new terminology

Although the new company will take principles from its two predecessors, the structure does contain new terminology, such as Global Business Units (GBU), Global Products, Business Units (BU) and Regional Business Units (RBU).

"As a new company we will have new words and terms, and employees will not

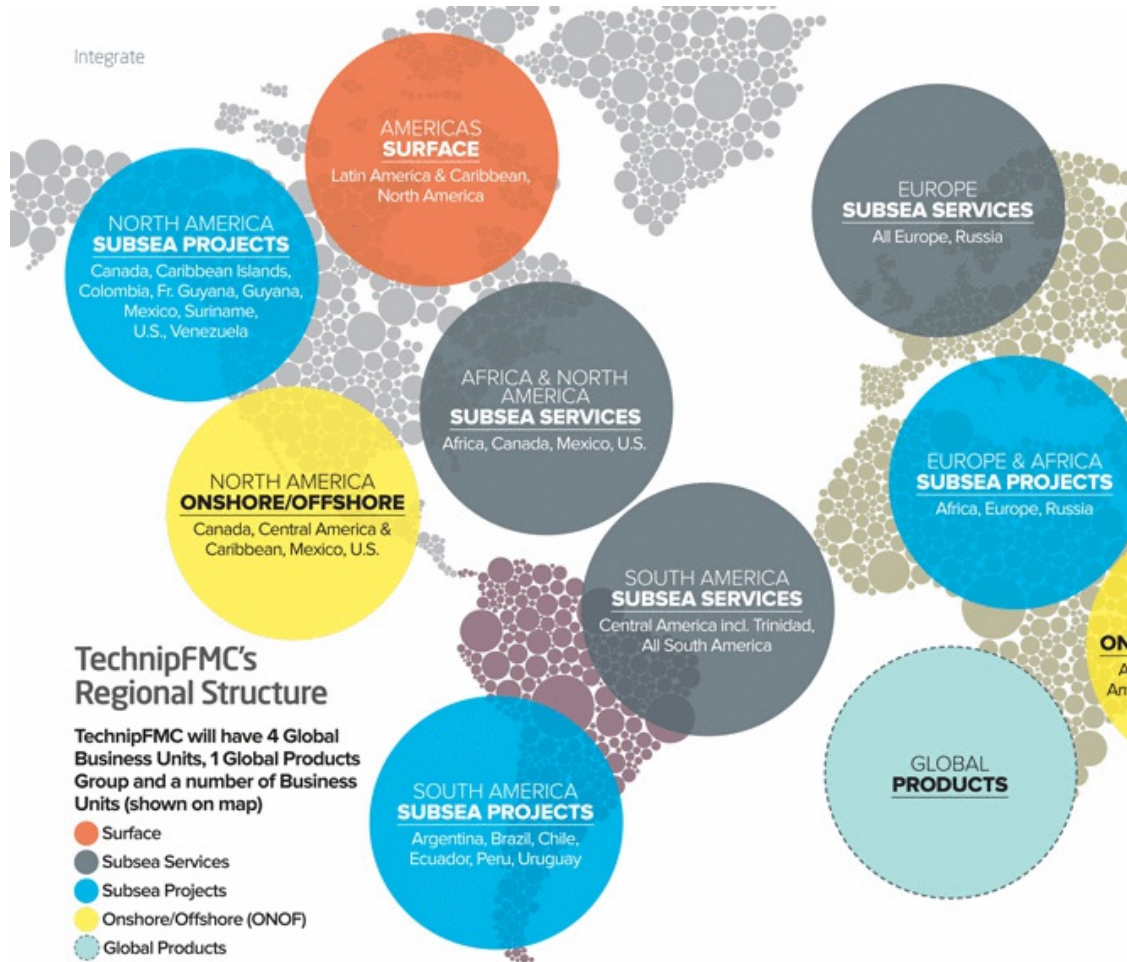
## Dual approach

"The organizational structure can be summarized in two simple concepts which in part draw on the experience of both companies but which also involve change," says Julian. "First, both companies need to function on a common set of principles, methods and strategies and these need to come from the center – those principles encapsulate how we will win and execute business. To adapt to the current environment and to make the most of the opportunity of the merger, we want these in place as soon as possible and it has been the job of the leadership team, aided by the workstreams, to prepare these and pass them to the Business Units.

