

*This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and it is provided solely for the convenience of English-speaking users.*

*The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.*

*This report also includes information relating to the specific verification of information given in the group's management report.*

*This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.*

## Technip

Year ended December 31, 2011

Statutory auditors' report  
on the consolidated financial statements

PricewaterhouseCoopers Audit  
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92208 Neuilly-sur-Seine Cedex  
S.A. au capital de € 2.510.460

Commissaire aux Comptes  
Membre de la compagnie  
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Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## Technip

Year ended December 31, 2011

### Statutory auditors' report on the consolidated financial statements

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2011, on:

- the audit of the accompanying consolidated financial statements of Technip;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the board of directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

#### **I. Opinion on the consolidated financial statements**

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the group as at December 31, 2011 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

## II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French commercial code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- As indicated in notes 1.C.(a) and 1.C.(b) to the consolidated financial statements, your company uses significant accounting estimates to determine the margin at completion for each long-term contract which is based on analyses of total costs and revenues at completion, that are reviewed periodically and regularly throughout the life of contract. We reviewed the processes set up by your company in this respect, assessed the data and assumptions used as a basis for these estimates, and compared the accounting estimates of the previous periods with the corresponding actual figures.
- As indicated in notes 1.C.(a) and 1.C.(d) to the consolidated financial statements, your company annually carries out an impairment test for the goodwill by using the discounted future cash flows method, as determined on the basis of "Business plans" drawn up by your company and authorized by the board of directors. We have examined the implementation of this impairment test, the assumptions made, and the calculations performed by your company, and we have ensured that note 10 provided adequate information in this regard.
- The recoverability of deferred income tax assets recognized as at December 31, 2011, and more specifically those arisen from unused tax losses carried-forward, have been evaluated by Technip on the basis of the forecast data derived from the strategic plans of each fiscal perimeter and prepared under the control of the group. We have reviewed the recoverability analyses on those tax assets performed by Technip and described in note 1.C.(v).
- As regards to litigations, we have verified that the existing procedures enabled the collection, the valuation and the recording in the financial statements of any litigation in satisfactory conditions. We have specifically verified that significant litigations identified by Technip while performing these procedures were accurately described within the notes to the financial statements and particularly in note 32.

We carried out an assessment of the reasonableness of these estimates. As described in note 1.C.(a) to the consolidated financial statements, these estimates may be revised if the circumstances and assumptions on which they are based change, if new information become available, or as a result of greater experience. Consequently, the actual result from these operations may differ from these estimates.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

### III. Specific verification

As required by law, we have also verified, in accordance with professional standards applicable in France, the information presented in the group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine and Paris-La Défense, March 15, 2012

The statutory auditors  
*French original signed by*

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Edouard Sattler

Nour-Eddine Zanouda