



Technip successfully places a EUR 375 million synthetic bond financing

January 20, 2016

Technip announces the successful placement of EUR 375 million of new debt financing with a five year maturity through a structure combining the issue of non-dilutive cash-settled convertible bonds, which are linked to the ordinary shares of the Company, with the purchase of cash-settled call options to hedge the Company's economic exposure to the potential exercise of the conversion rights embedded in the Bonds. As the Bonds will only be cash settled, the Bonds will not result in the issuance of new Ordinary Shares or the delivery of existing Ordinary Shares of the Company upon conversion.

The Company intends to use the net proceeds of the issuance of the Bonds for general corporate purposes and to finance the purchase of the Call Options. Early January, the Company reimbursed an amount of approximately €550 million in respect of convertible bonds issued November 17, 2010.

Concerning the bonds :

The Bonds will be issued at par and will bear a coupon of 0,875% per annum payable semi-annually in arrear on January 25 and July 25 of each year (or on the following business day if such date is not a business day), corresponding to an annual gross yield to maturity of 0,875%. The issue and settlement date of the Bonds will take place on January 25, 2016.

The Bond's initial conversion price represents a premium of 40% over the Company's share reference price, which share reference price is equal to the arithmetic average of the daily volume weighted average price of the Ordinary Shares on the regulated market of Euronext in Paris over the 10 consecutive trading days commencing on (and including) January 21st, 2016 and which is the Reference Period.

It is anticipated that the hedge counterparties to the Call Options will enter into transactions to hedge their respective positions under the Call Options through the sale, purchase of Ordinary Shares or any other transactions, on the market and off-market, at any time, and in particular during the Reference Period, and at or around the conversion or redemption of the Bonds.

This offering was managed by BNP Paribas and Crédit Agricole Corporate and Investment Bank acting as Global Coordinators and Joint Bookrunners, Deutsche Bank and Société Générale acting as Joint Bookrunners together

with CM-CIC Market Solutions, Banco Santander, SMBC Nikko, Standard Chartered Bank, UBS and UniCredit Bank AG acting as Lead Managers (all acting as "Underwriters").

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities to any person in the United States of America, Australia, Canada, Japan or South Africa or in any jurisdiction to whom or in which such offer is unlawful, and the issue of the Bonds is not an offer to the public in any jurisdiction, including France.

* * * *

Available information

The issue of the Bonds is not subject to a prospectus approved by the French Financial Market Authority (Autorité des marchés financiers) (the "AMF"). Detailed information on Technip, including its business, results, prospects and related risk factors are described in the Company's reference document, the French version of which was filed with the AMF on 11 March 2015 under number D.15-0125, which is available together with all the press releases and other regulated information about the Company, on Technip's website (<http://www.technip.com>).

Important information

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities to any person in the United States of America, Australia, Canada, Japan or South Africa or in any jurisdiction to whom or in which such offer is unlawful, and the offering of the Bonds is not an offer to the public in any jurisdiction, including France.

This press release may not be published, distributed or released directly or indirectly in the United States of America, Australia, Canada, Japan or South Africa. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No communication or information relating to the offering may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of the Company or the Underwriters assumes any liability in connection with the breach by any person of such restrictions.

The information contained in this press release is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this press release or its accuracy or completeness. The information in this press release is subject to change.

This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as amended (the "Prospectus Directive").

The Bonds will be offered only by way of a private placement in France to persons referred to in Article L.411-2-II of the French monetary and financial code (Code monétaire et financier) and outside France (excluding the United States of America, Australia, Canada, Japan or South Africa), without an offer to the public in any country (including France).

This press release does not constitute a recommendation concerning the issue of the Bonds. The value of the Bonds and the Ordinary Shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds for the person concerned.

European Economic Area

With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (the "Relevant Member States"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or

in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, the expression "offer to the public of Bonds" in any Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State.

These selling restrictions with respect to Member States apply in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

France

The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés) acting for their own account, as defined in, and in accordance with, Articles L.411-1, L. 411-2, D.411-1 of the French monetary and financial Code (Code monétaire et financier).

United Kingdom

This press release is addressed and directed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii),

(iii) and (iv) all deemed relevant persons ("Relevant Persons"). The Bonds are intended only for Relevant Persons and any invitation, offer or contract related to the subscription, tender, or acquisition of the Bonds may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

United States of America

This press release may not be published, distributed or transmitted in the United States of America (including its territories and dependencies, any State of the United States of America and the District of Columbia). This press release does not constitute or form a part of any offer or solicitation to purchase for securities in the United States of America. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), the law of any state of the United States of America and may not be offered or sold in the United States of America, except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act or the law of the above states. The Bonds will be offered or sold only in offshore transactions outside of the United States of America, in accordance with Regulation S of the Securities Act. The Company does not intend to register any portion of the proposed offering in the United States of America and no public offering will be made in the United States of America.

Australia, Canada, Japan and South Africa

The Bonds may not and will not be offered, sold or purchased in Australia, Canada, Japan or South Africa. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada, Japan or South Africa. The distribution of this press release in certain countries may constitute a breach of applicable law.

The distribution of this press release in certain countries may constitute a breach of applicable law.

The Underwriters are acting exclusively on behalf of the Company and no-one else in connection with the offering. They will not regard any other person as their respective client in relation to the offering and will not be responsible to anyone other than the Company for providing the same protections as to any of their clients or to provide advice in connection with the offering, the Bonds, the contents of this press release or any other transaction, arrangement or other matter described in this press release.

In connection with the offering, the Underwriters and any of their respective affiliates, may take up a portion of the Bonds as a principal position and in that capacity may subscribe for, acquire, retain, purchase, sell, offer, offer to sell or negotiate for their own account such Bonds and other securities of the Company or related investments in connection with the offering, the Bonds or the Company or otherwise.

Accordingly, references to securities issued, offered, subscribed, acquired, placed or dealt should be read as including any issue, offer, subscription,

acquisition, placement, dealing or negotiation made by the Underwriters and any of their affiliates acting as investors for their own account. The Underwriters do not intend to disclose the extent of any such above mentioned investments or transactions otherwise than in accordance with any applicable legal or regulatory requirements.

None of the Underwriters or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this press release (or whether any information has been omitted from the press release) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or

Technip SA issued this content on 2016-01-20 and is solely responsible for the information contained herein. Distributed by Public, unedited and unaltered, on 2016-01-20 13:13:04 UTC