



Thursday, April 28, 2016

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

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
Phone: +33 (0)1 47 78 67 10
Fax: +33 (0)1 47 78 20 90
E-mail: assemblee.generale.actionnaires@technip.com

The Group publications are available on our website at www.technip.com (Investors/Annual Shareholders' Meeting)

You are invited to attend the **TECHNIP** Combined General Meeting which will be held

Thursday, April 28, 2016 at 3:00 p.m.

Salle Wagram

39-41, avenue de Wagram – 75017 Paris

How to get to the Salle Wagram?

By RER:

Ligne **A** : Charles de Gaulle-Étoile

By tube:

Line **1** : station Charles de Gaulle-Étoile

Line **2** : stations Ternes or Charles de Gaulle-Étoile

Line **6** : station Charles de Gaulle-Étoile

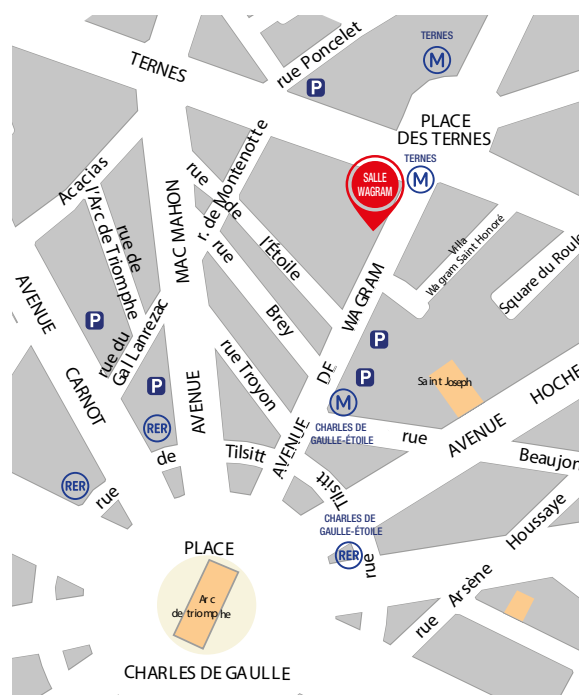
By bus :

Lines: **30 31 43 91 92**

Closest train stations: Saint-Lazare and Pont Cardinet

Car park:

Étoile Wagram (22 bis, avenue de Wagram, 75008 Paris) ;
Ternes (4/38/59, avenue des Ternes, 75017 Paris) ;
Mac Mahon (17, avenue Mac Mahon, 75017 Paris) ;
Carnot (16, avenue Carnot, 75017 Paris).



WELCOME TO TECHNIP'S COMBINED GENERAL MEETING



« This year, the Board of Directors has decided to maintain a dividend of €2.00 per share, with the same scrip alternative as last year. »

Dear Valued Shareholder,

In an unprecedented market environment in 2015, Technip showed itself to be resilient and proactive. In each of our business areas and across the globe, we have successfully delivered many projects and have been awarded new ones, that have enabled us to register by the end of 2015, an adjusted revenue up to 14% to €12.2 billion, a €17 billion backlog and a net cash position of €1.9 billion.

All such information will be presented in detail during our Shareholders' General Meeting to which I am pleased to invite you to, on Thursday, April 28, 2016 at 3:00 p.m. at Salle Wagram in Paris.

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 2015 activity report and the Group's outlook.

This year, the Board of Directors has decided to maintain a dividend of €2.00 per share, with the same scrip alternative as last year.

If approved, the dividend will be paid on May 26, 2016, regardless of the option chosen.

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

Thierry PILENKO
Chairman and CEO

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 participate in the Meeting is subject to the registration in an account of the shares at least two trading days prior the date of meeting. For the Technip Combined General Shareholders' Meeting on April 28, 2016 the deadline is **April 26, 2016 at 00:00 a.m.** (Paris time – France). The share should be acquired on April 21, 2016 at the latest in order the right to vote during the Combined General Meeting.



If you wish to attend the Meeting in person

YOU HOLD REGISTERED SHARES

Simply tick box A on the voting form to receive an admission card, sign and date the form and return it with the herewith envelope. You will receive the admission card at the address noted on the voting form.

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

IF YOU DO NOT WISH TO ATTEND THE MEETING

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.

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 French Commercial Code, you may also give notice that you have given or canceled 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 names 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)251855701 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 25, 2016 will be taken into account.

How to fill out the voting form



You wish to attend the meeting: tick box A

Technip
Société Anonyme au capital de 90 756 169,05 €
Siège Social : 89, avenue de la Grande Armée
75116 PARIS
589 803 261 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le 28 avril 2016 à 15 heures
À la salle Wagram
39-41, avenue de Wagram - 75017 PARIS

COMBINED GENERAL MEETING
convened on April 28, 2016 at 3.00 p.m.
At "salle Wagram"
39-41, avenue de Wagram - 75017 PARIS

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

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

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

Je vote OUI à tous les projets de résolutions présentés ou approuvés par le Conseil d'Administration ou le Directeur ou le Gérance, à l'EXCEPTION de ceux que je signale en cochant comme suit : In cases corresponding to those for which I vote NO or I abstain.
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a checked box - like this: for which I vote NO or I abstain.

Sur les projets de résolutions non approuvés par le Conseil d'Administration ou le Directeur ou le Gérance, je vote en cochant comme suit : In cases corresponding to my choice.
On the draft resolutions not approved by the Board of Directors, I cast my vote by checking the box of my choice - like this:

1	2	3	4	5	6	7	8	9	A	F
10	11	12	13	14	15	16	17	18	B	G
19	20	21	22	23	24	25	26	27	C	H
28	29	30	31	32	33	34	35	36	D	J
37	38	39	40	41	42	43	44	45	E	K

2 DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (2)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (2)

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

M. Mlle ou Mlle, Raison Sociale / Mr. Mrs or Miss, Corporate Name
Adresse / Address : _____

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

à la banque / in the bank 25 Avril 2016 / April 28th, 2016
à la société / to the company 25 Avril 2016 / April 28th, 2016



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

1

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

2

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

3

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

Within the 3-day period preceding the 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: €0.15/min excluding VAT) or at +33(0)251855982 (international) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris time.

HOW TO PARTICIPATE IN THE GENERAL MEETING



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 22, 2016) either by:

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

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



If you want to get information

In the following pages, you will find information about the 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 2015 Activity and Sustainable Development Report and the 2015 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 (section: Media center/Annuals Documents). If you would like these documents sent to you, please complete the “**request for documents and information**” form on page 35.

Moreover, all documents that will be provided during the General Meeting are available for consultation either on www.technip.com (section: Investors/Annual Shareholders’ Meeting) or, as of April 13, 2016, from Technip’s registered offices at the following address:

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



AGENDA

Within the Authority of the Ordinary Shareholders' Meeting

1. Approval of the statutory financial statements for the fiscal year ended December 31, 2015
2. Allocation of earnings for the fiscal year ended December 31, 2015 and setting of the dividend amount
3. Shareholder's option for the payment of the dividend in new common shares and setting of the dividend payment date
4. Approval of the consolidated financial statements for the fiscal year ended December 31, 2015
5. Special report of the Statutory Auditors on the regulated agreements
6. Special report of the Statutory Auditors on the commitments made to the Chairman & Chief Executive Officer with regard to the end of his duties
7. Non-binding opinion on the compensation components for the fiscal year 2015 falling due as well as other benefits granted to Thierry Pilenko, Chairman & Chief Executive Officer
8. Ratification of the "cooptation" of Didier Houssin's office as a Director
9. Renewal of a Statutory Auditor
10. Renewal of a Statutory Auditor
11. Renewal of an Alternate Statutory Auditor
12. Appointment of an Alternate Statutory Auditor
13. Directors' attendance fees
14. Authorization granted to the Board of Directors for the repurchase of Company shares

Within the Authority of the Extraordinary Shareholders' Meeting

15. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving right to debt securities, with maintenance of the preferential subscription rights of shareholders
16. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving right 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
17. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving right to debt securities, without the preferential subscription rights of shareholders and by way of a private placement
18. 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, acting automatically as waiver by the shareholders of their preferential subscription rights
19. 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, acting automatically as waiver by the shareholders of their preferential subscription rights
20. 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
21. 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 as waiver by the shareholders of their preferential subscription rights
22. 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 the shareholders

Within the Authority of the Combined Shareholders' Meeting

23. Powers for formalities

SUMMARY PRESENTATION

Activity report for 2015

In 2015, Technip showed itself to be resilient and proactive in an unprecedented market environment, executing on key projects for our clients, progressing on our cost reduction program and advancing our strategy.

