



TECHNIP

Société anonyme with a share capital of 93,281,878.63 euros
Registered office: 89, avenue de la Grande Armée – 75116 Paris
589 803 261 R.C.S. PARIS
(the “Company”)

REPORT OF THE BOARD OF DIRECTORS TO THE SPECIAL MEETING OF SHAREHOLDERS ENTITLED TO DOUBLE VOTING RIGHTS

Ladies, Gentlemen,

We have convened you to the special general meeting of the holders of shares of the Company continuously held in registered form by the same shareholders for a minimum of two years and to which double voting rights are attached pursuant to article 12 of the bylaws of the Company (the “**Double Voting Rights**”) to be held on December 5, 2016 (the “**Special General Meeting**”) in accordance with the provisions of articles L. 236-9 and L. 225-99 of the French commercial code in order to approve (i) the contemplated cross-border merger by way of absorption of the Company with and into TechnipFMC Limited, a limited liability company incorporated under the laws of England and Wales (“**TechnipFMC**”); (ii) the removal of the Double Voting Rights, subject to the definitive completion of the contemplated cross-border merger by way of absorption of the Company with and into TechnipFMC (and as of such date) and (iii) powers for formalities.

The following agenda is submitted to the Special General Meeting:

1. Review and approval of the contemplated cross-border merger by way of absorption of the Company with and into TechnipFMC;
2. Removal of the double voting rights; and
3. Powers for formalities.

The text of the resolutions submitted to the Special General Meeting is attached hereto as Schedule 1.

An information document prepared in connection with the cross-border merger is attached hereto as Schedule 2 (the “**Information Document**”).

This report and the Information Document are available to shareholders at the registered office of the Company, 89 avenue de la Grande Armée, 75116 Paris, France and on its website (<http://www.technip.com>).

1. INFORMATION RELATING TO THE COMPANIES INVOLVED IN THE CONTEMPLATED CROSS-BORDER MERGER

1.1. The Company

The Company is a *société anonyme* incorporated under the laws of France with a share capital of €93,281,878.63, having its registered office located at 89, avenue de la Grande Armée, 75116 Paris, France and registered with the Paris Trade and Companies Register under number 589 803 261.

The Company is a holding company which had 5 employees as at June 30, 2016 and had a turnover of €189.9 million in 2015.

The Company's group operates in the energy sector and is one of the world leaders in engineering and management of oil and gas project. The Company is active particularly in three core businesses: (i) subsea infrastructures and pipelines (Subsea), (ii) offshore platforms and equipment (Offshore) and (iii) onshore facilities relating mainly to transformation of oil and gas (Onshore).

The Company's shares are listed on the regulated market Euronext Paris and on the U.S. over-the-counter market (OTC) as American Depositary Receipt.

1.2. TechnipFMC

TechnipFMC is a private limited company by shares incorporated under the laws of England and Wales having its registered office located at C/O Legalinx Limited, 1 Fetter Lane, London EC4A 1BR, United Kingdom and registered with the Companies House under number 9909709.

At the latest upon completion of the Cross-Border Merger (as defined below), (i) TechnipFMC's registered office will be transferred to 1 St Paul's Churchyard, London, EC4M 8AP, United Kingdom, and (ii) TechnipFMC will become a public limited company.

On December 24, 2015, TechnipFMC registered a French permanent establishment located 3, boulevard de Sébastopol, 75001 Paris, with the Paris Trade and Companies Register under number 817 453 079.

In accordance with section 31 of the UK Companies Act of 2006, TechnipFMC's corporate purpose is unlimited. TechnipFMC has no activity and does not have any employee at the date of this report.

2. BACKGROUND TO AND REASONS FOR THE CONTEMPLATED TRANSACTION

2.1. Business combination agreement between the Company and FMC Technologies, Inc.

On May 18, 2016, the Company, TechnipFMC and FMC Technologies, Inc., a company incorporated under the laws of the State of Delaware, having its headquarters located at 5875 N. Sam Houston Parkway W., Houston, Texas 77086, U.S.A., ("FMCTI"), entered into a memorandum of understanding ("MOU") relating to a combination project between the Company and FMCTI (the "**Transaction**"). This MOU provided for the execution of a Business Combination Agreement subject to completion of the relevant employee information or consultation procedures. Following the completion of certain employee consultation procedures on June 14, 2016, FMCTI, the Company and TechnipFMC entered into the Business Combination Agreement ("**BCA**").

