

# Compensation Committee Charter



# CONTENTS

<b>1. Purpose, responsibilities and definitions</b>	<b>1</b>
<b>2. Composition of the committee</b>	<b>1</b>
<b>3. Secretary</b>	<b>1</b>
<b>4. Meetings of the committee and decision making</b>	<b>2</b>
<b>5. Access to company information, advisers</b>	<b>3</b>
<b>6. Reporting</b>	<b>3</b>
<b>7. Miscellaneous</b>	<b>3</b>
<b>Annex 1 Compensation Committee - Responsibilities</b>	<b>5</b>
<b>1. Remuneration policy</b>	<b>5</b>
<b>2. Executive Director remuneration</b>	<b>5</b>
<b>3. Non-executive Director remuneration</b>	<b>5</b>
<b>4. Remuneration of executive committee members</b>	<b>5</b>
<b>5. Annual performance bonus</b>	<b>5</b>
<b>6. Long term incentive compensation</b>	<b>5</b>
<b>7. Policies</b>	<b>5</b>
<b>8. Reporting</b>	<b>6</b>
<b>Annex 2 Compensation Committee - Definitions</b>	<b>6</b>

## 1. Purpose, responsibilities and definitions

- 1.1. The Compensation Committee (the “**Committee**”) is appointed by the board of Directors (the “**Board**”) of Technip Energies N.V. (the “**Company**”) and assists the Board in performing oversight of matters related to Director compensation and other compensation related matters, policies and disclosures.
- 1.2. This charter sets out the internal organisation of the Committee and its responsibilities, all in accordance with the provisions of the Board Rules and the Articles of Association.
- 1.3. The Board has assigned to the Committee the responsibilities set out in [Annex 1](#).
- 1.4. In this charter capitalised terms have the meaning set out in [Annex 2](#).

## 2. Composition of the committee

### 2.1. Size of the Committee, appointment of Committee members

- 2.1.1. The Board determines the size of the Committee, provided that the Committee consists of at least three members.
- 2.1.2. Members of the Committee are appointed by the Board from among the Non-Executive Directors, upon the recommendation of the Nomination and Governance committee of the Board, and can be removed from the Committee by the Board.

### 2.2. Qualifications

- 2.2.1. More than half of the members of the Committee must be independent within the meaning of provision 2.1.8 of the Code.
- 2.2.2. No action of the Committee will be invalid by reason of any Committee membership requirement not being met at the time such action is taken.

### 2.3. Committee Chair

- 2.3.1. The Board appoints one of the members of the Committee as chair of the Committee (the “**Committee Chair**”). The Committee Chair serves as the main contact for the Board in relation to the Committee’s responsibilities.
- 2.3.2. The chair of the Board or a former Executive Director cannot serve as Committee Chair. The Committee Chair must be independent within the meaning of provision 2.1.8 of the Code.
- 2.3.3. The Committee Chair chairs the meetings of the Committee. If the Committee Chair is not present at the meeting, the members of the Committee present at the meeting designate one of them to serve as chair of that meeting.

## 3. Secretary

- 3.1. The Committee appoints and dismisses a secretary (the “**Secretary**”).
- 3.2. The Secretary:
  - (a) ensures that the proper procedures are followed and that any statutory obligations and any obligations under the Articles of Association, the Board Rules and this charter are complied with;
  - (b) facilitates the provision of information to the Committee; and
  - (c) supports the Committee Chair in the organisation of the Committee’s affairs, including the provision of information, meeting agendas, evaluation and training programmes.

