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Technip

Board of directors' meeting of February 23, 2016

**Statutory auditors' supplementary report on the increase in capital with
cancellation of preferential subscription rights**

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Commissaire aux Comptes
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To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles R. 225-116 of the French commercial code (*Code de commerce*) and further to our report dated on March 5, 2015, we hereby report on the on the issues of shares with cancellation of preferential subscription rights, reserved for certain categories of beneficiaries as part of the implementation of an employee share program, authorized by the extraordinary shareholders' meeting of April 23, 2015.

The shareholders' meeting authorized your board of directors to decide on whether to proceed with such an operation for an eighteen-month period and for maximum nominal amount of M€ 42.

Exercising this authorization, your board of directors decided during its meeting of April 23, 2015 to authorize in principle a capital increase and to empower the chairman and chief executive officer to implement the operation. Exercising this power, the chairman and chief executive officer determined, on November 14, 2015, the dates of the period of the subscription to the increase in capital reserved for certain categories of beneficiaries as part of the implementation of an employee share program and decided the reference price and the subscription price of the shares issued in the context of the program Technip Capital 2015 and noted, on February 23, 2016, the realization of the increase in capital for an amount of M€ 19,1 through the issuance of 500.562 ordinary shares, with M€ 0,4 of share capital and M€18,7 of share premium.

It is the responsibility of the board of directors to prepare a supplementary report in accordance with articles R. 225-115 and R. 225-116 of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from interim accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue contained in this report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying:

- the fairness of the financial information taken from the interim accounts of the company and interim consolidated accounts prepared under the board of directors' responsibility as at June 30, 2015, using the same methods and following the same presentation as the previous annual and consolidated accounts. We have performed procedures consisting us consisting in making inquiries of members of management responsible for financial and accounting matters, verifying that this interim financial information has been prepared under using the same methods and the same presentation as those used for the previous annual and consolidated financial statements, and applying analytical procedures and other review procedures; the compliance with the terms of the operation with the delegation granted by the shareholders' meeting;
- the information provided in the board of director's supplementary report on the choice of the constituent elements used to determine the issue price and on its final amount.

We have no matters to report as to:

- the fairness of the financial information taken from the interim accounts and included in the board of director's supplementary report, it being noted that that the annual and consolidated accounts have not yet been approved by the shareholders' meeting;
- the compliance with the terms of the operation with the delegation granted by the extraordinary shareholders meeting of April 23, 2015 and the information provided to the shareholders;
- the choice of constituent elements used to determine the issue price and its final amount;
- the presentation of the effect financial position of the share and capital security holders as expressed in relation to shareholders' equity and on the market value of the shares;
- the proposed cancellation of preferential subscription rights, upon which you have voted.

Neuilly-sur-Seine and Paris-La Défense, February 26, 2016

The statutory auditors
French original signed by

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

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