



# CHARTER OF THE COMPENSATION AND TALENT COMMITTEE OF THE BOARD OF DIRECTORS

## Purpose of the Compensation and Talent Committee

The Compensation and Talent Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of TechnipFMC plc (the “Company”). This Charter sets forth the responsibilities, duties and authorities of the Committee.

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

- (A) Reviewing, evaluating and approving the agreements, plans, policies and programs of the Company to compensate the Company’s independent directors, the Chief Executive Officer (“CEO”), and other executive officers, as applicable;
- (B) Consistent with equity plans approved by the Company’s shareholders, reviewing, evaluating and approving all awards by the Company of equity securities or equity derivatives to senior officers of the company (those required to disclose equity ownership under Section 16(a) of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and approving the number of equity securities or equity derivatives that the CEO is authorized to allocate to all other employees at the discretion of the CEO;
- (C) Reviewing and discussing with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement for its Annual General Meeting (“Proxy Statement”) and other required filings and determining whether to recommend to the Board that the CD&A be included in the Proxy Statement in accordance with applicable rules and regulations;
- (D) Producing the Compensation Committee Report for inclusion in the Company’s Proxy Statement in accordance with applicable rules and regulations;
- (E) Otherwise discharging the Board’s responsibilities related to compensation of the Company’s executive officers and directors;
- (F) Annually review the Company’s global strategy and initiatives related to executive succession planning for designated senior leadership roles and fair representation and inclusion efforts.
- (G) Performing such other functions as the Board may assign to the Committee from time to time; and

- (H) Reviewing, evaluating and approving the Company's forward-looking Remuneration Policy (which will be subject to shareholder approval at least every three years and form part of the Company's Annual Report in such years) and the annual Remuneration Report (which will be subject to a shareholder advisory vote every year and form part of the Company's Annual Report) in accordance with the UK Companies Act 2006 and associated regulations.

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 retain the services of such advisers, consultants, and counsel as it determines is necessary to carry out its duties. The Company shall provide funding required by the Committee, as determined by the Committee, to discharge its responsibilities, including the payment of fees and expenses of advisers, consultants and counsel retained pursuant to this Charter.

### **Composition and Qualifications**

The Committee shall be composed of a minimum of three (3) members of the Board. Each member of the Committee shall, in the judgment of the Board, meet the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the U.S. Securities and Exchange Commission ("SEC"), and the New York Stock Exchange ("NYSE").

The members of the Committee and its Chair shall be selected by the Board upon the recommendation of the Company's Environmental, Social 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 Chair is not designated by the Board or present at a meeting, the Committee may designate a Chair by majority vote of the Committee members then in office.

In addition to meeting the independence requirements of the laws, rules and regulations applicable to the Company, the majority of Committee members must be (i) a "non-employee" director for purposes of Rule 16b-3 of the Exchange Act, and (ii) not a party to any interlocking arrangement that would require disclosure in the Company's Proxy Statement. If all the members of the Committee do not satisfy the foregoing requirements, then such directors who do meet such requirements will comprise a subcommittee, which will be responsible for taking action with respect to matters involving Section 16b-3 of the Exchange Act.

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 Chair to carry out the Committee's responsibilities under this Charter. The Committee may also meet at the request of (i) its Chair as needed in addition to regularly scheduled meetings, (ii) a majority of its members or (iii) the CEO of the Company.

Only members of the Committee shall have the right to attend Committee meetings. However, other directors, members of management, including audit and legal, and representatives from outside professional advisers and consultants and the Company's independent registered public accounting firm may be invited to attend meetings at the request of the Committee's Chair. The Committee Chair 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 the meetings and maintain minutes of its meetings, and the Committee Chair will report regularly to the Board about the Committee's deliberations, conclusions and recommendations.

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

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

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

## Authority and Responsibilities

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

### Authority

1. In its sole discretion, at the Company's expense, retain or obtain the advice of, and determine funding for, legal counsel, compensation consultants, as well as other experts and advisers (collectively, "Compensation Advisers"), including the authority to retain, approve the fees payable (within any budgetary constraint imposed by the Board) to, amend the engagement with, and terminate any Compensation Adviser, as it deems necessary or appropriate to fulfil its responsibilities. The Committee shall be directly responsible for the appointment and oversight of the work of any Compensation Advisers and the Company shall provide for appropriate funding for payment of any Compensation Adviser fees accrued and approved by the Committee. The selection of a Compensation Adviser may take place only after the Committee has taken into consideration all factors relevant to that Compensation Adviser's independence from management, in accordance with the rules of the SEC and the listing requirements of the NYSE, including
  - (i) the provision of other services to the Company by the person that employs the Compensation Adviser;
  - (ii) the amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
  - (iii) the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
  - (iv) any business or personal relationship of the Compensation Adviser with a member of the Committee;
  - (v) any shares of the Company owned by the Compensation Adviser; and
  - (vi) any business or personal relationship of the Compensation Adviser, or the person employing the Compensation Adviser, with an executive officer of the Company.

### Executive Compensation

2. Exercise oversight over all matters of executive compensation policy. Review and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation.

