



# CONVENING NOTICE

Notice convening the 2022 annual general meeting of Technip Energies N.V.



## Convening notice for the 2022 general meeting of Technip Energies N.V.

Technip Energies N.V. invites its shareholders for its annual general meeting to be held on **5 May 2022 at 10:00 (CET)** at **Hilton Amsterdam Airport Schiphol**, Schiphol Boulevard 701, 1118 BN, Schiphol, the Netherlands (the "AGM").

The agenda with explanatory notes, the annual report (including the annual accounts) and other relevant documents, are available for inspection on the company's website at:

<https://investors.technipenergies.com/events-presentations/agm>

The board recommends to vote in favor of all proposals.

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## Agenda

**1 OPENING**

**2 PRESENTATION BY CEO ARNAUD PIETON**

**3 FINANCIAL STATEMENTS 2021**

*Proposal to adopt the financial statements for the financial year 2021 (voting item)*

**4 DIVIDEND**

*Proposal to adopt a cash dividend of EUR 0.45 per ordinary share from the 2021 net income (voting item)*

**5 REMUNERATION REPORT 2021**

*Advisory vote on the remuneration report for the financial year 2021 (voting item)*

**6 STATUTORY AUDITOR**

*Proposal to re-appoint PricewaterhouseCoopers Accountants N.V. as the company's statutory auditor for the current financial year 2022 (voting item)*

**7 DISCHARGE OF DIRECTORS**

- (a) Proposal to discharge the executive directors from liability (voting item)*
- (b) Proposal to discharge the non-executive directors from liability (voting item)*

**8 COMPOSITION OF THE BOARD**

- (a) Proposal to re-appoint Arnaud Pieton as executive director (voting item)*
- (b) Proposal to re-appoint Joseph Rinaldi as non-executive director (voting item)*
- (c) Proposal to re-appoint Arnaud Caudoux as non-executive director (voting item)*
- (d) Proposal to re-appoint Marie-Ange Debon as non-executive director (voting item)*
- (e) Proposal to re-appoint Simon Eyers as non-executive director (voting item)*
- (f) Proposal to re-appoint Alison Goligher as non-executive director (voting item)*
- (g) Proposal to re-appoint Didier Houssin as non-executive director (voting item)*
- (h) Proposal to re-appoint Nello Uccelletti as non-executive director (voting item)*
- (i) Proposal to appoint Colette Cohen as non-executive director (voting item)*
- (j) Proposal to appoint Francesco Venturini as non-executive director (voting item)*

**9 CLOSE**

## Explanatory notes to the Agenda

### 2 PRESENTATION BY ARNAUD PIETON

CEO Arnaud Pieton will give a presentation on the performance of Technip Energies in 2021.

### 3 FINANCIAL STATEMENTS 2021

Proposal to adopt Technip Energies' financial statements for the financial year 2021.

### 4 DIVIDEND

Pursuant to its dividend policy, Technip Energies aims to have a regular and growing return on capital to shareholders through continuous dividend payments and intends to pay an annual dividend based on a percentage of net earnings representing initially a minimum of 30% of net profit.

It is now proposed to adopt a cash dividend of EUR 0.45 per ordinary share from the 2021 net income (voting item). This represents approximately 32.5% of net profit.

If this proposal is adopted by the AGM, the shares will be traded ex-dividend as of May 18, 2022, and the dividend record date will be May 19, 2022. The payment date for the dividend will be May 20, 2022.

Shareholders holding their shares in the Dutch register who wish to receive their dividend must complete the form available on the Company's website at:

<https://investors.technipenergies.com/events-presentations/agm>.

### 5 REMUNERATION REPORT 2021

The remuneration report explains the remuneration policy for the board, and the implementation of this policy in 2021.

In accordance with Dutch law, shareholders will have the opportunity to cast an advisory vote on the remuneration report. It is proposed to approve the remuneration report.

### 6 STATUTORY AUDITOR

Prior to the Technip Energies listing on Euronext Paris, the company's statutory auditor was appointed for a one year term (financial year 2021). It is now proposed to re-appoint PricewaterhouseCoopers Accountants N.V. for another one-year term, corresponding to the current financial year 2022.

This proposal follows the recommendation of the audit committee of the board, after it conducted an assessment of the functioning of, and the developments in the relationship with PricewaterhouseCoopers Accountants N.V.

