Risk Factors Comparison 2024-02-27 to 2023-02-24 Form: 10-K

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The following is a summary of some of the risks and uncertainties that could materially adversely affect our business, financial condition and results of operations. You should read this summary together with the more detailed description of each risk factor contained below. Risks Related to Our Business and Industry • Demand for our products and services depends on oil and **natural** gas industry activity and expenditure levels and the demand for and price of ~~crude~~ oil and natural gas. • Competition and unanticipated changes relating to competitive factors in our industry, including ongoing industry consolidation, may impact our results of operations. • Our success depends on our ability to develop, implement, and protect new technologies and services and intellectual property related thereto. • Cumulative loss of several major contracts, customers, or alliances may have an adverse effect on us, and the credit and commercial terms of certain contracts may subject us to further risks. • ~~The COVID- 19 pandemic, and any resurgence thereof, and disruptions~~ **Disruptions** in the political, regulatory, economic, and social conditions ~~of~~ **or public health crises in** the countries in which we conduct business, could adversely affect our business or results of operations. • The Depository Trust Company (" DTC ") may cease to act as a depository and clearing agency for our shares. • Our existing and future debt may limit cash flows available to our operations and to service our outstanding debt, and the ~~terms~~ **restrictive covenants** thereof may restrict our ability to ~~access the capital markets~~ **take certain corporate actions** . • Our acquisition and divestiture activities involve substantial risks. • Increasing scrutiny and expectations ~~regearing~~ - **regarding** ~~Environmental, Social and Governance ("~~ ESG ~~")~~ matters could result in additional costs or risks or otherwise adversely affect our business. • Uncertainties with respect to the energy transition may adversely affect our business. Risks Related to Our Operations • We may lose money on fixed- price contracts. • Our failure to timely deliver our backlog could affect future sales, profitability, and customer relationships. • We face risks relating to our reliance on subcontractors, suppliers, and our joint venture partners. • A failure or breach of our IT infrastructure or that of our subcontractors, suppliers, or joint venture partners, including as a result of cyber- attacks, could adversely impact our business and results of operations. • Pirates **and maritime conflicts** endanger our maritime employees and assets. • New capital asset construction projects for vessels and manufacturing facilities are subject to risks, including delays and cost overruns. Risks Related to Legal Proceedings, Tax, and Regulatory Matters • The industries in which we operate or have operated expose us to potential liabilities, including the installation or use of our products, which may not be covered by insurance or may be in excess of policy limits, or for which expected recoveries may not be realized. • Our operations require us to comply with existing and future laws and regulations **, including laws and regulations related to environment, climate change and greenhouse gas emissions, privacy, data protection, and data security** , violations of which could have a material adverse effect on our financial condition, results of operations, or cash flows. • As an English public limited company, we must meet certain additional financial requirements before we may declare dividends or repurchase shares and certain capital structure decisions may require stockholder approval which may limit our flexibility to manage our capital structure. • Uninsured claims and litigation against us could adversely impact our financial condition, results of operations, or cash flows. • ~~The IRS may not agree that we should be treated as a foreign corporation for U. S. federal tax purposes and may seek to impose an excise tax on gains recognized by certain individuals. • U. S. tax laws and / or guidance could also affect our ability to engage in certain acquisition strategies and certain internal restructurings. •~~ We are subject to ~~the~~ **compliance risk with** tax laws of numerous jurisdictions ~~;~~ **,** and challenges to ~~the~~ **our** interpretation of, or future changes to, ~~such~~ **tax** laws could adversely affect us ~~. • We intend to be treated exclusively as a resident of the United Kingdom for tax purposes, but other tax authorities may seek to treat us as a tax resident of another jurisdiction, and we may not qualify for benefits under tax treaties entered into between the United Kingdom and other countries~~ . General Risk Factors • Our businesses are dependent on the continuing services of our key managers and employees. • Seasonal ~~and~~ **,** weather **, and other climatic** conditions could adversely affect demand for our services and operations. • Currency exchange rate fluctuations could adversely affect our financial condition, results of operations, or cash flows. • We are exposed to risks in connection with our defined benefit pension plan commitments. • We may be unable to obtain sufficient bonding capacity for certain contracts, and the need for performance and surety bonds could reduce availability under our credit facility. ~~• Our revenues and earnings could be adversely affected by high levels of inflation resulting in increased supply costs and impacts on pricing and demand. • Our operating results, sales, profits, cash flows, liquidity, financial position, wage expenses, employee retention and capital expenditures could be adversely affected by rising interest rates, which have increased the cost of borrowing and increased volatility in the capital markets.~~ Demand for our products and services depends on oil and **natural** gas industry activity and expenditure levels, which are directly affected by trends in the demand for and price of ~~crude~~ oil and natural gas. We are substantially dependent on conditions in the oil and **natural** gas industry, including (i) the level of exploration, development **,** and production activity and (ii) capital spending. Any substantial or extended decline in these expenditures may result in the reduced pace of discovery and development of new reserves of oil and **natural** gas and the reduced exploration of existing wells, which could adversely affect demand for our products and services and, in certain instances, result in the cancellation, modification, or re- scheduling of existing orders in our backlog. These factors could have an adverse effect on our revenue and profitability. The level of exploration, development, and production activity is directly affected by trends in oil and natural gas prices, which historically have been volatile and are likely to continue to be volatile in the future. Factors affecting the prices of oil and natural gas include, but are not limited to, the following: • demand for hydrocarbons, which is affected by worldwide population growth, economic growth rates, and general economic and business conditions; • costs of exploring for, producing, and delivering oil and natural gas; • political and economic uncertainty, socio- political unrest and geopolitical conflicts, including the continued conflict between Russia and Ukraine, which has resulted in substantial reduction of natural gas imports from Russia to Europe and significant volatility in the costs of both wholesale gas and power; • governmental laws, policies, regulations and subsidies related to or affecting the production, use, and exportation / importation of oil and natural gas; • the ability or willingness of the Organization of Petroleum Exporting Countries and the 10 other oil producing countries, including Russia, Mexico and Kazakhstan (" OPEC ") to set and maintain production level for oil; • oil refining and transportation capacity and shifts in end- customer preferences toward fuel efficiency and the use of natural gas; • technological advances affecting energy consumption; • development, exploitation, relative price, and availability of alternative sources of energy and our customers' shift of capital to the development of these sources; • volatility in, and access to, capital and credit markets, which may affect our customers' activity levels, and spending for our products and services; • decrease in investors' interest in hydrocarbon producers because of environmental and sustainability initiatives; and • natural disasters. The oil and **natural** gas industry has historically experienced periodic downturns, which have been characterized by diminished demand for oilfield services and downward pressure on the prices we charge. The oil and natural gas market remains quite volatile, and price recovery and business activity levels are dependent on variables beyond our control, such as geopolitical stability, increasing attention to global climate change resulting in pressure upon shareholders, financial institutions and / or financial markets to modify their relationships with oil and **natural** gas companies and to limit investments and / or funding to such companies, increasing likelihood of governmental regulations, enforcement, and investigations and private litigation due to increasing attention to global climate change, OPEC ' s actions to regulate its production capacity, changes in demand patterns, and international sanctions and tariffs. Continued volatility or any future reduction in demand for oilfield services could further adversely affect our financial condition, results of operations, or cash flows. We operate in a highly competitive environment and unanticipated changes relating to competitive factors in our industry, including ongoing industry consolidation, may impact our results of operations. We compete on the basis of a number of different factors, such as product offerings, project execution, customer service, and price. In order to compete effectively **,** we must develop and implement innovative technologies and processes **, including building artificial intelligence (" AI ") capabilities into our products and services** , and execute our clients' projects effectively. We can give no assurances that we will continue to be able to compete effectively with the products and services or prices offered by our competitors. Our industry, including our customers and competitors, has experienced unanticipated changes in recent years. Moreover, the industry is undergoing consolidation to create economies of scale and to control the value chain, which may affect demand for our products and services because of price concessions from our competitors or decreased customer capital spending. This consolidation activity could impact our ability to maintain market share, maintain or increase