



NOTICE OF MEETING
COMBINED GENERAL MEETING

Thursday, April 28, 2011 at 3:00 p.m.

at Palais des Congrès de Paris – Amphithéâtre Havane

2, place de la Porte Maillot, 75017 Paris, France

Technip

take it further.

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Feel free to contact us if you require further information:

Technip

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

WELCOME TO TECHNIP'S COMBINED GENERAL MEETING



“ This year, the Board of Directors has decided to propose a €1.45 per share dividend ”

Dear Valued Shareholder,

It is with great pleasure that I invite you to the Technip's Annual Shareholders' Meeting which will be held on Thursday, April 28, 2011, at 3:00 p.m. at the Palais des Congrès, 2, place de la Porte Maillot 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 or any other person 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 2010 activity report and the Group's outlook.

This year, the Board of Directors has decided to propose a €1.45 per share dividend which represents a 7.4% increase as compared to last year. If approved, the dividend will be paid on May 11, 2011.

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 28, 2011, the deadline is **April 21, 2011 at 0:00 a.m.** (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 any other person of your choice as your proxy (tick box 3).

New provisions

In accordance with Article R. 225-79 of the Commercial Code, you may also give notice that you have given or cancelled a proxy by e-mail, as follows:

■ for **registered shareholders**, by sending an e-mail appended with an electronic signature, obtained on their own initiative and certified by an accredited intermediary within the legal and regulatory conditions in force, to the following e-mail address: assemblee.generale.actionnaires@technip.com stating their surname, first name, address and their Société Générale identification number for registered shareholders (information available on the top left of their share account statement) or their financial intermediary's identifier for administered account shareholders as well as the surname and first name of the representative designated or revoked;

■ for **holders of bearer shares**, by sending an e-mail appended with an electronic signature, obtained on their own initiative and certified by an accredited intermediary within the legal and regulatory conditions in force, to the following e-mail address: assemblee.generale.actionnaires@technip.com stating their surname, full name, address and complete banking details, as well as the surname and first name of the representative designated or revoked. Subsequently they must ask the bank or broker that manages their share account to send written confirmation of this information either by fax at 33 (0)2 51 85 57 01 or by post to Société Générale, Service des Assemblées, BP 81236, 32, rue du Champ-de-Tir, 44312 Nantes Cedex 03, France.

Only representative designation or revocation notifications, duly signed, completed and received on April 22, 2011 will be taken into account. Furthermore, only representative designation or revocation notifications may be sent to the following e-mail address: assemblee.generale.actionnaires@technip.com. Any other requests or notifications regarding other matters will not be taken into account and/or addressed.

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.**

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.

Société Anonyme au capital de 84 065 130,90 €
Siège Social : 89 avenue de la Grande Armée,
75116 PARIS
589 803 261 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
Convocée le 28 avril 2011 à 15 heures
Au Palais des Congrès - Amphithéâtre Havane
2 place de la Porte Maillot - 75017 PARIS

COMBINED GENERAL MEETING
Convened on April 28, 2011 at 3:00 p.m.
At "Palais des Congrès - Amphithéâtre Havane"
2 place de la Porte Maillot - 75017 PARIS

CADRE RESERVE / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights :

Nominatif / Registered

Porteur / Bearer

VS / single vote

VD / double vote

1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire 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 ■, for which I vote against or I abstain.

| | | | | | | | | | | | | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| <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"/> | <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"/> | <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 vote against).....
- Je donne procuration (cf. au verso renvoi 3) à M, M^{me} ou M^{lle}. Raison Sociale pour voter en mon nom / I appoint (see reverse (3)) M, M^{me} or M^{lle}, Raison Sociale 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 22/04/2011

2 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 at the bottom of the form without filling it

Cf au verso renvoi (3) - See reverse (3)

3 JE DONNE POUVOIR A : cf. au verso renvoi (3).

HEREBY APPOINT See reverse (3).

M, Mme ou Melle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION: S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre teneur de comptes.
CAUTION: If it is about bearer securities, the present instructions will be valid only if they are directly returned to your account-keepers.

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)

Whatever your choice do not forget to date and sign here

Date & Signature

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 any other person of your choice 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.

If you want to ask a question

The General Meeting is a unique opportunity for Technip and its shareholders to communicate. You will be able to ask questions during the Q&A session prior to the vote of the resolutions.

In addition, you are invited to send written questions that pertain to the agenda no later than 4 business days before the General Meeting (April 21, 2011) either by:

- registered letter to: Secrétariat Général – Technip – 89, avenue de la Grande Armée, 75116 Paris, France
- e-mail to the following address:
assemblee.generale.actionnaires@technip.com

Questions must be accompanied by a certificate of share ownership if you hold bearer shares.

If you want to get information

In the following pages, you will find information about the activity and results of the Group together with a presentation of the resolutions to be put to vote.

In addition, you may request a copy of the 2010 Activity and Sustainable Development Report and the 2010 Reference Document filed with the AMF (French financial markets authority) and containing all of the information from the Management Report of the Board of Directors and available on our website at www.technip.com.

If you would like these documents sent to you, please complete the “request for documents and information” form entitled on page 29.

Moreover, all of the documents that will be provided during the General Meeting are available for consultation either on www.technip.com or, as of April 13, 2011, from Technip’s registered offices at the following address:

Technip
89, avenue de la Grande Armée
75016 Paris – France

How to get to the Palais des Congrès

Palais des Congrès de Paris – Amphithéâtre Havane

2, place de la Porte Maillot, 75017 Paris, France

By RER:

Line C, Porte Maillot station

By metro:

Line 1, Porte Maillot station

By bus:

Lines 82, 73, 43, 244 and PCI, 2, 3

By car:

- Clockwise on the Paris ring road (“Périphérique intérieur”): Porte Maillot exit
- Counterclockwise on the Paris ring road (“Périphérique intérieur”): Porte des Ternes exit
- Underground car park with direct access to the Palais des Congrès (payment required)



AGENDA

Within the authority of the Ordinary Shareholders' Meeting

1. Approval of the statutory financial statements for the fiscal year ended December 31, 2010
2. Allocation of earnings for the fiscal year ended December 31, 2010, setting the dividend amount and the dividend payment date
3. Approval of the consolidated financial statements for the fiscal year ended December 31, 2010
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. Ratification of the cooptation of Marie-Ange Debon's term as Director
6. Renewal of Thierry Pilenko's term as Director
7. Renewal of Olivier Appert's term as Director
8. Renewal of Pascal Colombani's term as Director
9. Renewal of John O'Leary's term as Director
10. Appointment of C. Maury Devine as Director
11. Appointment of Leticia Costa as Director
12. Authorization granted to the Board of Directors for the repurchase of Company shares

Within the authority of the Extraordinary Shareholders' Meeting

13. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, with maintenance of the preferential subscription rights of shareholders
14. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, without the preferential subscription rights of shareholders (with the option to provide a priority period) by way of a public offering
15. Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, without the preferential subscription rights of shareholders (with the option to provide a priority period) by way of a private placement
16. 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
17. 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*) and to the Group principal executives
18. 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
19. 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*) and to the Group principal executives
20. 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

