



La Maison des Arts et Métiers – Salle La Rochefoucauld
9 bis, avenue d'Iéna, 75116 Paris - FRANCE

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How to participate in the General Meeting?

All Technip shareholders are entitled to participate in the General Meeting. You may either attend the General Meeting in person, or give your proxy to the Chairman of the meeting, or appoint

another Technip shareholder or your spouse as your proxy, or vote by mail. Whichever option is used, you have to indicate your choice by completing the attached voting form.

If you wish to attend the Meeting in person

► *Your shares are registered*

Simply tick box A on the voting form to receive an admission card, sign and date the form and return it to the address below.*

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 provide you with the voting form necessary to obtain an admission card and a certificate of participation ("attestation de participation").

The completed voting form, (name, address, number of shares, date and signature), and the certificate of participation should be mailed to the address below.*

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

If you do not wish to attend the Meeting

► *Your shares are registered*

Your voting form must be completed, dated and signed and returned to the address below.*

► *You hold bearer shares*

Please contact your financial intermediary who will provide you with the voting form necessary to obtain an admission card and a certificate of participation ("attestation de participation").

The completed voting form, (name, address, number of shares, date and signature) and the certificate of participation should be mailed to the address below. *

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

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

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

* Société Générale

Service des Assemblées,
BP 81236, 32 rue du Champ de Tir
44312 Nantes Cedex 03 - FRANCE

How to complete 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 / 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 € 83 354 642,55

Siège Social : 6-8 allée de l'Arche,
Faubourg de l'Arche - ZAC Danton
92400 COURBEVOIE
589 803 261 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 30 avril 2009 à 15 heures
A la Maison des Arts et Métiers, salle La Rochefoucauld
9 bis, avenue d'Iéna - 75116 PARIS

COMBINED GENERAL MEETING
Convened on april 30, 2009 at 3:00 p.m.
At Maison des Arts et Métiers, salle La Rochefoucauld
9 bis, avenue d'Iéna - 75116 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 VS / single vote
Porteur / Bearer VD / double vote

1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (3) - See reverse (3)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant 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.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci ■ la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■

	Oui / Yes	Non / No	Oui / Yes	Non / No
A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>
B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>
C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>
D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>
E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>

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

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest

à la BANQUE / to the Bank 27/04/2009

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

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

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

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

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

Within the 3-day time period preceding the General Meeting, should you have not already 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) from Monday to Friday, between 8:30 a.m and 6:00 p.m Paris time.

Notice of Meeting – Thursday 30 april 2009

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Agenda

Within the authority of the Ordinary Shareholders' Meeting

1. Approval of the statutory financial statements for the fiscal year ended December 31, 2008
2. Allocation of earnings for the fiscal year ended December 31, 2008, setting the dividend amount and the dividend payment date
3. Approval of the consolidated financial statements for the fiscal year ended December 31, 2008
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, setting forth the agreement and commitments authorized in 2009
5. 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
6. 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
7. Renewal of Jean-Pierre Lamoure's term as Director
8. Renewal of Daniel Lebègue's term as Director
9. Renewal of Bruno Weymuller's term as Director
10. Appointment of Gérard Hauser as Director
11. Appointment of Marwan Lahoud as Director
12. Appointment of Joseph Rinaldi as Director
13. Directors' attendance fees
14. Authorization granted to the Board of Directors for the repurchase of Company shares

Within the authority of the Extraordinary Shareholders' Meeting

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, with maintenance of the preferential subscription rights of shareholders
16. 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)
17. Authorization granted to the Board of Directors to increase the share capital in favor of employees adhering to a company savings plan
18. 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
19. 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)
20. 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
21. 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)

Within the authority of the Combined Shareholders' Meeting

22. Powers for formalities

Presentation of 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 2008 fiscal year.

The purpose of the **second** resolution is to determine the allocation of Technip SA's earnings and set the dividend for the 2008 fiscal year at €1.20 per share and the payment date on 12 May 2009. The following dates shall apply for the payment of dividends:

- Ex-Date: 7 May 2009 (morning);
- Record Date: 11 May 2009 after close of market.

