

COMBINED SHAREHOLDERS' MEETING OF APRIL 30, 2009

PRESENTATION OF RESOLUTIONS

Presentation of resolutions relevant to 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 euros 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 euros, 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 D. 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 euros, including tax.

SEVENTH THROUGH NINTH RESOLUTIONS

RENEWAL OF Messrs JEAN-PIERRE LAMOURE, DANIEL LEBEGUE 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 GERARD 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 Deyrimentdjian, Roger Milgrim and Rolf Rolfsen whose terms expire at the time of this Shareholders’ Meeting and who do not seek renewal.

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



Gérard Hauser

Gerard 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 euros to 440,000 euros, 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 afore mentioned 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).

General presentation of resolutions relevant to 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 euros 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 euros 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), andit 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 euros.
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 euros 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 euros.
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 euros 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 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 € :

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

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

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

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

2007 Plan (authorized by the 2006 Shareholders' Meeting)

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

2008 and 2009 Plan (authorized by the 2008 Shareholders' Meeting)	
→ 50% of 1,058,592 = 529,292, i.e.:	0.48%
(iv) Free shares proposed to the next Shareholders' Meeting (authorization to be given by the 2009 Shareholders' Meeting):	
→ 50% of 1,093,175 = 546,587, i.e.:	0.50%
(v) Existing options to purchase shares, for which attribution is assured (authorized by the 2008 Shareholders' Meeting):	
→ 50% of 942,060 = 471,030, i.e.:	0.43%
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	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 1, 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 1, 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).

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