

# Notice of Meeting

## Combined General Meeting 6, May 2008\*



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Dear Valued Shareholder,

On behalf of Technip, I have the pleasure to invite you to the Annual Shareholders' Meeting which will be held on May 6, 2008, at 10:00 AM, in Paris, France at the Pavillon Gabriel.

The Annual General Meeting is a privileged opportunity of dialogue between the Company and its Shareholders about its operations and results during the last year.

Your participation is important. If you are unable to attend the meeting, I remind you that you may vote by mail with the enclosed form or you may give your proxy to the Chairman, your spouse or to any other shareholder.

Furthermore, confident in our capacity to create long-term shareholder value, the Board of Directors recommends raising our 2007 dividend to €1.20 per share.

The agenda of the meeting and the resolutions which will be submitted for your vote are included in the following pages.

Thank you for your confidence.

Thierry Pilenko

\*The shareholder's meeting will be held on May 6, 2008 at the Pavillon Gabriel, Salon Alcazar, 5 avenue Gabriel, 75008 Paris at 10.00 AM, on second notice, due to the lack of quorum, it is unlikely that valid deliberations could be made on first notice on April 25, 2008.

# HOW TO TAKE PART IN THE GENERAL MEETING

*As a shareholder of Technip, you are entitled to participate in this General Meeting, regardless of the number of shares you hold. You may either attend in person, vote by mail, or appoint the Chairman or another person as your proxy. In the latter case, you may be represented only by another shareholder or by your spouse. In all cases, you must:*

## 1. Certify your status of Shareholder

### **You hold bearer shares**

- Your financial intermediary (bank, stock broker or any other party who manages the share account in which your Technip shares are held) will act as your sole representative and will be the only party entitled to mediate between the Company or coordinating bank and yourself.
- Your shares have to be registered in a bearer shares account maintained by your financial intermediary on the record date three business days prior to the General Meeting. A certificate of participation ("attestation de participation") issued by your financial intermediary

as proof of this registration must be submitted to the following address:

**BNP Paribas Securities Services, G.C.T.  
Service aux Emetteurs, Service des Assemblées  
Immeuble Tolbiac – 75450 Paris cedex 09 – France.**

### **Your shares are registered**

- You must have your shares registered in your name in the registered account maintained by the Agent of the Company on the record date three business days prior to the General Meeting.

## 2. Use the voting form

- If you have not received your notice of meeting documentation, a postal voting form or a proxy form may be requested by letter addressed to BNP Paribas Securities Services, G.C.T. Issuers Department, General Meetings Department – Immeuble Tolbiac, 75450 Paris cedex 09, France or by fax at n°+ 33 (0) 1 42 98 65 17 or to the Company's head office.
- In order to allow time for such forms to be issued, requests must be received by the General Meetings Department

of BNP Paribas Securities Services, no later than six days prior to the date of the Meeting.

- The duly completed voting form or proxy form must be returned to the General Meetings Department of BNP Paribas Securities Services, no later than three days prior to the date of the Meeting.
- If you hold bearer shares, your postal voting form or proxy form will only be accepted subject to joint receipt of this form with the certificate of participation.

## How to vote

### **You hold bearer shares**

1. You wish to attend the meeting, you must instruct your financial intermediary to obtain an admission card in your name. Your request for an admission card must be received at least seven days before the Meeting, i.e. on April 29, 2008.
2. Failing this, you may attend the General Meeting with a certificate of participation ("attestation de participation") issued by your financial intermediary at your request. This certificate of participation will only take into account the shares registered on the record date three business days prior to the General Meeting.

3. If you do not attend the meeting, you may nevertheless:

- vote by mail or,
  - give a proxy to the Chairman or,
  - be represented by another shareholder or your spouse.
- In all three cases, you must use the postal voting or proxy form and returned it duly completed and signed to your financial intermediary. Your financial intermediary will address it, with the certificate of participation ("attestation de participation"), to BNP Paribas Securities Services.

## You hold registered shares

1. You wish to attend the meeting: simply tick box **A**  
You must request an admission card for which you just have to return your dated and signed form to BNP Paribas Securities Services.
2. If you do not wish to attend the meeting: tick box **B**  
You may then:

- Vote by mail or,
  - Give a proxy to the Chairman or,
  - Be represented by another shareholder or your spouse.
- In all three cases, you must use the postal voting form or proxy form attached to the present notice of meeting and return the duly completed and signed form to BNP Paribas Securities Services.

