

Share capital increase reserved for employees

In France, the present document constitutes the press release required by the Autorité des marchés financiers (the French financial market authority or the AMF) in accordance with Articles 212-4 5° and 212-5 6° of the AMF General Regulations and Article 14 of French instruction n°2005-11 dated December 13, 2005 as amended on June 24, 2011.

In countries other than France which are subject to the Prospectus Directive (2003/71/EC), as amended by Directive 2010/73/EU, the present document is provided in order for the offer to fall within Article 4.1 (e) and Article 4.2 (f) of the Prospectus Directive, which is the employee share plan exemption from producing a prospectus.

On the basis of the fifteenth and sixteenth resolutions of the Combined General Meeting of Technip S.A. (hereafter the "Company") held on April 23, 2015, the Board of Directors of the Company decided, at its meeting held on the same day, to proceed with a share capital increase to the benefit of the members of the Technip Group Savings Plan (*Plan d'Epargne Groupe*) (hereafter the "PEG") pursuant to Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138 and L.225-138-1 of the French Commercial Code and L.3332-18 *et seq.* of the French Labor Code (hereafter the "Technip Capital 2015 Offer" or "Offer").

1. PURPOSE OF THE OFFER

Further to the Technip share capital increase reserved for employees "Technip Capital 2012", the Technip Capital 2015 Offer is a continuation of the Group's policy to involve its staff more deeply in the Group's future and performance, both as employee and shareholder, through the subscription of the shares of the Company.

2. INFORMATION ON THE OFFERER

Technip S.A. is a French *Société Anonyme*, having its registered office at 89 Avenue de la Grande Armée 75116 Paris, France and being registered at the Commercial Registry of Paris under number 589 803 261 R.C.S. PARIS.

Information relating to the Company is available on the Company's website (www.technip.com) and also in the reference document (*Document de référence*), which is available on the aforementioned website.

3. NATURE OF THE SHARES

The shares to be issued under the Offer are the ordinary shares of the Company (the "Shares"), listed on Compartment A of Euronext Paris under the ISIN code FR0000131708.

Technip shares are eligible for Deferred Settlement Service (*Système de Règlement Différé* or SRD).



Technip shares are also traded in the United States on the "Over the Counter" (OTC) market in the form of ADR (American Depositary Receipt).

The listing of the Shares to be issued under the Offer on the Euronext Paris will be requested as soon as possible following the share capital increase scheduled to take place on December 17, 2015.

4. SCOPE OF THE OFFER

Companies within the scope of the Offer include Technip and companies which are members of the Group Savings Plan (PEG) with registered offices in France, Australia, Belgium, Brazil, Canada, Germany, Greece, India, Indonesia, Italy, Malaysia, Mexico, the Netherlands, Norway, Singapore, Spain, Portugal, Thailand, the United Arab Emirates and the United States, subject to receiving local authorisation in certain of these countries.

For employees in the United Kingdom, this initiative will take the form of an offer to purchase existing treasury shares through a Share Incentive Plan under English law and its own terms and conditions.

5. TERMS AND CONDITIONS OF THE OFFER

Beneficiaries

The beneficiaries are (i) employees (and corporate officers, within the meaning of article L.3332-2 of the French Labor Code, of companies with less than 250 employees) of the companies within the scope of the Offer, having at least 3 months' service, continuous or not, on the last day of the subscription/cancellation period (scheduled on November 19, 2015), as part of one or several employment contracts with Technip group and (ii) retired employees of the companies within the scope of the Offer with their registered office in France who hold assets within the Technip's PEG.

Investment formulas

The subscription of the Shares will be carried out in accordance with the applicable legislation in the various countries included in the scope of the Offer as described above, either directly or through a *Fonds Commun de Placement d'Entreprise* (a company mutual fund or FCPE).

Depending on the country, between one and three subscription formulas are available to the beneficiaries of this Offer: a "Multiple" formula, a "Secure" formula and a "Classic" formula. In some countries, the "Multiple" formula will be offered through the allocation of Stock Appreciation Rights ("SAR").

Details of the investment formulas are described in the Information Brochure, the Subscription Mandate and the Key Investor Information Documents pertaining to the FCPEs provided to the beneficiaries of the Offer.

