

# Technip Energies N.V.

2126 Boulevard de la Défense, 92000 Nanterre, France

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

**May 5, 2026**

Minutes of the annual general meeting of shareholders of Technip Energies N.V. (the "**Company**"), held on May 5, 2026, at 2:00 p.m. (CEST) 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 2:00 p.m. (CEST). The Chair shares safety instructions. The Chair then introduces the members of the Board present in person: Ms. Colette Cohen and Mr. Arnaud Pieton. Ms. Stephanie Cox, Ms. Alison Goligher, and Mr. Matthieu Malige are attending the general meeting remotely. In addition, Mr. O'Higgins and Mr. Rémont, who are seeking appointment as non-executive directors at this annual general meeting, are also present in person. From the Executive Committee, in addition to Mr. Pieton, he introduces Mr. Bruno Vibert and Mr. Marco-Tiziano Barone. Furthermore, Mr. Paulus Wijffels of PricewaterhouseCoopers Accountants N.V. is attending the meeting as the Company's statutory auditor.

Mr. Barone, 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. Barone informs the meeting of the issued share capital of the Company and the number of ordinary shares with voting rights. On April 7, 2026, the record date for the meeting, the total issued share capital of the Company amounted to EUR 1,783,787.08 consisting of 178,378,708 ordinary shares. As of the record date, there were 176,245,815 ordinary shares with voting rights. Mr. Barone indicates that the holders of 105,806,742 ordinary shares have already cast their votes. Mr. Barone confirms there will be no voting process during the meeting. This is because all shareholders present or represented at the annual general meeting have already cast their votes prior to the meeting. Mr. Barone 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 more than half of the Company's issued share capital. Mr. Barone then explains how the attendees can raise questions during the meeting. The Chair thanks Mr. Barone.

The Chair provides the meeting with an overview of the past financial year. He points out that the Company continued to deliver on its strategy presented during the Capital Markets Day in November 2024 and highlights the acquisition of Ecovyst's Advanced Materials & Catalysts business, which strengthens the Company's capabilities in material sciences and catalysts while creating platforms for further product and solution development that will drive additional growth in the Company's Technology, Products and Services ("TPS") segment. The Chair states that the Company's order backlog remains substantial and provides excellent visibility for the years ahead.

The Chair acknowledges the current situation in the Middle East and reaffirms that the safety and security of the Company's people remain an absolute priority. He notes that, since its inception, the Company has demonstrated resilience through previous crises. The Chair expresses confidence that Technip Energies is well positioned to navigate the current challenges and to benefit from the increased focus on energy diversification and energy sovereignty.

The Chair states that the Board continues to support a strategy focused on selectivity, discipline, capital allocation and sustainable growth. The Board remains committed to balancing investment in innovation, people and targeted acquisitions, while maintaining an attractive and progressive return to shareholders. The Chair states that the proposed dividend for the 2025 financial year reflects the confidence in the Company's outlook and financial strength. He also notes that a share buyback program of up to EUR 150 million is currently underway.

The Chair indicates that in 2025, the Board approved a new five-year sustainability scorecard that closely aligns sustainability objectives with the Company's growth strategy. The new roadmap includes targets linked to innovation in sustainable technologies, awards incorporating decarbonization solutions, avoided emissions for clients and progress in the Company's own decarbonization efforts.

The Chair then addresses the work of the Board's committees during 2025. The Sustainability Committee continued to oversee the integration of sustainability in the Company's strategy, operations and performance metrics, ensuring alignment between sustainability objectives and long-term growth. The Chair indicates that in 2025, the Company advanced its sustainability strategy significantly through the launch of several new initiatives, including the Company's new ambitious sustainability program named Evolve. The Chair notes that the Company made solid progress on its decarbonization journey, having reduced Scope 1 and 2 emissions by 46% since 2021.

