

NOTICE OF MEETING COMBINED GENERAL MEETING

Thursday, April 24, 2014 at 3:00 p.m.

at Auditorium Paris centre Marceau
12, avenue Marceau, 75008 Paris – France



Technip
take it further.

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Feel free to contact us if you require further information:

Technip

Group Legal Division

89, avenue de la Grande Armée, 75116 Paris, France
Téléphone : +33 (0)1 47 78 67 10 - Fax : +33 (0)1 47 78 20 90
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The Group publications are available on our website at www.technip.com
(Investors/Annual Shareholders' Meeting section)

WELCOME TO TECHNIP'S COMBINED GENERAL MEETING



“*This year, the Board of Directors has decided to propose a €1.85 per share dividend, a 10% increase.*”

Dear Valued Shareholder,

It is with great pleasure that I invite you to the Technip's Annual Shareholders' Meeting which will be held on Thursday, April 24, 2014, at 3:00 p.m. at the Paris Centre Marceau, France.

As in previous years, the General Shareholders' Meeting is an ideal opportunity to obtain information and exchange views, and for you to vote on the resolutions submitted for the Meeting's approval.

I hope that you will participate, either by attending personally, by arranging to be represented, or by voting by mail. Alternatively, you may authorize the Chairman of the Combined General Meeting or any other person to vote on your behalf.

You will find hereafter the agenda for the Meeting, a presentation of the resolutions submitted for your approval as well as Technip's 2013 activity report and the Group's outlook.

This year, the Board of Directors has decided to propose a €1.85 per share dividend which represents a 10% increase as compared to last year. If approved, the dividend will be paid on May 7, 2014.

I would like to thank you for your support and trust.

Thierry PILENKO
Chairman & Chief Executive Officer

HOW TO PARTICIPATE IN THE GENERAL MEETING



Each Technip shareholder is entitled to participate in the General Meeting. You may either attend the 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 parti-

cipate in the Meeting is subject to the registration of the shares at least three trading days prior to the date of the Meeting. For the Technip Combined General Shareholders' Meeting on April 24, 2014, the deadline is **April 17, 2014 at 0:00 a.m.** (Paris time - France).

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.

YOU HOLD BEARER SHARES

Please contact your financial intermediary who will obtain an admission card for you.

You will receive the admission card at home.

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.

YOU HOLD BEARER SHARES

Please contact your financial intermediary who will provide you with the voting form.

The completed voting form (surname, full name, address, number of shares, date and signature) should be mailed to your financial intermediary who will send the form and the certificate of participation to Société Générale.

Whether you hold registered or bearer shares, tick box B of the voting form.

You may choose one of the three options set out below (tick the box of your choice):

- Vote by mail (tick box 1);
- Appoint the Chairman of the meeting as your proxy (tick box 2);
- Appoint any other person of your choice as your proxy (tick box 3).

In accordance with Article R. 225-79 of the 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 on their own initiative and certified by an accredited intermediary within the legal and regulatory conditions in force, 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.

■ For **holders of bearer shares**, by sending an e-mail appended with an electronic signature, obtained on their own initiative and certified by an accredited intermediary within the legal and regulatory conditions in force, to the following e-mail address: assemblee.generale.actionnaires@technip.com stating their surname, full name, address and complete banking details, as well as the surname and first name of the representative designated or revoked. Subsequently they must ask the bank or broker that manages their share account to send written confirmation of this information either by fax at 33 (0)2 51 85 57 01 or by post to Société Générale, Service des Assemblées, BP 81236, 32, rue du Champ-de-Tir, 44312 Nantes Cedex 03, France.

Only representative designation or revocation notifications, duly signed, completed and received on April 22, 2014 will be taken into account.

How to fill out the voting form

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

You do not wish to attend the meeting:
tick **box** of your choice

A **TANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side
 Quelle 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**
 A. 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.
 B. 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.

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 Directoire 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.

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>								
10	11	12	13	14	15	16		
<input type="checkbox"/>								

2 **JE 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 **JE DONNE POUVOIR À** : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)

M. ou Mme, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le 24 avril 2014 à 15 heures
A l'Auditorium Paris Centre Marceau
12, avenue Marceau - 75008 PARIS

COMBINED GENERAL MEETING
convened on April 24, 2014 at 3.00 p.m.
At "Auditorium Paris Centre Marceau"
12, avenue Marceau - 75008 PARIS

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

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Nominatif / Registered VS / Single vote
Porteur - Bearer VD / Double vote

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables 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)

Whatever your choice do not forget to date and sign here

Date & Signature

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:

sur 1^{ère} convocation / on 1st notification

à la BANQUE / to the Bank

21 Avril 2014 / April 21st, 2014

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

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

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 General Meeting, should you have not received your admission card, or should you have any question about its processing, please feel free to contact Société Générale, Technip's dedicated operators at **0 825 315 315** (from France: €0.125/min excluding VAT) or at +33 (0)2 51 85 59 82 (international) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris time.

If you want to ask a question

The 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 four business days before the General Meeting (April 17, 2014) 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 activity and results of the Group together with a presentation of the resolutions to be put to vote. In addition, you may request a copy of the 2013 Activity and Sustainable Development Report and the 2013 Reference Document filed with the AMF (French financial Market Authority) and containing all of the information from the Management Report of the Board of Directors and available on our website at www.technip.com. If you would like these documents sent to you, please complete the “**request for documents and information**” form on page 29.

Moreover, all of the documents that will be provided during the General Meeting are available for consultation either on www.technip.com or, as of April 9, 2014, from Technip’s registered offices at the following address:

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

How to get to the Auditorium Paris Centre Marceau

Auditorium Paris Centre Marceau
12, avenue Marceau, 75008 Paris, France

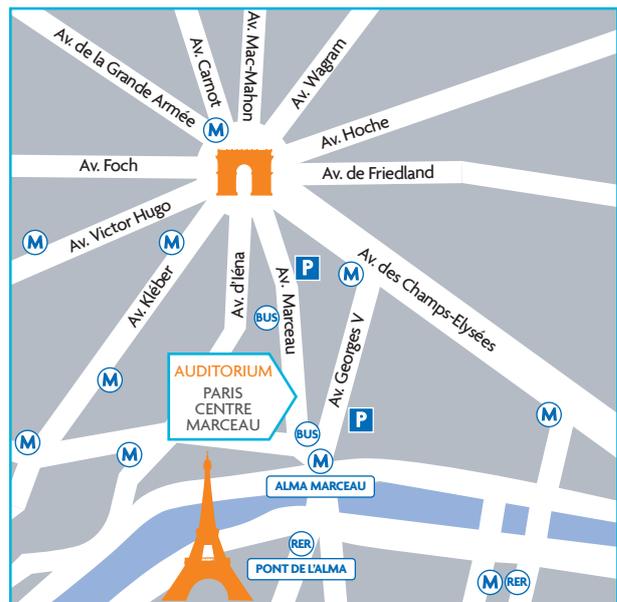
By RER:
Line C, Pont de l’Alma

By metro:
Line 9, Alma-Marceau

By bus:
Lines 42, 63, 72, 80, 92

By car:

- On the Paris ring road, Porte Maillot or Porte Dauphine exit.
- Underground car park: Alma-Georges V (5 minutes walking, at 300 meters – 384 parking spaces in front of 19, avenue George-V); parking Étoile Marceau (10 minutes walking, at 610 meters – 503 parking spaces in front of 82, avenue Marceau).



AGENDA

Within the authority of the Ordinary Shareholders' Meeting

1. Approval of the statutory financial statements for the fiscal year ended December 31, 2013
2. Allocation of earnings for the fiscal year ended December 31, 2013, setting the dividend amount and the dividend payment date
3. Approval of the consolidated financial statements for the fiscal year ended December 31, 2013
4. Special report of the Statutory Auditors on the regulated agreements
5. Non-binding opinion on the compensation components for the fiscal year 2013 falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer
6. Authorization granted to the Board of Directors for the repurchase of Company shares

Within the authority of the Extraordinary Shareholders' Meeting

7. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, with maintenance of the preferential subscription rights of shareholder
8. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, without the preferential subscription rights of shareholders (with the option to provide a priority period) and by way of a public offering
9. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, without the preferential subscription rights of shareholders and by way of a private placement
10. Authorization granted to the Board of Directors to allocate performance shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group
11. Authorization granted to the Board of Directors to allocate performance shares to the Chairman of the Board of Directors and/or Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives
12. Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group, acting automatically waiver by the shareholders of their preferential subscription rights
13. Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to the Chairman of the Board of Directors and/or Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives, acting automatically waiver by the shareholders of their preferential subscription rights
14. Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a company savings plan, without the preferential subscription rights for shareholders
15. Authorization granted to the Board of Directors to increase the share capital without the preferential subscription right of shareholders, the issued securities being reserved for categories of beneficiaries as part of the implementation of an employee share program

