

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under
THE SECURITIES ACT OF 1933

TechnipFMC plc
(Exact Name of Registrant as Specified in its Charter)

England and Wales
(State or other jurisdiction of incorporation or organization)

98-1283037
(I.R.S. Employer Identification No.)

One Subsea Lane
Houston, Texas 77044
(Address, including zip code, of principal executive offices)

TechnipFMC plc 2022 Incentive Award Plan
(Full title of the plan)

Cristina Aalders
Executive Vice President, Chief Legal Officer and Secretary
One Subsea Lane
Houston, Texas 77044
Telephone: (281) 591-4000
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Julia A. Thompson, Esq.
Latham & Watkins LLP
555 11th Street, NW
Suite 1000
Washington, DC 20004
(202) 637-2200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On February 22, 2022, the Board of Directors of TechnipFMC plc (the “Company”) approved the TechnipFMC plc 2022 Incentive Award Plan (the “Plan”), subject to and effective upon shareholder approval. On April 29, 2022, the Company’s shareholders approved the Plan at the 2022 annual general meeting of shareholders. This Registration Statement on Form S-8 is being filed to register 15,245,950 ordinary shares of the Company, par value \$1.00 per share (the “Ordinary Shares”), which may be offered or sold to participants under the Plan.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) under the U.S. Securities Act of 1933, as amended (the “Securities Act”). Such documents are not required to be and are not filed with the U.S. Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement on Form S-8 (this “Registration Statement”) or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission pursuant to the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on [February 24, 2023](#);
- (b) the information specifically incorporated by reference into the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 from its Definitive Proxy Statement on Schedule 14A, as filed with the Commission on [March 17, 2023](#);
- (c) the Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2023, June 30, 2023 and September 30, 2023, filed with the Commission on [April 27, 2023](#), [July 27, 2023](#) and [October 26, 2023](#), respectively;
- (d) the Company’s Current Reports on Form 8-K filed with the Commission on [February 1, 2023](#) (Item 5.02 only), [April 25, 2023](#), [May 2, 2023](#) and [July 31, 2023](#); and
- (e) the description of the Ordinary Shares contained in the Company’s Registration Statement on Form 8-A (File No. 001-37983) filed with the Commission on [January 17, 2017](#), including any amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports, except as to any portion of any future annual or quarterly report to shareholders or document or current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained therein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not required to be filed with this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company is currently a public limited company incorporated in England and Wales or under English law. Chapter 7 of Part 10 of the U.K. Companies Act 2006 contains provisions relating to directors' liability. All statutory references in this Item 6 are to the U.K. Companies Act 2006.

Section 232(1) makes void any provision that purports to exempt a director of a company from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company.

Section 232(2) makes void any provision by which a company directly or indirectly provides an indemnity for a director of the company against any liability attaching to him or her in connection with any negligence, default, breach of duty or breach of trust in relation to the company, except if permitted as:

- (a) liability insurance within Section 233;
- (b) qualifying third-party indemnity provisions falling within Section 234; or
- (c) qualifying pension scheme indemnity provision under Section 235.

Section 233 permits liability insurance, commonly known as directors' and officers' liability insurance, purchased and maintained by a company against liability for negligence, default, breach of duty or breach of trust in relation to the company.

Section 234 allows the Company to provide an indemnity against liability incurred by a director to someone other than the Company or an associated company of the Company. Such an indemnity does not permit indemnification against liability to pay criminal fines or civil penalties to a regulatory authority or the costs of an unsuccessful defense of criminal or civil proceedings or application for relief under Sections 661 (power of court to grant relief in case of acquisition of shares by innocent nominee) or 1157 (general power of court to grant relief in case of honest and reasonable conduct) of the U.K. Companies Act 2006.

Section 235 allows the Company to provide indemnification to a director that is a trustee of an occupational pension scheme if joint liability incurred in connection with the company's activities as trustee of the scheme. Such provision does not permit indemnification against liability to pay criminal fines or civil penalties to a regulatory authority or the costs of an unsuccessful defense of criminal proceedings.

Any indemnity provided under Section 234 or Section 235 must be disclosed in the company's annual report in accordance with Section 236 and copies of such indemnification provisions made available for inspection in accordance with Section 237 (and every member has a right to inspect and request such copies under Section 238).

Conduct of a director amounting to negligence, default, breach of duty or breach of trust in relation to the company can be ratified, in accordance with Section 239, by a resolution of the members of the company, disregarding the votes of the director (if a member) and any connected member.