2015 PERFORMANCE

We closed 2015 successfully with revenue and underlying operating profit from recurring activities (OIFRA) in line with our guidance.

- Order intake was €2.8 billion in the fourth quarter and €7.6 billion in 2015. Most importantly, the quality and diversity of these orders have been maintained and we are positioned for the years ahead as lead contractor at FEED stage on a number of important projects.
- Our operations generated more than €1 billion of cash flow over the year, supported by the strong profitability of Subsea. We ended the year with €1.9 billion of net cash supported by discipline in capex (€272 million net) and strong working capital management (positive €562 million).
- The accelerated cost reduction plan announced in July 2015 has already delivered some €270 million of savings whilst investment in R&D is up and the performance of our Onshore/Offshore segment improved after a difficult start to the year. We are able to increase our cost saving target to €1 billion (from €830 million).
- We delivered a series of projects for our clients with a strong safety performance: Halobutyl elastomer facility in Saudi Arabia; Burgas Refinery in Bulgaria; subsea developments as Julia in the US Gulf of Mexico and Bøyla in Norway. Ongoing major projects such as Yamal LNG progressed well.
- Strategically, our alliance with FMC Technologies is meeting its targets, with the Forsys Subsea JV having won two contracts in 2015 and another in 2016 on Trestakk field for Statoil.

Our diversified backlog of €17 billion, with €7.3 billion in Subsea and €9.7 billion in Onshore/Offshore, combined with higher cost savings, focus on working capital management and lower net capex will help protect our margins and cash flow in the coming years.

PROPOSED 2015 DIVIDEND

Consequently, we maintain a dividend of €2.00 per share, offer the same scrip alternative as last year and reaffirm our commitment to a stable fully diluted share count.

MARKET OUTLOOK

Given the oil price outlook, macro-economic and geopolitical uncertainties, we do not expect a material change in our clients' priorities over the next 12-18 months. Their capex on new projects will remain substantially below 2014 levels with more resilience in downstream compared to upstream:

- Downstream: refining and (petro)chemical companies are more profitable in the current environment and we are seeing continued interest worldwide in investing, revamping and

upgrading. This will benefit our technology, equipment and consulting businesses and support the improving performance of our Onshore/Offshore segment in the next couple of years.

- Upstream: we may see momentum on a few strategic developments, but oil and gas operators are currently focused on completing major projects launched over the past three to five years. The completion of these should provide cash flow headroom which would enable investment to resume, to compensate inevitable reservoir depletion. Most important, the significant improvements on project economics brought by early engagement (notably by Genesis and the Forsys Subsea JV) is increasing client confidence in upstream project returns. Therefore, front-end work for upstream developments should gain momentum from late 2016 into 2017 with larger project investment decisions following on thereafter.

1. REVENUE (ADJUSTED BASIS)

Subsea adjusted revenue was €5,876 million in 2015 compared with €4,880.4 million at the end of 2014, that is to say an increase of 20.4%.

Subsea adjusted EBITDA margin was 19.0% in 2015, compared to 18.1% in 2014, and adjusted operating margin was 14.5% in 2015, compared to 13.0% in 2014, reflecting progress on large projects and a high fleet utilization rate of 80%.

Onshore/Offshore adjusted revenue was €6,332.7 million in 2015 compared with €5,844.1 million at the end of 2014, that is to say an increase of 8.4%.

Onshore/Offshore adjusted operating margin accordingly fell to 0.5% in 2015, compared to 4.7% in 2014.

2. OPERATING INCOME FROM RECURRING ACTIVITIES (ADJUSTED BASIS)

On July 6, 2015 Technip announced the launch of a restructuring plan with a total estimated one-off charge of €650 million. Of this total, €635 million was booked in 2015: €184 million in operating income from recurring activities and €451 million in non-current operating result.

The Group's adjusted Operating Income From Recurring Activities after Income/(Loss) of Equity Affiliates including Corporate charges was €986.8 million in 2015 versus €824.6 million a year ago, a 19.7% increase compared to 2014.

In 2015, the estimated translation impact from **foreign exchange** was a positive €701 million on adjusted revenue and positive €64 million on adjusted operating income from recurring activities after income/(loss) of equity affiliates.

3. ADJUSTED NON-CURRENT ITEMS AND GROUP NET INCOME

Adjusted non-current operating items of €(470) million were booked in 2015, out of which €(451) million reflected part of the one-off charge.

Adjusted Financial result in 2015 included around €90 million of interest expenses on long-term and short-term debt and a €61 million negative impact from changes in foreign exchange rates and fair market value of hedging instruments and a non-current charge of €28 million against our investment in MHB ⁽¹⁾. On the positive side, we booked interest income of around 38million.

4. ADJUSTED CASH FLOW AND STATEMENT OF CONSOLIDATED FINANCIAL POSITION

As of December 31, 2015 our **adjusted net cash position** ⁽²⁾ was €1,938 million compared with €1,125 million at the end of 2014.

Adjusted capital expenditures in 2015 were €295 million, compared to €376 million one year ago, showing our discipline and focus on our already initiated investments, reinforcing our will to remain at the cutting edge of technology.

2016 strategic priorities: broadening Technip's portfolio of solutions

Our strategy in recent years has built a broadly-based business with drivers beyond just large onshore, offshore and subsea projects. As a result, 22% of our 2015 adjusted revenue and 30% of our underlying EBITDA come from technology, equipment and consulting activities across our two segments - a fundamental change compared to five years ago. We intend to continue to invest in these areas, directly and through our alliances.

To conclude, there will be a premium in this period on being able to compete for the work available on an integrated yet flexible basis and in a way which demonstrates tangible benefits for our clients. We will continue to seek early stage engagement with clients, committing to drive costs out through the application of technology, simplicity and standardization, and to an efficient use of our own supply chain. Internally, we are controlling our costs, our cash, our projects and our capex, maintaining a strong balance sheet and therefore our capacity to reinforce our leadership. Overall, we are ready to seize opportunities in this unprecedented market environment – to win projects, gain new markets, retain and recruit the best talents – and create long-term value for all our stakeholders.

2016 operational priorities:

- Executing projects safely with improved efficiency;
- Broadening our offer to reduce client project costs and best position ourselves across the value chain;
- Reducing further our cost base and increasing our competitiveness;
- Seizing opportunities in targeted markets;
- Continuing to invest in technology, equipment and consulting;
- Creating long-term value for our stakeholders.

FULL YEAR 2016 OUTLOOK

- **Adjusted Subsea revenue** between €4.7 and €5.0 billion, adjusted Operating Income From Recurring Activities ⁽¹⁾ between €640 and €680 million.
- **Adjusted Onshore/Offshore revenue** between €5.7 and €6.0 billion, adjusted Operating Income From Recurring Activities ⁽³⁾ between €240 and €280 million.

