

FMC TECHNOLOGIES INC

Form 425

October 31, 2016

Filed by Technip S.A.

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

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

Date: October 31, 2016

This filing relates to a proposed business combination involving

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

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

## **Important Information for Investors and Securityholders**

### **Forward-Looking Statements**

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

Factors that could cause actual results to differ materially from those in the forward-looking statements include failure to obtain applicable regulatory or stockholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; failure to obtain favorable opinions from counsel for each company to the effect of how TechnipFMC Limited (to be renamed TechnipFMC plc) (“TechnipFMC”) should be treated for U.S. tax purposes as a result of the proposed transaction; risks associated with tax liabilities, or changes in U.S. federal or international tax laws or interpretations to which they are subject, including the risk that the Internal Revenue Service disagrees that TechnipFMC is a foreign corporation for U.S. federal tax purposes; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize

anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; reductions in client spending or a slowdown in client payments; unanticipated changes relating to competitive factors in the companies' industries; ability to hire and retain key personnel; ability to successfully integrate the companies' businesses; the potential impact of announcement or consummation of the proposed transaction on relationships with third parties, including clients, employees and competitors; ability to attract new clients and retain existing clients in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the

companies; international, national or local economic, social or political conditions that could adversely affect the companies or their clients; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties' critical accounting estimates and legal proceedings; and the parties' international operations, which are subject to the risks of currency fluctuations and foreign exchange controls.

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

#### No Offer or Solicitation

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

#### **Additional Information**

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

TechnipFMC has filed with the SEC a registration statement on Form S-4, which includes a proxy statement of FMC Technologies that also constitutes a prospectus of TechnipFMC (the "proxy statement/prospectus"). The registration statement on Form S-4 was declared effective by the SEC on October 24, 2016 and a definitive proxy statement/prospectus has been delivered as required by applicable law. **INVESTORS AND STOCKHOLDERS**

**ARE URGED TO CAREFULLY READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS, AND**

**OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC, IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT FMC TECHNOLOGIES, TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and stockholders can obtain free copies of the definitive proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and stockholders can obtain free copies of the definitive proxy statement/prospectus and other documents filed with the SEC on FMC Technologies' website at [www.fmctechnologies.com](http://www.fmctechnologies.com) (for documents filed with the SEC by FMC Technologies) or on Technip's website at [www.technip.com](http://www.technip.com) (for documents filed with the SEC by Technip).

Important Additional Information Has Been Made Available in an Information Document

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

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

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

Participants in the Solicitation

FMC Technologies, Technip, TechnipFMC and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of FMC Technologies and Technip, respectively, in respect of the proposed transactions contemplated by the definitive proxy statement/prospectus and the Information

Document. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the

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

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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 TechnipFMC: Leading Integrated Solutions Provider for the Oil and Gas Industry Roadshow October 31 st to  
November 10 th , 2016



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All of our forward - looking statements involve risks and uncertainties (some of which are significant or beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties' businesses, including those described in FMC Technologies' ("FMC Technologies") Annual Report on Form 10 - K, Quarterly Reports on Form 10 - Q, Current Reports on Form 8 - K and other documents filed from time to time by FMC Technologies and TechnipFMC with the United States Securities and Exchange Commission (the "SEC") and those described in Technip S.A.'s ("Technip") annual reports, registration documents and other documents filed from time to time with the French financial markets regulator (Autorité des marchés financiers or the "AMF"). 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24 66 No Offer or Solicitation This communication is not intended to and does not constitute an offer to sell or the  
solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the  
solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any  
sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities  
shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act and  
applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain  
facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do  
so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or  
instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or  
foreign commerce, or any facility of a national securities exchange, of any such jurisdiction. Additional Information  
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24 66 Thierry Pilenko Douglas Pferdehirt • Current Role : President and Chief Executive Officer of FMC Technologies  
• Future Role : Chief Executive Officer of TechnipFMC Maryann Mannen • Current Role : Chief Financial Officer of  
FMC Technologies • Future Role : Chief Financial Officer of TechnipFMC • Current Role : Chairman and Chief  
Executive Officer of Technip • Future Role : Executive Chairman of TechnipFMC Meeting Attendees

