

CHARTER OF THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS

Purpose of the Strategy Committee

The Strategy Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TechnipFMC plc (the “Company”) and is responsible for providing advice and assistance to the Board in connection with the Company’s global strategic plan. 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) Reviewing the development and implementation of the Company’s long-term global strategy, risks and opportunities relating to such strategy and strategic decisions regarding major asset acquisitions, divestitures, joint ventures and strategic alliances by the Company; and
- (B) 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.

Composition and Qualifications

The Committee shall be composed of a minimum of four members of the Board. The members of the Committee and its Chairman shall be selected by the Board upon the recommendation of the Company’s Nominating and Corporate 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 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 will 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 Committee Chairman 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 in any other manner in which the Board is permitted to meet under the Company's Articles of Association, and such participation in a meeting shall constitute presence in person.

The Board members who are not Committee members may freely attend the Committee's meetings but may not participate in any decision-making.

Authority and Responsibilities

While the Committee has the powers and responsibilities set forth in this Committee Charter, it is not the duty of the Committee to develop the Company's strategic plan or to implement such plan. Instead, such duties remain the responsibility of the management of the Company, subject, however, to the general oversight responsibilities of the Board.

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Management shall devise, develop and report to the Committee on the Company's strategic plan. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

Global Strategy

1. Review and suggest modifications to the Company's global strategy, as proposed by the Company's Chief Executive Officer, to the Board;
2. Identify the risks and opportunities of the global strategy and the impact on the strategy of emerging or evolving competitive activity, governmental or legislative developments and global economic conditions;
3. Review plans to implement the Company's strategy, including the Company's annual research and development budget and its strategic capital expenditure plan (including both annual plan and three-year plan);
4. Review a process for monitoring the transactions and the execution of management plans for post-transaction transition, integration and the realization of synergies;
5. Review of the Company's progress in implementing its global strategy;

General

6. Annually review and evaluate its own performance and submit itself to the review and evaluation of the Board;
7. 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;
8. 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;
9. Delegate to its Chairman, any one of its members or any sub-committee it may form, or to the Chief Executive Officer or other appropriate officers, as applicable, 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;
10. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed; and

11. 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 Certificate of Incorporation and Articles of Association, or the Board.

Adopted on January 14, 2017.