



FMC Technologies and Technip Combination: TechnipFMC Secures AMF Approval of Its Prospectus for Listing Its Shares on Euronext Paris

January 13, 2017

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Regulatory News:

Technip S.A. (Paris:TEC) (ISIN:FR0000131708) (ADR:TKPPY) and FMC Technologies, Inc. (NYSE:FTI, "FMC Technologies") announce that TechnipFMC plc ("TechnipFMC") secured today visa no. 2017-015 from the French stock market regulator (*Autorité des Marchés Financiers*, "AMF") for its prospectus relating to the listing of its ordinary shares on the Euronext Paris regulated market (the "Prospectus").

The Prospectus was prepared as part of the admission to trading on Euronext Paris of all the ordinary shares of TechnipFMC that will be issued in connection with the completion of the combination between FMC Technologies and Technip. The AMF visa on the Prospectus was the last remaining regulatory approval required in connection with the closing of the combination.

Subject to the Business Combination Agreement, the combination will be completed after the close of business on January 16, 2017, which is the last day on which Technip shares will be traded on Euronext Paris. The last day of trading of the FMC Technologies shares on the NYSE will be January 13, 2017, given that January 16 is a federal holiday in the United States. The TechnipFMC ordinary shares will be listed under ticker "FTI" on January 17, 2017, starting from the opening of the respective trading sessions on Euronext Paris (9:00 a.m. CET) and on the NYSE (9:30 a.m. EST).

The Prospectus is available to investors outside of the United States on the respective websites of Technip and the AMF. An electronic copy of the Prospectus will be submitted to the U.K.'s National Storage Mechanism and will be available to investors outside of the United States for inspection.

The Prospectus is intended solely to comply with the EU Prospectus Directive, and was prepared in connection with the listing on Euronext Paris. The Prospectus does not constitute an offer to sell or to subscribe for or a solicitation of an offer to purchase or to subscribe for the shares described therein. TechnipFMC's registration statement on Form S-4 was declared effective by the SEC on October 24, 2016, and is available on the respective websites of FMC Technologies, Technip and the SEC.

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About Technip

Technip is a world leader in project management, engineering and construction for the energy industry. From the deepest Subsea oil & gas developments to the largest and most complex Offshore and Onshore infrastructures, our close to 29,400 people are constantly offering the best solutions and most innovative technologies to meet the world's energy challenges. Present in 45 countries, Technip has state-of-the-art industrial assets on all continents and operates a fleet of specialized vessels for pipeline installation and subsea construction. Technip shares are listed on the Euronext Paris exchange, and its ADR is traded in the US on the OTCQX marketplace as an American Depositary Receipt (OTCQX: TKPPY). Visit us at www.technip.com.

About FMC Technologies

FMC Technologies, Inc. (NYSE: FTI) is the global market leader in subsea systems and a leading provider of technologies and services to the oil and gas industry. We help our customers overcome their most difficult challenges, such as improving shale and subsea infrastructures and operations to reduce cost, maintain uptime, and maximize oil and gas recovery. The company has approximately 14,300 employees and operates 29 major production facilities and services bases in 18 countries. Visit www.fmctechnologies.com or follow us on Twitter @FMC_Tech for more information.

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

Factors that could cause actual results to differ materially from those in the forward-looking statements include termination of the Business Combination Agreement by the parties; failure to obtain favorable opinions from counsel for each company to the effect of how 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 company 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, Inc.'s ("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 U.S. Securities and Exchange Commission (the "SEC") and those described in Technip S.A.'s 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 and regulations.

Important Notice

You must read the following disclaimer before continuing. This disclaimer applies to the following summary of the Prospectus (the "Prospectus Summary") and you are therefore advised to read this disclaimer page carefully before reading, accessing or making any other use of the Prospectus Summary.