Resolution within the authority of the Combined Shareholders' Meeting

16. Powers for formalities

BOARD OF DIRECTORS

	Name Main position Professional address Age – Nationality	Position within the Board of Directors	Term
	Thierry Pilenko Technip's Chairman and Chief Executive Officer 89, avenue de la Grande Armée – 75116 Paris 56 – French	Technip's Chairman and Chief Executive Officer	Date of first appointment: April 27, 2007. Date of last appointment: April 28, 2011. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2014.
	Gérard Hauser 89, avenue de la Grande Armée – 75116 Paris 72 – French	Senior Independent Director	Date of first appointment: April 30, 2009. Date of last appointment: April 25, 2013. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2016.
	Olivier Appert Chairman of IFP Énergies nouvelles Institut Français du Pétrole 1 et 4, avenue de Bois-Préau – 92852 Rueil-Malmaison Cedex 64 – French	Director	Date of first appointment: May 21, 2003. Date of last appointment: April 28, 2011. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2014.
	Pascal Colombani Senior Advisor AT Kearney 23, rue de l'université – 75007 Paris 68 – French	Independent Director	Date of first appointment: April 27, 2007. Date of last appointment: April 28, 2011. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2014.
	Leticia Costa Partner in Prada Assessoria Av. Brigadeiro Faria Lima, 1744, 1 andar 01451-021 – São Paulo – SP – Brazil 53 – Brazilian	Independent Director	Date of first appointment: April 28, 2011. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2014.
	Marie-Ange Debon Senior Executive Vice-President of Suez Environnement in charge of the International Division Tour CB21 – 16, place de l'Iris – 92040 Paris La Défense Cedex 48 – French	Director	Date of first appointment: July 20, 2010. Date of last appointment: April 25, 2013. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2016.
	C. Maury Devine Corporate Director 1219 35th Street NW Washington – DC 20007 – USA 63 – American	Independent Director	Date of first appointment: April 28, 2011. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2014.
	Manisha Girotra Chairman and Chief Executive Officer of Moelis & Company Suite 3103 – Hotel Four Seasons Dr E. Moses Road, Worli – Mumbai 400018 – India 44 – Indian	Independent Director	Date of first appointment: April 25, 2013. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2016.
	Alexandra Bech Gjørv Partner in Advokatfirmaet Hjort Da Akersgaten 51 – N-0150 – Oslo – Norway 48 – Norwegian	Independent Director	Date of first appointment: October 23, 2012. Date of last appointment: April 25, 2013. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2016.
	John O'Leary Chief Executive Officer of Strand Energy Strand Energy – PO Box 28717 – Dubai Industrial Park – Dubai – United Arab Emirates 58 – Irish	Independent Director	Date of first appointment: April 27, 2007. Date of last appointment: April 28, 2011. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2014.
	Joseph Rinaldi Partner in Davis Polk & Wardwell Davis Polk & Wardwell – 450 Lexington Avenue – New York NY 10017 – USA 56 – Australian and Italian	Independent Director	Date of first appointment: April 30, 2009. Date of last appointment: April 25, 2013. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2016.
	Pierre-Jean Sivignon Chief Financial Officer of Carrefour Group 50, avenue Émile Zola 92649 Boulogne-Billancourt 57 – French	Independent Director	Date of first appointment: April 25, 2013. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2016.

PRESENTATION OF RESOLUTIONS



Presentation of resolutions within the authority of the Ordinary Shareholders' Meeting

FIRST, SECOND AND THIRD RESOLUTIONS

Approval of the statutory financial statements and allocation of earnings

The purpose of the **first resolution** is to approve Technip SA's statutory financial statements for the 2013 fiscal year.

The purpose of the **second resolution** is to determine the allocation of Technip SA's earnings and set the dividend for the 2013 fiscal year at €1.85 per share and the payment date on May 7, 2014. The following dates shall apply for the payment of dividends:

- Ex-Date: May 2, 2014 (morning); and
- Record Date: May 6, 2014, after close of market.

Pursuant to Article 243bis of the French General Tax Code, the distributed dividend is eligible for the 40% deduction in favor of natural persons who have their fiscal domicile in France, as provided for in Article 158-3 of the French General Tax Code.

The purpose of the **third resolution** is to approve the Technip Group's consolidated financial statements for the 2013 fiscal year.

FOURTH RESOLUTION

Special report of the Statutory Auditors

The **fourth resolution** approves the special report of the Statutory Auditors reporting the absence of any new regulated agreements entered into in 2013.

FIFTH RESOLUTION

Non-binding opinion on the compensation for the fiscal year 2013 falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer

The purpose of the **fifth resolution** pursuant to the new governance regulations applicable in France, is to give an opinion on the compensation package due or granted in respect of the 2013 financial year to Thierry Pilenko.

The components presented herebelow are detailed in accordance with the recommendations of the AFEP-MEDEF Guide.

Compensation elements due or granted in respect of the 2013 financial year	Amounts or valuation	Remarks
Fixed compensation	€900,000	Unchanged fixed compensation since May 2011.
Variable compensation	Amount paid €858,330 To be paid The rate of achievement of objectives for 2013 is given herebelow. <i>(Table 1)</i>	Board of Directors February 17, 2014. The variable portion of compensation is based on the fixed compensation for the previous year. For 2013, the target variable portion is equal to 100% of the annual base compensation. 70% of the target variable portion is linked to the financial performance of the Group and 30% is linked to the achievement of individual objectives. These objectives are directly linked to Technip's strategy and cannot be disclosed for confidentiality reasons.
Deferred variable compensation	Cash Plan 20% of 2013 annual base salary, €180,000	Performance conditions. <i>(Table 2)</i>
Multi-year variable compensation	N/A	Thierry Pilenko does not qualify for any multi-year variable compensation.
Special bonus	N/A	Thierry Pilenko does not qualify for any special bonus.
Allocation of: Stock options Performance-based shares	50,000 share subscription options Valuation : €678,248 30,000 performance shares Valuation: €1,588,657	<ul style="list-style-type: none"> ■ Board of Directors June 17, 2013 ■ 0.07% of the share capital ■ Performance conditions. <i>(Table 2)</i>
Directors' fees	N/A	The Chairman and Chief Executive Officer does not receive any Directors' fees.
Valuation of the advantages in kind	€7,011	Car.

Elements of compensation due or granted in respect of the 2013 financial year submitted to the vote of the Shareholders' Meeting on the regulated agreements and commitments	Amount submitted to the vote	Remarks
Compensation for termination of service	N/A	Thierry Pilenko does not qualify for any compensation for termination of service.
Non-compete compensation	Two years of gross annual compensation paid (Gross fixed compensation plus variable compensation). The basis of calculation is the best gross annual compensation paid during the last three years.	Non-compete compensation reviewed in 2011 for the renewal of Thierry Pilenko's term.
Supplementary pension scheme	<ul style="list-style-type: none"> ■ Article 39 ■ €23,700 ■ 8% of the Tranche 3 of the gross fixed compensation 	Decision of the Board meeting held on January 4, 2007.

It should be understood that according to the applicable regulations the shareholders are invited to vote on the compensation package related to the previous fiscal year (2013) i.e. on compensation items of which most have been already paid.

As an additional explanation to the above figures, it is reminded that the structure of Mr. Pilenko's compensation package is based upon:

- a fixed salary, unchanged in 2013 at a level (€900,000) below the 1 million average of fixed salary for the CAC 40 Chief Executive Officers;

- a dynamic variable pay directly linked to the evolution of the financial performance of the Group as a matter of fact, the global current compensation package of Mr. Pilenko "kept in line with the flourishing results of the Group" (Proxinvest). In the same way, the slowdown in 2013 of the profit growth of the Group results induces a corresponding slowdown of such compensation, as reflected in on the above table.

Table 1

Based on the actual rate of achievement of objectives set for 2013 the variable compensation of Thierry Pilenko as mentioned in the above table has been calculated as follows:

Weight	Nature	Scale	Effective realization	Weighted realization	Actual amounts
70%	Financial objectives (OIFRA, gross margin on order intake)	0 to 200%	100-110%	71.4%	€642,600
30%	Individual objectives	0 to 100%	80%	24%	€215,730
100%				95.4%	€858,330

Table 2:

Performance conditions

Stock Options	Performance Shares	Cash Plan
Total Shareholder Return (TSR)	Group Safety performance: Total Recordable Case Frequency (TRCF)	Group Safety performance: Total Recordable Case Frequency (TRCF)
Group OIFRA	Group OIFRA	Group OIFRA
Group Return of Capital Employed (ROCE)	Group Net Cash from Operational Activities	Order Intake

SIXTH RESOLUTION

Repurchase of Company Shares

The **sixth resolution** is part of the policy aimed at avoiding dilutive measures while implementing the means to motivate and promote loyalty among the teams by having a reserve of treasury shares available for serving performance shares and stock purchase options plans.

Therefore, the purpose of this resolution is to renew the authorization to purchase shares of the Company granted to the Board of Directors by the Shareholders' Meeting of April 25, 2013, which is due to expire on October 25, 2014.

The purchase of shares may be carried out at any time, except during tender offers for the Company's shares, in accordance with applicable regulations.

The proposed authorization is for an 18-month period, at a maximum purchase price of €95 and up to a limit of 8% of the total number of shares comprising the share capital (under the legal limit of 10%).

As of December 31, 2013, the Company's share capital was divided into 113,680,256 shares. On this basis, the maximum number of shares that in theory the Company could repurchase amounts to 7,319,669 shares (taking into account 1,774,751 treasury shares which are to be charged to the 8% referred limit).

Presentation of resolutions within the authority of the Extraordinary Shareholders' Meeting

SEVENTH, EIGHTH AND NINTH RESOLUTIONS

Share capital increase with and without preferential subscription rights

A. Description of these three resolutions

1. The purpose of the **seventh, eighth and ninth resolutions** is to renew, for a period of 26 months, the authorizations that were granted to the Board of Directors by the Shareholders' Meeting of April 26, 2012, for the same duration, *i.e.*, with a validity expiring on June 26, 2014.
2. The three authorizations are unchanged compared to the previous ones to be renewed and relate to the issuance of shares and securities giving access to the share capital, not to exceed a maximum nominal amount of:
 - €42 million for share capital increases with preferential subscription rights, *i.e.*, an authorization limited to 48.45% of the Company's share capital as of December 31, 2013 (seventh resolution);
 - €8 million for share capital increases without preferential subscription rights, through a public offering, *i.e.*, an authorization limited to 9.22% of the Company's share capital as of December 31, 2013 (eighth resolution); and
 - €8 million for share capital increases without preferential subscription rights, through a private placement, *i.e.*, an authorization limited to 9.22% of the Company's share capital as of December 31, 2013 (ninth resolution),

it being understood that the aggregate amount of capital increases made pursuant to the eighth, ninth and tenth resolu-

tions may not exceed a maximum amount of €42 million and that the aggregate of the capital increases made pursuant to the eighth and ninth resolutions may not exceed a maximum amount of €8 million.

