

**CHARTER OF  
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Purpose of the Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TechnipFMC plc (the “Company”). This Charter sets forth the responsibilities, duties and authorities of the Committee, subject to the provisions of (i) the Business Combination Agreement, dated as of June 14, 2016, by and between FMC Technologies, Inc., FMC Technologies SIS Limited and Technip S.A., (ii) the Corporate Governance Guidelines of the Company and (iii) the Articles of Association of the Company.

The purposes of the Committee shall be to assist the Board and perform an oversight function with respect to the following:

- (A) Advising and making recommendations to the Board regarding appropriate corporate governance practices and assisting the Board in implementing those practices;
- (B) Monitoring the development and implementation of the Company’s compliance program (including procedures for allegation reporting, investigation and remediation) to ensure that the Company operates in compliance with the principles of ethical conduct and good governance.
- (C) Identifying individuals qualified to become Board members, consistent with the criteria approved by the Board and recommending director nominees to the Board for election at the Annual General Meeting or for appointment to fill vacancies on the Board;
- (D) Recommending members of the Board to serve on each committee of the Board and nominating the Board’s Lead Independent Director;
- (E) Leading the Board in the annual performance evaluation of the Board and its committees; and
- (F) Performing such other functions as the Board may assign to the Committee from time to time.

The Committee shall report regularly to the Board in accordance with the terms of this Charter.

In discharging its role, the Committee is empowered to investigate or direct the Company to investigate any matter with full access to all books, records, facilities and personnel of the Company and full power and authority to retain the services of such advisors, consultants and counsel as it determines is necessary to carry out its duties. The Company shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of advisors, consultants and counsel retained pursuant to this Charter.

### **Composition and Qualifications**

The Committee shall be composed of a minimum of four members of the Board. Each member of the Committee shall, in the judgment of the Board, meet the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the U.S. Securities and Exchange Commission (“SEC”), UK Financial Conduct Authority’s Disclosure Guidance and Transparency Rules (“DTRs”), New York Stock Exchange (“NYSE”) and Euronext Paris (“Euronext”). Members of the Committee may not be affiliates of the Company or an employee or a person who receives any compensation from the Company or any subsidiary thereof, other than fees and expenses paid for service as a director.

The members of the Committee and its Chairman shall be selected by the Board upon the recommendation of the Committee and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

### **Procedures**

The Committee shall meet as scheduled by the Committee Chairman to carry out the Committee’s responsibilities under this Charter. The Committee may also meet at the request of (i) its Chairman, (ii) a majority of its members or (iii) the Chairman of the Board or Chief Executive Officer of the Company.

Members of management, including audit and legal, and representatives from outside consultants may be invited to attend meetings at the request of the Committee Chairman. The Committee Chairman will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting.

The Committee will appoint a secretary who will attend and maintain minutes of its meetings, and the Chairman of the Committee will report regularly to the Board about the Committee's deliberations, conclusions and recommendations.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Committee members can be represented by proxy at a meeting. A proxy must be a member of the Board and satisfy applicable Committee qualification requirements.

The Committee may take action by unanimous written consent, by conference communication or in any other manner in which the Board is permitted to meet under law or the Company's Articles of Association, and such participation in a meeting shall constitute presence in person.

Periodically, the Committee shall meet separately with management in separate executive sessions to discuss any matter that the Committee or management believes should be discussed privately.

### **Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

#### **Corporate Governance**

1. Review and recommend to the Board for approval changes to the Company's Articles of Association.
2. Review and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations to the Board.
3. Periodically review and assess the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval.
4. Review and monitor trends and developments in corporate governance best practices to assist the Committee in carrying out its duties.
5. Review the corporate governance disclosures in the Company's proxy statement or other filings for each Annual General Meeting.

6. Review and recommend to the Board for approval the Corporate Governance Statement for inclusion in the Company's Annual Report.
7. Review reports from the Chief Compliance Officer, other members of management, and external advisors (as requested) that the Company is in compliance with applicable legal requirements and the Company's Code of Business Conduct. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct.
8. Investigate at its discretion any matter brought to its attention by reviewing the Company's books, records and facilities and interviewing Company officers or employees and ensure appropriate follow-up action.
9. Review in conjunction with the Audit Committee the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.
10. Set guidelines for reporting allegations of violations of the Code of Business Conduct or applicable laws, including a system for accepting anonymous allegation reports, and provide protection to an employee who reports such information.
11. Review with the Chief Legal Officer and the Director of Internal Audit the adequacy of policies and procedures dealing with conflicts of interest, disclosure of inside information and related-party transactions.