"Second, both organizations win and execute business today on a regional basis and, through the Business Unit structure, TechnipFMC will maintain that important axis. We trust our teams in the geographic areas to win and execute business, following the principles, methods and strategies I mentioned earlier. We will also put more emphasis on Company-wide organizations such as Global Products or the Subsea Fleet which can drive efficiency, standardization and quality in the execution of our projects."

CONTINUED OVERLEAF

Integrate



## TechnipFMC's Regional Structure

TechnipFMC will have 4 Global Business Units, 1 Global Products Group and a number of Business Units (shown on map)

- Surface
- Subsea Services
- Subsea Projects
- Onshore/Offshore (ONOF)
- Global Products

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recognize everything they see," says Julian. "TechnipFMC should be more than just the sum of its predecessors and we do want to give the new company a unique identity." The new concept captures the fact that some types of organizations within the new company will operate in a specific geographic area and others will operate worldwide. So we have 'Business Units' and

then an additional word – for example 'Regional' – to demonstrate which ones are operating in a region, providing shared support functions for other Business Units in the same geographic area, or 'Global' to show which ones are operating globally.

"Other parts of the company are new – for example, the formation of a Global Products group. Products is a new term for both companies," notes Julian, "but both companies have substantial product manufacturing capabilities, and one of the

first decisions that Doug and Thierry took when thinking about putting the two companies together was to take this expertise from both organizations and look to empower it. We want to learn from best practices and become even more effective in helping TechnipFMC win and execute its projects."

### Added value

Having helped drive Technip's strategy to broaden its activities over the last few

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## Executive sponsor in charge of integration

Teamwork and empowerment are at the heart of Julian's role as Executive Sponsor in charge of integration, where he has responsibility for the planning and facilitation of the overall process.

"The role of any executive, first and foremost, is to put together a team to do the job. And I'm very confident in the team that we have working on the integration, starting with Integration Program Director Nicolas Gillier and the people around him and now carrying that into the geographic organizations," he says.

"In conjunction with Thierry and Doug and the rest of the leadership team, I try to set the overall direction, identify the main objectives, and the main risks, communicate those to the PMO and integration team, and make sure that those overarching objectives, concerns, risks, ways of doing things are enshrined in the frameworks that they have and the ways that they work.

"Then we have to let them get on with it – we trust the team - help them if they need guidance, but make them feel empowered. That allows me to focus my time on issues that are maybe more difficult to solve, which may require thinking differently about the new organization and may be more controversial or challenging."

years, Julian is convinced that the merger is the best response to a challenging market environment.

"The way to make the best of a difficult period, and then to benefit from the upturn when it comes, is to add more value to your customers. We're convinced that by putting the two businesses together it will help our customers achieve their objectives more effectively, and that will win us more business," he says.

"I believe strongly that a broader business offers more opportunities – in a downturn it makes the company more resilient, and in an upturn it gives employees more options. That's a difficult thing to say in the current environment, characterized by so much restructuring, but nonetheless it doesn't stop it being our ambition, an ambition that the management team holds very dear."

### Challenges ahead

With that thought, Julian returns to the

challenges ahead in order to fulfill those ambitions.

"We have to remember that integration doesn't stop when the two companies are legally put together in the first quarter next year – that's when the process of creating one, powerful company really starts," he says. "That's when people start working together, that's when people start being colleagues and learning how the two companies work in practice. We are fortunate that we have learned so much through the Forsys Subsea joint venture, but even so, the first months as a merged company will be the most challenging – but also I believe the most exhilarating.

"And let's not kid ourselves – I know from my own experience that integration can be difficult and stressful but the key is to always keep our "eyes on the prize" – to add value to our customers and create a stronger merged company, both to better resist the downturn and to take more opportunities as the markets recover." ■

**Video**

■ Watch an interview with Frank Luongo, Day One Integration Lead, on your company intranet

■ French and Portuguese versions also available





## Important Information for Investors and Securityholders

### Forward-Looking Statements

This communication contains "forward-looking statements." All statements other than statements of historical fact contained in this report are forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements usually relate to future events and anticipated revenues, earnings, cash flows or other aspects of our operations or operating results. Forward-looking statements are often identified by the words "believe," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could," "may," "estimate," "outlook" and similar expressions, including the negative thereof. The absence of these words, however, does not mean that the statements are not forward-looking. These forward-looking statements are based on our current expectations, beliefs and assumptions concerning future developments and business conditions and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate.