3. These three authorizations also relate to the issuance of securities representing debt securities or securities giving access to the share capital or to the Company's debt securities. It is also proposed to renew these authorizations without any change, as follows:
 - within a maximum amount of €2.5 billion for each of the eighth, ninth and tenth resolutions; and
 - it being understood that the total of the issuances made pursuant to these resolutions may not exceed the maximum amount of €2.5 billion.
4. These three authorizations are provided without an over-allotment option, which would permit an increase of the number of shares to be issued during the subscription period. Moreover and in order again to reduce to a minimum the authorizations requested from the shareholders, it has not been proposed that any other forms of capital increase be made including:
 - incorporation of reserves;
 - compensation of contributions in kind;
 - delegation to the Board of Directors (10% per year or accelerated book building); and
 - "Breton Warrants".
5. These three authorizations are granted for a period of 26 months, *i.e.*, until June 24, 2016, and cancel the corresponding authorizations granted by the Shareholders' Meeting of April 26, 2012.

B. Specific comments on the 8th and 9th resolutions

In addition, regarding the authorizations to the Board of Directors to increase the share capital without preferential subscription rights, it is noted that:

1. Two distinct resolutions are submitted to the shareholders in order to comply with the recommendation of the *Autorité des marchés financiers* (AMF) of July 6, 2009, not to request a common vote on transactions which are addressed to different types of beneficiaries (either public offering or private placement).
2. Pursuant to Article R. 225-119 of the French Commercial Code, the issuance price of ordinary shares that may be issued pursuant to these resolutions must be at least equal to the weighted average of Technip's share price over the three trading days preceding the determination of the issuance price, which the Board of Directors may reduce by a maximum discount of 5%.
3. Regarding the conditions of placement of new shares or any other new securities giving access to the share capital, it is intended to proceed whether by way of a public offering (ninth resolution) or by way of a private placement (non public offering within the meaning of Article L. 411-2 of the French Monetary and Financial Code, as amended by the ordinance dated January 22, 2009), in particular to qualified institutional investors (tenth resolution).

TENTH, ELEVENTH, TWELFTH AND THIRTEENTH RESOLUTIONS

Grant of share subscription or purchase options and performance shares

A. Main characteristics of the "Technip Incentives and Reward Plan" (TIRP 2014)

In furtherance of the Technip Long Term compensation policy named TIRP and set up in 2011, the following proposals for 2014 are governed by the principles implemented in the resolutions submitted to the Shareholders these last two years.

As a matter of fact, the total of the new authorizations proposed this year (0.8%) is significantly lower than the corresponding level of plans maturing in 2014 (1.65%). This leads to a substantial reduction of the "burn rate" from 1.2% in 2013 to 0.8% in 2014 and contribute again to the decrease of the equity based compensation scheme in aggregate.

In addition to the above quantitative features, qualitative improvements are introduced in order to satisfy the most recent requests of shareholders received during our road shows with them.

B. Amendments to TIRP 2014 compared to TIRP 2013

The following provisions are added to the options and shares plans:

1. The split of the 0.8% of capital representing the proposed total of the new authorizations for 2014 is slightly modified with 0.5% for stock-options and 0.3% for performance shares.
2. The number of beneficiaries is expected to be reduced by 20% maximum.

C. General structure of TIRP 2014

Apart from the above described characteristics and amendments, TIRP 2014 is in line with the structure of plans proposed and adopted these last two years whether in terms of performance metrics or provisions included in the resolutions and/or rules of the plans themselves.

1. DIVERSIFIED PERFORMANCE METRICS

With a view to aligning the targets with shareholders' interests (profitable growth and value creation), the scheme include several metrics:

- Sustainable Development (Health Safety & Environment or HSE);
- Operating Income from Recurring Activities (OIFRA);
- Net Cash Generated from Operational Activities; and
- Shareholder return: TSR (Total Shareholder Return) and ROCE (Return On Capital Employed).

Each metric is defined as follows:

- the **HSE metric** corresponds to the Total Recordable Case Frequency (TRCF) where $TRCF = \text{Number of recordable accidents} / 200,000 \text{ working hours}$;
- the **OIFRA metric** is the operating income from recurring activities, as reported in Technip's Annual Report;
- the **Net Cash Generated from Operational Activities metric** is the net cash generated from operating activities, as reported in Technip's Annual Report;
- the **TSR metric** is calculated as the rate of return of a share over a year, taking into account the payment of a dividend during the period. The dividend is assumed to be reinvested immediately into the share itself (definition used by Bloomberg);
- the **ROCE metric** (Return on Capital Employed):
 $ROCE = \text{Net Operating Income} / \text{employed capital}$
 where Employed Capital = Non-current assets (excluding Available-for-Sale Financial Assets) + Working Capital needs + Other non-current liabilities.

These five metrics as described in the following table are combined and adjusted to the respective population corresponding to stock option plans or performance share plans.

Table of metrics

Stock Options Plans	Performance Shares Plans
All metrics are calculated over three years	
1. Total Shareholder Return (TSR): in % Technip yearly average TSR vs. the sample yearly average TSR	1. Total Recordable Case Frequency (TRCF): in % Technip yearly average TRCF vs. the Technip recorded TRCF on a previous period
2. Operating Income From Recurring Activities (OIFRA): in % Actual OIFRA in aggregate vs. an OIFRA target defined in absolute value (*)	2. Operating Income From Recurring Activities (OIFRA): in % Actual OIFRA in aggregate vs. an OIFRA target in absolute value (*)
3. Return On Capital Employed: in % Yearly average of Technip ROCE vs. a ROCE target (*)	3. Net Cash From Operational Activities: in % Actual Net Cash in aggregate vs. a Net Cash target in absolute value (*)

(*) The target values for the OIFRA, Net Cash Generated from Operational Activities and ROCE are confidential data likely to have an influence on the share price which prohibits any ex ante disclosure even to the Beneficiaries. Conversely the calculation of the Reference Performance ex post shall be fully disclosed based on actual reported figures.

The exercise of the options and/or grant of performance shares shall be conditional upon the Reference Performance obtained by the metrics described in the above table.

The Reference Performance shall be computed as:

- the arithmetical average of the percentages of the three metrics for the stock options;
- the arithmetical average of the two best percentages obtained out of the three metrics for the Performance Shares.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is under 75%, the At Risk Portion of the Plan will be lost;
- if the Reference Performance is at least equal to 75%, the percentage of the options that will be exercisable in the At Risk Portion of the Plan will be defined on a straight line basis against the Reference Performance:
 - from 0 to 100% for the Senior Managers At Risk Portion,
 - from 0 to 50% for the Other Beneficiaries At Risk Portion.

2. PROVISIONS INCLUDED IN THE RESOLUTIONS

As for previous years, the proposed resolutions comply with the following principles:

- no discount on the purchase price (options);
- no amendment of the initial terms;
- loss of options in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*);
- grants to the Chairman and Chief Executive Officer are decided by the Board of Directors (majority of independent directors) upon a proposal by the Nominations and Remunerations Committee (comprised only of independent directors);
- grants to members of the Executive Committee are decided by the Board of Directors pursuant to recommendations on the plan formulated by the Nominations and Remunerations Committee;
- resolutions for the Chairman and Chief Executive Officer (*mandataire social*), the Executive Committee members and certain Group Corporate Executives that are distinct from that of other beneficiaries; and

- rigorous performance conditions detailed in each resolution for stock options as well as for performance shares.

3. PROVISIONS INCLUDED IN THE SPECIFIC PLANS

It is intended to apply the following conditions:

- the list of competitors to be retained for the comparison of the TSR should include Subsea 7, Amec, Petrofac, Tecnicas Reunidas, Saipem, KBR, SBM Offshore, Aker Solutions, JGC, Oceaneering and McDermott;
- a financial institution to be entrusted with the mission of acting as an independent expert to carry out calculations, comparisons and determinations of beneficiaries' rights based on the recorded results.

D. Specific data addressing ISS governance policy criteria

The purpose of the following paragraphs is to account for the ISS French Equity based compensation Policy.

Technip's proposals to the next General Meeting fully comply with the three main evolutions of said ISS revised policy.

a. EMPHASIS ON PERFORMANCE CRITERIA

ISS stresses that all awards "to executives shall be conditional upon challenging performance criteria". As mentioned above, with respect to Technip, allocations not only to the Chairman & CEO and members of the Executive Committee but also to certain Group Corporate Executives, are 100% conditional upon performance criteria.

As globally restructured, the performance criteria are now more diversified (rather financial for options, rather operational for performance shares consistent with the respective populations of beneficiaries) while maintaining a high degree of pertinence and challenge (expressed as actual figures of budget targets from the Group 3-Year Plan). The obvious confidentiality of such data prohibit any disclosure beforehand but will be fully published ex-post, as done historically for TSR, OIFRA, ROCE, Net Cash, TRCF.

b. MAXIMUM VOLUME FROM EQUITY-BASE COMPENSATION PLAN

ISS states now that such potential volume “must not exceed 10% of fully diluted issued share capital”, including current or newly proposed authorizations.

Regarding Technip, this condition is easily met as the corresponding figure is 5.28%, along with ISS rules (irrespective of discount for underwater options or at risk allocations).

c. BURN RATE GUIDELINE

ISS considers now “the company’s average three-year unadjusted burn rate which must not exceed the mean plus one standard deviation of its sector”. The burn rate cap of the Energy Sector applicable to Technip is 1.40%. Technip here again meets the requirement as the corresponding burn rate for Technip over the period 2011-2012-2013 is equal to 0.8% ($0.8+0.8+0.8 = 2.4/3$).

