

## **TECHNIP**

*Société anonyme* with a share capital of 93,281,878.63 euros  
Registered office: 89, avenue de la Grande Armée – 75116 Paris  
589 803 261 R.C.S. PARIS

(the “**Company**”)

### **Meeting notice**

The holders of shares entitled to double voting rights of the Company are convened to the Special General Meeting to be held on December 5, 2016 at 3:00 pm at the Salle Wagram, 39-41 avenue de Wagram, 75017 Paris, pursuant to the applicable laws and regulations in order to deliberate on the following agenda and related draft resolutions:

### *Agenda*

Within the competence of the Special General Meeting:

1. Review and approval of the contemplated cross-border merger by way of absorption of the Company with and into TechnipFMC;
2. Removal of the double voting rights; and
3. Powers for formalities.

### *Draft resolutions*

**FIRST RESOLUTION** (*Review and approval of the contemplated cross-border merger by way of absorption of the Company with and into TechnipFMC*)

The Special General Meeting, deliberating in accordance with the quorum and majority requirements for special general meetings of shareholders, after considering:

- (i) the report of the Board of directors prepared pursuant to Articles L. 236-27 and R. 236-16 of the French commercial code;
- (ii) the reports relating to the terms and conditions of the merger and to the valuation of the contributions prepared by Olivier Péronnet, from Finexsi and Didier Kling, from Kling et Associés, as merger appraisers appointed by an order of the President of the Paris commercial Court issued on July 26, 2016, pursuant to Articles L. 236-10 and L. 225-147 of the French commercial code;
- (iii) the common draft terms of cross-border merger (including their schedules, the “**Cross-Border Merger Terms**”) entered into on October 4, 2016 between the Company and TechnipFMC Limited, a company incorporated under the laws of England and Wales, having its registered office a C/O Legalinx Limited, 1 Fetter Lane, London EC4A 1BR, United Kingdom and registered under number 9909709 (“**TechnipFMC**”);
- (iv) the information document (including its schedules) made available to the public for the purposes of the cross-border merger by way of absorption of the Company with and into TechnipFMC (the “**Information Document**”);

- (v) the annual financial statements of the Company relating to the fiscal years ended on December 31, 2015, December 31, 2014 and December 31, 2013 approved by the general meetings of the Company and certified by the statutory auditors of the Company;
- (vi) the management reports relating to the fiscal years ended on December 31, 2015, December 31, 2014 and December 31, 2013 of the Company;
- (vii) the 2016 half-yearly financial report of the Company including the consolidated half-yearly financial statements of the Company as at June 30, 2016, having been subject to a limited review by the statutory auditors of the Company;
- (viii) the consolidated interim accounts of the Company approved by the Board of directors of the Company relating to the period between January 1, 2016 and September 30, 2016;
- (ix) the interim accounts of TechnipFMC approved by the sole Director of TechnipFMC relating to the period between December 9, 2015 (creation date of TechnipFMC) and September 30, 2016; and
- (x) the draft resolutions submitted to the Extraordinary General Meeting of shareholders to be held today;

1. Acknowledges that the Extraordinary General Meeting of shareholders will be called upon to approve the following and itself approves:

- the contemplated cross-border merger by way of absorption of the Company by TechnipFMC (the “**Merger**”) pursuant to the terms and conditions of the Cross-Border Merger Terms, which refers to the Business Combination Agreement dated June 14, 2016 (the “**Business Combination Agreement**”) entered into between the Company, FMC Technologies, Inc. (“**FMCTI**”) and TechnipFMC;
- the Cross-Border Merger Terms as a whole, under which it is agreed that subject to the completion of the conditions precedent provided for in Article 15 of the Cross-Border Merger Terms, the Company will transfer to TechnipFMC, all its assets and liabilities by way of a merger by absorption;
- the universal transfer of the Company’s assets and liabilities (*transmission universelle de patrimoine*) to TechnipFMC as part of the Merger;
- the setting of the completion date of the Merger from a legal perspective, which will be decided by the High Court of England and Wales in its court order approving the Merger, pursuant to Regulations 16 and 17 of the Companies (Cross-Border Mergers) Regulations 2007 (SI 2007/2974) as amended and subject to the completion of the conditions precedent to the Merger as described in Article 15 of the Cross-Border Merger Terms (the time and date on which the Merger is to become effective, respectively, the “**Completion Time**” and the “**Completion Date**”);
- the setting of the completion date of the Merger from an accounting perspective on the Completion Date. However, from an accounting perspective, there is no transfer to TechnipFMC of the assets and liabilities of the Company. On the contrary, the assets and liabilities of TechnipFMC will be transferred to the Company at the Completion Date since the IFRS accounting treatment of the Merger reverses the legal transaction. Therefore the IFRS individual accounts of TechnipFMC will reflect the results of the