## **7 DISCHARGE OF DIRECTORS**

This agenda item includes two voting items.

*(a) proposal to discharge the executive directors from liability in respect of their duties performed in 2021*

Proposal to discharge the CEO, and Mr. S. Siegel, the sole member of the board prior to the company's listing on Euronext Paris, from liability in respect of the performance of their respective duties in the financial year 2021. The proposed discharge only extends to matters set forth in the annual report 2021 or otherwise disclosed to the general meeting prior to the adoption of the resolution to discharge.

*(b) proposal to discharge the non-executive directors from liability in respect of their duties performed in 2021*

Proposal to discharge all non-executive directors in office during the financial year 2021 from liability in respect of the performance of their respective duties in the financial year 2021. The proposed discharge only extends to matters set forth in the annual report 2021 or otherwise disclosed to the general meeting prior to the adoption of the resolution to discharge.

## **8 COMPOSITION OF THE BOARD**

This agenda items includes ten voting items. In accordance with the articles of association, the board has made binding nominations regarding the appointments of the individuals mentioned below, 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 nomination shall result in the appointment of the nominee, unless the nomination is overruled by a two-thirds majority of the votes cast, representing more than half of the issued share capital.

For further information on the nominees, reference is made to the Annex to these explanatory notes.

- (a) Proposal to re-appoint Arnaud Pieton as executive director*
- (b) Proposal to re-appoint Joseph Rinaldi as non-executive director*
- (c) Proposal to re-appoint Arnaud Caudoux as non-executive director*
- (d) Proposal to re-appoint Marie-Ange Debon as non-executive director*
- (e) Proposal to re-appoint Simon Eyers as non-executive director*
- (f) Proposal to re-appoint Alison Goligher as non-executive director*
- (g) Proposal to re-appoint Didier Houssin as non-executive director*
- (h) Proposal to re-appoint Nello Uccelletti as non-executive director*
- (i) Proposal to appoint Colette Cohen as non-executive director*
- (j) Proposal to appoint Francesco Venturini as non-executive director*

## Registration for the AGM and voting

### Meeting documents

The following meeting documents are available at:

<https://investors.technipenergies.com/events-presentations/agm>.

- This convocation for the AGM, including agenda and explanatory notes
- The 2021 annual report (including the 2021 annual financial statements)
- The 2021 remuneration report (also included in the 2021 annual report)
- A form of power of attorney to vote shares in respect of the items on the agenda

These documents are also available for inspection and can be obtained free of charge:

- at the registered office of Technip Energies N.V.: Origine, 2126 boulevard de la Défense, CS 10266, 92741 Nanterre CEDEX, France;
- by email request to [agm2022@technipenergies.com](mailto:agm2022@technipenergies.com);

### COVID-19

At the time of the AGM restrictions imposed due to the COVID-19 pandemic might require Technip Energies to prevent physical attendance by shareholders above the then applicable maximum size for group gatherings in the Netherlands. Furthermore, Dutch or foreign travel restrictions may necessitate changes to the set-up of the AGM.

Technip Energies is closely following the evolving nature of the global pandemic and will inform you accordingly if the set-up of the AGM changes. Please refer to our website for further instructions in case of a change of set-up of the AGM.

### Attendance and vote

The persons who have the right to attend and vote at the AGM are those who are so on record on 7 April 2022 (the "**Record Date**") at close of markets after all entries and deletions have been processed.

Shareholders holding their shares through Euroclear France S.A. who wish to physically attend the AGM, provide instructions or grant a power of attorney to vote on their behalf, must complete the form provided for this purpose by their financial intermediary or by SOCIETE GENERALE Securities Services. Such form must be received no later than 29 April 2022, 17:30 (CET) by SOCIETE GENERALE Securities Services. These shareholders may also complete these formalities electronically by following the instructions given by their financial intermediary or by SOCIETE GENERALE Securities Services.

Shareholders holding their shares in the Dutch register who have not yet provided their bank account details and wish to receive dividends; physically attend the AGM or grant a power of attorney to vote on their behalf, must complete the form ("Proxy Card / Attendance Card Request") available on the Company's website at:

<https://investors.technipenergies.com/events-presentations/agm>

Such form must be submitted in accordance with the instructions set out there in and be received no later than 29 April 2022, 17:30 (CET).

### **Number of issued shares**

At the time of the publication of this convening notice, Technip Energies N.V.'s total issued share capital in number of issued shares and in voting rights is published on our website.