The Transaction, as provided for in the BCA, is being implemented as a merger of equals pursuant to which (i) the Company will merge with and into TechnipFMC in a cross-border merger within the meaning of the Directive 2005/56/EC of the European Parliament, with TechnipFMC becoming the parent company of the new group (the "**Cross-Border Merger**") pursuant to the terms and conditions provided for in the common draft of cross-border merger terms agreed and executed by the Company and TechnipFMC on October 4, 2016 (the "**CBMTs**") and (ii) FMCTI will become a subsidiary of TechnipFMC pursuant to a reverse triangular merger governed by Delaware law with TechnipFMC US Merger Sub LLC, a Delaware limited liability company, which will be a wholly-owned indirect subsidiary of TechnipFMC (the "**FMCTI Merger**", together with the Cross-Border Merger, the "**Mergers**").

The BCA and the CBMTs are available on the Company's website (<http://www.technip.com>).

2.2. Reasons for the Transaction

The Transaction aims to unite two complementary leaders and their talents and to benefit from the proven success of the existing joint-venture between both companies (Forsys Subsea). The Transaction will create a unique leader in Subsea, Surface, Offshore and Onshore, by developing a broadened and flexible offering across each relevant market from concept to project delivery and beyond. The new group, with a

global footprint, will enjoy first-class engineering capabilities, flexibilities, technologies and competences, which will allow it to position itself at the top of its sector.

The Transaction will be a growth accelerator which will promote, through a vast range of solutions, innovative systems and solutions, improve the completion of projects, cost savings and will foster our clients' success.

2.3. The Board of directors' decision

The Company's Board of directors determined that the Cross-Border Merger and the other transactions contemplated by the BCA are consistent with and will further the business strategies and goals of the Company, and are in the best interests of the Company, its shareholders, its employees and other stakeholders. Therefore, it has approved the execution of the BCA on June 14, 2016 and of the CBMTs on October 4, 2016 and recommended that you approve at the general meeting the CBMTs and the transactions contemplated thereby, in particular the Cross-Border Merger and the removal of Double Voting Rights.

3. **MAIN TERMS AND CONDITIONS OF THE TRANSACTION**

The combination of the Company and FMCTI would be realized exclusively by exchange of securities.

The Company's shareholders would be entitled to receive, in the Cross-Border Merger, two (2) shares of TechnipFMC for each share held in the Company.

The FMCTI Merger would take place immediately after the completion of the Cross-Border Merger and the shareholders of FMCTI would be entitled to receive, in the FMCTI Merger, one (1) share TechnipFMC for each share held in FMCTI.

Following these share exchanges, the shareholders of the Company and those of FMCTI would hold respectively 50.9% and 49.1% of the share capital of TechnipFMC on a fully diluted basis, based on the respective capitalizations of the Company and FMCTI as of the date of execution of the MOU.

4. **MAIN TERMS AND CONDITIONS OF THE CROSS-BORDER MERGER**

4.1. Implementation of the Cross-Border Merger

The Cross-Border Merger is being implemented as a « *fusion-absorption* » for the purposes of the applicable French regulations. Therefore, on the date of completion of

the Cross-Border Merger, all of the assets and liabilities of the Company will be transferred to TechnipFMC and the Company will be dissolved as of right without going into liquidation.

4.2. Share exchange ratio

The share exchange ratio for the purposes of the Cross-Border Merger (the “**Technip Share Exchange Ratio**”) is two (2) TechnipFMC shares for each share of the Company in issue, it being specified that no TechnipFMC share will be allotted and/or issued in exchange for shares held in treasury by the Company or otherwise owned by the Company or by any direct or indirect wholly-owned subsidiary (the “**Technip Excluded Shares**”).

4.3. Methods and criteria used to determine the Technip Share Exchange Ratio

Given the negligibility of the fair value of TechnipFMC (prior to the Mergers) compared to the respective fair values of the Company and FMCTI, the Technip Share Exchange Ratio was fixed taking into account (i) the share exchange ratio for the purposes of the FMCTI Merger (together with the Technip Share Exchange Ratio, the “**Exchange Ratios**”) and (ii) the respective fair values of the Company and FMCTI.

While the Exchange Ratios are the result of a negotiation between the Company and FMCTI, they are underpinned by multiple factors weighted by the Boards of directors of the Company and FMCTI including a multi-criteria approach based on customary and appropriate valuation methodologies for the contemplated transaction.

