

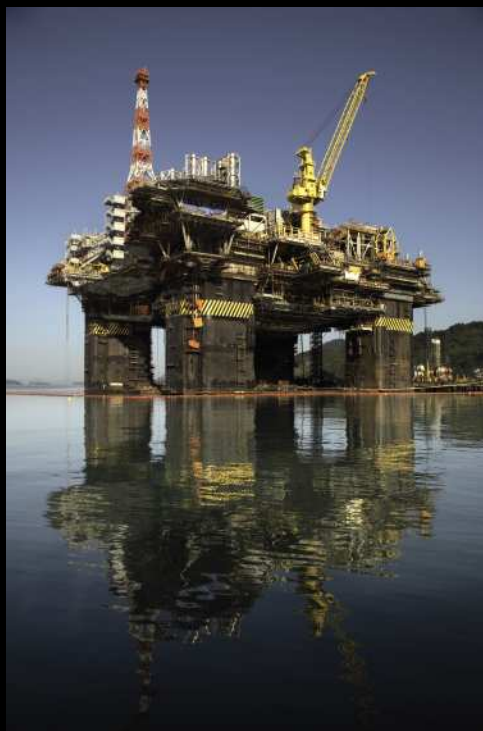


Technip



▶ **NOTICE OF MEETING**
Combined General Meeting

Thursday, April 29, 2010 at 3:00 p.m.
at Maison de la Chimie - Amphithéâtre Lavoisier
28 bis, rue Saint-Dominique, 75007 Paris, France



Contents

	Page
Welcome to Technip's Combined General Meeting	3
How to participate in the General Meeting	4
Agenda	6
The Board of Directors	7
Presentation of resolutions	8
Draft resolutions	13
Summary presentation	23
Financial results of the last five years	26
Request for documents and information	27

Feel free to contact us if you require further information:

Technip
Group Legal Division
92973 Paris la Défense, France
Phone: +33 (0)1 47 78 67 10 - Fax: +33 (0)1 47 78 20 90
E-mail: ipaulin@technip.com

The Group publications are available on our website at www.technip.com
(Investor Relations/Annual Shareholders' Meeting section).

Welcome to Technip Combined General Meeting



Dear Valued Shareholder,

It is with great pleasure that I invite you to Technip's Annual Shareholders' Meeting which will be held on Thursday, April 29, 2010, at 3:00 p.m. at the Maison de la Chimie, 28 bis, rue Saint Dominique in Paris, France.

As in previous years, the General Shareholders' Meeting is an ideal opportunity to obtain information and exchange views, and for you to vote on the resolutions submitted for the Meeting's approval.

I hope that you will participate, either by attending personally, by arranging to be represented, or by voting by mail. Alternatively, you may authorize the Chairman of the Combined General Meeting to vote on your behalf.

You will find hereafter the agenda for the Meeting, a presentation of the resolutions submitted for your approval as well as Technip's 2009 activity report and the Group's outlook.

This year, the Board of Directors recommends a 12.5% increase in our dividend to 1.35 euro per share. If approved, the dividend will be paid on May 11, 2010.

I would like to thank you for your support and trust.

Thierry PILENKO

Chairman & Chief Executive Officer

How to participate in the General Meeting

Each Technip shareholder is entitled to participate in the General Meeting. You may either attend the General Meeting in person, give a proxy to the Chairman of the meeting, be represented, or vote by mail. Whichever option is used, you have to state your choice by completing the attached voting form. The right

to participate in the Meeting is subject to the registration of the shares at least three business days prior to the date of the Meeting. For the Technip Combined General Shareholders' Meeting on April 29, 2010, the deadline is **April 26, 2010 at midnight** (Paris time).

If you wish to attend the Meeting in person

You hold registered shares

Simply tick box A on the voting form to receive an admission card, sign and date the form and return it with the attached envelope.

You will receive the admission card at the address noted on the voting form.

You hold bearer shares

Please contact your financial intermediary who will obtain an admission card for you.

You will receive the admission card at home.

If you do not wish to attend the Meeting

You hold registered shares

Your voting form must be completed, dated, signed and returned with the attached envelope.

You hold bearer shares

Please contact your financial intermediary who will provide you with the voting form.

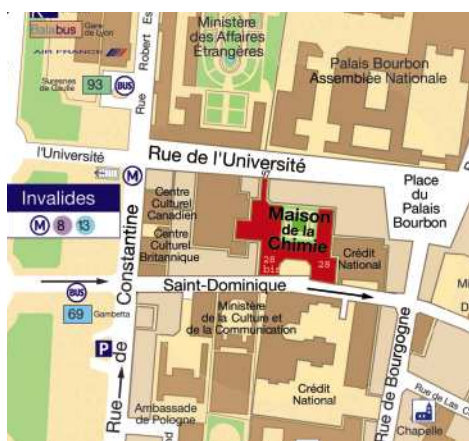
The completed voting form, (name, address, number of shares, date and signature) should be mailed to your financial intermediary who will send the form and the certificate of participation to Société Générale.

