

FMC TECHNOLOGIES INC
Form 425
October 25, 2016

Filed by Technip S.A.

pursuant to Rule 425 under the Securities Act of 1933, as amended

Subject Companies: Technip S.A., FMC Technologies, Inc. and TechnipFMC Limited

Date: October 25, 2016

This filing relates to a proposed business combination involving

Technip S.A., FMC Technologies, Inc. and TechnipFMC Limited

(Subject Company Commission File No.: 001-16489)

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,” “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.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

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 was declared effective by the SEC and includes the proxy statement of FMC Technologies that also constitutes a prospectus of TechnipFMC (the "Registration Statement"). The Registration Statement will be delivered as required by applicable law. **INVESTORS AND STOCKHOLDERS ARE URGED TO CAREFULLY READ THE REGISTRATION STATEMENT, 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

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of the Registration Statement and other documents filed with the SEC by the parties through the website maintained by the SEC at www.sec.gov. In addition, investors and stockholders can obtain free copies of the Registration Statement and other documents filed with the SEC on FMC Technologies' website at www.fmctechnologies.com (for documents filed with the SEC by FMC Technologies) or on Technip's website at www.technip.com (for documents filed with the SEC by Technip).

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 Registration Statement and this 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 Registration Statement 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.

Technip S.A.

French public limited company (*société anonyme*) with a share capital of 93,281,878.63 euros

Registered office: 89, avenue de la Grande Armée, 75116 Paris, France

Paris Trade and Companies Register number 589 803 261

Information document made available to the public as part of the proposed cross-border merger by absorption of Technip S.A. (“Technip”) by TechnipFMC Limited (to be re-registered as TechnipFMC plc prior to the completion of the merger) (“TechnipFMC”)

This information document dated October 25, 2016 (the “Information Document”) is a schedule to the reports of the Technip board of directors presented respectively to the general meeting of the Technip stockholders to be held on December 5, 2016 and to the special meeting of the Technip stockholders entitled to double voting rights to be held on December 5, 2016. This Information Document must be read together with such reports.

This Information Document may be obtained upon request and free of charge from Technip at 89, avenue de la Grande Armée, 75116 Paris, France and can be downloaded on Technip’s website (www.technip.com).

The meeting notice for the general meeting of the Technip stockholders called to vote on the cross-border merger of Technip with and into TechnipFMC (the “Technip Extraordinary Stockholders’ Meeting”) will be published in the

French legal gazette (*Bulletin des Annonces Légales Obligatoires* or *BALO*) on or around October 28, 2016.

The meeting notice for the special meeting of the Technip stockholders entitled to double voting rights called to vote on the removal of the double voting rights (the “Technip Special Stockholders’ Meeting” and together with the Technip Extraordinary Stockholders’ Meeting, the “Technip Stockholders’ Meetings”) will be published in the French legal gazette (*Bulletin des Annonces Légales Obligatoires* or *BALO*) on or around October 28, 2016.

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PRELIMINARY NOTE

In this Information Document, the terms set forth below have the following meaning:

“Admission” designates the admission of the TechnipFMC Shares to trading on Euronext Paris;

“Admission Prospectus” designates the prospectus relating to the admission of the TechnipFMC Shares to trading on Euronext Paris to be approved by the AMF prior to the Closing Date;

“Business Combination Agreement” designates the business combination agreement entered into by and among Technip, FMCTI and TechnipFMC on June 14, 2016;

“CFIUS” designates the Committee on Foreign Investment in the United States;

“Closing Date” designates the date on which the Technip Merger Order is obtained;

“DGCL” designates the General Corporation Law of the State of Delaware;

“English Court” designates the High Court of England and Wales;

“Euronext Paris” designates the regulated market of Euronext in Paris;

“Effective Times” designates the Technip Merger Effective Time and the FMCTI Merger Effective Time;

“Estimated Technip Balance Sheet” designates the Technip unaudited estimated balance sheet as of the Technip Merger Effective Time, prepared in accordance with French GAAP;

“Exchange Act” designates the U.S. Securities Exchange Act of 1934, as amended;

“French GAAP” designates the French generally accepted accounting principles;

“FMCTI” designates FMC Technologies, Inc.;

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“FMCTI Change in Recommendation” designates, subject to the limitations set forth in the Business Combination Agreement, the withdrawal, modification or qualification of the FMCTI’s board of directors’ recommendation for the FMCTI Merger;

“FMCTI Merger” designates the merger of TechnipFMC US Merger Sub, LLC with and into FMCTI, with FMCTI continuing as the surviving entity as an indirect wholly owned indirect subsidiary of TechnipFMC;

“FMCTI Merger Consideration” designates, subject to the terms and conditions of the Business Combination Agreement, at the FMCTI Merger Effective Time, the exchange of each FMCTI Share, other than the FMCTI excluded Shares for 1.00 TechnipFMC Share;

“FMCTI Merger Effective Time” designates the effective time of the FMCTI Merger;

“FMCTI Requisite Vote” designates the approval and adoption of the Business Combination Agreement and the FMCTI Merger by the holders of a majority of the outstanding FMCTI Shares entitled to vote thereon;

“FMCTI Shares” designates the shares of common stock of FMCTI;

“FMCTI Special Meeting” designates the meeting of FMCTI stockholders (together with any adjournments or postponements thereof);

“French Tax Ruling” designates the ruling to be issued by the French tax authorities following the filing by Technip, FMCTI and TechnipFMC, prior to the Closing Date, of a tax ruling request (*demande d’agrément*) with the French Ministry of Budget, in accordance with the provisions of Articles 210 B-3, 210 C-2 and 1649 nonies of the French Tax Code;

“IFRS” designates International Financial Reporting Standards as issued by the International Accounting Standards Board;

“IRS” designates the U.S. Internal Revenue Service;

“Mergers” designates the FMCTI Merger and the Technip Merger;

“MINEFI” designates the French *Ministère de l’Economie, des Finances et de l’Industrie*;

“MOU” designates the memorandum of understanding entered into by and among Technip, FMCTI and TechnipFMC on May 18, 2016;

“NYSE” designates the New York Stock Exchange;

“Offshore” designates offshore platforms and equipments;

“Onshore” designates onshore facilities;

“Registration Statement” designates the registration statement on Form S-4, which was declared effective by the SEC on October 24, 2016 and which may be further amended or supplemented from time to time;

“SEC” designates the U.S. Securities and Exchange Commission;

“Subsea” designates subsea infrastructures;

“Technip Change in Recommendation” designates the determination by the Technip board either to make no recommendation for the Technip Merger, or to withdraw, modify or qualify its recommendation for the Technip Merger in a manner that is adverse to FMCTI;

“Technip Merger” designates the merger of Technip with and into TechnipFMC, with TechnipFMC continuing as the surviving entity;

“Technip Merger Consideration” designates, subject to the terms and conditions of the Business Combination Agreement, at the Technip Merger Effective Time, the exchange of each Technip Share, other than the Technip Shares held in the treasury of Technip or owned by Technip or its direct or indirect wholly owned subsidiaries, for 2.00 TechnipFMC Shares;

“Technip Merger Effective Date” designates the date of completion of the Technip Merger;

“Technip Merger Effective Time” designates the effective time of the Technip Merger;

“Technip Merger Order” designates the order of the English Court fixing the exact time and date of the Technip Merger Effective Time;

“Technip Requisite Vote” designates (i) the removal of the double voting rights attached to the Technip Shares continuously held in registered form by the same stockholders for a minimum of two years by a vote of the holders of at least two-thirds of the voting rights attached to the Technip Shares carrying double voting rights present at a special meeting of their holders at which at least one-third of the Technip Shares carrying double voting rights are represented and (ii) the approval of the merger terms relating to the Technip Merger by a vote of the holders of at least two-thirds of the voting rights attached to the Technip Shares present at a meeting of the stockholders of Technip at which at least 25% of the Technip Shares are represented;

“Technip Exchange Ratio” designates the share exchange ratio as calculated for the purposes of the Technip Merger;

“Technip Shares” designates the ordinary shares of Technip;

“Technip Stock Option” designates an option to purchase Technip Shares;

“Technip Stock Plans” designates the employee and director stock plans of Technip;

“TechnipFMC Articles” designates the articles of association of TechnipFMC;

“TechnipFMC US Merger Sub, LLC” designates an indirect wholly owned subsidiary of FMCTI;

“TechnipFMC Shares” designates the ordinary shares of TechnipFMC with a nominal value of \$1.00 per share;

“Temporary Regulations” designates certain rules issued by the IRS and U.S. Department of the Treasury on April 4, 2016;

“Termination Date” designates July 18, 2017, subject to extension as provided in the Business Combination Agreement;

“Third Country Rule” designates a rule included in the Temporary Regulations that generally provides that, if (i) there is an acquisition of a domestic company by a foreign acquiring company in which the Section 7874 Percentage is at least 60%, and (ii) in a related acquisition, such foreign acquiring company acquires another foreign corporation and the foreign acquiring company is not subject to tax as a resident in the foreign country in which the acquired foreign corporation was subject to tax as a resident prior to the mergers, then the foreign acquiring company will be treated as a U.S. domestic corporation for U.S. federal income tax purposes;

“U.K. Merger Regulations” designates Regulation 16 of the Companies (Cross-Border Mergers) Regulations 2007 (as amended);

“U.S. IRC” designates the U.S. Internal Revenue Code of 1986, as amended; and

“U.S. Prospectus” designates the joint proxy statement of FMCTI and prospectus of TechnipFMC filed with the SEC on August 10, 2016, amended on September 19, 2016 and October 11 and 21, 2016 and as may be further amended or supplemented from time to time.

NOTICE TO U.S. INVESTORS

In addition to this Information Document prepared by Technip in connection with the proposed transaction, TechnipFMC has filed with the SEC the Registration Statement, which was declared effective by the SEC, and Technip has made, and will make, filings from time to time with the SEC. **U.S. INVESTORS ARE URGED TO CAREFULLY READ THE REGISTRATION STATEMENT, 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 TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors can obtain free copies of the Registration Statement and other documents filed with the SEC through the website maintained by the SEC at www.sec.gov. In addition, investors can obtain free copies of documents filed with the SEC by Technip and of the Registration Statement on Technip's website at www.technip.com.

Certain financial information (including certain pro forma financial information of TechnipFMC) that is included in this Information Document has been prepared on the basis of, or in accordance with, International Financial Reporting Standards adopted by the European Union and, therefore, may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. U.S. investors should consult the Registration Statement for additional financial information.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the proposed transaction, or passed comment upon the adequacy or completeness of this Information Document. Any representation to the contrary is a criminal offence in the United States.

FORWARD LOOKING STATEMENTS

This Information Document contains certain forward-looking statements that reflect Technip's, FMCTI's and/or, if the Mergers become effective, TechnipFMC's views with respect to future events and financial performance.

These indications are sometimes identified by the use of the future tense, the conditional tense or prospective terms such as "aim," "anticipate," "believe," "plan," "could," "would," "should," "estimate," "expect," "forecast," "future," "guidance," "will," "possible," "potential," "predict," "project" or similar words, phrases or expressions or, if applicable, the negative form of these same terms, or any other similar terminology or variant. These statements are subject to various risks and uncertainties, many of which are outside the parties' control. Therefore, no undue reliance should be placed on these statements. Factors that could cause actual results to differ materially from those in these statements include, but are not limited to, risks and uncertainties detailed in the section entitled "*Risk Factors*" of this Information Document. Such information is not historical data and must not be interpreted as a guarantee that the facts and data set forth will be fulfilled. Such information is based on data, hypotheses and estimates considered reasonable.

The forward-looking statements made in this Information Document are liable to change or to be amended due to uncertainties related in particular to the economic, financial, competitive and regulatory environment facing TechnipFMC. Such forward-looking statements are set forth in different sections of this Information Document and contain information relating to TechnipFMC's intentions, estimates and objectives concerning in particular the market in which it will operate, its strategy, growth, results, financial situation, cash resources and forecasts.

By their nature, such forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances which may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The forward-looking statements contained in this Information Document are provided solely as of the date of this Information Document. TechnipFMC will operate in a competitive environment that is constantly evolving. TechnipFMC's management cannot therefore foresee all of the risks, uncertainties or other factors that may affect its activity, their potential impact on its activity or the extent to which the materialization of a risk or of a combination of risks could have results significantly different from those mentioned in any forward-looking information, it being noted that none of these forward-looking statements constitute a guarantee of actual future results.

Key risks, uncertainties and other factors that could cause actual results to differ from those expected are set out more fully in the section entitled "*Risk Factors*" of this Information Document. Investors should specifically and carefully consider these factors, which could cause actual results to differ from expected results, before making an investment decision.

DOCUMENTS INCORPORATED BY REFERENCE

This Information Document incorporates by reference the Technip 2015 Reference Document, filed with the *Autorité des marchés financiers* on March 16, 2016, under No. D.16-0149 (the “Technip 2015 Reference Document”), excluding (i) sections 1.1, 1.3 and 1.4 of the Technip 2015 Reference Document entitled “*Key Figures*”, “*Presentation of the Group, its Business Environment and Project Strategy*” and “*Description of the Group’s Activities*” (from and including page 4 to page 5, page 10 to page 13 and page 13 to page 19, respectively) (ii) section 5.1 of the Technip 2015 Reference Document entitled “*Technip Business in 2015*” (from and including page 179 to page 197) and (iii) Technip’s individual and consolidated financial statements for 2015 (from and including page 201 to page 283).

A free translation in the English language of the Technip 2015 Reference Document is available on Technip's website (www.technip.com). This translation is available for information purposes only and is not incorporated by reference in this Information Document. The only binding version is the French language version.

SUMMARY OF THE INFORMATION DOCUMENT

This summary should be read as an introduction to this Information Document.

Any decision made to invest in the securities that are subject to the Technip Merger must be based on an exhaustive examination of this Information Document.

When legal proceedings concerning the information contained in this Information Document are brought before a court, the investor plaintiff may, depending on the national legislation of the European Union Member States or of countries party to the agreement on the European Economic Area, have to pay the costs incurred by the translation of this Information Document prior to the start of any court proceedings.

The individuals who presented this summary have no civil liability unless the content of the summary is misleading, inaccurate or in contradiction with other sections of this Information Document or if it fails to provide, when taken in combination with the other sections of this Information Document, the essential information required to help investors when considering making an investment in these financial securities.

Presentation of the Companies

Absorbing Company in the Technip Merger TechnipFMC is currently a wholly owned subsidiary of FMCTI. On December 9, 2015, TechnipFMC was incorporated under the laws of England and Wales as a private limited company with registered number 9909709 under the name FMC Technologies SIS Limited, for the purpose of entering into the Business Combination Agreement. On August 4, 2016, the legal name of TechnipFMC was changed to TechnipFMC Limited. TechnipFMC will be re-registered as TechnipFMC plc, a public limited company incorporated under the laws of England and Wales, prior to the Technip Merger Effective Time.

TechnipFMC has its registered office at c/o Legalex Limited, 1 Fetter Lane, London, EC4A 1BR, United Kingdom. Prior to the Technip Merger Effective Time, the principal executive office of TechnipFMC will move to 1 St. Paul's Churchyard, London EC4M 8AP, United Kingdom.

As of the date of this Information Document, TechnipFMC has an issued share capital of £50,001, divided into: (i) one ordinary share with a nominal value of £1.00 and carrying one vote, held by FMCTI (the "Subscriber Share") and (ii) 50,000 non-voting redeemable shares each with a nominal value of £1.00 per share (the "Redeemable Shares"), held by FMCTI.

It is currently estimated that, following the Mergers, TechnipFMC will have an ordinary share capital equal to approximately 468,532,945 U.S. dollars, divided into 468,532,945 TechnipFMC Shares each with a nominal value of 1.00 U.S. dollar.

As of the date of this Information Document, TechnipFMC does not beneficially own any FMCTI Shares or Technip Shares. Following the Mergers, TechnipFMC will be the holding company of the combined businesses of FMCTI and Technip, and it is expected that TechnipFMC Shares will be listed on the NYSE and Euronext Paris.

Following the Mergers, TechnipFMC will:

- be a leader in Subsea, Surface and Onshore/Offshore, driven by technology and innovation;

- build a comprehensive and flexible offering across each market from concept to project delivery and beyond; and

- accelerate growth with a broader portfolio of solutions which will increase innovation, improve execution, reduce costs and enhance customer success.

Following Admission, it is expected that the structure chart of the group be as follows:

Presentation of the Companies

*Immediately following the consummation of the Mergers, it is expected that former Technip stockholders will own approximately 50.9% of TechnipFMC and former FMCTI stockholders will own approximately 49.1% of TechnipFMC, on a fully diluted basis, based on the respective capitalizations of FMCTI and Technip as of the date the parties entered into the MOU. FMCTI will be held by TechnipFMC through one or more wholly owned holding companies. TechnipFMC has been recently incorporated and has no operating history, except for those actions taken in furtherance to the Mergers, and no revenues.

Upon consummation of the Mergers, TechnipFMC's business will be the business formerly operated by Technip and FMCTI, respectively, each as described below.

FMC Technologies, Inc.

Operations and Principal Activities

FMCTI, a Delaware corporation, is a global market leader in subsea systems and a leading provider of technologies and services to the oil and gas industry. FMCTI, which became a standalone company in 2001, designs, manufactures and services technologically sophisticated systems and products, including subsea production and processing systems, surface wellhead production systems, high pressure fluid control equipment, measurement solutions and marine loading systems for the energy industry. As of June 30, 2016, FMCTI had approximately 15,500 full-time employees, comprised of approximately 4,800 in the United States and 10,700 in non-U.S. locations.

FMCTI operates under three reportable segments:

- Subsea Technologies — designs and manufactures products and systems and provides services used by oil and gas companies involved in deepwater exploration and production of crude oil and natural gas. The core competencies of this segment are FMCTI's technology and engineering expertise. FMCTI's systems control the flow of crude oil and natural gas from producing wells. FMCTI specializes in offshore production systems and has manufacturing facilities near the world's principal offshore oil and gas producing basins. FMCTI primarily markets its products through its own technical sales organization.

- Surface Technologies — designs and manufactures products and systems and provides services used by oil and gas companies involved in land and offshore exploration and production of crude oil and natural gas. FMCTI designs, manufactures and supplies

Presentation of the Companies

technologically advanced wellhead systems and high pressure valves and pumps used in stimulation activities for oilfield service companies and provides flowback and wireline services for exploration and production companies in the oil and gas industry.

- Energy Infrastructure — manufactures and supplies liquid and gas measurement and transportation equipment and systems to customers involved in the production, transportation and processing of crude oil, natural gas and petroleum-based refined products.

FMCTI Shares are listed on the NYSE under the symbol “FTI”.

The principal executive offices of FMCTI are located at 5875 N. Sam Houston Parkway W., Houston, Texas 77086, United States, and its telephone number at that address is +1 281 591 4000.

Technip S.A.

Technip, a French *société anonyme*, registered with the Paris Company and Commercial Register under number 589 803 261 RCS Paris, is the holding company of a world leader in project management, engineering and construction for the energy sector and offers a comprehensive portfolio of innovative solutions and technologies. As of June 30, 2016, the Technip group employed a workforce of approximately 32,000 people from 116 nationalities. Technip operates on five continents and in 45 countries. Technip’s production facilities (for flexible pipes and umbilicals), manufacturing yard, logistics bases and spoolbases are located in Angola, Brazil, Finland, France, Indonesia, Malaysia, Norway, the United Kingdom and the United States. As of June 30, 2016, Technip held an interest in or operated 23 vessels specialized in subsea rigid and flexible pipelines, subsea construction and diving support, five of which are under construction.

Technip possesses integrated capacity and recognized expertise in subsea infrastructures (“Subsea”), onshore facilities (“Onshore”) and offshore platforms (“Offshore”). Technip is active in two segments of the global oil and gas industry, Subsea and Onshore/Offshore, which are described as follows:

- Subsea — provides integrated design, engineering, manufacturing and installation services for infrastructure and subsea pipe systems used in oil and gas production and transportation. Technip is considered as one of the world leaders in the Subsea construction sector. Technip’s focus on developing technologies allows Technip to offer its own technologies both as products and for installation processes.

- Onshore/Offshore — covers all types 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.

Technip Shares are listed on Euronext Paris under the symbol “TEC.PA”. Technip’s American Depositary Receipts are traded in the United States in the OTCQX marketplace of the OTC Markets Group.

The principal executive offices of Technip are located at 89 avenue de la Grande Armée, 75116 Paris, France, and its telephone number at that address is +33 1 47 78 24 00.

Forsys Subsea Limited

Forsys Subsea, a private limited company incorporated under the laws of England and Wales on June 1, 2015, is an affiliated company in the form of a 50/50 joint venture between FMCTI and Technip. Forsys Subsea combines the proprietary technologies of FMCTI and Technip to offer front-end engineering and design services aimed at identifying opportunities through new technologies, services and standardization of equipment to significantly reduce the cost of subsea field development and maximize well performance. The 2015 agreement between FMCTI and

Presentation of the Companies

Technip and the formation of Forsys Subsea also created an alliance with Technip and serves as the predecessor to the Mergers, and in part, the framework to a combined company.

TechnipFMC US Merger Sub, LLC

TechnipFMC US Merger Sub, LLC was formed under the laws of the State of Delaware on October 17, 2016 as a wholly owned indirect subsidiary of FMCTI. Prior to the Technip Merger Effective Time, FMCTI will contribute its entire interest in the entity that wholly owns TechnipFMC US Merger Sub, LLC to TechnipFMC, making TechnipFMC US Merger Sub, LLC a wholly owned indirect subsidiary of TechnipFMC. TechnipFMC US Merger Sub, LLC will not conduct any business operations other than those incidental to its formation and in connection with the transactions contemplated by the Business Combination Agreement.

The principal executive offices of TechnipFMC US Merger Sub, LLC are located at 5875 N. Sam Houston Parkway W., Houston, Texas 77086, United States, and its telephone number at that address is +1 281 591 4000.

Key Risks related to Technip, FMCTI and TechnipFMC and its Industry

- Key risks relating to Technip, FMCTI and TechnipFMC and its industry are listed below:
- Risk Factors Relating to the Mergers
 - Completion of the Mergers is subject to certain conditions, some of which are outside of the parties' control, and if these conditions are not satisfied or waived, the Mergers will not be completed.
 - The Business Combination Agreement may be terminated if certain tax opinions are not received.
 - The Mergers will not be consummated until at least 21 days following the making of the Technip Merger Order and each of the parties will have limited rights to terminate the Business Combination Agreement during such period.

- Failure to complete the Mergers could negatively impact the stock price and the future business and financial results of FMCTI and Technip.
- The number of TechnipFMC Shares that Technip stockholders and FMCTI stockholders will receive respectively in the Technip Merger and the FMCTI Merger will be based on a fixed exchange ratio that will not be adjusted to reflect changes in the market value of Technip Shares or FMCTI Shares. Further, when Technip stockholders and FMCTI stockholders vote on the transactions contemplated in the Business Combination Agreement, they will not know the exact value of the TechnipFMC Shares that will be issued in connection with the Mergers. The value of the TechnipFMC Shares that Technip and FMCTI stockholders receive upon completion of the Mergers could vary based on changes in the market value of Technip Shares and FMCTI Shares
- The trading of TechnipFMC Shares after completion of the Mergers may cause the market price of TechnipFMC Shares to fall.
- The Business Combination Agreement contains provisions that restrict Technip's and FMCTI's ability to pursue alternatives to the Mergers and, in specified circumstances, could require Technip or FMCTI to pay the other party a termination fee of approximately \$250 million or reimburse the other party for reasonable fees and expenses.
- After the Mergers, stockholders of both companies will have a reduced ownership and voting interest in the combined company than they currently have and will exercise

Presentation of the Companies

less influence over management.

- Some of the conditions to the Mergers and termination rights may be waived by Technip or FMCTI without resoliciting Technip or FMCTI stockholder approval of the proposals approved by them.

- Technip and FMCTI may have difficulty attracting, motivating and retaining executives and other key employees due to uncertainty associated with the Mergers.

- Technip's and FMCTI's business relationships may be subject to disruption due to uncertainty associated with the Mergers.

- In order to complete the Mergers, Technip and FMCTI must make certain governmental filings and obtain certain governmental authorizations, and if such filings and authorizations are not made or granted or are granted with conditions, completion of the Mergers may be jeopardized or the anticipated benefits of the Mergers could be reduced.

- The respective opinions of Technip's and FMCTI's financial advisors will not reflect changes in circumstances between the signing of the MOU and completion of the Mergers.

- The ruling to be requested from the French tax authorities in connection with the Technip Merger could be revoked in the future.

- Creditors of Technip and holders of its outstanding debt capital markets instruments may bring an opposition proceeding against the Technip Merger which could be costly for TechnipFMC.

- Certain Technip stockholders will lose double voting rights if the Mergers are consummated.

- Risk Factors Relating to the Mergers That May Adversely Affect Holders of Technip Shares

- The IRS may not agree that the Technip Merger is a tax-free reorganization.

- Risk Factors Relating to the Combined Company Following Completion of the Mergers
 - The combined company may not realize the cost savings, synergies and other benefits that the parties expect to achieve from the Mergers.
 - Following completion of the Mergers, TechnipFMC may not be included in the S&P 500 or the CAC 40.
 - Technip and FMCTI will incur significant transaction and merger-related costs in connection with the Mergers.
 - Certain of the combined company's debt instruments will require it to comply with certain covenants.
 - The market price of TechnipFMC Shares after the Mergers may be affected by factors different from those that may currently affect the market price of Technip Shares and FMCTI Shares.
 - TechnipFMC Shares to be received by Technip stockholders and FMCTI stockholders as a result of the Mergers will have rights different from the Technip Shares and FMCTI Shares they hold prior to the Effective Times of the Mergers.

Presentation of the Companies

- The TechnipFMC Articles provide that the courts of England and Wales have exclusive jurisdiction to determine any and all disputes brought by a TechnipFMC stockholder (whether in its own name or in the name of TechnipFMC) against TechnipFMC and/or the TechnipFMC board of directors and/or any of the directors of TechnipFMC and it may be difficult to enforce judgements against TechnipFMC obtained in the U.S. or French courts.
- The combined company's inability to integrate recently acquired businesses or to successfully complete future acquisitions could limit its future growth or otherwise be disruptive to its ongoing business.
- The combined company's information technology systems may be vulnerable to hacker intrusion, malicious viruses and other cybercrime attacks, which may harm its business and expose the combined company to liability.
- The combined company will be exposed to significant risks in relation to compliance with anti-corruption laws and regulations and economic sanctions programs.
- The IRS may not agree with the conclusion that TechnipFMC should be treated as a foreign corporation for U.S. federal tax purposes.
- It is uncertain whether Section 7874 will impose an excise tax on gain recognized by certain individuals.
- Future changes to U.S. and foreign tax laws could adversely affect TechnipFMC.
- U.S. tax laws and/or IRS guidance could affect TechnipFMC's ability to engage in certain acquisition strategies and certain internal restructurings.
- Recent IRS proposed regulations and/or changes in laws or treaties could adversely affect the TechnipFMC group.
- TechnipFMC may not qualify for benefits under the tax treaties entered into between the United Kingdom and other countries.

- The effective tax rate that will apply to TechnipFMC is uncertain and may vary from expectations.
- TechnipFMC and its subsidiaries will be subject to tax laws of numerous jurisdictions, and the interpretation of those laws is subject to challenge by the relevant governmental authorities.
- French tax authorities may seek to treat TechnipFMC as tax resident in France.
- TechnipFMC intends to operate so as to be treated exclusively as a resident of the United Kingdom for tax purposes, but the relevant tax authorities may treat it as also being a resident of another jurisdiction for tax purposes.
- As an English public limited company, certain capital structure decisions may require stockholder approval which may limit TechnipFMC's flexibility to manage its capital structure.
- English law will require that TechnipFMC meet certain additional financial requirements before it declares dividends or repurchases shares following the Mergers.
- Transfers of TechnipFMC Shares may be subject to U.K. stamp duty or U.K. stamp duty reserve tax ("SDRT"), which could potentially increase the cost of dealing in TechnipFMC Shares as compared to Technip or FMCTI Shares.

Presentation of the Companies

- DTC and Euroclear Paris may not accept TechnipFMC Shares for deposit and clearing within their facilities or may cease to act as depository and clearing agencies for TechnipFMC Shares.

- TechnipFMC's actual financial positions and results of operations may differ materially from the unaudited pro forma financial data included in this Information Document.

- The financial analyses and projections considered by FMCTI, Technip and their respective financial advisors may not be realized.

- The combined company is exposed to foreign currency exchange risk.

- The level of any dividend paid in respect of TechnipFMC Shares is subject to a number of factors, and there can be no assurance that TechnipFMC will pay dividends at the payout expected by the market level or at all.

- Stockholders could be diluted in the future, which could also adversely affect the market price of TechnipFMC Shares.

- The results of the United Kingdom's referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and the business of the combined company, which could materially reduce the value of the TechnipFMC Shares.

- TechnipFMC Shares will trade in Euros and in U.S. dollars.

- Any future TechnipFMC dividends would be declared in U.S. dollars.

- Risk Factors Relating to Technip's Business

- Technip is party to contracts that expose it to material risks, which could cause Technip to incur losses on its projects.

- Unforeseen additional costs could reduce Technip's margin on lump sum contracts.
- New capital asset construction projects for vessels and plants are subject to risks, including delays and cost overruns, which could have a material adverse effect on Technip's financial condition and results of operations.
- Technip faces risks relating to subcontractors, suppliers and customers.
- Technip depends on third-party IP providers.
- Equipment or mechanical failure could impact project costs and negatively impact Technip's financial results.
- Technip's operations could be impacted by terrorist acts, uprisings, wars or social unrest, whether nationally or internationally, and by the consequences of such events. Furthermore, a number of projects are located in countries where political, economic and social instability could disrupt Technip's operations.
- Technip's operations may cause harm to persons and assets, which could damage Technip's reputation or cause it to incur substantial costs.
- Technip depends on the functioning of its information systems, which may not function or be subject to attack.
- Technip may become the target of fraudulent acts.

Presentation of the Companies

- The success of joint ventures or consortia in which Technip participates depends on the satisfactory performance of its partners' obligations.
- Technip has made, and may continue to make, certain acquisitions, the impact of which may be less favorable than anticipated, or may affect its financial position or prospects.
- Technip may not be able to retain its key personnel or attract the qualified employees it may need to maintain and develop its know-how.
- Technological progress may render the technologies used by Technip obsolete.
- Increasing competitive pressure may continue to drive prices and could result in fewer contracts meeting Technip's margin criteria.
- A financial or economic crisis may impact the market for loans, letters of credit, bank guarantees and other guarantees necessary to Technip's operations.
- The decrease in available export credits and bank loans may render the financing of certain projects more difficult for Technip's clients.
- A reduction in investment in the oil industry could cause Technip's projects to be postponed or cancelled, which could negatively affect Technip's revenues and profits.
- Technip's operations may suffer from adverse weather conditions.
- Technip's current or former facilities are subject to environmental protection and industrial risk prevention regulations.
- Climate change may adversely impact Technip's operations and income.

- Technip could be held responsible for occupational diseases of its employees.
- Stricter regulations regarding national content and social standards may expose Technip to higher costs, liability and reputational damage.
- Pirates endanger Technip's maritime employees and assets.
- Technip's employees and operators are subject to air travel risks.
- Changes in laws or regulations may have a negative impact on Technip's business.
- Changes in tax regulations or interpretations may negatively affect Technip's tax position.
- Technip may fail to effectively protect its intellectual property, resulting in a loss of its competitive advantage and revenues.
- Technip may be involved in costly and burdensome legal proceedings with clients, partners, subcontractors, employees and tax or regulatory authorities.
- Technip faces risks relating to the expected exit of the United Kingdom from the European Union.
- Technip's prior work in Iran related to certain past projects may be subject to U.S. sanctions, which could have an adverse impact on its business.
- Technip is exposed to credit/counter-party risk.
- Technip is exposed to liquidity risk.

Presentation of the Companies

- Technip is exposed to currency risk, interest rate risk, commodity risk and other market risks.

- Technip's insurance coverage may prove inadequate.

- Technip's risk management policies and procedures may fail.

- Risk Factors Relating to FMCTI's Business

- Demand for FMCTI's products and services depends on oil and gas industry activity and expenditure levels, which are directly affected by trends in the demand for and price of crude oil and natural gas.

- Disruptions in the political, regulatory, economic and social conditions of the countries in which FMCTI conducts business could adversely affect its business or results of operations.

- The industries in which FMCTI operates or has operated exposes it to potential liabilities arising out of the installation or use of its products that could adversely affect its financial condition.

- FMCTI's operations require it to comply with numerous U.S. and international regulations, violations of which could have a material adverse effect on its financial condition, results of operations or cash flows.

- Compliance with environmental laws and regulations may adversely affect FMCTI's business and results of operations.

- FMCTI may lose money on fixed-price contracts.

- Disruptions in the timely delivery of FMCTI's backlog could affect its future sales, profitability, and its relationships with its customers.

- Due to the types of contracts FMCTI enters into, the cumulative loss of several major contracts or alliances may have an adverse effect on its results of operations.
- Increased costs of raw materials and other components may result in increased operating expenses and adversely affect FMCTI's results of operations or cash flows.
- A failure of FMCTI's information technology infrastructure could adversely impact its business and results of operations.
- FMCTI's success depends on its ability to implement new technologies and services.
- Uninsured claims and litigation against FMCTI, including intellectual property litigation, could adversely impact FMCTI's financial condition, results of operations or cash flows.
- A deterioration in future expected profitability or cash flows could result in an impairment of FMCTI's recorded goodwill.
- A downgrade in FMCTI's debt rating could restrict its ability to access the capital markets.
- FMCTI's industry is undergoing consolidation that may impact its results of operations.
- FMCTI's businesses are dependent on the continuing services of certain of its key managers and employees.

Presentation of the Companies

The main risks related to the TechnipFMC Shares are the following:

- No trading market currently exists for TechnipFMC Shares.

Key Risks Related to the Shares

- There has been no prior public market for TechnipFMC Shares, and the market price of TechnipFMC Shares may be volatile.

- TechnipFMC's maintenance of two exchange listings may adversely affect liquidity in the market for TechnipFMC Shares and result in pricing differentials of TechnipFMC Shares between the two exchanges.

The unaudited pro forma condensed combined financial information, which we refer to as the pro forma financial statements, give effect to the Mergers to be accounted for under the acquisition method of accounting in accordance with International Financial Reporting Standard 3 "Business Combinations" ("IFRS 3"), with Technip identified as the accounting acquirer.

The unaudited pro forma condensed combined statements of income have been prepared to give effect to the Mergers as if they had been completed on January 1, 2015. The unaudited pro forma condensed combined statement of financial position has been prepared to give effect to the Mergers as if they had been completed on June 30, 2016.

Key Pro Forma Financial Information

The unaudited pro forma condensed combined financial statements are based on the historical consolidated financial position and results of operations of Technip and FMCTI. The unaudited pro condensed combined form financial statements should be read in conjunction with the information contained in the sections entitled "*The Mergers*," "*Selected Historical Consolidated Financial Data For Technip*" and "*Selected Historical Consolidated Financial Data For FMCTI*" of this Information Document, the section "*Management's Discussion And Analysis Of Financial Condition And Results Of Operations Of Technip*" included in the Registration Statement and the historical consolidated financial statements and related notes appearing elsewhere, or incorporated within, this Information Document.

The unaudited pro forma condensed combined information, which has been produced for illustrative purposes only, by its nature addresses a hypothetical situation and therefore does not represent the combined company's actual financial position or results.

As of
and for
the six
months
ended
June 30,
2015

As of and for
the
year ended
December 31,
2015

| | 2016 | |
|---|---|----------------------|
| | (In millions of U.S. dollars, except per share data) | |
| Revenues | 7,145.0 | 17,865.5 |
| Gross Margin | 1,255.1 | 2,886.1 |
| Operating Income / (Loss) from Recurring Activities After Income / (Loss) of Equity Affiliates | 544.8 | 1,367.8 |
| Net income/(Loss) for the year | 241.4 | 167.9 |
| Basic Earnings per Share | 0.52 | 0.33 |
| Diluted Earnings per Share | 0.52 | 0.32 |
| Total equity attributable to Shareholders of the Parent Company | 12,440.5 | <i>not disclosed</i> |
| Cash and Cash equivalents | 4,025.3 | <i>not disclosed</i> |
| Order intake | 3,900.9 | 13,149.5 |
| Backlog | 18,411.5 | 22,831.1 |

Main Characteristics of the Technip Merger

The Business Combination Agreement provides for two mergers, which will occur in immediate succession:

The Mergers

- The merger of Technip with and into TechnipFMC in a cross-border merger by absorption, within the meaning of the Directive 2005/56/EC of the European Parliament and the Council of October 26, 2005 on cross-border mergers of limited liability companies, with TechnipFMC as the surviving entity, the Technip Merger; and

Reasons for and Objectives of the Mergers

- The merger of TechnipFMC US Merger Sub, LLC, a Delaware limited liability company and, at the relevant time, a wholly-owned indirect subsidiary of TechnipFMC, with and into FMCTI, with FMCTI surviving as a wholly-owned indirect subsidiary of TechnipFMC, the FMCTI Merger.

TechnipFMC will combine Technip's innovative systems and solutions, state of the art assets, engineering strengths and project management capabilities with FMCTI's leading technology, manufacturing and service capabilities. Together, TechnipFMC will engage with customers earlier in the development process to design, deliver and install more comprehensive solutions, redefining the production and transformation of hydrocarbons.

The combined company allows for a simplified, go-to-market strategy that spans from individual products or services to fully integrated solutions. With a single interface to ensure seamless execution, the combined company will significantly reduce the cost of development for customers for both new and existing fields.

The combined company will leverage both FMCTI's and Technip's competencies to accelerate technology innovation, integrate and improve project execution and reduce costs for customers. It will expand on competencies in digital life-of-field and data management services to reduce maintenance and enhance production.

The combined company expects its global reach, flexibility, advanced engineering capabilities, and distinctive technologies and competencies will position it as a global industry leader. Bringing together the two companies' common cultures, talented employees and customer portfolios is also expected to drive profitable growth and value creation.

TechnipFMC expects to achieve pretax cost synergies of approximately \$200 million in 2018, and of at least \$400 million in 2019 and thereafter. These cost synergies are in addition to the cost saving to be delivered through the plans that the two companies have separately announced previously. The cost synergies are primarily related to supply chain efficiencies, real estate, infrastructure optimization and other corporate and organizational efficiencies. In

addition, revenue synergies are expected to be achieved from the integrated subsea project execution model.

At the Technip Merger Effective Time, all of the assets and liabilities (including all property and rights) of Technip shall be legally transferred to TechnipFMC. These assets and liabilities are indicated as of 31 December 2015 in the Technip individual accounts prepared in accordance with French GAAP.

On the basis of the Estimated Technip Balance Sheet under French GAAP, the provisional net book value of the transferred assets is estimated at €5,752.2 million and the provisional net book value of the assumed liabilities is estimated at €2,794.2 million, *i.e.* provisional net assets estimated at €2.662.2 million, after applying a 10% discount.

**Values of the Assets
Legally Transferred
as part of the
Technip Merger**

The final net book value of the assets and liabilities legally transferred to TechnipFMC and, as a consequence, the resulting net asset value contributed, will be determined based on the final accounts of Technip as of the Technip Merger Effective Time, which will be approved by the board of directors of TechnipFMC within three months after the Technip Merger Effective Time (the “Definitive Technip Accounts”). The Definitive Technip Accounts will be prepared in accordance with French GAAP.

From an accounting perspective, there is no transfer to TechnipFMC of the assets and liabilities of Technip. On the contrary, from an accounting perspective, the assets and liabilities of TechnipFMC will be transferred to Technip since the accounting under IFRS for the Technip Merger reverses the legal transaction and therefore the individual accounts of TechnipFMC will reflect the historical carrying values determined in accordance with IFRS of Technip’s assets and liabilities.

**Technip Exchange
Ratio**

At the Technip Merger Effective Time, each Technip Share, other than (i) Technip Shares held in treasury by Technip or (ii) otherwise owned by Technip or its direct or indirect wholly owned subsidiaries (the “Technip Excluded Shares”), will be exchanged for 2.00 TechnipFMC Shares (the “Technip Exchange Ratio”).

Main Characteristics of the Technip Merger

In addition, at the FMCTI Merger Effective Time each FMCTI Share, other than FMCTI Shares held in the treasury of FMCTI or owned by TechnipFMC, TechnipFMC US Merger Sub, LLC or any direct or indirect wholly owned subsidiaries of FMCTI, but not including any FMCTI Shares that are held in a grantor trust for the benefit of FMCTI service providers, will be exchanged for 1.00 TechnipFMC Share (the “FMCTI Exchange Ratio”).

Assessment of the Technip Exchange Ratio

Based on the respective capitalization of Technip and FMCTI as of the date the parties entered into the MOU, immediately following consummation of the Mergers, it is expected that former Technip stockholders will own approximately 50.9% of TechnipFMC and former FMCTI stockholders will own approximately 49.1% of TechnipFMC, on a fully diluted basis.

Given the negligibility of the fair value of TechnipFMC (prior to the Mergers) compared to the respective fair values of Technip and FMCTI, the Technip Exchange Ratio was fixed taking into account (i) the FMCTI Exchange Ratio (together with the Technip Exchange Ratio, the “Exchange Ratios”) and (ii) the respective fair values of Technip and FMCTI.

While the Exchange Ratios are the result of a negotiation between Technip and FMCTI, they are underpinned by multiple factors weighted by the boards of directors of Technip and FMCTI including a multi-criteria approach based on customary and appropriate valuation methodologies for the contemplated transaction.

The financial analyses considered by Technip’s board of directors took into account the oil field services industry specificities as well as Technip and FMCTI intrinsic characteristics including the different intrinsic natures of the businesses and the relative risks of the business cash flows and mainly include, among others, the following valuation methodologies:

- Historical exchange ratio: review of the relative market capitalizations of Technip and FMCTI and of weighted historical average prices over various periods, both in the short- and long-term, until the date of approval of the execution of the MOU;
- Spot exchange ratio: this ratio was crosschecked with implied short- and long-term trading multiples of both companies vs. a universe of comparable companies;
- Financial Contribution Analysis: analysis of the implied equity contribution of Technip and FMCTI to the pro forma combined company using specific historical and estimated future financial metrics for Technip and FMCTI; and

- Discounted Cash Flow Analysis: comparison of the equity value derived for each of Technip and FMCTI based on the actualization of respective projected free cash flows and terminal value; then computation of the implied relative equity contribution to the pro forma combined company based on resulting discounted cash flow analyses.

For each of the analyses, value creation for shareholders and benefits of potential synergies were also taken into account.

The Technip Exchange Ratio provides for the issuance of 2.00 TechnipFMC Shares in exchange for 1.00 Technip Share, other than Technip Excluded Shares. The Technip Exchange Ratio and is not subject to any adjustment thereafter.

Consideration for the Assets Transferred as part of the Technip Merger

At the Technip Merger Effective Time and by virtue of the Technip Merger, all outstanding Technip Shares held immediately prior to the Technip Merger Effective Time will be cancelled by operation of law and, in exchange thereof, TechnipFMC shall allot and issue TechnipFMC Shares credited as fully paid to the relevant centralized clearing system or settlement system to the benefit of Technip stockholders, on the basis of the Technip Exchange Ratio and otherwise on the terms and conditions set out in this Merger Agreement and the Business Combination Agreement.

Main Characteristics of the Technip Merger

The excess of (a) the final net asset value over (b) the nominal value of the TechnipFMC Shares will constitute a merger premium.

For information purposes only, based on the Provisional Net Asset Value and the number of shares of Technip as of 31 August 2016 (122,336,890) excluding Technip Excluded Shares as of the date of 31 August 2016 (1,563,359), (i.e. 120,773,531), TechnipFMC would allot and issue 241,547,062 TechnipFMC Shares at the Technip Merger Effective Time, representing a share capital increase of \$241,547,062 and leading to a merger premium of €2,447 million using a €/€ exchange rate of €1/\$1.121.

If the final net asset value as at the Technip Merger Effective Time is higher than the Provisional Net Asset Value, the merger premium will be increased by an amount equal to such difference. Such adjustment will not impact the number of TechnipFMC Shares allocated in exchange of Technip Shares in connection with the Technip Merger.

Merger Premium or “Merger Reserve”

If the final net asset value as at the Technip Merger Effective Time is lower than the Provisional Net Asset Value, the merger premium will be reduced by an amount equal to such difference. Such adjustment will not impact the number of TechnipFMC Shares allocated in exchange of Technip Shares in connection with the Technip Merger.

The merger premium arises as the assets and liabilities of Technip will be recorded at an amount greater than the nominal value of the TechnipFMC Shares. This merger premium will be described as a “merger reserve” or “other reserve” in TechnipFMC’s accounts and will not be available for distribution. It is anticipated that, following the Technip Merger Effective Time, TechnipFMC will capitalize such reserve by the allotment by TechnipFMC of a bonus share, which will be paid using such reserve, such that the amount of such reserve, so applied, less the nominal value of the bonus share, would be applied as share premium and accrue to TechnipFMC’s share premium account. Following such capitalisation, it is anticipated that TechnipFMC will seek to effect a reduction of share capital in order to create distributable profits to support the payment of possible future dividends or future share repurchases.

As the date of this Information Document, 100% of the share capital of TechnipFMC is held by FMCTI.

Allocation of Share Capital as a Result of the Mergers

As of September 30, 2016, to Technip’s knowledge, the breakdown of ownership of Technip’s share capital and voting rights is as follows:

| | % of Share Capital | % of Voting Rights |
|--|---------------------------|---------------------------|
| Bpifrance Participations | 6.16% | 10.24% |
| Franklin Resources Inc. ⁽¹⁾ | 4.22% | 3.93% |
| Blackrock Inc. | 3.94% | 3.67% |

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| | | |
|---------------------------------------|----------------|----------------|
| Oppenheimer Funds Inc. ⁽²⁾ | 5.04% | 4.69% |
| J.P. Morgan Chase and Company | 4.93% | 4.59% |
| Deutsche Bank AG | 3.46% | 3.22% |
| State Street Corporation | 2.94% | 2.74% |
| The Vanguard Group, Inc. | 2.34% | 2.18% |
| IFP Énergies nouvelles | 2.31% | 4.31% |
| Group Employees | 2.75% | 3.51% |
| Treasury Shares | 2.54% | 0.00% |
| Other | 59.37% | 56.92% |
| Total | 100.00% | 100.00% |

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Main Characteristics of the Technip Merger

(1) On October 10, 2016, Franklin Resources Inc., acting on behalf of its clients and funds under management informed Technip that, as of October 12, 2016, it holds 3.99% of Technip share capital and 3.62% of Technip voting rights.

(2) On October 12, 2016, Oppenheimer Funds Inc., acting on behalf of its clients and funds under management informed the AMF that, as of October 6, 2016, it holds 5.04% of Technip share capital and 4.58% of Technip voting rights.

At the Technip Merger Effective Time, none of the TechnipFMC stockholders will benefit from double voting rights following completion of the Mergers, even if (i) they were entitled to double voting rights as Technip stockholders and (ii) they hold their shares for at least two years or any other period of time, as the TechnipFMC Articles do not contain any provision establishing or grandfathering double voting rights.

As of June 30, 2016, to FMCTI’s knowledge, the breakdown of ownership of FMCTI’s outstanding shares and voting rights is as follows:

| | % of Outstanding Shares and Voting Rights |
|--|--|
| The Vanguard Group, Inc. | 9.45% |
| First Eagle Investment Management, LLC | 6.97% |
| State Street Corporation | 5.73% |
| BlackRock, Inc. | 4.65% |
| Other | 73.20% |
| Total | 100.00% |

At the Technip Merger Effective Time, each Technip Share, other than (i) Technip Shares held in treasury by Technip or (ii) otherwise owned by Technip or its direct or indirect wholly owned subsidiaries, will be exchanged for 2.00 TechnipFMC Shares.

In addition, at the FMCTI Merger Effective Time each FMCTI Share, other than FMCTI Shares held in the treasury of FMCTI or owned by TechnipFMC, TechnipFMC US Merger Sub, LLC or any direct or indirect wholly owned subsidiaries of FMCTI, but not including any FMCTI Shares that are held in a grantor trust for the benefit of FMCTI service providers, will be exchanged for 1.00 TechnipFMC Share.

**Request for
Admission to
Trading**

Admission of all the shares to comprise the share capital of TechnipFMC after completion of the Mergers on Euronext Paris will be requested.

The conditions for the listing of the TechnipFMC Shares will be set by Euronext in a notice to be released no later than on the first day of trading of such shares.

Upon the opening of business on the first trading day after the Technip Merger Effective Time, TechnipFMC Shares will be traded on the listing line “FTI”.

The TechnipFMC Shares will be registered for issuance with the SEC and an application will also be made for the TechnipFMC Shares to be listed and traded on the NYSE.

The obligations of the parties to consummate the Mergers, including the obligation of the parties to appear before the English Court to obtain the Technip Merger Order, are subject to the satisfaction or waiver by the

**Conditions
Precedents**

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Main Characteristics of the Technip Merger

Applicable to the Mergers parties of the following conditions at or prior to the making of the Technip Merger Order at the English Court:

- the FMCTI stockholders' approval and the Technip stockholders' approval (including the approval of the removal of the double voting rights by the stockholders of Technip entitled to double voting rights);

- the TechnipFMC Shares issuable in the Mergers shall have been authorized for listing on the NYSE and Euronext Paris, subject to official notice of issuance, and no governmental entity or self-regulatory organization shall have indicated in writing to any party that the TechnipFMC Shares will not be admitted to listing on the NYSE and Euronext Paris;

- no governmental entity of competent jurisdiction shall have enacted, issued, promulgated, enforced or entered any law which is in effect and prohibits or makes illegal consummation of the transactions contemplated by the Business Combination Agreement in accordance with its terms;

- the Registration Statement shall have been declared effective by the SEC under the Securities Act, and shall not be the subject of any stop order which is in effect suspending the effectiveness of the Registration Statement or any proceedings for that purpose;

- all necessary approvals and consents of a competent regulator in the United Kingdom and/or France with respect to the Admission Prospectus shall have been obtained, and a "passport visa" with respect thereto shall have been granted by the relevant jurisdictions of the European Economic Area;

- certain competition approvals designated by the parties shall have been obtained or any waiting periods thereunder shall have expired or been terminated;

- all actions necessary to cause each of the Mergers to become effective (other than such actions that by their nature are to be taken at or after the Technip Merger Effective Time) shall have been taken by the parties;

- the 30-day objection period for Technip's creditors in France shall have expired or have been earlier terminated in accordance with applicable French law;

- all required pre-merger certificates shall have been issued;

- certain preliminary transactions shall have been completed; and

- clearances from each of CFIUS and MINEFI shall have been obtained.

FMCTI and Technip received early termination of the waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”) on June 24, 2016, which concluded the U.S. antitrust review. The U.S. Committee on Foreign Investment in the United States (“CFIUS”) determined on October 7, 2016 that there are no unresolved national security concerns with respect to the Mergers, and has concluded all actions under Section 721 of the Defense Protection Act of 1950 (as amended, the “DPA”) with respect to the Mergers. The Mergers have been authorized on October 24, 2016 by the MINEFI pursuant to articles L. 151-3 et seq. of the French Monetary and Financial Code relating to foreign investments in France. FMCTI and Technip have also received unconditional clearances from the competition authorities in India, Russia, Turkey and Mexico. FMCTI and Technip have completed, or will complete, the filing of applications and notifications to obtain the other required regulatory approvals.

The obligations of TechnipFMC and FMCTI to consummate the Mergers, including the obligations of TechnipFMC to appear before the English Court to obtain the Technip Merger Order, are subject to the satisfaction or waiver by TechnipFMC and FMCTI of each of the following additional conditions:

- certain representations and warranties of Technip set forth in the Business Combination Agreement relating to the amount, authorization and ownership of the share capital of Technip shall be true and correct (except for de minimis inaccuracies) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date);

Main Characteristics of the Technip Merger

- certain representations and warranties of Technip set forth in the Business Combination Agreement relating to organization, good standing and qualification, corporate authority and brokers shall be true and correct in all material respects as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date);

- each of the other representations and warranties of Technip set forth in the Business Combination Agreement shall be true and correct (disregarding all qualifications or limitations as to “material,” “Material Adverse Effect” (as defined in the section entitled “The Business Combination Agreement—Representations and Warranties” of this Information Document) and words of similar import set forth therein) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date), except, for purposes of this condition, where the failure of such representations and warranties to be so true and correct has not had and would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect (disregarding clause (b) of the definition of “Material Adverse Effect”) on Technip or, following the consummation of the transactions contemplated by the Business Combination Agreement, TechnipFMC;

- Technip shall, in all material respects, have performed and complied with all obligations required to be performed or complied with by it under the MOU and the Business Combination Agreement;

- at any time after the date of the MOU there shall not have occurred and be continuing any effect that, individually or in the aggregate (i) has had or would reasonably be expected to have a Material Adverse Effect on Technip or (ii) has had or would reasonably be expected to have a Material Adverse Effect on TechnipFMC following the FMCTI Merger Effective Time; provided, however, for purposes of clause (ii), no effect resulting from FMCTI or any of its subsidiaries or joint ventures (to the extent attributable to FMCTI or any of its subsidiaries or joint ventures) shall be considered in determining whether a Material Adverse Effect on TechnipFMC has occurred or would be reasonably likely to occur and, provided, further, for purposes of this condition, clause (b) of the definition of Material Adverse Effect shall not be considered in determining whether a Material Adverse Effect has occurred or would reasonably be expected to occur; and

- FMCTI shall have received a certificate dated as of the Closing Date executed by a duly authorized officer of Technip as to the satisfaction of the conditions set forth above.

The obligations of Technip to consummate the Mergers, including the obligations of Technip to appear before the English Court to obtain the Technip Merger Order are subject to the satisfaction or waiver by Technip of the following additional conditions:

- certain representations and warranties of FMCTI relating to business activities of TechnipFMC and certain transactions entities and the amount, authorization and ownership of the share capital of FMCTI and TechnipFMC shall be true and correct (except for de minimis inaccuracies) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date);

- certain representations and warranties of FMCTI relating to organization, good standing and qualification, due authorization of the share capital of TechnipFMC, corporate authority and brokers shall be true and correct in all material respects as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and

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Main Characteristics of the Technip Merger

correct as of such earlier date);

- each of the other representations and warranties of FMCTI and TechnipFMC set forth in the Business Combination Agreement shall be true and correct (disregarding all qualifications or limitations as to “material,” “Material Adverse Effect” and words of similar import set forth therein) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date), except, for purposes of this condition, where the failure of such representations and warranties to be so true and correct has not had and would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect (disregarding, for purposes of this condition, clause (b) of the definition of “Material Adverse Effect”) on FMCTI or, following the consummation of the transactions contemplated by the Business Combination Agreement, TechnipFMC;

- FMCTI and TechnipFMC shall, in all material respects, have performed and complied with all obligations required to be performed or complied with by them under the MOU and the Business Combination Agreement;

- at any time after the date of the MOU there shall not have occurred and be continuing any effect that, individually or in the aggregate, (i) has had or would reasonably be expected to have a Material Adverse Effect on FMCTI or (ii) has had or would reasonably be expected to have a Material Adverse Effect on TechnipFMC following the FMCTI Merger Effective Time; provided, however, for purposes of this clause (ii), no effect resulting from Technip or any of its subsidiaries or joint ventures (to the extent attributable to Technip or any of its subsidiaries or joint ventures) shall be considered in determining whether a Material Adverse Effect on TechnipFMC has occurred or would be reasonably likely to occur and, provided, further, for purposes of this condition, clause (b) of the definition of Material Adverse Effect shall not be considered in determining whether a Material Adverse Effect has occurred or would reasonably be expected to occur;

- Technip shall have received a certificate dated as of the Closing Date executed by duly authorized officers of FMCTI and TechnipFMC as to the satisfaction of the conditions set forth above; and

- Technip shall have received the opinion of Darrois Villey Maillot Brochier (A.A.R.P.I.) as of the Closing Date to the effect that the Technip Merger will qualify for the intended French tax treatment contemplated by the Business Combination Agreement. Absent delivery of a ruling from the French tax authorities (the “French Tax Ruling”) in accordance with Articles 210 B-3, 210 C-2 and 1649 nonies of the French Tax Code (Code général des

impôts) to ensure that the Technip Merger benefits from the favorable corporate income tax merger regime set forth in Article 210-A of the French Tax Code, Darrois Villey Maillot Brochier (A.A.R.P.I.) will not provide any opinion on the application of Article 210-A of the French Tax Code.

Effective Date of the Technip Merger for Accounting and Tax Purposes

The effective date of the Technip Merger for accounting purposes is the Technip Merger Effective Time. TechnipFMC has elected to report under IFRS according to which the Technip Merger is to be accounted for as if Technip was the transferee company so that the IFRS individual accounts of TechnipFMC will reflect the results of Technip preceding the Technip Merger Effective Time as if TechnipFMC's IFRS individual accounts were a continuation of Technip's individual accounts. Accordingly, the assets and liabilities, revenues and expenses of Technip will be recorded in the individual accounts of TechnipFMC at their historical carrying amounts in the individual accounts of Technip prepared in accordance with IFRS since TechnipFMC is the continuation of Technip for accounting purposes. As required by IFRS, comparative financial information will be presented and as a consequence, the assets and liabilities, revenues and expenses of Technip will be recorded as from the opening date of the earliest comparative period presented in the first individual accounts of TechnipFMC prepared following the completion of the Technip Merger (such opening date being 1 January 2016 assuming (i) the Technip Merger Effective Time is in 2017 and (ii) TechnipFMC chooses to draw-up only

Main Characteristics of the Technip Merger

one year of comparative financial information which is the minimum comparative information required to comply with IFRS).

The book value of the net assets of Technip will be recorded in TechnipFMC's individual accounts and translated into the presentation currency of TechnipFMC, being U.S. dollars.

For French tax purposes, TechnipFMC and Technip intend to give the Technip Merger a retroactive effect as from 1 January 2017. As a consequence, all transactions conducted by Technip from that date will be considered for French income tax purposes as having been conducted by TechnipFMC and will be reported as such.

**Conclusions of the
Merger Appraisers on the
Consideration for the
Contributions**

“This merger of the two groups is a medium-term strategic transaction, aimed at providing an offer that accelerates growth in the current context of a market at the bottom of the investment cycle due to the fall in oil prices. The aim is to immediately respond to the needs of oil companies in order to accelerate recovery then growth once the market has started to pick up again, such pick-up being expected to start in 2018 and then accelerate in 2019/2020.

The two parties have negotiated the financial terms and conditions of the merger and the governance of the new group at arm's length, which reflect the agreement of a merger of equals.

The parity of 2 TechnipFMC shares for 1 Technip share retained will indeed lead to shareholders of Technip and of FMC Technologies, Inc. respectively holding approximately 51% and 49% of the new entity.

We have the following comments on these financial terms and conditions:

- the exchange ratio falls within a fairly wide range based on the relevant criteria implemented;

- the parity reflects the respective values of the two companies determined on the basis of their respective stock market prices, which are the structural externalization of several very different multiples, which can be explained by the differences between their activity profiles and by the risk perceived by the market;

- the intrinsic analysis provided by the DCF method or the direct comparison of performance aggregates lead to highly variable parities within the multi-criteria approach, the parity adopted is close to the DCF criteria, stock market prices and the multiples approach.

We believe that these criteria provide a relevant reflection of the key characteristics of the two groups considered.

Due to gap between valuation multiple, the Transaction may lead to a dilution of the profits per share for the Technip shareholder.

We believe that this observation does not undermine the fairness of the exchange ratio adopted, as the two groups of shareholders may benefit from an improvement in the valuation multiples due to the combined profile of the new group.

In addition, the analyses of synergies carried out only identified cost savings. Any revenue synergies could also contribute to a significant improvement in the future results of the new entity.

On the sole basis of the costs synergies as identified and quantified by management of the two companies, the Operation would be accretive in terms of earnings per share starting 2018 for the two groups of shareholders.

In conclusion, we consider that the exchange ratio of 2 TechnipFMC shares for 1 Technip share is fair for the two groups of shareholders.”

1. RISK FACTORS

Investors should carefully consider the risks described below, as well as the other information included in or incorporated by reference into this Information Document. The business of the combined company, as well as the respective businesses of Technip and FMCTI, as well as their respective financial condition or results of operations, could be materially adversely affected by any of these risks.

1.1. Risk Factors Relating to the Mergers

Completion of the Mergers is subject to certain conditions, some of which are outside of the parties' control, and if these conditions are not satisfied or waived, the Mergers will not be completed.

Closing of the Mergers is subject to certain conditions, including (i) Technip stockholders approvals (including the approval of Technip's double voting rights stockholders), (ii) FMCTI stockholders approval, (iii) clearance from the competition authorities in the areas where the companies operate, (iv) the absence of any law, injunction, order or other judgment prohibiting the Mergers, (v) approval of the Admission Prospectus with respect to the TechnipFMC Shares, (vi) NYSE and Euronext Paris listing approvals for the TechnipFMC Shares, (vii) the expiration of a 30-day Technip creditor opposing period, (viii) subject to certain materiality exceptions, the accuracy of the other party's representations and warranties in the Business Combination Agreement and performance by the other party of its obligations under the Business Combination Agreement, (ix) clearance from other regulatory authorities, and (x) delivery of pre-merger compliance certificate to the English Court and the Registrar of Companies in Paris. For a description of the Business Combination Agreement, see the section entitled "*Summary of the Business Combination Agreement*" of this Information Document.

