



2015

NOTICE OF MEETING

COMBINED GENERAL MEETING – THURSDAY, APRIL 23, 2015
MAISON DE LA MUTUALITÉ – 24, RUE SAINT-VICTOR
75005 PARIS

Technip
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Feel free to contact us if you require further information:

Technip

Group Legal Division

89, avenue de la Grande Armée,
75116 Paris – France
Téléphone : +33 (0)1 47 78 67 10
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E-mail: ipaulin@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 23, 2015 at 3:00 p.m.

Maison de la Mutualité

24, rue Saint-Victor – 75005 Paris

How to get to the la Maison de la Mutualité?

Maison de la Mutualité

24, rue Saint-Victor – 75005 Paris

By RER:

Line **B**: Saint-Michel Notre-Dame

By tube:

Line **7**: station Jussieu

Line **10**: stations Maubert-Mutualité and Cardinal-Lemoine

By bus:

Lines **47 63 67 86 87 89**

Closest train stations: gare de Lyon and gare Montparnasse

By car:

■ GPS coordinates: 48.8486110 2.3504103

■ Underground car park: Maubert-Collège des Bernardins (37, boulevard St Germain 75005 Paris); Lagrange (15, rue Lagrange, 75005 Paris).



WELCOME TO TECHNIP'S COMBINED GENERAL MEETING



« This year, the Board of Directors has decided to propose a €2.00 per share dividend, an 8% increase with a scrip alternative. »

Dear Valued Shareholder

2014 has been a year of challenges and great achievements for Technip, as reflected by the strength of our full year financial results. In each of our business activities and across the world, we have successfully completed many projects and have been awarded flagships ones that have enabled us to register by the end of 2014, a record order intake and backlog of €15.2 billion and €21 billion respectively.

All of these information will be presented in detail during our 2015 Shareholders' General Meeting to which I am pleased to invite you to, on Thursday, April 23, 2015 at 3:00 p.m. at Maison de la Mutualité 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 2014 activity report and the Group's outlook.

This year, the Board of Directors has decided to propose a €2.00 per share dividend which represents an 8% increase as compared to last year, with a scrip alternative, reflecting our confidence in our ability to create value in the coming years for all stakeholders. If approved, the dividend will be paid on May 28, 2015, 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 23, 2015 the deadline is April 21, 2015 at 00:00 a.m. (Paris time – France). The share should be acquired on April 16, 2015 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).

■ For **registered shareholders**, by sending an e-mail appended with an electronic signature, obtained on their own initiative and certified by an accredited intermediary within the legal and regulatory conditions in force, to the following e-mail address: assemblee.generale.actionnaires@technip.com stating their surname, first name, address and their Société Générale identification number for registered shareholders (information available on the top left of their share account statement) or their financial intermediary's identifier for administered account shareholders as well as the surname and first name of the representative designated or revoked.

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

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:

Only representative designation or revocation notifications, duly signed, completed and received on April 20, 2015 will be taken into account.

How to fill out the voting form



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

A ATTENTION : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important / Before selecting please refer to instructions on reverse side
 que soit l'option choisie, marquer comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form.

B. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 J'utilise le formulaire de vote par correspondance ou par préautorisation ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

Technip
 Société Anonyme au capital de 86 885 591,71 €
 Siège Social : 89, avenue de la Grande Armée
 75116 PARIS
 589 803 261 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
 convoquée le 23 avril 2015 à 15 heures
 A la Maison de la Mutualité
 24, rue Saint-Victor - 75005 PARIS

COMBINED GENERAL MEETING
 convened on April 23, 2015 at 3.00 p.m.
 At "Maison de la Mutualité"
 24, rue Saint-Victor - 75005 PARIS

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

Identifiant : Assuré
 Nombre d'actions / Number of shares
 Nombre de voix / Number of voting rights

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

Sur les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou le Gérant, à l'EXCEPTION de ceux que je réprime en maintenant coché la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 On the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

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 (2)
I HEREBY APPOINT: See reverse (2)

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.

Non, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf. au verso (2)
 Name, first name, address of the shareholder (if this information is already supplied please verify and correct if necessary). See reverse (2)

**Whatever your choice
do not forget to date
and sign here**



**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: €0.125/min excluding VAT) or at +33 (0)2 51 85 59 82 (international) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris time.

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 17, 2015) 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 2014 Activity and Sustainable Development Report and the 2014 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 29.

Moreover, all of the 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 8, 2015, 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, 2014
2. Allocation of earnings for the fiscal year ended December 31, 2014 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, 2014
5. Special report of the Statutory Auditors on the regulated agreements
6. Non-binding opinion on the compensation components for the fiscal year 2014 falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer
7. Renewal of Thierry Pilenko's office as Director
8. Renewal of Olivier Appert's office as Director
9. Renewal of Pascal Colombani's office as Director
10. Renewal of Leticia Costa's office as Director
11. Renewal of C. Maury Devine's office as Director
12. Renewal of John O'Leary's office as Director
13. Authorization granted to the Board of Directors for the repurchase of Company shares

Within the Authority of the Extraordinary Shareholders' Meeting

14. Authorization granted to the Board of Directors to reduce the share capital by canceling shares that have previously been repurchased
15. Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a company savings plan, without the preferential subscription rights for shareholders
16. Authorization granted to the Board of Directors to increase the share capital without the preferential subscription right of the shareholders, the issued securities being reserved for categories of beneficiaries as part of the implementation of an employee share program

Within the Authority of the Combined Shareholders' Meeting

17. Powers for formalities

SUMMARY PRESENTATION

Activity report for 2014

Technip starts 2015 in a strong position. During 2014, Technip won a record amount of new work with order intake of €15.3 billion resulting in a €21 billion backlog of high quality and diversified projects. Our adjusted revenue grew 16% and adjusted operating profit reached €825 million with particularly strong performance in the technology, services and equipment parts of our business. All our employees focused hard on our quality and our safety programs in 2014, with clear improvements in both areas.

In our market commentary in July 2014 we identified significant headwinds in the oil and gas services business – client capex discipline and increasing aggressiveness in negotiating value changes and claims on projects as well as irrational bidding behaviour from some competitors. Since then the oil price fall has added to these concerns and our clients are putting increasing pressure on their supply chains. This implies a prolonged, harsh slowdown in many parts of our industry.

