

NOTICE OF MEETING

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) (IF YOU ARE IN THE UNITED KINGDOM) OR ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT PROFESSIONAL ADVISER.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ANY HOLDING(S) OF THE BONDS AND/OR BONDS REFERRED TO BELOW, YOU SHOULD IMMEDIATELY FORWARD THIS DOCUMENT AS SOON AS POSSIBLE EITHER TO THE PURCHASER OR TRANSFEREE OR TO THE PERSON WHO ARRANGED THE SALE OR TRANSFER SO THEY CAN PASS THESE DOCUMENTS TO THE PERSON WHO NOW HOLDS THE BONDS.

NOTICE OF MEETING

TECHNIP

Société anonyme with a share capital of €93,281,878.63
Registered office : 89, avenue de La Grande Armée – 75116 Paris
Registered number : 589 803 261 R.C.S. PARIS.

€450,000,000 0.875 PER CENT. NON-DILUTIVE CASH SETTLED CONVERTIBLE BONDS DUE 2021

ISIN: XS1351586588

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of Schedule 4 to the Agency Agreement (as defined below) in respect of the €450,000,000 0.875 per cent. Non-Dilutive Cash Settled Convertible Bonds due 2021 (the “**Bonds**”) issued by Technip (the “**Issuer**”) and made between, amongst others, the Issuer and BNP Paribas Securities Services, Luxembourg Branch as Principal Paying, Transfer and Conversion Agent for the Bonds (the “**Principal Paying, Transfer and Conversion Agent**”), a meeting (the “**Meeting**”) of the holders of the Bonds (the “**Bondholders**”) convened by the Issuer will be held on **31 October 2016** at the registered office of the Issuer at 9.00 a.m. (Paris time) for the purpose of considering and, if thought fit, passing the below extraordinary resolution (the “**Extraordinary Resolution**”), in accordance with the provisions of the Agency Agreement dated 25 January 2016 (as supplemented, the “**Agency Agreement**”). Unless the context otherwise requires, capitalised terms used in this notice shall bear the meanings given to them in the Agency Agreement.

The meeting is being convened in connection with the merger by absorption of the Issuer by TechnipFMC Limited (formerly known as FMC Technologies SIS Limited) (the “**Merger**”) in accordance with the Common Draft Terms of Cross-Border Merger

dated 4 October 2016 (the “**Cross-Border Merger Terms**”) and Business Combination Agreement dated 14 June 2016 entered into by the Issuer, FMC Technologies, Inc. and TechnipFMC (the “**Business Combination Agreement**”), and which is required to be approved by the Bondholders of the Issuer under article L. 236-13 of the French Commercial Code (the approval of such merger being referred to herein as the “**Proposals**”).

The Meeting is being convened to comply with the following provisions of French law. Article L. 236-13 of the French commercial code requires that the terms of the Merger are submitted to the general meetings of the Bondholders, unless an offer is made to Bondholders to repay the Bonds in full upon request. According to Article L. 228-73 of the French commercial code the board of directors of the Issuer (“**The Board**”) has decided, subject to the condition precedent that (a) any of the bondholders’ general meetings does not approve the Merger or (b) the quorum on second notice for any of the bondholders’ general meetings is not met, to (i) disregard (*passer outre*) any such rejection or absence of quorum, (ii) give power to the Chairman of the Board, with the right to sub-delegate, to acknowledge such rejection or absence of quorum and to then publish the decision of the Board in accordance with Article R. 228-80 and R. 228-79 of the French commercial code and (iii) proceed with the contemplated and Merger, subject to the approval of the Merger by the shareholders of the Issuer and TechnipFMC and the other conditions precedent set forth in the Cross-Border Merger Terms. In such a case, the bondholders would have 30 days as of publication of the decision of the Board to (i) appoint a representative to oppose this decision and (ii) mandate such representative to file their opposition with the French commercial court.

In the event that a quorum is not met upon first notice, the Issuer intends to convene a second meeting on 15 November 2016, notice of which shall be given on 31 October 2016.

In addition to the Meeting which is the subject of this Consent Solicitation memorandum, the Issuer has convened general meetings of the holders of its other outstanding series of bonds and convertible bonds.

Bondholders should be aware that no consent solicitation fee will be payable in respect of the Meeting or Extraordinary Resolution.

The Issuer has prepared a consent solicitation statement dated 7 October 2016 (the “**Consent Solicitation Statement**”) which sets out more fully the voting procedures in respect of the Meeting and the Proposals, copies of which are being distributed to Bondholders through the Clearing Systems.

