☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

☐ Fee paid previously with preliminary materials

☒ No fee required

Payment of Filing Fee (Check all boxes that apply):

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

(Name of Registrant as Specified In Its Charter)

TECHNIPFMC PLC

☐ Soliciting Material under § 240.14a-12

☒ Definitive Additional Materials

☐ Definitive Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Preliminary Proxy Statement

Check the appropriate box:

Filed by a Party other than the Registrant ☐

Filed by the Registrant ☒

the Securities Exchange Act of 1934 (Amendment No.   )

Proxy Statement Pursuant to Section 14(a) of

SCHEDULE 14A

Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

UNITED STATES

been affected by subsequent events.

addition, this Supplement does not reflect events occurring after the date of the Proxy Statement or modify or update disclosures that may have

Supplement, any references to the “Proxy Statement” shall be deemed to include the Proxy Statement as amended by this Supplement. In

in the Proxy Statement. This Supplement should be read in conjunction with the Proxy Statement, and, from and after the date of this

Except as specifically discussed in this Explanatory Note, this Supplement does not otherwise modify or update any other disclosures presented

reflect changes to footnote 2.

4. the Security Ownership of Certain Beneficial Owners and Management, originally set forth on page 105 of the Proxy Statement, to

“PEO” and “Average non-PEO NEOs,” originally set forth on page 86 of the Proxy Statement; and

and the discussion for the calculation of the Pay Versus Performance Table, with changes to Fiscal Year 2022 in the columns titled

columns titled “Summary Compensation Table Total for PEO” and “Average Summary Compensation Table Total for Non-PEO NEOs,”

3. the Pay Versus Performance Table, originally set forth on page 85 of the Proxy Statement, with changes to Fiscal Year 2022 in the

“Grant Date Fair Value of Stock and Option Awards” for PSUs granted in 2023;

2. the Grants of Plan-Based Awards Table, originally set forth on pages 75-76 of the Proxy Statement, with changes to the column titled

with changes to Fiscal Year 2022 in the columns titled “Stock Awards” and “Total” and footnote 2;

1. the Summary Compensation Table for the Year Ended December 31, 2023, originally set forth on pages 74-75 of the Proxy Statement,

reflect updates to certain compensation information by reproducing:

“Annual Meeting”). The Company is providing this supplement (the “Supplement”) to supplement and amend the Proxy Statement solely to

Securities and Exchange Commission in connection with its 2024 Annual General Meeting of Shareholders to be held on April 26, 2024 (the

On March 15, 2024, TechnipFMC plc (the “Company”) filed a definitive proxy statement on Schedule 14A (the “Proxy Statement”) with the

Explanatory Note

TO BE HELD ON APRIL 26, 2024

FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

SUPPLEMENT TO PROXY STATEMENT

each NEO.

(6)

The following table reflects updated information with respect to the column “Grant Date Fair Value of Stock and Option Awards” for plan-based awards made in 2022 to

outplacement services of $1,250.

tax preparation of $2,226, paid holidays not taken of $65,310, severance payment during 2023 of $346,667, Company-paid COBRA installments of $4,695.80, and

  Ms. Lazar – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $87,396, Company-paid life insurance premium of $13, U.K.

insurance premium of $167, expatriate allowances and benefits of $254,421, and tax equalization of $1,468.

  Mr. Conti – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $45,399, car allowance of $31,932, Company-paid life

$3,023, and Company-paid life insurance premium of $205.

  Mr. Landes – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $88,637, car allowance of $18,000, security services of

insurance premium of $234.

  Mr. Rounce – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $88,649, security services of $1,346, and Company-paid life

U.K. tax preparation of $2,226.

  Mr. Melin – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $116,532, Company-paid life insurance premium of $260, and

$494, spousal travel of $9,841.

$15,000, personal use of Company automobile of $14,311, security services of $26,071, U.K. tax preparation of $4,437, Company-paid life insurance premium of

  Mr. Pferdehirt – contributions to the U.S. Qualified Savings Plan and U.S. Non-Qualified Savings Plan of $271,773, financial planning and personal tax assistance of

(5)The amounts reflected in the “All Other Compensation” column for the fiscal year ended December 31, 2023 represent:

consistent with those disclosed in our Annual Report on Form 10-K.

unreduced benefits (age 62 for U.S. pension programs) under all of our pension plans. These amounts are determined using interest rates and mortality rate assumptions

(4)The amounts shown in the Change in Pension Value column reflect the actuarial increase in the present value of the NEO’s benefits at the first retirement date with

(3)Represents short-term incentive remuneration earned in 2023 and paid in March 2024.

iii. Mrs. Lazar’s grant was forfeited in its entirety at the time of her departure.