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24 66 1 Transaction Update 2 Market Update 3 Combining Forces to Create an Integrated Industry Leader 4  
TechnipFMC – Strong Financial Profile Agenda

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24 66 Section 1: Transaction Update

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24 66 SURF: Subsea umbilicals , risers and flowlines SPS: Subsea production systems (incl. processing) FEED and  
sub - surface expertise Life of field and monitoring SUBSEA ONSHORE/OFFSHORE Jetty Loading Arms Surface  
Production & Drilling Systems SURFACE Deepwater LNG Petrochemicals Refining & Hydrogen FLNG Mining &  
Metals Shallow Water TechnipFMC : Broadest Portfolio of Solutions for the Production and Transformation of Oil  
and Gas

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24 66 Key Terms of the Transaction Transaction Structure TechnipFMC incorporated in the U.K. U.S. reverse  
triangular merger for FMC Technologies and European cross - border merger for Technip Listing Shares listed on the  
NYSE and Euronext Paris with TechnipFMC seeking inclusion in S&P 500 and CAC40 indices Transaction Terms  
At closing, each share of Technip common stock will be converted into 2.0 ordinary shares of TechnipFMC and each  
common share of FMC Technologies will be exchanged for 1.0 ordinary share of TechnipFMC It is anticipated that  
immediately following completion of the mergers, former FMC Technologies stockholders will own approximately  
49.1% of TechnipFMC on a fully diluted basis and former Technip stockholders will own approximately 50.9% of  
TechnipFMC on a fully diluted base Management and Corporate Governance Management team – Executive  
Chairman – Thierry Pilenko – Chief Executive Officer – Doug Pferdehirt – Chief Financial Officer – Maryann Mannen –  
Chief Operating Officer – Julian Waldron Board: 14 members with an equal number of historical FMC Technologies  
and Technip Directors Headquarters Headquarters in Paris, Houston and London Achieved Approvals Antitrust  
approvals in the U.S., Turkey, India, Russia, Mexico and Australia (1) Work council consultation process in Europe  
S - 4 declared effective CFIUS and MINEFI Next Steps Conclusion of antitrust review in remaining countries (2) ,  
other approvals and customary closing conditions Shareholders' votes for both Technip and FMC Technologies on  
December 5, 2016 Closing expected early 2017 All - Stock Merger Clear Leadership and Balanced Governance  
Timeline to Closing (1) In addition, clearance from Australian's Foreign Investment Review Board (2) EU and Brazil



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24 66 Doug Pferdehirt Thierry Pilenko Richard Alabaster President Surface Technologies Barry Glickman President  
Subsea Services Hallvard Hasselknippe President Subsea Projects Nello Uccelletti President Onshore / Offshore  
Julian Waldron Executive Vice President and Chief Operating Officer Brad Beitler Executive Vice President  
Technology and R&D Maryann Mannen Executive Vice President and Chief Financial Officer Thierry Parmentier  
Executive Vice President Human Resources Dianne Ralston Executive Vice President and Chief Legal Officer Mark  
Scott Executive Vice President Quality, HSE/Security and Communications Tore Halvorsen , Executive Vice  
President and Senior Advisor Board of Directors The Future Executive Leadership Team

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24 66 Good Progress on Technip and FMC Technologies Merger Process May 19, 2016 Combination announcement  
June 24, 2016 Early conclusion of US antitrust review Work council approvals Early 2017 Expected combination  
completion June 14, 2016 BCA signing October 4, 2016 Signing of Cross Merger Border Terms August 11, 2016  
Turkey antitrust approval REMAINING PROCESSES Antitrust: EU and Brazil October 7, 2016 US foreign  
investment approval (CFIUS) September 30, 2016 Russia antitrust approval September 21, 2016 India antitrust  
approval October 14, 2016 Mexico antitrust approval October 25, 2016 Documents for shareholders meetings made  
available October 24, 2016 Form S - 4 effective December 5, 2016 Technip & FMC Technologies shareholders  
meetings October 24, 2016 French foreign investment approval (MINEFI) October 25, 2016 Australia foreign  
investment clearance

