

2016

NOTICE OF MEETING

SPECIAL GENERAL MEETING

Monday, December 5, 2016

Salle Wagram – 39-41, avenue de Wagram
75017 Paris

Technip

take it further.

WELCOME TO TECHNIP'S SPECIAL GENERAL MEETING



Dear Shareholder,

Since our announcement on May 19th the merger process between Technip and FMC Technologies is going well and we are now happy to present to you, for your vote, the proposed new company, TechnipFMC, which we believe will gather our talents by capitalizing on our technologies, common cultures and values.

In a difficult market environment this proposed merger illustrates a new approach to driving change in our industry, to create more long-term value for all our stakeholders.

This Special General Meeting is not only an opportunity for you to obtain further information and exchange views, but also to vote on the resolutions submitted for the meeting's approval. An equivalent general meeting will be held at the same time at FMC Technologies' headquarters in Houston for the same purpose.

I hope that you will participate in this important moment for the Group, either through personal attendance, by arranging to be represented, or by postal vote. Alternatively, you may authorize the chairman of the meeting or any nominated person to vote on your behalf.

I would like to thank you for your support and trust and look forward to seeing you on December 5th.

Thierry PILENKO
Chairman and CEO

HOW TO PARTICIPATE IN THE SPECIAL GENERAL MEETING

Each Technip shareholder holding double voting rights is entitled to participate in the Special General Meeting. You may either attend the Special General Meeting in person, give a proxy to the Chairman of the meeting, be represented, or vote by mail. Whichever option is used, you have to state your choice by completing the herewith voting form.

The right to participate in the Meeting is subject to the registration of Technip shares in an account at least two trading days prior the date of meeting. For the Technip Special General Meeting on December 5, 2016 the deadline is **December 1, 2016 at 00:00 a.m.** (Paris time – France). The share should be acquired on November 28, 2016 at the latest in order the right to vote during the Special General Meeting.



If you wish to attend the Meeting in person

YOU HOLD REGISTERED SHARES

Simply tick box A on the voting form to receive an admission card, sign and date the form and return it with the herewith

envelope. You will receive the admission card at the address noted on the voting form.



If you do not wish to attend the Meeting

YOU HOLD REGISTERED SHARES

Your voting form must be completed, dated, signed and returned with the herewith envelope.

In accordance with Article R. 225-79 of the French Commercial Code, you may also give notice that you have given or cancelled a proxy by e-mail, as follows:

- **For registered shareholders**, by sending an e-mail appended with an electronic signature, obtained by them from an authorized third-party certifier in accordance with appli-

cable laws and resolutions, to the following e-mail address: assemblee.generale.actionnaires@technip.com stating their surname, first name, address and their Société Générale identification number for registered shareholders (information available on the top left of their share account statement) or their financial intermediary's identifier for administered account shareholders as well as the surname and first name of the representative designated or revoked.

Only representative designation or revocation notifications, duly signed, completed and received on December 2, 2016 will be taken into account.

How to fill out the voting form



**You wish to attend
the meeting: tick box A**

A ATTENTION : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions situated on reverse side que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

B. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

ASSEMBLÉE SPECIALE
convoquée le 5 Décembre 2016 à 15 heures
À la salle Wagram
39-41, avenue de Wagram - 75017 PARIS

SPECIAL GENERAL MEETING
convened on December 5, 2016 at 3.00 p.m.
At "salle Wagram"
39-41, avenue de Wagram - 75017 PARIS

Technip
Société Anonyme au capital de 93 281 878,63 €
Siège Social : 89, avenue de la Grande Armée
75116 PARIS
589 803 261 RCS PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

2 DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

3 DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

	Oui / Yes	Non/No	Abst./Abstain	Oui / Yes	Non/No	Abst./Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	B	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>	<input type="checkbox"/>
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
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27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
28	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
29	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
30	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
31	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
32	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
33	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
34	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
35	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
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37	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
38	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
39	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
40	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
41	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
42	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
43	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
44	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
45	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO).

- Je donne procuration (cf. au verso revérifié (3)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (3)) M. Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank 2 Décembre 2016 / December 2nd, 2016
à la société / to the company 2 Décembre 2016 / December 2nd, 2016

Date & Signature

Whatever your choice do not forget to date and sign here



**You do not wish to attend
the meeting: tick box 1, 2 or 3 of your choice**

1

You wish to vote by post:
tick box 1 and follow
the instructions

2

**You wish to appoint the Chairman
of the meeting as your proxy:**
tick box 2

3

**You wish to appoint any other
person of your choice as your proxy:**
tick box 3 and fill in that person's
name and address.