The financial analyses considered by the Board of directors of the Company took into account the oil field services industry specificities as well as the Company and FMCTI intrinsic characteristics including the different intrinsic natures of the businesses and the relative risks of the business cash flows and mainly include, among others, the following valuation methodologies:

- Historical exchange ratio: review of the relative market capitalizations of the Company and FMCTI and of weighted historical average prices over various periods, both in the short- and long-term, until the date of approval of the execution of the MOU;
- Spot exchange ratio: this ratio was crosschecked with implied short- and long-term trading multiples of both companies vs. a universe of comparable companies;
- Financial Contribution Analysis: analysis of the implied equity contribution of the Company and FMCTI to the pro forma combined company using specific historical and estimated future financial metrics for the Company and FMCTI; and

- Discounted Cash Flow Analysis: comparison of the equity value derived for each of the Company and FMCTI based on the actualization of respective projected free cash flows and terminal value; then computation of the implied relative equity contribution to the pro forma combined company based on resulting discounted cash flow analyses.

For each of the analyses, value creation for shareholders and benefits of potential synergies were also taken into account.

The opinions of Goldman Sachs and Rothschild as financial advisors to the Company for the purposes of the Transaction and the opinion of Evercore as financial advisor to FMCTI for the purposes of the Transaction are summarized in sections 2.5.3 and 2.5.5, respectively, of the Information Document attached hereto as Schedule 2 and the full texts of these written opinions are annexed to the Information Document.

4.4. Accounts used to prepare the Cross-Border Merger

The dates of the accounts used to prepare the Cross-Border Merger are, for the Company, the individual accounts as of December 31, 2015, prepared in accordance with French GAAP and for TechnipFMC, the individual accounts as of December 31, 2015, prepared in accordance with IFRS.

4.5. Description of assets and liabilities transferred from the Company to TechnipFMC

All of the assets and liabilities (including all property and rights) of the Company shall be legally transferred to TechnipFMC following the completion of the Cross-Border Merger.

These assets and liabilities are designated below (i) on the basis of the Company accounts as of December 31, 2015 and (ii) on the basis of estimations as of the completion date of the Cross-Border Merger, expected in early 2017. These descriptions are not exhaustive as the Cross-Border Merger will result in a transfer by universal succession of title of all the assets and liabilities of the Company to TechnipFMC as of the Cross-Border Merger's completion date.

4.5.1. Description of the Company's assets

Based on the accounts of the Company as of December 31, 2015

In millions of Euro	As of December 31, 2015
Intangible Assets	1.2
Financial Assets	5,292.8
Total Fixed Assets	5,294.0
Trade Receivables	172.7
Other Current Receivables	61.6
Marketable Securities	1.3
Cash and Cash Equivalents	2.9
Total Current Assets, Cash and Cash Equivalents	238.5
Accrued Assets	7.3
Redemption Premiums on Bonds	10.9
Unrealised Exchange Losses	6.2
Total Assets	5,556.9

Based on estimations as at the completion date of the Cross-Border Merger:

In millions of Euro	As at the completion date
Intangible Assets	1.2
Financial Assets	5,355.7
Total Fixed Assets	5,356.9
Trade Receivables	243.8
Other Current Receivables	132.8
Marketable Securities	0.9
Cash and Cash Equivalents	0.8
Total Current Assets, Cash and Cash Equivalents	378.3
Accrued Assets	4.3
Redemption Premiums on Bonds	2.6
Unrealised Exchange Losses	10.1
Total Assets	5,752.2

4.5.2. Description of the Company's liabilities

Based on the accounts of the Company as of December 31, 2015:

In millions of Euro	As of December 31, 2015
Issued Capital	90,8
Share Capital Premiums	2.269,4
Reserves	169,6
Retained Earnings	492,3
Net Income	5,2
Total Shareholders' Equity	3.027,3
Provisions for Risks	72,2
Provisions for Charges	6,3
Total Provisions for Risks and Charges	78,5
Bonds	1.927,6
Bank Borrowings and Credit Lines	17,4
Financial Debts towards Group Companies	337,7
Accounts Payables and Other Liabilities	110,8
Total Liabilities	2.393,5
Unrealised Exchange Gains	57,6
Total Equity and Liabilities	5.556,9

Based on estimations as at the completion date of the Cross-Border Merger:

In millions of Euro	As at the completion date
Issued Capital	93.3
Share Capital Premiums	2.409.6
Reserves	169.6
Retained Earnings	254.7
Net Income	30.8
Total Shareholders' Equity	2.958.0
Provisions for Risks	23.5
Provisions for Charges	6.8
Total Provisions for Risks and Charges	30.3
Bonds	1.827.6
Bank Borrowings and Credit Lines	25.1
Financial Debts towards Group Companies	753.9
Accounts Payables and Other Liabilities	137.5
Total Liabilities	2.744.1
Unrealised Exchange Gains	19.8
Total Equity and Liabilities	5.752.2

