



TechnipFMC Announces Results and Upsizing of Note Tender Offer

December 3, 2021

NEWCASTLE & HOUSTON--(BUSINESS WIRE)--Dec. 2, 2021-- TechnipFMC plc (NYSE: FTI) (PARIS: FTI) (the “Company”) announced today the results of its previously announced cash tender offer (the “Tender Offer”) in respect 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 Company further announced that it has increased the maximum aggregate principal amount of Notes to be accepted in the Tender Offer (the “Maximum Tender Amount”) from \$100 million to \$200 million. The terms and conditions of the Tender Offer, as set forth in the offer to purchase (the “Offer to Purchase”), dated November 18, 2021, otherwise remain unchanged.

As of 5:00 P.M., New York City time, on December 2, 2021, in excess of \$200 million aggregate principal amount of the 2026 Notes had been validly tendered and not validly withdrawn. Because the tendered amount exceeds the Maximum Tender Amount (as increased), the tendered 2026 Notes have been accepted for purchase on a prorated basis. As a result, \$200 million aggregate principal amount of the 2026 Notes that were tendered were accepted for purchase by the Company, with settlement scheduled to occur on December 6, 2021.

Holders of the 2026 Notes that were tendered and accepted will receive the Total Consideration of \$1,085.00 per \$1,000 principal amount of 2026 Notes, including the Early Tender Premium of \$30.00 per \$1,000 principal amount of 2026 Notes, as further described in the Offer to Purchase.

Because the aggregate principal amount of the 2026 Notes that has been accepted for purchase is equal to the Maximum Tender Amount (as increased), in accordance with the priority of acceptance set forth in the Offer to Purchase: (1) no 2025 Notes or 2023 Notes have been or will be accepted in the Tender Offer and (2) no further 2026 Notes will be accepted in the Tender Offer. All 2025 Notes and 2023 Notes that were tendered will be promptly returned. Holders of the 2026 Notes can obtain details of the proration from the Depositary.

The Company has engaged BofA Securities, Inc. and Citigroup Global Markets, Inc., to act as the dealer managers for the Tender Offer. The Information Agent and Depositary for the Tender Offer is Global Bondholder Services Corporation. Copies of the Offer to Purchase and related offering materials are available by contacting the Information Agent at +1 (866) 470-3700 (toll-free), +1 (212) 430-3774 or contact@gbsc-usa.com. Questions regarding the Tender Offer should be directed to BofA Securities, Inc. at +1 (980) 387-5602 (collect), +44 20-7996-5420, debt_advisory@bofa.com or DG.LM-EMEA@bofa.com and Citigroup Global Markets, Inc. at +1 (800) 558-3745 (toll-free) or +1 (212) 723-6106 (collect).

This press release is not an offer to purchase or a solicitation of an offer to sell any securities. The Tender Offer is being made solely pursuant to the terms of the Offer to Purchase. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws of such jurisdiction.

Forward-Looking Statements

This release contains forward-looking statements, including regarding the expected timing and completion of the Tender Offer. The words “expect,” “believe,” “estimated,” and other 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. For information regarding known material factors that could cause actual results to differ from projected results, please see our risk factors set forth in our filings with the United States Securities and Exchange Commission, which include our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. 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.

United Kingdom

The communication of this press release and any other documents or materials relating to the Tender Offer is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (“FSMA”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

European Economic Area (EEA)

In any European Economic Area (EEA) Member State (the “Relevant State”), this press release is only addressed to and is only directed at qualified investors in that Relevant State within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the “Prospectus Regulation”). Each person in a Relevant State who receives any communication in respect of the Tender Offer contemplated in this press release will be deemed to have represented, warranted and agreed to and with each Dealer Manager and the Company that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

United States (for the 2023 Notes only)

Each Holder of 2023 Notes participating in the Tender Offer will represent that it is not participating in the Tender Offer from the United States (including its territories and possessions), that it is participating in the Tender Offer in accordance with Regulation S under the U.S. Securities Act of 1933, as amended and that it is not a U.S. person or it is acting on a non-discretionary basis for a principal located outside the United States (including its territories and possessions) that is not giving an offer to participate in the Tender Offer from the United States (including its territories and possessions) and who is not a U.S. person.

About TechnipFMC

TechnipFMC is a leading technology provider to the traditional and new energy industries, delivering fully integrated projects, products, and services.

With our proprietary technologies and comprehensive solutions, we are transforming our clients' project economics, helping them unlock new possibilities to develop energy resources while reducing carbon intensity and supporting their energy transition ambitions.

Organized in two business segments —Subsea and Surface Technologies — we will continue to advance the industry with our pioneering integrated ecosystems (such as iEPCI™, iFEED™ and iComplete™), technology leadership and digital innovation

Each of our approximately 20,000 employees is driven by a commitment to our clients' success, and a culture of strong execution, purposeful innovation, and challenging industry conventions.

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 www.TechnipFMC.com and follow us on Twitter @TechnipFMC.

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