EXTRAORDINARY RESOLUTION

1. *First resolution (Approval of the contemplated cross-border merger by absorption of the Issuer with and into the UK company TechnipFMC) – The general meeting of the Bondholders, deliberating pursuant to the quorum and*

majority requirements for the Bondholders meetings, having reviewed, amongst others, the report of the Board of Directors made available on the Issuer's website (www.technip.com), approves, in accordance with the provisions of articles L. 236-13 of the French commercial code and the terms and conditions of the Bonds, the contemplated cross-border merger by way of absorption of the Issuer with and into the UK company TechnipFMC under the conditions set forth in the common draft terms of the cross-border merger dated 4 October 2016 and in the Business Combination Agreement dated 14 June 2016 between the Issuer, FMC Technologies, Inc. and TechnipFMC.

2. *Second resolution (Authorization to conclude all required administrative formalities)* – The general meeting of the Bondholders, deliberating pursuant to the quorum and majority requirements thereof, grants all powers to the holder of an original or certified copy of these resolutions to carry out any filings and formalities required by law;

Documents Available for Inspection

The Bondholders may, at any time during normal business hours on any weekday (Saturdays, Sundays and bank and other public holidays excepted) prior to the Meeting, obtain copies of the documents set out below at the specified office of the Principal Paying, Transfer and Conversion Agent set out below and at the registered office of the Issuer being 89, avenue de La Grande Armée – 75116 Paris:

- a) the Cross-Border Merger Terms;
- b) a report of the Board of Directors to the general meetings of Holders of Bonds, Convertible Bonds into new or existing Shares and Convertible Cash Settled Bonds;
- c) the Agency Agreement; and
- d) the Consent Solicitation Statement.

In addition, the Cross-Border Merger Terms and the report of the Board of Directors and further information in respect of the Merger including the Business Combination Agreement is available on the Issuer's website at: <http://www.technip.com>.

General

The attention of the Bondholders is particularly drawn to the quorum required for the Meeting and for an adjourned Meeting which is set out in “**Voting and Quorum**” below. Having regard to such requirements, the Bondholders are strongly urged either to attend the Meeting or to take steps to be represented at the Meeting, as referred to below, as soon as possible.

Voting and Quorum

The relevant provisions governing the convening and holding of the Meeting are set out in Schedule 4 to the Agency Agreement, copies of which are available for inspection as referred to above.

The Extraordinary Resolution may only be considered at the Meeting if the Meeting is quorate. The Meeting will be quorate if at least two or more Eligible Persons are present in person at the Meeting holding Bonds or voting certificates or being proxies or representatives who hold(s) or represent(s) the requisite principal amount of outstanding Bonds for the quorum requirement (as set out below across from “**Original Meeting**”). If the Meeting is not quorate, it will be adjourned to a later time and date in accordance with the Agency Agreement. When the Meeting resumes following adjournment, the Agency Agreement makes provision for a lower quorum requirement (as set out below across from “**Adjourned Meeting**”).

If within 15 minutes (or such longer period not exceeding 30 minutes as the chairman of the Meeting may decide) after the time appointed for the Meeting, a quorum is not present, the Meeting shall be adjourned for such period, not being less than 13 days nor more than 42 days, and to such place, as may be decided by the chairman of the Meeting either at or after the Meeting.

The quorum requirement is as follows:

Meeting	Quorum Requirement
<i>Original Meeting</i>	Two or more persons present in person holding Bonds or voting certificates or being proxies or representatives and holding or representing in the aggregate more than 50% in principal amount of the Bonds for the time being outstanding.
<i>Adjourned Meeting</i>	Two or more persons present in person holding Bonds or voting certificates or being proxies or representatives and holding, whatever principal amount of the Bonds so held or represented by them.

Votes in favour of the Extraordinary Resolution must represent a majority consisting of not less than three-quarters of the votes cast, for the Extraordinary Resolution to be duly passed.

If passed, the Extraordinary Resolution will be binding upon all the Bondholders, whether or not they were present or represented at the Meeting and whether or not they voted in favour at the Meeting.

Euroclear/Clearstream Procedures

The procedures for voting via the Clearing Systems are more fully set out in the Consent Solicitation Statement copies of which are being distributed to Bondholders through the Clearing Systems.

The record date for the purposes of submitting voting instructions in respect of the Meeting is 5:00 p.m., Central European Time, on 10 October 2016. The deadline for submitting electronic instructions is 5:00 p.m., Central European Time, on 26 October 2016, unless extended or terminated by the Issuer.

Bondholders and beneficial owners (who are not Bondholders) should check with the bank, securities broker or any other intermediary through which they hold their Bonds whether such intermediary will apply different deadlines for participation to those set out in this Notice and the Consent Solicitation Statement and, if so, should follow those deadlines.

For further information in respect of the Proposals and the Meeting Bondholders should contact the Principal Paying, Transfer and Conversion Agent at the below address:

BNP Paribas Securities Services
Corporate Trust Services
60, avenue J.F. Kennedy, Luxembourg
L-2085 Luxembourg
Tel: +00 352 26 96 615 23
Fax: +352 26 96 97 57

This notice is given by:

TECHNIP

7 October 2016