



Technip successfully places a “tap issue” of synthetic bonds

March 3, 2016

Technip (the « Company ») announces the successful placement of a “tap issue” of non-dilutive cash-settled convertible bonds, which will be issued in a nominal amount of EUR 75 million (the « New Bonds »). The New Bonds are to be issued on the same terms (save for the issue price) as, and, as of the settlement date, shall be fully fungible with and assimilated to the EUR 375 million non-dilutive cash-settled convertible bonds due 25 January 2021 issued by the Company on 25 January 2016 (the « Original Bonds » and, together with the New Bonds, the « Bonds »).

The structure will combine the issue of non-dilutive cash-settled convertible bonds, which will be linked to the ordinary shares of the Company, with the purchase of cash-settled call options to hedge the Company’s economic exposure to the potential exercise of the conversion rights embedded in the Bonds. As the Bonds will only be cash settled, the Bonds will not result in the issuance of new ordinary shares or the delivery of existing ordinary shares of the Company upon conversion.

The New Bonds shall be issued at 110.5% of their nominal value, plus accrued interest. This issue price will be adjusted to reflect the share price performance over the 3-day trading period following the placement (from 4 until 8 March 2016) (the « Reference Period »).

The issue and settlement date of the New Bonds will take place on 10 March 2016.

The Company intends to use the net proceeds of the issuance of the New Bonds for general corporate purposes and to finance the purchase of the call options.

The New Bonds have been offered via an accelerated book-building process through a private placement to institutional investors only or otherwise not entailing a public offering, outside the United States of America, Australia, Canada, Japan and South Africa. No prospectus, offering circular or similar document has been prepared in connection with the offering.

It is anticipated that the hedge counterparties to the call options will enter into transactions to hedge their respective positions under the call options through the sale or purchase of ordinary shares or any other transactions, on the market and offmarket, at any time, and in particular during the Reference Period and at or around the conversion or redemption of the Bonds.

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities to any person in the United States of America, Australia, Canada, Japan or South Africa or in any jurisdiction to whom or in which such offer is unlawful, and the issue of the Bonds is not an offer to the public in any jurisdiction, including France.

Available information The issue of the Bonds is not subject to a prospectus approved by the French Financial Market Authority (Autorité des marchés financiers) (the “AMF”). Detailed information on Technip, including its business, results, prospects and related risk factors are described in the Company’s reference document, the French version of which was filed with the AMF on 11 March 2015 under number D.15-0125, which is available together with all the press releases and other regulated information about the Company, on Technip’s website (<http://www.technip.com>).

Important information This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities to any person in the United States of America, Australia, Canada, Japan or South Africa or in any jurisdiction to whom or in which such offer is unlawful, and the offering of the Bonds is not an offer to the public in any jurisdiction, including France. This press release may not be published, distributed or released directly or indirectly in the United States of America, Australia, Canada, Japan or South Africa. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No communication or information relating to the offering may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of the Company or the Banks assumes any liability in connection with the breach by any person of such restrictions.

The information contained in this press release is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this press release or its accuracy or completeness. The information in this press release is subject to change.

This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as amended (the “Prospectus Directive”).

The Bonds will be offered only by way of a private placement in France to persons referred to in Article L.411-2-II of the French monetary and financial code (Code monétaire et financier) and outside France (excluding the United States of America, Australia, Canada, Japan or South Africa), without an offer to the public in any country (including France).

This press release does not constitute a recommendation concerning the issue of the Bonds. The value of the Bonds and the Ordinary Shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds for the person concerned.

European Economic Area With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (the

“Relevant Member States”), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, the expression “offer to the public of Bonds” in any Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State.

These selling restrictions with respect to Member States apply in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

France

The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés) and/or a restricted circle of investors (cercle restreint d'investisseurs) acting for their own account, as defined in, and in accordance with, Articles L. 411-2, D.411-1 and D.411-4 of the French monetary and financial Code (Code monétaire et financier).

United Kingdom

This press release is addressed and directed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii),

(iii) and (iv) all deemed relevant persons (“Relevant Persons”). The Bonds are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the Bonds may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

United States of America This press release may not be published, distributed or transmitted in the United States of America (including its territories and dependencies, any State of the United States of America and the District of Columbia). This press release does not constitute or form a part of any offer or solicitation to purchase for securities in the United States of America. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), the law of any state of the United States of America and may not be offered or sold in the United States of America to U.S. persons, or for the account or benefit of U.S. persons, except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act or the law of the above states. The Bonds will be offered or sold only outside of the United States of America and to people who are not “U.S. persons” and in offshore transactions, in accordance with Regulation S of the Securities Act. The Company does not intend to register any portion of the proposed offering in the United States of America and no public offering will be made in the United States of America.

Australia, Canada, Japan and South Africa

The Bonds may not and will not be offered, sold or purchased in Australia, Canada, Japan or South Africa. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada, Japan or South Africa. The distribution of this press release in certain countries may constitute a breach of applicable law.

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The Banks are acting exclusively on behalf of the Company and no-one else in connection with the offering. They will not regard any other person as their respective client in relation to the offering and will not be responsible to anyone other than the Company for providing the same protections as to any of their clients or to provide advice in connection with the offering, the Bonds, the contents of this press release or any other transaction, arrangement or other matter described in this press release.

In connection with the offering, the Banks and any of their respective affiliates, may take up a portion of the Bonds as a principal position and in that capacity may subscribe for, acquire, retain, purchase, sell, offer, offer to sell or negotiate for their own account such Bonds and other securities of the Company or related investments in connection with the offering, the Bonds or the Company or otherwise.

Accordingly, references to securities issued, offered, subscribed, acquired, placed or dealt should be read as including any issue, offer, subscription, acquisition, placement, dealing or negotiation made by the Banks and any of their affiliates acting as investors for their own account. The Banks do not intend to disclose the extent of any such above mentioned investments or transactions otherwise than in accordance with any applicable legal or regulatory requirements.

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