



COMBINED GENERAL MEETING

THURSDAY, APRIL 25, 2013 AT 3:00 P.M.

at Auditorium Paris centre Marceau - 12, avenue Marceau, 75008 Paris, France

Technip

take it further.

Sommaire

Welcome to Technip's Combined General Meeting	3
How to participate in the General Meeting	4
Agenda	7
Board of Directors	8
Presentation of resolutions	9
Draft resolutions	14
Summary presentation	22
Financial results of the last five years as of December 31, 2012	24
Request for documents and information	25

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 - Fax : +33 (0)1 47 78 20 90
E-mail: ipaulin@technip.com

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

WELCOME TO TECHNIP'S COMBINED GENERAL MEETING



“*This year, the Board of Directors has decided to propose a €1.68 per share dividend, a 6.3% increase.*”

Dear Valued Shareholder,

It is with great pleasure that I invite you to the Technip's Annual Shareholders' Meeting which will be held on Thursday, April 25, 2013, at 3:00 p.m. at the Paris Centre Marceau, France.

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 2012 activity report and the Group's outlook.

This year, the Board of Directors has decided to propose a €1.68 per share dividend which represents a 6.3% increase as compared to last year. If approved, the dividend will be paid on May 7, 2013.

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

Thierry PILENKO
Chairman & Chief Executive Officer

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 parti-

cipate in the Meeting is subject to the registration of the shares at least three business days prior to the date of the Meeting. For the Technip Combined General Shareholders' Meeting on April 25, 2013, the deadline is **April 22, 2013 at 0:00 a.m.** (Paris time - France).

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

YOU HOLD REGISTERED SHARES

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.

Whether you hold registered or bearer shares, tick box B of the voting form.

You may choose one of the three options set out below (tick the box of your choice):

- Vote by mail (tick box 1);
- Appoint the Chairman of the meeting as your proxy (tick box 2);
- Appoint any other person of your choice as your proxy (tick box 3).

In accordance with Article R. 225-79 of the Commercial Code, you may also give notice that you have given or cancelled a proxy by e-mail, as follows:

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

■ For **holders of bearer shares**, by sending an e-mail appended with an electronic signature, obtained on their own initiative and certified by an accredited intermediary within the legal and regulatory conditions in force, to the following e-mail address: assemblee.generale.actionnaires@technip.com stating their surname, full name, address and complete banking details, as well as the surname and first 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.


Only representative designation or revocation notifications, duly signed, completed and received on April 23, 2013 will be taken into account.

How to fill out the voting form

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

You do not wish to attend the meeting:
tick **box** of your choice

A **TANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir 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.**
 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.
B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.



Société Anonyme au capital de 86 283 684,89 €
Siège Social : 89, avenue de la Grande Armée
75116 PARIS
589 803 281 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée le 25 avril 2013 à 15 heures
A l'Auditorium Paris Centre Marceau
12, avenue Marceau - 75008 PARIS

COMBINED GENERAL MEETING
convened on April 25, 2013 at 3.00 p.m.
At "Auditorium Paris Centre Marceau"
12, avenue Marceau - 75008 PARIS

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

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Nominatif / Registered: VS / Single vote, VD / Double vote

Porteur - Bearer

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all 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.

1	2	3	4	5	6	7	8	9	A	Non/Oui	Non/Oui	F	Non/Oui
10	11	12	13	14	15	16	17	18	B	Yes/Abst	Yes/Abst	G	Yes/Abst
19									C			H	
									D			J	
									E			K	

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée // In case amendments or new resolutions are proposed during the meeting - Je donne pouvoir au Président de l'Assemblée Générale de voter en mon nom. // I appoint the Chairman of the general meeting to vote on my behalf. _____
 - Je m'abstiens (l'abstention équivaut à un vote contre). // I abstain from voting (it equivalent to vote NO). _____
 - Je donne procuration (cf. au verso renvoi (4) à M. ou Mme, Raison Sociale pour voter en mon nom. // I appoint (see reverse (4) M or Mrs, Corporate Name to vote on my behalf. _____

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest:

sur 1^{re} convocation / on 1st notification

à la BANQUE / to the Bank 22 Avril 2013 / April 22nd, 2013

2 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

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

M. ou Mme, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Whatever your choice do not forget to date and sign here

Date & Signature

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

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

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.

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 19, 2013) 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 2012 Activity and Sustainable Development Report and the 2012 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. If you would like these documents sent to you, please complete the “**request for documents and information**” form on page 25.

Moreover, all of the documents that will be provided during the General Meeting are available for consultation either on www.technip.com or, as of April 10, 2013, from Technip’s registered offices at the following address:

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

How to get to the Auditorium Paris Centre Marceau

Auditorium Paris Centre Marceau
12, avenue Marceau, 75008 Paris, France

By RER:
Line C, Pont de l’Alma

By metro:
Line 9, Alma-Marceau

By bus:
Lines 42, 63, 72, 80, 92

By car:

- On the Paris ring road, Porte Maillot or Porte Dauphine exit.
- Underground car park: Alma-Georges V (1 minute walking, at 300 meters – 384 parking spaces in front of 19, avenue George-V); parking Étoile Marceau (10 minutes walking, at 610 meters – 503 parking spaces in front of 82, avenue Marceau).



AGENDA

Within the authority of the Ordinary Shareholders' Meeting

1. Approval of the statutory financial statements for the fiscal year ended December 31, 2012
2. Allocation of earnings for the fiscal year ended December 31, 2012, setting the dividend amount and the dividend payment date
3. Approval of the consolidated financial statements for the fiscal year ended December 31, 2012
4. Special report of the Statutory Auditors on the regulated agreements
5. Ratification of the cooptation of Alexandra Bech Gjørnv's office as Director
6. Renewal of Alexandra Bech Gjørnv's office as Director
7. Renewal of Marie-Ange Debon's office as Director
8. Renewal of Gérard Hauser's office as Director
9. Renewal of Joseph Rinaldi's office as Director
10. Appointment of Manisha Girotra as Director
11. Appointment of Pierre-Jean Sivignon as Director
12. Directors' attendance fees
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 allocate performance shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group
15. Authorization granted to the Board of Directors to allocate performance shares to the Chairman of the Board of Directors and/or Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives
16. Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group
17. Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to the Chairman of the Board of Directors and/or Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives
18. 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

