



Technip Energies Capital Markets Day – The Creation of a Leading Engineering & Technology Company for the Energy Transition

January 28, 2021

- **Significant and diversified annual market opportunity set > €100 billion**
- **Robust balance sheet and liquidity position**
- **High return on invested capital potential; long-term dividend policy target**
- **2021 guidance provided under adjusted IFRS framework**

LONDON & PARIS & HOUSTON--(BUSINESS WIRE)--Jan. 28, 2021-- Regulatory News:

TechnipFMC (NYSE:FTI) (Paris:FTI) (ISIN:GB00BDSFG982):

ADVERTISEMENT. This announcement is an advertisement relating to the intention of the Company (as defined below) to proceed with the listing and admission of shares in Technip Energies (the "Shares") on Euronext Paris (the "Listing"). This announcement does not constitute a prospectus.

If and when the Listing is launched, further details about the Listing will be included in a prospectus to be published by the Company in relation to the Listing (the "Prospectus"). Once the Prospectus has been approved by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) (the "AFM") and passported to the Autorité des marchés financiers, the Prospectus will be published and made available at no cost through the corporate website of the Company (www.technipenergies.com). Any potential investor should make their investment solely on the basis of information that will be contained in the Prospectus. Potential investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Shares. The approval of the Prospectus by the AFM should not be understood as an endorsement of the quality of the Shares and the Company (as defined below).

Technip Energies (the "Company") will today host its virtual Capital Markets Day in connection with TechnipFMC's previously announced plan to separate into two industry-leading independent, publicly traded companies: TechnipFMC and Technip Energies. The transaction is expected to be structured as a spin-off of a majority stake in TechnipFMC's Technip Energies segment. The separation is expected to be completed in the first quarter of 2021, subject to customary conditions and regulatory approvals.

The virtual Capital Markets Day will be held today at 14:00 CET. A live webcast and an accompanying presentation will be available in the Investor Relations section of TechnipFMC's website at www.technipfmc.com.

Arnaud Pieton, Chief Executive Officer of Technip Energies, stated, "*Technip Energies is a leading engineering and technology company for the energy transition. We have world leading market positions in LNG, ethylene and hydrogen, and we are central to powerful energy transition themes – from decarbonization to carbon-free solutions – to meet today's and tomorrow's energy challenges. We have growing positions on break-through technologies in green hydrogen, sustainable chemistry and CO₂ management. Today, our extensive backlog and a breadth of commercial opportunities provide strong revenue visibility and medium-term margin expansion potential. Our asset light business and strong balance sheet provide a solid platform to support our growth ambitions and high return-on-invested capital through the cycle. Ultimately, we aim to be the reference investment platform for the Energy Transition.*"

Technip Energies is one of the world's largest Engineering and Technology (E&T) companies. With its broad offering of project capabilities, technologies, products and services, the Company is ideally positioned to accelerate the Energy Transition. The Company has over 15,000 employees globally across 34 countries and can point to over 60 years of successful operations. Technip Energies, which is incorporated in the Netherlands, will be headquartered in Paris. The Company will have its shares listed on the Euronext Paris stock exchange under the ticker "TE" with American depository receipts ("ADRs"). Based on the 12 months to June 20, 2020, Technip Energies is a €6 billion revenue company supported by a significant €13.2 billion backlog as of June 30, 2020.

A compelling investment proposition

Our value proposition is characterized by the following:

Pioneering downstream and gas evolution. Technip Energies has a competitive and differentiated offering to address significant market opportunities in LNG and gas monetization, offshore and downstream. The Company is a partner of choice globally, with a 50-year track record and leading positions in the attractive markets of LNG and ethylene. The Company sees robust long-term demand for gas and downstream, with both LNG and downstream playing a critical role in the energy transition. The Company's innovations around decarbonization and efficiency are enabling sustainable solutions for greenfield and revamp projects.

