

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Purpose of the Audit Committee**

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Technip Energies N.V. (the "**Company**") and is responsible for oversight of the financial management and control of the Company as well as oversight of the Company's independent registered public accounting firm (the "**Auditor**") who shall report directly to the Committee. This Charter sets forth the responsibilities, duties and authorities of the Committee, subject to the provisions of (i) the Board Rules and (ii) the Articles of Association of the Company.

The purposes of the Committee shall be to assist the Board and perform an oversight of the Company's management with respect to the following:

- (A) Monitoring the Company's financial reporting process;
- (B) Reviewing the Company's financial statements and internal controls (including reporting structures) with management and the Auditor;
- (C) Monitoring the Company's compliance with its internal accounting and control policies, as well as legal and regulatory requirements to the extent such compliance relates to the Company's financial statements and financial disclosures;
- (D) Preparing the selection of the Auditor for appointment by the general meeting, and reviewing the qualifications, independence and performance of such Auditor;
- (E) Reviewing the effectiveness and performance of the Company's internal audit function and information technology function, and of the readiness and effectiveness of the Company's security prevention and reaction functions;
- (F) Reviewing effectiveness of processes for reviewing and escalating financial-related allegations reported through the Company's allegation hotline; and
- (G) Performing such other functions as the Board may assign to the Committee from time to time.

The Committee shall report regularly to the Board in accordance with the terms of this Charter.

In discharging its role, the Committee is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Company and full power and authority to retain the services of such advisors, consultants and counsel as it determines is necessary to carry out its duties. The Company shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of the Auditor, advisors, consultants and counsel retained pursuant to this Charter.

### **Composition and Qualifications**

The Committee shall be composed of a minimum of three members of the Board. All of the members of the Committee must be non-executive directors. The Committee and the majority of the Committee members shall, in the judgment of the Board, meet the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the Decree Establishing Audit Committees (*Besluit instelling auditcommissie*) and the Dutch Corporate Governance Code. The chairperson of the Committee (the "**Committee Chairperson**") shall not be the non-executive director who serves as the chairperson of the Board, nor a former executive director.

The collective financial literacy, skills and experience of the members of the Committee shall be appropriate as necessary to execute their duties effectively, having regard to the Company's size, circumstances and industry, taking into account applicable laws as well as the Dutch Corporate Governance Code. At least one member of the Committee must have competence in the preparation and auditing of the financial statements.

The members of the Committee including the Committee Chairperson shall be selected by the Board upon the recommendation of the Company's Environmental, Social and Governance Committee and shall serve at the pleasure of the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by the Board. If the Committee Chairperson is not designated by the Board or present at a meeting, the Committee may designate a Committee Chairperson by majority vote of the Committee members then in office.

Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

### **Procedures**

The Committee shall meet at least four times per year as scheduled by the Committee Chairperson to carry out the Committee's responsibilities under this Charter. The Committee may also meet at the request of (i) the Committee Chairperson, (ii) a majority of its members, (iii) a majority of the members of the Board, or (iv) the chairperson of the Board or the Chief Executive Officer.

Only members of the Committee shall have the right to attend Committee meetings. However, members of management, including audit and legal, and representatives from outside consultants and the Auditor may be invited to attend meetings at the request of the Committee Chairperson. Unless the Committee determines otherwise, the Chief Executive Officer, the Chief Financial Officer and the internal auditor (being the Vice President, Internal Audit) should attend the Committee meetings. The Committee Chairperson will, in consultation with the other members of the Committee, establish the agenda for each Committee meeting.

The Committee will appoint a secretary, who will attend the meetings and maintain minutes of its meetings, and the Committee Chairperson will report regularly to the Board about the Committee's deliberations, conclusions and recommendations.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Committee members can be represented by proxy at a meeting. A proxy must be a member of the Board and satisfy applicable Committee qualification requirements.

The Committee may take action by unanimous written consent or by conference communication or in any other manner in which the Board is permitted to meet under applicable law, the Company's Articles of Association or the Board Rules, and such participation in a meeting shall constitute presence in person.

Periodically, the Committee shall meet separately with management, the Auditor and the Vice President, Internal Audit in separate executive sessions to discuss any matter that the Committee or any of these groups believes should be discussed privately. The Committee Chairperson, along with other members of the Committee, shall review any issues that arise with respect to the Company's financial statements, compliance with legal or regulatory requirements, performance of the Auditor or performance of the internal audit, as well as any actions taken by the Committee, with the Board at the next regularly scheduled Board meeting.

### **Authority and Responsibilities**

While the Committee has the powers and responsibilities set forth in this Committee Charter, it is not the duty or responsibility of the Committee to plan or conduct audits of the Company's financial statements and internal controls or to determine that the Company's financial statements are complete and accurate and are in accordance with international financial reporting standards as adopted in the European Union ("**IFRS**"). These activities shall remain the responsibility of the Board assisted by the Auditor.

Similarly, while the Committee has the power and responsibilities set forth in this Charter, it is not the duty or responsibility of the Committee to plan or conduct audits of the

Company's information technology and security performance: subject to applicable law, the Committee can rely on internal and external information and audits, which activities and conclusions will remain the responsibility of their providers.