Resolution within the authority of the Combined Shareholders' Meeting

19. Powers for formalities

BOARD OF DIRECTORS

	Name	Main position	Professional address	Age - Nationality	Position within the Board of Directors	Term
	Thierry Pilenko	Technip's Chairman and Chief Executive Officer	89, avenue de la Grande Armée 75116 Paris	55 - French	Technip's Chairman and Chief Executive Officer	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 ending December 31, 2014.
	Olivier Appert	Chairman of IFP Énergies nouvelles Institut Français du Pétrole	1 et 4, avenue de Bois-Préau 92852 Rueil-Malmaison Cedex	63 - French	Director	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 ending December 31, 2014.
	Pascal Colombani	Chairman of the Board of Directors of Valeo	44, rue de Lisbonne – 75008 Paris	67 – French	Independent Director	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 ending December 31, 2014.
	Leticia Costa	Partner in Prada Assessoria	Av. Brigadeiro Faria Lima, 1744, 1 andar 01451-021 – São Paulo – SP – Brazil	52 – Brazilian	Independent Director	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 ending December 31, 2014.
	Marie-Ange Debon	Corporate Secretary of Suez Environnement	Tour CB21 – 16, place de l'Iris 92040 Paris La Défense Cedex	47 – French	Director	Date of first appointment: July 20, 2010. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2012 to be held on April 25, 2013.
	C. Maury Devine		1219 35 th Street NW Washington DC 20007 – USA	62 – American	Independent Director	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 ending December 31, 2014.
	Alexandra Bech Gjør	Partner in Advokatfirmaet Hjort	Akersgaten 51 - N-0150 Oslo - Norway	47 – Norwegian	Independent Director	Date of first appointment: October 23, 2012. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2012 to be held on April 25, 2013.
	Gérard Hauser		89, avenue de la Grande Armée 75116 Paris	71 – French	Senior Independent Director	Date of first appointment: April 30, 2009. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2012 to be held on April 25, 2013.
	Marwan Lahoud	Chief Strategy & Marketing Officer of EADS	37, bd de Montmorency 75781 Paris Cedex 16	47 – French	Independent Director	Date of first appointment: April 30, 2009. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2012 to be held on April 25, 2013.
	John O'Leary	Chairman and Chief Executive Officer of Strand Energy	Strand Energy – PO Box 28717 – Dubai Industrial Park Dubai – United Arab Emirates	57 – Irish	Independent Director	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 ending December 31, 2014.
	Joseph Rinaldi	Partner in Davis Polk & Wardwell	Davis Polk & Wardwell – 450 Lexington Avenue New York NY 10017 – USA	55 - Australian and Italian	Independent Director	Date of first appointment: April 30, 2009. Expiry of the current term of office: Ordinary Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2012 to be held on April 25, 2013.

The other offices held by the members of the Board of Directors are indicated in Annex A of the Reference Document.

PRESENTATION OF RESOLUTIONS

Presentation of resolutions within the authority of the Ordinary Shareholders' Meeting

FIRST, SECOND AND THIRD RESOLUTIONS

Approval of the statutory financial statements and allocation of earnings

The purpose of the **first resolution** is to approve Technip SA's statutory financial statements for the 2012 fiscal year.

The purpose of the **second resolution** is to determine the allocation of Technip SA's earnings and set the dividend for the 2012 fiscal year at €1.68 per share and the payment date on May 7, 2013. The following dates shall apply for the payment of dividends:

- Ex-Date: May 2, 2013 (morning); and
- Record Date: May 6 2013, after close of market.

Pursuant to Article 243 *bis* of the French General Tax Code, the distributed dividend is eligible for the 40% deduction in favour of natural persons who have their fiscal domicile in France, as provided for in Article 158-3 of the French General Tax Code.

The purpose of the **third resolution** is to approve the Technip Group's consolidated financial statements for the 2012 fiscal year. They reflect a Group turnover of €8.2 billion and a net income of €540 million respectively in progress of 20% and 6.4% compared to 2011.

FOURTH RESOLUTION

Special report of the Statutory Auditors

The **fourth resolution** approves the special report of the Statutory Auditors reporting the absence of any new regulated agreements entered into in 2012.

FIFTH RESOLUTION

Ratification of the co-optation of Alexandra Bech Gjørnv as Director



The purpose of the **fifth resolution** is to ratify the appointment as Director at the Board of Directors' Meeting held on October 23, 2012 of **Alexandra Bech Gjørnv** in replacement of Daniel Lebègue who resigned.

Biography of Alexandra Bech Gjørnv is presented below:

Alexandra Bech Gjørnv is a partner in the law firm Hjort (Norway) and also chaired the public July 22, 2011 Commission on the terrorist attacks.

She began her career in law firms before joining Norsk Hydro ASA from 1993 to 2007 where she held a number of positions, including Executive Vice President HR and HSE and Senior Vice-President, New Energy. She then moved to Statoil ASA as Senior Vice-President, New Energy from 2007 until 2010 before joining Hjort in 2010.

Alexandra Bech Gjørnv graduated from the University of Oslo (Norway). She also holds a diploma in legal studies from Oxford University (UK) and has studied at Suffolk Law School in Boston (USA), after which she passed the New York State bar exam in 1993.

Full information in relation to these directors is included in the 2012 Reference Document (sections 14.1.1, 14.1.2, 14.1.3 and annex A).

SIXTH TO NINTH RESOLUTIONS

Renewal of Alexandra Bech Gjørnv, Marie-Ange Debon, Gérard Hauser, Joseph Rinaldi's terms as Directors

The purpose of the **sixth to ninth resolutions** is to renew the terms of Alexandra Bech Gjørnv, Marie-Ange Debon, Gérard Hauser, Joseph Rinaldi whose terms expire at the time of this Shareholders' Meeting.

It is therefore proposed that the terms of Alexandra Bech Gjørnv, Marie-Ange Debon, Gérard Hauser, Joseph Rinaldi be renewed.

In addition to the bio of Alexandra Bech Gjørnv hereabove the bios of Marie-Ange Debon, Gérard Hauser and Joseph Rinaldi follow hereafter:



Marie-Ange Debon is General Secretary of the Suez Environnement Group and is a member of the *Collège de l'Autorité des marchés financiers* (the French Financial Market Authority). Prior to joining Suez Environnement in 2008, Marie-Ange Debon has served in various positions in both the public and private sectors. In November 1998, Marie-Ange Debon joined Thomson as Deputy Chief Financial Officer and later served as General Secretary responsible for Legal, Insurance, Real Estate and Corporate Communications from 2003-2008.

Marie-Ange Debon is a graduate of HEC, ENA and has a Master's Degree in Law.

In 2012, the attendance rate to the Board of Directors and its Committees represented 82% for Marie-Ange Debon.



Gérard Hauser was Chairman and Chief Executive Officer of Nexans from June 2000 to June 2009. He joined Alcatel in 1996 and became President of its Cable and Component Sector in 1997 and Member of the Executive Committee of Alcatel. From 1975 till 1996, he worked for the Pechiney Group, as Chairman and Chief Executive Officer of Pechiney World Trade first and of Pechiney Rhénalu later; he was later appointed Senior Executive Vice President of American National Can and member of the Group Executive Board. From 1965 till 1975, Gérard Hauser covered several senior positions in the Philips Group.