The Prospectus has been filed with the *Autorité des Marchés Financiers* (the French stock market regulator) pursuant to the requirements of the EU Prospectus Directive (Directive 2003/71/EC of November 4, 2003, as amended) in connection with the listing of the shares of TechnipFMC plc on Euronext Paris. No securities are being offered for sale or subscription in connection with the business combination between Technip S.A., and FMC Technologies, Inc. Accordingly, the Prospectus Summary is not intended to be an offer to sell or to subscribe for or a solicitation of an offer to purchase or to subscribe for the shares described herein, especially in any jurisdiction in which such an offer or solicitation would be unlawful under the laws of that jurisdiction.

The Prospectus is not being used, is not intended for use and may not be used, to make an offer of securities directly or indirectly in the United States of America, or by use of the U.S. mail or any U.S. means or instrumentality of U.S. interstate or foreign commerce or any facility of a U.S. national securities exchange.

PROSPECTUS SUMMARY

This summary consists of a series of key elements, referred to as "Elements". The Elements are numbered in Sections A - E (A.1 - E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer.

Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case, a short description of the Element is included in the summary with the mention of the words "Not applicable".

Section A – Introduction and warnings

Annexes and Element

Disclosure requirement

This summary must be read as an introduction to the Prospectus.

Any decision to invest in the securities for which the admission to trading on a regulated market is being requested should be based on consideration of the Prospectus as a whole by the investor.

Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, according to the national legislation of the Member States of the European Economic Area or parties to the agreement on the European Economic Area where the claim is brought, have to bear the costs of translating the Prospectus before legal proceedings are initiated.

A.1 Introduction and Warning

Persons who have presented this summary, including any translation thereof and requested its notification pursuant to Article 212-41 of the AMF General Regulation, may be subject to civil liability only if the content of this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or if it does not provide, when read together with other parts of the Prospectus, key information in order to assist investors who are considering investing in these securities.

A.2 Subsequent Resale of Securities or Final Placement of Securities through Financial Intermediaries

Not applicable.

Section B – Company

Annexes and Element Disclosure requirement

B.1 Legal Name	TechnipFMC plc
Registered Office	One St. Paul's Churchyard, London EC4M 8AP, United Kingdom
Legal Form	Public limited company incorporated and organized under the laws of England and Wales
B.2 Applicable Legislation	English law
Country of Incorporation	England

TechnipFMC

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 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. On January 11, 2017, TechnipFMC, formerly a private limited company, was re-registered as a public limited company incorporated under the laws of England and Wales.

TechnipFMC has not conducted any business operations other than those which are incidental to its formation, to enter into the MOU, the Business Combination Agreement and the Merger Terms and in connection with the transactions contemplated by these agreements. As of the date of this Prospectus, 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 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.

The principal executive offices of TechnipFMC are located at One St. Paul's Churchyard, London EC4M 8AP, United Kingdom and its telephone number at that address is +44 203 429 3950.

FMC Technologies, Inc.**B.3 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 December 31, 2016, FMCTI had approximately 14,300 full-time employees, comprised of approximately 4,300 in the United States and approximately 10,000 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 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*, 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

December 31, 2016, the Technip group employed a workforce of approximately 29,400 people from 118 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 December 31, 2016, Technip held an interest in or operated 21 vessels specialized in subsea rigid and flexible pipelines, subsea construction and diving support, four of which are under construction.

Technip possesses integrated capacity and recognized expertise in Subsea, Onshore and 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". 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 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 Technip and the formation of Forsys Subsea also created an alliance between FMCTI and 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. On January 9, 2017, FMCTI contributed 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 has not conducted 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.

