TechnipFMC Announces Resumption of Activities Toward Separation into Two Industry-Leading, Independent, Publicly Traded Companies

January 7, 2021

- Separation to occur by means of a spin-off of 50.1% of the outstanding shares of Technip Energies common stock pro rata to TechnipFMC shareholders
- Bpifrance intends to invest $200 million in Technip Energies by acquiring shares from TechnipFMC to become a long-term reference shareholder of Technip Energies
- Technip Energies to be listed on Euronext Paris with American depositary receipts (“ADRs”)
- Separation expected to be completed in the first quarter of 2021
- TechnipFMC intends to conduct an orderly sale of its stake in Technip Energies

LONDON & PARIS & HOUSTON--(BUSINESS WIRE)--Jan. 7, 2021-- Regulatory News:

TechnipFMC plc (the “Company”) (NYSE: FTI) (Paris: FTI) (ISIN:GB00BDSFG982) today announced the resumption of activities toward its planned separation into two industry-leading, independent, publicly traded companies: TechnipFMC, a fully integrated technology and services provider; and Technip Energies, a leading engineering and technology player. The separation would enhance TechnipFMC’s and Technip Energies’ focus on their respective strategies and provide both improved flexibility and growth opportunities, with each company uniquely positioned to capitalize on the energy transition.

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 two companies would have:

- Distinct and expanding market opportunities and specific customer bases
- Enhanced focus of management, resources and capital
- Robust backlogs supporting future revenue
- Compelling and distinct investment profiles

Doug Pferdehirt, Chairman and CEO of TechnipFMC, stated, “We are very excited to announce the resumption of activities related to the separation and the creation of two industry-leading diversified pure-play companies poised to capitalize on the energy transition. The increased clarity we now have in the market outlook coupled with our demonstrated ability to successfully execute projects in this most challenging period give us confidence to move forward with the separation. We continue to believe this action would allow both businesses to thrive independently within their sectors, enabling each to unlock significant shareholder value.”

Bpifrance, which has been a substantial shareholder of TechnipFMC since 2009, is committed to support the transaction and intends to invest $200 million in Technip Energies by acquiring shares from TechnipFMC’s retained stake in Technip Energies. Shares received by Bpifrance for the new investment would be in addition to those it will receive as a current shareholder of TechnipFMC. As a result, Bpifrance will become a long-term reference shareholder of Technip Energies, supporting its energy transition-focused strategy.

Transaction Details
The Company intends to distribute 50.1 percent of the outstanding shares in Technip Energies to existing TechnipFMC shareholders on a pro rata basis. TechnipFMC will retain ownership of the remaining 49.9 percent of Technip Energies’ outstanding shares as of the distribution date.

Bpifrance’s $200 million investment in Technip Energies is subject to adjustment, and the incremental ownership stake will be determined based upon the first thirty day volume-weighted average price (“VWAP”) of Technip Energies’ shares, less a six percent discount. Bpifrance’s investment is subject to customary conditions and regulatory approval. The sale of shares to Bpifrance will further reduce TechnipFMC’s ownership in Technip Energies.

The Company intends to conduct an orderly sale of its stake in Technip Energies over time. The Company has further agreed to a lockup period that expires 60 calendar days from the date of separation.

Technip Energies will be incorporated in the Netherlands with its headquarters in Paris. Technip Energies’ listing will be on Euronext Paris, with Level 1 ADRs that will trade over-the-counter in the United States.

Following separation, TechnipFMC and Technip Energies are expected to be appropriately capitalized with sufficient cash to support anticipated operating and investment plans. We have provided a pro forma capital structure based on an estimated cash position of $4.6 billion at the time of separation and the implementation of a targeted capital structure that reflects a reduction in

the total outstanding debt. Notable items for both entities would be as follows (which figures are subject to change based on ordinary conduct of business of both entities and the timing of the transaction):

Pro forma capital structure

(In millions)	**TechnipFMC**	**Technip Energies**
Cash and cash equivalents	$500	$3,600
Debt[1]	($2,200)	($900)
Net (debt) cash	($1,700)	$2,700
Revolving credit facility		
Capacity *(undrawn at separation)*	*$1,000*	*€750*

[1]Financing commitments for both companies have been secured from leading international financial institutions. TechnipFMC will retain the outstanding public and private debt but for the European commercial paper program that will be retained by Technip Energies.