In 2012, the attendance rate to the Board of Directors and its Committees represented 100% for Gérard Hauser.



Joseph Rinaldi is a partner in the international law firm of Davis Polk & Wardwell. He advises on mergers and acquisitions transactions, corporate governance and securities and corporate law. Joseph Rinaldi is a frequent speaker and author on merger and acquisition and corporate governance issues. From 2002 to 2007 he was the senior partner in the Paris office of Davis Polk after joining it in 1984 and becoming a partner in 1990.

Joseph Rinaldi graduated from the University of Sydney, Australia, with first class honors in 1979, and in 1981 received his LL.B, with first class honors, from the University of Sydney, where he was a member of the editorial committee of the Sydney Law Review. He received an LL.M from the University of Virginia School of Law in 1984. He is admitted to practice law in New York.

In 2012, the attendance rate to the Board of Directors and its Committees represented 100% for Joseph Rinaldi.

Full information in relation to these directors is included in the 2012 Reference Document (sections 14.1.1, 14.1.2, 14.1.3. and annex A).

TENTH AND ELEVENTH RESOLUTIONS

Appointment of Manisha Girotra and Pierre-Jean Sivignon as Directors

The purpose of the **tenth and eleventh resolutions** is to appoint Manisha Girotra and Pierre-Jean Sivignon as new Directors.

With these appointments, the Board would better satisfy its objectives in terms of diversity (5 women out of 12 Directors) and geographical representativity of the Group network and activities worldwide (6 non French out of 12 Directors).

Biographies of Manisha Girotra and Pierre-Jean Sivignon are presented below:

Since 2012, **Manisha Girotra** is Chief Executive Officer of Moelis & Company India, a global investment bank based in Mumbai.



Prior to joining Moelis, she had a 16 year career with UBS where she was most recently CEO & Country Head in India managing its investment bank, commercial bank, markets, equity research and wealth management divisions. From 1994 until 1996, Manisha Girotra was Head for North India at Barclays Bank, responsible for marketing and credit support to corporates and managing the relationship with the government. Between 1992 and 1994, she worked for ANZ Grindlays Bank.

In 2011, Ms. Girotra was nominated to *Fortune* magazine's and she has appeared in Business Today's 25 Most Powerful Women in Business in India for the past five years.

Manisha Girotra graduated from the Delhi School of Economics (M.A. Economics) in 1992.

Pierre-Jean Sivignon is, since September 2011, Chief Financial Officer of the group Carrefour and member of the Executive Committee.



Pierre-Jean Sivignon began his career in 1979 with the firm Peat Marwick Mitchell. In 1982, he joined the Schlumberger group, where he held various positions in the Financial Department of the Dowell Schlumberger Oilfield Services division (in Europe and Africa), then became General Manager of the Bank and Industry division (in Paris) and, finally, Group Treasurer in Paris and New York. From 2001 to 2005, he was Chief Financial Officer of Faurecia. Pierre-Jean Sivignon joined the Philips Group (in Amsterdam) in May 2005, where he held the positions of Chief Financial Officer and member of the Executive Committee until March 2011.

He is also member of the board of directors of Imerys Group.

He graduated from *École Supérieure des Sciences Économiques* (ESSEC) Paris.

TWELFTH RESOLUTION

Directors' fees 2013-2015

The **twelfth resolution** relates to the annual amount of Directors' fees to be decided for the next three years. As for the 2010-2012 period it is proposed to decide upon a fix amount for the fiscal years 2013, 2014 and 2015. The proposal set up at €800,000 is based on the following:

- As an international Group, Technip must attract talents and competences on the Board by taking into account international standards which are often disconnected from French Benchmarks.
- Even on the French standard of comparison, due to the freeze of the Directors' fees since 2010, Technip ranks today among the ten lowest companies of the CAC 40 in this respect (lower or equal to €600,000).
- In the meantime, the dividends paid to Technip shareholders increased by 31.6% (2012/2009) and the share price jumped to 76% (according to the *Journal des finances – Investir* Technip ranks 2nd in the CAC 40 as to the share price evolution over 10 years).
- The number of meetings remained stable over the period (9 Board meetings and 12 Committees meetings in average) but the duration of meetings themselves is regularly increasing (from 4 to 6 hours or more).
- It is proposed to the Annual General Meeting to increase the number of Board members with a view of improving geographical representativity and diversity.
- The proposed amount is an annual maximum which is not always fully used as the fees actually paid follow a rate per meeting as described under section 15.1.2 of the Reference Document 2012.
- The proposed amount (72,727 euros in average per Director and an increase of 21,2% compared to the previous average of 60.000 euros) would be frozen again for 3 years.

As a reminder the Chairman and CEO does not receive any attendance fee (and the fees are currently paid to 10 Directors and to be extended to 11 out of 12 Directors subject to the approval of the previous resolutions by the Annual General Meeting).

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-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 26, 2012, which is due to expire on October 26, 2013.

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 €115 and up to a maximum legal limit of 10% of the total number of shares comprising the share capital.

As of December 31, 2012, the Company's share capital was divided into 113,040,513 shares. On this basis, the maximum number of shares that in theory the Company could repurchase amounts to 10,068,330 shares (taking into account 2,357,211 treasury shares which are to be charged to the 10% referred limit).

Presentation of resolutions within the authority of the Extraordinary Shareholders' Meeting

FOURTEENTH, FIFTEENTH, SIXTEENTH AND SEVENTEENTH RESOLUTIONS

Grant of share subscription or purchase options and performance shares

A. Main characteristics of the "Technip Incentives and Reward Plan" (TIRP 2013)

In furtherance of the Technip Long Term compensation policy named TIRP and set up in 2011, the following proposals for 2013 are governed by the principles implemented in the resolutions submitted to the Shareholders these last two years.

As a matter of fact, the total of the new authorizations proposed this year (0.8%) is significantly lower than the corresponding level of plans maturing in 2013 (1.86%). This leads to a substantial reduction of the "burn rate" from 1.6% in 2012 to 1.2% in 2013 and contribute again to the decrease of the equity based compensation scheme in aggregate.

In addition to the above quantitative features, qualitative improvements are introduced in order to satisfy the most recent requests of shareholders received during our road shows with them.

B. Amendments to TIRP 2013 compared to TIRP 2012

1. 100% of senior management allocations at risk extended to certain Group Corporate Executives.

The "100% at risk" rule applied to the Chairman and CEO and other members of the Excom (7 persons) is extended to certain Group Corporate Executives having an overall vision and responsibility for the Group (the "Senior Managers At Risk Portion").

50% remain at risk for the other beneficiaries (the "Other Beneficiaries at Risk Portion").

The Senior Managers At Risk Portion and the Other Beneficiaries At Risk Portion are jointly referred to as the "At Risk Portion of the Plan".