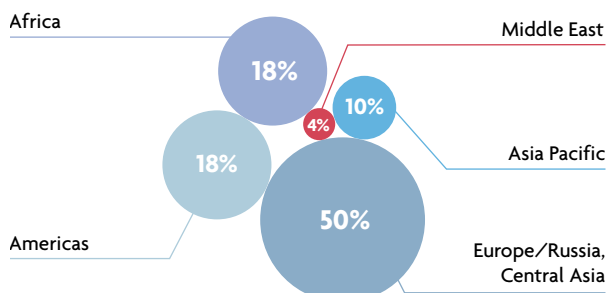
Technip's backlog at December 31, 2015

A DIVERSIFIED BACKLOG

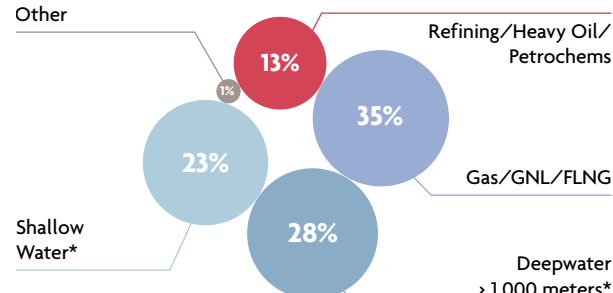
Breakdown of backlog by activities as of December 31, 2015

	2015
Subsea	7,309
Onshore/Offshore	9,661
Total	16,970

Breakdown of backlog by geography as of December 31, 2015



Breakdown of backlog by market as of December 31, 2015



* Include Subsea and Offshore.

A backlog of €17 billion with order intake of €9,5 billion in 2015.

(1) MHB: Malaysia Marine and Heavy Engineering Holdings Berhad listed in Malaysia on Bursa Malaysia, of which Technip holds 8.5%.

(2) The IFRS consolidated financial statements and a reconciliation to the adjusted basis.

(3) Adjusted operating income from recurring activities after Income/(loss) of equity affiliates.

BOARD OF DIRECTORS

A RESPONSIBLE GOVERNANCE

The Board of Directors, which determines the Company's strategic directions and monitors their implementation, met several times in 2015. When taking decisions, the Board takes into account the recommendations of its four specialized committees.

As of February 29, 2016, our Board of Directors included five women and six directors of a nationality other than French. Since the Annual General Meeting on April 25, 2013, Technip met in advance the second threshold of 40% to be achieved in 2016 regarding the fair representation of women and men in boards of directors (Article 6.4 of the AFEP-MEDEF Code).



Thierry PILENKO
 · Technip's Chairman and Chief Executive Officer
 · 89, avenue de la Grande Armée – 75116 Paris
 · 58 – French

Position within the Board of Directors
 Technip's Chairman and Chief Executive Officer

Term
 Date of first appointment: April 27, 2007.
 Date of last appointment: April 23, 2015.
 Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2018.



Leticia COSTA
 · Partner at Prada Assessoria Empresarial Ltda
 · Rua Tenente Negrão, 140 – 14th floor – cj 141 –
 · 04530-030 – São Paulo – SP – Brazil
 · 55 – Brazilian

Position within the Board of Directors
 Independent Director

Term
 Date of first appointment: April 28, 2011.
 Date of last appointment: April 23, 2015.
 Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2018.



C. Maury DEVINE
 · Corporate Director
 · 1219 35th Street NW Washington –
 · DC 20007 – USA
 · 65 – American

Position within the Board of Directors
 Senior Independent Director
 Independent Director

Term
 Date of first appointment: April 28, 2011.
 Date of last appointment: April 23, 2015.
 Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2018.



Marie-Ange DEBON
 · Senior Executive Vice-President of SUEZ Group and
 · Chief Executive Officer of the International Division
 · Tour CB21 – 16, place de l'Iris –
 · 92040 Paris La Défense
 · 50 – French

Position within the Board of Directors
 Director

Term
 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.



Pascal COLOMBANI
 · Chairman of the Board of Directors of Valeo
 · 43, rue Bayen – 75017 Paris
 · 70 – French

Position within the Board of Directors
 Independent Director

Term
 Date of first appointment: April 27, 2007.
 Date of last appointment: April 23, 2015.
 Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2018.



Manisha GIROTRA
 · Chief Executive Officer of Moelis & Company
 · India Private Limited
 · Suite 3103 – Hotel Four Seasons
 · Dr E. Moses Road, Worli – Mumbai 400018 – India
 · 46 – Indian

Position within the Board of Directors
 Independent Director

Term
 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
 · Chief Executive Officer of Stiftelsen SINTEF
 · Postboks 4760 Sluppen NO-7465 Trondheim –
 · Norway
 · 50 – Norwegian

Position within the Board of Directors
 Independent Director

Term

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 38396 – Dubai
 · Industrial Park – Dubai – United Arab Emirates
 · 60 – Irish

Position within the Board of Directors
 Independent Director

Term

Date of first appointment: April 27, 2007.
 Date of last appointment: April 23, 2015.
 Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2018.



Gérard HAUSER
 · Corporate Director
 · 89, avenue de la Grande Armée – 75116 Paris
 · 74 – French

Position within the Board of Directors
 Independent Director

Term

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.



Joseph RINALDI
 · Partner in Davis Polk & Wardwell
 · Davis Polk & Wardwell – 450 Lexington
 · Avenue – New York NY 10017 – USA
 · 58 – Australian and Italian

Position within the Board of Directors
 Independent Director

Term

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.



Didier HOUSSIN
 · Chairman and Chief Executive Officer
 · of IFP Énergies nouvelles
 · 1 et 4, avenue de Bois Préau –
 · 92852 Rueil-Malmaison Cedex
 · 59 – French

Position within the Board of Directors
 Director

Term

Date of first appointment: February 23, 2016
 Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2018.



Pierre-Jean SIVIGNON
 · Deputy Chief Executive Officer and Chief
 · Financial Officer of the Carrefour Group
 · 33, avenue Émile Zola – TSA 55 555
 · 92649 Boulogne-Billancourt
 · 59 – French

Position within the Board of Directors
 Independent Director

Term

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.

POTENTIAL CAPITAL

Summary of Authorizations Granted by the Shareholders' General Meeting, which Expired or were in Effect in Financial Year 2015

The table below summarizes the resolutions approved by the Shareholders' General Meetings authorizing the Board of Directors to increase or reduce the share capital, and shows the Board's use of said authorizations in financial year 2015:

Purpose	Validity	Limit	Use during the 2015 financial year
Authorization to reduce share capital by canceling all or part of the shares previously repurchased	Extraordinary Shareholders' Meeting of April 29, 2010 12 th resolution Term: 5 years Expiry: April 28, 2015	10% of the share capital per 24-month period	None
Authorization to repurchase Company shares	Ordinary Shareholders' Meeting of April 24, 2014 6 th resolution Term: 18 months Expiry: October 24, 2015	8% of share capital	0.25%
Share capital increase with preferential subscription rights	Extraordinary Shareholders' Meeting of April 24, 2014 7 th resolution Term: 26 months Expiry: June 24, 2016	Par value: €42 million €2.5 billion for securities representing debt certificates granting access to share capital	None
Share capital increase without preferential subscription rights and by public offer	Extraordinary Shareholders' Meeting of April 24, 2014 8 th resolution Term: 26 months Expiry: June 24, 2016	Par value: €8 million €2.5 billion for securities representing debt certificates granting access to share capital	None
Share capital increase without preferential subscription rights and by private placement	Extraordinary Shareholders' Meeting of April 24, 2014 9 th resolution Term: 26 months Expiry: June 24, 2016	Par value: €8 million €2.5 billion for securities representing debt certificates granting access to share capital	None
Grant of performance shares to be issued to eligible employees of the Company and directors or officers of the Company or other associated companies	Extraordinary Shareholders' Meeting of April 24, 2014 10 th resolution Term: 24 months Expiry: April 24, 2016	0.3% of share capital	0.17%
Grant of performance shares to be issued to the Executive Director of the Company and to the Group principal executives	Extraordinary Shareholders' Meeting of April 24, 2014 11 th resolution Term: 24 months Expiry: April 24, 2016	0.3% of share capital toward the ceiling of the 10 th resolution	0.08%
Grant of share subscription or share purchase options to be issued to the eligible employees and directors and officers of the Company and employees and directors and officers of other associated companies	Extraordinary Shareholders' Meeting of April 24, 2014 12 th resolution Term: 24 months Expiry: April 24, 2016	0.5% of share capital	0.18%
Grant of share subscription or share purchase options to be issued to the Executive Director of the Company and to the Group principal executives	Extraordinary Shareholders' Meeting of April 24, 2014 13 th resolution Term: 24 months Expiry: April 24, 2016	0.5% of share capital toward the ceiling of the 12 th resolution	0.30%

