

Summary of the Combination

[In terms of Regulation 13 (1B) of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations), 2011, as amended on 7 January 2016]

Name of the Parties to the Combination

1. The names of the Parties to the Combination are FMC Technologies, Inc. ("**FMC**"), FMC Technologies SIS Limited ("**Topco**") and Technip S.A. ("**Technip**") (together, "**the Parties**").

Type of Combination

2. The Proposed Combination is structured as a composite transaction comprising multiple steps and resulting in the merger of FMC and Technip into Topco ("**Proposed Combination**"). Post the Proposed Combination, Topco shall serve as the parent company for the combined businesses of FMC and Technip. This entity would be named "TechnipFMC plc." Topco shall be jointly owned by the former stockholders of FMC and Technip who shall own 49.1% and 50.9% of Topco respectively.
3. On 18 May 2016, the boards-of-directors of FMC, Technip and Topco respectively passed their board resolutions approving the Proposed Combination and a binding memorandum of understanding ("**MoU**"), in this regard was also executed by the Parties on the same day. The Parties have

also executed the Business Combination Agreement on 14 June 2016 in terms of which, the Parties will give effect to the Proposed Combination.

Area of activity of the Parties to the Combination

4. FMC provides equipment and related services for the energy industry, primarily the O&G segment.
5. Topco is a private limited company and was recently incorporated for the purposes of the Proposed Combination. Currently, Topco is not engaged in any business activities either globally or in India.
6. Technip provides EPCI and EPC services for facilities involved in offshore and onshore O&G and other related industries.

Relevant Market(s)

7. The relevant markets for the purposes of the Proposed Combination on a global basis are the market for Subsea Production Systems (SPS), Subsea Umbilicals, Risers and Flowlines (SURF), ROV Systems, Manipulator Arms, Offshore Loading Arms, Onshore Loading Arms, Offshore EPCI Services, Onshore EPC Services and Subsea Umbilicals.