The Chair then indicates that the Audit Committee continued to focus on financial reporting and enterprise risk management and internal control systems in 2025 and devoted attention to several specific topics, such as reviewing the Company's financing strategy, including in relation to the acquisition of Ecovyst's Advanced Materials & Catalysts business.

The Compensation Committee remained committed to ensuring that the CEO's remuneration aligns with the Company's strategic and business goals, while also preserving mid- to long-term continuity in compensation structure and emphasizing a strong link between performance and pay. The Chair refers to the 2025 Remuneration Report which describes how the Company's Remuneration Policy was implemented in 2025. The Chair indicates that the Compensation Committee conducted a comprehensive review of the short-term incentive component of the CEO for 2025. The Chair indicates that the Board recommends voting in favor of the 2025 Remuneration Report.

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 long-term value and business success are represented on the Board. The Chair notes that the Board is proposing to elect two new directors, John O'Higgins and Luc Rémont, and to re-elect the current directors, with the exception of Mr. Francesco Venturini and himself, both of whom will step down from the Board this year. On behalf of the Board, the Chair thanks Mr. Venturini for his valuable contributions to Board discussions and to the work of the Audit Committee. Following a structured succession process, the Board has selected John O'Higgins to succeed Mr. Rinaldi as Chair of the Board, subject to his appointment as non-executive director at this meeting. The Chair notes that the election of the proposed directors would maintain a 40% female representation on the Board.

The Chair thanks the shareholders and stakeholders of Technip Energies. As he prepares to retire from the Board at the conclusion of this meeting, the Chair expresses his pride in what the Company has achieved since its inception in 2021 and states that it has been a privilege to serve as its Chair. He thanks the people of Technip Energies for their dedication. He concludes 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 states that 2025 was a successful year of delivery for the Company.

Mr. Pieton first stresses that safety is an absolute priority of the Company. He then highlights some of the Company's operational and commercial successes during 2025.

He outlines the objectives and core elements of the Company's Digital Acceleration Plan and highlights some achievements in employee relations and innovation. He then delivers an update on the Company's situation in the Middle East including the precautionary measures implemented by the Company to protect its employees and their families.

He continues his presentation with discussing the financial performance of the Company in 2025, which is reflected in the proposed dividend of EUR 1.00 per ordinary share and the implementation of a share buyback of up to EUR 150 million. He also discusses the acquisition of Ecovyst's Advanced Materials & Catalysts business, including its expected contribution to the Company's TPS offering and its anticipated financial performance in 2026.

Mr. Pieton then presents some of the Company's key achievements in sustainability since 2021 and introduces the Company's new sustainability strategy.

He then shares the Company's strategic objectives for the future. He presents the Company's commercial pipeline by geography and market and highlights the Company's strong position to benefit from every energy transition scenario. He concludes by presenting the Company's current situation vis-à-vis its 2028 financial framework.

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

### **3 CORPORATE GOVERNANCE**

The Chair introduces agenda item 3, which pertains to the Company's corporate governance and compliance with the updated Dutch Corporate Governance Code. He states that this is a discussion item. The Chair notes that the updated Dutch Corporate Governance Code introduced a new requirement for the Board to include a risk management statement in the Company's management report and that the Company has included this statement in the 2025 Annual Report.

The Chair opens the floor for questions. No questions are asked. The Chair concludes agenda item 3.

### **4 2025 FINANCIAL STATEMENTS**

The Chair proceeds with agenda item 4, which pertains to the adoption of the Company's financial statements for the financial year ended December 31, 2025. 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 provides an overview of PricewaterhouseCoopers Accountants N.V.'s approach and conclusions for the 2025 financial year including the issuance of an unqualified audit opinion on the financial statements and an unqualified limited assurance conclusion on the CSRD sustainability reporting. Mr. Wijffels states that the other information in the 2025 Annual Report does not contradict the financial statements and that PricewaterhouseCoopers Accountants N.V. has not identified material non-compliance with laws and regulations.

The Chair thanks Mr. Wijffels and opens the floor for questions. No questions are asked.