Purpose	Validity	Limit	Use during the 2015 financial year
Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a Company savings plan, without preferential subscription rights for the shareholders	Extraordinary Shareholders' Meeting of April 24, 2014 14 th resolution Term: 26 months Expiry: June 24, 2016	1% of share capital	None
Authorization granted to the Board of Directors to increase the share capital without preferential subscription rights for the shareholders, the issued securities being reserved for categories of beneficiaries as part of the implementation of an employee share program	Extraordinary Shareholders' Meeting of April 24, 2014 15 th resolution Term: 18 months Expiry: October 24, 2015	0.5% of share capital	None
Authorization to repurchase Company shares	Ordinary Shareholders' Meeting of April 23, 2015 13 rd resolution Term: 18 months Expiry: October 23, 2016	8% of share capital	0.92%
Authorization to reduce share capital by canceling all or part of the shares previously repurchased	Extraordinary Shareholders' Meeting of April 23, 2015 14 th resolution Term: 5 years Expiry: April 23, 2020	10% of the share capital per 24-month period	None
Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a company savings plan, without preferential subscription rights for the shareholders	Extraordinary Shareholders' Meeting of April 23, 2015 15 th resolution Term: 26 months Expiry: June 23, 2017	1.25% of share capital	1.25%
Authorization granted to the Board of Directors to increase the share capital without preferential subscription rights for the shareholders, the issued securities being reserved for categories of beneficiaries as part of the implementation of an employee share program	Extraordinary Shareholders' Meeting of April 23, 2015 16 th resolution Term: 18 months Expiry: October 23, 2017	0.5% of share capital	0.50%

FINANCIAL RESULTS OF THE LAST FIVE YEARS

In millions of Euro	December 31				
	2011	2012	2013	2014	2015
I. YEAR END FINANCIAL POSITION					
A) Called up Capital	84.6	86.2	86.7	86.9	90.8
B) Outstanding Shares ^(a)	110,987,758	113,040,513	113,680,256	113,945,317	119,024,484
C) Convertible Bonds	11,796,986	11,796,986	11,796,986	11,796,986	11,796,986
II. OVERALL OPERATING RESULT					
A) Net Revenues	156.9	151.3	176.0	183.1	189.9
B) Income before Tax, Depreciation and Amortization	342.5	451.0	213.1	115.9	146.2
C) Income Tax Expense/(Profit)	(44.0)	(37.6)	(18.4)	(19.7)	(52.4)
D) Net Income	357.7	472.5	200.3	107.0	5.2
E) Dividends Paid	172.6	186.0	206.5	225.2	236.4 ^(b)
III. OPERATING INCOME PER SHARE (in Euro)					
A) Income before Depreciation and Amortization	3.5	4.3	2.0	1.2	1.7
B) Net Income	3.2	4.2	1.8	0.9	-
C) Dividends Paid	1.58	1.68	1.85	2.00	2.00 ^(b)
IV. STAFF					
A) Number of Employees	8	7	7	7	4
B) Wages and Salaries	15.8	14.2	23.2	9.5	6.2

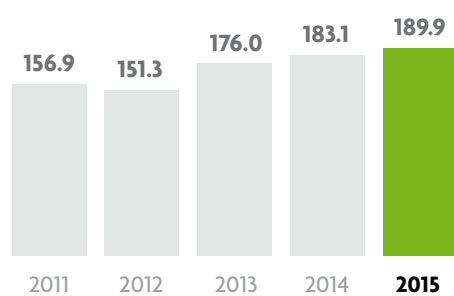
(a) Does not include the exercise of options arising from the current share purchase or share subscription option plans. Includes 818,875 treasury shares as of December 31, 2015.

(b) This amount corresponds to the dividend proposed by the Board of Directors at the Shareholders' General Meeting: €2.00 per share based on outstanding shares excluding treasury shares held as of December 31, 2015.

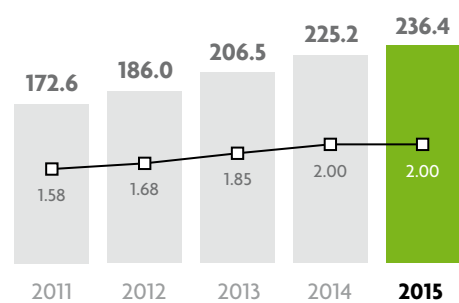


NET REVENUES

In millions of Euro



DIVIDENDS PAID



■ Dividend paid (in € millions)

□ Dividend paid per share (€)

DRAFT RESOLUTIONS

Within the Authority of the Ordinary Shareholders' Meeting

First and second resolutions

Approval of the statutory financial statements and allocation of earnings and setting of the dividend amount

The purpose of the **first resolution** is to approve Technip SA's statutory financial statements for the 2015 fiscal year.

The purpose of the **second resolution** is to determine the allocation of Technip SA's earnings and set the dividend for the 2015 fiscal year at €2.00 per share.

Pursuant to Article 243 *bis* 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 of the French General Tax Code.

FIRST RESOLUTION

Approval of the statutory financial statements for the fiscal year ended December 31, 2015

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 2015 fiscal year and the report of the Statutory Auditors on the performance of their mission over the course of the 2015 fiscal

year hereby approves the statutory financial statements for the fiscal year ended December 31, 2015, as presented, showing profits of €5,230,470.90. 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, 2015 and setting of the dividend amount

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, 2015, amount to €5,230,470.90 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 €2,885,922,504.99, taking into account the available retained earnings of €492,349,405.42.

The Shareholders' Meeting therefore decides to allocate as a dividend an amount of €2.00 per share, representing a total amount of €236,411,218, 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 119,024,484 shares comprising the share capital as of December 31, 2015, 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 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
2012	€1.68	€1.68
2013	€1.85	€1.85
2014	€2.00	€2.00

Third resolution

Shareholder's option for the payment of the dividend in new common shares and setting of the dividend payment date

The purpose of the **third resolution** is to offer each shareholder the option to choose for his/her 2015 dividend, relating to the second resolution, to be paid either in new shares of the Company.

- The record date will be May 3, 2016;
- The ex date will be May 4, 2016.

Shareholders may opt for the payment of the dividend in cash or in new shares from May 4, 2016 to May 17, 2016 inclusive. For shareholders who have not exercised their option by May 17, 2016, the dividend will only be paid in cash. For shareholders who have not opted for a payment in shares, the dividend will be paid in cash on May 26, 2016. For shareholders who have opted for a dividend payment in shares, the settlement and delivery of shares benefiting from a discount of 10% will take place on the same date, *i.e.* May 26, 2016.

THIRD RESOLUTION

Shareholder's option for the payment of the dividend in new common shares and setting of the dividend payment date

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, noting that share capital has been paid up in full, decides to offer each shareholder the option to choose for his/her dividend, relating to the second resolution, to be paid in new shares of the Company. Each shareholder will have the choice, according to this resolution, between payment in cash or in new shares, but the option will be applicable on the wholly amount of his/her dividend.

The new shares, if the option is exercised, will be issued at a discount of 10% on the price equal to the average opening prices listed during the 20 stock market trading sessions on Euronext Paris prior to the date of this Shareholders' General Meeting, less the amount of the dividend which is subject of the second resolution and rounded up to the nearest Euro cent. Such issued shares will immediately be entitled to dividends as of January 1, 2016. Shareholders may opt for the payment of the dividend in cash or in new shares from May 4, 2016 to May 17, 2016 inclusive, by sending their request to the financial intermediaries authorized to pay the dividend or, for registered shareholders listed in the issuer-registered accounts held by the Company, to its authorized agent (Société Générale, Département des titres et Bourse, 32, rue du Champ de Tir, BP 81236 Nantes Cedex 3, France).

For shareholders who have not exercised their option by May 17, 2016, the dividend will only be paid in cash.

