

2023
**Convening
Notice**

Notice convening
the 2023 annual general meeting
of Technip Energies N.V.



Breaking boundaries *together* to engineer a sustainable future

Convening Notice for the 2023 Annual General Meeting of Technip Energies N.V.

Technip Energies N.V. (the “**Company**”) invites its shareholders to attend its 2023 Annual General Meeting (the “**AGM**”) which will be held on 10 May 2023 at 2:00 p.m. (Central European Summer Time) at the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN, Schiphol, the Netherlands.

This Convening Notice (which includes the AGM agenda with explanatory notes), the 2022 Annual Report (including the 2022 annual accounts) and other relevant documents are available on the Company’s website at:

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

The Board of Directors of Technip Energies N.V. (the “**Board**”) recommends shareholders vote in favor of all proposals.



Index

Agenda	4
Explanatory notes to the agenda	5
Registration for the AGM and voting / Dividends	8
Annex – Nominees for appointment to the Board	10

AGENDA

■ **1 - OPENING BY THE CHAIRMAN OF THE BOARD**

■ **2 - PRESENTATION BY THE CEO**

■ **3 - 2022 FINANCIAL STATEMENTS**

Proposal to adopt the financial statements for the 2022 financial year (voting item)

■ **4 - DIVIDEND**

Proposal to adopt a cash dividend of EUR 0.52 per ordinary share from 2022 net income (voting item)

■ **5 - 2022 REMUNERATION REPORT**

Advisory vote on the Remuneration Report for the 2022 financial year (advisory voting item)

■ **6 - REVISED REMUNERATION POLICY**

Proposal to adopt the Revised Remuneration Policy (voting item)

■ **7 - STATUTORY AUDITOR**

Proposal to re-appoint PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for the 2023 financial year (voting item)

■ **8 - DISCHARGE OF DIRECTORS**

(a) Proposal to discharge the Executive Director from liability (voting item)

(b) Proposal to discharge the Non-Executive Directors from liability (voting item)

■ **9 - 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 Colette Cohen as Non-Executive Director (voting item)

(e) Proposal to re-appoint Marie-Ange Debon as Non-Executive Director (voting item)

(f) Proposal to re-appoint Simon Eyers as Non-Executive Director (voting item)

(g) Proposal to re-appoint Alison Goligher as Non-Executive Director (voting item)

(h) Proposal to re-appoint Nello Uccelletti as Non-Executive Director (voting item)

(i) Proposal to re-appoint Francesco Venturini as Non-Executive Director (voting item)

(j) Proposal to appoint Stephanie Cox as Non-Executive Director (voting item)

■ **10 - AUTHORISATION TO THE BOARD TO ACQUIRE SHARES**

Proposal to authorise the Board to cause the Company to acquire shares in its issued share capital (voting item)

■ **11 - CANCELLATION OF SHARES**

Proposal to cancel shares in one or more tranches as determined by the Board (voting item)

■ **12 - CLOSE**

EXPLANATORY NOTES TO THE AGENDA

■ 2 - PRESENTATION BY THE CEO

The CEO, Arnaud Pieton, will give a presentation on the performance of Technip Energies N.V. in 2022.

■ 3 - 2022 FINANCIAL STATEMENTS

Proposal to adopt Technip Energies N.V.'s financial statements for the 2022 financial year.

■ 4 - DIVIDEND

In line with Technip Energies N.V.'s dividend policy which provides that the Company intends to pay a dividend annually which is sustainable with potential growth over time, it is proposed to adopt a cash dividend of €0.52 per ordinary share from 2022 net income (voting item). This represents a 16% dividend increase for 2022 as compared to 2023.

If this proposal is adopted by the AGM, the shares will be traded ex-dividend as of 22 May 2023, and the dividend record date will be 23 May 2023. The payment date for the dividend will be 24 May 2023.

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

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

■ 5 - 2022 REMUNERATION REPORT

The 2022 remuneration report (the **"2022 Remuneration Report"**) explains the application in 2022 of the remuneration policy adopted 15 February 2021 (the **"Current Remuneration Policy"**) for the Executive Directors and the Non-Executive Directors of the Board.

