



TechnipFMC plc Commences Exchange Offers and FMC Technologies, Inc. Commences Consent Solicitations

February 28, 2017

LONDON & PARIS & HOUSTON--(BUSINESS WIRE)--Feb. 28, 2017--

Regulatory News:

TechnipFMC plc (Paris:FTI) (NYSE:FTI) (NYSE and Euronext: FTI) and FMC Technologies, Inc. today announced that TechnipFMC has commenced offers to exchange any and all outstanding notes issued by FMC Technologies as set forth in the table below for (i) up to \$800 million aggregate principal amount of new notes issued by TechnipFMC and (ii) cash.

The following table sets forth the Exchange Consideration, Early Tender Payment and Total Exchange Consideration for each series of Existing FMCTI Notes:

Title of Series	CUSIP Number	Maturity Date	Aggregate Principal Amount Outstanding	Exchange Consideration ⁽¹⁾	Early Tender Payment ⁽¹⁾	Total Exchange Consideration ⁽¹⁾⁽²⁾
2.00% Senior Notes due 2017	30249U AA9	October 1, 2017	\$300,000,000	\$970 principal amount of New TechnipFMC 2.00% Senior Notes due 2017 and \$1.00 in cash	\$30 principal amount of New TechnipFMC 2.00% Senior Notes due 2017	\$1,000 principal amount of New TechnipFMC 2.00% Senior Notes due 2017 and \$1.00 in cash
3.45% Senior Notes due 2022	30249U AB7	October 1, 2022	\$500,000,000	\$970 principal amount of New TechnipFMC 3.45% Senior Notes due 2022 and \$1.00 in cash	\$30 principal amount of New TechnipFMC 3.45% Senior Notes due 2022	\$1,000 principal amount of New TechnipFMC 3.45% Senior Notes due 2022 and \$1.00 in cash

(1) For each \$1,000 principal amount of Existing FMCTI Notes (as defined herein) accepted for exchange.

(2) Includes Early Tender Payment (as defined herein).

In conjunction with the offers to exchange (each an "Exchange Offer" and collectively, the "Exchange Offers"), FMC Technologies ("FMCTI") is soliciting consents (each, a "Consent Solicitation" and, collectively, the "Consent Solicitations") to adopt certain proposed amendments to each of the indentures governing the notes issued by FMC Technologies as set forth in the table above (the "Existing FMCTI Notes") to eliminate certain covenants, restrictive provisions and events of default from such indentures. Each Exchange Offer and Consent Solicitation is conditioned upon the completion of the other Exchange Offers and Consent Solicitations, although TechnipFMC may waive such condition at any time with respect to an Exchange Offer. Any waiver of a condition by TechnipFMC with respect to an Exchange Offer will automatically waive such condition with respect to the corresponding Consent Solicitation, as applicable.

TechnipFMC will enter into a registration rights agreement pursuant to which TechnipFMC will agree to file an exchange offer registration statement with the Securities and Exchange Commission to allow holders of the new notes to be issued by TechnipFMC (the "New TechnipFMC Notes") to exchange New TechnipFMC Notes for the same principal amount of a new issue of notes with substantially identical terms, except that the exchange notes will generally be freely transferable under the United States Securities Act of 1933, as amended (the "Securities Act").

The Exchange Offers and Consent Solicitations are being made pursuant to the terms and subject to the conditions set forth in the offering memorandum and consent solicitation statement dated February 28, 2017 (the "Offering Memorandum and Consent Solicitation Statement").

Holders who validly tender their Existing FMCTI Notes at or prior to 11:59 p.m., New York City time, on March 13, 2017, unless extended (the "Early Tender Date"), will be eligible to receive the applicable Total Exchange Consideration as set forth in the table above, which includes the applicable Early Tender Payment as set forth in the table, for all such Existing FMCTI Notes that are accepted. For each \$1,000 principal amount of Existing FMCTI Notes validly tendered after the Early Tender Date but prior to 11:59 p.m., New York City time, on March 27, 2017, unless extended (the "Expiration Date"), holders of Existing FMCTI Notes will not be eligible to receive the applicable Early Tender Payment and, accordingly, will only be eligible to receive the applicable Exchange Consideration as set forth in the table above on the settlement date. The settlement date is expected to

occur within two business days after the Expiration Date.

Documents relating to the Exchange Offers and Consent Solicitations will only be distributed to eligible holders of Existing FMCTI Notes who complete and return an eligibility form confirming that they are either a "qualified institutional buyer" under Rule 144A or not a "U.S. person" and outside the United States under Regulation S for purposes of applicable securities laws. The complete terms and conditions of the Exchange Offers and Consent Solicitations are described in the Offering Memorandum and Consent Solicitation Statement, copies of which may be obtained by contacting D.F. King & Co., the exchange agent and information agent in connection with the Exchange Offers and Consent Solicitations, at (800) 967-4617 (U.S. toll-free) or (212) 269-5550 (banks and brokers) or technipfmc@dfking.com. The eligibility form is available electronically at: www.dfking.com/technipfmc.

This press release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, any security. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Exchange Offers and Consent Solicitations are being made solely pursuant to the Offering Memorandum and Consent Solicitation Statement and only to such persons and in such jurisdictions as is permitted under applicable law.

The New TechnipFMC Notes have not been and will not be registered under the Securities Act or any state securities laws. Therefore, the New TechnipFMC Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

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About TechnipFMC plc

TechnipFMC is a global leader in subsea, onshore/offshore, and surface projects. With our proprietary technologies and production systems, integrated expertise, and comprehensive solutions, we are transforming our clients' project economics.

We are uniquely positioned to deliver greater efficiency across project lifecycles from concept to project delivery and beyond. Through innovative technologies and improved efficiencies, our offering unlocks new possibilities for our clients in developing their oil and gas resources.

Each of our 44,000 employees is driven by a steady commitment to clients and a culture of purposeful innovation, challenging industry conventions, and rethinking how the best results are achieved.

To learn more about us and how we are enhancing the performance of the world's energy industry, go to TechnipFMC.com and follow us on Twitter @TechnipFMC.

Important Information for Investors and Securityholders

Forward-Looking Statement

This communication contains "forward-looking statements" as defined in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. The words such as "believe," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could," "may," "estimate," "outlook" and similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. Such forward-looking statements involve significant risks, uncertainties and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections, including the following known material factors:

- risks associated with tax liabilities, or changes in U.S. federal or international tax laws or interpretations to which they are subject;
- 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;
- unanticipated costs of integration;
- reliance on and integration of information technology systems;
- reductions in client spending or a slowdown in client payments;
- unanticipated changes relating to competitive factors in our industry;
- ability to hire and retain key personnel;
- ability to attract new clients and retain existing clients in the manner anticipated;
- changes in legislation or governmental regulations affecting us;
- international, national or local economic, social or political conditions that could adversely affect us or our clients;
- conditions in the credit markets;
- risks associated with assumptions we make in connection with our critical accounting estimates and legal proceedings;
- the risks of currency fluctuations and foreign exchange controls associated with our international operations; and
- such other risk factors set forth in our filings with the United States Securities and Exchange Commission, which include our Registration Statement on Form S-4, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and in our filings with the *Autorité des marchés financiers* or the Financial Conduct Authority.

We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent required by law.

Source: TechnipFMC plc

TechnipFMC

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