Our reaction has been strong and rapid on the elements under our control. We brought down our SG&A expenses by €69 million in 2014, including €27 million in the fourth quarter. Our total headcount has fallen from close to 40,000 at its peak in the second quarter 2014 to 38,200 at year-end. We have exited four non-core activities over the year. Our fleet has been substantially reduced to a total of 27 high-performance vessels, setting a strong basis to improve utilization and operational performance. Our cost reduction and efficiency plans are in place to sustain our performance in 2015.

Our record level of backlog enabled us to reinforce our bidding discipline, focusing on projects where our particular value-added for our clients enables us to earn an appropriate return at acceptable risk: despite the difficult markets, we see continued order intake opportunities in many of our businesses.

We invested and recruited in 2014 selectively. In technology, we acquired the Zimmer® polymer business at year-end. In equipment, we launched an upgrade of FlexiFrance manufacturing plant following the completion of investments in umbilicals in the UK and flexibles at Açú in Brazil whose performance was excellent in the second half of the year. We will continue our capex discipline: our net capex was €314 million in 2014, and is expected to fall in 2015 and 2016. Regarding our talent, we continued to develop them and add specific skills in our engineering teams and to view the current market as an opportunity to hire additional exceptional people into Technip.

Regardless of the oil price level, our clients have stressed their need to improve the design and running costs of their facilities. Technip has the conceptual engineering skills and innovative technology which can enable them to improve substantially the returns on their projects, including in deep offshore or frontier areas. Where we have had early engagement with our clients, they have seen our ability to deliver substantial optimization. We will continue to add expertise to broaden our position as a valued partner for our client base, in particular by working more closely with partners in adjacent areas of Subsea.

1. REVENUE (ADJUSTED BASIS)

Subsea adjusted revenue of €4.9 billion in 2014 reflected the growth of our backlog, which has a balanced range of contract sizes from small to major projects and a mix of deep and shallow water projects across all regions, in particular in West Africa, Brazil and the North Sea.

Subsea adjusted EBITDA margin was 18.1% in 2014, compared to 18.6% in 2013, and adjusted operating margin was 13.0% in 2014, compared to 14.1% in 2013, reflecting progress on large projects in their early phases and a high fleet utilization rate of 80%.

Onshore/Offshore adjusted revenue of €5.8 billion in 2014 reflected the growth of our backlog, progress on diversified projects in all the regions, including onshore downstream projects in the USA and offshore production facility projects in the Middle East, in the North Sea and in Asia Pacific a higher amount of revenue from early stage projects including Yamal and in general a challenging market environment.

Onshore/Offshore adjusted operating margin accordingly fell to 4.7% in 2014, compared to 6.7% in 2013.

2. OPERATING INCOME FROM RECURRING ACTIVITIES (ADJUSTED BASIS)

The Group's adjusted Operating Income From Recurring Activities after Income/(Loss) of Equity Affiliates including Corporate charges was €824.6 million in 2014 versus €834.5 million a year ago, a 1.2 % decrease compared to 2013.

In 2014, the estimated translation impact from **foreign exchange** was negative €147 million on adjusted revenue and negative €12 million on adjusted Operating Income from Recurring Activities after Income/(Loss) of Equity Affiliates.

3. ADJUSTED NON-CURRENT ITEMS AND GROUP NET INCOME

Adjusted Operating income including non-current items was €751 million in 2014, versus €835 million a year ago. Adjusted non-current items of €(73.6) million reflect the sales of the India diving business and of engineering services for buildings and infrastructures (Technip TPS), the closure of Technip Offshore Wind, restructuring costs.

Adjusted Financial result in 2014 included €70.5 million of interest expenses on long-term debt and a €24.3 million positive impact from

changes in foreign exchange rates and fair market value of hedging instruments (compared with a €33.8 million negative impact in 2013). We also took a non-current charge of €68.0 million against our investment in MHB.

4. ADJUSTED CASH FLOW AND STATEMENT OF CONSOLIDATED FINANCIAL POSITION

As of December 31, 2014 our **adjusted net cash position** ⁽¹⁾ was €1,125 million compared with €832 million at the end of 2013.

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

For 2015, based on our record €21 billion backlog, we are able to give clear guidance for revenue and profit growth and our main focus will again be on delivering our projects in line with our clients' expectations.

We are not only managing our own costs but our clients increasingly see our range of technologies, services, products and project experience as compelling in managing their project costs too.

With all of this in mind, combined with Technip's robust balance sheet, we maintain our progressive dividend policy and propose an 8% increase with a scrip alternative, reflecting our confidence in our ability to create value in the coming years for all our stakeholders.

2015 operational priorities:

- a record backlog of projects to deliver
- actions in place to reduce our costs
- capex discipline reinforced
- engaging early with clients to improve their projects
- investing in skills, people and technology
- broadening our range of services worldwide

FULL YEAR 2015 OUTLOOK ALIGNED WITH PREVIOUS GUIDANCE

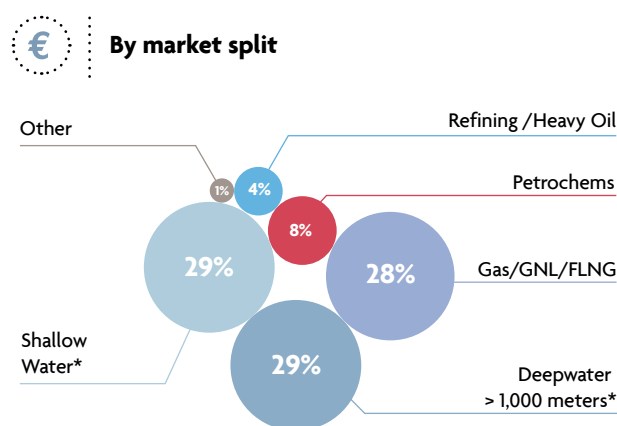
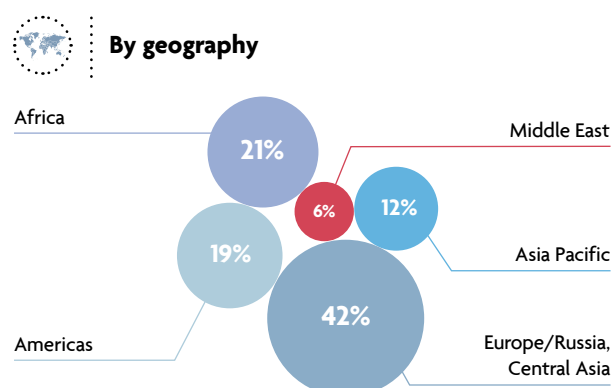
- **Adjusted Subsea revenue** between €5.2 billion and €5.5 billion, adjusted Operating Income from Recurring Activities⁽²⁾ between €810 million and €840 million
- **Adjusted Onshore/Offshore revenue** around €6 billion, adjusted Operating Income from Recurring Activities⁽²⁾ between €250 million and €290 million.

