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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Thirteenth, fourteenth & fifteenth resolutions

Statutory auditors' report on the issue of shares and other marketable securities with or without cancellation of preferential subscription rights

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

Commissaire aux Comptes
Membre de la compagnie
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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Thirteenth, fourteenth & fifteenth resolutions

Statutory auditors' report on the issue of shares and other marketable securities with or without cancellation of preferential subscription rights

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-135, L. 225-136, and L. 228-92 of the French commercial code (*Code de commerce*), we hereby report on the proposed authorization allowing your Board of Directors to decide whether to proceed with the issue of shares and other marketable securities, operations upon which you are called to vote.

Your board of directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with the following operations and to determine the final conditions of these operations, and, if necessary, to cancel your preferential subscription rights:

- issuance of shares and other marketable securities giving access to the company's share capital and giving rights to the grant of debt securities, with maintenance of preferential subscription rights (thirteenth resolution),
- Issuance of shares and other marketable securities giving access to the company's share capital or, in accordance with articles L. 228-93 of the French commercial code (*Code de commerce*), giving access to the share capital of a company in which your company holds, directly or indirectly, more than one half of the capital, and giving rights to the grant of debt securities, with the cancellation of preferential subscription rights, it being specified that these securities may be issued for the purposes of compensating securities tendered to a public exchange offer initiated by the Company, subject to the conditions provided for in Article L. 225-148 of the French commercial code (*Code de commerce*) (fourteenth resolution),
- issuance of shares and other marketable securities giving access to the company's share capital or, in accordance with article L. 228-93 of the French commercial code (*Code de commerce*), giving access to the share capital of a company in which your company holds, directly or indirectly, more than one-half of the capital, and giving rights to the grant of debt securities, with cancellation of preferential subscription rights, by way of an offering referred to in Article L. 411-2, II of the French monetary and financial Code (*Code monétaire et financier*) and within the limits of 20% of the share capital per year (fifteenth resolution);
- issuance of shares or marketable 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 marketable securities giving access to the company's share capital (fourteenth resolution).

The global nominal amount of share capital increases which may be carried out either immediately or in the future may not exceed € 40,000,000 pursuant to the thirteenth resolution, € 8,000,000 pursuant to the fourteenth resolution, and € 8,000,000 pursuant to the fifteenth resolution, it being specified that the cumulated nominal amount of share capital increases which may be carried out pursuant to the thirteenth, fourteenth and fifteenth resolutions may not exceed € 40,000,000 and that the cumulated nominal amount of share capital increases which may be carried out pursuant to the fourteenth and fifteenth resolutions may not exceed € 8,000,000. The global nominal amount of debt securities which may be issued pursuant to each of the thirteenth, fourteenth and fifteenth resolutions may not exceed € 2.5 billion, it being specified that the cumulated amount of debt securities which may be issued pursuant to the thirteenth, fourteenth and fifteenth resolutions may not exceed € 2.5 billion.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113, R. 225-114 and R. 225-117 of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the financial statements, on the proposed cancellation of preferential subscription rights and on the other information relating to these operations, provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of the capital securities.

Subject to a subsequent examination of the conditions for the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the capital securities provided in the Board of Directors' report pursuant to the fourteenth and fifteenth resolutions.

Moreover, as this report does not provide the methods used to determine the issue price of the capital securities to be issued within the framework of the thirteenth resolution, we cannot report on the choice of the elements used to determine the issue price.

As the issue price of the capital securities has not yet been determined, we cannot report on the final conditions in which the issues would be performed and, consequently, on the cancellation of preferential subscription rights proposed to you in the fourteenth and fifteenth resolutions.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Board of Directors has exercised this authorization.

Neuilly-sur-Seine, March 17, 2011

The statutory auditors
French original signed by

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Edouard Sattler

Nour-Eddine Zanouda

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Sixteenth Resolution

Statutory auditors' report on the free allocation of existing shares to employees of Technip and to employees and directors and officers of companies related to Technip

PricewaterhouseCoopers Audit
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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Sixteenth Resolution

Statutory auditors' report on the free allocation of existing shares to employees of Technip and to employees and directors and officers of companies related to Technip

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with article L. 225-197-1 of the French commercial code (*Code de commerce*), we hereby report on the proposed free allocation of existing shares to employees of Technip and to employees and directors and officers of companies related to the Company within the meaning of article L. 225-197-2 of the French commercial code (*Code de commerce*), it being specified that the grant of performance shares carried out by the Board of Directors may not apply to more than 0.4% of the Company's share capital as of the date of this Shareholders' Meeting.