4.5.3. Net assets transferred from the Company to TechnipFMC

Based on the individual accounts of the Company as of December 31, 2015, the provisional net book value of the net assets of the Company to be legally transferred to TechnipFMC pursuant to the Cross-Border Merger is equal to €3,027.3 million, *i.e.* the **excess of:**

- (a) the provisional net book value of the transferred assets (€5,556.9 million); **over**
- (b) the provisional net book value of the assumed liabilities (€2,529.6 million).

Based on the estimated balance sheet of the Company as of the date of completion of the Cross-Border Merger, the provisional net book value of the net assets of the Company to be legally transferred to TechnipFMC pursuant to the Cross-Border Merger is equal to €2,958.0 million, *i.e.* the **excess of:**

- (c) the provisional net book value of the transferred assets (€5,752.2 million); **over**
- (d) the provisional net book value of the assumed liabilities (€2,794.2 million).

Given that the exact amount of the final net asset value of the Company will only be known after the completion date of the Cross-Border Merger and in the absence of a guarantee as to the final net asset value legally transferred to TechnipFMC, it has been decided, by common agreement of the Company and TechnipFMC, that the provisional net asset value retained for the purpose of the Cross-Border Merger will be equal to the net asset value based on the estimated balance sheet of the Company as of the date of completion of the Cross-Border Merger (*i.e.*, €2,958.0 million) to which a 10% discount will be applied. Therefore, the provisional net asset value retained for the purpose of the Cross-Border Merger will be equal to €2,662.2 million (the “**Provisional Net Asset Value**”).

4.6. Merger premium

The amount of the merger premium is equal to the **excess of:**

- i. the final net asset value; **over**
- ii. the nominal value of the new issued shares of TechnipFMC.

For information purposes only, based on the Provisional Net Asset Value and the number of shares of the Company as of August 31, 2016 (122,336,890), excluding Technip Excluded Shares as of the date of August 31, 2016 (1,563,359), (*i.e.*, 120,773,531), TechnipFMC would allot and issue 241,547,062 new TechnipFMC shares on the Cross-Border Merger’s completion date, representing a share capital increase of \$241,547,062 and leading to a merger premium (described as “merger reserve”) of €2,447 million using a €/€ exchange rate of €1/\$1.121.

4.7. Completion date of the Cross-Border Merger

Pursuant to Regulations 16 and 17 of the UK Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974) and subject to the satisfaction or (to the extent allowed) waiver, in whole or in part, of certain conditions precedent contemplated in the CBMTs and the BCA, the Cross-Border Merger shall become effective at the time on the date fixed by an order of the High Court of England and Wales. The Cross-Border Merger completion date is expected to be in early 2017.

For French tax purposes, TechnipFMC and the Company intend to give the Cross-Border Merger a retroactive effect as from January 1, 2017. As a consequence, all transactions conducted by the Company from that date will be considered for French income tax purposes as having been conducted by TechnipFMC and will be reported as such.

4.8. Merger appraisers

In accordance with the combined provisions of articles L. 236-25, L. 236-10 and L. 225-147 of the French commercial code and Regulation 9 (2)(c) of the UK Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974), upon the joint request of the Company and TechnipFMC, Mr. Olivier Péronnet, partner of Finexsi, 14 rue de Bassano, 75116 Paris, France, and Mr. Didier Kling, partner of Didier Kling & Associés, 28, avenue Hoche, 75008 Paris, France, have been appointed by an order issued by the President of the Paris Commercial Court on July 26, 2016 as merger appraisers for the purposes of preparing a report on the remuneration for the contributions to be made by the Company to TechnipFMC in the Cross-Border Merger and a report on the value of the contributions to be made by the Company to TechnipFMC in the Cross-Border Merger. These reports are available on the Company's website (<http://www.technip.com>).

4.9. Bpifrance Participations and IFP Énergies nouvelles Support Agreements

On May 18, 2016, in connection with the Mergers, Technip entered into support agreements with (i) Bpifrance Participations, which held in aggregate 5.17% of the share capital and 9.29% of the voting rights of Technip as of December 30, 2015 and (ii) IFP Énergies nouvelles ("IFPEN"), which held in aggregate 2.38% of the share capital and 4.35% of the voting rights of Technip as of December 30, 2015.