Accelerating the energy transition. Technip Energies, with its process engineering and process technology capabilities, is focused on accelerating the energy transition. The Company possesses an extensive and evolving proprietary technology portfolio and has significant expertise in technology integration and scale-up. It intends to leverage its pioneering mindset to remain at the forefront as the market evolves towards new energy chains. The structural market shift towards hydrogen, sustainable chemistry and low-carbon infrastructures is viewed by the Company as a significant opportunity.

Leveraging capabilities to expand opportunity set. Technip Energies is expanding into new growth areas in services, energy transition and other selected industries. Technip Energies has expanded its advisory and high-value services through Genesis and its project management consultancy offering. Through applying its core skills and capabilities in energy molecule transformation, the Company is able to integrate offshore, hydrogen process and architecture design to unlock new energy possibilities. Further, it will selectively expand into other industries such as Life Sciences and

Agritech, primarily with a services value proposition.

Providing outstanding delivery. Technip Energies' global team of ~15,000 professionals consist of industry-leading engineering, technical and project management expertise. This highly talented workforce supports a value proposition underpinned by strong project execution, a leading process technology portfolio and robust risk management processes. The Company's track-record includes many of the world's largest and most iconic energy projects, clearly demonstrating its front-runner spirit. The Company is enhancing its project execution capabilities by integrating digital into its project processes and believes that a digital transformation of Technip Energies will drive internal efficiencies and enhance its services offering.

Offering financial strength and stability. Technip Energies will illustrate its financial strengths and demonstrate a solid foundation for sustainable shareholder returns. Being largely a backlog-based business, the Company has strong top-line and margin visibility. Its contracting model supports an early cash conversion of earnings. These factors combined with an asset light business and strong balance sheet provide the platform for high returns on invested capital and support a long-term dividend policy target.

ESG – Our pledge for a better tomorrow. Technip Energies aims to be recognized as a reference ESG company through strong ESG principles, business alignment to the energy transition and integration of a sustainability strategy throughout its processes and business development. Technip Energies intends to propose its sustainability strategy within its first year as an independent company, and thereafter issue a yearly sustainability report with scorecard. As a best practice, the Company intends to support the ten principles of the United Nations Global Compact as well as the 17 UN Sustainable Development Goals.

Market Overview

Technip Energies has a substantial annual market opportunity set of over €100 billion with high-growth potential in identified growth and upside markets, supported by a significant base in traditional markets, which are also evolving towards lower carbon markets.

Base Markets – LNG, downstream and offshore. The Company has a highly competitive offering to address the significant market opportunity in LNG, offshore and downstream, where in aggregate it has identified an annual addressable market opportunity of over €70 billion, with growth led by GDP. Technip Energies is a market leader in LNG and has proprietary technologies for gas processing and NGL recovery units. It has the industry's most comprehensive reference list for floating LNG (FLNG), and a pioneering position in the market for gas FPSOs. In downstream, the Company has leading proprietary technology and equipment in petrochemicals and a leading market position in ethylene.

Growth Markets – Hydrogen, Sustainable Chemistry, CO₂ Management. The Company has identified growth markets within the energy transition domain, notably in hydrogen, sustainable chemistry, and CO₂ management. In these markets it sees an annual addressable market of over €15 billion, with medium-term growth potential of 5-15% per annum. Technip Energies is a world leader in hydrogen having delivered its proprietary steam reforming technology to over 270 plants, representing over 35 per cent of the global installed base. In sustainable chemistry, which includes biofuels, biochemistry and the circular economy, Technip Energies has an established business with multiple references, proprietary technologies and notable alliances. In CO₂ management it has over 50 references for CO₂ removal units and a strategic alliance with Shell CANSOLV® for CO₂ capture technology.

Upside Markets – Adjacent markets of carbon free portfolio expansion, services and other industries. Through leveraging its core competencies, Technip Energies intends to grow its services business lines, expand its energy transition addressable markets, and move into adjacent industries. Technip Energies has identified an annual addressable opportunity in these upside markets of than €15 billion, with medium-term growth potential of 5-15% per annum. In Services, the Company already has established business lines in Advisory & Consulting, Digital Plant Performance and Project Management Consulting. The Company plans to build on its established offshore expertise to develop a greater presence in full-scale carbon-free marine projects. It also intends to leverage its expertise and experience to deliver new innovations to the emerging markets of offshore hydrogen and offshore floating wind. Additionally, Technip Energies will expand selectively into other industries such as Life Sciences and Agritech.