2. Threshold under which the At Risk Portion of the Plan is lost.
The Reference Performance (average of performance achieved for each metric) under which the At Risk Portion of the Plan is lost is set at 75% meaning that the benefit of the incentives is conditional upon a significant raise of the level of performance.
3. Regarding performance shares plans, Technip will decide to serve those plans in existing shares or new shares.
4. The duration of the stock options plans will be increased from seven to eight years.

C. General structure of TIRP 2013

Apart from the above described characteristics and amendments, TIRP 2013 is in line with the structure of plans proposed and adopted these last two years whether in terms of performance metrics or provisions included in the resolutions and/or rules of the plans themselves.

1. DIVERSIFIED PERFORMANCE METRICS

With a view to aligning the targets with shareholders' interests (profitable growth and value creation), the scheme widens to several metrics:

- Sustainable Development (Health Safety & Environment or HSE);
- Operating Income from Recurring Activities (OIFRA);
- Net Cash Generated from Operational Activities; and
- Shareholder return: TSR (Total Shareholder Return) and ROCE (Return On Capital Employed).

Each metric is defined as follows:

- The **HSE metric** corresponds to the Total Recordable Case Frequency (TRCF) where $TRCF = \text{Number of recordable accidents} / 200,000 \text{ working hours}$;
- The **OIFRA metric** is the operating income from recurring activities, as reported in Technip's Annual Report;
- The **Net Cash Generated From Operational Activities metric** is the net cash generated from operating activities, as reported in Technip's Annual Report;
- The **TSR metric** is calculated as the rate of return of a share over a year, taking into account the payment of a dividend during the period. The dividend is assumed to be reinvested immediately into the share itself (definition used by Bloomberg);
- The **ROCE metric** (Return on Capital Employed)
 $ROCE = \text{Net Operating Income} / \text{employed capital}$
where $\text{Employed Capital} = \text{Noncurrent assets (excluding Available-for-Sale Financial Assets)} + \text{Working Capital needs} + \text{Other non-current liabilities}$.

These five metrics as described in the following table are combined and adjusted to the respective population corresponding to stock option plans or performance share plans.

Table of metrics

Stock options plans	Performance shares plans
All metrics are calculated over three years	
1. Total Shareholder Return (TSR): in % Technip yearly average TSR vs. sample yearly average TSR	1. Total Recordable Case Frequency (TRCF): in % Technip yearly average TRCF vs. Technip recorded TRCF on a previous period
2. Operating Income From Recurring Activities (OIFRA): in % Actual OIFRA in aggregate vs. an OIFRA target defined in absolute value ^(*)	2. Operating Income From Recurring Activities (OIFRA): in % Actual OIFRA in aggregate vs. an OIFRA target in absolute value ^(*)
3. Return On Capital Employed: in % Yearly average of Technip ROCE vs. a ROCE target ^(*)	3. Net Cash From Operational Activities: in % Actual Net Cash in aggregate vs. a net Cash target in absolute value ^(*)

(*) The target values for the OIFRA, Net Cash Generated from Operational Activities and ROCE are confidential data likely to have an influence on the share price which prohibits any ex ante disclosure even to the Beneficiaries. Conversely the calculation of the Reference Performance *ex post* shall be fully disclosed based on actual reported figures.

The exercise of the options and/or grant of performance shares shall be conditional upon the Reference Performance obtained by the metrics described in the above table.

The Reference Performance shall be computed as:

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

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is under 75%, the At Risk Portion of the Plan will be lost;
- if the Reference Performance is at least equal to 75%, the percentage of the options that will be exercisable in the At Risk Portion of the Plan will be defined on a straight line basis against the Reference Performance:
 - from 0 to 100% for the Senior Managers At Risk Portion,
 - from 0 to 50% for the Other Beneficiaries At Risk Portion.

2. PROVISIONS INCLUDED IN THE RESOLUTIONS

As for previous years, the proposed resolutions comply with the following principles:

- no discount on the purchase price (options);
- no amendment of the initial terms;
- loss of options in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*);
- grants to the Chairman and Chief Executive Officer are decided by the Board of Directors (majority of independent directors) upon a proposal by the Nominations and Remunerations Committee (comprised only of independent directors);
- grants to members of the Executive Committee are decided by the Board of Directors pursuant to recommendations on the plan formulated by the Nominations and Remunerations Committee;
- resolutions for the Chairman and Chief Executive Officer (*mandataire social*), the Executive Committee members and certain Group Corporate Executives that are distinct from that of other beneficiaries; and
- rigorous performance conditions detailed in each resolution for stock options as well as for performance shares.

3. PROVISIONS INCLUDED IN THE SPECIFIC PLANS

It is intended to apply the following conditions:

- The list of competitors to be retained for the comparison of the TSR should include Subsea 7, Amec, Petrofac, Tecnicas Reunidas, Saipem, KBR, SBM Offshore, Aker Solutions, JGC, Oceaneering and McDermott.
- A financial institution to be entrusted with the mission of acting as an independent expert to carry out calculations, comparisons and determinations of beneficiaries' rights based on the recorded results.

D. Specific data addressing ISS governance policy criteria

The purpose of the following paragraphs is to account for the ISS 2012 French Equity based compensation Policy.

Technip's proposals to the next General Meeting fully comply with the three main evolutions of said ISS revised policy.

a. EMPHASIS ON PERFORMANCE CRITERIA

ISS stresses that all awards "to executives shall be conditional upon challenging performance criteria". As mentioned above, with respect to Technip, allocations not only to the Chairman & CEO and members of the Executive Committee but also to certain Group Corporate Executives, are 100% conditional upon performance criteria.

As globally restructured, the performance criteria are now more diversified (rather financial for options, rather operational for performance shares consistent with the respective populations

of beneficiaries) while maintaining a high degree of pertinence and challenge (expressed as actual figures of budget targets from the Group 3-Year Plan). The obvious confidentiality of such data prohibit any disclosure beforehand but will be fully published *ex post*, as done historically for TSR, OIFRA, ROCE, Net Cash, TRCF.

b. MAXIMUM VOLUME FROM EQUITY-BASE COMPENSATION PLAN

ISS states now that such potential volume "must not exceed 10% of fully diluted issued share capital", including current or newly proposed authorizations.

Regarding Technip, this condition is easily met as the corresponding figure is 6.25%, along with ISS rules (irrespective of discount for underwater options or at risk allocations).

c. BURN RATE GUIDELINE

ISS considers now "the company's average three-year unadjusted burn rate which must not exceed the mean plus one standard deviation of its sector". The burn rate cap of the Energy Sector applicable to Technip is 2.04%. Technip here again meets the requirement as the corresponding burn rate for Technip over the period 2010-2011-2012 is equal to 1.2% (2+0,8+0,8 = 3,6/3).