The requirement to satisfy the foregoing conditions could delay completion of the Mergers for a significant period of time or prevent it from occurring. Any delay in completing the Mergers could cause the combined company not to realize some or all of the benefits that the parties expect the combined company to achieve if the Mergers are successfully completed within the expected timeframe. Further, there can be no assurance that the conditions to the closing of the Mergers will be satisfied or, so far as applicable, waived or that the Mergers will be completed.

In addition, if the Mergers are not completed on or before July 18, 2017 (subject to certain extension rights), either Technip or FMCTI may choose not to proceed with the Mergers. FMCTI and Technip may also terminate the Business Combination Agreement under certain specified circumstances, including, among others, in order to enter into an agreement with respect to a proposal that is determined by the FMCTI board of directors, in the case of a proposal to FMCTI, or the Technip board of directors, in the case of a proposal to Technip, to be superior to the Business Combination Agreement, subject to the terms and conditions of the Business Combination Agreement (including a requirement to negotiate in good faith with the other party for a specified period of time after receipt of such proposal to the extent the other party requests).

The Business Combination Agreement may be terminated if certain tax opinions are not received.

Pursuant to the Business Combination Agreement, each of FMCTI and Technip may terminate the transactions contemplated by the Business Combination Agreement prior to the Technip Merger Effective Time if either FMCTI has not received from Latham & Watkins LLP or Technip has not received from Davis Polk & Wardwell LLP an opinion to the effect that Section 7874 (as defined in the section entitled “*The IRS may not agree with the conclusion that TechnipFMC should be treated as a foreign corporation for U.S. federal tax purposes*” of this Information Document) should not apply in such a manner so as to cause TechnipFMC to be treated as a U.S. domestic corporation for U.S. federal income tax purposes as a result of the transactions contemplated by the Business Combination Agreement. The underlying facts as of the Technip Merger Effective Time may cause counsel to be unable to render the opinions which are the subject of the termination right, including as a result of fluctuations in the value of FMCTI Shares or Technip Shares, the value of certain assets held then by Technip or the amount of liabilities assumed in the Technip Merger. In addition, there may be changes in law (including IRS guidance) that may cause either counsel to be unable to render such opinions.

The Mergers will not be consummated until at least 21 days following the making of the Technip Merger Order and each of the parties will have limited rights to terminate the Business Combination Agreement during such period.

Under applicable U.K. regulations, the Technip Merger cannot become effective until a period of at least 21 days has elapsed following the issuance of the Technip Merger Order. To obtain the Technip Merger Order, each of TechnipFMC and Technip must appear at a hearing of the English Court, request the order pursuant to the U.K. Merger Regulations and affirm that all closing conditions under the Business Combination Agreement have been satisfied or waived (other than those that by their nature cannot be satisfied until consummation of the Mergers). During the minimum 21-day period preceding the Technip Merger Effective Time, each of the parties will have limited rights to terminate the Business Combination Agreement and to seek to terminate the effectiveness of the Technip Merger Order (and may be required to consummate the Mergers), notwithstanding the occurrence of circumstances that might otherwise cause certain closing conditions under the Business Combination Agreement to not be satisfied had such events occurred prior to the issuance of the Technip Merger Order. The parties have agreed in the Business Combination Agreement that following receipt of the Technip Merger Order, the parties will not take any action to modify, rescind or terminate the Technip Merger Order without the prior written consent of the other parties. However, if the Business Combination Agreement is terminated before the Technip Merger Effective Time but after receipt of the Technip Merger Order from the English Court, the parties have agreed to take action to eliminate the Technip Merger Order prior to the Technip Merger Effective Time. It cannot be assured that the English Court would give effect to a request to eliminate or amend the Technip Merger Order after the Technip Merger Order has been issued, and as a consequence there can be no guarantee that Technip, TechnipFMC and FMCTI would not be required to consummate the Mergers even if events were to occur that would have otherwise given the parties the right to terminate the Business Combination Agreement had such events occurred prior to the issuance of the Technip Merger Order. See the section entitled “*Summary of the Business Combination Agreement—Structure and Effective Times*” of this Information Document for more information.

Failure to complete the Mergers could negatively impact the stock price and the future business and financial results of FMCTI and Technip.

If the Mergers are not completed for any reason, including as a result of FMCTI stockholders failing to adopt the Business Combination Agreement, the ongoing businesses of FMCTI may be adversely affected and, without realizing any of the benefits of having completed the Mergers, FMCTI and Technip would be subject to a number of risks, including the following:

- FMCTI may be required, under certain circumstances, to pay Technip a termination fee of approximately \$250 million or reimburse Technip for certain fees and expenses;

- Technip may be required, under certain circumstances, to pay FMCTI a termination fee of approximately \$250 million or reimburse FMCTI for certain fees and expenses;

- FMCTI and Technip are subject to certain restrictions on the conduct of their businesses prior to completing the Mergers, which may adversely affect their abilities to execute certain of their respective business strategies;

- Technip and FMCTI have incurred and will continue to incur significant costs and fees associated with the proposed Mergers;

- Technip and FMCTI may experience negative reactions from the financial markets, including negative impacts on their stock prices;

- Technip and FMCTI may experience negative reactions from their customers, regulators and employees; and

- matters relating to the Mergers (including integration planning) will require substantial commitments of time and resources by Technip and FMCTI management, which would otherwise have been devoted to day-to-day operations and other opportunities that may have been beneficial to Technip and FMCTI as independent companies.

In addition, Technip and FMCTI could be subject to litigation related to any failure to complete the Mergers or related to any enforcement proceeding commenced against Technip, FMCTI or TechnipFMC to perform its obligations under the Business Combination Agreement. If the Mergers are not completed, these risks may materialize and may adversely affect Technip's or FMCTI's businesses, financial condition, financial results and stock price.

The number of TechnipFMC Shares that Technip stockholders and FMCTI stockholders will receive respectively in the Technip Merger and the FMCTI Merger will be based on a fixed exchange ratio that will not be adjusted to reflect changes in the market value of Technip Shares or FMCTI Shares. Further, when Technip stockholders and FMCTI stockholders vote on the transactions contemplated in the Business Combination Agreement, they will not know the exact value of the TechnipFMC Shares that will be issued in connection with the Mergers. The value of the TechnipFMC Shares that Technip and FMCTI stockholders receive upon completion of the Mergers could vary based on changes in the market value of Technip Shares and FMCTI Shares.

Upon completion of the Mergers, Technip stockholders will be entitled to receive 2.00 TechnipFMC Shares for each Technip Share that they own and FMCTI stockholders will be entitled to receive 1.00 TechnipFMC Share for each FMCTI Share that they own. Immediately following consummation of the Mergers, it is expected that former Technip stockholders will own approximately 50.9% of TechnipFMC and former FMCTI stockholders will own approximately 49.1% of TechnipFMC, on a fully diluted basis, based on the respective capitalizations of FMCTI and Technip as of the date the parties entered into the MOU. The market value of the TechnipFMC Shares that Technip stockholders and FMCTI stockholders will be entitled to receive respectively when the Technip Merger and FMCTI Merger are completed could vary significantly due to a change in the market value of Technip Shares and FMCTI Shares from the date the MOU was entered into, the date the Business Combination Agreement was entered into, the date of the U.S. Prospectus, the date of the Technip Extraordinary Stockholders' meeting, the date of the FMCTI Special Meeting or the date of this Information Document. Because the exchange ratio will not be adjusted to reflect any changes in the market value of Technip Shares or FMCTI Shares, such market price fluctuations may affect the relative value that Technip stockholders and FMCTI stockholders will respectively receive at the Technip Merger Effective Time and at the FMCTI Merger Effective Time. Share price changes may result from a variety of factors, including changes in the business, operations or prospects of Technip or FMCTI, market assessments of the likelihood that the Mergers will be completed, the timing of the Mergers, regulatory considerations, governmental actions, general market and economic conditions, legal proceedings and other factors, each of which may be beyond the control of TechnipFMC, Technip or FMCTI.

The trading of TechnipFMC Shares after completion of the Mergers may cause the market price of TechnipFMC Shares to fall.

Following completion of the Mergers, TechnipFMC Shares are expected to be publicly traded on both the NYSE and Euronext Paris, enabling former FMCTI stockholders and former Technip stockholders to sell the TechnipFMC Shares they receive in the Mergers. Such sales of TechnipFMC Shares may take place promptly following the Mergers and could have the effect of decreasing the market price for TechnipFMC Shares owned by former FMCTI stockholders and Technip stockholders below the market price of the FMCTI Shares or Technip Shares owned by such FMCTI stockholders and Technip stockholders prior to completion of the Mergers.

The Business Combination Agreement contains provisions that restrict Technip's and FMCTI's ability to pursue alternatives to the Mergers and, in specified circumstances, could require Technip or FMCTI to pay the other party a termination fee.

Under the Business Combination Agreement, each of Technip, FMCTI and TechnipFMC is restricted, subject to certain exceptions, from soliciting, initiating, knowingly encouraging or facilitating, discussing or negotiating, or furnishing nonpublic information with regard to, any inquiry, proposal or offer for a competing Acquisition Proposal (as defined in the section entitled “*Summary of the Business Combination Agreement—Acquisition proposals*” of this Information Document) from any person or entity. If any party receives a competing acquisition proposal and such party's board of directors determines (after consultation with such party's financial

advisors and legal counsel) that such proposal is more favorable to such party's stockholders than the Mergers and the board of directors recommends such proposal to the stockholders, FMCTI and TechnipFMC, on the one hand, or Technip, on the other hand, would be entitled, upon complying with certain requirements, to terminate the Business Combination Agreement, subject to the terms of the Business Combination Agreement. Under such circumstances, the terminating party would be required to pay the other a termination fee equal to \$250 million. Additionally, if the Business Combination Agreement is terminated by any party because of an uncured breach of the Business Combination Agreement by the other party that gives rise to the failure of certain conditions preventing the consummation of the Mergers, the party in breach would be required to reimburse the other for all reasonable fees and expenses incurred in connection with the Business Combination Agreement. These provisions could discourage a third party that may have an interest in acquiring all or a significant part of either company from considering or proposing such an acquisition, even if such third party were prepared to enter into a transaction that would be more favorable to the companies and their respective stockholders than the Mergers. See the sections entitled "Summary of the Business Combination Agreement" and "Summary of the Business Combination Agreement—Expenses and Termination Fees" of this Information Document.

After the Mergers, stockholders of both companies will have a reduced ownership and voting interest in the combined company than they currently have and will exercise less influence over management.

Immediately following consummation of the Mergers, it is expected that former Technip stockholders will own approximately 50.9% of TechnipFMC and former FMCTI stockholders will own approximately 49.1% of TechnipFMC, on a fully diluted basis, based on the respective capitalizations of FMCTI and Technip as of the date the parties entered into the MOU. Consequently, former FMCTI stockholders will have a reduced ownership and will exercise less influence over the management and policies of the combined company than they currently have over the management and policies of FMCTI, and former Technip stockholders will have a reduced ownership and could exercise less influence over the management and policies of the combined company than they currently have over the management and policies of Technip. Moreover, following the favorable vote of the Technip stockholders entitled to double voting rights during the special meeting to be held on December 5, 2016, which is a condition to the parties' respective obligations to consummate the Mergers, Technip stockholders will no longer benefit from double voting rights following completion of the Mergers.

In addition, pursuant to the terms of the Business Combination Agreement, following the closing, the TechnipFMC board of directors will initially be comprised of 14 directors, consisting of seven individuals designated by FMCTI prior to closing and seven individuals designated by Technip prior to closing. Except as otherwise permitted by applicable NYSE rules, the TechnipFMC board of directors will be comprised of a majority of directors who qualify as independent directors. Upon the closing of the Mergers, Thierry Pilenko, current Chairman and Chief Executive Officer of Technip, will serve as the Executive Chairman of the TechnipFMC board of directors, Douglas J. Pferdehirt, current President and Chief Executive Officer of FMCTI, will serve as the Chief Executive Officer and a director of TechnipFMC, FMCTI will designate the chairperson of each of the nominating and corporate governance committee and the compensation committee, Technip will designate the chairperson of each of the audit committee and the strategy committee, and each committee of the board will have an equal number of FMCTI and Technip appointed directors. Upon the closing of the Mergers, Thierry Pilenko will serve as chairman of the strategy committee.

Some of the conditions to the Mergers and termination rights may be waived by Technip or FMCTI without resoliciting Technip or FMCTI stockholder approval of the proposals approved by them.

Some of the conditions and termination rights set forth in the Business Combination Agreement may be waived by Technip or FMCTI and TechnipFMC, subject to certain limitations. If any conditions or termination rights are waived, FMCTI and Technip will evaluate whether amendment of the U.S. Prospectus and resolicitation of proxies would be warranted. Subject to applicable law, if FMCTI and Technip determine that resolicitation of FMCTI's or Technip's stockholders is not warranted, the parties will have the discretion to complete the Mergers without seeking further Technip stockholder approval or FMCTI stockholder approval. No action by the FMCTI board of directors or Technip board of directors with respect to the Business Combination Agreement may adversely affect the stockholders of FMCTI or stockholders of Technip, respectively, or affect the consideration

to be received by the stockholders of FMCTI or stockholders of Technip in the Mergers unless their respective stockholders approve such action.

Technip and FMCTI may have difficulty attracting, motivating and retaining executives and other key employees due to uncertainty associated with the Mergers.

TechnipFMC's success after completion of the Mergers will depend in part upon the ability of TechnipFMC to retain key employees of Technip and FMCTI. Competition for qualified personnel can be intense. Current and prospective employees of Technip or FMCTI may experience uncertainty about the effect of the Mergers, which may impair Technip's and FMCTI's ability to attract, retain and motivate key management, sales, marketing, technical and other personnel prior to and following the Mergers. Employee retention may be particularly challenging during the pendency of the Mergers, as employees of Technip and FMCTI may experience uncertainty about their future roles with the combined company.

In addition, pursuant to change-in-control provisions in FMCTI's and Technip's executive severance and employment agreements, certain key employees of FMCTI and Technip are entitled to receive severance payments upon certain terminations of employment. Certain key FMCTI and Technip employees potentially could terminate their employment following specified circumstances set forth in the applicable executive severance or employment agreement, including certain changes in such key employees' title, status, authority, duties, responsibilities or compensation, and be entitled to receive severance. Such circumstances could occur in connection with the Mergers as a result of changes in roles and responsibilities.

While FMCTI and Technip may employ the use of certain retention programs, there can be no guarantee that they will prove to be successful. If key employees of Technip or FMCTI depart, the integration of the companies may be more difficult and the combined company's business following the Mergers may be harmed. Furthermore, the combined company may have to incur significant costs in identifying, hiring, training and retaining replacements for departing employees and may lose significant expertise and talent relating to the businesses of Technip or FMCTI, and the combined company's ability to realize the anticipated benefits of the Mergers may thus be adversely affected. In addition, there could be disruptions to or distractions for the workforce and management associated with activities of labor unions or works councils or integrating employees into the combined company. Accordingly, no assurance can be given that TechnipFMC will be able to attract or retain key employees of Technip and FMCTI to the same extent that those companies have been able to attract or retain their own employees in the past.

Technip's and FMCTI's business relationships may be subject to disruption due to uncertainty associated with the Mergers.

Companies with which Technip or FMCTI do business may experience uncertainty associated with the Mergers, including with respect to current or future business relationships with Technip, FMCTI or the combined company. Technip's and FMCTI's business relationships may be subject to disruption as customers, distributors, suppliers,

vendors and others may attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than Technip, FMCTI or the combined company. These disruptions could have an adverse effect on the businesses, financial condition, results of operations or prospects of the combined company, including an adverse effect on the combined company's ability to realize the anticipated benefits of the Mergers. The risk and adverse effect of such disruptions could be exacerbated by a delay in completion of the Mergers.

In order to complete the Mergers, Technip and FMCTI must make certain governmental filings and obtain certain governmental authorizations, and if such filings and authorizations are not made or granted or are granted with conditions, completion of the Mergers may be jeopardized or the anticipated benefits of the Mergers could be reduced.

Although Technip and FMCTI have agreed in the Business Combination Agreement to use their reasonable best efforts to make certain governmental filings and obtain the required governmental authorizations or termination of relevant waiting periods, as the case may be, there can be no assurance that the relevant waiting periods will expire or that the relevant authorizations will be obtained. In addition, certain of the governmental authorities from which these authorizations are required have broad discretion in administering the governing regulations.

Prior to their authorization of the Mergers, these governmental authorities may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of TechnipFMC's business after completion of the Mergers. There can be no assurance that regulators will not impose conditions, terms, obligations or restrictions and that such conditions, terms, obligations or restrictions will not have the effect of delaying completion of the Mergers or imposing additional material costs on or materially limiting the revenues of TechnipFMC following the Mergers, or otherwise adversely affecting, including to a material extent, TechnipFMC's strategic plans and its businesses and results of operations after completion of the Mergers. In addition, there can be no assurance that these conditions, terms, obligations or restrictions will not result in the delay or abandonment of the Mergers.

The respective opinions of Technip's and FMCTI's financial advisors will not reflect changes in circumstances between the signing of the MOU and completion of the Mergers.

The Technip board of directors and FMCTI board of directors received opinions from their respective financial advisors in connection with their determinations to approve the MOU, the Business Combination Agreement, the Mergers and all other transactions contemplated by the Business Combination Agreement. However, Technip and FMCTI do not expect to receive updated opinions from their respective financial advisors prior to completion of the Mergers, and thus, the opinions do not speak as of the time of completion of the Mergers or as of any date other than the date of such opinions. Changes in the operations and prospects of Technip or FMCTI, general market and economic conditions and other factors that may be beyond the control of Technip or FMCTI and on which the financial advisors' opinions were based may significantly affect the relative value of Technip and FMCTI and the prices of Technip Shares or FMCTI Shares by the time the Mergers are completed. As a result, the opinions will not address the fairness of the Technip Merger Consideration to be received by Technip stockholders or the FMCTI Merger Consideration to be received by FMCTI stockholders from a financial point of view at the time the Mergers are completed. For a description of the opinions that Technip and FMCTI received from their respective financial advisors, see the sections entitled “—*Opinions of Rothschild and Goldman Sachs as Financial Advisors to Technip,*” and “—*Opinion of Evercore as Financial Advisor to FMCTI*” of this Information Document.

In addition, in connection with the Technip Merger, Technip and TechnipFMC have obtained valuation reports from the merger appraisers appointed by the President of the Commercial Court of Paris in order to comply with English and French law requirements with respect to the cross-border merger which are available on the website of Technip (www.technip.com) and which may differ from the opinions of financial advisors received by the boards of directors of Technip and FMCTI.

The ruling to be requested from the French tax authorities in connection with the Technip Merger could be revoked in the future.

The French Tax Ruling will be requested from the French tax authorities to ensure that the Technip Merger benefits from the favorable corporate income tax merger regime set forth in Article 210-A of the French Tax Code. This tax regime mainly provides for a deferral of taxation of any capital gains that will be realized by Technip as a result of the transfer of all of its assets and liabilities to TechnipFMC. The granting of this tax ruling is not discretionary. French tax authorities are required by the French Tax Code to grant the tax ruling if they are satisfied that (i) the Technip

Merger has a valid business purpose, (ii) the Technip Merger does not have tax fraud or tax evasion as one of its main objectives and (iii) France will retain the future right to tax any capital gains on the assets of Technip resulting from the Technip Merger that were deferred. The tax ruling will be based on a number of declarations and representations as to factual matters made by Technip to the French tax authorities. If any such declarations and representations are not true, the French tax authorities could refuse to grant the tax ruling or could revoke the tax ruling in the future. In addition, the granting of this tax ruling is subject to certain conditions, including an undertaking from TechnipFMC that it will maintain a permanent establishment in France to which the assets and liabilities of Technip (mainly shares in subsidiaries) can be attributed. The failure by TechnipFMC to comply with these conditions and, in particular, to maintain the required degree of substance at the level of such permanent establishment may cause the French tax authorities to revoke the tax ruling in the future.

Pursuant to the Business Combination Agreement, it is a condition to the parties' obligations to consummate the Mergers that Technip receives a legal opinion, as of the Closing Date, of Darrois Villey Maillot Brochier A.A.R.P.I., French tax counsel to Technip, to the effect that the Technip Merger will qualify for the intended French tax treatment contemplated by the Business Combination Agreement. However, absent delivery of the French Tax Ruling, such legal opinion will not include any opinion with respect to the application of Article 210-A of the French Tax Code.

A decision by the French tax authorities to revoke the tax ruling would trigger the retroactive taxation of capital gains, which taxation was deferred at the time of the Technip Merger and would thus result in adverse tax consequences to TechnipFMC that could affect its results of operations and financial position.

Creditors of Technip and holders of its outstanding debt capital markets instruments may bring an opposition proceeding against the Technip Merger which could be costly for TechnipFMC.

As of the date of this Information Document, Technip has issued approximately €1.8 billion in aggregate principal amount of debt capital markets instruments in various tranches with differing maturities (collectively, the "Technip Bonds"), the majority of which are governed by French law. In accordance with French law, holders of each tranche of Technip Bonds are grouped in a bondholders' assembly (masse) which must pass on certain transactions affecting the issuer of such bonds, including statutory mergers such as the Technip Merger. The Business Combination Agreement includes the requirement that Technip uses its reasonable best efforts to convene the bondholders' assemblies under the Technip Bonds and hold such meetings prior to the Technip Merger. If the bondholders' assemblies oppose the Technip Merger, then TechnipFMC and Technip will nevertheless proceed to consummate the Mergers as permitted under French law; however, the bondholders' assemblies may appoint an agent to bring an opposition proceeding against the Technip Merger before the competent French court. The court may either reject such opposition or grant relief to the bondholders in the form of early redemption of the relevant bonds or the grant of security over certain of Technip's assets in favor of such creditors. The French court may not stay the Mergers, but litigation could be costly and may distract management from realizing, or delay, the benefits of the Mergers. Protracted litigation with bond creditors, or the costs of compliance with any adverse court judgment, could be significant and could raise the cost of financing for the combined company. Creditors of Technip other than bondholders may also bring a similar opposition proceeding against the Technip Merger within 30 days following the publication of the proposed Technip Merger in an official French legal bulletin.

Certain Technip stockholders will lose double voting rights if the Mergers are consummated.

Technip's by-laws provide that Technip stockholders who have held fully paid-up shares in registered form in their name for at least two years have the right to two votes for every share held. Double voting rights are automatically lost in the event that such shares are converted into bearer form or are transferred. Double voting rights can only be removed with stockholders approval at the special meeting of the Technip stockholders entitled to double voting rights to be held on December 5, 2016.

As of August 31, 2016, 12,274,470 shares carried double voting rights, representing approximately 10.03% of the share capital and approximately 18.24% of the voting rights in Technip.

A favorable vote of the Technip stockholders entitled to double voting rights during the special meeting of such holders is a condition of the Mergers. None of the TechnipFMC stockholders will benefit from double voting rights following completion of the Mergers, even if they hold their shares for at least two years or any other period of time, as the TechnipFMC Articles do not contain any provision establishing or grandfathering double voting rights. See the section entitled “*Documents on Display*” of this Information Document.

1.2. Risk Factors Relating to the Mergers That May Adversely Affect Holders of Technip Shares

The IRS may not agree that the Technip Merger is a tax-free reorganization.

The Technip Merger is expected to qualify as a “reorganization” within the meaning of Section 368(a) of the U.S. IRC for U.S. federal income tax purposes. In general, assuming the Technip Merger is so treated, U.S. holders of Technip Shares generally will not be subject to U.S. federal income taxation on the exchange of

Technip Shares for TechnipFMC Shares in the Technip Merger. See the section entitled “*Material U.S. Federal Income Tax Considerations—Tax Consequences of the Technip Merger to U.S. Holders of Technip Shares*” of this Information Document for a more detailed description of the U.S. federal income tax consequences of the Technip Merger. Moreover, there is no judicial or administrative authority that directly addresses the U.S. federal income tax treatment of a merger in the context of this transaction. However, it is not a condition to closing in the Business Combination Agreement that the Technip Merger qualify as a “reorganization” for U.S. federal income tax purposes, and none of FMCTI, Technip or TechnipFMC intends to request a ruling from the IRS regarding the U.S. federal income tax consequences of the Technip Merger. Consequently, there is no guarantee that the IRS will treat the Technip Merger as such a reorganization. If the IRS successfully challenges the treatment of the Technip Merger as such a reorganization, adverse U.S. federal income tax consequences may result, including the recognition of taxable gain by U.S. holders of Technip Shares.

1.3. Risk Factors Relating to the Combined Company Following Completion of the Mergers

The combined company may not realize the cost savings, synergies and other benefits that the parties expect to achieve from the Mergers.

The combination of two independent companies is a complex, costly and time-consuming process. As a result, the combined company will be required to devote significant management attention and resources to integrating the business practices and operations of Technip and FMCTI. The integration process may disrupt the business of either or both of the companies and, if implemented ineffectively, could preclude realization of the full benefits expected by Technip and FMCTI from the Mergers. The failure of the combined company to meet the challenges involved in successfully integrating the operations of Technip and FMCTI or otherwise to realize the anticipated benefits of the Mergers could cause an interruption of the activities of the combined company and could seriously harm its results of operations. In addition, the overall integration of the two companies may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of client relationships and diversion of management’s attention, and may cause the combined company’s stock price to decline. The difficulties of combining the operations of the companies include, among others:

- managing a significantly larger company;

- coordinating geographically separate organizations;

- the potential diversion of management focus and resources from other strategic opportunities and from operational matters;

- aligning and executing the strategy of the combined company;

- retaining existing customers and attracting new customers;
- maintaining employee morale and retaining key management and other employees;
- integrating two unique business cultures, which may prove to be incompatible;
- the possibility of faulty assumptions underlying expectations regarding the integration process;
- consolidating corporate and administrative infrastructures and eliminating duplicative operations;
- coordinating distribution and marketing efforts;
- integrating information technology, communications and other systems;
- changes in applicable laws and regulations;
- managing tax costs or inefficiencies associated with integrating the operations of the combined company;
- unforeseen expenses or delays associated with the Mergers; and
- taking actions that may be required in connection with obtaining regulatory approvals.

Many of these factors will be outside of the combined company's control and any one of them could result in increased costs, decreased revenues and diversion of management's time and energy, which could materially impact the combined company's business, financial condition and results of operations. In addition, even if the operations of Technip and FMCTI are integrated successfully, the combined company may not realize the full benefits of the Mergers, including the synergies, cost savings or sales or growth opportunities that Technip and FMCTI expect. These benefits may not be achieved within the anticipated time frame, or at all. As a result, Technip and FMCTI cannot assure their stockholders that the combination of Technip and FMCTI will result in the realization of the full benefits anticipated from the Mergers.

Following completion of the Mergers, TechnipFMC may not be included in the S&P 500 or the CAC 40.

FMCTI is currently a component of the Standard & Poor's ("S&P") 500 index and Technip is currently a component of the *Cotation Assistée en Continu* ("CAC") 40 index. FMCTI and Technip intend that, following completion of the Mergers, TechnipFMC will be included in both the S&P 500 and the CAC 40. It is possible, however, that following completion of the Mergers, the S&P 500 and the CAC 40 will decline to include TechnipFMC in their indices. If TechnipFMC is not included in the S&P 500 or the CAC 40, institutional investors that are required to track the performance of the S&P 500 or the CAC 40, respectively, or the funds that impose those qualifications may be required to sell the TechnipFMC Shares they will own following completion of the Mergers, which could adversely affect the price and trading volume of TechnipFMC Shares.

Technip and FMCTI will incur significant transaction and merger-related costs in connection with the Mergers.

Technip and FMCTI have incurred and expect to incur a number of non-recurring direct and indirect costs associated with the Mergers. These costs and expenses include fees paid to financial, legal and accounting advisors, severance and other potential employment-related costs, including payments that may be made to certain Technip and FMCTI executives, filing fees, printing expenses and other related charges. Some of these costs are payable by Technip and FMCTI regardless of whether the Mergers are completed. There are also processes, policies, procedures, operations, technologies and systems that must be integrated in connection with the Mergers and the integration of the two companies' businesses. While both Technip and FMCTI have assumed that a certain level of expenses would be incurred in connection with the Mergers and the other transactions contemplated by the Business Combination Agreement and continue to assess the magnitude of these costs, there are many factors beyond their control that could affect the total amount or the timing of the integration and implementation expenses.

There may also be additional unanticipated significant costs in connection with the Mergers that Technip and FMCTI may not recoup. These costs and expenses could reduce the realization of efficiencies and strategic benefits Technip and FMCTI expect TechnipFMC to achieve from the Mergers. Although Technip and FMCTI expect that these benefits will offset the transaction expenses and implementation costs over time, this net benefit may not be achieved in the near term or at all.

Certain of the combined company's debt instruments will require it to comply with certain covenants.

These restrictions could affect its ability to operate its business and may limit its ability to react to market conditions or take advantage of potential business opportunities as they arise. For example, such restrictions could adversely affect the combined company's ability to finance its operations, make strategic acquisitions, investments or alliances, restructure its organization or finance its capital needs. Additionally, the combined company's ability to comply with these covenants and restrictions may be affected by events beyond its control such as prevailing economic, financial, regulatory and industry conditions. If it breaches any of these covenants or restrictions, the combined company could be in default under one or more of its debt instruments, which, if not cured or waived, could result in acceleration of the indebtedness under such agreements and cross defaults under its other debt instruments. Any such actions could result in the enforcement of its lenders' rights and/or force the combined company into bankruptcy or liquidation, which could have a material adverse effect on the combined company's business, financial condition and results of operations.

The market price of TechnipFMC Shares after the Mergers may be affected by factors different from those that may currently affect the market price of Technip Shares and FMCTI Shares.

Upon completion of the Mergers, holders of Technip Shares and FMCTI Shares will become holders of TechnipFMC Shares. TechnipFMC's combined businesses following the Mergers will differ from those of Technip and FMCTI, respectively, prior to completion of the Mergers in important respects and, accordingly, after the Mergers, the market price of TechnipFMC Shares may be affected by factors different from those currently affecting the market price of Technip Shares and FMCTI Shares, separately.

TechnipFMC Shares to be received by Technip stockholders and FMCTI stockholders as a result of the Mergers will have rights different from the Technip Shares and FMCTI Shares they hold prior to the Effective Times of the Mergers.

Upon completion of the Mergers, the rights of former Technip stockholders and FMCTI stockholders who become stockholders of TechnipFMC will be governed by the TechnipFMC Articles, and by the laws of England and Wales. The rights associated with Technip Shares and FMCTI Shares are different from the rights associated with TechnipFMC Shares. Material differences between the rights of stockholders of FMCTI and stockholders of Technip and the rights of stockholders of TechnipFMC include differences with respect to, among other things, distributions, dividends, repurchases and redemptions, dividends in shares/bonus issues, preemptive rights, the election of directors, the removal of directors, the fiduciary and statutory duties of directors, conflicts of interests of directors, the indemnification of directors and officers, limitations on director liability, the convening of annual meetings of stockholders and special stockholder meetings, notice provisions for meetings, the quorum for stockholder meetings, the adjournment or postponement of stockholder meetings, the exercise of voting rights, stockholder action by written consent, stockholder suits, stockholder approval of certain transactions, rights of dissenting stockholders, anti-takeover measures and provisions relating to the ability to amend governing documents. See the section entitled “*Comparison of Rights of Stockholders of FMCTI, Technip and TechnipFMC*” of this Information Document.

The TechnipFMC Articles provide that the courts of England and Wales have exclusive jurisdiction to determine any and all disputes brought by a TechnipFMC stockholder (whether in its own name or in the name of TechnipFMC) against TechnipFMC and/or the TechnipFMC board of directors and/or any of the directors of TechnipFMC and it may be difficult to enforce judgments against TechnipFMC obtained in the U.S. or French courts.

The TechnipFMC Articles provide that the courts of England and Wales shall have exclusive jurisdiction to determine any and all disputes brought by a stockholder in that stockholder's capacity (whether in its own name or in the name of TechnipFMC) as such against TechnipFMC and/or the TechnipFMC board of directors and/or any of the directors of TechnipFMC individually or collectively in connection with the TechnipFMC Articles or any non-contractual obligations arising out of or in connection with the TechnipFMC Articles. The rights of stockholders under Delaware law and stockholders under English law in relation to the bringing of stockholder suits differ in several significant respects. For a detailed discussion of these differences see the section entitled “*Comparison of Rights of Stockholders of FMCTI, Technip and TechnipFMC*” of this Information Document. In particular, under English law, the proper claimant for wrongs committed against TechnipFMC, including by the TechnipFMC directors, is considered to be TechnipFMC itself. English law only permits a stockholder to initiate a lawsuit on behalf of a company such as TechnipFMC in limited circumstances, and requires court permission to do so.

Because TechnipFMC is an entity incorporated under the laws of England and Wales, after the Effective Times of the Mergers, stockholders could experience more difficulty enforcing judgments that might be obtained against TechnipFMC, if permitted, in U.S. and French courts than would currently be the case for U.S. judgments obtained against FMCTI or French judgments obtained against Technip. It may also be more difficult, or impossible, to bring some types of claims against TechnipFMC in the courts of England than it would be to bring similar claims against a U.S. company in a U.S. court or a French company in a French court.

The combined company's inability to integrate recently acquired businesses or to successfully complete future acquisitions could limit its future growth or otherwise be disruptive to its ongoing business.

From time to time, the combined company expects it will pursue acquisitions in support of its strategic goals. In connection with any such acquisitions, the combined company could face significant challenges in managing and

integrating its expanded or combined operations, including acquired assets, operations and personnel. There can be no assurance that acquisition opportunities will be available on acceptable terms or at all or that TechnipFMC will be able to obtain necessary financing or regulatory approvals to complete potential acquisitions. The combined company's ability to succeed in implementing its strategy will depend to some degree upon the ability of its management to identify, complete and successfully integrate commercially viable acquisitions. Acquisition transactions may disrupt the combined company's ongoing business and distract management from other responsibilities.

The combined company's information technology systems may be vulnerable to hacker intrusion, malicious viruses and other cybercrime attacks, which may harm its business and expose the combined company to liability.

The combined company's operations will depend to a great extent on the reliability and security of TechnipFMC's information technology system, software and network, which are subject to damage and interruption caused by human error, problems relating to telecommunications networks, software failure, natural disasters, sabotage, viruses and similar events. Any interruption in TechnipFMC's systems could have a negative effect on the quality of products and services offered and, as a result, on customer demand and therefore volume of sales.

The combined company will be exposed to significant risks in relation to compliance with anti-corruption laws and regulations and economic sanctions programs.

Doing business on a worldwide basis will require the combined company to comply with the laws and regulations of various jurisdictions. In particular, the combined company's international operations are subject to anti-corruption laws and regulations, such as the U.S. Foreign Corrupt Practices Act of 1977 (the "FCPA"), the U.K. Bribery Act of 2010 (the "Bribery Act"), the Brazilian Anti-Bribery Act (also known as the Brazilian Clean Company Act) and economic and trade sanctions, including those administered by the United Nations, the European Union, the Office of Foreign Assets Control of the U.S. Department of the Treasury and the U.S. Department of State. The FCPA prohibits providing anything of value to foreign officials for the purposes of obtaining or retaining business or securing any improper business advantage. The combined company may deal with both governments and state-owned business enterprises, the employees of which are considered foreign officials for purposes of the FCPA. The provisions of the Bribery Act extend beyond bribery of foreign public officials and are more onerous than the FCPA in a number of other respects, including jurisdiction, non-exemption of facilitation payments and penalties. Economic and trade sanctions restrict the combined company's transactions or dealings with certain sanctioned countries, territories and designated persons.

As a result of doing business in foreign countries, including through partners and agents, the combined company will be exposed to a risk of violating anti-corruption laws and sanctions regulations. Some of the international locations in which the combined company will operate have developing legal systems and may have higher levels of corruption than more developed nations. The combined company's continued expansion and worldwide operations, including in developing countries, its development of joint venture relationships worldwide and the employment of local agents in the countries in which the combined company will operate increases the risk of violations of anti-corruption laws and economic and trade sanctions. Violations of anti-corruption laws and economic and trade sanctions are punishable by civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from government

contracts (and termination of existing contracts) and revocations or restrictions of licenses, as well as criminal fines and imprisonment. In addition, any major violations could have a significant impact on the combined company's reputation and consequently on its ability to win future business.

While Technip and FMCTI believe that the combined company will have a strong culture of compliance and adequate systems of internal control, including procedures to minimize and detect fraud in a timely manner, Technip and FMCTI will seek to continuously improve the combined company's systems of internal controls and to remedy any weaknesses identified. There can be no assurance, however, that the policies and procedures will be followed at all times or will effectively detect and prevent violations of the applicable laws by one or more of the combined company's employees, consultants, agents or partners and, as a result, the combined

company could be subject to penalties and material adverse consequences on its business, financial condition or results of operations.

The IRS may not agree with the conclusion that TechnipFMC should be treated as a foreign corporation for U.S. federal tax purposes.

Although TechnipFMC will be incorporated in the United Kingdom, the IRS may assert that it should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal income tax purposes pursuant to Section 7874 of the U.S. IRC (“Section 7874”). For U.S. federal income tax purposes, a corporation is generally considered a U.S. “domestic” corporation (or U.S. tax resident) if it is organized in the United States, and a corporation is generally considered a “foreign” corporation (or non-U.S. tax resident) if it is not a U.S. domestic corporation. Because TechnipFMC is an entity incorporated in England and Wales, it would generally be classified as a foreign corporation (or non-U.S. tax resident) under these rules. Section 7874 provides an exception under which a foreign incorporated entity may, in certain circumstances, be treated as a U.S. domestic corporation for U.S. federal income tax purposes.

Unless TechnipFMC has satisfied the substantial business activities exception, as defined in Section 7874 and described in more detail below (the “Substantial Business Activities Exception”), TechnipFMC will be treated as a U.S. domestic corporation (that is, as a U.S. tax resident) for U.S. federal income tax purposes under Section 7874 if the percentage (by vote or value) of TechnipFMC Shares considered to be held by former holders of FMCTI Shares after the FMCTI Merger by reason of holding FMCTI Shares for purposes of Section 7874 (the “Section 7874 Percentage”) is (i) 60% or more (if, as expected, the Third Country Rule applies) or (ii) 80% or more (if the Third Country Rule does not apply). In order for TechnipFMC to satisfy the Substantial Business Activities Exception, at least 25% of the employees (by headcount and compensation), real and tangible assets and gross income of the TechnipFMC expanded affiliated group must be based, located and derived, respectively, in the country in which TechnipFMC is a tax resident after the Mergers. The Substantial Business Activities Exception is not expected to be satisfied.

The Section 7874 Percentage is currently expected to be less than 60%. However, the calculation of the Section 7874 Percentage is complex, is calculated based on the facts as of the FMCTI Merger Effective Time, is subject to detailed regulations (the application of which is uncertain in various respects and would be impacted by changes in such regulations) and is subject to factual uncertainties (including fluctuations in the value of FMCTI Shares and Technip Shares and fluctuations in the value of certain assets held by Technip as of the Technip Merger Effective Time and the amount of liabilities assumed in the Technip Merger). As a result, the IRS could assert that the Section 7874 Percentage is greater than 60% and that TechnipFMC therefore is treated for U.S. federal income tax purposes as a U.S. domestic corporation (that is, as a U.S. tax resident). If the IRS successfully challenged TechnipFMC’s status as a foreign corporation, significant adverse tax consequences would result for TechnipFMC and for certain of TechnipFMC’s stockholders.

Please see the section entitled “*Material U.S. Federal Income Tax Considerations—Tax Consequences of the Mergers to FMCTI, Technip and TechnipFMC—U.S. Federal Income Tax Classification of TechnipFMC as a Result of the Mergers*” of this Information Document for a discussion of the application of Section 7874 to the Mergers.

It is uncertain whether Section 7874 will impose an excise tax on gain recognized by certain individuals.

If the Section 7874 Percentage is calculated to be at least 60%, Section 7874 and the rules related thereto may impose an excise tax under Section 4985 of the U.S. IRC (the “Section 4985 Excise Tax”) on the gain recognized by certain “disqualified individuals” (including officers and directors of a U.S. company) on certain stock-based compensation held thereby at a rate equal to 15%, even if the Third Country Rule were to apply such that TechnipFMC were treated as a U.S. corporation for U.S. federal income tax purposes. Each of Technip and FMCTI may, if it determines that it is appropriate, provide disqualified individuals of Technip and FMCTI (including officers and directors of Technip and FMCTI), respectively, with a payment with respect to the excise tax, so that, on a net after-tax basis, they would be in the same position as if no such excise tax had been applied. At this time, no such determination has been made.

Based on the limited guidance available, after taking into account the adjustments described in the section entitled “*Material U.S. Federal Income Tax Considerations—Tax Consequences of the Mergers to FMCTI, Technip and TechnipFMC—U.S. Federal Income Tax Classification of TechnipFMC as a Result of the Mergers*” of this Information Document, and based on the facts and circumstances as of the date of the MOU, the Section 7874 Percentage following the Mergers is expected to be less than 60% and, thus, the Section 4985 Excise Tax is not expected to apply to “disqualified individuals” of Technip or FMCTI.

Future changes to U.S. and foreign tax laws could adversely affect TechnipFMC.

The U.S. Congress, the Organisation for Economic Co-operation and Development, and other government agencies in jurisdictions where TechnipFMC and its affiliates do business have had an extended focus on issues related to the taxation of multinational corporations. One example is in the area of “base erosion and profit shifting,” where payments are made between affiliates from a jurisdiction with high tax rates to a jurisdiction with lower tax rates. Additionally, recent legislative proposals would treat TechnipFMC as a U.S. corporation if the management and control of TechnipFMC and its affiliates were determined to be located primarily in the United States and/or would reduce the Section 7874 Percentage threshold at or above which TechnipFMC would be treated as a U.S. corporation. Thus, the tax laws in the United States, the United Kingdom, and other countries in which TechnipFMC and its affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect TechnipFMC. Furthermore, the interpretation and application of domestic or international tax laws made by TechnipFMC and TechnipFMC’s subsidiaries could differ from that of the relevant governmental authority, which could result in administrative or judicial procedures, actions or sanctions, which could be material.

U.S. tax laws and/or IRS guidance could affect TechnipFMC’s ability to engage in certain acquisition strategies and certain internal restructurings.

Even if TechnipFMC is treated as a foreign corporation for U.S. federal income tax purposes, Section 7874 and U.S. Treasury Regulations promulgated thereunder, including the Temporary Regulations, may adversely affect the ability of TechnipFMC to engage in certain future acquisitions of U.S. businesses in exchange for TechnipFMC equity, which may affect the tax efficiencies that otherwise might be achieved in such potential future transactions.

IRS proposed regulations and/or changes in laws or treaties could adversely affect the TechnipFMC group.

The IRS and the U.S. Treasury have issued proposed rules that would provide that, even if TechnipFMC is treated as a foreign corporation for U.S. federal income tax purposes, certain intercompany debt instruments issued on or after April 4, 2016 will be treated as equity for U.S. federal income tax purposes, therefore limiting U.S. tax benefits and resulting in possible U.S. withholding taxes. If those proposed rules are finalized, such rules may adversely affect TechnipFMC’s future effective tax rate. While these new rules are not retroactive, they could also impact TechnipFMC’s ability to engage in future restructurings if such transactions cause an existing intercompany debt instrument to be treated as reissued for U.S. federal income tax purposes.

Furthermore, under certain circumstances, recent treaty proposals by the U.S. Treasury, if ultimately adopted by the United States and relevant foreign jurisdictions, could reduce the potential tax benefits for TechnipFMC and TechnipFMC affiliates by imposing U.S. withholding taxes on certain payments from TechnipFMC U.S. affiliates to related and unrelated foreign persons.

TechnipFMC may not qualify for benefits under the tax treaties entered into between the United Kingdom and other countries.

TechnipFMC intends to operate in a manner such that it is eligible for benefits under the tax treaties entered into between the United Kingdom and other countries, notably the United States. However, TechnipFMC's ability to qualify for such benefits will depend upon whether TechnipFMC is treated as a U.K. tax resident and upon the requirements contained in each treaty and the applicable domestic laws, as the case may be, on the facts and circumstances surrounding TechnipFMC's operations and management, and on the relevant interpretation of the tax authorities and courts.

The failure by TechnipFMC or its subsidiaries to qualify for benefits under the tax treaties entered into between the United Kingdom and other countries could result in adverse tax consequences to TechnipFMC and its subsidiaries and could result in certain tax consequences of owning or disposing of TechnipFMC Shares differing from those discussed below.

The effective tax rate that will apply to TechnipFMC is uncertain and may vary from expectations.

There can be no assurance that the Mergers will allow TechnipFMC to maintain any particular worldwide effective corporate tax rate. No assurances can be given as to what TechnipFMC's effective tax rate will be after completion of the Mergers because of, among other things, uncertainty regarding the jurisdictions in which TechnipFMC will derive income and the amounts derived thereof and uncertainty regarding the tax policies of the jurisdictions in which it operates. TechnipFMC's actual effective tax rate may vary from Technip's and FMCTI's expectations and that variance may be material. Additionally, tax laws or their implementation and applicable tax authority practices could change in the future.

TechnipFMC and its subsidiaries will be subject to tax laws of numerous jurisdictions, and the interpretation of those laws is subject to challenge by the relevant governmental authorities.

TechnipFMC and its subsidiaries will be subject to tax laws and regulations in the United Kingdom, the United States, France and the numerous other jurisdictions in which TechnipFMC and its subsidiaries operate. These laws and regulations are inherently complex, and TechnipFMC and its subsidiaries will be obligated to make judgments and interpretations about the application of these laws and regulations to TechnipFMC and its subsidiaries and their operations and businesses. The interpretation and application of these laws and regulations could be challenged by the relevant governmental authorities, which could result in administrative or judicial procedures, actions or sanctions, which could be material.

French tax authorities may seek to treat TechnipFMC as tax resident in France.

Following the Technip Merger, TechnipFMC will have a permanent establishment in France to satisfy certain French tax requirements imposed by the French Tax Code with respect to the Technip Merger. Although it is intended that TechnipFMC will be treated as having its exclusive place of tax residence in the United Kingdom, the French tax authorities may claim that TechnipFMC is a tax resident of France if TechnipFMC were to fail to maintain its "place of effective management" in the United Kingdom due to the French tax authorities having deemed that certain strategic decisions of TechnipFMC have been taken at the level of its French permanent establishment rather than in the United Kingdom. Any such claim would need to be settled between the French and the U.K. tax authorities pursuant to the mutual assistance procedure provided for by the tax treaty dated June 19, 2008 concluded between France and the U.K. (the "France-U.K. Treaty"), and there is no assurance that these authorities would reach an agreement that TechnipFMC will remain exclusively a U.K. tax resident, which could materially and adversely affect the group's business, financial condition, results of operations and prospects.

A failure to achieve or maintain exclusive tax residency in the United Kingdom could result in adverse tax consequences to TechnipFMC and its subsidiaries and could result in tax consequences of owning or disposing of TechnipFMC Shares that differ from those described in the sections entitled “*Material U.K. Tax Considerations*,” “*Material U.S. Federal Income Tax Considerations*” and “*Material French Tax Considerations*” of this Information Document.

TechnipFMC intends to operate so as to be treated exclusively as a resident of the United Kingdom for tax purposes, but the relevant tax authorities may treat it as also being a resident of another jurisdiction for tax purposes.

TechnipFMC is a company incorporated in England and Wales. English law currently provides that TechnipFMC will be regarded as being U.K. resident for tax purposes from incorporation and shall remain so unless (i) it is concurrently resident in another jurisdiction (applying the tax residence rules of that jurisdiction) that has a double tax treaty with the United Kingdom and (ii) there is a tiebreaker provision in that tax treaty which allocates exclusive residence to that other jurisdiction.

As an English public limited company, certain capital structure decisions may require stockholder approval which may limit TechnipFMC's flexibility to manage its capital structure.

English law provides that a board of directors may only allot shares or rights to subscribe for, or convert any securities into, shares (other than shares or rights to subscribe for, or convert any securities into, shares in pursuance of an employees' share scheme) with the prior authorization of stockholders, such authorization being subject to a maximum nominal amount of shares and a maximum period of time (which must not be more than five years), each as specified in the articles of association or relevant stockholder resolution. This authorization would need to be renewed by TechnipFMC's stockholders upon its expiration (*i.e.*, at least every five years). The TechnipFMC Articles that will apply to TechnipFMC after the Effective Times of the Mergers will authorize the allotment of additional shares for a period of five years from the date of the adoption of the TechnipFMC Articles up to an aggregate nominal amount representing 20% of the number of shares in the capital of the TechnipFMC as of the date of the adoption of the TechnipFMC Articles and after consummation of the Mergers, which authorization will need to be renewed upon expiration (*i.e.*, at least every five years) but may be sought more frequently for additional five-year terms (or any shorter period).

English law also generally provides stockholders with pre-emptive rights when new shares are issued for cash. However, it is possible for articles of association, or stockholders in general meeting, to exclude or disapply pre-emptive rights for a maximum period of five years as specified in the articles of association or relevant stockholder resolution. This exclusion or disapplication would need to be renewed by TechnipFMC's stockholders upon its expiration (*i.e.*, at least once every five years). The TechnipFMC Articles that will apply to TechnipFMC after the Effective Times of the Mergers will disapply pre-emptive rights in relation to an allotment of shares for cash pursuant to the authority referred to above for a period of five years following the date of the adoption of the TechnipFMC Articles, as permitted under English law, which disapplication will need to be renewed upon expiration (*i.e.*, at least once every five years) to remain effective, but may be sought more frequently for additional five-year terms (or any shorter period).

English law also generally prohibits a public company from repurchasing its own shares without the prior approval of stockholders by ordinary resolution, being a resolution passed by a simple majority of votes cast, and other formalities. Such approval may be for a maximum period of up to five years.

There can be no assurance that circumstances will not arise that would cause renewals of the foregoing stockholder approvals not to be obtained, which would deprive TechnipFMC's stockholders of substantial capital management benefits.

See the section entitled "*—Articles of Association—Distribution and Dividends*" of this Information Document.

English law will require that TechnipFMC meet certain additional financial requirements before it declares dividends or repurchases shares following the Mergers.

Under English law, TechnipFMC will only be able to declare dividends, make distributions or repurchase shares (other than out of the proceeds of a new issuance of shares made for that purpose) out of “distributable profits.” “Distributable profits” are a company’s accumulated, realized profits, to the extent that they have not been previously utilized by distribution or capitalization, less its accumulated, realized losses, to the extent that they have not been previously written off in a reduction or reorganization of capital duly made. In addition, TechnipFMC, as a public limited company organized under the laws of England and Wales, may only make a distribution if the amount of its net assets is not less than the aggregate of its called-up share capital and undistributable reserves and if, and to the extent that, the distribution does not reduce the amount of those assets to less than that aggregate. Immediately after the Mergers, TechnipFMC may not have “distributable profits.” Following the effective date of the Mergers, it is expected that TechnipFMC will capitalize some or all of the reserves arising as a result of the Mergers by the allotment by TechnipFMC of a bonus share, which will be paid up using some or all of such reserves, such that the amount of such reserves, so applied, less the nominal value of the bonus share, would be applied as share premium and accrue to TechnipFMC’s share premium account. It is then expected that TechnipFMC will implement a court-approved reduction of its capital in order to create distributable profits to support the payment of possible future dividends or future share repurchases. There can be no assurance that court approval will be obtained in respect of TechnipFMC reducing its capital in order to

create distributable profits. Neither the capitalization nor the reduction will impact stockholders' relative interests in the capital of TechnipFMC. The TechnipFMC Articles will, from the effective date of the Mergers, permit TechnipFMC by ordinary resolution of the stockholders to declare dividends, provided that the directors have made a recommendation as to its amount. The dividend shall not exceed the amount recommended by the directors. The directors may also decide to pay interim dividends if it appears to them that the profits available for distribution justify the payment. When recommending or declaring the payment of a dividend, the directors will be required under English law to comply with their duties, including considering TechnipFMC's future financial requirements.

Transfers of TechnipFMC Shares may be subject to U.K. stamp duty or U.K. stamp duty reserve tax ("SDRT"), which could potentially increase the cost of dealing in TechnipFMC Shares as compared to Technip or FMCTI Shares.

On completion of the Mergers, it is anticipated that the new TechnipFMC Shares will be issued into the facilities of DTC (as regards TechnipFMC Shares listed on NYSE) and/or Euroclear (as regards TechnipFMC Shares listed on Euronext Paris) (DTC and Euroclear being referred to as the "Clearance Services"). The Clearance Services are widely used mechanisms that allow for rapid electronic transfers of securities between the participants in their respective systems, which include many large banks and brokerage firms. The parties are working with the Clearance Services to agree on the precise mechanisms by which the TechnipFMC Shares will be admitted to the facilities of the Clearance Services. Accordingly, while the expectation is that TechnipFMC Shares will be admitted to the facilities of the Clearance Services, and that interests in TechnipFMC Shares will be capable of transfer within and between those facilities, without a charge to U.K. stamp duty or SDRT, it is not currently possible to make definitive statements about the U.K. stamp duty or SDRT treatment of these arrangements. It is anticipated that an application will be made seeking written confirmations from HM Revenue & Customs ("HMRC") that no charges to U.K. stamp duty or SDRT will arise on such transactions. However, no guarantee can be given on the outcome of any such application, or that the Clearance Services will agree to implement the precise mechanism favored by the parties.

Immediately following the Mergers, it may be possible for TechnipFMC Shares to be held in certificated form outside the Clearance Services. Arrangements may be put in place to facilitate the re-deposit of any such TechnipFMC Shares with the Clearance Services. If such arrangements are adopted, such re-deposit would be expected to attract U.K. stamp duty or SDRT at a rate of 1.5% of the value of the TechnipFMC Shares.

For further information about the U.K. stamp duty and SDRT implications of holding TechnipFMC Shares, please see the section entitled "*Material U.K. Tax Considerations*" of this Information Document.

DTC and Euroclear Paris may not accept TechnipFMC Shares for deposit and clearing within their facilities or may cease to act as depository and clearing agencies for TechnipFMC Shares.

Although TechnipFMC expects and will take all reasonable steps to ensure that, upon completion of the Mergers, TechnipFMC Shares will be eligible for deposit and clearing within the Clearance Services, the Clearance Services are

not obligated to accept TechnipFMC Shares for deposit and clearing within their facilities at completion of the Mergers and, even if they do initially accept TechnipFMC Shares, they will generally have discretion to cease to act as depository and clearing agencies for TechnipFMC Shares. If the Clearance Services determine at any time that TechnipFMC Shares are not eligible for continued deposit and clearance within their facilities, then TechnipFMC believes that TechnipFMC Shares would not be eligible for continued listing on the NYSE or Euronext Paris and trading in TechnipFMC Shares would be disrupted. While TechnipFMC would pursue alternative arrangements to preserve the listing and maintain trading, any such disruption could have a material adverse effect on the trading price of TechnipFMC Shares and there may be adverse U.K. stamp duty and/or SDRT consequences.

TechnipFMC's actual financial positions and results of operations may differ materially from the unaudited pro forma financial data included in this Information Document.

TechnipFMC has been recently incorporated and has no operating history and no revenues. While the unaudited pro forma financial information contained in this Information Document represents management's best estimates, it is presented for illustrative purposes only and may not be an accurate indication of the combined

company's financial position or results of operations if the Mergers and associated financing transactions are completed on the dates indicated. The pro forma financial information has been derived from the audited and unaudited historical financial statements of Technip and FMCTI and certain adjustments and assumptions have been made regarding the combined company after giving effect to the Mergers and associated financing transactions. The assets and liabilities of FMCTI have been measured at fair value based on various preliminary estimates using assumptions that FMCTI and Technip management believe are reasonable utilizing information currently available and factually supportable. The process for estimating the fair value of acquired assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. These estimates may be revised as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the pro forma financial information and the final acquisition accounting will occur and could have a material impact on the pro forma financial information and the combined company's financial position and future results of operations.

In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the closing of the Mergers. Any potential decline in TechnipFMC's financial condition or results of operations may cause significant variations in the price of TechnipFMC Shares. See the section entitled "*Unaudited Pro Forma Financial Information*" of this Information Document.

The financial analyses and projections considered by FMCTI, Technip and their respective financial advisors may not be realized.

The financial analyses and projections considered by FMCTI, Technip, Evercore, Goldman Sachs and Rothschild reflect numerous estimates and assumptions that are inherently uncertain with respect to industry performance and competition, general business, economic, market and financial conditions and matters specific to FMCTI's and Technip's businesses, including the factors described or referenced under the section entitled "*Forward Looking Statements*" of this Information Document and/or listed under the section entitled "*Risk Factors*" of this Information Document, all of which are difficult to predict and many of which are beyond FMCTI's and Technip's control. There can be no assurance that the financial analyses and projections considered by FMCTI, Technip, Evercore, Goldman Sachs and Rothschild will be realized or that actual results will not materially vary from such financial analyses and projections. In addition, since the financial projections cover multiple years, such information by its nature becomes less predictive with each successive year.

The combined company is exposed to foreign currency exchange risk.

The combined company will transact business in numerous countries around the world and expects that a significant portion of its business will continue to take place in international markets. TechnipFMC will prepare its consolidated financial statements in its functional currency, while the financial statements of each of its subsidiaries will be prepared in the functional currency of that entity. Accordingly, fluctuations in the exchange rate of the functional currencies of the combined company's foreign currency entities against the functional currency of TechnipFMC will impact its results of operations and financial condition. It is expected that the combined company's revenues and

earnings will continue to be exposed to the risks that may arise from fluctuations in foreign currency exchange rates, which could have a material adverse effect on TechnipFMC's business, results of operation or financial condition.

Additionally, the combined company will be exposed to numerous other risks currently faced by Technip and FMCTI, including interest rate risk, commodity risk, and other market risks. Please see the sections entitled "*—Risk Factors Relating to Technip's Business*" and "*—Risk Factors Relating to FMCTI's Business*" of this Information Document.

The level of any dividend paid in respect of TechnipFMC Shares is subject to a number of factors, and there can be no assurance that TechnipFMC will pay dividends at the level expected by the market or at all.

Although TechnipFMC expects to pay dividends, the level of any dividend paid in respect of TechnipFMC Shares is within the discretion of the TechnipFMC board of directors and is subject to a number of factors, including the business and financial conditions, earnings and cash flow of, and other factors affecting, TechnipFMC and its subsidiaries. See the section entitled "*Articles of Association—Dividends and*

Distributions” of this Information Document. Under English law, TechnipFMC may only pay dividends out of profits available for that purpose. TechnipFMC’s profits available for distribution are its accumulated, realized profits, to the extent that they have not been previously utilized by distribution or capitalization, less its accumulated, realized losses, to the extent that they have not been previously written off in a reduction or reorganization of capital duly made. The amount of TechnipFMC’s distributable reserves is a cumulative calculation. TechnipFMC may be profitable in a single financial year but unable to pay a dividend if the profits of that year do not offset all previous years’ accumulated, realized losses.

Stockholders could be diluted in the future, which could also adversely affect the market price of TechnipFMC Shares.

It is possible that TechnipFMC may decide to offer additional TechnipFMC Shares in the future either to raise capital or for other purposes. If TechnipFMC stockholders do not take up such offer of TechnipFMC Shares or were not eligible to participate in such offering, their proportionate ownership and voting interests in TechnipFMC would be reduced. An additional offering could have a material adverse effect on the market price of TechnipFMC Shares.

The results of the United Kingdom’s referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and the business of the combined company, which could materially reduce the value of the TechnipFMC Shares.

The combined company will be based in the United Kingdom and will have operational headquarters in Paris, France, Houston, Texas, USA, and in London, United Kingdom, with worldwide operations, including material business operations in Europe. In June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum (“Brexit”). The referendum was advisory, and the terms of any withdrawal are subject to a negotiation period that could last at least two years after the government of the United Kingdom formally initiates a withdrawal process. Nevertheless, the referendum has created significant uncertainty about the future relationship between the United Kingdom and the European Union, and has given rise to calls for certain regions within the United Kingdom to preserve their place in the European Union by separating from the United Kingdom as well as for the governments of other E.U. member states to consider withdrawal.

These developments, or the perception that any of them could occur, could have a material adverse effect on global economic conditions and the stability of global financial markets, and could significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Asset valuations, currency exchange rates and credit ratings may be especially subject to increased market volatility. Lack of clarity about applicable future laws, regulations or treaties as the United Kingdom negotiates the terms of a withdrawal, as well as the operation of any such rules pursuant to any withdrawal terms, including financial laws and regulations, tax and free trade agreements, intellectual property rights, supply chain logistics, environmental, health and safety laws and regulations, immigration laws, employment laws and other rules that would apply to TechnipFMC and its subsidiaries, could increase the combined company’s costs, restrict its access to capital within the United Kingdom and the European Union, depress economic activity and decrease foreign direct investment in the United Kingdom generally. For example, withdrawal from the European Union could, depending on the negotiated terms of

withdrawal, eliminate the benefit of certain tax-related E.U. directives currently applicable to U.K. companies such as TechnipFMC, including the Parent-Subsidiary Directive and the Interest and Royalties Directive, which could, subject to any relief under an available tax treaty, raise the combined company's tax costs.

If the United Kingdom and the European Union are unable to negotiate acceptable withdrawal terms or if other E.U. member states pursue withdrawal, barrier-free access between the United Kingdom and other E.U. member states or among the European Economic Area overall could be diminished or eliminated. Any of these factors could have a material adverse effect on the combined company's business, financial condition and results of operations and reduce the value of TechnipFMC Shares.