Technip's backlog at December 31, 2014

A SOLID AND DIVERSIFIED BACKLOG

Breakdown of backlog by activities as of December 31, 2014

	2013	2014	Progression
Subsea	7,542.7	9,727.8	+29%
Onshore/Offshore	7,932.7	11,208.4	+41.3%
Total	15,475.4	20,936.2	+35.3%



* Include Subsea and Offshore.

A backlog of €21 billion with order intake of €15 billion in 2014.

(1) The IFRS consolidated financial statements and a reconciliation to the adjusted basis can be found in Annex V of the 2014 financial result press release.

(2) 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 2014. When taking decisions, the Board takes into account the recommendations of its four specialized committees.

In addition, since 2010 a Senior Independent Director assist the President in the organization and functioning of the Board of Directors.

As of February 28, 2015, our Board of Directors included five women and seven men, of eight different nationalities, far beyond the requirements of the AFEP-MEDEF⁽¹⁾ Code, which calls for women to make up at least 20% of the board members of French-listed companies in April 2013, and 40% by 2016.

Technip's Board comprises:

5 women out of 12 members



42% women
THE 2ND HIGHEST RATE
OF THE CAC 40⁽²⁾



(1) Association Française des Entreprises Privées (AFEP). Mouvement des Entreprises de France (MEDEF).

(2) CAC 40: main French stock market index, based on the stock prices of 40 most significant listed companies in France. It is comparable to the S&P500 for the USA and FTSE100 for the UK.



Thierry PILENKO
: Technip's Chairman and Chief
: Executive Officer
: 57 – French

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

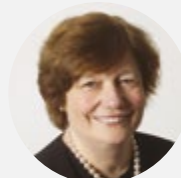
Term
Date of first appointment: April 27, 2007.
Date of last appointment: April 28, 2011.
Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2014 to be held on April 23, 2015.



Pascal COLOMBANI
: Chairman of the Board of Directors of Valeo
: 69 – French

Position within the Board of Directors
Independent Director

Term
Date of first appointment: April 27, 2007.
Date of last appointment: April 28, 2011.
Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2014 to be held on April 23, 2015.



C. Maury DEVINE
: Corporate Director
: 64 – American

Position within the Board of Directors
Independent Director

Term
Date of first appointment: April 28, 2011.
Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2014 to be held on April 23, 2015.



John O'LEARY
: Chief Executive Officer of Strand Energy
: 59 – Irish

Position within the Board of Directors
Independent Director

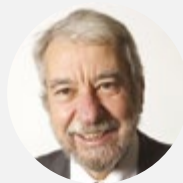
Term
Date of first appointment: April 27, 2007.
Date of last appointment: April 28, 2011.
Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2014 to be held on April 23, 2015.



· **Gérard HAUSER**
· Corporate Director
· 73 – French

Position within the Board of Directors
Senior Independent Director, 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.



· **Olivier APPERT**
· Chairman of IFP Énergies nouvelles
· 65 – French

Position within the Board of Directors
Director

Term
Date of first appointment: May 21, 2003.
Date of last appointment: April 28, 2011.
Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2014 to be held on April 23, 2015.



· **Leticia COSTA**
· Dean Graduate Programs at Insper
· 54 – Brazilian

Position within the Board of Directors
Independent Director

Term
Date of first appointment: April 28, 2011.
Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2014 to be held on April 23, 2015.



· **Marie-Ange DEBON**
· Senior Executive Vice President
· of Suez Environnement in charge
· of the International Division
· 49 – 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.



· **Manisha GIROTRA**
· Chief Executive Officer of Moelis & Company
· India Private Limited
· 45 – 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**
· Partner in Advokatfirmaet Hjort Da
· 49 – 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.



· **Joseph RINALDI**
· Partner in Davis Polk & Wardwell
· 57 – Australian, Italian and American

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.



· **Pierre-Jean SIVIGNON**
· Chief Financial Officer of Carrefour Group
· 58 – 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 2014

The table below summarizes the resolutions approved by the Shareholders' General Meeting authorizing the Board of Directors to increase or reduce the share capital, and shows the Board's use of said authorizations in financial year 2014:

Purpose	Validity	Limit	Use during the 2014 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
Share capital increase with preferential subscription rights	Extraordinary Shareholders' Meeting of April 26, 2012 8 th resolution Term: 26 months Expiry: June 25, 2014 ^(*)	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 26, 2012 9 th resolution Term: 26 months Expiry: June 25, 2014 ^(*)	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 26, 2012 10 th resolution Term: 26 months Expiry: June 25, 2014 ^(*)	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 26, 2012 11 th resolution Term: 24 months Expiry: April 25, 2014	0.5% of share capital	None
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 26, 2012 12 th resolution Term: 24 months Expiry: April 25, 2014	0.5% of share capital	None
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 26, 2012 13 th resolution Term: 24 months Expiry: April 25, 2014	0.3% of share capital	None
Grant of share subscription or share purchase options to be issued to Executive Director of the Company and to the Group principal executives	Extraordinary Shareholders' Meeting of April 26, 2012 14 th resolution Term: 24 months Expiry: April 25, 2014	0.3% of share capital	None
Share capital increase in favour of employees adhering to a Company savings plan	Extraordinary Shareholders' Meeting of April 26, 2012 16 th resolution Term: 26 months Expiry: June 25, 2014	1% of share capital	None
Authorization to repurchase Company shares	Ordinary Shareholders' Meeting of April 25, 2013 13 th resolution Term: 18 months Expiry: October 25, 2014 ^(**)	10% of share capital	0.7%
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 25, 2013 14 th resolution Term: 24 months Expiry: April 25, 2015 ^(**)	0.5% of share capital	0.4%

Purpose	Validity	Limit	Use during the 2014 financial year
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 25, 2013 15 th resolution Term: 24 months Expiry: April 25, 2015 (**)	0.5% of share capital toward the ceiling of the 14 th resolution	0.1%
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 25, 2013 16 th resolution Term: 24 months Expiry: April 25, 2015 (**)	0.3% of share capital	0.2%
Grant of share subscription or share purchase options to be issued to Executive Director of the Company and to the Group principal executives	Extraordinary Shareholders' Meeting of April 25, 2013 17 th resolution Term: 24 months Expiry: April 25, 2015 (**)	0.3% of share capital toward the ceiling of the 16 th resolution	0.2%
Authorization granted to the Board of Directors to increase the share capital in favour of employees adhering to a Company savings plan, without preferential subscription rights for the shareholders	Extraordinary Shareholders' Meeting of April 25, 2013 18 th resolution Term: 26 months Expiry: June 25, 2015 (**)	1% of share capital	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	0.69%
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	0.02%
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	0.02%
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	None
Grant of share subscription or share purchase options to be issued to 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	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 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

(*) The 8th, 9th and 10th resolutions of the Combined Shareholders' Meeting on April 26, 2012 were invalidated at the end of the Combined Shareholders' Meeting of April 24, 2014, which renewed them with the 7th, 8th and 9th resolutions.

