



TechnipFMC Commences Tender Offer For Up To \$100 Million Principal Amount of Notes

November 19, 2021

NEWCASTLE, England & HOUSTON--(BUSINESS WIRE)--Nov. 18, 2021-- Regulatory News:

TechnipFMC plc (NYSE: FTI) (PARIS: FTI) (the “*Company*”) announced today that it has commenced a tender offer (the “*Tender Offer*”) for up to \$100 million aggregate principal amount (the “*Maximum Tender Amount*”) of its (i) 6.500% Senior Notes due February 1, 2026 (the “*2026 Notes*”); (ii) 5.75% Notes due June 30, 2025 (the “*2025 Notes*”); (iii) 3.15% Notes due October 16, 2023 (the “*2023 Series A Notes*”); and (iv) 3.15% Notes due October 18, 2023 (the “*2023 Series B Notes*” and, collectively with the 2023 Series A Notes, the “*2023 Notes*”, and, collectively with the 2026 Notes and the 2025 Notes, the “*Notes*”).

The terms and conditions of the Tender Offer are set forth in an Offer to Purchase (the “*Offer to Purchase*”), dated November 18, 2021. The Company intends to fund the Tender Offer with cash on hand.

The following table summarizes the material pricing terms of the Tender Offer:

Priority of Acceptance	Title of Security	CUSIP No./ISIN	Per \$1,000/€1,000 Principal Amount of Notes ⁽¹⁾			
			Aggregate Principal Amount Outstanding	Tender Offer Consideration	Early Tender Premium	Total Consideration ⁽²⁾
1	6.500% Senior Notes due February 1, 2026	87854XAE1/ US87854XAE13 and G87110AC9/ USG87110AC93	\$833,080,000	\$1,055.00	\$30.00	\$1,085.00
2	5.75% Notes due June 30, 2025	XS2197326437	€200,000,000	€1,075.00	€30.00	€1,105.00
3	3.15% Notes due October 16, 2023	FR0011574540	€130,000,000	n/a	n/a	€1,051.25 ⁽³⁾
4	3.15% Notes due October 18, 2023	FR0011593300	€125,000,000	n/a	n/a	€1,051.25 ⁽³⁾

(1) Per \$1,000.00/€1,000.00 principal amount of Notes validly tendered and accepted for purchase by us. Excludes accrued interest, which will be paid on Notes accepted for purchase by us as described herein. For the avoidance of doubt, the foregoing presentation is illustrative. Purchases of the 2023 Notes and the 2025 Notes will be made in minimum denominations of €100,000.00.

(2) For applicable series, includes the Early Tender Premium for Notes validly tendered at or prior to the Early Tender Time and accepted for purchase by the Company.

(3) Holders of 2023 Notes must tender their 2023 Notes by the 2023 Notes Offer Expiration Time to be eligible to receive the Total Consideration.

For the 2025 Notes and the 2026 Notes, the Tender Offer will expire at 11:59 P.M., New York City time, on December 16, 2021 (in respect of such Notes, the “*Expiration Time*”), unless extended or earlier terminated. Holders of such Notes who validly tender and do not validly withdraw their Notes at or prior to 5:00 P.M., New York City time, on December 2, 2021 (the “*Early Tender Time*”), and whose Notes are accepted for purchase, will receive the payment for such series of Notes as indicated in the table above. For the 2023 Notes, the Tender Offer will expire at 4:00 P.M., Paris time, on December 2, 2021 (in respect of such Notes, the “*2023 Notes Offer Expiration Time*”), unless extended or earlier terminated. Holders of such Notes who validly tender and do not validly withdraw their Notes at or prior to 4:00 P.M., Paris time, on December 2, 2021, and whose Notes are accepted for purchase, will receive the payment for such series of Notes as indicated in the table above. No tenders of 2023 Notes will be accepted after the 2023 Notes Offer Expiration Time whether or not the Maximum Tender Amount is exceeded. Holders of 2025 Notes and 2026 Notes who validly tender their

If more than the Maximum Tender Amount of Notes are validly tendered and not validly withdrawn at the Early Tender Time, the Company reserves the right not to accept any 2026 Notes or 2025 Notes tendered by Holders after the Early Tender Time.

The Company reserves the right, but is not obligated, to increase the Maximum Tender Amount and/or the 2025 Notes Cap in its sole discretion.

Tendered 2025 Notes and 2026 Notes may be withdrawn at any time at or prior to, but not after, 5:00 P.M., New York City time, on December 2, 2021, unless extended by the Company, except under certain limited circumstances as otherwise required by law. Tendered 2023 Notes may be withdrawn at any time at or prior to, but not after, 4:00 P.M., Paris time, on December 2, 2021, unless extended by the Company, except under certain limited circumstances as otherwise required by law.

The consummation of the Tender Offer is not conditioned upon any minimum amount of Notes being tendered, but is subject to the satisfaction or waiver of certain conditions described in the Offer to Purchase.

The Company has engaged BofA Securities, Inc. and Citigroup Global Markets, Inc.

TechnipFMC uses its website as a channel of distribution of material company information. To learn more about how we are driving change in the industry, go to [_____](#)