Pursuant to the terms of such support agreements, Bpifrance Participations and IFPEN, respectively, agreed to vote, at any general meeting of the Technip stockholders, in favor of the transactions contemplated by the BCA (and therefore in favor of the Cross-Border Merger), subject notably to Technip board of directors' favorable recommendation. Bpifrance Participations and IFPEN also agreed to vote, at any special meeting of Technip stockholders holding Double Voting Rights, in favor of the removal of such Double Voting Rights, subject to completion of the Mergers.

5. CONSEQUENCES OF THE CROSS-BORDER MERGER FOR THE SHAREHOLDERS

Subject to the completion of the Cross-Border Merger, the Company will be automatically dissolved without liquidation and the Company's current shareholders (except those holding Technip Excluded Shares) will become TechnipFMC shareholders.

Pursuant to the terms and conditions provided for in the BCA and the CBMTs, the completion of the Cross-Border Merger is subject to the condition precedent of, amongst others, the approval of the removal of the Double Voting Rights.

Moreover, the articles of association of TechnipFMC to be in effect upon completion of the Cross-Border Merger, attached to the CBMTs and summarized in the Information Document, attached hereto as Schedule 2, do not contain any provision establishing or grandfathering any double voting rights.

Therefore, subject to the completion of the Cross-Border Merger, the shareholders entitled to the Double Voting Rights will no longer benefit from those rights.

6. CONSEQUENCES OF THE CROSS-BORDER MERGER FOR THE EMPLOYEES

In accordance with article L. 1224-1 of the French labor code, all employment contracts in force immediately prior to the completion of the Cross-Border Merger between the Company and its employees will be transferred to TechnipFMC by operation of law at the time of completion of the Cross-Border Merger.

TechnipFMC currently has no employees.

7. CONSEQUENCES OF THE CROSS-BORDER MERGER FOR THE CREDITORS

As a result of the Cross-Border Merger, all of the Company's rights and obligations will be transferred to TechnipFMC, via a universal succession of title (*transmission universelle du patrimoine*), and TechnipFMC will assume, at the completion date of the Cross-Border Merger, all rights and obligations of the Company, and in particular:

- (i) in all obligations resulting from the undertakings of the Company towards the holders of purchase and subscription stock options of the Company outstanding at the date of completion of the Cross-Border Merger, so that these options will be applied on the shares of TechnipFMC pursuant to the Technip Share Exchange Ratio and pursuant to the provisions of the Cross-Border Merger Terms;

- (ii) in all obligations resulting from the undertakings of the Company towards the beneficiaries of performance shares of the Company outstanding at the date of completion of the Merger, so that the rights of the beneficiaries will be applied on the shares of TechnipFMC pursuant to the Technip Share Exchange Ratio and pursuant to the provisions of the Cross-Border Merger Terms;
- (iii) in all obligations resulting from the undertakings of the Company towards the holders of convertible and/or exchangeable bonds into new and/or existing shares (the “OCEANES”), which may potentially be outstanding at the date of completion of the Merger so that the rights of the holders of OCEANES will be applied on the shares of TechnipFMC pursuant to the Technip Share Exchange Ratio and pursuant to the provisions of the Cross-Border Merger Terms, it being understood that the OCEANES are scheduled to be fully repaid at their nominal value on January 1, 2017, subject to any prior conversion, exchange or repurchase; and
- (iv) in all other obligations resulting from the undertakings of the Company towards any other creditors, including its bondholders.

Pursuant to French law, the creditors of the Company may file an opposition to the Cross-Border Merger before the Paris commercial Court within 30 days following the notification of the proposed Cross-Border Merger in an official French legal bulletin. The relevant notice has been published on October 11, 2016 and the objection period will therefore expire on November 10, 2016. While such opposition cannot prevent the consummation of the Cross-Border Merger, the Paris commercial Court does have the authority to order, at its discretion, either the repayment of the debt or the provision of further collateral. The Paris commercial Court may also refuse to give any effect to the opposition of the Company’s creditors.