TechnipFMC Shares will trade in Euros and in U.S. dollars.

TechnipFMC Shares will trade in Euros on Euronext Paris and in U.S. dollars on the NYSE. Fluctuations in the Euro/U.S. dollar exchange rate may bring distortions between the prices at which the TechnipFMC Shares trade on each trading venue. Any stockholder whose main currency is not the U.S. dollar may therefore be exposed to currency risks and may incur additional costs, such as financial intermediation costs. Fluctuations in exchange rates between the U.S. dollar and a stockholder's main currency may affect the value of the dividend ultimately received by such stockholder in another currency.

Any future TechnipFMC dividends would be declared in U.S. dollars.

Any future TechnipFMC dividends would be declared in U.S. dollars and would be paid in U.S. dollars for shares listed on the NYSE and paid in Euros for shares listed on Euronext Paris. Dividends to be paid in Euros would be converted from U.S. dollars to Euros. Any stockholder whose main currency is not the U.S. dollar may therefore be exposed to currency risks and may incur additional costs, such as financial intermediation costs. Fluctuations in exchange rates between the U.S. dollar and a stockholder's main currency may affect the value of the dividend ultimately received by such stockholder in another currency.

1.4. Risk Factors Relating to Technip's Business

Technip is party to contracts that expose it to material risks, which could cause Technip to incur losses on its projects.

Technip is subject to material risks in connection with lump sum turnkey contracts, under which Technip designs, engineers, builds and delivers ready-to-operate industrial facilities for a fixed price. Actual expenses incurred in executing a lump sum turnkey contract can vary substantially from those originally anticipated for several reasons, including:

- unforeseen construction conditions;
- delays caused by local weather conditions and/or natural disasters (including earthquakes and floods); and
- a failure of suppliers or subcontractors to perform their contractual obligations.

Pursuant to the terms of lump sum turnkey contracts, Technip is not always able to increase its prices to reflect factors that were unforeseen at the time its bid was submitted. As a result, it is not possible to estimate with complete

certainty the final cost or margin of a project at the time of bidding or during the early phases of its execution. If costs were to increase for any of these reasons, Technip's profit margins could be reduced and Technip could incur a material loss under the contract.

Unforeseen additional costs could reduce Technip's margin on lump sum contracts.

Technip's engineering, procurement and construction projects may encounter difficulties that could lead to cost overruns, lower revenues, litigation or disputes. These projects are generally complex, requiring the purchase of substantial equipment. Delays in the execution schedule may occur and Technip may encounter difficulties with the design, engineering, procurement, construction or installation in relation to these projects. These factors could impact Technip's ability to complete certain projects in line with the initial schedule.

Technip may be held liable to pay cash compensation should it fail to meet deadlines or to comply with other contractual provisions. Difficulties in executing contracts (whether present or future) could also have a material adverse effect on Technip's results of operations and harm Technip's image in its industry and with its customers.

New capital asset construction projects for vessels and plants are subject to risks, including delays and cost overruns, which could have a material adverse effect on Technip's financial condition and results of operations.

Technip seeks to continuously upgrade and develop its asset base. Such projects are subject to risks of delay and cost overruns which are inherent to any large construction project and which are the result of numerous factors, including the following:

- shortages of key equipment, materials or skilled labor;
- unscheduled delays in the delivery of ordered materials and equipment;
- issues regarding design and engineering; and
- shipyard delays and performance issues.

Failure to complete construction in time, or the inability to complete construction in accordance with its design specifications, may result in loss of revenues. Additionally, capital expenditures for construction projects could materially exceed the initially planned investments or can result in delays in putting such assets into operation.

Technip faces risks relating to subcontractors, suppliers and customers.

Technip generally relies on subcontractors and suppliers for the performance of its contracts. Although Technip is not dependent upon any single supplier, certain geographic areas of Technip's business or a project or group of projects may heavily depend on certain suppliers for raw materials or semi-finished goods. Any difficulty faced by Technip in hiring suitable subcontractors or acquiring equipment and materials could compromise its ability to generate a significant margin on a project or to complete such project within the allotted timeframe.

Any delay on the part of subcontractors or suppliers in the completion of their portion of a project, any failure on the part of a subcontractor or supplier to meet its obligations, or any other event attributable to a subcontractor or supplier that is beyond Technip's control or not foreseeable by Technip could lead to delays in the overall progress of the project and/or generate significant extra costs.

Technip is exposed to risks presented by the activities of its subcontractors and suppliers in connection with the performance of their obligations for a project. If subcontractors or suppliers refuse to adhere to their contractual obligations with Technip or are unable to do so due to a deterioration in their financial condition, Technip may be unable to find a suitable replacement at a comparable price, or at all.

Technip could be required to compensate customers for such issues. Even if Technip was entitled to make a claim for these extra costs against the defaulting supplier or subcontractor, Technip could be unable to recover the entirety of these costs and this could materially adversely affect Technip's business, financial condition or results of operations.

Technip is also dependent on its customers. For the year ended December 31, 2015, Technip's top five projects represented 28.2% of its total revenues (including share of revenues from equity affiliates) compared to 19.2% for the year ended December 31, 2014. For the year ended December 31, 2015, Technip's top ten projects generated 39.2% of its total revenues (including share of revenues from equity affiliates) compared to 29.2% for the year ended December 31, 2014.

Technip depends on third-party IP providers.

Technip believes that the large portfolio of technologies that it owns or licenses from third parties is a strategic asset in winning and executing its projects. However, Technip could become subject to legal action brought by third parties seeking to enforce intellectual property rights, which they may claim to have.

Such legal actions could have a material impact on the operations and image of Technip and result in a decline in Technip's market share, which would have an effect on Technip's results as a consequence.

Equipment or mechanical failure could impact project costs and negatively impact Technip's financial results.

The successful execution of projects by Technip is dependent on the reliability of its production equipment and machinery. Technip could experience equipment or mechanical failures, which could result in increased project execution costs or completion delays. Subsequent projects for which such assets were intended could also be impeded or delayed as a result of unforeseen equipment failures. In some cases, costs or delays associated with equipment failure could lead to penalties for failure to comply with a project's contractual conditions or weaken Technip's relationships with customers. Such occurrences could have a material adverse effect on individual projects as well as Technip's business, financial condition or results of operations.

Technip's operations could be impacted by terrorist acts, uprisings, wars or social unrest, whether nationally or internationally, and by the consequences of such events. Furthermore, a number of projects are located in countries where political, economic and social instability could disrupt Technip's operations.

A number of Technip's business operations are conducted in areas where there have recently been, and may continue to be, elevated risks associated with terrorism, acts of piracy, wars or revolutions, unpredictable political changes or social unrest. The occurrence, continuation or aggravation of any such events or circumstances could materially adversely affect Technip's business, financial condition or results of operations.

Political instability in general may reduce the number of potential projects that meet Technip's risk management criteria. Such circumstances could also lead to more significant expenses and therefore impact Technip's financial results, while limiting growth prospects.

Insurance against any of the foregoing risks may be inadequate to protect against losses for ongoing projects. Such losses could reduce Technip's net income or cause a net loss.

Technip aims to mitigate these risks in such areas by conducting specific and then permanent risk analyses, based on appropriate preventive and protective measures, and regular audits of the security measures that are already in place.

Technip may, when necessary, contract with insurance companies and export-credit agencies to obtain insurance policies to cover political risk. However, in the event of major national or regional political turmoil, the insurance policy may be inadequate to protect against loss for ongoing projects. Such a loss could reduce Technip's net income or cause a net loss.

Technip's operations may cause harm to persons and assets, which could damage Technip's reputation or cause it to incur substantial costs.

Technip's operations are subject to the risks inherent to any company providing engineering and construction services in the oil and gas, petrochemical and mining industries, including those associated with equipment failures, personnel injuries, fires or explosions. Should these risks materialize, they could result in death and injuries, cause the permanent or temporary disruption of Technip's operations, cause damage to movable property and real assets or cause pollution or other environmental damage, all of which could result in claims being brought against Technip, or claims being brought by subsequent operators of facilities designed by Technip.

Technip's policy is to contractually limit its liability and to seek indemnity for managing these risks, as well as to obtain insurance coverage. However, such precautions may not always provide full protection from liabilities. Technip may be deemed, as a matter of law, to be liable pursuant to environmental and employment laws in certain jurisdictions where Technip operates. In addition, clients and subcontractors might not have adequate financial resources to meet their indemnification obligations to Technip.

Furthermore, losses may result from risks that are not addressed in Technip's indemnity agreements or that are not covered by its insurance policies.

Additionally, Technip may not be in a position to obtain adequate insurance coverage on commercially reasonable terms for certain types of risks. Failure to have appropriate and adequate insurance coverage in place for any of the reasons discussed hereinabove could subject Technip to substantial additional costs and potentially lead to losses. The occurrence of any of these events could harm Technip's image and materially adversely affect Technip's business, financial condition or results of operations.

Technip depends on the functioning of its information systems, which may not function or be subject to attack.

IT networks and applications are an essential part of Technip's engineering operations. A malfunction in, or any attack against, Technip's information systems may result in a delay in the execution of a project or may negatively impact Technip's image and the time required to complete certain operations within projects. The occurrence of any of these events could harm Technip's image and materially adversely affect Technip's business, financial condition or results of operations.

Technip may become the target of fraudulent acts.

Like other companies, Technip may be a target for fraud attempts and represents a potential target for fraudulent activity. Technip has a global presence in several countries with varied legal and tax environments and with diverse financial and banking systems.

If an attempt at fraud succeeds, it may have a financial impact as well as an impact on the reputation of Technip and its interests.

The success of joint ventures or consortia in which Technip participates depends on the satisfactory performance of its partners' obligations.

The failure of one of Technip's partners to perform their obligations in a timely and satisfactory manner could lead to additional obligations and costs being imposed on Technip, as Technip would be forced to take on the defaulting partner's obligations, which could in turn materially adversely affect Technip's business, financial condition or results of operations.

Technip has made, and may continue to make, certain acquisitions, the impact of which may be less favorable than anticipated, or may affect its financial position or prospects.

As part of its development strategy, Technip has made, and may continue to make, acquisitions. These acquisitions may be of varying size, including some which are significant at the group level, and may take the form of company or equity purchases, mergers or formations of joint ventures. These acquisitions are subject to numerous risks, including, among others: (i) the business plan assumptions underlying the valuations may not be accurate, especially regarding market price, cost savings, earnings, synergies, assessment of market demand and expected profitability; (ii) Technip may not be able to successfully integrate the acquired companies, their technologies, product lines and employees; (iii) Technip may not be able to retain certain employees, customers or key suppliers of the acquired companies; (iv) Technip could be forced to increase its debt to finance such acquisitions, thus limiting its financial flexibility and opportunities to take on additional debt in the future; and (v) Technip may be forced to give undertakings to merger control authorities that, once implemented, would be on less favorable terms than those initially expected by Technip. Consequently, the benefits expected from current or future acquisitions may not occur within the originally anticipated timeframe, if at all, which could materially adversely affect Technip's business, financial condition or results of operations.

Technip may not be able to retain its key personnel or attract the qualified employees it may need to maintain and develop its know-how.

Technip's success is dependent upon its ability to recruit, train and retain qualified employees with the required skills, expertise and local knowledge, including managers, engineers, technicians and other employees. To mitigate this dependence, Technip prepares itself for the future by securing leadership and management succession plans and maintaining relationships with universities so as to benefit from a sufficient pool of talent for the market recovery.

Although in all entities concerned by the ongoing restructuring of Technip's workforce, which began in July 2015, departures have been defined based on jobs and workload forecasts for the months and years to come, targeting on a priority basis positions with a diminished workload, such restructuring may result in Technip losing key personnel responsible for timely and successful project delivery. In such a situation, Technip's business, financial condition or results of operations could be materially adversely affected even though Technip launched at the end of 2015 and extended in 2016 a group initiative, Global Resourcing, to maximize redeployment opportunities for key personnel impacted by the restructuring.

Technological progress may render the technologies used by Technip obsolete.

The oil and gas industry is pursuing oil and gas reserves in increasingly difficult conditions, such as deep seas, high-pressure and high-temperature reservoirs and other extreme conditions, particularly in the Arctic. Technological development is key to overcoming these difficult conditions and can provide a significant competitive advantage.

Unlike other sectors, this industry has not experienced any recent major or disruptive shifts in technology; however investment in research and development (“R&D”) is required to continually push the boundaries of production and exploration. Technip’s success relies on continuous and regular R&D in order to develop new products and new installation methods that will provide solutions in a cost-effective manner.

In an increasingly competitive market, technology differentiation remains key to maintaining Technip’s position. Clients expect that Technip will focus on quality, reliability and cost effectiveness in developing new products and services. Failure to sustain continuous and regular R&D could result in a decline in Technip’s market share, which could materially adversely affect Technip’s business, financial condition or results of operations.

Increasing competitive pressure may continue to drive prices and could result in fewer contracts meeting Technip’s margin criteria.

Technip obtains most of its contracts by participating in competitive bidding processes, as is customary in the industry. Technip’s main competitors are engineering and construction companies in the Americas, Europe, Asia Pacific and the Middle East. While service quality, technological capability, reputation and experience are all considered by clients in making their decisions, price remains the decisive factor for most clients. Historically, the industry has always been subject to intense price competition. Such competition has intensified over the past decade, particularly due to new players, and could reduce Technip’s order backlog and consequently have a negative effect on Technip’s revenues, financial condition or results of operations.

A financial or economic crisis may impact the market for loans, letters of credit, bank guarantees and other guarantees necessary to Technip’s operations.

Technip benefits from significant short- and long-term credit facilities, as well as bank guarantees from a large number of financial institutions, enabling Technip to continually meet its contractual obligations. Although the group is protected against any increase in the interest rates with respect to a significant proportion of its financial debt as it has been entered into at fixed interest rates, any disruptions in the financial markets could have an effect on Technip’s ability to access such markets. Additionally, acquiring future issuances of bank guarantees and letters of credit may be more costly and time-consuming, as the necessary involvement of several banks could further restrict and complicate access to such instruments.

Despite Technip’s credit-risk management and hedging procedures, particularly during initial project assessments, Technip cannot guarantee that it will not bear the direct risk of financial failure from any of its clients, partners or subcontractors following the loss of financing for certain projects or due to the increase in negotiation periods for the financing of projects to which Technip is a contractor. Such trends may materially adversely affect Technip’s business, financial condition or results of operations.

The decrease in available export credits and bank loans may render the financing of certain projects more difficult for Technip's clients.

Technip and its subsidiaries remain in contact with many export credit agencies to promote projects that may generate new contracts, and to obtain such agencies' assistance in the hedging or guaranteeing of such projects. Technip's clients negotiate and obtain export credit facilities financed by banks with the support of export credit agencies, as well as loans financed by commercial credit providers; these two forms of credit facilities are used to finance the projects of many of Technip's clients. Should the level of support received from such export credit agencies decline, or if the amount of the commercial credit, whether or not backed by export credit agencies, were to be reduced from its current levels, or if the interest rates or the commercial credit margins were to significantly increase for these credit facilities, Technip's customers may decide to undertake fewer projects or decide to postpone the completion of certain projects. Any decline in the number of new contracts resulting from this could materially adversely affect Technip's business, financial condition or results of operations.

A reduction in investment in the oil industry could cause Technip's projects to be postponed or cancelled, which could negatively affect Technip's revenues and profits.

Technip's business is largely dependent on investments made in the oil industry to develop oil and gas reserves, as well as to process oil and natural gas in refining units, on petrochemical sites and at natural gas liquefaction plants.

The level of investment in this sector is significantly impacted by oil and gas prices in world markets, as well as expectations of fluctuations in such prices. High volatility in oil and gas prices could lead oil and gas companies to delay or even cancel their investment projects.

In the upstream sector of the oil industry, an extended decrease in oil and gas prices, with no corresponding simultaneous decrease in development costs, such as equipment procurement costs, could force customers to suspend, significantly reduce, or even cancel certain of their investments.

In the downstream sector of the oil industry, one of the main drivers for new investment is world economic growth led by emerging economies. A slowdown in world economic growth could put downward pressure on the demand for products derived from oil and gas, including fuel and plastics. Any decrease in the rate of demand for such products would reduce incentives for Technip's clients to invest in additional treatment capacity.

Finally, investments in the oil sector are not only influenced by oil prices and world economic growth, but also by other factors, including:

- the level of exploration and development of new oil and gas reserves;
- the rate of decline of existing reserves;
- changes in the global demand for energy;
- political, economic and geopolitical conditions; and
- changes in environmental legislation and regulations.

A decrease in investments in the oil and gas industry for any reason could materially adversely affect Technip's business, financial condition or results of operations.

Technip's operations may suffer from adverse weather conditions.

Severe weather conditions in regions in which Technip operates could in some cases materially and adversely affect Technip's business and operations. Repercussions of severe or unanticipated weather conditions may include:

- evacuation of personnel and suspension of activities;
- weather-related damage to offshore equipment and machinery;
- weather-related damage to Technip's facilities and project work sites;
- loss of productivity or delays in project completion, potentially in violation of contract schedules; or
- the voluntarily curtailment of production in response to market conditions.

Such events may cause a substantial increase in costs associated with affected projects or assets, result in a decline in revenues for a particular business unit or result in a temporary reduction in cash flows.

Technip's current or former facilities are subject to environmental protection and industrial risk prevention regulations.

Technip's business and operations are subject to numerous laws, regulations and other requirements relating to the protection of the environment, including those relating to the discharge of materials into the environment such as the venting or flaring of natural gas, waste management, pollution prevention, greenhouse gas emissions and the protection of endangered species as well as laws, regulations, and other requirements relating to the operation of industrial sites, including public and employee health and safety and facility security. In certain regions in which Technip operates, laws and regulations, particularly those related to environmental protection, may be subject to frequent change. Technip could be held liable for environmental liabilities pursuant to the rules and regulations issued by the countries in which it operates, in particular, Directive 2004/35/EC of the European Parliament and of the Council of April 21, 2004 on environmental liability with regard to the prevention and remedying of environmental damage, which has been implemented into the legislation in most of the E.U. member states in which Technip operates. Under such regulations, Technip could be held liable for

pollution, including the release of petroleum products, hazardous substances and waste from Technip's production, refining or industrial facilities, as well as other assets owned, operated or which were previously operated by Technip, its customers or subcontractors. A breach of environmental regulations could result in, among other things, (i) Technip having to restore polluted sites at substantial cost, (ii) the suspension or prohibition of certain operational activities or (iii) Technip's liability for damages suffered by third parties, each of which could materially adversely affect Technip's business, financial condition or results of operations.

Although Technip does not directly operate facilities that fall within the scope of Article L. 515-36 of the French Environmental Code for high threshold "Seveso" sites, some of its activities (construction, installation or start-up) are carried out at industrial facilities which are themselves exposed to industrial and environmental hazards.

In the event of a major industrial accident in a facility exposed to such hazards, Technip's liability for damages to its employees or property, as an onsite participant, or the loss of an important customer as a result of such accident, materially adversely affect Technip's business, financial condition or results of operations.

Climate change may adversely impact Technip's operations and income.

Technip is subject to regulatory risks arising from more stringent international, European or national regulations aimed at reducing greenhouse gas emissions and competition risks from a further shift in client demand for more energy-efficient products and processes to reduce greenhouse gas emissions. Each of these risks could have a materially adverse impact on Technip's compliance with contractual completion deadlines and could materially adversely affect Technip's business, financial condition or results of operations.

For instance, Technip has no facilities that fall within the scope of either the French national scheme for greenhouse gas quota (PNAQ III for the 2013-2020 period), or Directive 2010/75/EU of the European Parliament and of the European Council of November 24, 2010 on industrial emissions (integrated pollution prevention and control). Investments in the petroleum industry can be materially affected by changes in environmental laws or regulations, applicable either to the project or the relevant business sectors. If certain regulations change in an unexpected manner, or impose requirements with which Technip may not be able to comply, the obligations imposed by such laws or regulations could materially adversely affect Technip's business, financial condition or results of operations.

In addition, if Technip does not sufficiently anticipate developments in technologies that lower greenhouse gas emissions and are based on renewable energies, Technip would no longer be able to meet market demand, which in turn would have a negative impact on its operations and financial results.

Technip could be held responsible for occupational diseases of its employees.

As is the case for most diversified industrial groups, Technip may be exposed to claims for occupational diseases related to its employees' exposure to various risks such as noise, musculoskeletal disorders or asbestos. To prevent any such harm to its employees, Technip implements prevention programs designed to reduce specific health risks. In the event that occupational diseases related to asbestos were to be discovered or reported, Technip could be held liable. Technip could also be required to pay substantial indemnities to the victims or to the relevant beneficiaries under local law.

Stricter regulations regarding national content and social standards may expose Technip to higher costs, liability and reputational damage.

Technip operates in countries with increasingly stringent and constantly evolving regulations in relation to social protection and employment. Certain countries, in particular emerging economies and developing countries, aim at imposing more onerous regulations in relation to local content requirements regarding operations conducted by or for foreign businesses, particularly regarding the employment of local workers, the provision of products and services by local businesses and social investment in favor of local communities.

Technip could be held liable for a breach of any of these regulations and a failure to take into account local content requirements could expose Technip to operational risks. For example, if Technip failed to meet an obligation to improve the employability of local workers, Technip could be unable to conduct its operations due to a shortage of skilled personnel. In addition, Technip could suffer from difficulties further along the supply chain due to a failure to contribute to the sustainable development of the broader local economy. Finally,

Technip may have to carry out its operations in a context of social injustice, poverty or poor management of natural resources which may be a source of discontent from local communities in terms of human development and environmental conservation, which may cause or exacerbate local instability, thereby exposing Technip to risks of direct losses, including, among others, the boycott of supply and/or production, in addition to risks relating to reputational damage.

In addition to the risks mentioned above, due to the national environment and the nature of the industry in countries where Technip operates, Technip is also exposed to one risk in particular, common to all sustainable development concerns: the risk of damage to its image and reputation due to irresponsible behavior or a focus on short-term profits. There is a risk that this type of behavior can occur not only at the level of the entities and projects of Technip but also at each stage of Technip's value chain. The subcontracting and supply chain may reveal acts or events that are contrary to Technip's ethical principles and sustainability policies, and which may be unknown to Technip in so far as they occur before Technip's involvement. Clients and project sponsors may also act contrary to these principles and policies, resulting in accidents or exposure to reputational damage. All this may directly or indirectly affect the image and reputation of Technip, which could ultimately impact Technip's ability to break into new markets, create jobs or implement its operations in certain countries, ultimately resulting in financial losses.

Pirates endanger Technip's maritime employees and assets.

Technip faces material piracy risks in the Gulf of Guinea, the Somali Basin and the Gulf of Aden, and, to a lesser extent, in Southeast Asia, Malacca and the Singapore Straits. Piracy represents a risk for both Technip's projects and its vessels which operate and transit through sensitive maritime areas. Such risks have the potential to significantly harm crews (physically and/or psychologically) and to negatively impact the execution schedule for a project or projects. If Technip's maritime employees or assets are endangered, additional time may be required to find an alternative solution, which may delay project realization and negatively impact Technip's image, business, financial condition or results of operations.

Technip's employees and operators are subject to air travel risks.

Technip operates in several countries where the performance of airlines or the air-traffic control network is poor or does not comply with Organisation for Economic Co-operation and Development standards. The limited number of flights to certain destinations, particularly domestic flights, can result in employees having to use alternative means of transportation. Should air travel risks materialize, they could impact the safety of employees, human resources, the execution of a project, or the schedule for submission of an offer and may harm Technip's image, business, financial condition or results of operations.

Changes in laws or regulations may have a negative impact on Technip's business.

Technip's operations and manufacturing activities are governed by international, regional, transnational and national laws and regulations in every place where it operates, and in various often-changing fields, such as securities laws, internal control, health and safety, privacy and data protection, ethics, anti-corruption, labor and environmental laws, export control on certain specifically enumerated items or strategic industries, as well as compliance with trade or other sanctions, including, as of recently, political and economic sanctions involving the Russian Federation. Technip may be required to make financial and technical investments, suspend its activities in certain countries or may be further limited in its ability to access certain markets or countries, for an indefinite period of time, to comply with these laws and regulations, and any changes thereto. In addition, any misconduct or failure to comply with these laws and regulations could expose Technip or its employees to criminal, civil and administrative liabilities and could damage Technip's reputation or have an adverse impact on its share value.

In exceptional cases, some of Technip's assets may be nationalized or expropriated or some of Technip's contractual rights may be challenged. The materialization of such risks could result in a loss of Technip's market share and could materially adversely affect Technip's business, financial condition or results of operations.

Changes in tax regulations or interpretations may negatively affect Technip's tax position.

Technip operates in many countries and, as a result, is subject to taxes in a number of different jurisdictions. Revenue, including net income actually earned, deemed net profit and withholding taxes generated in the various jurisdictions, are taxed differently. The final determination of Technip's tax liabilities requires an interpretation of local tax laws, treaties and the practices of the tax authorities of each jurisdiction in which Technip operates, as well as the making of assumptions regarding the scope of future operations and the nature and timing of the financial results generated by such operations. Changes in tax regulations and practices could materially and adversely impact Technip's tax position and liabilities, in particular if, contrary to the recommendations of the group's Tax Department, the group was not protected by the terms of the contracts it enters into against a risk incurred as a result of a change in tax regulations, interpretations and practices.

Technip may fail to effectively protect its intellectual property, resulting in a loss of its competitive advantage and revenues.

Some of Technip's products, including the processes used by Technip to produce and market such products, are patented, are subject to patent applications, or represent trade secrets. However, not all countries offer the same level of protection for intellectual property rights. If Technip's intellectual property rights were to be considered invalid, could not be protected, or if there was a failure to obtain a particular patent, its competitors could then independently develop and exploit technologies similar to Technip's unpatented or unprotected technologies. Although Technip does not believe that its business or financial condition or results of operations are dependent upon any single patent, brand, technology or intellectual property right, such events could have an impact on Technip's brand, or could materially adversely affect Technip's business, financial condition or results of operations.

Technip could be required to take legal action in order to enforce its intellectual property rights, as well as to assess the validity and scope of rights held by third parties. Technip could also be subject to legal action brought by third parties seeking to enforce intellectual property rights, which they claim to hold. Any court proceedings could result in major costs and require the dedication of resources, which could have an impact on Technip's operating income.

Technip may be involved in costly and burdensome legal proceedings with clients, partners, subcontractors, employees and tax or regulatory authorities.

Technip is regularly involved in legal proceedings with clients, partners, subcontractors and tax or regulatory authorities in its course of business. Certain of these proceedings can notably lead to Technip having to pay damages and punitive damages, equitable remedies or criminal or civil sanctions, fines or disgorgement of profit. In individual cases this may also lead to formal or informal exclusion from tenders or the revocation or loss of business licenses or permits. These proceedings can also lead financial institutions that granted financings to Technip, to acknowledge the breach of certain undertakings, and insurance companies to reassess the policies from which Technip benefits.

Technip may also be involved in proceedings initiated by, among others, (i) employees or former employees of Technip with occupational disease claims related to certain activities (e.g., diving) or to exposure to hazardous

substances (e.g., asbestos), (ii) tax or regulatory authorities or (iii) any third parties. Should any of these risks materialize, Technip's image could be negatively impacted and Technip's business, financial condition or results of operations could be materially adversely affected.

Technip faces risks relating to the expected exit of the United Kingdom from the European Union.

On June 23, 2016, the United Kingdom held a remain-or-leave referendum on the United Kingdom's membership within the European Union, the result of which favored Brexit. A process of negotiation will determine the future terms of the United Kingdom's relationship with the European Union, as well as whether the United Kingdom will be able to continue to benefit from the European Union's free trade and similar agreements. The timing of the Brexit and potential impact of Brexit on Technip's market share, sales, profitability and results of operations is unclear. Depending on the terms of Brexit, economic conditions in the United Kingdom, the European Union and global markets may be adversely affected by reduced growth and volatility. For instance, any restrictions on the freedom of movement between the United Kingdom and the European Union may impact the mobility of Technip's personnel. In addition, a Brexit may also give rise to

further political uncertainty regarding Scottish independence. The uncertainty before, during and after the period of negotiation is also expected to have a negative economic impact and to increase volatility in the markets, particularly in the Eurozone. Such volatility and negative economic impact could, in turn, materially adversely affect Technip's business, financial condition or results of operations.

Technip's prior work in Iran related to certain past projects may be subject to U.S. sanctions, which could have an adverse impact on its business.

As a multinational corporation organized outside the United States and with operations throughout the world, Technip has operated in certain countries where U.S. persons, U.S. entities and, in certain cases, non-U.S. entities that are owned or controlled by U.S. entities, are prohibited from doing business. Non-U.S. persons and non-U.S. entities (even if not U.S.-owned or controlled) are exposed to the risk of sanctions or penalties in certain situations. On January 16, 2016, the majority of such U.S. sanctions on Iran targeted at non-U.S. persons, including the Iran Sanctions Act of 1996 ("ISA"), as further amended and expanded by the Comprehensive Iran Sanctions, Accountability, and Divestment Act of July 2010 ("CISADA"), the Iran Threat Reduction and Syria Human Rights Act of 2012, the Iran Freedom and Counter-Proliferation Act of 2012, as well as certain U.S. Executive Orders and regulations, were lifted. However, certain sanctions targeted at U.S. persons and non-U.S. persons remain. As of June 30, 2016, Technip's revenue generated by residual obligations linked to prior contracts was close to zero. Technip implements procedures to ensure that projects carried out in countries which are subject to economic sanctions are undertaken in compliance with U.S. sanctions laws. Technip cannot, however, completely exclude the risk of sanctions for its actions prior to or, as the case may be, after January 16, 2016, under the ISA and CISADA and current or future U.S. laws and regulations or developments. If sanctions are imposed under such laws, such sanctions could have an adverse impact on its business.

Technip is exposed to credit/counter-party risk.

The global market for the production, transportation and transformation of hydrocarbons and by-products, as well as the other industrial sector markets in which Technip operates, is dominated by a small number of companies. As a result, Technip's business relies on a limited number of customers. Technip regularly performs a credit risk analysis before entering into contracts and puts in place payment guarantees and procedures for monitoring customer payments as necessary. The loss of any key customer would materially adversely affect Technip's business, financial condition and results of operations.

Technip is exposed to liquidity risk.

As of October 21, 2016, Standard & Poor's corporate credit rating for Technip was BBB+/Stable/A-2.

Technip's business generates negative working capital requirements. The contractual terms and conditions for payment are negotiated between Technip's entities and their clients, suppliers or subcontractors for the realization of projects. These terms and conditions provide Technip's entities with cash resources and are reflected in Technip's financial statements as a negative working capital requirement.

Technip is exposed to currency risk, interest rate risk, commodity risk and other market risks.

Technip considers that the greatest exposure to currency risk faced by Technip is that arising from its operational activities. For each contract, a currency risk exists to the extent there are currency inflows and outflows during the tender phase of a contract or at the inception or execution of a contract. To mitigate this risk, strict policies and procedures have been put in force by Technip over the past several years with the objective of optimizing the hedging of the Technip operating currency exposure. In particular, for each contract for which there is a currency exposure, a currency risk analysis is performed to take into account currency inflows and outflows; during the tender phase of a contract, and where possible, in collaboration with the client and partners, currency exposure is minimized by the use of natural hedging; at the inception of the contract, any remaining exposure is systematically hedged using financial instruments; during the implementation of the contract, the exposure to currency risk is reviewed on a regular basis and the hedge is adjusted as necessary; each contract is monitored individually pursuant to the group's internal procedures and the results of this monitoring are immediately included in the group's internal reporting to management.

In addition, Technip's subsidiaries are exposed to short-term financing currency risk. To mitigate this risk, Technip conducts currency hedging in accordance with the relevant international accounting standards (IFRS) and taking into account future cash flow, thereby providing "microeconomic cover" (flow by flow). For most entities, financial hedging instruments are contracted centrally by Technip Eurocash SNC and are in turn contracted across several banking counterparties that have been selected following appropriate analysis. Currency hedging instruments used by the group and their respective sensitivities are presented in Notes 1-C (c), 26 and 32 (b) in Section 6.1 of the Technip 2015 Reference Document. As of December 31, 2015, the group had not used any currency options.

Furthermore, Technip is exposed to foreign investment currency risk due to the fact that a significant portion of its revenues is generated outside the Eurozone (71% for the year ended December 31, 2015, including 25% by companies having the U.S. dollar as the functional currency and 17% by companies having the British pound as the functional currency). A variation of 10% in the U.S. dollar/Euro exchange rate would impact group revenue by €211.9 million, while a variation of 10% in the GBP/Euro exchange rate would impact group revenue by €154.0 million. To mitigate this risk, Technip internal rules require that all transactions contracted in foreign currencies must be hedged. As a result, even if Technip's consolidated currency position is not measured, Technip considers on the basis of individual monitoring and internal reporting that almost all of the assets, liabilities and cash flows that are denominated in a currency other than the functional currency of the operating entity are hedged, using either natural hedging or financial instruments. Technip believes that any residual currency risk is not significant.

As of December 31, 2015, Technip's outstanding hedging instruments by currency were as follows:

*In millions of
Euro*

| U.S. dollar/Euro Purchase | U.S. dollar/Euro Sale | GBP/Euro Purchase | GBP/Euro Sale | Purchase/Sale of Foreign Currency compared to Euro | Purchase/Sale of Foreign Currency compared to Foreign Currency | Total Nominal Value of Hedging Instruments |
|--|--------------------------------------|------------------------------|--------------------------|---|---|---|
| 117.9 | 1,302.1 | 163.0 | 215.4 | 238.1 | 1,721.0 | 3,757.5 |

The group does not have significant exposure to currency risk related to its financial debt as it has no external financial debt contracted in a currency other than the functional currency of the contracting entity. The majority of the short-term financing needs of the group's subsidiaries in relation to a requested currency are met by the entity which centralizes the cash pool, Technip Eurocash SNC. Technip Eurocash SNC centralizes excess cash in any currency for the majority of the group's subsidiaries and therefore has the necessary cash available in a requested currency. If necessary, Technip enters into currency swap contracts.

Technip is also exposed to interest rate risk. Notwithstanding Technip's regular analysis of such exposure, Technip's financial projects are subject to interest rate fluctuations, which in turn could materially adversely affect Technip's business, financial condition or results of operations.

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The following table presents a schedule of maturity dates after Technip's financial asset and financial debt management, as of December 31, 2015. The schedule of maturity dates is based on the interest rate revision dates.

| <i>In millions of Euro</i> | Call Money rate | | | Total |
|---|------------------------|---------------------|---------------------|--------------|
| | within 1 year | 1 to 5 years | Over 5 years | |
| Convertible Bonds (including Accrued Interest Payable) | 553.7 | 481.0 | 2.2 | 1,036.9 |
| Bond Issue (including Accrued Interest Payable) | 13.3 | 198.6 | 670.5 | 882.4 |
| Bank Borrowings and Credit Lines (including Accrued Interest Payable) | 149.1 | 113.8 | 3.1 | 266.0 |

59

| | | | | |
|----------------------------------|------------------|--------------|--------------|------------------|
| Commercial Papers | 200.0 | - | - | 200.0 |
| Fixed Rate | 916.1 | 793.4 | 675.8 | 2,385.3 |
| Cash and Cash Equivalents | (2,919.1) | - | - | (2,919.1) |
| Bank Borrowings and Credit Lines | 20.9 | 145.6 | 11.2 | 177.7 |
| Bank Overdrafts | 0.1 | - | - | 0.1 |
| Floating Rate | (2,898.1) | 145.6 | 11.2 | (2,741.3) |
| Total | (1,982.0) | 939.0 | 687.0 | (356.0) |

As regards maturity dates in excess of one year, the outstanding fixed rate debt amounts to €1,469.2 million. The outstanding fixed rate debt predominantly consists of convertible bonds and private placements. It also includes drawings on bank loans.

Analysis of the Sensitivity of the Situation

Technip's floating rate debt amounted to €177.8 million compared to an aggregate total debt of €2,563.1 million as of December 31, 2015.

To ensure liquidity, cash is invested on a short-term basis. Financial products are subject to fluctuations in currency interest rates.

As of December 31, 2015, the net short-term cash position of the group (cash and cash equivalents, less short-term financial debts) amounted to €1,982.0 million.

| <i>In millions of Euro</i> | Impact on Estimated Financial Charges and Revenues before Taxes (*) | Impact on Equity before Taxes |
|---|--|--------------------------------------|
| Impact of 1% Increase in Interest Rates | 18.3 | - |
| Impact of 1% Decrease in Interest Rates | (18.3) | - |

(*) On the basis of outstanding amounts as of December 31, 2015.

Based on the outstanding amounts as of December 31, 2015, a 1% (100 basis points) increase in interest rates would lower the fair value of the fixed rate convertible bonds (OCEANEs) and private placements of Technip (which are described in section 2.5 of Technip 2015 Reference Document) by €71.7 million before tax; a 1% (100 basis points) decrease in interest rates would raise the fair value of such OCEANEs and private placements by €78.4 million before tax; a 1% (100 basis points) increase in interest rates would generate an additional profit of €18.3 million before tax in the consolidated net cash position of Technip and a 1% (100 basis points) decrease in interest rates would generate a loss of the same amount (€18.3 million before tax) in the consolidated net cash position of Technip.

In addition, Technip faces risks related to fluctuations in prices of shares that it holds.

| <i>In millions of Euro</i> | Portfolio of treasury shares as of December 31, 2015 |
|----------------------------|---|
| Asset Balance | 55.2 |
| Provisions for Risk | (65.4) |
| Off-Balance Sheet | - |
| NET TOTAL POSITION | (10.2) |

Sensitivity to Changes in Share Price

As of December 31, 2015, Technip held 818,875 treasury shares. In the event of a 10% decrease in Technip's share price (€45.74 as of that date), Technip would be required to record a provision in its annual accounts, unless those shares were allocated to plans.

In 2010, the group acquired an 8% interest in Malaysia Marine and Heavy Engineering Holdings Bhd (MHB) for €114.5 million (i.e., 128,000,000 shares). In 2011, Technip increased its interest in MHB by 0.35% for a

consideration of €7.1 million (i.e., 5,555,000 additional shares) and in 2012, increased its interest by an additional 0.15% for a consideration of €3.2 million (i.e., 2,445,000 additional shares), amounting to 136 million shares. As of June 30, 2016, the group held 8.5% of this company. MHB is listed in Malaysia on Bursa Malaysia Securities Bhd.

As of the date of this Information Document, other than the shareholdings mentioned above, the Technip group did not hold any other third party listed shares, either directly or through a collective investment vehicle (*Organisme de Placement Collectif en Valeurs Mobilières*).

For a summary of investments categorized by financial instruments and accounting classification, please refer to Note 26 to the annual consolidated financial statements as of December 31, 2015, 2014 and 2013 and for the years ended December 31, 2015, 2014 and 2013, which are attached as Annex 2 to this Information Document.

Technip is also exposed to the risk of fluctuation of prices of commodities (e.g., flexible pipes and umbilicals) Technip procures for its plants. In this respect, equipment and materials incorporating raw materials supplied by subcontractors and suppliers account for Technip's main purchase of commodities. Key equipment includes, but is not limited to, rotating equipment, pressure vessels and heat exchangers, piping materials, electrical equipment and materials. The direct impact of fluctuations in the price of raw materials on equipment cost is limited, except in relation to certain products (such as pipes, electrical cables, pressure vessels and heat exchangers) due to a limited margin of added value. Since the flexible pipes and their components produced by Technip have a very specific purpose, plants limit their stock to the level needed for ongoing Projects and backlog. Technip participates in the commodity market as part of its procurement of flexible pipes and umbilicals for its plants. In 2015, this represented 6% of the value of group's procurement. In decreasing order of importance, such procurement consists of steel wires, thermoplastics and stainless steel strips.

Technip's insurance coverage may prove inadequate.

Technip's global insurance policy which is described in section 2.8 of the Technip 2015 Reference Document, which is incorporated by reference in this Information Document, mainly aims to protect the assets of Technip and cover any liabilities Technip may incur in performing its operations. However, no assurance can be given that the nature and amount of Technip's insurance will be sufficient to cover Technip's liabilities. Further, Technip's insurance may not generally be available in the future or, if available, premiums may not be commercially justifiable. If Technip incurs substantial liability and the damages are not covered by insurance or are in excess of policy limits, or if Technip were to incur liability at a time when Technip is not able to obtain liability insurance, such potential liabilities could materially adversely affect Technip's business, financial condition or results of operations.

Technip's risk management policies and procedures may fail.

Technip seeks to adopt and implement risk management policies and procedures that it considers appropriate under the circumstances. Technip's risk management policy is described in section 2.7 of Technip 2015 Reference Document, which is incorporated by reference in this Information Document. However, any such policy or procedure may prove inadequate and Technip may be unable to adequately identify, evaluate and quantify relevant risks, or it may fail in reducing risks or maintaining them at levels that are acceptable to Technip. Any such failure could materially adversely affect Technip's business, financial condition or results of operations.

1.5. Risk Factors Relating to FMCTI's Business

Demand for FMCTI's products and services depends on oil and gas industry activity and expenditure levels, which are directly affected by trends in the demand for and price of crude oil and natural gas.

FMCTI is substantially dependent on conditions in the oil and gas industry, including the level of exploration, development and production activity of, and the corresponding capital spending by, oil and natural gas companies. Any substantial or extended decline in these expenditures may result in the reduced pace of discovery and development of new reserves of oil and gas and the reduced exploitation of existing wells, which could adversely affect demand for FMCTI's products and services and, in certain instances, result in the

cancellation, modification or rescheduling of existing orders in FMCTI's backlog. These factors could have an adverse effect on FMCTI's revenue and profitability. The level of exploration, development and production activity is directly affected by trends in oil and natural gas prices, which historically have been volatile.

Factors affecting the prices of oil and natural gas include, but are not limited to, the following:

- demand for hydrocarbons, which is affected by worldwide population growth, economic growth rates and general economic and business conditions;
- costs of exploring for, producing and delivering oil and natural gas;
- political and economic uncertainty and socio-political unrest;
- available excess production capacity within the Organization of Petroleum Exporting Countries ("OPEC") and the level of oil production by non-OPEC countries;
- oil refining capacity and shifts in end-customer preferences toward fuel efficiency and the use of natural gas;
- technological advances affecting energy consumption;
- potential acceleration of the development of alternative fuels;
- access to capital and credit markets, which may affect FMCTI's customers' activity levels and spending for FMCTI's products and services; and
- natural disasters.

The oil and gas industry has historically experienced periodic downturns, which have been characterized by diminished demand for oilfield services and downward pressure on the prices FMCTI charges. The current downturn

in the oil and gas industry has resulted in a reduction in demand for oilfield services and could further adversely affect FMCTI's financial condition, results of operations or cash flows.

Disruptions in the political, regulatory, economic and social conditions of the countries in which FMCTI conducts business could adversely affect its business or results of operations.

FMCTI operates manufacturing facilities in the United States and in various countries across the world. Instability and unforeseen changes in any of the markets in which FMCTI conducts business, including economically and politically volatile areas such as North Africa, West Africa, the Middle East and the Commonwealth of Independent States, could have an adverse effect on the demand for FMCTI's products and services, its financial condition or its results of operations. These factors include, but are not limited to, the following:

- nationalization and expropriation;
- potentially burdensome taxation;
- inflationary and recessionary markets, including capital and equity markets;
- civil unrest, labor issues, political instability, terrorist attacks, cyber-terrorism, military activity and wars;
- supply disruptions in key oil producing countries;
- ability of OPEC to set and maintain production levels and pricing;
- trade restrictions, trade protection measures or price controls;
- foreign ownership restrictions;
- import or export licensing requirements;

- restrictions on operations, trade practices, trade partners and investment decisions resulting from domestic and foreign laws and regulations;

- changes in, and the administration of, laws and regulations;

- inability to repatriate income or capital;

- reductions in the availability of qualified personnel;

- foreign currency fluctuations or currency restrictions; and

- fluctuations in the interest rate component of forward foreign currency rates.

In such areas, these risks can be mitigated by conducting specific risk analyses and regular audits, and can be effectively managed through appropriate preventive and protective programs and actions.

Moreover, Brexit has led to both near- and long-term uncertainties. As legal negotiations regarding its formal separation from the European Union occur over the next few years, the nature and extent of the effects of decisions from those negotiations is unknown. Near-term uncertainties may include continued volatility in the British pound and Euro currencies as well as volatility in global stock markets. E.U. member states are party to various treaties and agreements that facilitate the free movement of goods, services, and capital across member state jurisdictions. If the United Kingdom negotiates new treaties or agreements, the potential impact in the longer-term may include changing trade tariffs and customs duties on U.K. imports and exports, slower U.K. and E.U. economic growth and increased deregulation in the United Kingdom, all of which could affect the value of FMCTI's foreign currency-denominated assets and liabilities or its ability to assert whether undistributed earnings in the United Kingdom will remain indefinitely reinvested.

The industries in which FMCTI operates or has operated exposes it to potential liabilities arising out of the installation or use of its products that could adversely affect its financial condition.

FMCTI is subject to potential liabilities arising from equipment malfunctions and failures, particularly due to high temperature and pressure environments, equipment misuse and natural disasters, the occurrence of which may result in uncontrollable flows of gas or well fluids, fires and explosions. FMCTI subjects its products to a rigorous quality control program and has obtained insurance against many risks that could arise from the use of its products. However, this insurance may not be adequate to cover all potential liabilities. Further, the insurance may not generally be available in the future or, if available, premiums may not be commercially justifiable. If FMCTI incurs substantial liability and insurance does not cover the damages or they in excess of policy limits, or if FMCTI were to incur liability at a time when it is not able to obtain liability insurance, such potential liabilities could have a material

adverse effect on its business, results of operations, financial condition or cash flows.

FMCTI's operations require it to comply with numerous U.S. and international regulations, violations of which could have a material adverse effect on its financial condition, results of operations or cash flows.

FMCTI is exposed to a variety of federal, state, local and international laws and regulations relating to matters such as environmental, health and safety, labor and employment, import/export control, currency exchange, bribery and corruption and taxation. These laws and regulations are complex, frequently change and have tended to become more stringent over time. While FMCTI regularly monitors changes to comply with local and international standards and regulations, in the event that the scope of these laws and regulations expands in the future, the incremental cost of compliance could adversely impact FMCTI's financial condition, results of operations or cash flows.

FMCTI's operations outside of the United States require it to comply with numerous anti-bribery and anti-corruption regulations under the laws of the United States and various other countries. The FCPA, the Bribery Act and the Brazilian Anti-Bribery Act (also known as the Brazilian Clean Company Act), among others, apply to FMCTI and its operations. FMCTI implements internal control policies and procedures and has carried out training and compliance programs for its employees and agents with respect to these regulations. However, FMCTI's policies, procedures and programs may not always protect it from reckless or criminal acts committed by its employees or agents, and severe criminal or civil sanctions may be imposed as a result of violations of these laws. FMCTI is also subject to the risks that its employees, joint venture partners and agents outside of the United States may fail to comply with applicable laws.

Moreover, FMCTI imports raw materials, semi-finished goods, and finished products into many countries for use in such countries or for manufacturing and/or finishing for re-export and import into another country for use or further integration into equipment or systems. Most movement of raw materials, semi-finished or finished products involves imports and exports. As a result, compliance with multiple trade sanctions, embargoes and import/export laws and regulations, as well as the recently enacted conflict minerals reporting requirements, pose a constant challenge and risk to FMCTI since its business is conducted on a worldwide basis through various subsidiaries. FMCTI's failure to comply with these laws and regulations could materially affect its reputation, financial condition and results of operations.

Compliance with environmental laws and regulations may adversely affect FMCTI's business and results of operations.

Environmental laws and regulations in the United States and other countries affect the equipment, systems and services FMCTI designs, markets and sells, as well as the facilities where it manufactures its equipment and systems. FMCTI is required to invest financial and managerial resources to comply with environmental laws and regulations and believes that it will continue to be required to do so in the future. While FMCTI monitors regulatory changes to comply with changes in local and international standards and regulations, failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, the imposition of remedial obligations, or the issuance of orders enjoining operations. These laws and regulations, as well as the adoption of new legal requirements or other laws and regulations affecting exploration and development of drilling for crude oil and natural gas, could adversely affect FMCTI's business and operating results by increasing its costs, limiting the demand for its products and services or restricting its operations.

International, national and state governments and agencies are currently evaluating and/or promulgating legislation and regulations that are focused on restricting greenhouse gas emissions. For instance, under the U.S. Clean Air Act, the U.S. Environmental Protection Agency (the "EPA") has made findings that greenhouse gas emissions endanger public health and the environment, resulting in the EPA's adoption of regulations requiring construction and operating permit reviews of certain stationary sources with major emissions of greenhouse gases, which reviews require the installation of new greenhouse gas emission control technologies. The EPA has also promulgated rules requiring the monitoring and annual reporting of greenhouse gas emissions from certain sources, including onshore and offshore oil and natural gas production facilities and onshore oil and natural gas processing, transmission, storage and distribution facilities. In August 2015, the EPA also announced proposed rules that would establish new air emission controls for methane emissions from certain new, modified or reconstructed equipment and processes in the oil and natural gas source category, including production, processing, transmission and storage activities, as part of an overall effort to reduce methane emissions by up to 45% by 2025. To the extent FMCTI's customers are subject to these or other similar proposed or newly enacted laws and regulations, the additional costs incurred by FMCTI's customers to comply with such laws and regulations could impact their ability or desire to continue to operate at current or anticipated levels, which would negatively impact their demand for FMCTI's products and services. In addition, any new laws or regulations establishing cap-and-trade or that favor the increased use of non-fossil fuels may dampen demand for oil and gas production and lead to lower spending by FMCTI's customers for FMCTI's products and services. Similarly, to the extent FMCTI is or becomes subject to any of these or other similar proposed or newly enacted laws and regulations, FMCTI expects that its efforts to monitor, report and comply with such laws and regulations, and any related taxes imposed on companies by such programs, will increase its cost of doing business and may have a material adverse effect on its financial condition and results of operations.

Moreover, environmental concerns have been raised regarding the potential impact of hydraulic fracturing on underground water supplies. Although FMCTI does not perform hydraulic fracturing, it does provide equipment and services to companies employing this enhanced recovery technique. There have been several regulatory and governmental initiatives in the United States to restrict the hydraulic fracturing process, which could have an adverse impact on FMCTI's customers' completion or production activities. For example, the EPA has issued final regulations under the U.S. Clean Air Act governing performance standards, including standards for the capture of air emissions released during hydraulic fracturing, and proposed in April 2015 the prohibition of the discharge of wastewater from hydraulic fracturing operations to publicly owned wastewater treatment plants. Also, the U.S. Bureau of Land Management finalized rules in March 2015 that impose new or more stringent

standards for performing hydraulic fracturing on federal and American Indian lands. The U.S. District Court of Wyoming has temporarily stayed implementation of this rule, and a final decision has not yet been issued. These and other similar state and foreign regulatory initiatives, if adopted, would establish additional levels of regulation for FMCTI's customers that could make it more difficult for FMCTI's customers to complete natural gas and oil wells and could adversely affect the demand for FMCTI's equipment and services, which, in turn, could adversely affect FMCTI's financial condition, results of operations or cash flows.

FMCTI may lose money on fixed-price contracts.

As is customary for the types of businesses in which FMCTI operates, FMCTI often agrees to provide products and services under fixed-price contracts. Under these contracts, FMCTI is typically responsible for cost overruns. FMCTI's actual costs and any gross profit realized on these fixed-price contracts may vary from the estimated amounts on which these contracts were originally based. There is inherent risk in the estimation process, including significant unforeseen technical and logistical challenges or longer-than-expected lead times. A fixed-price contract may prohibit FMCTI's ability to mitigate the impact of unanticipated increases in raw material prices through increased pricing. Depending on the size of a project, variations from estimated contract performance could have a significant impact on FMCTI's financial condition, results of operations or cash flows.

Disruptions in the timely delivery of FMCTI's backlog could affect its future sales, profitability, and its relationships with its customers.

Many of the contracts FMCTI enters into with its customers require long manufacturing lead times due to complex technical and logistical requirements. These contracts may contain clauses related to liquidated damages or financial incentives regarding on-time delivery, and a failure by FMCTI to deliver in accordance with customer expectations could subject it to liquidated damages or loss of financial incentives, reduce its margins on these contracts or result in damage to existing customer relationships. The ability to meet customer delivery schedules for this backlog is dependent on a number of factors, including, but not limited to, access to the raw materials required for production, an adequately trained and capable workforce, subcontractor performance, project engineering expertise and execution, sufficient manufacturing plant capacity and appropriate planning and scheduling of manufacturing resources. Failure to deliver backlog in accordance with expectations could negatively impact FMCTI's financial performance, particularly in light of the current industry environment where customers may seek to improve their returns or cash flows.

Due to the types of contracts FMCTI enters into, the cumulative loss of several major contracts or alliances may have an adverse effect on its results of operations.

FMCTI often enters into large, long-term contracts that, collectively, represent a significant portion of its revenue. These agreements, if terminated or breached, may have a larger impact on FMCTI's operating results or its financial condition than shorter-term contracts due to the value at risk. If FMCTI were to lose several key alliances or

agreements over a relatively short period of time, it could experience a significant adverse impact on its financial condition, results of operations or cash flows.

Increased costs of raw materials and other components may result in increased operating expenses and adversely affect FMCTI's results of operations or cash flows.

FMCTI works with multiple suppliers of raw materials (largely carbon steel, stainless steel, aluminum and steel castings and forging) in order to not be dependent on one single source supplier and help ensure competitive pricing. In spite of FMCTI's efforts to effectively manage the supply base, its results of operations may be adversely affected by its inability to manage the rising costs and availability of raw materials and components used in its wide variety of products and systems. Unexpected changes in the size and timing of regional and/or product markets, particularly for short lead-time products, could affect FMCTI's results of operations or cash flows.

In accordance with Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC's rules regarding mandatory disclosure and reporting requirements by public companies of their use of "conflict minerals" (tantalum, tin, tungsten and gold) originating in the Democratic Republic of Congo and adjoining countries became effective in 2014. While the conflict minerals rule continues in effect as adopted,

there remains uncertainty regarding how the conflict minerals rule, and FMCTI's compliance obligations, will be affected in the future. Additional requirements under the rule could affect sourcing at competitive prices and availability in sufficient quantities of certain of the conflict minerals used in the manufacture of FMCTI's products or in the provision of its services, which could have a material adverse effect on FMCTI's ability to purchase these products in the future. The costs of compliance, including those related to supply chain research, the limited number of suppliers and possible changes in the sourcing of these minerals, could have a material adverse effect on FMCTI's results of operations or cash flows.

A failure of FMCTI's information technology infrastructure could adversely impact its business and results of operations.

The efficient operation of FMCTI's business is dependent on its information technology ("IT") systems. Accordingly, FMCTI relies upon the capacity, reliability and security of its IT hardware and software infrastructure and its ability to expand and update this infrastructure in response to its changing needs. Despite FMCTI's implementation of security measures, its systems are vulnerable to damages from computer viruses, natural disasters, incursions by intruders or hackers, failures in hardware or software, power fluctuations, cyber terrorists and other similar disruptions. Additionally, FMCTI relies on third parties to support the operation of its IT hardware and software infrastructure, and in certain instances, utilize web-based applications. Although no such material incidents have occurred to date, the failure of FMCTI's IT systems or those of its vendors to perform as anticipated for any reason or any significant breach of security could disrupt FMCTI's business and result in numerous adverse consequences, including reduced effectiveness and efficiency of operations, inappropriate disclosure of confidential and proprietary information, reputational harm, increased overhead costs and loss of important information, which could have a material adverse effect on FMCTI's business and results of operations. In addition, FMCTI may be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future.

FMCTI's success depends on its ability to implement new technologies and services.

FMCTI's success depends on the ongoing development and implementation of new product designs and improvements and on its ability to protect and maintain critical intellectual property assets related to these developments. If FMCTI is not able to obtain patent or other protection of its intellectual property rights, it may not be able to continue to develop systems, services and technologies to meet evolving industry requirements, and if so, at prices acceptable to its customers. Although FMCTI does not believe that its business or financial conditions or results of operations depend on any single patent, brand technology or intellectual property right, the inability to obtain or protect intellectual property rights could have an impact on FMCTI's brand, or could have a material adverse effect on FMCTI's business, results of operations, financial condition or cash flows.

Uninsured claims and litigation against FMCTI, including intellectual property litigation, could adversely impact FMCTI's financial condition, results of operations or cash flows.

FMCTI could be impacted by the outcome of pending litigation, as well as unexpected litigation or proceedings. FMCTI management limits this risk by determining which insurance coverage against operating hazards, including product liability claims and personal injury claims related to its products, is prudent and to the extent such insurance is available. However, no assurance can be given that the nature and amount of that insurance will be sufficient to fully indemnify FMCTI against liabilities arising out of pending and future claims and litigation. FMCTI's financial condition, results of operations or cash flows could be adversely affected by unexpected claims not covered by insurance.

In addition, the tools, techniques, methodologies, programs and components FMCTI uses to provide its services may infringe upon the intellectual property rights of others. Infringement claims generally result in significant legal and other costs. Royalty payments under licenses from third parties, if available, would increase FMCTI's costs. If a license were not available, FMCTI might not be able to continue providing a particular service or product, which could adversely affect its financial condition, results of operations or cash flows. Additionally, developing non-infringing technologies would increase FMCTI's costs.

A deterioration in future expected profitability or cash flows could result in an impairment of FMCTI's recorded goodwill.

Goodwill is tested for impairment on an annual basis, or more frequently when impairment indicators arise. A lower fair value estimate in the future for any of FMCTI's reporting units could result in goodwill impairments. Factors that could trigger a lower fair value estimate include changes in customer demand, cost increases, regulatory or political environment changes, and other changes in market conditions, such as decreased prices in similar market-based transactions, which could impact future earnings of the reporting unit.

As of June 30 2016, FMCTI's U.S. surface integrated services reporting unit had recorded goodwill of \$63.3 million. The decline in crude oil prices that began in 2014 and continued throughout 2015 has introduced uncertainty associated with certain key assumptions used in estimating fair value of the reporting unit. Depressed crude oil and natural gas prices for a prolonged period of time may adversely affect the economics of FMCTI's customers' projects, particularly shale-related projects in North America, which may lead to the reduction in demand for its products and services, negatively impacting the financial results of the reporting unit. FMCTI's estimate of fair value for the U.S. surface integrated services reporting unit relies on third-party projections of the number of hydraulic fracturing stages expected to be completed as well as the expected recovery of the overall North American oil and gas market. FMCTI management is monitoring the overall market, specifically crude oil and natural gas prices, and its effect on the estimates and assumptions used in FMCTI's goodwill impairment test for U.S. surface integrated services, which may require re-evaluation and could result in an impairment of goodwill for this reporting unit.

As of June 30, 2016, FMCTI's separation systems reporting unit had recorded goodwill of \$54.7 million. The decline in crude oil prices and its related effect on customer capital spending has led to negative margins for separation systems in 2015. FMCTI's estimate of fair value for the separation systems reporting unit relies on assumptions of lower oil and gas activity over the next few years with expected market recovery in 2019 for this business. To mitigate the impact of lower commodity prices, management is expanding the reporting unit's existing product offering in both greenfield and brownfield applications by introducing differentiating technology and expanding the system and solutions business as a growth platform. FMCTI management is monitoring the overall market, specifically crude oil prices and changes in customer capital spending, and its effect on the estimates and assumptions used in FMCTI's goodwill impairment test for separation systems, which may require re-evaluation and could result in an impairment of goodwill for this reporting unit.

A downgrade in FMCTI's debt rating could restrict its ability to access the capital markets.

The terms of FMCTI's financing are, in part, dependent on the credit ratings assigned to its debt by independent credit rating agencies. FMCTI cannot provide assurance that any of its current credit ratings will remain in effect for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency. Factors that may impact FMCTI's credit ratings include debt levels, capital structure, planned asset purchases or sales, near- and long-term production growth opportunities, market position, liquidity, asset quality, cost structure, product mix, customer and geographic diversification and commodity price levels. A downgrade in FMCTI's credit ratings, particularly to non-investment grade levels, could limit its ability to access the debt capital markets, refinance its existing debt or cause it to refinance or issue debt with less favorable terms and conditions. Moreover, FMCTI's revolving credit agreement includes an increase in interest rates if the ratings for its debt are downgraded, which could have an adverse effect on its results of operations. An increase in the level of FMCTI's indebtedness and related interest costs may increase its vulnerability to adverse general economic and industry conditions and may affect its ability to obtain additional financing.

FMCTI's industry is undergoing consolidation that may impact its results of operations.

FMCTI's industry, including its customers and competitors, is undergoing consolidation, which may affect demand for its products and services as a result of price concessions or decreased customer capital spending. This consolidation activity could have a significant negative impact on FMCTI's results of operations, financial condition or cash flows. FMCTI is unable to predict what effect consolidations in the industry may have on prices, capital spending by its customers, its selling strategies, its competitive position, its ability to retain customers or its ability to negotiate favorable agreements with its customers. See the section entitled "*Information about the Group—The Mergers*" for further information about consolidation in the industry.

FMCTI's businesses are dependent on the continuing services of certain of its key managers and employees.

FMCTI depends on key personnel. The loss of any key personnel could adversely impact FMCTI's business if it is unable to implement key strategies or transactions in their absence. While FMCTI has put in place initiatives to reduce this risk, the loss of qualified employees or an inability to retain and motivate additional highly skilled employees required for the operation and expansion of FMCTI's business could hinder its ability to successfully conduct research activities and develop marketable products and services.