## How to complete the voting form

1. You wish to attend the meeting: tick here.

2. You do not wish to attend the meeting: tick here.

**IMPORTANT : avant d'utiliser 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**

**A**  Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the meeting and request an admission card : date and sign at the bottom of the form.  
**B**  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.

**ASSEMBLEE GENERALE MIXTE** convoquée le 25 avril 2008 à 9 heures au Siège Social de la Société.  
 Si cette Assemblée ne pouvait valablement délibérer faute de quorum, elle serait à nouveau convoquée le 6 mai 2008 à 10 heures, au pavillon Gabriel, salon Alcazar, 5 avenue Gabriel, 75008 PARIS.  
**COMBINED GENERAL MEETING** summoned on April 25th, 2008 at 9 am at the Registered Office of the Company.  
 If this General Meeting could not validly deliberate for lack of quorum, it would be summoned again on May 6, 2008 at 10 am, at pavillon Gabriel, salon Alcazar, 5 avenue Gabriel, 75008 PARIS.

**GADRE RESERVEE / For Company's use only**  
 Identifiant / Account  VS / single vote  
 Nominatif / Registered  VD / double vote  
 Nombre d'actions / Number of shares  
 Porteur / Bearer  
 Nombre de voix / Number of voting rights

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

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

**JE DONNE POUVOIR A :** (soit vote 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, Mme ou Mlle / Mr, Mrs or Miss  
 Adresse / Address

**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, Prénoms, 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)

| 1  |  |  |  |  |  |  |  |  | Oui | Non/No | 2  |  |  |  |  |  |  |  |  | Oui | Non/No |
|----|--|--|--|--|--|--|--|--|-----|--------|----|--|--|--|--|--|--|--|--|-----|--------|
| 10 |  |  |  |  |  |  |  |  | A   | F      | 11 |  |  |  |  |  |  |  |  | B   | G      |
| 11 |  |  |  |  |  |  |  |  | C   | H      | 12 |  |  |  |  |  |  |  |  | D   | J      |
| 12 |  |  |  |  |  |  |  |  | E   | K      |    |  |  |  |  |  |  |  |  |     |        |

Si des amendements ou des résolutions nouvelles sont 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, Mme ou Mlle / I give my proxy to M, Mrs or Miss  
 pour voter en mon nom / appoint (see reverse (2) Mr, Mrs 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 :

sur 1<sup>er</sup> convocation / on 1<sup>st</sup> notice 22/03/08 / 422/08 sur 2<sup>e</sup> convocation / on 2<sup>nd</sup> notice 3/05/08 / 5/05/08

à / at : BNP PARIBAS SECURITIES SERVICES, GCT Assemblées, Immeuble Tobiac, 75450 PARIS Cedex 09

Date & Signature

You hold bearer shares:  
Your financial intermediary has to attach the certificate of participation to the form.

You wish to vote by post: tick here and follow the instructions.  
To vote in favour of a resolution, leave the corresponding box blank.  
To vote against a resolution or abstain, blacken the corresponding box.

You wish to appoint a named person as proxy who will be present at the Meeting: tick here and enter the details of the person concerned.

You wish to appoint the Chairman of the Meeting as your proxy: tick here.

Do not forget to date and sign here before sending.

# AGENDA

## Within the authority of the Ordinary Shareholders' Meeting

1. Board of Directors Report to the Ordinary Shareholders' Meeting
2. Approval of the statutory financial statements for the year ended December 31, 2007
3. Allocation of earnings for the fiscal year ended December 31, 2007, setting the dividend and the payment date
4. Approval of the consolidated financial statements for the year ended December 31, 2007
5. Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 & seq. of the French Commercial Code and approval of the new agreement entered into in 2007
6. Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 & seq. of the French Commercial Code and appraising the agreement previously entered into and which remained in effect in 2007
7. Directors' attendance fees
8. Authorization for the Board of Directors for the repurchase of Company shares

## Within the authority of the Extraordinary Shareholders' Meeting

9. Board of Directors Report to the Extraordinary Shareholders' Meeting
10. 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 the companies related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code
11. Authorization granted to the Board of Directors to allocate existing shares for free to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)
12. Authorization granted to the Board of Directors to allocate Company stock options 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
13. Authorization granted to the Board of Directors to allocate stock options to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)

## Within the Authority of the Combined Shareholders' Meeting

14. Powers for formalities

# PRESENTATION OF RESOLUTIONS

## Presentation of resolutions relevant to the Ordinary Shareholders' Meeting

### FIRST, SECOND AND THIRD RESOLUTIONS

#### *Approval of the statutory financial statements and appropriation of earnings*

The purpose of the **first resolution** is the approval of Technip SA's statutory financial statements for the year 2007.