Whether you hold registered or bearer shares, tick box B of the voting form.

You may choose one of the three options set out below (tick the box of your choice):

- Vote by mail (tick box 1);
- Appoint the Chairman of the meeting as your proxy (tick box 2);
- Appoint your spouse or another Technip shareholder as your proxy (tick box 3).

How to get to the Maison de la Chimie



Maison de la Chimie

28 bis, rue Saint-Dominique - 75007 Paris - France
Phone: +33 (0)1 40 62 27 00

By RER:

Line C, Invalides station

By metro:

Lines 8 and 13, Invalides station

By bus:

Lines 63, 69, 83, 93 and 94

By car:

Vinci Parking
23, rue de Constantine, 75007 Paris

How to fill out the voting form

You wish to attend the meeting: tick box A

You do not wish to attend the meeting: tick box B

A **B**

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side.
QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM
 Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

Technip

Société Anonyme au capital de € 83 386 421,26
 Siège Social : 6-8 allée de l'Arche, Faubourg de l'Arche - ZAC Danton 92400 COURBEVOIE 589 803 261 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE MIXTE
 Convoquée le 29 avril 2010 à 15 heures
 A la Maison de la Chimie - Amphithéâtre Lavoisier 28 bis, rue Saint-Dominique - 75007 PARIS

COMBINED GENERAL MEETING
 Convened on april 29, 2010 at 3:00 p.m.
 At Maison de la Chimie - Amphithéâtre Lavoisier 28 bis, rue Saint-Dominique - 75007 PARIS

CADRE RESERVE / For Company's use only
 Identifiant / Account
 Nombre d'actions / Number of shares
 Nominatif Registered / VS / single vote
 Porteur / Bearer / VD / double vote
 Nombre de voix / Number of voting rights :

1 **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
 Cf. au verso renvoi (3) - See reverse (3)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■.
 Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en noircissant comme ceci ■ la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

2 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
 dater et signer au bas du formulaire, sans rien remplir
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING
 date and sign the bottom of the form without completing it
 cf. au verso renvoi (2) - See reverse (2)

3 **JE DONNE POUVOIR A :** (soit le conjoint, soit un autre actionnaire - cf. renvoi (2) au verso) **pour me représenter à l'assemblée**
 I HEREBY APPOINT (you may give your PROXY either to your spouse or to another shareholder - see reverse (2)) **to represent me at the above mentioned meeting.**
 M, M^{me} ou M^{me} / Mr, M^{rs} or Miss
 Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement enregistrées par votre teneur de comptes.
Caution : If you're voting on bearer securities, the present instructions will only be valid if they are directly registered with your custodian bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement) - Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
 Cf. au verso renvoi (1) - See reverse (1)

1	2	3	4	5	6	7	8	9	Dûi Yes	Non/No Abst/Abs	Dûi Yes	Non/No Abst/Abs
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	F	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B	<input type="checkbox"/>	G	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C	<input type="checkbox"/>	H	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D	<input type="checkbox"/>	J	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>	K	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée : In case amendments or new resolutions are proposed during the meeting:
 - Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the meeting to vote on my behalf.
 - Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote against).
 - Je donne procuration (cf. au verso renvoi 2) à M, M^{me} ou M^{me} pour voter en mon nom / I appoint (see reverse (2)) M, M^{rs} or Miss / to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard : In order to be considered, this completed form must be returned at the latest
 à la BANQUE / to the Bank 26/04/2010

Date & Signature

Whatever your choice do not forget to date and sign here

You wish to vote by post: tick box 1 and follow the instructions.

You wish to appoint the Chairman of the meeting as your proxy: tick box 2.

You wish to appoint your spouse or another shareholder as your proxy: tick box 3 and fill in that person's name and address.

Within the 3-day period preceding the General Meeting, should you have not received your admission card, or should you have any question about its processing, please feel free to contact Société Générale dedicated operators at **0 825 315 315** (from France: €0.125/mn excluding VAT) or at + 33 (0)2 51 85 59 82 (international) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris time.