FMCTI is exposed to liquidity risks.

FMCTI has historically generated its liquidity and capital resources primarily through operations and, when needed, through its existing credit facility. The available \$1,498.3 million under its revolving credit facility may be used in case of a temporary increase in working capital needs. FMCTI faces some uncertainty from volatility in credit, equity and commodity markets. In light of recent downturns in the oilfield services industry, many key customers have requested price concessions and FMCTI's primary customer in Brazil has given notice of re-scheduling and potential cancellations of certain backlog deliveries. Any agreed discounts, material product delivery delays or cancellations with key customers may adversely affect FMCTI's results of operations and cash flows. However, management believes, based on the current financial condition, existing backlog levels and current expectations for future market conditions, that FMCTI will continue to meet its short- and long-term liquidity needs with a combination of cash on hand, cash generated from operations and access to capital markets.

FMCTI is exposed to currency risk, interest rate risk and other market risks.

FMCTI conducts its operations around the world in a number of different currencies which could subject FMCTI's earnings to change due to fluctuations in foreign currency exchange rates when the earnings in foreign currencies are translated into U.S. dollars. This translation impact on earnings is not hedged. Many of FMCTI's significant foreign subsidiaries have designated the local currency as their functional currency. Because a significant portion of FMCTI's revenue is denominated in foreign currencies, changes in exchange rates will produce fluctuations in its revenue, costs and earnings and may also affect the book value of its assets and liabilities located outside of the United States and the amount of FMCTI's stockholders' equity. Although it is FMCTI's policy to seek to minimize its currency exposure by engaging in hedging transactions where appropriate, its efforts may not be successful. Moreover, certain currencies, specifically currencies in countries such as Angola and Nigeria, where FMCTI has sizable operations, do not actively trade in the global foreign exchange markets and may subject FMCTI to increased foreign currency exposures. To the extent FMCTI sells its products and services in foreign markets, currency fluctuations may result in its products and services becoming too expensive for foreign customers. As a result, fluctuations in foreign currency exchange rates may affect FMCTI's financial position or results of operations. A 10% increase or decrease in the average exchange rates of all foreign currencies at December 31, 2015, would have changed FMCTI's revenue and income before income taxes by approximately 4% and 2%, respectively.

When transactions are denominated in currencies other than subsidiaries' respective functional currencies, and depending on the relevant risk assessment, FMCTI mitigates the risk of these exposures through the use of derivative instruments. Foreign currency forward contracts are primarily used to hedge the foreign currency fluctuation associated with firmly committed and forecasted foreign currency denominated payments and receipts. The derivative instruments associated with these anticipated transactions are usually designated and qualify as cash flow hedges, and as such FMCTI records the gains and losses associated with these instruments in other comprehensive income until such time that the underlying transactions are recognized. Unless these cash flow contracts are deemed to be ineffective or are not designated as cash flow hedges at inception, changes in the derivative fair value will not have an immediate impact on results of operations since the gains and losses associated with these instruments are recorded in other comprehensive income. When the anticipated transactions occur, these changes in value of derivatives instrument positions will be offset against changes in the value of the underlying transaction. When an anticipated transaction in a currency other than the functional currency of an entity is recognized as an asset or liability on the balance sheet, foreign currency fluctuation is also hedged with derivative instruments after netting FMCTI's exposures worldwide. These derivative instruments do not qualify as cash flow hedges.

FMCTI occasionally enters into contracts or other arrangements containing terms and conditions that qualify as embedded derivative instruments and are subject to fluctuations in foreign exchange rates. The derivative foreign exchange contracts in these situations hedge the price or cost fluctuations due to movements in the foreign exchange rates. These derivative instruments are not designated as cash flow hedges.

In order to anticipate the relevant impact, FMCTI carries out sensitivity analyses of its foreign currency forward contracts hedging anticipated transactions that are accounted for as cash flow hedges. This analysis assumes that each foreign currency rate would change 10% against a stronger and then weaker U.S. dollar. A 10% increase in the value of the U.S. dollar would result in an additional loss of \$68.0 million in the net fair value of cash flow hedges reflected in FMCTI's consolidated balance sheet at December 31, 2015.

At December 31, 2015, FMCTI's unhedged variable rate debt totaled \$337.2 million with a weighted average interest rate of 0.89%. An increase in any of these variable interest rates could increase FMCTI's debt service obligations. Using sensitivity analysis to measure the impact of a 10% adverse movement in the interest rate, or nine basis points, would result in an increase to interest expense of \$0.3 million.

FMCTI assesses the effectiveness of forward foreign currency contracts designated as cash flow hedges based on changes in fair value attributable to changes in spot rates. To assess hedge effectiveness and recognize the change in fair value immediately in earnings, FMCTI excludes the impact attributable to changes in the difference between the spot rate and the forward rate. Considering that the difference between the spot rate and the forward rate is proportional to the differences in the interest rates of the countries of the currencies being traded, FMCTI's results of operations are exposed to risk from the unrealized valuation of these forward foreign currency contracts that may be effected by relative changes in interest rates between countries. To the extent any one interest rate increases by 10% across all tenors and other countries' interest rates remain fixed, and assuming no change in discount rates, FMCTI would expect to recognize a decrease of \$0.4 million in unrealized earnings in the period of change. Based on its portfolio as of December 31, 2015, FMCTI has material positions with exposure to the interest rates in the United States, Canada, Australia, Brazil, the United Kingdom, Singapore, the European Union and Norway.

1.6. Risk Factors Relating to the Admission to Trading of the TechnipFMC Shares on the NYSE and Euronext Paris

No trading market currently exists for TechnipFMC Shares.

Prior to the Mergers, there has been no market for TechnipFMC Shares. At the Effective Times of the Mergers, the TechnipFMC Shares are expected to be listed for trading on the NYSE and Euronext Paris. However, there can be no assurance that an active market for TechnipFMC Shares will develop after closing of the Mergers, or if it develops, that such market will be sustained. In the absence of an active trading market for the TechnipFMC Shares, investors may not be able to sell their TechnipFMC Shares at the time that they would like to sell.

There has been no prior public market for TechnipFMC Shares, and the market price of TechnipFMC Shares may be volatile.

TechnipFMC plans to list TechnipFMC Shares on the NYSE and Euronext Paris. The market price of TechnipFMC Shares may be volatile. Broad general economic, political, market and industry factors may adversely affect the market price of TechnipFMC Shares, regardless of TechnipFMC's actual operating performance. Factors that could cause fluctuations in the price of TechnipFMC Shares include:

- actual or anticipated variations in quarterly operating results and the results of competitors;

- changes in financial projections by TechnipFMC, if any, or by any securities analysts that might cover TechnipFMC Shares;

- conditions or trends in the industry, including regulatory changes or changes in the securities marketplace;

- announcements by TechnipFMC or its competitors of significant acquisitions, strategic partnerships or divestitures;

- announcements of investigations or regulatory scrutiny of TechnipFMC's operations or lawsuits filed against it;
- additions or departures of key personnel; and
- issuances or sales of TechnipFMC Shares, including sales of shares by its directors and officers or its key investors.

TechnipFMC's maintenance of two exchange listings may adversely affect liquidity in the market for TechnipFMC Shares and result in pricing differentials of TechnipFMC Shares between the two exchanges.

It is expected that the TechnipFMC Shares will be listed on the NYSE and Euronext Paris. It is not possible to predict how trading will develop on such markets. The listing of TechnipFMC Shares on both the NYSE and Euronext Paris may adversely affect the liquidity of such shares in one or both markets and may adversely affect the development of an active trading market for TechnipFMC Shares in one or both markets. In addition, differences in the trading schedules, as well as the volatility in the exchange rate of the two trading currencies, may result in different trading prices for TechnipFMC Shares on the two exchanges.

2. Information about the Technip Merger and its Consequences

2.1. Business Aspects of the Technip Merger

2.1.1. Pre-existing links between TechnipFMC and Technip

a) Capital Links

As of the date of this Information Document, Technip holds no TechnipFMC Shares (the share capital of TechnipFMC as of such date being fully held by FMCTI) and TechnipFMC holds no Technip Shares.

b) Guarantees

As of the date of this Information Document, none of Technip or TechnipFMC has given guarantees for the other.

c) Common Directors

As of the date of this Information Document, there are no common directors.

d) Jointly held subsidiaries

As of the date of this Information Document, there are no subsidiaries jointly held by Technip and TechnipFMC. However, Forsys Subsea, a private limited company incorporated under the laws of England and Wales on June 1, 2015, is an affiliated company in the form of a 50/50 joint venture between FMCTI, the parent company of TechnipFMC as of the date of this Information Document and Technip.

e) Technical and commercial agreements

As of the date of this Information Document, there is no agreement between Technip and TechnipFMC other than the Business Combination Agreement and the Technip Merger Agreement.

2.1.2. Reasons for the Technip Merger and the Mergers

a) Background of the Technip Merger and the Mergers

On May 19, 2016, it was announced that the combination between Technip and FMCTI was expected to bring together two market leaders and offer a new generation of comprehensive solutions in Subsea, Surface and Onshore/Offshore to reduce the costs of producing and transforming hydrocarbons. The business combination was approved by the board of directors of both Technip and FMCTI.

Technip and FMCTI proposed the business combination for the reasons set forth in the sections entitled “—*Technip Reasons for the Mergers*” and “—*FMCTI Reasons for the Mergers*” of this Information Document.

Background of the Mergers

During the first quarter of 2015, John T. Gremp, FMCTI’s then-Chief Executive Officer, and Doug Pferdehirt, FMCTI’s then-President and Chief Operating Officer, now President and Chief Executive Officer, building on discussions that dated back to May 2014, engaged in conversations with Thierry Pilenko, Technip’s Chief Executive Officer, with respect to the creation of an alliance between Technip and FMCTI in the Subsea business area. Mr. Gremp, Mr. Pferdehirt and Mr. Pilenko all agreed that customers would want, and would benefit from, such an alliance, as it would provide cost synergies and an integrated offering for Subsea projects. These conversations ultimately led to the formation of the Forsys Subsea joint venture between Technip and FMCTI on June 1, 2015.

On July 24, 2015, at a regular meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management, the FMCTI board of directors reviewed FMCTI's long-term strategy and competitive landscape in light of changing and deteriorating market conditions. The FMCTI board of directors directed FMCTI senior management to review the potential impact of changing market conditions and expected investor reactions and to provide an update on operational and strategic opportunities available to FMCTI at the FMCTI board of directors' regularly scheduled October meeting.

On July 27, 2015, Technip's strategic committee reviewed the competitive landscape in the industries in which Technip operates, the Forsys Subsea alliance with FMCTI and the strategic options available to Technip. Technip's management noted its intention to reinforce its current leadership positions while accelerating its strategic thinking on potential exposure to connected/adjacent businesses, such as equipment manufacturing and adjusted technologies. On July 28, 2015, at a meeting of the Technip board of directors that was attended by certain members of Technip's senior management and representatives of Technip's auditors, Technip's strategic committee summarized the July 27, 2015 discussions.

In August 2015, given the early success of Forsys Subsea, Mr. Pilenko and Mr. Pferdehirt began to discuss a long-term strategy for Forsys Subsea and the potential for broader cooperation between Technip and FMCTI in light of the evolution of the industry.

Also in August 2015, in connection with the review requested by FMCTI's board of directors, FMCTI contacted Evercore to provide advice regarding changing and deteriorating market conditions, potential investor reactions and Evercore's view on strategic opportunities available to FMCTI. FMCTI and Evercore subsequently entered into an engagement letter pursuant to which Evercore has provided strategic shareholder relationship advisory services for a customary annual retainer.

On September 7, 2015, at a meeting of the Technip board of directors that was attended by certain members of Technip's senior management, Mr. Pilenko made a presentation to the Technip directors on the company's competitive landscape, discussing particularly fluctuating market conditions. The Technip directors noted the evolution of the industry and were supportive of Mr. Pilenko continuing to explore opportunities consistent with the strategic direction of Technip.

On October 2, 2015, at a regular meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial advisor, the FMCTI directors reviewed FMCTI's growth strategy across a range of operational and strategic opportunities. The FMCTI directors also reviewed the initial market reaction to Forsys Subsea. Focusing on the success of Forsys Subsea, Mr. Pferdehirt reviewed the strategic rationale of a potential business combination with Technip. The FMCTI board of directors authorized Mr. Grep and Mr. Pferdehirt to engage in preliminary discussions with Mr. Pilenko regarding a potential transaction. C. Maury Devine, an FMCTI director at the time who was also a Technip director, recused herself from the portion of the meeting discussing the potential business combination with Technip and all subsequent FMCTI board of directors' discussions concerning a potential business combination with Technip.

On October 14, 2015, Mr. Grep and Mr. Pferdehirt met with Mr. Pilenko in Houston to review the status of Forsys Subsea. At this meeting, the parties discussed the benefits of the existing Forsys Subsea alliance and Mr. Grep suggested that a business combination of FMCTI and Technip would expand and build on the success of the existing alliance. Following this meeting, on October 15, 2015, Mr. Grep and Mr. Pilenko spoke by phone, and on October 16, 2015, Mr. Pferdehirt and Mr. Pilenko spoke by phone, to continue the discussions.

After the mid-October meetings and discussions with Mr. Pilenko and throughout the process, Mr. Grep and Mr. Pferdehirt frequently updated Mr. Cazalot, FMCTI's lead independent director, and other board members on the status of the discussions between FMCTI and Technip.

On October 15, 2015, FMCTI engaged Latham & Watkins LLP as outside counsel to advise FMCTI on a potential business combination with Technip.

On October 15, 2015, and October 30, 2015, respectively, Technip retained Rothschild and Goldman Sachs as financial advisors to advise Technip on a potential business combination with FMCTI.

On November 1, 2015 Mr. Pferdehirt and Mr. Pilenko spoke by phone to continue the preliminary discussions regarding a potential business combination between FMCTI and Technip.

On November 3, 2015, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial and legal advisors, Mr. Grep and Mr. Pferdehirt reviewed recent discussions with Technip concerning a potential business combination and Mr. Pferdehirt reviewed the potential transaction with the FMCTI board of directors. Evercore reviewed with the FMCTI board of directors its preliminary financial analysis regarding the potential strategic combination based upon publicly available financial information, including consensus estimates, and FMCTI's outside counsel reviewed with the FMCTI board of directors its fiduciary duties under applicable law in the context of a potential transaction. The FMCTI board of directors engaged in a discussion regarding a potential strategic combination with Technip, including various legal transaction structures available for a transaction with Technip. The FMCTI board of directors directed FMCTI senior management to continue discussions with Technip's senior management and representatives of FMCTI's financial and legal advisors to continue FMCTI's evaluation of a potential business combination.

On November 4, 2015, Mr. Pilenko and Julian Waldron, Technip's Chief Financial Officer, met with Mr. Grep and Mr. Pferdehirt in London to continue discussions regarding a potential business combination, including board and senior management governance considerations for the potential combined company and the essential elements to secure the support of the various French constituencies for the transaction.

On November 5, 2015 and November 16, 2015, respectively, Technip engaged Davis Polk & Wardwell LLP and Darrois Villey Maillot Brochier A.A.R.P.I. as outside counsel to advise Technip on a potential business combination with FMCTI.

On November 6, 2015, members of FMCTI and Technip senior management spoke by phone regarding the process for further evaluating a potential business combination of the two companies, including workstreams that would be necessary to permit the parties to further analyze and then negotiate the potential transaction.

On November 7, 2015, at a meeting of the Technip board of directors attended by certain members of Technip's senior management, Mr. Pilenko reviewed recent discussions with FMCTI concerning a potential business combination and also proposed the formation of an ad hoc committee consisting of five members of Technip's board of directors in connection with potential further discussions and negotiations with FMCTI. The formation of the ad hoc committee, composed of Joseph Rinaldi, who was its chairman, Pascal Colombani, Alexandra Bech Gjorv, Gerard Hauser and John O'Leary, was approved by the Technip board of directors at this meeting. Ms. Devine, a Technip director who was also an FMCTI director, recused herself from the deliberations and all subsequent Technip board discussions concerning a potential business combination with FMCTI.

On November 11, 2015, Technip and FMCTI signed a non-disclosure agreement relating to discussions concerning a potential business combination of the two companies. The non-disclosure agreement contained customary standstill

and employee non-solicitation provisions.

From November 11, 2015 to November 13, 2015, representatives of Technip and FMCTI and representatives of certain of their respective financial and legal advisors held initial discussions concerning a potential transaction in Paris. At these meetings, the parties discussed the structure and other aspects of a potential transaction, including tax, employee and regulatory matters, and agreed on the workstreams that would be necessary to permit the parties to fully analyze and then negotiate the potential transaction. At the conclusion of the meetings, the parties agreed to work together on these workstreams over the following weeks before meeting again in December to engage in more detailed discussions.

Over the next three weeks, the parties and their financial advisors and outside counsel engaged in a series of discussions and correspondence concerning the various workstreams, including the structure and timeline for a potential transaction, the scope of due diligence and regulatory, tax and capital markets matters. During this time, the companies and, at the direction of the companies, their financial advisors exchanged high-level non-confidential information regarding the companies' respective then-current capitalization and indebtedness.

On November 18, 2015, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial and legal advisors, FMCTI senior management reviewed recent discussions with Technip concerning a potential business combination and Evercore reviewed with the board its updated preliminary financial analyses concerning the potential strategic combination based upon financial information supplied by FMCTI senior management and publicly available information concerning Technip, as adjusted by FMCTI senior management. Mr. Pferdehirt outlined a proposal to be made to Technip for the FMCTI board of directors' consideration. Under the proposal, FMCTI and Technip would combine in or under a new U.K. holding company trading on both the NYSE and Euronext Paris, the combined company's board would consist of a majority of directors designated by FMCTI with the remaining directors designated by Technip and Mr. Pferdehirt would be the Chief Executive Officer of the combined company. The proposal contemplated Technip stockholders receiving a premium for their shares relative to an "at-market" transaction. The proposal also provided that the combined company would make commitments concerning ongoing operations and investments in France, including that the integrated R&D headquarters for the combined company would be in France. The FMCTI directors then engaged in a discussion concerning the proposal outlined by Mr. Pferdehirt. After the discussion, the FMCTI board of directors authorized FMCTI senior management to make the proposal described above and in the following paragraph. Peter Oosterveer, who serves as Chief Operating Officer for a competitor of Technip, recused himself from this meeting and all subsequent FMCTI's board of directors discussion concerning a potential business combination with Technip.

On November 19, 2015, Mr. Pilenko met with Mr. Grep and Mr. Pferdehirt in Houston. Mr. Grep and Mr. Pferdehirt made the proposal approved by FMCTI's board of directors to Mr. Pilenko, including proposing that Technip stockholders receive a 10% premium based on then current trading prices. They discussed the proposal and Mr. Pilenko expressed his initial support for certain terms of the proposal, including the transaction structure and listing locations, but noted concerns with other aspects of the proposal, including the premium to be paid to Technip stockholders, that the proposal was not sufficiently balanced between the companies from a governance perspective, particularly with respect to composition of the board of directors, and that it might not include commitments concerning ongoing operations and investments in France adequate to ensure the support of the French government and Technip's works councils. That following weekend during an industry meeting, Mr. Pilenko met briefly with Mr. Pferdehirt and informed him that Technip's board of directors had formed an ad hoc committee to consider the transaction.

On November 23, 2015, Mr. Pilenko updated the ad hoc committee of the Technip board of directors on the status of discussions with FMCTI and the proposed transaction terms, and the ad hoc committee discussed and considered potential alternative transactions.

On November 27, 2015, FMCTI's outside counsel provided an initial draft of the Business Combination Agreement to Technip's outside counsel, reflecting the transaction structure proposed by FMCTI on November 19, 2015.

On December 3, 2015, at a meeting of the Technip board attended by certain members of Technip's senior management and representatives of Technip's financial advisors, Mr. Pilenko reviewed with the Technip directors the strategic rationale for a business combination between Technip and FMCTI and provided a general update on the status of the discussions between the companies. Mr. Waldron also provided for the directors an overview of the financial profiles of Technip and FMCTI, preliminary valuation benchmarks, relative value considerations that might

impact the exchange ratios and estimated synergies that the combined company could be expected to realize. The directors then began a discussion of the potential terms of a transaction between the companies that they would support and authorized Technip senior management to engage in further discussions with FMCTI.

On December 4, 2015, Mr. Pilenko and Mr. Pferdehirt spoke by phone regarding the process for continuing the evaluation of a potential business combination, including the expected board process at both companies.

Later on December 4, 2015, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's legal advisors, Mr. Grep and Mr. Pferdehirt reviewed recent discussions with Technip concerning a potential business combination in response to

the proposal made by FMCTI. Ms. Ralston, FMCTI's Senior Vice President, General Counsel and Secretary, reviewed with the FMCTI board of directors the proposed engagement letter with Evercore regarding Evercore's advice on a potential business combination with Technip. The FMCTI board of directors approved Evercore's engagement and an engagement letter was subsequently entered into by FMCTI and Evercore. Ms. Mannen, FMCTI's Executive Vice President and Chief Financial Officer, also noted that FMCTI senior management had preliminary discussions with SG Americas Securities, LLC ("Société Générale") to serve as an additional advisor to FMCTI focusing on French constituency matters. FMCTI's outside counsel then reviewed the key terms of the draft Business Combination Agreement prepared in connection with the potential transaction and the related MOU. The FMCTI directors then engaged in a discussion concerning the transaction and potential revised terms of a transaction between the companies that they would support based on the feedback received from Technip regarding FMCTI's proposal. The FMCTI board of directors authorized FMCTI senior management to engage in further discussions with Technip and requested that FMCTI's senior management present additional information regarding the strategic rationale for the transaction at a subsequent meeting.

On December 8 and December 9, 2015, at a meeting of the Technip board of directors attended by certain members of Technip senior management and representatives of certain of Technip's financial and legal advisors, representatives of Technip's financial advisors reviewed their preliminary financial analyses of Technip, as well as valuation benchmarks for FMCTI based on publicly available information, including consensus estimates. Technip management then provided an update on the discussions between the companies concerning a potential business combination. The Technip directors engaged in a discussion concerning the transaction and potential alternative transaction terms. The Technip directors noted the strategic benefits of the transaction and authorized management to engage in further discussions, including by proposing that Mr. Pilenko serve as Executive Chairman of the combined company, that Technip have the right to designate one half of the initial combined company's board and that Technip stockholders receive approximately half of the initial shares of the combined company. Technip's management was then authorized to exchange business plans with FMCTI.

Later on December 9, 2015, various news outlets reported that Technip and FMCTI were in advanced discussions concerning a potential business combination. After these news reports surfaced, representatives of Technip and FMCTI discussed and corresponded about the news reports and Mr. Pilenko and Mr. Pferdehirt spoke by phone and agreed that the parties were not in a position to resolve certain threshold issues regarding the terms for a potential business combination in the near-term. Following this discussion, Technip and FMCTI decided not to exchange business plans and to terminate discussions. On December 10, 2015, in response to articles with respect to possible strategic transactions involving Technip, Technip issued a press release stating that there were no ongoing discussions with respect to such transactions.

During December of 2015 and January, February and March of 2016, senior executives of Technip and FMCTI, including Mr. Pilenko, Mr. Grempe and Mr. Pferdehirt, had conversations and meetings from time to time in connection with the Forsys Subsea joint venture. During these conversations and meetings, the parties acknowledged that the strategic rationale for a business combination between the two companies remained compelling, discussed the various challenges facing the transaction and acknowledged that engagement regarding a potential transaction was not appropriate at the time given the differences in positions on certain threshold issues, including economic and governance terms. In the first quarter of 2016 FMCTI's legal counsel, in the course of consideration of process matters in the event the parties subsequently determined to reengage regarding a potential transaction, contacted Technip's legal counsel. Also, in January 2016, Mr. Pilenko met with representatives of Bpifrance to discuss the current state of the industry and strategic alternatives available to Technip in the current macro-economic and sector-specific

environment.

On January 19, 2016, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial, legal and other advisors, representatives of FMCTI's senior management made a presentation to the FMCTI board of directors regarding the strategic rationale for a potential business combination between FMCTI and Technip, including the market conditions favoring the creation of a combined company, customer reaction to Forsys Subsea and expected reaction to a combined company, the potential financial position of the combined company, and an illustrative timeline for evaluation, negotiation and announcement of a potential transaction if discussions with Technip were to resume. FMCTI's senior management presented to the FMCTI board of directors a comparison of its

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initial proposal to a strategic combination with balanced governance. Evercore reviewed updated preliminary financial analyses regarding the potential strategic combination and Société Générale reviewed key French constituency considerations in the transaction. Mr. Pferdehirt also reviewed potential alternative strategic transactions to the potential business combination. The FMCTI board of directors engaged in a discussion of these alternatives and matters relating to a potential strategic combination with Technip, and FMCTI's financial and legal advisors responded to questions about those matters from the FMCTI board of directors.

On February 26, 2016, at a regular meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial and legal advisors, members of FMCTI senior management provided an update on FMCTI's relationship with Technip generally and provided an overview of potential financial benefits of the potential transaction. Ms. Mannen also reviewed FMCTI senior management's five-year financial business plan based on the then current market conditions and the FMCTI board of directors authorized management to provide the five-year financial business plan to Technip if the parties determined to reengage in discussions. Evercore reviewed updated preliminary financial analyses regarding the potential strategic combination, including an initial analysis of the potential relative ownership of the combined company by FMCTI and Technip's stockholders. The FMCTI board of directors discussed the potential strategic combination, including a further discussion of potential transaction terms based on Technip's response to FMCTI's proposal in December and expectations regarding terms necessary to secure the support of the various French constituencies for the transaction. After discussion, the FMCTI board of directors authorized FMCTI senior management to seek to reengage Technip in discussions of a potential business combination on terms whereby Technip and FMCTI would seek to create an integrated combined company through a merger of equals, including on the basis of a transaction in which FMCTI's stockholders would own between 48% and 52% of the combined company, Mr. Pferdehirt would be the Chief Executive Officer of the combined company and Mr. Pilenko the Executive Chairman of the Board, at least half of the combined company's board would be designated by FMCTI with the remainder designated by Technip and in which the parties would also make commitments concerning ongoing operations and investments in France of the combined company, including that the integrated R&D headquarters for the combined company would be in France and the combined company would seek inclusion on the CAC40.

On March 16, 2016, Mr. Pferdehirt sent Mr. Pilenko a message concerning their upcoming March 18, 2016 meeting regarding the Forsys Subsea joint venture, advising Mr. Pilenko that he would also like to discuss restarting discussions between Technip and FMCTI regarding a potential business combination.

On March 17, 2016, Technip's outside counsel sent FMCTI's outside counsel a memorandum with proposed deal parameters outlining Technip's positions on key transaction terms for a business combination of FMCTI and Technip, including governance matters and commitments advisable to secure the support of the various French constituencies for the transaction. The deal parameters provided that the combined company would have an Executive Chairman appointed by Technip and that the board of the combined company would be evenly split between directors appointed by Technip and directors appointed by FMCTI. In addition, the combined company would have headquarters in Houston, Paris and the United Kingdom and would make certain commitments with respect to its French operations, which Technip viewed as important to key constituencies and which were more detailed than those originally proposed by FMCTI.

On March 18, 2016, FMCTI's outside counsel sent to Technip's outside counsel a memorandum with proposed deal parameters outlining FMCTI's response to Technip's positions on key transaction terms, including transaction structure, governance matters and commitments advisable to secure the support of the various French constituencies for the transaction, and proposing a relative ownership between FMCTI and Technip stockholders approximating 50% of the combined company. FMCTI agreed with Technip that Mr. Pilenko would serve as Executive Chairman of the combined company and proposed that Mr. Pferdehirt would serve as its Chief Executive Officer and that its board would include 8 directors appointed by FMCTI and 6 directors appointed by Technip. FMCTI's proposal also provided that Technip's stockholders associated with the French state, Bpifrance and IFP Énergies nouvelles ("IFPEN"), would support the transaction by executing support agreements in favor of the transaction and elimination of preferential voting rights (the "Support Agreements") and that the MOU would provide deal protection provisions customary for a transaction of the nature of the proposed combination to the fullest extent allowable under applicable law.

Later on March 18, 2016, Mr. Pilenko and Mr. Pferdehirt met in Houston to discuss Forsys Subsea and to discuss the parties' respective positions on key transaction terms for a business combination of FMCTI and Technip, including the governance of the combined company in the event of a business combination and the relative ownership of FMCTI and Technip stockholders. Following this meeting, the parties agreed that progress had been made on the deal parameters and, while certain issues remained unresolved, they were prepared to restart discussions regarding the business combination.

After the March 18, 2016 meeting and throughout the remainder of the process, Mr. Pilenko regularly updated the chairman of Technip's ad hoc board committee and other board members on the status of the discussions between Technip and FMCTI.

Between March 18, 2016 and the March 29 and 30, 2016 meetings in London, Mr. Pilenko and Mr. Pferdehirt exchanged communications and spoke by phone regarding the parties' respective positions on key transaction terms for the potential business combination, including those detailed in the deal parameter memorandum exchange between the parties' respective outside counsel on March 17 and 18, 2016.

On March 21, 2016, Mr. Pferdehirt sent Mr. Pilenko an updated memorandum of deal parameters following up on their March 18 discussion and agreeing that the board of the combined company would be equally divided between FMCTI designated directors and Technip designated directors.

On March 25, 2016, Technip's and FMCTI's outside counsel exchanged memoranda prepared by their respective clients' senior management providing a high-level overview of certain key assumptions underlying their clients' respective five-year financial business plans.

On March 28, 2016, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's legal advisors, Mr. Grep and Mr. Pferdehirt reviewed key French constituency considerations regarding a potential business combination with Technip and recent discussions with Technip concerning a potential combination, including with respect to key transaction terms of a business combination with Technip, and the exchange of certain key assumptions underlying the parties' respective five-year financial business plans and anticipated exchange of the business plans. The FMCTI board of directors discussed these matters and directed FMCTI senior management to prepare an updated analysis of the potential strategic combination after the parties' had exchanged their respective five-year financial business plans.

On March 29 and March 30, 2016, Mr. Waldron and Mr. Freeman met with Ms. Mannen and Ms. Ralston in London to exchange and discuss the companies' stand-alone five-year financial business plans and the potential synergies from a business combination. The parties discussed the scope of due diligence and the process for completing the various workstreams necessary to agree on the terms of a transaction.

On March 31, 2016, Technip's outside counsel delivered a revised draft of the Business Combination Agreement to FMCTI's outside counsel, and on April 1, 2016, FMCTI's outside counsel delivered drafts of the MOU and the form Support Agreement to Technip's outside counsel. Over the next several weeks, the parties and their advisors continued to exchange financial information and work on the various workstreams, including exchanging drafts of the transaction documents and discussing open issues.

On April 14 and 15, 2016, Mr. Freeman, Ms. Ralston and other representatives of the companies' management together with the companies' outside counsel met in London to continue to identify the principal open issues in the MOU, Business Combination Agreement and other transaction documents and to continue work on the various workstreams necessary to agree on the terms of a transaction, including corporate, tax, employee benefits and regulatory matters.

On April 19, 2016, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial and legal advisors, Ms. Mannen made a presentation to the board regarding the standalone five-year financial business plans of FMCTI and Technip. She noted that following the end of the first financial quarter, as a result of continuing deterioration in market conditions, FMCTI senior management updated the FMCTI business plan reviewed with the FMCTI board of directors in February 2016. She described the Technip five-year financial business plan and noted that FMCTI

senior management had prepared a version of the plan based on FMCTI management's differing assumptions regarding market conditions and Technip's performance. Evercore reviewed with the board its updated preliminary financial analyses regarding the potential strategic combination based on the business plans provided by FMCTI senior management. Mr. Grep and Mr. Pferdehirt updated the board regarding key French constituency considerations and recent discussions with Technip. Ms. Ralston also reviewed with the FMCTI board of directors the terms of an engagement letter with Société Générale. FMCTI's board of directors discussed the proposed engagement of Société Générale to serve as an additional advisor to FMCTI focusing on French constituency matters and, at the conclusion of the discussion, approved Société Générale's engagement. After further discussion of the financial and other matters reviewed with the board during the meeting, the board authorized FMCTI senior management to continue negotiating the terms of the potential strategic combination with Technip.

On April 20, 2016, Technip sent FMCTI a memorandum with proposed deal parameters outlining Technip's positions on key governance matters, including a proposal regarding the roles and responsibilities of Mr. Pilenko as the Executive Chairman and Mr. Pferdehirt as the Chief Executive Officer of the combined company.

On April 21, 2016, Mr. Pilenko, Mr. Grep and Mr. Pferdehirt met in Houston to discuss the key deal parameters, including those outlined in Technip's April 20 deal parameters. These included a more granular discussion of the composition of the combined company's leadership team and the appropriate pro forma ownership of the combined company. Through the following day, at meetings in Houston and by phone, Mr. Pilenko and Mr. Pferdehirt continued to negotiate potential resolutions of these open matters.

On April 22, 2016, Mr. Pferdehirt and Mr. Pilenko met in Houston, and Mr. Pferdehirt provided Mr. Pilenko with a revised memorandum with proposed deal parameters that provided that the board of the combined company would initially include seven directors appointed by Technip and seven directors appointed by FMCTI, with the chairs of certain board committees also to be evenly split between Technip and FMCTI appointees, consistent with a merger of equals. The initial directors would serve for a two-year transition period after the proposed combination, with the board thereafter being elected on an annual basis. The deal parameters further provided that Mr. Pilenko would initially serve as the Executive Chair of the combined company and Mr. Pferdehirt would initially serve as the Chief Executive Officer. The heads of the combined company's business segments would be evenly split between FMCTI and Technip designees and the integrated R&D headquarters for the combined company would be in France.

Also on April 22, 2016, FMCTI entered into an engagement letter with Société Générale on the terms approved by FMCTI's board of directors on April 19, 2016.

Over the course of April, 2016, Mr. Pilenko and representatives of certain of Technip's legal and financial advisors met with representatives of Bpifrance on several occasions and provided an update on the status of discussions with FMCTI.

On April 26, 2016, at a meeting of the Technip board of directors, Mr. Pilenko updated the Technip board of directors on the status of negotiations with FMCTI, including the revised proposal provided by Mr. Pferdehirt on April 22, 2016 and the progress made in connection with key business issues. The directors discussed with Mr. Pilenko the proposed transaction and the key transaction terms, including the duties and roles of the Executive Chair and Chief Executive Officer positions for the combined company.

On April 28, 2016, at a meeting of the Technip board of directors held subsequent to Technip's annual general meeting of stockholders and attended by certain members of Technip senior management and representatives of certain of Technip's financial and legal advisors, Mr. Pilenko again provided an update on the status of negotiations with FMCTI and reviewed the key transaction terms, including the fact that the transaction would be structured as a merger with the ultimate parent company being incorporated in the United Kingdom. Mr. Waldron described the various workstreams underway and issues being addressed by the parties, including with respect to tax structuring, antitrust risk, human resources matters, exchange listings, expected synergies of the combined company and the anticipated timeframe for signing to closing. After a question and answer session between the Technip board of directors and Mr. Pilenko and Mr. Waldron with respect to the proposed business

combination, at the conclusion of this meeting, the Technip board of directors authorized Technip's senior management to continue discussions with FMCTI with respect to the transaction.

During late April and the first week of May, the parties and their advisors continued to exchange financial information and drafts of the transaction documents and conduct financial, legal and tax due diligence.

On May 1, 2016 and leading up to the in-person negotiations beginning on May 9, 2016, Mr. Pilenko and Mr. Pferdehirt exchanged communications and spoke by phone to discuss key French constituency considerations to secure the support of the various French constituencies for the transaction.

On May 5, 2016, the companies' data rooms opened and legal, financial and tax due diligence continued based on the information exchanged via the data rooms.

Also leading up to the in-person negotiations, representatives of Technip's legal advisors sent FMCTI's legal advisors an updated memorandum with proposed deal parameters reflecting the April 22, 2016 discussions.

On May 6, 2016, at the annual meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial and legal advisors, Mr. Grempe and Mr. Pferdehirt reviewed key French constituency considerations regarding a potential business combination with Technip and recent discussions with Technip concerning a potential combination, including with respect to key transaction terms, including the duties and roles of the Executive Chair and Chief Executive Officer positions for the combined company and the allocation of management roles in the combined company. After discussion of the open issues in the negotiations, including the exchange ratio for the transaction that would determine the relative ownership of FMCTI and Technip's stockholders, the FMCTI board of directors authorized FMCTI senior management to continue negotiating the terms of the potential strategic combination with Technip, including within the relative ownership range previously authorized by the board during its meeting on February 26, 2016.

From May 9, 2016 to May 13, 2016, senior management of Technip and FMCTI, together with representatives of the companies' financial, legal and other advisors, held meetings in Washington, DC. At these meetings, the parties continued to discuss the companies' business plans and the synergies that could result from a merger of the companies and discussed integration planning. The parties also continued to negotiate the MOU, Business Combination Agreement, Support Agreements and related deal documentation and to conduct additional financial, legal and tax due diligence. Also during these meetings, FMCTI delivered revised five year financial projections and proposed to Technip to fix the exchange ratio for the transaction so that Technip stockholders and FMCTI stockholders would each receive approximately 50% of the initial shares of the combined company in a manner consistent with a merger of equals. Technip made a counterproposal for an exchange ratio for the transaction that would result in Technip stockholders receiving substantially more of the initial shares of the combined company.

On May 10, 2016, Technip's outside counsel sent Bpifrance a draft of the Support Agreement.

On May 12, 2016, Mr. Pilenko sent Mr. Grempe a letter requesting that he consider agreeing that the combined company resulting from the potential business combination be domiciled in France and not the United Kingdom as then contemplated by the parties. Mr. Grempe subsequently sent a letter to Mr. Pilenko explaining FMCTI's reasons for rejecting this request, including the significant ties both companies already had to the United Kingdom.

On May 14, 2016, at a meeting of Technip's board of directors attended by certain members of Technip's senior management and representatives of Technip's financial and legal advisors, Mr. Pilenko reviewed the outcome of the meetings with FMCTI, discussed the key business terms of the proposed transaction and highlighted the open issues, including the exchange ratio, the possible continuation of "double-voting rights" at the combined company and the execution of the Support Agreements by Bpifrance and IFPEN. Mr. Pilenko noted in particular that FMCTI had rejected the continuation of "double-voting rights" at the combined company. Mr. Waldron made a presentation to the Technip's board of directors regarding the stand-alone five-year financial business plans of FMCTI and Technip. Representatives of Technip's financial advisors reviewed the preliminary financial aspects of the proposed transaction, the Technip risk-adjusted financial projections and certain FMCTI financial

projections provided by FMCTI to Technip. Representatives of Technip's legal advisors presented an overview of the transaction structure and the other material terms of the transaction, including conditions to closing, Technip's and FMCTI's rights to terminate the MOU and Business Combination Agreement, applicable deal protection provisions (including a no-shop provision and an obligation on each of Technip and FMCTI to pay a termination fee and/or reimburse the other party's expenses if the MOU or Business Combination Agreement were terminated in certain circumstances) and the proposed governance structure of the combined company. Mr. Freeman also provided an overview and explained the results of the legal due diligence investigation of FMCTI conducted in connection with the proposed transaction.

Over the weekend of May 14, 2016 and May 15, 2016, Mr. Pilenko and Mr. Pferdehirt had several calls regarding certain terms of the transaction. During these calls, Mr. Pilenko proposed that the exchange ratio for the transaction be fixed so that Technip's stockholders would receive in excess of 53% of the combined company and noted that the French Ministry for Economy, Industry and the Digital Sector had determined to support the transaction. Mr. Pferdehirt continued to propose an exchange ratio consistent with a merger of equals resulting in Technip's stockholders receiving 50% of the combined company.

On May 16, 2016, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial, legal and other advisors, Mr. Grep and Mr. Pferdehirt reviewed recent discussions with Technip concerning the potential business combination, including with respect to the exchange ratio, and updated the board on Technip's exchanges with the various French constituencies. Evercore presented a financial analysis of the proposed transaction and Ms. Mannen reviewed the potential synergies from the business combination prepared by FMCTI senior management with review and consultation from Technip management. Ms. Ralston and FMCTI's outside counsel reviewed the status of certain key open issues with Technip, including Technip's request that the combined company maintain "double-voting rights." FMCTI's outside counsel then presented an overview of the other key terms of the MOU and Business Combination Agreement, including conditions to closing, Technip's and FMCTI's rights to terminate the MOU and Business Combination Agreement, applicable deal protection provisions (including a no-shop provision and an obligation on each of Technip and FMCTI to pay a termination fee and/or reimburse the other party's expenses if the MOU or Business Combination Agreement were terminated in certain circumstances, the proposed governance structure of the combined company, certain regulatory and employment-related considerations associated with the proposed combination and an overview of the FMCTI board of directors' fiduciary duties under applicable law. Ms. Ralston and Ms. Mannen also presented the results of the due diligence review of Technip undertaken in connection with the proposed transaction. After discussion of the open issues in the negotiations, including establishing the exchange ratio, the FMCTI board of directors directed FMCTI senior management to continue negotiating the final terms of a potential strategic combination with Technip.

On May 16, 2016, representatives of Technip, along with representatives of certain of Technip's financial advisors and outside counsel, met with representatives of Bpifrance and Bpifrance's financial advisors in Paris and provided a high level summary of the key terms for the proposed transaction between Technip and FMCTI.

On May 16 and May 17, 2016, Mr. Pilenko and Mr. Pferdehirt had several calls regarding the final terms of the transaction. Mr. Pilenko and Mr. Pferdehirt discussed the name of the combined company, along with the plan for determining the allocation of management roles at the combined company between Technip and FMCTI and the various French constituencies. Mr. Pilenko and Mr. Pferdehirt also discussed recent market activity. Mr. Pferdehirt

reiterated that he would not accept an exchange ratio materially above 50% and asked Mr. Pilenko to reduce his request from the previous position of 53%. Mr. Pilenko and Mr. Pferdehirt agreed that the exchange ratio for the transaction would be fixed so that Technip stockholders would receive 2.00 TechnipFMC Shares for each Technip Share and FMCTI stockholders would receive 1.00 TechnipFMC Shares for each FMCTI Share, resulting in 49.1% ownership of the combined company by FMCTI's stockholders and 50.9% ownership of the combined company by Technip's stockholders. Mr. Pilenko agreed that Technip would not seek to maintain "double-voting rights" in the combined company and would endeavor to obtain the agreement of Bpifrance and IFPEN to such terms. Mr. Pilenko further proposed that Technip would seek to undertake a share buyback prior to the closing of the proposed transaction to mitigate the impact of its recently declared dividend on the relative ownership of Technip and FMCTI stockholders.

On May 17, 2016, Technip's outside counsel sent IFPEN a draft Support Agreement in a form substantially similar to the version sent to Bpifrance.

Later on May 17, 2016, at a meeting of Technip's board of directors attended by certain members of Technip senior management and representatives of Technip's financial and legal advisors, Mr. Pilenko, updated the directors on the discussions with FMCTI, including the proposed resolution of the outstanding key transaction terms. Mr. Pilenko further noted that Bpifrance and IFPEN had agreed in principle to vote in favor of the transaction as presented and the elimination of "double-voting rights". After this update, representatives of Technip's financial advisors reviewed their analysis of the proposed transaction from a financial perspective, assuming Technip stockholders would receive approximately 50.9% of the combined company and FMCTI stockholders would receive approximately 49.1% of the combined company.

On May 18, 2016, at a meeting of Technip's board of directors attended by representatives of certain of Technip's financial and legal advisors, Mr. Pilenko reviewed again the conclusion of the discussions with FMCTI. Goldman Sachs representatives delivered to Technip's board of directors their oral opinion, which was confirmed by delivery of a written opinion dated May 18, 2016, to the effect that, as of such date and based upon and subject to the factors and assumptions set forth therein, and taking into account the FMCTI Merger, the Technip Exchange Ratio pursuant to the MOU and the Business Combination Agreement was fair from a financial point of view to the holders of Technip Shares (other than FMCTI and its affiliates). Rothschild representatives also delivered to Technip's board of directors their oral opinion which was confirmed by delivery of a written opinion dated May 18, 2016, to the effect that, as of such date and based upon and subject to the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Rothschild, the Technip Exchange Ratio, taking into account the FMCTI Merger, was fair, from a financial point of view, to the holders of Technip Shares (other than Technip Excluded Shares). On the basis of these fairness opinions and the final transaction terms, Technip's board of directors approved the proposed transaction and the execution of the MOU.

On May 18, 2016, at a special meeting of the FMCTI board of directors that was attended by certain members of FMCTI senior management and representatives of FMCTI's financial and legal advisors, Mr. Pferdehirt reviewed the conclusion of the discussions with Technip concerning a potential business combination, including the agreement on the exchange ratio and elimination of "double voting rights" and noted that Technip's board of directors had approved the transaction earlier in the day. Evercore delivered to the FMCTI board of directors Evercore's oral opinion, confirmed by its delivery of a written opinion dated May 18, 2016, that, as of the date thereof, and based upon and subject to the assumptions, procedures, factors, qualifications, limitations and other matters set forth in Evercore's written opinion, the FMCTI Exchange Ratio (after giving effect to the Technip Merger) pursuant to the Business Combination Agreement was fair, from a financial point of view, to the holders of FMCTI Shares (other than the FMCTI Excluded Shares). After FMCTI's financial and legal advisors responded to questions from FMCTI's board of directors, FMCTI's board of directors approved the execution of the MOU, Business Combination Agreement and other definitive deal documentation and resolved to recommend that FMCTI stockholders vote in favor of the proposal to adopt the Business Combination Agreement and related matters. FMCTI senior management noted that Ms. Devine had submitted her resignation as a member of the FMCTI board of directors in light of her position on the Technip board of directors and the anticipated announcement of the transaction, contingent upon FMCTI's board of directors' approval of the strategic combination with Technip. The remaining members of the FMCTI board of directors accepted her resignation and resolved to reduce the size of the board of directors by one member.

Later on May 18, 2016, Technip and FMCTI executed the MOU. Also on May 18, 2016, Bpifrance and IFPEN executed their Support Agreements.

On May 19, 2016, Technip and FMCTI issued press releases announcing the transaction.

During May and June 2016, Technip engaged in certain employee information and consultation procedures required by law and, where necessary, received positive opinions from its works councils with respect to the proposed business combination between Technip and FMCTI.

On June 14, 2016, at a meeting of Technip's board of directors, the board was informed that the required employee information and consultation procedures had been completed. The Technip board of directors then approved the execution of the Business Combination Agreement.

On June 14, 2016, Technip and FMCTI executed the Business Combination Agreement.

b) Technip Reasons for the Technip Merger and the Mergers

In evaluating the MOU, the Business Combination Agreement and the other transactions contemplated thereby, the Technip board of directors consulted with, and received the advice of, Technip's management and its legal and financial advisors. In reaching its decision to approve the MOU, the Business Combination Agreement and the transactions contemplated thereby and to recommend that the Technip stockholders approve the Technip Merger and the Technip Merger Agreement (as defined below), the Technip board of directors considered a number of factors, including, but not limited to, the following:

Strategic and Financial Considerations

the transaction would create a leader in Subsea, Surface and Onshore/Offshore segments, combining Technip's innovative systems and solutions, state of the art assets, engineering strengths and project management capabilities with FMCTI's leading technology, manufacturing and service capabilities;

the combined company would have a broadened and flexible offering across each relevant market from concept to project delivery and beyond, which would allow it to engage with customers earlier in the development process, allowing for the design, delivery and installation of more comprehensive solutions; and to build on the proven success of the existing alliance between the companies;

the transaction is expected to be significantly accretive to EPS and result in pre-tax cost synergies in 2018 of approximately \$200 million and annual pre-tax cost synergies in 2019 and thereafter of between approximately \$330 million and \$565 million (with a central point of approximately \$400 million), which are expected to be driven by supply chain efficiencies, real estate, infrastructure optimization and other corporate and organizational efficiencies;

the all-stock transaction is expected to create a combined company with a solid and sustainable capital structure and a strong balance sheet; and

Other Factors Considered by the Technip Board of Directors

its knowledge of Technip's business, operations, financial condition, earnings and prospects and of FMCTI's business, operations, financial condition, earnings and prospects, taking into account the results of Technip's due diligence review of FMCTI;

-the current and prospective business climate in the sectors in which Technip and FMCTI operate;

the alternatives reasonably available to Technip, including remaining a stand-alone entity and pursuing other strategic alternatives;

-the recommendation of Technip's senior management in favor of the transaction;

the relative market capitalizations of each company at the time of the Technip board of directors' evaluation of the transactions, as well as over various historical periods;

the financial projections of Technip as a stand-alone company and the fit of the transactions with Technip's previously established strategic goals;

the fact that half of the members of the 14-member TechnipFMC board of directors will be designated by Technip, and that the committees of the TechnipFMC board of directors will be comprised of an equal number of directors designated by each of Technip and FMCTI;

the fact that Thierry Pilenko will be Executive Chairman of TechnipFMC and a member of the TechnipFMC board of directors and that upon Thierry Pilenko ceasing to serve in such capacity, the

members of the TechnipFMC board of directors designated by Technip will have the right to elect the next independent lead director;

the fact that, until the annual general meeting of stockholders in 2019, the transaction of any business by the TechnipFMC board of directors will require the approval of at least one board member designated by Technip;

the fact that the Technip board of directors believes that the governance arrangements set out in the foregoing three bullets and otherwise set out in the Corporate Governance Guidelines of TechnipFMC provide for clear and balanced corporate governance and leadership and the fact that, until at least the annual general meeting of stockholders in 2019, any change to these governance provisions would require the affirmative vote of two-thirds of the members of the TechnipFMC board of directors;

the fact that the Subsea Projects and Onshore/Offshore business units of TechnipFMC and its global Integrated R&D center will be headquartered in Paris, that the Subsea Products business unit will be under the responsibility of the Chief Operating Officer (whose principal office will be located in Paris), and that TechnipFMC's senior management team will include executives from both companies;

the fact that the Business Combination Agreement provides for a fixed exchange ratio that is expected to result in former FMCTI stockholders and former Technip stockholders owning approximately 49.1% and 50.9%, respectively, of TechnipFMC immediately following consummation of the Mergers, calculated based on FMCTI's and Technip's respective fully diluted shares as of the date the parties entered into the MOU, and therefore that TechnipFMC stockholders would have the opportunity to participate in the future performance of the combined company, including the synergies;

the written opinion of Goldman Sachs to the Technip board of directors, dated May 18, 2016, to the effect that, as of such date and based upon and subject to the factors and assumptions set forth therein, and taking into account the FMCTI Merger, the Technip Exchange Ratio pursuant to the MOU and the Business Combination Agreement was fair from a financial point of view to the holders of Technip Shares (other than FMCTI and its affiliates), as more fully described below under the section entitled "*—Opinions of Rothschild and Goldman Sachs as Financial Advisors to Technip*" of this Information Document;

the written opinion of Rothschild to the Technip board of directors, dated May 18, 2016, to the effect that, as of such date and based upon and subject to the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Rothschild, the Technip Exchange Ratio, taking into account the FMCTI Merger, was fair, from a financial point of view, to the holders of Technip Shares (other than the Technip Excluded Shares), as more fully described below under the section entitled "*—Opinions of Rothschild and Goldman Sachs as Financial Advisors to Technip*" of this Information Document;

the support of Bpifrance Participations and IFPEN, two major stockholders of Technip, which each executed a support agreement, committing in particular to vote in favor of the resolutions regarding the transaction, to be submitted to the Technip Special Stockholders' Meeting and the Technip Extraordinary Stockholders' Meeting, subject notably to the Technip board of directors' favorable recommendation;

-the expected customer, supplier and stakeholder reaction to the combination;

the terms and conditions of the MOU and the Business Combination Agreement, which were the product of arms-length negotiations between Technip and its advisors on the one hand, and FMCTI and its advisors, on the other hand;

the fact that Technip and FMCTI intend for TechnipFMC Shares to be listed on Euronext Paris and included in the CAC 40;

the ability of Technip to terminate the Business Combination Agreement and receive a termination fee of \$250 million from FMCTI if the FMCTI board of directors withholds, withdraws or changes its

recommendation to the FMCTI stockholders in favor of the transaction and under certain other circumstances, and, following the execution of the Business Combination Agreement, the inability of FMCTI to terminate the Business Combination Agreement in the event the FMCTI board of directors takes any such action; and

the ability of Technip to terminate the Business Combination Agreement if either Technip or FMCTI does not receive an opinion of external tax counsel that TechnipFMC should not be treated as a “domestic corporation” for U.S. federal income tax purposes.

The Technip board of directors weighed these factors against a number of other factors identified in its deliberations weighing negatively against the transaction, including:

the challenges inherent in the combination of two businesses of the size, geographical diversity and complexity of Technip and FMCTI, including the risk that integration costs may be greater than projected, expected cost savings and synergies may not be realized, other expected benefits of the transactions may not be realized and/or that TechnipFMC will not achieve its expected financial results;

the risk that the pendency of the transaction for an extended period of time could have an adverse impact on Technip, FMCTI or TechnipFMC, including the potential for distraction of the attention of management and the possibility that Technip and FMCTI may lose key personnel;

the fact that certain provisions of the MOU and the Business Combination Agreement may have the effect of discouraging alternative business combination transactions involving Technip, including that the agreements prohibit Technip from soliciting or engaging in discussions regarding alternative transactions during the pendency of the transaction, subject to limited exceptions, and, following the execution of the Business Combination Agreement, terminating the Business Combination Agreement in the event the Technip board of directors withholds, withdraw or changes its recommendation to the Technip stockholders in favor of the transaction and under certain other circumstances, and the ability of FMCTI to terminate the Business Combination Agreement and receive a termination fee of \$250 million from Technip if the Technip board of directors takes any such action;

the risk that a change in U.S. tax law, or official interpretations thereof, could cause TechnipFMC to be treated as a domestic corporation for U.S. federal income tax purposes following the consummation of the transaction or otherwise adversely affect TechnipFMC or its affiliates, and the ability of FMCTI to terminate the Business Combination Agreement if either Technip or FMCTI does not receive an opinion of external tax counsel that TechnipFMC should not be treated as a domestic corporation for U.S. federal income tax purposes;

the potential that the fixed exchange ratio under the Business Combination Agreement could result in Technip delivering greater value to the FMCTI stockholders than had been anticipated by Technip should the value of the Technip Shares increase relative to FMCTI Shares after the date of execution of the MOU; and

the risks of the type and nature described in the section entitled “*Risk Factors*” of this Information Document and the matters described in the section entitled “*Forward-Looking Statements*” of this Information Document.

The foregoing discussion of the factors considered by the Technip board of directors is not intended to be exhaustive, but rather includes the principal factors considered by the Technip board of directors. In view of the wide variety of factors considered in connection with its evaluation of the transaction and the complexity of these matters, the Technip board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weights to the various factors that it considered in reaching its decision to approve the MOU, the Business Combination Agreement and the transactions contemplated thereby. In addition, individual members of the Technip board of directors may have given differing weights to different factors. The Technip board of directors conducted an overall review of the factors described above, including through discussions with Technip's management and outside legal and financial advisors.

c)

FMCTI Reasons for the Mergers

At its meeting on May 18, 2016, the FMCTI board of directors (i) approved the execution, by FMCTI, of the Business Combination Agreement, and the consummation of the transactions contemplated thereby upon the terms and conditions set forth therein, (ii) determined that the terms of the Business Combination Agreement, the Mergers and the other transactions contemplated thereby are fair to, and in the best interests of, FMCTI and its stockholders and are also in the best interests of the FMCTI's other stakeholders and employees, (iii) declared that the Business Combination Agreement and the consummation of the transactions contemplated thereby upon the terms and conditions set forth therein are advisable and (iv) directed that the Business Combination Agreement be submitted to the stockholders of FMCTI for adoption.

The FMCTI board of directors considered many factors in reaching its conclusion that the transactions contemplated by the Business Combination Agreement as a whole, including the Mergers, are fair to, and in the best interests of FMCTI and its stockholders. In arriving at its conclusion, the FMCTI board of directors consulted with FMCTI's management, its legal, financial and other advisors, reviewed a significant amount of information and considered the following factors in its deliberations:

the belief that the combination will result in the creation of a new global leader in Subsea, Surface and Onshore/Offshore systems and services to the oil and gas industry with approximately \$2.4 billion in EBITDA, and a strong balance sheet and broad global footprint to support continued growth and innovation;

each of FMCTI and Technip has developed capabilities in complementary geographies, the combination of which will create a larger and more diversified company that is better equipped to respond to economic and industry developments, including cyclical economic environments, and better positioned to develop and build on its positioning in the Subsea, Surface and Onshore/Offshore segments as compared to either company on a standalone basis, with a strategic global presence;

the belief that, based in part on the successful history of collaboration between FMCTI and Technip in the Forsys Subsea joint venture and related strategic alliance, the management teams will successfully integrate the two businesses and provide a strong foundation for the combined management team to accelerate growth, stimulate the sharing of expertise and support faster innovation;

the belief that, based on customers' response to the collaboration between FMCTI and Technip in the Forsys Subsea joint venture and related strategic alliance, the combined company would be able to standardize its offerings to customers, reduce costs to customers and provide integrated offerings to customers of FMCTI and Technip;

- the combined company will benefit from a large, diversified international platform, supported by cost savings derived from integration of the complementary FMCTI and Technip businesses, and will be better positioned to withstand cyclical economic conditions;

-

the fact that, based on the shares outstanding as of the date of the MOU, FMCTI's former stockholders will own approximately 49.1% of the combined company following completion of the Mergers and will continue to participate in potential appreciation in equity value of the combined company;

the belief that the combination will allow the combined company to achieve annual cost synergies of \$330 million to \$565 million by the end of 2018 and thereafter with a "base case" of \$470 million in such synergies, which synergies are expected to be driven by the combined company's supply chain, local footprint of regional SG&A, information technologies, facilities and office costs and engineering costs;

the fact that, in certain circumstances, the FMCTI board of directors has the right under the Business Combination Agreement to change its recommendation to FMCTI's stockholders that they adopt the Business Combination Agreement;

that the fixed exchange ratio of 1.00 Technip Share for 2.00 TechnipFMC Shares, by its nature, would not adjust upwards to compensate for declines, or downwards to compensate for increases, in the price of Technip Shares prior to completion of the transaction;

that the fixed exchange ratio of 1.00 FMCTI Share for 1.00 TechnipFMC Share, by its nature, would not adjust upwards to compensate for declines, or downwards to compensate for increases, in the price of the FMCTI Shares prior to completion of the transaction;

the fact that half of the members of the 14-member TechnipFMC board of directors will be designated by FMCTI, and that the committees of the TechnipFMC board of directors will be comprised of an equal number of directors designated by each of Technip and FMCTI;

the fact that Douglas J. Pferdehirt, current President and Chief Executive Officer of FMCTI, will serve as the Chief Executive Officer of TechnipFMC and a member of the TechnipFMC board of directors;

the fact that, until the annual general meeting of stockholders in 2019, the transaction of any business by the TechnipFMC board of directors will require the approval of at least one board member designated by FMCTI;

the fact that the FMCTI board of directors believes that the governance arrangements set out in the foregoing three bullets and otherwise set out in the Corporate Governance Guidelines of TechnipFMC provide for clear and balanced corporate governance and leadership and the fact that, until at least the annual general meeting of stockholders in 2019, any change to these governance provisions would require the affirmative vote of two-thirds of the members of the TechnipFMC board of directors;

the review by the FMCTI board of directors with its legal advisor of the structure of the proposed business combination transaction and the terms of Business Combination Agreement, including the parties' representations, warranties and covenants, the conditions to their respective obligations and the termination provisions, as well as the likelihood of consummation of the Mergers and the FMCTI board of directors' evaluation of the likely time period necessary to complete the Mergers. The FMCTI board of directors also considered the following specific aspects of the Business Combination Agreement:

the nature of the closing conditions included in the Business Combination Agreement, including the exceptions to the events that would constitute a material adverse effect with respect to FMCTI or Technip for purposes of the Business Combination Agreement, as well as the likelihood of satisfaction of all conditions to consummation of the Mergers;

FMCTI's right to engage in negotiations with, and provide information to, a third party that makes an unsolicited Acquisition Proposal for FMCTI, if the FMCTI board of directors determines in good faith, after consultation with its legal and financial advisors, that such proposal constitutes or would reasonably be expected to lead to a superior proposal for FMCTI;

- the FMCTI board of directors' ability to change its recommendation that FMCTI stockholders vote in favor of the adoption of the Business Combination Agreement if it determines in good faith after

consultation with its outside counsel that failure to take such action would be inconsistent with its fiduciary duties under applicable law, subject to compliance by FMCTI with certain obligations;

-certain other provisions in the Business Combination Agreement, including the termination provisions; and

the review by the FMCTI board of directors with its legal advisor of the terms of the MOU, including the undertakings of Technip to complete the works council consultation process as promptly as reasonably practicable following the announcement of the transaction.