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24 66 Technip and FMC Technologies shareholders to vote on the proposed combination at their respective  
shareholders meetings Shareholders meeting GENERAL SHAREHOLDERS MEETING / SPECIAL  
SHAREHOLDERS MEETING (1) December 5 th , 2016 SPECIAL MEETING OF STOCKHOLDERS (2) December  
5 th , 2016 Agenda Vote on the proposed merger of Technip with TechnipFMC, the future holding company of the  
combined group Vote on the removal of double voting rights Respective Board of Directors recommendation "FOR" (1)  
Technip shareholders are urged to refer to the documents made available on Technip's website in connection with the  
extraordi nar y general meeting of shareholders and the special meeting of shareholders with double voting rights (2)  
FMCTI stockholders are urged to refer to the combined proxy statement of FMC Technologies regarding the special  
meeting and r egi stration statement of TechnipFMC on Form S - 4 (which was declared effective by the United States  
Securities and Exchange Commission on October 24, 2016) and to the defin i tive combined proxy statement and  
registration statement which will be mailed to them Vote on the proposed combination of Technip and FMC  
Technologies "FOR" Upcoming Shareholders' Vote on the Proposed Combination

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24 66 Section 2: Market Update

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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 60 70 80 90 100 110 2016 2025 ...With a Large Portion to Come from Deepwater 0.0 2.0 4.0 6.0 8.0 10.0 12.0  
2015 Decline Incremental 2025 ~36 Million Barrels / Day of Incremental Production Required by 2025e... Source:  
Rystad Energy Supply Study; October 2016 ~8.5 MMb /d MMb /d ~[28%] of Incremental Production ~[32%] of  
Incremental Production Source: Rystad Energy Supply Study, FMC Technologies; October 2016 Current Sources of  
Production Conventional & Other Deepwater Shale Offshore Remains Critical to the Future...

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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 ...and It Accounts for Majority of Majors' Production Offshore Contributes Significantly to Majors' Production...  
...While More Than 50% of the Majors' 2P Reserves Remaining Is Offshore 2016 Production by Classification (%) (1)  
Remaining 2P Reserves by Classification (%) (1) 1 Production and proved reserves as of 2Q 2016 Weighted Average  
Offshore Onshore Source Wood Mackenzie 58% 53% 48% 59% 46% 68% 90% 84% 60% 42% 47% 52% 41% 54%  
32% 10% 16% 40% 0% 20% 40% 60% 80% 100% 54% 40% 42% 45% 35% 82% 96% 85% 55% 46% 60% 58%  
55% 65% 18% 4% 15% 45% 0% 20% 40% 60% 80% 100% Weighted Average

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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 34% 27% 39% Strong History of Subsea Tree Orders SPS and SURF components represent up to 1/3 rd of  
deepwater development costs and remain well - positioned for a market recovery given the importance of offshore  
production to future hydrocarbon supply Subsea Tree Orders by Region 2006 - 2016 YTD (Trees) Brazil All Other  
Regions SPS / SURF is One of the Largest Component of Project Costs SPS / SURF FPSO / Platform Drilling / Well  
Construction Source: Morgan Stanley Research, FMCTI Internal Analysis Source Quest Offshore 462 452 432 319  
375 314 413 551 232 153 45 0 120 240 360 480 600 2006 2007 2008 2009 2010 2011 2012 2013 2014 2015 2016  
YTD SPS and SURF Remain Critical Components of Offshore Development

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24 66 TechnipFMC Will Be Best Positioned to Seize Opportunities Across Upstream and Downstream



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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 Section 3: Combining Forces to Create an Integrated Industry Leader

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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 TechnipFMC Will Do More Create a unique contracting model Accelerate and integrate technology innovation  
Deliver both a lower project cost and operating structure Develop integrated offerings beyond subsea Increasing  
interest in the integrated model as clients grasp unique capabilities generated by the TechnipFMC combination  
Combining Forces to Create an Integrated Industry Leader