EIGHTEENTH RESOLUTIONS

Share capital increase reserved for employees

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

1. the maximum amount of the capital increase is 1% of the share capital as of the date of the Shareholders' Meeting;
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 eighth resolution of the General Meeting of Shareholders dated April 26, 2012.

The authorization thus granted is valid for a period of 26 months, expiring on June 25, 2015 and cancels the corresponding authorization granted by the Shareholders' Meeting of April 26, 2012.

DRAFT RESOLUTIONS

Within the authority of the Ordinary Shareholders' Meeting

FIRST RESOLUTION

Approval of the statutory financial statements for the fiscal year ended December 31, 2012

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 2012 fiscal year and the report of the Statutory Auditors on the performance of their mission over the course of the 2012 fiscal year hereby approves the statutory financial statements for the fiscal year ended December 31, 2012, as presented, showing profits of €472,520,192.11. 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, 2012, setting the dividend amount and the dividend payment date

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, 2012, amount to €472,520,192.11, 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 €803,333,520.33, taking into account the available retained earnings of €330,813,328.22.

The Shareholders' Meeting therefore decides to allocate as a dividend an amount of €1.68 per share, representing a total amount of €190 million, 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 113,040,513 shares comprising the share capital as of December 31, 2012, 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 dividend will be paid on May 7, 2013, in cash. The amount of the dividends that will be paid corresponds in full to distributions eligible for the 40% abatement referred to in paragraph 2 of section 3 of Article 158 of the French General Tax Code.

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:

Fiscal Year	Dividend per Share	Amount of distributions eligible for the 40% abatement
2009	€1.35	€1.35
2010	€1.45	€1.45
2011	€1.58	€1.58

THIRD RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2012

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 2012 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, 2012, as presented, as well as the transactions evidenced in these statements or summarized in these reports.

FOURTH 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 approves this report.

FIFTH RESOLUTION**Ratification of the cooptation of Alexandra Bech Gjørsv'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 ratifies the temporary appointment of Alexandra Bech Gjørsv as Director decided at the Board of Directors held on October 23, 2012 in replacement of Daniel Lebègue who resigned.

In accordance with Article 14.6 of the Articles of Association, Alexandra Bech Gjørsv will be appointed for the remaining period of the office of Daniel Lebègue as Director expiring at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2012.

SIXTH RESOLUTION**Renewal of Alexandra Bech Gjørsv'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 Alexandra Bech Gjørsv'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, 2016.

SEVENTH RESOLUTION**Renewal of Marie-Ange Debon'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 Marie-Ange Debon'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, 2016.

EIGHTH RESOLUTION**Renewal of Gérard Hauser'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 Gérard Hauser'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, 2016.

NINTH RESOLUTION**Renewal of Joseph Rinaldi'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 Joseph Rinaldi'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, 2016.

TENTH RESOLUTION**Appointment of Manisha Girotra 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 appoint Manisha Girotra 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, 2016.

ELEVENTH RESOLUTION**Appointment of Pierre-Jean Sivignon 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 appoint Pierre-Jean Sivignon 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, 2016.

TWELFTH RESOLUTION**Directors' attendance fees**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, decides to set the attendance fees to be allocated per fiscal year to the Board of Directors at €800,000 for 2013, and at the same amount for each of 2014 and 2015 fiscal years.

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

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 €115 (before charges) per share and decides that the maximum number of shares that may be acquired may not exceed 10% 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 26, 2012. 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 allocate performance shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-197-1 et seq. of the French Commercial Code:

1. Authorizes the Board of Directors to grant, on one or more occasions, existing shares or new shares to be issued, free of charge ("the performance shares") (i) to employees of Technip ("the Company") and, (ii) to employees and directors and officers (*mandataires sociaux*) of companies related to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code.

2. Decides that the grant of performance shares carried out by the Board of Directors pursuant to this resolution may not apply to more than 0.50% of the Company's share capital as of the date of this Shareholders' Meeting, it being specified that this amount does not take into account any adjustments that may be made in compliance with applicable laws or regulations, and as the case may be, applicable contractual provisions providing for other cases of adjustment. To that effect, the Shareholders' Meeting authorizes, if need be, the Board of Directors to increase the share capital accordingly by capitalization of reserves, profit or premium.
3. Decides that the grant of shares to their beneficiaries will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that this period may not be less than two years, as from the decision by the Board of Directors to grant shares.
The beneficiaries must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares.
Nonetheless, the Shareholders' Meeting authorizes the Board of Directors, insofar as the acquisition period for all or part of one or more grants is at least four years long, to not impose a holding period for the related shares.
4. Decides that in the event of a beneficiary's disability corresponding (or comparable outside France) to the second and third categories of classification provided for in Article L. 341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.
5. This authorization includes, in favor of the beneficiaries, a waiver by the shareholders of their preferential subscription right to the shares which may be issued pursuant to this resolution.
6. Notes that the rights of beneficiaries to acquire shares will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
7. The Board of Directors will grant performance shares and determine the identity of their beneficiaries.
The definitive grant of the performance shares shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three

consecutive years in terms of Health Safety & Environment HSE, Operating Income from Recurring Activities (OIFRA) and Net Cash Generated from Operational Activities.

To this end, an At Risk Portion of the Shares is defined, it corresponds to the performance shares that may be lost by the beneficiaries due to the actual performance and amounts to 50% of the allocated performance shares.

The actual performance shall be computed as a percentage to be compared (i) for the first metric Health Safety & Environment (HSE) to the corresponding performance of the Group over a previous period and (ii) for the two other metrics (OIFRA and Net Cash Generated from Operational Activities) to a target expressed in each case as an absolute value amount.

The Reference Performance shall be computed as the arithmetical average of the two best percentages obtained out of the above three metrics.

The Reference Performance shall determine the definitive grant of performance shares, based on the following scale:

- if the Reference Performance is less than 75%, the At Risk Portion of the Shares (i.e., 50% of the allocated performance shares) shall be lost by the beneficiaries;
- if the Reference Performance is at least equal to 75%, the percentage of the allocated shares to be granted to the beneficiaries, regarding the At Risk Portion of the Shares, shall be determined on a linear basis from 0 to 50% against the Reference Performance.

The Board of Directors will determine the other terms and conditions and, as applicable, the criteria for the grant of the shares.

8. The Board of Directors will have the necessary powers to implement this authorization, in accordance with the terms described above and subject to applicable legal provisions, and to do all that is useful and necessary in accordance with applicable laws and regulations.