FOURTEENTH AND FIFTEENTH RESOLUTIONS

Share capital increase reserved for employees

The purpose of the **fourteenth and fifteenth resolutions** is to submit to the vote of the General Meeting the approval of a share capital increase reserved for employees, so renewing the similar operation successfully executed in 2012.

The **fourteenth resolution** describes the main characteristics of the proposed increase of capital:

- the maximum amount of the capital increase is 1% of the share capital as of the date of the Shareholders’ Meeting;
- the subscription price for the shares is equal to 80% of the average share price of the last 20 trading days;
- the implementation of the authorization is subject to a waiver by the shareholders of their preferential subscription rights in favor of the employees adhering to a company savings plan;
- the nominal amount of the share capital increases carried out pursuant to this resolution will be applied against the maximum nominal amount of €42 million set forth in the eighth resolution.

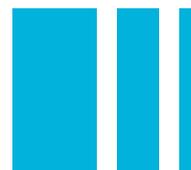
The fourteenth resolution so satisfy the legal obligation to present such a resolution to the vote of the General Meeting, as the Shareholder’s Meeting is also convened to examine other authorizations to increase the Company’s share capital (Article 225-129-6 of the French Commercial Code).

The purpose of the **fifteenth resolution**, in conjunction with the preceding resolution, is to allow the implementation in certain countries (in particular in the USA) of the referred share capital increase reserved for employees.

The specific measure is to propose an alternate scheme to the standard employee shareholding scheme applicable in France.

The maximum nominal value of such increase of capital *i.e.* 0.5% of capital will be applied against the maximum nominal amount of €42 million set forth in the eighth resolution.

DRAFT RESOLUTIONS



Within the authority of the Ordinary Shareholders' Meeting

FIRST RESOLUTION

Approval of the statutory financial statements for the fiscal year ended December 31, 2013

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the activity and condition of the Company over the 2013 fiscal year and the report of the Statutory Auditors on the performance of their mission over the course of the 2013 fiscal year hereby approves the statutory financial statements for the fiscal year ended December 31, 2013, as presented, showing profits of €200,254,539.26. The Shareholders' Meeting also approves the transactions evidenced in these statements or summarized in these reports.

SECOND RESOLUTION

Allocation of earnings for the fiscal year ended December 31, 2013, setting the dividend amount and the dividend payment date

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, acknowledges that the profits for the fiscal year ended

December 31, 2013, amount to €200,254,539.26, that there shall be no allocation to the legal reserve, which has already reached one-tenth of the share capital and that distributable profits amount to €817,632,421.19, taking into account the available retained earnings of €617,377,881.93.

The Shareholders' Meeting therefore decides to allocate as a dividend an amount of €1.85 per share, representing a total amount of €210,308,473.60, with the remaining amount allocated to retained earnings, it being understood that in the case of a variation in the number of shares eligible for a dividend with respect to 113,680,256 shares comprising the share capital as of December 31, 2013, the total amount of dividends would be adjusted as a consequence and the amount allocated to retained earnings would be determined on the basis of the dividends actually paid.

Treasury shares on the date of payment of the dividend shall be excluded from the benefit of this distribution, and the corresponding amounts shall be allocated to retained earnings.

The dividend will be paid on May 7, 2014, in cash. The amount of the dividends that will be paid corresponds in full to distributions eligible for the 40% abatement referred to in paragraph 2 of section 3 of Article 158 of the French General Tax Code.

The Shareholders' Meeting recalls that the amount of distributed dividends and the distributions eligible for the 40% abatement were as follows for the last three fiscal years:

Year	Dividend per share	Amount of the distribution eligible for the 40% tax credit
2010	€1.45	€1.45
2011	€1.58	€1.58
2012	€1.68	€1.68

THIRD RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2013

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the activity and condition of the Group over the 2013 fiscal year, and the report of the Statutory Auditors on the consolidated financial statements, hereby approves the consolidated financial statements for the fiscal year ended December 31, 2013, as presented, as well as the transactions evidenced in these statements or summarized in these reports.

FOURTH RESOLUTION

Special report of the Statutory Auditors on the regulated agreements

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby approves this report stating that no new agreement and commitments were entered into in 2013.

FIFTH RESOLUTION

Non-binding opinion on the compensation components for the fiscal year 2013 falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer

The Shareholders' Meeting, consulted pursuant to the recommendation of paragraph 24.3 of the June 2013 AFEF-MEDEF Governance Code which constitutes the Company's reference code pursuant to the provisions of article 225-37 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, expresses a favorable opinion on the compensation components for the fiscal year, falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer, such components being presented in the Reference Document for 2013, chapter 15, paragraph 15.1.1 "Tables regarding compensation of Executive Directors".

SIXTH RESOLUTION

Authorization granted to the Board of Directors for the repurchase of Company shares

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors, authorizes the Board of Directors to purchase shares of the Company, in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, on one or more occasions, for the following primary purposes:

- to honor commitments related to stock-option plans or other share grants to employees or directors or officers (*mandataires sociaux*) of the Company or its affiliates;
- to use shares in payment or in exchange in connection with external growth transactions;
- to promote share trading, in order, in particular, to ensure liquidity with an investment services provider pursuant to a liquidity contract in compliance with the ethics charter approved by the French Financial Market Authority (*Autorité des marchés financiers*);
- to cancel such shares;
- to deliver shares upon the exercise of rights attached to securities giving access to the share capital;
- to implement any such market practice which would become recognized from time to time by law or by the French Financial Market Authority (*Autorité des marchés financiers*).

The purchase, holding, sale or transfer of the purchased shares may be carried out, depending on the case, on one or more occasions, in any manner on the market (regulated or not), through

multilateral trade facilities ("MTFs"), via systematic internalizers or through negotiated transactions, in particular, through the acquisition or sale of blocks, or by using financial derivatives and warrants, in compliance with applicable regulations. The portion of the repurchase program that may be carried out by negotiation of blocks may be as large as the entire program.

The Shareholders' Meeting sets the maximum purchase price at €95 (before charges) per share and decides that the maximum number of shares that may be acquired may not exceed 8% of the shares comprising the share capital as of the date of this Shareholders' Meeting.

In the event of a share capital increase by incorporation of premiums, reserves and benefits, resulting in either an increase in the nominal value, or in a free grant of shares, and in the event of a split or reverse split of shares or any other transaction affecting the share capital, the Board of Directors may adjust the aforementioned purchase price to take into account the effect of those transactions on the value of the shares.

Full powers are granted to the Board of Directors, with power of delegation to the Chief Executive Officer or, with his consent, to one or more executive vice presidents (*Directeurs Généraux Délégués*), to place, at any time, except during the period of a public offering on the Company's securities, any orders on a securities exchange or through negotiated transactions, to allocate or re-allocate repurchased shares for the various purposes pursued in accordance with applicable law and regulations, to enter into any agreements, in particular for the keeping of purchase and sale registers, to draft any documents, to carry out any formalities, to make any declarations and communications to any agencies, particularly to the French Financial Market Authority (*Autorité des marchés financiers*), concerning the transactions carried out pursuant to this resolution, to set the terms and conditions to preserve, as necessary, any rights of holders of securities giving access to the Company's share capital and any rights of beneficiaries of options in accordance with applicable regulations and, generally, to take any necessary action. The Shareholders' Meeting also grants full powers to the Board of Directors, if applicable laws or the French Financial Market Authority (*Autorité des marchés financiers*) were to extend or supplement the purposes authorized for share repurchase programs, to inform the public according to applicable regulations of potential amendments to the repurchase program pertaining to the amended purposes.

This authorization invalidates any previous authorization for the same purpose and, in particular, the thirteenth resolution of the Ordinary Shareholders' Meeting of April 25, 2013. It is granted for a period of 18 months from the date of this Shareholders' Meeting.

In its report to the Annual Shareholders' Meeting, the Board of Directors shall provide the shareholders with information relating to the purchases and sales of shares carried out pursuant to this resolution.

Within the authority of the Extraordinary Shareholders' Meeting

SEVENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to debt securities, with maintenance of the preferential subscription rights of shareholders

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-129 to L. 225-129-6, L. 228-91 to L. 228-93 of the French Commercial Code:

1. Authorizes the Board of Directors to issue, on one or more occasions, at such time or times and in the amounts that it shall decide, in France or abroad, with maintenance of the preferential subscription rights of shareholders, shares as well as any other securities giving rights to the Company's share capital, such shares to have the same rights as existing shares, subject to dividend entitlement dates; it being specified that the Board of Directors may delegate to the Chief Executive Officer or, with the Chief Executive Officer's agreement, to one or more Executive Vice Presidents (*Directeurs Généraux Délégués*), in accordance with applicable law, all powers necessary to decide the share capital increase.
2. Decides to expressly exclude any issuance of preference shares or securities giving rights to preference shares.
3. Decides that the nominal amount of the share capital increases that may be carried out either immediately and/or in the future pursuant to this resolution may not exceed a total nominal amount of €42 million, it being specified that this total nominal amount does not take into account any adjustments that may be carried out pursuant to applicable law or regulations and, as applicable, any contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital.
4. Also authorizes the Board of Directors to issue securities giving rights to debt securities.
5. Decides that the total amount of securities representing debt securities which give access to the share capital or to debt securities of the Company, which may be issued pursuant to this resolution is limited to a maximum of €2.5 billion or its equivalent in the event of issuances in foreign currency or units set in reference to multiple currencies.
6. Authorizes the Board of Directors to take all measures designed to protect the rights of holders of securities giving access to the share capital existing as of the date of the share capital increase.
7. Decides that the shareholders may exercise, in accordance with the conditions provided for by law, irreducible preferential subscription rights based on the number of shares they hold (*à titre irréductible*). Furthermore, the Board of Directors shall have the power to allow shareholders to subscribe additional shares (*à titre réductible*), in proportion to the subscription rights they hold and, in any case, subject to their request.