The articles of association of the Company provide that, subject to the U.K. Companies Act 2006, the Company may indemnify (i) any person who is or was a director of the Company or any associated company against any loss, cost, charge or liability incurred by him as a director in the actual or purported execution and/or discharge of his duties or in relation to them whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise; and (ii) any person who is or was a director of an associated company that is a trustee of an occupational pension scheme, against any loss, cost, charge or liability incurred by him as a director in connection with the company's activities as trustee of an occupational pension scheme.

The articles of association of the Company also provide that, subject to the U.K. Companies Act 2006, the Company may purchase and maintain insurance for or for the benefit of any person who is or was a director, officer or employee of the Company, or any body corporate which is or was the holding company or subsidiary undertaking of the Company, or in which the Company or such holding company or subsidiary undertaking has or had any interest or with which the Company or such holding company or subsidiary undertaking is or was in any way allied or associated. This includes, without limitation, insurance against any loss or liability or any expenditure such director, officer or employee may incur, whether in connection with any proven or alleged act or omission in the actual or purported execution or discharge of his or her duties or in the exercise or purported exercise of his or her powers or otherwise in relation to his or her duties, powers or offices, whether comprising negligence, default, breach of duty, breach of trust or otherwise, in relation to the Company or the relevant body.

The Company is also party to deeds of indemnity with its directors and executive officers to indemnify them to the fullest extent allowed under applicable law. These agreements indemnify these individuals against certain costs, charges, losses, liabilities, damages and expenses incurred by such director or officer in connection with the actual or purported exercise of, or failure to exercise or alleged failure to exercise, any of such person's powers, duties or responsibilities as a director or officer of the Company or any of its subsidiaries.

In addition, the Company's subsidiary, FMC Technologies, Inc., has entered into an indemnification agreement with each of the Company's directors and executive officers. These agreements, among other things, require FMC Technologies, Inc. to indemnify an indemnitee to the fullest extent permitted by applicable law, including indemnification of expenses such as attorneys' fees, judgments, fines and settlement amounts incurred by the indemnitee in any action or proceeding, including any action or proceeding by the Company or in the Company's right, arising out of the person's services as a director or executive officer.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

A list of exhibits included as part of this Registration Statement is set forth in the Index to Exhibits appearing elsewhere herein and is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas on this 26th day of October, 2023.

TechnipFMC plc
(Registrant)

By: /s/ Alf Melin

Name: Alf Melin

Title: Executive Vice President, Chief Financial Officer

POWER OF ATTORNEY

The undersigned whose signature appears below constitutes and appoints Alf Melin, Kristina Doroghazi and Cristina Aalders, and each of them (with full power to each of them to act alone), as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign and affix the undersigned's name to TechnipFMC plc's Registration Statements on Form S-8 and any and all amendments, including post-effective amendments thereto, in connection with the registration under the Securities Act of 1933, as amended, of ordinary shares of TechnipFMC plc pursuant to TechnipFMC plc 2022 Incentive Award Plan, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission.

The undersigned also grants to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in furtherance thereof, hereby ratifying and confirming all that such attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

[Signature Pages Follow]

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas J. Pferdehirt</u> Douglas J. Pferdehirt	Director and Chief Executive Officer (Principal Executive Officer)	October 26, 2023
<u>/s/ Alf Melin</u> Alf Melin	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	October 26, 2023
<u>/s/ Krisztina Doroghazi</u> Krisztina Doroghazi	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	October 26, 2023
<u>/s/ Cristina Aalders</u> Cristina Aalders	Executive Vice President, Chief Legal Officer, and Secretary (Authorized Representative in the U.S.)	October 26, 2023
<u>/s/ Eleazar de Carvalho Filho</u> Eleazar de Carvalho Filho	Director	October 26, 2023
<u>/s/ Claire S. Farley</u> Claire S. Farley	Director	October 26, 2023
<u>/s/ Robert G. Gwin</u> Robert G. Gwin	Director	October 26, 2023
<u>/s/ John O'Leary</u> John O'Leary	Director	October 26, 2023
<u>/s/ Margareth Øvrum</u> Margareth Øvrum	Director	October 26, 2023
<u>/s/ Kay G. Priestly</u> Kay G. Priestly	Director	October 26, 2023
<u>/s/ John Yearwood</u> John Yearwood	Director	October 26, 2023
<u>/s/ Sophie Zurquiyah</u> Sophie Zurquiyah	Director	October 26, 2023