The purpose of the **second resolution** is to determine the appropriation of Technip SA's earnings and to set the dividend for the year 2007 at €1.20 per share and the payment date on May 13, 2008.

Pursuant to Article 243bis of the French General Tax Code, the amount of distributed dividends are eligible for the 40% abatement for individual persons who are tax residents of France, pursuant in Article 158-3 of the French General Tax Code.

The purpose of the **third resolution** is the approval of the Technip Group's consolidated financial statements for the year 2007.

### FOURTH RESOLUTION

#### *Special report of the Statutory Auditors (Approval of the commitments made to Thierry Pilenko)*

Pursuant to the law, the **fourth resolution** specifically addresses 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, as well as the required performance objectives for the payment of this severance compensation, as determined by the Board of Directors on February 20, 2008 pursuant to the French law of August 21, 2007.

Compensation will be paid out to the Chairman and Chief Executive Officer in the event he is dismissed or his term is not renewed, with the exception of a dismissal for gross or wrongful misconduct.

As indicated in the Statutory Auditors special report the characteristics of this severance compensation are as follows:

- Amount of severance compensation: the compensation paid out shall not exceed one year's remuneration during the first three years and 18 months' remuneration thereafter. The amount of the year's remuneration corresponds to the sum of the gross base salary plus the variable component within the limit of 100% of the target bonus received over the year preceding the date of the event,
- Performance objectives : The Board of Directors has selected the following three performance criteria that they deem important considering the company's business: Technip's share price, EBITDA, and the HSE Total Recordable Cases Frequency rate.

The expected performance for each of these criteria is defined as follows:

- relative performance of Technip's share price compared to those of similar companies,
- increase in profitability measured by EBITDA,
- a Total Recordable Cases Frequency rate lower than a sample of its competitors.

The payment of severance compensation will be subject to achieving at least two of the three criteria. The performance achieved will be calculated as an average over the three fiscal years preceding the year of the Chairman and Chief Executive Officer's departure, on a pro-rata basis for his current term.

In the event the Chairman and Chief Executive Officer leaves in 2008, the payment of severance compensation will be subject to comparing 2007 performance with that achieved in 2008.

#### FIFTH RESOLUTION

##### *Statutory Auditors special report (including continuation of the commitments made to Daniel Valot)*

The **fifth resolution** acknowledges the special report of the Statutory Auditors on the regulated agreements appraising the continuation in 2007 of commitments made by the Company to Daniel Valot with regard to the end of his duties as Chairman and Chief Executive Officer on April 27, 2007.

As indicated in the Statutory Auditors special report, the amounts paid in 2007 are as follows:

- severance compensation of €1,128,250;
- fees under the consultancy agreement: €191,360, all taxes included.

#### SIXTH RESOLUTION

##### *Directors' attendance fees*

While attendance fees paid out by Technip remain inferior to market practices (as confirmed by a study requested from a specialized firm), the Board of Directors has decided not to propose an increase in the current amount in light of the decrease in the Group's 2007 financial results.

The Board of Directors therefore proposes maintaining the 2007 allocation for 2008, i.e., €375,000 for ten directors (the Chairman and Chief Executive Officer does not receive any attendance fees).

#### SEVENTH RESOLUTION

##### *Repurchase of Company shares*

The **seventh resolution** is a component of the policy aimed at avoiding dilutive measures while implementing means to motivate and promote loyalty among the teams by having at its disposal a reserve of shares free of charge and stock options.

Therefore, the purpose of this resolution is the renewal of the authorization granted by the Shareholders' Meeting of April 27, 2007, which will expire on October 27, 2008.

The purchase of shares may occur at any time except during periods of a public offering on the Company's share capital in accordance with the applicable regulatory provisions.

The proposed authorization is for an 18 month period, a maximum purchase price of €80 and the maximum legal limit of 10% of the total number of shares comprising the share capital.

At December 31, 2007, the Company's share capital was divided into 107,353,774 shares. On this basis, the maximum number of shares that the Company would be able to repurchase amounts to 7,668,719 shares (taking into account 3,066,658 treasury shares).

## Presentation of resolutions relevant to the Extraordinary Shareholders' Meeting

The 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup> and 11<sup>th</sup> resolutions are related to an allocation plan of free shares (8<sup>th</sup> and 9<sup>th</sup>) and a stock option plan (10<sup>th</sup> and 11<sup>th</sup>), with each plan being divided so as to allow the Shareholders' Meeting to vote specifically on the allocations proposed for the Chairman and Chief Executive Officer.