The Board of Directors will inform the Shareholders' Meeting each year of the actions carried out pursuant to this resolution, in accordance with legal and regulatory requirements and particularly Article L. 225-197-4 of the French Commercial Code.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

FIFTEENTH RESOLUTION

Authorization granted to the Board of Directors to allocate performance shares to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-197-1 et seq. of the French Commercial Code:

1. Authorizes, subject to the condition precedent of the adoption of the fourteenth resolution, the Board of Directors to grant, on one or more occasions, existing shares or new shares to be issued, free of charge ("the performance shares") to the Chairman of the Board of Directors and/or the Chief Executive

Officer of Technip ("the Company"), the Company's managing director (*mandataire social*) and to the Group's principal executives (Excom members) and certain Group Corporate Executives.

2. Decides that the grant performance shares carried out by the Board of Directors pursuant to this authorization shall be applied toward the ceiling of 0.50% of the share capital provided for in the fourteenth resolution. The shareholders' Meeting authorizes, if need be, the Board of Directors to the share capital accordingly by capitalization of reserves, profit or premium.

- Decides that the grant of shares to the beneficiaries will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that this period may not be less than two years, as from the decision by the Board of Directors to grant shares.

The beneficiaries must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares.

Nonetheless, the Shareholders' Meeting authorizes the Board of Directors, insofar as the acquisition period for all or part of one or more grants is at least four years long, to not impose a holding period for the related shares.

The Company's managing agent (*mandataire social*) must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares, without prejudice to the provisions in Article L. 225-197-1, II, last paragraph, of the French Commercial Code.

- Decides that in the event of a beneficiary's disability corresponding (or comparable outside France) to the second and third categories of classification provided for in Article L. 341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.
- This authorization includes, in favor of the beneficiaries, a waiver by the shareholders of their preferential subscription right to the shares which may be issued pursuant to this resolution.
- Notes that the rights of the beneficiary to acquire the shares will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
- The definitive grant of the performance shares shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years in terms of Health Safety & Environment, OIFRA and Net Cash Generated from Operational Activities.

The performance shall be computed as a percentage to be compared (i) for the first metric (HSE) to the corresponding performance of the Group over a previous period and (ii) for the two other metrics (OIFRA and Net Cash Generated from Operational Activities) to a target expressed in each case as an absolute value amount.

To this end, an At Risk Portion of the Shares is defined, it corresponds to the performance shares that may be lost by the beneficiaries due to the actual performance and amounts to 100% of the allocated performance shares.

The Reference Performance shall be computed as the arithmetical average of the two best percentages obtained out of the above three metrics.

The Reference Performance shall determine the definitive grant of performance shares, based on the following scale:

- if the Reference Performance is less than 75%, the At Risk Portion of the Shares (i.e. 100% of the allocated performance shares) shall be lost by the beneficiaries;
- if the Reference Performance is at least equal to 75%, the percentage of the allocated shares to be granted shall be the percentage of the Reference Performance and shall not be exceed 100%.

The Board of Directors will determine the other terms and conditions and, as applicable, the criteria for the grant of the shares.

- The Board of Directors will have the necessary powers to implement this authorization, in accordance with the terms described above and subject to applicable legal provisions, and to do all that is useful and necessary in accordance with applicable laws and regulations.

The Board of Directors will, each year, inform the Shareholders' Meeting of the actions carried out pursuant to this resolution, in accordance with legal and regulatory requirements and particularly Article L. 225-197-4 of the French Commercial Code.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

SIXTEENTH RESOLUTION

Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to (i) Technip's employees, and (ii) the employees and directors and officers (*mandataires sociaux*) of the companies of the Group

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed, the report of the Board of Directors, and the special report of the Statutory Auditors and pursuant to Articles L. 225-177 et seq. of the French Commercial Code:

- Authorizes the Board of Directors to allocate, on one or more occasions, (i) to employees of Technip ("the Company") and, (ii) to employees and directors and officers (*mandataires sociaux*) of the companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code, or certain categories among them, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.

- Decides that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 0.30% of the share capital as of the date of this Shareholders' Meeting. This amount does not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions.

- Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that (i) for options to subscribe shares, this price will be undiscounted and equal to the average of the share price on NYSE Euronext Paris over the 20 trading days preceding the date of the grant, and (ii) for options to purchase shares, this price will be undiscounted and equal to the higher of the following: (a) the average purchase price of the shares indicated in Article L. 225-179 of the French Commercial Code, and (b) the average indicated in (i) above.

The exercise price, as determined above, may not be modified except in the event that measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L. 225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

The exercise of the options shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years in terms of Total Shareholder Return (TSR), Operating Income From Recurring Activities (OIFRA) and Return On Capital Employed (ROCE).

To this end, an At Risk Portion of the Options is defined, it corresponds to the options that may be lost by the beneficiaries due to the actual performance and amounts to 50% of the options granted.

The performance shall be computed as a percentage to be compared (i) for the first metric (TSR) to the corresponding TSR performance of a sample of competitors and (ii) for the second (OIFRA) and third (ROCE) metrics to a target expressed in each case as a specified absolute value amount.

The Reference Performance shall be computed as the arithmetical average of the percentages of the above three metrics.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is less than 75%, the At Risk Portion of the Options (i.e. 50% of the options granted) shall be lost by the beneficiaries;
- if the Reference Performance is at least equal to 75%, the percentage of the options granted which shall be exercisable by the beneficiaries, regarding the At Risk Portion of the Options, shall be determined on a linear basis from 0 to 50% against the Reference Performance.

The Board of Directors will determine the other terms and conditions and, as applicable, the criteria for the grant of the shares.

4. Acknowledges that no option may be granted less than 20 trading days following the detachment from the shares of a coupon giving right to a dividend or a capital increase.
5. Acknowledges that no option can be granted during (i) the 10 trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the annual statutory financial statements, are made public, and (ii) the period between the date on which the Company's

management bodies receive information that, if it were made public, could have a significant impact on the Company's share price, and the tenth trading day following the date on which this information is made public.

6. Decides that the options must be exercised within a maximum period of eight years as from the date of grant by the Board of Directors; nevertheless, the Board of Directors may set a shorter exercise period for all or part of the options and/or for all or certain of the beneficiaries.
7. Notes that this resolution automatically acts, in favor of the beneficiaries of the options to subscribe shares, as an express waiver by the shareholders of their preferential subscription rights with respect to the shares that will be issued as options are exercised.
8. The beneficiaries' right to exercise the options will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*).
9. Gives all powers to the Board of Directors for the purpose of:
 - determining the list of the option beneficiaries and the number of options granted to each of them;
 - setting the conditions applicable to the exercise and grant of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries;
 - allowing for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options; such period may not exceed three years as from the exercise of the option;

This authorization is granted to the Board of Directors for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L. 225-184 of the French Commercial Code, each year the Board of Directors will inform the Shareholders' Meeting of the transactions carried out pursuant to the present resolution.