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

The purpose of the **third** resolution is to approve the Technip Group's consolidated financial statements for the 2008 fiscal year.

FOURTH RESOLUTION

Special report of the Statutory Auditors (related party agreements) (Approval of the commitments made to Thierry Pilenko)

In accordance with applicable law, the **fourth** resolution specifically addresses the new adjustment, pursuant to the AFEP/MEDEF recommendations of October 6, 2008, to the commitments made by the Company, in terms of severance compensation in the event of the departure of the Chairman and Chief Executive Officer, at the time of Thierry Pilenko's appointment to this position on April 27, 2007, which were initially revised by the Board of Directors on February 20, 2008 pursuant to the French law of August 21, 2007.

In order to ensure full compliance with the AFEP/MEDEF recommendations referred to above, the commitments undertaken by the Company with respect to the Chairman and Chief Executive Officer have henceforth been limited to the application of a non-compete clause that provides for an indemnity capped at two years of gross compensation (fixed and target variable).

All other provisions that were previously applicable in this area have been eliminated.

The amount of the commitments undertaken for purposes of termination payments to the Chairman and Chief Executive Officer is accordingly limited to two years of compensation (fixed and variable), in accordance with the AFEP/MEDEF Code.

FIFTH RESOLUTION

Special report of the statutory auditors on an operational agreement entered into in 2008

The **fifth** resolution acknowledges the special report of the Statutory Auditors on regulated agreements, discussing the subsidy granted by the company to its subsidiary, Technip Marine Malaysia, in an amount of €21 million, corresponding to the charges borne in relation to the "Murphy Kikeh DTU" agreement, for purposes of restoring the shareholders' equity of the subsidiary-holder of the Group's business license in Malaysia for Petronas (Board of Directors' approval on December 9, 2008).

SIXTH RESOLUTION

Special report of the statutory auditors on the continuation in 2008 of prior commitments in favour of Daniel Valot

The **sixth** resolution acknowledges the special report of the Statutory Auditors on regulated agreements, discussing the continued performance in 2008 of commitments made by the Company to Daniel Valot with regard to the termination of his duties as Chairman and Chief Executive Officer on April 27, 2007.

As indicated in the special report of the Statutory Auditors, the amounts paid in 2008 were comprised of fees paid pursuant to a consultancy agreement, in an amount of €382,720 including tax.

SEVENTH THROUGH NINTH RESOLUTIONS

Renewal of Messrs Jean-Pierre Lamoure, Daniel Lebègue and Bruno Weymuller's terms as board directors

The purpose of the **seventh**, **eighth**, and **ninth** resolutions is to renew the terms of Messrs. Jean-Pierre Lamoure, Daniel Lebègue and Bruno Weymuller whose terms expire at the time of this Shareholders' Meeting.

All directors appointed by the Shareholders' Meeting of April 27, 2007, at the Board of Directors' Meeting held on the same day at the end of the Shareholders' Meeting, unanimously decided upon the early exit of six out of the 11 directors at the end of two years, resulting in the renewal of one-half of the board members every two years, in accordance with article 14.4 of the by-laws.

It is therefore proposed that the terms of Messrs Jean-Pierre Lamoure, Daniel Lebègue, and Bruno Weymuller, who were among the six directors designated at the Board of Directors' meeting discussed above, be renewed.

TENTH THROUGH TWELFTH RESOLUTIONS

Appointment of Messrs Gérard Hauser, Marwan Lahoud and Joseph Rinaldi as Directors

The purpose of the **tenth**, **eleventh** and **twelfth** resolutions is to appoint Messrs Gérard Hauser, Marwan Lahoud and Joseph Rinaldi as new directors to replace Messrs Jacques Deyirmendjian, Roger Milgrim and Rolf Rolfsen whose terms expire at the time of this Shareholders' Meeting and who do not seek renewal.