In the event irreducible preferential subscription rights and, as applicable, prorata additional subscription rights, are less than the number of shares offered, the Board of Directors may use the following possibilities, in the order that it shall so decide:

- limit the issuance to the amount of subscriptions received, provided that such issuance is for an amount that is at least three-quarters of the issuance decided;
 - freely re-allocate all or part of the irreducible preferential subscription rights and, as applicable, pro-rata additional shares not subscribed;
 - offer to the public all or part of the non-subscribed shares.
8. Acknowledges that this resolution automatically acts, in favor of the holders of securities issued pursuant to this resolution and giving access to the Company's share capital, as a waiver by the shareholders of their preferential subscription rights with respect to the shares to which such securities give right.
 9. Decides that the amount that must be received by the Company for each share issued pursuant to this resolution must equal, at a minimum, the nominal value of the share as of the date of issuance of such securities.
 10. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 26, 2012, in its eighth resolution.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 26 months following the date of this Shareholders' Meeting.

EIGHTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to debt securities, without the preferential subscription rights of shareholders (with the option to provide a priority period) and by way of a public offering

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148, L. 228-91 to L. 228-93 of the French Commercial Code,

1. Authorizes the Board of Directors to issue, without the preferential subscription rights of shareholders by way of a public offering, on one or more occasions, in the amounts and at the times that it shall decide, in France or abroad, shares as well as any other securities giving access to the Company's share capital, such shares to have the same rights as existing shares, subject to dividend entitlement dates; it being specified that the Board of Directors may delegate to the Chief Executive Officer or, with the Chief Executive Officer's agreement, to one or more executive vice presidents (*Directeurs Généraux Délégués*), in accordance with applicable law, all powers necessary to decide the share capital increase.

2. Authorizes the Board of Directors to decide (1) the issuance of the Company's shares or any other securities giving access to the Company's share capital, following the issuance by a company in which the Company holds, directly or indirectly, more than one-half of the capital, of securities giving access to the Company's share capital, and (2) the issuance of shares or securities by the Company giving access to the share capital of a company in which the Company holds, directly or indirectly, more than one-half of the capital.
 3. Decides to expressly exclude any issuance of preference shares or securities giving rights to preference shares.
 4. Decides that the nominal amount of the share capital increases that may be carried out either immediately or in the future pursuant to this resolution may not exceed a total nominal amount of €8 million, it being specified that this amount shall be applied toward the total nominal maximum amount of €42 million provided for in the seventh resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may be carried out pursuant to applicable law or regulations and, as applicable, any contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital.
 5. Also authorizes the Board of Directors to issue securities giving rights to the Company's debt securities.
 6. Decides that the total amount of securities representing debt securities which give access to the share capital or to debt securities of the Company, which may be issued pursuant to this resolution is limited to a maximum of €2.5 billion or its equivalent in the event of issuances in foreign currency or units set in reference to multiple currencies, it being specified that this amount shall be applied toward the limit of €2.5 billion provided for in the seventh resolution of this Shareholders' Meeting.
 7. Decides to eliminate the preferential subscription rights of shareholders with respect to the securities to be issued pursuant to this resolution. The Board of Directors may, however, grant the shareholders a priority period regarding all or part of the issuance for a length and subject to the conditions that it shall determine in accordance with the provisions of subsection 2 of Article L. 225-135 of the French Commercial Code. This priority period will not give rise to the creation of negotiable rights.
 8. Acknowledges that this resolution automatically acts, in favor of the holders of securities issued pursuant to this resolution and giving access to the Company's share capital, as a waiver by the shareholders of their preferential subscription rights with respect to the shares to which such securities give right.
 9. Decides that:
 - the issuance price of the shares will be at least equal to the minimum provided for by the regulations applicable as of the day of issuance, *i.e.*, as of today, to the weighted average of the share prices over the three trading days preceding the determination of the issuance price, with the possibility of being reduced by a maximum discount of 5%, after correcting for, as applicable, any difference in dividend entitlement dates;
 - the issuance price of the securities giving access to the Company's share capital will be such that the amount immediately received by the Company, increased, as applicable, by such amount as may be received subsequently by the Company, will be equal, for each share issued as a result of the issuance of these securities, to at least the minimum issuance price described in the paragraph above.
 10. Decides that the Board of Directors may use this authorization for the purposes of compensating securities tendered to a public exchange offer initiated by the Company, within the limits and subject to the conditions provided for in Article L. 225-148 of the French Commercial Code.
 11. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 26, 2012, in its ninth resolution.
- The authorization granted to the Board of Directors by the present resolution is valid for a period of 26 months following the date of this Shareholders' Meeting.

NINTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the debt securities, without the preferential subscription rights for shareholders and by way of private placement

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 to L. 228-93 of the French Commercial Code,

1. Authorizes the Board of Directors to issue, without preferential subscription rights, by way of an offering pursuant to section II of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the time which it deems appropriate, either in France or abroad, shares and any other securities giving access to the Company's share capital, such shares conferring the same rights as existing shares, subject to dividend entitlement dates; it being specified that the Board of Directors may delegate to the Chief Executive Officer (*Directeur Général*), or, with the Chief Executive Officer's agreement, to one or more Executive Vice Presidents (*Directeurs Généraux Délégués*), in accordance with applicable law, all powers necessary to decide the share capital increase.
2. Authorizes the Board of Directors to decide (1) the issuance of the Company's shares or any other securities giving access to the Company's share capital, following the issuance by a company in which the Company holds, directly or indirectly, more than one-half of the capital, of securities giving access to the Company's share capital, and (2) the issuance of share or securities by the Company giving access to the share capital of a company in which the Company holds, directly or indirectly, more than one-half of the capital.
3. Decides to expressly exclude any issuance of preference shares or securities giving rights to preference shares.

4. Decides that the nominal amount of share capital increases that may be carried out either immediately or in the future pursuant to this resolution may not exceed an aggregate nominal amount of €8 million, it being specified that this amount shall be applied toward the total nominal amount of €8 million provided for in the eighth resolution and to the maximum total nominal amount of €42 million provided for in the seventh resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may be carried out pursuant to applicable law or regulations and, as applicable, any contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital.
5. Also authorizes the Board of Directors to issue securities giving rights to the Company's debt securities.
6. Decides that the total amount of securities representing debt securities which give access to the share capital or to debt securities of the Company, which may be issued pursuant to this resolution is limited to a maximum of €2.5 billion or its equivalent in the event of issuances in foreign currency or units set in reference to multiple currencies, it being specified that this amount shall be applied toward the limit of €2.5 billion provided for in the seventh resolution of this Shareholders' Meeting.
7. Decides to eliminate the preferential subscription rights of shareholders with respect to the securities to be issued pursuant to this resolution.
8. Acknowledges that this resolution automatically acts in favor of the holders of the securities issued pursuant to this resolution and giving access to the Company's share capital, as a waiver by the shareholders of their preferential subscription rights with respect to the shares to which such securities give right.
9. Decides that:
 - the issuance price of the shares will be at least equal to the minimum provided for by the regulations applicable as of the day of issuance, *i.e.* as of today, to the weighted average of the share prices over the three trading days preceding the determination of the issuance price, with the possibility of being reduced by a maximum discount of 5%, after correcting for, as applicable, any difference in dividend entitlement dates;
 - the issuance price of the securities giving access to the Company's share capital will be such that the amount immediately received by the Company, increased, as applicable, by such amount as may be received subsequently by the Company, will be equal, for each share issued as a result of the issuance of these securities, to at least the minimum issuance price described in the paragraph above.
10. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 26, 2012, in its tenth resolution.

The authorization granted to the Board of Directors by the present resolution is valid for a period 26 months following the date of this Shareholders' Meeting.

TENTH RESOLUTION

Authorization granted to the Board of Directors to allocate performance shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code:

1. Authorizes the Board of Directors to grant, on one or more occasions, existing shares or new shares to be issued free of charge ("the performance shares") (i) to employees of Technip ("the Company") and, (ii) to employees and directors and officers (*mandataires sociaux*) of companies related to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code.
2. Decides that the grant of performance shares carried out by the Board of Directors pursuant to this resolution may not apply to more than 0.3% of the Company's share capital as of the date of this Shareholders' Meeting, it being specified that this amount does not take into account any adjustments that may be made in compliance with applicable laws or regulations, and as the case may be, applicable contractual provisions providing for other cases of adjustment. To that effect, the Shareholders' Meeting authorizes, if need be, the Board of Directors to increase the share capital accordingly by capitalization of reserves, profit or premium.
3. Decides that the grant of shares to their beneficiaries will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that this period may not be less than two years, as from the decision by the Board of Directors to grant shares.
The beneficiaries must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares.
Nonetheless, the Shareholders' Meeting authorizes the Board of Directors, insofar as the acquisition period for all or part of one or more grants is at least four years long, to not impose a holding period for those shares.
In addition, the Shareholders' Meeting authorizes the Board of Directors to allow the beneficiaries of performance shares grants predating the day of the present meeting and postdating September 28, 2012 and which acquisition period are still outstanding, the possibility to opt for an acquisition period extended to a minimum of 4 years, and in such case, not to impose a holding obligation.
4. Decides that in the event of a beneficiary's disability corresponding (or comparable outside France) to the second and third categories of classification provided for in Article L. 341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.

5. Notes that the rights of beneficiaries to acquire shares will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
6. The Board of Directors will grant performance shares and determine the identity of their beneficiaries.