21. Powers for formalities

BOARD OF DIRECTORS

| Name | Main position | Professional address | Positions within the Board of Directors | Term |
|-------------------------|---|--|---|---|
| Thierry Pilenko | Technip's Chairman and Chief Executive Officer | 89, avenue de la Grande Armée – 75116 Paris 53 – French | Technip's Chairman and Chief Executive Officer | 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, which will be held on April 28, 2011. |
| Olivier Appert | Chairman of IFP Énergies nouvelles | Institut Français du Pétrole – 1 et 4, avenue de Bois-Préau – 92852 Rueil-Malmaison Cedex 61 – French | Director | 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, which will be held on April 28, 2011. |
| Pascal Colombani | Chairman of the Board of Directors of Valeo | 44, rue de Lisbonne – 75008 Paris 65 – French | Senior Independent Director Independent Director | 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, which will be held on April 28, 2011. |
| Marie-Ange Debon | Corporate Secretary of Suez Environnement | Tour CB21 – 16, place de l'Iris – 92040 Paris La Défense Cedex 45 – French | Director | Date of first appointment: July 20, 2010. Expiry of the current term of office: ordinary shareholders' meeting convened to approve the financial statements for the year ending December 31, 2012. |
| Gérard Hauser | | 89, avenue de la Grande Armée – 75116 Paris 69 – French | Independent Director | 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 | Chief Strategy & Marketing Officer of EADS | 37, bd de Montmorency – 75781 Paris Cedex 16 44 – French | Independent Director | 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. |
| Daniel Lebègue | Chairman of the <i>Institut Français des Administrateurs</i> | IFA – Institut Français des Administrateurs – 7, rue Balzac – 75008 Paris 67 – French | Independent Director | 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 | Chairman and Chief Executive Officer of Strand Energy (Dubai) | PO Box 28717 – Dubai Investment Park Dubai – UAE 55 – Irish | Independent Director | 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, which will be held on April 28, 2011. |
| Joseph Rinaldi | Partner in Davis Polk & Wardwell | Davis Polk & Wardwell – 450 Lexington Avenue – New York NY 10017 – USA 53 – Australian and Italian | Independent Director | 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 | | 12, rue Christophe-Colomb – 75008 Paris 62 – French | Director | 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 2010 fiscal year.

The purpose of the **second** resolution is to determine the allocation of Technip SA's earnings and set the dividend for the 2010 fiscal year at €1.45 per share and the payment date on May 11, 2011. The following dates shall apply for the payment of dividends:

- Ex-Date: May 6, 2011 (morning); and
- Record Date: May 10, 2011, after close of market.

Pursuant to Article 243 *bis* of the French General Tax Code, the distributed dividend is eligible for the 40% deduction in favour of natural persons who have their fiscal domicile 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 2010 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 2010 and the continuation in 2010 of such agreements made during previous fiscal years.

FIFTH RESOLUTION

Ratification of the co-optation of Marie-Ange Debon's term as Director

The purpose of the **fifth** resolution is to ratify the appointment as Director at the Board of Directors' Meeting held on July 20, 2011 of Marie-Ange Debon as a substitute to Jean-Pierre Lamoure who resigned.

Biography of Marie-Ange Debon is presented below:



Marie-Ange Debon is General Secretary of the Suez Environnement group and is a member of the Board (or *Collège*) of the *Autorité des marchés financiers* (the French Financial Market Authority). Prior to joining the Suez Environnement group in 2008, Marie-Ange Debon had served in various positions in both the public and private sectors. In November 1998, Marie-Ange Debon joined the Thomson group as Deputy Chief Financial Officer and later served as General Secretary responsible for Legal, Insurance, Real Estate and Corporate Communications from 2003-2008.

Marie-Ange Debon is a graduate of HEC, ENA and has a Master's Degree in Law.

Full information in relation to Marie-Ange Debon is included in the 2010 Reference Document (sections 14.1.1, 14.1.2, 14.1.3 and annex A).

SIXTH TO NINTH RESOLUTIONS

Renewal of Thierry Pilenko, Olivier Appert, Pascal Colombani and John O'Leary's terms as Directors

The purpose of the **sixth to ninth** resolutions is to renew the terms of Thierry Pilenko, Olivier Appert, Pascal Colombani and John O'Leary whose terms expire at the time of this Shareholders' Meeting.

It is therefore proposed that the terms of Thierry Pilenko, Olivier Appert, Pascal Colombani and John O'Leary be renewed.

Full information in relation to these directors is included in the 2010 Reference Document (sections 14.1.1, 14.1.2, 14.1.3 and annex A).

General comments on the decision of the Board of Directors to maintain the positions of Chairman of the Board and CEO combined

Based on the recommendation of its Ethics & Governance Committee, the Board of Directors of Technip intends to keep the positions of Chairman of the Board and Chief Executive Officer combined in connection with the proposed re-election of Thierry Pilenko as Director at the next General Meeting. There are several reasons to justify this choice, including (i) the experience of the Group and Mr Pilenko's achievements as Chairman & CEO since 2007; (ii) the prevailing practices either among French listed companies or among the peers worldwide; and (iii) the existing control mechanisms on the Board, including the appointment of a Lead Independent Director in 2010 (III).

I. THE GROUP'S EXPERIENCE AND MR PILENKO'S ACHIEVEMENTS

Technip's performance during the last four years with an active Chairman & CEO shows that this combined management structure was highly efficient and produced more than satisfactory returns to shareholders in terms of profit and share price despite the severe and uncertain environment due to the world financial crisis.

It is worthwhile to note that over the last four years, the operating margin rose from 4.81% in 2006 to 10.20% in 2010. Over the same period, Net Income and EPS (on a diluted basis) have more than doubled, increasing respectively from €200.1 million to €417.6 million and from €1.86 to €3.81. This improvement in Technip's performance is also reflected by a 39% increase of the share price on the stock market whereas the CAC 40 Index fell by 26% between January 1, 2007 and February 10, 2011.

The Board is not opposed to the principle of separating the functions of Chairman of the Board and CEO and wishes to keep all options open. However, the Board is truly convinced that, under the current circumstances, the combination of both functions allows the governance structures to be more reactive and therefore increasingly efficient in terms of decision making.

II. CURRENT MARKET PRACTICES IN FRANCE AND AMONG PEERS

1. French market practice

A survey of the companies included in the CAC 40 shows that out of the 39 comparable *sociétés anonymes* (Michelin being a limited share partnership or *société en commandite par actions*) the two management structures appear in almost equal numbers (19 combined, 20 separated). Moreover the current situation should be put into perspective considering the ongoing trend observed over the last few years where:

- the number of companies with a two-tier board structure, *Directoire* (management board) and *Conseil de Surveillance* (supervisory board) (this two-tier board structure being the typical form of separated management) fell from 9 in 2003 to 6 as of today;
- the steady decrease of the number of companies under separated management: 23 a year ago, 20 as of December 31, 2010.

Furthermore, during the last two years, of the 10 companies that changed their management structure:

- none moved to the *Directoire* and *Conseil de Surveillance* two-tier board structure;
- 3 companies moved from combined to separated management, although 2 of them have either announced their intention to return in 2011, or have already returned in 2010, to a combined management structure;
- 8 companies moved from a separated to combined management structure and of these, 7 only remained under the separated structure for a short period of time (between 1 and 4 years).

Given L'Oréal's announcement to revert to a combined structure as of March 17, 2011, the CAC 40 will consist of 21 companies with a combined management structure and 18 with a separated management structure.

No single management structure is clearly dominant and Technip's management structure does not fall outside the common practice.

2. Situation among Peers

Technip's combined management structure corresponds even more clearly to the management practices of Technip's industry peers.

This is demonstrated by a survey of Technip's 14 main competitors consisting of:

- 6 American companies (**Fluor**, McDermott, **Foster Wheeler**, **Halliburton**, **KBR** and **Bechtel**);
- 3 Asian companies (2 from Japan: **JGC** and **Chiyoda** and 1 from Korea, **Samsung Engineering**);
- 5 European companies (Saipem, Petrofac, Subsea7, **Tecnicas Reunidas** et **Dragados-ACS**).

A solid majority (10/14 above in bold) uses the combination of the function of Chairman of the Board and CEO. This choice reflects to a great extent the main features of project oriented type of companies especially in the Oil Services industry, whose management structure is developed around the concept of a single project manager with a comprehensive scope of duties.