Technip

As announced by Technip on October 27, 2016:

- Technip teams are busy tendering on new projects, even if the picture is varied across geographic regions.
- Onshore/Offshore remains quite robust and Technip continues to see opportunities to get involved early with customers, positioning itself for future projects. The resilience of this segment is underpinned by Technip's long-lasting client relationships, its front-end presence and its proprietary technology. Technip continues to be well positioned on a number of promising early stage Onshore/Offshore projects.
- In Subsea, Technip is seeing pockets of growing demand, for example greenfield in the North Sea, and sustained interest for long tiebacks and field extensions. Also, Technip clients continue to work with Technip on securing structural cost reduction in offshore developments. This interest has accelerated over the last six months through the Technip / FMCTI alliance, with 17 integrated early stage studies at the Forsys Subsea joint venture and Technip first follow-on business - a fast track development of the Lancaster field in the North Sea.
- Overall, Technip remains confident in its ability to drive change in its industry and therefore to enable its clients to make new offshore investments on a profitable basis, even in a low oil price environment.
- Turning to Technip full year 2016 objectives, Technip Subsea guidance is upgraded with adjusted revenues expected above €5 billion and adjusted OIFRA around €700 million, while Technip Onshore/Offshore guidance remains unchanged in every respect.
- Technip expects to enter 2017 with a good backlog and promising prospects, and intends to continue to drive costs down and focus on solid project execution. Based on these elements, Technip would expect for 2017: Subsea to deliver roughly stable adjusted margins on lower adjusted revenues and Onshore/Offshore to deliver rising adjusted profit and adjusted margins on slightly lower revenues.

FMC Technologies, Inc.

As disclosed by FMCTI in its report on Form 10-Q filed with the SEC on October 27, 2016:

B.4a Significant Recent Trends

- The low crude oil price environment over the last two years led many of FMCTI's customers to reduce their capital spending plans or defer new deepwater projects. These capital spending reductions have had an adverse effect on FMCTI's 2016 year-to-date inbound orders when compared to the prior year. However, in addition to continued project execution improvements, FMCTI has benefited from restructuring actions FMCTI took in 2015 by attaining more cost-effective manufacturing during 2016. FMCTI expects subsea revenues to decrease a third consecutive year in 2017; however, even with lower subsea revenue expectations, FMCTI believes the operational improvements and cost reductions made will protect operating margins and provide FMCTI with the capability to respond to the eventual market recovery.
- Although FMCTI expects to continue to reach payment milestones on many of FMCTI's projects, FMCTI expects FMCTI's consolidated operating cash flow position in 2016 to slightly decrease as a result of the negative impact the decline in commodity prices will have on FMCTI's overall business. Given the recent downturn in the oilfield services industry, many of FMCTI's key customers have requested price concessions. Additionally, FMCTI's primary customer in Brazil has notified FMCTI of re-scheduling and potential cancellations of certain backlog deliveries. Consequently, any discounts, material product delivery delays or cancellations that may ultimately be mutually agreed to with FMCTI's key customers may adversely affect FMCTI's results of operations and cash flows.
- FMCTI's customers are taking aggressive actions to lower their cost base. Accordingly, FMCTI remains focused on ways to reduce costs to FMCTI's customers by offering cost-effective approaches to FMCTI's customers' project developments, including customer acceptance of integrated business models to help achieve their cost-reduction goals and accelerate achievement of first oil. Many FMCTI customers are actively exploring ways to utilize FMCTI's standardized subsea production equipment as operators understand the cost and scheduling benefits that standardization brings to their projects.

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

[Object Omitted]

B.5 Group Description

*Immediately following the consummation of the Mergers, it is expected that former Technip stockholders will own approximately 51.1% of TechnipFMC and former FMCTI stockholders will own approximately 48.9% of TechnipFMC, on a fully diluted basis as of January 4, 2017 (*i.e.*, taking into account the effect of all the dilutive instruments, being performance shares and stock options for Technip and restricted stock units for FMCTI, using the treasury method).

**FMCTI will be held by TechnipFMC through one or more wholly owned holding companies.

B.6 Major Stockholders

Based on the information known to Technip and FMCTI as at September 30, 2016 (being the latest practicable date prior to publication of this Prospectus), the following persons are interested directly and indirectly in Technip Shares or in FMCTI Shares in such proportion that they would be interested directly or indirectly in 3% or more of the voting rights in respect of the issued ordinary share capital of TechnipFMC immediately following completion of the Mergers:

Name	Number of TechnipFMC Shares*	Percentage of issued TechnipFMC Shares*
The Vanguard Group, Inc.	27,425,722	5.88%
Blackrock Inc.	20,348,921	4.36%
Bpifrance Participations**	18,205,220	3.90%
State Street Corporation	17,958,480	3.85%
J.P. Morgan Chase and Company	14,099,752	3.02%

* Immediately following completion of the Mergers.