(**) The 13th, 14th, 15th, 16th, 17th and 18th resolutions of the Combined Shareholders' Meeting on April 25, 2013 were invalidated at the end of the Combined Shareholders' Meeting of April 24, 2014, which renewed them with the 6th, 10th, 11th, 12th, 13th and 14th resolutions.

FINANCIAL RESULTS OF THE LAST FIVE YEARS

In millions of Euro	December 31				
	2010	2011	2012	2013	2014
I. YEAR END FINANCIAL POSITION					
A) Called up Capital	84.1	84.6	86.2	86.7	86.9
B) Outstanding Shares ^(a)	110,249,352	110,987,758	113,040,513	113,680,256	113,945,317
C) Convertible Bonds	6,618,531	11,796,986	11,796,986	11,796,986	11,796,986
II. OVERALL OPERATING RESULT					
A) Net Revenues	137.4	156.9	151.3	176.0	183.1
B) Income before Tax, Depreciation and Amortization	13.5	342.5	451.0	213.1	115.9
C) Income Tax Expense/(Profit)	(39.0)	(44.0)	(37.6)	(18.4)	(19.7)
D) Net Income	275.9	357.7	472.5	200.3	107.0
E) Dividends Paid	171.8	172.6	186.0	206.5	225.2 ^(b)
III. OPERATING INCOME PER SHARE (in euro)					
A) Income before Depreciation and Amortization	0.5	3.5	4.3	2.0	1.2
B) Net Income	2.5	3.2	4.2	1.8	0.9
C) Dividends Paid	1.45	1.58	1.68	1.85	2.00 ^(b)
IV. STAFF					
A) Number of Employees	8	8	7	7	7
B) Wages and Salaries	10.2	15.8	14.2	23.2	9.5

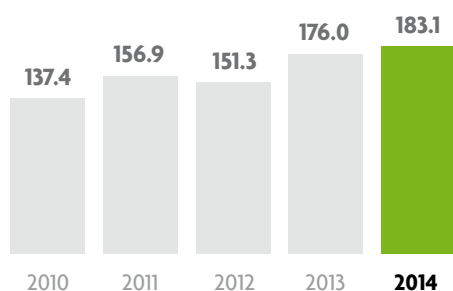
(a) Does not include the exercise of options arising from the current share purchase or share subscription option plans. Includes 1,363,995 treasury shares as of December 31, 2014.

(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, 2014.

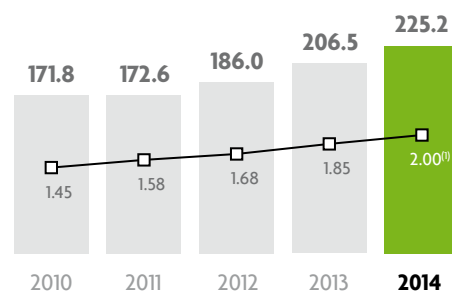


NET REVENUES

In millions of Euro



DIVIDENDS PAID



■ Dividend paid (in € millions)

—□— Dividend paid per share (€)

(1) Recommendation of the Board of Directors to be validated during the Annual Shareholders' meeting on April 23, 2015.

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 2014 fiscal year.

The purpose of the **second resolution** is to determine the allocation of Technip SA's earnings and set the dividend for the 2014 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 158-3 of the French General Tax Code.

FIRST RESOLUTION

Approval of the statutory financial statements for the fiscal year ended December 31, 2014

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 2014 fiscal year and the report of the Statutory Auditors on the performance of their mission over the course of the 2014 fiscal

year hereby approves the statutory financial statements for the fiscal year ended December 31, 2014, as presented, showing profits of €106,976,335.04. 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, 2014 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, 2014, amount to €106,976,335.04 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 €2,879,164,794.01, taking into account the available retained earnings of €611,142,432.01.

The Shareholders' Meeting therefore decides to allocate as a dividend an amount of €2.00 per share, representing a total amount of €227,890,634, with the remaining amount allocated to retained earnings, it being understood that in the case of a variation in the number of shares eligible for a dividend with respect to 113,945,317 shares comprising the share capital as of December 31, 2014, 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
2011	€1.58	€1.58
2012	€1.68	€1.68
2013	€1.85	€1.85

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 2014 dividend, relating to the second resolution, to be paid in new shares of the Company and to set the dividend payment date:

- The record date will be April 28, 2015.
- The ex-date will be April 29, 2015.

Shareholders may opt for the payment of the dividend in cash or in new shares from April 29, 2015 to May 15, 2015 inclusive. For shareholders who have not exercised their option by May 15, 2015, 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 28, 2015. 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 28, 2015.

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, 2015. Shareholders may opt for the payment of the dividend in cash or in new shares from April 29, 2015 to May 15, 2015 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).

For shareholders who have not exercised their option by May 15, 2015, 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 28, 2015. 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 2014 fiscal year

The purpose of the **fourth resolution** is to approve the Technip Group's consolidated financial statements for the 2014 fiscal year.

FOURTH RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2014

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 2014 fiscal year, and the report of the Statutory Auditors on the consolidated financial statements,

hereby approves the consolidated financial statements for the fiscal year ended December 31, 2014, as presented, as well as the transactions evidenced in these statements or summarized in these reports.

Fifth resolution

Special report of the Statutory Auditors

The fifth resolution approves the special report of the Statutory Auditors reporting the absence of any new regulated agreements entered into in 2014.

FIFTH RESOLUTION

Special report of the Statutory Auditors on the regulated agreements

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the special report of the Statutory Auditors on the

agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby acknowledges this report stating that no new agreement and commitments were entered into in 2014.