The minority practice is essentially European, notably subject to the influence of the UK Corporate Governance Code (formerly Combined Code) and relies upon principles of Board composition (a balance between executives and non executives directors) which are significantly different from what they are in a company like Technip and like many other French companies (where a single executive, the CEO, is also a board member).

Pragmatism and compliance with the practice which fits best in its specific domain of activity leads Technip to comply with the industry model rather than with a structure which is not necessary under the current circumstances.

Consequently, the Board of Directors of Technip has elected to remain consistent with industry peers as well as with French CAC 40 practices.

III. CONTROL MECHANISMS ON THE BOARD

From a corporate governance point of view, the choice of the Board is based on the existence of control mechanisms already in place due to the high degree of independence of the Board and the 2010 addition of a new position of a Senior Independent Director.

In accordance with AFG and IFA recommendations for companies using the combined management structure, the introduction of the Senior Independent Director aims to provide the organisation and operation of the Board with a proactive source of initiative in the corporate governance structure. The scope of involvement of the Senior Independent Director covers, in particular, intervention in the event of potential conflicts of interest and the management of the relationship of the Board with the Chairman & CEO (individual objectives, yearly evaluation, and compensation package).

On October 26, 2010, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, entrusted Mr Pascal Colombani with this new function. The Board's decision in this respect relied upon the independence of Mr Colombani as well as on his recognized expertise and thorough knowledge of Technip's operations.

TENTH AND ELEVENTH RESOLUTIONS

Appointment of C. Maury Devine and Leticia Costa as Directors

The purpose of the **tenth** and **eleventh** resolutions is to appoint C. Maury Devine and Leticia Costa as new directors.

The proposed appointments will allow Technip to comply with the new legal requirement, which is also our objective, to have a Board where women comprise at least 20% of its directors in 2014.

Biographies of C. Maury Devine and Leticia Costa are presented below:

C. Maury Devine is a member of the Board of Directors of FMC Technologies (NYSE: FTI) and John Bean Technologies (NYSE: JBT). She serves on the Audit Committee and Nominating and Governance Committee of both companies. She is a member of the Council on Foreign Relations and is a member of the independent Nominating and Governance Committee of Petroleum Geo Services.



She served as Vice-Chairman of the Board of Det Norske Veritas (DNV) from 2000 to 2010, and was a fellow at Harvard University's Belfer Center for Science and International Affairs between 2000 and 2003.

C. Maury Devine also held various positions in ExxonMobil Corporation between 1987 and 2000, notably President and Managing Director of ExxonMobil's Norwegian affiliate from 1996 to 2000 and Secretary of Mobil Corporation from 1994 to 1996.

From 1972 to 1987, she held various assignments in the US government notably in the US Department of Justice, the White House and the Drug Enforcement Administration.

C. Maury Devine is a graduate of Middlebury College, the University of Maryland and Harvard University (Masters of Public Administration).



Since 2010 Leticia Costa has been a partner in Prada Assessoria and Coordinator for the Center of Strategy Research at Insuper. In January 2011, she became a Director of the Automotive Engineers Association in Brazil (AEA). She currently serves as board member of FAMA, a private equity fund in Brazil, of Localiza, the largest car rental company also in Brazil and of Sadia, a food manufacturer. In 1986, she joined Booz & Company (formerly Booz Allen Hamilton) and in 1994, became a Vice President and in 2001 was appointed President of the operations in Brazil. She also served the firm's Board of Directors. At Booz & Company, Leticia Costa completed a wide range of assignments in Europe and Latin America, and also conducted studies in North America and Asia. Prior to joining Booz & Company, she worked from 1982 to 1984 as a systems analyst for Indústrias Villares S.A.

Leticia Costa is a graduate of Cornell University and of Escola Politécnica of the University of São Paulo.

TWELFTH RESOLUTION

Repurchase of Company Shares

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

Therefore, the purpose of this resolution is to renew the authorization to purchase shares of the Company granted to the Board of Directors by the Shareholders' Meeting of April 29, 2010, which is due to expire on October 29, 2011.

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

The proposed authorization is for an 18-month period, at a maximum purchase price of €90 and up to a maximum legal limit of 10% of the total number of shares comprising the share capital.

As of December 31, 2010, the Company's share capital was divided into 110,249,352 shares. On this basis, the maximum number of shares that the Company could repurchase amounts to 8,117,474 shares (taking into account 2,907,461 treasury shares).

Resolutions within the authority of the Extraordinary Shareholders' Meeting

THIRTEENTH, FOURTEENTH AND FIFTEENTH RESOLUTIONS

Share capital increase with and without preferential subscription rights

A – Description of these three resolutions

1. The purpose of the **thirteenth, fourteenth and fifteenth** resolutions is to renew, for a period of 26 months, the authorizations that were granted to the Board of Directors by the Shareholders' Meeting of April 30, 2009, for the same duration, *i.e.*, with a validity expiring on June 30, 2011.
2. The three authorizations relate to the issuance of shares and securities giving access to the share capital, not to exceed a maximum nominal amount of:
 - €40 million for share capital increases with preferential subscription rights, *i.e.*, an authorization limited to 47.58% of the Company's share capital as of December 31, 2010 (13th resolution);
 - €8 million for share capital increases without preferential subscription rights, through a public offering, *i.e.*, an authorization limited to 9.51% of the Company's share capital as of December 31, 2010 (14th resolution); and
 - €8 million for share capital increases without preferential subscription rights, through a private placement, *i.e.*, an authorization limited to 9.51% of the Company's share capital as of December 31, 2010 (15th resolution), it being understood that the aggregate amount of capital increases made pursuant to the 13th, 14th and 15th resolutions may not exceed a maximum amount of €40 million and that the aggregate of the capital increases made pursuant to the 14th and 15th resolutions may not exceed a maximum amount of €8 million.
3. These three authorizations also relate to the issuance of securities representing debt securities or securities giving access to the share capital or to the Company's debt securities:
 - within a maximum amount of €2.5 billion for each of the 13th, 14th and 15th resolutions; and
 - it being understood that the total of the issuances made pursuant to these resolutions may not exceed the maximum amount of €2.5 billion.
4. These three authorizations are provided without an over-allotment option, which would permit an increase of the number of shares to be issued during the subscription period.

Moreover and in order again to reduce to a minimum the authorizations requested from the shareholders, it has not been proposed that any other forms of capital increase be made including:

- incorporation of reserves;
 - compensation of contributions in kind;
 - delegation to the board of directors (10% per year or accelerated book building); and
 - "Breton Warrants".
5. These three authorizations are granted for a period of 26 months, *i.e.*, until June 28, 2013, and cancel the corresponding authorizations granted by the Shareholders' Meeting of April 30, 2009.

B – Specific comments on the 14th and 15th resolutions

In addition, regarding the authorizations to the Board of Directors to increase the share capital without preferential subscription rights, it is noted that:

1. Two distinct resolutions are submitted to the shareholders in order to comply with the recommendation of the *Autorité des marchés financiers* of July 6, 2009 not to request a common vote on transactions which are addressed to different types of beneficiaries (either public offering or private placement).
2. The authorizations include an option for the Board of Directors to grant a priority subscription period for shareholders.
3. Pursuant to Article R. 225-119 of the French Commercial Code, the issuance price of ordinary shares that may be issued pursuant to these resolutions must be at least equal to the weighted average of Technip's share price over the three trading days preceding the determination of the issuance price, which the Board of Directors may reduce by a maximum discount of 5%.
4. Regarding the conditions of placement of new shares or any other new securities giving access to the share capital, it is intended to proceed whether by way of a public offering (14th resolution) or by way of a private placement (non public offering within the meaning of Article L. 411-2 of the French Monetary and Financial Code, as amended by the ordinance dated January 22, 2009), in particular to qualified institutional investors (15th resolution).

