



Technip from IFRS as issued by the IASB to U.S. GAAP and to translate the financial statements from Euro to U.S. dollars. Management will conduct further review of adjustments and reclassifications to convert Technip financial statements from IFRS to U.S. GAAP, and as a result, management may identify further differences that could have a material impact to the pro forma financial statements.

The historical financial data has been adjusted to give pro forma effect to events that are (1) directly attributable to the Mergers, (2) factually supportable, and (3) with respect to the statements of income, expected to have a continuing impact on the combined results. The pro forma financial statements do not reflect any revenue enhancements, anticipated synergies or dis-synergies, operating efficiencies or cost savings that may be achieved. The fair value adjustments applied to the assets acquired and liabilities assumed reflected in the pro forma financial data is preliminary and is based on management's estimates of the fair value and useful lives of the assets acquired and liabilities assumed. The pro forma financial statements do not include any fair value adjustments associated with the tangible fixed assets of FMCTI as management has preliminarily concluded that the historical carrying value of the assets approximates the current fair market value. Accordingly, the actual financial position and results of operations may differ from these pro forma amounts as additional information becomes available and as additional analyses are performed. The final valuations may result in material changes to the preliminary estimated purchase price allocation.

The pro forma adjustments are subject to modification depending on changes in the final fair value determination for assets acquired and liabilities

| | | | | | | | |
|--|----------|------------|-----------|--------|--------|----------|--------------|
| Billings in excess of costs and estimated earnings on uncompleted contracts | 3,364.5 | 108.0 | — | — | — | 3,472.5 | |
| Accrued payroll | — | 171.7 | — | (171.7 |) 4(h) | — | |
| Financial instruments | 586.7 | 63.6 | — | — | — | 650.3 | |
| Income taxes payable | 317.5 | 104.0 | — | — | — | 421.5 | |
| Other current liabilities | 2,099.3 | 290.9 | — | 171.7 | 4(h) | 2,576.5 | |
| | | | | 14.6 | 4(i) | | |
| Total current liabilities | 11,556.8 | 1,791.3 | 40.5 | 6.1 | | 13,394.7 | |
| Long-term debt, less current portion | 1,658.5 | 908.1 | — | — | | 2,566.6 | |
| Accrued pension and other post-retirement benefits, less current portion | 202.2 | 198.8 | — | — | | 401.0 | |
| Financial instruments | — | 14.2 | — | — | | 14.2 | |
| Deferred income taxes | 153.8 | 128.6 | 447.2 | 4(d) | 0.4 | 730.0 | |
| Other liabilities | 117.2 | 81.1 | — | — | | 198.3 | |
| Commitments and contingent liabilities | | | | | | — | |
| Stockholders' equity: | | | | | | | |
| Share capital / common stock | 95.8 | 2.9 | (2.9 |) 4(e) | (95.8 |) 4(h) | 466.6 |
| | | | | | 466.6 | 4(h) | |
| Common stock held in employee benefit trust | — | (6.5 |) 6.5 | 4(e) | — | | — |
| Treasury stock | (23.3 |) (1,636.6 |) 1,636.6 | 4(e) | 23.3 | 4(h) | — |
| Capital in excess of par value of common stock | 2,252.2 | 773.0 | (773.0 |) 4(e) | 95.8 | 4(h) | 10,029.2 |
| | | | 8,171.1 | 4(f) | (466.6 |) 4(h) | |
| | | | | | (23.3 |) 4(h) | |
| Retained earnings | 2,705.7 | 4,288.8 | (4,288.8 |) 4(e) | — | | 2,705.7 |
| | | | | | — | | |
| Accumulated other comprehensive loss | 42.1 | (809.7 |) 809.7 | 4(e) | — | | 42.1 |
| Total stockholder | | | | | | | 15 () 14 (€ |