SEVENTEENTH RESOLUTION

Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip (*mandataire social*) and to the Group's principal executives

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L. 225-177 et seq. of the French Commercial Code:

1. Authorizes, subject to the condition precedent of the adoption of the sixteenth resolution, the Board of Directors to allocate, on one or more occasions, to the Chairman of

the Board of Directors and/or the Chief Executive Officer of Technip ("the Company"), the Company's managing director (*mandataire social*), and to the Group's principal executives (Excom members and certain Group Corporate Executives) options to subscribe to new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.

2. Decides that the options that may be allocated by the Board of Directors pursuant to this authorization shall be applied toward the ceiling of 0.30% of the share capital provided for in the sixteenth resolution.
3. Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that (i) for options to subscribe shares, this price will be undiscounted and equal to the average of the share price on Euronext Paris over the 20 trading days preceding the date of the grant, and (ii) for options to purchase shares, this price will be undiscounted and equal to the higher of the following: (a) the average purchase price of the shares indicated in Article L. 225-179 of the French Commercial Code, and (b) the average indicated in (i) above.

The exercise price, as determined above, may not be modified except in the event that measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L. 225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

The exercise of the options shall be conditional upon the achievement of a performance to be measured by the results achieved by the Group over three consecutive years in terms of Total Shareholder Return (TSR), Operating Income From Recurring Activities (OIFRA) and Return On Capital Employed (ROCE).

To this end, an At Risk Portion of the Options is defined, it corresponds to the options that may be lost by the beneficiaries due to the actual performance and amounts to 100% of the options granted.

The actual performance shall be computed as a percentage to be compared (i) for the first metric (TSR) to the corresponding performance of a sample of competitors and (ii) for the second (OIFRA) and third (ROCE) metrics to a target expressed in each case as a specified absolute value amount.

The Reference Performance shall be computed as the arithmetical average of the percentages of the above three metrics.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is less than 75%, the At Risk Portion of the Options (i.e. 100% of the options granted) shall be lost by the beneficiaries;
- if the Reference Performance is equal to or above 75%, the percentage of the options granted which shall be exercisable shall be the percentage of the Reference Performance and shall not exceed 100%.

The Board of Directors will determine the other terms and conditions and, as applicable, the criteria for the grant of the shares.

4. Acknowledges that no option may be granted less than 20 trading days following the detachment from the shares of a coupon giving right to a dividend or a capital increase.

5. Acknowledges that no option can be granted during (i) the 10 trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the annual statutory financial statements, are made public, and (ii) the period between the date on which the Company's management bodies receive information that, if it were made public, could have a significant impact on the Company's share price, and the tenth trading day following the date on which this information is made public.
6. Decides that the options must be exercised within a maximum period of eight years as from the date of grant by the Board of Directors; nevertheless, the Board of Directors may set a shorter exercise period for all or part of the options and/or for all or certain of the beneficiaries.
7. Notes that this resolution automatically acts, in favor of the beneficiaries of the options to subscribe shares, as an express waiver by the shareholders of their preferential subscription rights with respect to the shares that will be issued as options are exercised.
8. Acknowledges that the beneficiary's right to exercise the options will be lost in the event of resignation, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*).
9. Gives all powers to the Board of Directors for the purpose of:
 - determining list of beneficiaries and the number of options granted to each of them;
 - setting the conditions applicable to the grant and exercise of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares, within the limits set by the applicable legal provisions;
 - allowing for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options, without prejudice to the provisions of Article L. 225-185, paragraph 4 of the French Commercial Code.

This authorization is granted to the Board of Directors for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L. 225-184 of the French Commercial Code, the Board of Directors will inform the Shareholders' Meeting each year of the transactions carried out pursuant to the present resolution.

EIGHTEENTH RESOLUTION

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

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. 3332-1 et seq. of the French Labor Code and Article L. 225-138-1 of the French Commercial Code, and in accordance with the provisions of Article L. 225-129-6 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% 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 a company savings plan 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.
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, NYSE 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 a company savings plan.
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 eighth resolution of the General Meeting of April 26, 2012.
8. Decides that his delegation voids the authorization granted by the General Meeting of April 26, 2012, in its sixteenth 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.

Within the authority of the Combined Shareholders' Meeting

NINETEENTH 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.

SUMMARY PRESENTATION

Activity report for 2012

Technip's performance was in line with our objectives throughout 2012, including the fourth quarter. Full year group revenue grew by 20% and operating profit by 16%, giving an operating margin again stable at 10%. Our backlog grew to €14 billion, whilst remaining diversified by geography, market segment and project type, which we hold to be a critical success factor in our industry. The projects we delivered and won in 2012 reflect our focus on offering our clients differentiating technologies, and on securing involvement in projects early in their life-cycle. To support our growth, we have invested in talent worldwide – Technip now employs 36,500 people compared to 31,000 a year ago – and in new assets, acquisitions and alliances.

Subsea operating margin in 2012 was in line with our objective, at 15% on revenue, which grew ahead of plan by 36%. The Global Industries integration progressed well, and we were able to win many important projects for the two "G" vessels for 2013 and beyond. Overall, this acquisition is delivering what we expected. The alliance with Heerema confirms our leadership in the Subsea market worldwide, giving our clients access to the broadest range of skills from upstream engineering to all types of pipelay and construction assets. Our investments in assets and flexible pipe technology give us a strong position, for example, in deepwater developments in areas such as Brazil.

Onshore/Offshore operating margin was at the top end of our expectations at 7%. We were able to convert early stage involvement in projects at FEED and conceptual phases into larger EPC scopes in places such as the Middle East, Latin America and Eastern Europe.

We completed the acquisition of Stone and Webster Process Technologies in August giving us a foothold in the North American downstream market and have since formed a worldwide unit focusing on onshore technologies. We have also strengthened our position in new areas such as Floating LNG, where we confirmed key relationships with major clients.

Furthermore, we have pursued the development of Technip into a more diversified and international group, including at Board level with the appointments made in 2012 and those to be proposed at our next AGM. Upon their ratification, our twelve-member Board will comprise five women and seven men, from seven different nationalities, and reflecting key markets.

1. REVENUE

Subsea revenue in 2012, €4,047.6 millions reflected growth in our backlog and progress on various projects worldwide, notably in the North Sea as well as a mix of deepwater and shallow water projects in the Americas and Africa.

Subsea EBITDA margin was 19.0% for full year 2012 versus 21.7% in 2011 and operating margin was 14.9% for full year 2012 versus 16.8% in 2011, reflecting progress in delivering our projects, offset by the low utilization in 2012 of the Global Industries assets acquired at the end of 2011.

Onshore/Offshore revenue, €4,156.3 millions reflected growth in our backlog and progress on diversified projects around the world, including onshore downstream projects in the Middle East, Europe and the Americas, as well as offshore production facility projects in the North Sea, Asia Pacific and the Gulf of Mexico.