These beliefs are based in part on the following factors that the FMCTI board of directors considered:

its knowledge and understanding of the FMCTI business, operations, financial condition, earnings, strategy and future prospects;

information and discussions with FMCTI's management regarding Technip's business, operations, financial condition, earnings, strategy and future prospects, and the results of FMCTI's due diligence review of Technip;

information and results of an evaluation organized by FMCTI's management of Technip's Onshore/Offshore business segment;

the fact that the combined company's board of directors, following completion of the Mergers and until the first annual meeting of the stockholders of the combined company following completion of its second full fiscal year, will be equally balanced between FMCTI and Technip, with seven directors designated by FMCTI and seven directors designated by Technip;

the fact that, during the period beginning upon the closing of the Mergers and adoption of the TechnipFMC Articles and ending on the date of TechnipFMC's 2019 annual general meeting of stockholders (the "Initial Period"), the combined company's board of directors shall constitute an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation Committee and a Strategy Committee, each of which shall consist of an equal number of members designated by FMCTI and Technip, respectively;

the fact that the Chief Executive Officer of FMCTI as of immediately prior to the FMCTI Merger Effective Time will serve as the Chief Executive Officer of the combined company;

the fact that the Chief Financial Officer of FMCTI as of immediately prior to the FMCTI Merger Effective Time will serve as the Chief Financial Officer of the combined company;

the current and prospective economic climate generally and the competitive climate in the industries in which the companies operate, including the combination of certain other companies in such industries;

the financial analyses presented by Evercore to the FMCTI board of directors and the opinion of Evercore delivered to the FMCTI board of directors, as of May 18, 2016, and based upon and subject to the assumptions, procedures, factors, qualifications, limitations and other matters set forth in Evercore's written opinion, that the FMCTI Exchange Ratio (after giving effect to the Technip Merger) pursuant to the Business Combination Agreement was fair, from a financial point of view, to the holders of FMCTI Shares (other than the FMCTI Excluded Shares), as more fully described in the section entitled "*—Opinion of Evercore as Financial Advisor to FMCTI*" of this Information Document;

the advice received from Société Générale regarding the current and prospective French economic climate generally, competitive climate and political climate. Société Générale did not opine as to the fairness of the FMCTI Exchange Ratio;

the likelihood that the Mergers will be completed on a timely basis and the belief that antitrust clearance could be obtained without the imposition of conditions that would be materially adverse to the combined company;

the fact that the FMCTI Merger is subject to approval by the FMCTI stockholders;

the fact that, subject to certain limited exceptions, Technip is prohibited from soliciting, participating in any discussions or negotiations with respect to, providing nonpublic information to any third party with respect to or entering into any agreement providing for, the acquisition of Technip;

the fact that Technip may be required to pay FMCTI a termination fee of \$250 million and/or reimburse FMCTI for reasonable expenses it incurs if the Business Combination Agreement is terminated under certain circumstances specified in the Business Combination Agreement;

the fact that the obligations of Technip to appear at the hearing of the English Court and to seek the Technip Merger Order are subject to the satisfaction or waiver by FMCTI, on or prior to the making of the Technip Merger Order at the hearing of the English Court, of additional conditions, including,

among others, the accuracy of the representations and warranties of Technip set forth in the Business Combination Agreement as of immediately prior to the making of the Technip Merger Order at the hearing of the English Court; and

- the fact that the FMCTI Exchange Ratio will not be negatively affected in the event of a decrease in the share price of the FMCTI Shares prior to the FMCTI Merger Effective Time and that the terms of the MOU and Business Combination Agreement do not include termination rights for Technip triggered in the event of an increase of the value of Technip relative to the value of FMCTI.

In making its determination, the FMCTI board of directors considered, in large part, FMCTI's strategic alternatives to the proposed business combination with Technip for maximizing stockholder value over the long-term, including the alternative of attempting to replicate the capabilities inherent in the proposed business combination by continuing as a standalone company, the alternative of continuing its Forsys Subsea joint venture relationship with Technip, and the alternative of replicating the proposed combination through a series of transactions. In considering these alternatives, the FMCTI board of directors weighed the potential risks, rewards and uncertainties associated with each. The FMCTI board of directors also considered that management had communicated that there were risks associated with maintaining the Forsys Subsea joint venture relationship with Technip, including the possibility that Technip would be acquired by a competitor. In addition, the FMCTI board of directors was aware of, and considered, the increased costs and risks associated with a series of smaller transactions as a potential alternative to the combination with Technip. The FMCTI board of directors concluded, based on its understanding of the business, assets, financial condition, results of operations, current business strategy, projections and prospects of FMCTI, that the business combination transaction with Technip was the best alternative available to FMCTI.

The FMCTI board of directors weighed these factors against the following uncertainties, risks and potentially negative factors relevant to the Mergers:

the Technip Exchange Ratio will not be reduced in the event of an increase in the share price of FMCTI Shares prior to the FMCTI Merger Effective Time, and that the terms of the Business Combination Agreement do not include termination rights for FMCTI triggered in the event of a decrease in the value of Technip relative to the value of FMCTI;

the potential that the fixed exchange ratio under the Business Combination Agreement could result in FMCTI delivering greater value to the Technip stockholders than had been anticipated by FMCTI should the value of the FMCTI Shares increase relative to Technip Shares after the date of execution of the MOU;

the adverse impact that business uncertainty prior to the closing of the Mergers and during the post-closing integration period could have on the ability of both FMCTI and Technip to attract, retain and motivate key personnel;

-the challenges inherent in the combination of two business enterprises of the size and scope of FMCTI and Technip, including (i) the possible diversion of management focus and resources from operational matters and other strategic

opportunities for an extended period of time and (ii) difficulties in integrating and retaining management and employees, including from the two companies' respective labor groups;

the fact that projections of future results of operations and synergies are necessarily estimates based on assumptions, -the risk of not realizing anticipated synergies and cost savings between FMCTI and Technip and the risk that other anticipated benefits might not be realized;

the fact that Technip's Onshore/Offshore segment (i) operates in different industries in addition to those in which -FMCTI operates, (ii) often involves lump sum turnkey contracts (see the section entitled "*Risk Factors Related to Technip's Business—Unforeseen additional costs could reduce Technip's margin on*

lump sum contracts” of this Information Document) and (iii) has lower EBIT margins than the Subsea segment;

the risk that a change in applicable law with respect to Section 7874 or any other U.S. tax law, or official interpretations thereof, or a change in certain facts (for example, certain share or asset values), could cause the combined company to be treated as a U.S. domestic corporation for U.S. federal income tax purposes following completion of the Mergers or otherwise adversely affect the combined company;

the risk that the IRS may assert that the combined company should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal income tax purposes pursuant to Section 7874;

the substantial costs to be incurred in connection with the transaction, including the substantial cash and other costs of integrating the businesses of FMCTI and Technip, as well as transaction expenses;

that failure to complete the Mergers could cause FMCTI to incur significant fees and expenses and could lead to negative perceptions among investors, potential investors and customers;

the potential effect of the transaction on FMCTI’s business and relationships with employees, customers, suppliers, regulators and the communities in which it operates;

the risk that governmental entities may not approve the transaction, including CFIUS and MINEFI, or may impose conditions on FMCTI or Technip in order to gain approval for the transaction that may adversely impact the ability of the combined company to realize the anticipated synergies;

the limited circumstances under which FMCTI could terminate the Business Combination Agreement or refuse to consummate the Mergers;

that FMCTI, subject to customary exceptions, is prohibited during the term of the Business Combination Agreement from soliciting, participating in any discussions or negotiations with respect to, and providing nonpublic information to any third party with respect to, the acquisition of FMCTI and that FMCTI is prohibited from terminating the Business Combination Agreement to enter into any agreement providing for the acquisition of FMCTI;

the risk that, pursuant to the terms of the Business Combination Agreement, FMCTI may become obligated to pay a termination fee of \$250 million and/or reimburse Technip for certain reasonable costs, fees and expenses it incurs in certain circumstances;

the generally reciprocal restrictions on operations until completion of the Mergers which could have the effect of preventing FMCTI from pursuing certain other strategic transactions during the pendency of the Business Combination Agreement as well as taking certain other actions relating to the conduct of its business without the prior consent of Technip;

the fact that Technip was legally prohibited from signing the Business Combination Agreement until the conclusion of Technip's works council consultation process and the risk that Technip's works councils could recommend against the transaction and the expense reimbursements payable to FMCTI under the MOU if Technip terminated the transaction due to an unfavorable recommendation from the works councils;

the fact that, if the FMCTI board of directors effects a FMCTI Change in Recommendation, FMCTI will nonetheless be unable to terminate the Business Combination Agreement and will continue to be obligated to hold the FMCTI Special Meeting and submit the proposals described in this Information Document to its stockholders for their vote unless Technip terminates the Business Combination Agreement;

the possibility that the transaction might not be completed, or that completion might be unduly delayed, for reasons beyond either party's control and the potential negative impact that may have on each

party's business and relationships with employees, customers, suppliers, regulators and the communities in which it operates;

the potentially differing interests of FMCTI directors and executive officers with respect to the consummation of the transactions contemplated by the Business Combination Agreement, including in connection with (i) the continued engagement and/or employment of such directors and executive officers, (ii) the continued positions of certain of such directors as directors on the TechnipFMC board of directors, (iii) agreements that provide for enhanced severance for certain executive officers of FMCTI upon a qualifying termination of employment in connection with a change in control of FMCTI and the extension of the term of such agreements for a period of one year from the current applicable expiration date, (iv) the payment of compensation previously deferred by certain directors and the indemnification of former FMCTI directors and executive officers by TechnipFMC and (v) the treatment in the Mergers of equity awards held by FMCTI directors and executive officers; and

the risks of the type and nature described under the sections entitled "*Risk Factors*" and "*Forward-Looking Statements*" of this Information Document.

The FMCTI board of directors concluded that the uncertainties, risks and potentially negative factors relevant to the Mergers were outweighed by the potential benefits that it expected FMCTI and the FMCTI stockholders would achieve as a result of the Mergers.

The foregoing discussion of the information and factors considered by the FMCTI board of directors is not exhaustive but is intended to reflect the material factors considered by the FMCTI board of directors in its consideration of the business combination with Technip. In view of the large number of factors considered and their complexity, the FMCTI board of directors, both individually and collectively, did not find it practicable to and did not attempt to quantify or assign any relative or specific weight to the various factors. Rather, the FMCTI board of directors based its recommendation on the totality of the information presented to and considered by it. In addition, individual members of the FMCTI board of directors may have given different weights to different factors. The foregoing discussion of the information and factors considered by the FMCTI board of directors is forward-looking in nature. This information should be read in light of the factors described under the section entitled "*Forward-Looking Statements*" of this Information Document.

2.1.3.

Merit of the Technip Merger and the Mergers

FMCTI and Technip proposed the business combination because, among other reasons, the management and boards of both companies believe that the combination will:

create significant additional value for the stockholders of both companies by expanding on the success achieved through their existing alliance and joint venture, Forsys Subsea;

enable the combined company to have a flexible commercial model that provides integrated and discrete solutions to customers across the value chain;

create a larger and more diversified company that is better equipped to respond to economic and industry developments, including cyclical economic environments, and better positioned to develop and build on its positioning in the Subsea, Surface and Onshore/Offshore segments as compared to either company on a standalone basis;

allow the combined company to benefit from a large, diversified international platform, supported by cost savings derived from integration of the complementary FMCTI and Technip businesses; and

allow the combined company to achieve synergies, including economies of scale, consolidate corporate and support activities, optimize expenditures and accelerate technological innovation.

2.2. Summary of the Business Combination Agreement

Explanatory Note

This summary is included to provide investors with information regarding the terms of the Business Combination Agreement. Factual disclosures about FMCTI, Technip and TechnipFMC contained in this Information Document may supplement, update or modify the factual disclosures about FMCTI, Technip and TechnipFMC contained in the Business Combination Agreement. The representations, warranties and covenants made in the Business Combination Agreement by FMCTI, Technip, TechnipFMC and TechnipFMC US Merger Sub, LLC were qualified and subject to important limitations agreed to by FMCTI, Technip, TechnipFMC and TechnipFMC US Merger Sub, LLC in connection with negotiating the terms of the Business Combination Agreement. The representations and warranties may be subject to a contractual standard of materiality different from that generally applicable to stockholders and reports and documents filed by Technip and FMCTI, and in some cases were qualified by the matters contained in the confidential disclosures that FMCTI and Technip each delivered to the other party in connection with the Business Combination Agreement, which disclosures were not reflected in the Business Combination Agreement itself. Moreover, information concerning the subject matter of the representations and warranties, which do not purport to be accurate as of the date of this Information Document, may have changed since the date on which they were made.

Summary

On May 18, 2016, FMCTI, Technip and TechnipFMC entered into the MOU. The MOU provided that, subject to completion of certain employee consultation procedures required under applicable law and certain other customary conditions, the parties to the MOU would enter into the Business Combination Agreement. The MOU provided that the employee consultation procedures were to be completed by September 30, 2016. On June 14, 2016, the parties executed the Business Combination Agreement after completing the employee consultation procedures and other conditions precedent contemplated by the MOU.

2.2.1.

Structure and Effective Times

The Business Combination Agreement provides for two mergers, which will occur in immediate succession. First, Technip will merge with and into TechnipFMC in a cross-border merger, within the meaning of the E.U. Cross-Border Merger Directive, pursuant to which, following the Technip Merger Effective Time, the independent existence of Technip will cease, with TechnipFMC surviving as the continuing entity, and pursuant to which each issued and outstanding Technip Share, other than Technip Excluded Shares, will be exchanged for the Technip Merger Consideration of 2.00 TechnipFMC Shares, in each case subject to the terms and conditions of the Business Combination Agreement and as described under the section entitled “*The Business Combination Agreement—Merger Consideration*” of this Information Document.

Immediately following the Technip Merger Effective Time, TechnipFMC US Merger Sub, LLC will merge with and into FMCTI in a statutory merger under Delaware law, pursuant to which, following the FMCTI Merger Effective Time, the independent existence of TechnipFMC US Merger Sub, LLC will cease, with FMCTI surviving as a wholly owned indirect subsidiary of TechnipFMC, and pursuant to which each FMCTI Share, other than the FMCTI Excluded Shares, will be exchanged for the FMCTI Merger Consideration of 1.00 TechnipFMC Share, in each case subject to the terms and conditions of the Business Combination Agreement and as described under “*—Merger Consideration*” below. Immediately following consummation of the Mergers, it is expected that former Technip stockholders will own approximately 50.9% of TechnipFMC and former FMCTI stockholders will own approximately

49.1% of TechnipFMC, on a fully diluted basis.

The Technip Merger will be completed at the Technip Merger Effective Time, the exact time and date of which will be fixed by the Technip Merger Order. TechnipFMC and Technip are required under the Business Combination Agreement to appear before the English Court at a hearing to seek the Technip Merger Order under the U.K. Merger Regulations, which will take place after the receipt of the pre-merger certificates issued by U.K. and French authorities and the satisfaction or waiver of certain conditions contained in the Business Combination Agreement, as described in the section entitled “—*Conditions to the Technip Merger and the Mergers*” below.

Under applicable U.K. regulations, the Technip Merger may not become effective until a period of at least 21 days has elapsed following the making of the Technip Merger Order. Under the Business Combination Agreement, the Technip Merger Order will specify that the Technip Merger Effective Time will occur on a

Sunday following the lapse of such 21-day period after the Technip Merger Order is made. On the date on which the Technip Merger Order is made, and as soon as practicable after such time, and in no event prior thereto, FMCTI will file the FMCTI Certificate of Merger with the Secretary of State of the State of Delaware, which will provide that the FMCTI Merger will become effective on the Merger Effective Date at the time that is one minute after the Technip Merger Effective Time.

2.2.2. Merger Consideration

Technip Shares Consideration

The Business Combination Agreement provides that, at the Technip Merger Effective Time, each Technip Share issued and outstanding immediately prior to the Technip Merger Effective Time, other than the Technip Excluded Shares, will be exchanged for 2.00 TechnipFMC Shares. As of the Technip Merger Effective Time, all Technip Shares will cease to exist, and each Technip Share, other than the Technip Excluded Shares, will thereafter represent only the right to receive, in accordance with the terms of the Business Combination Agreement, the Technip Merger Consideration.

FMCTI Shares Consideration

The Business Combination Agreement provides that, at the FMCTI Merger Effective Time, each FMCTI Share issued and outstanding immediately prior to the FMCTI Merger Effective Time, other than FMCTI Excluded Shares, will be exchanged for 1.00 TechnipFMC Share. As of the FMCTI Merger Effective Time, all FMCTI Shares will cease to exist, and each FMCTI Share, other than the FMCTI Excluded Shares, will thereafter represent only the right to receive, in accordance with the terms of the Business Combination Agreement, the FMCTI Merger Consideration.

Pursuant to Section 262(b)(1) of the DGCL, FMCTI stockholders are not entitled to exercise dissenters', appraisal, cash exit or similar rights in connection with the Mergers.

2.2.3. Restriction on Transfers Following the Effective Times

No transfer of the Technip Shares will be implemented as of the Technip Merger Effective Time as Technip will have ceased to exist then as a result of the Technip Merger. As of the FMCTI Merger Effective Time, the stock transfer books of FMCTI will be closed, and there will be no further registration of transfers on records of FMCTI.

2.2.4. Expenses and Termination Fees

All costs and expenses incurred in connection with the Business Combination Agreement and the Mergers and the other transactions contemplated by the Business Combination Agreement generally are to be paid by the party incurring such costs and expenses, but Technip and FMCTI will share equally all expenses associated with antitrust filings, the NYSE listing application, the Euronext Paris listing application and the filing, printing and mailing of the U.S. Prospectus, the Registration Statement, this Information Document, the Admission Prospectus and other disclosure documents required in connection with the Mergers.

FMCTI must pay Technip a termination fee of \$250 million in the event the Business Combination Agreement is terminated:

by Technip, as a result of an FMCTI Change in Recommendation or a material breach by FMCTI of its obligations relating to Acquisition Proposals under the Business Combination Agreement,

by either FMCTI or Technip, if (i) the Mergers are not consummated by the Termination Date or (ii) the FMCTI Requisite Vote shall not have been obtained after a vote of the FMCTI stockholders has been taken and completed at the FMCTI Special Meeting and, in each case, at the time of such termination, Technip had a right to terminate as a result of an FMCTI Change in Recommendation or a material breach by FMCTI of its obligations relating to Acquisition Proposals under the Business Combination Agreement;

in the event that (i) an Acquisition Proposal for FMCTI shall have been publicly announced or made publicly known (or any third party shall have publicly announced, publicly communicated or publicly made known a bona fide intention, whether or not conditional, to make a proposal with respect to an Acquisition Proposal for FMCTI) or (solely in the case of a termination as a result of FMCTI's or TechnipFMC's material breach of the Business Combination Agreement) otherwise communicated or made known to FMCTI management or the FMCTI board of directors, (ii) the Business Combination Agreement is subsequently terminated by either FMCTI or Technip as a result of a failure to obtain the FMCTI Requisite Vote or FMCTI's or TechnipFMC's material breach of the Business Combination Agreement and (iii) within nine months of such termination, FMCTI or any of its subsidiaries executes any agreement with respect to an Acquisition Proposal providing for, or approves or recommends to the FMCTI stockholders to accept, or consummates, an Acquisition Proposal.

In the event that the Business Combination Agreement is terminated either (i) if the FMCTI Special Meeting has not been held by the Termination Date and the Technip Stockholders' Meetings have been held or (ii) because of FMCTI's or TechnipFMC's breach of any covenant or agreement set forth in the Business Combination Agreement, then, in either case, FMCTI shall pay, or cause to be paid, to Technip by way of reimbursement its reasonable costs, fees and expenses incurred in connection with its investigation, consideration, documentation, diligence and negotiations of the Business Combination Agreement and the transactions contemplated thereby, including all reasonable fees and expenses of Technip's and its subsidiaries' respective representatives and financing sources.

In the event a termination fee is payable by FMCTI to Technip after the time FMCTI pays any expense reimbursement to Technip in accordance with the terms of the Business Combination Agreement, the amount of the termination fee payable by FMCTI to Technip will be reduced by the amount of such expense reimbursement actually paid to Technip.

Technip must pay FMCTI a termination fee of \$250 million in the event the Business Combination Agreement is terminated:

by FMCTI, as a result of a Technip Change in Recommendation or a material breach by Technip of its obligations relating to Acquisition Proposals under the Business Combination Agreement,

by either FMCTI or Technip, if (i) the Mergers are not consummated by the Termination Date or (ii) the Technip Requisite Vote shall not have been obtained after a vote of the Technip stockholders has been taken and completed at the Technip Stockholders' Meetings or any postponements or adjournments thereof and, in each case, at the time of such termination, FMCTI had a right to terminate as a result of a Technip Change in Recommendation or a material breach by Technip of its obligations relating to Acquisition Proposals under the Business Combination Agreement;

-in the event that (A) an Acquisition Proposal for Technip shall have been publicly announced or made publicly known (or any third party shall have publicly announced, publicly communicated or publicly made known a bona fide intention, whether or not conditional, to make a proposal with respect to an Acquisition Proposal for Technip) or (solely in the case of a termination as a result of Technip's material breach of the Business Combination Agreement) otherwise communicated or made known to Technip management or the Technip board of directors, (B) the Business Combination Agreement is subsequently terminated by either FMCTI or Technip as a result of a failure to obtain the

Technip Requisite Vote, a failure to obtain clearance from MINEFI on terms satisfactory under the Business Combination Agreement or Technip's material breach of the Business Combination Agreement and (C) within nine months of such termination, Technip or any of its subsidiaries executes any agreement with respect to an Acquisition Proposal providing for, or approves or recommends to the Technip stockholders to accept, or consummates, an Acquisition Proposal.

In the event that the Business Combination Agreement is terminated either (x) if the Technip Stockholders' Meetings have not been held by the Termination Date and the FMCTI Special Meeting has been held or (y) because of Technip's breach of any covenant or agreement set forth in the Business Combination Agreement, then, in either case, Technip shall pay, or cause to be paid, to FMCTI by way of reimbursement its reasonable

costs, fees and expenses incurred in connection with its investigation, consideration, documentation, diligence and negotiations of the Business Combination Agreement and the transactions contemplated thereby, including all reasonable fees and expenses of FMCTI's and its subsidiaries' respective representatives and financing sources.

In the event a termination fee is payable by Technip to FMCTI after the time Technip pays any expense reimbursement to FMCTI in accordance with the terms of the Business Combination Agreement, the amount of the termination fee payable by Technip to FMCTI will be reduced by the amount of such expense reimbursement actually paid to FMCTI.

2.2.5.

Voting and Support Agreements

The Bpifrance Participations Support Agreement

On May 18, 2016, in connection with the Mergers, Technip entered into a support agreement with Bpifrance Participations, which held in aggregate 5.17% of the share capital and 9.29% of the voting rights of Technip as of December 30, 2015 (the "Bpifrance Support Agreement").

Pursuant to the terms of the Bpifrance Support Agreement, Bpifrance Participations agreed to vote, at any general meeting of the Technip stockholders, in favor of the transactions contemplated by the Business Combination Agreement, subject notably to Technip board of directors' favorable recommendation. Bpifrance Participations also agreed to vote, at any special meeting of Technip stockholders holding double voting rights, in favor of the removal of such double voting rights, subject to completion of the Mergers.

Pursuant to the terms of the Bpifrance Support Agreement, Bpifrance Participations has undertaken not to sell or transfer any of its Technip Shares prior to completion of the Mergers. Bpifrance Participations has also undertaken for a period of two years following completion of the Mergers to maintain its shareholding in TechnipFMC below 6% of the share capital, on a fully diluted basis.

Technip and FMCTI have undertaken that a Bpifrance Participations designee will be appointed to the TechnipFMC board of directors upon the consummation of the Mergers, among the directors designated by Technip.

FMCTI accepted the terms of the Bpifrance Support Agreement in a separate letter sent to Bpifrance Participations on May 18, 2016.

In a letter dated June 3, 2016, Bpifrance Participations confirmed to Technip that the terms of the Bpifrance Support Agreement had been formally approved by all the governing bodies of the Bpifrance group.

The IFP Énergies nouvelles Support Agreement

On May 18, 2016, in connection with the Mergers, Technip entered into a support agreement with IFPEN, which held in aggregate 2.38% of the share capital and 4.35% of the voting rights of Technip as of December 30, 2015 (the “IFPEN Support Agreement”).

Pursuant to the terms of the IFPEN Support Agreement, IFPEN agreed to vote, at any general meeting of the Technip stockholders, in favor of the transactions contemplated by the Business Combination Agreement, subject notably to Technip board of directors’ favorable recommendation. IFPEN also agreed to vote, at any special meeting of Technip stockholders holding double voting rights, in favor of the removal of such double voting rights, subject to completion of the Mergers.

FMCTI accepted the terms of the IFPEN Support Agreement in a separate letter sent to IFPEN on May 18, 2016.

2.2.6. Conduct of Business Prior to the Effective Times

In the Business Combination Agreement, each of FMCTI and Technip has agreed that until the FMCTI Merger Effective Time or termination of the Business Combination Agreement in accordance with its terms, subject to certain specified exceptions, and unless the other party approves in writing (which approval will not be

unreasonably withheld, conditioned or delayed, subject to certain exceptions), it will, and will cause its respective subsidiaries to:

-conduct its business in the ordinary and usual course consistent with past practice; and

use their respective commercially reasonable efforts to preserve intact its business organization and maintain its existing relations and goodwill with all governmental entities (including applicable regulatory authorities) and self-regulatory organizations, clients, customers, suppliers, distributors, creditors, lessors, employees, stockholders and other persons with which it or its subsidiaries has significant business relations, as applicable.

In addition, without limiting the foregoing and subject to certain specified exceptions, each of FMCTI and Technip has agreed that until the FMCTI Merger Effective Time or termination of the Business Combination Agreement in accordance with its terms, subject to certain specified exceptions, and unless the other party approves in writing (which approval will not be unreasonably withheld, conditioned or delayed, subject to certain exceptions), it will not, and will not permit any of its subsidiaries to, do any of the following:

-amend or propose to amend its organizational documents (whether by merger or otherwise);

-split, combine or reclassify its shares of capital stock;

-engage in another merger, restructuring or reorganization;

repurchase, redeem or acquire any shares of its capital stock, including securities that may convert into shares of capital stock, and that it will not allow its subsidiaries to do the same, except for the full exercise of any stock plan immediately prior to the consummation of the Mergers and for tax withholding purposes with regard thereto;

issue, sell, pledge, dispose of, or encumber any security that has the right to vote (or which are convertible into securities which have a right to vote) with its stockholders on any matter, except for (i) shares issuable pursuant to stock awards outstanding on or awarded prior to the signing date of the MOU or issued in the ordinary course of business and (ii) in connection with internal reorganizations in the ordinary course of business;

incur indebtedness for borrowed money or issue debt securities, except for (i) refinancing of existing indebtedness, (ii) drawdowns of existing credit facilities as of the signing date of the MOU, or (iii) in the ordinary course of business.

-make or commit any capital expenditures, other than in the ordinary course of business;

-terminate, establish, adopt, enter into or materially amend any benefit plans or stock awards;

increase salaries, wages, bonuses, pensions, severance or any other compensation of any director, manager, officer or employee or individual independent contractor of either party or enter into an arrangement to do so; other than in the ordinary and usual course of business and consistent with past practice;

grant any equity or equity-based award or take any action to accelerate the vesting, payment or funding of (i) any compensation or benefits with respect to any director, manager, officer, employee or individual independent contractor or (ii) any equity award, except if (a) such accelerated vesting, payment or funding is a result of a termination of employment or service without cause upon or following the consummation of the transactions contemplated by the Business Combination Agreement or (b) in the ordinary and usual course of business and consistent with past practice;

-establish, adopt, enter into, materially amend or terminate any collective bargaining agreement;

lease, license, transfer, exchange or swap, mortgage, pledge, abandon, or otherwise dispose of any material portion of its assets (other than intellectual property), except for (i) dispositions individually or

in the aggregate that have a fair market value of less than \$50,000,000, (ii) transactions between it or any of its subsidiaries, or (iii) in the ordinary course of business;

sell, lease, license, transfer, exchange, lien, pledge, abandon, allow to lapse or otherwise dispose of any material intellectual property, except for in the ordinary course of business;

make any acquisitions, except for acquisitions (i) entered into on an arm's length basis, (ii) that do not exceed \$50,000,000 (including indebtedness assumed) and (iii) which are not reasonably likely to prevent or delay satisfaction of the closing conditions set forth in the Business Combination Agreement;

settle any material litigation or arbitration (other than litigation or arbitration brought by FMCTI or Technip against the other arising out of the Business Combination Agreement) if such settlement involves, individually, a payment of money by such party or its subsidiaries in excess of \$10,000,000 or, together with all such settlements, the payment of money by such party or its subsidiaries in excess of \$20,000,000, or if the settlement would involve admission of material wrongdoing or any non-monetary restriction on such party or its subsidiaries, except in the ordinary course of business;

renew, amend or terminate in any material respect any of its material contracts (except in the ordinary course of business), or waive, release or assign any material rights thereunder;

subject to certain exceptions, (i) make or change any material tax election; (ii) file any material amended tax return or enter into a closing agreement or advance pricing agreement in respect of a material amount of taxes or settle or compromise any material audit, assessment, notice, tax claim or proceeding relating to taxes; (iii) agree to an extension or waiver of the statute of limitations with respect to and material amount of taxes; (iv) surrender any material right to claim a refund or offset of any taxes; (v) change the classification of FMCTI or Technip, as applicable, or any of its subsidiaries for U.S. tax purposes; or (vi) request a tax ruling;

make any changes in its financial accounting policies, except to adhere to any changes required by U.S. GAAP, IFRS or SEC rules and regulations and authoritative interpretations thereof;

enter into contracts that grant most favored nation status to any counterparty or any non-compete contract that would restrict TechnipFMC following the consummation of the Mergers;

make any loans, advances or capital contributions to, or investments in any other person, except for routine business expenses in the ordinary course and trade credit to customers made in the ordinary course of business;

-enter into any new line of business outside of its existing business segments;

-convene any regular or special meeting of its stockholders, except for (i) stockholder meetings to adopt the Business Combination Agreement and approve the Mergers and (ii) regular annual meetings in the ordinary course of

business;

_implement or announce any material plant closing, reductions in labor forces or other material layoffs other than in the ordinary course of business;

_enter into any contracts between itself and any of its employees, officers, directors or affiliates other than in the ordinary course of business; or

-authorize or enter into an agreement or arrangement to do any of the foregoing.

2.2.7.

Acquisition Proposals

Pursuant to the terms of the Business Combination Agreement, except to make such disclosure as necessary to comply with applicable U.S. and French law, each of Technip and FMCTI agrees that it would not, and agrees to cause its subsidiaries and its and their respective officers, directors, employees or representatives not to, directly or indirectly:

initiate, solicit or knowingly facilitate or encourage (including by way of furnishing information) any inquiries, discussions or the making, submission or announcement of any proposal, request or offer that constitutes, or could reasonably be expected to lead to or result in, an Acquisition Proposal;

have any discussion with any person relating to an Acquisition Proposal, engage in, continue or otherwise participate in any negotiations concerning an Acquisition Proposal, or knowingly facilitate any effort or attempt to make or implement an Acquisition Proposal;

provide any non-public or confidential information or data or afford access to its books or records or directors, officers, employees or advisors, to any person in relation to an Acquisition Proposal;

terminate, amend, release, modify, or fail to enforce any provision of, or grant any permission, waiver or request under, any standstill, confidentiality or similar agreement entered into by it or any of its subsidiaries (other than to the extent either party's board of directors, as applicable, determines in good faith after consultation with its financial and outside legal advisors that failure to take any such actions under this provision would be inconsistent with the directors' fiduciary duties under applicable law);

approve or recommend, or propose publicly to approve or recommend, any Acquisition Proposal;

approve or recommend, propose publicly to approve or recommend, or execute or enter into, any letter of intent, agreement in principle, merger agreement, acquisition agreement, business combination agreement, option agreement or other similar agreement with respect to an Acquisition Proposal;

take any action with the intent to make the provisions of any takeover law inapplicable to any transactions contemplated by any Acquisition Proposal; or

propose publicly or agree to do any of the foregoing related to any Acquisition Proposal.

Under the Business Combination Agreement and throughout this Information Document, an "Acquisition Proposal" with respect to Technip or FMCTI means any offer or proposal for, or any indication of interest in, (a) any direct or indirect acquisition or purchase, in a single transaction or a series of related transactions, (including by way of merger, consolidation or sale of assets or equity securities) of (i) 15% or more of any class of equity securities or voting power of Technip or FMCTI, as applicable, or (ii) 15% or more of the consolidated gross assets of Technip or FMCTI, as applicable, and its subsidiaries, or assets to which 15% or more of the consolidated gross revenues or earnings of Technip or FMCTI, as applicable, and its subsidiaries are attributable; (b) any tender offer that, if consummated, would result in any person beneficially owning 15% or more of any class of equity securities or voting power of Technip or FMCTI, as applicable; or (c) any merger, reorganization, share exchange, consolidation, business combination, recapitalization, liquidation, dissolution or similar transaction involving Technip or FMCTI, as applicable, or any subsidiary of Technip or FMCTI, as applicable, in each case, with a person other than the other party or any of its subsidiaries as a result of which the current stockholders of Technip or FMCTI, as applicable, directly or indirectly beneficially own (i) less than 85% of the successor's capital stock, (ii) less than 85% of the successor's consolidated assets, or assets of the successor to which 85% or less of the consolidated gross revenues or earnings of the successor are attributable.

Existing Discussions or Negotiations

Pursuant to the terms of the Business Combination Agreement, each of Technip and FMCTI agrees that it will immediately cease and cause to be terminated any activities, discussions or negotiations existing as of the date of the MOU with any persons conducted prior to the signing of the Business Combination Agreement with respect to any Acquisition Proposal (or that could reasonably be expected to lead to an Acquisition Proposal), and request that any such person promptly return and destroy (and confirm destruction of) all non-public information. Unless the Business Combination Agreement will have been earlier terminated, neither Technip nor FMCTI will submit to the vote of its stockholders any Acquisition Proposal (other than the Mergers).

Superior Proposals and Intervening Events

Pursuant to the terms of the Business Combination Agreement, if (i) in the case of Technip, prior the Technip Requisite Vote and (ii) in the case of FMCTI, prior to the FMCTI Requisite Vote, (x) Technip or FMCTI, respectively, has received a bona fide Acquisition Proposal from a third party that was not received or obtained

in violation of the Business Combination Agreement, which the Technip board of directors or the FMCTI board of directors, respectively, determines in good faith (after consultation with its outside legal counsel and financial advisors) constitutes, or could reasonably be expected to lead to, a Superior Proposal (as defined below) and (y) the Technip board of directors or the FMCTI board of directors, respectively, determines in good faith (after consultation with its outside legal counsel) that failure to take such action would be inconsistent with the directors' fiduciary duties under applicable law, then Technip or FMCTI, as applicable, may (1) furnish nonpublic information to such person that has delivered such bona fide Acquisition Proposal and (2) engage in discussions or negotiations with such person with respect to the Acquisition Proposal. Under such circumstances, and prior to furnishing such information or engaging in any such discussion or negotiations, the applicable party must have received an executed confidentiality and standstill agreement from the proposing party, and any non-public information being provided to such proposing party not previously provided or made available to Technip or FMCTI, as applicable, will be made available to such party.

At any time prior to the earlier of (i) the receipt by Technip of the Technip Requisite Vote or receipt by FMCTI of the FMCTI Requisite Vote, as applicable, or (ii) the termination of the Business Combination Agreement in accordance with its terms, subject to compliance with the provisions set forth below, the Technip board of directors and the FMCTI board of directors, respectively, will be entitled to make a Technip Change in Recommendation or an FMCTI Change in Recommendation, respectively, in each case (x) if such party receives a Superior Proposal or (y) in response to an Intervening Event (as defined below), provided that, in each case, only to the extent such board of directors determines in good faith (after consultation with its outside legal counsel) that the failure to make such a change in recommendation would be inconsistent with its fiduciary duties under applicable law.

Neither of the Technip board of directors nor the FMCTI board of directors will be entitled to make a Technip Change in Recommendation or an FMCTI Change in Recommendation, respectively, unless (i) such party is in compliance with the relevant provisions of the Business Combination Agreement, (ii) such party provides the other with a written notice that it intends to make such a change in recommendation, (iii) such party complies with a five business day negotiation period with the other parties to the Business Combination Agreement to make such adjustments in the terms and conditions of the Business Combination Agreement so that any Superior Proposal ceases to constitute a Superior Proposal or, with respect to an Intervening Event, as would permit such board of directors to not change their recommendation with respect to the Mergers and (iv) such board of directors determines in good faith, after consultation with its legal and financial advisors, that such Superior Proposal continues to constitute a Superior Proposal or, as applicable, with respect to an Intervening Event, that its fiduciary duties still require it to make a Technip Change in Recommendation or an FMCTI Change in Recommendation, as applicable.

Under the Business Combination Agreement and throughout this Information Document, a "Superior Proposal" means, with respect to Technip or FMCTI, a bona fide Acquisition Proposal that did not result from a breach of the provisions of the Business Combination Agreement and as to which the party recipient of the Acquisition Proposal complied with provisions of the Business Combination Agreement for or in respect of more than 50% of the outstanding Technip Shares or FMCTI Shares (as applicable) or more than 50% of the assets of Technip and its subsidiaries, on a consolidated basis, or FMCTI and its subsidiaries, on a consolidated basis, as applicable, in each case on terms that the Technip board of directors or the FMCTI board of directors, as applicable, determines in good faith (following receipt of the advice of its financial advisors and outside legal counsel), taking into account, among other things, (a) all legal, financial, regulatory, timing and other aspects of the Acquisition Proposal and the Business Combination Agreement deemed relevant by such board of directors (including conditions to, expected timing and risks of consummation of, and the ability of the party making such proposal to obtain financing for such Acquisition Proposal), (b) in the case of

Technip, the corporate interest (intérêt social) of Technip and (c) any improved terms that Technip (in the case of an Acquisition Proposal for FMCTI) or FMCTI (in the case of an Acquisition Proposal for Technip) may have offered pursuant to the Business Combination Agreement, is more favorable to Technip and FMCTI and their respective stockholders, as the case may be, than the transactions contemplated by the Business Combination Agreement (after taking into account any such improved terms).

Under the Business Combination Agreement and throughout this Information Document, an “Intervening Event” means any material event or development or material change in circumstances first occurring, arising or coming to the attention of the Technip board of directors (in relation to Technip) or the FMCTI board of directors (in relation to FMCTI) after the date of the MOU and prior to, in the case of Technip, receipt by Technip of the Technip Requisite Vote and, in the case of FMCTI, receipt by FMCTI of the FMCTI Requisite Vote, to the extent that such event, development or change in circumstances was not reasonably foreseeable as of or prior to the date of the MOU; provided, however, that in no event will the following events, developments or changes in circumstances constitute an Intervening Event: (a) the receipt, existence or terms of an Acquisition Proposal or any matter relating thereto or consequence thereof, or (b) changes in the market price or trading volume of Technip Shares or FMCTI Shares or the fact that a party meets or exceeds internal or published projections, projections or revenue or earnings predictions for any period; provided, however, that the underlying causes of such change or fact will not be excluded by this clause (b).

Notice

Pursuant to the terms of the Business Combination Agreement, from and after the date of the MOU, Technip or FMCTI, as applicable, will promptly (and in any event within 24 hours, notify the other party in writing in the event that it, one of its subsidiaries or any of its representatives receives (i) any Acquisition Proposal, (ii) any request for non-public information relating to such party or any of its subsidiaries, other than requests for information in the ordinary and usual course of business and consistent with past practice and unrelated to an Acquisition Proposal, or (iii) any inquiry or request for discussions or negotiations regarding any Acquisition Proposal. Technip or FMCTI, as applicable, will notify the other party in writing promptly (and in any event within 24 hours) of the identity of such person and provide an unredacted copy of such Acquisition Proposal, indication, inquiry or request (or, where no such copy is available, a reasonably detailed description of such Acquisition Proposal, indication, inquiry or request) including any debt financing materials related thereto, if any. Subject to applicable law, Technip or FMCTI, as applicable, will keep the other party reasonably informed on a current basis of the status of any Acquisition Proposal, indication, inquiry or request, and any material developments, discussions and negotiations related thereto.

2.2.8. Adjustments to Prevent Dilution

In the event that between the date of the MOU and the FMCTI Merger Effective Time, the outstanding Technip Shares or FMCTI Shares, or securities convertible into, or exercisable or exchangeable for Technip Shares or FMCTI Shares, changed into a different number of shares or a different class by reason of any stock dividend, stock distribution or other similar event, then the FMCTI Exchange Ratio or the Technip Exchange Ratio, as the case may be, will be appropriately adjusted to provide to the stockholders of both Technip and FMCTI the same economic effect as contemplated by the Business Combination Agreement prior to such event.

2.2.9. Certain Permitted Disclosure

Nothing in the Business Combination Agreement will prevent FMCTI or Technip from complying with its disclosure obligations under applicable laws with regard to a competing Acquisition Proposal, except that FMCTI and Technip

must nevertheless comply with their obligations under the Business Combination Agreement with respect to an FMCTI Change in Recommendation or a Technip Change in Recommendation, as applicable, to the extent complying with such disclosure obligations would result in an FMCTI Change in Recommendation or a Technip Change in Recommendation.

2.2.10.

Stockholder Meetings

FMCTI will take, in accordance with applicable law, the applicable rules and regulations of the SEC and the NYSE and its organizational documents, all action necessary to convene a meeting of its stockholders as promptly as practicable after the later of (x) the expiration of any creditor rights opposition period under French Law or English Law and (y) the date the Registration Statement is declared effective. FMCTI will, unless an FMCTI Change in Recommendation has been made in accordance with the Business Combination Agreement,

use its reasonable best efforts to solicit from its stockholders proxies in favor of the adoption of the Business Combination Agreement and to take all other action reasonably necessary or advisable to secure the FMCTI Requisite Vote.

Technip will take, in accordance with applicable law, the applicable rules and regulations of the AMF and Euronext Paris and its organizational documents, all action necessary to convene the Technip Special Stockholders' Meeting and the Technip Extraordinary Stockholders' Meeting as promptly as practicable after the later of (x) the expiration of any creditor rights opposition period under French Law or English Law and (y) the date the Registration Statement is declared effective. Technip will, unless a Technip Change in Recommendation has been made in accordance with the Business Combination Agreement, use its reasonable best efforts to solicit from its stockholders proxies in favor of the adoption of the merger terms relating to the Technip Merger and to take all other action reasonably necessary or advisable to secure the Technip Requisite Vote.

FMCTI and Technip will each use their commercially reasonable efforts to cause the FMCTI Special Meeting and the Technip Extraordinary Stockholders' Meeting to be held on the same date. Technip will use its commercially reasonable efforts to cause the Technip Special Stockholders' Meeting to be held prior to or on the same date as the Technip Extraordinary Stockholders' Meeting.

2.2.11.

Efforts to Complete the Mergers

In order to facilitate completion of the Mergers, the parties to the Business Combination Agreement, subject to certain exceptions, have agreed to use (and cause their respective subsidiaries to use) their reasonable best efforts to take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable on its part under the Business Combination Agreement and applicable law to consummate the Mergers and the other transactions contemplated by the Business Combination Agreement as soon as practicable, including:

- promptly making all necessary applications under, and otherwise satisfying the requirements of, the U.K. Merger Regulations as promptly as practicable after the satisfaction or waiver of certain conditions as set forth in the Business Combination Agreement;

- preparing and filing as promptly as practicable all documentation to effect all necessary notices, reports and other filings and to obtain as promptly as practicable all consents, registrations, approvals, authorizations and other permits (including approvals related to applicable competition and antitrust laws) necessary or advisable to be obtained from any governmental entity or any self-regulatory organization in order to consummate the transactions contemplated by the Business Combination Agreement;

- using their reasonable best efforts to resolve objections as may be asserted with respect to the transactions contemplated by the Business Combination Agreement under any laws, including the defending of any lawsuits or other legal proceedings, whether judicial or administrative or otherwise, challenging the Business Combination Agreement or the consummation of the transactions contemplated thereby, including seeking to have any stay or

temporary restraining order or preliminary injunction entered by any court or other governmental entity vacated or reversed; and

executing and delivering any additional instruments reasonably necessary to consummate the transactions contemplated by, and to fully carry out the purposes of, the Business Combination Agreement.

FMCTI and Technip will each provide the other and/or its counsel with a reasonable advance opportunity to review and comment upon and consider in good faith the views of the other party in connection with all submissions, filings or communications, and agree not to participate independently in any meeting with any governmental entity or self-regulatory organization in connection with the Mergers. Subject to applicable law, FMCTI and Technip will keep each other apprised of all correspondence and discussions with any governmental entity or any self-regulatory organization in connection with the transactions contemplated by the Business Combination Agreement. Further, FMCTI and Technip will keep the other apprised of the status of matters relating to the completion of the transactions contemplated by the Business Combination Agreement.

The Business Combination Agreement contains representations and warranties that FMCTI, on the one hand, and Technip, on the other hand, have made to each other as of specific dates and are subject to and qualified by certain information included in certain public filings each of FMCTI and Technip has made. These representations and warranties have been made for the benefit of the other parties to the Business Combination Agreement and may be intended not as statements of fact, but rather as a way of allocating risk to one of the parties if those statements prove to be incorrect. In addition, the assertions embodied in the representations and warranties are qualified by information in a confidential disclosure letter provided by FMCTI to Technip, on the one hand, and in a confidential disclosure letter provided by Technip to FMCTI, on the other hand, delivered in connection with the execution of the MOU. While the parties do not believe that these disclosure letters contain information required to be publicly disclosed under the applicable securities laws (other than information that has already been so disclosed), the disclosure letters do contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the Business Combination Agreement. Accordingly, stockholders should not rely on the representations and warranties as current characterizations of factual information about FMCTI or Technip since they were made as of specific dates, may be intended merely as risk allocation mechanisms between FMCTI and Technip and are modified in important part by the confidential disclosure letters.

The Business Combination Agreement contains representations and warranties from FMCTI to Technip, on the one hand, and from Technip to FMCTI, on the other hand, in each case regarding the following:

-organization, existence, good standing (if applicable), qualification to do business and corporate or other legal power;

-capital structure, including the number of shares of capital stock, stock options and other equity-based awards outstanding;

-corporate power and authority with respect to the due execution and delivery of the MOU and the Business Combination Agreement and completion of the Mergers, the authorization and adoption of the MOU, the Business Combination Agreement and the Mergers by the board of directors or similar governing body and the enforceability of the MOU and the Business Combination Agreement;

-absence of breaches of, or conflicts with, organizational documents, certain contracts and applicable laws as a result of entry into, or consummation of the transactions contemplated by, the MOU and the Business Combination Agreement;

-required consents, approvals, authorizations or permits of, or filings or registrations with or notifications to, governmental entities;

-compliance with laws and required permits;

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-compliance with listing and corporate governance rules and regulations of the NYSE, the SEC, the AMF and Euronext Paris, as applicable;

-compliance with U.S. GAAP and IFRS, as applicable;

-internal controls over financial reporting and disclosure controls and procedures;

-accuracy of information supplied in connection with the Registration Document on Form S-4 and the Information Document;

-conduct of business in the ordinary course of business consistent with past practice since December 31, 2015 by FMCTI and Technip;

-absence of a Material Adverse Effect on FMCTI or Technip since December 31, 2015;

-absence of undisclosed liabilities;

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- absence of any civil, criminal or administrative actions, suits, claims, hearings, investigations or proceedings pending or, to the knowledge of the parties, threatened;

- absence of any judgments, orders, decisions, writs, injunctions, decrees, stipulations, legal or arbitration awards, rulings or other findings or agency requirements of any governmental entity outstanding against either party;

- employee benefit matters and compliance with the Employee Retirement Income Security Act of 1974, as amended, as applicable;

- collective bargaining agreements and other labor matters;

- compliance with tax laws and other tax matters;

- absence of related party transactions;

- real property;

- environmental matters;

- intellectual property;

- data protection;

- material contracts;

- significant customers and suppliers;

- insurance matters;

- joint ventures;

- compliance with anti-money laundering laws, economic sanctions laws and other similar laws and regulations;

- compliance with the FCPA, the U.K. Bribery Act 2010 and other anti-corruption laws, as applicable;

-inapplicability of take-over statutes;

- absence of ownership of the other party's stock;

-brokers, finders or investment bankers entitled to fees or commissions in connection with the Mergers; and

-the vessels currently used in FMCTI's and Technip's respective businesses.

Certain of the representations and warranties in the Business Combination Agreement are subject to knowledge qualifications, which means that those representations and warranties would not be deemed untrue, inaccurate or incorrect as a result of matters of which certain officers of the party making the representation did not have the actual knowledge after reasonable inquiry. Many of the representations and warranties in the Business Combination Agreement are qualified by a materiality or a Material Adverse Effect standard (that is, they will not be deemed to be untrue or incorrect unless their failure to be true or correct is material or would result in a Material Adverse Effect on the company making such representation or warranty).

Subject to certain exclusions (which are summarized below), for purposes of the Business Combination Agreement, a "Material Adverse Effect," when used in reference to FMCTI, Technip, or, following the consummation of the transactions contemplated by the Business Combination Agreement, TechnipFMC, as applicable, means any event, change, circumstance, effect, occurrence, state of facts or development that, individually or in the aggregate with all other such effects, has a Material Adverse Effect on (i) the condition (financial or otherwise), assets, liabilities, business or results of operations of FMCTI, Technip, or, following the consummation of the transactions contemplated by the Business Combination Agreement, TechnipFMC, in each case taken as a whole, respectively, or (ii) the ability of FMCTI, Technip or TechnipFMC, respectively, to consummate the Mergers or any of the other transactions contemplated by the Business Combination

Agreement; provided, however, that none of the following, and no effect resulting from the following (to the extent attributable to the following), will constitute a Material Adverse Effect or be considered in determining whether a Material Adverse Effect has occurred or would be reasonably likely to occur:

any change or development in general or industry economic or regulatory, legislative or political conditions or securities, credit, financial or other capital markets conditions, in each case in the United States, France or any other jurisdiction, except to the extent that such change or development affects FMCTI, Technip or TechnipFMC, respectively, in a disproportionate manner relative to other businesses operating in the industries in which FMCTI, Technip or TechnipFMC, respectively, operate;

any change or development to the extent resulting from the execution and delivery of the Business Combination Agreement or the public announcement, pendency or consummation of the Mergers or any of the other transactions contemplated by the Business Combination Agreement (in the case of execution and delivery of the Business Combination Agreement, or consummation of the Mergers or any of the other transactions contemplated by the Business Combination Agreement, other than for purposes of any representation or warranty the purpose of which is to address the consequences resulting therefrom), including stockholder litigation and the impact of such changes or developments on the relationships, contractual or otherwise, of such party or any of its subsidiaries with employees, labor unions, clients, customers, suppliers or partners;

any change or development to the extent resulting from any failure of FMCTI, Technip or TechnipFMC, respectively, to meet any internal or published projections, projections, estimates or predictions in respect of revenues, earnings or other financial or operating metrics for any period (it being understood that the facts and circumstances giving rise to such failure may be deemed to constitute, and may be taken into account in determining whether there has been, a Material Adverse Effect);

any change, in and of itself, in the market price, credit rating (with respect to such party or its securities) or trading volume of such party's securities (it being understood that the facts and circumstances giving rise to such change may be deemed to constitute, and may be taken into account in determining whether there has been, a Material Adverse Effect);

any change in applicable law or U.S. GAAP or IFRS (or, in each case, authoritative interpretation thereof), except to the extent that such change or development affects FMCTI, Technip or TechnipFMC, respectively, in a disproportionate manner relative to other businesses operating in the industries in which FMCTI, Technip or TechnipFMC, respectively, operate;

geopolitical conditions, the outbreak or escalation of hostilities, any acts of war, sabotage or terrorism (including cyberterrorism), or any escalation or worsening of any such acts of war, sabotage or terrorism threatened or underway as of the date of the MOU, except to the extent that such change or development affects FMCTI, Technip or TechnipFMC, respectively, in a disproportionate manner relative to other businesses operating in the industries in which FMCTI, Technip or TechnipFMC, respectively, operate;

-any hurricane, tornado, flood, earthquake or other natural disaster, except to the extent that such change or development affects FMCTI, Technip or TechnipFMC, respectively, in a disproportionate manner relative to other

businesses operating in (A) the geography affected by such change or development and (B) the industries in which FMCTI, Technip or TechnipFMC, respectively, operate; or

any change or development to the extent resulting from any action by any member of FMCTI, Technip or TechnipFMC, respectively, that is expressly required to be taken by the Business Combination Agreement, including the completion of certain preliminary transactions.

The representations and warranties of each of the parties to the Business Combination Agreement do not survive the consummation of the Mergers.

2.2.13.

Indemnification and Insurance

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The Business Combination Agreement provides that, to the extent permitted by applicable law, for a period of six years from and after completion of the Mergers, TechnipFMC will indemnify and hold harmless and provide advancement of expenses to each past and present (as of completion of the Mergers) director, officer, and employee of Technip, FMCTI or any of their subsidiaries against all costs or expenses (including reasonable attorney's fees and disbursements), judgments, inquiries, fines, losses, claims, damages or liabilities incurred by such individual in connection with any civil, criminal, administrative or investigative proceeding arising out of or pertaining to any act or omission of such director, officer or employee (i) in each case, to the same extent as such person is indemnified or has the right to advancement of expenses as of the date of the MOU by Technip, FMCTI or their subsidiaries, as applicable, pursuant to the organizational documents and indemnification agreements thereof and (ii) with respect to directors and officers, to the fullest extent permitted by applicable law, in each case for acts or omissions occurring at or prior to the completion of the Mergers.

The Business Combination Agreement further provides that, for a period of not less than six years after completion of the Mergers, the organizational documents of TechnipFMC (and any successor thereto) will contain provisions providing for the elimination of liability of directors, indemnification of officers and directors and advancement of expenses to the fullest extent permitted by applicable law. Additionally, for the benefit of Technip's and FMCTI's directors and officers, TechnipFMC will cause to be maintained for a period of six years after completion of the Mergers the current policies of directors' and officers' liability insurance and fiduciary liability insurance maintained by Technip and FMCTI (provided that TechnipFMC (or its successor) may substitute another policy with at least the same coverage and amounts containing terms and conditions which are, in the aggregate, no less advantageous to the insured) with respect to claims arising from facts or events that occurred on or before completion of the Mergers; provided, however, that TechnipFMC is not required to spend more than 200% of the annual premiums currently paid by Technip or FMCTI, as applicable, for such insurance annually. Alternatively, TechnipFMC may purchase a six year "tail" prepaid policy; provided that the aggregate amount paid by TechnipFMC will not exceed 1200% of the annual premiums currently paid by Technip or FMCTI, as applicable, for their current policies of directors' and officers' liability insurance and fiduciary liability insurance annually.

2.2.14.

Employee Matters

Technip and FMCTI will appoint a cooperative compensation integration committee comprised of an equal number of representatives from each of Technip and FMCTI (the "Compensation Integration Committee") to develop a compensation and benefits framework for management of TechnipFMC and its subsidiaries (the "Compensation Integration Program"), to be approved by the compensation committee of the TechnipFMC board of directors.

As part of the Compensation Integration Program, the Compensation Integration Committee will develop an equity incentive plan for the benefit of service providers of TechnipFMC, Technip and FMCTI from and after the Merger Effective Date. As soon as practicable following the Merger Effective Date, TechnipFMC will (i) file a registration statement on Form S-8 with the SEC with respect to the TechnipFMC Shares reserved under such equity incentive plan and (ii) to the extent FMCTI grants the 2017 FMCTI Stock Awards (as defined below) to its employees prior to the Merger Effective Date, grant TechnipFMC Stock Awards to Technip employees with an aggregate value and terms and conditions no less favorable than the aggregate value and terms and conditions applicable to the 2017 FMCTI Stock Awards (the "2017 Technip Stock Awards"), with the allocation of the 2017 Technip Stock Awards among Technip employees to be determined by the TechnipFMC board of directors (or an applicable committee thereof) in a manner that is consistent with the treatment of similarly situated FMCTI employees who received 2017

FMCTI Stock Awards, taking into account each such employee's respective aggregate compensation package.

From and after the Technip Merger Effective Time and the FMCTI Merger Effective Time, TechnipFMC will honor, or cause to be honored, all contractual obligations under the specified benefit plans and labor agreements of Technip and FMCTI, respectively. For all purposes under the employee benefit plans of TechnipFMC and its subsidiaries providing benefits to any current or former employee of Technip or FMCTI or any of their respective subsidiaries after the Technip Merger Effective Time or the FMCTI Merger Effective Time, as

applicable (the “New TechnipFMC Plans”), and subject to applicable law and obligations under applicable labor agreements, each such employee will be credited with his or her years of service with Technip or FMCTI or any of their respective subsidiaries, as the case may be, before the Technip Merger Effective Time or the FMCTI Merger Effective Time, as applicable, to the same extent as such employee was entitled, before the Technip Merger Effective Time or the FMCTI Merger Effective Time, as applicable, to credit for such service under any comparable specified benefit plans and labor agreements of Technip and FMCTI, as applicable, except to the extent such credit would result in a duplication of benefits.

In addition, and without limiting the generality of the above, and subject to applicable law and obligations under applicable labor agreements: (i) each employee of Technip or FMCTI or any of their respective subsidiaries will be immediately eligible to participate, without any waiting time, in any and all New TechnipFMC Plans that are welfare benefit plans to the extent coverage under such New TechnipFMC Plan replaces coverage under a comparable benefit plan of Technip or FMCTI, as applicable, in which such employee participated immediately before the Technip Merger Effective Time or the FMCTI Merger Effective Time, as applicable (such plans, collectively, the “Old Plans”); and (ii) for purposes of each New TechnipFMC Plan that is a welfare benefit plan, TechnipFMC will cause all pre-existing condition exclusions, actively-at-work requirements, evidence of insurability and other similar limitations or requirements of such New TechnipFMC Plan to be waived for such employee (and his or her eligible dependents), and to the extent that an Old Plan is terminated and an employee becomes covered by a New TechnipFMC Plan prior to the completion of the plan year for the Old Plan, then TechnipFMC will recognize and cause any eligible co-payments, deductibles and other similar expenses incurred by such employee (and his or her eligible dependents) during the portion of the plan year of the Old Plan ending on the date such employee’s participation in the corresponding New TechnipFMC Plan begins to be taken into account under such New TechnipFMC Plan for purposes of satisfying all deductible, coinsurance, maximum out-of-pocket requirements and similar limitations applicable to such employee (and his or her eligible dependents) for the applicable plan year as if such amounts had been paid in accordance with such New TechnipFMC Plan.

Technip and FMCTI, if applicable, will comply with their respective obligations to notify and consult with the relevant employee representative bodies, works councils, unions, labor boards and relevant governmental entities in connection with the transactions contemplated by the Business Combination Agreement, as the case may be, in accordance with applicable law to the extent such notifications and consultations have not occurred pursuant to the MOU. Technip and FMCTI will work together in good faith to further inform and/or consult with, or obtain the consent or formal advice of, any labor or trade union, works council or other employee representative body as may be required or appropriate to consummate the transactions contemplated by the Business Combination Agreement.

2.2.15.

Corporate Governance Matters

Prior to the Technip Merger Effective Time, the sole stockholder of TechnipFMC will adopt the TechnipFMC Articles, to take effect as of the Technip Merger Effective Time (or prior to such time if mutually agreed by the parties). The TechnipFMC Articles will remain in effect as of the FMCTI Merger Effective Time.

Pursuant to the terms of the Business Combination Agreement, the parties will cause the TechnipFMC board of directors to consist, at the Technip Merger Effective Time, of 14 members, comprised of: (i) seven members

designated by FMCTI, six of whom shall qualify as an “independent director” under applicable rules of the NYSE, and (ii) seven members designated by Technip, six of whom shall qualify as an “independent director” under applicable rules of the NYSE.

In addition, pursuant to the terms of the Business Combination Agreement, during the Initial Period, TechnipFMC board of directors shall constitute the following committees, each of which shall consist of an equal number of members of TechnipFMC board of directors designated by FMCTI and Technip, respectively, in each case subject to applicable legal and regulatory requirements: (i) the audit committee, (ii) the nominating and corporate governance committee, (iii) the compensation committee and (iv) the strategy committee. From the Technip Merger Effective Time until the expiration of the Initial Period, the compensation committee and the nominating and corporate governance committee shall be chaired by members of TechnipFMC board of directors designated by FMCTI and the audit committee and the strategy committee shall be chaired by members

of TechnipFMC board of directors designated by Technip. Each committee of TechnipFMC board of directors will have an equal number of directors appointed by FMCTI and Technip.

Upon the consummation of the Mergers, Douglas J. Pferdehirt will serve as the Chief Executive Officer and a director of TechnipFMC and Thierry Pilenko will serve as the Executive Chairman of TechnipFMC board of directors.

2.2.16.