Biographies of Messrs Gérard Hauser, Marwan Lahoud and Joseph Rinaldi are presented below:



Gérard Hauser

Gérard Hauser, a French citizen, born on 29 October 1941 is Chairman and Chief Executive Officer of Nexans.

From 1965 till 1975, Gérard Hauser covered several senior positions in the Philips Group. From 1975 till 1996, he worked for the Pechiney Group, as

Chairman and Chief Executive Officer of Pechiney World Trade first and of Pechiney Rhénalu later; he was later appointed Senior Executive Vice President of American National Can and member of the Group Executive Board. He joined Alcatel Câble France in 1996 and became President of its Cable and Component Sector in 1997. In June 2000, he was appointed Chairman and Chief Executive Officer of Nexans.

Gérard Hauser will leave his function of Chairman & Chief Executive Officer of Nexans at the next Shareholders Meeting end of May 2009. He will remain Member of the Board.

Other current directorships:

Alstom - Director

Ipsen - Director

Stromboli Investissement - Chairman of the Board



Marwan Lahoud

Marwan Lahoud, born on 6 March 1966, was appointed Chief Strategy & Marketing Officer of EADS on 11 June 2007. Before returning to EADS, Marwan Lahoud ran MBDA as Chief Executive Officer from January 2003.

Marwan Lahoud began his career at the French Defence procurement agency DGA (Délégation générale pour l'armement) in 1989 at the Landes test range, where he served first as head of the computation centre, and later as project manager in charge of upgrading testing systems and coordinating investments.

In 1994, he was appointed Special Advisor to the Tactical Missile Systems Engineering Division. A short time later, he took on a new

role as Deputy Director Missiles and Space Systems. Mr Lahoud contributed to the development of the 1995-2000 Military Planning Act and led several joint work groups bringing together political, military and industrial stakeholders, covering issues such as the non-proliferation of weapons of mass destruction, Franco-German space cooperation and expanded air defence programmes.

In May 1995, Mr Lahoud was appointed Special Advisor to the French Ministry of Defence. At the end of 1995, he moved to a new position within the Ministry, serving as Advisor for Industrial Affairs, Research and Weapons, where he was responsible for the industrial consolidation programmes rolled out in February 1996.

Starting in June 1997, he served as Special Advisor to the Human Resources Division at DGA. In May 1998, he joined Aerospatiale as Vice President Development where he was responsible for negotiating agreements with Groupe Lagardère for the Aerospatiale-Matra Hautes Technologies merger. He also served as Secretary General of the Aerospatiale-Matra Hautes Technologies committee.

In June 1999, he was appointed Senior Vice President Strategy and Planning for Aerospatiale Matra, where he also served as Senior Vice President Military Affairs.

When EADS was founded in July 2000, Mr Lahoud was appointed Senior Vice President Mergers & Acquisitions. During his tenure, he oversaw the creation of Airbus, MBDA, Astrium and EDSN.

Chief Weapons Engineer of the French Army and alumnus of prestigious French engineering school *Ecole Polytechnique*, Marwan Lahoud is an engineering graduate of French aeronautics and space institute *Ecole Nationale Supérieure de l'Aéronautique et de l'Espace*.



Joseph Rinaldi

Joseph Rinaldi, a citizen of Australia and Italy, born on 9 July 1957, is a partner in the international law firm of Davis Polk & Wardwell. He advises on mergers and acquisitions transactions, corporate governance and securities and corporate law. Joseph Rinaldi is a frequent speaker and author on merger and acquisition

and corporate governance issues.

He joined Davis Polk in 1984 and became a partner in 1990. From 2002 to 2007 he was the senior partner in the Paris office of Davis Polk.

He graduated from the University of Sydney, Australia, with first class honors in 1979, and in 1981 received his LL.B, with first class honors, from the University of Sydney, where he was a member of the editorial committee of the Sydney Law Review. He received an LL.M from the University of Virginia School of Law in 1984. He is admitted to practice law in New York.