2023

7,301,199

1,469,999

1,322,992

962,487

393,737

Pferdehirt

Melin

Rounce

Landes

Conti

table is the same as in the Summary Compensation Table for the PSUs.

ii. The maximum award value of PSUs granted in 2023 subject to performance-based (ROIC) conditions are shown in the table below. The methodology used in this

simulation as disclosed in our Annual Report on Form 10-K.

awards. With respect to PSUs subject to TSR market-based vesting conditions, the grant date fair value of such award was determined utilizing a Monte Carlo

vesting conditions and time-based RSUs, the aggregate grant date fair value of such awards was based on the Company’s share price on the grant date of the

vesting conditions. Determination of fair value was made in accordance with FASB ASC Topic 718. With respect to PSUs subject to performance-based (ROIC)

i.

For each year, the sum of the aggregate grant date fair value of time-based RSUs and PSUs subject to either market-based (TSR) or performance-based (ROIC)

(2) In accordance with SEC regulations for the Summary Compensation Table, the “Stock Awards” column includes:

(1) Salary represents contractual annual base salary.

2021

—

—

—

—

—

—

Officer and Secretary

President Chief Legal

2022

500,000

1,153,677

555,000

25,775

2,234,452

Former Executive Vice

2023

367,231

1,240,030

346,192

507,556

2,461,009

Victoria Lazar

2021

—

—

—

—

—

—

Technologies

2022

—

—

—

—

—

—

President, Surface

2023

450,000

670,674

531,564

333,387

1,985,625

Thierry Conti

2021

475,000

1,593,115

755,250

57,588

2,880,953

2022

525,000

1,514,197

635,250

71,042

2,745,489

President, Subsea

2023

550,000

1,639,478

866,250

109,865

3,165,593

Jonathan Landes

2021

600,000

3,649,495

969,000

111,776

5,330,270

Technology Officer

President and Chief

2022

600,000

2,076,622

726,000

81,462

3,484,084

Executive Vice

2023

630,000

2,253,554

992,250

90,230

3,966,034

Justin Rounce

2021

650,000

2,589,929

988,915

(8,626)

56,783

4,277,001

2022

650,000

2,249,668

786,500

(249,849)

57,155

3,493,474

Chief Financial Officer

Alf Melin

2023

700,000

2,503,948

1,102,500

94,706

119,018

4,520,172

2021

1,236,000

17,629,477

2,694,789

373,416

21,933,682

2022

1,236,000

11,190,694

2,077,407

270,193

14,774,294

Chair and CEO

2023

1,328,700

12,436,674

2,955,195

341,926

17,062,495

Douglas J. Pferdehirt

as of 12/31/2023

Year

($)1

($)2, 6

($)3

($)4

($)5

($)

Position

Salary

Stock Awards

Compensation

Earnings

Compensation

Total

Name and Principal

Incentive Plan

Compensation

All Other

Non-Equity

Deferred

Nonqualified

Value and

Change in Pension

the Company during the fiscal year ended December 31, 2023.

The following table summarizes the compensation earned by each of the NEOs from all sources for services rendered in all of their capacities to

Summary Compensation Table for the Year Ended December 31, 2023

Changes to the Proxy Statement

(4)

Threshold for TSR is 25%, for ROIC is 50%.

fair value of such award was determined utilizing a Monte Carlo simulation as disclosed in our Annual Report on Form 10-K.

(3)

Grant date fair values were determined in accordance with FASB ASC Topic 718. With respect to PSUs subject to market-based (TSR) vesting conditions, the grant date

(2)

Each target award as a percentage of base salary: Mr. Pferdehirt – 135%; Mr. Melin - 100%; Mr. Rounce – 100%; Mr. Landes - 100%; and Ms. Lazar – 100%.

annual awards vest on March 8, 2025.

(1)

“RSU” awards are time-based restricted stock unit awards, “PSU-TSR” awards are market-based restricted stock unit awards based on the TSR performance measure. The