The definitive grant of the performance shares shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years in terms of HSE, Operating Income from Recurring Activities (OIFRA) and Net Cash Generated from Operational Activities.

To this end, an At Risk Portion of the Shares is defined; it corresponds to the performance shares that may be lost by the beneficiaries due to the actual performance and amounts to 50% of the allocated performance shares.

The actual performance shall be computed as a percentage to be compared (i) for the first metric (HSE) to the corresponding performance of the Group over a previous period and (ii) for the two other metrics (OIFRA and Net Cash Generated from Operational Activities) to a target expressed in each case as an absolute value amount.

The Reference Performance shall be computed as the arithmetical average of the two best percentages obtained out of the three metrics.

The Reference Performance shall determine the definitive grant of performance shares, based on the following scale:

- if the Reference Performance is less than 75%, the At Risk Portion of the Shares (*i.e.*, 50% of the allocated performance shares) shall be lost by the beneficiaries;
- if the Reference Performance is at least equal to 75%, the percentage of the allocated shares to be granted to the beneficiaries, regarding the At Risk Portion of the Shares, shall be determined on a linear basis from 0 to 50% against the Reference Performance.

The Board of Directors will determine the other terms and conditions, in particular the presence condition, and, as applicable, the criteria for the grant of the shares.

7. The Board of Directors will have the necessary powers to implement this authorization, in accordance with the terms described above and subject to applicable legal provisions, and to do all that is useful and necessary in accordance with applicable laws and regulations.

The Board of Directors will inform the Shareholders' Meeting each year of the actions carried out pursuant to this resolution, in accordance with legal and regulatory requirements and particularly Article L. 225-197-4 of the French Commercial Code.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

ELEVENTH RESOLUTION

Authorization granted to the Board of Directors to allocate performance shares to the Chairman of the Board of directors and/or the Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code:

1. Authorizes, subject to the condition precedent of the adoption of the tenth resolution, the Board of Directors to grant, on one or more occasions, existing shares free of charge ("the performance shares") to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip ("the Company") the Company's managing agent (*mandataire social*) and to the Group's principal executives (Excom members and certain Group Corporate executives).
2. Decides that the grant performance shares carried out by the Board of Directors pursuant to this authorization shall be applied toward the ceiling of 0.3% of the share capital provided for in the tenth resolution, it being specified that this amount does not take into account any adjustments that may be made in compliance with applicable laws or regulations, and as the case may be, applicable contractual provisions providing for other cases of adjustment. To that effect, the Shareholders' Meeting authorizes, if need be, the Board of Directors to increase the share capital accordingly by capitalization of reserves, profit or premium.
3. Decides that the grant of shares to the beneficiary will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that this period may not be less than two years, as from the decision by the Board of Directors to grant shares.

The beneficiaries must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares.

Nonetheless, the Shareholders' Meeting authorizes the Board of Directors, insofar as the acquisition period for all or part of one or more grants is at least four years long, to not impose a holding period for the related shares.

In addition, the Shareholders' Meeting authorizes the Board of Directors to allow the Company's managing agents (*mandataires sociaux*) and the Group's principal executives, beneficiaries of performance shares grants predating the day of the present meeting and postdating September 28, 2012 and which acquisition period are still outstanding, the possibility to opt for an acquisition period extended to a minimum of 4 years, and in such case, not to impose a holding obligation other than the one imposed on the Company's managing agents (*mandataires sociaux*) until the end of their term pursuant to the provisions of article L. 225-197-II of the French Commercial Code.

4. Decides that in the event of a beneficiary's disability corresponding to the second and third categories of classification provided for in Article L. 341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.
5. Notes that the rights of the beneficiary to acquire the shares will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
6. The definitive grant of the performance shares shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years in terms of HSE, OIFRA and Net Cash Generated from Operational Activities.

The performance shall be computed as a percentage to be compared (i) for the first metric (HSE) to the corresponding performance of the Group over a previous period and (ii) for the two other metrics (OIFRA and Net Cash Generated from Operational Activities) to a target expressed in each case as an absolute value amount.

To this end, a Senior Managers At Risk Portion of the Shares is defined; it corresponds to the performance shares that may be lost by the beneficiaries due to the actual performance and amounts to 100% of the allocated performance shares.

The Reference Performance shall be computed as the arithmetical average of the two best percentages obtained out of the three metrics.

The Reference Performance shall determine the definitive grant of performance shares, based on the following scale:

- if the Reference Performance is less than 75%, the Senior Managers At Risk Portion of the Shares (*i.e.*, 100% of the allocated performance shares) shall be lost by the beneficiaries;
- if the Reference Performance is at least equal to 75%, the percentage of the allocated shares to be granted shall be the percentage of the Reference Performance and shall not exceed 100%.

The Board of Directors will determine the other terms and conditions, in particular the presence condition, and, as applicable, the criteria for the grant of the shares.

7. The Board of Directors will have the necessary powers to implement this authorization, in accordance with the terms described above and subject to applicable legal provisions, and to do all that is useful and necessary in accordance with applicable laws and regulations.

The Board of Directors will, each year, inform the Shareholders' Meeting of the actions carried out pursuant to this resolution, in accordance with legal and regulatory requirements and particularly Article L. 225-197-4 of the French Commercial Code.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

TWELFTH RESOLUTION

Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group, acting automatically as waiver by the shareholders of their preferential subscription rights

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed, the report of the Board of Directors, and the special report of the Statutory Auditors and pursuant to Articles L. 225-177 *et seq.* of the French Commercial Code:

1. Authorizes the Board of Directors to allocate, on one or more occasions, (i) to employees of Technip ("the Company") and, (ii) to employees and directors and officers (*mandataires sociaux*) of the companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code, or certain categories among them, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.
2. Decides that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 0.5% of the share capital as of the date of this Shareholders' Meeting. This amount does not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions.
3. Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that (i) for options to subscribe shares, this price will be undiscounted and equal to the average of the share's listed price on NYSE Euronext Paris over the 20 trading days preceding the date of the grant, and (ii) for options to purchase shares, this price will be undiscounted and equal to the higher of the following: (a) the average purchase price of the shares indicated in Article L. 225-179 of the French Commercial Code, and (b) the average indicated in (i) above.

The exercise price, as determined above, may not be modified except in the event that measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L. 225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

The exercise of the options shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years in terms of Total Shareholder Return (TSR), Operating Income From Recurring Activities (OIFRA) and Return On Capital Employed (ROCE).

To this end, an At Risk Portion of the Options is defined; it corresponds to the options that may be lost by the beneficiaries due to the actual performance and amounts to 50% of the options granted.

The performance shall be computed as a percentage to be compared (i) for the first metric (TSR) to the corresponding TSR performance of a sample of competitors and (ii) for the second (OIFRA) and third (ROCE) metrics to a target expressed in each case as a specified absolute value amount.

The Reference Performance shall be computed as the arithmetical average of the percentages of the three metrics.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is less than 75%, the At Risk Portion of the Options (*i.e.*, 50% of the options granted) shall be lost by the beneficiaries;
- if the Reference Performance is at least equal to 75%, the percentage of the options granted which shall be exercisable by the beneficiaries, regarding the At Risk Portion of the Options, shall be determined on a linear basis from 0 to 50% against the Reference Performance.

The Board of Directors will determine the other terms and conditions, in particular the presence condition, and, as applicable, the criteria for the grant of the shares.

4. Acknowledges that no option may be granted less than 20 trading days following the detachment from the shares of a coupon giving right to a dividend or a capital increase.
5. Acknowledges that no option can be granted during (i) the 10 trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the annual statutory financial statements, are made public, and (ii) the period between the date on which the Company's management bodies receive information that, if it were made public, could have a significant impact on the Company's share price, and the tenth trading day following the date on which this information is made public.
6. Decides that the options must be exercised within a maximum period of eight years as from the date of grant by the Board of Directors; nevertheless, the Board of Directors may set a shorter exercise period for all or part of the options and/or for all or certain of the beneficiaries.
7. Notes that this resolution automatically acts, in favor of the beneficiaries of the options to subscribe shares, as an express waiver by the shareholders of their preferential subscription rights with respect to the shares that will be issued as options are exercised.
8. The beneficiaries' right to exercise the options will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*).
9. Gives all powers to the Board of Directors for the purpose of:
 - determining the list of the option beneficiaries and the number of options granted to each of them;
 - setting the conditions applicable to the exercise and grant of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable

nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries;

- allowing for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options; such period may not exceed three years as from the exercise of the option;

This authorization is granted to the Board of Directors for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L. 225-184 of the French Commercial Code, each year the Board of Directors will inform the Shareholders' Meeting of the transactions carried out pursuant to the present resolution.

THIRTEENTH RESOLUTION

Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives, acting automatically as waiver by the shareholders of their preferential subscription rights

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-177 *et seq.* of the French Commercial Code:

1. Authorizes, subject to the condition precedent of the adoption of the twelfth resolution, the Board of Directors to allocate, on one or more occasions, to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip ("the Company") the Company's managing agent (*mandataire social*) to the Group principal executives (Excom members and certain Group Corporate Executives) options to subscribe to new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.
2. Decides that the options that may be allocated by the Board of Directors pursuant to this authorization shall be applied toward the ceiling of 0.5% of the share capital provided for in the twelfth resolution. This amount does not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions.
3. Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that (i) for options to subscribe shares, this price will be undiscounted and equal to the average of the share's listed price on Euronext Paris over the 20 trading days preceding the date of the grant, and (ii) for options to purchase shares, this price will be undiscounted and equal to the higher of the following: (a) the average purchase price of the shares indicated in Article L. 225-179 of the French Commercial Code, and (b) the average indicated in (i) above.