THIRTEENTH RESOLUTION**Directors' attendance fees**

While attendance fees paid by Technip in 2007 were already lower than market practice (as confirmed by a study conducted by a specialized consultant at Technip's request), the Board of Directors decided last year not to propose an increase in the amount in light of the decrease in the Group's 2007 financial results.

A new Board committee is established for purposes of handling ethics and corporate governance questions and a new study carried out by the specialized consultant at the end of 2008, showed a deficit of 43% as compared to the average for companies included in the CAC 40 index and 16% compared to the average for companies included in the SBF120 index. A re-evaluation of the attendance fees is accordingly proposed to increase the annual amount of €375,000 to €440,000, i.e., bringing it to the average level of the companies comprising the SBF120 index.

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

FOURTEENTH RESOLUTION**Repurchase of Company shares**

The **fourteenth** resolution is part of the policy to foster employee motivation and loyalty initiatives through the use of free shares and stock options.

Therefore, the purpose of this resolution is to renew the authorization granted by the Shareholders' Meeting of May 6, 2008, which expires on November 6, 2009.

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

The proposed authorization is for an 18-month period, a maximum purchase price of 60 euros and a maximum legal limit of 10% of the total number of shares comprising the share capital.

As of December 31, 2008, the Company's share capital was divided into 109,317,564 shares. On this basis, the maximum number of shares that the Company would be able to repurchase amounts to 7,865,612 shares (taking into account 3,066,144 treasury shares).

Within the authority of the Extraordinary Shareholders' Meeting

The Extraordinary Shareholders' Meeting is being convened to examine two groups of resolutions.

1 Renewal of authorizations in relation to share capital increases

The financial authorizations that the Board of Directors considers essential, will expire in June 2009.

It is therefore being proposed that the share capital increase authorizations be renewed, either with or without preferential subscription rights and, in accordance with applicable law, as a result of the foregoing authorizations, it is proposed to renew the authorization for share capital increase reserved for employees.

2 Renewal of authorizations in relation to loyalty initiatives (stock options and free shares)

In accordance with the policy implemented in 2008, the Company strictly limits the level of authorizations requested of shareholders and only as they are required. As in 2008, requests are being made to satisfy the requirements of 2009, which relate to 1% of the share capital in free shares and to 1% of the share capital in stock options, noting that the grants carried out in July 2008 on the basis of the authorizations granted by the preceding Shareholders' Meeting were heavily and negatively impacted by the financial crisis, which began shortly after these grants.

There are several reasons to support these resolutions:

- The first reason is the crucial need for loyalty and motivation initiatives for employees in order to address the high turnover in employment in the oil services sector even in the current recession, in particular, in the context of major contractual challenges, especially those contracts that are in essential performance phases in the Middle East, Africa and Asia;
- The differences in the regulatory and tax environments that prevail in different countries under consideration require the use of both stock options and free shares as a tool in order to achieve our loyalty and motivation objectives;
- The last grant of options to purchase shares (2008 Shareholders' Meeting), have been heavily and negatively impacted as a result of the financial crisis, which led to a significant share price decrease since the option price was set, resulting in "under water" options;
- There are no further authorizations available in this area as no corresponding resolution was passed in 2007 and in the absence of these tools, the Group would have to use other means as a substitute, which would be much more expensive.

FIFTEENTH AND SIXTEENTH RESOLUTIONS

Share capital increases with and without preferential subscription rights

A – Presentation applicable to both resolutions

1 The purpose of the **fifteenth** and **sixteenth** 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 27, 2007 for the same duration, i.e., with a validity expiring on June 27, 2009.

2 The two authorizations relate to the issuance of shares and securities giving access to the share capital, not to exceed a maximum nominal limit:

- of €37.5 million for share capital increases maintaining preferential subscription rights, i.e., an authorization limited to 44.98% of the Company's share capital as of December 31, 2008 (15th resolution), and
- of €12 million for share capital increases without preferential subscription rights, i.e., an authorization limited to 14.39 % of the Company's share capital as of December 31, 2008 (16th resolution), and

it being understood that the total of the capital increases carried out pursuant to the 15th and 16th resolutions may not exceed the limit of €37.5 million.