For shareholders who have not opted for a payment in shares, the dividend will be paid in cash on May 26, 2016. For shareholders who have opted for a dividend payment in shares, the settlement and delivery of shares will take place on the same date.

If the amount of the dividend for which the option is exercised does not correspond to a whole number of shares, shareholders may obtain the immediately higher number of shares by paying the difference in cash on the date they exercise the option, or receive the immediately lower number of shares, with the balance in cash.

The Shareholders' General Meeting gives full powers to the Board of Directors, with the option to sub-delegate to the Chairman of the Board, in accordance with the conditions provided by law, in order to make the payment of the dividend in new shares, to specify the terms and conditions of application and implementation thereof, to record the number of shares issued pursuant to this resolution and to make all requisite amendments to the articles of association concerning the share capital and the number of shares that make up the share capital and, in general, to take all requisite actions.

Fourth resolution

Approval of the Technip Group's consolidated financial statements for the 2015 fiscal year

The purpose of the **fourth resolution** is to approve the Technip Group's consolidated financial statements for the 2015 fiscal year.

FOURTH RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2015

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 2015 fiscal year, and the report of the Statutory Auditors on the consoli-

dated financial statements, hereby approves the consolidated financial statements for the fiscal year ended December 31, 2015, as presented, as well as the transactions evidenced in these statements or summarized in these reports.

Fifth resolution

Special report of the Statutory Auditors related to a regulated agreement

The **fifth resolution** approves the special report of the Statutory Auditors stating an agreement approved by the Board of Directors held on March 22, 2015 for the signature of the

Alliance and Shareholders Agreement with FMC Technologies Inc., C. Maury Devine being a Director of both companies.

FIFTH RESOLUTION

Special report of the Statutory Auditors on the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code

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 a new agreement was entered into in 2015.

Sixth resolution

Special report of the Statutory Auditors related to undertakings in case of termination of Thierry Pilenko's mandate

The **sixth resolution** specifically relates, in accordance with applicable law, to the commitments undertaken by the Company in terms of compensation in the event of departure of the Chairman and Chief Executive Officer. Upon the renewal in April 2015 of the functions of Thierry Pilenko as Chairman and Chief Executive Officer, the Board of Directors confirmed with some adjustments the undertakings previously agreed on these matters.

While maintaining a preference for a contractual protection of Company's interest based on a non-compete agreement based on a two-year non-compete commitment, the Board of Directors took into account some requests from shareholders by adjusting accordingly the terms and conditions of reciprocal indemnity compensating the referred commitment. Hence such indemnity capped, according to AFEP-MEDEF rules, at two years gross compensation, shall be calculated as the average over three years of the fixed + variable yearly compensations actually paid. Such indemnity shall be paid on a monthly basis.

There is no severance payment in the referred Company's undertakings.

Thierry Pilenko will remain a beneficiary of the Company's existing supplementary retirement plan for Group Executives. The benefit of these undertakings previously set up, results from the renewal of Thierry Pilenko's mandate in April 2015, *i.e.* prior to the coming into force of French law 2015.990 dated August 6, 2015 (so called Macron Law). This is why the benefit of said undertakings is not subject to performance conditions under said Macron Law.

It is reminded that these undertakings concluded during the last fiscal year and submitted, this year, according to French law, to the procedure applicable to regulated agreements, have already been presented, last year, under the sixth resolution approved by the Shareholders at the General Meeting of April 23, 2015.

SIXTH RESOLUTION

Special report of the Statutory Auditors on the commitments made to the Chairman & Chief Executive Officer with regard to the end of his duties

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 and the commitments made to the Chairman & Chief Executive Officer with regard to the end of his duties and entered into in 2015.

Seventh resolution

Non-binding opinion on the compensation for the fiscal year 2015 falling due as well as other benefits granted to Thierry Pilenko, Chairman & Chief Executive Officer

The purpose of the **seventh resolution** pursuant to governance regulations applicable in France, is to give an opinion on the compensation package due or granted in respect of the 2015 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 2015 financial year	Amounts or valuation	Remarks
Fixed compensation	€900,000 Amount paid	Unchanged fixed compensation since May 2011.
Variable compensation	€900,000 To be paid The rate of achievement of objectives for 2015 is given herebelow (Table 1).	Board of Directors February 23, 2016 The variable portion of compensation is based on the fixed compensation for the previous year. For 2015, the target variable portion is equal to 120% of the gross annual base salary (with a maximum of 200% of the gross annual base salary). 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 granted in 2015	N/A	With effect from 2015, the Chairman & Chief Executive Office is not receiving any cash plan
Deferred variable compensation granted in 2012 vested in 2015	€180,000	Payment in June 2015 of a Cash Plan awarded in 2012 and representing 20% of the 2012 annual base salary. Performance conditions 100% met. Performance conditions in Table 2 .
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	110,000	Granted at € 47.83. This price is without discount and equal to the average share price on the Euronext Paris market at the opening of the 20 trading days preceding the day of grant. Performance conditions in Table 3 .
Performance shares	33,000	Performance conditions in Table 4 . The Board of Technip, on the recommendation of the Nominations and Remunerations Committee, has decided that the grant of the long term incentive plans for the Chairman & CEO (<i>mandataire social</i>) could represent a face value up to 330% of his annual gross base salary, the value being the one used in the accounting norms (IFRS). The 2015 grant represented 177% of the annual gross base salary.
Acquisitions:		
Stock options	66,080	Performance conditions in Table 3 .
Performance shares	25,000	Performance conditions in Table 4 .
Directors' fees	N/A	The Chairman & Chief Executive Officer does not receive any Directors' fees.
Valuation of the advantages in kind	€4,211 (accounting valuation)	Supplementary health insurance and repatriation insurance.
Compensation for termination of service	N/A	Thierry Pilenko does not qualify for any compensation for termination of service.
Non-compete compensation	Gross annual compensation paid (gross fixed compensation plus variable compensation).	Non-compete compensation reviewed in 2015 for the renewal of Thierry Pilenko's term.
Supplementary pension scheme	Defined contribution scheme: €24,346 corresponding to 8% of the annual gross base salary limited to eight times the French Social Security ceiling (PASS). Defined benefits scheme: the annuity valued on December 31, 2015 amounted to €292,452. Regarding the taxes, Technip has chosen the pre-financing Fillon option amounting to 24%.	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 (2015) *i.e.* on compensation items of which most have been already paid.

In addition to the above information, it should be noted that the 2016 remuneration of Thierry Pilenko continues to be as follows:

1. Fixed and variable yearly compensation:

- Base salary of €900,000 unchanged since 2011.
- Incentivised variable portion directly linked to the evolution of the Group financial performance up to 120% of the base salary when targets are obtained with a ceiling at 200% of said base salary.

2. Deferred and multi-year compensation or special bonus:

- Deferred compensation: N/A.
- Multi-year compensation: N/A.
- Special bonus: N/A.

3. Directors' fees: N/A.

4. Advantages in kind: supplementary health insurance and repatriation insurance (unchanged).

5. Undertakings in case of termination (regulated agreements):

- Compensation for termination: N/A.
- Non-compete compensation unchanged:
 - two-year obligation whatever the date or cause for termination;
 - no geographical limits;
 - indemnity: two years of gross annual compensation paid (gross fixed compensation + variable compensation). The basis of calculation is the average of such gross annual compensation of the last three years;
 - monthly instalments;
 - indemnity of 18 months of the last gross annual compensation, in case of violation of the obligations (deemed as a minimum).
- Retirement: benefit of any current or future (in case of applicable new law) supplementary pension scheme benefiting to the Excom members.

Due to the date of the renewal of the mandate of Thierry Pilenko, at this stage, no performance conditions should be applied to the defined benefit scheme.

Table 1

Based on the actual rate of achievement of objectives set for 2015 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%	120-130% ⁽¹⁾	71.2%	€768,921
30%	Individual objectives	0 to 200%	76.7%	23.4%	€252,646
100%				94.6%	€1,021,567 ⁽²⁾

(1) The acceleration triggered above 100% is equal to 2.1%. It has not been applied during the 2015 year as described below.