Agenda

Within the authority of the Ordinary Shareholders' Meeting

1. Approval of the statutory financial statements for the fiscal year ended December 31, 2009
2. Allocation of earnings for the fiscal year ended December 31, 2009, setting the dividend amount and the dividend payment date
3. Approval of the consolidated financial statements for the fiscal year ended December 31, 2009
4. 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
5. Directors' attendance fees
6. Appointment of a Statutory Auditor
7. Appointment of a Statutory Auditor
8. Appointment of an Alternate Statutory Auditor
9. Appointment of an Alternate Statutory Auditor
10. Ratification of transfer of Registered Office
11. Authorization granted to the Board of Directors for the repurchase of Company shares

Within the authority of the Extraordinary Shareholders' Meeting

12. Authorization granted to the Board of Directors to reduce the share capital by canceling shares that have previously been repurchased
13. 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
14. 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*)
15. 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
16. 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*)
17. Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a company savings plan

Resolution within the authority of the Combined Shareholders' Meeting

18. Powers for formalities

Composition of the Board of Directors

Name Age – Nationality	Main other position	Term
Chairman		
Thierry Pilenko 52 – French		Date of first appointment: April 27, 2007. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2010.
Members of the Board		
Olivier Appert 60 – French	Chairman of the <i>Institut Français du Pétrole</i>	Date of first appointment: May 21, 2003. Date of last appointment: April 27, 2007. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2010.
Pascal Colombani 64 – French	Chairman of the Board of Directors of Valeo	Date of first appointment: April 27, 2007. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2010.
Germaine Gibara 65 – Canadian	Chairman of Avvio Management Inc.	Date of first appointment: April 27, 2007. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2010.
Gérard Hauser 68 – French		Date of first appointment: April 30, 2009. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2012.
Marwan Lahoud 43 – French	Chief Strategy & Marketing Officer of EADS	Date of first appointment: April 30, 2009. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2012.
Jean-Pierre Lamoure 60 – French	Chairman of Solétanche Freyssinet	Date of first appointment: March 13, 1998. Date of last appointment: April 30, 2009. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2012.
Daniel Lebègue 66 – French	Chairman of the <i>Institut Français des Administrateurs</i>	Date of first appointment: April 11, 2003. Date of last appointment: April 30, 2009. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2012.
John O'Leary 54 – Irish	Chairman and Chief Executive Officer of Strand Energy (Dubai)	Date of first appointment: April 27, 2007. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2010.
Joseph Rinaldi 52 – Australian and Italian	Partner in Davis Polk & Wardwell	Date of first appointment: April 30, 2009. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2012.
Bruno Weymuller 61 – French		Date of first appointment: February 10, 1995. Date of last appointment: April 30, 2009. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2012.

Presentation of resolutions

Resolutions within the authority of the Ordinary Shareholders' Meeting

First, second and third resolutions

Approval of the statutory financial statements and allocation of earnings

The purpose of the **first** resolution is to approve Technip SA's statutory financial statements for the 2009 fiscal year.

The purpose of the **second** resolution is to determine the allocation of Technip SA's earnings and set the dividend for the 2009 fiscal year at 1.35 euro per share and the payment date on May 11, 2010. The following dates shall apply for the payment of dividends:

- Ex-Date: May 6, 2010 (morning);
- Record Date: May 10, 2010 after close of market.

Pursuant to Article 243 bis of the French General Tax Code, the amount of distributed dividends are eligible for the 40% deduction in favour of tax payers in France, as provided for in Article 158-3 of the French General Tax Code.

The purpose of the **third** resolution is to approve the Technip Group's consolidated financial statements for the 2009 fiscal year.

Fourth resolution

Special report of the Statutory Auditors

The **fourth** resolution approves the special report of the Statutory Auditors reporting the absence of any new regulated agreements entered into in 2009 and the continuation in 2009 of such agreements made during previous fiscal years.

Fifth resolution

Directors' Attendance Fees

The recent inclusion of Technip in the CAC 40 index (September 21, 2009) substantially changes the positioning of the Company with respect to the Board's exposure and the Board members recruitment. Directors' fees lagging last year more than 40% behind the average of the companies included in the CAC 40 are still 25% below this average. The needed adjustment should be such that the matter would also be settled for the next coming years.

A true involvement is requested from Technip directors. In 2009 for instance, the Board met nine times and the Committees of the Board met 16 times. Four hours in average were spent on each Board meeting and even one of these meetings consisting in a two days Strategic Seminar in Qatar gave in addition the opportunity of a one day visit of the four work sites of the Group in progress in Ras Laffan.

Moreover it is important to maintain the attractiveness of the company vis-à-vis non French directors. Indeed the differential even with European countries adversely affects the current international standing of the Board and deprives the Company from access to sources of independence and diversity for further recruitments.

It is accordingly proposed to increase the annual amount of 440,000 euros to 600,000 euros for 2010, and to keep this amount for each of 2011 and 2012 fiscal years.

As a reminder, the Chairman and Chief Executive Officer does not receive any attendance fee and the aforementioned amount then is divided between ten Directors.

Sixth to ninth resolutions

Appointment of two Statutory Auditors and two Alternate Statutory Auditors

The terms of the Statutory Auditors expiring at the time of this Shareholders' Meeting, the purpose of these resolutions is to appoint for six years, according to the law:

- Statutory Auditors: ERNST & YOUNG ET AUTRES
- Statutory Auditors: PRICEWATERHOUSECOOPERS AUDIT
- Alternate Statutory Auditors: AUDITEX
- Alternate Statutory Auditors: Yves NICOLAS

Tenth resolution

Transfer of Registered Office

Since the end of 2007, the structure of the Group organization is based on geographical and decentralized Regions.