ROIC

3/8/2022

22,209

44,417

88,833

350,002

PSU -

TSR

3/8/2022

11,104

44,417

88,833

503,683

PSU -

RSU

3/8/2022

38,070

299,992

Incentive

2022

500,000

1,000,000

Victoria Lazar Annual

ROIC

3/8/2022

29,148

58,296

116,592

459,372

PSU -

TSR

3/8/2022

14,574

58,296

116,592

661,077

PSU -

RSU

3/8/2022

49,968

393,748

Landes

Incentive

2022

525,000

1,050,000

Jonathan

Annual

ROIC

3/8/2022

39,975

79,950

159,899

630,002

PSU -

TSR

3/8/2022

19,988

79,950

159,899

906,627

PSU -

RSU

3/8/2022

68,527

539,993

Incentive

2022

600,000

1,200,000

Justin Rounce Annual

ROIC

3/8/2022

43,306

86,612

173,223

682,499

PSU -

TSR

3/8/2022

21,653

86,612

173,223

982,174

PSU -

RSU

3/8/2022

74,238

584,995

Incentive

2022

650,000

1,300,000

Alf Melin

Annual

ROIC

3/8/2022

215,419

430,838

861,675

3,395,000

PSU -

TSR

3/8/2022

107,710

430,838

861,675

4,885,697

PSU -

RSU

3/8/2022

369,289

2,909,997

Pferdehirt

Incentive

2022

1,668,600

3,337,200

Douglas J.

Annual

Name

Type1

Date

($)

($)

($)

(#)

(#)

(#)

(#)

Awards($)3

Award

Grant

Threshold

Target2

Maximum

Threshold4

Target

Maximum

Units

and Option

Stock or

of Stock

Shares of

Fair Value

Equity Incentive Plan Awards

Non-Equity Incentive Plan Awards

Number of

Grant Date

Estimated Possible Payouts under

Estimated Possible Payouts under

Awards:

Stock

All Other

departure.

This table excludes Ms. Lazar, who served as Executive Vice President, Chief Legal Officer and Secretary until July 31, 2023, and all outstanding awards were forfeited upon her

(4)Threshold for TSR is 50%, for ROIC is 50%.

grant date fair value of such award was determined utilizing a Monte Carlo simulation as disclosed in our Annual Report on Form 10-K.

(3)Grant date fair values were determined in accordance with FASB ASC Topic 718. With respect to PSUs subject to market-based (TSR) vesting conditions, the

(2)Each target award as a percentage of base salary: Mr. Pferdehirt – 135%; Mr. Melin - 100%; Mr. Rounce – 100%; Mr. Landes - 100%; and Mr. Conti – 75%.

and “PSU-ROIC” awards vest on February 21, 2026.

TSR and ROIC performance measure. The annual RSU awards vest one-third on February 21, 2024, February 21, 2025, and February 21, 2026. The “PSU-TSR

(1)“RSU” awards are time-based restricted stock unit awards, “PSU-TSR and “PSU-ROIC” awards are market-based restricted stock unit awards based on the

PSU - ROIC

2/21/2023

7,026

14,052

28,104

196,869

PSU - TSR

2/21/2023

7,026

14,052

28,104

305,069

RSU

2/21/2023

12,044

168,736

Incentive

2023

337,500

675,000

Thierry Conti

Annual

PSU - ROIC

2/21/2023

17,175

34,350

68,700

481,244

PSU - TSR

2/21/2023

17,175

34,350

68,700

745,738

RSU

2/21/2023

29,443

412,496

Landes

Incentive

2023

550,000

1,100,000

Jonathan

Annual

PSU - ROIC

2/21/2023

23,608

47,216

94,432

661,496

PSU - TSR

2/21/2023

23,608

47,216

94,432

1,025,059

RSU

2/21/2023

40,471

566,999

Rounce

Incentive

2023

630,000

1,260,000

Justin

Annual

PSU - ROIC

2/21/2023

26,231

52,463

104,925

735,000

PSU - TSR

2/21/2023

26,231

52,463

104,925

1,138,960

RSU

2/21/2023

44,967

629,988

Incentive

2023

700,000

1,400,000

Alf Melin

Annual

PSU - ROIC

2/21/2023

130,286

260,571

521,142

3,650,600

PSU - TSR

2/21/2023

130,286

260,571

521,142

5,656,997

RSU

2/21/2023

223,346

3,129,077

J. Pferdehirt

Incentive

2023

1,793,745

3,587,490

Douglas

Annual

Name

Type1

Date

($)

($)2

($)

(#)

(#)

(#)

(#)

($)3

Award

Grant

Threshold

Target

Maximum

Threshold4

Target

Maximum

or Units

Awards

of Stock

Option

of Shares

Stock and

Plan Awards

Plan Awards

Number

Value of

under Non-Equity Incentive

under Equity Incentive

Awards:

Date Fair

Estimated Possible Payouts

Estimated Possible Payouts

Stock

Grant

All Other

Shown below is information with respect to plan-based awards made in 2023 to each NEO.