The reasons supporting these resolutions are numerous:

- The first reason is a crucial need for measures to foster loyalty and motivate employees in order to confront the high turnover in the Oil Services industry's employment market within the context of high contractual stakes, especially during the important implementation phases of the Group's contracts in the Middle East, Africa, and Asia. The elevated level of investments in oil and gas has created high tensions over resources and has made it clear that there is a lack of qualified personnel on a global level to respond to global need. This personnel gap varies from 5 to 40% depending on sector and region (Transmar Consult, Inc.).
- The diverse regulatory and tax situations in the various countries under consideration necessitates using the following two measures: free shares and stock options.
- The previous authorizations date back to the Shareholders' Meetings of 2005 (stock options) and 2006 (free shares). These authorizations have since been used and, as they were not renewed in 2007, the Company cannot do without these essential measures to mobilize and promote loyalty within the teams, over the long term.
- Without such measures, the Group would have to resort to much more costly substitutive schemes.

It is specified that all of the authorizations submitted to the vote of the Shareholders' Meeting in relation to stock options (1%) and free shares (1%) represent a total 2% of the share capital, i.e., a decrease by half as compared to the total corresponding authorizations submitted to the Shareholders' Meeting in 2007 (3% for stock options and 1% for free shares).

Considering the allocations carried out pursuant to earlier authorizations, the percentage of capital represented by non-exercised stock options (3.56%), free shares whose acquisition period has not yet expired (0.9%) and the authorizations submitted to the vote of the Shareholders' Meeting ( $2 \times 1\% = 2\%$ ) amounts to 6.56%.

In terms of dilution, the dilution potential is not increased by the authorizations submitted to the vote of the Shareholders' Meeting as they do not relate to the creation of new shares but, on the contrary, to the use of treasury shares.

## EIGHTH AND NINTH RESOLUTIONS

### *Free shares*

The **8<sup>th</sup> resolution** represents the entire program of free shares; it is specified that the **9<sup>th</sup> resolution** addresses the authorization with regards to the Chairman and Chief Executive Officer.

These resolutions are presented in the context of the general policy regarding management planning and promotion of team loyalty (see the presentation of resolutions relevant to the Extraordinary Shareholders' Meeting above).

The free share plan resulting from these two resolutions applies to a maximum of 1% of the share capital and is characterized by the following:

- limit applicable to the Chairman and Chief Executive Officer: 0.03% of the share capital,
- grants to the Chairman and Chief Executive Officer are decided by the Board of Directors upon proposal by the Nominations and Remunerations Committee,
- limit applicable to the entire management team\*: 20% of the program.

\* As of December 31, 2007, the management team was composed as follows:

- the members of the Executive Committee (6 persons),
- the managers of the 6 Regions and the Middle-East Strategy,
- the managers of Subsea and Onshore-Offshore PBUs.

As defined above, the management team is composed of 15 members (14 in 2006).

Grants to members of the management team are decided by the Board of Directors pursuant to the recommendations formulated within the context of the plan by the Nominations and Compensations Committee.

- The definitive allocation of shares is subject to the achievement of a Company performance that is satisfactory to Company shareholders, 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 equal or higher than that of the sample, all of the shares will be allocated according to the terms and conditions provided in the plan's regulations,
- if the progression of the Group's Consolidated Operating Income is lower than 80% of that of the sample, 50% of the shares will be allocated 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 shares allocated will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.

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

- Authorization is granted for a period of 24 months (instead of the previous 38 months).



## TENTH AND ELEVENTH RESOLUTIONS

### *Stock options plan*

The 10<sup>th</sup> resolution addresses the stock options plan as a whole; it is specified that the 11<sup>th</sup> resolution specifically addresses the authorization with regards to the Chairman and Chief Executive Officer.

These resolutions are presented in the context of the general policy regarding management planning and promotion of team loyalty (see the presentation of resolutions relevant to the Extraordinary Shareholders' Meeting above).

The stock options plan resulting from the 10<sup>th</sup> and 11<sup>th</sup> resolutions applies to a maximum amount of 1% of the share capital, as opposed to the previous 3%. The underlying reason is to establish an approach to allocations based on frequency, i.e., 1% per year as opposed to 3% spread out over 38 months.

In order to avoid a dilutive effect, the options that are granted are options to purchase existing shares and are not subscription options implying the creation of new shares.