Other Covenants and Agreements

The Business Combination Agreement contains certain other covenants and agreements, including covenants relating to:

cooperation between the parties in the preparation and filing of the Registration Statement, this Information Document and the Admission Prospectus;

the convening by Technip of the Technip Stockholders' Meetings and the convening by FMCTI of a meeting of its stockholders;

the appointment of eligible accounting firms to issue an expert report regarding the conditions of the Technip Merger;

cooperation between the parties in the preparation of the merger terms relating to the Technip Merger for approval of the Technip board of directors, TechnipFMC board of directors and the TechnipFMC stockholders and related formalities (including the application to the English Court to convene such stockholders' meeting and satisfaction of any pre-merger requirements under U.K. and French laws, including obtaining any required pre-merger certificates);

the preparation and filing of the necessary documentation required to effect the Mergers with the applicable regulatory authorities in the United States, France and the United Kingdom;

obtaining the approval for listing of TechnipFMC Shares issuable in the Mergers on the NYSE and the admission of such shares to trading on Euronext Paris; delisting the FMCTI Shares from the NYSE and deregistering the FMCTI Shares under the Exchange Act promptly following the FMCTI Merger Effective Time; and delisting the Technip Shares from Euronext Paris following the Technip Merger Effective Time;

access to certain information about FMCTI and Technip during the period prior to the FMCTI Merger Effective Time;

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press releases and public statements relating to the Business Combination Agreement or the transactions contemplated by the Business Combination Agreement;

the exemption under Rule 16b-3 under the Exchange Act with respect to dispositions of FMCTI securities and the acquisition of TechnipFMC Shares (including derivative securities) pursuant to the transactions contemplated by the Business Combination Agreement by officers or directors of FMCTI or TechnipFMC;

-the issuance of TechnipFMC Shares and the TechnipFMC Stock Awards in respect of the Mergers;

serving valid notices of, and convening, general meetings of the holders of the outstanding debt of Technip in order that such holders may validly deliberate and vote on the Technip Merger pursuant to and in accordance with French law;

-the formation of certain transaction entities and consummation of certain preliminary transactions;

obtaining all necessary waivers or consents, or refinancing, renewing or replacing, contracts relating to indebtedness that becomes or may become due and payable as a result of the Mergers;

the obligation, subject to certain exceptions described below in the section entitled “—*Expenses and Termination Fees*,” of each party to pay the fees and expenses incurred by such party in connection with the Mergers;

the request for the French Tax Ruling and the application for written confirmations in relation to U.K. stamp duty or stamp duty reserve tax that any relevant clearance system reasonably requests in connection with the issuance, delivery and/or future trading of TechnipFMC Shares and confirmation from HMRC which may be sought that the Technip Merger Order is not subject to U.K. stamp duty; and

-obtaining clearance from CFIUS and MINEFI.

2.2.17.

Termination

The Business Combination Agreement may be terminated at any time prior to the Technip Merger Effective Time, whether before or after receipt of the FMCTI Requisite Vote or Technip Requisite Vote, as follows:

- by the mutual written consent of Technip and FMCTI;

by either FMCTI or Technip, if the Mergers are not consummated on or before the Termination Date; provided, however, that each party shall have the right to extend such date to November 18, 2017 if the only conditions that have not been satisfied or waived are one or more of the mutual conditions to closing set forth in the first set of bullet points under “—*Conditions to the Technip Merger and the Mergers*” above; provided, further, that neither party may exercise their right to terminate the Business Combination Agreement under either scenario above if it is such party’s failure to perform or comply with a covenant or obligation under the Business Combination Agreement, or whose breach of any of its representations and warranties contained in the Business Combination Agreement, is the primary cause of, or primarily resulted in, the failure of any such closing condition to be satisfied;

by either FMCTI or Technip, if either the Technip Requisite Vote or FMCTI Requisite Vote is not obtained upon the votes taken on the matters at the FMCTI Special Meeting and the Technip Stockholders’ Meetings and any adjournments or postponements thereof;

by either FMCTI or Technip, if any governmental entity that must grant a regulatory approval required under the Business Combination Agreement has denied such grant in writing and such denial has become final, binding and non-appealable, or any order permanently restraining, enjoining or otherwise prohibiting consummation of the Mergers shall become final and non-appealable; provided, that the right to terminate the Business Combination Agreement pursuant to this section may not be exercised by any party whose failure to perform or comply with any covenant or obligation under the Business Combination Agreement, or whose breach of any of its representations and warranties contained in the Business Combination Agreement, has been the primary cause of, or primarily resulted in, the failure of any such closing condition to be satisfied on or before the Termination Date;

by either FMCTI or Technip, if any governmental entity of competent jurisdiction shall have enacted, issued, promulgated, enforced or entered any law (other than any law addressed in the immediately preceding clause) which is in effect and permanently prohibits or makes illegal the consummation of the transactions contemplated by the Business Combination Agreement (including either Merger) in accordance with its terms;

by either FMCTI or Technip, if either (1) FMCTI has not received from Latham & Watkins LLP, counsel to FMCTI, or (2) Technip has not received from Davis Polk & Wardwell LLP, counsel to Technip, in each case, an opinion, dated as of the Merger Effective Date, to the effect that Section 7874, the regulations promulgated thereunder, or official interpretation thereof as set forth in published guidance by the IRS should not apply in such a manner so as to cause TechnipFMC to be treated as a “domestic corporation” for U.S. federal income tax purposes pursuant to Section 7874(b) from and after the Merger Effective Date as a result of the transactions contemplated hereby;

by FMCTI, at any time prior to the receipt of the Technip Requisite Vote, if (i) the Technip board of directors shall have effected a Technip Change in Recommendation (whether or not in compliance with the relevant provisions of the Business Combination Agreement) or (ii) Technip shall have materially breached its obligations relating to Acquisition Proposals under the Business Combination Agreement;

by FMCTI, at any time prior to the Technip Merger Effective Time, if (i)(A) Technip shall have failed to perform or comply with, in all material respects, all obligations required to be performed or complied with by it under the Business Combination Agreement prior to the Technip Merger Effective Time, or (B) any of the representations or warranties of Technip contained in the Business Combination Agreement fails to be true and correct (which failure would give rise to (or, if discovered prior to the Closing, would have given rise to) the failure of the applicable closing conditions set forth above) and (ii) any such failure is not reasonably capable of being cured by Technip by the Termination Date or is not cured by Technip within 45 days (and in any event prior to the Technip Merger Effective Time) after receiving written notice from FMCTI; provided, that the right to terminate the Business Combination Agreement pursuant to this section may not be exercised by FMCTI if FMCTI is then in material breach of the Business Combination Agreement;

by Technip, at any time prior to the receipt of the FMCTI Requisite Vote, if (i) the FMCTI board of directors shall have effected an FMCTI Change in Recommendation (whether or not in compliance with the relevant provisions of the Business Combination Agreement) or (ii) FMCTI shall have materially breached its obligations relating to Acquisition Proposals under the Business Combination Agreement; or

by Technip, at any time prior to the FMCTI Merger Effective Time, if (i)(A) FMCTI or TechnipFMC shall have failed to perform or comply with, in all material respects, all obligations required to be performed or complied with by it under the Business Combination Agreement prior to the FMCTI Merger Effective Time, or (B) any of the representations or warranties of FMCTI contained in the Business Combination Agreement fails to be true and correct (which failure would give rise to (or, if discovered prior to the Closing, would have given rise to) the failure of the applicable closing conditions set forth above) and (ii) any such failure is not reasonably capable of being cured by FMCTI or TechnipFMC by the Termination Date or is not cured by FMCTI or TechnipFMC within 45 days (and in any event prior to the FMCTI Merger Effective Time) after receiving written notice from Technip; provided, that the right to terminate the Business Combination Agreement pursuant to this section may not be exercised by Technip if Technip is then in material breach of the Business Combination Agreement.

In the event the Business Combination Agreement is terminated by either FMCTI or Technip, the Business Combination Agreement will become void and, subject to the consent of the English Court in respect of the Technip Merger Order to the extent made at the time of such termination, have no effect and there will be no liability or obligation on the part of FMCTI, Technip, TechnipFMC or TechnipFMC US Merger Sub, LLC or any of their respective subsidiaries, officers or directors, in each case, except with respect to certain obligations to pay certain expenses and terminations fees provided for under the Business Combination Agreement, as described in the section entitled “—*Expenses and Terminations Fees*” below. Notwithstanding the foregoing, the termination of the Business Combination Agreement will not relieve any party from liability for any fraud or willful and material breach of any of its representations, warranties, covenants or agreements set forth in the Business Combination Agreement. In the event of any such termination, the parties will cooperate with each other in connection with the withdrawal of any applications to, or termination of proceedings before, any organization in connection with the transactions contemplated by the Business Combination Agreement, including the English Court in the event that the Technip Merger Order has been issued as the English Court would be required to consent to the termination or amendment of the Technip Merger Order in such circumstances (see the section entitled “*Risk Factors —Risk Factors Related to the Mergers—The Mergers will not be consummated until at least 21 days following the making of the Technip Merger*”).

Order and each of the parties will have limited rights to terminate the Business Combination Agreement during such period” of this Information Document).

2.3. Legal Aspects of the Technip Merger and of the Mergers

2.3.1. Summary of the Mergers

On May 19, 2016, FMCTI and Technip announced their intention to create a new global leader in Subsea, Surface and Onshore/Offshore systems and services to the oil and gas industry with the capacity to redefine the production of oil and gas through continued growth and innovation. The announcement was made after the parties entered into the MOU. The MOU provided that, subject to completion of certain employee consultation procedures required under applicable law and certain other customary conditions, the parties to the MOU would enter into the Business Combination Agreement, providing for a business combination among FMCTI, Technip and TechnipFMC. Following completion of the employee consultation procedures on June 14, 2016, FMCTI, Technip and TechnipFMC entered into the Business Combination Agreement.

Pursuant to the Business Combination Agreement Technip and FMCTI will combine their business and operate under TechnipFMC, a new holding company incorporated under the laws of England and Wales. Subject to the terms and conditions of the Business Combination Agreement, this business combination will be effected in two steps:

1. Technip will merge with and into TechnipFMC in a cross-border merger within the meaning of the Directive 2005/56/EC of the European Parliament and of the Council of October 26, 2005 on cross-border mergers of limited liability companies (the “E.U. Cross-Border Merger Directive”), pursuant to which, following the Technip Merger Effective Time, the independent existence of Technip will cease, with TechnipFMC surviving as the continuing entity, and pursuant to which each issued and outstanding Technip Share, other than Technip Excluded Shares (as defined below), will be exchanged for 2.00 TechnipFMC Shares; and

2. Immediately following the Technip Merger Effective Time, TechnipFMC US Merger Sub, LLC, a Delaware limited liability company that will be a wholly owned indirect subsidiary of TechnipFMC by the time the Technip Merger Effective Time occurs will be merged with and into FMCTI, with FMCTI surviving as a wholly owned indirect subsidiary of TechnipFMC, pursuant to which each issued and outstanding FMCTI Share, other than FMCTI Excluded Shares (as defined below), will be exchanged for 1.00 TechnipFMC Share.

Subject to the terms and conditions of the Business Combination Agreement, at the Technip Merger Effective Time each Technip Share, other than Technip Shares held in the treasury of Technip or owned by Technip or its direct or indirect wholly owned subsidiaries (the “Technip Excluded Shares”), will be exchanged for 2.00 TechnipFMC Shares (the “Technip Exchange Ratio”).

Subject to the terms and conditions of the Business Combination Agreement, at the FMCTI Merger Effective Time each FMCTI Share, other than FMCTI Shares held in the treasury of FMCTI or owned by TechnipFMC, TechnipFMC

US Merger Sub, LLC or any direct or indirect wholly owned subsidiaries of FMCTI, but not including any FMCTI Shares that are held in a grantor trust for the benefit of FMCTI service providers (the “FMCTI Excluded Shares”), will be exchanged for 1.00 TechnipFMC Share (the “FMCTI Exchange Ratio”).

Based on the respective capitalization of Technip and FMCTI as of the date the parties entered into the MOU, immediately following consummation of the Mergers, it is expected that former Technip stockholders will own approximately 50.9% of TechnipFMC and former FMCTI stockholders will own approximately 49.1% of TechnipFMC, on a fully diluted basis.

Following completion of the Mergers, Technip Shares will be delisted from Euronext Paris and FMCTI Shares will be delisted from the NYSE and deregistered under the Exchange Act. TechnipFMC will apply to list the TechnipFMC Shares to be issued in the Mergers on Euronext Paris and the NYSE.

The issued nominal value of the ordinary share capital of TechnipFMC is expected to be, after the Mergers and immediately following the start of trading on the NYSE and Euronext Paris, equal to \$468,532,945, divided into 468,532,945 TechnipFMC Shares with a nominal value of one U.S. dollar (\$1.00) per share.

a) Date of the Technip Merger Agreement

The cross-border merger terms, setting out the terms and conditions for the Technip Merger (the “Technip Merger Agreement”) was entered into on October 4, 2016 between TechnipFMC and Technip.

b) Date of the Financial Statements Used to determine the Value of the Transferred Assets

The net book value of the assets and liabilities to be legally transferred by Technip to TechnipFMC in the context of the Technip Merger was determined on the basis of the Estimated Technip Balance Sheet.

c) Conditions to the Technip Merger and the Mergers

The obligations of the parties to consummate the Mergers, including the obligation of the parties to appear before the English Court to obtain the Technip Merger Order, are subject to the satisfaction or waiver by the parties of the following conditions at or prior to the making of the Closing Date:

the approval and adoption of the FMCTI Merger by the holders of a majority of the outstanding FMCTI Shares shall have been obtained at the FMCTI special meeting;

the removal of the double voting rights attached to the Technip Shares continuously held in registered form by the same shareholder for a minimum of two years by a vote of the holders of at least two-thirds of the voting rights attached to the Technip Shares carrying double voting rights present at a special meeting of their holders in which at least one-third of the Technip Shares carrying double voting rights are represented;

the approval of the Technip Merger by a vote of the holders of at least two-thirds of the voting rights attached to the Technip Shares present at of the Technip Extraordinary Stockholders’ Meeting in which at least twenty-five percent (25%) of the Technip Shares are represented shall have been obtained at the Technip Extraordinary Stockholders’ Meeting;

the authorization of the TechnipFMC Shares issuable in the Mergers for listing on the NYSE and Euronext Paris, subject to official notice of issuance, and the absence of any indication in writing from any governmental entity or self-regulatory organization that the TechnipFMC Shares will not be admitted to listing on the NYSE and Euronext Paris;

no governmental entity of competent jurisdiction has enacted, issued, promulgated, enforced or entered any law - which is in effect and prohibits or makes illegal consummation of the transactions contemplated by the Business Combination Agreement in accordance with its terms;

the Registration Statement shall have been declared effective by the SEC under the Securities Act and has not be the subject of any stop order which is in effect suspending the effectiveness of the Registration Statement or any proceedings for that purpose;

all necessary approvals and consents of the competent regulator in the United Kingdom and/or France with respect to the Admission Prospectus have been obtained, and a “passport visa” with respect thereto shall have been granted by the relevant jurisdictions of the European Economic Area;

certain competition approvals designated by the parties have been obtained or any waiting periods thereunder have expired or been terminated;

all actions necessary to cause each of the Mergers to become effective (other than such actions that by their nature are to be taken at or after the Merger Effective Date) have been taken by the parties;

-the 30-day objection period for Technip’s creditors in France has been completed;

-all required pre-merger certificates have been issued;

-certain preliminary transactions have been completed; and

-clearances from each of CFIUS and MINEFI have been obtained.

FMCTI and Technip received early termination of the waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”) on June 24, 2016, which concluded the U.S. antitrust review. The U.S. Committee on Foreign Investment in the United States (“CFIUS”) determined on October 7, 2016 that there are no unresolved national security concerns with respect to the Mergers, and has concluded all actions under Section 721 of the Defense Protection Act of 1950 (as amended, the “DPA”) with respect to the Mergers. The Mergers have been authorized on October 24, 2016 by the MINEFI pursuant to articles L. 151-3 R. 153-3 et seq. of the French Monetary and Financial Code relating to foreign investments in France. FMCTI and Technip have also received unconditional clearances from the competition authorities in India, Russia, Turkey and Mexico. FMCTI and Technip have completed, or will complete, the filing of applications and notifications to obtain the other required regulatory approvals.

The obligations of TechnipFMC and FMCTI to consummate the Mergers, including the obligations of TechnipFMC to appear before the English Court to obtain the Technip Merger Order, are subject to the satisfaction or waiver by TechnipFMC and FMCTI of each of the following additional conditions at or prior to the Closing Date:

certain representations and warranties of Technip set forth in the Business Combination Agreement relating to the amount, authorization and ownership of the share capital of Technip shall be true and correct (except for *de minimis* -inaccuracies) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date);

certain representations and warranties of Technip set forth in the Business Combination Agreement relating to organization, good standing and qualification, corporate authority and brokers shall be true and correct in all material -respects as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date);

each of the other representations and warranties of Technip set forth in the Business Combination Agreement shall be true and correct (disregarding all qualifications or limitations as to “material,” “Material Adverse Effect” (as defined in the section entitled “*The Business Combination Agreement—Representations and Warranties*” of this Information Document) and words of similar import set forth therein) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date), except, for purposes of this condition, where the failure of such representations and warranties to be so true and correct has not had and would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect (disregarding clause (b) of the definition of “Material Adverse Effect”) on Technip or, following the consummation of the transactions contemplated by the Business Combination Agreement, TechnipFMC;

Technip shall, in all material respects, have performed and complied with all obligations required to be performed or complied with by it under the MOU and the Business Combination Agreement;

at any time after the date of the MOU there shall not have occurred and be continuing any effect that, individually or in the aggregate (i) has had or would reasonably be expected to have a Material Adverse Effect on Technip or (ii) has had or would reasonably be expected to have a Material Adverse Effect on TechnipFMC following the FMCTI Merger Effective Time; provided, however, for purposes of clause (ii), no effect resulting from FMCTI or any of its -subsidiaries or joint ventures (to the extent attributable to FMCTI or any of its subsidiaries or joint ventures) shall be considered in determining whether a Material Adverse Effect on TechnipFMC has occurred or would be reasonably likely to occur and, provided, further, for purposes of this condition, clause (b) of the definition of Material Adverse Effect shall not be considered in determining whether a Material Adverse Effect has occurred or would reasonably be expected to occur; and

FMCTI shall have received a certificate dated as of the Closing Date executed by a duly authorized officer of Technip as to the satisfaction of the conditions set forth above.

The obligations of Technip to consummate the Mergers, including the obligations of Technip to appear before the English Court to obtain the Technip Merger Order are subject to the satisfaction or waiver by Technip of the following additional conditions at or prior to the Closing Date:

certain representations and warranties of FMCTI relating to business activities of TechnipFMC and certain transactions entities and the amount, authorization and ownership of the share capital of FMCTI and TechnipFMC shall be true and correct (except for *de minimis* inaccuracies) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date);

certain representations and warranties of FMCTI relating to organization, good standing and qualification, due authorization of the share capital of TechnipFMC, corporate authority and brokers shall be true and correct in all material respects as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date);

each of the other representations and warranties of FMCTI and TechnipFMC set forth in the Business Combination Agreement shall be true and correct (disregarding all qualifications or limitations as to “material,” “Material Adverse Effect” and words of similar import set forth therein) as of the date of the MOU and as of the Closing Date as though made on and as of such date (except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date), except, for purposes of this condition, where the failure of such representations and warranties to be so true and correct has not had and would not reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect (disregarding, for purposes of this condition, clause (b) of the definition of “Material Adverse Effect”) on FMCTI or, following the consummation of the transactions contemplated by the Business Combination Agreement, TechnipFMC;

FMCTI and TechnipFMC shall, in all material respects, have performed and complied with all obligations required to be performed or complied with by them under the MOU and the Business Combination Agreement;

at any time after the date of the MOU there shall not have occurred and be continuing any effect that, individually or in the aggregate, (i) has had or would reasonably be expected to have a Material Adverse Effect on FMCTI or (ii) has had or would reasonably be expected to have a Material Adverse Effect on TechnipFMC following the FMCTI Merger Effective Time; provided, however, for purposes of this clause (ii), no effect resulting from Technip or any of its subsidiaries or joint ventures (to the extent attributable to Technip or any of its subsidiaries or joint ventures) shall be considered in determining whether a Material Adverse Effect on TechnipFMC has occurred or would be reasonably likely to occur and, provided, further, for purposes of this condition, clause (b) of the definition of Material Adverse Effect shall not be considered in determining whether a Material Adverse Effect has occurred or would reasonably be expected to occur;

Technip shall have received a certificate dated as of the Closing Date executed by duly authorized officers of FMCTI and TechnipFMC as to the satisfaction of the conditions set forth above; and

Technip shall have received the opinion of Darrois Villey Maillot Brochier A.A.R.P.I. as of the Closing Date to the effect that the Technip Merger will qualify for the intended French tax treatment contemplated by the Business Combination Agreement. Absent delivery of the French Tax Ruling to ensure that the Technip Merger benefits from the favorable corporate income tax merger regime set

forth in Article 210-A of the French Tax Code, Darrois Villey Maillot Brochier A.A.R.P.I. will not provide any opinion on the application of Article 210-A of the French Tax Code.

d) Technip Merger Effective Time

Pursuant to article L. 236-31 of the French Commercial Code and Regulation 16 and 17 of the UK Regulations and subject to the satisfaction or (to the extent allowed) waiver, in whole or in part, of the conditions precedent to the Technip Merger, the Technip Merger will become effective at the Technip Merger Effective Time.

e) Effective Date for Accounting and French Tax Purposes

The effective date of the Technip Merger for accounting purposes is the Technip Merger Effective Time. TechnipFMC has elected to report under IFRS according to which the Technip Merger is to be accounted for as if Technip was the transferee company so that the IFRS individual accounts of TechnipFMC will reflect the results of Technip preceding Technip Merger Effective Time as if TechnipFMC's IFRS individual accounts were a continuation of Technip's individual accounts. Accordingly, the assets and liabilities, revenues and expenses of Technip will be recorded in the individual accounts of TechnipFMC at their historical carrying amounts in the individual accounts of Technip prepared in accordance with IFRS since TechnipFMC is the continuation of Technip for accounting purposes. As required by IFRS, comparative financial information will be presented and as a consequence, the assets and liabilities, revenues and expenses of Technip will be recorded as from the opening date of the earliest comparative period presented in the first individual accounts of TechnipFMC prepared following the completion of the Technip Merger (such opening date being 1 January 2016 assuming (i) the Technip Merger Effective Time is in 2017 and (ii) TechnipFMC chooses to draw-up only one year of comparative financial information which is the minimum comparative information required to comply with IFRS).

The book value of the net assets of Technip will be recorded in TechnipFMC's individual accounts and translated into the presentation currency of TechnipFMC, being in U.S. dollars.

For French tax purposes, TechnipFMC and Technip intend to give the Technip Merger a retroactive effect as from 1 January 2017. As a consequence, all transactions conducted by Technip from that date will be considered for French income tax purposes as having been conducted by TechnipFMC and will be reported as such.

f) Date of the Meetings of the Boards of Directors of Technip and TechnipFMC Having Approved the Technip Merger Agreement

The Technip Merger Agreement was approved and its execution was authorized by Technip's board of directors on October 4, 2016 and TechnipFMC's sole director on September 27, 2016.

g) Date of Filing of the Technip Merger Agreement

The Technip Merger Agreement was filed with the Paris Company and Commercial Register on October 5, 2016 and filed with the Registrar of Companies of England and Wales on October 5, 2016.

h) Tax Treatment of the Technip Merger

French Corporate Income Tax

Technip and TechnipFMC intend the Technip Merger to have, for French corporate income tax purposes, a retroactive effect as from 1 January 2017. They commit to report all and any transactions conducted by Technip from that date as being carried out, for French income tax purposes, by TechnipFMC.

Subject to issuance of the French Tax Ruling, the Technip Merger is placed under the preferential tax regime set out at article 210 A of the French General Tax Code, TechnipFMC to this end making all of the undertakings described under such article.

French Registration Duties

The Merger is subject in France to a fixed registration duty of 500 euros in accordance with the provisions of Article 816 of the French General Tax Code.

Value-added Tax (“VAT”)

For VAT purposes, TechnipFMC will be treated as continuing the person of Technip in accordance with article 257 bis of the French tax code and will, as a result, succeed to the rights and obligations of Technip.

Technip will transfer to TechnipFMC any VAT credit available at the Technip Merger Effective Date.

By virtue of article 257 bis of the French tax code and articles 19 and 29 of EC Council Directive 2006/112 on the common system of value added tax, deliveries of goods and services in the event of a transfer of a totality of assets, including by means of a merger, are not subject to VAT.

Besides, the French permanent establishment of TechnipFMC will, as the case may be, subject to VAT any future disposal of investment movable assets (*biens mobiliers d’investissement*) and newly produced goods (*marchandises neuves*) transferred in the Technip Merger and, as the case may be, effect the adjustments provided for by article 207 of Appendix II to the French tax code, that would have been due had Technip continued to use the transferred goods.

In accordance with article 287-5(c) of the French tax code, TechnipFMC and Technip will indicate the total amount excluding VAT of the transfer on the VAT return that will be filed in respect of the period comprising the Technip Merger Effective Date. Said amount will be reported on line “Other non-taxable transactions”.

Other taxes

With respect to all other taxes, imposts, duties or other charges of any nature whatsoever, TechnipFMC will succeed to the rights and obligations of Technip.

2.3.2.

Supervision of the Technip Merger

- a) Dates of the general meetings called to approve the Technip Merger

The date of the extraordinary general meetings of Technip and TechnipFMC called to approve the Technip Merger and the Technip Merger Agreement has been set at December 5, 2016.

The date of the special meeting of the Technip stockholders entitled to double voting rights to approve the removal of double voting rights (such removal being a condition to the Mergers) has been set at December 5, 2016.

b) Merger Appraisers

In accordance with the provisions of articles L. 236-25, L. 236-10 and L. 225-147 of the French Commercial Code, and further to a joint petition filed by Technip and TechnipFMC, Mr. Olivier Peronnet from the firm Finexsi (14, rue de Bassano, 75116 Paris), and Mr. Didier Kling, from the firm Didier Kling & Associés (28, avenue Hoche, 75008 Paris), represented by Mr. Didier Kling, were appointed by an order issued by the President of the Paris commercial court dated July 26, 2016 as the merger appraisers (the “Merger Appraisers”).

The mission of the Merger Appraisers is in particular to:

- assess the consideration for the Technip Merger and the fairness of the Technip Exchange Ratio; and

- assess the value of the contributions in kind made by Technip to TechnipFMC as part of the Technip Merger.

The reports from the Merger Appraisers dated October 5, 2016, attached as Annex 10 to this Information Document, have been made available to the shareholders of Technip and FMCTI in accordance with applicable law and regulations.

c) Experts Appointed by the Commercial Court

Not applicable.

- d) Special Assignment Entrusted by the AMF to the Statutory Auditors

Not applicable.

2.3.3. Consideration for the contributions in kind made by Technip to TechnipFMC

- a) Increase of TechnipFMC's share capital

At the Technip Merger Effective Time and by virtue of the Technip Merger, all outstanding Technip Shares held immediately prior to the Technip Merger Effective Time (the "Technip Merger Record Time") will be cancelled by operation of law and, in exchange thereof, TechnipFMC will allot and issue TechnipFMC Shares credited as fully paid to the relevant centralized clearing system or settlement system to the benefit of Technip Shareholders, on the basis of the Technip Exchange Ratio.

No TechnipFMC Shares will be issued in respect of the Technip Excluded Shares.

- b) Vesting Date

The TechnipFMC Shares issued to the Technip stockholders will rank *pari passu* in all respects with all other TechnipFMC Shares issued on the Technip Merger Effective Time notably to FMCTI stockholders as part of the FMCTI Merger, including, where the record date for determining entitlements is on or after the Technip Merger Effective Time, the right to all dividends and other distributions (if any) declared, made or paid by TechnipFMC on TechnipFMC Shares. No special rights or conditions will affect this entitlement of the TechnipFMC Shares (or the holders thereof) in respect of dividends or distributions declared, made or paid on the ordinary share capital of TechnipFMC where the record date for determining the entitlement to such dividends or distributions is on or after the Technip Merger Effective Time. As from the Technip Merger Effective Time, the holding of the TechnipFMC Shares will entitle the holders to participate in profits.

- c) First Trading Date and Listing Date

All TechnipFMC Shares will be freely transferable as from the Effective Times of the Mergers.

Admission of all the shares to comprise the share capital of TechnipFMC immediately following the completion of the Mergers on Euronext Paris will be requested. The conditions for listing TechnipFMC Shares will be set by Euronext Paris in a notice to be released no later than on the first day of trading such shares.

In addition, TechnipFMC will apply for listing of the TechnipFMC Shares on the NYSE.

It is intended that, upon the open of business on the first trading day after the Technip Merger Effective Time, TechnipFMC Shares will be traded on the listing line “FTI”.

2.3.4. Consequences of the Technip Merger for Beneficiaries of Technip Stock Options and Technip Equity Rights

a) Stock Options

As of the date of this Information Document, Technip has eleven (11) outstanding stock option plans in place (together, the “Technip Stock Option Plans”), pursuant to which as of September 30, 2016, 2,216,749 options remain outstanding (1,163,687 of which are currently exercisable) under the terms and conditions set out in said plans (any such option, a “Technip Stock Option”).

Each Technip Stock Option, whether vested or unvested, that is outstanding immediately prior to the Technip Merger Effective Time, shall cease to represent a right to acquire Technip Shares and shall be converted, at the Technip Merger Effective Time, into an option to subscribe for or purchase shares of TechnipFMC (any such

option, a “TechnipFMC Stock Option”), on the same terms and conditions as were applicable to such Technip Stock Options at the Merger Record Time, subject to the following adjustments:

the number of TechnipFMC Shares subject to each such TechnipFMC Stock Option will be equal to the product of (i) the number of Technip Shares subject to such Technip Stock Option immediately prior to the Technip Merger Effective Time and (ii) the Technip Exchange Ratio; and

each such TechnipFMC Stock Option shall have an exercise price per share (rounded up to the nearest whole cent) equal to (x) the exercise price per Technip Share of such Technip Stock Option immediately prior to the Technip Merger Effective Time divided by (y) the Technip Exchange Ratio; provided, however, that the exercise price and the number of TechnipFMC Shares subject to TechnipFMC Stock Option will be determined in a manner consistent with the requirements of Section 409A of the IRC, as amended to the extent applicable.

In order to facilitate the conversion of the Technip Stock Options, the exercise of those Technip Stock Options will be suspended in advance of the Technip Merger, for a maximum period of three months.

b) Technip Equity Rights

As of the date of this Information Document, Technip has four (4) outstanding performance share plans in place (collectively, the “Technip Performance Stock Plans” and, together with the Technip Stock Option Plans, the “Technip Stock Plans”), pursuant to which, as of September 30, 2016, 1,391,031 Technip Shares were issuable or deliverable upon vesting, under the terms and conditions set out in said plans (any such award a “Technip Equity Right”, and such Technip Equity Rights together with Technip Stock Options, the “Technip Stock Awards”).

Each Technip Equity Right that is outstanding immediately prior to the Technip Merger Effective Time will cease to relate to or represent a right to receive Technip Shares and shall be converted, at the Technip Merger Effective Time, into a right relating to or to receive TechnipFMC Shares (any such equity right, a “TechnipFMC Equity Right”, and such TechnipFMC Equity Rights together with TechnipFMC Stock Options, the “TechnipFMC Stock Awards”) of the same type and on the same terms and conditions (including any minimum vesting and/or holding period with respect to the shares delivered upon vesting of such awards) as were applicable to the corresponding Technip Equity Right at the Merger Record Time, subject to the following adjustments: the number of TechnipFMC Shares covered by each such TechnipFMC Equity Right will be equal to the product of (A) the number of Technip Shares subject to such Technip Equity Right immediately prior to a the Technip Merger Effective Time and (B) the Technip Exchange Ratio. Any minimum holding period applicable to Technip Shares delivered upon the vesting of Technip Equity Rights prior to the Technip Merger Effective Time shall continue for the same duration with respect to TechnipFMC Shares for which such Technip Shares are exchanged, to the extent required by applicable law.

Any minimum holding period applicable to Technip Shares delivered upon the vesting of Technip Equity Rights prior to the Technip Merger Effective Time shall continue for the same duration with respect to TechnipFMC Shares for which such Technip Shares are exchanged, to the extent required by applicable law.

Performance Conditions

To the extent any Technip Stock Award is, immediately prior to the Technip Merger Effective Time, subject to any performance-based vesting or other performance conditions, Technip's board of directors, or an applicable committee thereof, may, prior to the Technip Merger Effective Time and in consultation with FMCTI, make such equitable adjustments, if any, to the applicable vesting terms, performance goals or conditions relating to Technip Stock Awards, as Technip's board of directors (or such committee, as applicable) may determine to be necessary or appropriate as a result of the consummation of the Mergers, which equitable adjustments will take effect upon and be subject to the consummation of the Mergers; provided, that the consent of FMCTI is required for any such adjustments that would reasonably be expected to (i) result in material taxes (including social charges) being imposed on Technip and its subsidiaries, taken as a whole, (ii) accelerate delivery of unrestricted Technip Shares, if such acceleration would be prohibited by applicable law or (iii) adversely impact the ability of

counsel for either of Technip or FMCTI to render an opinion to the effect that Section 7874, the regulations promulgated thereunder, or official interpretation thereof as set forth in published guidance by the IRS should not apply in such a manner so as to cause TechnipFMC to be treated as a “domestic corporation” for U.S. federal income tax purposes pursuant to Section 7874(b) from and after the Merger Effective Date as a result of the transactions contemplated by the Business Combination Agreement (the “Tax Opinions”). Any such adjustments will be made in accordance with the terms and conditions of the applicable Technip Stock Plans and the award agreements.

As soon as practicable after the Technip Merger Effective Time, TechnipFMC will deliver to the holders of Technip Stock Awards appropriate notices setting forth such holders’ rights pursuant to the respective Technip Stock Awards and stating that such Technip Stock Awards and the agreements relating thereto have been assumed by TechnipFMC and will continue in effect on the same terms and conditions (subject to the adjustments described above and any adjustments required by applicable law).

Prior to the Technip Merger Effective Time, Technip will take all necessary actions for the treatment of Technip Stock Awards; provided that such actions will expressly be conditioned upon the consummation of the Mergers and the other transactions contemplated by the Business Combination Agreement and shall be of no effect if the Business Combination Agreement is terminated. TechnipFMC will be authorized to issue a number of TechnipFMC Shares at least equal to the number of TechnipFMC Shares that will be subject to TechnipFMC Stock Awards as a result of the actions contemplated for the treatment of Technip Stock Awards.

2.3.5.

Expenses

The amount of the expenses incurred in connection with the Mergers and the Admission, including the fees and expenses of financial advisors, lawyers, accountants, and communication consultants, is estimated at approximately \$174 million.

2.4.

Recording of the Legally Transferred Assets and Liabilities

2.4.1.

Designation and Value of the Legally Transferred Assets and Liabilities

On the Technip Merger Effective Time, all of the assets and liabilities (including all property and rights) of Technip shall be legally transferred to TechnipFMC.

The final net book value of the assets and liabilities legally transferred to TechnipFMC and, as a consequence, the resulting net asset value contributed, will be determined based on the final accounts of Technip as of the Technip Merger Effective Time, which will be approved by the board of directors of TechnipFMC within three months after the Effective Times of the Mergers. The Definitive Technip Accounts will be prepared in accordance with French

GAAP.

From an accounting perspective, there is no transfer to TechnipFMC of the assets and liabilities of Technip. On the contrary, from an accounting perspective, the assets and liabilities of TechnipFMC will be transferred to Technip since the accounting under IFRS for the Technip Merger reverses the legal transaction and therefore the individual accounts of TechnipFMC will reflect the historical carrying values determined in accordance with IFRS of Technip's assets and liabilities.

The description of the assets and liabilities to be legally transferred to TechnipFMC as a result of the Technip Merger set out below is included for information purposes only and based solely on the Technip individual accounts. This description is not exhaustive as the Technip Merger will result in a transfer by universal succession of title to all the assets and liabilities of Technip to TechnipFMC as of the Technip Merger Effective Time.

a) Legally Transferred Assets (values at 31 December 2015 and estimated values at the Technip Merger Effective Time)

The assets of Technip will be legally transferred to TechnipFMC on the Technip Merger Effective Time for the value ascribed to them in the Definitive Technip Accounts.

Based on the Technip Accounts (as at 31 December 2015)

For information purposes only, the legally transferred assets of Technip (i) had the book values set out in below in the Technip Accounts

| In millions of Euro | As of 31 December 2015 |
|--|------------------------|
| Intangible Assets | 1.2 |
| Financial Assets | 5,292.8 |
| Total Fixed Assets | 5,294.0 |
| Trade Receivables | 172.7 |
| Other Current Receivables | 61.6 |
| Marketable Securities | 1.3 |
| Cash and Cash Equivalents | 2.9 |
| Total Current Assets, Cash and Cash Equivalents | 238.5 |
| Accrued Assets | 7.3 |
| Redemption Premiums on Bonds | 10.9 |
| Unrealised Exchange Losses | 6.2 |
| Total Assets | 5,556.9 |

Based on the Estimated Technip Balance Sheet (as at the Technip Merger Effective Time)

For information purposes only, the legally transferred assets of Technip are forecast to have the book values set out below on the basis of the Estimated Technip Balance Sheet.

| In millions of Euro | At Technip Merger Effective Date |
|--|----------------------------------|
| Intangible Assets | 1.2 |
| Financial Assets | 5,355.7 |
| Total Fixed Assets | 5,356.9 |
| Trade Receivables | 243.8 |
| Other Current Receivables | 132.8 |
| Marketable Securities | 0.9 |
| Cash and Cash Equivalents | 0.8 |
| Total Current Assets, Cash and Cash Equivalents | 378.3 |
| Accrued Assets | 4.3 |
| Redemption Premiums on Bonds | 2.6 |
| Unrealised Exchange Losses | 10.1 |

Total Assets

5,752.2

b) Legally Transferred Liabilities (values at 31 December 2015 and estimated values at the Technip Merger Effective Time)

The liabilities of Technip will be legally transferred to TechnipFMC on the Technip Merger Effective Time for the value ascribed to them in the Definitive Technip Accounts.

Based on the Technip Accounts (as at 31 December 2015)

For information purposes only, the legally transferred liabilities of Technip had the book values set out in below in the Technip Accounts

| In millions of Euro | As of 31 December 2015 |
|------------------------|------------------------|
| Issued Capital | 90.8 |
| Share Capital Premiums | 2,269.4 |
| 118 | |

| | |
|---|----------------|
| Reserves | 169.6 |
| Retained Earnings | 492.3 |
| Net Income | 5.2 |
| Total Shareholders' Equity | 3,027.3 |
| Provisions for Risks | 72.2 |
| Provisions for Charges | 6.3 |
| Total Provisions for Risks and Charges | 78.5 |
| Bonds | 1,927.6 |
| Bank Borrowings and Credit Lines | 17.4 |
| Financial Debts towards Group Companies | 337.7 |
| Accounts Payables and Other Liabilities | 110.8 |
| Total Liabilities | 2,393.5 |
| Unrealised Exchange Gains | 57.6 |
| Total Equity and Liabilities | 5,556.9 |

Based on the Estimated Technip Balance Sheet (as at the Technip Merger Effective Time)

For information purposes only, the legally transferred liabilities of Technip are forecast to have the book values set out below on the basis of the Estimated Technip Balance Sheet.

| In millions of Euro | At Technip Merger Effective Date |
|---|----------------------------------|
| Issued Capital | 93.3 |
| Share Capital Premiums | 2,409.6 |
| Reserves | 169.6 |
| Retained Earnings | 254.7 |
| Net Income | 30.8 |
| Total Shareholders' Equity | 2,958.0 |
| Provisions for Risks | 23.5 |
| Provisions for Charges | 6.8 |
| Total Provisions for Risks and Charges | 30.3 |
| Bonds | 1,827.6 |
| Bank Borrowings and Credit Lines | 25.1 |
| Financial Debts towards Group Companies | 753.9 |
| Accounts Payables and Other Liabilities | 137.5 |
| Total Liabilities | 2,744.1 |
| Unrealised Exchange Gains | 19.8 |
| Total Equity and Liabilities | 5,752.2 |

^{c)} Net Assets Legally Transferred (values at 31 December 2015 and estimated values at the Technip Merger Effective Time)

Based on the Technip Accounts (as at 31 December 2015)

Based on the Technip Accounts, the provisional net book value of the net assets of Technip to be legally transferred to TechnipFMC pursuant to the Merger Agreement is equal to €3,027.3 million *i.e.* the excess of:

(i) the provisional net book value of the transferred assets (€5,556.9 million); over

(ii) the provisional net book value of the assumed liabilities (€2,529.6 million).

Based on the Estimated Technip Balance Sheet (as at the Technip Merger Effective Time)

Based on the Estimated Technip Balance Sheet, the provisional net book value of the legally transferred net assets of Technip to be transferred to TechnipFMC pursuant to the Merger Agreement is equal to €2,958.0 million *i.e.* the excess of:

(i) the provisional net book value of the transferred assets (€5,752.2 million); over

- (ii) the provisional net book value of the assumed liabilities (€2,794.2 million).

Given that the exact amount of the final net asset value of Technip will only be known after the Technip Merger Effective Date and in the absence of a guarantee as to the final net asset value legally transferred to TechnipFMC, it has been decided, by common agreement of the Parties, that the provisional net asset value retained for the purpose of the Technip Merger will be equal to the net asset value based on the Estimated Technip Balance Sheet (*i.e.* €2,958.0 million) to which a 10% discount will be applied. Therefore, the provisional net asset value retained for the purpose of the Technip Merger will be equal to €2,662.2 million (the “Provisional Net Asset Value”).

2.4.2. Expertise of the Transferred Assets

The determination of the transferred assets value has not given rise to any expertise.

It is however specified that the Merger Appraisers have prepared a report on the value of the contributions which is attached as Annex 10 to this Information Document. This report concludes that “On the basis of our work and as of the date of this report, given the comments made above, we are of the opinion that the value retained for the net assets contributed amounting 2,662.2 million euros in favor of the company TechnipFMC is not overvalued.

[...] this conclusion is made without prejudice regarding the accounting of the contributions to be applied by this company in accordance with the regulations of England and Wales, and the paying-up of its share capital.”

2.4.3. Details of the Merger Premium or “Merger Reserve” Calculation

The excess of (a) the final net asset value over (b) the nominal value of the TechnipFMC Shares will constitute the amount of the merger premium.

For information purposes only, based on the Provisional Net Asset Value and the number of shares of Technip as of August 31, 2016 (122,336,890), excluding Technip Excluded Shares as of the date of August 31, 2016 (1,563,359), (*i.e.* 120,773,531), TechnipFMC would allot and issue 241,547,062 New TechnipFMC Shares on the Technip Merger Effective Date, representing a share capital increase of \$241,547,062 and leading to a merger premium of €2,447 million using a €/€ exchange rate of €1/\$1.121.

If the final net asset value as at the Technip Merger Effective Time is higher than the Provisional Net Asset Value, the merger premium will be increased by an amount equal to such difference. Such adjustment will not impact the number

of TechnipFMC Shares to be allocated in exchange of Technip Shares in connection with the Technip Merger.

If the final net asset value as at the Technip Merger Effective Time is lower than the Provisional Net Asset Value, the merger premium will be reduced by an amount equal to such difference. Such adjustment will not impact the number of TechnipFMC Shares to be allocated in exchange of Technip Shares in connection with the Technip Merger.

The merger premium arises as the assets and liabilities of Technip will be recorded at an amount greater than the nominal value of the TechnipFMC Shares. This merger premium will be described as a “merger reserve” or “other reserve” in TechnipFMC’s accounts and will not be available for distribution. It is anticipated that, following the Technip Merger Effective Time, TechnipFMC will capitalize such reserve by the allotment by TechnipFMC of a bonus share, which will be paid using such reserve, such that the amount of such reserve, so applied, less the nominal value of the bonus share, would be applied as share premium and accrue to TechnipFMC’s share premium account. Following such capitalization, it is anticipated that TechnipFMC will seek to effect a reduction of share capital in order to create distributable profits to support the payment of possible future dividends or future share repurchases.

2.5. Consideration for the Transferred Assets

2.5.1. Criteria Used to Compare Technip, TechnipFMC and FMCTI

Given the negligibility of the fair value of TechnipFMC (prior to the Mergers) compared to the respective fair values of Technip and FMCTI, the Technip Exchange Ratio was fixed taking into account (i) the FMCTI Exchange Ratio (together with the Technip Exchange Ratio, the “Exchange Ratios”) and (ii) the respective fair values of Technip and FMCTI.

While the Exchange Ratios are the result of a negotiation between Technip and FMCTI, they are underpinned by multiple factors weighted by the boards of directors of Technip and FMCTI including a multi-criteria approach based on customary and appropriate valuation methodologies for the contemplated transaction.

The financial analyses considered by Technip’s board of directors took into account the oil field services industry specificities as well as Technip and FMCTI intrinsic characteristics including the different intrinsic natures of the businesses and the relative risks of the business cash flows and mainly include, among others, the following valuation methodologies:

Historical exchange ratio: review of the relative market capitalizations of Technip and FMCTI and of weighted-historical average prices over various periods, both in the short- and long-term, until the date of approval of the execution of the MOU;

Spot exchange ratio: this ratio was crosschecked with implied short- and long-term trading multiples of both companies vs. a universe of comparable companies;

Financial Contribution Analysis: analysis of the implied equity contribution of Technip and FMCTI to the pro-forma combined company using specific historical and estimated future financial metrics for Technip and FMCTI; and

Discounted Cash Flow Analysis: comparison of the equity value derived for each of Technip and FMCTI based on the actualization of respective projected free cash flows and terminal value; then computation of the implied relative equity contribution to the pro forma combined company based on resulting discounted cash flow analyses.

For each of the analyses, value creation for shareholders and benefits of potential synergies were also taken into account.

2.5.2. Expertise on the Consideration for the Contributions

The consideration for the contributions has not given rise to any expertise.

However, it is specified that the Merger Appraisers have prepared a report on the consideration for the contributions which is attached as Annex 10 to this Information Document. This report concludes that “the exchange ratio of 2 TechnipFMC Shares for 1 Technip Share is fair for the two groups of shareholders”.

2.5.3. Opinions of Rothschild and Goldman Sachs as Financial Advisors to Technip

a) Opinion of Rothschild

Technip retained Rothschild & Cie (“Rothschild”) to act as its financial advisor in connection with the Mergers and to render to the Technip board of directors, solely in its capacity as such, an opinion with respect to the fairness, from a financial point of view, to the holders of Technip Shares (other than the Technip Excluded Shares) of the Technip Exchange Ratio, taking into account the FMCTI Merger. Technip selected Rothschild based on its reputation and its experience in the mergers and acquisitions industry.

On May 18, 2016, at the request of the Technip board of directors, Rothschild rendered an oral opinion to the Technip board of directors, which was subsequently confirmed in a written opinion, as of such date, and based upon and subject to the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Rothschild, as to whether the Technip Exchange Ratio, taking into account the FMCTI Merger, was fair, from a financial point of view, to the holders of Technip Shares (other than the Technip Excluded Shares).

The full text of Rothschild's written opinion dated May 18, 2016, which describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken, is attached to this Information Document as Annex 6. Holders of Technip Shares are encouraged to read the Rothschild opinion and this section entitled "*—Opinions of Rothschild and Goldman Sachs as Financial Advisors to Technip*" of this Information Document carefully and in their entirety. The Rothschild opinion was provided for the benefit of the Technip board of directors, solely in its capacity as such, in connection with its evaluation of the Mergers. The Rothschild opinion should not be construed as creating any fiduciary duty on Rothschild's part to any party. The Rothschild opinion was limited to the fairness from a financial point of view, to the holders of Technip Shares (other than the Technip Excluded Shares), on the date of the opinion, of the Technip Exchange Ratio, taking into account the FMCTI Merger, and Rothschild expressed no opinion as to the merits of the underlying decision by Technip to engage in the Mergers or as to any aspect of the Mergers other than the Technip Exchange Ratio. The Rothschild opinion did not constitute a recommendation to the Technip board of directors as to whether to approve the Mergers or a recommendation to any stockholder as to how to vote or otherwise act with respect to the Mergers or any other matter. In addition, the Technip board of directors has not asked Rothschild to address, and the Rothschild opinion does not address, (i) the fairness of the Technip Exchange Ratio, or any other consideration, as regards the holders of any class of securities (other than holders of Technip Shares and then only to the extent expressly set forth in the Rothschild opinion), the creditors or other constituencies of Technip, or (ii) the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Technip, FMCTI or TechnipFMC, or any class of such persons, pursuant to the Mergers or otherwise.

In arriving at its opinion, Rothschild, among other things:

-reviewed the MOU and the form Business Combination Agreement;

reviewed certain publicly available business and financial information that Rothschild deemed to be generally relevant concerning Technip and FMCTI and the industry in which they operate, including certain publicly available research analyst reports and estimates;

-reviewed the financial terms of certain business combinations;

compared certain financial and stock market information for Technip and FMCTI with similar information for certain other companies the securities of which are publicly traded;

reviewed the reported price and trading activity for the Technip Shares and compared it with the trading history of the FMCTI Shares;

-reviewed certain internal financial and operating information with respect to the business, operations and prospects of Technip and FMCTI furnished to or discussed with Rothschild by the management of Technip and FMCTI, including (a) the Risk-Adjusted Technip Projections, the Risk-Adjusted FMCTI Projections and certain financial data for TechnipFMC resulting solely from putting together the Risk-Adjusted Technip Projections, the Risk-Adjusted

FMCTI Projections and the Synergies, in each case as approved for Rothschild's use by Technip (the "Projections") and (b) certain internal financial analysis and projections relating to FMCTI prepared by FMCTI's management;

reviewed certain estimates as to the amount, timing and use of the cost savings and operating synergies expected by Technip's management to result from the Mergers, as further described in the section entitled "*—Technip Reasons for the Mergers—Strategic and Financial Considerations*" of this Information Document (the "Synergies") and integration costs expected to be incurred in connection with the Mergers, each as estimated by the management of Technip and as approved for Rothschild's use by Technip; and

performed such other financial studies, analyses and investigations as Rothschild deemed appropriate for the purpose of its opinion.

In addition, Rothschild held discussions with certain members of the management of Technip with respect to the past and current business operations, financial condition and future prospects of Technip, and with certain

members of the management of Technip and FMCTI with respect to their assessment of the strategic rationale for, and the potential benefits of, the Mergers and the past and current business operations of FMCTI, financial condition and future prospects of FMCTI and TechnipFMC, the Projections, the Synergies and certain other matters it believed necessary or appropriate to its inquiry.

In arriving at its opinion, Rothschild, with the consent of the Technip board of directors, relied upon and assumed, without independent verification, the accuracy and completeness of all information that was publicly available or was furnished or made available to Rothschild by Technip, FMCTI or their respective associates, affiliates and advisors, or otherwise was reviewed by or for Rothschild, and Rothschild did not assume any responsibility or liability therefor. Rothschild did not conduct any valuation or appraisal of any assets or liabilities of Technip or FMCTI (including, without limitation, real property owned by Technip or FMCTI or in which Technip or FMCTI holds a leasehold interest), nor have any such valuations or appraisals been provided to Rothschild, and Rothschild did not express any opinion as to the value of such assets or liabilities and did not assume any responsibility in such respect. Rothschild did not evaluate the solvency or fair value of Technip, FMCTI or TechnipFMC under any laws or regulations relating to bankruptcy, insolvency or similar matters. In addition, Rothschild did not assume any obligation to conduct any physical inspection of the properties or the facilities of Technip or FMCTI. With respect to the Projections and the Synergies provided to or otherwise discussed with Rothschild, Rothschild was advised by Technip's management, and assumed with Technip's consent, that such Projections and information had been reasonably prepared in accordance with industry practice on bases reflecting the best available estimates and judgments of management as to the future financial performance of Technip, FMCTI and TechnipFMC and the other matters covered thereby. Rothschild also assumed that such expected Synergies projected by Technip's management to result from the Mergers would be realized as projected. Rothschild expressed no view and did not assume any liability as to the reasonableness of such Projections and information or the assumptions on which they were based.

Rothschild assumed that the Business Combination Agreement would be executed and delivered, that the terms and conditions thereof would not deviate from those contemplated by the form Business Combination Agreement attached to the MOU in any way meaningful to Rothschild's analysis and that the Mergers would be consummated as contemplated in the MOU and the Business Combination Agreement without any waiver, amendment or delay of any terms or conditions, including, among other things, that the parties to the MOU and the Business Combination Agreement would comply with all material terms of the MOU and of the Business Combination Agreement and that in connection with the receipt of all necessary governmental, regulatory or other approvals and consents required for the Mergers, no material delays, limitations, conditions or restrictions would be imposed. For purposes of rendering its opinion, Rothschild assumed that there had not occurred any material change in the assets, financial condition, results of operations, business or prospects of Technip or FMCTI since the respective dates of the most recent financial statements and other information, financial or otherwise, relating to Technip or FMCTI made available to Rothschild, and that there was no information or any facts that would make any of the information reviewed by Rothschild incomplete or misleading. Rothschild did not express any opinion as to any tax or other consequences that may result from the Mergers, nor did Rothschild's opinion address any tax, legal, regulatory or accounting matters. Rothschild relied as to all legal, tax and regulatory matters relevant to rendering its opinion upon assessments made by Technip and FMCTI and their respective other advisors with respect to such issues. In arriving at its opinion, Rothschild did not take into account any litigation, regulatory or other proceeding that was pending or may have been brought against Technip, FMCTI or any of their respective affiliates.

The Rothschild opinion was necessarily based on securities market, economic, monetary, regulatory, financial and other general business and financial conditions as they existed and could be evaluated on, and the information made available to Rothschild as of, the date thereof and the conditions and prospects, financial and otherwise, of Technip and FMCTI as they were reflected in the information provided to Rothschild and as they were represented to Rothschild in discussions with the management of Technip and FMCTI. Rothschild expressed no opinion as to the price at which the Technip Shares, FMCTI Shares or TechnipFMC Shares would trade at any future time. The Rothschild opinion was limited to the fairness from a financial point of view, to the holders of Technip Shares (other than the Technip Excluded Shares), of the Technip Exchange Ratio, taking

into account the FMCTI Merger, and Rothschild expressed no opinion as to any underlying decision which Technip may have made to engage in the Mergers or any alternative transaction. Rothschild did not express any opinion, nor was it asked by the board of directors to express any opinion, as to the relative merits of the Mergers as compared to any alternative transaction, including any alternative transaction that the board of directors has considered and elected not to pursue. Rothschild was not asked to, nor did it, offer any opinion as to the terms, other than the Technip Exchange Ratio, taking into account the FMCTI Merger, and only to the extent expressly set forth in its opinion, of the Mergers, the MOU, the Business Combination Agreement or any other agreement entered into in connection with the Mergers.

Rothschild and its affiliates are engaged in investment banking, brokerage and financial advisory service activities. In the ordinary course of business, Rothschild and its affiliates may trade in the securities of Technip, FMCTI or any of their respective affiliates, for their own accounts or for the accounts of their affiliates and customers, and may at any time hold a long or short position in such securities. Rothschild is acting as financial advisor to Technip with respect to the Mergers and will receive, pursuant to the terms of an engagement letter dated May 17, 2016, a fee of up to €16.5 million from Technip for its services, up to €2.5 million of which is payable upon announcement of the Mergers and the remainder being contingent on closing. In addition, Technip has agreed to reimburse certain of Rothschild's expenses and indemnify it against certain liabilities that may arise out of its engagement. Rothschild or its affiliates have provided in the past, currently provide, and may in the future provide financial services to Technip and/or its affiliates in the ordinary course of their businesses from time to time and may receive fees for the rendering of such services. In the past two years, Rothschild notably advised Technip on the disposals of Technip Benelux NV and Technip Germany GmbH which were completed in 2015 and 2016 respectively and has received compensation of approximately €1.1 million for such services. Rothschild or its affiliates may in the future provide financial services to FMCTI, TechnipFMC and/or their affiliates in the ordinary course of its businesses from time to time and may receive fees for the rendering of such services. During the two-year period ended on May 18, 2016, Rothschild or its affiliates have not been engaged by FMCTI or its affiliates to provide financial advisory or underwriting services for which they have received compensation.

The Rothschild opinion was given and speaks only as of the date of the opinion. It should be understood that subsequent developments may affect the Rothschild opinion and the assumptions used in preparing it, and Rothschild does not have any obligation to update, revise, or reaffirm its opinion based on circumstances or events occurring after the date of the Rothschild opinion.

For the avoidance of doubt, the Rothschild opinion was not delivered pursuant to Article 261-1 of the general regulation of the French *Autorité des marchés financiers* and should not be considered a "*rapport d'expert indépendant*" nor an "*expertise indépendante*" or "*attestation d'équité*," nor shall Rothschild be considered an "*expert indépendant*," in each case within the meaning of the French *Règlement Général* of the *Autorité des marchés financiers* (in particular Book II, Title VI (*Livre II, Titre VI*) thereof).

b)

Opinion of Goldman Sachs

Goldman Sachs Paris Inc. et Cie (“Goldman Sachs”) delivered its opinion to the Technip board of directors that, as of May 18, 2016 and based upon and subject to the factors and assumptions set forth therein, and taking into account the FMCTI Merger, the Technip Exchange Ratio pursuant to the MOU and the Business Combination Agreement was fair from a financial point of view to the holders of Technip Shares (other than FMCTI and its affiliates).

The full text of the written opinion of Goldman Sachs, dated May 18, 2016, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this Information Document as Annex 7. Goldman Sachs provided its opinion for the information and assistance of the Technip board of directors in connection with its consideration of the Mergers. The Goldman Sachs opinion is not a recommendation as to how any stockholder should vote with respect to the Mergers or any other matter. Stockholders are urged to read Goldman Sachs’ opinion and this section entitled “—*Opinions of Rothschild and Goldman Sachs as Financial Advisors to Technip*” of this Information Document, carefully and in their entirety.

In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

-the MOU;

-the form Business Combination Agreement attached to the MOU;

-the *documents de référence* filed by Technip with the *Autorité des marchés financiers* for the five years ended December 31, 2015;

-annual reports to stockholders and Annual Reports on Form 10-K of FMCTI for the five years ended December 31, 2015;

-certain interim reports and quarterly reports to stockholders of Technip and certain interim reports and Quarterly Reports on Form 10-Q of FMCTI;

-certain other communications from Technip and FMCTI to their respective stockholders;

-certain publicly available research analyst reports for Technip and FMCTI;

-certain internal financial analysis and projections for FMCTI prepared by FMCTI's management; and

-the Projections and the Synergies, in each case as approved for Goldman Sachs' use by Technip.

Goldman Sachs also held discussions with members of the senior managements of Technip and FMCTI regarding its assessment of the strategic rationale for, and the potential benefits of, the Mergers and the past and current business operations, financial condition and future prospects of FMCTI and TechnipFMC and with members of the senior management of Technip regarding the past and current business operations, financial condition and future prospects of Technip; reviewed the reported price and trading activity for the Technip Shares and the FMCTI Shares; compared certain financial and stock market information for Technip and FMCTI with similar information for certain other companies the securities of which are publicly traded; and performed such other studies and analyses, and considered such other factors, as it deemed appropriate.

For purposes of rendering its opinion, Goldman Sachs, with the consent of Technip, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to,

discussed with or reviewed by, it, without assuming any responsibility for independent verification thereof. In that regard, Goldman Sachs assumed with the consent of Technip that the Projections, including the Synergies, had been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Technip as to the financial performance of the applicable company for the time period contemplated thereby. Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of Technip, FMCTI or TechnipFMC or any of their respective subsidiaries and Goldman Sachs was not furnished with any such evaluation or appraisal. Goldman Sachs assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the Mergers would be obtained without any adverse effect on Technip, FMCTI or TechnipFMC or on the expected benefits of the Mergers in any way meaningful to its analysis. Goldman Sachs also assumed that the Business Combination Agreement would be executed and delivered, that the terms and conditions thereof would not deviate from those contemplated by the form Business Combination Agreement attached to the MOU in any way meaningful to its analysis and that the Mergers will be consummated on the terms set forth in the MOU and the Business Combination Agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis.

Goldman Sachs' opinion did not and does not address the underlying business decision of Technip to engage in the Mergers, or the relative merits of the Mergers as compared to any strategic alternatives that may be available to Technip; nor did it or does it address any legal, regulatory, tax or accounting matters. Goldman Sachs' opinion addressed and addresses only the fairness from a financial point of view to the holders of Technip Shares (other than FMCTI and its affiliates), as of the date of the opinion and taking into account the FMCTI Merger, of the Technip Exchange Ratio pursuant to the MOU and the Business Combination Agreement. Goldman Sachs' opinion did not and does not express any view on, and did not and does not address, any other term or aspect of the MOU, the Business Combination Agreement or the Mergers or any term or aspect of any other agreement or

instrument contemplated by the MOU or the Business Combination Agreement or entered into or amended in connection with the Mergers, including, the fairness of the Mergers to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of Technip; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Technip, FMCTI or TechnipFMC, or class of such persons, in connection with the Mergers, whether relative to the Technip Exchange Ratio pursuant to the MOU and the Business Combination Agreement events occurring after the date of its opinion. The Goldman Sachs opinion has been approved by a fairness committee of Goldman Sachs.

Goldman Sachs and its affiliates are engaged in advisory, underwriting and financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs, its affiliates and their employees, and funds or other entities they manage or in which they invest or have other economic interests or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of Technip, FMCTI, and any of their respective affiliates and third parties, or any currency or commodity that may be involved in the Mergers. Goldman Sachs acted as financial advisor to Technip in connection with, and participated in certain of the negotiations leading to, the Mergers. Goldman Sachs has provided certain financial advisory and/or underwriting services to Technip and/or its affiliates from time to time. Goldman Sachs may also in the future provide certain financial advisory and/or underwriting services to Technip, TechnipFMC, FMCTI and their respective affiliates for which the Investment Banking Division of Goldman Sachs may receive compensation. During the two-year period ended on May 18, 2016, the Investment Banking Division of Goldman Sachs has not been engaged by Technip, FMCTI or their respective affiliates to provide financial advisory or underwriting services for which Goldman Sachs has received compensation.

