

Sustainability Committee Charter



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1. Purpose, responsibilities and definitions

- 1.1. The Sustainability Committee (the “**Committee**”) is appointed by the board of directors (the “**Board**”) of Technip Energies N.V. (the “**Company**”). The Committee is responsible for assisting the Board in relation to the Board’s oversight of and other responsibilities in connection with the Company’s sustainability strategy, practices and policies, as well as the Company’s Sustainability Reporting.
- 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 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.

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 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

Sustainability Committee – Responsibilities

1. Sustainability aspects of the company's strategy

- 1.1. The Committee assists the Board in developing the Board's view regarding sustainable long-term value creation by the Company and formulating the Company's sustainability strategy and related sustainability objectives.
- 1.2. The Committee assists the Board in its assessment of the impact the Company's actions and operations may have on people, communities and the environment.
- 1.3. The Committee reviews and issues recommendations to the Board on the Company's policies and programs as these pertain to the following sustainability related topics (the "**Sustainability Topics**"):
 - (a) Climate and the environment, including:
 - the impact of the Company's facilities on their direct environment;
 - the environmental footprint of the Company's projects;
 - climate change mitigation;
 - sustainable use of resources; and
 - protection of biodiversity.
 - (b) People and communities, including:
 - safety and security of employees;
 - human rights;
 - employee engagement and social dialogue;
 - employee well-being and health;
 - skills development and talent management;
 - diversity and equal opportunities; and
 - community engagement.
 - (c) Company's solutions and services to accelerate the path toward NetZero, including:
 - safety and quality;
 - integration of eco-friendly design;
 - low to zero-carbon technologies and solutions;
 - responsible and sustainable supply chain; and
 - innovative solutions and digitalization.
 - (d) the Company's culture and business model, including
 - promotion of the Company sustainability culture;
 - stakeholders relationship and dialogue;
 - business ethics and corporate integrity; and
 - integration of sustainability criteria in corporate decisions.
- 1.4. The Committee reviews, and where relevant, proposes to the Board modifications to the Company's strategy in relation to the Sustainability Topics.
- 1.5. The Committee reviews and monitors the development and implementation of targets, standards, metrics, scorecards and methodologies that the Company establishes from time to time to assess and track the Company's performance in relation to the Sustainability Topics.
- 1.6. The Committee monitors developments and best practices in the area of sustainability that are relevant to the Company and informs the Board of any such developments and best practices.

2. Sustainability reporting

- 2.1. The Committee monitors the Company's Sustainability Reporting process and makes proposals to ensure the integrity of this process is safeguarded.
- 2.2. The Committee reviews and discusses with management and, as may be required, the Auditor the Company's Sustainability Reporting.
- 2.3. The Committee reviews and recommends for Board approval the Company's sustainability related disclosures and other publications regarding Sustainability Topics for inclusion in the Company's annual report and other publicly disclosed documents.

3. Sustainability committee coordination with other committees

The Committee shall coordinate with other committees of the Board with regard to other committee's responsibilities relating to Sustainability Topics including, without limitation, article 2.1. as such topics impact strategy, business performance indicators impacting executive compensation and public financial and Sustainability reporting.

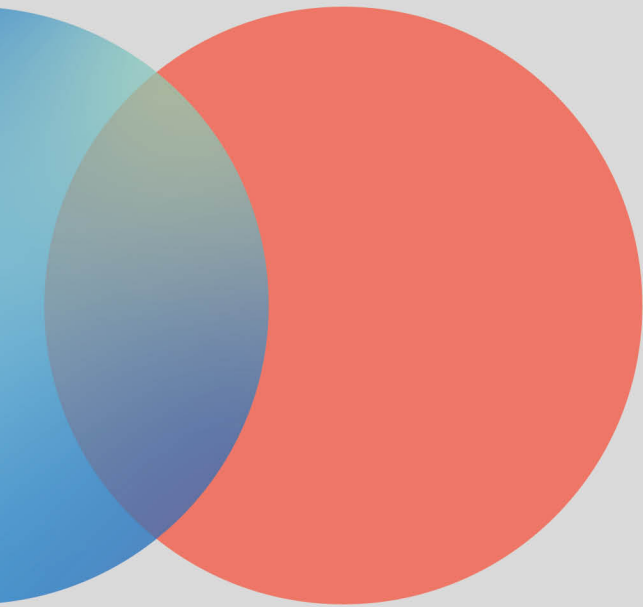
4. Compliance

- 4.1. The Committee monitors the development and implementation of the Company's compliance program (including procedures for allegation reporting, investigation and remediation) to ensure that the Company operates in compliance with the principles of ethical conduct and good governance.
- 4.2. The Committee reviews reports from the Chief Compliance Officer, other members of management, and external advisors regarding compliance with applicable laws and regulations and the Company's Code of Conduct. The Committee advises the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.
- 4.3. The Committee investigates at its discretion any matter of non-compliance brought to its attention and ensures appropriate follow-up action. The Committee's investigation may include reviewing the Company's books, records and facilities and interviewing members of management and/or employees.
- 4.4. The Committee reviews in conjunction with the Board's Audit Committee the Company's controls and systems for the prevention of bribery and unethical conducts and receives reports on non-compliance. The Committee informs the Board on the outcome of its review.
- 4.5. The Committee sets guidelines for reporting allegations of violations of the Company's Code of Conduct or applicable laws, including a system for accepting anonymous allegation reports, and providing protection to an employee who reports such information.
- 4.6. The Committee reviews with the Chief Legal Officer the adequacy of policies and procedures dealing with conflicts of interest, disclosure of inside information and related-party transactions and makes recommendations to the Board in that regard.
- 4.7. The Committee reviews the appointment and replacement of the Chief Compliance Officer. The Chief Compliance Officer reports to the Chief Legal Officer and the Committee. The Committee participates in the annual performance appraisal of the Chief Compliance Officer and ensures that he/she has unfettered access to the Committee.

Annex 2

Sustainability Committee – Definitions

- (a) **“Articles of Association”** means the Company's articles of association;
- (b) **“Auditor”** means the Company's auditor appointed by the Company's general meeting in accordance with article 9.2.1. of the Articles of Association;
- (c) **“Board”** means the board of directors of Technip Energies N.V.;
- (d) **“Board Rules”** means the regulations referred to in article 7.1.6. of the Articles of Association;
- (e) **“Chief Compliance Officer”** means the Company's chief compliance officer;
- (f) **“Chief Executive Officer”** means the Company's chief executive officer who is also the Executive Director;
- (g) **“Chief Legal Officer”** means the Company's chief legal officer;
- (h) **“Code”** means the Dutch Corporate Governance Code;
- (i) **“Committee”** has the meaning ascribed to it in article 1.1. of this charter;
- (j) **“Committee Chair”** has the meaning ascribed to it in article 2.3.1. of this charter;
- (k) **“Company”** has the meaning ascribed to it in article 1.1. of this charter;
- (l) **“Executive Director”** means the member of the Board appointed as executive director;
- (m) **“Non-Executive Director”** means a member of the Board appointed as non-executive director;
- (n) **“Secretary”** has the meaning ascribed to it in article 3.1.1. of this charter;
- (o) **“Sustainability Reporting”** means the reporting by the Company in accordance with statutory reporting requirements such as pursuant to the Non-Financial Reporting Directive, the Corporate Sustainability Reporting Directive, the Taxonomy Directive, the Code and voluntary reporting standards such as the Global Reporting Initiative (GRI), to the extent these apply to and/or are adhered to by the Company; and
- (p) **“Sustainability Topics”** has the meaning ascribed to it in article 1.1.3. of Annex 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