

# Technip Energies N.V.

2126 Boulevard de la Défense, 92000 Nanterre, France

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

**10 May 2023**

Minutes of the annual general meeting of shareholders of Technip Energies N.V. (the "**Company**"), held on 10 May 2023 at 14:00 (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 14:00 (CET). The Chairman introduces the members of the Board present: Ms. Alison Goligher, Ms. Colette Cohen and Mr. Arnaud Pieton. The Chairman also introduces Ms. Stephanie Cox, whose appointment as non-executive director is being proposed at this meeting. From the executive committee, in addition to Mr. Pieton, he introduces Messrs Bruno Vibert, Michael McGuinty and Christophe Bélorgeot. Furthermore, Mr. Jeroen van Hoof 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 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 time frame.

Mr. McGuinty informs the meeting of the issued share capital of the Company and the number of ordinary shares with voting rights. On 12 April 2023, 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 175,310,291 ordinary shares with voting rights. Mr. McGuinty provides the meeting with the number of shares represented at the meeting, according to the attendance list. Mr. McGuinty states that holders of 126,499,678 ordinary shares are present or represented at the annual general meeting, who may cast in total 126,499,678 votes. Mr. McGuinty then explains the process for voting and how the attendees can raise questions during the meeting. The Chairman thanks Mr. McGuinty.

The Chairman provides the meeting with an overview of the past financial year. He points out that the Company was faced by global headwinds, including rising inflation, supply chain disruptions, the Russian invasion of Ukraine and chaotic energy markets. The Chairman further elaborates on the strategy of the Company and highlights the update of the ESG roadmap and the revision of the ESG scorecard for 2022-2025. The Chairman then addresses the work of the Board's committees. He indicates that the Audit Committee addressed many financial and operational topics in 2022 and had an oversight role monitoring the Arctic LNG 2 exit process and financial aspects associated therewith.

He indicates that the Audit Committee has also been monitoring the Company's ongoing migration to a single cloud-based enterprise reporting tool and has actively reviewed the Company's Enterprise Risk Management framework and process.

The Chairman notes That the ESG Committee devoted a significant amount of time during 2022 to overseeing progress on the Company's ESG objectives, as well as overseeing the improvements to the Company's ESG plan. He indicates that Compensation Committee undertook an extensive review of the Company's Remuneration Policy in 2022 and that a revised Remuneration Policy is being proposed to the shareholders for a binding vote at today's meeting. The Chairman provides an explanation on the material changes to the CEO compensation. The Chairman notes that the Board recommends to vote in favour of adoption of the proposed revised Remuneration Policy. He also indicates that the Board is recommending to vote in favour of the 2022 Remuneration Report. He indicates that the latter vote is in an advisory capacity.

The Chairman comments on the evolution of the Board. He indicates that Mr. Didier Houssin has decided to retire from the board. The Chairman thanks Didier on behalf of the Board for his dedication and contributions to the Company. The Chairman notes that, with the proposed appointment of Ms. Stephanie Cox, the Board is proposing to keep the Board size to 10 members.

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

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

Mr. Pieton thanks the Chairman and proceeds with agenda item 2. He says that the Company has had a very strong operational and financial performance in 2022, despite confronting major issues such as the invasion of Ukraine by Russia and the Covid-19 pandemic. Mr. Pieton comments that the Company's hybrid model of Technology Products & Services and Project Delivery constitutes a key attribute of the Company's success, especially in the context where the Company had to exit the Arctic LNG 2 project in Russia. Mr. Pieton notes that, the Company was able to substantially accelerate the Technology, Products and Services backlog with a growth of 60% year over year. He

comments on several key operational highlights of 2022 and describes the developments in the energy transition world beyond LNG.

Mr. Pieton discusses the evolution of the Company's shareholder-structure and the benefits of a balanced and diversified shareholder base. He comments on the Company's revised ESG roadmap and highlights the key items. He further explains how the Company has strengthened governance around ESG. Before ending his remarks, he discusses some of the Company's plans and expectations for 2023.

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

### **3 FINANCIAL STATEMENTS**

The Chairman proceeds with agenda item 3., the adoption of the Company's financial statements for the financial year ended 31 December 2022. He explains 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 Chairman then invites Mr. Jeroen van Hoof, partner at PricewaterhouseCoopers Accountants N.V., to address the meeting.

Mr. Van Hoof takes the floor and comments on the key items of the auditor's report. The Chairman thanks Mr. van Hoof and opens the floor for questions. No questions are asked.

The Chairman opens and closes the vote. He then presents the voting results for agenda item 3. noting that the proposal is adopted by a 99.96% majority of the votes cast.

### **4 DIVIDEND**

The Chairman proceeds with agenda item 4., proposal to adopt a dividend for the financial year that ended 31 December 2022. He notes that this is a voting item and that it is proposed to adopt a cash dividend of EUR 0.52 per ordinary share from 2022 net income. This represents approximately a 16% increase for 2023 compared to 2022.

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

The Chairman opens and closes the vote. He then presents the voting results for agenda item 4. noting that the proposal is adopted by a majority of more than 99.99% of the votes cast.

### **5 2022 REMUNERATION REPORT**

The Chairman opens agenda item 5. and notes that item 5. is the advisory vote on the Remuneration Report for the 2022 financial year.

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

The Chairman opens and closes the vote. He then presents the voting results for agenda item 5. noting that the proposal is adopted by a 92.64% majority of the votes cast.