pricing for our products and services or negotiate favorable contract terms with our customers and suppliers, which could have a significant negative impact on our financial condition, results of operations or cash flows. We are unable to predict what effect consolidations and other competitive factors in the industry may have on pricing, capital spending by our customers, our selling strategies, our competitive position, our ability to retain customers or our ability to negotiate favorable agreements with our customers and suppliers. ~~The COVID- 19 pandemic, and any resurgence thereof, have had, and may continue to have, an adverse impact on our financial condition, results of operations, and cash flows. The COVID- 19 pandemic, and any resurgence thereof, have had, and may continue to have an adverse impact on the economies and financial markets of many countries and our financial condition, operating results, and cash flows. These effects may be compounded by actions taken by governments and businesses, and may include adverse revenue and net income effects; disruptions to our operations; potential project delays or cancellations; downward revisions to customer budgets; impacts from illness, school closures, and other community response measures, which may lead to disruptions and decreased productivity of our employees, subcontractors, partners, and vendors; temporary closures of our facilities or the facilities of our customers and suppliers, and other risk factors discussed in this Risk Factors section, including risks related to the demand for oil and gas. The pandemic has led to global supply chain challenges, which could adversely impact our ability to acquire certain equipment and materials, impact our ability complete projects and cause delays in completing projects, and materially and negatively impact our business results, operations, revenue, growth and overall financial condition. Additionally, shift from the pandemic- led contraction to economic growth has resulted in and may continue to cause high inflation and logistical bottlenecks.~~ Our success depends on our ability to develop, implement, and protect new technologies and services and the intellectual property related thereto. Our success depends on the ongoing development and implementation of new product designs, including the processes used by us to produce and market our products. We continually attempt to develop new technologies for use in our business **, including AI and machine learning** . However, there is no guarantee of future demand for those technologies because **the market for the new technologies may not develop or** customers may be reluctant or unwilling to adopt our new technologies. In addition, we may also have difficulty negotiating satisfactory terms that would provide acceptable returns on our investment in the research and development of new technologies. Development of new technology is critical to maintaining our competitiveness. However, we cannot assure that we will be able to successfully develop technology that our customers demand. Demand for our products and services may decline if we cannot keep pace with technological advances. Technology that is unavailable to us or that does not work as we expect, could adversely affect us. **For example, the AI algorithms that we use may be flawed or may be based on datasets that are biased or insufficient, and our AI features may not achieve sufficient levels of accuracy or may not function as designed or have unintended consequences.** New technologies, services or standards could render some of our products and services obsolete, which could reduce our competitiveness and have a material adverse impact on our business, financial condition, cash flows and results of operation. Additionally, we are exploring opportunities in greenhouse gas removal, offshore floating renewables (wind, wave and tidal energy), and hydrogen. Many technologies involved in those projects are novel and will need to be further developed before we can determine whether a renewable energy project is technologically feasible. Our success also depends on our ability to protect and maintain critical intellectual property assets related to these developments. If we are not able to obtain patents, maintain trade secrets or obtain other protection of our intellectual property rights, if our patents are unenforceable or the claims allowed under our patents are not sufficient to protect our technology, or if we are not able to adequately protect our patents or trade secrets, we may not be able to continue to develop our services, products and related technologies **. There is also uncertainty around the validity and enforceability of intellectual property rights related to our use, development, and deployment of AI** . Additionally, our competitors may be able to independently develop technology that is similar to ours without infringing on our patents or gaining access to our trade secrets. If any of these events occurs, we may be unable to meet evolving industry requirements or do so at prices acceptable to our customers, which could adversely affect our financial condition, results of operations, or cash flows. Due to the types of contracts we enter into and the markets in which we operate, the cumulative loss of several major contracts, customers, or alliances may have an adverse effect on our results of operations, and the credit and commercial terms of certain contracts may subject us to further risks. We often enter into large, long- term contracts that, collectively, represent a significant portion of our revenue. These agreements, if terminated or breached, may have a larger impact on our operating results or our financial condition than shorter-term contracts due to the value at risk. Moreover, the global market for the production, transportation, and transformation of hydrocarbons and by- products, as well as the other industrial markets in which we operate, is dominated by a small number of companies. As a result, our business relies on a limited number of customers. If we were to lose several key contracts, customers, or alliances over a relatively short period of time, we could experience a significant adverse impact on our financial condition, results of operations, or cash flows. Additionally, certain of our customers may require us to provide extended payment terms or other forms of financial support as a condition to obtaining commercial contracts. We have long- term contracts involving significant amounts to be paid by our customers toward the later stage of a project. Pursuant to these contracts, we may deliver products and services representing an important portion of the contract price before receiving any significant payment from the customer. Such arrangements could restrict the use of our cash and other resources for other projects and opportunities and our business could also be adversely affected if the financial condition of our customers erodes. Disruptions in the political, regulatory, economic, and social conditions ~~of~~ **or public health crises in** the countries in which we conduct business could adversely affect our business or results of operations. We operate in various countries across the world. Instability and unforeseen changes in any of the markets in which we conduct business, including economically and politically volatile areas or conflict or rumor of conflict could have an adverse effect on the demand for our services and products, our financial condition, or our results of operations. These factors include, but are not limited to, the following: • nationalization and expropriation; • potentially burdensome taxation; • inflationary and recessionary markets, including capital and equity markets; • volatility in economic conditions including tightening of credit markets, inflation, rising interest rates, and currency exchange rate fluctuations and devaluations; • civil unrest, labor issues, political instability, disease outbreaks, terrorist attacks, cyber terrorism, military activity, and wars, including the continued conflict between Russia and Ukraine **and Hamas and Israel; • public health crisis such as the COVID- 19 pandemic** ; • increasing attention to global climate change resulting in pressure from shareholders, financial institutions and / or financial markets; • supply disruptions in key oil producing countries; • the ability of OPEC to set and maintain production levels and pricing; • trade restrictions, trade protection measures, price controls, or trade disputes; • sanctions, such as prohibitions or restrictions by the United States against countries that are the targets of economic sanctions, or are designated as state sponsors of terrorism; • foreign ownership restrictions; • import or export licensing requirements; • restrictions on operations, trade practices, trade partners (including as a result of the United Kingdom' s withdrawal from the European Union), and investment decisions resulting from domestic and foreign laws, and regulations; • regime changes; • changes in, and the administration of, treaties, laws, and regulations including in response to public health issues; • inability to repatriate income or capital; • reductions in the availability of qualified personnel; • foreign currency fluctuations or currency restrictions; and • fluctuations in the interest rate component of forward foreign currency rates. DTC may cease to act as the depository and clearing agency for our shares. Our shares were issued into the facilities of The Depository Trust Company (" DTC ") with respect to shares listed on the NYSE. DTC is a widely used mechanism that allows for rapid electronic transfers of securities between the participants in their respective systems, which include many large banks and brokerage firms. DTC has general discretion to cease to act as the depository and clearing agency for our shares. If DTC determines at any time that our shares are not eligible for continued deposit and clearance within its facilities, then we believe that our shares would not be eligible for continued listing on the NYSE, and trading in our shares would be disrupted. Any such disruption could have a material adverse effect on the trading price of our shares. Our existing and future debt may limit cash flows available to invest in the ongoing needs of our business and could prevent us from fulfilling our obligations under our outstanding debt. We have substantial existing debt. As of December 31, ~~2022~~ **2023** , our total debt was $ 1. ~~4~~ **1** billion. We also have the capacity under our debt agreements to incur substantial additional debt. Our level of debt could have important consequences. For example, it could: • require us to dedicate a substantial portion of our cash flows from operations to the payment of debt service, reducing the availability of our cash flows to fund working capital, capital expenditures, acquisitions, distributions, and other general partnership purposes; • increase our vulnerability to adverse economic or industry conditions; • limit our ability to obtain additional financing to react to changes in our business; or • place us at a competitive disadvantage compared to businesses in our industry that have less debt. Additionally, any failure to meet required payments on our debt or to comply with any covenants in the instruments governing our debt, could result in an event of default under the terms of those instruments. In the event of such default, the holders of such debt could elect to declare all the amounts outstanding under such instruments to be due and payable. Such default could also trigger a cross default on our other debt. ~~Our loans denominated in United States dollars (" USD "), at our option, under~~ **Under** our Revolving Credit Facility **(see definition below), U. S. dollar-denominated loans** bear interest **,** at **the Company' s option, at a base rate or** an adjusted rate linked to the ~~London Interbank Offered~~ **Secured Overnight Financing** Rate (" ~~LIBOR~~ **SOFR** ") and ~~our euro~~ **Euro** - denominated loans ~~under the Revolving Credit Facility~~ bear interest ~~at~~ **on** an adjusted rate linked to the Euro ~~Interbank~~ **interbank** ~~Offered~~ **offered** ~~Rate~~ **rate** (" EURIBOR "). ~~LIBOR~~ **SOFR has limited history, and the future performance of SOFR cannot be predicted based on**

