



## **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")

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





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

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.

	<b>As of and for the six months ended June 30, 2016</b>	<b>As of and for the year ended December 31, 2015</b>
	<b>(In millions of U.S. dollars, except per share data)</b>	
Revenues	7,145.0	17,865.5
Gross Margin	1,255.1	2,886.1
<b>Operating Income / (Loss) from Recurring Activities After Income / (Loss) of Equity Affiliates</b>	<b>544.8</b>	<b>1,367.8</b>
<b>Net income/(Loss) for the year</b>	<b>241.4</b>	<b>167.9</b>
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.

**B.10 Qualifications in the Audit Report on**

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 Restriction on the Free 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

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

- 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



- 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
- 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.

relationships with its customers.

<b>E.6 Dilution Resulting from the Offer</b>	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.
<b>E.7 Estimated Expenses Charges to the Investor by the Combined Company</b>	Not applicable.

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