Factors that could cause actual results to differ materially from those in the forward-looking statements include failure to obtain applicable regulatory or stockholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; failure to obtain favorable opinions from counsel for each company to the effect of how TechnipFMC Limited (to be renamed TechnipFMC plc) ("TechnipFMC") should be treated for U.S. tax purposes as a result of the proposed transaction; risks associated with tax liabilities, or changes in U.S. federal or international tax laws or interpretations to which they are subject, including the risk that the Internal Revenue Service disagrees that TechnipFMC is a foreign corporation for U.S. federal tax purposes; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; reductions in client spending or a slowdown in client payments; unanticipated changes relating to competitive factors in the companies' industries; ability to hire and retain key personnel; ability to successfully integrate the companies' businesses; the potential impact of announcement or consummation of the proposed transaction on relationships with third parties, including clients, employees and competitors; ability to attract new clients and retain existing clients in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could adversely affect the companies or their clients; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties' critical accounting estimates and legal proceedings; and the parties' international operations, which are subject to the risks of currency fluctuations and foreign exchange controls.

All of our forward-looking statements involve risks and uncertainties (some of which are significant or beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties' businesses, including those described in FMC Technologies' ("FMC Technologies") Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time by FMC Technologies and TechnipFMC with the United States Securities and Exchange Commission (the "SEC") and those described in Technip S.A.'s ("Technip") annual reports, registration documents and other documents filed from time to time with the French financial markets regulator (Autorité des marchés financiers or the "AMF"). We wish to caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent required by law.

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## Additional Information

### Important Additional Information Has Been Filed with the SEC

TechnipFMC has filed with the SEC a registration statement on Form S-4, which includes a proxy statement of FMC Technologies that also constitutes a prospectus of TechnipFMC (the "proxy statement/prospectus"). The registration statement on Form S-4 was declared effective by the SEC on October 24, 2016 and a definitive proxy statement/prospectus has been delivered as required by applicable law. **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and stockholders can obtain free copies of the definitive proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and stockholders can obtain free copies of the definitive proxy statement/prospectus and other documents filed with the SEC on FMC Technologies' website at [www.fmctechnologies.com](http://www.fmctechnologies.com) for documents filed with the SEC by FMC Technologies) or on Technip's website at [www.technip.com](http://www.technip.com) for documents filed with the SEC by Technip.

### Important Additional Information Has Been Made Available in an Information Document

Technip has made available an information document in connection with the Technip meeting of stockholders called to approve the proposed transaction (the "Information Document"). **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE INFORMATION DOCUMENT, AND OTHER RELEVANT DOCUMENTS PUBLISHED OR TO BE PUBLISHED ON THE TECHNIP WEBSITE, IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and stockholders can obtain free copies of the Information Document from Technip on its website at [www.technip.com](http://www.technip.com).

### Important Additional Information Will be Made Available in a Prospectus Prepared in Accordance with the EU Prospectus Directive

TechnipFMC will make publicly available a prospectus, prepared in accordance with the EU Prospectus Directive 2003/71/EC, with respect to the issuance of new shares as a result of the proposed transaction and their admission to trading on the regulated market of Euronext Paris (including any supplement thereto, the "Admission Prospectus"). **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE ADMISSION PROSPECTUS, AND OTHER RELEVANT DOCUMENTS, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and stockholders will be able to obtain free copies of the Admission Prospectus from TechnipFMC when available.

### Participants in the Solicitation

FMC Technologies, Technip, TechnipFMC and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of FMC Technologies and Technip, respectively, in respect of the proposed transactions contemplated by the definitive proxy statement/prospectus and the Information Document. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the stockholders of FMC Technologies and Technip, respectively, in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the definitive proxy statement/prospectus filed with the SEC. Information regarding FMC Technologies' directors and executive officers is contained in FMC Technologies' Annual Report on Form 10-K for the year ended December 31, 2015 and its Proxy Statement on Schedule 14A, dated March 25, 2016, which are filed with the SEC and can be obtained free of charge from the sources indicated above. Information regarding Technip's directors and executive officers is contained in Technip's Annual Report for the year ended December 31, 2015 filed with the AMF and can be obtained free of charge from the sources indicated above.