4'588'8

40'050'5

| | | | | | | |
|--|----------|---------|---------|----------|-------|---|
| Loss from discontinued operations, net of income tax | — | (10.1 |) | — | (10.1 |) |
| Net income | \$ 394.2 | \$ 37.0 | \$ 26.7 | \$ 457.9 | | |
| Net income/(loss) attributable to Technip / FMCTI, respectively | \$ 428.7 | \$ 38.4 | \$ 26.7 | 493.8 | | |
| Net income/(loss) attributable to noncontrolling interests | (34.5 |) | (1.4 |) | (35.9 |) |
| Earnings per share attributable to Technip / FMCTI, respectively | | | | | | |
| Basic | \$ 3.59 | \$ 0.17 | | \$ 1.06 | | |
| Diluted | \$ 3.49 | \$ 0.17 | | \$ 1.05 | | |
| Weighted average shares outstanding to Technip / FMCTI, respectively | | | | | | |
| Basic | 119.4 | 227.2 | | 466.6 | 5(g) | |
| Diluted | 125.1 | 228.6 | | 478.0 | 5(g) | |

See accompanying Notes to Unaudited Pro Forma Condensed Combined Financial Information.

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

1. Description of Mergers

On June 14, 2016, FMC Technologies and Technip entered into a definitive business combination agreement providing for the business combination among FMC Technologies, FMC Technologies SIS Limited, a private limited company incorporated under the laws of England and Wales and a wholly-owned subsidiary of FMC Technologies, and Technip. On August 4, 2016, FMC Technologies SIS Limited changed its name to TechnipFMC Limited and was subsequently re-registered under the laws of England and Wales on January 11, 2017 as TechnipFMC plc ("TechnipFMC"). On December 5, 2016, the definitive business combination agreement was approved by the shareholders of both FMC Technologies and Technip.

On January 16, 2017, the business combination was completed. Pursuant to the terms of the definitive business combination agreement, Technip merged with and into TechnipFMC, with TechnipFMC continuing as the surviving company (the "Technip Merger"), and each ordinary share of Technip (the "Technip Shares"), other than Technip Shares owned by Technip or its wholly-owned subsidiaries, were exchanged for 2.0 ordinary shares of TechnipFMC, subject to the terms of the definitive business combination agreement. Immediately following the Technip Merger, a wholly-owned indirect subsidiary of TechnipFMC ("Merger Sub") merged with and into FMC Technologies, with FMC Technologies continuing as the surviving company and as a wholly-owned indirect subsidiary of TechnipFMC (the "FMCTI Merger" and together with the Technip Merger, the "Mergers"), and each share of common stock of FMC Technologies (the "FMCTI Shares"), other than FMCTI Shares owned by FMCTI, TechnipFMC, Merger Sub or

available and as additional analyses are performed.

4. Notes to Unaudited Pro Forma Condensed Combined Balance Sheet

(a) Represents the audited historical consolidated balance sheet of Technip as of December 31, 2016 as adjusted and reclassified to conform to U.S. GAAP (see Note 6).

(b) Represents the audited historical consolidated balance sheet of FMCTI as of December 31, 2016.

(c) Represents the net adjustment to FMCTI intangible assets based on the estimated fair value of the intangible assets as discussed in Note 3. The net adjustment to intangible assets is calculated as follows:

| | Estimated | |
|--|--------------------|---------------|
| (In millions of dollars, except estimated useful lives) | Useful Life | Amount |

Identifiable intangible assets

Technip's historical audited consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB, which differs in certain material respects from U.S. GAAP. The unaudited pro forma condensed combined financial information includes a statement of income and a statement of financial position of Technip from the historical audited consolidated financial statements as of and for the year ended December 31, 2016, prepared in accordance with IFRS as issued by the IASB. The statement of income for the year ended December 31, 2016 and statement of financial position as of December 31, 2016 prepared under IFRS as issued by the IASB have been adjusted to reflect Technip's consolidated statement of income and statement of financial position on a U.S. GAAP basis and translated from Euros to U.S. dollars, the reporting currency of the combined company using the exchange rates derived from the

