

Capital increase reserved for employees

In France, the present document constitutes the press release required by the Autorité des marchés financiers (the French financial market authority or the AMF) in accordance with Articles 212-4 5° and 212-5 6° of the AMF General Regulations and Article 14 of French circular n°2005-11 dated December 13, 2005.

In countries other than France subject to the Prospectus Directive (2003/71/EC), the present document is provided in order for the offer to fall within Article 4.1 (e) and Article 4.2 (f) of the Prospectus Directive which is the employee share plan exemption from producing a prospectus.

On the basis of the authorization granted by the Combined General Meeting held on April 28, 2011, (20th resolution), at its meeting on December 14, 2011, the Board of Directors of Technip SA decided to undertake a capital increase in favor of members of the Technip Group Savings Plan (PEG) pursuant to Article L.225-138-1 of the French Commercial Code and Articles L.3332-1 et seq. of the French Labor Code (hereafter the "Offer").

1. PURPOSE OF THE OFFER

Further to Technip's 2008 capital increase reserved for employees, this new international employee shareholding initiative is a continuation of the Group's policy to mobilize its staff towards the implementation of the Group's new strategy and to bring employees of Technip closer to the development and the results of the Group.

2. INFORMATION ON THE OFFERER

Technip SA (hereafter the "Company") is a French *Société Anonyme* with a share capital of 84,866,591.60 Euros, having its registered office at 89 Avenue de la Grande Armée 75116 Paris, France, registered at the Commercial Registry of Paris under number 589 803 261 R.C.S. PARIS.

Information relating to the Company are available on the website of the Company (www.technip.com) and in particular in the reference document (*Document de référence*) also available on the aforementioned website of the Company.

3. NATURE OF THE SHARES

The shares to be issued under the Offer are the ordinary shares of the Company (the "Shares"), listed on Compartment A of NYSE Euronext Paris under the ISIN code FR0000131708.

Technip shares are eligible for Deferred Settlement Service (*Système de Règlement Différé* or SRD).



Technip shares are also traded in the United States on the « Over the Counter » (OTC) market in the form of ADR (American Depositary Receipt).

The listing of the newly issued Technip Shares on the NYSE Euronext Paris will be requested as soon as possible following the capital increase scheduled to take place on July 10, 2012.

4. SCOPE OF THE OFFER

Companies within the scope of the Offer include Technip and companies which are members of the Group Savings Plan (PEG) with registered offices in France, Australia, Belgium, Brazil, Canada, Finland, Germany, Greece, India, Indonesia, Italy, Malaysia, Mexico, the Netherlands, Norway, Singapore, Spain, Thailand, the United Arab Emirates and the United States, subject to receiving local authorization in certain of these countries.

For employees in the United Kingdom, this initiative will take the form of an offer to purchase existing treasury shares through a Share Incentive Plan under English law and its own terms and conditions.

5. TERMS AND CONDITIONS OF THE OFFER

Beneficiaries

The beneficiaries are employees (and corporate officers of companies with less than 250 employees) of the companies within the scope of the Offer, with at least 3 months' service, continuous or not, on the last day of the subscription/cancellation period (scheduled on June 11, 2012), as part of one or several employment contracts with Technip group.

Investment formulas

The subscription of the Shares will be conducted in accordance with applicable legislation in the various countries included in the scope of the Offer as described above, either directly, or through a *Fonds Commun de Placement d'Entreprise* (employee shareholding investment vehicle or FCPE).

Depending on the country, between one and three subscription plans are available to the beneficiaries of this Offer: a "Multiple", a "Secure" and/or a "Classic" plan. In some countries, the "Multiple" plan will be offered through the allocation of Stock Appreciation Rights¹.

Details of the investment formulas are described in the Information Brochure, in the Subscription Mandate, as well as the Key Investor Information Document provided to the beneficiaries of the Offer.

Maximum number of the Shares offered

During the Combined General Meeting of 28 April, 2011 Technip shareholders granted authorization to the Board of Directors, under the 20th resolution, to increase the company's share capital at once or on several occasions, at its discretion, up to a maximum nominal amount representing 1% of the share capital as at the date this authorization is implemented,

¹ Subject to the approval of the Combined General Meeting of Technip SA scheduled on April 26, 2012.



for the members of the saving plan of the company and French and foreign companies affiliated with it pursuant to Article L.3344-1 of the French Labor Code.

In accordance with this authorization, the Board of Directors decided on December 14, 2011 to undertake a capital increase in favor of members of the Technip Group Savings Plan and to set the maximum nominal amount at 1% of the share capital as at the date of its decision *i.e.* 1,109,533 Shares for a maximum nominal amount of 846,018.91 Euros.

Indicative calendar

A reservation period is open from April 2 to April 16, 2012 inclusive.

On June 6, 2012, the Chief Executive Officer of Technip, acting by delegation on behalf of the Board of Directors, will decide the dates of the subscription period and calculate the subscription price of the newly issued shares which will be equal to the average of the opening share price of the Technip shares on the NYSE Euronext Paris over the twenty trading days preceding the date of the aforementioned decision less a 20% discount.

The subscription price is in euro. Subscription amounts must be paid in euro, applying the exchange rate to be decided by the Chief Executive Officer of Technip on June 6, 2012.

