

TECHNIP

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

Decision of the Board of directors

General meetings of the holders of bonds issued by Technip (the “**Company**”) pursuant to the bond issues described below were held on first notice on October 26, 2016 and, as the case may be, on second notice on November 8, 2016 in order to deliberate on the following agenda:

1. Review and approval of the contemplated cross-border merger by absorption of the Company with and into TechnipFMC, an English law company (the “**Cross-Border Merger**”); and
2. Power of attorney to complete the formalities.

	Issuance	ISIN
a.	€200 million private placement, coupon 5%, due July 2020	FR0010828095
b.	€150 million private placement, coupon 3.4%, due June 2022	FR0011273887
c.	€75 million private placement, coupon 4%, due June 2027	FR0011273432
d.	€100 million private placement, coupon 4%, due June 2032	FR0011270487
e.	€100 million private placement, coupon 3.75%, due October 2033	FR0011575448
f.	€130 million private placement, coupon 3.15%, due October 2023	FR0011574540
g.	€125 million private placement, coupon 3.15%, due October 2023	FR0011593300
h.	€497.6 million OCEANES, due 1 January 2017	FR0011163864

The resolutions presented to the bondholders have been approved by the general bodies of bondholders (*masses des obligataires*) described in items a., b., e. and g. above on first or second notice.

The general bodies of bondholders described in items c., d., and f. above (the “**Relevant Bondholders**”) could not validly approve the resolutions presented to them, including the contemplated Cross-Border Merger, due to the absence of any vote cast at the general meetings of the Relevant Bondholders convened on first and second notice.

The general body of holders of bonds convertible into new or existing shares (OCEANES) described in item h. above (the “**OCEANE Holders**”), could not validly approve the resolutions presented to them, including the contemplated Cross-Border Merger, due to a lack of quorum at the general meeting of OCEANE Holders convened on first and second notice.

The Board of directors reminds the Relevant Bondholders and the OCEANE Holders that, at its meeting of October 4, 2016, the Board of directors, pursuant to the provisions of article L. 228-73 of the French commercial code, decided, subject to the condition precedent that (i) any of the bondholders’ general meetings does not approve the Cross-Border Merger or (ii) the quorum on second notice for any of the bondholders’ general meetings is not met, to (a) disregard (*passer outre*) any such rejection or absence of quorum, (b) give power to the Chairman of the Board, with the right to subdelegate, to acknowledge such rejection or absence of quorum and to then publish the decision of the Board of directors in accordance with articles R. 228-20 and R. 228-79 of the French commercial code and (c) to proceed with

the Cross-Border Merger, subject to the approval of the Cross-Border Merger by the shareholders of the Company and TechnipFMC and to the other conditions precedent set forth in the cross-border merger terms.

The Chairman of the Board of directors, having acknowledged the rejection of the resolutions presented to the general meetings of the Relevant Bondholders, due to the absence of any vote cast, and the lack of quorum at the general meeting of the OCEANE Holders convened on second notice, procured the issuance of this decision of the Board of directors to disregard the failure to approve the Cross-Border Merger by the general meetings of the Relevant Bondholders and the OCEANE Holders and to proceed with the Cross-Border Merger, subject to the approval of the Cross-Border Merger by the shareholders of the Company and TechnipFMC and to the other conditions precedent set forth in the cross-border merger terms.

It is to be noted that (i) all the votes cast at the general meetings of bondholders described in items a. to h. above were in favor of the resolutions submitted to the said bondholders and that (ii) the bonds convertible into new or existing shares will mature on January 1st 2017, before the contemplated date of completion of the Cross-Border Merger.

This decision of the Board of directors is published in the issue of the “*Affiches Parisiennes*” (a Paris legal gazette) dated November 11, 2016.

The Board of directors