3 These two 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 limit of €2.5 billion for each of the 15th and 16th resolutions;
- it being understood that the total of the issuances carried out pursuant to these resolutions may not exceed the limit of €2.5 billion.

4 These two authorizations are provided without an over-subscription 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 the minimum the authorizations requested from the shareholders, no request for other forms of capital increase involving;

- incorporation of reserves;
- compensation of contribution in kind;
- delegation to the board of directors (10% per year or accelerated book building);
- "Bons Breton";

is made.

5 These two authorizations are granted for a new period of 26 months, i.e., until June 30 2011 and cancel the corresponding authorizations granted by the Shareholders' Meeting of April 27, 2007.

B – Presentation applicable to the 16th resolution

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

1 The authorization includes an option for the Board of Directors to grant a priority period for shareholders.

2 Pursuant to Article R. 225-119 of the French Commercial Code, the issuance price of ordinary shares that may be issued pursuant to this resolution 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%.

3 Regarding the conditions of placement of new shares or any other new securities giving access to the share capital, it is intended to proceed, as required under the circumstances then prevailing, either by way of a public offering 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 modified by the ordinance dated January 22, 2009), in particular to qualified institutional investors.

SEVENTEENTH RESOLUTION

Share capital increase reserved for employees

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

1 the maximum limit of the increase is 2% of the share capital as of the date of the Shareholders' Meeting.

2 the subscription price of the shares is equal to 80% of the average share price of the last 20 trading days.

3 the implementation of the authorization is subject to a waiver by the shareholders of their preferential subscription rights in favour of the employees adhering to a company savings plan.

4 the nominal amount of the share capital increases carried out pursuant to the authorization will be applied toward the limit of €37.5 million set forth in the 15th resolution, which is a common ceiling for the 15th, 16th and 17th resolutions.

The authorization thus granted is valid for a period of 26 months, expiring on June 30, 2011 and cancels the corresponding authorization granted by the Shareholders' Meeting of April 27, 2007.

EIGHTEENTH, NINETEENTH, TWENTIETH AND TWENTY-FIRST RESOLUTIONS

Grant of free shares and grant of stock options

A – Terms of the stock option and free share plans

1 Provisions included in the resolutions

As in 2008, the terms of the resolutions presented are the following:

- No discount on the purchase price;
- No possibility to modify the initial terms;
- Loss of options in the event of resignation or dismissal for wrongful or gross misconduct (*faute grave* or *faute lourde*);
- Grants to the Chairman and Chief Executive Officer are examined by the Board of Directors (majority of independent directors) upon a proposal by the Nominations and Remunerations Committee (majority of independent directors);
- Grants to members of the Executive Committee are decided by the Board of Directors pursuant to the recommendations formulated within the context of the plan by the Nominations and Remunerations Committee;
- A resolution for the Chairman and Chief Executive Officer (*mandataire social*) that is distinct from that of other beneficiaries;
- Ceiling of 0.10% of share capital on grants of stock options and of 0.03% of share capital on grants of free shares to the Chairman and Chief Executive Officer (*mandataire social*);
- Ceiling of 20% of the relevant plan on grants made to the management team (executive committee, including the Chairman and Chief Executive Officer);
- Rigorous performance conditions detailed in each resolution for stock options as well as for free shares;
- The definitive acquisition of free shares and the exercise of the options will be subject to the Company 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 options/shares will be exercisable/acquired according to the terms and conditions provided in the plan's regulations.
 - If the progression of the Group's Consolidated Operating Income falls between 80% and 100% of that of the sample, the portion of the options/shares lost will be determined by linear interpolation between 50% and 100%.
 - If the progression of the Group's Consolidated Operating Income is less than 80% of that of the sample, 50% of the options/shares will be lost.

(*) The Consolidated Operating Income is one of the audited accounting items which the Group discloses regularly and, in particular, at the time of each publication of its financial results.

- Each authorization is granted for a period of 24 months;
- Grants to the Chairman and Chief Executive Officer (*mandataire social*) will be cancelled if the progression of Technip's Consolidated Operating Income is below the progression of each of the companies in the sample.

