

# Technip Energies N.V.

2126 Boulevard de la Défense, 92000 Nanterre, France

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

**May 7, 2024**

Minutes of the annual general meeting of shareholders of Technip Energies N.V. (the "**Company**"), held on May 7, 2024, at 14:00 (CET) at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN, Schiphol, the Netherlands.

### **1 OPENING BY THE CHAIR OF THE BOARD**

Mr. Joseph Rinaldi, chair of the Company's board of directors (the "**Board**") and chair of the meeting (the "**Chair**") opens the meeting at 14:00 (CET). The Chair shares safety instructions. The Chair then introduces the members of the Board present: Ms. Alison Goligher and Mr. Arnaud Pieton. The Chair also introduces Mr. Matthieu Malige, whose appointment as non-executive director is being proposed at this meeting. From the Executive Committee, in addition to Mr. Pieton, he introduces Messrs. Bruno Vibert, Michael McGuinty and Christophe Bêlorgeot. Furthermore, Mr. Paulus Wijffels of PricewaterhouseCoopers Accountants N.V. is attending the meeting as the Company's statutory auditor.

Mr. McGuinty, the secretary of the meeting, makes practical and formal statements and confirms that all legal and statutory requirements for the meeting have been met, so that the annual general meeting has the capacity to adopt the resolutions as per the agenda that has been set for the meeting and published on the Company's website within the requisite timeframe.

Mr. McGuinty informs the meeting of the issued share capital of the Company and the number of ordinary shares with voting rights. On 9 April 2024, the record date for the meeting, the total issued share capital of the Company amounted to EUR 1,815,838.93 consisting of 181,583,893 ordinary shares. As of the record date, there were 178,619,604 ordinary shares with voting rights. Mr. McGuinty states that the Company has received the proxies and voting instructions for the 133,043,376 ordinary shares represented at this meeting. Both proxy holders - the Chair and TMF Netherlands B.V. - have agreed that there will be no voting process during the meeting. Mr. McGuinty confirms that all proposals require a simple majority of votes, except for the proposals for the appointment of directors. The general meeting can reject the nomination of a director by a two thirds majority of the votes cast, representing at least half of the Company's issued share capital. Mr. McGuinty then explains how the attendees can raise questions during the meeting. The Chair thanks Mr. McGuinty.

The Chair provides the meeting with an overview of the past financial year. He points out that the Company took steps to confirm its position as a leading enabler of the energy transition and has delivered another strong financial and operational performance. The Board is focused on ensuring that the Company is taking the steps necessary to create a sustainable energy transition business that will continue in the long term to create value for its stakeholders. In parallel, the Company is positioned to become a leader in driving the transition to net-zero platforms in the energy sector.

The Chair then addresses the work of the Board's committees. Reflecting the importance of sustainability in the Company's business plans, the Board's committee structure was revised in 2023 by dividing the responsibilities of its ESG Committee between two distinct committees, the Sustainability Committee and the Nomination and Governance Committee. The Sustainability Committee continued to work with management to define best-in-class sustainability values and practices and ensure these values and practices are integrated in all aspects of the Company's activities and strategy. Progress across a broad range of key sustainability issues has been recognized and reflected in the improvement of the Company's ratings by major ESG agencies.

The Chair then indicates that the Audit Committee continued to address many financial and operational topics in 2023 and devoted attention to several specific topics, such as overseeing the preparatory work for implementation of the EU Corporate Sustainability Reporting Directive, the continuing work on implementation of the new ERP system and providing recommendations to the Board on capital allocation.

The Compensation Committee remained committed to ensuring that CEO's remuneration is closely tied to measurable performance and aligns with the Company's evolving strategic and business goals. The Chair then states that CEO's 2023 compensation package is consistent with the Company's Remuneration Policy approved by the shareholders during the 2023 annual general meeting. The Chair indicates that the Board recommends voting in favor of the 2023 Remuneration Report, emphasizing that this vote is advisory.

The Chair further states that the Nomination and Governance Committee is dedicated to ensuring that the Company maintains a robust and responsible leadership and that the range of skills, knowledge, and experience essential for fostering sustainable long-term value creation and business success are represented on the Board. The Chair indicates that Ms. Debon and Mr. Uccelletti have decided to retire from the Board and thanks them on behalf of the Board for their dedication and contributions to the Company. The Chair notes that, with the proposed appointments of Ms. Gavet and Mr. Malige, the Board is keeping the Board size to ten members.

The Chair thanks the shareholders and the people of Technip Energies. He concludes the agenda item 1. and hands the floor to Mr. Arnaud Pieton, the CEO, for agenda item 2.

## **2 PRESENTATION BY THE CEO**

Mr. Pieton thanks the Chair and proceeds with agenda item 2. He highlights the Company's outstanding performance in 2023, characterized by robust margins. Over the past three years as a public company, it has established itself as a strong financial platform for sustainable returns. The

Company boasts multiyear backlog visibility, leading margins, and impressive returns. Mr. Pieton emphasizes the Company's advantage in leveraging distinctive technologies and its capacity to scale up to an industrial level.