Sixth resolution

Non-binding opinion on the compensation for the fiscal year 2014 falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer

The purpose of the sixth resolution pursuant to the new governance regulations applicable in France, is to give an opinion on the compensation package due or granted in respect of the 2014 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 2014 financial year

Compensation elements due or granted in respect of the 2014 financial year	Amounts or valuation	Remarks
Fixed compensation	€900,000 Amount paid	Unchanged fixed compensation since May 2011.
Variable compensation	€904,608 To be paid The rate of achievement of objectives for 2014 is given herebelow (<i>Table 1</i>).	Board of Directors February 17, 2015 The variable portion of compensation is based on the fixed compensation for the previous year. For 2014, the target variable portion is equal to 100% of the annual base compensation. 70% of the target variable portion is linked to the financial performance of the Group and 30% is linked to the achievement of individual objectives. These objectives are directly linked to Technip's strategy and cannot be disclosed for confidentiality reasons.
Deferred variable compensation	Cash Plan awarded in December 2014 representing 20% of the annual base salary <i>i.e.</i> €180,000	Performance conditions (<i>Table 2</i>).
Deferred variable compensation	Cash Plan €180,000	Payment in September 2014 of a Cash Plan awarded in 2011 and representing 20% of the 2011 annual base salary. Performance conditions 100% satisfied (<i>Table 2</i>).
Multi-year variable compensation	N/A	Thierry Pilenko does not qualify for any multi-year variable compensation.
Special bonus	N/A	Thierry Pilenko does not qualify for any special bonus.
Allocation of:		Thierry Pilenko has not been awarded neither stock options nor performance shares in 2014 ⁽¹⁾ .
Stock options	N/A	
Performance shares	N/A	
Acquisitions:		
Stock options	109,000	Performance conditions <i>Table 3</i> .
Performance shares	20,000	Performance conditions <i>Table 4</i> .
Directors' fees	N/A	The Chairman and Chief Executive Officer does not receive any Directors' fees.
Valuation of the advantages in kind	€4,211	Supplementary health insurance.

(1) There was no general award of LTI in 2014 for several reasons including cost savings and the context of an M&A project. In line with the policy of periodicity of awards, Technip intends to renew LTI allocations in June 2015.

Elements of compensation due or granted in respect of the 2014 financial year submitted to the vote of the Shareholders' Meeting on the regulated agreements and commitments	Amount submitted to the vote	Remarks
Compensation for termination of service	N/A	Thierry Pilenko does not qualify for any compensation for termination of service.
Non-compete compensation	Two years of gross annual compensation paid (Gross fixed compensation plus variable compensation). The basis of calculation is the best gross annual compensation paid during the last three years.	Non-compete compensation reviewed in 2011 for the renewal of Thierry Pilenko's term.
Supplementary pension scheme	Article 39 - €24,030 8% of the Tranche 3 of the gross fixed compensation	Decision of the Board meeting held on January 4, 2007.

It should be understood that according to the applicable regulations the shareholders are invited to vote on the compensation package related to the previous fiscal year (2014) *i.e.* on compensation items of which most have been already paid.

In addition to the above information, it should be noted that subject to the renewal of his mandates of director (by the General Meeting) and then of Chairman of the Board and Chief Executive Officer (by the Board of Directors) the remuneration of Mr. Pilenko shall 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.

The underlying policy privileges an increase of 100 to 120% for the variable portion on target rather than a pay rise on the 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.

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

- compensation for termination: N/A;
- non-compete compensation:
 - 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.

Table 1

Based on the actual rate of achievement of objectives set for 2014 the variable compensation of Thierry Pilenko as mentioned in the above table has been calculated as follows:

Weight	Nature	Scale	Effective realization	Weighted realization	Actual amounts
70%	Financial objectives (OIFRA, gross margin on order intake)	0 to 200%	100-110% ⁽¹⁾	73.3%	€659,610
30%	Individual objectives	0 to 200%	90.7%	27.2%	€244,998
100%				100.5%	€904,608

(1) The acceleration triggered above 100% is equal to 4.7%.

Table 2

Performance conditions

Under the 2011 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 2011, 2012, 2013.

The rate of achievement for each of these criteria is given in the table hereafter. Therefore the definitive acquisition under the 2011 Cash Plan reaches 100%.

Cash Plan	Rate of achievement	Actual
Group Safety performance: TRCF (Total Recordable Case Frequency) ⁽¹⁾	85%	0.26
Group OIFRA	121%	€2.382 Bn
Order Intake	125%	€31.574 Bn

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

Table 3

Performance conditions

Stock options

The Board of Directors on June 23, 2010 awarded 109,000 options. The number of exercisable options is conditional upon the achievement by Technip of a satisfactory performance over the period 2010-2013. This performance is to be measured by the progression of the Group consolidated operating result compared to the achievement of a sample of competitors (Subsea 7/Aceryg, Saipem, Fluor, Mc Dermott and JGC). These performance criteria were amended for the stock options and performance share plans from 2011 onwards. In accordance with the Plan Rules, the actual progression of the Group Operating Result being above the corresponding progression of the sample of competitors (278%), 100% of the options are exercisable.

Table 4

Achievement of performance metrics under the 2011 Performance Share Plan (as detailed above) for the definitive acquisition in 2014

Under the 2011 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 2011, 2012, 2013.

The rate of achievement for each of these criteria is given in the table hereafter. Therefore the definitive acquisition under the 2011 Performance Share Plan reaches 100%.

Metrics	Rate of achievement	Actual
TRCF (Total Recordable Case Frequency) ⁽¹⁾	85%	0.26
OIFRA	121%	€2.382 Bn
Net Cash From Operational Activities	122%	€2.427 Bn

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

SIXTH RESOLUTION

Non-binding opinion on the compensation components for the fiscal year 2014 falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer

The Shareholders' Meeting, consulted pursuant to the recommendation of paragraph 24.3 of the June 2014 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, falling due as well as other benefits granted to Thierry Pilenko, Chairman and Chief Executive Officer, such components being presented in the Reference Document for 2014, chapter 15, paragraph 15.1.1 "Tables regarding compensation of Executive Directors".

Seventh to twelfth resolutions

Renewals of Directors

The purpose of the **seventh to twelfth resolutions** is to renew the terms of Thierry Pilenko, Olivier Appert, Pascal Colombani, Leticia Costa, C. Maury Devine and John O'Leary whose current mandates will elapse upon the present General Meeting. Taking into account the referred proposals the percentage of independent Directors would remain at 75% and the proportion of female Directors would remain above 40%.