2 Provisions included in the plans

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

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

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

B – Specific data addressing riskmetrics's governance policy criteria

The following paragraphs were drafted to take into account the analysis carried out by Riskmetrics who, based on our understanding of their policies, would not support a resolution in favour of a stock option or free share plan if the aggregate of existing free 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% for a "Mature" company;
- 10% for a "Growth" company.

1 Regarding the qualification to be applied to Technip

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

- immediate set-up for a project;
- creation of a local engineering office with local engineers;
- strong and rapid buildup in labor and equipment, often prior to obtaining a contract;

- importance of technological content in the services provided;
- uncertainty driven by a project-by-project approach.

This approach, which is imposed by market conditions, may result in a long-term presence where successful (Malaysia, Brazil), but may also result in a significant decrease or disappearance from certain markets where they are affected by commercial or even political uncertainties (Iraq, ex-Soviet Union, Algeria).

2 Dilution limits

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

a) The actual potential for dilution which arises for grants in the form of options to subscribe shares as opposed to grants in the form of options to obtain shares purchased by the Company, resulting from both existing dilutive options and the authorizations being submitted to a vote at the next Shareholders' Meeting, is equal to 3.83% of the share capital

The calculation would be, on the basis of the number of shares comprising the share capital as of December 31, 2008 (i.e., 109,317,564), as follows:

- | | |
|---|-------|
| • Dilution potential of 3,098,967 existing options, i.e. | 2.83% |
| • Dilution potential of options from the next Shareholders' Meeting, assuming that all of the stock options proposed (i.e. 1%) are granted in the form of options to subscribe shares, which are dilutive, i.e. | 1.00% |
| | 3.83% |

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

(i) Actual existing dilutive elements (see (a) above) less the "under water" subscription options to be exercised on December 14, 2009 at €46,93 given for instance that the share price on February 19, 2009 was €25,61:

$$3,098,967 (2.83\%) - 895,316 (0.82\%) = 2,203,651, \text{ i.e. } 2.01\%$$

(ii) Potential dilution from subscription options (where attribution is assured) proposed by the next General Meeting:

$$\rightarrow 50\% \text{ of } 1,093,175 = 546,587, \text{ i.e. } 0.50\%$$

(iii) Existing free shares for which attribution is assured :

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

$$\rightarrow 50\% \text{ of } 1,079,070 = 539,535, \text{ i.e. } 0.49\%$$

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

$$\rightarrow 50\% \text{ of } 1,058,592 = 529,292, \text{ i.e. } 0.48\%$$

(iv) Free shares proposed to the next Shareholders' Meeting (authorization to be given by the 2009 Shareholders' Meeting):

$$\rightarrow 50\% \text{ of } 1,093,175 = 546,587, \text{ i.e. } 0.50\%$$

(v) Existing options to purchase shares, for which attribution is assured (authorized by the 2008 Shareholders' Meeting):

$$\rightarrow 50\% \text{ of } 942,060 = 471,030, \text{ i.e. } 0.43\%$$

$$\hline 4.41\%$$

In addition, the 4.41% figure includes:

- the 903,025 options (0.83% included in (i) above) to subscribe shares maturing on July 26, 2010 (price of €41.38) and
- the 471 030 options to purchase shares (0.43% referred to in (v) above) maturing on July 1st, 2012 (price of €58.15)

It could be argued that these options, significantly "under water" cannot fairly be included in any calculation because there is no certainty that they will ever be exercised. In these circumstances, the total would be reduced well under 5% to 3.1%

C – Specific presentation of the twentieth and twenty-first resolutions (options to purchase shares or options to subscribe shares)

The Group's priority remains not to use any dilutive instruments except where absolutely necessary and to privilege the use of options to purchase shares, as was the case in 2008.