In France, this leads to a separation of the Head Office of Technip holding from that of Technip France, main operational unit of Region A knowing that both were historically located in the same building in the Paris business district in La Défense. The move which will not generate additional costs thanks to favourable market conditions will allow the relocation in a single building the teams of Technip France currently present on three sites.

The proposal is to ratify the transfer of the Registered Office of Technip, decided by the Board of Directors on February 16, 2010 from Technip Tower in La Défense to offices in Paris, Porte Maillot, with effect from the date of the fitting out of the new offices and at the latest on December 31, 2010 and to ratify accordingly the relevant modification of Article 4 of Articles of Association.

The staff of the holding and of the corporate services (around 250 persons) will be based at the new address on the basis of a commercial lease.

Eleventh resolution

Repurchase of Company Shares

The **eleventh** resolution is part of the policy aimed at avoiding dilutive measures while implementing means to motivate and promote loyalty among the teams by having at its disposal a reserve of performance shares and stock options.

Therefore, the purpose of this resolution is to renew the authorization to buy shares of the Company granted to the Board of Directors by the Shareholders' Meeting of April 30, 2009, and which expires on October 30, 2010.

The purchase of shares may be carried out at any time, except during tender offers on the Company's share capital, in accordance with applicable regulations.

The proposed authorization is for an 18-month period, at a maximum purchase price of 80 euros and up to a maximum legal limit of 10% of the total number of shares comprising the share capital.

As of December 31, 2009, the Company's share capital was divided into 109,343,294 shares. On this basis, the maximum number of shares that the Company would be able to repurchase amounts to 7,868,419 shares (taking into account 3,065,910 treasury shares).

Resolutions within the authority of the Extraordinary Shareholders' Meeting

Twelfth resolution

Cancellation of Company Shares

The purpose of the **twelfth** resolution is the renewal of the authorization to the Board of Directors to cancel all or part of the treasury shares. Such authorization granted by the Shareholders' Meeting of April 29, 2005 expires on April 29, 2010.

In order to keep the availability of this relative potential, it is proposed to renew the possibility to cancel shares up to a limit of 10% of the share capital over a period of 24 months. Moreover the cancellation of shares is one of the optional use -and in certain circumstances, compulsory- of the shares purchased by the Company further to the eleventh resolution. This thus implies the adoption of the twelfth resolution

Thirteenth, fourteenth, fifteenth and sixteenth resolutions

Grant of performance shares and grant of stock options

A – General presentation

Pursuant to the AFEP-MEDEF Code (Article 20.2.3), Technip's policy relies on yearly grants to be made at the same calendar periods (June) just after and according to the Annual Shareholders' Meeting decisions.

The proposed resolutions strictly correspond to the needs for 2010, *i.e.* 0.9% of the share capital for performance shares and 1.1% for stock options.

Presentation of resolutions

A bottom up census by Regions gives the size of the plan proposed based upon specific guidelines given by the Corporate Management to focus on:

- key people,
- high potential young staff,
- newly recruited and promoted individuals,
- new beneficiaries: 25% at least of the selected population should never had incentives before (actually the rates reached 39.2% for the stock option plan in 2009).

It is worth knowing that these guidelines exclude Excom members (either Corporate or Region levels) from the benefit of the last tranche of performance share 2009 Plan.

There are several reasons to support these resolutions:

- the first reason is the crucial need for loyalty and motivation initiatives for employees to face the strong employment market volatility in the petroleum industry, in particular in the context of major contractual challenges, especially those contracts that are in essential performance phases in the Middle East, Africa, Brazil and Asia.
It is clear that these tools will permit to foster loyalty and motivate employees as evidenced, for instance, by a comparison of the respective rates of turnover in the Group over the period 2006-2009 between the beneficiaries of such incentives (1.2%) and the other members of the staff (8.1%);
- the differences in the regulatory and tax environments that prevail in different countries under consideration require the use of both stock options and performance shares as a tool in order to achieve the loyalty and motivation objectives;
- in the absence of these tools, the Group would have to use other means as a substitute, which would be much more expensive.

As a matter of fact one should keep in mind that far from being the privilege of happy few, these plans benefited each year to 10 to 20% of the total staff over the last three years.

B – Terms of the stock options and performance share plans

1 Provisions included in the resolutions

In order to comply with the most demanding governance standards, performance conditions relate to all grants in favor of the *mandataire social* (Chairman and Chief Executive Officer). According to the AFEP-MEDEF Code dated December 2008 to which the Company refers, this rule was already implemented on this basis in the resolutions submitted to the Shareholders' Meeting of April 30, 2009.

