

This a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.

Technip

Extraordinary shareholders' meeting of April 23, 2015
Fourteenth resolution

Statutory auditors' report on the reduction in capital

PricewaterhouseCoopers Audit
63, rue de Villiers
92208 Neuilly-sur-Seine Cedex

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

ERNST & YOUNG et Autres
1/2, place des Saisons
92400 Courbevoie - Paris-La Défense 1
S.A.S. à capital variable

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

Technip

Extraordinary shareholders' meeting of April 23, 2015
Fourteenth resolution

Statutory auditors' report on the reduction in capital

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 225-209 of the French commercial code (*Code de commerce*) in respect of a reduction in capital by the cancellation of repurchased shares, we hereby report on our assessment of the terms and conditions of the proposed reduction in capital.

Your board of directors requests that it be authorized, for a period of five years, to proceed with the cancellation of shares the company was authorized to repurchase, representing an amount not exceeding 10% of its total share capital, by periods of 24 months in compliance with the article mentioned above.

We have performed those procedures which we considered necessary in accordance with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying that the terms and conditions for the proposed reduction in capital, which should not compromise equality among the shareholders, are fair.

We have no matter to report as to the terms and conditions of the proposed reduction in capital.

Neuilly-sur-Seine and Paris-La Défense, March 5, 2015

The statutory auditors
French original signed by

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Edouard Sattler

Edouard Demarcq

Nour-Eddine Zanouda

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Extraordinary shareholders' meeting of April 23, 2015
Fifteenth resolution

Statutory auditors' report on the increase in capital reserved for employees

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Extraordinary shareholders' meeting of April 23, 2015
Fifteenth resolution

Statutory auditors' report on the increase in capital reserved for employees

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with articles L. 225-135 et seq. of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your board of directors to decide whether to proceed with an increase in capital by an issue of ordinary shares with cancellation of preferential subscription rights, reserved for employees of your company, by a maximum nominal amount not exceeding 1,25% of the share capital at the date this authorization is used, an operation upon which you are called to vote.

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 M€ 42 set forth in seventh resolution of the shareholders' meeting of April 24, 2014.

This increase in capital is submitted for your approval in accordance with articles L. 225-129-6 of the French commercial code (*Code de commerce*) and L. 3332-18 and seq. of the French labor code (*Code du travail*).

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with an increase in capital by and proposes to cancel your preferential subscription rights. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 and R. 225-114 of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue provided in the report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of director's report relating to this operation and the methods used to determine the issue price of the shares.

Subject to a subsequent examination of the conditions for the increase in capital that would be decided, we have no matters to report as to the methods used to determine the issue price provided in the board of directors' report.

As the final conditions for the increase in capital have not been determined yet, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization.

Neuilly-sur-Seine and Paris-La Défense, March 5, 2015

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Extraordinary shareholders' meeting of April 23, 2015
Sixteenth resolution

Statutory auditors' report on the issue of shares and various marketable securities with cancellation of preferential subscription rights

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Extraordinary shareholders' meeting of April 23, 2015
Sixteenth resolution

Statutory auditors' report on the issue of shares and various marketable securities with cancellation of preferential subscription rights

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 and seq. of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your board of directors to decide whether to proceed with an issue of shares and various marketable securities, with cancellation of preferential subscription rights, reserved for categories of beneficiaries as part of the implementation of an employee share program, an operation upon which you are called to vote. The nominal amount of the share capital increases that may be carried out pursuant to this resolution will not exceed 0.5% of the share capital at the date this authorization is used.

The maximum nominal amount of the share capital increases that may be carried out pursuant the global issue will be M€ 42, as mentioned in the seventh resolution of the shareholders' meeting of April 24, 2014.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of eighteen months to decide on whether to proceed with an issue and proposes to cancel your preferential subscription rights to the marketable securities to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 and seq. of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in this report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of directors' report relating to this operation and the methods used to determine the issue price of the capital securities to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the capital shares provided in the board of directors' report.

As the final conditions for the issue have not been determined yet, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization.

Neuilly-sur-Seine and Paris-La Défense, March 5, 2015

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