Once the subscription price is set, a subscription/cancellation period will open from June 7 to June 11, 2012 inclusive, allowing employees to subscribe for Shares if no reservation has been made during the reservation period or cancel their reservation.

The capital increase is scheduled to take place on July 10, 2012.

The dates following the reservation period indicated above are provided on an indicative basis and may be subject to change depending on the country in order to comply with local laws and regulations. The dates will be finalized by an upcoming decision by the Chief Executive Officer of Technip, acting on behalf of the Board of Directors.

Subscription ceilings

In France and abroad, the annual payments made by a beneficiary to the Group Savings Plan shall not exceed, in accordance with Article L.3332-10 of the French Labor Code, one-fourth of the beneficiary's gross annual remuneration for 2012.

In France, in order to assess if this limit has been met, the employee's contribution made through a voluntary payment or a profit-sharing bonus (*prime d'intéressement*) must be taken into account for the "Classique" and "Sécurité" plans, and for the "Multiple" plan, the employee's contribution made through a voluntary payment or a profit-sharing bonus (*prime d'intéressement*) must be taken into account ten times, the employee's contribution made through a participation-to-profit bonus (*prime de participation*) nine times, and the employer's contribution nine times.

In countries other than France, in order to assess if this limit has been met, the employee's contribution must be taken into account for the "Classic" and "Secure" plans, and for the "Multiple" plan, the employee's contribution and the employer's contribution must be taken into account respectively ten times and nine times.

If the total number of Shares subscribed exceeds the number of shares offered, the conditions for reducing individual subscription amounts determined by the Board of Directors on December 14, 2011 will be applied.

Rights attached to the Shares

The contemplated capital increase of Technip is undertaken without preferential subscription rights.

The newly issued Shares will be fully assimilated to ordinary shares and bear dividend rights as of January 1, 2012. These shares will give right to dividends distributed for the exercise ending on December 31, 2012.

The voting rights attached to the Shares will be exercised by the FCPE Supervisory Board in the case of shares subscribed to and held via an FCPE or directly in the case of direct holdings by employees.

Precise details of the rights attached to the ordinary shares of Technip are set out in the Technip by-laws.

Lock-in period applicable to the Technip shares or to the FCPE units

The subscribers to the Offer shall either hold the Shares directly or corresponding units of the FCPEs, during a five-year period, with the exception of certain early release events provided for in Article R.3324-22 of the French Labor Code, as follows:

- marriage of the employee;
- the birth of or the adoption of a third child and any subsequent child;
- divorce of the employee with the custody of at least one minor child;
- disability of the employee, his/her spouse or child;
- termination of the employment contract;
- the acquisition or the extension of the main home or the reparation of the main home following an act of God;
- bankruptcy of the employee as determined by any local competent authority;
- the creation or the take-over by the employee, his/her spouse or child, of an industrial, commercial, craft or agricultural enterprise or the decision to set up on a non-salaried activity; and
- death of the employee or his/her spouse.

In countries other than France some early release events do not apply under local legislation.

6. HEDGING TRANSACTIONS

The introduction of measures to guarantee capital (hedging) is likely to come from the financial institution counterparty to the swap prior to the implementation of the Offer and during the entire period of the Offer.

7. SPECIAL NOTE REGARDING THE INTERNATIONAL OFFER

This document does not constitute an offer to sell or a solicitation to purchase Technip shares. The Technip capital increase reserved for employees will be conducted only in countries where such an Offer has been registered with the competent local authorities and



in countries where all required filing procedures and/or notifications have been completed and the authorizations have been obtained. In particular, the Shares described herein have not been and will not be registered in application of the U.S. Securities Act of 1933 and may only be offered or sold in the United States in transactions that are exempt from the registration requirements of the U.S. Securities Act of 1933.

This document is not intended to the countries in which such procedures would be required and would not have been carried out yet or the necessary authorizations would not have been obtained. Copies of this document will not therefore be sent out in these countries.

Shares being offered for sale in this Offer have not been recommended by any governmental securities commission or regulatory authority. Neither Technip SA nor any employer is giving investment advice with respect to this Offer. Investing is a personal decision that must be made by the employee, taking into account his/her financial resources, investment goals, personal tax situation, any other investment alternatives available and the fact that the value of a quoted share is fluctuant. In this regard, Employees are encouraged to consider the diversification of their investment portfolio to ensure that the risk that they assume is not unduly concentrated on any single investment.

Technip undertakes no obligation to publicly update or revise any of these forward-looking statements contained in this document, whether to reflect new information, future events or circumstances or otherwise.

EMPLOYEE CONTACT

The beneficiaries may address all questions regarding this Offer to their contact person whose name is indicated in the Information Brochure included in the subscription materials that were provided to them.

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Technip is a world leader in project management, engineering and construction for the energy industry.

From the deepest Subsea oil & gas developments to the largest and most complex Offshore and Onshore infrastructures, our 30,000 people are constantly offering the best solutions and most innovative technologies to meet the world's energy challenges.

Present in 48 countries, Technip has state-of-the-art industrial assets on all continents and operates a fleet of specialized vessels for pipeline installation and subsea construction.

Technip shares are listed on the NYSE Euronext Paris exchange and the USA over-the-counter (OTC) market as an American Depositary Receipt (ADR: TKPPK).



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