The Chair then announces the voting results for agenda item 4 and informs the meeting that the resolution is adopted by a majority of 99.99% of the votes cast.

### **5 DIVIDEND**

The Chair proceeds with agenda item 5, which pertains to the adoption of a dividend for the financial year that ended on December 31, 2025. The Chair states that this is a voting item. The proposal is to adopt a cash dividend of EUR 1.00 per ordinary share, derived from the Company's 2025 net income. This represents an 18% increase compared to 2024.

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

The Chair then announces the voting results for agenda item 5 and informs the meeting that the resolution is adopted by a majority of 99.87% of the votes cast.

### **6 2025 REMUNERATION REPORT**

The Chair proceeds with agenda item 6, highlighting that it pertains to the advisory vote on the Remuneration Report for the 2025 financial year.

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

The Chair then announces the voting results for agenda item 6 and informs the meeting that the Remuneration Report has received a positive advisory vote adopted by a majority of 94.15% of the votes cast.

## **7 STATUTORY AUDITOR**

The Chair proceeds with agenda item 7, the proposal to reappoint PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for the financial year 2026. The Chair states that this is a voting item.

The Chair states that the Audit Committee assessed the auditors' performance in 2025 and recommends that shareholders approve the reappointment of PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for 2026.

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

The Chair then announces the voting results for agenda item 7 and informs the meeting that the resolution is adopted by a majority of 99.98% of the votes cast.

## **8 AUDITOR TO CARRY OUT ASSURANCE OF SUSTAINABILITY REPORTING**

The Chair proceeds with agenda item 8, the proposal to reappoint PricewaterhouseCoopers Accountants N.V. as the Company's auditor to carry out the assurance of the Company's sustainability reporting for the 2026 financial year. The Chair states that this is a voting item.

The Chair states that the requirement to appoint an audit firm to carry out the assurance of the Company's sustainability reporting follows from the European Corporate Sustainability Reporting Directive (CSRD). The CSRD, as amended by the Omnibus Directive, is expected to be transposed into Dutch law in the course of 2026.

The Chair states that the Audit Committee and the Sustainability Committee recommend that shareholders approve the reappointment of PricewaterhouseCoopers Accountants N.V. as the Company's auditor to carry out the assurance of the sustainability reporting for 2026.

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

The Chair then announces the voting results for agenda item 8 and informs the meeting that the resolution is adopted by a majority of 99.99% of the votes cast.

## **9 DISCHARGE OF DIRECTORS**

The Chair proceeds with agenda item 9, discharge of liability from the 2025 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 on agenda item 9(a). No questions are asked. 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 2025 financial year is adopted by a majority of 84.56% of the votes cast.

The Chair opens the floor for questions on agenda item 9(b). No questions are asked. The Chair informs the meeting that the proposal to discharge all non-executive directors in office during the 2025 financial year of the Company from liability in respect of their respective duties during the 2025 financial year is adopted by a majority of 84.42% of the votes cast.

## **10 COMPOSITION OF THE BOARD**

The Chair continues with agenda item 10, composition of the Board. He explains that the agenda item has ten voting items. The current term of all members of the Board ends immediately upon the close of this annual general meeting. The Chair notes that Mr. Venturini and himself are not seeking reappointment this year.

He further notes that Mr. Pieton has indicated that he is available for reappointment as executive director, and that each of Mr. Caudoux, Ms. Cohen, Ms. Cox, Mr. Eyers, Ms. Gavet, Ms. Goligher, and Mr. Malige have indicated that they are available for reappointment as non-executive directors. Mr. O'Higgins and Mr. Rémont have indicated that they are available for appointment as non-executive directors.

The Chair explains that, based on the recommendation of the Nomination and Governance Committee, the Board has resolved to make binding nominations 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 Mr. Caudoux, Ms. Cohen, Ms. Cox, Mr. Eyers, Ms. Gavet, Ms. Goligher, and Mr. Malige as non-executive directors, as well as the appointment of Mr. O'Higgins and Mr. Rémont as non-executive directors.