Mr. Pieton shows a video summarizing the Company's 2023 key achievements and highlights the Company's focus on creating shareholder value which is reflected in the proposed dividend of 0.57 Euro per ordinary share.

During his presentation, Mr. Pieton emphasizes several strategic orientations for 2023. He highlights the Company's commitment to decarbonization which has led to various investments, including the launch of a carbon capture platform. Mr. Pieton also discusses the Company's sustainability journey, emphasizing the investment in achieving sustainability objectives and meeting self-imposed targets. As part of this, he shares a brief video showcasing the Company's key sustainability achievements in 2023.

Mr. Pieton shares the Company's strategic objectives for 2024. Given the ongoing need for affordable and secure energy, recent global conflicts serve as a stark reminder of energy's critical role, particularly in Europe. The Company remains committed to contributing to this vital sector. Additionally, emission reduction efforts are central to the future, and the Company is pleased to be in a position where creativity and innovation are essential for achieving low-carbon energy solutions and decarbonization. The primary focus for 2024 is strengthening the Company's leadership in its targeted markets

The Chair thanks Mr. Pieton and opens the floor for questions. No questions are asked. The Chair concludes agenda item 2.

### **3 2023 FINANCIAL STATEMENTS**

The Chair proceeds with agenda item 3, which pertains to the adoption of the Company's financial statements for the financial year ended 31 December 2023. He states that this is a voting item. He notes that PricewaterhouseCoopers Accountants N.V. has audited the statutory annual and consolidated accounts and has issued an unqualified audit opinion thereon. Based on the recommendation of the Audit Committee, the Board has approved the statutory and consolidated annual accounts. The Chair then invites Mr. Paulus Wijffels, partner at PricewaterhouseCoopers Accountants N.V., to address the meeting.

Mr. Wijffels takes the floor and comments on the key items of the auditor's report. PricewaterhouseCoopers Accountants N.V. has been able to confirm that: (i) the non-financial information is consistent with the financial statements, (ii) there is no misstatement within the annual report, and (iii) the required information regarding the management report and the remuneration report have been properly disclosed. The Chair thanks Mr. Wijffels and opens the floor for questions. No questions are asked.

The Chair then announces the voting results and informs the meeting that the resolution is adopted by a majority of 99.96% of the votes cast.

#### **4 DIVIDEND**

The Chair proceeds with agenda item 4, which pertains to the adoption of a dividend for the financial year that ended on 31 December 2023. The Chair states that this is a voting item. The proposal is to adopt a cash dividend of EUR 0.57 per ordinary share, derived from the Company's 2023 net income. This represents a 10% increase in dividends compared to 2022.

The Chair opens the floor for questions. No questions are asked.

The Chair then announces the voting results and informs the meeting that the resolution is adopted by a majority of more than 99.99% of the votes cast.

#### **5 2023 REMUNERATION REPORT**

The Chair proceeds with agenda item 5, highlighting that it pertains to the advisory vote on the Remuneration Report for the 2023 financial year.

The Chair opens the floor for questions. No questions are asked.

The Chair then announces the voting results and informs the meeting that the Remuneration Report has received a positive advisory vote adopted by a majority of 93.09% of the votes cast.

#### **6 STATUTORY AUDITOR**

The Chair proceeds with agenda item 6, the proposal to reappoint PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for the financial year 2024. The Chair states that this is a voting item.

The Chair states that the Audit Committee assessed the auditors' performance in 2023 and recommends that shareholders approve the reappointment of PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for 2024.

The Chair opens the floor for questions. No questions are asked.

The Chair then announces the voting results and informs the meeting that the resolution is adopted by a majority of 99.98% of the votes cast.

#### **7 DISCHARGE OF DIRECTORS**

The Chair proceeds with the agenda item 7, discharge of liability from the 2023 financial year of the Company's directors. This item has two voting items: the first is the discharge of the executive director and the second is the discharge of the non-executive directors.

The Chair opens the floor for questions. No questions are asked.

The Chair then announces the voting results on these two items.

#### Agenda item 7(a)

The Chair informs the meeting that the proposal to discharge the executive director of the Company from liability in respect of his duties during the 2023 financial year is adopted by a majority of 91.95% of the votes cast.

#### Agenda item 7(b)

The Chair informs the meeting that the proposal to discharge all non-executive directors in office during the 2023 financial year of the Company from liability in respect of their respective duties during the 2023 financial year is adopted by a majority of 91.87% of the votes cast.

## **8 COMPOSITION OF THE BOARD**

The Chair continues with agenda item 8, composition of the Board. He explains that the agenda item has ten voting items, one for each director that has been nominated for appointment. The current term of all members of the Board ends immediately upon the close of this annual general meeting.

