

*This is a free translation in English of the Statutory Auditors's special reports on certain transactions issued in the French language. It is solely provided for English speaking readers. This report includes information specifically required by French Law. This report on certain related party transaction should be read in conjunction with and construed in accordance with French Law and professional auditing standards applicable in France.*

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**Special Report of the Statutory Auditors on Certain Related Party Transactions**

For the year ended December 31, 2009

To the Shareholders

**Technip**

Tour Technip  
6-8 allée de l'Arche  
92973 Paris La Défense

In our capacity as Statutory Auditors of Technip, we hereby present our report on certain related party transaction.

Our responsibility does not include identifying any undisclosed agreements. We are required to report to shareholders, based on the information provided, the main terms and conditions of the agreements that have been disclosed to us, without commenting on their relevance or substance. Under the provisions of article R. 225-31 of the French Commercial Code, it is the responsibility of shareholders to determine whether the agreements are appropriate and should be approved.

**Related Party Transaction Authorizes within the auditing period**

We inform you that we were not advised that new related party transaction were concluded during the auditing period and subjected to provisions of the article L. 225-38 of the French Commercial Code.

## **Continuing agreements which were entered into prior year**

In application of the French Commercial Code, we were advised that the following agreements which were entered into in prior years remained in force during the year.

### Consulting contract with Mr Daniel Valot

In its meeting of September 27, 2006, the Board of Directors decided to sign with Mr. Daniel Valot a consulting contract for a two year period. This contract is based on a daily rate of € 4,000 (excluding taxes) for 80 days of service per year. In 2009, Mr. Daniel Valot was paid € 191,360 in relation to this consulting contract. The contract ended on April 2009.

### Subsidy granted to Technip Marine (M) SDN BHD (Malaysia)

In its meeting of December 9, 2008, the Board of Directors authorised a subsidy to its subsidiary Technip Marine (M) SDN BHD (Malaysia). The purpose of this subsidy is to restore the net equity of the subsidiary that holds the Group activity licence in Malaysia for the Offshore segment.

The amount of the subsidy is capped at USD 102 million. The amount attributed in 2008 was €21 million and took into account expected insurance benefits. A additional subsidy could have been granted to Technip Marine (M) SDN BHD in 2009 had the insurance benefits effectively received been less than those anticipated.

The subsidy granted by Technip to Technip Marine (M) SDN BHD in 2009 amounted to € 13.1 million.

### Commitments towards Mr. Thierry Pilenko in case of cessation of his offices

In its meeting of February 18, 2009, the Board of Directors decided to limit the commitments signed for the benefit of Mr. Thierry Pilenko in such case to a non-complete clause allowing the payment of an indemnity capped at two years of gross compensation (base compensation plus target variable compensation), in compliance with AFEP-MEDEF recommendations.

Moreover, the Board of Directors suppressed all other measures formerly applicable on this matter.

### Mr. Thierry Pilenko's supplemental pension plan

It has been decided during the Board Meetings of the 27<sup>th</sup> April 2007 and 20<sup>th</sup> February 2008 to grant Mr. Thierry Pilenko a supplemental pension plan whose characteristics are described thereafter.

As a member of the senior executive team of Technip, Mr. Thierry Pilenko will benefit from a supplemental defined contribution benefit pension plan which is calculated as follows : 8% of the annual gross compensation capped to 8 times the upper limit of salary deductions for social security contribution. He will also have a a defined contribution benefit pension plan as member of Technip Executive Committee which is calculated as follows : for each year of service, but limited to 15 years, a retirement resource guarantee equal to 1.8% of "Tranche 4" of the annual gross paid compensation, *i.e.* the one above 8 times the upper yearly limit of salary deductions for French social security regime.

In 2009, the contribution paid by your company for the supplementary pension plan of Mr. Thierry Pilenko amounted to €21,957.

We have carried out our work in accordance with the professional standards applicable in France. These standards require that we performed procedures to verify that the information given to us agrees with the underlying documents.

Neuilly-sur-Seine, March 17, 2010

The Statutory Auditors

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Louis-Pierre Schneider

Nour-Eddine Zanouda