

COMBINED SHAREHOLDERS' MEETING OF APRIL 29, 2010

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, 2009

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 2009 fiscal year and the report of the Statutory Auditors on the performance of their mission over the course of the 2009 fiscal year hereby approves the statutory financial statements for the fiscal year ended December 31, 2009, as presented, showing profits of 45,508,413.78 euros. 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, 2009, 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, 2009 amount to 45,508,413.78 euros, 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 168,887,854.65 euros, taking into account the available retained earnings of 123,379,440.87 euros.

The Shareholders' Meeting therefore decides to allocate as a dividend an amount of 1.35 euro per share, representing a total amount of 143,474,468.40 euros, with the remaining amount allocated to retained earnings.

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 11, 2010 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
2006	€1.05	€1.05
	€2.10	€2.10
2007	€1.20	€1.20
2008	€1.20	€1.20

THIRD RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2009

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 2009 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, 2009, 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 and commitments referred to in Articles L.225-38 et seq. of the French Commercial Code

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 the report stating that no new agreement and commitments enter into in 2009.

FIFTH 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 600,000 euros for 2010, and at the same amount for each of 2011 and 2012 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.

SIXTH RESOLUTION

Appointment of a Statutory Auditor

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 ERNST & YOUNG ET AUTRES as Statutory Auditor for a term of six years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2015.

SEVENTH RESOLUTION

Appointment of a Statutory Auditor

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 PRICEWATERHOUSECOOPERS AUDIT as Statutory Auditor for a term of six years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2015.

EIGHTH RESOLUTION

Appointment of an Alternate Statutory Auditor

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 AUDITEX as Alternate Statutory Auditor for a term of six years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2015.

NINTH RESOLUTION

Appointment of an Alternate Statutory Auditor

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 Yves NICOLAS as Alternate Statutory Auditor for a term of six years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2015.

TENTH RESOLUTION

Ratification of transfer of Registered Office

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 ratifies the transfer of the Registered Office, decided by the Board of Directors on February 16, 2010, from 6-8 allée de l'Arche – Faubourg de l'Arche – ZAC Danton 92400 Courbevoie to 89 avenue de la Grande Armée 75116 PARIS, with

effect from the date of installation of offices and at the latest on December 31, 2010 and the relevant modification of Article 4 of Articles of Association.

ELEVENTH 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 80 euros (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 to the primary repurchase purposes in accordance with applicable law and regulations, to enter into any agreements, specifically 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 primary purposes authorized for share repurchase programs, to inform the public according to applicable regulations of potential modifications to the repurchase program pertaining to the amended purposes.

This authorization invalidates any previous authorization for the same purpose and, in particular, the fourteenth resolution of the Ordinary Shareholders' Meeting of April 30, 2009. 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

TWELFTH RESOLUTION

Authorization granted to the Board of Directors to reduce the share capital by canceling shares that have previously been repurchased

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to article L.225-209 of the Commercial Code:

1. Authorizes the Board of Directors to reduce the share capital by canceling all or some of the shares acquired under share repurchase programs authorized by the Shareholders' Meeting, on one or more occasions, up to a limit of 10% of the share capital by periods of twenty-four months and to charge the difference between the repurchase value of the canceled shares and their par value to the available reserves and premiums.
2. The Board of Directors shall have the necessary powers to set the terms and conditions of this or these cancellations and to make the corresponding amendment to the bylaws and accomplish any necessary formalities.
3. This authorization is given for a period of five years. It invalidates any previous authorization for the same purpose.

THIRTEENTH 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 companies related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code

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 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 0.9 % 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 adjustments.

The performance shares granted to the members of the Executive Committee pursuant to this resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent (*mandataire social*), pursuant to the fourteenth resolution, (i.e., including the performance shares that would be granted to the Chairman of the Board of Directors and/or the Chief Executive Officer within the maximum limit of 0.03% of the share capital), may not represent, as a whole, more than 20% of the total number of performance shares authorized by this resolution.

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, insomuch 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 those 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. Notes that the rights of beneficiaries to acquire shares will be lost in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
6. The Board of Directors will grant performance shares and determine the identity of their beneficiaries.

A definitive grant of the shares will be subject to the Company's having achieved a level of performance to be measured by the evolution over several years of the Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:

- If the evolution of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the shares will be granted according to the terms and conditions provided in the plan's regulations.
- If the evolution of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the shares lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
- If the evolution of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the shares will be lost according to the terms and conditions provided in the plan's regulations.