The board of directors of Technip selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the Mergers. Pursuant to a letter agreement dated May 16, 2016, Technip engaged Goldman Sachs to act as its financial advisor in connection with the Mergers. Pursuant to the terms of this engagement letter, Technip has agreed to pay Goldman Sachs a transaction fee of up to €20.5 million, €3 million of which is payable upon announcement of the Mergers and the most significant portion of the remainder being contingent on closing. In addition, Technip has agreed to reimburse Goldman Sachs for its expenses, including attorneys' fees and disbursements, and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws.

For the avoidance of doubt, the Goldman Sachs opinion was not delivered pursuant to Article 261-1 of the general regulation of the French *Autorité des marchés financiers* and should not be considered a "*rapport d'expert indépendant*" nor an "*expertise indépendante*" or "*attestation d'équité*," nor shall Goldman Sachs be considered an "*expert indépendant*," in each case within the meaning of the French *Règlement Général* of the *Autorité des marchés financiers* (in particular Book II, Title VI (*Livre II, Titre VI*) thereof).

- c) Summary of Financial Analysis by Goldman Sachs and Rothschild

This “*Summary of Financial Analysis*” presents a summary of the material financial analyses performed—either jointly or separately as indicated herein—by Goldman Sachs and Rothschild and presented to the Technip board of directors in connection with Technip’s financial advisors’ rendering their respective opinions. The following summary, however, does not purport to be a complete description of the financial analyses performed by Technip’s financial advisors, nor does the order of analyses described represent relative importance or weight given to those analyses by Technip’s financial advisors.

Some of the jointly and separately prepared financial analyses summarized below include summary data and information presented in tabular format. In order to understand fully such financial analyses, the summary data and tables must be read together with the full text of the summary. Considering the summary data and tables alone could create misleading or incomplete view of Technip’s financial advisors’ jointly and separately prepared financial analyses.

The preparation of a fairness opinion is a complex process and involves various judgments and determinations as to the most appropriate and relevant financial analyses and the application of those methods to the particular circumstances involved. A fairness opinion therefore is not readily susceptible to partial analysis or summary description, and taking portions of the jointly and separately prepared financial analyses set forth below, without considering such analyses as a whole, would in the view of Technip's financial advisors create an incomplete and misleading picture of the processes underlying the jointly and separately prepared financial analyses considered in rendering Rothschild's and Goldman Sachs' respective opinions.

In arriving at their respective opinions, Technip's financial advisors:

did not form views or opinions as to whether any individual analysis or factor, whether positive or negative, considered in isolation, supported or failed to support their respective opinions;

considered the results of all of their jointly and separately prepared financial analyses and did not attribute any particular weight to any one analysis or factor, but rather, the financial advisors made their respective determinations as to fairness on the basis of their experience and professional judgment after considering the results of all of their analyses; and

ultimately arrived at their respective opinions based on the results of all of their jointly and separately prepared financial analyses assessed as a whole and believe that the totality of the factors considered and the various jointly and separately prepared financial analyses performed by Technip's financial advisors in connection with their respective opinions operated collectively to support their determination as to the fairness, from a financial point of view, of the exchange ratio to the holders of Technip Shares, taking into account the FMCTI Merger.

With respect to the jointly and separately prepared financial analyses performed by Technip's financial advisors in connection with rendering their respective opinions:

Such jointly and separately prepared financial analyses, particularly those based on estimates and projections, are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by these analyses.

None of the selected publicly traded companies used in the peer group trading analysis and financial benchmarking described below is identical or directly comparable to Technip or FMCTI; however, such companies were selected by Technip's financial advisors because, among other reasons, they may be considered broadly similar, for purposes of Technip's financial advisors' jointly and separately prepared financial analyses, to Technip or FMCTI based on Goldman Sachs and Rothschild's professional judgment and experience in the global oil field services industry.

Such jointly and separately prepared financial analyses do not purport to be appraisals or to reflect the prices at which any securities may trade or be sold at the present time or at any time in the future.

Historical Exchange Ratio Analysis

Technip's financial advisors reviewed the historical reported prices of Technip Shares and FMCTI Shares over the three-year period ended on May 16, 2016. Technip's financial advisors calculated the exchange ratios using the weighted historical average prices over various periods by first converting the price per share of a Technip Share at market closing of each trading day into U.S. dollars, using the prevailing foreign exchange rate on each trading day, and subsequently dividing the resulting converted volume weighted average price per share of a Technip Share of the period by the volume weighted average price per share of an FMCTI Share of the same period, which is referred to as the exchange ratio calculated using the weighted average prices for such period. Technip's financial advisors then calculated the implied ownership of Technip in the combined entity (assuming no take-up of Technip's 2016 scrip dividend program), using the number of fully diluted outstanding shares of Technip and FMCTI, each as provided by the management of Technip, and using the above exchange ratios for each period. The following table presents the results of these analyses:

| | Exchange Ratio (calculated using VWAPs) | Technip implied ownership |
|---|--|--|
| May 16, 2016 (spot) | I.815x | L8.5 % |
| Average from April 28, 2016 (post Technip's Q1 results release) | I.880x | L9.4 % |
| 1-month average | I.941x | M0.2 % |
| 3-month average | I.979x | M0.7 % |
| 6-month average | I.870x | L9.3 % |
| 1-year average | I.712x | L7.1 % |
| 3-year average | I.721x | L7.2 % |

Selected Companies Analysis

Technip's financial advisors reviewed and compared certain financial information, ratios and public market multiples for Technip and FMCTI to corresponding financial information, ratios and public market multiples for the following publicly traded corporations in the global oil field services industry:

European Engineering and Construction companies ("European E&C")

-Aker Solutions;

-AMEC Foster Wheeler;

-Petrofac;

-Saipem;

-Subsea 7; and

-Wood Group;

International Equipment companies ("Intl. Equipment")

-Dril-Quip;

-Forum Energy;

-Hunting;

-NOV; and

-Oceaneering;

Global Diversified companies (“Global Diversified”)

-Baker Hughes;

-Halliburton;

-Schlumberger; and

-Weatherford;

North American Engineering & Construction companies (“North American E&C”)

-Chicago Bridge & Iron;

-Fluor;

-Jacobs;

-KBR; and

-SNC-Lavallin.

Although none of the selected companies is directly comparable to Technip or FMCTI, the companies included were chosen because they are publicly traded companies with greater than \$500 million in market capitalization and with operations that, in Goldman Sachs and Rothschild's experience and professional judgment, for purposes of analysis, may be considered similar to certain aspects of Technip and FMCTI's operations, financial profile, size, product profile, geographical exposure and end market exposure.

Technip's financial advisors also calculated and compared various financial multiples and ratios based on information from publicly available historical data and Institutional Brokers' Estimate System ("I/B/E/S") estimates. Enterprise values ("EV") calculated for the purpose of these multiples are adjusted for net financial debt, pension obligations, minorities, investments in associates and other debt-like items as disclosed in public filings or given by Technip and FMCTI. Technip's EV is adjusted for operating cash as provided per Technip management and EV is not adjusted for investment in associates when the multiple is based on I/B/E/S estimates. The multiples and ratios were calculated using the applicable closing market prices as of May 16, 2016. The multiples and ratios of Technip and FMCTI were calculated using I/B/E/S consensus estimates and the Projections. The multiples and ratios for each of the selected companies were calculated using I/B/E/S consensus estimates, annualized to year-end December 31.

Technip's financial advisors calculated the EV as a multiple of estimated EBITDA for calendar years 2016, 2017 and 2018. The following table presents the results of this analysis:

| | | EV/EBITDA | | |
|----------------------------|-------------------------------|---|--------------|--------------|
| | | 2016E | 2017E | 2018E |
| Technip | <i>Projections</i> | 5.2x | 7.2x | 7.0x |
| | <i>I/B/E/S</i> | 5.3x | 6.9x | 7.6x |
| FMCTI | <i>Projections</i> | 14.0x | 13.6x | 9.7x |
| | <i>I/B/E/S</i> | 11.7x | 11.8x | 10.6x |
| | <i>European E&C</i> | 5.4x | 5.7x | 5.4x |
| | <i>Intl. Equipment</i> | 11.6x | 19.8x | 10.7x |
| Median of key peers | <i>Global Diversified</i> | 26.2x | 13.1x | 8.1x |
| | <i>North American E&C</i> | 6.9x | 7.0x | 6.5x |
| | Peer range | 5.4x – 26.2x / 5.7x – 19.8x / 5.4x – 10.7x | | |

Technip's financial advisors calculated the P/E for these selected companies, Technip and FMCTI using projected earnings for the years 2016, 2017 and 2018 (annualized to year-end December). The following table presents the results of this analysis:

P/E

| | | 2016E | 2017E | 2018E |
|----------------------------|-------------------------------|----------------------|----------------------|----------------------|
| Technip | <i>Projections</i> | 10.1x | 16.4x | 15.7x |
| | <i>I/B/E/S</i> | 10.7x | 15.0x | 16.5x |
| FMCTI | <i>Projections</i> | 38.8x | 32.5x | 20.4x |
| | <i>I/B/E/S</i> | 26.7x | 27.5x | 19.9x |
| | <i>European E&C</i> | 12.4x | 15.7x | 12.4x |
| | <i>Intl. Equipment</i> | 27.7x | 38.2x | 29.1x |
| Median of key peers | <i>Global Diversified</i> | 20.8x | 32.2x | 25.0x |
| | <i>North American E&C</i> | 15.2x | 14.7x | 12.9x |
| | Peer range | 12.4x – 27.7x | 14.7x – 38.2x | 12.4x – 29.1x |

Illustrative Financial Contribution Analysis

Technip's financial advisors analyzed the implied equity contribution of Technip and FMCTI to the pro forma combined company using specific estimated future financial metrics, including EBITDA and net income for estimated years 2017, 2018 and 2019, as reflected in the Projections. The analysis was conducted on a pro forma basis applying a blended multiple to Technip and FMCTI's respective metrics to arrive at an implied EV, both excluding the Synergies and including the Synergies, calculating a net present value of the Synergies using a discount rate of 11.0%, reflecting estimates of the combined company's illustrative pro forma weighted average cost of capital. The resulting ratios were adjusted for Technip and FMCTI's respective net debt for EV contribution to combined EV, as defined above.

The analysis resulted in the following implied equity contributions of Technip and FMCTI, respectively, to the combined company and the implied exchange ratio for a Technip Share into TechnipFMC Shares, in each case using each financial metric for Technip and FMCTI for the estimated years 2017, 2018 and 2019, as set forth in the Projections:

| | <i>Excluding Synergies</i> | | | <i>Including Synergies</i> | | | | | | |
|---------------------|----------------------------|-------|------------------------|----------------------------|-------|------------------------|---------------------------------------|---------|--------|------------------------|
| | Technip | FMCTI | Implied Exchange Ratio | Technip | FMCTI | Implied Exchange Ratio | Synergies implied equity contribution | Technip | FMCTI | Implied Exchange Ratio |
| EBITDA | | | | | | | | | | |
| 2017E | N6 % | K4 % | K.720x | M1 % | J2 % | J6 % | | J6 % | J.018x | |
| 2018E | M9 % | L1 % | J.730x | L7 % | J0 % | K3 % | | K3 % | I.711x | |
| 2019E | N2 % | K8 % | K.097x | M2 % | I6 % | K2 % | | K2 % | J.094x | |
| Net Income - | - | - | - | - | - | - | | - | - | |
| 2017E | N6 % | K4 % | K.710x | L4 % | K3 % | J3 % | | J3 % | I.534x | |
| 2018E | M6 % | L4 % | J.482x | L1 % | J8 % | K1 % | | K1 % | I.313x | |
| 2019E | N2 % | K8 % | K.156x | M0 % | J0 % | K0 % | | K0 % | I.894x | |

Using public information, Technip's financial advisors also analyzed the implied equity contribution using (i) the market valuation and (ii) the brokers target prices:

| | <i>Excluding Synergies</i> | | | <i>Including Synergies</i> | | | | | | |
|--|----------------------------|-------|------------------------|----------------------------|-------|------------------------|---------------------------------------|---------|--------|------------------------|
| | Technip | FMCTI | Implied Exchange Ratio | Technip | FMCTI | Implied Exchange Ratio | Synergies implied equity contribution | Technip | FMCTI | Implied Exchange Ratio |
| Market valuation (excluding dilution from scrip dividend program) | | | | | | | | | | |
| Spot | L9 % | M1 % | I.815x | L0 % | I7 % | L3 % | | L3 % | I.303x | |
| 3-month VWAP | M1 % | L9 % | I.979x | L2 % | I7 % | L1 % | | L1 % | I.392x | |
| Based on broker target price | - | - | - | - | - | - | | - | - | |
| Equity value | L7 % | M3 % | I.700x | K9 % | I6 % | L5 % | | L5 % | I.255x | |

Illustrative Discounted Cash Flow Analysis

Technip's financial advisors performed an illustrative discounted cash flow analysis on each of Technip and FMCTI on a standalone basis and on the Synergies.

DCF-Based Relative Equity Contribution

Using the Projections, Technip's financial advisors performed an illustrative discounted cash flow analysis on Technip. Using discount rates ranging from 9.75% to 11.75% reflecting estimates of Technip's weighted average cost of capital, Technip's financial advisors discounted to present value, as of April 1, 2016 (i) estimates of the projected Free Cash Flow (defined as the net operating profit after tax plus depreciation and amortization and change in working capital, minus capital expenditures and post-tax restructuring) of Technip through 2020 reflected in the Projections and (ii) a range of illustrative terminal year values for Technip derived by applying perpetuity growth rates ranging from 1.5% to 3.0%, estimated by Goldman Sachs and Rothschild utilizing their professional judgment and experience, taking into account the Projections and market expectations regarding long-term real growth of gross domestic product and inflation, to a terminal year estimate of Technip's Free Cash Flow in 2020 reflected in the Projections (which analysis implied exit terminal year EBITDA multiples ranging from 5.4x to 9.0x). Technip's financial advisors then derived ranges of illustrative values for Technip by adding the ranges of present values derived above. Technip's financial advisors then subtracted from the ranges of illustrative EVs the amounts for Technip's net debt as of April 1, 2016 as disclosed in Technip's public filings (and adjusted for pensions, minorities, associates, other debt-like items, operating cash and the 2016 dividend payment (assuming all of Technip's stockholders subscribed to the cash dividend), per Technip management), to derive a range of illustrative equity values for Technip. Technip's financial advisors then divided the range of illustrative equity values it derived by the number of Technip Shares outstanding as of May 16, 2016 on a fully diluted basis (assuming no take-up of the Technip 2016 scrip dividend program), as provided by Technip, to

derive a range of implied present values per fully diluted outstanding Technip Share ranging from €46.7 to €75.5.

Using the Projections, Technip's financial advisors performed an illustrative discounted cash flow analysis on FMCTI. Using discount rates ranging from 10.0% to 12.0% reflecting estimates of FMCTI's weighted average cost of capital, Technip's financial advisors discounted to present value, as of April 1, 2016 (i) estimates of the projected Free Cash Flow of FMCTI through 2020 reflected in the Projections and (ii) a range of illustrative terminal year values for FMCTI derived by applying perpetuity growth rates ranging from 3.5% to 5.5%, estimated by Goldman Sachs and Rothschild utilizing their professional judgment and experience, taking into account the Projections and market expectations regarding long-term real growth of gross domestic product and inflation, to a terminal year estimate of FMCTI's Free Cash Flow in 2020 reflected in the Projections (which analysis implied exit terminal year EBITDA multiples ranging from 5.7x to 10.6x). Technip's financial advisors then derived ranges of illustrative values for FMCTI by adding the ranges of present values derived above. Technip's financial advisors then subtracted from the ranges of illustrative EVs the amounts for FMCTI's net debt as of April 1, 2016 as disclosed in FMCTI's public filings (and adjusted for pensions, minorities, associates, other debt-like items per Technip management), to derive a range of illustrative equity values for FMCTI. Technip's financial advisors then divided the range of illustrative equity values it derived by the fully diluted number of FMCTI Shares outstanding as of May 16, 2016, as provided by FMCTI, to derive a range of implied present values per fully diluted FMCTI Shares ranging from \$20.5 to \$37.9.

Rothschild performed individually sensitivities analysis of equity contribution to the terminal value EV to EBITDA multiple, to take into consideration the difference in historical EV to EBITDA multiples between FMCTI and Technip. In order to perform such illustrative analysis, Rothschild used terminal value EV to EBITDA multiple differentials ranging from 0.7x to 4.5x in favor of FMCTI.

Synergies

Using the Projections, Technip's financial advisors performed an illustrative discounted cash flow analysis to calculate the implied equity value of the Synergies for the pro forma combined company. For purposes of this illustrative analysis and as directed by the management of Technip, Technip's financial advisors assumed with Technip's consent that the run-rate for the total operating Synergies would be achieved at a 20% level in 2017 and 33% level in 2018 and 100% in 2019 and thereafter. Using a discount rate ranging from 10.0% to 12.0% (reflecting estimates of the combined company's illustrative pro forma weighted average cost of capital), a perpetual growth rate of 2.0% and Synergies ranging from \$330 million to \$565 million with a central point at \$400 million, Technip's financial advisors derived a range of illustrative implied net present value of Synergies from \$1.904 billion to \$4.203 billion as of April 1, 2016.

Implied Equity Contribution.

Technip's financial advisors calculated the relative equity contribution of Technip and FMCTI to the pro forma combined company, both excluding and including the Synergies, based on the discounted cash flow analyses described above. This analysis, excluding the Synergies, resulted in an illustrative equity contribution for Technip ranging from 48.4% to 63.3% and, including the Synergies, from 40.0% to 54.5%, using the spot foreign exchange rate to convert FMCTI's DCF analysis to Euros. The corresponding implied exchange ratios ranged respectively from 1.803 x to 3.324 x (excluding the Synergies) and from 1.283 x to 2.301 x (including the Synergies).

Technip's financial advisors completed the financial contribution analysis by taking the mid-points of implied DCF-based equity value described above, resulting in the below contributions:

| Excluding Synergies | | Including Synergies | |
|----------------------------|-----------------|----------------------------|-----------------|
| Technip | FMCTI | Technip | FMCTI |
| Implied | Implied | Synergies | Implied |
| Exchange | Exchange | implied | Exchange |
| Ratio | Ratio | equity | Ratio |
| | | contribution | |
| DCF-Based | M6 % | L7 % | K7 % |
| | L4 % | I6 % | I.723x |
| | J.458x | | |

Rothschild's sensitivities analysis to terminal value EV to EBITDA multiple resulted in an illustrative equity contribution for Technip ranging from 45.9% to 57.0%, excluding Synergies.

Illustrative Public Market Present Value of Future Stock Price Analysis

Goldman Sachs performed an illustrative public market present value of future stock price analysis on Technip on a standalone basis and on the pro forma combined company.

Technip Standalone

Goldman Sachs performed an illustrative analysis of the implied present value of the potential future value per share of Technip Shares at the year-end of each of the calendar years 2016 through 2019 using one-year EBITDA estimates per the Projections for the calendar years 2016 through 2020, respectively. Goldman Sachs first calculated illustrative EVs of Technip at the year-end of each of the calendar years 2016 through 2019 by multiplying the respective one-year forward EBITDA estimates for the calendar years 2016 through 2019 by one-year forward EV to EBITDA multiples ranging from 5.5x to 8.0x. In each case as of the relevant year-end per the Projections, Goldman Sachs subtracted the projected book value of debt (following current debt maturities as scheduled in public filings) as well as current values of pension obligations, minorities, investments in associates, other debt-like items as disclosed in public filings or given by Technip's management and an adjustment for operating cash per Technip's management, and added the assumed projected amount of cash and cash equivalents from the illustrative EVs in order to calculate the implied future equity values. The implied future equity values in turn were divided by the projected year-end number of Technip Shares outstanding on a fully-diluted basis, as provided by Technip. Goldman Sachs then discounted such values for fiscal years 2016 through 2019 back to May 16, 2016 using a discount rate of 12.0%, reflecting an estimate of the cost of equity for the pro forma combined company. The following table presents the results of Goldman Sachs' analysis:

| | Implied Present Value per Technip Share using illustrative EV to EBITDA multiples of 5.5x to 8.0x |
|----------|--|
| - | |
| FY 2016E | €38.0 - €54.3 |
| FY 2017E | €33.6 - €48.8 |
| FY 2018E | €40.4 - €59.1 |
| FY 2019E | €43.7 - €61.7 |

Pro Forma Combined Company

Goldman Sachs performed an illustrative analysis of the implied present value of the potential future value per share of the pro forma TechnipFMC Shares at the year-end of each of the calendar years 2016 through 2019 using one-year EBITDA estimates per the Projections and the Synergies for the calendar years 2016 through 2019, respectively. Goldman Sachs first calculated illustrative EVs of the pro forma combined company at the year-end of each of the calendar years 2016 through 2019 by multiplying the respective one-year forward EBITDA estimates for the calendar years 2016 through 2019 by one-year forward EV to EBITDA multiples ranging from 6.5x to 8.5x. In each case as of the relevant year-end per the Projections and the Synergies, Goldman Sachs subtracted the projected book value of the pro forma debt (following current debt maturities as scheduled in public filings) as well as current values of pro forma pension obligations, minorities, investments in associates, other debt-like items as disclosed in public filings or given by Technip's management for both companies and an adjustment for operating cash per Technip's management, and added the assumed projected pro forma amount of cash and cash equivalents from the illustrative EVs in order to calculate the implied future equity values. The implied future equity values in turn were divided by the projected year-end fully diluted number of TechnipFMC Shares outstanding calculated using an agreed exchange ratio (2.00x), as provided by Technip, which resulted in an illustrative estimated per share future value for the pro forma TechnipFMC Shares ranging from €36.2 in FY 2016 to €75.3 in FY 2019. Goldman Sachs then discounted such values for fiscal years 2016 through 2019 back to May 16, 2016 using a discount rate of 12.0%, reflecting an estimate of the cost of equity for the pro forma combined company. The following table presents the results of Goldman Sachs' analysis:

**Implied Present Value
per pro forma TechnipFMC
Share using
illustrative EV to
EBITDA multiples of
6.5x to 8.5x**

FY 2016E €36.2 - €47.5

FY 2017E €45.2 - €58.6

FY 2018E €54.3 - €70.2

FY 2019E €59.3 - €75.3

Illustrative Pro Forma Accretion / Dilution Analysis

Technip's financial advisors performed illustrative pro forma analyses of the potential financial impact of the Mergers using the earnings estimates for Technip and FMCTI set forth in the Projections. For each of the years 2016, 2017 and 2018, Technip's financial advisors compared the projected earnings per fully diluted Technip Share and the projected earnings per fully diluted FMCTI Share on a standalone basis to the projected earnings per share of the TechnipFMC Shares. The latter took into account total operating Synergies of \$400 million in two cases: the first one assumed Synergies phased in at 20% in 2017, 80% in 2018 and 100% in 2019, the second case assumed Synergies run-rate (100% starting from 2017). Such analyses implied that, considering the agreed exchange ratio, the Mergers would be accretive to the holders of Technip Shares on an earnings per share basis in each of the years 2017 and 2018 in the first case, and in 2018 only on the second case. The Mergers would be accretive to the holders of FMCTI Shares on an earnings per share basis in each of the years 2017 and 2018 in both cases.

Illustrative Combined DCF Analysis

Technip's financial advisors performed an illustrative DCF-based valuation analysis of the implied combined entity (including Synergies) for holders of Technip Shares. Discount rates used ranged from 9.75% to 11.75% and from 10.00% to 12.00% respectively for Technip and for FMCTI, and from 10.00% to 12.00% for Synergies. The perpetuity growth rates applied are 2.5% and 4.5% respectively for Technip and for FMCTI, corresponding to the midpoints of the perpetuity growth rates ranges used for the DCF analysis, and 2.0% for Synergies, corresponding to the estimated inflation rate. Technip's financial advisors calculated the combined equity value for Technip's stockholders by summing the resulting equity values of the three components (FMCTI's equity values being converted at the spot foreign exchange rate) and applying the ownership percentage for Technip's stockholders implied by the Technip Exchange Ratio. The derived range of illustrative equity values was subsequently divided by the number of fully diluted Technip Shares outstanding as of May 16, 2016, as provided by Technip, to derive a range of implied present values per fully diluted outstanding Technip Shares ranging from €54.1 to €72.6.

The following table provides a summary of the ranges of exchange ratios for a Technip Share into TechnipFMC Shares implied by different approaches set out above. This table should be read with and is qualified in its entirety by reference to the full summary of Rothschild and Goldman Sachs' opinions and financial analyses set forth above which describes the assumptions made, procedures followed, matters considered and limitations on the review and valuation undertaken by Technip's financial advisors.

| | Implied Equity Contribution for Technip | | Implied Technip Exchange Ratio | |
|---|--|----------------|---|----------------|
| | Minimum | Maximum | Minimum | Maximum |
| Spot Exchange Ratio | 48.5% | | 1.815 x | |
| Historical Exchange Ratio Analysis | 47.1% | 50.7% | 1.712 x | 1.979 x |

| | | | | |
|---|-------|-------|---------|---------|
| Illustrative Financial Contribution Analysis (excl. Synergies) | 47% | 66% | 1.700 x | 3.720 x |
| Illustrative Financial Contribution Analysis (incl. Synergies) | 39% | 52% | 1.255 x | 2.094 x |
| Illustrative Discounted Cash Flows Analysis (excl. Synergies) | 48.4% | 63.3% | 1.803 x | 3.324 x |
| Illustrative Discounted Cash Flows Analysis (incl. Synergies) | 40.0% | 54.5% | 1.283 x | 2.301 x |

The valuation analysis set forth above was taken into account by Technip's board of directors, among other factors, in the negotiations with FMCTI which led to the determination of the Technip Exchange Ratio.

Such Technip Exchange Ratio provides for the issuance of 2.00 TechnipFMC Share in exchange for 1.00 Technip Share. The Technip Exchange Ratio was fixed on June 14, 2016 and is not subject to any adjustment thereafter.

2.5.5. Opinion of Evercore as Financial Advisor to FMCTI

a) Opinion of Evercore

FMCTI engaged Evercore to act as its financial advisor in connection with the transactions contemplated by the Business Combination Agreement. As part of that engagement, the FMCTI board of directors requested that Evercore evaluate the fairness, from a financial point of view, of the FMCTI Exchange Ratio (after giving effect to the Technip Merger) pursuant to the Business Combination Agreement to the holders of FMCTI Shares (other than the FMCTI Excluded Shares). On May 18, 2016, Evercore delivered to the FMCTI board of directors its oral opinion, confirmed by its delivery of a written opinion dated May 18, 2016, that, as of the date thereof, and based upon and subject to the assumptions, procedures, factors, qualifications, limitations and other matters set forth in Evercore's written opinion, the FMCTI Exchange Ratio (after giving effect to the Technip Merger) pursuant to the Business Combination Agreement was fair, from a financial point of view, to the holders of FMCTI Shares (other than the FMCTI Excluded Shares).

The full text of Evercore's written opinion, dated May 18, 2016, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Evercore in delivering its opinion, is attached to this Information Document as Annex 8. Evercore's opinion does not constitute a recommendation to the FMCTI board of directors or to any other persons in respect of the transactions contemplated by the Business Combination Agreement, including as to how any holder of FMCTI Shares should vote or otherwise act with respect to the proposal to adopt the Business Combination Agreement or any other matter. Investors are encouraged to read Evercore's opinion carefully and in its entirety.

Evercore's opinion was provided for the information and benefit of the FMCTI board of directors and was delivered to the FMCTI board of directors in connection with its evaluation of whether the FMCTI Exchange

Ratio (after giving effect to the Technip Merger) pursuant to the Business Combination Agreement is fair, from a financial point of view, to the holders of FMCTI Shares (other than the FMCTI Excluded Shares), and did not address any other aspects or implications of the transactions contemplated by the Business Combination Agreement. Evercore has consented to the inclusion of a summary of its opinion in this Information Document and the attachment of the full text of its opinion as Annex 8.

Evercore's opinion necessarily was based upon information made available to Evercore as of May 18, 2016 and financial, economic, market and other conditions as they existed and could be evaluated on such date. Evercore has no obligation to update, revise or reaffirm its opinion based on subsequent

developments. Evercore's opinion did not express any opinion as to the price at which the shares of FMCTI or Technip will trade at any time.

The following is a summary of Evercore's opinion. Investors are encouraged to read carefully in its entirety the full text of Evercore's written opinion attached as Annex 8 to this Information Document.

In connection with rendering its opinion, Evercore has, among other things:

- (i) reviewed certain publicly available business and financial information relating to FMCTI and Technip that Evercore deemed to be relevant, including publicly available research analysts' estimates;
- (ii) reviewed publicly available research analyst estimates for FMCTI's and Technip's future financial performance;
- (iii) reviewed certain non-public projected financial projections and operating data relating to FMCTI and Technip prepared and furnished to Evercore by the management team of FMCTI, as to FMCTI and Technip, and the management team of Technip, as to Technip, as described below;
- (iv) discussed the past and current operations, the financial projections and the current financial condition of FMCTI and Technip with the management teams of FMCTI and Technip, respectively (including FMCTI's and Technip's views on the risks and uncertainties of achieving its projections), and the projected synergies and strategic, financial, operational and other benefits anticipated by the transactions contemplated by the Business Combination Agreement;
- (v) reviewed the reported prices and the historical trading activity of the FMCTI Shares and Technip Shares;
- (vi) compared the financial and operating performance of FMCTI and Technip and certain of their market trading metrics with those of certain other publicly traded companies that Evercore deemed relevant;
- (vii) compared the relative contribution by each of FMCTI and Technip of certain financial metrics Evercore deemed relevant to the relative ownership as implied by FMCTI Exchange Ratio;

- (viii) reviewed a draft of each of the MOU and Business Combination Agreement, each dated May 18, 2016;

- (ix) reviewed the potential financial implications of the transactions contemplated by the Business Combination Agreement for TechnipFMC based on the financial projections and data referred to above relating to FMCTI and Technip;

- (x) reviewed the dividend policy of Technip, as well as the terms and structure of the dividend approved on April 28, 2016 and payable on May 26, 2016; and

- (xi) performed such other analyses and examinations and considered such other factors that Evercore deemed appropriate for purposes of providing the opinion contained in its written opinion.

For purposes of its analysis and opinion, Evercore assumed and relied upon, without undertaking any independent verification of, the accuracy and completeness of all of the information publicly available, and all of the information supplied or otherwise made available to, discussed with, or reviewed by Evercore, and Evercore assumes no liability therefor.

With respect to the projected financial data relating to FMCTI and Technip referred to above (the “FMCTI Management Projections” with respect to the projected financial data relating to FMCTI, and “FMCTI Management Projections of Technip” with respect to the projected financial data relating to Technip, and collectively the “projected financial data”), Evercore assumed that that data had been reasonably prepared on bases reflecting the best then currently available estimates and the good faith judgments of the management of FMCTI and, with respect to the FMCTI Management Projections of Technip, the management of

FMCTI and Technip, as to the future competitive, operating and regulatory environments and related financial performance of FMCTI and Technip, respectively, under the assumptions reflected therein. Evercore expressed no view as to any projected financial data relating to FMCTI or Technip or the assumptions on which they are based. With respect to the unaudited pro forma synergy estimates for the combined company referred to above, Evercore relied, at the direction of FMCTI, without independent verification, upon the assessments of management of FMCTI as to any such expected synergies. Evercore assumed that FMCTI's assessment as to the amount of those expected synergies is reasonable. However, Evercore did not incorporate any of those expected synergies into the financial analyses described in this section.

For purposes of delivering its opinion, Evercore assumed that the final versions of all documents reviewed by Evercore in draft form, including the Business Combination Agreement and the MOU, would conform in all material respects to the drafts reviewed by Evercore, that the representations and warranties of each party contained in the Business Combination Agreement and MOU were true and correct in all material respects, that each party would perform in all material respects all of the covenants and agreements required to be performed by it under the Business Combination Agreement and MOU and that all conditions to the consummation of the transactions contemplated by the Business Combination Agreement would be satisfied without material waiver or modification thereof. Evercore further assumed that all governmental, regulatory or other consents, approvals or releases necessary for the consummation of the transactions contemplated by the Business Combination Agreement would be obtained without any material delay, limitation, restriction or condition that would have an adverse effect on FMCTI or Technip or the consummation of the transactions contemplated by the Business Combination Agreement or materially reduce the benefits of the transactions contemplated by the Business Combination Agreement to the holders of FMCTI Shares.

Evercore did not make or assume any responsibility for making any independent valuation or appraisal of the assets or liabilities of FMCTI or Technip, nor was it furnished with any such appraisals, nor did it evaluate the solvency or fair value of FMCTI or Technip or any subsidiary thereof under any state or federal laws relating to bankruptcy, insolvency or similar matters. Evercore's opinion was necessarily based upon economic, market and other conditions as in effect on, and the information made available to Evercore as of, May 18, 2016. Evercore utilized an exchange rate of 1.1336 U.S. dollars to Euros as of May 17, 2016 in order to convert the FMCTI Management Projections of Technip from Euros to U.S. dollars, and assumed that this exchange rate was reasonable to utilize for purposes of its analyses and its opinion. Evercore expressed no view or opinion as to any currency or exchange rate fluctuations and assumed that any such fluctuations would not be material to its analyses or its opinion. In addition, Evercore expressed no view as to, and its opinion did not address, foreign currency exchange risks (if any) associated with the transactions contemplated by the Business Combination Agreement or otherwise. It should be understood that developments subsequent to May 18, 2016 may have affected or may affect the opinion and that Evercore does not have any obligation to update, revise or reaffirm its opinion.

Evercore was not asked to pass upon, and expressed no opinion with respect to, any matter other than the fairness, from a financial point of view, of the FMCTI Exchange Ratio (after giving effect to the Technip Merger) to the holders of FMCTI Shares (other than the FMCTI Excluded Shares). Evercore did not express any view on, and its opinion did not address, the fairness, financial or otherwise, of the transactions contemplated by the Business Combination Agreement to, or any consideration received in connection therewith by, the holders of any other securities, creditors or other constituencies of FMCTI, nor as to the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of FMCTI, or any class of such persons, whether in connection with the transactions contemplated by the Business Combination Agreement or otherwise. Evercore

expressed no opinion as to the price at which the FMCTI Shares or the Technip Shares would trade at any time, including as to what the actual value of the TechnipFMC Shares would be when issued in connection with the transactions contemplated by the Business Combination Agreement.

Evercore's opinion did not address the relative merits of the transactions contemplated by the Business Combination Agreement as compared to other business or financial strategies or opportunities that might be available to FMCTI, nor did it address the underlying business decision of FMCTI to engage in the transactions contemplated by the Business Combination Agreement. With respect to the transactions contemplated by the Business Combination Agreement, Evercore did not recommend any specific exchange ratio to the FMCTI board of directors or FMCTI management or that any specific exchange ratio constituted the only appropriate exchange ratio in the transactions contemplated by the Business Combination Agreement for the holders of FMCTI Shares.

Evercore's letter did not constitute a recommendation to the FMCTI board of directors or to any other persons in respect of the transactions contemplated by the Business Combination Agreement, including as to how any

holder of FMCTI Shares or Technip Shares should vote or act in respect of any proposal to adopt the Business Combination Agreement or any other matter. Evercore is not a legal, regulatory, accounting or tax expert and assumed the accuracy and completeness of assessments by FMCTI and its advisors with respect to legal, regulatory, accounting and tax matters.

Evercore's opinion was only one of many factors considered by the FMCTI board of directors in its evaluation of the transactions contemplated by the Business Combination Agreement and should not be viewed as determinative of the views of the FMCTI board of directors with respect to the transactions contemplated by the Business Combination Agreement or the FMCTI Exchange Ratio pursuant to the Business Combination Agreement.

b) Summary of Material Financial Analysis by Evercore

The following is a brief summary of the material financial and comparative analyses that Evercore deemed to be appropriate for this type of transaction and that were reviewed with the FMCTI board of directors in connection with delivering Evercore's opinion:

-Discounted Cash Flow Analyses;

-Selected Publicly Traded Companies Analyses—Aggregate; and

-Selected Publicly Traded Companies Analyses—Sum of the Parts.

In addition to the analyses described above, Evercore also analyzed and reviewed: (i) publicly available share price targets of research analysts' estimates known to Evercore as of May 17, 2016 (using only research analyst price targets that have been refreshed since April 1, 2016), (ii) the historical trading prices of FMCTI Shares and Technip Shares during the 12-month period ended May 17, 2016 and (iii) the respective financial and operating contribution of FMCTI and Technip to the combined company.

The summary of Evercore's financial analyses described below is not a complete description of the analyses underlying its opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analyses and the application of those methods to the particular circumstances and, therefore, is not readily susceptible to summary description.

The summary of the analyses and reviews provided below includes information presented in tabular format. In order to fully understand Evercore's analyses and reviews, the tables must be read together with the full text of each summary. The tables alone do not constitute a complete description of Evercore's analyses and reviews.

Considering the data in the tables below without considering the full description of the analyses and reviews, including the methodologies and assumptions underlying the analyses and reviews, could create a misleading or incomplete view of Evercore's analyses and reviews.

Evercore converted the FMCTI Management Projections of Technip to U.S. dollars using a U.S. dollar to Euro exchange rate of 1.1336, as of May 17, 2016. To the extent that any of the quantitative data used in Evercore's financial analyses or described in this summary thereof is based on market data, it is based on market data as it existed on or before May 17, 2016 and is not necessarily indicative of current market conditions.

Discounted Cash Flow Analyses

FMCTI

Evercore performed a discounted cash flow analysis of FMCTI to calculate the estimated present value as of June 30, 2016 of the standalone unlevered, after-tax free cash flows that FMCTI was projected to generate from July 1, 2016 through December 31, 2020, in each case, based on the FMCTI Management Projections assuming a cash tax rate of 16.6% in 2016 and 28.0% thereafter, as provided by the management of FMCTI. Evercore calculated a terminal value for FMCTI by applying a range of perpetuity growth rates, based on its professional judgment given the nature of FMCTI and its business and the industries in which it operates, from 1.50% to 2.50%, to the projected standalone unlevered, after-tax free cash flows of FMCTI in the terminal year. Evercore also calculated a terminal value for FMCTI by applying a range of EBITDA exit multiples, based on its professional judgment given the nature of FMCTI and its business and the industries in which it operates, from

8.50x to 10.50x, to the projected standalone EBITDA of FMCTI in the terminal year. The cash flows and the terminal value were then discounted to present value using a discount rate of 10.25% to 11.25%, based on an estimate of FMCTI's weighted average cost of capital calculated using the capital asset pricing model, to derive a range of implied enterprise values ("EVs") for FMCTI. A range of implied equity values for FMCTI was then calculated by reducing the range of implied EVs by the amount of FMCTI's projected corporate adjustments (calculated as debt plus minority interest less cash and cash equivalents). Evercore's analysis indicated an implied per share equity value reference range for FMCTI on a standalone basis of approximately \$27.71 to \$40.32.

Technip

Evercore performed a discounted cash flow analysis of Technip to calculate the estimated present value as of June 30, 2016 of the standalone unlevered, after-tax free cash flows that Technip was projected to generate from July 1, 2016 through December 31, 2020, in each case, based on the FMCTI Management Projections of Technip assuming an effective tax rate of 28%. Evercore calculated a terminal value for Technip by applying a perpetuity growth rate, based on its professional judgment given the nature of Technip and its business and the industries in which it operates, of 1.50% to 2.50%, to the projected standalone unlevered, after-tax free cash flows of Technip in the terminal year. Evercore also calculated a terminal value for Technip by applying a range of EBITDA exit multiples, based on its professional judgment given the nature of Technip and its business and the industries in which it operates, from 4.00x to 5.00x, to the projected standalone EBITDA of Technip in the terminal year. The cash flows and the terminal value were then discounted to present value using a discount rate of 9.5% to 10.5%, based on an estimate of Technip's weighted average cost of capital calculated using the capital asset pricing model, to derive a range of implied EVs for Technip. A range of implied equity values for Technip was then calculated by adjusting the range of implied EVs by the amount of Technip's projected corporate adjustments (calculated as debt plus minority interest plus net construction contract liabilities less cash and cash equivalents, and assuming a cash payment of \$271 million from Technip's previously announced dividend to be made payable on May 26, 2016). Evercore's analysis indicated an implied per share equity value reference range for Technip on a standalone basis of approximately \$55.82 to \$79.00.

Implied Exchange Ratio

Evercore calculated an implied exchange ratio reference range by first dividing the low end of the implied per share equity value reference range for Technip by the high end of the implied per share equity value reference range for FMCTI indicated by the discounted cash flow analyses. Evercore then divided the high end of the implied per share equity value reference range for Technip by the low end of the implied per share equity value reference range for FMCTI indicated by the discounted cash flow analyses. Evercore assumed for purposes of this analysis that the FMCTI Exchange Ratio in the FMCTI Merger is 1.00 TechnipFMC Share for each FMCTI Share. This analysis indicated that the implied Technip Exchange Ratio in the Technip Merger ranged from 1.3844 to 2.8505. The Technip Exchange Ratio for the Technip Merger is 2.00 TechnipFMC Shares for each Technip Share.

Selected Publicly Traded Companies Analyses—Aggregate

In performing the selected publicly traded companies—aggregate analyses of FMCTI and Technip (the “Selected Publicly Traded Companies—Aggregate”), Evercore reviewed publicly available financial and market information for both companies and the selected public companies listed in the table below. There is no public company that has a similar business mix to FMCTI’s. Though FMCTI is primarily known as a subsea equipment manufacturer, it also has a services component related to the installation and maintenance of its manufactured equipment and business segments that are not driven by its Subsea Technologies business segment. Evercore, based on its professional judgment and experience, deemed these companies most relevant to consider in relation to FMCTI and Technip, respectively, because they are public companies with operations that, for purposes of these analyses, Evercore considered similar to the operations of one or more of the business lines of FMCTI and Technip. For comparable companies used for the Selected Publicly Traded Companies—Aggregate of FMCTI, Evercore considered public companies with comparable lines of businesses operating in the subsea or offshore equipment manufacturing and offshore services sectors and that had adequate research coverage from Wall Street research analysts and a Total Enterprise Value (“TEV”) greater than \$500 million. Offshore services

companies have historically traded at lower valuation multiples than subsea or offshore equipment manufacturing companies even though they have similar demand drivers. Based on its experience with this industry, Evercore exercised its professional judgment to include offshore services companies in the Selected Publicly Traded Companies—Aggregate analyses of FMCTI. For comparable companies used for the Selected Publicly Traded Companies—Aggregate of Technip, Evercore considered public companies with comparable lines of businesses operating in the (i) subsea or offshore equipment manufacturing, (ii) subsea umbilicals, risers and flowlines (“SURF”) services and (iii) engineering and construction (“E&C”), primarily focused on energy end-markets and liquefied natural gas (“LNG”) E&C, sectors and that had adequate research coverage from Wall Street research analysts and a TEV greater than \$500 million .

Evercore reviewed, among other things, the TEV of each of the Selected Publicly Traded Companies—Aggregate as a multiple of estimated EBITDA for calendar years 2016 through 2018. Evercore also reviewed TEV as a multiple of estimated earnings before interest and taxes (“EBIT”) as well as a multiple of P/E. TEV was calculated for purposes of these analyses as equity value (based on the per share closing price of each Selected Publicly Traded Company—Aggregate on May 17, 2016), multiplied by the fully diluted number of the respective company’s outstanding equity securities on that date, plus debt, plus minority interest, plus, in the case of Technip Engineering and Construction peers, net contract liabilities, less cash and cash equivalents (as set forth in the most recent publicly available balance sheet of such company). The financial data of the Selected Publicly Traded Companies—Aggregate used by Evercore for this analysis were based on consensus estimates from FactSet Research Systems Inc. (“FactSet”) and the I/B/E/S. Evercore also considered for purposes of its analyses (i) in the case of FMCTI, FactSet and I/B/E/S consensus estimates and the FMCTI Management Projections and (ii) in the case of Technip, FactSet and I/B/E/S consensus estimates and the FMCTI Management Projections of Technip. The multiples for each of the Selected Publicly Traded Companies—Aggregate and comparison metrics for each of FMCTI and Technip are set forth in the tables below.

FMCTI

| Company | Equity Value | Enterprise Value | Price / EPS | | | EV / EBIT | | | EV / EBITDA | | |
|---------------------------------|--------------|------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|-------------|
| | | | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E |
| (dollars in millions) | | | | | | | | | | | |
| Subsea | | | | | | | | | | | |
| National Oilwell Varco, Inc. | \$12,440 | \$14,138 | NM | NM | 31.8x | NM | NM | 20.5x | 57.0x | 21.2x | 10.1x |
| Tenaris S.A. | 15,872 | 14,461 | NM | 32.5x | 23.5 | NM | 21.7x | 16.2 | 18.3 | 11.1 | 9.3 |
| Dril-Quip, Inc. | 2,266 | 14,461 | 23.1x | 40.7 | 24.4 | 14.3x | 27.0 | 14.8 | 11.5 | 18.7 | 12.4 |
| Forum Energy Technologies, Inc. | 1,592 | 1,857 | NM | NM | 36.2 | NM | NM | 21.2 | NM | 47.0 | 12.6 |
| Aker Solutions ASA | 983 | 1,075 | 18.1 | 26.6 | 23.2 | 9.4 | 13.9 | 11.7 | 4.9 | 6.0 | 5.5 |
| Hunting PLC | 616 | 774 | NM | 67.4 | 24.8 | NM | 59.4 | 19.9 | NM | 11.7 | 8.4 |
| Chart Industries, Inc. | 745 | 815 | 43.1 | 27.1 | 16.7 | 18.5 | 13.9 | 9.6 | 10.5 | 8.4 | 7.0 |
| Mean | | | 28.1x | 38.9x | 25.8x | 14.0x | 27.2x | 16.3x | 20.5x | 17.7x | 9.3x |
| Median | | | 23.1 | 32.5 | 24.4 | 14.3 | 21.7 | 16.2 | 11.5 | 11.7 | 9.3 |

Offshore Services

| | | | | | | | | | | | |
|------------------------------------|----------------|----------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|-------------|
| Oceaneering International, Inc. | \$3,261 | 3,691 | 31.4x | 34.0x | 20.5x | 20.0x | 21.2x | 13.0x | 8.8x | 9.0x | 7.3x |
| Frank's International NV | 3,243 | 2,640 | NM | NM | 53.1 | NM | NM | 26.2 | 21.3 | 18.1 | 12.7 |
| Helix Energy Solutions Group, Inc. | 810 | 1,054 | NM | NM | 53.5 | NM | 28.5 | 12.2 | 9.0 | 6.0 | 4.9 |
| Mean | | | 31.4x | 34.0x | 42.4x | 20.0x | 24.9x | 17.1x | 13.0x | 11.1x | 8.3x |
| Median | | | 31.4 | 34.0 | 53.1 | 20.0 | 24.9 | 13.0 | 9.0 | 9.0 | 7.3 |
| FMCTI Consensus | \$6,741 | \$6,967 | 27.3x | 27.9x | 19.7x | 18.0x | 18.6x | 14.1x | 11.2x | 11.4x | 9.5x |

NM: not meaningful

Technip

| Company | Equity Value | Enterprise Value | Price / EPS | | | EV / EBIT | | | EV / EBITDA | | |
|------------------------------|--------------|------------------|--------------|-------|-------|-----------|-------|-------|-------------|-------|-------|
| | | | <u>2016E</u> | 2017E | 2018E | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E |
| - | | | - | - | - | - | - | - | - | - | - |
| (dollars in millions) | | | | | | | | | | | |
| Subsea Equipment | | | - | - | - | - | - | - | - | - | - |
| National Oilwell Varco, Inc. | \$12,440 | \$14,138 | NM | NM | 31.8x | NM | NM | 20.5x | 57.0x | 21.2x | 10.1x |
| FMCTI | 6,741 | 6,967 | 27.3x | 27.9x | 19.7 | 18.0x | 18.6x | 14.1 | 11.2 | 11.4 | 9.5 |
| Dril-Quip, Inc. | 2,266 | 1,843 | 23.1 | 40.7 | 24.4 | 14.3 | 27.0 | 14.8 | 11.5 | 18.7 | 12.4 |

| Company | Equity Value | Enterprise Value | Price / EPS | | | EV / EBIT | | | EV / EBITDA | | |
|-------------------------------------|-----------------------|------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | | | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E |
| | (dollars in millions) | | | | | | | | | | |
| Forum Energy Technologies, Inc. | 1,592 | 1,857 | NM | NM | 36.2 | NM | NM | 21.2 | NM | 47.0 | 12.6 |
| Aker Solutions ASA | 983 | 1,075 | 18.1 | 26.6 | 23.2 | 9.4 | 13.9 | 11.7 | 4.9 | 6.0 | 5.5 |
| Mean | | | 22.8x | 31.7x | 27.1x | 13.9x | 19.8x | 16.5x | 21.2x | 20.9x | 10.0x |
| Median | | | 23.1 | 27.9 | 24.4 | 14.3 | 18.6 | 14.8 | 11.3 | 18.7 | 10.1 |
| Installers | | | - | - | - | - | - | - | - | - | - |
| Saipem S.p.A. | \$4,285 | \$6,693 | 14.4x | 16.3x | 9.3x | 11.0x | 13.9x | 12.7x | 4.6x | 5.1x | 4.9x |
| Petrofac Limited | 4,100 | 4,788 | NM | 9.7 | 8.9 | 8.2 | 7.6 | 7.7 | 6.0 | 5.4 | 5.4 |
| Subsea 7 S.A. | 2,824 | 2,163 | 12.5 | 35.0 | 23.7 | 7.1 | 29.4 | 16.7 | 3.0 | 4.3 | 3.8 |
| McDermott International, Inc. | 1,168 | 1,373 | NM | NM | NM | 10.0 | 11.4 | 9.6 | 5.7 | 5.7 | 5.3 |
| Mean | | | 13.4x | 20.3x | 14.0x | 9.1x | 15.6x | 11.7x | 4.8x | 5.1x | 4.9x |
| Median | | | 13.4 | 16.3 | 9.3 | 9.1 | 12.7 | 11.2 | 5.1 | 5.3 | 5.1 |
| Offshore Services | | | - | - | - | - | - | - | - | - | - |
| Oceaneering International, Inc. | \$3,261 | 3,691 | 31.4x | 34.0x | 20.5x | 20.0x | 21.2x | 13.0x | 8.8x | 9.0x | 7.3x |
| Frank's International NV | 3,243 | 2,640 | NM | NM | 53.1 | NM | NM | 26.2 | 21.3 | 18.1 | 12.7 |
| Helix Energy Solutions Group, Inc. | 810 | 1,054 | NM | NM | 53.5 | NM | 28.5 | 12.2 | 9.0 | 6.0 | 4.9 |
| Mean | | | 31.4x | 34.0x | 42.4x | 20.0x | 24.9x | 17.1x | 13.0x | 11.1x | 8.3x |
| Median | | | 31.4 | 34.0 | 53.1 | 20.0 | 24.9 | 13.0 | 9.0 | 9.0 | 7.3 |
| Engineering and Construction | | | - | - | - | - | - | - | - | - | - |
| AECOM | \$4,950 | \$9,151 | 10.1x | 9.4x | 8.5x | 10.6x | 9.3x | 8.9x | 8.7x | 8.0x | 7.2x |
| Fluor Corporation | 7,093 | 7,051 | 14.9 | 14.5 | 13.5 | 8.3 | 8.4 | 8.5 | 6.8 | 6.9 | 6.6 |
| Chicago Bridge & Iron Co. NV | 4,073 | 6,051 | 7.6 | 7.6 | 8.3 | 6.8 | 6.9 | 7.9 | 6.0 | 6.1 | 6.5 |
| Jacobs Engineering Group Inc. | 6,080 | 6,323 | 16.4 | 15.0 | 14.9 | 12.6 | 10.7 | 11.1 | 9.8 | 8.8 | 9.1 |
| KBR, Inc. | 2,068 | 1,287 | 11.2 | 11.7 | 11.4 | 4.7 | 5.1 | 5.3 | 4.3 | 4.6 | 4.5 |
| Mean | | | 12.0x | 11.6x | 11.3x | 8.6x | 8.1x | 8.3x | 7.1x | 6.9x | 6.8x |
| Median | | | 11.2 | 11.7 | 11.4 | 8.3 | 8.4 | 8.5 | 6.8 | 6.9 | 6.6 |
| Technip Consensus | \$6,275 | \$5,800 | 10.4x | 14.8x | 16.1x | 6.1x | 8.5x | 9.6x | 4.5x | 5.7x | 6.3x |

Based on its review of the Selected Publicly Traded Companies—Aggregate and its experience and professional judgment, Evercore then applied (i) a reference range of multiples to the estimated metric for FMCTI for the calendar year ending 2016, the calendar year ending 2017 and the calendar year ending 2018 and (ii) a reference range of multiples to the estimated metric for Technip for the calendar year ending 2016, the calendar year ending 2017 and the calendar year ending 2018, as described below:

| | FMCTI | | Implied FMCTI | | Technip | | Implied Technip | |
|---------------------------------------|---------------------------|-------------|------------------------|-------------|---------------------------|------------------------|------------------------|-------------|
| | Selected Multiples | | Valuation Range | | Selected Multiples | | Valuation Range | |
| | Low | High | Low | High | Low | High | Low | High |
| (dollars in millions) | | | | | | | | |
| EBITDA | | | | | | | | |
| 2016E | 9.0x | -14.0x | \$5,093- | \$ 7,923 | 4.0x | - 7.0x | \$5,200- | \$ 9,100 |
| 2017E | 9.0x | - 14.0x | \$5,884- | \$ 9,153 | 4.5x | - 7.5x | \$5,012- | \$ 8,353 |
| 2018E | 7.0x | -12.0x | \$5,914- | \$10,138 | 4.0x | -7.0x | \$5,127- | \$ 8,972 |
| EBIT | | | | | | | | |
| 2016E | 10.0x | - 18.0x | \$3,226- | \$ 5,807 | 7.0x | - 11.0x | \$6,958- | \$10,934 |
| 2017E | 14.0x | - 22.0x | \$6,223- | \$ 9,779 | 7.5x | - 13.0x | \$6,057- | \$10,499 |
| 2018E | 12.0x | -16.0x | \$7,120- | \$ 9,494 | 8.0x | - 12.0x | \$7,805- | \$11,708 |
| P/E | | | | | | | | |
| 2016E | NM | - NM | NA | - NA | 10.5x | - 15.0x | \$6,171- | \$ 9,019 |
| 2017E | NM | - NM | NA | -NA | 10.0x | - 15.0x | \$4,303- | \$ 6,691 |
| 2018E | 20.0x | -25.0x | \$8,130- | \$10,106 | 9.0x | -14.0x | \$4,787- | \$ 7,710 |
| Selected Reference Value Range | | | \$5,500-\$9,500 | | | \$5,000-\$9,000 | | |

In each case, the estimated metric was based on the FMCTI Management Projections and the FMCTI Management Projections of Technip. Based on its experience and professional judgment, Evercore then selected a TEV reference range of \$5,550 million to \$9,500 million for FMCTI and a TEV range of \$5,000 million to \$9,000 million for Technip. After adjusting for corporate adjustments, these analyses indicated a per share implied equity value reference range for FMCTI of approximately \$22.93 to \$40.32 and Technip of \$45.79 to \$79.00.

Implied Exchange Ratio

Evercore calculated an implied exchange ratio reference range by first dividing the low end of the implied per share equity value reference range for Technip by the high end of the implied per share equity value reference range for FMCTI indicated by the Selected Publicly Traded Companies—Aggregate analyses. Evercore then divided the high end of the implied per share equity value reference range for Technip by the low end of the implied per share equity value reference range for FMCTI indicated by the Selected Publicly Traded Companies—Aggregate analyses. Evercore assumed for purposes of this analysis that the FMCTI Exchange Ratio in the FMCTI Merger is 1.00 TechnipFMC Share for each FMCTI Share. This analysis indicated that the implied Technip Exchange Ratio in the Technip Merger ranged from 1.1357 to 3.4450. The Technip Exchange Ratio for the Technip Merger is 2.00 TechnipFMC Shares for each Technip Share.

Selected Publicly Traded Companies Analyses—Sum of the Parts

In performing the selected publicly traded companies—sum of the parts analyses of FMCTI and Technip (the “Selected Publicly Traded Companies—Sum of the Parts”), Evercore reviewed publicly available financial and market information for both companies and the selected public companies listed in the table below. Evercore, based on its professional judgment and experience, deemed these companies most relevant to consider in relation to FMCTI and Technip, respectively, because they are public companies with operations that, for purposes of these analyses, Evercore considered similar to the operations of one or more of the business lines of FMCTI and Technip. For comparable companies used for the Selected Publicly Traded Companies—Sum of the Parts of FMCTI, Evercore considered public companies that specifically operated primarily in (i) subsea or offshore equipment manufacturing and (ii) the more broad onshore and offshore equipment manufacturing and services sectors and that had adequate research coverage from Wall Street research analysts and a TEV greater than \$500 million. Evercore determined that public companies that operated within these sectors best represented a comparison to FMCTI’s individual business lines and reportable business segments. In determining the best comparable companies to use for its Selected Publicly Traded Companies—Sum of the Parts analyses, Evercore deemed it appropriate to evaluate the comparable companies in the context of FMCTI’s reportable business segments. FMCTI has three reportable segments: Subsea Technologies, Surface Technologies and Energy Infrastructure. Based on its 2015 results, the Subsea Technologies segment generated 71%, Surface Technologies generated 23% and Energy Infrastructure generated 6% of FMCTI’s total revenues, respectively. For its analysis, Evercore deemed it appropriate to group comparable companies for the Surface Technologies and Energy Infrastructure segments together. The comparable companies used in its analysis of the Surface Technologies / Energy Infrastructure segment have fundamentally different business drivers than FMCTI’s Subsea Technologies segment. In particular, onshore-directed capital spending and onshore drilling and completion

activity are the primary business drivers for these comparable companies. Based on its experience with the industry, Evercore determined to focus its review on comparable companies that operated in similar lines of business as FMCTI's Surface Technologies and Energy Infrastructure segments and where demand is primarily driven by onshore-directed capital spending and onshore drilling and completion activity. For the same reason, Evercore determined to exclude offshore services companies from the Selected Publicly Traded Companies—Sum of the Parts of FMCTI because Evercore determined that it was more accurate to analyze the data comparable to FMCTI's reportable business segments, as described above in this paragraph. Offshore service companies have historically traded at lower valuation multiples than subsea or offshore equipment manufacturing companies even though they have similar demand drivers. Based on its experience with this industry, Evercore exercised its professional judgment to exclude offshore services companies from the Selected Publicly Traded Companies—Sum of the Parts of FMCTI. For comparable companies used for the Selected Publicly Traded Companies—Sum of the Parts of Technip, Evercore considered public companies that specifically operated primarily in the (i) subsea or offshore equipment manufacturing, (ii) subsea umbilicals,

risers and flowlines (“SURF”) services and (iii) engineering and construction (“E&C”), primarily focused on energy end-markets and LNG, sectors and that had adequate research coverage from Wall Street research analysts and a TEV greater than \$500 million. Evercore determined that public companies that operated within these sectors best represented a comparison to Technip’s individual business lines and reportable business segments.

Evercore reviewed, among other things, the TEV of each of the Selected Publicly Traded Companies—Sum of the Parts as a multiple of estimated EBITDA for calendar years 2016 through 2018. Evercore also reviewed TEV as a multiple of EBIT as well as P/E. TEVs were calculated for purposes of these analyses as equity value (based on the per share closing price of each Selected Publicly Traded Company – Sum of the Parts on May 17, 2016), multiplied by the fully diluted number of the respective company’s outstanding equity securities on that date, plus debt, plus minority interest, plus, in the case of Technip Engineering and Construction peers, net contract liabilities, less cash and cash equivalents (as set forth in the most recent publicly available balance sheet of such company). The financial data of the Selected Publicly Traded Companies—Aggregate used by Evercore for this analysis were based on FactSet and I/B/E/S consensus estimates. Evercore also considered for purposes of its analysis (i) in the case of FMCTI, FactSet and I/B/E/S consensus estimates and the FMCTI Management Projections and (ii) in the case of Technip, FactSet and I/B/E/S consensus estimates and the FMCTI Management Projections of Technip. The multiples for each of the Selected Publicly Traded Companies—Sum of the Parts and comparison metrics for each of FMCTI and Technip are set forth in the tables below.