SIXTEENTH, SEVENTEENTH, EIGHTEENTH AND NINETEENTH RESOLUTIONS

Grant of stock options and performance shares

A – Main features of the stock options and performance share plans

Taking into account the changes in market practices and comments received from its shareholders over the last four years, Technip has resolved to significantly update its long-term incentive plans.

The main changes are as follows:

a) Size of plans

A great effort has been made to substantially reduce, if not totally cancel, the additional dilutive impact of further plans. Thus, the aggregate amount of new proposals is reduced to 0.8% of the share capital this year (compared to 2% last year). The objective is to stabilise, and thereafter reduce, the overall size of outstanding plans so that new proposals (0.8% this year) would correspond to the same volume of options or shares exercised or acquired since the previous Annual General Meeting (726,595 shares since 29 April 2010).

b) 100% of senior management Long Term Incentives (LTIs) are at risk

Pursuant to the request of shareholders and in line with the most stringent corporate governance recommendations:

- 100% of the long term incentives, not only for the CEO but also for the Executive Committee members, are at risk (the “Comex At Risk Portion”);
- 50% of the long term incentives are at risk for all other beneficiaries (the “Other Beneficiaries At Risk Portion”).

The Comex At Risk Portion and the Other Beneficiaries At Risk Portion are jointly referred to as the “At Risk Portion of the Plan”

c) Performance metrics reviewed and diversified

With a view to aligning the targets with shareholders’ interests (profitable growth and value creation), the scheme widens to several metrics:

- sustainable Development (Health Safety & Environment or HSE);
- operating Income from Recurring Activities (OIFRA);
- net Cash Generated from Operational Activities; and
- shareholder return: TSR (Total Shareholder Return) and ROCE (Return On Capital Employed).

Each of the above-mentioned metrics is defined as follows:

- the **HSE metric** corresponds to the Total Recordable Case Frequency (TRCF) where $TRCF = \text{Number of recordable accidents} / 200,000 \text{ working hours}$;
- the **OIFRA metric** is the operating income from recurring activities, as reported in Technip’s Annual Report;
- the **Net Cash Generated from Operational Activities metric** is the net cash generated from operating activities, as reported in Technip’s Annual Report;
- the **TSR metric** is calculated as the rate of return of a share over a year, taking into account the payment of a dividend during the period. The dividend is assumed to be reinvested immediately into the share itself (definition used by Bloomberg);

- the **ROCE metric** (Return on Capital Employed)
 $ROCE = \text{Net Operating Income} / \text{employed capital}$
 where $\text{Employed Capital} = \text{Non current assets (excluding Available-for-Sale Financial Assets)} + \text{Working Capital needs} + \text{Other non-current liabilities}$.

These five metrics are combined and adjusted to the respective population corresponding to stock option plans or performance share plans.

The sample of competitors (for the comparison of the TSR performance) has been widened so as to be more representative than the previous 2008 sample.

d) A revised balance of incentives distribution

The mapping of incentives redirects:

- options for the top management; and
- performance shares for all beneficiaries.

1. PROVISIONS INCLUDED IN THE RESOLUTIONS

As for previous years, the presented resolutions comply with the following principles:

- no discount on the purchase price (options);
- no amendment of 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 recommendations on the plan formulated by the Nominations and Remunerations Committee;
- resolutions for the Chairman and Chief Executive Officer (*mandataire social*) and for the Executive Committee members that are distinct from that of other beneficiaries; and
- rigorous performance conditions detailed in each resolution for stock options as well as for performance shares.

The definitive grant of performance shares shall be conditional upon the achievement of a performance to be measured by the outcome reached by the Group over three consecutive years in terms of HSE, Operating Income from Recurring Activities (OIFRA) and Net Cash Generated from Operational Activities, considering that:

- the HSE performance shall be measured by the evolution of the Total Recordable Case Frequency (TRCF) compared to the same performance recorded for the same ratio over a previous period;
- the Operating Income from Recurring Activities (OIFRA) performance shall be measured by the comparison, in absolute value of the total accumulated amount with a target expressed in absolute value;
- the Net Cash Generated from Operational Activities performance shall be measured by the comparison in absolute value of the total aggregate amount with a target expressed in absolute value.

The Reference Performance shall be computed as the arithmetical average of the two best percentages obtained out of the three metrics.

The Reference Performance shall determine the definitive grant of performance shares, based on the following scale:

- if the Reference Performance is under 25%, the At Risk Portion of the Plan will be lost;
- if the Reference Performance is at least equal to 25%, the percentage of the allocated performance shares that will be granted in the At Risk Portion of the Plan will be defined on a straight line basis against the Reference Performance:
 - from 0 to 100% for the Comex At Risk Portion;
 - from 0 to 50% for the Other Beneficiaries At Risk Portion.

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

The exercise of the options shall be conditional upon the achievement of a performance to be measured by the results of the Group over three consecutive years in terms of Total Shareholder Return (TSR), Operating Income From Recurring Activities (OIFRA) and Return on Capital Employed (ROCE), considering that:

- the Total Shareholder Return (TSR) performance shall be measured as a percentage from the comparison of the yearly average of Technip performance with the corresponding average performance of a sample of competitors;
- the Operating Income from Recurring Activities (OIFRA) performance shall be measured from the comparison, in absolute value of the total aggregate amount with a target expressed in absolute value;
- the ROCE performance shall be measured, as a percentage, from the comparison of the yearly average for this ratio with a target expressed in absolute value.

The Reference Performance shall be computed as the arithmetical average of the percentages of the three metrics.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is under 25%, the At Risk Portion of the Plan will be lost;
- if the Reference Performance is at least equal to 25%, the percentage of the options that will be exercisable in the At Risk Portion of the Plan will be defined on a straight line basis against the Reference Performance:
 - from 0 to 100% for the Comex At Risk Portion;
 - from 0 to 50% for the Other Beneficiaries At Risk Portion.

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

2. PROVISIONS INCLUDED IN THE LTI PLANS

It is intended to apply the following conditions:

- the list of competitors to be retained for the comparison of the TSR competitors will be updated to reflect changes that occurred since 2008 including Subsea7, Amec, Petrofac, Tecnicas Reunidas, Saipem, KBR, Chiyoda, SBM Offshore, Aker Solutions, JGC, Oceaneering and McDermott;
- applicable period for performance conditions: the applicable period is equal to the Acquisition Period, *i.e.*, three years for performance shares and for stock options; and

- a financial institution to be 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.

B – Specific data addressing ISS governance policy criteria

The purpose of the following paragraphs is to account for the analysis carried out by ISS 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 under circumstances that are similar to 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; and
- 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).

As a consequence, Technip should be considered as a "Growth" company and be applied the 10% threshold.

2. DILUTION LIMITS

However and notwithstanding the above, we consider that the current status of outstanding and proposed dilutive instruments falls below the 5% limit. Our analysis takes into account in particular:

- ISS voting policy;
- past ISS analysis on previous Technip stock-option and performance plans; and
- results of performance conditions on previous Technip plans (only 50% of the shares actually granted).

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 existing 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 **3.79%** of the share capital.