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24 66 Client: Hurricane Alliance selected as exclusive provider of subsea solutions for the Lancaster EPS (1) and for  
subsequent development of the Greater Lancaster Area (1) Early Production System ALLIANCE Supported by Most  
Recent Achievements of the Alliance Unique leadership: Integrated SPS+SURF solutions First Alliance Award  
Unique Subsea Integrated Design Strong market acceptance with 17 integrated FEEDs since inception in June 2015 0  
5 10 15 20 0 2 4 6 8 10 12 14 No. of FEED Studies Months after Establishing JV/Alliance 17

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24 66 Maximised reliability and uptime Increased aftermarket capabilities Improved performance over the life of field  
Rationalized subsea architecture and design Optimized technology applications Improved field performance Project  
Execution Conceptual Design & FEED Life - of - Field & Maintenance Joint SPS+SURF R&D for improved  
technology application and combination Shortened time to first oil and offshore installation through better planning  
Reduced project interfaces and contingencies Strengthen leverage on procurement Accelerate time to first oil Superior  
project execution Maximize production uptime Leading market players (1) Leading market players SPS and SURF  
Largest installed base Unique asset and technological capabilities Best possible line - up to undertake client challenges  
Leading capabilities TechnipFMC is the Sole Player Offering Full Suite of Capabilities Engineering Procurement  
Construction Installation Equipment supply Decommissioning (1) Genesis Oil & Gas Consultants and Forsys Subsea  
joint venture

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24 66 Integrate Technologies Redesign Subsea Redefine Industry Reinvent Products "Making it Real"

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24 66 Reduce product complexity with proprietary technology Create differentiated products that focus on  
deliverability and installability Case Study: Traditional versus Compact Subsea Manifold Simplicity – 50% fewer  
parts Deliverability – 50% schedule reduction Installability – 50% less weight Compact Subsea Manifold Reinvent  
Products

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24 66 Manifold Connector Flexible pipe Subsea processing ETH PiP (1) Optimized connectivity Increased efficiency  
Simplified architecture Direct Tie - In (1) ETH PiP : Electrically Trace Heated Pipe - in - Pipe Integrate  
Complementary Technologies

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24 66 Key Benefits Traditional Approach Enhanced Approach Enhancements Fewer SPS interfaces Fewer risers and  
flowlines Lower cost through integrated procurement Less complexity through reduced part counts Faster  
installation time offshore installation duration execution interfaces and risks 6 PLETS at end of flowlines Time to first  
oil 50% of risers and flowlines Up to 30% CAPEX Reduction Umbilical Proprietary Technologies Redesign Subsea  
Through Integrated Approach



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24 66 Integrated Procurement Simplified Equipment Set - up Reduced Installation Phase Optimized Flow Assurance  
One SPS & SURF Provider Buckets of ~30% CAPEX Savings Optimized subsea architecture reducing equipment on  
seabed by ~50% Eg . less PLETs, flowline and riser lengths One offshore installation for entire subsea structure Eg .  
installation of in - line manifold with pipeline and direct connection to well Introduce active equipment Eg .  
combination ETH PiP and multi - phase pumping Reduced cost of materials and increased purchasing power Eg .  
Lighter - smaller Subsea Equipment, Carbon Fiber armor within flexibles Reduced interfaces and risk accelerated time  
to first oil Eg . smart integrated design and installation Redefine Project Economics Remove costly back - up solutions

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24 66 Operation and management Maintain production, increase recovery Plug and abandonment Drilling and  
completion Installation Installation Asset management Production optimization Field IMR Well Services The Subsea  
System Life Cycle Subsea Drilling Systems Strong market presence Current presence, strong growth opportunity  
Subsea Services Provide Growth Opportunities Throughout the Entire System Life Cycle

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24 66 Onshore/Offshore: Strong Enabler to Capture Downstream Market Resilience in 2016 and 2017 (1) Export  
Credit Agency (2) Engineering, Procurement, Construction Unique Offering Highly valued project management know  
- how Broad range of expertise and solid reputation Best - in - class Proprietary Technologies Over 50 years of  
greenfield & brownfield expertise Leading integrated model from design to full EPC (2) Early involvement Strong  
track - record in large - scale LNG Modularization proven know - how Prelude FLNG, Australia Integrating onshore  
/ offshore and subsea capabilities Capitalize on long - term relationship with Shell Front - runner in FLNG Yamal  
LNG, Russia MIDOR refinery, Egypt Involvement since refinery construction in the 1990's Direct FEED award  
leading to EPC Technip helped arrange ECA (1) and project financing Negative Capital Employed EBIT margins to  
rise over 2015 - 2017