## 4. Meetings of the committee and decision making

### 4.1. Convening meetings and agenda

- 4.1.1. At least four regularly scheduled Committee meetings are to be held each financial year.
- 4.1.2. Additional meetings of the Committee may be convened at the request of the Committee Chair, a majority of the members of the Committee, a majority of the members of the Board, the chair of the Board, or the Executive Director.
- 4.1.3. Meetings are convened in writing at least five days in advance, unless such advance notice is waived by all members of the Committee, by, or on behalf of, the Committee Chair or, if the Committee Chair is absent or unable to act, any member of the Committee.
- 4.1.4. The Committee Chair will establish the agenda for the Committee meeting. In the event the Committee meeting is convened by someone other than the Committee Chair, then the agenda for such Committee meeting will be established in consultation with the chair for such meeting. The materials relating to the Committee meeting will be distributed to the members of the Committee and, at the discretion of the Committee Chair, others invited for such meeting sufficiently in advance of each meeting to allow for meaningful review of such materials. Members of the Committee are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.
- 4.1.5. Unless otherwise decided by the Committee Chair, all meeting materials prepared for the Committee will be available to all members of the Board.
- 4.1.6. Audio and/or video recording of the Committee meetings or proceedings of the Committee are prohibited.

### 4.2. Meeting location

- 4.2.1. Meetings of the Committee are normally held at the Company's offices but may also take place at other locations.
- 4.2.2. Committee meetings may be held in person, by telephone, videoconference, or other form of electronic communication, provided that all participants can hear each other simultaneously. Committee members attending the meeting by telephone, videoconference or other electronic communication are considered present at the meeting.

### 4.3. Attendance

- 4.3.1. All Committee members are expected to attend all Committee meetings.
- 4.3.2. In the event a Committee member is unable to attend a Committee meeting, such member is to notify the Committee Chair and the Secretary in advance.
- 4.3.3. The Committee Chair may invite others to attend the Committee meetings.
- 4.3.4. The chair of the Board is entitled to attend all Committee meetings.

### 4.4. Quorum

- 4.4.1. A member of the Committee is deemed to be in attendance and represented at a Committee meeting by another member of the Committee holding a proxy in writing.
- 4.4.2. The Committee may adopt resolutions at a meeting only if the majority of the members of the Committee entitled to vote is present or represented at the meeting.
- 4.4.3. The chair of the meeting ensures that adopted resolutions are communicated without delay to members of the Committee not present at the meeting.

### 4.5. Adoption of resolutions

- 4.5.1. Each member of the Committee has one vote.
- 4.5.2. Where possible the Committee adopts its resolutions by unanimous vote. If this is not possible, the resolution is adopted by a simple majority of the votes cast. In the event of a tie vote, the proposed resolution is not adopted.
- 4.5.3. If there is insufficient agreement on a proposed resolution during the meeting, the chair of the meeting may defer the proposal for further deliberation at a later Committee meeting or withdraw the proposal.
- 4.5.4. Where it is the responsibility of the Committee to review a specific matter and make a recommendation to the Board, such recommendation shall be the subject of a vote by the Committee. In the event the proposal to make a recommendation to the Board is not adopted unanimously, the Committee Chair will share the views of the dissenting members of the Committee with the Board.

## 4.6. Meeting minutes

The Secretary, or any other person designated by the Committee as the meeting secretary, prepares the minutes of the Committee meeting. The minutes are approved:

- (a) by a resolution adopted at the next Committee meeting; or
- (b) by the chair and secretary of the particular meeting, after having consulted the members of the Committee present at that meeting.

## 4.7. Adopting resolutions without holding a meeting (written resolutions)

- 4.7.1. The Committee may adopt resolutions without holding a meeting, provided all Committee members entitled to vote consent to adopting such resolutions without holding a meeting and such resolutions are adopted in writing.
- 4.7.2. Article 4.5. equally applies to adopting resolutions without holding a meeting.

## 4.8. Evidence of adopted resolutions

Committee resolutions are evidenced by a statement of the Committee Chair, a certificate of the Chief Executive Officer or the Chief Legal Officer, a written resolution referred to in article 4.7.1. or minutes of the meeting adopted in accordance with article 4.6.1.