In addition the biographies of Thierry Pilenko, Olivier Appert, Pascal Colombani, Leticia Costa, C. Maury Devine and John O'Leary follow hereafter:

Thierry Pilenko is Chairman and Chief Executive Officer of Technip. Before joining Technip in 2007, Thierry Pilenko was Chairman and Chief Executive Officer of Veritas DGC, a seismic services company based in Houston. While at Veritas DGC he successfully managed its merger with the Compagnie Générale de Géophysique.

Prior to this appointment, Thierry Pilenko held various management and executive positions with Schlumberger where he started in 1984 as a geologist. He held several international positions in Europe, Africa, the Middle East and Asia before becoming President of Schlumberger GeoQuest in Houston and subsequently Managing Director of SchlumbergerSema in Paris until 2004.

Thierry Pilenko holds degrees from France's Nancy School of Geology (1981) and the IFP School (1982). He serves on the Board of Directors of Hercules Offshore (USA).

Olivier Appert has been Chairman of IFP Énergies nouvelles since April 2003. Previously, he has been Director of Long Term Cooperation and Energy Policy Analysis at the International Energy Agency (1999-2003). From 1994 to 1999, he held technical and financial responsibilities within IFP and its subsidiary ISIS. Previously, he held several posts in the French Ministry for Industry and at the Prime Minister's Cabinet. He has been responsible for the strategy in TRT, a subsidiary of the Philips Group (1987-1989). He began his career in 1974 in the Administration in various positions where he was responsible for energy and industrial development.

Former student of the French *École Polytechnique*, Olivier Appert is a Civil Engineer.

In 2014, the attendance rate to the Board of Directors and its Committees represented 82% for Olivier Appert. Due to the conflict of interests concerning Olivier Appert, director of both Technip and CGG, the latter decided not to attend to meetings of the Board of Directors for which the agenda was dedicated to the project of merger between Technip and CGG.

Pascal Colombani is a graduate of *École normale supérieure* (Saint-Cloud) and holds a doctorate in Nuclear Physics. His career has been balanced between research and industry: he started as a research associate at the French National Centre for Scientific Research (CNRS) then joined Schlumberger where he spent almost 20 years in various management positions in Europe, the USA, and Japan. In this last assignment, while President of Schlumberger KK in Tokyo, he also initiated the implantation of an R&D centre in China. Director of Technology at the French Ministry of Research from 1997 to 1999, he became

Chairman and Chief Executive Officer of the French Atomic Energy Commission (CEA) in 2000 until December 2002. He initiated the restructuring of the CEA industrial holdings, resulting in the creation of Areva in 2000, the nuclear engineering conglomerate. He chaired the Supervisory Board of Areva until 2003. Pascal Colombani is chairman of the Advisory Board of A.T. Kearney in Paris and a member of the European Advisory Board of JPMorgan Chase. He is also non-executive chairman of the Board of Directors of Valeo, a member of the Board of Technip, and chairman of the board of Noordzee Helikopters Vlaanderen (NHV) in Belgium. He is a member of the French Academy of Technologies and of the French National Strategic Council for Research.

In 2014, the attendance rate to the Board of Directors and its Committees represented 100% for Pascal Colombani.

Leticia Costa is a partner in Prada Assessoria since 2010. In May 2011, she became the Dean for Graduate Programs at Insper. She currently serves as Board member of Localiza, the largest car rental company in Brazil and Marcopolo, a bus manufacturer also in Brazil. Additionally, she is a member of the Audit Committee for Votorantim Cimentos and Votorantim Metais, both privately held companies in Brazil. She has served as a board member of Gafisa, one of the main construction companies in Brazil and Sadia, a food manufacturer in Brazil. In 1986, she joined Booz & Company (formerly Booz Allen Hamilton) and in 1994, became a Vice President and in 2001 was appointed President of the operations in Brazil. She also served the firm's Board of Directors. At Booz & Company, Leticia Costa completed a wide range of assignments in Europe and Latin America, and also conducted studies in North America and Asia. Prior to joining Booz & Company, she worked from 1982 to 1984 as a systems analyst for Indústrias Villares S.A.

Leticia Costa is a graduate of Cornell University and of *Escola Politécnica* of the University of São Paulo.

In 2014, the attendance rate to the Board of Directors and its Committees represented 94% for Leticia Costa.

C. Maury Devine is a member of the Board of Directors of FMC Technologies (NYSE: FTI) and John Bean Technologies (NYSE: JBT). She serves on the Audit Committee and Nominating and Governance Committee of both companies.

She is a member of the Council on Foreign Relations and is a member of the independent Nominating and Governance Committee of Petroleum Geo Services.

She served as Vice-Chairman of the Board of Det Norske Veritas (DNV) from 2000 to 2010, and was a fellow at Harvard University's Belfer Center for Science and International Affairs between 2000 and 2003.

C. Maury Devine also held various positions in ExxonMobil Corporation between 1987 and 2000, notably President and Managing Director of ExxonMobil's Norwegian affiliate from 1996 to 2000 and Secretary of Mobil Corporation from 1994 to 1996.

From 1972 to 1987, she held various assignments in the US government notably in the US Department of Justice, the White House and the Drug Enforcement Administration.

C. Maury Devine is a graduate of Middlebury College, the University of Maryland and Harvard University (Masters of Public Administration).

In 2014, the attendance rate to the Board of Directors and its Committees represented 100% for C. Maury Devine.

John O'Leary has, since January 2007, held the post of Chief Executive Officer of Strand Energy (Dubai), a company involved in seeking out investment and development opportunities in the oil and gas sector and also sits on the Supervisory Boards of Huisman Itrec and Jumbo Shipping. From 2004 to 2006, he was a partner in Pareto Offshore ASA, a Norwegian company specialized in advising customers in the exploration/production sector. In 1985, he joined the Forasol-Foramer group where he successively held the posts of Development and Partnerships Manager (1985-1989) and Vice Chairman for Marketing (1990-1997). After the takeover in 1997 of Forasol-Foramer by Pride International, a company specialized in onshore and offshore drilling, he became the President of the new group until 2004. He began his career as a trader in the Irish National Petroleum Corporation (1979-1980) before joining Total as a drilling engineer (1980-1985).

John O'Leary is a graduate of Trinity College in Dublin, the University College in Cork as well as the *Institut Français du Pétrole*.

In 2014, the attendance rate to the Board of Directors and its Committees represented 95% for John O'Leary.

Full information in relation to these Directors is included in the 2014 Reference Document (Sections 14.1, 14.4, 16.1.2, 16.5 and Annex A).

Remarks on the intent of the Board of Directors to maintain the positions of Chairman of the Board and CEO combined

The AFEP-MEDEF Code of Governance (which does not favor one particular formula) states that the Board of Directors has the authority to decide whether to separate or combine the positions of Chairman of the Board and Chief Executive Officer.