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
4.1	Articles of Association of TechnipFMC plc (incorporated by reference from Exhibit 3.1 to TechnipFMC plc's Current Report on Form 8-K filed on January 17, 2017 (File No. 001-37983))
5.1*	Opinion of Latham & Watkins (London) LLP
23.1*	Consent of PricewaterhouseCoopers LLP
23.2*	Consent of Latham & Watkins (London) LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page hereto)
99.1	TechnipFMC plc 2022 Incentive Award Plan (incorporated by reference from Appendix A to TechnipFMC plc's Definitive Proxy Statement on Schedule 14A, filed on March 18, 2022 (File No. 001-37983)).
107*	Filing fee table

* Filed herewith.

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25 October 2023

TechnipFMC plc
 One St. Paul's Churchyard
 London EC4M 8AP
 United Kingdom

Re: TechnipFMC plc – Registration Statement on Form S-8 Exhibit 5.1

Ladies and Gentlemen:

We have acted as English legal advisers to TechnipFMC plc, a public limited company incorporated in England and Wales (the “**Company**”) in connection with the preparation and filing of the registration statement on Form S-8 to which this opinion letter is attached as an exhibit (such registration statement, as amended, including the documents incorporated by reference therein, the “**Registration Statement**”) filed with the United States Securities and Exchange Commission (the “**SEC**”) pursuant to the United States Securities Act of 1933, as amended (the “**Securities Act**”).

As set out in the Registration Statement, it is proposed that up to 15,245,950 ordinary shares of the Company each having a nominal value of \$1.00 (the “**Shares**”) will be issued upon the exercise or settlement of equity awards granted under the TechnipFMC plc 2022 Incentive Award Plan (the “**TechnipFMC Plan**”), and which has been adopted by the Company pursuant to a resolution of the board of directors of the Company on 22 February 2022.

1. INTRODUCTION

1.1 Purpose

In connection with the Registration Statement, we have been asked to provide an opinion on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

Latham & Watkins is the business name of Latham & Watkins (London) LLP, a registered limited liability partnership organised under the laws of New York and authorised and regulated by the Solicitors Regulation Authority (SRA No. 203820). A list of the names of the partners of Latham & Watkins (London) LLP is open to inspection at its principal place of business, 99 Bishopsgate, London EC2M 3XF, and such persons are either solicitors, registered foreign lawyers, or managers authorised by the SRA. We are affiliated with the firm Latham & Watkins LLP, a limited liability partnership organised under the laws of Delaware.

1.2 Defined terms and headings

In this letter:

- (a) capitalised terms used without definition in this letter or the schedules hereto have the meanings assigned to them in the Registration Statement unless a contrary indication appears; and
- (b) headings are for ease of reference only and shall not affect interpretation.

1.3 Legal review

For the purpose of issuing this letter, we have reviewed only the following documents and conducted only the following enquiries and searches:

- (a) an online search at Companies House in respect of information available for inspection about the Company conducted on 25 October 2023;
- (b) an enquiry by telephone at the Central Registry of Winding Up Petitions, London on 25 October 2023 at 10:20 am (London time) ((a) and (b) together, the “**Searches**”);
- (c) a copy of the written resolutions of the board of directors of the Company dated 22 February 2022 containing resolutions approving, *inter alia*, the proposal for shareholder approval of the TechnipFMC Plan and the proxy statement, which incorporates the TechnipFMC Plan;
- (d) a PDF executed copy of a secretary certificate signed by the Secretary of the Company dated 24 October 2023 (the “**Secretary’s Certificate**”), certifying that:
 - (i) a resolution for the adoption of the TechnipFMC Plan was approved at the annual general meeting of the Company held on 29 April 2022 (the “**Plan Approval Authority**”);
 - (ii) the following resolutions were approved at the annual general meeting of the Company held on 28 April 2023:
 - (A) authorising the board of directors of the Company, for the purposes of section 551 of the Companies Act 2006 (the “**Companies Act**”), to allot shares in the Company, and to grant rights to subscribe for or convert any security into shares in the capital of the Company: (a) up to an aggregate nominal amount of \$147,102,671, and (b) up to a further aggregate nominal amount of \$147,102,671, provided in the case of (b) that such shares are equity securities in connection with an offer by way of a rights issue; and
 - (B) disapplying section 561 of the Companies Act in respect of the allotment of the shares up to an aggregate nominal amount of \$88,261,602,(together, the “**Allotment Authorities**”);