In addition, the Company has issued approximately €1.8 billion in aggregate principal amount of debt capital markets instruments in various tranches with differing maturities (collectively, the “Bonds”), the majority of which are governed by French law. In accordance with French law, holders of each tranche of Bonds are grouped in a bondholders’ assembly (*masse*) which must pass on certain transactions affecting the issuer of such bonds, including statutory mergers such as the Cross-Border Merger. The Company has convened the bondholders’ assemblies under the Bonds and such meetings are expected to be held prior to the Extraordinary General Meeting and Special General Meeting. If the bondholders’ assemblies oppose the Cross-Border Merger, then TechnipFMC and the Company will nevertheless proceed to consummate the Cross-Border Merger as permitted under French law; however, the bondholders’ assemblies may appoint an agent to bring an opposition proceeding against the Cross-Border Merger before the competent French court. The court may either reject such opposition or grant relief to the bondholders in the form of early redemption of the relevant bonds or the grant of security over certain of the Company’s assets in favor of such creditors.

Pursuant to Regulations 11 and 14 of the Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974), as amended, the creditors of TechnipFMC, as the case may be, may request the High Court of England and Wales to order the convening of a

creditors' meeting (or a class of creditors' meeting) called upon to approve the Cross-Border Merger.

8. APPROVAL OF THE CROSS-BORDER MERGER

Pursuant to Articles L. 236-9 and L. 225-99 of the French commercial code, the completion of the Cross-Border Merger is subject to the approval of the Special General Meeting at a two-third majority of the voting rights, in which at least one third of the shares carrying the Double Voting Rights are present or represented.

Therefore, the Company's Board of directors kindly asks you to approve (i) the contemplated Cross-Border Merger pursuant to the terms and conditions provided for in the CBMTs and the BCA and (ii) any other related resolution submitted to you for the purposes of the completion of the Cross-Border Merger.

9. APPROVAL OF THE REMOVAL OF THE DOUBLE VOTING RIGHTS

Pursuant to the terms and conditions provided for in the BCA and the CBMTs, the completion of the Cross-Border Merger is subject to the approval by the competent bodies of the removal of the Double Voting Rights subject to the definitive completion of the Cross-Border Merger (and as of such date).

This decision to remove the Double Voting Rights will be submitted to the Extraordinary General Meeting of the Company convened on the same date as the Special General Meeting and, pursuant to Article L. 225-99 of the French commercial code, must be approved by the Special General Meeting at a two-third majority of the voting rights, in which at least one third of the shares carrying the Double Voting Rights are present or represented.

Therefore, the Company's Board of directors kindly asks you to approve (i) the removal of the Double Voting Rights subject to the definitive completion of the Cross-Border Merger (and as of such date) and (ii) any other related resolution submitted to you for the purposes of the completion of the Cross-Border Merger.

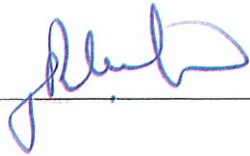
* * *

We invite you to approve the resolutions submitted to you.

We will be happy to answer any question you would have and provide you with any further information.

October 25, 2016

Executed by: Mr. Thierry Pilenko
As: Chairman of the Board of directors



SCHEDULE 1

TEXT OF THE RESOLUTIONS PRESENTED TO THE SPECIAL GENERAL MEETING

FIRST RESOLUTION

(Review and approval of the contemplated cross-border merger by way of absorption of the Company with and into TechnipFMC)

The Special General Meeting, deliberating in accordance with the quorum and majority requirements for special general meetings of shareholders, after considering:

- (i) the report of the Board of directors prepared pursuant to Articles L. 236-27 and R. 236-16 of the French commercial code;
- (ii) the reports relating to the terms and conditions of the merger and to the valuation of the contributions prepared by Olivier Péronnet, from Finexsi and Didier Kling, from Kling et Associés, as merger appraisers appointed by an order of the President of the Paris commercial Court issued on July 26, 2016, pursuant to Articles L. 236-10 and L. 225-147 of the French commercial code;
- (iii) the common draft terms of cross-border merger (including their schedules, the “**Cross-Border Merger Terms**”) entered into on October 4, 2016 between the Company and TechnipFMC Limited, a company incorporated under the laws of England and Wales, having its registered office a C/O Legalinx Limited, 1 Fetter Lane, London EC4A 1BR, United Kingdom and registered under number 9909709 (“**TechnipFMC**”);
- (iv) the information document (including its schedules) made available to the public for the purposes of the cross-border merger by way of absorption of the Company with and into TechnipFMC (the “**Information Document**”);
- (v) the annual financial statements of the Company relating to the fiscal years ended on December 31, 2015, December 31, 2014 and December 31, 2013 approved by the general meetings of the Company and certified by the statutory auditors of the Company;
- (vi) the management reports relating to the fiscal years ended on December 31, 2015, December 31, 2014 and December 31, 2013 of the Company;
- (vii) the 2016 half-yearly financial report of the Company including the consolidated half-yearly financial statements of the Company as at June 30, 2016, having been subject to a limited review by the statutory auditors of the Company;
- (viii) the consolidated interim accounts of the Company approved by the Board of directors of the Company relating to the period between January 1, 2016 and September 30, 2016;
- (ix) the interim accounts of TechnipFMC approved by the sole Director of TechnipFMC relating to the period between December 9, 2015 (creation date of TechnipFMC) and September 30, 2016; and

