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## **Technip**

Extraordinary shareholders' meeting of April 29, 2010  
(Twelfth resolution)

**Statutory auditors' report on proposal to reduce the share capital  
by canceling shares that have previously been repurchased**

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

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

ERNST & YOUNG et Autres  
41, rue Ybry  
92576 Neuilly-sur-Seine Cedex  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## Technip

Extraordinary shareholders' meeting of April 29, 2010  
(Twelfth resolution)

### Statutory auditors' report on the proposal to reduce the share capital by canceling shares that have previously been repurchased

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 225-209, paragraph 7 of the French commercial code (Code de Commerce), in respect of the cancellation of a company's own shares previously repurchased, we hereby report on our assessment of the terms and conditions of the proposed reduction in capital.

We performed those procedures which we considered necessary to comply with the professional guidance issued by the national auditing body (Compagnie Nationale des Commissaires aux Comptes) relating to this type of engagement. These procedures consisted in verifying whether the terms and conditions for the proposed reduction in capital are fair.

This operation involves the repurchase by your company of its own shares, representing an amount not in excess of 10% of its total capital, in accordance with article L. 225-209 of the French commercial code (Code de Commerce). Moreover, this purchase authorization is proposed to your shareholders' meeting for approval and would be given for a period of eighteen months.

Your board of directors requests that it be empowered, for a period of five years, to proceed with the cancellation of own shares the company was authorized to repurchase, representing an amount not exceeding 10% of its total capital by periods of twenty-four months.

We have nothing to report on the terms and conditions of the proposed reduction in capital, which can be performed only after your shareholders' meeting has already approved the repurchase by your company of its own shares.

Neuilly-sur-Seine, March 17, 2010

The statutory auditors  
*French original signed by*

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Louis-Pierre Schneider

Nour-Eddine Zanouda

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## **Technip**

Extraordinary shareholders' meeting of April 29, 2010  
(Thirteenth resolution)

**Statutory auditors' report on the allocation of free existing shares ("performance shares") to employees of Technip and to employees and directors and officers of Technip's group companies**

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## Technip

Extraordinary shareholders' meeting of April 29, 2010  
(Thirteenth resolution)

### **Statutory auditors' report on the allocation of free existing shares ("performance shares") to employees of Technip and to employees and directors and officers of Technip's group companies**

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 of free existing shares ("performance shares") to employees of Technip and to employees and directors and officers of Technip's group companies, as defined by article L. 225-197-2 of the French commercial code (Code de Commerce).

Your board of directors proposes that it be empowered to allocate free existing shares. It is the responsibility of your board of directors to prepare a report on the proposed operation. Our role is to report on the information provided to you on the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) relating to 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 nothing to report on the information provided in the board of directors' report relating to the proposed allocation of free existing shares.

Neuilly-sur-Seine, March 17, 2010

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## **Technip**

Extraordinary shareholders' meeting of April 29, 2010  
(Fourteenth resolution)

**Statutory auditors' report on the allocation of free existing shares ("performance shares") to the chairman of the board of directors and/or the chief executive officer of Technip**

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## Technip

Extraordinary shareholders' meeting of April 29, 2010  
(Fourteenth resolution)

### **Statutory auditors' report on the allocation of free existing shares ("performance shares") to the chairman of the board of directors and/or the chief executive officer of Technip**

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 of free existing shares ("performance shares") to the chairman of the board of directors and/or the chief executive officer of Technip.

Your board of directors proposes that, subject to the suspensive condition that the thirteenth resolution is adopted, it be empowered to allocate free existing shares. It is the responsibility of your board of directors to prepare a report on the proposed operation. Our role is to report on the information provided to you on the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) relating to this operation. These procedures consisted mainly in verifying that the proposed methods provided in the board of directors' report comply with the legal provisions governing such operations.

We have nothing to report on the information provided in the board of directors' report relating to the proposed allocation of free existing shares.