### **Shareholder information**

The contact details of Investor Relations are available at:

<https://investors.technipenergies.com/contacts-subscriptions/contacts>.

### **Disclaimer**

Technip Energies N.V. processes your personal data in order to provide you with information about Technip Energies N.V. (the "**Purpose**"). With regard to the processing of this personal data, Technip Energies N.V. will comply with its obligations under Regulation (EU) 2016/679 of the European Parliament and Council of 27 April 2016 (General Data Protection Regulation, "GDPR"), and any applicable national laws, rules and regulations implementing the GDPR, as provided in its privacy policy available at: [www.technipenergies.com/privacy-policy](http://www.technipenergies.com/privacy-policy).

In accordance with the applicable legislation you have rights with regard to the processing of your personal data:

- for more information on your rights, please refer to: [www.technipenergies.com/privacy-policy](http://www.technipenergies.com/privacy-policy),
- to make a request regarding processing of your data, please email our Data Protection Officer at [privacy@technipenergies.com](mailto:privacy@technipenergies.com).

## ANNEX – RESUMES OF THE NOMINEES FOR APPOINTMENT TO THE BOARD

The below information and further information on the composition of the board and its committees, including the envisaged composition of the committees after the AGM, is also included in the 2021 annual report.

### Arnaud Pieton Executive Director

48 years old

French

**Chief Executive Officer**

#### CURRICULUM VITAE

Arnaud Pieton is Chief Executive Officer of Technip Energies. Mr. Pieton served as President of TechnipFMC's Subsea business segment from October 2018 to October 2020. From January 2017 to October 2018, Mr. Pieton served as Executive Vice President People & Culture of TechnipFMC. From January 2004 to January 2017, Mr. Pieton served in a number of leadership positions at Technip, including as President Asia Pacific Region covering subsea and onshore/offshore operations and other subsea assignments in Paris, Houston and Kuala Lumpur. Prior to joining Technip in 2004, he held several positions at Serimax, part of Vallourec Group.

Mr. Pieton holds a master's degree in material science & welding from Polytech Nantes and attended the executive education program at The University of Chicago Booth School of Business.

#### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- None

#### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- None

### Joseph Rinaldi Independent Director

64 years old

Australian, American and Italian

**Chairman of the Board  
Member of the Audit  
Committee and  
Compensation  
Committee**

#### CURRICULUM VITAE

Joseph Rinaldi is the Managing Partner of Fennecourt Partners, an investment management and consulting firm. He is a retired partner in the international law firm of Davis Polk & Wardwell, where he advised companies, financial institutions and Board of Directors on corporate governance issues, public and private mergers and acquisitions, financing and capital markets transactions, corporate law and securities laws, with a particular focus on international and cross border matters.

From 2002 to 2007, he was the senior partner in the Paris office of Davis Polk & Wardwell, after joining in 1984 and becoming a partner in 1990.

Mr Rinaldi holds degrees in both Economics and Law from the University of Sydney as well as a master's degree in law from University of Virginia School of Law.

#### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- None

#### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- Fennecourt Partners LLC: Managing Partner



## Arnaud Caudoux

Independent Director

51 years old

French

**Member of the  
Audit Committee**

### CURRICULUM VITAE

Arnaud Caudoux is currently Deputy Chief Executive Officer and executive director of Bpifrance, a French state-owned investment bank, in charge of the Finance, Risk Management, IT, and Guarantee business line. He was formerly Chief Financial Officer and a Member of the Executive Board of Bpifrance from 2013 to 2015. He also served as Deputy Chief Executive Officer of OSEO from 2008 to 2012 and Managing Director of OSEO Garantie (formerly Sofaris) from 2004 to 2008. From 2003 to 2004, Mr. Caudoux was Chief Credit Risk and IT Officer of Sofaris.

Mr. Caudoux began his career in 1997 at Accenture as a consultant before joining A.T. Kearney in 2001.

Mr. Caudoux graduated from Ecole Polytechnique and holds a degree in economics from École Nationale des Ponts et Chaussées.

### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- None

### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- Bpifrance S.A.: Executive Director and Deputy General Manager
- Younited S.A.: Permanent Representative as a Director
- Association Française des Sociétés Financières (ASF): Director

## Marie-Ange Debon

Independent Director

56 years old

French

**Chair of the Audit  
Committee**

### CURRICULUM VITAE

Marie-Ange Debon has acted as Chairwoman of the Keolis Group Executive Board since August 2020. Prior to joining Keolis, Ms. Debon was Deputy Chief Executive Officer of the Suez Group, a global water and waste company she joined in 2008. She held various positions at Suez: CEO for France (from 2018 to 2020), CEO for international (from 2013 to 2018) and General Secretary (from 2008 to 2013). From 2003 to 2008, Ms. Debon served as General Secretary of Thomson (now Technicolor), and, prior to that, served as Deputy Chief Financial Officer. Prior to Thomson, Ms. Debon served in various positions in both the public and private sectors, including as Senior Executive Vice President of television broadcaster France 3 from 1994 to 1998 and as Magistrate to the French Audit Court (Cour des Comptes) from 1990 to 1994.

She has been Vice President of MEDEF International (Mouvement des entreprises de France), an international branch of the French employer's association, since 2016. She was a member of the AMF (Autorité des Marchés Financiers) from 2008 to 2014.

Ms. Debon holds a master's degree in business from HEC Paris and a master's degree in economics and public administration from Ecole Nationale d'Administration.

### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- Arkema S.A.: Director, Chair of the Audit Committee

### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- Keolis Group S.A.S.: Executive Chair

## Simon Eyers

### Independent Director

57 years old  
 British  
**Member of the Audit Committee**

#### CURRICULUM VITAE

Until January 2022, Simon Eyers served as Chairman of Evrythng, a leading provider of cloud-based traceability data services to the consumer products industry, and as a director of Trident Energy. Mr. Eyers served as Managing Director of Warburg Pincus International from 2012 to 2018 focusing on energy investments, and as a Senior Advisor until the end of 2020 upon retirement from his full-time role. He was a founding partner of 4D Global Energy Advisors, a private equity firm based in Paris specializing in the energy sector, serving from 2002 to 2012. Mr. Eyers previously held executive leadership roles in various technology ventures prior to which he worked for 13 years in energy investment banking.

Mr. Eyers holds a BSc. in electrical and electronic engineering from the University of Edinburgh.

#### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- None

#### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- None

## Alison Goligher

### Independent Director

56 years old  
 British and Irish  
**Chair of the Compensation Committee and Member of the ESG Committee**

#### CURRICULUM VITAE

Alison Goligher is the Executive Chair of Silixa, a private equity backed Distributed Fibre Optic company working in the energy sector, a role she has held since 2016. From 2006 to 2015, Ms. Goligher held various executive leadership roles at Royal Dutch Shell, most recently serving as Executive Vice President Unconventionals, Upstream International in The Netherlands. Ms. Goligher began her career at Schlumberger as a wireline field engineer. She spent 17 years at Schlumberger working internationally, and progressing into more senior, global leadership positions in operations and technology, eventually becoming its Vice President of Production Management, Integrated Project Management.

Ms. Goligher graduated from Edinburgh University with BSc in Mathematical Physics and also holds a Master's Degree in Petroleum Engineering from Heriot-Watt University.

In 2005, M. Goligher was recognized as an Officer of the Order of the British Empire (OBE) for services to the Oil and Gas industry.

#### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- Meggitt Plc.: Senior Independent Director and Chair of the Remuneration Committee
- United Utilities Group Plc.: Director and Chair of the Remuneration Committee

#### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- United Utilities Water Ltd.: Director
- Silixa Plc.: Executive Chair

## Didier Houssin

Independent Director

64 years old

French

**Member of the ESG  
Committee**

### CURRICULUM VITAE

Didier Houssin served as Chairman and Chief Executive Officer of IFP Energies Nouvelles, a research and training company in the fields of energy, transport, and the environment, from 2015 until 2020. From 2012 to 2015, he was Director of Sustainable Energy Policy and Technology at the IEA (International Energy Agency) and was responsible for the development of low-carbon technologies and energy. From 2007 to 2012, he was Director of Energy Markets and Security at the IEA and was responsible for analyzing energy markets, in particular oil, gas, electricity, and renewable energies, and overseeing security of supply. Before joining the IEA, Mr. Houssin gained broad experience in numerous positions both in the French government and the private industrial sector. He was Managing Director of BRGM, the French Geological Survey, from 2004 to 2007 and served as Director of Energy and Mineral Resources at the French Ministry for the Economy and Finance from 1997 to 2004. From 1987 to 1990, he was responsible for developing E.U. strategy at Total. From 1983 to 1987, he held international positions at the French Ministry of the Industry.