The terms of the resolutions presented are essentially the same as the last years:

- no discount on the purchase price;
 - no possibility to modify the initial terms;
 - loss of options in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*);
 - grants to the Chairman and Chief Executive Officer are decided by the Board of Directors (majority of independent directors) upon a proposal by the Nominations and Remunerations Committee (majority of independent directors);
 - grants to members of the Executive Committee are decided by the Board of Directors pursuant to the recommendations formulated within the context of the plan by the Nominations and Remunerations Committee;
 - a resolution for the Chairman and Chief Executive Officer (*mandataire social*) that is distinct from that of other beneficiaries;
 - ceiling of 0.10% of share capital on grants of stock options and of 0.03% of share capital on grants of performance shares to the Chairman and Chief Executive Officer (*mandataire social*);
 - ceiling of 20% of the relevant plan on grants made to the management team (Executive Committee, including the Chairman and Chief Executive Officer);
 - rigorous performance conditions detailed in each resolution for stock options as well as for performance shares;
 - the definitive acquisition of performance shares and the exercise of the options will be subject to the Company 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 that is 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/shares will be exercisable/acquired according to the terms and conditions provided in the plan's regulations,
 - if the evolution of the Group's Consolidated Operating Income falls between 80% and 100% of that of the sample, the portion of the options/shares lost will be determined by linear interpolation between 50% and 100%,
 - if the evolution of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the options/shares will be lost;
- * The Consolidated Operating Income is one of the audited accounting items which the Group discloses regularly, in particular at the time of each publication of its financial results
- each authorization is granted for a period of 24 months;
 - grants to the Chairman and Chief Executive Officer (*mandataire social*) will be cancelled if the evolution of Technip's Consolidated Operating Income is below the evolution of each of the companies in the sample.

The extension of the same “full risk” provision to all beneficiaries (and not only to the Chairman and CEO) has been considered and disregarded for the following reasons:

- Technip complies with the recommendations of the AFEP-MEDEF Code which limits this rule to the Chairman and CEO,
- to Technip’s knowledge, none of its competitors applies the rule beyond the Chairman and CEO,
- the extension of the rule would have a counter productive effect knowing that:
 - the variable portion of a manager’s salary is itself contingent up to 50% upon the Group results;
 - the de facto impossibility to define beforehand those projects and Regions which will influence the Group results hinders any such identification of those to whom the extension would apply;
 - for those of the beneficiaries having less influence on the Group results, the loyalty tool would most likely have a demotivating effect,
- the same performance criteria has been maintained for the proposed plans as the one used for the previous plans during which Technip widely over performed its competitors. This means that the performance criteria will be in itself substantially more difficult to achieve.

2 Provisions included in the plans

In order to provide an overall view of the implementation conditions of the requested authorizations, it has been decided to give further detailed information regarding the methods used to determine the achievement of performance conditions.

The following indications are with reference to previous plans that are still outstanding, which generally represent Technip’s policy in this area, although they may not be exactly the same in all respects as the conditions that would apply to the implementation of the authorizations being sought from the next Shareholders’ Meeting:

- Composition of the sample: since 2005, the sample has been comprised of Acergy, Saipem, Fluor, JGC, Chiyoda, McDermott. Extending the number of companies is under consideration for the sake of representativity.
- Applicable period for performance conditions: the applicable period is equal to the Acquisition Period, *i.e.*, three years (performance shares) or four years (stock options).
- A financial institution has been entrusted with the mission of acting as an independent expert to carry out calculations, comparisons and determinations of beneficiaries’ rights based on the recorded results.

C – Specific data addressing Riskmetrics’s governance policy criteria

The following paragraphs were drafted to take into account the analysis carried out by Riskmetrics which would not support a resolution in favour of a stock option or performance share plan if the aggregate of existing performance shares and stock options plus those that are the subject of the authorizations being requested from the next Shareholders’ Meeting, are in excess of:

- 5% of the share capital for a “Mature” company;
- 10% of the share capital for a “Growth” company.

1 Regarding the qualification to be applied to Technip

The nature of Technip’s business (oil services) with almost no recurrent market share (in particular in Onshore and Offshore segments) is subject to demand that varies significantly in terms of geography, which requires, depending on the case, a presence in a given country in circumstances that resemble those that apply to “start-up” companies:

- immediate set-up for a project;
- creation of a local engineering office with local engineers;
- strong and rapid build-up in labor and equipment, often prior to obtaining a contract;
- importance of technological content in the services provided;
- uncertainty driven by a project-by-project approach.

This approach, which is imposed by market conditions, may result in a long-term presence where successful (Malaysia, Brazil), but may also result in a significant decrease or disappearance from certain markets (Iran, ex-USSR, Algeria).

2 Dilution limits

Based on our understanding of available data on Riskmetrics policy and past analysis by Riskmetrics on our previous proposed stock options and performance shares plans the current status of outstanding and proposed dilutive instruments fall within the 5% limit.