The other characteristics are the following:

- no discount on the purchase price,
- no possibility to modify the initial conditions,
- loss of options in the event of resignation or dismissal for wrongful or gross misconduct,
- limit applicable to the Chairman and Chief Executive Officer: 0.10% of the share capital,
- grants to the Chairman and Chief Executive Officer are decided by the Board of Directors upon proposal by the Nominations and Remunerations Committee,
- limit applicable to the entire management team\*: 20 % of the program.

\* As of December 31, 2007, the management team was composed as follows:

- the members of the Executive Committee (6 persons),
- the managers from the 6 Regions and the Middle-East Strategy,
- the managers from Subsea and Onshore - Offshore PBUs.

As defined above, the management team is composed of 15 members (14 in 2006).

Grants to members of the management team are decided by the Board of Directors pursuant to the recommendations formulated within the context of the plan by the Nominations and Remunerations Committee.

• The exercise of the options is subject to the accomplishment by the Company of a performance that is satisfactory to Company shareholders, 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 equal or higher than 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 lower 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,
- 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 exercisable will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.

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

• Authorization is granted for a period of 24 months (instead of the previous 38 months).

# DRAFT RESOLUTIONS

## Resolutions within the Authority of the Ordinary Shareholders' Meeting

|                    |                                                                                                                                                                                                                                              |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIRST RESOLUTION   | <i>Approval of the statutory financial statements for the year ended December 31, 2007</i>                                                                                                                                                   |
| SECOND RESOLUTION  | <i>Allocation of earnings for the year ended December 31, 2007, setting the dividend and the payment date</i>                                                                                                                                |
| THIRD RESOLUTION   | <i>Approval of the consolidated financial statements for the year ended December 31, 2007</i>                                                                                                                                                |
| FOURTH RESOLUTION  | <i>Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code and approval of the new agreement entered into in 2007</i>                                    |
| FIFTH RESOLUTION   | <i>Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code and appraising the agreement previously entered into and which remained in effect in 2007</i> |
| SIXTH RESOLUTION   | <i>Directors' attendance fees</i>                                                                                                                                                                                                            |
| SEVENTH RESOLUTION | <i>Authorization granted to the Board of Directors for the repurchase of Company shares</i>                                                                                                                                                  |

## Resolutions within the Authority of the Extraordinary Shareholders' Meeting

|                     |                                                                                                                                                                                                                                                                                                                 |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| EIGHTH RESOLUTION   | <i>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 the companies related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code</i> |
| NINTH RESOLUTION    | <i>Authorization granted to the Board of Directors to allocate existing shares for free to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)</i>                                                                                                            |
| TENTH RESOLUTION    | <i>Authorization granted to the Board of Directors to allocate Company stock options 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</i>      |
| ELEVENTH RESOLUTION | <i>Authorization granted to the Board of Directors to allocate stock options to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)</i>                                                                                                                       |

## Resolutions within the Authority of the Combined Shareholders' Meeting

|                    |                               |
|--------------------|-------------------------------|
| TWELFTH RESOLUTION | <i>Powers for formalities</i> |
|--------------------|-------------------------------|

## Resolutions within the Authority of the Ordinary Shareholders' Meeting

### FIRST RESOLUTION

*Approval of the statutory financial statements for  
the fiscal year ended December 31, 2007*

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 year 2007,
- the report of the Statutory Auditors on the performance of their mission during the year 2007, and
- additional explanations provided orally;

hereby approves the statutory financial statements for the fiscal year ended December 31, 2007, as presented, with profits of €91,495,476.38. 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, 2007, setting the dividend and the  
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, 2007 amount to €91,495,476.38;
- acknowledges that there shall be no allocation to the legal reserve, which has already reached one-tenth of the share capital;
- acknowledges that distributable profits amount to €102,167,617.06, taking into account the available retained earnings of €10,672,140.68;
- acknowledges that the "Other Reserves" account amounts to €141,967,742.71.

The Shareholders' Meeting decides to allocate an ordinary dividend in the amount of €1.20 per share, representing a total amount of €125,144,539.20, with up to €102,167,617.06 taken from distributable profits and up to €22,976,922.14 from the "Other Reserves" account, which will be reduced to €118,990,820.57 as a result.

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 13, 2008 in cash. The amount of the dividends that will be paid corresponds in full to distributions eligible for the 40% abatement referred to in subsection 2 of section 3 of Article 158 of the French General Tax Code.