In accordance with Dutch law, shareholders are being asked to cast an advisory vote on the 2022 Remuneration Report.

■ 6 - REVISED REMUNERATION POLICY

Dutch law requires the Company to submit its remuneration policy for the Executive Directors and Non-Executive Directors of the Board to the general meeting at least every four years for adoption. The Current Remuneration Policy was adopted 15 February 2021 prior to the Company's listing on Euronext Paris.

During 2022, the Compensation Committee performed a review of the Current Remuneration Policy. Based on the result of the review, the Board, upon recommendation of the Compensation Committee, proposes to make adjustments to the Current Remuneration Policy (the **"Revised Remuneration Policy"**).

The key changes introduced in the Revised Remuneration Policy consist of:

- Adjustment of Executive Directors' long-term incentive (**"LTI"**) awards grants by the removal of the time-based component ('restricted stock units'), currently representing 30% of the long-term component), which means that 100% of LTIs are now tied to performance ('performance share units') under the Revised Remuneration Policy;
- Reduction of the maximum overall LTI component for an Executive Director from 600% of annual base salary under the Current Remuneration Policy to 450% under the proposed Revised Remuneration Policy (the target nominal grant remaining unchanged at 275% of annual base salary);
- Introduction of the option to provide a supplementary defined contribution pension plan (representing 25% of annual base salary) as part of Executive Director remuneration which, if activated, would reduce the target nominal grant date value of LTIs (to 250% of annual base salary) and newly introduced LTI cap (to 425% of annual base salary);
- Clarification provided on the Executive Directors' annual performance bonus structure and measures with:
 - A minimum of 50% of the annual performance bonus based on a set of financial business performance indicators (e.g. revenue, profit margin, free cash flow, order intake, book-to-bill, etc.);
 - A formal introduction of an ESG requirement with a minimum of 15% and up to 25% of the annual performance bonus being based on ESG indicators which will be fully aligned with the Company's ESG strategy and ambition;
 - A reduction from a maximum of 25% to a maximum of 20% of the annual performance bonus being based on individual performance components;
- Clarification of the termination conditions and post mandate arrangements with:
 - Payment in case of a change of control being capped at two times the annual remuneration (annual base salary plus 3-year average annual performance bonus);
 - Loss of office payment equal to one year of annual remuneration (annual base salary plus 3-year average annual performance bonus);
 - Payments to an Executive Director for both loss of office and non-compete being capped at €3 million; and

- Incorporation of the adjustments already announced ahead of the 2022 AGM and implemented in 2022 relating to elimination of restricted stock unit grants as part of Non-Executive Directors compensation.

If adopted, the Revised Remuneration Policy will retroactively take effect as of 1 January 2023. The adoption of the Revised Remuneration Policy requires a simple majority of the votes cast.

The Revised Remuneration Policy, as submitted to shareholder vote, is available on Technip Energies N.V.'s website at:

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

If the Revised Remuneration Policy is not adopted, the Current Remuneration Policy will remain in force, in accordance with its terms.

■ 7 - STATUTORY AUDITOR

The Company's statutory auditor, PricewaterhouseCoopers Accountants N.V. ("**PricewaterhouseCoopers**"), was appointed for a one-year term (2022 financial year). It is proposed to re-appoint PricewaterhouseCoopers for another one-year term, corresponding to the current 2023 financial year.

This proposal follows the recommendation of the Audit Committee of the Board after it conducted an assessment of the performance of PricewaterhouseCoopers.

■ 8 - DISCHARGE OF DIRECTORS

This agenda item includes two voting items.

(a) proposal to discharge the Executive Director from liability in respect of his duties performed in 2022

Proposal to discharge the CEO from liability in respect of the performance of his duties in the 2022 financial year. The proposed discharge only extends to matters set forth in the 2022 Annual Report or otherwise disclosed during the AGM and prior to the adoption of this resolution.