Company prior to the Completion Date as if the IFRS individual accounts of TechnipFMC were a continuation of the Company's individual accounts;

- the setting of the date of the Merger's retroactive effect for French tax purposes as from January 1, 2017;
- the valuation based on the net book value of the transferred assets amounting to €5,752.2 million and of the transferred liabilities amounting to €2,794.2 million, *i.e.* a provisional net asset value amounting to €2,662.2 million, after having applied a 10% discount, this provisional valuation being based on the estimated balance sheet of the Company at the Completion Date (the "**Provisional Net Asset Value**"); acknowledging that the definitive values of the transferred assets and liabilities to TechnipFMC and, as a consequence, of the resulting transferred net asset value, will be determined based on the definitive accounts of the Company at the Completion Date, which will be approved by the Board of directors of TechnipFMC within three months after the Completion Date; and
- the consideration in exchange for the contribution pursuant to the Merger according to an exchange ratio of two (2) TechnipFMC shares for one (1) share of the Company (other than Excluded Technip Shares, as defined below) outstanding immediately prior to the date and time determined in the relevant Euronext notice (the "**Merger Record Time**").

2. Acknowledges that, subject to the conditions precedent provided for in Article 15 of the Cross-Border Merger Terms:

- pursuant to Article L. 236-3 of the French commercial code and pursuant to the terms of the Cross-Border Merger Terms, no TechnipFMC share will be allotted and issued in respect of shares of the Company which, at the Completion Time of the Merger, are (i) held by the Company in treasury or otherwise owned by the Company or (ii) owned by any direct or indirect wholly-owned Subsidiary (as defined in the Business Combination Agreement) of the Company (the "**Excluded Technip Shares**") which will be cancelled at the Completion Date;
- TechnipFMC will increase its share capital in exchange for the contribution pursuant to the Merger by issuing new shares, fully paid-up, having a nominal value of \$1.00 each, which number shall be equal to the number of shares comprising the share capital of the Company at the Merger Record Time (excluding Excluded Technip Shares) to which is applied the share exchange ratio of two (2) TechnipFMC shares for one (1) share of the Company at the Merger Record Time, those shares being allotted to the shareholders of the Company;
- subject to the terms of the preceding paragraph, the new shares of TechnipFMC created as a result of the Merger, as of the Completion Date, will bear rights to dividends and will benefit from the same rights and will be entirely fungible with the other ordinary shares of TechnipFMC allotted and issued as a result of the merger between TechnipFMC US Merger Sub LLC, a Delaware limited liability company which will be converted into a Delaware corporation before the Completion Date and will be a wholly-owned indirect subsidiary of TechnipFMC, FMCTI being the surviving entity of this merger; they will each carry a voting right;
- the new shares of TechnipFMC will be fully paid-up and free of any encumbrances; they will be admitted to trading on Euronext Paris and on the NYSE as of the Completion Date;