The Shareholders' Meeting grants full powers, as necessary, and given the distribution of reserves, to the Board

of Directors to carry out adjustments to the bases for exercising options to subscribe to new shares or to purchase existing shares.

The Shareholders' Meeting recalls that the amount of distributed dividends, the corresponding tax credits and the distributions eligible since 2005 for the 40% abatement were as follows for the last three fiscal years:

| Fiscal Year | Dividend per Share | Tax Credit | Amount of distributions eligible for the 40% abatement (since 2005) |
|-------------|--------------------|------------|---------------------------------------------------------------------|
| 2004        | €2.00              | €1.00      | NA                                                                  |
|             | €1.30              | NA         | €1.30                                                               |
| 2005*       | €0.92              | NA         | €0.92                                                               |
| 2006        | €1.05              | NA         | €1.05                                                               |
|             | €2.10              | NA         | €2.10                                                               |

\* the nominal value of a share was divided by four on May 18, 2005

### THIRD RESOLUTION

#### **Approval of the consolidated financial statements for the fiscal year ended December 31, 2007**

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 year 2007,
- the report of the Statutory Auditors on the consolidated financial statements, and
- additional explanations provided orally,

hereby approves the consolidated financial statements for the fiscal year ended December 31, 2007, 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 referred to in Articles L.225-38 et seq. of the French Commercial Code and approval of the new agreement entered into in 2007**

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 new agreement described therein, which was entered into during the year ended December 31, 2007.

## 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 and appraising the agreement previously entered into and which remained in effect in 2007***

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 describing the previously authorized and executed agreement which remained in effect during the year ended December 31, 2007.

## SIXTH RESOLUTION

***Directors' attendance fees***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, hereby decides to maintain a global amount of 375,000 euros for the attendance fees to be allocated to the Board of Directors for the 2008 fiscal year.

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.

## SEVENTH 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 allocations 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 right to shares;
- to implement any market practice that would become 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 or through negotiated transactions, in particular, through the acquisition or sale of blocks, or by using financial derivatives and warrants, in compliance with current 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 €80 (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 on the date of the present 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 deputy chief executive officers, 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 share capital of the Company 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 Eighteenth Resolution of the Extraordinary Shareholders' Meeting of April 27, 2007. It is granted for a period of eighteen months from the date of this Shareholders' Meeting.

The Board of Directors shall provide the shareholders information relating to the purchases and sales of shares carried out pursuant to this authorization in its report to the annual Shareholders' Meeting.

## Resolutions within the Authority of the Extraordinary Shareholders' Meeting

### EIGHTH 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 authorization may not apply to a number of existing shares representing more than 1% of the Company's share capital on 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 and Chief Executive Officer, the Company's managing agent, pursuant to the ninth resolution, (i.e., including the shares within the maximum limit of 0.03% of the share capital that would be granted free of charge to the Chairman and Chief Executive Officer), 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 disability of a beneficiary 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 The Board of Directors will grant free shares and determine the identity of the beneficiaries.

A definitive grant of the shares will be subject to the accomplishment by the Company of a performance that is satisfactory to Company shareholders, 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 equal or higher than that of the sample, all of the shares will be allocated according to the terms and conditions provided in the plan's regulations,
- if the progression of the Group's Consolidated Operating Income is lower than 80% of that of the sample, 50% of the shares will be allocated 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 shares allocated will be determined by linear interpolation between 50% and 100% and 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.

⑥ 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.

## NINTH RESOLUTION

***Authorization granted to the Board of Directors to allocate existing shares for free to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (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 eighth resolution, the Board of Directors to grant, free of charge, on one or more occasions, the Company's existing shares to the Chairman and Chief Executive Officer of Technip S.A., the Company's managing agent.

② Decides that the grant of free shares carried out by the Board of Directors pursuant to this authorization may

not apply to a number of existing shares representing more than 0.03% of the Company's share capital on 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 eighth resolution and, specifically, to the Chairman and Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the shares within a maximum limit of 0.03% of the share capital that would be allocated free of charge to the Chairman and Chief Executive Officer), shall not represent, as a whole, more than 20% of the total allocations of shares free of charge authorized by the eighth resolution.

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

The beneficiary must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares, without prejudice to the provisions in Article L.225-197-1, II, last paragraph, of the French Commercial Code.

④ Decides that in the event of a disability of a beneficiary 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 A definitive grant of the shares will be subject to the accomplishment by the Company of a performance that is satisfactory to Company shareholders, 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 equal or higher than that of the sample, all of the shares will be allocated according to the terms and conditions provided in the plan's regulations,
- if the progression of the Group's Consolidated Operating Income is lower than 80% of that of the sample, 50% of the shares will be allocated 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 shares allocated will be determined by linear interpolation between 50% and 100% and 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.