Maximum number of the Shares offered

During the Combined General Meeting of April 23, 2015, the shareholders of Technip authorised its Board of Directors to proceed with share capital increases of the Company, without preferential subscription rights, at its discretion in one or several occasions, to the

benefit of (i) members of the savings plans of Technip and of the French and foreign companies affiliated with it, pursuant to Article L.3344-1 para. 2 of the French Labor Code, up to a maximum nominal amount representing 1.25% of the share capital as at the date this authorisation is implemented (pursuant to the fifteenth resolution), and (ii) a financial institution or a controlled subsidiary of the said financial institution or any French or foreign entity created with the sole purpose to subscribe, hold and dispose of Technip shares in order to implement structured formulas offered within the framework of a Technip Group employee share ownership plan, up to a maximum nominal amount representing 0.5% of the share capital as at the date this authorisation is implemented (pursuant to the sixteenth resolution).

On the same day, the Board of Directors decided to proceed with a share capital increase to the benefit of the members of the Technip's PEG, up to a maximum nominal amount representing 1.25% of the share capital as at the date of its decision, *i.e.* 1,424,945 Shares for a maximum nominal amount of 1,086,520.56 Euros and a share capital increase to the benefit of a financial institution, up to a maximum nominal amount representing 0.5% of the share capital as at the date of its decision, *i.e.* 569.979 Shares for a maximum nominal amount of 434,608.99 Euros.

Indicative calendar

A reservation period is open from September 21 to October 9, 2015 inclusive.

On November 14, 2015, the Chief Executive Officer of Technip, acting by delegation on behalf of the Board of Directors, will decide the dates of the subscription/cancellation period and fix the subscription price of the Shares to be issued, which will be equal to the average of the opening share price of the Technip Shares on the Euronext Paris over the twenty trading days preceding the date of the aforementioned decision, less a 20% discount and rounded up to the nearest euro cent.

The subscription price is in euro. Subscription amounts must be paid in euro, applying the exchange rate to be decided by the Chief Executive Officer of Technip on November 14, 2015.

Once the subscription price is set, a subscription/cancellation period will open from November 15 to November 19, 2015 inclusive, allowing beneficiaries to subscribe for Shares if no reservation has been made during the reservation period, or otherwise cancel their reservation.

The share capital increase is scheduled to take place on December 17, 2015.

The dates indicated above are provided on an indicative basis and may be subject to change.

Subscription ceilings

- Individual ceiling

The personal contribution made by a beneficiary under the Offer shall not exceed, in accordance with the PEG rules and Article L.3332-10 of the French Labor Code, one-fourth of his/her 2015 gross annual remuneration.

In order to assess if this limit has been met, one must take into account (i) the amount of the personal contribution (excluding the employer's contribution) in the Classic, Secure and Multiple formulas as well as (ii) nine times the sum of the personal contribution and the employer's contribution in the Multiple formula.

- Overall ceiling

In accordance with the authorisations granted by the Combined General Meeting of April 23, 2015, the total amount of the Shares to be issued under the Offer pursuant to the fifteenth and sixteenth resolutions of the said Combined General Meeting of April 23, 2015, must be limited to 1.25% of the share capital (pursuant to the fifteenth resolution) and 0.5% of the share capital (pursuant to the sixteenth resolution) at the implementation date of the above resolutions. In addition, in some countries, pursuant to local legislation, the subscriptions may be subject to specific sub-ceilings.

If the total number of the Shares requested exceeds the number of shares offered according to the overall ceiling and/or sub-ceilings (if any), the rules for reducing the individual subscription amounts determined by the Board of Directors on April 23, 2015 shall apply.

Rights attached to the Shares

The contemplated share capital increase of Technip will be carried out without preferential subscription rights for the shareholders.

The newly issued Shares will be fully assimilated to the existing ordinary shares and bear dividend rights as of January 1, 2015. These shares will give a right to dividends distributed for the year ending December 31, 2015.

The voting rights attached to the Shares will be exercised by the supervisory board of the FCPEs in the case of Shares subscribed for and held via an FCPE, or in the case of a direct shareholding, directly by employees.