The Chair notes again that Ms. Marie-Ange Debon and Mr. Nello Uccelletti are not seeking reappointment as non-executive directors. Mr. Pieton has indicated that he is available for reappointment as executive director. Each of Arnaud Caudoux, Colette Cohen, Stephanie Cox, Simon Eyers, Alison Goligher, Francesco Venturini and Joseph Rinaldi have indicated that they are available for reappointment as non-executive directors. Ms. Maëlle Gavet and Mr. Matthieu Malige have also each indicated that they are available for appointment as a non-executive director.

The Chair explains that, based on the recommendation of the Nomination and Governance Committee, the Board has resolved to make a binding nomination regarding the reappointment of Mr. Pieton as sole executive director of the Board.

The Board has also resolved, based on the recommendation of the Nomination and Governance Committee to make binding nominations regarding the reappointment of Arnaud Caudoux, Colette Cohen, Stephanie Cox, Simon Eyers, Alison Goligher, Francesco Venturini, and Joseph Rinaldi as non-executive directors.

Furthermore, the Board has resolved to make a binding nomination for the appointment of Ms. Maëlle Gavet and Mr. Matthieu Malige as non-executive directors in accordance with the Company's articles of association and based on the recommendation of the Nomination and Governance Committee. All appointments are for a term ending at the close of the first annual general meeting held after the appointment.

Pursuant to the binding nominations, the resolution concerning the nominations will result in the appointment of the nominee, unless the nomination is overruled by a two third majority of the votes cast, representing more than half of the issued capital. He notes that information on each of the proposed directors is available in the explanatory notes in the meeting agenda.

The Chair opens the floor for questions. No questions are asked.

The Chair presents the voting results for these voting items.

Agenda item 8(a)

The Chair informs the meeting that the proposal to reappoint Arnaud Pieton as Executive Director is adopted by a majority of 99.99% of the votes cast.

Agenda item 8(b)

The Chair informs the meeting that the proposal to reappoint Joseph Rinaldi as non-executive director is adopted by a majority of 94.69% of the votes cast.

Agenda item 8(c)

The Chair informs the meeting that the proposal to reappoint Arnaud Caudoux as a non-executive director is adopted by a majority of 99.96% of the votes cast.

Agenda item 8(d)

The Chair informs the meeting that the proposal to reappoint Colette Cohen as a non-executive director is adopted by a majority of 98.54% of the votes cast.

Agenda item 8(e)

The Chair informs the meeting that the proposal to reappoint Stephanie Cox as non-executive director is adopted by a majority of 98.64% of the votes cast.

Agenda item 8(f)

The Chair informs the meeting that the proposal to reappoint Simon Evers as a non-executive director is adopted by a majority of 98.64% of the votes cast.

Agenda item 8(g)

The Chair informs the meeting that the proposal to reappoint Alison Goligher as a non-executive director is adopted by a majority of 99.98% of the votes cast.

Agenda item 8(h)

The Chair informs the meeting that the proposal to reappoint Francesco Venturini as a non-executive director is adopted by a majority of 99.90% of the votes cast.

Agenda item 8(i)

The Chair informs the meeting that the proposal to appoint Maëlle Gavet as a non-executive director is adopted by a majority of 98.72% of the votes cast.

Agenda item 8(j)

The Chair informs the meeting that the proposal to appoint Matthieu Malige as a non-executive director is adopted by a majority of 99.88% of the votes cast.

## **9 AUTHORIZATION FOR THE BOARD TO ACQUIRE SHARES**

The Chair introduces agenda item 9, proposal to authorize the Board to cause the Company to acquire shares in its issued share capital. The Chair states that this is a voting item.

The Chair adds that the authorization is for a period of 18 months and that the maximum number of shares the Company may acquire and hold cannot exceed 10% of the Company's issued share capital as at May 7, 2024. He provides an explanation as to the purposes of the proposal and, for additional information, refers to the explanatory notes in the meeting agenda.

The Chair opens the floor for questions. No questions are asked.

The Chair then announces the voting results and informs the meeting that the resolution is adopted by a majority of 97.95% of the votes cast.

## **10 CANCELLATION OF SHARES**

The Chair proceeds with agenda item 10, proposal to cancel any or all ordinary shares in the issued share capital of the Company held or to be acquired by the Company pursuant to the authorization under voting item 9, resulting in a reduction of the Company's issued ordinary shares. For additional information, he refers to the explanatory notes in the meeting agenda. The Chair states that this is a voting item.

The Chair opens the floor for questions. No questions are asked.

The Chair then announces the voting results and informs the meeting that the resolution is adopted by a majority of 99.66% of the votes cast.

## **CLOSE**

The Chair proceeds with closing of the annual general meeting. The Chair thanks the Company's employees for their continued dedication in 2023. He also thanks the Company's shareholders for their support and participation at the annual general meeting. The Chair closes the 2024 annual general meeting of Technip Energies N.V. at 15:02 (CET).

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By: Joseph Rinaldi

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By: Michael McGuinty