** On November 8, 2016, Bpifrance Participations informed Technip that, as of November 4, 2016, it held 7.44% of Technip's share capital and 11.16% of Technip's voting rights.

None of the TechnipFMC ordinary stockholders will have different voting rights attached to the shares they hold in TechnipFMC.

As of the date of this Prospectus, TechnipFMC is not aware of any person or persons who directly or indirectly, jointly or severally, exercise or could exercise control over TechnipFMC following completion of the Mergers.

B.7 Key Financial Information

See Element B.8 below.

B.8 Financial Information

TechnipFMC has been recently incorporated and has no operating history, except for those actions taken in furtherance to the Mergers, and no revenues.

The unaudited pro forma condensed combined financial information, which is referred 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.

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 forma condensed combined financial statements should be read in conjunction with the information contained in the sections entitled “*The Mergers*,” “*Selected Historical Consolidated Financial Data For Technip*,” “*Selected Historical Consolidated Financial Data for FMCTI*,” “*Management’s Discussion and Analysis of Financial Condition and Results of Operations of Technip*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations of FMCTI*” of this Prospectus and the historical consolidated financial statements and related notes appearing elsewhere, or incorporated within, this Prospectus.

The unaudited pro forma condensed combined financial 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, 2016	As of and for the year ended December 31, 2015
	(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 Shares	0.52	0.33
Diluted Earnings per Shares	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

Not applicable.

B.9 Profit Forecasts or Estimates

No profit forecast nor estimate for TechnipFMC has been included in the Prospectus.

Not applicable.

B.10 Qualifications in the Audit Report on the Historical Financial Information

There are no qualifications in the audit reports on Technip, FMCTI or TechnipFMC historical financial information included in the Prospectus.

B.11 Net Working Capital

In the opinion of TechnipFMC, the working capital available to TechnipFMC, once the Mergers are effective, is sufficient for TechnipFMC to meet its requirements for a period of 12 months following the date of this Prospectus.

Section C – Shares

Annexes and Element

Disclosure requirement

TechnipFMC Shares whose admission to the regulated market of Euronext Paris has been granted will comprise all of the shares in the share capital of TechnipFMC to be issued in connection with the Mergers, *i.e.*, approximately 466,461,155 ordinary shares.

C.1 Type and Class of Securities

The shares mentioned above are ordinary shares with a nominal value of one U.S. dollar (\$1) and will be fully paid upon completion of the Mergers. Those shares do not exist yet on the date of this Prospectus.

The TechnipFMC Shares will also be admitted to trading on the NYSE.

Denomination: “TechnipFMC”

ISIN code: GB00BDSFG982

Trading symbol: "FTI"

TechnipFMC Shares are denominated in U.S. dollar.

C.2 Currency

Trading of the TechnipFMC Shares on Euronext Paris will be in Euro.

Trading of the TechnipFMC Shares on the NYSE will be in U.S. dollar.

C.3 Issued Share Capital

See Element C.1 above.

Under English law and the TechnipFMC Articles, the main rights attached to the shares of TechnipFMC are the following:

C.4 Rights Attached to the Shares

- the right to participate in dividends declared;
- the right to vote at meetings of stockholders;
- the right to transfer title to a share;
- the right to share in any surplus in the event of liquidation; and
- a right of pre-emption in respect of the issue of equity securities.

C.5 Transferability of the Shares

Not applicable. TechnipFMC Shares are freely transferable and there are no restrictions on transfer while held through the facilities of DTC and/or Euroclear.

The TechnipFMC board of directors may, in its absolute discretion, refuse to register the transfer of securities in certificated form in certain circumstances in accordance with the TechnipFMC Articles.

