

## Technip Energies N.V.

2126 Boulevard de La Défense, 92000 Nanterre, France

### MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

**5 May 2022**

Minutes of the annual general meeting of shareholders of Technip Energies N.V. (the "**Company**"), held on 5 May 2022 at 10:00 (CET) at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN, Schiphol, the Netherlands.

#### **1 OPENING**

Mr. Joseph Rinaldi, chairman of the Company's board of directors (the "**Board**") and chairman of the meeting (the "**Chairman**") opens the meeting at 10:00 (CET). First, the Chairman introduces the members of the Board who are physically present: Joseph Rinaldi, Marie-Ange Debon, Alison Goligher, Pascal Colombani, Simon Eyers and Arnaud Pieton as well as the other members of the executive committee who are present: Bruno Vibert, Christophe Bélorgeot and Michael McGuinty who is appointed secretary of the meeting. Also in attendance are Colette Cohen and Francesco Venturini, who are both nominated for appointment as non-executive director at this meeting. Furthermore, Edouard Demarcq is physically present and Jeroen van Hoof is attending through video on behalf of the Company's external auditor PriceWaterhouseCoopers.

Mr. McGuinty makes a few formal statements and confirms that all legal requirements for the meeting have been satisfied so that the annual general meeting has the capacity to adopt the resolutions as per the agenda that has been set for the meeting.

Mr. McGuinty informs the meeting of the issued share capital of the Company and the amount of ordinary shares with voting rights. On April 7, 2022, the record date for the meeting, the total issued share capital of the Company amounted to EUR 1,798,274.59, consisting of 179,827,459 ordinary shares. As of the record date, there were 175,377,303 ordinary shares with voting rights. Afterwards, Mr. McGuinty states the number of shares represented at the meeting, according to the attendance list. The holders of 98,966,436 ordinary shares are present or represented at the annual general meeting, who in total may cast 98,966,436 votes. Mr. McGuinty then explains how the attendees can raise questions during the meeting.

The Chairman thanks Mr. McGuinty. The Chairman elaborates on the strategy of the Company and highlights the development of the ESG roadmap. The ESG roadmap articulates the Company's foundational values and sets out actions and measurable targets designed to embed those values in the Company's everyday business operations. The Chairman then turns to the work of the Board's committees. The Audit Committee has reviewed many financial and operational topics in

2021 and its oversight role has been particularly important given that this was the Company's first year as a standalone company. The ESG Committee has done important work. In addition to the design and rollout of the ESG roadmap, the ESG Committee has had oversight responsibility for compliance with the sanctions against Russia. The Compensation Committee's work in 2021 was primarily directed at reviewing executive and non-executive directors' compensation and making recommendations to the Board. The Chairman notes that the Compensation Committee and the Board approved a number of changes to director compensation in 2022. For the executive directors, these changes included modifying the short term incentive structure by adding ESG benchmarks. For the non-executive directors the award of restricted stock units has been eliminated. As a consequence, henceforth non-executive directors will only receive cash compensation, resulting in a substantial reduction in the total annual compensation of the non-executive directors.

Subsequently, the Chairman explains how recent developments have impacted the Company. The Company has suspended pursuing future business opportunities in Russia and has been fully complying with all applicable sanctions. The Chairman concludes the agenda item 1 and hands the floor to Arnaud Pieton, the CEO, for agenda item 2.

## **2 PRESENTATION BY CEO ARNAUD PIETON**

Mr. Pieton thanks the Chairman and opens agenda item 2. He says that the Company has had a very strong first year marked by commercial successes which allows the Company to propose a dividend. In terms of the shareholder structure, 2021 has been a busy year, with HAL Investments and BPI now holding over 20% of the Company and TechnipFMC no longer being a shareholder. Mr. Pieton also mentions several key operational highlights of 2021 and continues with the financial framework for 2022 in which full visibility was given on what should have been the contribution of the Arctic LNG 2 Project in Russia. Next Mr. Pieton explains the ambitious ESG roadmap and highlights the key pillars of the culture and identity of the Company.

Then Mr. Pieton addresses the situation of the war in Ukraine which has triggered a series of EU sanctions against Russia. Mr. Pieton further elaborates on the market outlook in the future and explains that the Company has invested heavily in energy transition. Afterwards, Mr. Pieton discusses LNG before ending his presentation and hands the floor back to the Chairman.

The Chairman thanks Mr. Pieton and opens the floor for questions. No questions were asked. The Chairman then concludes agenda item 2.

## **3 FINANCIAL STATEMENTS**

The Chairman then proceeds by introducing agenda item 3, the adoption of the Company's financial statements for the financial year that ended on 31 December 2021. He explains that this is a voting item. PriceWaterhouseCoopers Accountants N.V. has audited the statutory annual accounts and has issued an unqualified opinion thereon. Based on the recommendation of the Audit Committee, the Board has approved the statutory annual accounts. The Chairman then invites Edouard Demarcq, partner at PriceWaterhouseCoopers, to address the meeting.

Mr. Demarcq takes the floor and explains the key items of the report. PriceWaterhouseCoopers has been able to confirm that: (i) the non-financial information is consistent with the financial statements; (ii) that there is no misstatement within the annual report and (iii) that the required information regarding the management report and the remuneration report have been properly disclosed.