Technip's Board of Directors also does not, in principle, oppose the separation of the position of Chairman of the Board and Chief Executive Officer, which it does not exclude to implement if and when appropriate. Since 2011, this matter has been periodically reviewed by the Board, at the initiative of the Ethics & Governance Committee. In connection with the proposal to renew the mandate of Mr. Pilenko, the matter was again debated during the meeting held on February 17, 2015 and, based on the recommendation of the Ethics & Governance Committee, the members of the Board decided unanimously to maintain the combination of the positions of Chairman of the Board and Chief Executive Officer. Additionally, the Board contemplates periodically re-examining this matter in the future.

Taking full consideration of the preference expressed by certain shareholders, the decision was based upon an extensive evaluation by the Board and is fully consistent with the latest recommendations of AFEP-MEDEF regarding the choice of governance structures dated January 2015. These recommendations outline the context and obligations of

the Boards of French companies and gives particular emphasis to the difference between French and English law and governance practices.

Therefore, the conclusion of AFEP-MEDEF mentioned above is perfectly clear in so far as "the systematic differentiation between the functions cannot be perceived as a "one-size-fits-all" form of governance, as it could lead to a disregard of the actual way the companies work as well as their specific needs." Thus, Technip's Board of Directors undertook a pragmatic analysis of the circumstances specific to the Group and drew its own conclusions by considering: (1) the efficient operation of the governance bodies due to robust and appropriate checks and balance mechanisms, (2) the positive appraisal of the achievements of the last four years under Mr. Pilenko's management, strategic vision and well known managerial capabilities and (3) the comparison with current market practices in France and internationally.

I. THE EFFICIENT OPERATION OF GOVERNANCE BODIES AND ACTIVE OVERSIGHT PROVIDED BY THE BOARD AND BOARD COMMITTEES

An important factor underlying the decision of the Board is the existence and quality of the control mechanisms in place as well as the active and efficient oversight that the Board and its committees have provided during Mr. Pilenko's tenure. As a matter of fact, a majority of board members are independent directors (75%), so are the members of the Committees (Audit 80%, Strategic 83%, Ethics & Governance 75% and Nominations and Remunerations 100%). The roles of each of the bodies are clearly established and the limits of authority are fixed for both the Chairman of the Board and Chief Executive Officer.

This organizational structure is reinforced by the particular attention given by the Board of Directors, upon the recommendations of the Nominations and Remunerations Committee, to select, propose and subsequently introduce the most qualified candidates, whose expertise are deemed relevant and complementary. The Board maintains an active and constructive dialogue with open and frank discussions, based on the most complete information of its members.

The governance practices of the Group are well appreciated by the members of the Board, as proven by the assessments of the functioning of the Board in 2008, 2011 and 2014. Board members are especially satisfied with the quality of the information provided, the open and challenging debates at the Board, the successful functioning of the Senior Independent Director who assists the Chairman with his duties and ensures the correct functioning of the corporate bodies and the efficiency of the procedures included in the Internal Rules of the Board.

The combination of both positions allows the governance structure to be efficient in terms of decision making, subject to the active oversight of the Board.

The appointment of a Senior Independent Director in 2010, whose mission and attributions described in the Internal Rules of the Board have just been reassessed and functions extended by the Board of Directors on February 17, 2015, ensures that the governance structure complies with best market practices. Henceforth the Senior Independent Director may himself convene a meeting of the Board of Directors, follow up decisions of the Board through discussions with the management and assist the Chairman in communications with shareholders.

In accordance with AFG and IFA recommendations for companies using the combined management structure, the introduction of the Senior Independent Director provides the Board with a proactive and challenging dimension within the corporate governance structure. The scope of involvement of the Senior Independent Director covers, in particular, intervention in the event of potential conflicts of interest and the management of the relationship of the Board with the Chairman & CEO (individual objectives, yearly evaluation, and compensation package through executive sessions). The Senior Independent Director also follows up on decisions of the Board through regular contact with management. It is also intended that the Senior Independent Director will report on his activities to the General Meeting.

On February 17, 2015, the Board of Directors, upon the recommendation of the Ethics & Governance Committee, entrusted C. Maury Devine with this function, as replacement of Gérard Hauser whose mandate is due to end at the present General Meeting. The Board's decision in this respect relied upon the independence of C. Maury Devine as well as her recognized expertise and thorough knowledge of Technip's operations.

II. EXPERTISE AND ACHIEVEMENTS

Technip's performance during the last mandate of Thierry Pilenko as Chairman & CEO of Technip produced more than satisfactory returns to shareholders in terms of profit with a regular dividend payment increase up to 8% despite an uncertain economic environment. Thierry Pilenko has pursued the transformation of the Group since 2007, allowing Technip to achieve a leading position in the market thanks to both the internal development of the organization and acquisitions over his last two mandates.

During the last four years, the operational results went from €620.3 million in 2010 to €800.2 million in 2014. During the same period, the net results progressed from €415.2 million up to €442.4.

The Board is convinced that, under the current conditions, the combination of both positions allows the governance structure to be efficient, allows for clear and timely decision making consistent with active and effective oversight by the Board. It is also evident that this decision prevails in the current conditions and does not prejudice in any way the orientation that the Board may adopt in the future, in relation to the same topic, in circumstances that would be different.

III. CURRENT MARKET PRACTICES IN FRANCE AND AMONG PEERS

1. French context

A survey of the companies included in the CAC 40 shows that out of the 36 comparable *sociétés anonymes* (excluding non-French companies) 23 operate with a combined management structure and 13 operate under separated management (including Michelin which is a limited share partnership or *société en commandite par actions*, and Publicis, Unibail and Vivendi that operate under two-tier board structure).

Additionally, it should be considered that there is a current ongoing trend where separated management has been used for a determined period of time after which the combined Chairman & CEO roles were re-established, especially in the case of succession planning after the departure of a top executive position (Pernod Ricard has indeed reverted back to combined Chairman & CEO roles after two years under separate management, same goes for Total who has publicly announced their intentions to revert back to a combined management structure in the near future).

Technip's governance structure is compliant with the most common French market practices.

2. International context

As a Group listed in France with a widely predominant international exposure, Technip takes into consideration both French and international practices, and in particular the practices of American companies.

The prevailing situation among the companies listed in the S&P 500 index is the combination of the functions. However, it is true that the separation option could be a good choice in the context of a transition in management.

