

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Purpose of the Audit Committee

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TechnipFMC plc (the “Company”) and is responsible for oversight of the financial management and control of the Company as well as oversight of the Company’s independent registered public accounting firm (the “Auditor”) who shall report directly to the Committee. 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) Monitoring the Company’s financial reporting process;
- (B) Reviewing the Company’s consolidated financial statements and internal controls (including reporting structures) with management and the Company’s Auditor;
- (C) Monitoring the Company’s compliance with its internal accounting and control policies, as well as legal and regulatory requirements to the extent such compliance relates to the Company’s consolidated financial statements and financial disclosures;
- (D) Selecting, subject to shareholder approvals, the Company’s Auditor, and reviewing the qualifications, independence and performance of such Auditor;
- (E) Reviewing the effectiveness and performance of the Company’s internal audit function;
- (F) Performing such other functions as the Board may assign to the Committee from time to time; and
- (G) Reviewing effectiveness of processes for reviewing and escalating financial-related allegations reported through the Company’s allegation hotline.

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 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 the Auditor, 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, and each member 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”). Each member shall be financially literate, as determined by the Board in its business judgment, and at least one member shall qualify as a “financial expert” as defined by the applicable rules of the SEC. 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 Audit Committee as a whole shall have competence relevant to the sector in which the Company operates.

The members of the Committee and its Chairman shall be selected by the Board upon the recommendation of the Company’s Nominating and Governance 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 at least four times per year 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 the Chief Executive Officer.

Only members of the Committee shall have the right to attend Committee meetings. However, members of management, including audit and legal, and representatives from outside consultants and the Company's Auditor 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 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 or 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, the Auditor and the Vice President, Internal Audit in separate executive sessions to discuss any matter that the Committee or any of these groups believes should be discussed privately. The Committee Chairman, along with other members of the Committee, shall review any issues that arise with respect to the Company's financial statements, compliance with legal or regulatory requirements, performance of the Auditor or performance of the internal audit, as well as any actions taken by the Committee, with the Board at the next regularly scheduled Board meeting.

Authority and Responsibilities

While the Committee has the powers and responsibilities set forth in this Committee Charter, it is not the duty or responsibility of the Committee to plan or conduct audits of the Company's consolidated financial statements and internal controls or to determine that the Company's consolidated financial statements are complete and accurate and are in accordance with generally accepted accounting principles in the United States ("GAAP") and international financial reporting standards as adopted in the European Union ("IFRS"). These activities shall remain the responsibility of the Company's management and the Auditor.

In general, the Committee shall provide assistance to the Board in fulfilling its oversight responsibilities relating to the Company's accounting, auditing and financial reporting practices. More specifically, the Committee shall:

Relationship with the Company's Auditor

1. The Committee shall be responsible for the procedure for the selection of the Auditor and recommend the Auditor to be appointed by the Company shareholders at the Annual General Meeting, pursuant to the UK Companies Act 2006. Without prejudice to the foregoing, the Committee shall compensate, retain, dismiss, oversee and evaluate the Company's Auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company and the Auditor and each such registered public accounting firm shall report directly to the Committee. The Committee and the Auditor shall discuss the firm's responsibilities and the responsibilities of management in the audit process.
2. Annually review the experience and qualifications of the senior members of the Auditor team, the effectiveness of the audit process and the quality control procedures of the Auditor (which shall be described in a report provided by the Auditor). Evaluate the performance of the Auditor and, subject to shareholder approvals required, replace the Auditor if appropriate.
3. Review with the Auditor the scope, planning and staffing of the prospective audit and approve the estimated fees therefor, and such other matters pertaining to such audit as the Committee may deem appropriate.
4. Develop and implement policy on the Auditor's provision of non-audit services to avoid any threat to the Auditor's objectivity and independence taking into account the relevant ethical guidance on the matter. Review and approve the plan and scope of any non-audit services and the fees to be paid for such services ensuring that these services are consistent with the terms of engagement.
5. Receive periodic reports from the Auditor, including a formal written statement delineating all relationships between the Auditor and the Company, regarding the Auditor's compliance with applicable independence requirements. Review and monitor the independence of the Auditor and in particular, the appropriateness of the provision of non-audit services to the Company and confirm that there are no relationships (such as family, employment, investment, financial or

business) between the Auditor and the Company which could adversely affect the independence and objectivity of the Auditor.

