

# Technip Energies N.V.

2126 Boulevard de la Défense, 92000 Nanterre, France

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

**May 6, 2025**

Minutes of the annual general meeting of shareholders of Technip Energies N.V. (the "**Company**"), held on May 6, 2025, at 2:00 p.m. (CET) at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN, Schiphol, the Netherlands.

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

Mr. Joseph Rinaldi, chair of the Company's board of directors (the "**Board**") and chair of the meeting (the "**Chair**") opens the meeting at 2:00 p.m. (CET). The Chair shares safety instructions. The Chair then introduces the members of the Board present in person: Ms. Alison Goligher and Mr. Arnaud Pieton. Ms. Colette Cohen, Mr. Simon Evers, Ms. Stephanie Cox, Ms. Maëlle Gavet, Mr. Mathieu Malige and Mr. Francesco Venturini are attending the general meeting remotely. From the Executive Committee, in addition to Mr. Pieton, he introduces Messrs. Bruno Vibert, Michael McGuinty and Christophe Bélorgeot. Furthermore, Mr. Paulus Wijffels of PricewaterhouseCoopers Accountants N.V. is attending the meeting as the Company's statutory auditor.

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

Mr. McGuinty informs the meeting of the issued share capital of the Company and the number of ordinary shares with voting rights. On 8 April 2025, 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 176,571,679 ordinary shares with voting rights. Mr. McGuinty indicates that the holders of 109,380,229 ordinary shares have already cast their votes. Mr. McGuinty 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. McGuinty confirms that all proposals require a simple majority of votes, except for the proposals for the appointment of directors. The general meeting can reject the nomination of a director by a two thirds majority of the votes cast, representing more than half of the Company's issued share capital. Mr. McGuinty then explains how the attendees can raise questions during the meeting. The Chair thanks Mr. McGuinty.

The Chair provides the meeting with an overview of the past financial year. He points out that the Company delivered another year of strong commercial and financial success and highlights the inauguration of the Reju fabric to fabric recycling plant. The Chair states that 2024 was a year of excellent financial performance and refers to the proposed dividend for the 2024 financial year.

The Chair indicates that the roadmap for continuing value creation for shareholders was presented at the Capital Markets Day. The plan builds on the strategic choices made over the last four years and the growing market opportunities in both the traditional and newer energy markets. The Chair discusses some general observations about the Company's plan.

The Chair then addresses the work of the Board's committees. The Sustainability Committee continued to ensure that policies, practices and values that promote long-term growth for the benefit of shareholders, employees and communities are embedded throughout the Company. The Chair indicated that the Company's sustainability plans include a focus on reducing Scope 1 and 2 emissions, promoting a sustainable supply chain and developing, scaling and commercializing low and no carbon energy solutions for clients. Furthermore, the Sustainability Committee focused on policies and targets for people within the Company.

The Chair then indicates that the Audit Committee continued to focus on financial and operational topics in 2024 and devoted attention to several specific topics, such as overseeing the preparatory work for implementation of the EU Corporate Sustainability Reporting Directive. The Chair indicates that the Company has voluntarily provided reporting consistent with the CSRD in its 2024 annual report.

The Compensation Committee remained committed to ensuring that 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 2024 Remuneration Report which describes how the Company's Remuneration Policy was implemented in 2024. The Chair indicates that the Compensation Committee reviewed the short-term incentive of the CEO for 2024. The Chair indicates that the Board recommends voting in favor of the 2024 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 sustainable long-term value creation and business success are represented on the Board. The Chair notes that the Board is keeping the Board size to ten members.

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

## **2 PRESENTATION BY THE CEO**

Mr. Pieton thanks the Chair and proceeds with agenda item 2. He states that 2024 was a remarkable operational and financial year for the Company. He shows a video highlighting the Company's business in the energy transition and its key achievements over the past 60 years.

Mr. Pieton highlights the Company's commercial successes in 2024. He refers to the Marsa LNG- and Ruwais-LNG projects, as well as the Net Zero Teesside power plant. He indicates that the Company delivered critical energy infrastructures and refers to the Tortue FPSO facility, ENI Coral South FLNG facility and the MIDOR refinery expansion project.