- the difference between (i) the amount of the Provisional Net Asset Value and (ii) the nominal amount of the share capital increase of TechnipFMC will constitute the merger reserve; if the definitive net asset value at the Completion Date is greater than the Provisional Net Asset Value, the merger reserve will be increased by an amount equal to such difference and if the definitive net asset value at the Completion Date is lower than the Provisional Net Asset Value, the merger reserve will be reduced by an amount equal to such difference;
- TechnipFMC will assume, at the Completion Date, all rights and obligations of the Company, and in particular:
  - (i) all obligations resulting from the undertakings of the Company towards the holders of purchase and subscription stock options of the Company outstanding at the Completion Date, so that these options will be applied on the shares of TechnipFMC pursuant to the share exchange ratio of the Merger and pursuant to the provisions of the Cross-Border Merger Terms;
  - (ii) all obligations resulting from the undertakings of the Company towards the beneficiaries of performance shares of the Company outstanding at the Completion Date, so that the rights of the beneficiaries will be applied on the shares of TechnipFMC pursuant to the share exchange ratio of the Merger and pursuant to the provisions of the Cross-Border Merger Terms;
  - (iii) all obligations resulting from the undertakings of the Company towards the holders of convertible and/or exchangeable bonds into new and/or existing shares (the “OCEANES”), which may potentially be outstanding at the Completion Date so that the rights of the holders of OCEANES will be applied on the shares of TechnipFMC pursuant to the share exchange ratio of the Merger and pursuant to the provisions of the Cross-Border Merger Terms, it being understood that the OCEANES are scheduled to be fully repaid at their nominal value on January 1, 2017, subject to any prior conversion, exchange or repurchase; and
  - (iv) all other obligations resulting from the undertakings of the Company towards any other creditors, including its bondholders.

**SECOND RESOLUTION** (*Removal of the double voting rights*)

The Special General Meeting, deliberating in accordance with the quorum and majority requirements for special general meetings of shareholders, as a result of the first resolution, after considering the report of the Board of directors and the Information Document and pursuant to Articles L. 225-99 and L. 225-96 of the French commercial code:

1. Acknowledges that the Extraordinary General Meeting of shareholders of the Company of today is called upon to decide, in accordance with the quorum and majority requirements for extraordinary general meetings of shareholders in its second resolution, the removal, subject to the definitive completion of the Merger and at the Completion Date of the Merger, of the double voting rights which will be attached, at this date, to the shares of the Company pursuant to Article 12 of the bylaws of the Company;
2. Acknowledges that, pursuant to Article L. 225-99 of the French commercial code, the decision of the Extraordinary General Meeting, to be definitive, will require the approval of the removal of the double voting rights attached to the shares of the Company by the Special Meeting of shareholders benefiting from double voting rights;

3. Approves the removal, subject to the definitive completion of the Merger and at the Completion Date, of the double voting rights which will be attached to the shares of the Company at this date pursuant to Article 12 of the bylaws of the Company;
4. Acknowledges that as a result of this resolution and of the second resolution to be submitted to the Extraordinary General Meeting of shareholders of the Company today, each share of the Company will entitle its holder to one voting right as of the Completion Date; and
5. Acknowledges that the bylaws of the Company will not be amended as a result of this resolution and of the second resolution to be submitted to the Extraordinary General Meeting of shareholders of the Company today, the Company being dissolved as of right at the Completion Date as a result of the Merger.

**THIRD RESOLUTION** (*Powers for formalities*)

The Special General Meeting, deliberating in accordance with the quorum and majority requirements for special general meetings of shareholders gives all powers to the holder of an a copy or an original, a certified extract of the minutes of this Special Meeting in order to carry out any legal submission, publicity or any other formalities or have them carried out.

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*Prior formalities to be carried out in order to participate in the Special General Meeting.* – Any holder of shares entitled to double voting rights, no matter how many shares he owns, is entitled to participate in the Special General Meeting physically or may otherwise vote by proxy or by post in accordance with applicable laws and regulations.

It is recalled that pursuant to Article L.225-126 I of the French commercial code, any person who owns, individually or jointly, more than two hundredth of the voting rights, pursuant to one or several reverse transactions on the underlying shares or pursuant to any transaction giving him the right or mandating him to resell or restore these shares to the transferor, must inform the Company and the French financial markets authority (*Autorité des Marchés Financiers*), at the latest on the second trading day before the Special General Meeting at 00:00 Paris time and, when the agreement organizing this transaction is in force at such date, informs them of the number of shares he owns on a temporary basis. If the shareholder fails to comply with its duty to inform pursuant to the above mentioned conditions, the relevant shares will be deprived from their voting rights for the relevant Special General Meeting and for all other shareholders' meetings which would occur until the resale or the restitution of these shares.