# 5. Access to company information, advisers

- 5.1. Members of the Committee have unfettered access to the Company's senior management and may ask any questions and receive all information necessary to perform their responsibilities. Members of the Committee are to exercise judgment to ensure that their requests to management do not disrupt the business operations of the Company.
- 5.2. During regularly scheduled meetings, the Committee may meet with the Company's senior management to discuss any matter that the Committee or senior management believe should be discussed in executive sessions.
- 5.3. The Committee has the authority to retain, at the Company's expense, legal counsel, consultants, as well as other advisers as it deems necessary or appropriate to assist the Committee in fulfilling its responsibilities, and the authority to approve any related fees and expenses.

# 6. Reporting

## 6.1. Regular reporting to the Board

- 6.1.1. The Committee Chair provides the Board with a report of the Committee's business at the next Board meeting immediately following the relevant Committee Meeting.
- 6.1.2. The Committee may at all times make any recommendation to the Board it deems appropriate in relation to the Committee's responsibilities.

## 6.2. Annual report to the Board

The Committee reports to the Board on its activities prior to the finalisation of the Company's annual report for the relevant year. This report includes:

- (a) how the tasks and responsibilities of the Committee were carried out in the financial year;
- (b) the composition of the Committee;
- (c) the number of meetings of the Committee; and
- (d) the main items discussed at the Committee meetings.

# 7. Miscellaneous

## 7.1. Self-evaluation

As part of the annual evaluation of the members of the Board provided for in article 8. of the Board Rules the Committee evaluates its performance.

## 7.2. Review of this charter

The Committee reviews this charter annually and recommends any proposed changes to the Board.



**ANNEXES**

## Annex 1

# Compensation Committee - Responsibilities

### 1. Remuneration policy

- 1.1. The Committee monitors the application of the Remuneration Policy and recommends for Board approval changes for inclusion in any revised Remuneration Policy to be submitted for a vote at the General Meeting.
- 1.2. Whenever the Remuneration Policy is required to be submitted for a vote at the General Meeting, the Committee prepares a proposal for Board approval and submission to the General Meeting for adoption.
- 1.3. The Committee discharges its responsibilities as set out in the Remuneration Policy.
- 1.4. As provided for in the Remuneration Policy, in discharging its responsibilities the Committee may deviate from any provision of the Remuneration Policy in order to serve the long-term interests of the Company or to insure its viability.
- 1.5. Following each annual General Meeting, the Committee reviews the results of the advisory vote on the Remuneration Report and takes these into account when exercising the Committee's powers under the Remuneration Policy for the following year.

### 2. Executive Director remuneration

The Committee determines and implements the Executive Director's remuneration in accordance with the Remuneration Policy.

### 3. Non-executive Director remuneration

- 3.1. The Committee periodically reviews and recommends for Board approval the remuneration of the Non-Executive Directors in accordance with the Remuneration Policy.
- 3.2. The Committee reviews any significant issues that relate to the remuneration of the Non-Executive Directors and, where relevant, makes recommendations for Board approval.

### 4. Remuneration of executive committee members

The Committee is apprised of the Company's Executive Committee members' remuneration and offers guidance to the Company's senior management in respect thereto.

### 5. Annual performance bonus

- 5.1. Pursuant to the Remuneration Policy, the Committee sets the performance measures and stretch targets for the Executive Director's annual performance bonus.
- 5.2. The Committee determines the achievement of performance indicators in respect of the Executive Director's annual performance bonus.

### 6. Long term incentive compensation

- 6.1. The Committee acts as administrator under the Company's Incentive Award Plan adopted on 15 February 2021 and under any subsequent incentive-based plan the Company may enter into.
- 6.2. Pursuant to the Remuneration Policy and prior to or at the time of any grant, the Committee determines the measures, targets and peer groups in relation to grants to the Executive Director under long-term incentive programs.
- 6.3. The Committee determines, prior to or at the time of any grant, the measures, targets and peer groups in relation to grants to other beneficiaries under long-term incentive programs.
- 6.4. The Committee determines the number of equity-based awards to be allocated, at the discretion of the Chief Executive Officer, to the Company's employees.
- 6.5. The Committee determines the achievement of performance indicators under the relevant Company long-term incentive program and the total amounts to be awarded to the Executive Director and/or other participants under the Company's long-term incentive programs.