6 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.

## TENTH RESOLUTION

***Authorization granted to the Board of Directors to allocate Company stock options 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, having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with 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 the employees of Technip (the "Company") 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 giving the right 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 a total number of shares greater than 1% of the share capital as of the date of this authorization. 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 and Chief Executive Officer, the Company's managing agent, pursuant to the eleventh resolution, (i.e., including the shares within the maximum limit of 0.10 % of the share capital that would be granted to the Chairman and Chief Executive Officer), 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 this price will be undiscounted and equal to the average share purchase price indicated in Article L.225-179 of the French Commercial Code without, however, being less than the average of the share's listed price on Eurolist of Euronext Paris over the twenty trading days preceding the date of the option grant.

The exercise price, as determined above, may not be modified except in the event 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.

④ The exercise of the options will be subject to the accomplishment by the Company of a performance considered satisfactory by its shareholders, 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 equal or higher than 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 lower 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,
- 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 exercisable will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.

⑤ Acknowledges that no option may be granted less than twenty trading days following the coupon detachment from the shares giving right to a dividend or a capital increase.

⑥ 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 statutory annual accounts, 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.

⑦ Decides that the options must be exercised within a maximum period of six (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.

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.

## ELEVENTH RESOLUTION

### ***Authorization granted to the Board of Directors to allocate stock options to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L.225-177 et seq. of the French Commercial Code:

- 1 Authorizes, subject to the condition precedent of the adoption of the tenth resolution, the Board of Directors to allocate, on one or more occasions, to the Chairman and Chief Executive Officer of Technip S.A., the Company's managing agent (mandataire social), options giving the right 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 a total number of shares greater than 0.10% of the share capital as of the date

of this authorization. This amount does not take into the adjustments that may be carried out in accordance with legislative and regulatory provisions.

The options allocated to the members of the management team pursuant to the tenth resolution and, specifically, to the Chairman and Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the options within a maximum of 0.10% of the share capital that would be allocated to the Chairman and Chief Executive Officer), shall not represent more than 20%, as a whole, of the total allocations of options authorized by the tenth 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 this price will be undiscounted and equal to the average share purchase price indicated in Article L.225-179 of the French Commercial Code without, however, being less than the average of the share's listed price on Eurolist of Euronext Paris over the twenty trading days preceding the date of the option grant. The exercise price, as determined above, may not be modified except in the event 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.
- 4 The exercise of the options by the beneficiaries will be subject to the accomplishment by the Company of a performance considered satisfactory by its shareholders, 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 equal or higher than 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 lower 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.

- 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 exercisable will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.

5 Acknowledges that no option may be granted less than twenty trading days following the coupon detachment from the shares giving right to a dividend or a capital increase.

6 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 statutory annual accounts, 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.

7 Decides that the options must be exercised within a maximum period of six (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.

8 Acknowledges that 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 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; 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.

## Resolutions within the Authority of the Combined Shareholders' Meeting

### TWELFTH 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

**2007 was a year of contrasting results for Technip, but the Group starts 2008 on a surer footing and with better visibility.**

First, the excellent performance of our subsea business resulted in a record operating margin of 15.8% in that segment. Second, the situation of certain onshore contracts that were affected by an unpredictable escalation in costs and shortage in construction resources, has been clarified. Third, the Group's order intake rose 17% in 2007, and the backlog, which amounted to approximately €9.4 billion at year-end, is more balanced.

As for the Group's industrial assets, the production capacities of our flexible pipe production plants in Brazil and in France were increased and the construction of a new plant in Asia got underway. Two vessels joined our fleet in 2007 and the construction of two others was launched. Our asset enhancement program of close to €1 billion over the 2007-2010 period is progressing as planned.

The fundamentals of our industry remain solid and offer good visibility on our onshore and offshore markets beyond the current decade. With its technological expertise and a solid balance sheet Technip is well-positioned to take full advantage of these growing markets while focusing on profitability.

In this context, Technip's financial targets for 2008 are consolidated revenues of approximately €8 billion and an operating margin of over 7.3%.