(b) proposal to discharge the Non-Executive Directors from liability in respect of their duties performed in 2022

Proposal to discharge all Non-Executive Directors in office during the 2022 financial year from liability in respect of the performance of their respective duties in the 2022 financial year. The proposed discharge only extends to matters set forth in the 2022 Annual Report or otherwise disclosed during the AGM and prior to the adoption of this resolution.

■ 9 - COMPOSITION OF THE BOARD

This agenda item includes ten voting items. In accordance with the articles of association, the Board has made binding nominations regarding the appointment 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 (2/3) majority of the votes cast, representing more than half of the Company's issued share capital.

For information on the nominees, please refer to the Annex to these explanatory notes.

For information on Board diversity, please refer to section 5.4.2. of the 2022 Annual Report.

- (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 Colette Cohen as Non-Executive Director*
- (e) Proposal to re-appoint Marie-Ange Debon as Non-Executive Director*
- (f) Proposal to re-appoint Simon Eysers as Non-Executive Director*
- (g) Proposal to re-appoint Alison Goligher as Non-Executive Director*
- (h) Proposal to re-appoint Nello Uccelletti as Non-Executive Director*
- (i) Proposal to re-appoint Francesco Venturini as Non-Executive Director*
- (j) Proposal to appoint Stephanie Cox as Non-Executive Director*

■ 10 - AUTHORISATION TO THE BOARD TO ACQUIRE SHARES

Proposal to authorise the Board for a period of 18 months, effective as of 10 May 2023, to cause the Company to acquire shares in the Company (which, for the avoidance of doubt, includes American Depositary Receipts issued for such shares); provided that the maximum number of shares the Company may acquire and hold must not exceed 10% of the Company's issued share capital as at 10 May 2023.

The purpose of this proposal is to give the Board the ability to repurchase shares in the Company for, amongst other topics, the return of capital to its shareholders, to authorise repurchases under the Liquidity Program (as defined below), and/or, to the extent such authorisation is required, to fulfil the Company's obligations under its equity compensation plans.

With regard to the maximum purchase price for such shares, the following shall apply:

- Shares may be acquired through privately negotiated repurchases, in self-tender offers, or through accelerated repurchase arrangements, at prices ranging from the nominal value of the shares up to 110% of the market price for the ordinary shares of the Company, provided that:
 - for open market repurchases, the market price shall be the higher of (i) the price of the shares on Euronext Paris at the time the repurchase order is placed or (ii) the closing price of the shares on Euronext Paris on the day preceding the day the repurchase order is placed;
 - for privately negotiated repurchases, the market price shall be the higher of (i) the price of the shares on Euronext Paris at the time of the purchase or (ii) the closing price of the shares on Euronext Paris on the day preceding the day of the purchase;
 - for self-tender offers, the market price shall be the volume weighted average price for the shares on Euronext Paris during a period, determined by the Board, of no less than one and no more than ten consecutive trading days immediately prior to the expiration of the tender offer; and
 - for accelerated repurchase arrangements, the market price shall be the volume weighted average price of the shares on Euronext Paris over the term of the arrangement whereby the volume weighted average price for any number of trading days shall be calculated as the arithmetic average of the daily volume weighted average price on those trading days as published by a source to be selected by the Board.
- Shares may also be acquired pursuant to, and in accordance with the terms and conditions of the liquidity contract entered into with Kepler Cheuvreux dated 9 July, 2021, as amended from time to time, or another liquidity program within the meaning of 'Décision' AMF no. 2021-0 (the "**Liquidity Program**"). Shares acquired under the Liquidity Program will not be taken into account for purposes of determining whether the 10% threshold referenced above has been exceeded.

■ 11 - CANCELLATION OF SHARES

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 authorisation referred to under agenda item 10, resulting in a reduction of the Company's issued ordinary shares.

The purpose of this proposal is to allow for the cancellation of ordinary shares held by the Company or that will be acquired in accordance with the authorisation referred to under agenda item 10, at the discretion of the Board.

