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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Fifteenth resolution

Statutory auditors' report on the issue of shares and various marketable securities with shareholders' preferential subscription rights

PricewaterhouseCoopers Audit  
63, rue de Villiers  
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Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Fifteenth resolution

Statutory auditors' report on the issue of shares and various marketable securities with shareholders' preferential subscription rights

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 228-92 of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your board of directors to decide whether to proceed with an issue of shares and various marketable securities (any issue of preference shares and securities giving access to preference shares is excluded herefrom), an operation upon which you are called to vote. 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 M€ 45.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with an issue. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 and seq. of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed issue and on other information relating to the share issue provided in the report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of directors' report relating to this operation and the methods used to determine the issue price of the capital shares to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price provided in the board of directors' report.

As the final conditions for the issue have not been determined yet, we cannot report on these conditions.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

The statutory auditors  
*French original signed by*

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Sixteenth resolution

Statutory auditors' report on the issue of shares and various marketable securities without preferential subscription rights

PricewaterhouseCoopers Audit  
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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Sixteenth resolution

Statutory auditors' report on the issue of shares and various marketable securities without preferential subscription rights

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 and seq. of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your board of directors to decide whether to proceed with an issue of shares and various marketable securities (any issue of preference shares and securities giving access to preference shares is excluded herefrom), and to cancel your preferential subscription rights, an operation upon which you are called to vote. 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 M€ 9.

The maximum nominal amount of the share capital increases that may be carried out pursuant to the global issue will be M€ 45.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with an issue and to cancel your preferential subscription rights to the marketable securities to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 and seq. of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issues provided in this report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of directors' report relating to this operation and the methods used to determine the issue price of the capital shares to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price provided in the board of directors' report.

As the final conditions for the issue have not been determined yet, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

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## **Technip**

Extraordinary shareholders' meeting of April 28, 2016  
Seventeenth resolution

**Statutory auditors' report on issuance on private placements without preferential subscription rights**

**PricewaterhouseCoopers Audit**

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Seventeenth resolution

### **Statutory auditors' report on issuance on private placements without preferential subscription rights**

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 et seq. of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your board of directors to decide whether to proceed with an issue to private placements issued (any issue of preference shares and securities giving access to preference shares is excluded herefrom), and to cancel your preferential subscription rights, an operation upon which you are called to vote. 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 M€ 9.

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 M€ 9, as mentioned in the sixteenth resolution and toward the maximum nominal amount of M€ 45 set forth in the fifteenth resolution.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with an issue and to cancel your preferential subscription rights to the private placements to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 et seq. of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issues provided in this report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of directors' report relating to this operation and the methods used to determine the issue price of the capital shares to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the capital shares provided in the board of directors' report.

As the final conditions for the issue have not been determined yet, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Eighteenth resolution

Statutory auditors' report on the authorization to allocate, for free, existing shares or shares to be issued ("the performance shares") to the employees of Technip, and to the employees, directors and officers of the companies of the group

PricewaterhouseCoopers Audit  
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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Eighteenth resolution

Statutory auditors' report on the authorization to allocate, for free, existing shares or shares to be issued ("the performance shares") to the employees of Technip, and to the employees, directors and officers of the companies of the group

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 225-197-1 of the French commercial code (*Code de commerce*), we hereby report on the proposed allocation, for free, of existing shares or shares to be issued ("the performance shares") reserved for the employees of Technip, and the employees, directors and officers of the companies of the group in the meaning of article L. 225-197-2 of the French commercial code (*Code de commerce*).

The allocation of performance shares pursuant to this authorization shall be applied toward the ceiling of 0.5% of the share capital as at the date this authorization is used.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-four months to allocate, for free, existing shares or shares to be issued.

It is the responsibility of the board of directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the board of directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the board of directors' report relating to the proposed allocation of shares, for free.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Nineteenth resolution

Statutory auditors' report on the authorization to allocate, for free, existing shares or shares to be issued ("the performance shares") to the corporate officer of Technip and to the group's principal executives

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Nineteenth resolution

Statutory auditors' report on the authorization to allocate, for free, existing shares or shares to be issued ("the performance shares") to the corporate officer of Technip and to the group's principal executives

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 225-197-1 of the French commercial code (*Code de commerce*), we hereby report on the proposed allocation, for free, of existing shares or shares to be issued ("the performance shares") reserved for the chairman of the board of directors and/or the chief executive officer, the corporate officer of Technip and the group's principal executives (Excom members and certain group corporate executives), an operation upon which you are called to vote.

