

TECHNIP

Société anonyme with a share capital of 93,281,878.63 euros
Registered office: 89, avenue de la Grande Armée – 75116 Paris
589 803 261 R.C.S. PARIS

(the “**Company**”)

Convening notice

The shareholders of the Company are convened to the Extraordinary General Meeting to be held on December 5, 2016 at 5:00 pm at the Salle Wagram, 39-41 avenue de Wagram, 75017 Paris, pursuant to the applicable laws and regulations in order to deliberate on the following agenda and related draft resolutions:

Agenda

Within the competence of the Extraordinary General Meeting:

1. Review and approval of the contemplated cross-border merger by way of absorption of the Company with and into TechnipFMC;
2. Removal of the double voting rights;
3. Winding-up without liquidation of the Company as of the completion date of the cross-border merger by way of absorption of the Company by TechnipFMC; and
4. Powers for formalities.

The draft resolutions have been published in the *Bulletin des annonces légales obligatoires* (a French legal gazette) n. 130 dated October 28, 2016 and are available on the website of the Company (www.technip.com).

Prior formalities to be carried out in order to participate in the Meeting. – Any shareholder, no matter how many shares he owns, is entitled to participate in the Meeting physically or may otherwise vote by proxy or by post in accordance with applicable laws and regulations.

It is recalled that pursuant to Article L.225-126 I of the French commercial code, any person who owns, individually or jointly, more than two hundredth of the voting rights, pursuant to one or several reverse transactions on the underlying shares or pursuant to any transaction giving him the right or mandating him to resell or restore these shares to the transferor, must inform the Company and the French financial markets authority (*Autorité des Marchés Financiers*), at the latest on the second trading day before the Meeting at 00:00 Paris time and, when the agreement organizing this transaction is in force at such date, informs them of the number of shares he owns on a temporary basis. If the shareholder fails to comply with its duty to inform pursuant to the above mentioned conditions, the relevant shares will be deprived from their voting rights for the relevant Meeting and for all other shareholders' meetings which would occur until the resale or the restitution of these shares.

Pursuant to Article R.225-85 of the French commercial code, the right to participate in the Meeting is subject to the registration of the shares in an account in the name of the shareholder or of his intermediary registered on his behalf, at least two trading days before the Meeting at 00:00 Paris time, being December 1, 2016, 00:00 Paris time, in the registered share accounts kept by the Company (or its agent) or in the bearer share accounts kept by an authorized intermediary. Because of the settlement period, the shares must be acquired at the latest on November 28, 2016 in order to bear the right to vote at this Meeting.

For shareholders holding registered shares, the sole registration of the shares in the registered share accounts at least two trading days before the Meeting is adequate to allow them to participate in the Meeting.

For shareholders holding bearer shares, the authorized intermediaries keep the bearer shares accounts and will evidence the qualification as shareholder of their clients to Société Générale by providing a participation certificate attached to the postal voting form or proxy form or admission card request form in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. However, if a shareholder holding bearer shares wants to attend the Meeting in person and did not receive his admission card by December 1, 2016, he should ask his financial intermediary to deliver a participation certificate allowing him to evidence his qualification as shareholder at least two trading days before the Meeting in order to be admitted to the Meeting.

Method of participation in the Meeting. – A meeting notice including a postal voting form, a proxy form or an admission card request form will automatically be sent to all registered shareholders. Shareholders holding shares in bearer form will be required to liaise with the financial intermediary with whom their shares are registered in order to obtain a convening notice. These requests will only be honored if they are received by Société Générale, Service des Assemblées, CS 30812, 32, rue du Champ de Tir, 44308 Nantes Cedex 3 at least six days before the date of the Meeting, i.e. on November 29, 2016 at the latest.

Postal voting or proxy will only be taken into account if the forms are duly completed and executed (and supported by the participation certificate for bearer shares) and received by the Company at its registered office or by the above mentioned *Service des assemblées* of Société Générale at least three days before the Meeting, i.e. on December 2, 2015.

It is not intended to allow remote voting by electronic means for this Meeting and therefore, no website referred to in Article R.225-61 of the French commercial code has been set up in this respect.

In accordance with the provisions of Article R.225-79 of the French commercial code, the notice of appointment or revocation of an agent may also be carried out through electronic means, pursuant to the following terms and conditions:

- for the registered shareholders: by sending an email with an electronic signature, obtained by them from an authorized third-party certifier in accordance with applicable laws and regulations, to the following email address: assemblee.generale.actionnaires@technip.com with their last name, first name, address and their Société Générale identification number for pure registered shareholders (information available on the left corner of the account statement)

or their financial intermediary identification number for administered registered shareholders, as well as the last name, first name and address of the appointed or revoked agent;

- for the shareholders holding their shares in bearer form: by sending an email with an electronic signature, obtained by them from an authorized third-party certifier in accordance with applicable laws and regulations, to the following email address: assemblee.generale.actionnaires@technip.com with their last name, first name, address and full bank account references as well as the last name, first name and address of the appointed or revoked agent, and then by imperatively asking the financial intermediary managing their share account to send a written confirmation (by mail or fax) to Société Générale, Service des Assemblées, CS 30812, 32, rue du Champ de Tir, 44308 Nantes Cedex 3.

Notices of appointment or revocation will only be taken into account if they are duly executed, completed and received at the latest by December 2, 2016. Moreover, only notices of appointment or revocation may be sent to the assemblee.generale.actionnaires@technip.com email address, any other request or notice on another subject matter will not be taken into account and/or treated.

Pursuant to Article R.225-85 of the French commercial code, a shareholder who already voted by post, sent a proxy or asked for its admission card will not be able to vote by another mean to the Meeting. However, he may transfer part or all of his shares at any time. In the event of a transfer occurring before the second trading day preceding the Meeting at 00:00 (Paris time) and unless otherwise provided in the bylaws, the Company invalidates or amends accordingly, before the opening of the Meeting, the shareholder's postal vote or proxy. As the case may be, the financial intermediary notifies the transfer of ownership to the Company or to its agent and provides it with the required information in this respect.

Written questions. – Pursuant to Article R.225-84 of the French commercial code, any shareholder willing to ask written questions must submit them to the President of the Board of directors, at the latest on the fourth day preceding the Meeting; in order to be taken into account, a registration certificate must be attached to these questions.

Written questions must be sent by registered mail with acknowledgement of receipt to the following address: Technip, 89, avenue de la Grande Armée - 75116 Paris.

Shareholders' right to information. – Pursuant to applicable laws and regulations, all documents that must be made available to the shareholders for the purposes of general meetings will be available at the registered office of the Company, 89, avenue de la Grande Armée - 75116 Paris, and the information referred to in Article R.225-73-1 of the French commercial code has been published on the Company's website (www.technip.com) at the latest on the twenty-first day preceding the Meeting.

The Board of directors