The calculation is, on the basis of the number of shares comprising the share capital as of February 28, 2011 (*i.e.*, 110,302,154 shares), as follows:

| | |
|--|--------------|
| ■ Potential dilution of 3,745,306 existing options | 3.39% |
| ■ Potential dilution of options from the next Shareholders' Meeting, assuming that all of the stock options proposed (i.e., 0.4%) are granted in the form of options to subscribe shares, which are dilutive | 0.40% |
| | 3.79% |

b) The impact of the aggregate outstanding and proposed plans where grant of performance shares and stock options is confirmed, is **4.10%** of the share capital.

c) The calculation hereafter, based on the share capital as of February 28, 2011, includes all available data about events to occur in March 2011 as specified hereinafter:

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

2005 Stock Option Plan:

| | |
|--|---------|
| ■ Tranche 1 at 97.75% | 245,531 |
| ■ Tranche 2 at 50% | 74,533 |
| ■ Tranche 3 at 100% (confirmation as of March 4, 2011) | 906,781 |
| ■ Tranche 4 at 100% (confirmation as of March 4, 2011) | 78,302 |
| ■ Tranche 5 at 50% | 51,929 |

2009 Plan at 50% for beneficiaries excluding the CEO 478,887

2010 Plan Tranche 1 at 50% for beneficiaries excluding the CEO 490,650

2010 Plan Tranche 2 at 50% 9,700

2010 Plan Tranche 3 at 50% (plan granted on March 4, 2011) 40,650

CSO II Plan at 100% (expiration of the plan as of March 20, 2011) 0

2,376,963

i.e. 2.15%

(ii) Existing share purchase options for which grant is confirmed (authorized by the 2008 Shareholders' Meeting):

→ 50% of 905,060 = 452,530 0.41%

(iii) Options for the subscription of shares proposed at the next Shareholders' Meeting less options for which grant is not confirmed due to performance conditions (50% for beneficiaries excluding the Chairman and Chief Executive Officer and the Group's principal executives):

→ 50% of 162,220 = 81,110 0.07%

(iv) Existing performance shares for which grant is confirmed:

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

N.B The shares acquired as of March 12, 2011 by the beneficiaries of the plan dated March 12, 2007 List 2 are no more included in this calculation.

→ 50% of 36,300 = 18,300 0.01%

2008 Plan (authorized by the 2008 Shareholders' Meeting)

→ 50% of 997,562 = 498,781 0.45%

2009 Plan (authorized by the 2009 Shareholders' Meeting)

→ 50% of 1,033,275 (excluding the CEO) = 516,637 0.47%

2010 Plan (authorized by the 2010 Shareholders' Meeting)

→ 50% of 924,200 including allocations on March 4, 2011 (excluding the CEO) = 471,100 0.43%

(v) Performance shares proposed to the next Shareholders' Meeting less shares for which grant is not confirmed due to the performance conditions (50% for beneficiaries other than the Chairman of the Board and Chief Executive Officer and the Group's principal executives):

→ 50% of 243,331 (est.) = 121,665 0.11%

4.10%

TWENTIETH 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 **twentieth** resolution is to propose such an authorization, under the following conditions:

1. the maximum amount of the capital increase is 1% of the share capital as of the date of the Shareholders' Meeting;
2. the subscription price for 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;
4. the nominal amount of the share capital increases carried out pursuant to this resolution will be applied against the maximum nominal amount of €40 million set forth in the thirteenth resolution.

The authorization thus granted is valid for a period of 26 months, expiring on June 28, 2013, and cancels the corresponding authorization granted by the Shareholders' Meeting of April 29, 2010.

DRAFT RESOLUTIONS

Within the authority of the Ordinary Shareholders' Meeting

FIRST RESOLUTION

Approval of the statutory financial statements for the fiscal year ended December 31, 2010

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 2010 fiscal year and the report of the Statutory Auditors on the performance of their mission over the course of the 2010 fiscal

year hereby approves the statutory financial statements for the fiscal year ended December 31, 2010, as presented, showing profits of €275,888,899.77. 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, 2010, 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, 2010 amount to €275,888,899.77, 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 €420,188,990.54, taking into account the available retained earnings of €25,309,270.20.

The Shareholders' Meeting therefore decides to allocate as a dividend an amount of €1.45 per share, representing a total

amount of €159,861,560.40, 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, 2011 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 |
|-------------|--------------------|--|
| 2007 | €1.20 | €1.20 |
| 2008 | €1.20 | €1.20 |
| 2009 | €1.35 | €1.35 |

THIRD RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2010

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 2010 fiscal year, and the report of the Statutory Auditors on the consolidated financial statements,

hereby approves the consolidated financial statements for the fiscal year ended December 31, 2010, as presented, as well as the transactions evidenced in these statements or summarized in these reports.

FOURTH RESOLUTION**Special report of the Statutory Auditors on the regulated agreements and commitments referred to in Articles L. 225-38 *et seq.* of the French Commercial Code**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby approves the report stating that no new agreement and commitments enter into in 2010.

FIFTH RESOLUTION**Ratification of the cooptation of Marie-Ange Debon's term as Director**

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 ratify the appointment at the Board of Directors held on July 20, 2010 as Director of Marie-Ange Debon in replacement of Jean-Pierre Lamoure who resigned.

According to the article 14.6 of the Articles of Association, Marie-Ange Debon will be appointed for the term of Jean-Pierre Lamoure expiring at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2012.

SIXTH RESOLUTION**Renewal of Thierry Pilenko's term as Director**

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 renew Thierry Pilenko's term as Director for a term of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2014.

SEVENTH RESOLUTION**Renewal of Olivier Appert's term as Director**

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 renew Olivier Appert's term as Director for a term of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2014.

EIGHTH RESOLUTION**Renewal of Pascal Colombani's term as Director**

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 renew Pascal Colombani's term as Director for a term of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2014.

NINTH RESOLUTION**Renewal of John O'Leary's term as Director**

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 renew John O'Leary's term as Director for a term of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2014.

TENTH RESOLUTION**Appointment of C. Maury Devine as Director**

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 C. Maury Devine as Director for a term of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2014.

ELEVENTH RESOLUTION**Appointment of Leticia Costa as Director**

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 Leticia Costa as Director for a term of four years, to expire at the end of the shareholders' meeting convened to approve the statutory financial statements for the fiscal year ending December 31, 2014.

TWELFTH 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 €90 (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 eleventh resolution of the Ordinary Shareholders' Meeting of April 29, 2010. 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

THIRTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, with maintenance of the preferential subscription rights of shareholders

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. 225-129 to L. 225-129-6, L. 228-91 to L. 228-93 of the French Commercial Code:

1. Authorizes the Board of Directors to issue, on one or more occasions, at such time or times and in the amounts that it

shall decide, in France or abroad, with maintenance of the preferential subscription rights of shareholders, shares as well as any other securities giving rights to the Company's share capital, such shares to have the same rights as older shares, subject to dividend entitlement dates; it being specified that the Board of Directors may delegate to the Chief Executive Officer or, with the Chief Executive Officer's agreement, to one or more executive vice presidents (*Directeurs Généraux*

Délégués), in accordance with applicable law, all powers necessary to decide the share capital increase.

2. Decides to expressly exclude any issuance of preference shares or securities giving rights to preference shares.
3. Decides that the nominal amount of the share capital increases that may be carried out either immediately and/or in the future pursuant to this resolution may not exceed a total nominal amount of €40 million, it being specified that this total nominal amount does not take into account any adjustments that may be carried out pursuant to applicable law or regulations and, as applicable, any contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital.
4. Also authorizes the Board of Directors to issue securities giving rights to debt securities.
5. Decides that the total amount of securities representing debt securities, or which give access to the share capital or to debt securities of the Company, which may be issued pursuant to this resolution is limited to a maximum of €2.5 billion or its equivalent in the event of issuances in foreign currency or units set in reference to multiple currencies.
6. Authorizes the Board of Directors to take all measures designed to protect the rights of holders of securities giving access to the share capital existing as of the date of the share capital increase.
7. Decides that the shareholders may exercise, in accordance with the conditions provided for by law, irreducible preferential subscription rights based on the number of shares they hold (*à titre irréductible*). Furthermore, the Board of Directors shall

have the power to allow shareholders to subscribe additional shares (*à titre réductible*), in proportion to the subscription rights they hold and, in any case, subject to their request.