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234 234 255 255 255 122 184 0 253 215 93 219 219 219 0 130 156 255 182 899 244 200 207 94 106 113 73 67 61 5  
24 66 Surface Technologies: Creating Value with Market Leading Products and Integrated Solutions SIS: A Unique  
Integrated Offering "One Vendor One Invoice One Lead = Improved Synergies and Completion Quality" Integration of  
surface wellhead, completions, and measurement Leading product supplier to major oilfield service companies  
Flowline products used during the well construction and stimulation Manifold trailers, well service pumps, and  
compact valves Surface Wellhead International Drilling, completion and production wellhead systems Onshore and  
offshore applications Long - term customer relationships Surface Integrated Services (SIS) Fluid Control

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24 66 Section 4: TechnipFMC – Strong Financial Profile

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24 66 Subsea products: – Trees, manifolds, control, templates, flowline systems, umbilicals & flexibles – Subsea  
processing – ROVs and manipulator systems Subsea projects – Field architecture, integrated design – Engineering,  
procurement Subsea services: – Drilling systems – Installation using high - end fleet – Asset management & production  
optimization – Field IMR and well services Subsea Backlog: \$8.0bn Project management, proprietary technology,  
equipment and early studies to detailed design: – Offshore : fixed platforms (jackets, self - elevating platforms, GBS,  
artificial islands) and floating facilities (FPSO, semi submersibles, Spar, TLP, FLNG) – Onshore : gas monetization,  
refining, petrochemicals, onshore pipelines, furnaces, etc – Services : project management consultancy, process  
technologies Backlog: \$7.8bn Onshore / Offshore Source: Company filings Note: Pro forma backlog as of 30 - Sep -  
2016. USD/EUR FX rate as of 25 - Oct - 2016. Drilling, completion and production wellhead equipment, chokes,  
compact valves, manifolds and controls Treating iron, manifolds and reciprocating pumps for frac'ing and cementing  
Advanced separation and flow - treatment systems Flow metering products and systems Marine, truck and railcar  
loading systems Installation and maintenance services Frac - stack and manifold rental and operation services Frac  
flowback and well testing services Surface Backlog: \$0.5bn Building on Complementarity to Create a Broad - Based  
Market Leader...

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24 66 44.3 23.6 19.7 16.5 15.7 14.8 13.3 12.5 9.4 6.4 0 15 30 45 SLB HAL TECFMC GE O&G BHI NOV TEC SPM  
WFT FTI Third Largest OFS Company by Revenue Top 10 OFS Companies by 2015A Revenue (\$ Bn ) Source:  
Company Filings; EUR/USD FX rate as of 28 - Oct - 2016 NewCo ...With Significant Scale... Proforma

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24 66 (7.2) (3.4) (1.3) (1.3) (0.9) (0.6) (0.3) 0.9 1.7 (9) (7) (5) (3) (1) 1 3 WFT SPM BHI HAL NOV SLB FTI  
TECFMC TEC 1.2 1.8 1.9 1.9 2.3 2.3 3.7 5.7 7.5 0 2 4 6 8 FTI TECFMC NOV SLB TEC BHI HAL WFT SPM One  
of the Lowest Leverage Levels... 2015A Debt / EBITDA (2) (x) ...and a Significant Cash Position NewCo Top Listed  
OFS Companies (1) by 2015A Net Cash / EBITDA (2) (x) Source: Company filings; EUR/USD FX rate as of 28 - Oct  
- 2016 1 Excluding conglomerates and construction companies with Oil Field Services operations 2 EBITDA  
calculated as Revenue - Expenses + Depreciation and Amortization; Pro forma for \$3.5bn termination break - up fee,  
HAL and BHI net cash / EBITDA is respectively (2.1)x and (1.3)x ...and One of the Strongest Balance Sheets Amongst  
OFS Providers Proforma Proforma