#### Director Nominations

12. Identify individuals qualified to become Board members consistent with criteria approved by the Committee and recommend to the Board the persons to be nominated by the Board for election as director at the Annual General Meeting and the persons to be elected by the Board to fill any vacancies on the Board.
13. Establish and review the need for any changes to criteria for Board membership and selection of new directors, including relevant portfolio of experience, skills, independence, qualifications, perspective, background and contributions that the director brings to the Board considering the Company's strategy and its regulatory, geographic and market environment. An important component of the Board is the diversity of its members including background, skills, experience, expertise, gender, race, international awareness and cultural sensitivity.

14. Identify, recruit, screen, interview and select candidates for new directors, as necessary, to fill vacancies or the additional needs of the Board, and consider management's and shareholders' recommendations for director candidates.
15. Retain and dismiss any recruiting firm to be used to identify director candidates. The Committee shall have sole authority to approve the recruiting firm's fees and other retention terms.

#### Director Independence

16. Implement the director independence standards required by law, applicable listing standards under the NYSE and Euronext, the Company's Articles of Association and the Company's corporate governance guidelines.
17. Review annually the relationships between the Company and each director and report the results of its review to the Board to determine which directors satisfy the applicable independence standards.
18. Consider questions of possible conflicts of interest of Board members and Section 16 officers and determine the appropriate resolution of the possible conflict or related party disclosure, including waiver of the potential conflict or approval of the disclosed related party transaction.
19. Review and approve all executive appointments to the boards of directors of other publicly traded or private companies to ensure no conflict of interest arises from such participation.

#### Board and Committee Structure

20. Review annually to assess the need for any changes in the number, charter and composition of the Board and its committee structure.
21. Ensure that the chairman of each committee reports to the Chairman of the Board about the committee's annual evaluation of its performance and evaluation of its charter.
22. Recommend annually to the Board candidates for membership on the committees of the Board, candidates for chairman for such committees and a candidate to serve as the Board's lead independent director.

### Board and Committee Performance Evaluations and Training

23. Receive and review comments from all Board members and report annually to the Board with an assessment of the performance of the Board and its committees.
24. Monitor the orientation and training needs of Board members and recommend action to the Board concerning such orientation and training needs where appropriate.

### Executive Officer Nominations and Succession Planning

25. Review management's recommendations for Section 16 officers of the Company.
26. Meet periodically with the Chief Executive Officer to review his/her recommendations and evaluations of potential successors, along with a review of development plans recommended for succession candidates and others in the senior management group.
27. Annually review management's succession plans for the Chief Executive Officer and other executive officers, taking into account the challenges and opportunities facing the Company, and the skills and expertise, including any emergency procedures for Executive Chairman and CEO succession.
28. Review the appointment and replacement of the Chief Compliance Officer. Participate in the annual performance appraisal of the Chief Compliance Officer and ensure that he/she reports on a functional basis to Company management but also has free and complete access to the Committee at any time and is accountable to the Committee.

### General

29. Annually review and evaluate its own performance and submit itself to the review and evaluation of the Board.
30. Annually review and reassess this Charter in light of the operations and responsibilities of the Committee and recommend any proposed changes to the Board for approval.
31. Review and assess the adequacy of policies and procedures with respect to major risk assessment and risk management in those specific areas as delegated to the Committee by the Board in fulfilling its oversight responsibilities relating to the Company's risk management. The Committee will review with management the steps taken to identify, assess, monitor and control such exposures.

32. Delegate to its Chairman, any one of its members or any sub-committee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. Each sub-committee will keep minutes and regularly report to the Committee.
33. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
34. Be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.
35. Give due consideration to the laws, regulations and any published guidelines, including but not limited to the listing requirements of NYSE and Euronext, the requirements of the DTRs and the rules and regulations of the SEC, and any other applicable rules, as appropriate.
36. Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's Articles of Association, or the Board.

Adopted on January 14, 2017.