

**TECHNIP**

**COMBINED SHAREHOLDERS' MEETING OF APRIL 30, 2009**

**DRAFT RESOLUTIONS**

**RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING**

**FIRST RESOLUTION**

*Approval of the statutory financial statements for the fiscal year ended December 31, 2008*

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 2008 fiscal year and the report of the Statutory Auditors on the performance of their mission over the course of the 2008 fiscal year hereby approves the statutory financial statements for the fiscal year ended December 31, 2008, as presented, showing profits of 250,881,144.87 euros. The Shareholders' Meeting also approves the transactions evidenced in these statements or summarized in these reports.

**SECOND RESOLUTION**

*Allocation of earnings for the fiscal year ended December 31, 2008, 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, 2008 amount to 250,881,144.87 euros, that there shall be no allocation to the legal reserve, which has already reached one-tenth of the share capital and that distributable profits amount to 250,881,144.87 euros, taking into account the available retained earnings of 0 euro.

The Shareholders' Meeting therefore decides to allocate as a dividend an amount of 1.20 euro per share, representing a total amount of 127,501,704 euros, with the remaining amount allocated to retained earnings.

Treasury shares on the date of payment of the dividend shall be excluded from the benefit of this distribution, and the corresponding amounts shall be allocated to retained earnings.

The dividend will be paid on May 12, 2009 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:

<b>Fiscal Year</b>	<b>Dividend per Share</b>	<b>Amount of distributions eligible for the 40% abatement</b>
<b>2005</b>	€0.92	€0.92
<b>2006</b>	€1.05	€1.05
	€2.10	€2.10
<b>2007</b>	€1.20	€1.20

### THIRD RESOLUTION

*Approval of the consolidated financial statements for the fiscal year ended December 31, 2008*

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 2008 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, 2008, 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, setting forth the agreement and commitments authorized in 2009*

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 takes note of the report's conclusions and approves the agreement and commitments authorized in 2009, which are described therein.

### FIFTH RESOLUTION

*Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code, setting forth the agreements entered into in 2008*

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 takes note of the report's conclusions and approves the agreement entered into in 2008, which is described therein.

### SIXTH RESOLUTION

*Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code, setting forth the agreements previously entered into and which remained in effect in 2008*

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 takes note of the report's conclusions and approves the agreement previously entered into and which remained in effect in 2008, which is described therein.

**SEVENTH RESOLUTION**

*Renewal of Jean-Pierre Lamoure'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 Jean-Pierre Lamoure'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, 2012.

**EIGHTH RESOLUTION**

*Renewal of Daniel Lebègue'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 Daniel Lebègue'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, 2012.

**NINTH RESOLUTION**

*Renewal of Bruno Weymuller'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 Bruno Weymuller'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, 2012.

**TENTH RESOLUTION**

*Appointment of Gérard Hauser 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 Gérard Hauser 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, 2012.

**ELEVENTH RESOLUTION**

*Appointment of Marwan Lahoud 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 Marwan

Lahoud 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, 2012.

TWELFTH RESOLUTION

*Appointment of Joseph Rinaldi 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 Joseph Rinaldi 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, 2012.

THIRTEENTH RESOLUTION

*Directors' attendance fees*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, decides to set the attendance fees to be allocated per fiscal year to the Board of Directors at 440,000 euros for the current fiscal year and for each future fiscal year until otherwise decided.

The Shareholders' Meeting grants full powers to the Board of Directors to allocate all or part of these attendance fees in accordance with the terms and conditions to be set by the Board of Directors.

FOURTEENTH 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, pursuant to a liquidity contract with an investment services provider in compliance with the ethics charter approved by the *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 market practice that becomes recognized by law or the *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 60 euros (before charges) per share and decides that the maximum number of shares that may be acquired may not exceed 10% of the shares comprising the share capital as of the date of this Shareholders’ Meeting.

In the event of a share capital increase by incorporation of premiums, reserves and benefits, resulting in either an increase in the nominal value, or in a free grant of shares, and in the event of a split or reverse split of shares or any other transaction affecting the share capital, the Board of Directors may adjust the aforementioned purchase price to take into account the effect of those transactions on the value of the shares.