historical performance. SOFR , EURIBOR and certain other interest " benchmarks " may be subject to further regulatory guidance and / or reform that could cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. The ~~United Kingdom' s Financial Conduct Authority (the " FCA "), which regulates LIBOR, has announced that the publication of LIBOR on the current basis would cease and no longer be representative immediately after December 31, 2021 (in the case of all sterling, euro, Swiss franc and Japanese yen settings, and one- week and two- month USD settings) and immediately after June 30, 2023 (in the case of all remaining USD settings). Despite this deferral in regard to USD, the FCA has confirmed that use of USD LIBOR will not be permitted in most new contracts after December 31, 2021 and while the FCA is requiring the LIBOR administrator to publish one-, three- and six- month sterling and Japanese yen LIBOR rates for a limited time following December 31, 2021 using a synthetic methodology, such synthetic LIBOR rates are also only permitted for legacy use. If the methods of calculating LIBOR change from their current form while we continue to rely on LIBOR, or if we adopt alternative benchmarks for our current or future debt, interest rates on our debt obligations may be adversely affected. The~~ terms of the agreements governing our existing indebtedness restrict our current and future operations, particularly our ability to respond to changes or to take certain actions. The terms of the agreements governing our indebtedness contain a number of restrictive covenants that limit our flexibility in conducting our business and restrict our ability to take specific actions, including (subject to various exceptions) restrictions on incurring indebtedness, paying dividends, making certain loans and investments, selling assets or incurring liens which may limit our ability to compete effectively, or to take advantage of new business opportunities. In addition, the restrictive covenants in the credit agreement, dated February 16, 2021, (as amended) that governs our $ 1. ~~0~~ **25** billion ~~three- year~~ senior secured multi- currency revolving credit facility (**as amended,** the " Revolving Credit Facility ") require us to maintain specified financial ratios and satisfy other financial condition tests. A breach of the covenants or restrictions under our existing indebtedness could result in an event of default under the applicable indebtedness. Such default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross- acceleration or cross- default provision applies. An event of default under our Revolving Credit Facility would also permit the lenders to terminate all commitments to extend further credit under that facility. Furthermore, if we were unable to repay the amounts due and payable under our Revolving Credit Facility, lenders thereunder could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or noteholders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, our substantial indebtedness and our credit ratings could adversely affect the availability and terms of our financing. We have made and expect to continue to pursue acquisitions, dispositions, or other investments that may strategically fit our business and / or growth objectives. We cannot provide assurances that we will be able to locate suitable acquisitions, dispositions, or investments, or that we will be able to consummate any such transactions on terms and conditions acceptable to us. Even if we do successfully execute such transactions, they may not result in anticipated benefits, which could have a material adverse effect on our financial results. If we are unable to successfully integrate and develop acquired businesses, we could fail to achieve anticipated synergies and cost savings, including any expected increases in revenues and operating results. We may not be able to successfully cause a buyer of a divested business to assume the liabilities of that business or, even if such liabilities are assumed, we may have difficulties enforcing our rights, contractual or otherwise, against the buyer. We may invest in companies or businesses that fail, causing a loss of all or part of our investment. In addition, if we determine that an other- than- temporary decline in the fair value exists for a company in which we have invested, we may have to write down that investment to its fair value and recognize the related write- down as an ~~investment~~ **impairment** loss. In connection with the Spin- off, we agreed to indemnify Technip Energies for certain liabilities, and Technip Energies agreed to indemnify us for certain liabilities. If we are required to act on these indemnities to Technip Energies, our financial results could be negatively impacted. Additionally, any indemnity from Technip Energies may not be sufficient to insure us against the full amount of liabilities for which we are responsible **,** and Technip Energies may not be able to satisfy its indemnification obligations in the future ~~. Increasing scrutiny and expectations regarding ESG matters could result in additional costs or risks or otherwise adversely affect our business~~ . There has been increasing attention from stakeholders, investors, customers, regulators on renewable energy and ESG practices and disclosures, including practices and disclosures related to greenhouse gases and climate change, and diversity and inclusion initiatives and governance standards. **Expectations regarding such practices** ~~If we are unable to meet the ESG standards, investment~~ and ~~/~~ **disclosures may result in increased costs (including but not limited to increased costs related to compliance, stakeholder engagement, contracting and insurance), changes in demand** ~~or~~ **for certain product** ~~lending criteria,~~ or **service offerings, changes in** ~~current and future regulatory requirements set by these~~ -- **the** ~~investors~~ **availability or cost of capital** , ~~regulators, customers~~ **enhanced compliance or disclosure obligations** , or other **impacts** ~~stakeholders, we may lose investment and our ability to raise capital and our reputation may be negatively affected~~ . In addition, negative attitudes toward or perceptions of fossil fuel products and their relationship to the environment and climate change may reduce the demand **or authorization** for production of oil and **natural** gas in areas of the world where our customers operate or otherwise limit our customers' access to capital or ability to conduct operations, including via new regulation, and reduce future demand for our products and services. Any of these trends may, in turn, adversely affect our financial condition, results of operations and cash flows. While we may at times engage in voluntary initiatives (such as voluntary disclosures, certifications, or goals, among others) or commitments to improve the ESG profile of our company and / or products **or respond to stakeholder concerns** , such initiatives or achievements of such commitments may be costly and may not have the desired effect. For example, expectations around company' s management of ESG matters continues to evolve rapidly, in many instances due to factors that are out of our control. In addition, we may commit to certain initiatives or goals **,** and we may not ultimately be able to achieve such commitments or goals, either on the timeframes or costs initially anticipated or at all, due to factors that are within or outside of our control. Moreover, actions or statements that we may take based on based on expectations, assumptions, or third- party information that we currently believe to be reasonable may subsequently be determined to be erroneous or be subject to misinterpretation. Even if this is not the case, our current actions may subsequently be determined to be insufficient by various stakeholders, and **any failure, or perceived failure, to comply with or advance certain ESG initiatives (including the timeline and manner in which** we **complete such initiatives)** may ~~be subject to~~ **result in various adverse impacts, including reputational damage or,** investor or regulator engagement on our ESG initiatives and disclosures, even if such initiatives are currently voluntary. The increasing attention and pressure from the shareholders, financial institutions and / or financial markets could also increase the likelihood of governmental investigations and private litigation. Additionally, certain market participants, including major institutional investors and capital providers, use third- party benchmarks and scores to assess companies' ESG profiles in making investment or voting decisions. Unfavorable ESG ratings could lead to increased negative investor sentiment towards us or our industry, which could negatively impact our share price as well as our access to and cost of capital. To the extent ESG matters negatively impact our reputation, it may also impede our ability to compete as effectively to attract and retain employees or customers, which may adversely impact our operations. We also expect there to be increasing ESG- related regulations, disclosure- related and otherwise, which could magnify any of the risks identified in this risk factor. For more information, see our risk factor titled " Compliance with environmental and climate change- related laws and regulations may adversely affect our business and results of operations. " **Simultaneously, there are efforts by some stakeholders to reduce companies' efforts on certain ESG- related matters. Both advocates and opponents to certain ESG matters are increasingly resorting to a range of activism forms, including media campaigns and litigation, to advance their perspectives. To the extent we are subject to such activism, it may require us to incur costs or otherwise adversely impact our business. This and other stakeholder expectations will likely lead to increased costs as well as scrutiny that could heighten all of the risks identified in this risk factor.