Within the 3-day period preceding the Special General Meeting, should you have not received your admission card, or should you have any questions about its processing, please feel free to contact Société Générale, Technip's dedicated operators at 0 825 315 315 (from France: €0.15/min excluding VAT) or at +33(0)251855982 (international) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris time.

HOW TO PARTICIPATE IN THE SPECIAL GENERAL MEETING



If you want to ask a question

The Special General Meeting is a unique opportunity for Technip and its shareholders to communicate. You will be able to ask questions during the Q&A session prior to the vote of the resolutions.

In addition, you are invited to send written questions that pertain to the agenda no later than the fourth business day before the Special General Meeting (November 29, 2016) either by:

- registered letter to: Secrétariat du Conseil – Technip
89, avenue de la Grande Armée, 75116 Paris, France;
- e-mail to the following address:
assemblee.generale.actionnaires@technip.com.

Questions must be accompanied by a certificate of share ownership if you hold bearer shares.



If you want to get information

In the following pages, you will find information about the proposed cross-border merger together with a presentation of the resolutions to be put to vote. In addition, you may request a copy of the report of the board and information document which are available on our website at www.technip.com (section: Regulatory Filings). If you would like these documents sent to you, please complete the “**request for documents and information**” form on page 15.

Moreover, all documents that will be provided during the Special General Meeting are available for consultation either on www.technip.com (section: Investors/Annual Shareholders' Meeting) or, as of October 26, 2016, from Technip's registered offices at the following address:

Technip
89, avenue de la Grande Armée
75116 Paris – France

Notice to U.S. investors

In addition to this Notice of Meeting for the shareholder meeting of Technip in connection with the proposed transaction, Technip has prepared and filed with the Securities and Exchange Commission (the “SEC”) an information document (the “Information Document”); TechnipFMC has filed with the SEC a registration statement on Form S-4, which was declared effective by the SEC and includes the proxy statement of FMC Technologies that also constitutes a U.S. prospectus of TechnipFMC (the “Registration Statement”); and Technip has made, and will make, filings from time to time with the SEC. **U.S. INVESTORS ARE URGED TO CAREFULLY READ THE INFORMATION DOCUMENT, THE REGISTRATION STATEMENT AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT TECHNIP, TECHNIPFMC, THE PROPOSED TRANSACTION AND RELATED MATTERS.** Investors can obtain free copies of the Information Document, the Registration Statement and other documents filed with the SEC through the website maintained by the SEC at www.sec.gov. In addition, investors can obtain free copies of

documents filed with the SEC by Technip and of the Information Document and the Registration Statement on Technip's website at www.technip.com.

Certain financial information (including certain pro forma financial information of TechnipFMC) that is included in the Information Document has been prepared on the basis of, or in accordance with, International Financial Reporting Standards adopted by the European Union and, therefore, may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. U.S. investors should consult the Registration Statement for additional financial information.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the proposed transaction, or passed comment upon the adequacy or completeness of this Notice of Meeting, the Information Document or the Registration Statement. Any representation to the contrary is a criminal offence in the United States.

AGENDA

Within the competence of the Special General Meeting:

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

PRESENTATION

MERGER TECHNIP – FMC TECHNOLOGIES

Technip and FMC Technologies jointly announced on May 19th, 2016 that the companies will combine to create a global leader that will drive change by redefining the production and transformation of oil and gas.

The transaction brings together two market leaders and their talented employees, building on the proven success of their existing alliance and joint venture, Forsys Subsea, uniting innovative technologies, common cultures and values, thereby enabling rapid integration. The combined company will offer a new generation of comprehensive solutions in Subsea, Surface and Onshore/Offshore to reduce the cost of producing and transforming hydrocarbons. TechnipFMC's flexible commercial model will provide both integrated and discrete solutions to customers across the value chain.

STRATEGIC BENEFITS OF THE COMBINATION

- **Creates a leader in Subsea, Surface and Onshore/Offshore, driven by technology and innovation:** the new company will combine Technip's innovative systems and solutions, state of the art assets, engineering strengths and project management capabilities with FMC Technologies' leading technology, manufacturing and service capabilities. Together, TechnipFMC will engage with customers earlier in the development process to design, deliver and install more comprehensive solutions, redefining the production and transformation of hydrocarbons.
- **Builds a comprehensive and flexible offering across each market from concept to project delivery and beyond:** The combined company allows for a simplified, go-to-market strategy that spans from individual products or services to fully integrated solutions. With a single interface to ensure seamless execution, the combined company will significantly reduce the cost of development for customers for both new and existing fields.
- **Accelerates growth: broader portfolio of solutions will increase innovation, improve execution, reduce costs and enhance customer success:** The combined company will leverage both FMC Technologies' and Technip's competencies to accelerate technology innovation, integrate and improve project execution and reduce costs for customers. It will expand on competencies in digital life-of-field and data management services to reduce maintenance and enhance production.
- **TechnipFMC brings together two complementary market leaders and their talented employees, building on the proven success of their existing alliance, enabling a rapid integration:** The combined company expects its global reach, flexibility, advanced engineering capabilities, and distinctive technologies and competencies will position it as a global industry leader. Bringing together the two companies' common cultures, talented employees and customer portfolios is also expected to drive profitable growth and value creation.