6. Review and approve the terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit. Ensure that at least once every ten years the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms; and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process.
7. Evaluate the qualifications and performance of the Auditor by reviewing, at least annually, a report from the Auditor describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality control review or peer review of the Auditor and all relationships between the Auditor and the Company. In addition, review a report by the Auditor of any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Auditor, and any steps taken to deal with any such issues.
8. Review with the Auditor any communications between the audit team and the Auditor's national office regarding auditing or accounting issues presented by the audit engagement. Monitor the Auditor's compliance with relevant ethical and professional guidance on the rotation of the audit partner, the level of fees paid by the Company compared to the overall income of the firm, office and partner and other related requirements.
9. Oversee co-ordination between the activities of the Auditor and the Company's internal audit department.
10. Meet regularly with the Auditor and at least once a year, without management being present, to discuss payment of the Auditor and any issues arising from the annual audit.
11. Discuss with the Auditor the matters required to be discussed by GAAP and IFRS relating to the conduct of the Company's audit.
12. Review with the Auditor any problems or difficulties the firm may have encountered and any management or internal control letter provided by the Auditor and the Company's response to that letter. Such review should include:

- a. Any difficulties encountered in the course of the audit, including any restrictions on the scope of activities or access to required information and any disagreement with management;
 - b. Any accounting adjustments that were noted or proposed by the Auditor;
 - c. Any changes required in the planned scope of the internal audit;
 - d. The effectiveness of the audit process; and
 - e. The internal audit department responsibilities, budget and staffing.
13. Resolve disagreements between management and the Auditor regarding financial reporting.
 14. Set hiring policies for employees or former employees of the Auditor who were engaged on the Company's account.

Financial Statements and Disclosures

15. Monitor the performance of the statutory auditor of the Company as it prepares the annual and consolidated financial statements, taking into account, among other things, any findings and conclusions of the Financial Reporting Council, the SEC, and other applicable regulatory or professional organizations and submit recommendations or proposals to the Board to ensure the integrity of the audit.
16. Review and discuss with management and the Auditor, and monitor the integrity of the annual, half-yearly and quarterly consolidated financial statements of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's periodic reports filed with the SEC and/or made public in the UK and France, and the results of the Auditor's reviews of such statements (as applicable), and (i) recommend to the Board the inclusion of the consolidated financial statements in the annual report and (ii) approve the inclusion of the consolidated financial statements in the half-yearly and quarterly reports.
17. Meet periodically with management to review the Company's major financial risk exposures, including risk exposures of the type disclosed in connection with the Company's discussion of quantitative and qualitative market risks in its periodic reports filed with the SEC, and the steps management has taken to monitor and control such exposures.

18. Review and approve the Audit Committee Report required by the rules of the SEC to be included in the Company's annual proxy statement.
19. Review analyses prepared by management and the Auditor of:
 - a. Significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company's consolidated financial statements, including an analysis of any significant changes in the Company's selection or application of accounting principles;
 - b. All critical accounting and auditing policies and practices, methods used to account for significant or unusual transactions when different approaches are possible, as well as the adequacy of internal controls that could significantly affect the Company's consolidated financial statements;
 - c. Off-balance sheet financial structures;
 - d. The effect of alternative accounting methods, such as GAAP and IFRS, on the Company's consolidated financial statements when new material procedures, transactions or policies are adopted or approved or changes are made to material procedures; and
 - e. Non-GAAP financial information, including the use of "pro-forma" or "adjusted" financial data included in financial reporting.
20. Review with management, the Auditor and internal counsel, as appropriate, and external counsel, as necessary, and challenge, where necessary, the effect of financial, regulatory and accounting initiatives and related disclosure requirements, including the clarity and completeness of disclosures in the Company's financial reports and the context in which statements are made, and all material information presented with the consolidated financial statements, such as the business review and the Corporate Governance Statement relating to the audit and risk management.
21. Review matters that have come to the attention of the Committee through reports of management, legal counsel and others or through the Company's allegation reporting hotline, that relate to the status of compliance and anticipated future compliance with financial reporting laws, regulations, internal policies and controls, and that may be expected to be material to the Company's consolidated financial statements.

22. Review major changes to the Company's auditing and accounting principles and practices as suggested by the Auditor, internal auditors or management.
23. Review with management and the Auditor any correspondence with regulators or governmental agencies and employee complaints, allegation hotline reports, notifications or published reports that could raise material issues regarding the Company's consolidated financial statements, accounting policies or internal controls.
24. If requested by the Board, review the content of the Company's Annual Report and accounts and report its views to the Board regarding whether, taken as a whole, it is fair, balanced and understandable and provides necessary information for shareholders to assess the Company's performance, business model and strategy.
25. Review with the Company's Chief Legal Officer all material legal and compliance matters that may have a material impact on the Company's consolidated financial statements.