** Our customers and suppliers may be subject to similar risks, which may also result in augmented or additional risks. We are exploring investments in energy transition, and uncertainties with respect to these markets may adversely affect our business. Uncertainties with respect to the energy transition may adversely affect our business. As a result of our evolution in the renewable energies arena, we are exploring opportunities in greenhouse gas removal, offshore floating renewables, and hydrogen. While we have subsea and surface expertise, as well as capabilities in project integration, we are exploring opportunities that are new to us, and therefore involve uncertainties and risks. The market for **alternative and** renewable energy is also intensively competitive and rapidly evolving. If the demand for **alternative and** renewable energy **sources** fails to grow sufficiently, if new geopolitical, legislative or regulatory initiatives emerge and governments around the world reduce subsidies and economic incentives on renewable energy projects, or if market opportunities manifest themselves in areas that we do not focus on, our New Energy business may not succeed. Limited operating experience or limited brand recognition in new energy markets may also limit our goals and targets on business expansion. As is customary for some of our projects, we often agree to provide products and services under fixed- price contracts. We are subject to material risks in connection with such fixed- price contracts, including bearing greater risk of paying some, if not all, of any cost overruns. It is not possible to estimate with complete certainty the final cost or margin of a project at the time of bidding or during the early phases of its execution. Actual expenses incurred in executing these fixed- price contracts can vary substantially from those originally anticipated for several reasons including, but not limited to, the following: • unforeseen additional costs related to the purchase of substantial equipment, material, and components necessary for contract fulfillment or labor shortages in the markets where the contracts are performed; • increasing costs from inflation, rising interest rates as well as supply chain disruptions; • mechanical failure of our production equipment and machinery; • delays caused by local weather conditions and / or natural disasters (including earthquakes, floods and public health crises such as the COVID- 19 pandemic), which may become more frequent or severe as a result of climate change; and • a failure of suppliers, subcontractors, or joint venture partners to perform their contractual obligations. The realization of any material risks and unforeseen circumstances could also lead to delays in the execution schedule of a project. We may be held liable to a customer should we fail to meet project milestones or deadlines or to comply with other contractual provisions. Additionally, delays in certain projects could lead to delays in subsequent projects that were scheduled to use equipment and machinery still being utilized on a delayed project. Pursuant to the terms of fixed- price contracts, we are not always able to increase the price of the contract to reflect factors that were unforeseen at the time our bid was submitted, and this risk may be heightened for projects with longer terms. Depending on the size of a project, variations from estimated contract performance, or variations in multiple contracts, could have a significant impact on our financial condition, results of operations or cash flows. Our failure to timely deliver our backlog could affect future sales, profitability, and relationships with our customers. Many of the contracts we enter into with our customers require long manufacturing lead times due to complex technical and logistical requirements. These contracts may contain clauses related to liquidated damages or financial incentives regarding on- time delivery, and a failure by us to deliver in accordance with customer expectations could subject us to liquidated damages or loss of financial incentives, reduce our margins on these contracts, or result in damage to existing customer relationships. The ability to meet customer delivery schedules for this backlog is dependent upon a number of factors, including, but not limited to, access to raw materials required for production, an adequately trained and capable workforce, subcontractor performance, project engineering expertise and execution, sufficient manufacturing plant capacity, and appropriate planning and scheduling of manufacturing resources. Failure to deliver backlog in accordance with expectations could negatively impact our financial performance. We generally rely on subcontractors, suppliers, and our joint venture partners for the performance of our contracts. Although we are not dependent upon any single supplier, certain geographic areas of our business or a project or group of projects may depend heavily on certain suppliers for raw materials or semi- finished goods. Any difficulty in engaging suitable subcontractors or acquiring equipment and materials could compromise our ability to generate a significant margin on a project or to complete such project within the allocated time frame. If subcontractors, suppliers or joint venture partners refuse to adhere to their contractual obligations with us, or are unable to do so due to a deterioration of their financial condition **or other event such as a major**

cyberattack , we may be unable to find a suitable replacement at a comparable price, or at all. Moreover, the failure of one of our joint venture partners to perform their obligations in a timely and satisfactory manner could lead to additional obligations and costs being imposed on us as we may be obligated to assume our defaulting partner' s obligations or compensate our customers. Any delay, failure to meet contractual obligations, or other event beyond our control or not foreseeable by us, that is attributable to a subcontractor, supplier or joint venture partner, could lead to delays in the overall progress of the project and / or generate significant extra costs. Even if we are entitled to make a claim for these extra costs against the defaulting supplier, subcontractor or joint venture partner, we may be unable to recover the entirety of these costs and this could materially adversely affect our business, financial condition or results of operations. A failure or breach of our IT infrastructure or that of our subcontractors, suppliers or joint venture partners, including as a result of cyber- attacks, could adversely impact our business and results of operations. The efficient **and successful** operation of our business is dependent on the security and integrity of our ~~IT systems,~~ physical assets **and computing hardware, software, technology infrastructure, online sites and networks (collectively, " IT Systems ")** , and data **about customers, employees and others, including personal information and proprietary business data (collectively, " Confidential Information ")** that we process and maintain. Accordingly, we rely upon the capacity, reliability, and security of our IT **Systems** ~~hardware and software infrastructure~~ and our ability to expand and update ~~this infrastructure~~ **such systems** in response to changing needs and evolving threats. We ~~have been~~ **face numerous** and **evolving cybersecurity risks that threaten the confidentiality, integrity, and availability of our IT Systems and Confidential Information. We** are continuously subject to cyber- attacks, including phishing, malware, ransomware **,** and other security incidents **, and expect attacks and other incidents in the future** . No ~~such~~ attack **or incident** has had a material adverse effect on our business ~~,~~ **;** however, this may not be the case with future attacks. ~~Our~~ **There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our IT** ~~systems~~ **Systems and Confidential Information. Accordingly, our IT Systems, Confidential Information,** and physical assets **are** ~~may be~~ vulnerable to **compromise and** ~~damages~~ - **damage** from such attacks, as well as from natural disasters, failures or security vulnerabilities in hardware or software, power fluctuations, unauthorized access to data and systems, theft, loss or destruction of data (including confidential customer, employee or contractor information), human error, and other similar ~~disruptions, and we cannot give assurance that any security measures we have implemented or may in the future implement will be sufficient to identify and prevent or mitigate such~~ disruptions. Hybrid working arrangements also present increased cybersecurity risks due to the prevalence of social engineering and other attacks in relation to non- corporate and home workers. If a cyber- attack, power outage, connectivity issue, or other event occurred that impacted our employees' ability to work remotely, it may be difficult or, in certain cases, impossible, for us to continue our business for a substantial period of time. We rely on third parties to **provide IT Systems, for example, to** support the operation of our IT hardware, software infrastructure, and cloud services, and in certain instances, **we** utilize web- based and software- as- a- service applications, across a broad array of services and functions (e. g., human resources, finance, data transmission, communications, risk compliance, among others). **Third parties are also involved in helping us collect, process and maintain aspects of our Confidential Information.** The security and privacy measures implemented by ~~such~~ third parties **on** ~~, as well as the measures implemented by any entities we acquire or with~~ whom we ~~do business,~~ **rely for internal and external operations** may not be sufficient to identify or prevent cyber- attacks, and any such attacks may have a material adverse effect on our business. While our agreements with third parties, such as vendors, typically contain provisions that seek to eliminate or limit our exposure to liability for damages from a cyber- attack, we cannot ensure such provisions will withstand legal challenges or cover all or any such damages. **We have acquired and continue to acquire companies with cybersecurity vulnerabilities and / or unsophisticated security measures, which exposes us to significant cybersecurity, operational, and financial risks.