In the event irreducible subscriptions and, as applicable, prorata subscriptions, are less than the number of shares offered, the Board of Directors may use the following possibilities, in the order that it shall so decide:

- limit the issuance to the amount of subscriptions received, provided that such issuance is for an amount that is at least three-quarters of the issuance decided;
 - freely re-allocate all or part of the irreducible and, as applicable, pro-rata shares not subscribed;
 - offer to the public all or part of the non-subscribed shares.
8. Acknowledges that this resolution automatically acts, in favor of the holders of securities issued pursuant to this resolution and giving access to the Company's share capital, as a waiver by the shareholders of their preferential subscription rights with respect to the shares to which such securities give right.
 9. Decides that the amount that must be received by the Company for each share issued pursuant to this resolution must equal, at a minimum, the nominal value of the share as of the date of issuance of such securities.
 10. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 30, 2009 in its fifteenth 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.

FOURTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, without the preferential subscription rights of shareholders (with the option to provide a priority period) and by way of a public offering

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. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148, L. 228-91 to L. 228-93 of the French Commercial Code,

1. Authorizes the Board of Directors to issue, without the preferential subscription rights of shareholders by way of a public offering or, as the case may be, subject to the positive vote of a specific resolution in this respect by the Shareholders' Meeting by way of an offering referenced in Article L. 411-2, II, of the French Monetary and Financial Code, on one or more occasions, in the amounts and at the times that it shall decide, in France or abroad, shares as well as any other securities giving access to the Company's share capital, such shares to have the same rights as older shares, subject to dividend entitlement dates; it being specified that the Board of Directors may delegate to the Chief Executive Officer or, with the Chief Executive Officer's agreement, to one or more executive vice presidents (*Directeurs Généraux Délégués*), in accordance with applicable law, all powers necessary to decide the share capital increase.

2. Authorizes the Board of Directors to decide (1) the issuance of the Company's shares or any other securities giving access to the Company's share capital, following the issuance by a company in which the Company holds, directly or indirectly, more than one-half of the capital, of securities giving access to the Company's share capital, and (2) the issuance of shares or securities by the Company giving access to the share capital of a company in which the Company holds, directly or indirectly, more than one-half of the capital.
3. Decides to expressly exclude any issuance of preference shares or securities giving rights to preference shares.
4. Decides that the nominal amount of the share capital increases that may be carried out either immediately or in the future pursuant to this resolution may not exceed a total nominal amount of €8 million, it being specified that this amount shall be applied toward the total nominal maximum amount of €40 million set forth in the thirteenth resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may be carried out pursuant to applicable law or regulations and, as applicable, any contractual provisions providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the share capital.

5. Also authorizes the Board of Directors to issue securities giving rights to the Company's debt securities.
 6. Decides that the total amount of securities representing debt securities, or which give access to the share capital or to debt securities of the Company, which may be issued pursuant to this resolution is limited to a maximum of €2.5 billion or its equivalent in the event of issuances in foreign currency or units set in reference to multiple currencies, it being specified that this amount shall be applied toward the limit of €2.5 billion set forth in the thirteenth resolution of this Shareholders' Meeting.
 7. Decides to eliminate the preferential subscription rights of shareholders with respect to the securities to be issued pursuant to this resolution. The Board of Directors may, however, grant the shareholders a priority period regarding all or part of the issuance for a length and subject to the conditions that it shall determine in accordance with the provisions of subsection 2 of Article L. 225-135 of the French Commercial Code. This priority period will not give rise to the creation of negotiable rights.
 8. Acknowledges that this resolution automatically acts, in favor of the holders of securities issued pursuant to this resolution and giving access to the Company's share capital, as a waiver by the shareholders of their preferential subscription rights with respect to the shares to which such securities give right.
 9. Decides that:
 - the issuance price of the shares will be at least equal to the minimum provided for by the regulations applicable as of the day of issuance, *i.e.*, as of today, to the weighted average of the share prices over the three trading days preceding the determination of the issuance price, with the possibility of being reduced by a maximum discount of 5%, after correcting for, as applicable, any difference in dividend entitlement dates;
 - the issuance price of the securities giving access to the Company's share capital will be such that the amount immediately received by the Company, increased, as applicable, by such amount as may be received subsequently by the Company, will be equal, for each share issued as a result of the issuance of these securities, to at least the minimum issuance price described in the section above.
 10. Decides that the Board of Directors may use this authorization for the purposes of compensating securities tendered to a public exchange offer initiated by the Company, within the limits and subject to the conditions provided for in Article L. 225-148 of the French Commercial Code.
 11. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 30, 2009 in its sixteenth 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.

FIFTEENTH RESOLUTION

Authorization granted to the Board of Directors to increase the share capital and to issue securities giving rights to the grant of debt securities, without the preferential subscription rights of shareholders (with the option to provide a priority period) by way of a private placement

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,

1. Delegates to the Board of Directors, pursuant to the provisions of Article L. 225-136 of the French Commercial Code, the authority to decide under the limits and subject to the conditions set by the fourteenth resolution of this Shareholders' Meeting and within the limit of an overall nominal amount of €8 million, the issuance of shares or debt securities by way of an offering referred to in Article L. 411-2, II, of the French Monetary and Financial Code.

2. Decides that the nominal amount of the share capital increases that may be carried out pursuant to this resolution shall be applied toward the total nominal amount of €8 million set forth in the fourteenth resolution and toward the total nominal maximum amount of €40 million set forth in the thirteenth resolution of this Shareholders' Meeting.

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.

SIXTEENTH 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 0.4% 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.
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, removal 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.

The definitive grant of the performance shares shall be conditional upon the achievement of a performance to be measured by the outcome reached by the Group over three consecutive years in terms of HSE, Operating Income from Recurring Activities (OIFRA) and Net Cash Generated from Operational Activities.

To this end, an At Risk Portion of the Shares is defined; it corresponds to the performance shares that may be lost by the beneficiaries due to the actual performance and amounts to 50% of the allocated performance shares.

The performance shall be computed as a percentage to be compared (i) for the first metric (HSE) to the corresponding performance of the Group over a previous period and (ii) for the two other metrics (OIFRA and Net Cash Generated from Operational Activities) to a target expressed in each case as an amount in absolute value.

The Reference Performance shall be computed as the arithmetical average of the two percentages obtained out of the three metrics.

The Reference Performance shall determine the definitive grant of performance shares, based on the following scale:

- if the Reference Performance is under to 25%, the At Risk Portion of the Shares (*i.e.* 50% of the allocated performance shares) shall be lost by the beneficiaries,
- if the Reference Performance is at least equal to 25%, the percentage of the allocated shares to be granted to the beneficiaries shall be determined on a linear basis from 0 to 50% against the Reference Performance.

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.

SEVENTEENTH 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*) and to the Group's principal executives

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 sixteenth 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*) and to the Group's principal executives (Excom members).
2. Decides that the grant performance shares carried out by the Board of Directors pursuant to this authorization shall be applied toward the ceiling of 0.4% of the share capital set up under the sixteenth resolution.
3. Decides that the grant of shares to the beneficiary will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that this period may not be less than two years, as from the decision by the Board of Directors to grant shares.

The Company's managing agent (*mandataire social*) 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, removal or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
6. The definitive grant of the performance shares shall be conditional upon the achievement of a performance to be measured by the outcome reached by the Group over three consecutive years in terms of HSE, OIFRA and Net Cash Generated from Operational Activities.

To this end, an At Risk Portion of the Shares is defined; it corresponds to the performance shares that may be lost by the beneficiaries due to the actual performance and amounts to 100% of the allocated performance shares.

The performance shall be computed as a percentage to be compared (i) for the first metric (HSE) to the corresponding performance of the Group over a previous period and (ii) for the two other metrics (OIFRA and Net Cash Generated from Operational Activities) to a target expressed in each case as an amount in absolute value.

The Reference Performance shall be computed as the arithmetical average of the two percentages obtained out of the three metrics.