(2) The strict application of mathematical formulas for calculating the variable portion led to an amount of €1,021,567. Taking into account the difficult environment in the industry, on request of the Chairman & Chief Executive Officer, the Board of Directors on February 23, 2016, on the recommendation of the Nominations and Remunerations Committee, reduced the amount due. The variable portion due to Thierry Pilenko for financial year 2015 is thus €900,000 and will be paid in 2016. It represents 12 months of his annual base salary.

Table 2

Performance conditions

Under the 2012 Plan, the definitive acquisition is governed by the arithmetical average of the two best of the three metrics (TRCF, OIFRA, Order intake) over the fiscal years 2012, 2013, 2014.

The rate of achievement for each of these criteria is given in the table hereafter. Therefore the definitive acquisition under the 2012 Cash Plan reaches 100% for all the plan beneficiaries.

Metrics for the Cash Plan	Rate of achievement ⁽²⁾	Actual
TRCF (Total Recordable Case Frequency) ⁽¹⁾	100%	0.23
Group OIFRA	100%	€2.470 Bn
Order Intake	100%	€38.068 Bn

(1) The frequencies are calculated by 200,000 hours worked.

(2) Performance capped to 100% for the computation.

Table 3

Performance conditions

Under the 2011 Plan, the definitive acquisition is governed by the arithmetical average of the three metrics (TSR, OIFRA, ROCE) over the fiscal years 2011, 2012 and 2013.

The rate of achievement for each of these criteria is given in the table hereafter. Therefore the definitive acquisition under the 2011 Stock options Plan reaches 94.4% for the Excom members and 97.2% for the remaining beneficiaries.

Metrics for Stock Options	Rate of achievement	Actual
Total Shareholder Return (TSR)	80%	4%
OIFRA	121%	€2.376 Bn
ROCE	83%	17.4%

Under the 2015 Plan, the definitive acquisition is governed by the arithmetical average of the three metrics (TSR, OIFRA, ROCE) over the fiscal years 2015, 2016 and 2017.

Table 4

Performance conditions

Under the 2012 Plan, the definitive acquisition is governed by the arithmetical average of the two best of the three metrics (TRCF, OIFRA, Net Cash from operational activities) over the fiscal years 2012, 2013 and 2014.

The rate of achievement for each of these criteria is given in the table hereafter. Therefore the definitive acquisition under the Performance Shares Plan 2012 reaches 100% for all the plan beneficiaries.

Metrics for Performance Shares	Rate of achievement ⁽²⁾	Actual
TRCF (Total Recordable Case Frequency) ⁽¹⁾	100%	0.23
OIFRA	100%	€2.470 Bn
Net Cash From Operational Activities	100%	€2.618 Bn

(1) The frequencies are calculated by 200,000 hours worked.

(2) Performance capped to 100% for the computation.

Under the 2015 Plan, the definitive acquisition is governed by the arithmetical average of the two best of the three metrics (TRCF, OIFRA, Net Cash from operational activities) over the fiscal years 2015, 2016 and 2017.

SEVENTH RESOLUTION

Non-binding opinion on the compensation components for the fiscal year 2015 falling due as well as other benefits granted to Thierry Pilenko, Chairman & Chief Executive Officer

The Shareholders' Meeting, consulted pursuant to the recommendation of paragraph 24.3 of the November 2015 AFEP-MEDEF Governance Code which constitutes the Company's reference code pursuant to the provisions of Article L.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 2015, falling due as well as other benefits granted to Thierry Pilenko, Chairman & Chief Executive Officer, such components being presented in the Reference Document for 2015, chapter 4, paragraph 4.2.1.a "Tables regarding compensation of Executive Directors".

Eighth resolution

Ratification of the "cooptation" of Didier Houssin as a Director

The purpose of the **eighth resolution** is to ratify the appointment as a Director at the Board of Directors' Meeting held on February 23, 2016 of Didier Houssin in replacement of Olivier Appert who resigned.

Didier Houssin's biography is presented below:



Didier Houssin was appointed Chairman and CEO of IFP Énergies nouvelles on April 8, 2015.

Prior to this, from December 2012 to April 2015, he was Director of Sustainable Energy Policy and Technology at the International Energy Agency (IEA). In this role, he was responsible for the development of low-carbon technologies and energy transition (ETP scenarios to 2050, technology roadmaps, carbon capture and sequestration and the IEA's international RD&D network). From July 2007 to October 2012, he was Director of Energy Markets and Security at the IEA. In this role, he was responsible for analyzing energy markets, in particular oil, gas, electricity and renewable energies, and overseeing security of supply.

Before joining the IEA, Didier Houssin had gained broad experience in numerous positions both in the French Government and the private industrial sector. He was Managing Director of BRGM, the French Geological Survey, with a wide range of managerial responsibility over the 850-strong group, from 2004 to 2007. He was Director of Energy and Mineral Resources at the French Ministry of Economy and Finance from 1997 to 2004. From 1987 to 1990, he held a position in European Affairs at Total, where he was responsible for developing EU strategy. From 1983 to 1987, he had international positions at the French Ministry of the Industry.

Didier Houssin graduated from the *École Nationale d'Administration* (ENA) (1983) and has a Master in International Law from the Paris Sorbonne University. He also has a degree in Political Science from the *Institut d'études politiques* in Paris (1977).

Full information in relation to Didier Houssin is included in the 2015 Reference Document (Section 4.1.1).

EIGHTH RESOLUTION

Ratification of the “coopation” of Didier Houssin’s office as a Director

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, ratifies the temporary appointment of Didier Houssin as a Director decided at the Board of Directors held on February 23, 2016 in replacement of Olivier Appert who resigned.

In accordance with Article 14.6 of the Articles of Association, Didier Houssin will be appointed for the remaining period of the office of Olivier Appert as a Director expiring at the end of the Ordinary Shareholders’ Meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2018.

Ninth to twelfth resolutions

Appointment of two Statutory Auditors and two Alternate Statutory Auditors

The terms of the Statutory Auditors expiring at the time of this Shareholders’ Meeting, the purpose of these resolutions is to appoint for six years, according to the law:

- Statutory Auditors: Ernst & Young et Autres;

- Statutory Auditors: PricewaterhouseCoopers Audit;
- Alternate Statutory Auditors: Auditex;
- Alternate Statutory Auditors: Jean-Christophe Georghiou.

NINTH RESOLUTION

Renewal of a Statutory Auditor

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, decides to renew the term of office of Ernst & Young et Autres

as a Statutory Auditor for a term of six years, to expire at the end of the Ordinary Shareholders’ Meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2021.

TENTH RESOLUTION

Renewal of a Statutory Auditor

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, decides to renew the term of office of PricewaterhouseCoopers

Audit as a Statutory Auditor for a term of six years, to expire at the end of the Ordinary Shareholders’ Meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2021.

ELEVENTH RESOLUTION

Renewal of an Alternate Statutory Auditor

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, decides to renew the term of office of Auditex as an Alternate

Statutory Auditor for a term of six years, to expire at the end of the Shareholders’ Meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2021.

TWELFTH RESOLUTION

Appointment of an Alternate Statutory Auditor

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, decides to appoint Jean-Christophe Georghiou as an Alternate

Statutory Auditor for a term of six years, to expire at the end of the Ordinary Shareholders’ Meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2021.

Thirteenth resolution

Directors' attendance fees

The **thirteenth resolution** sets the amount of Directors' attendance fees.

The proposal is to keep for 2016 the annual amount of Director's fees at €800,000 which will thus remain unchanged since 2013.

As a reminder the Chairman & CEO does not receive any attendance fee (and the fees are currently paid to 11 out of 12 Directors).

THIRTEENTH RESOLUTION

Directors' attendance fees

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, decides to set the attendance fees to be allocated to the Board of Directors at €800,000 for 2016.

The Shareholders' Meeting grants full powers to the Board of Directors to allocate all or part of these attendance fees in accordance with such terms and conditions that it will determine.