Your Board of Directors proposes that it be authorized to allocate, for free, existing shares. It is its responsibility to prepare a report on the proposed operation. Our role is to report, if necessary, on the information provided to you on the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed terms described in the Board of Directors' report comply with the legal provisions governing such operations.

We have nothing to report as to the information provided in the Board of Directors' report relating to the proposed free allocation of existing shares.

Neuilly-sur-Seine, March 17, 2011

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Seventeenth Resolution

Statutory auditors' report on the free allocation of existing shares to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip and to the Group's principal executives

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Seventeenth Resolution

Statutory auditors' report on the free allocation of existing shares to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip and to the Group's principal executives

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with article L. 225-197-1 of the French commercial code (*Code de commerce*), we hereby report on the proposed free allocation of existing shares to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip and to the Group's principal executives.

This operation proposed to you is subject to the condition precedent of the adoption of the sixteenth resolution. The grant of 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.

Your Board of Directors proposes that it be authorized to allocate, for free, existing shares. It is its responsibility to prepare a report on the proposed operation. Our role is to report, if necessary, on the information provided to you on the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed terms described in the Board of Directors' report comply with the legal provisions governing such operations.

We have nothing to report as to the information provided in the Board of Directors' report relating to the proposed allocation of free existing shares.

Neuilly-sur-Seine, March 17, 2011

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Eighteenth Resolution

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

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Eighteenth Resolution

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

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with articles L. 225-177 and R. 225-144 of the French commercial code (*Code de commerce*), we hereby report on the stock options or share purchase plans reserved for employees of Technip and for employees and directors and officers of companies related to Technip as defined by article L. 225-180 of the French commercial code (*Code de commerce*), it being specified 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.

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

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

We have no matters to report as to the methods proposed.

Neuilly-sur-Seine, March 17, 2011

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011

Nineteenth resolution

Statutory auditors' report on the stock options or share purchase plans reserved for the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip, and for the Group's principal executives

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Extraordinary Shareholders' Meeting of April 28, 2011
Nineteenth resolution

Statutory auditors' report on the stock options or share purchase plans reserved for the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip, and for the Group's principal executives

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-177 and R. 225-144 of the French commercial code (*Code de commerce*), we hereby report on the proposed stock options or share purchase plans reserved for the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip, and for the Group's principal executives.

This operation proposed to you is subject to the condition precedent of the adoption of the eighteenth resolution. 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.

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

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

We have nothing to report as to the methods proposed.

Neuilly-sur-Seine, March 17, 2011

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Twentieth resolution

Statutory auditors' report on the issue of shares and marketable securities with cancellation of preferential subscription rights reserved for employees who are members of a company savings scheme

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Technip

Extraordinary Shareholders' Meeting of April 28, 2011
Twentieth resolution

Statutory auditors' report on the issue of shares and marketable securities with cancellation of preferential subscription rights reserved for employees who are members of a company savings scheme

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-135, L. 225-138 and L. 228-92 of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your Board of Directors to decide whether to proceed with an issue of shares and marketable securities by the issuing of shares or securities giving access to the Company's share capital with cancellation of preferential subscription rights, reserved for employees who are members of a company savings scheme of the company or of the French or foreign companies that are related to the company in accordance with Articles L. 225-180 of the French commercial code (*Code de commerce*) and L. 3344-1 of the French labour code (*Code du travail*), by a maximum nominal amount not exceeding 1% of the share capital as of the date this authorization is used.

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 € 40,000,000 set forth in the thirteenth resolution of this Shareholders' Meeting.

This issue of shares and marketable securities is submitted for your approval in accordance with articles L. 225-129-6 of the French commercial code (*Code de commerce*) and L. 3332-18 etc. of the French labor code (*Code du travail*).

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed to one (or several) issue of shares and marketable securities, and proposes to cancel your preferential subscription rights. If necessary, it shall determine the final conditions of this operation.

It is the responsibility of your Board of Directors to prepare a report in accordance with articles R. 225-113, R. 225-114 and R. 225-117 of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights, and on other information relating to the share issues provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price.

Subject to a subsequent examination of the conditions for the increase(s) in capital that would be decided, we have no matters to report as to the methods used to determine the issue price provided in the Board of Directors' report.

As the issue price has not been determined yet, we cannot report on the final conditions in which the issue would be performed and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report when your Board of Directors has exercised this authorization.

Neuilly-sur-Seine, March 17, 2011

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