The Chairman thanks Mr. Demarcq and opens the floor for questions. No questions were asked.

The Chairman presents the voting results for agenda item 3. The financial statements for the financial year 2021 have been adopted by a majority of 99.933% of the votes cast. The Chairman concludes that the proposal has been adopted.

#### **4 DIVIDEND**

The Chairman continues with agenda item 4, the proposal to adopt a dividend for the financial year that ended on 31 December 2021. It is proposed to adopt a cash dividend of EUR 0.45 per ordinary share. This represents approximately 32.5% of the Company's net profit in the 2021 financial year.

The Chairman opens the floor for questions. No questions were asked.

The Chairman presents the voting results for agenda item 4. The proposal to adopt a cash dividend of EUR 0.45 per ordinary share from the 2021 net income has been adopted by a majority of 99.985% of the votes cast. The Chairman concludes that the proposal is adopted.

#### **5 REMUNERATION REPORT**

The Chairman opens agenda item 5 and comments that the Company will be reviewing the Remuneration Policy in 2022 and will submit an amended Remuneration Policy to a vote next year.

The Chairman opens the floor for questions. No questions were asked.

The Chairman presents the voting results for agenda item 5. The Chairman concludes that the meeting expressed a positive advisory vote on the remuneration report by 63.502% of the votes cast.

#### **6 STATUTORY AUDITOR**

The Chairman introduces agenda item 6, the proposal to reappoint PriceWaterhouseCoopers Accountants N.V. as the Company's external auditor for the financial year 2022. The Audit Committee discussed the assessment conducted by the auditors and agreed that PriceWaterhouseCoopers Accountants N.V. has functioned the required level.

The Chairman opens the floor for questions. No questions were asked.

The Chairman presents the voting results for agenda item 6. The proposal to reappoint PriceWaterhouseCoopers Accountants N.V. as the Company's external auditor for the financial

year 2022 has been adopted by a majority of 96.103% of the votes cast. The Chairman concludes that the proposal is adopted.

## **7 DISCHARGE OF DIRECTORS**

The Chairman continues with the agenda item 7, the discharge of liability of the Company's directors. This item has two voting items: the first is the discharge of the executive directors and the second is the discharge of the non-executive directors.

The Chairman opens the floor for questions. No questions were asked.

The Chairman presents the voting results for these voting items.

The proposal to discharge the executive directors of the Company from liability has been adopted by a majority of 99.962% of the votes cast. The Chairman concludes that the proposal is adopted.

The proposal to discharge the non-executive directors of the Company from liability has been adopted by a majority of 99.819% of the votes cast. The Chairman concludes that the proposal is adopted.

## **8 COMPOSITION OF THE BOARD**

The Chairman continues with agenda item 8, the 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 after this annual general meeting. Mr. Pieton has stated that he is available for reappointment as executive director. Arnaud Caudoux, Marie-Ange Debon, Simon Eysers, Alison Goligher, Didier Houssin, Nello Uccelletti and the Chairman have all indicated that they are available for appointment as non-executive directors. Pascal Colombani has indicated he is not available for appointment. On behalf of the board, the Chairman thanks Mr. Colombani for his contribution to the Company.

The Chairman explains that, based on the recommendation of the ESG 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, to make binding nominations regarding the reappointment of Arnaud Caudoux, Marie-Ange Debon, Simon Eysers, Alison Goligher, Didier Houssin, Nello Uccelletti, and the Chairman as non-executive directors. Furthermore, the Board has resolved to make binding nominations for the appointment of Colette Cohen and Francesco Venturini as non-executive directors in accordance with the Company's articles and based on the recommendation of the ESG 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 shall 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. More information is available as annexes to the explanatory notes.

The Chairman opens the floor for questions. No questions were asked.

The Chairman presents the voting results for these voting items.

Agenda item 8(a)

The proposal to reappoint Arnaud Pieton as executive director has been adopted by 99.862% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(b)

The proposal to reappoint Joseph Rinaldi as non-executive director has been adopted by 98.781% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(c)

The reappointment of Arnaud Caudoux as non-executive director has been adopted by 98.890% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(d)

The proposal to reappoint Marie-Ange Debon as non-executive director has been adopted by 99.906% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(e)

The proposal to reappoint Simon Eyers as non-executive director has been adopted by 98.891% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(f)

The proposal to reappoint Alison Goligher as non-executive director has been adopted by 96.377% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(g)

The proposal to reappoint Didier Houssin as non-executive director has been adopted by 95.696% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(h)

The proposal to reappoint Nello Uccelletti as non-executive director has been adopted by 95.708% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(i)

The proposal to appoint Colette Cohen as non-executive director has been adopted by 99.989% of the votes cast. The Chairman concludes that the proposal is adopted.

Agenda item 8(j)

The proposal to appoint Francesco Venturini as non-executive director has been adopted by 98.896% of the votes cast. The Chairman concludes that the proposal is adopted.

## 9 CLOSE

The Chairman proceeds with agenda item 9, the closing of the annual general meeting. Before closing the meeting the Chairman thanks the Company's employees for their dedication and talent displayed in 2021 and thanks the Company's shareholders for their continued support. The Chairman closes the 2022 annual general meeting of Technip Energies N.V. at 11:21 (CET).

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Joseph Rinaldi  
Chairman

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Michael McGuinty  
Secretary