** Threats to our IT ~~systems~~ **Systems** and to those of our subcontractors, suppliers and joint venture partners arise from numerous sources, not all of which are within our or their control, including **but not limited to** fraud or malice on the part of insiders or third parties, accidental technological failure **or unknown vulnerabilities in hardware or software** , electrical or telecommunication outages, failures of computer servers or other damage to our property or assets, outbreaks of hostilities, terrorist acts, and social engineering (e. g., phishing). The frequency and magnitude of cyberattacks and other security incidents is expected to increase in the future and attackers are becoming more sophisticated. We, as well as other critical business partners, may be unable to anticipate, detect or prevent future attacks, particularly because the methodologies utilized by attackers change frequently or are not recognized until launched, and attackers are increasingly using techniques and tools **(such as AI)** designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic evidence. The failure of our or others' security controls and measures to prevent, detect, contain or remediate cyberattacks or other significant security incidents could disrupt our business and result in numerous adverse consequences, including reduced effectiveness and efficiency of operations, inappropriate disclosure of confidential and proprietary information, including personal data, litigation or regulatory investigations, actions and fines included for a breach of data protection laws, reputational harm, increased overhead costs including due to compliance requirements, and loss of important information, which could have a material adverse effect on our business and results of operations. In addition, we may be required to incur significant costs to protect against or to mitigate damage caused by these attacks, disruptions or other security incidents in the future. Our insurance coverage may not cover all of the costs and liabilities we incur as the result of these events, and if our business continuity and / or disaster recovery plans do not effectively and timely resolve issues resulting from a cyber- attack, we may suffer material adverse effects on our business. We face material piracy **and maritime conflict** risks in the Gulf of Guinea, the Somali Basin, ~~and~~ the Gulf of Aden **, and the Red Sea** , and, to a lesser extent, in Southeast Asia, Malacca, and the Singapore Straits. Piracy represents a risk for both our projects and our vessels, which operate and transport through sensitive maritime areas **. We may face additional risks to the extent other maritime disputes or conflicts emerge, such as the conflict around the Houthis' attacks in the Red Sea following the Israel / Hamas war** . Such risks have the potential to significantly harm our crews and to negatively impact the execution schedule for our projects. If our maritime employees or assets are endangered, additional time may be required to find an alternative solution, which may delay project realization and negatively impact our business, financial condition, or results of operations. New capital asset construction projects for vessels and manufacturing facilities are subject to risks, including delays and cost overruns, which could have a material adverse effect on our financial condition, or results of operations. From time to time, we carry out capital asset construction projects to maintain, upgrade, and develop our asset base, and such projects are subject to risks of delay and cost overruns that are inherent in any large construction project, resulting from numerous factors including, but not limited to, the following: • shortages of key equipment, materials or skilled labor; • inflation, including rising costs of labor; • delays in the delivery of ordered materials and equipment; • design and engineering issues; and • shipyard delays and performance issues. Failure to complete construction in time, or the inability to complete construction in accordance with design specifications, may result in the loss of revenue. Additionally, capital expenditures for construction projects could materially exceed the initially planned investments, or there could be delays in putting such assets into operation. Risks Related to Legal Proceedings, Tax and Regulatory Matters The industries in which we operate or have operated expose us to potential liabilities, including as a result of the installation or use of our products, which may not be covered by insurance or may be in excess of policy limits, or for which expected recoveries may not be realized. We are subject to potential liabilities arising from, among other possibilities, equipment malfunctions, equipment misuse, personal injuries, and natural disasters, any of which may result in hazardous situations, including uncontrollable flows of oil, gas or well fluids, or other sources of energy, fires, and explosions. Our insurance against these risks may not be adequate to cover our liabilities. Further, the insurance may not generally be available in the future or, if available, premiums may not be commercially justifiable. If we incur substantial liability and the damages are not covered by insurance or are in excess of policy limits, or if we were to incur liability at a time when we were not able to obtain liability insurance, such potential liabilities could have a material adverse effect on our business, results of operations, financial condition or cash flows. Our operations require us to comply with numerous regulations, violations of which could have a material adverse effect on our financial condition, results of operations, or cash flows. Our operations and manufacturing activities are governed by international, regional, transnational, and national laws and regulations in every place where we operate relating to matters such as environmental protection, health and safety, labor and employment, import / export controls, currency exchange, bribery and corruption, and taxation. These laws and regulations are complex, frequently change, and have tended to become more stringent over time. In the event the scope of these laws and regulations expand in the future **, or we introduce new features in our products and services, such as AI, that subject us to new and evolving laws and regulations** , the incremental cost of compliance could adversely impact our financial condition, results of operations, or cash flows. Our international operations are subject to anti- corruption laws and regulations, such as the U. S. Foreign Corrupt Practices Act (" FCPA "), the U. K. Bribery Act of 2010 (the " Bribery Act "), the anti- corruption provisions of French law n ° 2016- 1691 dated December 9, 2016 relating to Transparency, Anti- corruption and Modernization of the Business Practice ~~(" Sapin II Law ")~~ , the Brazilian law nº 12, 846 / 13, or the Brazilian Anti- Bribery Act (also known as the Brazilian Clean Company Act), and economic and trade sanctions, including those administered by the United Nations, the European Union, the Office of Foreign Assets Control of the U. S. Department of the Treasury (" U. S. Treasury "), and the U. S. Department of State. The FCPA prohibits corruptly providing anything of value to foreign officials for the purposes of obtaining or retaining business or securing any improper business advantage. We may deal with both governments and state- owned business enterprises, the employees of which are considered foreign officials for purposes of the FCPA. The provisions of the Bribery Act extend beyond bribery of foreign public officials and are more onerous than the FCPA in a number of other respects, including jurisdiction, non- exemption of facilitation payments, and penalties. Economic and trade sanctions restrict our transactions or dealings with certain sanctioned countries, territories, and designated persons. As a result of doing business in countries throughout the world, including through partners and agents, we are exposed to a risk of violating anti- corruption laws and sanctions regulations. Some of the international locations in which we currently operate or may operate, in the future, have developing legal systems and may have higher levels of corruption than more developed nations. Our continued expansion and worldwide operations, including in developing countries, our development of joint venture relationships worldwide, and the employment of local agents in the countries in which we operate increase the risk of violations of anti- corruption laws and economic and trade sanctions. Violations of anti- corruption laws and economic and trade sanctions are punishable by civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from government contracts (and termination of existing contracts), and revocations or restrictions of licenses, as well as criminal fines and imprisonment. In addition, any major violations could have a significant impact on our reputation and, consequently, on our ability to win future business. We have implemented policies and procedures designed to minimize and detect potential violations of laws and regulations in a timely manner **,** but we can provide no assurance that such policies and procedures will be followed at all times or will effectively detect and prevent violations of the applicable laws by one or more of our employees, consultants, agents, or partners. The occurrence of any such violation could subject us to penalties and material adverse consequences on our business, financial condition, results of operations, or cash flows. Environmental laws and regulations in various countries affect the equipment, systems, and services we design, market, and sell, as well as the facilities where we manufacture our equipment and systems, and any other operations we undertake. We are required to invest financial and managerial resources to comply with environmental laws and regulations, and believe that we will continue to be required to do so in the future. Failure to comply with these laws and regulations may result in the assessment of administrative, civil, and criminal penalties, the imposition of remedial obligations, the issuance of orders enjoining our operations, or other claims and complaints. Additionally, our insurance and compliance costs may increase as a result of changes in environmental laws and regulations or changes in enforcement. These laws and regulations, as well as any new laws and regulations affecting exploration and development of drilling for ~~crude~~ oil and natural gas, are becoming increasingly strict and could adversely affect our business and operating results by increasing our costs, limiting the demand for our products and services, or restricting our operations. Regulatory requirements related to ESG (including sustainability) matters have been, and are being, implemented in the European Union in particular, in relation to financial market participants. Such regulatory requirements