The reduction in the share price has rendered this approach ineffective in 2009 as applicable law which requires the stock option price to reflect the average price paid by the Company when purchasing the shares (€47) this largely exceeds the current share price – as was the case for the grant made on July 1st, 2008:

- Exercise price of €58.15;
- Change in share price: significant decrease over the second half of 2008 (share price as of December 31, 2008: €21.81).

To the extent that an authorization regarding options to purchase shares cannot be, in this context, used (grant of options at €47 not feasible where the actual share price is lower) and given the fact that to comply with the AFEP/MEDEF code recommendations, the Board of Directors has adopted the principle of granting stock options and/or free shares in the same period each year, it is necessary to retain both options to purchase shares (preferred solution) and options to subscribe shares (backup solution).

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, 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:

Fiscal Year	Dividend per Share	Amount of distributions eligible for the 40% abatement
2005	€0.92	€0.92
2006	€1.05	€1.05
2007	€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.

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,
 - 2 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 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 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 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 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.

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

- 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.

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.
- 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 beneficiary right to exercise the options will be lost in the event of resignation or removal 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.

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.

Summary presentation

Activity report for 2008

2008 was a year of significant progress on our key objectives: improve profitability and project execution, re-establish leadership in the Subsea business and re-balance the risk profile of our project portfolio.

Major Subsea project achievements in 2008 include Agbami in Nigeria, Canapu in Brazil and MA-D6 in India. In Offshore, the Perdido Spar was delivered in the Gulf of Mexico and the P-51 platform was completed in Brazil. In Onshore, progress included the handover of the first LNG train in Qatar, the successful start-up of the Ethylene plant in Kuwait and the completion of several legacy projects.

1. Revenue

Full year 2008 Group revenue was €7,481.4 million, a 5.1% decrease year-on-year. At constant currency, excluding exchange rate translation impacts, revenue decreased 1.0% compared to last year. This negative foreign exchange impact of €325.5 million on Group revenue was primarily due to the 7% depreciation of the US dollar and associated currencies relative to the Euro compared to last year.

- Subsea revenue was €2,689.0 million, up 8.5% compared to €2,478.2 million for last year.
- Offshore revenue was €695.2 million, down 5.9% compared to last year.
- Onshore revenue was €4,097.2 million, down 12.3% compared to €4,669.5 million in 2007.

2. Operating Income from Recurring Activities

Full Year 2008 Group operating income from recurring activities was €656.9 million compared to €247.0 million a year ago. Foreign exchange has a negative impact of €32.0 million compared to the full year 2007.

- Subsea operating income from recurring activities was €523.2 million in 2008, up 33.8% compared to full year 2007. EBITDA margin was strong at 25.1% versus 21.3% last year. The operating margin from recurring activities reached 19.5%, compared to 15.8% in 2007.
- Offshore operating income from recurring activities was €38.6 million, up 9.7% compared to €35.2 million in 2007, a margin of 5.6% in 2008 compared to 4.8% a year ago.

- Onshore operating income from recurring activities in 2008 was €153.7 million, compared to a loss of €157.3 million a year ago (2007 included a €320 million charge for LNG projects in Qatar, as well as two projects in Asia Pacific and one in North America). The 2008 associated margin was 3.8% in 2008.

The combined operating margin for Onshore/Offshore in 2008 was 4.0%.

Financial income on projects accounted as revenue amounted to €45.8 million in 2008, of which €27.1 million for Onshore (full year 2007: €90.9 million, of which €63.6 million for Onshore).

3. Income from Sale of Activities

There was no income from the sale of activities in 2008 compared to €19.9 million in 2007.

4. Operating Income

Full year 2008 Group operating income amounted to €656.9 million, compared to €266.9 million recorded a year ago.

5. Net Result

Net financial charges for 2008 were €11.0 million including a €21.3 million positive impact of foreign currency exchange rate variations.

Income tax was €193.8 million. The effective tax rate for the year was 29.9% reflecting inter alia higher profit in higher effective tax rate areas. Effective income tax rate for 2007 was 37.3% with the record of deferred tax assets during 2007.

Net income was at €448.0 million, compared to €126.3 million during 2007.