Fourteenth resolution

Repurchase of Company Shares

The **fourteenth 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 23, 2015, which is due to expire on October 23, 2016.

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

The proposed authorization is for an 18-month period, at a maximum purchase price of €65 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, 2015, the Company's share capital was divided into 119,024,484 shares. On this basis, the maximum number of shares that in theory the Company could repurchase amounts to 8,703,083 shares (taking into account the 818,875 treasury shares which are to be charged to the 8% referred limit).

FOURTEENTH 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 €65 (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 23, 2015. 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

Fifteenth, sixteenth and seventeenth resolutions

Share capital increase with and without preferential subscription rights

A – Description of these three resolutions

1. The purpose of the **fifteenth, sixteenth and seventeenth 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 24, 2014, for the same duration, *i.e.*, with a validity expiring on June 24, 2016.

Considering new development of applicable French laws, it is underlined that each of these resolutions may not be used during a public tender offer on the securities of the Company.

2. Apart from this, the three authorizations remain very similar 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:

- €45 million for share capital increases with preferential subscription rights, *i.e.*, an authorization limited to 49.58% of the Company's share capital as of December 31, 2015 (fifteenth resolution);
- €9 million for share capital increases without preferential subscription rights, through a public offering, *i.e.*, an authorization limited to 9.91% of the Company's share capital as of December 31, 2015 (sixteenth resolution); and
- €9 million for share capital increases without preferential subscription rights, through a private placement, *i.e.*, an authorization limited to 9.91% of the Company's share capital as of December 31, 2015 (seventeenth resolution),

it being understood that the aggregate amount of capital increases made pursuant to the fifteenth, sixteenth and seventeenth resolutions may not exceed a maximum amount of €45 million and that the aggregate of the capital increases made pursuant to the sixteenth and seventeenth resolutions may not exceed a maximum amount of €9 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 fifteenth, sixteenth and seventeenth 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 during the 30 days following the closing.

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 28, 2018, and cancel the corresponding authorizations granted by the Shareholders' Meeting of April 24, 2014.

B – Specific comments on the 16th and 17th 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 (sixteenth 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 (seventeenth resolution).

FIFTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital through the issuance of shares or equity securities giving access to other equity securities of the Company or giving right to debt securities and to issue securities giving access to equity securities of the Company to be issued, 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, and/or equity securities giving access to other equity securities or giving right to debt securities as well as any other securities giving access to equity securities of the Company to be issued, 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 €45 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. Decides that the total amount of securities representing debt securities 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.
5. 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.
6. 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.
7. 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 equity securities 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, without the prior approval of the Shareholders' Meeting, the Board of Directors may not use this authorization from the date on which a third party files a public

tender offer on the securities of the Company until the end of the offer period.

11. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 24, 2014, in its seventh 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.

SIXTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital through the issuance of shares or equity securities giving access to other equity securities of the Company or giving right to debt securities and to issue securities giving access to equity securities of the Company to be issued, 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.228-94 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, and/or equity securities giving access to other equity securities or giving right to debt securities as well as any other securities giving access to equity securities of the Company to be issued, 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 and/or equity securities giving access to other equity securities or giving right to debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued, following the issuance by a company in which the Company holds, directly or indirectly, more than one-half of the capital, of equity securities or securities giving access to equity securities of the Company to be issued, (2) the issuance of shares, or equity securities or securities by the Company giving access to equity securities to be issued by a company in which the Company holds, directly or indirectly, more than one-half of the capital and (3) the issuance by the Company of securities giving access to existing equity securities or giving right to debt securities of another company in which the Company does not directly or indirectly hold more than half of the share 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 €9 million, it being specified that this amount shall be applied toward the total nominal maximum amount of €45 million provided for in the fifteenth resolu-

tion 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. 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 fifteenth resolution of this Shareholders' Meeting.
6. Decides to eliminate the preferential subscription rights of shareholders with respect to the shares, equity securities and any other 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 such time and subject to such 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.
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 equity securities to which such securities give right.
8. 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.

9. 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.
10. Decides that, without the prior approval of the Shareholders' Meeting, the Board of Directors may not use this authori-

zation from the date on which a third party files a public tender offer on the securities of the Company until the end of the offer period.

11. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 24, 2014, 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.

SEVENTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital through the issuance of shares or equity securities giving access to other equity securities of the Company or giving right to debt securities and to issue securities giving access to equity securities of the Company to be issued, 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. 228-94 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/or equity securities giving access to other equity securities or giving right to debt securities as well as any other securities giving access to equity securities of the Company to be issued, 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 and/or equity securities giving access to other equity securities or giving right to debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued, following the issuance by a company in which the Company holds, directly or indirectly, more than one-half of the capital, of equity securities or securities giving access to equity securities of the Company to be issued, (2) the issuance of shares, or equity securities or securities by the Company giving access to equity securities to be issued by a company in which the Company holds, directly or indirectly, more than one-half of the capital and (3) the issuance by the Company of securities giving access to existing equity securities or giving right to debt securities of another company in which the Company does not directly or indirectly hold more than half of the share 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 €9 million, it being specified that this amount shall be applied toward the total nominal amount of €9 million provided for in the sixteenth resolution and to the maximum total nominal amount of €45 million provided for in the fifteenth 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. 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 fifteenth resolution of this Shareholders' Meeting.
6. Decides to eliminate the preferential subscription rights of shareholders with respect to the shares, equity securities and any other securities to be issued pursuant to this resolution.
7. 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 equity securities to which such securities give right.
8. 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.

9. Decides that, without the prior approval of the Shareholders' Meeting, the Board of Directors may not use this authorization from the date on which a third party files a public tender offer on the securities of the Company until the end of the offer period.

10. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 24, 2014, in its ninth 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.

Eighteenth to twenty-first resolutions

Grant of share subscription or purchase options and performance shares

A – Main characteristics of the “Technip Incentives and Reward Plan” (TIRP 2016)

The proposals for 2016 reflect an evolution of the long term compensation policy aiming at complying with requests and comments delivered by shareholders and proxy advisors in the recent years.

In addition, the total of the new authorizations proposed this year (1% of the share capital) is below to the corresponding level of plans maturing in 2016 (1.09% of the share capital) contributing to the decrease of the equity based compensation scheme in aggregate.

B – Amendments to TIRP 2016 compared to TIRP 2014

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

1. The calculation of performance governing performance shares award is an average of the performance of the three metrics (and no more the average of the two best ones).

2. The split of 1% of capital representing the proposed total of the new authorizations for 2016 is equally balanced with 0.5% for stock options and 0.5% for performance shares.

C – General structure of TIRP 2016

Considering the major economic dislocation affecting durably the energy-related activities, it appeared impossible, without any visibility, to define and calibrate, adequate performance metrics to evaluate performance over the next three to five years (i.e. two years validity for the resolution + three years to measure the performance).

The Board of Directors acknowledged this actual situation by avoiding to freeze the performance metrics in the resolutions to be approved by the next General Meeting of Shareholders.

The implementation of such resolutions (which set anyhow the nature of metrics to be adopted) will result in due time in the choice by the Board of Directors of the actual metrics to be used at the very time of each potential award decision.

In addition it is worth reminding for information that the metrics previously used which could also be applied in the future were the following:

- Sustainable Development [Total Recordable Case Frequency (TRCF)];
- Operating Income from Recurring Activities (OIFRA); and
- Shareholder return: TSR (Total Shareholder Return) and ROCE (Return On Capital Employed).

Each metric was defined as follows:

- The **HSE metric** corresponds to the Total Recordable Case Frequency (TRCF) where TRCF = Number of recordable accidents / 200,000 working hours.
- The **OIFRA metric** is the operating income from recurring 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 at the closing share price of the dividend payment day (definition used by Bloomberg);

the calculated average for Technip over a given period to be compared with the calculated average of a sample of competitors.

- The **ROCE metric** (Return on Capital Employed):
ROCE = Net Operating Income / employed capital

where Employed Capital = Non-current assets (excluding Available-for-Sale Financial Assets) + Working Capital needs + Other non-current liabilities.