Presentation of resolutions

a) The actual potential for dilution which arises for grants in the form of options to subscribe shares as opposed to grants in the form of options to obtain shares purchased by the Company, resulting from both existing dilutive options and the authorizations being submitted to a vote at the next Shareholders' Meeting, is equal to 4.89% of the share capital.

The calculation is, on the basis of the number of shares comprising the share capital as of December 31, 2009 (*i.e.*, 109,343,294), as follows:

■ Potential dilution of 4,142,115 existing options, <i>i.e.</i>	3.79%
■ Potential dilution of options from the next Shareholders' Meeting, assuming that all of the stock options proposed (<i>i.e.</i> 1,1 %) are granted in the form of options to subscribe shares, which are dilutive, <i>i.e.</i>	1.1%
	<u>4.89%</u>

b) The impact of the aggregate outstanding and proposed plans where attribution for performance shares and stock options is assured, is 4.41% of the share capital.

(i) Actual existing dilutive elements (see a) above) less the shares not granted due to the performance conditions:

2005 Stock Options Plan:

■ Tranche 1 at 97,75%	865,114
■ Tranche 2 at 50%	439,961
■ Tranche 3 at 50%	464,173
■ Tranche 4 at 50%	40,155
■ Tranche 5 at 50%	51,929
2009 Plan at 50%:	545,537
CSO 11 Plan at 100%:	<u>136,528</u>
	2,543,397
	<i>i.e.</i> : 2.33%

(ii) Existing shares options for which attribution is assured (authorized by the 2008 Shareholders' Meeting):

→ 50% of 937,060 = 468,530, *i.e.* 0.43%

(iii) Options for the subscription of shares proposed to the next Shareholders' Meeting less options for which attribution is not assured due to the performance conditions (50% for beneficiaries excepted for the Chairman and Chief Executive Officer):

→ 50% of 1,093,432 = 546,716, *i.e.* 0.50%

(iv) Existing performance shares for which attribution is assured:

2007 Plan (authorized by the 2006 Shareholders' Meeting):

→ 50% of 698,370 = 349,185, *i.e.* 0.32%

2008 and 2009 Plans (authorized by the 2008 Shareholders' Meeting):

→ 50% of 867,450 = 433,725, *i.e.* 0.40%

(v) Performance shares proposed to the next Shareholders' Meeting less shares for which attribution is not assured due to the performance conditions (50% for beneficiaries excepted for the Chairman and Chief Executive Officer):

→ 50% of 951,287 = 475,643, *i.e.* 0.43%

4.41%

3.94%*

*The 4.41% figure includes 51,929 subscription options mentioned in (i) which can be exercised on June 13, 2012 at €59.96 and 468,530 options to purchase shares which can be exercised on July 2, 2012 at €58.15 totalling 520,459 options representing 0.47%.

It could be argued that these options "under water" cannot fairly be included in any calculation because there is no certainty that they will ever be exercised. In these circumstances, the total would be reduced to 3.94%.

Seventeenth resolution

Share capital increase reserved for employees

Pursuant to Article L.225-129-6 of the French Commercial Code, because the Shareholders' Meeting is being convened to examine authorizations to increase the Company's share capital, a resolution for share capital increases reserved for employees must also be presented to the Shareholders' Meeting. The purpose of the **seventeenth** resolution is to propose such an authorization, with the following conditions:

- 1 the maximum limit of the increase is 1% of the share capital as of the date of the Shareholders' Meeting.
- 2 the subscription price of the shares is equal to 80% of the average share price of the last 20 trading days.
- 3 the implementation of the authorization is subject to a waiver by the shareholders of their preferential subscription rights in favour of the employees adhering to a company savings plan.

The authorization thus granted is valid for a period of 26 months, expiring on June 29, 2012 and cancels the corresponding authorization granted by the Shareholders' Meeting of April 30, 2009.

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 state-

ments, 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.

Draft resolutions

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 ratify 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, France, 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.

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, inasmuch 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

Draft resolutions

- 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) accel-

erate 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.

Draft resolutions

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

Activity report for 2009

In 2009 Technip maintained its strategy, focusing on good project execution, selective bidding and conservative cash management. We improved operating profitability, generated strong cash flow and renewed our backlog despite market uncertainty.

Technip's full-year operating income from recurring activities reached a record 10.5% of revenue, increasing 3% compared with 2008. We delivered major projects for clients around the world in all three operating segments – Subsea, Onshore and Offshore – such as the Akpo FPSO, the first four LNG trains in Qatar and

installation of the Cascade & Chinook hybrid risers in the Gulf of Mexico. Thanks in part to our improved profitability, we ended the year with €1.78 billion of net cash on our balance sheet.

New contract wins expanded our backlog to €8 billion at year-end 2009. Key contracts included the Jubail refinery in Saudi Arabia; the Jubilee and Goliat subsea contracts in Ghana and Norway respectively; offshore platforms for Petrobras in Brazil and the frame agreement for floating LNG with Shell.