The Board considers the practice among UK Companies to be less relevant. As clearly emphasized in the AFEP-MEDEF document, the typical governance structure of UK listed companies is not the usual structure of French companies (including Technip) where none of the members of the executive committee (except the CEO) are directors and a large proportion of the non-executive directors (75% at Technip) are independent, with one of them appointed as the Senior Independent Director.

To decide that only the "separatist" view should be considered regardless of the context would be applying a solution to a problem which does not exist.

Consequently the Board of Directors of Technip, in full compliance with the letter and spirit of the AFEP-MEDEF Code of Governance has elected to combine the positions of Chairman of the Board and Chief Executive Officer based on a pragmatic review of the options and in continuation of the two previously successful mandates of Mr. Pilenko under the same structure.

SEVENTH RESOLUTION

Renewal of Thierry Pilenko's office as 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, decides to renew Thierry Pilenko's office as Director for a period

of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2018.

EIGHTH RESOLUTION

Renewal of Olivier Appert's office as 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, decides to renew Olivier Appert's office as Director for a period

of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2018.

NINTH RESOLUTION

Renewal of Pascal Colombani's office as 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, decides to renew Pascal Colombani's office as Director for a period of four years,

to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2018.

TENTH RESOLUTION

Renewal of Leticia Costa's office as 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, decides to renew Leticia Costa's office as Director for a period

of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2018.

ELEVENTH RESOLUTION

Renewal of C. Maury Devine's office as 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, decides to renew C. Maury Devine's office as Director for a period

of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2018.

TWELFTH RESOLUTION

Renewal of John O'Leary's office as 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, decides to renew John O'Leary's office as Director for a period

of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2018.

Thirteenth resolution

Repurchase of Company Shares

The **thirteenth 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 24, 2014, which is due to expire on October 24, 2015.

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

The proposed authorization is for an 18-month period, at a maximum purchase price of €85 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, 2014, the Company's share capital was divided into 113,945,317 shares. On this basis, the maximum number of shares that in theory the Company could repurchase amounts to 7,751,630 shares (taking into account 1,363,995 treasury shares which are to be charged to the 8% referred limit).

THIRTEENTH 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 €85 (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 sixth resolution of the Ordinary Shareholders' Meeting of April 24, 2014. 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

Fourteenth resolution

Authorization granted to the Board of Directors to reduce the share capital by canceling shares that have previously been repurchased

The purpose of the **fourteenth resolution** is the renewal of the authorization to the Board of Directors to cancel all or part of the treasury shares. Such authorization granted by the Shareholders' Meeting of April 29, 2010 expires on April 29, 2015.

In order to keep the availability of this relative potential, it is proposed to renew the possibility to cancel shares up to a limit of 10% of the share capital over a period of 24 months. Moreover the cancelation of shares is one of the optional use – and in certain circumstances, compulsory – of the shares purchased by the Company further to the thirteenth resolution. This thus implies the adoption of the fourteenth resolution.

FOURTEENTH RESOLUTION

Authorization granted to the Board of Directors to reduce the share capital by canceling shares that have previously been repurchased

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Article L. 225-209 of the French Commercial Code:

1. Authorizes the Board of Directors to reduce the share capital by canceling all or some of the shares acquired under share repurchase programs authorized by the Shareholders' Meeting, on one or more occasions, up to a limit of 10% of the share capital by periods of 24 months and to charge the difference between the repurchase value of the canceled shares and their par value to the available reserves and premiums.

2. The Board of Directors shall have the necessary powers to set the terms and conditions of this or these cancelations and to make the corresponding amendment to the bylaws and accomplish any necessary formalities.

This authorization is given for a period of five years. It invalidates any previous authorization for the same purpose.

Fifteenth and sixteenth resolutions

Share capital increase reserved for employees

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

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

1. the maximum amount of the capital increase is 1.25% 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 €42 million set forth in the seventh resolution of the General Meeting held on April 24, 2014.

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

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

The maximum nominal value of such increase of capital *i.e.* 0.5% of capital will be applied against the maximum nominal amount of €42 million set forth in the seventh resolution of the General Meeting held on April 24, 2014.

FIFTEENTH 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 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. Authorizes the Board of Directors to increase, on one or more occasions, the Company's share capital by a maximum nominal amount not exceeding 1.25% 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 of the French Labor Code. This maximum nominal amount of 1.25% 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, 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 €42 million provided for in the seventh resolution of the Shareholders' Meeting of April 24, 2014.

As from its entry into force, this delegation supersedes the delegation provided by the General Meeting of April 24, 2014, in its fourteenth 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, without preferential subscription rights of shareholders, the issued securities being reserved for categories of beneficiaries as part of the implementation of an employee share program

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

1. Acknowledges that, in certain countries, legal or fiscal uncertainties or problems could make difficult or uncertain the implementation of employee share ownership programs through a company mutual fund (*Fonds Communs de Placements d'Entreprise* or "FCPE") and that the implementation of programs as an alternative to those offered to the employees of the French companies within the Technip Group may prove to be desirable.
2. Delegates to the Board of Directors the authority to decide, on one or more occasions, the issuance of shares and any other securities giving access to the Company's share capital, the subscription of which is reserved to any financial institution or entities controlled by the financial institution or to any

French or foreign entities whose sole object is to subscribe, hold and dispose of shares and/or any other securities giving access to the Company's share capital in order to implement a structured program within the framework of the Technip Group's international employee share ownership plan.

3. Decides that the maximum nominal amount of share capital increases that may be carried out pursuant to this resolution either immediately or in the future may not exceed 0.5% of the share capital of the Company on the day that this authorization is used, it being specified that this amount shall be applied toward the maximum nominal amount of €42 million provided for in the seventh resolution of the Shareholders' Meeting of April 24, 2014 and that this amount does not take into account any adjustments that may be carried out pursuant to applicable legislative or regulatory provisions and, as applicable, any contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital.

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

As from its entry into force, this delegation supersedes the delegation provided by the General Meeting of April 24, 2014, in its fifteenth resolution.

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

Within the Authority of the Combined Shareholders' Meeting

SEVENTEENTH 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.



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



Combined General Meeting

Thursday, April 23, 2015 at 3:00 p.m.
Maison de la Mutualité

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

I, the undersigned: _____

Surname and First name: _____

Address: _____

Postal Code: City: _____ Country: _____

Acting in my capacity as shareholder of **Technip**, acknowledge having already received the documents concerning the Shareholders' Combined General Meeting of April 23, 2015 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 2014 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 _____ 2015

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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Technip

take it further.

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