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24 66 Source: Company Filing 1 EBITDA as published for Technip (excludes income / (loss) from equity affiliates)  
and for FMC Technologies as per definition EB ITDA = Revenue – Expenses + D&A; YTD corresponds to 9 - months  
period ending 30 - Sep - 2016 2 Capital employed: Equity + Financial debts - Cash and cash equivalents + Non -  
current provisions + Other non - current liabilities ; EBIT post tax: Operating income from recurring activities  
adjusted for estimated normative tax rate + income from associates Track Record of Sustainable Returns ROCE (2)  
2013 - 2015 13.8% 19.0% 12.8% 15.2% 2013 2014 2015 Average 13.6% 12.1% 11.4% 12.4% 2013 2014 2015  
Average EBITDA (1) Margin 2013 - 2016 YTD 11.5 % 10.2 % 10.4 % 11.4 % 2013 2014 2015 2016 YTD 13.5 %  
16.8 % 12.4 % 8.0 % 2013 2014 2015 2016 YTD

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24 66 795 893 932 227 2013 2014 2015 2016 YTD Operating Cash Flow (\$mm) Capex (\$mm) Source: Company  
Filings; EUR/USD FX rate as of 28 - Oct - 2016; YTD corresponds to 9 - months period ending 30 - Sep - 2016  
Operating Cash Flow Exceeds Investment Needs 629 410 322 106 2013 2014 2015 2016 YTD 314 404 251 93 2013  
2014 2015 2016 YTD 1,441 948 1,140 355 2013 2014 2015 2016 YTD

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24 66 2016 YTD Pro Forma Revenue by Segment Source: Company Filings; EUR/USD FX rate as of 28 - Oct - 2016;  
YTD corresponds to 9 - months period ending 30 - Sep - 2016 Sep - 2016 Pro Forma Backlog by Segment Subsea  
55% The Combined Group Will Benefit from a Balanced Business Exposure \$13.4bn \$3.0bn \$16.4bn Total: \$8.3bn  
\$3.5bn \$11.8bn Total: 60.0 % 31.9 % 6.0 % 2.1 % Subsea Onshore & Offshore Surface Energy Subsea 60%

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24 66 Supply Chain Commodity raw material cost savings Better terms with shared suppliers Beneficial scale effect  
from higher volumes Infrastructure Right - size general & administrative expense Rationalize real - estate footprint  
Leverage regional shared services Corporate and Others One Board of Directors One management team Leverage  
global shared services ~\$400m Realized 2019e Additional cost reduction opportunities Other financial upside  
including balance sheet and liquidity management Base plan Stretch Significant Potential for Cost Synergies... Pre - Tax  
Cost Synergies of approximately \$400m expected by 2019 On top of each company's existing cost saving initiatives

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24 66 Early involvement can improve positioning on new projects Strong differentiation provides immediate and  
significant cost reduction Portfolio of projects and solutions can capture greater subsea scope Substantial revenue  
growth from expanded "Life of Field" opportunity Shorter project delivery schedules will accelerate time to first oil  
Integrated offering should improve execution Enhanced client relationship thanks to a broader portfolio of solutions  
The integration approach will benefit revenues and profitability ...and Multiple Opportunities to Create Revenue  
Synergies

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24 66 TechnipFMC : Driving Change by Redefining the Production and Transformation of Oil & Gas Builds a  
comprehensive and flexible offering across each market from concept to project delivery and beyond Surface Global  
product and service platform Enhanced offering in North America Strengthened international presence Products: best  
- in - class equipment and systems provider Leading and highly complementary equipment offering; scaling up best -  
in - class technology through enhanced R&D Projects: unique capabilities throughout project life - cycle From  
concept to project delivery and beyond; setting new project economic standards Subsea Services: enhanced service  
proposition Leveraging FMC Technologies' leading solutions to service a larger installed base; expanding scope of  
service offering Onshore / Offshore Strong midstream/downstream footprint Leveraging further on Technip's  
engineering capabilities From concept to technology to project delivery 60 years of complex developments & client  
relationships