### 7. Policies

The Committee reviews the Company's policies with respect to insider trading and, if required, recommends for Board approval any relevant changes.

## 8. Reporting

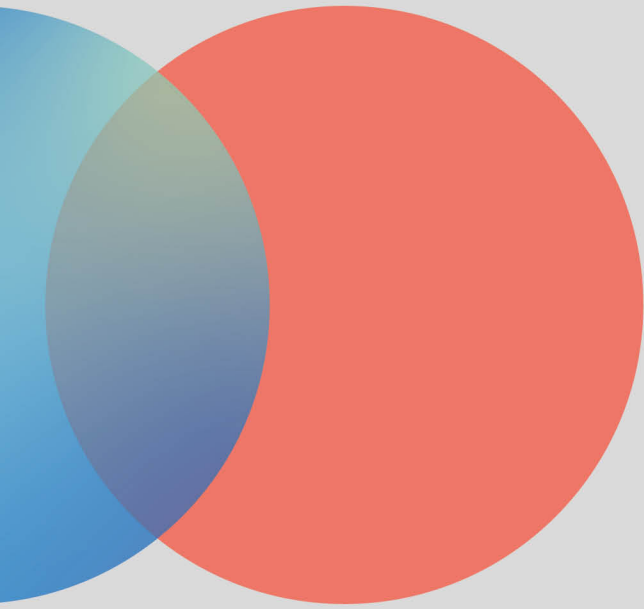
- 8.1. The Committee oversees the preparation of the Company's annual Remuneration Report and recommends the report for Board approval and submission to the General Meeting for an advisory vote.
- 8.2. The Committee reviews the compensation-related disclosures to be included in the Company's management report and financial statements and makes recommendations for Board approval.

## Annex 2 Compensation Committee - Definitions

- (a) **"Articles of Association"** means the Company's articles of association;
- (b) **"Board"** means the board of Directors of Technip Energies N.V.;
- (c) **"Board Rules"** means the regulations referred to in article 7.1.6. of the Articles of Association;
- (d) **"Chief Executive Officer"** means the Company's chief executive officer who is also an Executive Director;
- (e) **"Chief Legal Officer"** means the Company's chief legal officer;
- (f) **"Code"** means the Dutch Corporate Governance Code;
- (g) **"Committee"** has the meaning ascribed to it in article 1.1. of this charter;
- (h) **"Committee Chair"** has the meaning ascribed to it in article 2.3.1. of this charter;
- (i) **"Company"** has the meaning ascribed to it in article 1.1. of this Charter;
- (j) **"Executive Director"** means the member of the Board appointed as executive Director;
- (k) **"General Meeting"** means the general meeting of the Company;
- (l) **"Non-Executive Director"** means a member of the Board appointed as non-executive Director;
- (m) **"Remuneration Policy"** means the policy referred to in section 2:135a of the Dutch Civil Code;
- (n) **"Remuneration Report"** means the report referred to in section 2:135b of the Dutch Civil Code which report may also include remuneration related disclosures pursuant to the best practices under Code; and
- (o) **"Secretary"** has the meaning ascribed to it in article 3.1.1. of this charter.







**Technip Energies N.V.**

2126 boulevard de La Défense  
Immeuble ORIGINE – CS 10266  
92741 Nanterre cedex  
France

A company incorporated under the laws  
of The Netherlands, with headquarters  
in Nanterre, and registered with  
the Dutch Chamber of Commerce  
under number 76122654

[www.ten.com](http://www.ten.com)