The Reference Performance shall determine the definitive grant of performance shares, based on the following scale:

- if the Reference Performance is under 25%, the At Risk Portion of the Shares (*i.e.* 100% of the allocated performance shares) shall be lost by the beneficiaries,
- if the Reference Performance is at least equal to 25%, the percentage of the allocated shares to be granted shall be the percentage of the Reference Performance and shall not be in excess of 100%.

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.

EIGHTEENTH 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 0.4% 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.
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 20 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.

To this end, an At Risk Portion of the Options is defined; it corresponds to the options shares that may be lost by the beneficiaries due to the actual performance and amounts to 50% of the options granted.

The exercise of the options shall be conditional upon the achievement of a performance to be measured by the outcome reached by the Group over three consecutive years in terms of Total Shareholder Return (TSR), Operating Income From Recurring Activities (OIFRA) and Return On Capital Employed (ROCE)

The performance shall be computed as a percentage to be compared (i) for the first metric (TSR) to the corresponding TSR performance of a sample of competitors and (ii) for the second (OIFRA) and third (ROCE) metrics to a target expressed in each case as a specified amount in absolute value.

The Reference Performance shall be computed as the arithmetical average of the percentages of the three metrics.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is under 25%, the At Risk Portion of the Options (*i.e.* 50% of the options granted) shall be lost by the beneficiaries;
- if the Reference Performance is at least equal to 25%, the percentage of the options granted which shall be exercisable by the beneficiaries shall be determined on a linear basis from 0 to 50% against the Reference Performance.

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

4. Acknowledges that no option may be granted less than 20 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 seven 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, 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 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;
 - allowing 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.

NINETEENTH 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*) and to the Group's principal executives

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 eighteenth 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*), and to the Group's principal executives (Excom members) 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 shall be applied toward the ceiling of 0.4% of the share capital set up under the eighteenth 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 shall be conditional upon the achievement of a performance to be measured by the outcome reached by the Group over three consecutive years in terms of Total Shareholder Return (TSR), Operating Income From Recurring Activities (OIFRA) and Return On Capital Employed (ROCE).

To this end, an At Risk Portion of the Options is defined; it corresponds to the options shares that may be lost by the beneficiaries due to the actual performance and amounts to 100% of the options granted.

The performance shall be computed as a percentage to be compared (i) for the first metric (HSE) to the corresponding performance of a sample of competitors and (ii) for the second (OIFRA) and third (ROCE) metrics to a target expressed in each case as a specified amount in absolute value.

The Reference Performance shall be computed as the arithmetical average of the percentages of the three metrics.

The Reference Performance shall determine the definitive proportion of options to be exercised based on the following scale:

- if the Reference Performance is under 25%, the At Risk Portion of the Options (*i.e.* 100% of the options granted) shall be lost by the beneficiaries;
- if the Reference Performance is equal to or above 25%, the percentage of the options granted which shall be exercisable

shall be the percentage of the Reference Performance and shall not be in excess of 100%.

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

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 seven 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 resignation, 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 list of Beneficiaries and the number of options granted to each of them;
 - setting the conditions applicable to the grant and exercise of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares, within the limits set by the applicable legal provisions;
 - allowing 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.

TWENTIETH RESOLUTION

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

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code and Article L. 225-138-1 of the French Commercial Code, and in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code:

1. Authorizes the Board of Directors to increase, on one or more occasions, the Company's share capital by a maximum nominal amount not exceeding 1% of the share capital as of the date this authorization is used, through the issuance of shares or securities giving access to the Company's share capital, reserved for members of a company savings plan of the Company or of the French or foreign companies that are related to the Company in accordance with Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
2. Decides that the subscription price of the new shares will be equal to 80% of the average of the Company's share prices on the regulated market, Euronext Paris, over the 20 trading days preceding the date of the decision setting the opening date of the subscription period. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce the aforementioned discount, should it deem appropriate, in order to take into account, as the case may be, the legal, accounting, tax and social charges regimes applicable in the countries of residence of the members of a company savings plan who benefit from the share capital increase. The Board of Directors may also substitute all or part of the discount with a grant of shares for free or other existing or new securities giving access to the Company's share capital, it being specified that the total amount of the benefit granted together with, as applicable, the discount, may not exceed the benefit of a 20% discount.
3. Decides, pursuant to Article L. 3332-21 of the French Labor Code, that the Board of Directors may also decide to grant, for free, existing or new shares, or other existing or new securities giving access to the Company's share capital, as a matching contribution, provided that their cash value, as compared to the subscription price, does not exceed the limits set forth in Article L. 3332-11 of the French Labor Code.
4. Decides to eliminate the preferential subscription rights of shareholders with respect to the new shares to be issued or other securities giving access to the share capital and to the securities to which such securities give right, which are issued pursuant to this resolution in favor of members of a company savings plan.
5. Decides that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors in accordance with the conditions provided for by applicable regulations.
6. Decides that the Board of Directors shall have all powers, with the option to delegate or to sub-delegate, in accordance with applicable legal and regulatory provisions, to implement this resolution, in particular, to set the terms and conditions of transactions, the dates and methods of the issuances that will be carried out pursuant to this resolution, the opening and closing dates of subscription periods, the price, the dividend entitlement dates of securities issued, the methods of paying for shares and other securities giving access to the Company's share capital, to grant additional time for the payment of the shares and other securities giving access to the Company's share capital, to request admission to trading of the securities created, to acknowledge the share capital increases in amounts corresponding to the shares that will actually be subscribed, to carry out, personally or through a third party, all transactions and formalities related to the share capital increases, to make any necessary changes to the by-laws, and at the Board's sole discretion and if the Board deems appropriate, to allocate the cost of the share capital increases to the amount of the related premiums and to deduct from such amount the amounts necessary to increase the legal reserve to one-tenth of the new share capital after each increase.
7. Decides that the maximum nominal amount of the share capital increases that may be carried out pursuant to this resolution will be applied toward the maximum nominal amount of €40 million set forth in the thirteenth resolution of this Shareholders' Meeting.
8. Decides that this resolution voids the authorization granted by the Shareholders' Meeting of April 30, 2009 in its seventeenth resolution.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 26 months following the date of this Shareholders' Meeting.

Within the authority of the Combined Shareholders' Meeting

TWENTY-FIRST 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.

SUMMARY PRESENTATION

Activity report for 2010

In 2010, Technip reinforced its focus on profitable and sustainable growth. Our revenues for 2010 were at the top end of our expectations at €6.1 billion. We delivered profitability ahead of our initial goals driven by strong execution. Technip's operating profit margin was above 10% for the second year running and we met our revised objectives, with an operating margin of 16.7% in Subsea and 6.2% in Onshore/Offshore combined.

Order intake accelerated in the second half of the year despite a challenging competitive environment. We grew our backlog by over €1 billion during the year. Our backlog at the end of the year stood at €9.2 billion, our highest since the end of 2007, while the backlog scheduled for execution beyond the current year is the highest we have had since 2006. This enables us to grow whilst meeting our objectives for diversification and risk profile.

1. REVENUE

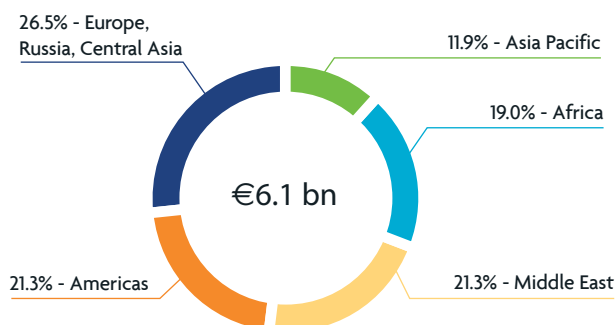
Group Revenue for 2010 was at the top end of our expectations at €6,081.9 million.