- (e) a copy of the TechnipFMC Plan;
- (f) a draft of the resolutions passed at a meeting of the compensation committee of the Company (the “**Compensation Committee**”) held on 21 February 2017, containing, among other things, resolutions delegating certain authorities of the Compensation Committee to grant awards to an equity plan committee (the “**Equity Plan Committee**”) (the “**Compensation Committee Resolutions**”);
- (g) a copy of the certificate of incorporation of the Company dated 9 December 2015;
- (h) a copy of the certificate of incorporation on change of name dated 4 August 2016;
- (i) a copy of the certificate of incorporation on re-registration as a public limited company dated 11 January 2017;
- (j) a copy of the current articles of association of the Company adopted pursuant to a special resolution of the shareholders passed on 12 January 2017 and effective from 16 January 2016; and
- (k) a draft copy of the Registration Statement as at 24 October 2023 and to be filed with the SEC on 26 October 2023.

1.4 Applicable law

This letter, the opinion given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinion given in it, are governed by, and shall be construed in accordance with English law, and relate only to English law, as applied by the English courts as at today’s date. In particular:

- (a) we have not investigated the laws of any country other than England and we assume that no foreign law, (including, for the avoidance of doubt, European Union law on and after 1 January 2021), affects the opinion stated below; and
- (b) we express no opinion in this letter on the laws of any jurisdiction other than England.

1.5 Assumptions and reservations

The opinion given in this letter is given on the basis of each of the assumptions set out in Schedule 1 (*Assumptions*) and is subject to each of the reservations set out in Schedule 2 (*Reservations*) to this letter. The opinion given in this letter is strictly limited to the matters stated in paragraph 2 (*Opinion*) below and does not extend, and should not be read as extending, by implication or otherwise, to any other matters.

2. OPINION

Subject to paragraph 1 (*Introduction*) and the other matters set out in this letter and its Schedules, and subject further to the following:

- (a) the Registration Statement, as finally amended, having become effective under the Securities Act;
- (b) the shareholders of the Company in a general meeting or within the Company's articles of association duly and validly having resolved: (i) as an ordinary resolution, or within the Company's articles of association, to authorise the board of directors of the Company pursuant to section 551 of the Companies Act 2006 (the "**Companies Act**") to allot Shares, or to grant rights to subscribe for Shares, pursuant to the TechnipFMC Plan; and (ii) as may be required, as a special resolution, or within the Company's articles of association, to empower the directors of the Company pursuant to section 570 of the Companies Act to allot such Shares, and grant such rights (as applicable), free of the restrictions in section 561 of the Companies Act, and such resolutions and authorities remaining in full force and effect and not having expired, been rescinded or amended;
- (c) the Compensation Committee Resolutions being validly passed and the delegation of authorities thereby to the Equity Plan Committee having been validly effected (among other things, in accordance with Article 11.6 of the TechnipFMC Plan);
- (d) the Equity Plan Committee having validly granted the awards in respect of the Shares;
- (e) the receipt in full of payment for such Shares in an amount of "cash consideration" (as defined in section 583(3) of the Companies Act) of not less than the aggregate nominal value for such Shares, assuming in each case that the individual grants or awards under the TechnipFMC Plan are duly authorised by all necessary corporate action (as described in (d) above) and duly granted or awarded and exercised in accordance with the requirements of law, the Company's articles of association and the TechnipFMC Plan (and the agreements and awards duly adopted thereunder and in accordance therewith); and
- (f) valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company,

it is our opinion that the Shares, if and when allotted and issued, registered in the name of the recipient in the register of members of the Company and delivered in accordance with the terms and conditions in the TechnipFMC Plan, and as described in the Registration Statement, will be duly and validly authorised and issued, fully paid or credited as fully paid (subject to the receipt of valid consideration by the Company for the issue thereof) and will not be subject to any call for payment of further capital.

3. EXTENT OF OPINION

We express no opinion as to any agreement, instrument or other document other than as specified in this letter or as to any liability to tax which may arise or be suffered as a result of or in connection with the transactions contemplated by the TechnipFMC Plan.

This letter only applies to those facts and circumstances which exist as at today's date and we assume no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in laws which may occur after today, or to inform the addressee of any change in circumstances happening after the date of this letter which would alter our opinion.