He discusses the Company's strategy to grow its Technology, Products and Services (“TPS”) segment. The growth of this segment has continued in 2024 and Company's TPS target for 2025 has already been accomplished. The TPS segment will continue to be a focus of the Company.

Mr. Pieton indicates that the Company continued to innovate and refers to the Reju plant, the launch of the Clear100+ product and the creation of the Ekwil joint venture. He discusses that the key is that sustainability remains affordable. To this end, the Company forms new partnerships and continues to innovate. He refers to the Hummingbird technology to produce sustainable aviation fuel, the strengthening of the Company's strategic alliance on Shell Cansol technology and the new lab at IIT Madras Research Park.

Mr. Pieton indicates that safety is, and will continue to be, an absolute priority of the Company.

He continues his presentation with discussing the outstanding financial performance of the Company in 2024, which is reflected in the proposed dividend of 0.85 Euro per ordinary share. He highlights that the Company provides a leading shareholder return in the industry. He indicates that the Company still has much growth potential and refers to the Company's 2028 framework in that regard.

Mr. Pieton shows a video summarizing the Company's contributions in 2024 to bridge sustainability with prosperity. He discusses the Company's sustainability journey, including that the Company made great progress in 2024 in most indicators of its ESG scorecard and that the Company is developing its sustainability roadmap for the coming years.

He discusses that the Company benefits from strong vitals when faced with key macro trends, with the Company being able to navigate in any energy scenario.

Mr. Pieton shares the Company's strategic objectives for 2025. In 2025, the Company will focus on project execution and internal enhancement programs. He discusses the 2028 ambition which was presented at the Capital Markets Day. The Company will continue to be a technology and engineering powerhouse, leading in energy and decarbonization infrastructure.

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

### **3 2024 FINANCIAL STATEMENTS**

The Chair proceeds with agenda item 3, which pertains to the adoption of the Company's financial statements for the financial year ended 31 December 2024. He states that this is a voting item. He notes that PricewaterhouseCoopers Accountants N.V. has audited the statutory annual and consolidated accounts and has issued an unqualified audit opinion thereon. Based on the recommendation of the Audit Committee, the Board has approved the statutory and consolidated

annual accounts. The Chair then invites Mr. Paulus Wijffels, partner at PricewaterhouseCoopers Accountants N.V., to address the meeting.

Mr. Wijffels takes the floor and comments on the key items of the auditor's report. PricewaterhouseCoopers Accountants N.V. has issued an unqualified audit opinion on the financial statements and a qualified assurance conclusion on the CSRD sustainability reporting. Mr. Wijffels states that the other information in the annual report does not contradict the financial statements and that PricewaterhouseCoopers Accountants N.V. has not identified 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 3 and informs the meeting that the resolution is adopted by a majority of more than 99.99% of the votes cast.

#### **4 DIVIDEND**

The Chair proceeds with agenda item 4, which pertains to the adoption of a dividend for the financial year that ended on 31 December 2024. The Chair states that this is a voting item. The proposal is to adopt a cash dividend of EUR 0.85 per ordinary share, derived from the Company's 2024 net income. This represents a 49% increase in dividends compared to 2023.

The Chair 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 99.84% of the votes cast.

#### **5 2024 REMUNERATION REPORT**

The Chair proceeds with agenda item 5, highlighting that it pertains to the advisory vote on the Remuneration Report for the 2024 financial year.

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 Remuneration Report has received a positive advisory vote adopted by a majority of 88.73% of the votes cast.

#### **6 STATUTORY AUDITOR**

The Chair proceeds with agenda item 6, the proposal to reappoint PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for the financial year 2025. The Chair states that this is a voting item.

The Chair states that the Audit Committee assessed the auditors' performance in 2024 and recommends that shareholders approve the reappointment of PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for 2025.

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 resolution is adopted by a majority of 99.91% of the votes cast.