FMCTI

| Company | Equity Value | Enterprise Value | Price / EPS | | | EV / EBIT | | | EV / EBITDA | | |
|--|--------------|------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|-------------|
| | | | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E |
| (dollars in millions) | | | | | | | | | | | |
| SUBSEA | | | - | - | - | - | - | - | - | - | - |
| National Oilwell Varco, Inc. | \$12,440 | \$14,138 | NM | NM | 31.8x | NM | NM | 20.5x | 57.0x | 21.2x | 10.1x |
| Dril-Quip, Inc. | 2,266 | 1,843 | 23.1x | 40.7x | 24.4 | 14.3x | 27.0x | 14.8 | 11.5 | 18.7 | 12.4 |
| Forum Energy Technologies, Inc. | 1,592 | 1,857 | NM | NM | 36.2 | NM | NM | 21.2 | NM | 47.0 | 12.6 |
| Aker Solutions ASA | 983 | 1,075 | 18.1 | 26.6 | 23.2 | 9.4 | 13.9 | 11.7 | 4.9 | 6.0 | 5.5 |
| Hunting PLC | 616 | 774 | NM | 67.4 | 24.8 | NM | 59.4 | 19.9 | NM | 11.7 | 8.4 |
| Mean | | | 20.6x | 44.9x | 28.1x | 11.8x | 33.4x | 17.6x | 24.5x | 20.9x | 9.8x |
| Median | | | 20.6 | 40.7 | 24.8 | 11.8 | 27.0 | 19.9 | 11.5 | 18.7 | 10.1 |
| SURFACE / ENERGY INFRASTRUCTURE | | | - | - | - | - | - | - | - | - | - |
| Weatherford International plc | \$4,480 | \$15,398 | NM | NM | 41.9x | NM | NM | 22.7x | 45.1x | 16.8x | 9.9x |
| National Oilwell Varco, Inc. | 12,440 | 14,138 | NM | NM | 31.8 | NM | NM | 20.5 | 57.0 | 21.2 | 10.1 |
| Tenaris S.A. | 15,872 | 14,461 | NM | 32.5x | 23.5 | NM | 21.7x | 16.2 | 18.3 | 11.1 | 9.3 |
| Weir Group PLC | 3,732 | 4,547 | 19.8x | 17.5 | 14.7 | 15.2x | 14.3 | 12.1 | 12.0 | 10.6 | 9.3 |
| Forum Energy Technologies, Inc. | 1,592 | 1,857 | NM | NM | 36.2 | NM | NM | 21.2 | NM | 47.0 | 12.6 |

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| | | | | | | | | | | | |
|--------------------------------|-------|-------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Oil States International, Inc. | 1,633 | 1,632 | NM | NM | NM | NM | NM | 43.9 | 36.6 | 22.8 | 10.3 |
| Mean | | | 19.8x | 25.0x | 29.6x | 15.2x | 18.0x | 22.8x | 33.8x | 21.6x | 10.3x |
| Median | | | 19.8 | 25.0 | 31.8 | 15.2 | 18.0 | 20.9 | 36.6 | 19.0 | 10.0 |

Technip

| Company | Equity Value | Enterprise Value | Price / EPS | | | EV / EBIT | | | EV / EBITDA | | |
|---------------------------------|-----------------------|------------------|-------------|-------|-------|-----------|-------|-------|-------------|-------|-------|
| | | | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E |
| | (dollars in millions) | | | | | | | | | | |
| SUBSEA | | | - | - | - | - | - | - | - | - | - |
| <u>Subsea Equipment</u> | | | - | - | - | - | - | - | - | - | - |
| National Oilwell Varco, Inc. | \$12,440 | \$14,138 | NM | NM | 31.8x | NM | NM | 20.5x | 57.0x | 21.2x | 10.1x |
| FMCTI | 6,741 | 6,967 | 27.3x | 27.9x | 19.7 | 18.0x | 18.6x | 14.1 | 11.2 | 11.4 | 9.5 |
| Dril-Quip, Inc. | 2,266 | 1,843 | 23.1 | 40.7 | 24.4 | 14.3 | 27.0 | 14.8 | 11.5 | 18.7 | 12.4 |
| Forum Energy Technologies, Inc. | 1,592 | 1,857 | NM | NM | 36.2 | NM | NM | 21.2 | NM | 47.0 | 12.6 |
| Aker Solutions ASA | 983 | 1,075 | 18.1 | 26.6 | 23.2 | 9.4 | 13.9 | 11.7 | 4.9 | 6.0 | 5.5 |

| Company | Equity Value | Enterprise Value | Price / EPS | | | EV / EBIT | | | EV / EBITDA | | |
|---|-----------------------|------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | | | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E | 2016E | 2017E | 2018E |
| | (dollars in millions) | | | | | | | | | | |
| Mean | | | 22.8x | 31.7x | 27.1x | 13.9x | 19.8x | 16.5x | 21.2x | 20.9x | 10.0x |
| Median | | | 23.1 | 27.9 | 24.4 | 14.3 | 18.6 | 14.8 | 11.3 | 18.7 | 10.1 |
| <u>Installers</u> | | | - | - | - | - | - | - | - | - | - |
| Saipem S.p.A. | \$4,285 | \$6,693 | 14.4x | 16.3x | 9.3x | 11.0x | 13.9x | 12.7x | 4.6x | 5.1x | 4.9x |
| Petrofac Limited | 4,100 | 4,788 | NM | 9.7 | 8.9 | 8.2 | 7.6 | 7.7 | 6.0 | 5.4 | 5.4 |
| Subsea 7 S.A. | 2,824 | 2,163 | 12.5 | 35.0 | 23.7 | 7.1 | 29.4 | 16.7 | 3.0 | 4.3 | 3.8 |
| McDermott International, Inc. | 1,168 | 1,373 | NM | NM | NM | 10.0 | 11.4 | 9.6 | 5.7 | 5.7 | 5.3 |
| Mean | | | 13.4x | 20.3x | 14.0x | 9.1x | 15.6x | 11.7x | 4.8x | 5.1x | 4.9x |
| Median | | | 13.4 | 16.3 | 9.3 | 9.1 | 12.7 | 11.2 | 5.1 | 5.3 | 5.1 |
| <u>Offshore Services</u> | | | - | - | - | - | - | - | - | - | - |
| Oceaneering International, Inc. | \$3,261 | \$3,691 | 31.4x | 34.0x | 20.5x | 20.0x | 21.2x | 13.0x | 8.8x | 9.0x | 7.3x |
| Frank's International NV | 3,243 | 2,640 | NM | NM | 53.1 | NM | NM | 26.2 | 21.3 | 18.1 | 12.7 |
| Helix Energy Solutions Group, Inc. | 810 | 1,054 | NM | NM | 53.5 | NM | 28.5 | 12.2 | 9.0 | 6.0 | 4.9 |
| Mean | | | 31.4x | 34.0x | 42.4x | 20.0x | 24.9x | 17.1x | 13.0x | 11.1x | 8.3x |
| Median | | | 31.4 | 34.0 | 53.1 | 20.0 | 24.9 | 13.0 | 9.0 | 9.0 | 7.3 |
| <u>ONSHORE / OFFSHORE Engineering and Construction</u> | | | - | - | - | - | - | - | - | - | - |
| AECOM | \$4,950 | \$9,151 | 10.1x | 9.4x | 8.5x | 10.6x | 9.3x | 8.9x | 8.7x | 8.0x | 7.2x |
| Fluor Corporation | 7,093 | 7,051 | 14.9 | 14.5 | 13.5 | 8.3 | 8.4 | 8.5 | 6.8 | 6.9 | 6.6 |
| Chicago Bridge & Iron Co. NV | 4,073 | 6,051 | 7.6 | 7.6 | 8.3 | 6.8 | 6.9 | 7.9 | 6.0 | 6.1 | 6.5 |
| Jacobs Engineering Group Inc. | 6,080 | 6,323 | 16.4 | 15.0 | 14.9 | 12.6 | 10.7 | 11.1 | 9.8 | 8.8 | 9.1 |
| KBR, Inc. | 2,068 | 1,287 | 11.2 | 11.7 | 11.4 | 4.7 | 5.1 | 5.3 | 4.3 | 4.6 | 4.5 |
| Mean | | | 12.0x | 11.6x | 11.3x | 8.6x | 8.1x | 8.3x | 7.1x | 6.9x | 6.8x |
| Median | | | 11.2 | 11.7 | 11.4 | 8.3 | 8.4 | 8.5 | 6.8 | 6.9 | 6.6 |

Based on its review of the Selected Publicly Traded Companies—Sum of the Parts and its experience and professional judgment, Evercore then applied (i) a reference range of multiples to the estimated metric for FMCTI for the calendar year ending 2016, the calendar year ending 2017 and the calendar year ending 2018 and (ii) a reference range of multiples to the estimated metric for Technip for the calendar year ending 2016, the calendar year ending 2017 and the calendar year ending 2018, as set forth below:

| | FMCTI Selected Multiples | | Implied FMCTI Valuation Range | | Subsea | Technip Selected Multiples | | Implied Technip Valuation Range | |
|--|---------------------------------|-------------|--------------------------------------|-------------|---------------------------|-----------------------------------|-------------|--|-------------|
| | Low | High | Low | High | | Low | High | Low | High |
| (dollars in millions) | | | | | | | | | |
| Subsea | | | | | | | | | |
| EBITDA | | | | | EBITDA | | | | |
| 2016E | 12.0x | 18.0x | \$5,510- | \$ 8,265 | 2016E | 3.5x | 8.0x | \$3,416- | \$7,808 |
| 2017E | 9.0x | 19.0x | \$3,854- | \$ 8,137 | 2017E | 4.5x | 8.0x | \$3,198- | \$5,685 |
| 2018E | 7.0x | 12.5x | \$3,762- | \$ 6,717 | 2018E | 4.0x | 7.0x | \$3,531- | \$6,178 |
| EBIT | | | | | EBIT | | | | |
| 2016E | NM | NM | NA | NA | 2016E | 7.5x | 11.0x | \$5,364- | \$7,867 |
| 2017E | NM | NM | NA | NA | 2017E | 8.0x | 14.0x | \$3,599- | \$6,299 |
| 2018E | 13.0x | 18.0x | \$4,930- | \$ 6,826 | 2018E | 8.0x | 13.0x | \$4,975- | \$8,085 |
| Selected Valuation Range | | | \$3,800- \$7,000 | | | | | \$3,500- \$6,500 | |
| Surface / Energy Infrastructure | | | | | Onshore / Offshore | | | | |
| EBITDA | | | | | EBITDA | | | | |
| 2016E | 12.0x | 18.0x | \$1,281- | \$ 1,921 | 2016E | 6.0x | 9.0x | \$1,945- | \$2,917 |

| | | | | | | |
|------------------------|-----------------|-----------------|-------------|-------|-----------------|----------------|
| 2017E11.0x17.0x | \$2,480- | \$ 3,833 | 2017E6.0x- | 8.0x | \$2,418- | \$3,224 |
| 2018E9.5x 11.5x | \$2,921- | \$ 3,536 | 2018E6.0x- | 8.0x | \$2,395- | \$3,193 |
| EBIT | | | EBIT | | | |
| 2016ENM NM NA - NA | | | 2016E6.5x- | 10.0x | \$1,812- | \$2,788 |
| 2017ENM NM NA - NA | | | 2017E6.5x- | 9.0x | \$2,325- | \$3,219 |
| 2018E12.5x20.0x | \$4,930- | \$ 4,282 | 2018E7.0x- | 9.0x | \$2,476- | \$3,184 |
| Selected | | | | | | |
| Valuation Range | \$2,600- | \$3,500 | | | \$2,00 - | \$3,000 |
| Summary | | | | | | |
| Valuation Range | \$6,400- | \$10,500 | | | \$5,500- | \$9,500 |

In each case, the estimated metric was based on the FMCTI Management Projections and FMCTI Management Projections of Technip. Based on its experience and professional judgment, Evercore then selected (i) a TEV reference range of \$3,800 million to \$7,000 million for FMCTI's Subsea Technologies segment and \$2,600 million to \$3,500 million for FMCTI's Surface Technologies and Energy Infrastructure segments and (ii) a TEV range of \$3,500 million to \$6,500 million for Technip's Subsea segment and \$2,000 million to \$3,000 million for Technip's Onshore/Offshore segment. After adjusting for corporate adjustments, these analyses indicated a per share implied equity value reference range for FMCTI of approximately \$26.84 to \$44.67 and for Technip of \$49.98 to \$83.13.

Implied Exchange Ratio

Evercore calculated an implied exchange ratio reference range by first dividing the low end of the implied per share equity value reference range for Technip by the high end of the implied per share equity value reference range for FMCTI indicated by the Selected Publicly Traded Companies—Sum of the Part analyses. Evercore then divided the high end of the implied per share equity value reference range for Technip by the low end of the implied per share equity value reference range for FMCTI indicated by the Selected Publicly Traded Companies—Sum of the Parts analyses. Evercore assumed for purposes of this analysis that the FMCTI Exchange Ratio in the FMCTI Merger is 1.00 TechnipFMC Share for each FMCTI Share. This analysis indicated that the implied Technip Exchange Ratio in the Technip Merger ranged from 1.1188 to 3.0967. The Technip Exchange Ratio for the Technip Merger is 2.00 TechnipFMC Shares for each Technip Share.

Other Factors

Evercore also reviewed and considered other factors, which were not considered part of its financial analyses in connection with rendering its advice, but were referenced for informational purposes, including, among other things, research analyst price targets, the last 12-month trading range and a contribution analysis. Evercore noted to the FMCTI board of directors that none of the foregoing constituted a valuation methodology. Evercore presented these factors to the FMCTI board of directors for informational purposes only.

Research Analyst Price Targets

Evercore reviewed publicly available share price targets of research analysts' estimates known to Evercore as of May 17, 2016 (using only research analyst price targets that have been refreshed since April 1, 2016) as summarized in the table below.

FMCTI Technip ¹

| Number of Research Analyst Price Targets Refreshed since April 1, 2016 | K3 | J3 |
|--|---------|---------|
| High Target Price Per Share | \$45.00 | \$76.94 |
| Low Target Price Per Share | \$21.00 | \$40.79 |
| Median Target Price Per Share | \$32.00 | \$59.67 |
| Mean Target Price Per Share | \$32.39 | \$58.21 |

¹ Each target price per Technip Share is shown after conversion to U.S. dollars using a U.S. dollar to Euro exchange rate of 1.1336, as of May 17, 2016.

Evercore calculated an implied exchange ratio reference range by first dividing the low end of the share price target range for Technip by the high end of the share price target range for FMCTI. Evercore then divided the

high end of the share price target range for Technip by the low end of the share price target range for FMCTI. Evercore assumed for purposes of this review that the FMCTI Exchange Ratio in the FMCTI Merger is 1.00 TechnipFMC Share for each FMCTI Share. This indicated that the implied Technip Exchange Ratio in the Technip Merger ranged from 0.9065 to 3.6639. The Technip Exchange Ratio for the Technip Merger is 2.00 TechnipFMC Shares for each Technip Share.

Last 12 Month Trading Range

Evercore reviewed historical trading prices of FMCTI Shares and Technip Shares during the 12-month period ended May 17, 2016, noting that the low and high closing prices during such period ranged from \$22.77 to \$43.25 for FMCTI and \$39.72 to \$70.72 for Technip. Evercore calculated an implied exchange ratio reference range by dividing the low end of the historical trading price range for Technip by the high end of the historical trading price range for FMCTI and by dividing the high end of the historical trading price range for Technip by the low end of the historical trading price range for FMCTI. Evercore assumed for purposes of this review that the FMCTI Exchange Ratio in the FMCTI Merger is 1.00 TechnipFMC Share for each FMCTI Share. This indicated that the implied Technip Exchange Ratio in the Technip Merger ranged from 0.9102 to 3.1058. The Technip Exchange Ratio for the Technip Merger is 2.00 TechnipFMC Shares for each Technip Share.

Contribution Analysis

Evercore analyzed the respective contributions of FMCTI and Technip to the combined company using specific historical and estimated future financial metrics, including the relative contribution of revenue, EBITDA, EBIT, net income, free cash flow, book value of equity and net property plant and equipment of the combined company, based on the FMCTI Management Projections and the FMCTI Management Projections of Technip. Evercore then analyzed such contributions on a levered basis (by taking into consideration each company's corporate adjustments from its unlevered contribution to EV, where applicable), as of the end of calendar years 2015 (on a pro forma basis), 2016E, 2017E and 2018E. This analysis indicated the relative contributions of FMCTI and Technip and the implied exchange ratios of Technip Shares for each FMCTI Share for calendar years 2015 (pro forma), 2016, 2017 and 2018, respectively.

| | <u>2015A – 2018 E</u> | | <u>Implied Exchange Ratio Range</u> | |
|------------|-------------------------------------|-------------|-------------------------------------|-------------|
| | <u>Implied Exchange Ratio Range</u> | | <u>Ratio Range</u> | |
| | <u>Low</u> | <u>High</u> | <u>Low</u> | <u>High</u> |
| Revenue | 4.1489x | -5.4732x | 2015A 0.2500x | -4.6798x |
| EBITDA | 3.2635x | -L.9417x | 2016E 4.9417x | -6.6277x |
| EBIT | 3.5371x | -6.6277x | 2017E 3.2519x | -4.9238x |
| Net Income | 0.2500x | -5.0018x | 2018E 2.9585x | -5.0009x |

| | |
|----------------------|-----------------|
| Free Cash Flow | 3.8011x-5.0009x |
| Book Value of Equity | 3.8755x-3.8755x |
| Net PP&E | 4.6825x-4.6825x |

The seven different financial metrics Evercore analyzed over the respective calendar years implied an exchange ratio range of 0.25 to 6.63. Furthermore, Evercore predominantly focused on the exchange ratios implied for EBITDA and EBIT, since Evercore considered EBITDA to be the most relevant for this analysis, followed by EBIT. Because of the difficult energy market operating environment at the time, Evercore also focused its evaluation predominantly on 2017E and 2018E in particular. Evercore assumed for purposes of this review that the FMCTI Exchange Ratio in the FMCTI Merger is 1.00 TechnipFMC Share for each FMCTI Share. Based on its experience and professional judgment, Evercore then selected a reference Technip Exchange Ratio in the Technip Merger range of 3.00 to 4.00. The Technip Exchange Ratio for the Technip Merger is 2.00 TechnipFMC Shares for each Technip Share.

Miscellaneous

In arriving at its opinion, Evercore did not draw, in isolation, conclusions from or with regard to any factor or analysis considered by it. Rather, Evercore made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of the analyses. The order of the analyses and reviews described in the summary above and the results thereof do not represent the relative importance or weight given to these analyses and reviews by Evercore. Considering selected portions of the analyses and reviews in the summary set forth above, without considering the analyses and reviews as a whole, could create an incomplete or misleading view of the analyses and reviews underlying Evercore's opinion. Evercore may have considered various assumptions more or less probable than other assumptions, so the range of valuations and implied exchange ratios resulting from any particular analysis should therefore not be taken to represent Evercore's view of the value of FMCTI or Technip.

For purposes of its analyses and reviews, Evercore considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of FMCTI, Technip and their advisors. No company or business used in Evercore's analyses and reviews as a comparison is identical to FMCTI or Technip, and an evaluation of the results of those analyses and reviews is not entirely mathematical. Rather, the analyses and reviews involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, businesses or transactions used in Evercore's analyses and reviews. The estimates contained in Evercore's analyses and reviews and the ranges of valuations resulting from any particular analysis or review are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by Evercore's analyses and reviews. In addition, analyses and reviews relating to the value of companies, businesses or securities do not purport to be appraisals or to reflect the prices at which companies, businesses or securities actually may be sold. Accordingly, the estimates used in, and the results derived from, Evercore's analyses and reviews are inherently subject to substantial uncertainty, and Evercore assumes no responsibility if future results or values are materially different from those contained in such estimates.

Pursuant to the terms of Evercore's engagement, Evercore provided FMCTI with financial advisory services to the FMCTI board of directors in connection with the transactions contemplated by the Business Combination Agreement, including the delivery of its opinion as to the fairness, from a financial point of view, of the FMCTI Exchange Ratio (after giving effect to the Technip Merger) to the holders of FMCTI Shares (other than the FMCTI Excluded Shares). Under the terms of Evercore's engagement letter with FMCTI dated February 11, 2016, FMCTI has agreed to pay Evercore certain fees for its services in connection with its engagement, including an opinion fee and a success fee. Evercore is entitled to receive an opinion fee of \$6.5 million (regardless of the conclusion reached in that opinion), which Evercore earned upon delivery of its opinion to the FMCTI board of directors. In addition, Evercore is entitled to receive a success fee of an additional \$26.0 million (*i.e.*, a total of \$32.5 million), which Evercore will earn upon the consummation of the transactions contemplated by the Business Combination Agreement. In the event that FMCTI receives a termination fee from Technip in connection with the termination of the Business Combination Agreement, Evercore is entitled to receive 10% thereof net of FMCTI's expenses in connection with the transactions contemplated by the Business Combination Agreement (including the recovery of the termination fee). However, Evercore's payment related to a termination fee cannot exceed \$13 million.

In addition, FMCTI has agreed to reimburse Evercore for its reasonable out-of-pocket expenses (including legal fees, expenses and disbursements) incurred in connection with its engagement and to indemnify Evercore and any of its members, partners, officers, directors, advisors, representatives, employees, agents, affiliates or controlling persons, if any, against certain liabilities and expenses arising out of Evercore's engagement, any services performed by Evercore

in connection therewith or any transaction contemplated thereby.

Prior to the date of its opinion, in October 2015, Evercore was also engaged by FMCTI to provide periodic strategic shareholder relationship advisory services for a customary annual retainer, a portion of which would be creditable against a financial advisory transaction fee payable by FMCTI. Under the terms of Evercore's engagement letter relating to the transactions contemplated by the Business Combination Agreement, any fees paid by Evercore under this annual retainer relationship prior to the consummation of the Mergers will be fully credited against the \$32.5 million success fee. Evercore and its affiliates in the future may provide financial

advisory and other services to FMCTI, Technip, TechnipFMC and their respective affiliates, for which Evercore may receive compensation, including the reimbursement of expenses.

During the two-year period prior to the date hereof, in addition to its engagement in connection with the transactions contemplated by the Business Combination Agreement and its engagement to provide periodic strategic shareholder relationship advisory services, no material relationship existed between Evercore and its affiliates, on the one hand, and FMCTI, Technip or any of their respective affiliates, on the other hand, pursuant to which compensation was received by Evercore or its affiliates as a result of such a relationship.

In the ordinary course of business, Evercore or its affiliates may actively trade the securities, or related derivative securities, or financial instruments of FMCTI, TechnipFMC, Technip and their respective affiliates, for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities or instruments.

The issuance of Evercore's opinion was approved by an opinion committee of Evercore.

The FMCTI board of directors engaged Evercore to act as a financial advisor to FMCTI based on its qualifications, experience and reputation, as well as its familiarity with the business of FMCTI. Evercore is an internationally recognized investment banking firm and is regularly engaged in the valuation of businesses in connection with mergers and acquisitions, leveraged buyouts, competitive biddings, private placements and valuations for corporate and other purposes.

2.6. Consequences of the Mergers

2.6.1. Consequences for TechnipFMC and its shareholders

a) Estimated Impact of the Technip Merger on the Net Equity

The table below sets forth the estimated impact of the Mergers on the net equity of TechnipFMC on the basis of the Technip and FMCTI individual accounts as of June 30, 2016:

| (In millions of U.S. dollars, unless indicated) | Number of shares | Share Capital | Merger Premium |
|---|------------------|---------------|----------------|
| Situation before the Mergers | 50,001 | 0.1 | - |
| | 467,800,208 | 467.8 | 9,618.4 |

| | | | |
|---|-------------|-------|---------|
| Impact in terms of the total number of shares created on the basis of the Technip and FMCTI individual accounts as of June 30, 2016 | | | |
| Situation after the Mergers on the basis of the Technip and FMCTI individual accounts as of June 30, 2016 | 467,850,209 | 467.9 | 9,618.4 |

It is specified that the information provided in the table above is estimated as of June 30, 2016 on the basis of (i) the number of Technip Shares issued and outstanding excluding treasury shares, which will be exchanged for TechnipFMC Shares and (ii) the number of Shares of FMCTI common stock issued and outstanding excluding treasury shares, including FMCTI unvested restricted stock, which will be exchanged for TechnipFMC Shares. The impact of the Mergers on the individual net equity of TechnipFMC will only be known definitively after the completion of the Mergers and after having applied the adjustments made in accordance with the accounting standards applicable to TechnipFMC.

b) Simplified Organization Chart Following Completion of the Mergers

As at the Effective Times of the Mergers, it is expected that the structure chart of the group be as follows:

*Immediately following the consummation of the Mergers, it is expected that former Technip stockholders will own approximately 50.9% of TechnipFMC and former FMCTI stockholders will own approximately 49.1% of TechnipFMC, on a fully diluted basis, based on the respective capitalizations of FMCTI and Technip as of the date the parties entered into the MOU. FMCTI will be held by TechnipFMC through one or more wholly owned holding companies.

TechnipFMC Limited will be re-registered as a public limited company by the Effective Times of the Mergers at the latest, and renamed TechnipFMC plc.

c) Contemplated Changes to the Board of Directors and Senior Management

As of the date of this Information Document, the board of directors of TechnipFMC is comprised of a sole director, Tore Halvorsen.

As at the Effective Times of the Mergers, it is contemplated that the board of directors and Senior Managers of TechnipFMC be composed as follows:

Board of Directors

Subject to the completion of the Mergers, the following persons would become members of the board of directors of TechnipFMC in replacement of the current member:

Thierry Pilenko
Executive Chairman

-

Douglas J. Pferdehirt
Chief Executive Officer

As of the date of this Information Document, neither Technip nor FMCTI has designated the other persons who will serve as directors of TechnipFMC.

Committees of the TechnipFMC Board of Directors

As at the Effective Times of the Mergers, the TechnipFMC board of directors is expected to form an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation Committee and a Strategy Committee.

Management of TechnipFMC

Subject to the completion of the Mergers, Thierry Pilenko will serve as Executive Chairman of TechnipFMC and Douglas J. Pferdehirt will serve as Chief Executive Officer of TechnipFMC.

Subject to the completion of the Mergers, the following executives will serve as officers of TechnipFMC:

Richard Alabaster
- President Surface Technologies

Brad Beitler
- Executive Vice President Technology and R&D

Barry Glickman
- President Subsea Services

Hallvard Hasselknippe
- President Subsea Projects

Maryann Mannen
- Executive Vice President and Chief Financial Officer

Thierry Parmentier
- Executive Vice President Human Resources

Dianne Ralston
- Executive Vice President and Chief Legal Officer

Mark Scott
- Executive Vice President Quality, HSE/Security and Communications

Nello Uccelletti
- President Onshore/Offshore

Julian Waldron
- Executive Vice President and Chief Operating Officer

For further details on the current and future composition of the board of directors and senior management of TechnipFMC, as well as on the remuneration of their members, see the section entitled “*Board of Directors and Management of TechnipFMC Following Completion of the Mergers*”.

d) Change in the Market Capitalization

As of the date of this Information Document, TechnipFMC Shares are not admitted to trading on a regulated market, but admission of all the shares to comprise the share capital of TechnipFMC immediately following the completion of the Mergers on Euronext Paris and the NYSE will be requested.

The market price of Technip Share was 46.38 euros at close of trading on May 18, 2016, the last market price before the announcement of the Mergers (the “Technip Closing Price”). On the basis of an aggregate number of 119,025,284 Technip Shares as of April 30, 2016, the stock market capitalization of Technip therefore amounted to approximately 5.52 billion euros as of May 18, 2016.

The market price of FMCTI Share was 28.65 U.S. dollars at close of trading on May 18, 2016, the last market price before the announcement of the Mergers (the “FMCTI Closing Price”). On the basis of an aggregate number of 226,376,338 FMCTI Shares as of April 30, 2016, the stock market capitalization of FMCTI therefore amounted to approximately \$6.49 billion as of May 18, 2016.

In accordance with regulatory provisions and subject to the provisions of the section entitled “*The number of TechnipFMC Shares that Technip stockholders and FMCTI stockholders will receive respectively in the Technip Merger and the FMCTI Merger will be based on a fixed exchange ratio that will not be adjusted to reflect changes in the market value of Technip Shares or FMCTI Shares. The value of the TechnipFMC Shares that Technip and FMCTI stockholders receive upon completion of the Mergers could vary based on changes in the*”

market value of Technip Shares and FMCTI Shares” of this Information Document, it is specified that, on the basis of (i) the Technip Closing Price and the FMCTI Closing Price and (ii) an estimated total number of 467,850,209 TechnipFMC shares (excluding treasury shares) as of the Effective Times of the Mergers, the stock market capitalization of TechnipFMC would amount to approximately 15 billion euros as a result of the Mergers.

e) Allocation of Share Capital as a Result of the Mergers

As the date of this Information Document, 100% of the share capital of TechnipFMC is indirectly held by FMCTI.

As of September 30, 2016, to Technip’s knowledge, the breakdown of ownership of Technip’s share capital and voting rights is as follows:

| | % of Share Capital | % of Voting Rights |
|--|---------------------------|---------------------------|
| Bpifrance Participations | 6.16% | 10.24% |
| Franklin Resources Inc. ⁽¹⁾ | 4.22% | 3.93% |
| Blackrock Inc. | 3.94% | 3.67% |
| Oppenheimer Funds Inc. ⁽²⁾ | 5.04% | 4.69% |
| J.P. Morgan Chase and Company | 4.93% | 4.59% |
| Deutsche Bank AG | 3.46% | 3.22% |
| State Street Corporation | 2.94% | 2.74% |
| The Vanguard Group,Inc. | 2.34% | 2.18% |
| IFP Énergies nouvelles | 2.31% | 4.31% |
| Group Employees | 2.75% | 3.51% |
| Treasury Shares | 2.54% | 0.00% |
| Other ⁵ | 59.37% | 56.92% |
| Total | 100.00% | 100.00% |

⁽¹⁾ On October 10, 2016, Franklin Resources Inc., acting on behalf of its clients and funds under management informed Technip that, as of October 12, 2016, it holds 3.99% of Technip share capital and 3.62% of Technip voting rights.

⁽²⁾ On October 12, 2016, Oppenheimer Funds Inc., acting on behalf of its clients and funds under management informed the AMF that, as of October 6, 2016, it holds 5.04% of Technip share capital and 4.58% of Technip voting rights.

At the Technip Merger Effective Time, none of the TechnipFMC stockholders will benefit from double voting rights following completion of the Mergers, even if (i) they were entitled to double voting rights as Technip stockholders and (ii) they hold their shares for at least two years or any other period of time, as the TechnipFMC Articles do not

contain any provision establishing or grandfathering double voting rights.

As of June 30, 2016, to FMCTI's knowledge, the breakdown of ownership of FMCTI's outstanding shares and voting rights is as follows:

| | % of Outstanding Shares and Voting Rights |
|--|--|
| The Vanguard Group, Inc. | 9.45% |
| First Eagle Investment Management, LLC | 6.97% |

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| | % of Outstanding Shares and Voting Rights |
|--------------------------|--|
| State Street Corporation | 5.73% |
| BlackRock, Inc. | 4.65% |
| Other | 73.20% |
| Total | 100.00% |

At the Technip Merger Effective Time, each Technip Share, other than (i) Technip Shares held in treasury by Technip or (ii) otherwise owned by Technip or its direct or indirect wholly owned subsidiaries, will be exchanged for 2.00 TechnipFMC Shares.

In addition, at the FMCTI Merger Effective Time each FMCTI Share, other than FMCTI Shares held in the treasury of FMCTI or owned by TechnipFMC, TechnipFMC US Merger Sub, LLC or any direct or indirect wholly owned subsidiaries of FMCTI, but not including any FMCTI Shares that are held in a grantor trust for the benefit of FMCTI service providers, will be exchanged for 1.00 TechnipFMC Share.

f) Impact on the Net Profit per Share Calculation

| | Technip | FMCTI | TechnipFMC (post Mergers) |
|---|----------------|--------------|--|
| Number of shares | 118,683,916 | 230,482,377 | 467,850,209 |
| December 31, 2015 - Net profit (in millions of U.S. dollars) | \$50.1 | \$385.9 | \$153.9 |
| December 31, 2015 - Net profit per share (in U.S. dollars) | \$0.44 | \$1.67 | \$0.33 |
| Six-month period ended June 30, 2016 - Net profit (in millions of U.S. dollars) | \$265.2 | \$17.1 | \$241.8 |
| Six-month period ended June 30, 2016 - Net profit per share (in U.S. dollars) | \$2.23 | \$0.08 | \$0.52 |

The number of shares of Technip, FMCTI and TechnipFMC has been determined on the basis number of shares that are expected to be exchanged to consummate the Mergers assuming the Mergers were completed on June 30, 2016 (see the section entitled “*Unaudited Pro Forma Financial Information*” of this Information Document).

The 2015 net profit of Technip and the Six-month period ended June 30, 2016 net profit of Technip as well as the corresponding net profit per share have been determined on the basis of the historical group net profit of Technip as of December 31, 2015 and June 30, 2016 translated from Euro to U.S. dollars (see the section entitled “*Unaudited Pro Forma Financial Information*” of this Information Document).

The 2015 net profit of FMCTI and the Six-month period ended June 30, 2016 net profit of FMCTI as well as the corresponding net profit per share have been determined on the basis of the historical adjusted group net profit of FMCTI as of December 31, 2015 and June 30, 2016 on an IFRS basis (see the section entitled “*Unaudited Pro Forma Financial Information*” of this Information Document).

The 2015 net profit of TechnipFMC and the Six-month period ended June 30, 2016 net profit of TechnipFMC (post Mergers) as well as the corresponding net profit per share have been determined on the basis of the pro forma group net profit as of December 31, 2015 and June 30, 2016 (see the section entitled “*Unaudited Pro Forma Financial Information*” of this Information Document).

g)

Business Objectives

TechnipFMC will combine Technip’s innovative systems and solutions, state of the art assets, engineering strengths and project management capabilities with FMCTI’s leading technology, manufacturing and service capabilities. Together, TechnipFMC will engage with customers earlier in the development process to design, deliver and install more comprehensive solutions, redefining the production and transformation of hydrocarbons.

The combined company allows for a simplified, go-to-market strategy that spans from individual products or services to fully integrated solutions. With a single interface to ensure seamless execution, the combined company will significantly reduce the cost of development for customers for both new and existing fields.

The combined company will leverage both FMCTI's and Technip's competencies to accelerate technology innovation, integrate and improve project execution and reduce costs for customers. It will expand on competencies in digital life-of-field and data management services to reduce maintenance and enhance production.

The combined company expects its global reach, flexibility, advanced engineering capabilities, and distinctive technologies and competencies will position it as a global industry leader. Bringing together the two companies' common cultures, talented employees and customer portfolios is also expected to drive profitable growth and value creation.

h) Short- and Medium-Term Outlook Concerning the Business and any Potential Restructuring, Earnings and Dividend Policy

TechnipFMC expects to achieve pretax cost synergies of approximately \$200 million in 2018, and of at least \$400 million in 2019 and thereafter. These cost synergies are in addition to the cost saving to be delivered through the plans that the two companies have separately announced previously. The cost synergies are primarily related to supply chain efficiencies, real estate, infrastructure optimization and other corporate and organizational efficiencies. In addition, revenue synergies are expected to be achieved from the integrated subsea project execution model.

The combined company had a consolidated backlog of \$20 billion as of March 31, 2016, providing revenue visibility over the mid-term. This backlog will drive well-diversified cash flow, providing financial strength and flexibility for continued investment in strategic initiatives as well as research and development. All of these elements make both Technip and FMCTI confident in the combined company's ability to fund both an annual cash dividend and a share repurchase program.

TechnipFMC intends to adopt a dividend policy in the future. Any future TechnipFMC dividends will remain subject to approval by the TechnipFMC board of directors and available distributable reserves of TechnipFMC.

Following the effective date of the Mergers, it is expected that TechnipFMC will capitalize some or all of the reserves arising as a result of the Mergers by the allotment by TechnipFMC of a bonus share, which will be paid up using some or all of such reserves, such that the amount of such reserves, so applied, less the nominal value of the bonus share, would be applied as share premium and accrue to TechnipFMC's share premium account.

It is then expected that TechnipFMC will implement a court-approved reduction of its capital in order to create distributable profits to support the payment of possible future dividends or future share repurchases.

2.6.2. Consequences for Technip and its shareholders

Subject to the completion of the Technip Merger, Technip will be automatically dissolved without liquidation and Technip's current stockholders will become TechnipFMC stockholders.

2.7. Taxation

2.7.1. Material U.K. Tax Considerations

The following paragraphs relate only to persons who are resident for tax purposes in (and only in) the United Kingdom (except to the extent that the position of non-U.K. resident persons is expressly referred to herein). They describe certain U.K. tax consequences relating to the Technip Merger and the holding of TechnipFMC Shares and are based on current U.K. tax law and HMRC published practice applying as of the date of this Information Document (both of which are subject to change at any time, possibly with retrospective effect). They do not constitute legal or tax advice and do not purport to be a complete analysis of all U.K. tax

considerations relating to the Technip Merger and the holding of TechnipFMC Shares. They relate only to persons who are absolute beneficial owners Technip Shares and/or, as relevant, of TechnipFMC Shares.

These paragraphs may not relate to certain classes of holders of Technip Shares or, as relevant, TechnipFMC Shares, such as (but not limited to):

-persons who are connected with, Technip or TechnipFMC;

-insurance companies;

-charities;

-collective investment schemes;

-pension schemes;

brokers or dealers in securities or persons who hold Technip Shares or TechnipFMC Shares otherwise than as an investment;

persons who have (or are deemed to have) acquired their Technip Shares or TechnipFMC Shares by virtue of an office or employment or who are or have been officers or employees of Technip, TechnipFMC or any of their affiliates; and

-individuals who are subject to U.K. taxation on a remittance basis.

We assume for the purposes of the following paragraphs that TechnipFMC is treated as a foreign corporation for U.S. federal income tax purposes and that dividends paid by TechnipFMC are not subject to U.S. withholding tax.

These paragraphs do not describe all of the circumstances in which holders of Technip Shares or TechnipFMC Shares may benefit from an exemption or relief from U.K. taxation. It is recommended that all holders of Technip Shares or TechnipFMC Shares obtain their own tax advice. In particular, non-U.K. resident or domiciled persons are advised to consider the potential impact of any relevant double tax agreements.

The statements below relating to U.K. stamp duty and SDRT are subject to the comments made in the section entitled *“Risk factors-Risk factors Relating to the Mergers-Transfers of TechnipFMC Shares may be subject to U.K stamp duty or U.K. stamp duty reserve tax (“SDRT”), which could potentially increase the cost of dealing in TechnipFMC Shares as compared to Technip or FMCTI Shares”* of this Information Document.

a) Material U.K. Tax Consequences of the Technip Merger

Chargeable Gains

Subject to the comments below in relation to Section 137 of the U.K. Taxation of Chargeable Gains Act 1992 (the “TCGA”), the receipt of TechnipFMC Shares by a Technip stockholder in respect of, and in proportion to, such stockholder’s Technip Shares pursuant to the Technip Merger may be treated as a scheme of reconstruction for the purposes of U.K. capital gains tax or corporation tax on chargeable gain (collectively, “CGT”). On that basis, a Technip stockholder would not be treated as making a disposal of their Technip Shares and, therefore, no liability to CGT would arise in respect of the receipt of TechnipFMC Shares by a Technip stockholder pursuant to the Technip Merger. For the purposes of CGT, the TechnipFMC Shares received by a Technip stockholder would be treated as the same asset, acquired at the same time and for the same amount, as the Technip Shares in respect of which they are issued.

If the “rollover” treatment described above is not available, a Technip stockholder would be treated as having made a full disposal of their Technip Shares and may, depending on such stockholder’s personal circumstances, be liable to pay CGT.

Under Section 137 of the TCGA, any Technip stockholder who holds (when their relevant holding is aggregated with that of persons connected with them) more than 5% of, or of any class of, shares in or debentures of Technip will not in any event receive the possible “rollover” treatment described above if the Technip Merger has not been effected for bona fide commercial reasons or if it forms part of a scheme or arrangement of which

the main purpose, or one of the main purposes, is the avoidance of liability to CGT or U.K. corporation tax. It is possible to apply for statutory clearance from HMRC under Section 138 of the TCGA confirming that this anti-avoidance provision does not apply. No application for clearance has been made to HMRC under Section 138 of the TCGA in respect of the receipt of TechnipFMC Shares pursuant to the Technip Merger. For the avoidance of doubt, please note that any Technip stockholder who holds (when their relevant holding is aggregated with that of persons connected with them) 5% or less of, or of any class of, shares in or debentures of Technip would not have to satisfy this anti-avoidance provision.

U.K. Stamp Duty and U.K. Stamp Duty Reserve Tax

No liability to U.K. stamp duty or SDRT should arise to holders of TechnipFMC Shares on the issue of the TechnipFMC Shares pursuant to the Technip Merger.

- b) Material U.K. Tax Consequences of Holding TechnipFMC Shares

Dividends

Withholding Tax

Dividends paid by TechnipFMC will not be subject to any withholding or deduction for or on account of U.K. tax, irrespective of the residence or particular circumstances of the stockholders.

Income Tax

An individual holder of TechnipFMC Shares who is resident for tax purposes in the United Kingdom may, depending on his or her particular circumstances, be subject to U.K. tax on dividends received from TechnipFMC. Dividend income is treated as the top slice of the total income chargeable to U.K. income tax. An individual holder of TechnipFMC Shares who is not resident for tax purposes in the United Kingdom should not be chargeable to U.K. income tax on dividends received from TechnipFMC unless he or she carries on (whether solely or in partnership) any trade, profession or vocation in the United Kingdom through a branch or agency to which the TechnipFMC Shares are attributable. There are certain exceptions for trading in the United Kingdom through independent agents, such as some brokers and investment managers.

Until April 5, 2016, individuals resident for tax purposes in the United Kingdom were generally liable to U.K. income tax on the aggregate amount of a dividend and a tax credit equal to one-ninth of the dividend.

The dividend tax credit system was abolished with effect from April 6, 2016. From April 6, 2016, all individual holders of TechnipFMC Shares will receive a tax-free allowance of £5,000 per annum. Dividend income in excess of this tax-free allowance will be charged at 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers, and 38.1% for additional rate taxpayers.

Corporation Tax

Corporate holders of TechnipFMC Shares that are resident for tax purposes in the United Kingdom should not be subject to U.K. corporation tax on any dividend received from TechnipFMC so long as the dividends qualify for exemption, which should be the case, although certain conditions must be met (including anti-avoidance conditions).

c)

Chargeable Gains

A disposal of TechnipFMC Shares by a stockholder resident for tax purposes in the United Kingdom may, depending on the stockholder's circumstances and subject to any available exemptions or reliefs, give rise to a chargeable gain or an allowable loss for the purposes of CGT.

If an individual holder of TechnipFMC Shares who is subject to U.K. income tax at either the higher or the additional rate becomes liable to U.K. capital gains tax on the disposal of TechnipFMC Shares, the applicable rate will be 20% (2016/17). For an individual holder of TechnipFMC Shares who is subject to U.K. income tax at the basic rate and liable to U.K. capital gains tax on such disposal, the applicable rate would be 10%

(2016/17), save to the extent that any capital gains exceed the unused basic rate tax band. In that case, the rate applicable to the excess would be 20% (2016/17).

If a corporate holder of TechnipFMC Shares becomes liable to U.K. corporation tax on the disposal of TechnipFMC Shares, the main rate of U.K. corporation tax (currently 20%) would apply. An indexation allowance may be available to such a holder to give an additional deduction based on the indexation of its base cost in the shares by reference to U.K. retail price inflation over its holding period. An indexation allowance can only reduce a gain on a future disposal, and cannot create a loss.

A holder of TechnipFMC Shares that is not resident for tax purposes in the United Kingdom should not normally be liable to CGT on a disposal of TechnipFMC Shares. However, an individual holder of TechnipFMC Shares who has ceased to be resident for tax purposes in the United Kingdom for a period of five years or less and who disposes of TechnipFMC Shares during that period may be liable on his or her return to the United Kingdom to U.K. tax on any capital gain realized (subject to any available exemption or relief).

d)

Stamp Duty and SDRT

The discussion below relates to holders of TechnipFMC Shares wherever resident.

Transfers of TechnipFMC Shares within a clearance service or depositary receipt system should not give rise to a liability to U.K. stamp duty or SDRT, provided that no instrument of transfer is entered into and that no election that applies to the TechnipFMC Shares is, or has been, made by the clearance service under Section 97A of the U.K. Finance Act 1986. It is understood that HMRC regards the facilities of DTC as a clearance service for these purposes and that no relevant election under Section 97A has been made.

Transfers of TechnipFMC Shares within a clearance service where an election has been made by the clearance service under Section 97A of the U.K. Finance Act 1986 will generally be subject to SDRT (rather than U.K. stamp duty) at the rate of 0.5% of the amount or value of the consideration.

Transfers of TechnipFMC Shares that are held in certificated form will generally be subject to U.K. stamp duty at the rate of 0.5% of the consideration given (rounded up to the nearest £5). An exemption from U.K. stamp duty is available for a written instrument transferring an interest in TechnipFMC Shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the aggregate consideration exceeds £1,000. SDRT may be payable on an agreement to transfer such TechnipFMC Shares, generally at the rate of 0.5% of the consideration given in money or money's worth under the agreement to transfer the TechnipFMC Shares. This charge to SDRT would be discharged if an instrument of transfer is executed pursuant to the agreement which gave rise to

SDRT and U.K. stamp duty is duly paid on the instrument transferring the TechnipFMC Shares within six years of the date on which the agreement was made or, if the agreement was conditional, the date on which the agreement became unconditional.

If TechnipFMC Shares (or interests therein) are subsequently transferred into a clearance service or depositary receipt system, U.K. stamp duty or SDRT will generally be payable at the rate of 1.5% of the amount or value of the consideration given or, in certain circumstances, the value of the shares (save to the extent that an election has been made under Section 97A of the U.K. Finance Act 1986). This liability for U.K. stamp duty or SDRT will strictly be accountable by the clearance service or depositary receipt system, as the case may be, but will, in practice, generally be reimbursed by participants in the clearance service or depositary receipt system.

2.7.2.

Material French Tax Considerations

This summary is based on the laws, regulations, practice and applicable tax treaties in force in France as of the date of this Information Document, all of which are subject to change, possibly with retroactive effect, and takes into account the fact that TechnipFMC intends to operate in a manner such that it is treated as exclusively a tax resident of the United Kingdom under U.K. tax legislation and any applicable tax treaty.

As used herein, a “French individual” is an individual who (i) is a resident of France for tax purposes, (ii) does not have any existing or former ties with the United Kingdom other than the owning of TechnipFMC Shares, (iii)

is subject to personal income tax in France (*impôt sur le revenu*), (iv) owns (other than through a fixed base located outside of France) the Technip Shares and/or TechnipFMC Shares as part of the individual's private portfolio and does not hold Technip Shares and/or TechnipFMC Shares through an enterprise that carries out an industrial, commercial, farming or other professional activity and (v) does not carry out stock market transactions under conditions akin to business transactions. A "French legal entity" is a legal entity that (i) is a French tax resident subject to corporate income tax in France (*impôt sur les sociétés*), (ii) does not own its interest in Technip or TechnipFMC through a permanent establishment outside France and (iii) does not hold an interest in Technip or TechnipFMC that would qualify as participation shares (*titres de participation*) or represent at least 5% of Technip's or TechnipFMC's share capital and benefit from a taxation at a reduced rate. "French holders" will mean all these holders collectively.

This summary does not take into account the specific circumstances of particular investors some of whom may be subject to special tax rules. French Technip stockholders and French TechnipFMC stockholders should consult their tax advisors as to the particular French tax consequences of the Technip Merger and/or of the holding or disposal of TechnipFMC Shares.

a) Taxation of the Exchange of Technip Shares for TechnipFMC Shares

French Individuals

Pursuant to Article 150-0 B of the French Tax Code (*Code général des impôts*), any capital gain or loss realized by a French individual upon the exchange of Technip Shares for TechnipFMC Shares pursuant to the Technip Merger will not be taken into account for the purpose of determining its income tax for the calendar year in which the exchange occurs.

This tax deferral regime results in the following:

French individuals will not be required to declare on their tax returns for the relevant year the capital gain or loss realized upon the exchange of their Technip Shares for TechnipFMC Shares. Any capital gain arising from such exchange will be deferred for tax purposes. This tax deferral applies automatically; and

any capital loss arising from the exchange of Technip Shares for TechnipFMC Shares cannot be used to offset capital gains realized during the year of the exchange or during the ten following years and cannot therefore be carried forward.

This tax deferral ceases upon disposal, buy-back, redemption or cancellation of the TechnipFMC Shares received pursuant to the Technip Merger. The net capital gain or loss realized at the time of a subsequent sale or other disposition of TechnipFMC Shares will be calculated by reference to the stockholder's tax basis with respect to the

Technip Shares exchanged pursuant to the Technip Merger and will be subject to income tax and related social contributions under the tax regime applicable to sales of securities at the time of the subsequent sale.

For purposes of calculating the holding period for the allowance provided for by Article 150-0 D, 1 of the French Tax Code (see “—*Taxation of Transfer of TechnipFMC Shares— Taxation of Capital Gains—French Individuals*”), the TechnipFMC Shares will be deemed to have the same acquisition date as the Technip Shares that are exchanged for such TechnipFMC Shares pursuant to the Technip Merger.

Technip Shares Held in a Share Savings Plan (Plan d’Epargne en Actions or “PEA”)

TechnipFMC Shares are currently eligible to be held in a PEA. Shares issued by companies incorporated in jurisdictions that are not members of the European Union or the European Economic Area are not eligible to be held in a PEA. There is uncertainty as to the eligibility of the TechnipFMC Shares to be held in a PEA in light of the result of the U.K. referendum to withdraw from the European Union (see the section entitled “*Risk Factors—Risk Factors Relating to the Combined Company Following Completion of the Mergers—The results of the United Kingdom’s referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and the business of the combined company, which could materially reduce the value of the TechnipFMC Shares*” of this Information Document). Stockholders whose Technip

Shares are held in a PEA will benefit from an exemption from personal income tax on the capital gain realized upon the exchange of their Technip Shares for TechnipFMC Shares pursuant to the Technip Merger provided that (i) they register the TechnipFMC Shares received pursuant to the Technip Merger in their PEA and that (ii) all other requirements for the application of the PEA regime, including the requisite holding periods, are met. See “—*Taxation of Transfer of TechnipFMC Shares—Taxation of Capital Gains—French Individuals.*”

If the PEA is closed more than five years after its opening or if there is a partial withdrawal more than eight years after its opening, the net gain realized since the PEA’s opening will benefit from an exemption from personal income tax but will be subject to social contributions (currently set at a maximum combined rate of 15.5% for such income).

French Legal Entities

Pursuant to Article 38-7 *bis* of the French Tax Code, any capital gain or loss realized by a French legal entity upon the exchange of Technip Shares for TechnipFMC Shares pursuant to the Technip Merger may upon election be included in the relevant French legal entity’s taxable income for the financial year in which the TechnipFMC Shares received in exchange are later sold (tax deferral treatment).

Under an election for such tax deferral treatment, any capital gain or loss resulting from the subsequent disposal of TechnipFMC Shares received pursuant to the Technip Merger will be calculated by reference to the French legal entity’s tax basis with respect to the Technip Shares at the time of their exchange for the TechnipFMC Shares. French legal entities will then be subject to special reporting requirements on an annual basis pursuant to Article 54 *septies* of the French Tax Code. Failure to report or to file accurate and complete documents required by the aforementioned article may result in a penalty equal to 5% of the amount not properly reported.

The gain or loss included in the taxable income of the French legal entity for the financial year in which the subsequent disposal occurs will be subject to the tax treatment applicable to TechnipFMC Shares as of that date. The TechnipFMC Shares will be deemed to have the same acquisition date as the Technip Shares that are exchanged for such TechnipFMC Shares pursuant to the Technip Merger.

Absent election for the application of the tax deferral treatment provided for by Article 38-7 *bis* of the French Tax Code, any capital gain realized by a French legal entity upon the exchange of Technip Shares for TechnipFMC Shares will be subject to corporate income tax under the same conditions as those described in the section entitled “—*Taxation of Ownership of TechnipFMC Shares—Taxation of Dividends—French Legal Entities,*” except that no French tax credit will be granted in connection with such exchange. In addition, any capital loss incurred as a result of the exchange of Technip Shares for TechnipFMC Shares will be deductible from taxable income subject to corporate income tax.

b) Taxation of Ownership of TechnipFMC Shares—Taxation of Dividends

Pursuant to Article 24-3-a) of the France-U.K. Treaty, France grants a tax credit for withholding tax levied by the United Kingdom on dividends. Should there be any tax withheld in the United Kingdom, the amount of such tax credit is equal to the U.K. withholding tax, as reduced by the France-U.K. Treaty, that is, generally, 15/85 of the net amount of the dividends, to the extent such amount does not exceed the amount of French tax due with respect to such dividends. However, there is currently no withholding tax on dividends in the United Kingdom.

French Individuals

Dividends received by French individuals are included in their taxable income for the relevant calendar year and subject to personal income tax at a progressive rate (subject to an allowance of 40%) in addition to the related social contributions. However, such dividends may first be subject to withholding in the United Kingdom as described above. However, there is currently no withholding tax on dividends in the United Kingdom.

Dividends, whether from a French or non-French source, that are received by French individuals are in principle subject to 21% withholding at the time of their payment in accordance with Article 117 *quater* of the French Tax Code. Where the paying agent is established in France, the 21% withholding is levied by such paying agent. Where the paying agent is established outside France, the 21% withholding is either (i) levied by such paying agent if it is established in the European Union (or any other State that is a member of the European Economic

Area having entered into an administrative assistance agreement with France in order to prevent tax fraud and evasion) and has been appointed for the levy of such withholding by the French individual or (ii) paid directly by the French individual to the French Treasury.

For French individuals whose reference taxable income for the antepenultimate calendar year was less than €50,000 (single, divorced or widowed taxpayers) or €75,000 (taxpayers subject to joint taxation), an exemption from the 21% withholding is available either (i) automatically, if the paying agent is established outside France or (ii) upon request, if the paying agent is established in France.

The 21% withholding is deducted from the income tax effectively due by French individuals for the relevant calendar year and, if it exceeds the amount of such income tax, the excess is refunded by the French Treasury.

French individuals are subject to personal income tax at a progressive rate on the gross amount of the dividends (including the amount of any tax credit determined with respect to the U.K. withholding tax, if any), subject to a 40% allowance where the conditions set out in Article 158-3-2° of the French Tax Code are satisfied. The maximum marginal rate of French income tax is currently set at 45%. However, for high earners the gross amount of dividends (before the 40% allowance) is also included in the taxable income that is subject to the exceptional contribution at a rate of up to 4% set forth in Article 223 *sexies* of the French Tax Code.

The gross amount of the dividends (including the amount of any tax credit determined with respect to U.K. withholding tax, if any) is further subject to the following social contributions: (i) the general social contribution (*contribution sociale généralisée – CSG*) at the rate of 8.2% (out of which 5.1% is deductible from the aggregate taxable income of the taxpayer of the subsequent fiscal year), (ii) the contribution for the repayment of the social debt (*contribution au remboursement de la dette sociale – CRDS*) at the rate of 0.5%, (iii) the social levy (*prélèvement social*) at the rate of 4.5%, (iv) the contribution payable in addition to the social levy (*contribution additionnelle au prélèvement social*) at the rate of 0.3%, and (v) the solidarity levy (*prélèvement de solidarité*) at the rate of 2%, giving a combined rate of 15.5% of social contributions (before any deduction of the aforementioned 5.1% deductible portion of the general social contribution).

Should there be any tax withheld in the United Kingdom, the tax credit granted by France in respect of the U.K. withholding tax may be credited against the personal income tax due and thereafter against the social contributions due in respect of the relevant dividends. The excess, if any, may, however, be neither refunded nor carried forward.

TechnipFMC Shares Held in a PEA

TechnipFMC Shares are currently eligible to be held in a French *Plan d'Epargne en actions* (“PEA”). Shares issued by companies incorporated in jurisdictions that are not members of the European Union or the European Economic Area are not eligible to be held in a PEA. There is uncertainty as to the future eligibility of the TechnipFMC Shares to be held in a PEA in light of the result of the U.K. referendum to withdraw from the European Union (see the section entitled “*Risk Factors—Risk Factors Relating to the Combined Company Following Completion of the Mergers—The results of the United Kingdom’s referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and the business of the combined company, which could materially reduce the value of the TechnipFMC Shares*” of this Information Document). Dividends received by French individuals in a PEA will not be subject to the 21% income tax prepayment in the form of withholding.

Under certain conditions, a PEA confers the right (i) during the duration of the PEA, to an exemption from income tax and related social contributions on the net income and net capital gains on investments made through a PEA, provided that this income and these capital gains remain invested in the PEA, and (ii) upon a closure of the PEA occurring more than five years after its opening, or after a partial withdrawal occurring more than eight years after its opening, to an income tax exemption on the net gain realized since the opening of the PEA. This income and these capital gains are nevertheless subject to social contributions (currently set at a maximum combined rate of 15.5% for such income). Specific rules apply to the use of capital losses realized within a PEA. French individuals are advised to consult their tax advisors with respect to this issue.

A withdrawal from a PEA in the form of a life annuity is subject to a specific tax regime not described herein.

French individuals owning TechnipFMC Shares in a PEA will not be entitled to use any tax credit granted by France in respect of U.K. withholding tax, if any.

French Legal Entities

Gross dividends (including the amount of any tax credit determined with respect to U.K. withholding tax, if any) received by French legal entities will be subject to corporate income tax at the current standard rate of 33 1/3 % (or, subject to limitations, at the reduced rate of 15% up to a net taxable income of €38,120 for companies that meet the conditions of Article 219-I-b of the French Tax Code, that is, which have a yearly turnover net of tax of less than €7,630,000 and satisfy other ownership requirements), increased, as the case may be, by (i) an additional contribution of 3.3% assessed on the corporate income tax due, after deduction of an allowance that may not exceed €763,000 per 12-month period (Article 235 *ter* ZC of the French Tax Code) and (ii) an exceptional contribution of 10.7% assessed on the corporate income tax due for financial years ending on or before December 30, 2016 for certain investors whose annual turnover exceeds €250,000,000 (Article 235 *ter* ZAA of the French Tax Code). The exceptional contribution should, however, no longer apply with respect to financial years ending after December 30, 2016.

Should there be any tax withheld in the United Kingdom, the tax credit granted by France in respect of the U.K. withholding tax may be credited against the corporate income tax and the social related contribution. The excess, if any, may, however, be neither refunded nor carried forward. However, there is currently no withholding tax on dividends in the United Kingdom.

c)

Chargeable Gains

Capital gains, if any, realized by French holders on the disposal of the TechnipFMC Shares may be subject to tax in France but not in the United Kingdom in accordance with Article 14§5 of the France-U.K. Treaty.

French Individuals

Pursuant to Article 150-0 A of the French Tax Code capital gains realized by French individuals on the sale of TechnipFMC Shares will be subject to personal income tax at a progressive rate (subject to an allowance which rate depends upon how long the TechnipFMC Shares are held) and to the related social contributions, irrespective of the total amount of securities disposed of during the calendar year.

Pursuant to Article 150-0 D, 1 of the French Tax Code, capital gains or losses are reduced by an allowance at a rate of:

-50%, if the shares have been held for at least two years but less than eight years at the time of their disposal; and

-65%, if the shares have been held for at least eight years at the time of their disposal.

The maximum marginal rate of French income tax is currently set at 45%. However, for high earners the amount of the capital gains (before any allowance) is also included in the taxable income that is subject to the exceptional contribution at a rate of up to 4% pursuant to Article 223 *sexies* of the French Tax Code.

The amount of the capital gains (before any allowance) is further subject to the following social contributions: (i) the general social contribution (*contribution sociale généralisée – CSG*) at the rate of 8.2% (out of which 5.1% is deductible from the aggregate taxable income of the taxpayer of the subsequent fiscal year), (ii) the contribution for the repayment of the social debt (*contribution au remboursement de la dette sociale – CRDS*) at the rate of 0.5%, (iii) the social levy (*prélèvement social*) at the rate of 4.5%, (iv) the contribution payable in addition to the social levy (*contribution additionnelle au prélèvement social*) at the rate of 0.3% and (v) the solidarity levy (*prélèvement de solidarité*) at the rate of 2%, giving a combined rate of 15.5% of social contributions (before any deduction of the aforementioned 5.1% deductible portion of the general social contribution).

Under Article 150-0 D, 11 of the French Tax Code, capital losses incurred during a calendar year may offset capital gains of the same nature realized in the same calendar year or the ten following calendar years.

TechnipFMC Shares Held in a PEA

Under certain conditions, a PEA confers the right during the duration of the PEA to an exemption from income tax and related social contributions on the net income and net capital gains on investments made through a PEA, as long as this income and these capital gains remain invested in the PEA. See the section entitled “—*Material French Tax Considerations—Dividends—French Individuals—TechnipFMC Shares Held in a PEA.*”

French Legal Entities

Capital gains realized upon the transfer of TechnipFMC Shares generally will be subject to corporate income tax under the same conditions as dividends (see the section entitled “—*Material French Tax Considerations—Dividends—French Legal Entities*”), except that no French tax credit will be granted in connection with such transfer.

Capital losses incurred as a result of a transfer of TechnipFMC Shares generally will be deductible from taxable income subject to corporate income tax.

d) Wealth Tax

TechnipFMC Shares held by French individuals among their private assets will be included in their taxable estate and subject to, if applicable, French wealth tax (*impôt de solidarité sur la fortune*).

e) Inheritance and Gift Tax

TechnipFMC Shares acquired by French individuals through inheritance or gift will be subject to inheritance tax or gift tax, as applicable.

f) Transfer Tax

Disposals of TechnipFMC Shares generally are not subject to registration taxes in France, provided that they are not implemented by means of an agreement executed in France.

g) Tax on financial transactions

Insofar as the registered office of TechnipFMC is not located in France, TechnipFMC Shares will not be subject to the tax on financial transactions referred to in Article 235 ter ZD of the French Tax Code (BOI-TCA-FIN-10-10-20151221, no. 90).

2.7.3. Material U.S. Federal Income Tax Considerations

The following discussion is a summary of the material U.S. federal income tax considerations of (i) the Technip Merger to Technip and TechnipFMC, to U.S. holders (as defined below) of Technip S