4. DISCLOSURE AND RELIANCE

This letter is addressed to you solely for your benefit in connection with the Registration Statement. We consent to the filing of this letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

This letter may not be relied upon by you for any other purpose, and, other than as set out above, may not be furnished to, or assigned to or relied upon by any other person, firm or entity for any purpose without our prior written consent, which may be granted or withheld in our discretion.

Sincerely

LATHAM & WATKINS

SCHEDULE 1

ASSUMPTIONS

The opinion in this letter has been given on the basis of the following assumptions:

1. GENUINE, AUTHENTIC AND COMPLETE DOCUMENTS/SEARCHES

- (a) the genuineness of all signatures, stamps and seals on all documents, the authenticity and completeness of all documents submitted to us as originals, and the conformity to authentic, original documents of all documents submitted to us as copies;
 - (b) that, where a document has been examined by us in draft or specimen form, it will be or has been duly executed in the form of that draft or specimen;
 - (c) that the articles of association of the Company referred to in paragraph 1.3 (j) of this letter remain in full force and effect, and no alteration has been made or will be made to such articles of association, in each case, prior to any date on which the Shares are allotted, issued or rights are granted to subscribe for Shares (each such date being an “**Allotment Date**”);
 - (d) that the TechnipFMC Plan remains in full force and effect and no alteration has been made or will be made to TechnipFMC Plan prior to an Allotment Date;
 - (e) that all documents, forms and notices which should have been delivered to the UK Companies House in respect of the Company have been so delivered, that the results of the Searches are complete and accurate, that the position has not changed since the times at which the Searches were made and that the results of the Searches will remain complete and accurate as at each Allotment Date;
 - (f) that (i) the resolutions described in the written resolutions of the board of directors of the Company and the resolutions of the Compensation Committee and the Equity Plan Committee provided to us in connection with the giving of this opinion or otherwise contemplated in connection with the matters referred to herein were and/or will be duly passed as written resolutions of the board of directors of the Company or the Compensation Committee or Equity Plan Committee, as applicable, all constitutional, statutory and other formalities were and/or will be observed and such resolutions have not been, and will not be, revoked or varied and remain in full force and effect and will remain so at each Allotment Date; and (ii) the proceedings and resolutions described in the minutes of the meetings of the board of directors, Compensation Committee and Equity Plan Committee referred to at paragraph 2 (c) of this letter or otherwise contemplated in connection with the matters referred to herein were and/or will be duly conducted as so described, and that each of the meetings referred to therein was and/or will be duly constituted, convened and conducted and all constitutional, statutory and other formalities were and/or will be duly observed (including, if applicable, those relating to the declaration of directors’ interests or the power of interested directors to vote), a quorum was and/or will be present throughout, the requisite majority of directors voted and/or will vote in favour of approving the resolutions and the resolutions passed thereat were and/or will be duly adopted, have not been and will not be revoked or varied and remain in full force and effect and will remain so as at each Allotment Date;
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- (g) that the Secretary's Certificate provided to us and referred to in paragraph 1.3(d) in connection with the giving of this opinion, which certifies, *inter alia*, resolutions approved at an annual general meeting of the Company held on 29 April 2022 and at an annual general meeting of the Company held on 28 April 2023, is a true record of the Plan Approval Authority and the Allotment Authorities, which were each approved in a duly convened, constituted and quorate meeting in which all constitutional, statutory and other formalities were duly observed, and the resolutions set out in the Secretary's Certificate were validly passed and have not been and will not be revoked or varied and remain in full force and effect and will remain so as at the Allotment Date;
 - (h) that as at each Allotment Date, the authority granted pursuant to the Allotment Authorities will remain unutilised to the extent necessary to permit such allotment and issue of Shares, or if at any Allotment Date, the Allotment Authorities have expired, the Company in general meeting duly and validly having resolved (i) as an ordinary resolution to authorise the board of directors of the Company pursuant to section 551 of the Companies Act to allot such Shares, and (ii) as may be required, as a special resolution to empower the directors of the Company pursuant to section 570 or section 571 (as applicable) of the Companies Act to allot such Shares, free of the restrictions in section 561 of the Companies Act, and such resolutions and authorities remaining in full force and effect and not having expired, been rescinded or amended;
