Presentation of Resolutions

A/ 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 2007 fiscal year.

The purpose of the **second** resolution is to determine the appropriation of Technip SA's earnings and set the dividend for the 2007 fiscal year at **1.20** euro per share and the payment date on May 15, 2008.

Pursuant to Article 243a of the French General Tax Code, the amount of distributed dividends are eligible for the 40% abatement for natural persons who are tax residents in France, as provided for 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 2007 fiscal year.

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 special report of the Statutory Auditors, 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 fiscal year preceding the date of the occurrence.

- 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 from 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

Special report of the Statutory Auditors (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 ceasing 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 2007 are as follows:

- severance compensation of 1,128,250 euros;

- fees under the consultancy agreement: 191,360 euros, all tax 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 euros 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 euros and a maximum legal limit of 10% of the total number shares comprising the share capital.

As at December 31, 2007, the Company's share capital was divided into 107,353,774 shares. Using this as a 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).

B/ PRESENTATION OF RESOLUTIONS RELEVANT TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

The 8th, 9th, 10th and 11th resolutions are related to an allocation plan of free shares (8th and 9th) and a stock option plan (10th and 11th), 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 petroleum 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 petroleum 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 diversity of the 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 over the long term do without these essential measures to mobilize and promote loyalty within the teams.

- Without such measures, the Group will 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 x 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 8th resolution represents the entire program of free shares; it is specified that the 9th 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 from the 6 Regions and the Middle-East Strategy,
- the managers from Subsea and PBU Onshore-Offshore.

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 definitive allocation of the shares 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 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 10th resolution addresses the stock options plan as a whole; it is specified that the 11th 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 10th and 11th 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 PBU Onshore-Offshore.

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).

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