(x) the draft resolutions submitted to the Extraordinary General Meeting of shareholders to be held today;

1. Acknowledges that the Extraordinary General Meeting of shareholders will be called upon to approve the following and itself approves:

- the contemplated cross-border merger by way of absorption of the Company by TechnipFMC (the “**Merger**”) pursuant to the terms and conditions of the Cross-Border Merger Terms, which refers to the Business Combination Agreement dated June 14, 2016 (the “**Business Combination Agreement**”) entered into between the Company, FMC Technologies, Inc. (“**FMCTI**”) and TechnipFMC;
- the Cross-Border Merger Terms as a whole, under which it is agreed that subject to the completion of the conditions precedent provided for in Article 15 of the Cross-Border Merger Terms, the Company will transfer to TechnipFMC, all its assets and liabilities by way of a merger by absorption;
- the universal transfer of the Company’s assets and liabilities (*transmission universelle de patrimoine*) to TechnipFMC as part of the Merger;
- the setting of the completion date of the Merger from a legal perspective, which will be decided by the High Court of England and Wales in its court order approving the Merger, pursuant to Regulations 16 and 17 of the Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974) as amended and subject to the completion of the conditions precedent to the Merger as described in Article 15 of the Cross-Border Merger Terms (the time and date on which the Merger is to become effective, respectively, the “**Completion Time**” and the “**Completion Date**”);
- the setting of the completion date of the Merger from an accounting perspective on the Completion Date. However, from an accounting perspective, there is no transfer to TechnipFMC of the assets and liabilities of the Company. On the contrary, the assets and liabilities of TechnipFMC will be transferred to the Company at the Completion Date since the IFRS accounting treatment of the Merger reverses the legal transaction. Therefore the IFRS individual accounts of TechnipFMC will reflect the results of the Company prior to the Completion Date as if the IFRS individual accounts of TechnipFMC were a continuation of the Company’s individual accounts;
- the setting of the date of the Merger’s retroactive effect for French tax purposes as from January 1, 2017;
- the valuation based on the net book value of the transferred assets amounting to €5,752.2 million and of the transferred liabilities amounting to €2,794.2 million, *i.e.* a provisional net asset value amounting to €2,662.2 million, after having applied a 10% discount, this provisional valuation being based on the estimated balance sheet of the Company at the Completion Date (the “**Provisional Net Asset Value**”); acknowledging that the definitive values of the transferred assets and liabilities to TechnipFMC and, as a consequence, of the resulting transferred net asset value, will be determined based on the definitive accounts of the Company at the Completion Date, which will be approved

by the Board of directors of TechnipFMC within three months after the Completion Date; and

- the consideration in exchange for the contribution pursuant to the Merger according to an exchange ratio of two (2) TechnipFMC shares for one (1) share of the Company (other than Excluded Technip Shares, as defined below) outstanding immediately prior to the date and time determined in the relevant Euronext notice (the “**Merger Record Time**”).