 - (i) that at the time of each allotment and issue of any Shares the Company shall have received in full "cash consideration" (as such term is defined in section 583(3) of the Companies Act) equal to the subscription price payable for such Shares and shall have entered the holder or holders thereof in the register of members of the Company showing that all such Shares shall have been fully paid up as to their nominal value and any premium thereon as at each Allotment Date;
 - (j) in relation to any allotment and issue of any Shares by the Company pursuant to the TechnipFMC Plan, that the recipient will have become entitled to such Shares under the terms of the TechnipFMC Plan such Shares will, where applicable, be fully vested in accordance with the terms of the TechnipFMC Plan and such recipient has or will have complied with all other requirements of the TechnipFMC Plan in connection with the allotment and issue of such Shares;
 - (k) that all awards have been made under the terms of the TechnipFMC Plan, that the terms of all awards have not materially deviated from the terms set out in the TechnipFMC Plan and that any Shares will be allotted and issued in accordance with the terms set out in the TechnipFMC Plan and in accordance with the Company's articles of association;
 - (l) that the TechnipFMC Plan has been validly adopted and no alteration has been or shall be made to the TechnipFMC Plan since the date of adoption;
 - (m) that immediately prior to each Allotment Date, the directors of the Company had or shall have sufficient authority and powers conferred upon them to allot and issue such Shares and grant such rights (as applicable) under section 551 of the Companies Act and under section 570 of the Companies Act as if section 561 of the Companies Act did not apply to such allotment and issue or grant, and the directors of the Company shall not allot or issue (or purport to allot or issue) Shares and shall not grant rights (or purport to grant rights) to acquire Shares in excess of such powers or in breach of any other limitation on their power to allot and issue Shares or grant rights to acquire Shares;
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- (n) that in relation to the allotment and issuance of Shares pursuant to the TechnipFMC Plan or otherwise to an employee benefit trust, that such Shares will be allotted and issued in accordance with the terms of the TechnipFMC Plan, the Companies Act, the Company's articles of association and the requirements of all applicable laws, rules and regulations in force at the time of such allotment and issue, including without limitation, the rules of any stock exchange on which the Company's securities may be traded;
 - (o) that there is, at each Allotment Date, no matter affecting the authority of the directors to issue and allot the Shares which would have any adverse implications in relation to the opinion given above;
 - (p) that no Shares shall be allotted or issued, or are or shall be committed to be allotted or issued, at a discount to their nominal value (whether in dollars or equivalent in any other currency);
 - (q) that no Shares or rights to subscribe for Shares have been or shall be offered to the public in the United Kingdom in breach of the Financial Services and Markets Act 2000 ("FSMA") or of any other United Kingdom laws or regulations concerning offers of securities to the public, and no communication has been or shall be made in relation to the Shares in breach of section 21 of the FSMA or any other United Kingdom laws or regulations relating to offers or invitations to subscribe for, or to acquire rights to subscribe for or otherwise acquire, shares or other securities;
 - (r) that in issuing and allotting and granting rights to acquire Shares and administering the TechnipFMC Plan, the Company is not carrying on a regulated activity for the purposes of section 19 of FSMA;
 - (s) that the Company has complied and will comply with all applicable anti-terrorism, anti-money laundering, sanctions and human rights laws and regulations and that each allotment and issue of Shares and grant of rights to acquire Shares pursuant to the TechnipFMC Plan will be consistent with all such laws and regulations;
 - (t) that all requirements and conditions precedent for the TechnipFMC Plan to be entered into have been satisfied;
 - (u) that where the TechnipFMC Plan, or any allotment or issuance of Shares pursuant to the TechnipFMC Plan, attracts stamp duty, that such stamp duty has been duly paid;
 - (v) that the TechnipFMC Plan has the same meaning and effect as if it were governed by English law;
 - (w) that the TechnipFMC Plan and all obligations thereunder have been entered into and the Shares will be allotted and issued in good faith and on bona fide commercial terms and on arms' length terms and for the purpose of carrying on the business of the Company and that there are reasonable grounds for believing that the entry into of the TechnipFMC Plan and the allotment and issue of the Shares will promote the success of the Company for the benefit of its members as a whole; and
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- (x) that in relation to the allotment and issue of the Shares, the directors of the Company have acted and will act in the manner required by section 172 of the Companies Act (duty to promote the success of the Company), and there has not and will not be any bad faith, breach of duty, breach of trust, fraud, coercion, duress or undue influence on the part of any of the directors of the Company in relation to any allotment and issue of Shares.