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

7. 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.

FOURTEENTH 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)

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 thirteenth resolution, the Board of Directors to grant, on one or more occasions, existing shares 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 agent (*mandataire social*).
2. Decides that the grant performance shares carried out by the Board of Directors pursuant to this authorization may not apply to more than 0.03% 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 adjustments.

The performance shares allocated to the members of the Executive Committee pursuant to the thirteenth resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the shares that would be allocated to the Chairman of the Board of Directors and/or the Chief Executive Officer within a maximum limit of 0.03% of the share capital), shall not represent, as a whole, more than 20% of the total allocations of performance shares authorized by the thirteenth resolution.

3. Decides that the grant of shares to the beneficiary 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 beneficiary 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.

4. Decides that in the event of a beneficiary's disability corresponding 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. Notes that the rights of the beneficiary to acquire the shares will be lost in the event of resignation or removal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
6. A definitive grant of the shares will be subject to the Company's having achieved a level of performance to be measured by the evolution over several years of the Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:
 - If the evolution of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the shares will be granted according to the terms and conditions provided in the plan's regulations.
 - If the evolution of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the shares lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
 - If the evolution of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the shares will be lost according to the terms and conditions provided in the plan's regulations.

Moreover, as a departure from the scale described above, no shares, under any circumstances, will be granted to the Company's Chairman of the Board of Directors and/or the Chief Executive Officer if the evolution of the Group's Operating Income is less than that of each of the companies included in the sample.

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

7. 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.

FIFTEENTH 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 related to the Company within the meaning of Article L.225-180 of the French Commercial Code

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 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.

2. 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 1.1 % 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.

The options granted to the members of the Executive Committee pursuant to this resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent (*mandataire social*), pursuant to the sixteenth resolution, (i.e., including the options that would be granted to the Chairman of the Board of Directors and/or the Chief Executive Officer within the maximum limit of 0.10 % of the share capital), shall not represent more than 20%, as a whole, of the total number of options authorized by this 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's listed price on Euronext Paris over the twenty 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 will be subject to the Company's having achieved a level of performance to be measured by the evolution over several years of its Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:

- If the evolution of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the options will be granted according to the terms and conditions provided in the plan's regulations.
 - If the evolution of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the options lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
 - If the evolution of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the options will be lost according to the terms and conditions provided in the plan's regulations.
4. Acknowledges that no option may be granted less than twenty 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 ten 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 six 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 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;
 - allow 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 delegation to the Board of Directors is granted 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.

SIXTEENTH 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)

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 fifteenth 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 agent (*mandataire social*), 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 may not give the right to purchase or subscribe a total number of shares greater than 0.10% 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.

The options granted to the members of the Executive Committee pursuant to the fifteenth resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the options that would be granted to the Chairman of the Board of Directors and/or the Chief Executive Officer within a maximum of 0.10% of the share capital), shall not represent more than 20%, as a whole, of the total number of options authorized by the fifteenth 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's listed price on Euronext Paris over the twenty 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 will be subject to the Company's having achieved a level of performance, to be measured by the evolution over several years of its Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:

- If the evolution of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the options will be exercisable according to the terms and conditions provided in the plan's regulations.
- If the evolution of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the options lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
- If the evolution of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the options will be lost according to the terms and conditions provided in the plan's regulations.

Moreover, as a departure from the scale described above, no options, under any circumstances, can be exercised by the Company's Chairman of the Board of Directors and/or the Chief Executive Officer if the progression of the Group's Operating Income is less than that of each of the companies included in the sample.

4. Acknowledges that no option may be granted less than twenty 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 ten 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 six 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 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 number of options granted to the beneficiary;
 - 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;
 - allow 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 delegation to the Board of Directors is granted 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.

SEVENTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a company savings plan

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.225-180 of the French Commercial Code and 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, 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 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, 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 37.5 million euros set forth in the fifteenth resolution of the Shareholders' Meeting of April 30, 2009.
8. Decides that this resolution voids the authorization granted by the Shareholders' Meeting of April 30, 2009 in its seventeenth 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

EIGHTEENTH 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

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minutes of this shareholders' meeting for the purpose of carrying out any legal formalities such as registration, publicity or others.