- **Subsea** revenue in 2010 reflected lower activity in some geographical areas such as the North Sea and the Gulf of Mexico partially offset by good activity in areas such as West Africa and Brazil.
- **Onshore/Offshore** revenue reflected a lower contribution from completed legacy contracts partially offset by the ramp-up of newer projects such as the Jubail refinery.

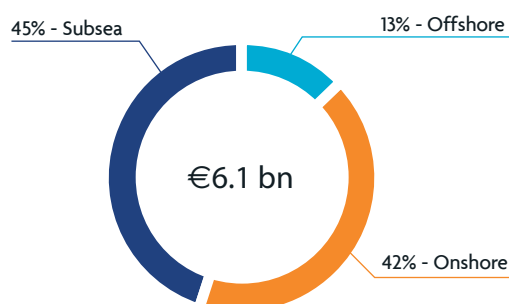
Foreign exchange had a positive impact of €289 million on 2010 Group revenue.

2010 Revenue Breakdown

By geographic zone



By segment of activity



2. OPERATING INCOME FROM RECURRING ACTIVITIES

Subsea EBITDA margin was 21.4% for full year 2010 *versus* 25.2% in 2009 and operating margin was 16.7% for full year 2010 *versus* 18.6% in 2009, which included an accelerated depreciation on certain fleet assets.

Successful progress on several projects drove the combined operating margin for **Onshore/Offshore** to 6.2% up from 5.3% a year ago.

Foreign exchange had a positive impact of €38 million in 2010 Group operating income from recurring activities.

3. OPERATING INCOME

Operating income was €615 million in 2010 *versus* €429 million in 2009, which included the exceptional €245 million provision for the TSKJ matter.

4. NET RESULTS

Financial results in 2010 included a €16 million negative impact from currency variations and fair market value of hedging instruments, compared with a €39 million negative impact in 2009.

The effective tax rate in 2010 was 30.2%.

Diluted EPS were €3.81 in 2010, compared with €1.59 a year ago which was impacted by the TSKJ provision.

5. CASH AND BALANCE SHEET

As of December 31, 2010, the Group's **net cash** position was €1,332 million, compared with €1,784 million as of December 31, 2009.

During this year, cash generated from operations amounted to €539 million up from €373 million in 2009. Working capital movements had a €501 million negative impact in 2010 and a €262 million positive impact in 2009 ⁽¹⁾.

Shareholders' equity as of December 31, 2010 was €3,202 million compared with €2,717 million as of December 31, 2009.

(1) TSKJ provision classified as current, negatively impacted cash generated from operations and positively impacted change in working capital in the fourth quarter 2009.

Outlook

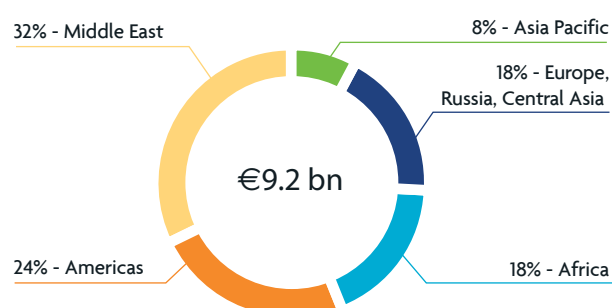
Looking ahead to 2011, we are positive about the outlook for our industry. Oil prices and input costs are at levels which make most projects worldwide economically viable, allowing our clients to focus on growing production. This is reflected in renewed activity in the North Sea and Canada, for example. The areas supporting our structural growth – deepwater developments, refining in emerging markets, and gas production, including FLNG – remain robust. Regions such as Brazil, the Middle East and Australia show no signs of slowing down. Our clients continue to look for the best solutions for fully optimizing their assets from well to wheel, which plays to Technip's technological strengths. Nonetheless, competition remains intense. Although we see no overall significant inflation of project costs, given inflation in some underlying raw materials this is more of a risk – for the industry and for our clients – than a year ago. New regulations and geopolitical factors – whether in the Gulf of Mexico or North Africa – also add a level of uncertainty to the outlook.

Technip's backlog is strong as we enter 2011. The improved visibility in the last three months allows us to revise our 2011 initial view upwards. We target a Subsea margin above 15% and an Onshore/Offshore margin between 6.0% and 6.5%.

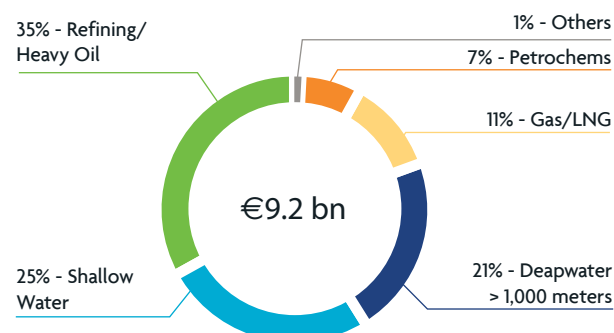
We will continue to focus on our long-term growth. We have already identified four key initiatives: initial plans for a new fabrication facility in Brazil focusing on high-end products; a new built flexlay vessel dedicated to Asian markets; expansion of our steel tube umbilical capabilities and a strategic foothold in offshore wind. Our initial capital expenditure expectations are above €400 million and we see attractive opportunities to add to this. Our balance sheet remains strong, with a good net cash position and attractive long term financing secured.

Technip's backlog at December 31, 2010

By geography



Market split



FINANCIAL RESULTS OF THE LAST FIVE YEARS AS OF DECEMBER 31, 2010

| In millions of Euro | As of December 31, | | | | 2010 |
|---|--------------------|-------------|-------------|-------------|----------------------|
| | 2006 | 2007 | 2008 | 2009 | |
| I. YEAR END FINANCIAL POSITION | | | | | |
| A) Called up capital | 80.9 | 81.9 | 83.4 | 83.4 | 84.1 |
| B) Outstanding shares ^(a) | 106,117,174 | 107,353,774 | 109,317,564 | 109,343,294 | 110,249,352 |
| C) Convertible debentures | - | - | - | - | - |
| II. OVERALL OPERATING RESULT | | | | | |
| A) Net revenues | 105.4 | 113.3 | 138.7 | 144.9 | 137.4 |
| B) Income before tax, depreciation and provisions | 138.6 | 51.4 | 271.5 | 195.9 | 13.5 |
| C) Income tax | (34.0) | (31.4) | (64.3) | 17.3 | (39.0) |
| D) Net income | 148.8 | 91.5 | 250.9 | 45.5 | 275.9 |
| E) Dividends paid | 327.1 | 125.1 | 127.5 | 143.6 | 155.6 ^(b) |
| III. OPERATING INCOME PER SHARE (IN EURO) | | | | | |
| A) Net income before depreciation and provisions | 1.6 | 0.8 | 3.1 | 1.6 | 0.5 |
| B) Net income | 1.4 | 0.9 | 2.3 | 0.4 | 2.5 |
| C) Dividends paid per share | 3.15 | 1.20 | 1.20 | 1.35 | 1.45 ^(b) |
| IV. STAFF | | | | | |
| A) Number of employees | 6 | 7 | 7 | 8 | 8 |
| B) Wages and salaries | 6.8 | 8.4 | 8.5 | 13 | 10.2 |

(a) Does not include the exercise of options arising from the current stock option plan. Includes 2,907,461 treasury shares held as of December 31, 2010.

(b) This amount corresponds to the dividend proposed by the Board of Directors, before approval by the Shareholders Meeting: €1.45 per share based on outstanding shares excluding the treasury shares held as of December 31, 2010.

REQUEST FOR DOCUMENTS AND INFORMATION



To be sent to:

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



Combined General Meeting

Thursday, April 28, 2011 at 3:00 p.m.
Palais des Congrès de Paris

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

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 28, 2011 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 2010 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 2011

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 €84,105,392.43

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