1. Revenue

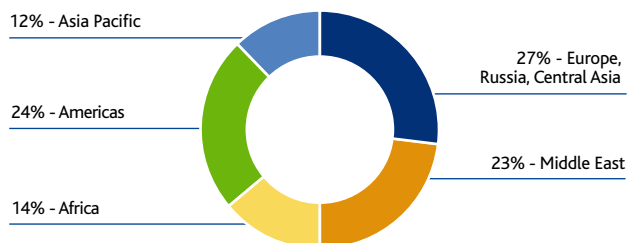
Full year 2009 Group revenue was €6,456 million, a 13.7% decrease year-on-year. At constant currency revenue decreased 12.4% compared to last year. Exchange rate translation impacts were primarily due to the 12% depreciation of the Sterling Pound relative to the Euro.

- **Subsea** revenue was €2,866 million, up 6.6% compared to €2,689 million for last year.

- **Offshore** revenue was €565 million, down 18.7% compared to last year.
- **Onshore** revenue was €3,025 million, down 26.2% compared to €4,097 million in 2008.

2009 Revenue Breakdown

By geographic zone



By segment of activity



2. Operating Income from Recurring Activities

Full Year 2009 Group operating income from recurring activities was €677 million compared to €657 million a year ago. Foreign exchange had a negative impact of €13 million compared to full year 2008.

- **Subsea** operating income from recurring activities was €533 million in 2009, slightly up compared to full year 2008. EBITDA margin was at 25.2% versus 25.1% last year. The operating margin from recurring activities reached 18.6%, compared to 19.5% in 2008.
- **Offshore** operating income from recurring activities was €39 million, slightly up compared to full year 2008, a margin of 7.0% in 2009 compared to 5.6% a year ago.

- **Onshore** operating income from recurring activities in 2009 was €152 million, compared to €154 million a year ago. The associated margin was 5.0% in 2009 vs 3.8% in 2008.

The combined operating margin from recurring activities for Onshore/Offshore in 2009 was 5.3% compared to 4.0%

Financial income on projects accounted as revenue amounted to €25 million in 2009 versus €46 million a year ago.

3. Income from Sale of Activities

There was €3 million loss from the sale of activities in 2009.

4. Operating Income

Operating income, which was reduced by the €245 million provision for TSKJ, was €429 million in 2009 compared to €657 million in 2008.

5. Net Results

Net financial charges for 2009 were €61 million including a €39 million negative impact of foreign currency exchange rate variations.

Income tax was €195 million.

Net income was at €170 million, compared to €448 million in 2008.

Outlook

Looking forward, the key drivers of our business environment have not changed significantly over the past few months.

Bidding activity has held up well in 2009 and early 2010, as stronger oil prices and lower projects costs have encouraged our customers to assess their project portfolio. Yet we have observed delays in final investments decisions, resulting in a low conversion rate of bids and continuous pricing pressure on our industry.

However, projects cannot be postponed indefinitely. In the period 2007-09, the scarcity of final investment decisions was the consequence of high costs and limited resources early in the period and the economic crisis in the latter part. For 2010 and beyond, while uncertainty persists for hydrocarbon demand, reserves and production issues will emerge at some stage, particularly for oil. Assuming relative stability in oil prices and greater certainty on overall project costs, final investment decisions could pick up during the second half of this year.

Upstream, declining production at more mature oilfields will have to be offset by resources that are increasingly located in frontier areas and require technological innovation, greater risks and possibly extended project execution phases. Downstream, we see an accelerating geographical shift as the industry reduces refining and petrochemical capacity in the developed countries while building more modern and efficient plants closer to resources (Middle East, Latin America) and end-markets (Asia).

We draw a distinction between markets where projects will depend on nearer-term movements in hydrocarbon prices or other factors, and those with strategic growth.

The North Sea market may rebound, with smaller operators more confident in their cash flows and credit access. In West Africa, Nigerian activity and bidding will continue to be affected by political uncertainties, while Angola could sanction a few projects in 2010. Onshore North America may see some renewed interest in the Canadian oil sands projects, while US downstream markets will remain depressed by overcapacity, particularly in refining.

By contrast, deepwater Gulf of Mexico activity should remain robust. Sustained activity is expected in Brazil, with a huge build-up of operational assets needed in particular for the pre-salt developments. Logistics and local fabrication will be key in this market. The Middle East will continue to be strong in the United Arab Emirates, Saudi Arabia and, to a lesser extent, Qatar. These countries are building up large downstream infrastructures to increase the value of their gas and petroleum products. Iraq will not be a significant market in the short term but represents a significant upside in conventional developments as soon as the security situation improves. Asia Pacific will be dominated by gas projects of all sizes, led by Australia with new LNG projects.

Technip is positioned to capitalize on these geographic and segment trends. Technip can differentiate itself through strategic investments, local empowerment, and technology: three attributes capable of generating profitable growth in all our segments.