The exercise price, as determined above, may not be modified except in the event that measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L. 225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

The exercise of the options shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years in terms of Total Shareholder Return (TSR), Operating Income From Recurring Activities (OIFRA) and Return On Capital Employed (ROCE).

To this end, a Senior Managers At Risk Portion of the Options is defined; it corresponds to the options that may be lost by the beneficiaries due to the actual performance and amounts to 100% of the options granted.

The actual performance shall be computed as a percentage to be compared (i) for the first metric (TSR) to the corresponding performance of a sample of competitors and (ii) for the second (OIFRA) and third (ROCE) metrics to a target expressed in each case as a specified absolute value amount.

The Reference Performance shall be computed as the arithmetical average of the percentages of the three metrics.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is less than 75%, the Senior Managers At Risk Portion of the Options (*i.e.*, 100% of the options granted) shall be lost by the beneficiaries;
- if the Reference Performance is equal to or above 75%, the percentage of the options granted which shall be exercisable shall be the percentage of the Reference Performance and shall not exceed 100%.

The Board of Directors will determine the other terms and conditions and, as applicable, the criteria for the grant of the shares.

4. Acknowledges that no option may be granted less than 20 trading days following the detachment from the shares of a coupon giving right to a dividend or a capital increase.
5. Acknowledges that no option can be granted during (i) the 10 trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the annual statutory financial statements, are made public, and (ii) the period between the date on which the Company's management bodies receive information that, if it were made public, could have a significant impact on the Company's share price, and the tenth trading day following the date on which this information is made public.
6. Decides that the options must be exercised within a maximum period of eight years as from the date of grant by the Board of Directors; nevertheless, the Board of Directors may set a shorter exercise period for all or part of the options and/or for all or certain of the beneficiaries.
7. Notes that this resolution automatically acts, in favor of the beneficiaries of the options to subscribe shares, as an express waiver by the shareholders of their preferential subscription rights with respect to the shares that will be issued as options are exercised.

8. Acknowledges that the beneficiaries' right to exercise the options will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*).

9. Gives all powers to the Board of Directors for the purpose of:
 - determining list of beneficiaries and the number of options granted to each of them;
 - setting the conditions applicable to the grant and exercise of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares, within the limits set by the applicable legal provisions;
 - allowing for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options, without prejudice to the provisions of Article L. 225-185, paragraph 4 of the French Commercial Code.

This authorization is granted to the Board of Directors for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L. 225-184 of the French Commercial Code, the Board of Directors will inform the Shareholders' Meeting each year of the transactions carried out pursuant to the present resolution.

FOURTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a company savings plan, without the preferential subscription rights for shareholders

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 3332-18 to 24 of the French Labor Code and Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and II, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code:

1. Authorizes the Board of Directors to increase, on one or more occasions, the Company's share capital by a maximum nominal amount not exceeding 1% of the share capital as of the date this authorization is used, through the issuance of shares or securities giving access to the Company's share capital, reserved for members of a company savings plan of the Company or of the French or foreign companies that are related to the Company in accordance with Article L. 3344-1 of the French Labor Code.

2. Decides that the subscription price of the new shares will be equal to 80% of the average of the Company's share prices on the regulated market, Euronext Paris, over the 20 trading days preceding the date of the decision setting the opening date of the subscription period. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce the aforementioned discount, should it deem appropriate, in order to take into account, as the case may be, the legal, accounting, tax and social charges regimes applicable in the countries of residence of the members of a company savings plan who benefit from the share capital increase. The Board of Directors may also substitute all or part of the discount with a grant of shares for free or other existing or new securities giving access to the Company's share capital, it being specified that the total amount of the benefit granted together with, as applicable, the discount, may not exceed the benefit that would have accrued to the members of the company savings plan of a 20% discount.
3. Decides, pursuant to Article L. 3332-21 of the French Labor Code, that the Board of Directors may also decide to grant, for free, existing or new shares, or other existing or new securities giving access to the Company's share capital, as a matching contribution, provided that their cash value, as compared to the subscription price, does not exceed the limits set forth in Article L. 3332-11 of the French Labor Code.
4. Decides to eliminate the preferential subscription rights of shareholders with respect to the new shares to be issued or other securities giving access to the share capital and to the securities to which such securities give right, which are issued pursuant to this resolution in favor of members of a company savings plan.
5. Decides that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors in accordance with the conditions provided for by applicable regulations.
6. Decides that the Board of Directors shall have all powers, with the option to delegate or to sub-delegate, in accordance with applicable legal and regulatory provisions, to implement this resolution, in particular, to set the terms and conditions of transactions, the dates and methods of the issuances that will be carried out pursuant to this resolution, the opening and closing dates of subscription periods, the price, the dividend entitlement dates of securities issued, the methods of paying for shares and other securities giving access to the Company's share capital, to grant additional time for the payment of the shares and other securities giving access to the Company's share capital, to request admission to trading of the securities created anywhere it deems appropriate, to acknowledge the share capital increases in amounts corresponding to the shares that will actually be subscribed, to carry out, personally or through a third party, all transactions and formalities related to the share capital increases, to make any necessary changes to the by-laws, and at the Board's sole discretion and if the Board deems appropriate, to allocate the cost of the share capital increases to the amount of the related premiums and to deduct from such amount the amounts necessary to increase the legal reserve to one-tenth of the new share capital after each increase.
7. Decides that the maximum nominal amount of the share capital increases that may be carried out pursuant to this resolution will be applied toward the maximum nominal amount of €42 million provided for in the seventh resolution of this Shareholders' Meeting.

As from the entry into force of this delegation supersedes the delegation provided by the General Meeting of April 25, 2013, in its eighteenth resolution. The authorization granted to the Board of Directors by the present resolution is valid for a period of 26 months following the date of this Shareholders' Meeting.

FIFTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital, without preferential subscription rights of shareholders, the issued securities being reserved for categories of beneficiaries as part of the implementation of an employee share program

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and acting in accordance with Articles L. 225-129-2, L. 225-138, L. 228-91 and L. 228-92 of the French Commercial Code:

1. Acknowledges that, in certain countries, legal or fiscal uncertainties or problems could make difficult or uncertain the implementation of employee share ownership programs through a company mutual fund (*Fonds Communs de Placement d'Entreprise* or "FCPE") and that the implementation of programs as an alternative to those offered to the employees of the French companies within the Technip group who have joined a company savings plan may prove to be desirable.
2. Delegates to the Board of Directors the authority to decide, on one or more occasions, the issuance of shares and any other securities giving access to the Company's share capital, the subscription of which is reserved to French or foreign entities whose sole object is to subscribe, hold and dispose of shares and/or any other securities giving access to the Company's share capital in order to implement a structured program within the framework of the Technip Group's international employee share ownership plan.
3. Decides that the maximum nominal amount of share capital increases that may be carried out pursuant to this resolution either immediately or in the future may not exceed 0.5% of the share capital of the Company on the day that this authorization is used, it being specified that this amount shall be applied toward the maximum nominal amount of €42 million provided for in the seventh resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may be carried out pursuant to applicable legislative or regulatory provisions and, as applicable, any contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital.

4. Decides that, the delegation of authority conferred by this resolution shall only be used for the purpose of the implementation of an employee share ownership program which would be also implemented pursuant to the fourteenth resolution of this Shareholders' Meeting, and only in accordance with the objective set out in paragraph 1 above.
5. Decides that the issue price of the shares or securities giving access to the share capital of the Company issued pursuant to this authorization will be set by the Board of Directors based on the share price of the Company on the regulated market, NYSE Euronext, in Paris; this price will be equal to the average opening price of the shares of the Company during the 20 trading days preceding the date of the decision setting the opening date of the subscription period for the capital increase decide pursuant to the fourteenth resolution of this Shareholders' Meeting, reduced by a maximum discount of 20%; the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discount (within legal and regulatory limits), if it deems appropriate, after taking account of, *inter alia*, the applicable local legal, accounting, tax and social charges regimes.
6. Decides to eliminate, for the benefit of the aforementioned category of beneficiaries, the shareholders' preferential subscription rights to shares and securities giving access to the capital of the Company that may be issued pursuant to this resolution.
7. Acknowledges that this resolution automatically acts, in favor of the holders of securities issued pursuant to this resolution and giving access to the Company's share capital, as a waiver by the shareholders of their preferential subscription rights with respect to the shares to which such securities give right.
8. Decides that the Board of Directors shall have full authority, with the option to delegate or sub-delegate in accordance with applicable legal and regulatory provisions, to implement this current delegation, within the limits and under the conditions specified above, including the delegation to identify the entities cited in paragraph 2 above who are beneficiaries of the cancellation of preferential subscription rights to and to decide the number of shares or securities giving access to the share capital of the Company to be subscribed for by each of them, to set the amounts of the issuances that will be carried out pursuant to this delegation and set the issue price, dates, period, terms and conditions of the subscription, payment, delivery and dividend entitlement dates for the securities (even retroactively), as well as any other terms and conditions of the issue, to record the capital increases and modify the articles of association (*statuts*) accordingly, to perform, directly or through a third person, all transactions and formalities related to the share capital increases, to allocate the cost of such share capital increases to the amount of the related premiums and, if it deems appropriate, to deduct from this amount the amounts necessary to increase the legal reserve to one-tenth of the new share capital resulting from such a share capital increase, and generally, to enter into all agreements, to ensure completion of the proposed issues, to take all measures and decisions and undertake all formalities required for the issue, listing and financial administration of the securities issued under this delegation and for the exercise of the rights attached thereto or following each completed share capital increase.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 18 months following the date of this Shareholders' Meeting.

Within the authority of the Combined Shareholders' Meeting

SIXTEENTH RESOLUTION

Powers for formalities

The Shareholders' Meeting, acting under the conditions of quorum and majority required for combined shareholders' meetings, grants full powers to the bearer of an original, a copy or a certified

extract of the minutes of this shareholders' meeting for the purpose of carrying out any legal formalities such as registration, publicity or other formalities.