This operation proposed to you is subject to the condition precedent to the adoption of the eighteenth resolution. The allocation of performance shares pursuant to this authorization shall be applied toward the ceiling of 0.5% of the share capital set up under the eighteenth resolution.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-four months to allocate, for free, existing shares or shares to be issued.

It is the responsibility of the board of directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed terms described in the board of directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the board of directors' report relating to the proposed allocation of shares, for free.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Twentieth resolution

Statutory auditors' report on the authorization for allocation of stock options or shares purchase plans reserved for employees of Technip, and for employees and directors and officers of the companies of the group

PricewaterhouseCoopers Audit  
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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Twentieth resolution

Statutory auditors' report on the authorization for allocation of stock options or shares purchase plans reserved for employees of Technip, and for employees and directors and officers of the companies of the group

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-177 and R. 225-144 of the French commercial code (*Code de commerce*), we hereby report on the proposed allocation of stock options or share purchase plans reserved for employees of Technip and for employees and directors and officers of the companies of the group in the meaning of article L. 225-180 of the French commercial code (*Code de commerce*), an operation upon which you are called to vote.

The options that may be allocated pursuant to this authorization shall be applied toward the ceiling of 0.5% of the share capital at the date this authorization is used.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-four months to allocate stock options or share purchase plans.

It is the responsibility of the board of directors to prepare a report on the reasons for the proposed stock options or share purchase plans and on the proposed methods used to determine the subscription or purchase price. Our role is to report on the proposed methods to determine the subscription or purchase price of the shares.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods to determine the subscription or purchase price of the shares are included in the board of directors' report and are in accordance with French laws and regulations.

We have no matters to report as to the proposed methods for the determination of the subscription or purchase price of the shares.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Twenty-first resolution

Statutory auditors' report on the authorization for allocation of stock options or shares purchase plans reserved for the corporate officer of Technip and for the group's principal executives

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Membre de la compagnie  
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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Twenty-first resolution

Statutory auditors' report on the authorization for allocation of stock options or shares purchase plans reserved for the corporate officer of Technip and for the group's principal executives

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-177 and R. 225-144 of the French commercial code (*Code de commerce*), we hereby report on the proposed allocation of stock options or share purchase plans reserved to the chairman of the board of directors and/or the chief executive officer, to the corporate officer of Technip and to the group's principal executives (Excom members and certain group corporate executives), an operation upon which you are called to vote.

This operation is subject to the condition precedent to the adoption of the twentieth resolution. The options that may be allocated pursuant to this authorization shall be applied toward the ceiling of 0.5% of the share capital set up under the twentieth resolution.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-four months to allocate stock options or share purchase plans.

It is the responsibility of the board of directors to prepare a report on the reasons for the stock options or share purchase plans and on the proposed methods used to determine the subscription or purchase price. Our role is to report on the proposed methods to determine the subscription or purchase price of the shares.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted mainly in verifying that the methods proposed to determine the subscription or purchase price of the shares are included in the board of directors' report and are in accordance with French laws and regulations.

We have no matters to report as to the proposed methods for the determination of the subscription or purchase price of the shares.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Twenty-second resolution

Statutory auditors' report on the share capital increase reserved for employees who are members of a company savings scheme

PricewaterhouseCoopers Audit  
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## Technip

Extraordinary shareholders' meeting of April 28, 2016  
Twenty-second resolution

Statutory auditors' report on the share capital increase reserved for employees who are members of a company savings scheme

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-135 et seq. of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your board of directors to decide whether to proceed with a capital increase by issuing ordinary shares with cancellation of preferential subscription rights, reserved for employees of Technip, by a maximum nominal amount not exceeding 1% of the share capital at the date this authorization is used, an operation upon which you are called to vote.

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 M€ 45 set forth in the fifteenth resolution.

This capital increase is submitted for your approval in accordance with articles L. 225-129-6 of the French commercial code (*Code de commerce*) and L. 3332-18 et seq. of the French labor code (*Code du travail*).

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with a capital increase by issuing ordinary shares and to cancel your preferential subscription rights. If applicable, it shall determine the final conditions of this operation. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 and R. 225-114 of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issues provided in the report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of director's report relating to this operation and the methods used to determine the issue price of the shares to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price provided in the board of directors' report.

As the final conditions for the issue have not been determined yet, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization.

Neuilly-sur-Seine and Paris-La Défense, March 10, 2016

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