Full powers are granted to the Board of Directors, with power of delegation to the Chief Executive Officer or, with his consent, to one or more executive vice presidents (*directeurs généraux délégués*), to place, at any time, except during the period of a public offering on the Company’s securities, any orders on a securities exchange or through negotiated transactions, to allocate or re-allocate repurchased shares to the primary repurchase purposes in accordance with applicable law and regulations, to enter into any agreements, specifically for the keeping of purchase and sale registers, to draft any documents, to carry out any formalities, to make any declarations and communications to any agencies, particularly to the *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 *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 seventh resolution of the Ordinary Shareholders’ Meeting of May 6, 2008. It is granted for a period of 18 months from the date of this 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 in its report to the annual Shareholders’ Meeting.

RESOLUTIONS WITHIN THE AUTHORITY OF THE EXTRAORDINARY 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, 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 37.5 million euros, 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 euros 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, pro-rata 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 27, 2007 in its twentieth 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.

#### SIXTEENTH 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)*

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 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 12 million euros, it being specified that this amount shall be applied toward the total nominal maximum amount of 37.5 million euros set forth in the fifteenth 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 euros 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 euros set forth in the fifteenth 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 27, 2007 in its twenty-first 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.

## SEVENTEENTH RESOLUTION

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

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed:

- the report of the Board of Directors, and

- the special report of the Statutory Auditors,

and pursuant to the provisions of Articles L.3332-1 *et seq.* of the French Labor Code and Article L.225-138-1 of the French Commercial Code, and in accordance with the provisions of Article L.225-129-6 of the French Commercial Code:

1. Authorizes the Board of Directors to increase, on one or more occasions, the Company's share capital by a maximum nominal amount not exceeding 2% 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 37.5 million euros set forth in the fifteenth resolution of this Shareholders' Meeting.

8. Decides that this resolution voids the authorization granted by the Extraordinary Shareholders' Meeting of April 27, 2007 in its twenty-fifth 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.

#### EIGHTEENTH RESOLUTION

*Authorization granted to the Board of Directors to allocate existing shares for free 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, free of charge, on one or more occasions, the Company's existing shares to, on the one hand, Technip's employees and, on the other hand, 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.
2. Decides that the grant of free shares carried out by the Board of Directors pursuant to this resolution may not apply to more than 1% of the Company's share capital as of the date of this shareholders' meeting, it being specified that this amount does not take into account any adjustments that may be made in compliance with applicable laws or regulations, and as the case may be, applicable contractual provisions providing for other cases of adjustments.

The shares granted free of charge to the management team pursuant to this resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent (*mandataire social*), pursuant to the nineteenth resolution, (i.e., including the shares that would be granted free of charge to the Chairman of the Board of Directors and/or the Chief Executive Officer within the maximum limit of 0.03% of the share capital), may not represent, as a whole, more than 20% of the total number of shares granted free of charge authorized by this resolution.

3. Decides that the grant of shares to their beneficiaries will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that this period may not be less than two years, as from the decision by the Board of Directors to grant shares.

The beneficiaries must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares.

Nonetheless, the Shareholders' Meeting authorizes the Board of Directors, inasmuch as the acquisition period for all or part of one or more grants is at least four years long, to not impose a holding period for those shares.

4. Decides that in the event of a beneficiary's disability corresponding to the second and third categories of classification provided for in Article L.341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.
5. Notes that the rights of beneficiaries to acquire shares will be lost in the event of resignation or dismissal for wrong or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.

6. The Board of Directors will grant shares free of charge and determine the identity of the beneficiaries.

A definitive grant of the shares will be subject to the Company's having achieved a level of performance to be measured by the progression of the Consolidated Operating Income in relation to a representative sample of the Group's competitors and that is based on the following scale:

- If the progression of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the shares will be granted according to the terms and conditions provided in the plan's regulations.
- If the progression of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the shares lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
- If the progression of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the shares will be lost according to the terms and conditions provided in the plan's regulations.