Neuilly-sur-Seine, March 17, 2010

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## **Technip**

Extraordinary shareholders' meeting of April 29, 2010  
(Fifteenth resolution)

**Statutory auditors' report on the offer of stock options or share purchase plans reserved for employees of Technip and to employees and directors and officers of Technip's group companies**

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## Technip

Extraordinary shareholders' meeting of April 29, 2010  
(Fifteenth resolution)

### Statutory auditors' report on the offer of stock options or share purchase plans reserved for employees of Technip and to employees and directors and officers of Technip's group companies

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 offer of stock options or share purchase plans reserved for employees of Technip and to employees and directors and officers of Technip's group companies as defined by article L. 225-180 of the French commercial code (Code de Commerce).

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

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the national auditing body (Compagnie Nationale des Commissaires aux Comptes) relating to this type of engagement. These procedures consisted in verifying that the methods proposed for determining the purchase price are included in the board of directors' report, comply with the legal requirements, are easily understood by the shareholders and do not appear manifestly inappropriate.

We have nothing to report on the methods proposed.

Neuilly-sur-Seine, March 17, 2010

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## **Technip**

Extraordinary shareholders' meeting of April 29, 2010  
(Sixteenth resolution)

**Statutory auditors' report on the offer of stock options or share purchase plans reserved for the chairman of the board of directors and/or the chief executive officer of Technip**

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## Technip

Extraordinary shareholders' meeting of April 29, 2010  
(Sixteenth resolution)

### Statutory auditors' report on the offer of stock options or share purchase plans reserved for the chairman of the board of directors and/or the chief executive officer of Technip

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 offer of stock options or share purchase plan reserved for the chairman of the board of directors and/or the chief executive officer of Technip.

It is the responsibility of your board of directors, subject to the suspensive condition that the fifteenth resolution is adopted, to prepare a report on the reasons for the proposed offer of stock options or share purchase plan and the methods used to determine the share purchase price. Our responsibility is to report on the proposed methods used to determine the share purchase price.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) relating to this operation. These procedures consisted in verifying that the methods proposed for determining the purchase price are included in the board of directors' report, comply with the legal requirements, are easily understood by the shareholders and do not appear manifestly inappropriate.

We have nothing to report on the methods proposed.

Neuilly-sur-Seine, March 17, 2010

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## **Technip**

Extraordinary shareholders' meeting of April 29, 2010  
(Seventeenth resolution)

**Statutory auditors' report on the issue of shares or convertible securities with cancellation of preferential subscription rights reserved for members of a company savings plan**

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Membre de la compagnie  
régionale de Versailles

## Technip

Extraordinary shareholders' meeting of April 29, 2010  
(Seventeenth resolution)

### **Statutory auditors' report on the issue of shares or convertible securities with cancellation of preferential subscription rights reserved for members of a company savings plan**

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-135, L. 225-138 and L. 228-92 of the French commercial code (Code de Commerce), we hereby report on the proposed granting of empowerment to the board of directors to decide on one or several issues of shares marketable securities with cancellation of preferential subscription rights reserved for members of Technip's and, if applicable, its French or foreign group companies' savings plan, as defined by article L. 225-180 of the French commercial code (Code de Commerce) and article L. 3344-1 of the French labor code (Code du Travail), for an amount not exceeding 1% of the share capital as of the date the board exercises its empowerment, an operation upon which you are called to vote. The maximum aggregate nominal amount of share capital increases that may be carried out pursuant to this resolution will be set against the maximum nominal amount of 37,5 million euros proposed in the fifteenth resolution approved by the shareholders' meeting of April 30, 2009.

This issue 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 etc. of the French labour 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 whether to proceed on one or several share issues, and, proposes to cancel your preferential subscription rights. 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, R. 225-114 and R. 225-117 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 the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the 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 securities.

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 securities provided in the board of directors' report.

As the issue price has not yet been determined, we cannot report on the final conditions in which the issued would be performed 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, March 17, 2010

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