| | | | | | | |
|---|-----------|--------|--------|-----------|-------------|---|
| Non-Controlling Interests | (11.1 |) — | | (11.1 |) (11.7 |) |
| Total Equity | 4,793.5 | 7.5 | | 4,801.0 | 5,060.8 | |
| Non-Current Financial Debts | 1,573.4 | — | | 1,573.4 | 1,658.5 | |
| Accrued Pensions and Other Post-Retirement Benefits, less Current Portion | | 191.8 | 6(f) | 191.8 | 202.2 | |
| Non-Current Provisions | 276.2 | (191.8 |) 6(f) | — | — | |
| | | (84.4 |) 6(f) | | | |
| Deferred Tax Liabilities | 145.9 | — | | 145.9 | 153.8 | |
| Other Non-Current Liabilities | 26.8 | 84.4 | 6(f) | 111.2 | 117.2 | |
| Total Non-Current Liabilities | 2,022.3 | — | | 2,022.3 | 2,131.7 | |
| Current Financial Debts | 848.5 | — | | 848.5 | 894.4 | |
| Trade Payables | 3,684.0 | — | | 3,684.0 | 3,883.3 | |
| Construction Contracts-Amounts in Liabilities | 3,191.3 | 0.5 | 6(d) | 3,191.8 | 3,364.5 | |
| Financial Instruments | 556.6 | — | | 556.6 | 586.7 | |
| Current Provisions | 658.9 | (658.9 |) 6(f) | — | — | |
| Current Income Tax Payables | 301.2 | — | | 301.2 | 317.5 | |
| Advance Payments | | 390.0 | 6(f) | 390.0 | 411.1 | |
| Other Current Liabilities | 1,722.7 | 658.9 | 6(f) | 1,991.6 | 2,099.3 | |
| | | (390.0 |) 6(f) | | | |
| Total Current Liabilities | 10,963.2 | 0.5 | | 10,963.7 | 11,556.8 | |
| Total Liabilities | 12,985.5 | 0.5 | | 12,986.0 | 13,688.5 | |
| Total Equity and Liabilities | €17,779.0 | € 8.0 | | €17,787.0 | \$ 18,749.3 | |

**TECHNIP PRO FORMA STATEMENT OF INCOME
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2016**

| (In millions) | IFRS to U.S. | | | Historical Adjusted Technip | Historical Adjusted Technip |
|---|-----------------------|---|--------|-----------------------------------|-----------------------------------|
| | Historical Technip | GAAP and Reclassification Adjustments | Notes | | |
| Revenues | €8,313.4 | € — | | €8,313.4 | \$ 9,199.6 |
| Cost of Sales | (6,895.2 |) 3.1 | 6(d) | (6,903.9 |) (7,639.9 |
| | | (11.8 |) 6(e) | | |
| Gross Margin | 1,418.2 | (8.7 |) | 1,409.5 | 1,559.7 |
| Research and Development Costs | (95.3 |) — | | (95.3 |) (105.5 |
| Selling Costs | (211.9 |) 212.4 | 6(f) | — | — |
| | | (0.5 |) 6(d) | | |
| Administrative Costs | (305.0 |) 305.0 | 6(f) | — | — |
| Selling, General and Administrative Expenses | | (517.4 |) 6(f) | (517.4 |) (572.6 |
| Restructuring and Impairment Expense | | (371.1 |) 6(f) | (371.1 |) (410.7 |
| Other Operating Income | 18.3 | (18.3 |) 6(f) | — | — |
| Other Operating Expenses | (33.6 |) 33.6 | 6(f) | — | — |
| Other Income/(Expenses), net | | (15.3 |) 6(f) | (15.3 |) (16.9 |
| Operating Income/(Loss) from Recurring Activities | 790.7 | (380.3 |) | 410.4 | 454.0 |
| Share of Income/(Loss) of Equity Affiliates | 102.1 | (3.8 |) 6(a) | 98.3 | 108.8 |
| Operating Income/(Loss) from Recurring Activities after Income/(Loss) of Equity Affiliates | 892.8 | (384.1 |) | 508.7 | 562.8 |
| Income/(Loss) from Disposals of Activities | — | — | | — | — |
| Charges from Non-Current Activities | (441.0 |) 371.1 | 6(f) | — | — |
| | | 69.9 | 6(a) | | |
| Operating Income/(Loss) | 451.8 | 56.9 | | 508.7 | 562.8 |
| Financial Income | 660.2 | (1.6 |) 6(e) | — | — |
| | | 20.1 | 6(a) | | |
| | | (678.7 |) 6(f) | | |
| Financial Expenses | (731.2 |) 15.7 | 6(b) | — | — |
| | | 5.4 | 6(e) | | |
| | | 710.1 | 6(f) | | |
| Financial Income/(Expenses), net | | 678.7 | 6(f) | (31.4 |) (34.7 |
| | | (710.1 |) 6(f) | | |
| Income/(Loss) before Tax | 380.8 | 96.5 | | 477.3 | 528.1 |
| Income Tax Expense | (130.7 |) 3.2 | 6(a) | (121.0 |) (133.9 |