Mr. Houssin holds a master's degree in law from Paris Sorbonne University and a master's degree in economy and political sciences from IEP Paris, and graduated from Ecole Nationale d'Administration.

### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- None

### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- Storengy S.A.S.: Director
- Société Française Donges-Metz S.A.:  
Chairman of the Board

## Nello Uccelletti

Non-Independent Director

68 years old

Italian

**Member of the  
Compensation  
Committee**

### CURRICULUM VITAE

Nello Uccelletti served as President and Advisor to TechnipFMC's Chief Executive Officer from November 2019 to February 2020. From 2014 to 2019, Mr. Uccelletti served as President of TechnipFMC's Onshore/Offshore business after previously serving as Senior Vice President of Onshore. Mr. Uccelletti originally joined Technip in 1978 and has spent his entire career with Technip and its affiliates serving in a variety of leadership positions, including as Chief Executive Officer of Technip Italy and Region B Senior Vice President of Technip Italy and as the head of Technip Italy's Engineering Department, Middle East Business and Projects units, and business development team.

Mr. Uccelletti was the Chairman of ANIMP (Associazione Nazionale di Impiantistica Industriale) from 2011 to 2015.

Mr. Uccelletti holds a degree in electrical engineering from the University of Naples.

### OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)

- None

### OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- None

**Colette Cohen**  
Board Observer\*

53 years old  
British and Irish

**CURRICULUM VITAE**

Ms. Cohen is the Chief Executive Officer for the Net Zero Technology Centre, an organization committed to the development and deployment of technology to accelerate the transition to an affordable net zero future. She has worked in the industry for over 25 years, having held senior positions within industry leaders such as BP, ConocoPhillips and Centrica E&P, both in the UK and internationally. Ms. Cohen is a Commissioner for the Just Transition Commission for Scotland and a member of the Technology Leadership Board for the UK Government.

Ms. Cohen is an ambassador for Powerful Women.

Ms. Cohen holds a degree in Pure & Applied Chemistry from Queen's University Belfast, as well as a master's in Project Management & Economics from CERAM (France) and an honorary PhD from Aberdeen University.

In 2020, Ms. Cohen was awarded the Order of the British Empire (OBE) for services to the Oil and Gas industry.

**OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)**

- Norwegian Energy Company ASA: Director

**OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)**

- Net Zero Technology Centre: Chief Executive Officer and Director
- DeepOcean Group AS: Director
- Opito Ltd: Director

*\*Ms. Cohen was appointed Board Observer in October 2021, following a structured director search process, and is nominated for appointment as an independent non-executive director at the 2022 Annual General Meeting. In her capacity as Board Observer, Ms. Cohen has attended Board meetings since her appointment.*

**Francesco Venturini\*\***

53 years old  
Italian and American

**CURRICULUM VITAE**

Mr. Venturini is the Head of Enel X Global Retail, the new global business line that consolidates all the customers of the Enel Group and the related portfolios of products and services under one single umbrella. From 2017 and 2021, he was the Chief Executive Officer of Enel X, the global business line of the Enel Group. Mr. Venturini held various positions at the Enel Group. He served as Chief Executive Officer and General Manager for Enel Green Power (from 2014 to 2017), after having served as its Head of North American Area (from 2011 to 2014) and Head of Finance (from 2009 to 2011). He also served as Head of Sales Administration within Enel's Distribution and Market Division after having served as its Head of Internal Audit. Mr. Venturini was initially appointed as Head of Administration and Management Control at Enel S.p.A. in 1998. Prior to joining Enel, Mr. Venturini served as Chief Financial Officer for several companies of the Elsag Bailey Process Automation and Hartmann & Braun Group, a former Finmeccanica (Leonardo) group company.

Mr. Venturini graduated cum laude in Economics from the University of Rome "La Sapienza" in 1992 and was licensed as a Certified Public Accountant. He is a London Business School alumnus and holds an MBA from MIT's Sloan Business School.

**OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)**

- None

**OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)**

- CESI S.p.A.: Director
- Ufinet Telecom, S.A.U.: Director

*\*\* Mr. Venturini is nominated for appointment as an independent non-executive director at the 2022 Annual General Meeting.*