are being implemented on a phased basis. We expect regulatory requirements related to, and investor focus on, ESG (including sustainability) matters to continue to expand in the EU, the United States, **Brazil,** and more globally. For example, in the United States, **various policymakers, including** the SEC ~~has proposed~~ **and the State of California, have adopted (or are considering adopting)** climate- related disclosure requirements addressing governance, strategy, risk management, emissions metrics, and financial impacts, among other things, which could require us to incur additional costs for monitoring and compliance. Existing or future laws and regulations relating to greenhouse gas emissions and climate change may adversely affect our business. Climate change continues to attract considerable public and scientific attention. As a result, numerous laws, regulations, and proposals have been made and are likely to continue to be made at the international, national, regional, and state levels of government to monitor and limit emissions of carbon dioxide, methane, and other " greenhouse gases " (" GHGs "). These efforts have included cap- and- trade programs, carbon taxes, GHG reporting and tracking programs and regulations that directly limit GHG emissions from certain sources. Such existing or future laws, regulations, and proposals concerning the release of GHGs or that concern climate change (including laws, regulations, and proposals that seek to mitigate the effects of climate change) may adversely impact demand for the equipment, systems and services we design, market and sell. For example, oil and natural gas exploration and production may decline as a result of such laws, regulations, and proposals, and as a consequence, demand for our equipment, systems and services may also decline. In addition, such laws, regulations, and proposals may also result in more onerous obligations with respect to our operations, including the facilities where we manufacture our equipment and systems. Such decline in demand for our equipment, systems and services and such onerous obligations in respect of our operations may adversely affect our financial condition, results of operations, or cash flows. As an English public limited company, we must meet certain additional financial requirements before we may declare dividends or repurchase shares and certain capital structure decisions may require stockholder approval which may limit our flexibility to manage our capital structure. We may not be able to pay dividends or repurchase our ordinary shares in accordance with our announced intent, or at all. Under English law, we will only be able to declare dividends, make distributions, or repurchase shares (other than out of the proceeds of a new issuance of shares for that purpose) out of " distributable profits. " Distributable profits are a company' s accumulated, realized profits, to the extent that they have not been previously utilized by distribution or capitalization, less its accumulated, realized losses, to the extent that they have not been previously written off in a reduction or reorganization of capital duly made. In addition, as a public limited company incorporated in England and Wales, we may only make a distribution if the amount of our net assets is not less than the aggregate of our called- up share capital and non- distributable reserves, to the extent that the distribution does not reduce the amount of those assets to less than that aggregate. Our articles of association permit us by ordinary resolution of the stockholders to declare dividends, provided that the directors have made a recommendation as to its amount. The dividend shall not exceed the amount recommended by the Board of Directors. The directors may also decide to pay interim dividends if it appears to them that the profits available for distribution justify such payment. When recommending or declaring payment of a dividend, the directors are required under English law to comply with their duties, including considering our future financial requirements. In addition, the Board of Directors' determinations regarding dividends and share repurchases will depend on a variety of other factors, including our net income, cash flows generated from operations or other sources, liquidity position, and potential alternative uses of cash, such as acquisitions, as well as economic conditions and expected future financial results. Our ability to declare and pay future dividends and make future share repurchases will depend on our future financial performance, which in turn depends on the successful implementation of our strategy and on financial, competitive, regulatory, technical, general economic conditions, demand and selling prices for our products and services, and other factors specific to our industry or specific projects, many of which are beyond our control. Therefore, our ability to generate cash depends on the performance of our operations and could be limited by decreases in our profitability or increases in costs, regulatory changes, capital expenditures, or debt servicing requirements. Any failure to pay dividends or repurchase shares of our ordinary shares could negatively impact our reputation, harm investor confidence in us, and cause the market price of our ordinary shares to decline. Uninsured claims and litigation against us, including product liability and personal injury claims and intellectual property litigation, could adversely impact our financial condition, results of operations, or cash flows. We could be impacted by the outcome of pending litigation, as well as unexpected litigation or proceedings. We have insurance coverage against operating hazards, including product liability claims and personal injury claims related to our products or operating environments in which our employees operate, to the extent deemed prudent by our management and to the extent insurance is available. However, our insurance policies are subject to exclusions, limitations, and other conditions and may not apply in all cases, for example, where willful wrongdoing on our part is alleged. Additionally, the nature and amount of that insurance may not be sufficient to fully indemnify us against liabilities arising out of pending and future claims and litigation. Additionally, in individual circumstances, certain proceedings or cases may also lead to our formal or informal exclusion from tenders or the revocation or loss of business licenses or permits. Our financial condition, results of operations, or cash flows could be adversely affected by unexpected claims not covered by insurance. In addition, the tools, techniques, methodologies, programs, and components we use to provide our services **, including through our use of AI,** may infringe upon the intellectual property rights of others. Infringement claims generally result in significant legal and other costs. The resolution of these claims could require us to pay damages, enter into license agreements or develop alternative technologies. The development of these technologies or the payment of royalties under licenses from third parties, if available, would increase our costs. If a license were not available, or we are not able to develop alternative technologies, we might not be able to continue providing a particular service or product, which could adversely affect our financial condition, results of operations, or cash flows. We are subject to governmental regulation and other legal obligations related to privacy, data protection, and data security. Our actual or perceived failure to comply with such obligations could harm our business. We are subject to international data protection laws, such as the General Data Protection Regulation 2016 / 679, or GDPR, in the European Economic Area, or EEA, ~~and~~ the UK ~~equivalent~~ **General Data Protection Regulation and Data Protection Act 2018** (**collectively, the** " UK GDPR ") **, certain U. S. state regulations, and the Lei Geral de Proteção de Dados (" LGPD ") in Brazil** . The GDPR, UK GDPR and implementing legislation in the EEA ~~and UK~~ impose several stringent requirements for controllers and processors of personal data which have increased our obligations, including, for example, by requiring more robust disclosures to individuals, notifications, in some cases, of data breaches to regulators and data subjects, and a record of processing and other policies and procedures to be maintained to adhere to the accountability principle. In addition, we are subject to the GDPR and UK GDPR' s rules on transferring personal data outside of the EEA and UK (including to the United States) ~~, and recent legal developments in Europe have created complexity and uncertainty regarding such transfers~~ . **Case law from** ~~On July 16, 2020,~~ the Court of Justice of the European Union (" CJEU ") ~~invalidated~~ **states that reliance on** the **standard contractual clauses — a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism — alone may not necessarily be sufficient in all circumstances and that transfers must be assessed on a case- by- case basis. On October 7, 2022, President Biden signed an Executive Order on ' Enhancing Safeguards for United States Intelligence Activities' which introduced new redress mechanisms and binding safeguards to address the concerns raised by the CJEU in relation to data transfers from the EEA to the United States and which formed the basis of the new** EU- US **Data** Privacy ~~Shield~~ Framework (" **DPF** ~~Privacy Shield~~ ") ~~under which personal data could be~~ **, as released on December 13, 2022. The European Commission adopted its Adequacy Decision in relation to the DPF on July 10, 2023, rendering the DPF effective as an EU GDPR** ~~transferred~~ --- **transfer mechanism** ~~from the EEA (and the UK)~~ to ~~US~~ **U. S.** entities ~~who had~~ self- certified under the ~~Privacy Shield scheme~~ **DPF. On October 12** , ~~and~~ **2023,** the ~~decision cast uncertainly on when~~ **UK Extension to the DPF came into effect (as approved by the UK Government), as a UK GDPR data** ~~transfers~~ **transfer** ~~could be made~~ **mechanism to U. S. entities self- certified** under the **UK Extension** ~~standard contractual clauses; compliance with such may require us~~ to ~~change processes by which we transfer data outside of~~ the **DPF** ~~EEA and United Kingdom, including to the United States~~ . We currently rely on the standard contractual clauses to transfer personal data outside the EEA and **the** UK **Addendum to the EU** ~~. The European Commission has published revised~~ standard contractual clauses ~~for~~ **and the UK International Data Transfer Agreement to transfer personal** data **outside the EEA and the UK with respect to both intragroup and third- party** transfers ~~from the EEA: the revised clauses have been mandatory for relevant, new transfers since September 27, 2021 and for relevant, existing transfers, since December 27, 2022~~ . The **UK** ~~U. K.