## **6 REVISED REMUNERATION POLICY**

The Chairman continues with agenda item 6., the adoption of the revised Remuneration Policy and explains that this is a voting item.

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

The Chairman opens and closes the vote. He then presents the voting results for agenda item 6. noting that the proposal is adopted by a majority of 98.62% of the votes cast.

## **7 STATUTORY AUDITOR**

The Chairman introduces agenda item 7., the proposal to reappoint PricewaterhouseCoopers Accountants N.V. as the Company's statutory auditor for the financial year 2023. The Chairman explains this is a voting item.

The Chairman explains that the Audit Committee has discussed the functioning of the auditor and concluded that it is satisfied with the functioning of PricewaterhouseCoopers Accountants N.V.

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

The Chairman opens and closes the vote. He then presents the voting results for agenda item 7. noting that the proposal is adopted by a majority of 99.82% of the votes cast.

## **8 DISCHARGE OF DIRECTORS**

The Chairman proceeds with the introduction of agenda item 8., discharge of liability from the 2022 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 Chairman opens the floor for questions. No questions are asked.

The Chairman opens and closes the vote. He then presents the voting results for these two items.

Agenda item 8(a)

The Chairman establishes that the proposal to discharge the executive director of the Company from liability is adopted by a majority of 92.15% of the votes cast.

Agenda item 8(b)

The Chairman establishes that the proposal to discharge the non-executive directors of the Company from liability is adopted by a majority of 92.15% of the votes cast.

## **9 COMPOSITION OF THE BOARD**

The Chairman 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 appointment. The current term of all members of the Board ends immediately after this annual general meeting.

The Chairman notes again that Mr. Didier Houssin is not seeking reappointment as non-executive director. Mr. Pieton indicates that he is available for reappointment as executive director. Each of Arnaud Caudoux, Colette Cohen, Marie-Ange Debon, Simon Eysers, Alison Goligher, Nello Uccelletti, Francesco Venturini and the Chairman have indicated that they are available for reappointment as non-executive directors. Ms Stephanie Cox has also indicated that she is available for appointment as a non-executive director.

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, based on the recommendation of the ESG Committee to make binding nominations regarding the reappointment of Arnaud Caudoux, Colette Cohen, Marie-Ange Debon, Simon Eysers, Alison Goligher, Nello Uccelletti, Francesco Venturini and the Chairman as non-executive directors.

Furthermore, the Board has resolved to make a binding nomination for the appointment of Stephanie Cox as a non-executive director 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 are to 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 Chairman opens the floor for questions. No questions are asked.

The Chairman presents the voting results for these voting items.

Agenda item 9(a)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Arnaud Pieton as Executive Director is adopted by 99.98% of the votes cast.

Agenda item 9(b)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Joseph Rinaldi as Non-Executive Director is adopted by a majority of 99.97% of the votes cast.

Agenda item 9(c)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Arnaud Caudoux as a Non-Executive Director is adopted by a majority of 99.13% of the votes cast.

Agenda item 9(d)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Colette Cohen as a Non-Executive Director is adopted by a majority of 99.75% of the votes cast.

Agenda item 9(e)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Marie-Ange Debon as Non-Executive Director is adopted by a majority of 99.87% of the votes cast.

Agenda item 9(f)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Simon Eyers as a Non-Executive Director is adopted by a majority of 99.85% of the votes cast.

Agenda item 9(g)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Alison Goligher as a Non-Executive Director is adopted by a majority of 99.36% of votes cast.

Agenda item 9(h)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Nello Uccelletti as a Non-Executive Director is adopted by a majority of 97.67% of votes cast.

#### Agenda item 9(i)

The Chairman opens and closes the vote. He then establishes that the proposal to reappoint Francesco Venturini as a Non-Executive Director is adopted by a majority of 99.87% of votes cast.

#### Agenda item 9(j)

The Chairman opens and closes the vote. He then establishes that the proposal to appoint Stephanie Cox as a Non-Executive Director is adopted by a majority of more than 99.99% of votes cast.

### **10 AUTHORISATION TO THE BOARD TO ACQUIRE SHARES**

The Chairman introduces agenda item 10., proposal to authorise the Board to cause the Company to acquire shares in its issued share capital. He explains that this is a voting item.

The Chairman adds that the authorisation is for a period of 18 months and that the maximum number of shares the Company may acquire and hold can not exceed 10% of the Company's issued share capital as at 10 May 2023. He provides an explanation as to the purposes of the proposal and, for additional information, refers to the Explanatory Notes in the Meeting Agenda.

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

The Chairman opens and closes the vote. He then presents the voting results for agenda item 10. noting that the proposal is adopted by a majority of 98.64% of the votes cast.

### **11 CANCELLATION OF SHARES**

The Chairman 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. For additional information, he refers to the Explanatory Notes in the Meeting Agenda.

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

The Chairman opens and closes the vote. He then presents the voting results for agenda item 11. noting that the proposal is adopted by a majority of 99.69% of the votes cast.

### **12 CLOSE**

The Chairman proceeds with agenda item 12., closing of the annual general meeting. The Chairman thanks the Company's employees for their continued dedication, their skill

and resilience in 2022. He also thanks the Company's shareholders for their attendance and valuable contributions at the annual general meeting. The Chairman closes the 2023 annual general meeting of Technip Energies N.V. at 15:10 (CET).

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By: Joseph Rinaldi  
Capacity: Chairman

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By: Michael McGuinty  
Capacity: Secretary