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

7. The Board of Directors will have the powers necessary 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 transactions 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.

#### NINETEENTH RESOLUTION

*Authorization granted to the Board of Directors to allocate existing shares for free to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip (mandataire social)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to Articles L.225-197-1 *et seq.* of the French Commercial Code,

1. Authorizes, subject to the condition precedent of the adoption of the eighteenth resolution, the Board of Directors to grant, free of charge, on one or more occasions, the Company's existing shares to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent (*mandataire social*).
2. Decides that the grant of free shares carried out by the Board of Directors pursuant to this authorization may not apply to more than 0.03% of the Company's share capital as of the date of this shareholders' meeting, it being specified that this amount does not take into account any adjustments that may be made in compliance with applicable laws or regulations and, as the case may be, applicable contractual provisions providing for other cases of adjustments.

The shares allocated free of charge to the members of the management team pursuant to the eighteenth resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the shares that would be allocated free of charge to the Chairman of the Board of Directors and/or the Chief Executive Officer within a maximum limit of 0.03% of the share capital), shall not represent, as a whole, more than 20% of the total allocations of shares free of charge authorized by the eighteenth 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 beneficiary must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares, without prejudice to the provisions in Article L.225-197-1, II, last paragraph, of the French Commercial Code.

4. Decides that in the event of a beneficiary's disability corresponding to the second and third categories of classification provided for in Article L.341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.
5. Notes that the rights of the beneficiary to acquire the shares will be lost in the event of resignation or removal for wrongful or gross misconduct (*faute grave* or *faute lourde*) during the acquisition period.
6. A definitive grant of the shares will be subject to the Company's having achieved a level of performance to be measured by the progression of the Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:
  - If the progression of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the shares will be granted according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the shares lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the shares will be lost according to the terms and conditions provided in the plan's regulations.

Moreover, as a departure from the scale described above, no shares, under any circumstances, will be granted to the Company's Chairman of the Board of Directors and/or the Chief Executive Officer if the progression of the Group's Operating Income is less than that of each of the companies included in the sample.

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

7. The Board of Directors will have the powers necessary 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 transactions 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.

TWENTIETH 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, on the one hand, to Technip's employees and, on the other hand, 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, or certain categories among them, options to subscribe new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.
2. Decides that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 1% of the share capital as of the date of this shareholders' meeting. This amount does not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions.

The options granted to members of the management team pursuant to this resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent (*mandataire social*), pursuant to the twenty-first resolution, (i.e., including the shares that would be granted free of charge to the Chairman of the Board of Directors and/or the Chief Executive Officer within the maximum limit of 0.10% of the share capital), shall not apply to, as a whole, more than 20% of the total number of options granted authorized by this resolution.

3. Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that (i) for options to subscribe shares, this price will be undiscounted and equal to the average of the share's listed price on Euronext Paris over the twenty trading days preceding the date of the grant, and (ii) for options to purchase shares, this price will be undiscounted and equal to the higher of the following: (a) the average purchase price of the shares indicated in Article L.225-179 of the French Commercial Code, and (b) the average indicated in (i) above.

The exercise price, as determined above, may not be modified except in the event that measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L.225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

The exercise of the options will be subject to the Company's having achieved a level of performance to be measured by the progression of its Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:

- If the progression of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the options will be lost according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the shares lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the options will be exercisable according to the terms and conditions provided in the plan's regulations.
4. Acknowledges that no option may be granted less than twenty trading days following the detachment from the shares of a coupon giving right to a dividend or a capital increase.
  5. Acknowledges that no option can be granted during (i) the ten trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the annual statutory financial statements, are made public, and (ii) the period between the date on which the Company's management bodies receive information that, if it were made public, could have a significant impact on the Company's share price, and the tenth trading day following the date on which this information is made public.
  6. Decides that the options must be exercised within a maximum period of 6 years as from the date of grant by the Board of Directors; nevertheless, the Board of Directors may set a shorter exercise period for all or part of the options and/or for all or certain of the beneficiaries.
  7. Notes that this resolution automatically acts, in favor of the beneficiaries of the options to subscribe shares, as an express waiver by the shareholders of their preferential subscription rights with respect to the shares that will be issued as options are exercised.
  8. The beneficiaries' right to exercise the options will be lost in the event of resignation or dismissal for wrongful or gross misconduct.
  9. Gives all powers to the Board of Directors for the purpose of:
    - determining the list of the option beneficiaries and the number of options granted to each of them;
    - setting the conditions applicable to the exercise and grant of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries;
    - allow for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options; such period may not exceed three years as from the exercise of the option;