Onshore/Offshore operating margin was 7.0% for full year 2012 quite stable versus 7.1% in 2011, reflecting progress on a broad range of projects.

2. OPERATING INCOME FROM RECURRING ACTIVITIES

Technip Group's **operating income** from recurring activities including Corporate charges was €821.7 million in 2012 versus €709.5 million a year ago, a 15.8% increase compared to 2011.

In 2012, **foreign exchange** had a positive impact estimated at €235 million on revenue and €17 million on operating income from recurring activities.

Financial result on contracts recognized as revenue amounted to €12 million in 2012.

3. OPERATING INCOME

Operating income was €812 million in 2012 (including €10 million of acquisition costs) versus €694 million a year ago.

4. NET INCOME

Technip Group's **net income** was €539.7 million in 2012 versus €507.3 million in 2011.

Financial result in 2012 included a €12 million negative impact from changes in foreign exchange rates and fair market value of hedging instruments, compared with a €41 million positive impact last year.

The variation in **diluted number of shares** is mainly due to the potential dilution of convertible bonds (OCEANE), capital increase for Technip employees, and share subscription options and performance shares granted to Technip Group employees.

5. CASH FLOW AND BALANCE SHEET

As of December 31, 2012, Group's **net cash position** was €183 million compared to €657 million at end 2011.

Capital expenditures in 2012 amounted to €519 million versus €357 million one year ago, underlying our sustained effort to introduce new assets as quickly as possible. Total capital expenditures for 2013 are expected to be similar.

2013 Outlook

Technip starts 2013 with a substantial, profitable backlog of business to execute. We believe our markets, whilst competitive and never immune to general economic conditions, remain robust and growing. Our clients continue to focus on replacing and raising production from increasingly challenging areas and reservoirs. They seek long-term relationships with contractors that are capable of developing and deploying the right technologies and who can embrace national content and local execution. Upstream investments should grow at a double digit rate and several very large oil and gas offshore developments should be sanctioned in the next couple of years. Downstream will be particularly active in petrochemicals, notably in North America.

We will continue to be selective about the projects we take on so as to ensure reliable execution and delivery to both clients and shareholders. We will pursue our capex program, with a focus on delivering our current commitments.

On this basis, we expect to grow revenue and profit at Technip again in 2013 in both our segments. We expect full year operating margins of around 15% in Subsea. This target reflects on the one hand our robust, growing Subsea backlog, but also the dilutive effect of the revenue contribution from recently-won multiyear projects and the substantial start-up costs for both new vessels and manufacturing plants. We target Onshore/Offshore operating margins in line with our long-term expectations at 6 to 7%.

Accordingly, confident in our strategy, our backlog, and our potential for profitable growth, we propose to Technip's General Shareholders' Meeting an increase of 10 eurocents in the dividend, to €1.68 per share, in line with our practice of regularly increasing the payout to shareholders.

2013 Full Year Financial objectives*

We expect to grow revenue and profit at Technip again in 2013 in both our segments. We expect full year operating margins of around 15% in Subsea. This target reflects on the one hand our robust, growing Subsea backlog, but also the dilutive effect of the revenue contribution from recently-won multiyear projects and the substantial start-up costs for both new vessels and manufacturing plants. We target Onshore/Offshore operating margins in line with our long-term expectations at 6 to 7%.

- **Group revenue growing** 11% to 16% to between €9.1 and €9.5 billion;
- **Subsea revenue growing** to between €4.3 and €4.6 billion, with operating margin around 15%;
- **Onshore/Offshore revenue growing** to between €4.7 and €5.1 billion, with operating margin between 6% and 7%.

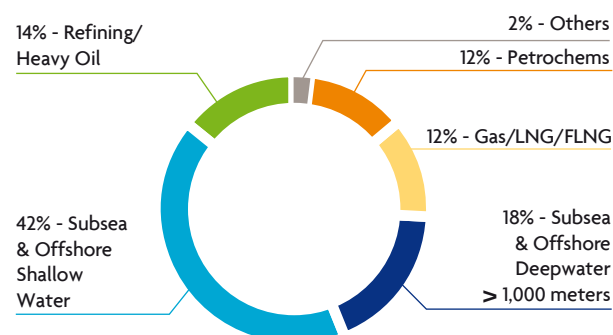
* Based on the year-to-date average exchange rates.

Technip's backlog at December 31, 2012

By geography



By market split



FINANCIAL RESULTS OF THE LAST FIVE YEARS

In millions of Euro	As of December 31,				
	2008	2009	2010	2011	2012
I. YEAR END FINANCIAL POSITION					
A) Called up Capital	83.4	83.4	84.1	84.6	86.2
B) Outstanding Shares ^(a)	109,317,564	109,343,294	110,249,352	110,987,758	113,040,513
C) Convertible Bonds	-	-	6,618,531	11,796,986	11,796,986
II. OVERALL OPERATING RESULT					
A) Net Revenues	138.7	144.9	137.4	156.9	151.3
B) Income before Tax, Depreciation and Amortization	271.5	195.9	13.5	342.5	451.0
C) Income Tax Expense / (Profit)	(64.3)	17.3	(39.0)	(44.0)	(37.6)
D) Net Income	250.9	45.5	275.9	357.7	472.5
E) Dividends Paid	127.5	143.6	156.1	171.8	172.6 ^(b)
III. OPERATING INCOME PER SHARE (in Euro)					
A) Income before Depreciation and Amortization	3.1	1.6	0.5	3.5	4.3
B) Net Income	2.3	0.4	2.5	3.2	4.2
C) Dividends Paid	1.20	1.35	1.45	1.58	1.68 ^(b)
IV. STAFF					
A) Number of Employees	7	8	8	8	7
B) Wages and Salaries	8.5	13.0	10.2	15.8	14.2

(a) Does not include the exercise of options arising from the current share purchase or share subscription option plans. Includes 2,370,981 treasury shares as of December 31, 2012.

(b) This amount corresponds to the dividend proposed by the Board of Directors at the Shareholders' General Meeting: €1.68 per share based on outstanding shares excluding treasury shares held as of December 31, 2012.

REQUEST FOR DOCUMENTS AND INFORMATION



To be sent to:

Société Générale
SGSS/GIS
Service des Assemblées
BP 81236
32, rue du Champ-de-Tir
44312 Nantes Cedex 03
France

Technip



Combined General Meeting

Thursday, April 25, 2013 at 3:00 p.m.
Centre Marceau – Paris

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 25, 2013 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 2012 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 2013

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 (Articles 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.[®]

Société anonyme
with a capital of 86,283,684.89 euros

Registered Office:
89, avenue de la Grande Armée
75116 Paris – France

Phone: +33 (0) 1 47 78 24 00
www.technip.com

589 803 261 RCS Paris
Siret: 589 803 261 00223