These four metrics could be then combined and adjusted to the respective population corresponding to stock option plans or performance share plans:

- Alignment of stock options beneficiaries with the shareholders' financial interest based on two financial metrics: an external one (TSR) and another on return on investment (ROCE).
- For the wider population of performance share beneficiaries, combination of a sustainable performance metric (TRCF) and two financial, an external one (TSR) and the operating result (OIFRA).

The exercise of the options and/or grant of performance shares would be conditional upon the Reference Performance obtained by the selected metrics.

The Reference Performance could be then computed as the arithmetical average of:

- the percentages of the two metrics for the Stock Options;
- the percentages obtained out of the three metrics for the Performance Shares.

1. 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;
- grants to the Chairman & 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);

2. Provisions included in the specific plans

It is intended to apply the following conditions:

The Reference Performance shall determine the definitive proportion of options to be exercised and/or the shares acquired 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 to be exercised and/or the shares acquired 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 At Risk Portion of the Extended Excom (around 30 persons),
 - from 0 to 50% for the At Risk Portion of the Top Population (around 150 persons).

Considering the exceptional circumstances affecting Technip sector of activity and the resulting Restructuring initiative launched by the Group in 2015, it is already contemplated that LTI plans are likely to be used as mere incentive tools which means that no At Risk Portion would apply for certain benefi-

- 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 & 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 for stock options as well as for performance shares.

ciaries out of those pertaining to the Extended Excom and Top Population groups. Indeed, the population at stake is composed of high potential and key people located in all countries where Technip is active and when those specific tools comply with the applicable laws. This population, while far from corporate decision making bodies, nevertheless holds a critical part along all phases of projects execution. Considering the current crisis context, relying in the coming years on this population is no less than critical.

- The list of competitors to be retained for the comparison of the TSR should include Subsea7, 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.
- Loss of options in the event of dismissal for wrongful or gross misconduct (*faute grave or faute lourde*).

D – Dilution and burn rate

1. Dilution

The limit of 10% of fully diluted issued share capital is frequently considered as a maximum dilution resulting from current or newly proposed authorizations.

Regarding Technip, this condition is easily met as:

- dilution in strict legal terms including authorizations to be proposed to the 2016 General Meeting stands at 3.68% irrespective of any discount for option plans with an exercise price above stock market price, and
- in adding to the above percentage undilutive performance share plans based on existing shares, the figure reaches 4.09%.

2. Burn rate

The impact on Technip share capital of LTI over the period 2013-2014-2015 is equal to 0.53% [*i.e.* 0.8% (for 2013) + 0.8% (for 2014/2015) = 1.6/3 = 0.53].

EIGHTEENTH 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, 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.225-197-1 *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 0.5% 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, this authorization acting automatically, in favor of the beneficiaries of the performance shares thus issued, as an express waiver by the shareholders of their preferential subscription rights.
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 three years, as from the decision by the Board of Directors to grant shares.
The Board of Directors will decide whether or not to impose to the beneficiaries a holding obligation for those shares, and will determine its duration where required.
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. 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 with regard to three metrics of which one metric related to Sustainable Development and two financial metrics among which an external one.
The recorded performances will determine the Reference Performance defined as the arithmetical average of the percentages obtained out of the three above referred metrics.
The Board of Directors will determine an At Risk Portion of the Shares corresponding to the performance shares that may be lost by the beneficiaries due to the actual 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.
 6. 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.

NINETEENTH RESOLUTION

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, 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.225-197-1 *et seq.* of the French Commercial Code;

1. Authorizes, subject to the condition precedent of the adoption of the eighteenth resolution, 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”) to the Chairman of the Board of Directors and/or the Chief Executive Officer (*mandataire social*) of Technip (“the Company”) 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 0.5% of the share capital provided for in the eighteenth 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, the authorization acting automatically, in favor of the beneficiaries of the performance shares, thus issued, as an express waiver by the shareholders of their preferential subscription rights.
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 three years, as from the decision by the Board of Directors to grant shares.
The Board of Directors will decide whether or not to impose to the beneficiaries a holding obligation for those shares, and will determine its duration where required.

3. 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.
4. The definitive grant of the performance shares shall be completely conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years with regard to three metrics of which one metric related to Sustainable Development and two financial metrics among which an external one.
The recorded performances will determine the Reference Performance defined as the arithmetical average of the percentages obtained out of the three referred metrics.

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.

5. 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.

TWENTIETH 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 correspond to the average of the share's listed price on the regulated market of 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 correspond 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 with regard to two financial metrics among which an external one.

The recorded performances will determine the Reference Performance defined as the arithmetical average of the percentages obtained out of the two above referred metrics.

The Board of Directors will determine an At Risk Portion of the Options corresponding to the options that may be lost by the beneficiaries due to the actual performance obtained out of the two above referred metrics granted.

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. 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 exer-

cisable 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 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; 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 this resolution.

TWENTY-FIRST 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 Chief Executive Officer (*mandataire social*) of Technip 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 twentieth 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 (*mandataire social*) of Technip ("the Company") 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 twentieth 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 correspond to the average of the share's listed price on the regulated market of 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 correspond 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 completely conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years with regard to two financial metrics among which an external one.

The recorded performances will determine the Reference Performance defined as the arithmetical average of the percentages obtained out of the two above referred metrics.

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. Gives all powers to the Board of Directors for the purpose of:
 - determining the 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 and concern all or certain beneficiaries, 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 this resolution.

Twenty-second resolution

Share capital increase reserved for employees

Pursuant to Article L.225-129-6 of the French Commercial Code, as the Shareholders' Meeting is being convened to examine authorizations to increase the Company's share capital, a resolution for share capital increase reserved for employees must also be presented to the Shareholders' Meeting. The purpose of the **twenty-second resolution** is to propose such an authorization under the following conditions:

1. the maximum amount of the capital increase is 1% of the share capital as of the date this authorization is used;
2. the subscription price for the shares is equal to 80% of the average share price of the last 20 trading days;

3. 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;
4. the nominal amount of the share capital increases carried out pursuant to this resolution will be applied against the maximum nominal amount of €45 million set forth in the fifteenth resolution of this General Meeting.

The authorization thus granted is valid for a period of 26 months and cancels the corresponding authorization granted by the Shareholders' Meeting of April 23, 2015 in its fifteenth resolution.

TWENTY-SECOND RESOLUTION

Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to company savings plans, without the preferential subscription rights for the 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-I and II, L.225-138-1, L.228-91 and L.228-92 of the French Commercial Code:

1. Delegates to the Board of Directors its authority 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 company savings plans of the Company or of the French or foreign companies that are related to the Company in accordance with Article L. 3344-1 Paragraph 2 of the French Labor Code. This maximum nominal amount of 1% does not take

into account potential adjustments which could be made pursuant to applicable laws and regulations and, if needed, pursuant to contractual provisions allowing for other adjustments, in order to protect the rights of the owners of shares or other securities giving access to the share capital.

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 of 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 company savings plans.
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 €45 million provided for in the fifteenth resolution of this Shareholders' Meeting.

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 and invalidates the authorization provided by the General Meeting of April 23, 2015, in its fifteenth resolution.

Within the Authority of the Combined Shareholders' Meeting

TWENTY-THIRD 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.



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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 28, 2016 at 3:00 p.m.
Salle Wagram

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

I, the undersigned: _____

Surname and First names: _____

Address: _____

Postal Code: City: _____ Country: _____

Acting in my capacity as shareholder of **Technip**, acknowledge having already received the documents concerning the Shareholders' Combined General Meeting of April 28, 2016 that has been convened, referred to in Article R. 225-88, namely, the agenda, the draft resolutions jointly with a presentation of resolutions, the summary report of the Company during the 2015 fiscal year jointly with the Financial results of the last five years and ask said Company to send me, at no charge, by return the documents and information referred to in Article R. 225-88.^(*)

Signed at _____, on _____ 2016

Signature

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





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