

RECTIFICATION FILING DUE TO ERROR

TECHNIP UK LIMITED

(Company No. 00200086)

WRITTEN RESOLUTION of Technip UK Limited (the "Company")

Circulation Date: 12 February 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that resolutions 1 to 4 (inclusive) below are passed as ordinary resolutions and resolutions 5 and 6 below are passed as special resolutions (together, the "**Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT** the Transaction Documents (as defined in the board resolutions) and any and all other documents or agreements which in the discretion of the Company are or may be necessary or expedient in connection with the entry into the Transaction Documents are hereby approved.
2. **THAT** the terms of the transactions contemplated by and the execution, delivery and performance or adoption by the Company (as applicable) of the Transaction Documents and of any related documentation are hereby approved.
3. **THAT** having considered the terms of the Transaction Documents, it was concluded that the entry into the Transaction Documents by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially set out in the Transaction Documents is to the commercial benefit and advantage of the Company.
4. **THAT** a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and no authorisation by the board of directors of the Company shall be required in respect of any such interest.

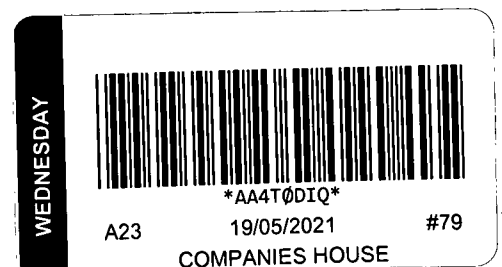
For the purposes of this resolution, "Relevant Company" shall mean:

- (a) the Company;
- (b) any subsidiary undertaking of the Company;
- (c) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking;
- (d) any body corporate promoted by the Company; or
- (e) any body corporate in which the Company is otherwise directly or indirectly interested,

and "subsidiary undertaking" and "parent undertaking" shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006.

SPECIAL RESOLUTIONS

5. **THAT**, subject to the subject to the passing of resolutions 1 to 4 (inclusive), the articles of association of the Company (as attached to these Resolutions) be amended by inserting a new Article 6 as follows:



TRANSFER OF SHARES SUBJECT TO SECURITY

6.01 Notwithstanding anything contained in these articles or otherwise:

- (a) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to; and
- (b) the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:
 - (i) to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a "**Secured Institution**"), or to any nominee of such a Secured Institution;
 - (ii) executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;
 - (iii) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or
 - (iv) delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.

6.02 Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this Article.

6.03 A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security shall be conclusive evidence of such a fact.

6.04 A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

6.05 For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."

6. **THAT** the existing articles of association shall be renumbered accordingly.

Please read the notes accompanying this document before you signify your agreement to the Resolutions.

I the undersigned being the sole person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed for and on behalf of

TechnipFMC International Holdings B.V.

Signed: 

Date: 12 February 2021

Signed:

Date:

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Signed for and on behalf of

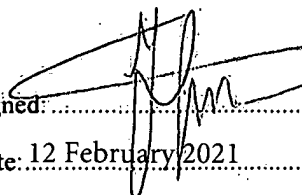
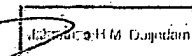
TechnipFMC International Holdings B.V.

Signed:

Date:

Signed:

Date: 12 February 2021

Notes

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only one of them. If you agree to the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning it to the Company by hand or by post to the attention of the Directors of the Company at its registered address or as otherwise agreed between you and the Company.

If you do not agree to the Resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by 28 days from the Circulation Date for the Resolutions to pass then the Resolutions will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

CURRENT ARTICLES OF THE COMPANY