income for the effects of plan amendments that create an increase (or decrease) to the benefit obligation (i.e., prior service cost). Under U.S. GAAP, prior service costs and credits are required to be initially recognized in OCI and then amortized through net income over future periods.

4. *Classification of net benefit cost* - Under IFRS companies can present different components of net benefit cost within different line items on the income statement, such as operating expenses and finance expense. Under U.S. GAAP all components of net benefit cost must be aggregated and presented as a net amount in the income statement, presented in operating income.

(f) Reclassifications

Represents certain reclassifications of historical Technip financial statement line items to conform to the expected financial statement line items of the combined companies, including:

Balance sheet items:

- Goodwill historically presented in Intangible Assets, net has been reclassified to Goodwill;
- Investments historically included in Other Financial Assets has been reclassified to Investments;
- Available-For-Sale Financial Assets has been reclassified to Other Financial Assets;
- Advances Paid to Suppliers has been reclassified to Other Current Receivables;
- Assets classified as Held for Sale has been reclassified to Other Current Receivables;
- Foreign Currency Translation Reserves and Fair Value Reserves have been reclassified to Accumulated Other Comprehensive Income / (Loss);
- Net Income/(Loss) for the period has been reclassified to Retained Earnings;
- Accrued Pensions and Other Post-Retirement Benefits, less Current Portion historically included in Non-Current Provisions has been reclassified to Accrued Pensions and Other Post-Retirement Benefits, less Current Portions, and the remaining Non-Current Provisions has been reclassified to Other Non-Current Liabilities;
- Current Provisions has been reclassified to Other Current Liabilities; and
- Advance Payments historically included in Other Current Liabilities has been reclassified to Advance Payments.

Statement of income items:

- Selling Costs and Administrative Costs have been reclassified to Selling, General and Administrative Expenses;
- Other Operating Income and Other Operating Expense have been reclassified to Other Income/(Expenses), net;
- Charges from Non-Current Activities has been reclassified to Restructuring and Impairment Expenses; and
- Financial Income and Financial Expenses have been reclassified to Financial Income/(Expense), net.

View source version on businesswire.com: <http://www.businesswire.com/news/home/20170224005813/en/>

Source: TechnipFMC plc

Investor relations

Matt Seinsheimer
Vice President Investor Relations
Tel: +1 281 260 3665
Email: Matt Seinsheimer

or
Aurelia Baudey-Vignaud
Senior Manager Investor Relations
Tel: +33 1 85 67 43 81
Email: Aurelia Baudey-Vignaud

or
James Davis
Senior Manager Investor Relations
Tel: +1 281 260 3665
Email: James Davis

Media relations

Laure Montcel
Senior Manager Public Relations
Tel: +33 1 49 01 87 81
Email: Laure Montcel

or
Delphine Nayral
Corporate Press Relations
Tel: +33 1 47 78 34 83
Email: Delphine Nayral