Pursuant to Article R.225-85 of the French commercial code, the right to participate in the Special General Meeting is subject to the registration of the shares entitled to double voting rights in an account in the name of the shareholder or of his intermediary registered on his behalf, at least two trading days before the Special General Meeting at 00:00 Paris time, being December 1, 2016, 00:00 Paris time, in the registered share accounts kept by the Company (or its agent).

*Method of participation in the Special General Meeting.* – A meeting notice including a postal voting form, a proxy form or an admission card request form will automatically be sent to all registered holders of shares entitled to double voting rights.

Postal voting or proxy will only be taken into account if the forms are duly completed and executed and received by the Company at its registered office or by the above mentioned *Service des assemblées* of Société Générale at least three days before the Special General Meeting, *i.e.* on December 2, 2015.

It is not intended to allow remote voting by electronic means for this Special General Meeting and therefore, no website referred to in Article R.225-61 of the French commercial code has been set up in this respect.

In accordance with the provisions of Article R.225-79 of the French commercial code, the notice of appointment or revocation of an agent may also be carried out through electronic means, by any holder of shares entitled to double voting rights, by sending an email with an electronic signature, obtained by him from an authorized third-party certifier in accordance with applicable laws and regulations, to the following email address: [assemblee.generale.actionnaires@technip.com](mailto:assemblee.generale.actionnaires@technip.com) with his last name, first name, address and his Société Générale identification number if he is a pure registered holder of shares entitled to double voting rights (information available on the left corner of the account statement) or his financial intermediary identification number if he is an administered registered holder of shares entitled to double voting rights, as well as the last name, first name and address of the appointed or revoked agent;

Notices of appointment or revocation will only be taken into account if they are duly executed, completed and received at the latest by December 2, 2016. Moreover, only notices of appointment or revocation may be sent to the [assemblee.generale.actionnaires@technip.com](mailto:assemblee.generale.actionnaires@technip.com) email address, any other request or notice on a another subject matter will not be taken into account and/or treated.

Pursuant to Article R.225-85 of the French commercial code, a holder of shares entitled to double voting rights who already voted by post, sent a proxy or asked for its admission card will not be able to vote by another mean to the Special General Meeting. However, he may transfer part or all of his shares at any time. In the event of a transfer occurring before the second trading day preceding the Special General Meeting at 00:00 (Paris time) and unless otherwise provided in the bylaws, the Company invalidates or amends accordingly, before the opening of the Special General Meeting, the holder of shares entitled to double voting rights' postal vote or proxy. As the case may be, the financial intermediary notifies the transfer of ownership to the Company or to its agent and provides it with the required information in this respect.

*Items or draft resolutions submission request.* – Requests to include new items or draft resolutions to the agenda must be sent by the holders of the shares entitled to double voting rights in accordance with Articles R.225-71 and R.225-73 of the French commercial code and received at least twenty-five days before the Special General Meeting. They must be sent to the registered office of the Company by registered mail with acknowledgement of receipt. A registration certificate evidencing the ownership or representation of the authors of the

request of the share interest required by Article R.225-71 must be attached to the request. Moreover, the review, by the Special General Meeting, of the draft resolutions submitted by the holders of shares entitled to double voting rights pursuant to applicable regulations is subject to the submission, by the authors of the request, of a new registration certificate of the shares in the same accounts on the second trading day preceding the Special General Meeting.

*Written questions.* – Pursuant to Article R.225-84 of the French commercial code, any holder of shares entitled to double voting rights who is willing to ask written questions must submit them to the President of the Board of directors, at the latest on the fourth day preceding the Special General Meeting; in order to be taken into account, a registration certificate must be attached to these questions.

Written questions must be sent by registered mail with acknowledgement of receipt to the following address: Technip, 89, avenue de la Grande Armée - 75116 Paris.

*Right to information of the holders of shares entitled to double voting rights.* – Pursuant to applicable laws and regulations, all documents that must be made available to the holders of shares entitled to double voting rights for the purposes of general meetings will be available at the registered office of the Company, 89, avenue de la Grande Armée - 75116 Paris, and the information referred to in Article R.225-73-1 of the French commercial code has been published on the Company's website ([www.technip.com](http://www.technip.com)) at the latest on the twenty-first day preceding the Special General Meeting.

*The Board of directors*