A cancellation of shares may be executed in one or more tranches. Pursuant to the relevant statutory provisions, cancellation may not be effected until two months after a resolution to cancel shares is adopted by the Board and publicly announced. This will apply for each tranche. For the avoidance of doubt, the Company will not cancel shares acquired under the Liquidity Program.

REGISTRATION FOR THE AGM AND VOTING / DIVIDENDS

Meeting documents

The following meeting documents are available on the Company's website at:

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

- **1 - This Convening Notice for the AGM**, including agenda and explanatory notes;
- **2 - The 2022 Annual Report** (including the 2022 annual financial statements);
- **3 - The 2022 Remuneration Report**;
- **4 - The Revised Remuneration Policy**;
- **5 - A Proxy Card for shares recorded in Société Générale Securities Services' register**;
- **6 - A Proxy Card / Attendance Card Request for shares recorded directly in Technip Energies N.V.'s shareholders register maintained by TMF Netherlands B.V.**; and
- **7 - A Dividend Account Details Form to provide bank account details for receiving dividends** (for shareholders holding their shares in Technip Energies N.V.'s shareholders register maintained by TMF Netherlands B.V).

These meeting documents may also be inspected in physical form, at Technip Energies N.V.'s registered office located at: Origine, 2126 boulevard de la Défense, CS 10266, 92741 Nanterre CEDEX, France.

Attendance and voting / Dividends

The persons who have the right to attend and vote at the AGM are those who are shareholders of record on 12 April 2023 (the "**Record Date**") at close of market after all entries and deletions have been processed.

Shareholders holding shares through Euroclear France S.A. and who wish to physically attend the AGM, provide instructions or grant a power of attorney to vote on their behalf, must complete the Proxy Card form provided for this purpose, which Proxy Card form is available on the Company's website, or can be obtained from their financial intermediary or from Société Générale Securities Services. Such form must be received no later than 5 May 2023, 5:30 p.m. (CEST) by Société Générale Securities Services. Shareholders may also complete these formalities electronically by following the instructions given by their financial intermediary or by Société Générale Securities Services.

Shareholders holding shares in the Dutch register and who wish to physically attend the AGM or grant a power of attorney to vote on their behalf must complete the Proxy Card / Attendance Card Request form, which is available on the Company's website at:

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

Shareholders holding shares in the Dutch register and who have not yet provided their bank account details and wish to receive dividends must complete the Dividend Account Details Form which is available on the Company's website at:

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

The Proxy Card / Attendance Card Request form and Dividend Account Details form must be submitted in accordance with the instructions set out therein and be received by TMF Netherlands B.V. no later than 5 May 2023, 5:30 p.m. (CEST).

Number of issued shares

Technip Energies N.V.'s total issued share capital in number of issued shares and voting rights are being published on the Company's website at the same time this Convening Notice is being made available at:

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

Technip Energies N.V.'s total issued share capital in number of issued shares and voting rights at the Record Date will be published on the first business day after the Record Date on the Company's website at:

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

Shareholder information

The contact details of the Company's Investor Relations department are available at:

https://investors.technipenergies.com/contacts-subscriptions/contacts_

Disclaimer

Technip Energies N.V. processes personal data in order to provide shareholders with information about Technip Energies N.V. (the "**Purpose**"). With regard to the processing of this personal data, Technip Energies N.V. complies 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 which is available at: www.technipenergies.com/privacy-policy_

In accordance with the applicable legislation, shareholders have rights with regard to the processing of their personal data:

- for more information regarding these rights, please refer to: www.technipenergies.com/privacy-policy_,
- to make a request regarding processing of personal data, please email the Company's Data Protection Officer at privacy@technipenergies.com.

ANNEX – NOMINEES FOR APPOINTMENT TO THE BOARD

Further information on the composition of the Board and its Committees, including the proposed composition of the Committees after the AGM, is included in Chapter 5 of the 2022 Annual Report.