This delegation to the Board of Directors is granted for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the

Board of Directors will inform the shareholders' meeting of the transactions carried out pursuant to the present resolution.

TWENTY-FIRST RESOLUTION

*Authorization granted to the Board of Directors to grant options for the purchase or subscription of shares to the Chairman of the Board of Directors and/or the Chief Executive Officer of Technip (mandataire social)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed:

- the report of the Board of Directors, and
- the special report of the Statutory Auditors,

and pursuant to Articles L.225-177 *et seq.* of the French Commercial Code:

1. Authorizes, subject to the condition precedent of the adoption of the twentieth 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, the Company's managing agent (*mandataire social*), options to subscribe to new shares to be issued by the Company through share capital increases or to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.
2. Decides that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase or subscribe a total number of shares greater than 0.10% of the share capital as of the date of this shareholders' meeting. This amount does not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions.

The options allocated to the members of the management team pursuant to the twentieth resolution and, specifically, to the Chairman of the Board of Directors and/or the Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the options that would be granted to the Chairman of the Board of Directors and/or the Chief Executive Officer within a maximum of 0.10% of the share capital), shall not represent more than 20%, as a whole, of the total allocations of options authorized by the twentieth resolution.

3. Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that (i) for options to subscribe shares, this price will be undiscounted and equal to the average of the share's listed price on Euronext Paris over the twenty trading days preceding the date of the grant, and (ii) for options to purchase shares, this price will be undiscounted and equal to the higher of the following: (a) the average purchase price of the shares indicated in Article L.225-179 of the French Commercial Code, and (b) the average indicated in (i) above.

The exercise price, as determined above, may not be modified except in the event that measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L.225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

The exercise of the options will be subject to the Company's having achieved a level of performance, to be measured by the progression of its Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:

- If the progression of the Group's Consolidated Operating Income is greater than or equal to that of the sample, all of the options will be exercisable according to the terms and conditions provided in the plan's regulations.
- If the progression of the Group's Consolidated Operating Income is greater than or equal to 80% and less than 100% of that of the sample, the portion of the shares lost will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
- If the progression of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the options will be lost according to the terms and conditions provided in the plan's regulations.

Moreover, as a departure from the scale described above, no options, under any circumstances, can be exercised by the Company's Chairman of the Board of Directors and/or the Chief Executive Officer if the progression of the Group's Operating Income is less than that of each of the companies included in the sample.

4. Acknowledges that no option may be granted less than twenty trading days following the detachment from the shares of a coupon giving right to a dividend or a capital increase.
5. Acknowledges that no option can be granted during (i) the ten trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the annual statutory financial statements, are made public, and (ii) the period between the date on which the Company's management bodies receive information that, if it were made public, could have a significant impact on the Company's share price, and the tenth trading day following the date on which this information is made public.
6. Decides that the options must be exercised within a maximum period of 6 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 beneficiaries' right to exercise the options will be lost in the event of removal or dismissal for wrongful or gross misconduct.
9. Gives all powers to the Board of Directors for the purpose of:
  - determining the number of options granted to the beneficiary;
  - setting the conditions applicable to the grant and exercise of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares, and (b) 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;
  - allow for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options, without prejudice to the provisions of Article L.225-185, paragraph 4 of the French Commercial Code.

This delegation to the Board of Directors is granted for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, the Board of Directors will inform the Shareholders' Meeting each year of the transactions carried out pursuant to the present resolution.

RESOLUTION WITHIN THE AUTHORITY OF THE COMBINED SHAREHOLDERS' MEETING

TWENTY-SECOND 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.