2. FILINGS, APPROVALS, CONSENTS ETC.

That except to the extent expressly set out in the opinion given in this letter no consents, approvals, authorisations, orders, licences, registrations, filings or similar formalities are required in connection with the execution, delivery and performance of the Registration Statement by the Company or if such consents, approvals, authorisations, orders, licences, registrations, filings or similar formalities are required, these have been made or will be made within the prescribed time limits.

3. INSOLVENCY

That the Company has not taken any corporate or other action nor have any steps been taken or legal proceedings been started against the Company for:

- a) the liquidation, administration, winding up, dissolution, reorganisation, or bankruptcy or similar procedures in other relevant jurisdictions, of; or
- b) the commencement of a moratorium in respect of; or
- c) the appointment of a liquidator, receiver, trustee, administrator, administrative receiver, monitor or similar officer of,

the Company or all or any of its assets (or any analogous proceedings in any jurisdiction) and the Company is not unable to pay its debts as they fall due within the meaning of section 123 of the Insolvency Act 1986 and will not become unable to pay its debts within the meaning of that section as a result of any of the transactions contemplated herein, is not insolvent and has not been dissolved or declared bankrupt (although the Searches gave no indication that any: winding-up, dissolution, moratorium or administration order, application or filing, or appointment of a liquidator, receiver, administrator, administrative receiver, monitor or similar officer has been made with respect to the Company) and such actions and steps will not have been taken as at any Allotment Date.

SCHEDULE 2

RESERVATIONS

The opinion in this letter is subject to the following reservations:

- (a) the Searches are not capable of revealing conclusively whether or not a winding-up or administration petition, filing or order has been presented or made, a monitor or receiver appointed, a company voluntary arrangement proposed or approved or a moratorium or any other insolvency proceeding commenced. We have not made enquiries of any District Registry or County Court;
 - (b) the opinion set out in this letter is subject to (i) any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes, restructuring plans or analogous circumstances; and (ii) an English court exercising its discretion under section 426 of the Insolvency Act 1986 (*co-operation between courts exercising jurisdiction in relation to insolvency*) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory;
 - (c) we express no opinion as to matters of fact;
 - (d) we express no opinion on the compliance of the TechnipFMC Plan, or the compliance of any award made under the TechnipFMC Plan, with the rules or regulations of the NASDAQ Stock Market LLC, or the rules or regulations of any other securities exchange that are applicable to the Company;
 - (e) we express no opinion in relation to the legality, enforceability or validity of the TechnipFMC Plan or any award agreement entered into pursuant to the TechnipFMC Plan. In particular, but without prejudice to the generality of the foregoing, we have assumed that the Shares to be allotted under the TechnipFMC Plan or any such award agreement will be paid up in full (as to their nominal value and any premium) in cash (within the meaning of section 583(1) of the Companies Act) and we express no opinion as to whether any consideration other than “cash consideration” (as such term is defined in section 583(3) of the Companies Act) which might be paid, or purport to be paid, for the Shares would result in such Shares being validly issued, fully paid and not subject to any call for payment of further capital;
 - (f) if any award of restricted stock units under the TechnipFMC Plan does not constitute the award of a cash bonus, so as to create a liability for a liquidated sum, any Shares purported to be allotted and issued pursuant to any such award will not have been validly allotted and issued for cash in accordance with the requirements of the Companies Act and may not therefore be fully paid and not subject to any call for payment of further capital; and
 - (g) it should be understood that we have not been responsible for investigating or verifying the accuracy of the facts, including statements of foreign law, or the reasonableness of any statements of opinion, contained in the Registration Statement, or that no material facts have been omitted from it.
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of TechnipFMC plc of our report dated February 24, 2023, relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in TechnipFMC plc's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
October 26, 2023

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)

TECHNIPFMC PLC
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value \$1.00 per share	Other	15,245,950	\$ 20.53	\$312,999,353.50	0.0001476	\$ 46,198.70
Total Offering Amounts							\$ 46,198.70
Total Fee Offsets							
Net Fee Due							\$ 46,198.70

(1) This Registration Statement registers 15,245,950 ordinary shares, par value \$1.00 per share (the “Ordinary Shares”), of TechnipFMC plc (the “Company”) that may be issued to participants pursuant to TechnipFMC plc 2022 Incentive Award Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Ordinary Shares that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Company’s receipt of consideration that increases the number of outstanding Ordinary Shares.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The Proposed Maximum Offering Price Per Share is based on the average of the high and the low prices per Ordinary Share as reported on New York Stock Exchange on October 23, 2023.