Arnaud Pieton _ Executive Director

<p>49 years old French Chief Executive Officer</p>	<p>CURRICULUM VITAE</p> <p>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.</p> <p>Mr. Pieton holds a master's degree in material science & welding from Polytech Nantes and attended executive education programs at The University of Chicago Booth School of Business.</p>
	<p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● None
	<p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● None

Joseph Rinaldi _ Independent Director

<p>65 years old Australian, American and Italian Chairman of the Board</p>	<p>CURRICULUM VITAE</p> <p>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.</p> <p>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.</p> <p>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.</p>
	<p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● None
	<p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● Fennecourt Partners LLC: Managing Partner

Arnaud Caudoux _ Independent Director

52 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 École 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

Colette Cohen _ Independent Director

54 years old
British and Irish

Member of the Compensation Committee, member of the ESG Committee

CURRICULUM VITAE

Colette 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
- Flylogix: Chair of the Board

Marie-Ange Debon _ Independent Director

57 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 1998 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 Business 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 École 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

58 years old

British

Member of the Audit Committee

CURRICULUM VITAE

Simon Eyers is a Senior Advisor to Next Energy Capital, a leading European investor in renewable energy. 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)

- Marcel for Art Ltd.: Director

Alison Goligher _ Independent Director

57 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, Ms. 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)

- United Utilities Group Plc.: Director

OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)

- Silixa Ltd.: Executive Chair

Nello Uccelletti _ Non-Independent Director

69 years old
Italian

**Member of the
Compensation
Committee**

CURRICULUM VITAE

Nello Uccelletti is currently serving as advisor to the Chairman of Consolidated Contractors Group S.A.L. He previously 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 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

Francesco Venturini _ Independent Director

<p>54 years old Italian and American Member of the Audit Committee</p>	<p>CURRICULUM VITAE</p> <p>Francesco 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.</p> <p>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.</p>		
	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top; border-right: 1px dashed #ccc; padding-right: 10px;"> <p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● None </td> <td style="width: 50%; vertical-align: top; padding-left: 10px;"> <p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● CESI S.p.A.: Director </td> </tr> </table>	<p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● None 	<p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● CESI S.p.A.: Director
<p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● None 	<p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● CESI S.p.A.: Director 		

Stephanie Cox _ Proposed Independent Director

<p>54 years old American Member of the ESG Committee (if appointed)</p>	<p>CURRICULUM VITAE</p> <p>Stephanie Cox served as the Executive President, Operations Business Unit for Wood plc, in Houston, Texas, from 2020 to 2022 and as CEO Asset Solutions – Americas, from 2019 to 2020. Prior to that she held multiple leadership roles with Schlumberger from 1991 to 2019, including most recently President, North America Land Drilling from 2018 to 2019, Chief Human Resources Officer in Houston, TX, from 2017 to 2018 and from 2014 to 2016 in Paris, France, President, North America from 2016 to 2017, and President, Asia from 2014 to 2016 in Kuala Lumpur, Malaysia. She holds a Bachelor of Arts from Michigan State University in Supply Chain, Materials Logistics Management. She is also a Certified Corporate Director by the National Association of Corporate Directors (NACD).</p>		
	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top; border-right: 1px dashed #ccc; padding-right: 10px;"> <p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● Alliant Energy Corporation: Member of the Compensation and Personnel Committee as well as of the Operations Committee </td> <td style="width: 50%; vertical-align: top; padding-left: 10px;"> <p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● Terra Co2 ● Board Trustee, AWTY International School </td> </tr> </table>	<p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● Alliant Energy Corporation: Member of the Compensation and Personnel Committee as well as of the Operations Committee 	<p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● Terra Co2 ● Board Trustee, AWTY International School
<p>OTHER CURRENT PUBLIC BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● Alliant Energy Corporation: Member of the Compensation and Personnel Committee as well as of the Operations Committee 	<p>OTHER CURRENT PRIVATE BOARD MEMBERSHIP(S)</p> <ul style="list-style-type: none"> ● Terra Co2 ● Board Trustee, AWTY International School 		