

TECHNIP

Société anonyme with a share capital of 93,281,878.63 euros
Registered office: 89, avenue de la Grande Armée – 75116 Paris
589 803 261 R.C.S. PARIS

(the “**Company**”)

Convening notice

The holders of shares entitled to double voting rights of the Company are convened to the Special General Meeting to be held on December 5, 2016 at 3:00 pm at the Salle Wagram, 39-41 avenue de Wagram, 75017 Paris, pursuant to the applicable laws and regulations in order to deliberate on the following agenda and related draft resolutions:

Agenda

Within the competence of the Special General Meeting:

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

The draft resolutions have been published in the *Bulletin des annonces légales obligatoires* (a French legal gazette) n. 130 dated October 28, 2016 and are available on the website of the Company (www.technip.com).

Prior formalities to be carried out in order to participate in the Special General Meeting. – Any holder of shares entitled to double voting rights, no matter how many shares he owns, is entitled to participate in the Special General Meeting physically or may otherwise vote by proxy or by post in accordance with applicable laws and regulations.

It is recalled that pursuant to Article L.225-126 I of the French commercial code, any person who owns, individually or jointly, more than two hundredth of the voting rights, pursuant to one or several reverse transactions on the underlying shares or pursuant to any transaction giving him the right or mandating him to resell or restore these shares to the transferor, must inform the Company and the French financial markets authority (*Autorité des Marchés Financiers*), at the latest on the second trading day before the Special General Meeting at 00:00 Paris time and, when the agreement organizing this transaction is in force at such date, informs them of the number of shares he owns on a temporary basis. If the shareholder fails to comply with its duty to inform pursuant to the above mentioned conditions, the relevant shares will be deprived from their voting rights for the relevant Special General Meeting and for all other shareholders’ meetings which would occur until the resale or the restitution of these shares.

Pursuant to Article R.225-85 of the French commercial code, the right to participate in the Special General Meeting is subject to the registration of the shares entitled to double voting rights in an account in the name of the shareholder or of his intermediary registered on his behalf, at least two trading days before the Special General Meeting at 00:00 Paris time, being December 1, 2016, 00:00 Paris time, in the registered share accounts kept by the Company (or its agent).

Method of participation in the Special General Meeting. – A meeting notice including a postal voting form, a proxy form or an admission card request form will automatically be sent to all registered holders of shares entitled to double voting rights.

Postal voting or proxy will only be taken into account if the forms are duly completed and executed and received by the Company at its registered office or by the above mentioned *Service des assemblées* of Société Générale at least three days before the Special General Meeting, *i.e.* on December 2, 2015.

It is not intended to allow remote voting by electronic means for this Special General Meeting and therefore, no website referred to in Article R.225-61 of the French commercial code has been set up in this respect.

In accordance with the provisions of Article R.225-79 of the French commercial code, the notice of appointment or revocation of an agent may also be carried out through electronic means, by any holder of shares entitled to double voting rights, by sending an email with an electronic signature, obtained by him from an authorized third-party certifier in accordance with applicable laws and regulations, to the following email address: assemblee.generale.actionnaires@technip.com with his last name, first name, address and his Société Générale identification number if he is a pure registered holder of shares entitled to double voting rights (information available on the left corner of the account statement) or his financial intermediary identification number if he is an administered registered holder of shares entitled to double voting rights, as well as the last name, first name and address of the appointed or revoked agent;

Notices of appointment or revocation will only be taken into account if they are duly executed, completed and received at the latest by December 2, 2016. Moreover, only notices of appointment or revocation may be sent to the assemblee.generale.actionnaires@technip.com email address, any other request or notice on a another subject matter will not be taken into account and/or treated.

Pursuant to Article R.225-85 of the French commercial code, a holder of shares entitled to double voting rights who already voted by post, sent a proxy or asked for its admission card will not be able to vote by another mean to the Special General Meeting. However, he may transfer part or all of his shares at any time. In the event of a transfer occurring before the second trading day preceding the Special General Meeting at 00:00 (Paris time) and unless otherwise provided in the bylaws, the Company invalidates or amends accordingly, before the opening of the Special General Meeting, the holder of shares entitled to double voting rights' postal vote or proxy. As the case may be, the financial intermediary notifies the transfer of ownership to the Company or to its agent and provides it with the required information in this respect.

Written questions. – Pursuant to Article R.225-84 of the French commercial code, any holder of shares entitled to double voting rights who is willing to ask written questions must submit them to the President of the Board of directors, at the latest on the fourth day preceding the Special General Meeting; in order to be taken into account, a registration certificate must be attached to these questions.

Written questions must be sent by registered mail with acknowledgement of receipt to the following address: Technip, 89, avenue de la Grande Armée - 75116 Paris.

Right to information of the holders of shares entitled to double voting rights. – Pursuant to applicable laws and regulations, all documents that must be made available to the holders of shares entitled to double voting rights for the purposes of general meetings will be available at the registered office of the Company, 89, avenue de la Grande Armée - 75116 Paris, and the information referred to in Article R.225-73-1 of the French commercial code has been published on the Company's website (www.technip.com) at the latest on the twenty-first day preceding the Special General Meeting.

The Board of directors