FINANCIAL BENEFITS OF THE COMBINATION

- **All-stock transaction expected to deliver at least \$400 million in annual pretax cost synergies:** The combined company will quickly implement its new organizational plan following closing. The combined company expects to achieve pretax cost synergies of approximately \$200 million in 2018, and of at least \$400 million in 2019 and thereafter. These cost synergies are in addition to the cost saving to be delivered through the plans that the two companies have separately announced previously. The cost synergies are primarily related to supply chain efficiencies, real estate, infrastructure optimization and other corporate and organizational efficiencies. Therefore, **this transaction is expected to be significantly accretive to both companies' earnings per share.** In addition, revenue synergies are expected to be achieved from the integrated subsea project execution model.
- **Diversifies revenue mix and drives cash flow:** The combined company had a consolidated backlog of \$20 billion as of March 31, 2016, providing revenue visibility over the mid-term. This backlog will drive well-diversified cash flow, providing financial strength and flexibility for continued investment in strategic initiatives as well as research and development. All of these elements make both Technip and FMC Technologies confident in the combined company's ability to fund both an annual cash dividend and a share repurchase program.
- **One of the strongest balance sheets in the industry:** The all-stock transaction will create a company with a solid and sustainable capital structure by combining two of the strongest balance sheets in the industry. Bringing together two industry leaders will drive profitable growth and value creation, especially as market conditions improve.

TRANSACTION TERMS

Under the terms of the business combination agreement, FMC Technologies and Technip will be merged into a new entity. At closing, each share of Technip common stock will be converted into 2.0 ordinary shares of TechnipFMC and each common share of FMC Technologies will be exchanged for 1.0 ordinary share of TechnipFMC.

Upon closing, TechnipFMC shares will trade on the New York Stock Exchange and on the Paris Euronext Stock Exchange.

TECHNIP FMC

COMBINED 2015
 REVENUE:
\$20 billion

COMBINED BACKLOG:
\$20 billion
 on March 31, 2016



EXPECTED PRE-TAX
 COST SYNERGIES:
\$400 million
 (for full 2019 year)

ACTIVITIES: Subsea (Products, Projects, services), Surface and Onshore/Offshore

GOVERNANCE:

- Thierry Pilenko, Executive Chairman (currently Technip Chairman and CEO)
- Doug Pferdehirt, CEO (currently FMC Technologies President and CEO)

The Board of Directors will consist of seven members designated by Technip, including Thierry Pilenko and seven members designated by FMC Technologies, including Doug Pferdehirt.

OPERATIONAL HEADQUARTERS:

TechnipFMC will have its operational headquarters in Paris, France, (where the Executive Chairman will have his principal office), in Houston, Texas, USA (where the CEO will have his principal office) and in London, United Kingdom (where the Forsys Subsea JV is headquartered and the new corporation will be domiciled).

« Technip and FMC Technologies both have long track records of innovation and commitment to helping their clients meet the challenges of the oil and gas industry. A year ago, we were at the forefront of recognizing the importance of a broader view of our clients' challenges and seized the opportunity that working together in our alliance could bring. Today we want to take this strategy further and across the full footprint of the two companies. We have complementary skills, technologies and capabilities which our customers can access on an integrated basis or separately as they prefer. Together, TechnipFMC can add more value across Subsea, Surface and Onshore/Offshore, enabling us to accelerate our growth. I am confident that we can quickly demonstrate the power of TechnipFMC to our clients, our people and our shareholders. »

Thierry Pilenko,
 current Technip Chairman and Chief Executive Officer,
 future Executive Chairman of TechnipFMC

DRAFT RESOLUTIONS

First resolution

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

The purpose of the first resolution is to approve the contemplated cross-border merger by absorption and related cross-border merger terms dated October 4, 2016 (the “**Cross-Border Merger Terms**”) entered into between the Company and TechnipFMC Limited, an English company (“**TechnipFMC**”), pursuant to which it is agreed that, subject to the completion of the conditions precedent provided for in the Cross-Border Merger Terms and in the Business Combination Agreement dated June 14, 2016, entered into with FMC Technologies, Inc. (“**FMCTI**”), the Company will be merged into TechnipFMC Limited in accordance with the terms and conditions of the Cross-Border Merger Terms, within the framework defined by French and English regulations, and in particular by the European directive 2005/56 EC dated October 26, 2005 (the “**Cross-Border Merger**”).