3. Review and select peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate positioning (to the extent applicable or deemed appropriate) of the levels and mix of compensation elements.
4. Annually review and approve the corporate goals and objectives relevant to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's total compensation level and compensation structure, including base salary, target bonus percentages, annual bonus payments, salary range and long-term equity incentive awards, based on this evaluation. The CEO shall not be present during deliberations or voting on the compensation of the CEO.
5. Annually, in consultation with the Company's CEO, evaluate and set the compensation level and compensation structure of the Company's other executive officers, including base salaries, target bonus percentages and actual bonus payments and long-term equity incentive awards.
6. Review and approve, for the CEO and other executive officers, all change in control agreements, employment agreements, severance arrangements, the terms of any supplemental retirement plans and executive officer perquisites.
7. Determine and review the policy for, and scope of, pension arrangements for each executive director and other executive officers.
8. Review, as needed with a Compensation Adviser, executive compensation matters and significant issues that relate to executive compensation.
9. Review and discuss with management the Company's CD&A to be included in the Proxy Statement and other required filings and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement in accordance with applicable rules and regulations, including the ratio of pay between the CEO and the required percentiles of the Company's employees.
10. Prepare the Compensation Committee Report as required by applicable regulations, including Regulation S-K for inclusion in the Proxy Statement.
11. Review the Company's proposals to shareholders on executive compensation matters, including advisory votes on executive compensation ("Say-on-Pay") and the frequency of such votes, prepared by the Company's executive management and, if appropriate, recommend to the Board that the proposals be included in the Company's Proxy Statement as required by the SEC.

12. Following each Annual General Meeting at which Say-on-Pay resolutions are proposed for a shareholder vote, the Committee will review the results of the advisory vote and consider whether to make any adjustments to the Company's executive compensation policies and practices.
13. Prepare and recommend to the Board for adoption of one or more clawback policies, including any revisions to such policies, allowing the Company to recoup compensation paid to employees, including the CEO and other executive officers, that complies with applicable rules and regulations of the SEC and the listing standards of the NYSE.
14. Annually report to the Board on its performance review of the CEO and the Executive Chair, as appropriate.

#### **Incentive and Equity Compensation**

15. Review and approve the design of, determine targets for, and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. Shareholders shall be given the opportunity to vote on equity compensation plans as required by law, applicable listing standards of the NYSE and the Company's Articles of Association.
16. Approve the terms and conditions of, and total awards to be made from, the Company's equity-based plans and make any other determinations necessary or advisable in the administration of such plans, including the approval of equity grants to all executive officers.
17. Review and administer the Company's policies relating to the recovery or clawback of incentive-based compensation.
18. Establish, and recommend to the Board for approval, policies with respect to "insider" trading, hedging and pledging of Company shares and periodically review compliance with such policies.
19. Review and approve management's summary of the Company's performance compared to the terms of compensation plans and equity-based plans and the total amounts to be paid to executive officers thereunder.
20. Determine stock ownership guidelines for the CEO, other directors and executive officers and monitor compliance with such guidelines.

#### **Director Compensation**

21. Annually, review and recommend to the full Board changes to compensation for the independent members of the Board, including retainer amounts, meeting and independent board chair fees, as applicable, committee chair fees and non-retainer equity grants and amounts.

### Talent Development

22. Annually review with the Chair and CEO his or her recommendations and evaluations of potential successors for executive officers.
23. Annually review the Company's global strategy and initiatives related to succession planning for senior leadership roles (defined as roles up to two reporting levels below the executive officers) and management development.
24. Annually review the Company's global strategy and initiatives in relation to talent management, including fair representation and inclusion, pay equity, talent development, and retention, as proposed by management.

### General

25. In accordance with the requirements of the UK Companies Act 2006 and associated regulations (as amended from time to time), prepare, review and recommend to the Board for approval: (i) at least every three years, a forward-looking Remuneration Policy to be submitted to a binding shareholder vote; and (ii) an annual Remuneration Report to be included in the Company's Annual Report and submitted to an advisory shareholder vote. The Remuneration Policy will contain information on the Company's proposed forward-looking director compensation arrangements. The Remuneration Report will contain information on the Company's implementation of the Remuneration Policy in the previous fiscal year, the ratio of pay between the CEO and the required percentiles of the Company's employees and attendance at and frequency of the Committee's meetings.
26. Annually review and evaluate its own performance and submit itself to the review and evaluation of the Board.
27. 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.
28. Review and assess the adequacy of policies and procedures and training 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 Company's compensation policies and practices as applied to employees generally to assess whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.
29. Delegate to its Chair, any one of its members or any sub-committee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. Each sub-committee will keep minutes and regularly report to the Committee.

30. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
31. Have authority to arrange for training of its members, both in the form of an orientation program for new members and on an ongoing basis for all members.
32. Give due consideration to the laws and regulations 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, and the rules and regulations of the SEC, as well as any other applicable laws, as appropriate.
33. 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, applicable listing requirements, the Company's Articles of Association, or the Board.

Adopted on February 20, 2024.