SUMMARY PRESENTATION

Activity report for 2013

2013 was a year of both achievements and challenges. In Onshore/Offshore, our 2013 operational performance was overall in line with our objectives.

We made good progress in completing major projects such as the Lucius Spar and the Jubail refinery. In Subsea, after 9 months of revenue and profit growth, we had to revise our expectations for the fourth quarter. However, project delivery was good in many areas, notably for example the North Sea. It is important to note that the Group met all its revised financial and operational goals for the fourth quarter.

Throughout the year, we were able to add value to our clients, thanks to our sustained recent investments in people, assets, technology and geographic presence, both organically and by acquisition. Consequently, we were awarded a record level of orders worth €12 billion.

These include the first orders for our new Açu flexible pipe plant in Brazil, the Moho Nord project in Congo utilizing our S-Lay fleet, the CPCChem downstream breakthrough in the US and a major project management consultancy assignment in Kuwait, both capitalizing on the Stone and Webster Process Technologies acquisition in 2012.

Our year-end backlog stands at €16.6 billion and is profitable and well diversified by segment, client and geography. Our relatively high level of visibility on our business outlook has enabled us to set out realistic and achievable financial targets for these two years. These targets are reiterated in full today. Accordingly, following the growth in 2013 of our revenues, profit and cashflow, we propose to shareholders a 10% increase in our dividend to €1.85 per share.

Looking forward, our clients' capex continues to increase globally, even if at a more moderate rate than in the past decade. Some themes remain clear in our industry - amongst them the fast depletion of older reservoirs, the abundance of new finds potentially to replace them, a longterm trend towards gas production, the importance of shale oil and gas to the US onshore market.

For some years now, larger projects have taken longer to sanction, but recent actual project awards as well as announcements confirm that our clients remain focused on moving most of them forward. More and more, they are engaging their supply chain in the definition and implementation of fit-for-purpose solutions.

Technip is well placed to benefit from its presence in regions such as Brazil, Africa and North America, as well as technology areas such as (F)LNG, where client investment is rising. We are

consistently able to help our clients optimize their investments, participating in projects from conceptual, through to FEED and, notably, value-engineering phases. We can offer technology and engineering solutions to make projects, large and small, cost-effective. We see the benefits of our positioning today in our ability to take many projects on the basis of our added-value. For the medium-term, this is manifested in a growing number of long-term alliances with clients and industrial partners, such as Shell, ExxonMobil, BP, Sasol, COOEC, Huanqiu and Heerema.

1. REVENUE

Subsea revenue in 2013, €4,083 millions reflected a mix of deep and shallow water projects as well as small to very large awards during the year. Most of the regions where Technip operates showed signs of active business, in particular West Africa and Brazil. Operational performance was satisfactory overall in all regions except the Gulf of Mexico which impacted financial performance in Q4.

Subsea EBITDA margin was 19.1% for full year 2013 versus 19.0% in 2012 and operating margin was 14.3% for full year 2013 versus 15.0% in 2012, reflecting the progress of large projects in their early phases, the start-up costs of various assets such as the Deep Energy and Açu manufacturing plant, and the operational performance on projects in the Gulf of Mexico in the last quarter of the year.

Onshore/Offshore revenue €5,253.1 millions reflected growth in our backlog and progress on diversified projects around the world, including onshore downstream projects in the USA, and offshore production facility projects in the Gulf of Mexico, Asia Pacific and Middle East. Onshore/Offshore operating margin was 6.7% for full year 2013 versus 7.1% in 2012.

2. OPERATING INCOME FROM RECURRING ACTIVITIES

Technip Group's **operating income from recurring activities** including Corporate charges was €844.5 million in 2013 versus €828.7 million a year ago, a 1.9% increase compared to 2012.

In 2013, **foreign exchange** had a negative translation impact of €355 million on revenue and a negative translation impact of €46 million on operating income from recurring activities compared to 2012.

3. NET INCOME

Technip Group's **net income** was €563.1 million in 2013 versus €543.3 million in 2012.

Financial result in 2013 included a €84.3 million negative impact from interest expenses as well as changes in foreign exchange rates and fair market value of hedging instruments, compared with a €67.3 million negative impact last year.

The variation in **diluted number of shares** is mainly due to the potential dilution of convertible bonds (OCEANE), capital increase for Technip employees, and share subscription options and performance shares granted to Technip employees, offset by share repurchase programs.

4. CASH FLOW AND BALANCE SHEET

As of December 31, 2013 the Group's **net cash position** was €663 million, compared to €183 million at end 2012, reflecting the profitability of the Group, a good working capital performance in the second half of the year, and an increase in capital expenditures.

Capital expenditures net of disposals in 2013 amounted to €556 million versus €492 million one year ago, underlying our sustained effort to introduce new differentiating assets. We sold a number of older vessel assets during the second half of the year.

Total capital expenditures for 2014 are expected to be modestly lower than 2013, and will be in particular dedicated to the construction and delivery of PLSVs. Additional investment will be focused on the replacement of older vessels.

2014 & 2015 priorities: reinforce our leading position in our industry

Our focus in the year ahead will be on demonstrating our execution capability, delivering our projects safely and reliably, so as to drive profitable growth over 2014, 2015 and beyond.

We will maintain our strategic direction – profitability and diversification in our project portfolio, prudent investment in key assets, development of proprietary technology, and being closer to our clients through local presence and investment. We expect the result to be a reinforcement of our leading position in our industry.

Priorities for 2014 and 2015 are the following:

- Maintain a diversified project portfolio, increasing the technology and product mix in our business
- Relentless focus on current project execution
- Maintain flexibility and prudence in capex management
- Pursue investments in people, technology and national content
- Continue to provide customers value-added earlier in their project life cycles

2014 & 2015 full year financial objectives

FULL YEAR 2014 OUTLOOK

- **Subsea revenue growing to between** €4.35 and €4.75 billion, with operating margin of at least 12%
- **Onshore/Offshore revenue growing to between** €5.4 and €5.7 billion, with operating margin between 6% and 7%

FULL YEAR 2015 OUTLOOK

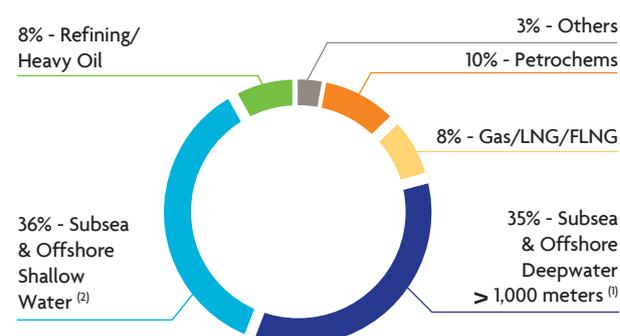
- **Subsea revenue to be well above** €5 billion, with operating margin between 15% and 17%
- **Onshore/Offshore revenue growing modestly** with stable operating margin

Technip's backlog at December 31, 2013

By geography



By market split



(1) Include offshore (4%) and Subsea projects (31%).

(2) Include offshore (15%) and Subsea projects (21%).

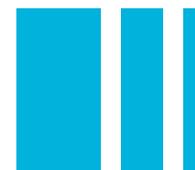
FINANCIAL RESULTS OF THE LAST FIVE YEARS

In millions of Euro	December 31,				2013
	2009	2010	2011	2012	
I. YEAR END FINANCIAL POSITION					
A) Called up Capital	83.4	84.1	84.6	86.2	86.7
B) Outstanding Shares ^(a)	109,343,294	110,249,352	110,987,758	113,040,513	113,680,256
C) Convertible Bonds	-	6,618,531	11,796,986	11,796,986	11,796,986
II. OVERALL OPERATING RESULT					
A) Net Revenues	144.9	137.4	156.9	151.3	176.0
B) Income before Tax, Depreciation and Amortization	195.9	13.5	342.5	451.0	213.1
C) Income Tax Expense/(Profit)	17.3	(39.0)	(44.0)	(37.6)	(18.4)
D) Net Income	45.5	275.9	357.7	472.5	200.3
E) Dividends Paid	156.1	171.8	172.6	186.0	207 ^(b)
III. OPERATING INCOME PER SHARE (in euro)					
A) Income before Depreciation and Amortization	1.6	0.5	3.5	4.3	2.0
B) Net Income	0.4	2.5	3.2	4.2	1.8
C) Dividends Paid	1.35	1.45	1.58	1.68	1.85 ^(b)
IV. STAFF					
A) Number of Employees	8	8	8	7	7
B) Wages and Salaries	13.0	10.2	15.8	14.2	23.2

(a) Does not include the exercise of options arising from the current share purchase or share subscription option plans. Includes 1,774,751 treasury shares as of December 31, 2013.

(b) This amount corresponds to the dividend proposed by the Board of Directors at the Shareholders' General Meeting: €1.85 per share based on outstanding shares excluding treasury shares held as of December 31, 2013.

REQUEST FOR DOCUMENTS AND INFORMATION



To be sent to:

Société Générale
SGSS/GIS
Service des Assemblées
BP 81236
32, rue du Champ-de-Tir
44312 Nantes Cedex 03
France

Technip

Combined General Meeting

Thursday, April 24, 2014 at 3:00 p.m.
Centre Marceau – Paris

Referred to in article R. 225-88 of the French corporation law

I, the undersigned:

Surname and First name:

Address:

Postal Code: City: Country:

Acting in my capacity as shareholder of **Technip**, acknowledge having already received the documents concerning the Shareholders' Combined General Meeting of April 24, 2014 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 2013 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 2014

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 (Articles 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).





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Technip

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www.technip.com