Admission of the TechnipFMC Shares on Euronext Paris after completion of the Mergers has been granted.

Details of listing of TechnipFMC Shares are set forth in a notice released on January 6, 2017.

C.6 Admission

Upon the opening of business on the first trading day after the Technip Merger Effective Time (*i.e.*, January 17, 2017), TechnipFMC Shares will be traded on the listing line "FTI" by Euronext.

The TechnipFMC Shares have been registered for issuance with the SEC and an application has also been approved for the TechnipFMC Shares to be listed, upon official notice of issuance, on the NYSE.

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.

C.7 Dividend Policy

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.

Section D – Risks

Annexes and Element

Disclosure requirement

Key risks relating to Technip, FMCTI and TechnipFMC and its industry are listed below:

D.1 Key Risks related to Technip, FMCTI and TechnipFMC and its Industry

- Risk Factors Relating to the Mergers
- The Business Combination Agreement may be terminated if certain tax opinions are not received.
- The Mergers will not be consummated until January 16, 2017 and each of the parties has limited rights to terminate the Business Combination Agreement until such date.
- Failure to complete the Mergers due to a termination of the Business Combination Agreement 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. 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.
- 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.
- Some of the 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.
- 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 requested from the French tax authorities in connection with the Technip Merger could be denied or revoked after being obtained.
- 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.
- TechnipFMC's industry is undergoing consolidation that may impact its results of operations.
- 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.
- 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 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, which could potentially increase the cost of dealing in TechnipFMC Shares as compared to Technip or FMCTI Shares.
- 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 Prospectus.
- 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 level which may be expected by the investors 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.
- 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.
- 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.

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

D.3 Key Risks Related to the Shares

- No trading market currently exists for TechnipFMC 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.

Section E – Offer

Annexes and Element	Disclosure requirement
Net Proceeds of the Offer	Not applicable.
E.1 Estimate of the Total Expenses of the Mergers and Admission	The amount of the expenses incurred in connection with the Mergers and Admission, including the fees and expenses of financial advisors, lawyers, accountants, and communication consultants, is estimated at approximately \$174 million.
E.2a Reason for the Offer and Use of Proceeds	Not applicable.
E.3 Terms and Conditions of the Offer	The timetable below sets out on an indicative basis the main steps of the Mergers and of the Admission:
May 19, 2016	Announcement of the Mergers
October 24, 2016	Date of Effectiveness of the Registration Statement on Form S-4
October 25, 2016	Publication of the Information Document on the Technip website Technip Extraordinary Stockholders' Meeting and Technip Special Stockholders' Meeting
December 5, 2016	FMCTI Special Meeting
December 6, 2016	TechnipFMC stockholder meeting
December 21, 2016	Issuance of the Technip Merger Order by the English Court
January 6, 2017	Publication by Euronext of the merger notice and admission notice
January 11, 2017	Re-registration of TechnipFMC as a public limited company Publication of this Prospectus
January 13, 2017	Last day of trading of the FMCTI Shares on the NYSE (given that January 16, 2017 is a federal holiday in the United States)
January 16, 2017	Last day of trading of the Technip Shares on Euronext Paris Completion of the Mergers Delisting of the Technip Shares from Euronext Paris
January 17, 2017	Opening of trading of the TechnipFMC Shares on Euronext Paris (9:00 a.m. CET) Opening of trading of the TechnipFMC Shares on the NYSE (9:30 a.m. EST)
E.4 Material Interests to the Offer	Not applicable.
E.5 Selling Shareholder and Lock-Ups	Not applicable.

E.6 Dilution Resulting from the Offer	It is expected that existing FMCTI stockholders will own approximately 48.9% of TechnipFMC on a fully diluted basis and existing Technip stockholders will own approximately 51.1% of TechnipFMC on a fully diluted basis, in each case immediately following completion of the Mergers.
E.7 Estimated Expenses Charges to the Investor by the Combined Company	Not applicable.

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