2. Acknowledges that, subject to the conditions precedent provided for in Article 15 of the Cross-Border Merger Terms:

- pursuant to Article L. 236-3 of the French commercial code and pursuant to the terms of the Cross-Border Merger Terms, no TechnipFMC share will be allotted and issued in respect of shares of the Company which, at the Completion Time of the Merger, are (i) held by the Company in treasury or otherwise owned by the Company or (ii) owned by any direct or indirect wholly-owned Subsidiary (as defined in the Business Combination Agreement) of the Company (the “**Excluded Technip Shares**”) which will be cancelled at the Completion Date;
- TechnipFMC will increase its share capital in exchange for the contribution pursuant to the Merger by issuing new shares, fully paid-up, having a nominal value of \$1.00 each, which number shall be equal to the number of shares comprising the share capital of the Company at the Merger Record Time (excluding Excluded Technip Shares) to which is applied the share exchange ratio of two (2) TechnipFMC shares for one (1) share of the Company at the Merger Record Time, those shares being allotted to the shareholders of the Company;
- subject to the terms of the preceding paragraph, the new shares of TechnipFMC created as a result of the Merger, as of the Completion Date, will bear rights to dividends and will benefit from the same rights and will be entirely fungible with the other ordinary shares of TechnipFMC allotted and issued as a result of the merger between TechnipFMC US Merger Sub LLC, a Delaware limited liability company which will be converted into a Delaware corporation before the Completion Date and will be a wholly-owned indirect subsidiary of TechnipFMC, FMCTI being the surviving entity of this merger; they will each carry a voting right;
- the new shares of TechnipFMC will be fully paid-up and free of any encumbrances; they will be admitted to trading on Euronext Paris and on the NYSE as of the Completion Date;
- the difference between (i) the amount of the Provisional Net Asset Value and (ii) the nominal amount of the share capital increase of TechnipFMC will constitute the merger reserve; if the definitive net asset value at the Completion Date is greater than the Provisional Net Asset Value, the merger reserve will be increased by an amount equal to such difference and if the definitive net asset value at the Completion Date is lower than the Provisional Net Asset Value, the merger reserve will be reduced by an amount equal to such difference;

- TechnipFMC will assume, at the Completion Date, all rights and obligations of the Company, and in particular:
 - (i) all obligations resulting from the undertakings of the Company towards the holders of purchase and subscription stock options of the Company outstanding at the Completion Date, so that these options will be applied on the shares of TechnipFMC pursuant to the share exchange ratio of the Merger and pursuant to the provisions of the Cross-Border Merger Terms;
 - (ii) all obligations resulting from the undertakings of the Company towards the beneficiaries of performance shares of the Company outstanding at the Completion Date, so that the rights of the beneficiaries will be applied on the shares of TechnipFMC pursuant to the share exchange ratio of the Merger and pursuant to the provisions of the Cross-Border Merger Terms;
 - (iii) all obligations resulting from the undertakings of the Company towards the holders of convertible and/or exchangeable bonds into new and/or existing shares (the "OCEANEs"), which may potentially be outstanding at the Completion Date so that the rights of the holders of OCEANEs will be applied on the shares of TechnipFMC pursuant to the share exchange ratio of the Merger and pursuant to the provisions of the Cross-Border Merger Terms, it being understood that the OCEANEs are scheduled to be fully repaid at their nominal value on January 1, 2017, subject to any prior conversion, exchange or repurchase; and
 - (iv) all other obligations resulting from the undertakings of the Company towards any other creditors, including its bondholders.

SECOND RESOLUTION

(Removal of the double voting rights)

The Special General Meeting, deliberating in accordance with the quorum and majority requirements for special general meetings of shareholders, as a result of the first resolution, after considering the report of the Board of directors and the Information Document and pursuant to Articles L. 225-99 and L. 225-96 of the French commercial code:

1. Acknowledges that the Extraordinary General Meeting of shareholders of the Company of today is called upon to decide, in accordance with the quorum and majority requirements for extraordinary general meetings of shareholders in its second resolution, the removal, subject to the definitive completion of the Merger and at the Completion Date of the Merger, of the double voting rights which will be attached, at this date, to the shares of the Company pursuant to Article 12 of the bylaws of the Company;
2. Acknowledges that, pursuant to Article L. 225-99 of the French commercial code, the decision of the Extraordinary General Meeting, to be definitive, will require the approval of the removal of the double voting rights attached to the shares of the Company by the Special Meeting of shareholders benefiting from double voting rights;

3. Approves the removal, subject to the definitive completion of the Merger and at the Completion Date, of the double voting rights which will be attached to the shares of the Company at this date pursuant to Article 12 of the bylaws of the Company;
4. Acknowledges that as a result of this resolution and of the second resolution to be submitted to the Extraordinary General Meeting of shareholders of the Company today, each share of the Company will entitle its holder to one voting right as of the Completion Date; and
5. Acknowledges that the bylaws of the Company will not be amended as a result of this resolution and of the second resolution to be submitted to the Extraordinary General Meeting of shareholders of the Company today, the Company being dissolved as of right at the Completion Date as a result of the Merger.

THIRD RESOLUTION

(Powers for formalities)

The Special General Meeting, deliberating in accordance with the quorum and majority requirements for special general meetings of shareholders gives all powers to the holder of an a copy or an original, a certified extract of the minutes of this Special Meeting in order to carry out any legal submission, publicity or any other formalities or have them carried out.

SCHEDULE 2
INFORMATION DOCUMENT

[See separate attachment]