## **7 AUDITOR TO CARRY OUT SUSTAINABILITY REPORTING**

The Chair proceeds with agenda item 7, the proposal to appoint PricewaterhouseCoopers Accountants N.V. as the Company's auditor to carry out the assurance of the sustainability reporting for the 2025 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) which is expected to be transposed into Dutch law.

The Chair states that the Audit Committee and the Sustainability Committee recommend that shareholders approve the appointment of PricewaterhouseCoopers Accountants N.V. as the Company's auditor to carry out the assurance of the sustainability reporting for 2025.

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 DISCHARGE OF DIRECTORS**

The Chair proceeds with the agenda item 8, discharge of liability from the 2024 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 8(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 2024 financial year is adopted by a majority of 83.91% of the votes cast.

The Chair opens the floor for questions on agenda item 8(b). No questions are asked. The Chair informs the meeting that the proposal to discharge all non-executive directors in office during the 2024 financial year of the Company from liability in respect of their respective duties during the 2024 financial year is adopted by a majority of 83.91% of the votes cast.

## **9 COMPOSITION OF THE BOARD**

The Chair continues with agenda item 9, composition of the Board. He explains that the agenda item has ten voting items, one for each director that has been nominated for reappointment. The current term of all members of the Board ends immediately upon the close of this annual general meeting.

Mr. Pieton has indicated that he is available for reappointment as executive director. Each of Arnaud Caudoux, Colette Cohen, Stephanie Cox, Simon Eyers, Maëlle Gavet, Alison Goligher, Matthieu Malige, Francesco Venturini and Joseph Rinaldi have indicated that they are available for reappointment as non-executive directors.

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

The Board has also resolved, based on the recommendation of the Nomination and Governance Committee to make binding nominations regarding the reappointment of Arnaud Caudoux, Colette Cohen, Stephanie Cox, Simon Eyers, Maëlle Gavet, Alison Goligher, Matthieu Malige, Francesco Venturini, and Joseph Rinaldi 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 third majority of the votes cast, representing more than half of the issued capital. He notes that information on each of the proposed directors is available in the explanatory notes in the meeting agenda.

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

The Chair presents the voting results for agenda items 9(a) through 9(j).

#### Agenda item 9(a)

The Chair informs the meeting that the proposal to reappoint Arnaud Pieton as Executive Director is adopted by a majority of 99.94% of the votes cast.

#### Agenda item 9(b)

The Chair informs the meeting that the proposal to reappoint Joseph Rinaldi as a non-executive director is adopted by a majority of 96.36% of the votes cast.

#### Agenda item 9(c)

The Chair informs the meeting that the proposal to reappoint Arnaud Caudoux as a non-executive director is adopted by a majority of 97.85% of the votes cast.

#### Agenda item 9(d)

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

#### Agenda item 9(e)

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

Agenda item 9(f)

The Chair informs the meeting that the proposal to reappoint Simon Evers as a non-executive director is adopted by a majority of 97.71% of the votes cast.

Agenda item 9(g)

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 9(h)

The Chair informs the meeting that the proposal to reappoint Alison Goligher as a non-executive director is adopted by a majority of 97.95% of the votes cast.

Agenda item 9(i)

The Chair informs the meeting that the proposal to appoint Matthieu Malige as a non-executive director is adopted by a majority of 99.91% of the votes cast.

Agenda item 9(j)

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

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

The Chair introduces agenda item 10, 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 10 and informs the meeting that the resolution is adopted by a majority of 96.76% of the votes cast.

## **11 CANCELLATION OF SHARES**

The Chair proceeds with agenda item 11, 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 10, 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 11 and informs the meeting that the resolution is adopted by a majority of 97.63% of the votes cast.

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

The Chair introduces agenda item 12, 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 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 6, 2025. 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 96.10% of the votes cast.

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

The Chair proceeds with agenda item 13, 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 12. 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 13 and informs the meeting that the resolution is adopted by a majority of 96.04% 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 2024. He also thanks the Company's shareholders for their support and participation at the annual general meeting. The Chair closes the 2025 annual general meeting of Technip Energies N.V. at 3:00 p.m. (CET).

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By: the Chair

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By: the secretary