The Company believes that the allocation of cash and debt will allow Technip Energies to attain an investment grade capital structure upon completion of the separation. The Company also believes that TechnipFMC's pro forma capital structure has the ability to support an investment grade rating by at least one credit rating agency.

The successful completion of the planned spin-off is subject to general market conditions, regulatory approvals and final Board approval.

Upcoming Events
Technip Energies will host a Capital Markets Day ("CMD") event prior to the separation where it will (1) highlight Technip Energies' extensive project delivery capability and technology, products and services offering, (2) discuss its long-term strategic vision and unique positioning in the energy transition and (3) review its financial performance.

In advance of the CMD, Technip Energies will publicly file a draft registration statement with the U.S. Securities and Exchange Commission on Form F-1 (the "F-1"). In advance of the spin-off, Technip Energies will publicly file definitive versions of the F-1 as well as 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 International Financial Reporting Standards ("IFRS") as adopted by the European Union.

The Company will also make available historical, pro forma financial information under U.S. GAAP for TechnipFMC for the years ended December 31, 2017, 2018 and 2019 and for the three months ended March 31, June 30, and September 30 of 2020.

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

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.

Doug Pferdehirt, Chairman and Chief Executive Officer of TechnipFMC, and Maryann Mannen, Executive Vice President and Chief Financial Officer of TechnipFMC, will continue to serve in their roles following the separation. TechnipFMC will remain incorporated in the United Kingdom with headquarters in Houston and listings on both the NYSE and Euronext Paris.

About Technip Energies
With approximately 15,000 employees, Technip Energies would be 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.

Technip Energies will be led by an experienced, proven management team. Arnaud Pieton, who currently serves as President Technip Energies, will serve as Chief Executive Officer. Bruno Vibert will serve as Chief Financial Officer, and Marco Villa will serve as Chief Operating Officer.

Important Information for Investors and Securityholders

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 our historical experience and our present expectations or projections. For information regarding known material factors that could cause actual results to differ from projected results, please see our risk factors set forth in our filings with the U.S. Securities and Exchange Commission, which include our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, our 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 our 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 we face, 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 our businesses and the risk that the potential separation may be more difficult, time-consuming or costly than expected, including the impact on our 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 our industry;*
- *our ability to timely deliver our backlog and its effect on our future sales, profitability, and our relationships with our customers;*
- *our 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 our costs, limit the demand for our products and services or restrict our operations;*
- *disruptions in the political, regulatory, economic and social conditions of the countries in which we conduct business; and*
- *downgrade in the ratings of our debt could restrict our ability to access the debt capital markets.*

We 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.

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.

All figures presented herein are in accordance with generally accepted accounting principles ("GAAP") in the United States other than net (debt) cash, which is a non-GAAP financial measure reflecting cash and cash equivalents, net of debt. The Company's management uses this non-GAAP financial measure to evaluate our capital structure and financial leverage. We believe net debt, or net cash, is a meaningful financial measure that may assist investors in understanding our financial condition and recognizing underlying trends in our capital structure. Net (debt) cash should not be considered as an alternative to, or more meaningful than, cash and cash equivalents as determined in accordance with U.S. GAAP or as an indicator of our operating performance or liquidity. Technip Energies will report under IFRS with the euro as its functional currency.

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About TechnipFMC

TechnipFMC is a global leader in the energy industry; delivering projects, products, technologies and services. With our proprietary technologies and production systems, integrated expertise, and comprehensive solutions, we are transforming our customers' project economics.

Organized in three business segments — Subsea, Surface Technologies and Technip Energies — we are uniquely positioned to deliver greater efficiency across project lifecycles from concept to project delivery and beyond. Through innovative technologies and improved efficiencies, our offering unlocks new possibilities for our customers in developing their energy resources and in their positioning to meet the energy transition challenge.

Each of our approximately 36,000 employees is driven by a steady commitment to clients and a culture of project execution, purposeful innovation, challenging industry conventions, and rethinking how the best results are achieved.

TechnipFMC utilizes its website www.TechnipFMC.com as a channel of distribution of material company information. To learn more about us and how we are enhancing the performance of the world's energy industry, go to www.TechnipFMC.com and follow us on Twitter @TechnipFMC.

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