**Confident in our capacity to create long-term shareholders' value, the Board of Directors proposes an increase in the 2007 ordinary dividend to €1.20 per share to the Annual General Shareholder's Meeting.**

# FINANCIAL RESULTS FOR THE LAST FIVE YEARS

| NATURE OF INFORMATION                             | Dec 31, 2003 | Dec 31, 2004 | Dec 31, 2005   | Dec 31, 2006 | Dec 31, 2007 |
|---------------------------------------------------|--------------|--------------|----------------|--------------|--------------|
| <b>1. Year end financial position</b>             |              |              |                |              |              |
| A. Capital up capital                             | 72.4         | 73.5         | 75.4           | 80.9         | 81.9         |
| Uncalled capital                                  | -            | -            | -              | -            | -            |
| B. Outstanding shares (a)                         | 23,738,331   | 24,110,654   | 98,874,172 (b) | 106,117,174  | 107,353,774  |
| C. Outstanding subshares                          | -            | -            | -              | -            | -            |
| D. Convertible debentures                         | 4,208,853    | 3,719,111    | 3,601,411      |              |              |
| <b>2. Overall operating result</b>                |              |              |                |              |              |
| A. Net revenues                                   | 42.0         | 101.6        | 103.7          | 105.4        | 113.3        |
| B. Income before tax, depreciation and provisions | 144.0        | 78.1         | 82.6           | 138.6        | 51.4         |
| C. Income tax                                     | 5.8          | (20.7)       | (27.2)         | (34.0)       | (31.4)       |
| D. Net income                                     | 8.3          | 104.2        | 105.7          | 148.8        | 91.5         |
| B. Dividends paid                                 | 82.3         | 79.6         | 89.3 (c)       | 327.1        | 125.1 (d)    |
| <b>3. Operating income per share (in Euro)</b>    |              |              |                |              |              |
| A. Net income before depreciation and provisions  | 5.8          | 4.1          | 1.1 (b)        | 1.6          | 0.8          |
| B. Net income                                     | 0.3          | 4.3          | 1.1 (b)        | 1.4          | 0.9          |
| C. Dividends paid per share                       | 3.3          | 3.3          | 0.9 (b)        | 3.2          | 1.2 (d)      |
| <b>4. Staff</b>                                   |              |              |                |              |              |
| A. Number of employees                            | 9            | 9            | 9              | 6            | 7            |
| B. Wages and salaries                             | 4.1          | 5.5          | 6.7            | 6.8          | 8.4          |

(a) Does not include the exercise of options arising from the current stock option plan. The 3,066,658 treasury shares held on December 31, 2007 are classified as financials assets.

(b) The Board of Directors of April 27, 2005 decided 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 at the Shareholders Meeting: €1.20 per share.

# REQUEST FOR DOCUMENTS AND INFORMATION

Referred to in article R 225-88 of the French Commercial Code.

To be sent to:

**BNP Paribas Securities Services  
G.C.T. Service aux Emetteurs  
Service des assemblées  
Immeuble Tolbiac  
75450 Paris cedex 09  
FRANCE**

I, the undersigned:

Last name and First name: .....

Address: .....

.....

.....

Acting in my capacity as a shareholder of TECHNIP

acknowledge having received the documents, concerning the Shareholder's Combined General Meeting of May 6th 2008<sup>(1)</sup> 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 year 2007 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<sup>(2)</sup>

Signed at....., on .....2008

Signature

(<sup>1</sup>) The General Meeting is convened on first notice on Wednesday April 25, 2008 at 9.00 A.M., at the Registered Office, 6-8 allée de l'Arche, Faubourg de l'Arche 92400 Courbevoie, France, but in all probability, due to the lack of quorum on that date, it is unlikely that valid deliberations could be made at that time. The Meeting will therefore be reconvened, on Tuesday, May 6, 2008 at 10.00 A.M, salon Alcazar, Pavillon Gabriel, 5 avenue Gabriel, 75008 Paris, France.

(<sup>2</sup>) In accordance with the provisions of Articles 132, 4 and § 3 of the Decree of March 23<sup>rd</sup>, 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). If the shareholders wishes to benefit from this service, he/she must mention it on the present request.



With a workforce of 23,000 people, Technip ranks among the top five corporations in the field of oil, gas and petrochemical engineering, construction and services. The Group is headquartered in Paris. The Group's main operating centers and business units are located in France, Italy, Germany, the UK, Norway, Finland, the Netherlands, the USA, Brazil, Abu-Dhabi, China, India, Malaysia and Australia. In support of its activities, the Group manufactures flexible pipes and umbilicals, and builds offshore platforms in its manufacturing plants and fabrication yards in France, Brazil, the UK, the USA, Finland and Angola, and has a fleet of specialized vessels for pipeline installation and subsea construction.