Company Guidance¹

	2020e	2021e	Medium-Term Outlook
Revenue	€5.9 – 6.1 billion ²	€6.5 – 7.0 billion	Single-digit growth, constant currency; backlog execution & substantial pipeline
EBIT margin³	5.6% - 5.8%	5.5% - 6.0% (exc. one-off cost of €30m)	Target 100bps+ increase for medium term
Effective tax rate	30 – 35%	30 – 35%	No material deviation from 2021e

¹ Financial information is presented under adjusted IFRS framework, which records Technip Energies' proportionate share of equity affiliates and restates the share related to non-controlling interests.

² 2020 revenue guidance reflects foreign exchange movements in H2 2020 versus backlog calendarization calculated as of June 30, 2020.

³ Adjusted recurring EBIT: adjusted profit before net financial expense and income taxes adjusted for items considered as non-recurring. Depreciation and amortization expense for 2021 expected to be in line with 2019 with implied Adjusted Recurring EBITDA in a range from 6.9% to 7.4% of Adjusted Revenues.

The historical financial information presented in this press release and during the Capital Markets Day consists of IFRS special-purpose financial statements – carved out from the consolidated financial statements of TechnipFMC – prepared for the purposes of the spin-off and present the historical financial information of Technip Energies in the format that it intends to report its financial results in the future beginning with the publication of Technip Energies' statutory consolidated financial statements for fiscal year 2021.

As Technip Energies did not operate as a stand-alone entity in the past, the historical financial information may not be indicative of Technip Energies' future performance and what its combined results of operations, financial position and cash flows would have been, had Technip Energies operated as an entity separate from TechnipFMC for the periods presented.

Capital Structure

Technip Energies has secured a senior unsecured bridge term loan for €650 million (for one year with two six-month extension options) and a revolving credit facility (RCF) of €750 million. Expected outstanding commercial paper of €125 million as of spin-off date fully backstopped by the RCF. There are no financial covenants on the debt instruments. The Company has been provided by S&P Global a BBB – negative outlook – credit rating. Technip Energies' opening balance sheet is expected to have a gross debt of €750 million, and cash and cash equivalents of €3.1 billion.

Agenda

The virtual Capital Markets Day will comprise of comprehensive presentations from members of the Technip Energies Leadership Team.

Opening Remarks	Philip Lindsay, Head of Investor Relations, Technip Energies
14:00 – 14:30 CET	
Introduction	Arnaud Pieton, CEO Technip Energies
Pioneer downstream and gas evolution	Alain Poincheval, Fellow Executive Project Director, Technip Energies
14:30 – 15:45 CET Accelerate the energy transition	Stan Knez, SVP Process Technology, Technip Energies
Leverage capabilities to expand opportunity set	Charles Cessot, SVP Strategy, Technip Energies
15:45 – 16:15 CET Q&A	
16:15 – 16:30 CET Break	
Outstanding delivery	Marco Villa, COO Technip Energies
16:30 – 17:45 CET	Magali Castano, SVP People & Culture, Technip Energies
Financial strength and delivery	Bruno Vibert, CFO Technip Energies
Closing Remarks	Arnaud Pieton, CEO Technip Energies
17:45 – 18:30 CET	
Q&A	

Additional details on the virtual Capital Markets Day of Technip Energies

The Capital Markets Day event will be held today, Thursday, January 28, 2021, at 14:00 CET. A live webcast and an accompanying presentation will be available in the Investor Relations section of TechnipFMC's website at www.technipfmc.com. An archived replay of the webcast will be available on the same website for a duration of one year. Supplemental information containing selected financial information for Technip Energies for the years ended December 31, 2017, 2018 and 2019, and for the six months ended June 30, 2020, is also available in the Investor Relations section of TechnipFMC's website at www.technipfmc.com.