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 thirds 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 agenda items 10(a) through 10(j).

Agenda item 10(a)

The Chair informs the meeting that the proposal to reappoint Arnaud Pieton as executive director is adopted by a majority of 99.89% of the votes cast.

Agenda item 10(b)

The Chair informs the meeting that the proposal to reappoint Arnaud Caudoux as a non-executive director is adopted by a majority of 98.25% of the votes cast.

Agenda item 10(c)

The Chair informs the meeting that the proposal to reappoint Colette Cohen as a non-executive director is adopted by a majority of 98.18% of the votes cast.

Agenda item 10(d)

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

Agenda item 10(e)

The Chair informs the meeting that the proposal to reappoint Simon Eyers as a non-executive director is adopted by a majority of 98.24% of the votes cast.

Agenda item 10(f)

The Chair informs the meeting that the proposal to reappoint Maëlle Gavet as a non-executive director is adopted by a majority of 99.69% of the votes cast.

Agenda item 10(g)

The Chair informs the meeting that the proposal to reappoint Alison Goligher as a non-executive director is adopted by a majority of 97.91% of the votes cast.

Agenda item 10(h)

The Chair informs the meeting that the proposal to reappoint Matthieu Malige as a non-executive director is adopted by a majority of 99.89% of the votes cast.

Agenda item 10(i)

The Chair informs the meeting that the proposal to appoint John O'Higgins as a non-executive director is adopted by a majority of 99.65% of the votes cast.

Agenda item 10(j)

The Chair informs the meeting that the proposal to appoint Luc Rémont as a non-executive director is adopted by a majority of 99.79% of the votes cast.

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

The Chair introduces agenda item 11, 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. He provides an explanation as to the scope and 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 for agenda item 11 and informs the meeting that the resolution is adopted by a majority of 95.79% of the votes cast.

## **12 CANCELLATION OF SHARES**

The Chair proceeds with agenda item 12, 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 11, resulting in a reduction of the Company's issued ordinary shares. The Chair states that this is a voting item. For additional information, he 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 for agenda item 12 and informs the meeting that the resolution is adopted by a majority of 97.27% of the votes cast.

## **13 AUTHORIZATION FOR THE BOARD TO ISSUE SHARES AND GRANT RIGHTS TO SUBSCRIBE FOR SHARES**

The Chair proceeds with agenda item 13, proposal to authorize the Board to issue shares and grant rights to subscribe for shares. The Chair states that this is a voting item.

The Chair adds that the authorization is for a period of 18 months, effective as of the date of this meeting, and that the maximum number of shares to be issued and rights to be granted to subscribe for shares cannot exceed 10% of the Company's issued share capital as at May 5, 2026. He 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 for agenda item 13 and informs the meeting that the resolution is adopted by a majority of 96.77% of the votes cast.

## **14 AUTHORIZATION FOR THE BOARD TO RESTRICT OR EXCLUDE PREEMPTIVE RIGHTS**

The Chair proceeds with agenda item 14, proposal to authorize the Board to restrict or exclude the preemptive rights accruing to shareholders in connection with share issuances or grants of rights to

subscribe for shares pursuant to the authorization under voting item 13. 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 for agenda item 14 and informs the meeting that the resolution is adopted by a majority of 96.60% of the votes cast.

### **CLOSE**

The Chair proceeds with closing of the annual general meeting. The Chair thanks the people of Technip Energies for their continued dedication in 2025. He also thanks the Company's shareholders for their support and participation at the annual general meeting. The Chair closes the 2026 annual general meeting of Technip Energies N.V. at 3:05 p.m. (CEST).

*[SIGNATURES TO FOLLOW ON THE NEXT PAGE]*

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By:

Joseph Rinaldi

Chair of the meeting

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By:

Marco-Tiziano Barone

Secretary of the meeting