The Cross-Border Merger is part of the combination with FMCTI contemplated in the Business Combination Agreement (the “**Combination**”), at the end of which all the Company’s and FMCTI’s businesses will be grouped under TechnipFMC or ultimately controlled by it.

The legal and economic aspects and the terms and conditions of the Cross-Border Merger are detailed in the reports of the Board of Directors to the Extraordinary and Special General Meetings to be held on December 5, 2016 and in particular the information document prepared for the purposes of the Cross-Border Merger, attached as Schedule 2. These documents are made available to the shareholders of the Company at the registered office and on its website (www.technip.fr).

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:

- the report of the Board of Directors prepared pursuant to Articles L. 236-27 and R. 236-16 of the French Commercial Code;
- 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;
- 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**”);
- 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**”);
- 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;

- the management reports relating to the fiscal years ended on December 31, 2015, December 31, 2014 and December 31, 2013 of the Company;
- 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;
- 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;
- 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
- 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, 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:
 - 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;
 - 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;
 - 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
 - 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 purpose of the second resolution is to approve the proposition to remove the double voting rights attached, at the definitive date of completion of the Cross-Border Merger, to the shares of the Company held continuously by the same shareholder for at least two years pursuant to article 12 of the bylaws of the Company, for the purposes and subject to the completion of the Cross-Border Merger. In fact, the Business Combination Agreement and the Cross-Border Merger Terms set up as condition precedent of the Cross-Border Merger the approval of the removal of the double voting rights of the Company. Moreover, the bylaws of the absorbing company TechnipFMC, which will be in force by the end of the Cross-Border Merger, do not contain any provision creating or maintaining double voting rights attached to the shares comprising the share capital.

On May 18, 2016, in connection with the Combination, the Company 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 shareholders of the Company, in favor of the transactions contemplated by the Business Combination Agreement (and therefore in favor of the Cross-Border Merger), subject notably to the Company Board of Directors’ favorable recommendation. Bpifrance Participations and IFPEN also agreed to vote, at any special meeting of the shareholders of the Company holding double voting rights, in favor of the removal of such double voting rights, subject to completion of the Cross-Border Merger.

The removal of these double voting rights would only be effective as of the completion date of the Cross-Border Merger.

There will be no amendment to the bylaws of the Company as a result of this resolution, the Company being dissolved as of right at the completion date of the Cross-Border Merger because of the Cross-Border Merger.

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 General 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 General Meeting in order to carry out any legal submission, publicity or any other formalities or have them carried out.



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REQUEST FOR DOCUMENTS AND INFORMATION

To be sent to:

Société Générale
SGSS/GIS
Service des Assemblées
CS 30812
32, rue du Champ de Tir
44308 Nantes Cedex 3
France



Special General Meeting

**Monday, December 5, 2016 at 3:00 p.m.
Salle Wagram**

Referred to in Article R. 225-88 of the French Commercial Code

I, the undersigned: _____

Surname and First names: _____

Address: _____

Postal Code: City: _____ Country: _____

Acting in my capacity as shareholder of **Technip**, acknowledge having already received the documents concerning the Special General Meeting of December 5, 2016 that has been convened, referred to in Article R. 225-88, namely, the agenda, the draft resolutions jointly with a presentation of resolutions, the summary report of the Company during the 2015 fiscal year jointly with the financial results of the last five years and ask said Company to send me, at no charge, by return the documents and information referred to in Article R. 225-88.^(*)

Signed at _____, on _____ 2016

Signature

^(*) In accordance with the provisions of Articles R.225.81 and R.225.88, any registered shareholder may, by a single request, obtain that the Company mail him/her the documents and information referred to in Articles R.225.81 and R.225.83 on the occasion of each of the Meetings to be held after the above mentioned Meetings (Article R.225.83 refers, in particular, depending on the nature of the meeting, to the information concerning the members of the Board of Directors, and, if applicable, to the candidates to the Board of Directors, the management report, the balance sheet, the income statements, the notes, the Auditors' special report and the Auditors' report that must be presented to the Extraordinary Shareholders' Meeting in cases provided by law).





SOCIÉTÉ ANONYME WITH A SHARE CAPITAL OF 93,281,878.63 EUROS
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589 803 261 RCS Paris • SIRET 589 803 261 00223

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