Precise details of the rights attached to the ordinary shares of Technip are set out in Technip's by-laws.

Lock-in period applicable to the Technip shares or to the FCPE units

The subscribers to the Offer shall, for a five-year period, either hold the Shares directly or hold the corresponding FCPE units, unless any of the following early release events should occur, provided for in Article R.3324-22 of the French Labor Code:

- marriage of the employee;
- the birth or the adoption of a third child and any subsequent child;
- divorce of the employee with the custody of at least one minor child;
- creation or the take-over of an enterprise by the employee, his/her spouse or child;
- acquisition or extension of the main home of the employee;
- termination of the employment contract;
- disability of the employee, his/her spouse or child;
- death of the employee or his/her spouse; and
- bankruptcy of the employee.

In countries other than France, some early release events may not apply under local legislation.

6. HEDGING TRANSACTIONS

The financial mechanisms underlying the "Multiple" and "Secure" formulas require hedging transactions to be carried out on the open market by the financial institutions structuring the

formulas. Such hedging transactions may be carried out by the financial institutions as from the publication of this press release and throughout the period of the Technip Capital 2015 Offer.

7. SPECIAL NOTE REGARDING THE INTERNATIONAL OFFER

This document does not constitute an offer to sell or a solicitation to purchase Technip shares. The Technip share capital increase reserved for employees will be conducted only in countries where such an Offer has been registered with the competent local authorities and in countries where all required filing procedures and/or notifications have been completed and the authorisations have been obtained. In particular, the Shares described herein have not been and will not be registered in application of the U.S. Securities Act of 1933 and may only be offered or sold in the United States in transactions that are exempt from the registration requirements of the U.S. Securities Act of 1933.

This document is not intended for countries in which such procedures would be required and would not have been carried out yet or the necessary authorisations would not have been obtained. Copies of this document will not therefore be distributed to these countries.

Shares being offered for sale in this Offer have not been recommended by any governmental securities commission or regulatory authority. Neither Technip S.A. nor any employer is giving investment advice with respect to this Offer. Investing is a personal decision that must be made by the employee, taking into account his/her financial resources, investment goals, personal tax situation, any other investment alternatives available and the fact that the value of a quoted share is fluctuant. In this regard, Employees are encouraged to consider the diversification of their investment portfolio to ensure that the risk that they assume is not unduly concentrated on any single investment.

Technip undertakes no obligation to publicly update or revise any of the forward-looking statements contained in this document, whether to reflect new information, future events or circumstances or otherwise.

8. "U.S. PERSON" ADVERTISEMENT

FCPE units cannot be offered or sold, either directly or indirectly, in the United States of America (including its territories and possessions) or to or for the benefit of a "U.S. Person", as defined in the U.S. Regulations and available on the web site of the management company: <http://www.amundi.com>.

Persons wishing to subscribe for FCPE units certify that they are not "U.S. Persons". Any unit holder must immediately inform the management company in the event that he becomes a "U.S. Person".

The management company may impose restrictions on (i) the holding of FCPE units by a "U.S. Person" and in particular compulsorily redeem or (ii) transfer any units held by a U.S. Person. This power would also extend to any person (a) who appears to be directly or indirectly in breach of the laws and regulations of any country or governmental authority, or (b) who could, in the view of the management company, cause damage to the FCPE that it would not otherwise have suffered.

EMPLOYEE CONTACT

The beneficiaries may address all questions regarding this Offer to the relevant contact person, whose name is indicated in the Local Practical Information Note included in the subscription materials that were provided to them.



Technip is a world leader in project management, engineering and construction for the energy industry.

From the deepest Subsea oil & gas developments to the largest and most complex Offshore and Onshore infrastructures, our 37,500 people are constantly offering the best solutions and most innovative technologies to meet the world's energy challenges.

Present in 48 countries, Technip has state-of-the-art industrial assets on all continents and operates a fleet of specialized vessels for pipeline installation and subsea construction.

Technip shares are listed on the Euronext Paris exchange, and its ADR is traded in the US on the OTCQX marketplace as an American Depositary Receipt (OTCQX: TKPPY).



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