First, we will continue to implement plans to expand our global fleet, increase our manufacturing capacity (Asia, Angola) and improve logistics (Brazil).

Second, we will leverage our regional organizations to increase our local presence, reduce costs and capture complex global projects that require strong global coordination - a key capability for both international operators and national companies that operate abroad.

Third, we will focus on technological differentiation with offerings such as deepwater, floating LNG and heavy oil refining.

We enter 2010 with a good degree of visibility as a result of our management priorities over the last three years, such as the management of legacy issues, including the TSKJ matter. We have a solid, recently acquired €8 billion backlog balanced between business segments and locations, and a strong balance sheet.

We target 2010 revenues in the €5.9-6.1 billion range, at year end exchange rates, with Subsea revenues of €2.6-2.7 billion. We target a Subsea operating margin above 15%, and Onshore/Offshore combined operating margin stable year-on-year.

Accordingly, Technip can focus greater attention in 2010 on positioning its business for long-term profitable growth worldwide.

Financial Results of the Last Five Years as of December 31, 2009

In millions of Euro

Nature of information	12.31.2005	12.31.2006	12.31.2007	12.31.2008	12.31.2009
I. YEAR END FINANCIAL POSITION					
A) Called up Capital	75.4	80.9	81.9	83.4	83.4
B) Outstanding Shares ^(a)	98.874.172 ^(b)	106.117.174	107.353.774	109.317.564	109.343.294
C) Convertible Debentures	3.601.411	-	-	-	-
II. OVERALL OPERATING RESULT					
A) Net Revenues	103.7	105.4	113.3	138.7	144.9
B) Income before Tax, Depreciation and Provisions	82.6	138.6	51.4	271.5	195.9
C) Income Tax	(27.2)	(34.0)	(31.4)	(64.3)	17.3
D) Net Income	105.7	148.8	91.5	250.9	45.5
E) Dividends Paid	89.3 ^(c)	327.1	125.1	127.5	143.5 ^(d)
III. OPERATING INCOME PER SHARE (in Euro)					
A) Net Income before Depreciation and Provisions	1.1 ^(b)	1.6	0.8	3.1	1.6
B) Net Income	1.1 ^(b)	1.4	0.9	2.3	0.4
C) Dividends Paid per Share	0.9 ^(b)	3.2	1.2	1.2	1.35 ^(d)
IV. STAFF					
A) Number of Employees	9	6	7	7	8
B) Wages and Salaries	6.7	6.8	8.4	8.5	13.0

(a) Does not include the exercise of options arising from the current stock option plan. Includes 3,065,910 treasury shares held as of December 31, 2009.

(b) The Board of Directors has decided on April 29, 2005 to divide by four the nominal amount of the shares and to multiply by four the number of shares issued.

(c) Dividends paid €91 million less €1.7 million from treasury shares regularization.

(d) This amount corresponds to the dividend proposed by the Board of Directors, before approval by the Shareholders Meeting: €1.35 per share.

Request for Documents and Information

Technip

Combined General Meeting
Thursday, April 29, 2010 at 3:00 p.m.
Maison de la Chimie

Referred to in article R. 225-88 of the French corporation law

To be sent to:

Société Générale
SGSS/GIS
Service des Assemblées
BP 81236
32 rue du Champ de Tir
44312 Nantes Cedex 03
France

I, the undersigned:

Surname and First name:

Address:

Postal Code: City: Country:

Acting in my capacity as shareholder of **TECHNIP**, acknowledge having already received the documents concerning the Shareholders' Combined General Meeting of April 29, 2010 that has been convened, referred to in article R 225-88, namely, the agenda, the draft resolutions jointly with a presentation of resolutions, the summary report of the Company during the 2009 fiscal year jointly with the Financial results of the last five years and ask said Company to send me, at no charge, by return the documents and information referred to in article R.225-88.^(*)

Signed at, on 2010

Signature

() In accordance with the provisions of Articles 132, 4) and § 3 of the Decree of March 23, 1967, any registered shareholder may, by a single request, obtain that the Company mail him/her the documents and information referred to in Articles 133 and 135 of the same Decree on the occasion of each of the Meetings to be held after the above mentioned Meetings (Articles 133 and 135 refers, in particular, depending on the nature of the meeting, to the information concerning the members of the Board of Directors, and, if applicable, to the candidates to the Board of Directors, the management report, the balance sheet, the income statements, the notes, the Auditors' special report and the Auditors' report that must be presented to the Extraordinary Shareholders' Meeting in cases provided by law).*





Société Anonyme with a capital of €83,386,421.26
Registered Office: 6-8, allée de l'Arche,
Faubourg de l'Arche, ZAC Danton, 92400 Courbevoie – France
Phone: +33 (0) 1 47 78 21 21
Fax: +33 (0) 1 47 78 33 40
www.technip.com

589 803 261 RCS Nanterre – Siret 589 803 261 00215