Grants of Plan-Based Awards Table

measures, please refer to “Appendix A - Reconciliation of Non-GAAP Measures” in this Proxy Statement.

charges credits and foreign currency as a percentage of revenue. For reconciliation of adjusted EBITDA margin to their respective most directly comparable GAAP

(3) Adjusted EBITDA Margin % is a non-GAAP measure and is defined as earnings before net interest expense, income taxes, depreciation, and amortization, excluding

each respective year.

(2) For the relevant fiscal year, represents the cumulative TSR of the OSX index for the applicable five-year period as set forth in our Annual Report on Form 10-K for

2020

Douglas P. Pferdehirt

Maryann Mannen, Justin Rounce, Barry Glickman, Arnaud Pieton, Catherine MacGregor, and Nello Uccelletti

2021

Douglas P. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, Barry Glickman, and Maryann Mannen

2022

Douglas P. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, and Victoria Lazar

2023

Douglas P. Pferdehirt

Alf Melin, Justin Rounce, Jonathan Landes, Victoria Lazar, and Thierry Conti

Year

PEO

Non-PEO NEOs

Non-PEO NEOs referenced in the table above are indicated in the table below for each fiscal year:

the prior year, measured through the date the awards vested or were forfeited, or through the end of the reported fiscal year, and (iii) certain pension-related costs. The

(1) Amounts include (i) the year-end value of equity awards granted during the reported year, (ii) the change in the value of equity awards that were unvested at the end of

December 29, 2023.

performance awards due to the increase in share price from $5.92 at December 31, 2021, $12.19 at December 31, 2022, and $20.14 at

The increase in “compensation actually paid” from 2021 to 2022, and from 2022 to 2023 is primarily driven by the increase in the fair value of

2020

12,920,601

2,368,276

3,191,983

1,734,567

28.03

25.88

(3,287,395,821)

6.7%

2021

21,933,683

15,255,127

3,203,031

1,562,750

23.73

31.25

13,344,828

8.8%

2022

14,774,294

52,760,476

2,989,375

7,539,426

55.67

61.53

(107,307,795)

10.0%

2023

17,062,495

62,631,037

3,219,687

6,970,872

145.16

114.47

56,130,479

12.0%

Year

($)

($)1

($)

($)1

($)

($)2

($)

Margin %3

for PEO

to PEO

Non-PEO NEOs

NEOs

Return

Return

Net Income

EBITDA

Table Total

Actually Paid

Table Total for

to Non-PEO

Shareholder

Shareholder

Adjusted

Compensation

Compensation

Compensation

Actually Paid

FTI Total

OSX Total

Summary

Summary

Compensation

Investment Based on:

Average

Average

Value of Initial Fixed $100

were computed in accordance with SEC rules. See footnote (1) and the explanations below for more information.

2021, 2022, and 2023, and our financial performance for each such fiscal year. The amounts represented under “compensation actually paid”

The following table sets forth information concerning the compensation of our NEOs for each of the fiscal years ended December 31, 2020,

Pay Versus Performance

TOTAL ADJUSTMENTS

(10,552,325)

(1,457,416)

(6,678,556)

(1,640,281)

37,986,182

4,550,050

45,568,542

3,751,185

Pension Plans

applicable, Prior Service Cost for

—

—

—

—

—

—

—

—

Increase for Service Cost and, if

the SCT for Applicable FY

Compensation Earnings” Column of

and Nonqualified Deferred

—

148,758

—

(1,725)

—

(62,462)

—

(18,941)

under the “Change in Pension Value

Actuarial Present Values reported

Deduction for Change in the

Applicable FY

Options/SARs Modified during

—

—

(2,495,633)

(178,640)

—

—

—

—

Incremental Fair Value of

Increase/Decrease based on

Applicable FY prior to Vesting Date

Other Earnings Paid during

—

—

—

—

—

—

172,984

8,850

Increase based on Dividends or

Prior FY End

Applicable FY, determined as of

that were Forfeited during

—

—

—

(827,001)

—

—

—

(868,951)

Awards Granted during Prior FY

Deduction of ASC 718 Fair Value of

Date

Value from Prior FY End to Vesting

based on change in ASC 718 Fair

1,855,743

116,084

2,495,429

97,134

3,924,491

337,375

3,273,382

167,468

During Applicable FY, determined

Granted during Prior FY that Vested

Increase/deduction for Awards

Applicable FY End

Value from Prior FY End to

based on change in ASC 718 Fair

Applicable FY End, determined

(9,876,567)

(1,258,436)