Diluted EPS was €4.25 in 2008, compared to €1.20 one year ago.

Average number of shares during 2008 on a diluted basis is calculated as per IFRS was 105,325,760 versus 104,996,104 shares in 2007.

Prospects

The recent decrease in energy demand coupled with falling commodity prices and therefore project costs, is affecting the entire supply chain. Projects which are well advanced proceed normally, but some new projects or those that are at an early stage are being deferred. Significant delays have occurred in unconventional hydrocarbon exploitation (such as the Canadian tar sands), the refining sector in the USA and the petrochemical industries. Large scale grass-root projects are being re-evaluated and re-scheduled to try to take advantage of the lower cost environment.

However challenging, this environment will give Technip opportunities to differentiate itself: diversification in terms of clients, activity and geography; control of our supply chain and cost structure because of our vertical integration in Subsea; continuous investments in R&D; track record of large project execution and robust balance sheet.

In the medium term, we believe that the current delays in investments combined with natural production declines from existing reservoirs will create the conditions for a strong rebound in activity. This is why we will continue our key investments to strengthen our technology leadership.

Our backlog which stands at €7.2 billion provides us with good visibility going into 2009. We target Group revenue of €6.1 - 6.4 billion in 2009 at current exchange rates with flat to moderate revenue growth in the Subsea segment with a Subsea operating margin range of 16% to 18%, consistent with our investment program. Moreover, we target further improvement in the combined Onshore/Offshore operating margin.

Financial results of the last five years

(in millions of euro)

Nature of information	31.12.2004	31.12.2005	31.12.2006	31.12.2007	31.12.2008
I - Year end financial position					
A) - Called up capital	73.5	75.4	80.9	81.9	83.4
B) - Outstanding shares ^(a)	24,110,654	98,874,172 ^(b)	106,117,174	107,353,774	109,317,564
C) - Convertible debentures	3,719,111	3,601,411	-	-	-
II - Overall operating result					
A) - Net revenues	101.6	103.7	105.4	113.33	138.7
B) - Income before tax, depreciation and provisions	78.1	82.6	138.6	51.4	271.5
C) - Income tax	(20.7)	(27.2)	(34.0)	(31.4)	(64.3)
D) - Net income	104.2	105.7	148.8	91.5	250.9
E) - Dividends paid	79.6	89.3 ^(c)	327.1	125.1	127.5 ^(d)
III - Operating income per share (in euro)					
A) - Net income before depreciation and provisions	4.1	1.1 ^(b)	1.6	0.8	3.1
B) - Net income	4.3	1.1 ^(b)	1.4	0.9	2.3
C) - Dividends paid per share	3.3	0.9 ^(b)	3.2	1.2	1.2 ^(d)
IV - Staff					
A) - Number of employees	9	9	6	7	7
B) - Wages and salaries	5.5	6.7	6.8	8.4	8.5

(a) Does not include the exercise of options arising from the current stock option plan. Includes 3,066,144 treasury shares held as of December 31, 2008.

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

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

(d) This amount corresponds to the dividend proposed by the Board of Directors, before approval by the Shareholders Meeting: €1.20 per share.

Request of documents and information



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

To be sent to:
Société Générale
SGSS/GIS
Service des Assemblées
BP 81236, 32 rue du Champ-de-Tir
44312 Nantes cedex 03 - FRANCE

Combined General Meeting | Thursday 30 April 2009 | 3:00 p.m | Maison des Arts et Métiers

The undersigned:

Surname and First name:

Address:

Postal Code City:

Acting in my capacity as shareholder of **TECHNIP** acknowledge having already received the documents, concerning the Shareholder's Combined General Meeting of April 30th 2009 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 2007 fiscal year jointly with the Financial results of the last five years. Ask said Company to send me, at no charge, by return the documents and information referred to in article R. 225-88.^(*)

Done at on 2009

Signature

(*) In accordance with the provisions of Articles 132, 4) and § 3 of the Decree of March 23rd, 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).



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Technip

Société anonyme with a capital of €83,354,642.55

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