~~ ' s Information Commissioner' s Office has published new data transfer standard contracts for transfers from the **UK** ~~U. K.~~ under the UK GDPR. This new documentation has been mandatory for relevant, new data transfers since September 21, 2022; existing standard contractual clauses arrangements must be migrated to the new documentation by March 21, 2024. We will be required to implement the latest UK data transfer documentation for data transfers subject to the UK GDPR within the relevant time frames. **We expect the existing legal complexity and uncertainty regarding international personal data transfers to continue. In particular, we expect the DPF Adequacy Decision to be challenged and international transfers to the United States and to other jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators.** As the enforcement landscape further develops, and supervisory authorities issue further guidance on personal data export mechanisms, including circumstances where the standard contractual clauses cannot be used, and / or start taking enforcement action, we could suffer additional costs, complaints and / or regulatory investigations or fines, **we may have to stop using certain tools and vendors and make other operational changes, we have had to and will have to implement revised standard contractual clauses for existing customer arrangements within required time frames,** and / or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results. We are also subject to evolving EU and UK privacy laws on cookies **, tracking technologies,** and e- marketing. Recent European court and regulator decisions are driving increased attention to cookies and tracking technologies, regulators are also increasingly focusing on compliance with requirements in the online behavioral advertising ecosystem, and current national laws that implement the ePrivacy Directive are highly likely to be replaced by an EU regulation known as the ePrivacy Regulation which will significantly increase fines for non- compliance. If regulators start to enforce the strict approach **to opt- in consent for all but essential use cases, as seen** in recent guidance **and decisions** , this could lead to substantial costs, ~~and~~ require significant systems changes. **Violations of such laws could result in regulatory investigations, fines, orders to cease / change our use of such technologies, as well as civil claims including class actions, and reputational damage.** Failure to comply with the requirements of GDPR, UK GDPR and the local laws implementing or supplementing the GDPR could result in fines (for example, non- compliance with the GDPR or UK GDPR, specifically, may result in administrative fines or monetary penalties, by each regime, up to the greater of € 20, 000, 000 / £ 17, 000, 000 or up to 4 percent of the total worldwide annual turnover of the preceding financial year). **Since we are subject to the supervision of relevant data protection authorities under both the EU GDPR and the UK GDPR, we could be fined under each of those regimes independently in respect of the same breach.** In addition, we may also face regulatory investigations and enforcement action, reputational damage, **orders to cease / change our data processing activities, enforcement notices, assessment notices (for a compulsory audit),** and **/ or** civil claims including representative actions and other class action type litigation, potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources, and reputational harm. We are likely to be required to expend significant capital and other resources to ensure ongoing compliance with the GDPR, UK GDPR and other applicable data protection legislation, and we may be required to put in place additional control mechanisms which could be onerous and adversely affect our business, financial condition, results of operations, or cash flows **. The IRS may not agree that we should be treated as a foreign corporation for U. S. federal tax purposes and may seek to impose an excise tax on gains recognized by certain**

individuals . Although we are incorporated in the United Kingdom, the U. S. Internal Revenue Service (the " IRS ") may assert that we should be treated as a U. S. " domestic " corporation (and, therefore, a U. S. tax resident) for U. S. federal income tax purposes pursuant to Section 7874 of the U. S. Internal Revenue Code of 1986, as amended (the " Code "). For U. S. federal income tax purposes, a corporation (i) is generally considered a " domestic " corporation (or U. S. tax resident) if it is organized in the United States or of any state or political subdivision therein, and (ii) is generally considered a " foreign " corporation (or non- U. S. tax resident) if it is not considered a domestic corporation. Because we are a U. K. incorporated entity, we would be considered a foreign corporation (and, therefore, a non- U. S. tax resident) under these rules. Section 7874 of the Code (" Section 7874 ") provides an exception under which a foreign incorporated entity may, in certain circumstances, be treated as a domestic corporation for U. S. federal income tax purposes. We do not believe this exception applies. However, the Section 7874 rules are complex and subject to detailed regulations, the application of which is uncertain in various respects. It is possible that the IRS will not agree with our position. Should the IRS successfully challenge our position, it is also possible that an excise tax under Section 4985 of the Code (the " Section 4985 Excise Tax ") may be assessed against certain " disqualified individuals " (including former officers and directors of FMC Technologies, Inc.) on certain stock- based compensation held thereby. We may, if we determine that it is appropriate, provide disqualified individuals with a payment with respect to the Section 4985 Excise Tax, so that, on a net after- tax basis, they would be in the same position as if no such Section 4985 Excise Tax had been applied. In addition, there can be no assurance that there will not be a change in law or interpretation, including with retroactive effect, ~~that~~ **which** might cause us to be treated as a domestic corporation for U. S. federal income tax purposes. U. S. tax laws and / or guidance could affect our ability to engage in certain acquisition strategies and certain internal restructurings. Even if we are treated as a foreign corporation for U. S. federal income tax purposes, Section 7874, U. S. Treasury regulations, and other guidance promulgated thereunder may adversely affect our ability to engage in certain future acquisitions of U. S. businesses or to restructure the non- U. S. members of our group. These limitations, if applicable, may affect the tax efficiencies that otherwise might be achieved in such potential future transactions or restructurings. ~~In addition, the IRS and the U. S. Treasury have issued final and temporary regulations providing that, even if we are treated as a foreign corporation for U. S. federal income tax purposes, certain intercompany debt instruments issued on or after April 4, 2016 will be treated as equity for U. S. federal income tax purposes, therefore limiting U. S. tax benefits and resulting in possible U. S. withholding taxes. Although the U. S. Treasury, through guidance, removes certain documentation requirements that would otherwise be imposed with respect to covered debt instruments, announces an intention to further modify and possibly withdraw certain classification rules relating to covered debt instruments, and further indicates that these rules generally are the subject of continuing study and may be further materially modified, the current regulations may adversely affect our future effective tax rate and could also impact our ability to engage in future restructurings if such transactions cause an existing intercompany debt instrument to be treated as reissued for U. S. federal income tax purposes.~~ We are subject to the tax laws of numerous jurisdictions; challenges to the interpretation of, or future changes to, such laws could adversely affect us. We and our subsidiaries are subject to tax laws and regulations in the United Kingdom, the United States, France, and numerous other jurisdictions in which we and our subsidiaries operate. These laws and regulations are inherently complex, and we are, and will continue to be, obligated to make judgments and interpretations about the application of these laws and regulations to our operations and businesses. The interpretation and application of these laws and regulations could be challenged by the relevant governmental authorities, which could result in administrative or judicial procedures, actions, or sanctions, which could be material. On December 22, 2017, the Tax Cuts and Jobs Act was signed into law in the United States, which made extensive changes to the U. S. taxation of multinational companies, and is subject to continuing regulatory and possible legislative changes ~~, especially given the new Administration and Congress in the United States~~ . In addition, the U. S. Congress, the U. K. Government, the European Union, the Organization for Economic Co- operation and Development (the " OECD "), and other government agencies in jurisdictions where we and our affiliates do business have an extended focus on issues related to the taxation of multinational corporations. For instance, in October 2021, the OECD released additional proposals under Base Erosion and Profit Shifting that provide for a global minimum tax of 15 percent, **so- called " pillar two, "** and to date approximately 140 countries have tentatively signed a framework agreeing in principle to this initiative. The implementation of this global minimum tax, however, is contingent upon the independent actions of participating countries and is subject to further negotiation among OECD member states **. In this respect, the Council of the European Union unanimously adopted the directive implementing " pillar two " on December 22, 2021 and that the European Union member States had to transpose this Directive into their national laws by December 31, 2023 for the rules to become applicable for fiscal years starting on or after December 31, 2023 (with the exception of the " under taxed payment rule ", which is to be applicable for fiscal years starting on or after December 31, 2024). In July 2023, as part of the Finance (No. 2) Act 2023, legislation was enacted in the United Kingdom which introduced a Pillar Two Income Inclusion Rule applicable to periods after December 31, 2023. We continue to assess and monitor legislative changes** . New tax initiatives, directives, and rules, such as the U. S. Tax Cuts and Jobs Act, the OECD' s Base Erosion and Profit Shifting initiative, and the European Union' s Anti- Tax Avoidance Directives, may increase our tax burden and require additional compliance- related expenditures. As a result, our financial condition, results of operations, or cash flows may be adversely affected. Moreover, the U. S. government, and other jurisdictions in which we do business, may enact significant changes to the taxation of business entities including, among others, the imposition of minimum taxes or surtaxes on certain types of income. The likelihood of these changes being enacted or implemented is unclear. Further changes, including with retroactive effect, in the tax laws of the United States (such as the recent United States Inflation Reduction Act which, among other changes, introduced a 15 percent corporate minimum tax on certain United States corporations and a 1 percent excise tax on certain stock redemptions by United States corporations, which the U. S. Treasury indicated may also apply to certain stock redemptions by a foreign corporation funded by certain United States affiliates), the United Kingdom, the European Union, or other countries in which we and our affiliates do business could adversely affect us. We may not qualify for benefits under tax treaties entered into between the United Kingdom and other countries. We operate in a manner such that we believe we are eligible for benefits under tax treaties between the United Kingdom and other countries. However, our ability to qualify for such benefits will depend on whether we are treated as a **UK** ~~U. K.