335,348

25,645

26,110,894

3,032,829

34,462,881

3,592,217

Outstanding and Unvested as of

Granted during Prior FY that were

Increase/deduction for Awards

determined as of Applicable FY End

Unvested as of Applicable FY End,

Applicable FY that Remain

7,435,271

1,145,923

10,615,778

1,206,646

19,141,491

2,990,851

20,095,969

2,284,074

Value of Awards Granted during

Increase based on ASC 718 Fair

SCT for Applicable FY

“Option Awards” Columns in the

(9,966,772)

(1,609,745)

(17,629,477)

(1,962,340)

(11,190,694)

(1,748,543)

(12,436,674)

(1,413,531)

under the “Stock Awards” and

Deduction for Amounts Reported

Adjustments

PEO

PEO NEOs

PEO

PEO NEOs

PEO

PEO NEOs

PEO

PEO NEOs

Average non-

Average non-

Average non-

Average non-

2020

2021

2022

2023

“Total” compensation reported in the Summary Compensation Table (“SCT”) for the applicable fiscal year:

To calculate the “compensation actually paid” in the table above, the following amounts were deducted or added (as applicable) to our NEO’s

(4) Includes, in the aggregate, stock options to purchase 1,083,783 Ordinary Shares that are currently exercisable by our NEOs and other executive officers.

Ordinary Shares for Mr. Rounce, 18,190 Ordinary Shares for Mr. Landes, 0 for Mr. Conti, and 0 Ordinary Shares for Ms. Lazar.

Ordinary Shares included in item (ii), in the aggregate, amount to 970,547 Ordinary Shares for Mr. Pferdehirt, 13,760 Ordinary Shares for Mr. Melin, 81,286

Pferdehirt’s ownership includes 80,304 Ordinary Shares held by a family trust for the benefit of his children, and his spouse is trustee of the family trust. The

(3) Includes: (i) Ordinary Shares owned by the individual; and (ii) Ordinary Shares subject to stock options that are exercisable within 60 days of March 4, 2024. Mr.

directors have an unsecured claim against us for such units.

separation from Board service. Directors have no power to vote or dispose of shares underlying the RSUs until they are distributed. Until such distribution, these

ten years from the grant date or (b) upon their separation from Board service. RSUs granted prior to 2021 vested after one year of service and will be settled upon

RSU grant vests after one year of service but is settled in Ordinary Shares on a date elected by the non-executive director that is either (a) after a period of one to

Mses. Farley and Priestly and Mr. O’Leary (105,905), Mr. Gwin (13,531), Ms. Ovrum (65,766), Mr. Yearwood (34,420) and Ms. Zurquiyah (56,628). The annual

2024, the number of deferred Ordinary Shares credited to each non-employee director under our incentive plan was as follows: Mr. de Carvalho Filho (46,391),

(2) Includes Ordinary Shares owned by the non-employee director and vested. Ordinary Shares that are deferred shares under our incentive plan. As of March 4,

(1) The calculation of percentage of ownership of each listed beneficial owner is based on 437,135,619 Ordinary Shares outstanding on March 4, 2024.

\*

Less than 1%

All current directors, current executive officers, and NEOs as a group (18 persons)

4,052,6944

0.93%

Sophie Zurquiyah

56,6282

\*

John Yearwood

98,6382

\*

Justin Rounce

361,4353

\*

Kay G. Priestly

114,2562

\*

Douglas J. Pferdehirt

2,793,1343

\*

Margareth Øvrum

65,7662

\*

John O’Leary

118,6952

\*

Alf Melin

22,6113

\*

Victoria Lazar

03

\*

Jonathan Landes

41,0403

\*

Robert G. Gwin

13,5312

\*

Thierry Conti

30,0013

\*

Eleazar de Carvalho Filho

94,6012

\*

Claire S. Farley

159,6042

\*

Shares

Name

Percent of Class1

Newcastle upon Tyne, NE6 3PL, United Kingdom.

“Percent of Class” column in the table below. Unless otherwise indicated, the address of each person is Hadrian House, Wincomblee Road,

directors and executive officers as a group. No director or NEO beneficially owns more than 1% of our Ordinary Shares, as designated in the

The following table shows, as of March 4, 2024, the number of our Ordinary Shares beneficially owned by each of our NEOs, directors, and all

of Certain Beneficial Owners and Management

Security Ownership

under the caption “General Information about the Annual Meeting.”

unless revoked. Important information regarding how to vote your shares and revoke proxies already cast is available in the Proxy Statement

voting instructions already returned by stockholders (via Internet, telephone, or mail) will remain valid and will be voted at the Annual Meeting

If you have already voted by Internet, telephone, or by mail, you do not need to take any action unless you wish to change your vote. Proxy

Additional Information