Prospectus

In advance of the spin-off, Technip Energies will publicly file a definitive version of the registration statement on Form F-1 (the "F-1") and will publish a European prospectus that has been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) and passported to the French Autorité des marchés financiers. The F-1 and European prospectus will include carve-out financials for the years ended December 31, 2017, 2018 and 2019 and for the six months ended June 30, 2020 under IFRS as adopted by the European Union. The F-1 and the European prospectus will also contain a description of the risks that relate to the Company's industry and business, operations and financial conditions, including the following key risks:

- The Company operates in a highly competitive environment and unanticipated changes relating to competitive factors in its industry may impact its results of operations.
- Demand for the Company'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.

- COVID-19 has significantly temporarily reduced demand for the Company's products and services, and has had, and may continue to have, an adverse impact on the Company's financial condition, results of operations, and cash flows.
- The Company may lose money on fixed-price contracts.
- The Company's failure to timely deliver its backlog could affect future sales, profitability, and relationships with its customers.
- The Company faces risks relating to its reliance on subcontractors, suppliers, and its joint venture partners.
- The Company may not realize revenue on its current backlog due to customer order reductions, cancellations or acceptance delays, which may negatively impact its financial results.
- Currency exchange rate fluctuations could adversely affect the Company's financial condition, results of operations, or cash flows.
- The Company is subject to an ongoing investigation by the French Parquet National Financier related to historical projects in Equatorial Guinea and Ghana.
- Its operations require the Company to comply with numerous regulations, violations of which could have a material adverse effect on its financial condition, results of operations, or cash flows.
- Compliance with environmental and climate change related laws and regulations may adversely affect the Company's business and results of operations.
- The Company is subject to the tax laws of numerous jurisdictions; challenges to the interpretation of, or future changes to, such laws could adversely affect it.
- Historically, the Technip Energies Business was operated as a business segment of TechnipFMC and the Company's historical financial information is not necessarily representative of the results that the Technip Energies Business would have achieved as an independent public company and may not be a reliable indicator of its future results.
- The Company may not achieve some or all of the expected benefits of the separation and spin-off, and the separation and spin-off may adversely affect its business.
- The combined post-spin-off value of Technip Energies Shares and TechnipFMC Shares may not equal or exceed the aggregate pre-spin-off value of TechnipFMC Shares.

Important Information for Investors and Security holders

Forward-looking statements

This release contains "forward-looking statements" as defined in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. Words such as "expect," "plan," "intend," "would," "will," and similar expressions are intended to identify forward-looking statements, which are generally not historical in nature, and include any statements with respect to the potential separation of the Company into TechnipFMC and Technip Energies, the expected financial and operational results of TechnipFMC and Technip Energies after the potential separation and expectations regarding TechnipFMC's and Technip Energies' respective capital structures, businesses or organizations after the potential separation. Such forward-looking statements involve significant risks, uncertainties and assumptions that could cause actual results to differ materially from TechnipFMC's historical experience and TechnipFMC's present expectations or projections. For information regarding known material factors that could cause actual results to differ from projected results, please see TechnipFMC's risk factors set forth in TechnipFMC's filings with the U.S. Securities and Exchange Commission, which include TechnipFMC's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, TechnipFMC's filings with the Autorité des marchés financiers or the U.K. Financial Conduct Authority, as well as the following:

- risks associated with disease outbreaks and other public health issues, including the coronavirus disease 2019 ("COVID-19"), their impact on the global economy and the business of TechnipFMC's company, customers, suppliers and other partners, changes in, and the administration of, treaties, laws, and regulations, including in response to such issues and the potential for such issues to exacerbate other risks TechnipFMC faces, including those related to the factors listed or referenced below;
- risks associated with the impact or terms of the potential separation;
- risks associated with the benefits and costs of the potential separation, including the risk that the expected benefits of the potential separation will not be realized within the expected time frame, in full or at all;
- risks that the conditions to the potential separation, including regulatory approvals, will not be satisfied and/or that the potential separation will not be completed within the expected time frame, on the expected terms or at all;
- the expected tax treatment of the potential separation, including as to shareholders in the United States or other countries;
- risks associated with the sale by TechnipFMC of shares of Technip Energies to Bpifrance, including whether the conditions to closing will be satisfied;
- changes in the shareholder bases of the Company, TechnipFMC and Technip Energies, and volatility in the market prices of their respective shares, including the risk of fluctuations in the market price of Technip Energies' shares as a result of substantial sales by TechnipFMC of its interest in Technip Energies;
- risks associated with any financing transactions undertaken in connection with the potential separation;
- the impact of the potential separation on TechnipFMC's businesses and the risk that the potential separation may be more difficult, time-consuming or costly than expected, including the impact on TechnipFMC's resources, systems, procedures and controls, diversion of management's attention and the impact on relationships with customers, governmental authorities, suppliers, employees and other business counterparties;

- unanticipated changes relating to competitive factors in TechnipFMC's industry;
- TechnipFMC's ability to timely deliver TechnipFMC's backlog and its effect on TechnipFMC's future sales, profitability, and TechnipFMC's relationships with TechnipFMC's customers;
- TechnipFMC's ability to hire and retain key personnel;
- U.S. and international laws and regulations, including existing or future environmental or trade/tariff regulations, that may increase TechnipFMC's costs, limit the demand for TechnipFMC's products and services or restrict TechnipFMC's operations;
- disruptions in the political, regulatory, economic and social conditions of the countries in which TechnipFMC conducts business; and
- downgrade in the ratings of TechnipFMC's debt could restrict TechnipFMC's ability to access the debt capital markets.

TechnipFMC cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. TechnipFMC undertakes no obligation to publicly update or revise any of its 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.

Disclaimers

This press release is intended for informational purposes only for the shareholders of TechnipFMC, the majority of whom reside in the United States, the United Kingdom and Europe. This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (the "Prospectus Regulation"), and Technip Energies' shares will be distributed in circumstances that do not constitute "an offer to the public" within the meaning of the Prospectus Regulation. This press release is not intended for distribution in jurisdictions that require prior regulatory review and authorization to distribute a press release of this nature.

The joint equity capital markets advisors are acting exclusively for TechnipFMC and no one else in connection with the planned spin-off of the majority stake of TechnipFMC's Technip Energies business segment and will not regard any other person as their respective clients and will not be responsible to anyone other than TechnipFMC for providing the protections afforded to their respective clients in connection with any distribution of Technip Energies shares or otherwise, nor for providing any advice in relation to the distribution of Technip Energies shares, the content of this press release or any transaction, arrangement or other matter referred to herein.

Advisors

Rothschild & Co. is acting as financial advisor and Latham & Watkins, LLP is acting as legal advisor, with Darrois Villey Maillot Brochier and De Brauw Blackstone Westbroek N.V. serving as additional legal advisors, to TechnipFMC.

BNP Paribas, J.P. Morgan, Morgan Stanley and Société Générale are acting as joint equity capital markets advisors in connection with the proposed distribution of Technip Energies shares to the holders of TechnipFMC shares upon completion of the separation.

Credit Agricole Corporate and Investment Bank is also acting as an advisor on the distribution of Technip Energies shares to the holders of TechnipFMC shares.

About Technip Energies ("SpinCo")

With approximately 15,000 employees, Technip Energies is one of the largest engineering and technology companies globally, with leadership positions in LNG, hydrogen and ethylene as well as growing market positions in sustainable chemistry and CO₂ management. In addition, the new company will benefit from its robust project delivery model and extensive technology, products and services offering. The Company would comprise the Technip Energies segment, including Genesis – a leader in advisory services and front-end engineering.

About TechnipFMC ("RemainCo")

With approximately 21,000 employees, TechnipFMC would be the largest diversified pure play in the industry. The Company's role will be to support clients in the delivery of unique, integrated production solutions. TechnipFMC will continue to transform the industry through its pioneering integrated delivery model – iEPCI™, technology leadership and digital innovation.

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