~~ tax resident, the requirements contained in each treaty and applicable domestic laws, on the facts and circumstances surrounding our operations and management, and on the relevant interpretation of the tax authorities and courts. For example, because of Brexit, we may lose some or all of the benefits of tax treaties between the United States and the remaining members of the European Union, and face higher tax liabilities, which may be significant. Another example is the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the " MLI "), which entered into force for participating jurisdictions on July 1, 2018. The MLI recommends that countries adopt a " limitation- on- benefit " (" LOB ") rule and / or a " principal purpose test " (" PPT ") rule with regards to their tax treaties. The application of the LOB rule or the PPT rule could deny us treaty benefits (such as a reduced rate of withholding tax) that were previously available and as such there remains uncertainty as to whether and, if so, to what extent such treaty benefits will continue to be available. The position is likely to remain uncertain for a number of years. The failure by us or our subsidiaries to qualify for benefits under tax treaties entered into between the United Kingdom and other countries could result in adverse tax consequences to us (including an increased tax burden and increased filing obligations) and could result in certain tax consequences of owning and disposing of our shares. We intend to be treated exclusively as a resident of the United Kingdom for tax purposes, but French or other tax authorities may seek to treat us as a tax resident of another jurisdiction. We are incorporated in the United Kingdom. English law currently provides that we will be regarded as a **UK** ~~U. K.~~ resident for tax purposes from incorporation and shall remain so unless (i) we are concurrently a resident in another jurisdiction (applying the tax residence rules of that jurisdiction) that has a double tax treaty with the United Kingdom and (ii) there is a tiebreaker provision in that tax treaty which allocates exclusive residence to that other jurisdiction. In this regard, we had a permanent establishment in France to satisfy certain French tax requirements imposed by the French Tax Code with respect to the Merger. The assets and liabilities pertaining to this permanent establishment were contributed on December 27, 2022 to one of our French subsidiaries with retroactive effect as of January 1, 2022, in accordance with a tax ruling issued by the French tax authorities, as a result of which this permanent establishment has been deregistered before the close of the 2022 fiscal year. Although it is intended that we will be treated as having our exclusive place of tax residence in the United Kingdom, the French tax authorities may claim, for the period prior to the reorganization, that we were a tax resident of France if we were to have failed to maintain our " place of effective management " in the United Kingdom over that period as a result of the activities of such permanent establishment. Any such claim would be settled between the French and U. K. tax authorities pursuant to the mutual assistance procedure provided for by the tax treaty concluded between France and the United Kingdom. There is no assurance that these authorities would reach an agreement that we will remain exclusively a U. K. tax resident; an adverse determination could materially and adversely affect our business, financial condition, results of operations, or cash flows. A failure to maintain exclusive tax residency in the United Kingdom could result in adverse tax consequences to us and our subsidiaries and could result in certain adverse changes in the tax consequences of owning and disposing of our shares. We depend on key personnel. The loss of any key personnel could adversely impact our business if we are unable to implement key strategies or transactions in their absence. The loss of qualified employees or failure to **recruit,** retain and motivate additional highly skilled employees required for the operation and expansion of our business could hinder our operation and expansion, as well as our ability to successfully conduct research activities and develop marketable products and services. Our business may be materially affected by variation from normal weather patterns, such as cooler or warmer summers and winters. Adverse weather conditions, such as tropical storms in the Gulf of Mexico or Indo-Pacific or extreme winter conditions in Canada, and the North Sea, may interrupt or curtail our operations, or our customers' operations, cause supply disruptions or loss of productivity, and may result in a loss of revenue or damage to our equipment and facilities, which may or may not be insured. In addition, acute or chronic physical impacts of climate change, such as sea level rise, coastal storm surge, inland flooding from intense rainfall and hurricane- strength winds may damage our facilities or the facilities of key third parties **, or result in operational interruptions** . Increasing concentrations of greenhouse gases in the Earth' s atmosphere may produce climate changes that increase variation from normal weather patterns, such as increased frequency and severity of storms, floods, droughts, and other climatic events, as well as **longer- term climatic** changes ~~to~~ **, such as shifting** temperature and precipitation patterns, which could further impact our operations. Significant physical effects of climate change could also have a direct effect on our operations and an indirect effect on our business by interrupting the operations of those with whom we do business. Any of these events or outcomes could have a material adverse effect on our business, financial condition, cash flows, or results of operations. We conduct operations around the world in many different currencies. Because significant portions of our revenue and expenses are denominated in currencies other than our reporting currency, the U. S. dollar, changes in exchange rates will produce fluctuations in our revenue, costs, and earnings, and may also affect the book value of our assets and liabilities and related equity. We hedge transaction impacts on margins and earnings where a transaction is not in the functional currency of the business unit, but we do not hedge translation impacts on earnings. Our efforts to minimize our currency exposure through such hedging transactions may not be successful depending on market and business conditions. Moreover, our ability to hedge certain currencies in which we conduct operations, specifically currencies in countries such as Angola ~~and~~ **,** Nigeria **, and Argentina** , may be limited; therefore, we may be subject to increased foreign currency exposures. As a result, fluctuations in foreign currency exchange rates may adversely affect our financial condition, results of operations, or cash flows. We have funded and unfunded defined benefit pension plans, which provide defined benefits based on years of service and salary. We are required to recognize the funded status of defined benefit post- retirement plans as an asset or liability in the consolidated balance sheet and recognize changes in that funded status in comprehensive income in the year in which the changes occur. Further, we are required to measure each plan' s assets and its obligations that determine its funded status as of the date of the consolidated balance sheet. Each defined benefit pension plan' s assets are invested in different asset classes and their value may fluctuate in accordance with market conditions. Any deterioration in the value of the defined benefit pension plan assets could therefore increase our obligations. Any such increases in our net pension obligations could adversely affect our financial condition due to increased additional outflow of funds to finance the pension obligations. In addition, applicable law and / or the terms of the relevant defined benefit pension plan may require us to make cash contributions or provide financial support upon the occurrence of certain events. We cannot predict whether, or to what extent, changing market or economic conditions, regulatory changes or other factors will further increase our pension expense or funding obligations. For further information regarding our pension liabilities, see Note 22 for further information. In line with industry practice, we are often required to post standby letters of credit to customers or enter into surety bond arrangements in favor of customers. Those letters of credit and surety bond arrangements generally protect customers against our failure to perform our obligations under the applicable contracts. If we are unable to renew or obtain a sufficient level of bonding capacity in the future, we may be precluded from bidding for certain contracts or contracting with certain customers. Additionally, even if we are able to successfully renew or obtain performance or payment bonds, we may be required to post letters of credit in connection with the bonds. The letters of credit would reduce availability under our credit facility. Furthermore, under standard terms in the surety market, sureties issue bonds on a project- by- project basis and can decline to issue bonds at any time or require the posting of additional collateral as a condition to issuing or renewing any bonds. If we were to experience an interruption or reduction in the availability of bonding capacity as a result of these or any other reasons, we may be unable to compete for or work on projects that require bonding.