Internal Audit

26. Review, at least annually, the budget and the then current and future programs of the Company's internal audit department to assure that it contains resources necessary to complete the annual audit plan in accordance with appropriate professional standards for internal auditors and review summaries of formal audit reports issued by the internal audit department. Monitor and review the adequacy and effectiveness of the Company's internal quality procedures and controls relating to the finance and audit functions of the company and risk management systems regarding the financial reporting of the Company.
27. Review the appointment and replacement of the Vice President, Internal Audit. Participate in the annual performance appraisal of the Vice President of Internal Audit and ensure that he/she reports on a functional basis to Company management and to the Committee.
28. Review and monitor management's responsiveness to the Vice President of Internal Audit's findings and recommendations. Meet with the Vice President of Internal Audit at least once a year without the presence of the management.

Ethical and Legal Compliance

29. Review with management, the internal auditors and the independent auditors the Company's policies and procedures regarding compliance with its internal policies, as well as applicable laws and regulations, with respect to maintaining books, records and accounts and a system of internal accounting controls in accordance with Section 13(b)(2) of the Securities Exchange Act of 1934, as amended.
30. Review with the Company's Chief Legal Officer all material legal and compliance matters that may have a material impact on the Company's compliance policies and compliance program.
31. Establish, and review the adequacy and security of, procedures for (a) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls and auditing matters and (b) the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
32. Review the Company's procedures for detecting fraud, and any disclosures provided by the Chief Executive Officer or the Chief Financial Officer to the Committee regarding (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and (b) any fraud, including that which involves management or other employees who have a significant role in the Company's internal controls.
33. 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.
34. Review, along with the Nominating and Corporate Governance Committee, the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.
35. Review with the Company's Chief Compliance Officer and Chief Legal Officer legal and compliance matters that may have a material impact on the consolidated financial statements, the Company's compliance policies and compliance program and any material reports or inquiries received from regulators or governmental agencies.
36. Inquire of the Auditor whether any violation of Section 10A (relating to the detection of illegal acts that may have a direct and material effect

on the determination of financial statement accounts) of the U.S. Securities Exchange Act of 1934, as amended, has been detected.

37. Review the appointment and any replacement of the Chief Financial Officer and the Vice President, Internal Audit.

Review of Controls

38. Review the adequacy and effectiveness of the Company's internal financial controls and internal controls and risk management systems.
39. Review and discuss with management, the Vice President of Internal Audit and the Auditor any special audit steps adopted in light of material control deficiencies that could significantly affect the Company's consolidated financial statements.
40. Review and approve management's certifications related to internal controls and risk management to be included in the Company's periodic reports filed with the SEC.
41. Review and approve statements to be included in the Company's Annual Report concerning internal controls and risk management.

Reporting Responsibilities

42. The Committee Chairman to formally report to the Board on its proceedings and how it has discharged its duties and responsibilities above after each meeting, especially in the relation to:
 - a. The outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the Committee was in that process;
 - b. Significant issues relating to consolidated financial statements considered and how these were addressed;
 - c. Its assessment of the effectiveness and independence of the audit process;
 - d. Any matters communicated to it by the Auditor;
 - e. Its recommendation as to the appointment and/or reappointment of the Auditor; and
 - f. Any other information which may be relevant to shareholders and/or any issues on which the Board requests the Committee's opinion.

43. In the compiling the reports referred to in this section, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the Board's assessment of whether the Company is a going concern. The Committee (with the assistance of management) will prepare and adopt a report on its activities for incorporation in the Corporate Governance Statement in the Company's Annual Report. The report to shareholders need not repeat information disclosed elsewhere in the Company's Annual Report, but could provide cross-references to that information.

General

44. Annually review and evaluate its own performance and submit itself to the review and evaluation of the Board.
45. 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.
46. 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.
47. Delegate to its Chairman, any one of its members, any sub-committee it may form, or to the CEO or member of management, 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.
48. 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.
49. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
50. 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.

51. Give due consideration to the laws, regulation and any published guidelines or recommendations regarding compensation of directors of listed/non-listed companies and formation and operation of any equity award plans, including but not limited to the listing requirements of NYSE, Euronext, the requirements of the DTRs, as well as any guidelines and other applicable laws, as appropriate.

Adopted on February 21, 2017.