In general, the Committee shall provide assistance to the Board in fulfilling its oversight responsibilities relating to the Company's accounting, auditing and financial reporting practices. More specifically, the Committee shall:

**Relationship with the Auditor**

1. The Committee shall be responsible for submitting a recommendation to the Board for the appointment of the Auditor. Unless it concerns the renewal of an audit engagement, the recommendation shall be justified and contain at least two choices for the audit engagement and the Committee shall express a duly justified preference for one of them. The proposal to the general meeting for the appointment of the Auditor shall include the recommendation and preference of the Audit Committee. In preparing the recommendation the Committee shall observe article 16 (*Appointment of statutory auditors or audit firms*) of Regulation (EU) No. 537/2014. Without prejudice to the foregoing, the Committee shall compensate, retain, dismiss, oversee and evaluate the Auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company and the Auditor and each such registered public accounting firm shall report directly to the Committee. The Committee and the Auditor shall discuss the firm's responsibilities and the responsibilities of management in the audit process.
2. Annually review the experience and qualifications of the senior members of the Auditor team, the effectiveness of the audit process and the quality control procedures of the Auditor (which shall be described in a report provided by the Auditor). Evaluate the performance of the Auditor and, subject to shareholder approvals required, replace the Auditor if appropriate.
3. Review with the Auditor the scope and materiality of the audit plan and the principal risks of the annual reporting identified by the Auditor in the audit plan, the planning and staffing of the prospective audit and approve the estimated fees therefor, and such other matters pertaining to such audit as the Committee may deem appropriate.
4. Assess and monitor the independence of the Auditor, specifically taking into account the extension of ancillary services to the Company.
5. Develop and implement a policy on the Auditor's provision of non-audit services to the Company to avoid any threat to the Auditor's objectivity and independence taking into account the relevant ethical guidance on the matter. Review and

approve the plan and scope of any material non-audit services and the fees to be paid for such services ensuring that these services are consistent with the terms of engagement.

6. Determine how the external auditor should be involved in the content and publication of financial reports other than the financial statements.
7. Receive periodic reports from the Auditor, including a formal written statement delineating all relationships between the Auditor and the Company, regarding the Auditor's compliance with applicable independence requirements. Review and monitor the independence of the Auditor and in particular, the appropriateness of the provision of non-audit services to the Company and confirm that there are no relationships (such as family, employment, investment, financial or business) between the Auditor and the Company which could adversely affect the independence and objectivity of the Auditor.
8. Review and approve the terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit. Ensure that at least once every ten years the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms; and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the duration of the tendering process.
9. Evaluate the qualifications and performance of the Auditor by reviewing, at least annually, a report from the Auditor describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality control review or peer review of the Auditor and all relationships between the Auditor and the Company. In addition, review a report by the Auditor of any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Auditor, and any steps taken to deal with any such issues.
10. Review with the Auditor any communications between the audit team and the Auditor's national office regarding auditing or accounting issues presented by the audit engagement. Monitor the Auditor's compliance with relevant ethical and professional guidance on the rotation of the audit partner, the level of fees paid by the Company compared to the overall income of the firm, office and partner and other related requirements.
11. Oversee co-ordination between the activities of the Auditor and the Company's internal audit department.

12. Meet regularly with the Auditor and at least once a year, without management being present, to discuss payment of the Auditor and any issues arising from the annual audit.
13. Discuss with the Auditor the matters required to be discussed by IFRS relating to the conduct of the Company's audit.
14. Review with the Auditor any problems or difficulties the firm may have encountered and any management or internal control letter provided by the Auditor and the Company's response to that letter. Such review should include:
  - (a) Any difficulties encountered in the course of the audit, including any restrictions on the scope of activities or access to required information and any disagreement with management;
  - (b) Any accounting adjustments that were noted or proposed by the Auditor;
  - (c) Any changes required in the planned scope of the internal audit;
  - (d) The effectiveness of the audit process; and
  - (e) The internal audit department responsibilities, budget and staffing.
15. Resolve disagreements between management and the Auditor regarding financial reporting.
16. Set hiring policies for employees or former employees of the Auditor who were engaged on the Company's account.
17. The Auditor should inform the Committee Chairperson without delay if, during the performance of his/her duties, he/she discovers or suspects an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to the functioning of an executive director, the Auditor should report this directly to the chairperson of the Board.

#### **Financial Statements and Disclosures**

18. Monitoring the financial reporting process and drawing up proposals to safeguard the integrity of this process;
19. Monitor the performance of the statutory auditor of the Company, taking into account, among other things, any findings and conclusions of the Dutch Authority for the Financial Markets (AFM), and other applicable regulatory or professional organizations and submit recommendations or proposals to the Board to ensure the integrity of the audit.

20. Review and discuss with management and the Auditor, and monitor the integrity of the annual, half-yearly and, as the case may be, quarterly financial statements of the Company, including the Company's disclosure in France and the Netherlands, and the results of the Auditor's reviews of such statements (as applicable), and (i) recommend to the Board the inclusion of the financial statements in the management report and (ii) approve the inclusion of the financial statements in the half-yearly and quarterly reports.
21. Meet periodically with management to review the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures.
22. Review analyses prepared by management and the Auditor of:
  - (a) Significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including an analysis of any significant changes in the Company's selection or application of accounting principles;
  - (b) All critical accounting and auditing policies and practices, methods used to account for significant or unusual transactions when different approaches are possible, as well as the adequacy of internal controls that could significantly affect the Company's financial statements;
  - (c) Off-balance sheet financial structures;
  - (d) The effect of alternative accounting methods, such as IFRS, on the Company's financial statements when new material procedures, transactions or policies are adopted or approved or changes are made to material procedures; and
  - (e) Non-IFRS financial information, including the use of "pro forma" or "adjusted" financial data included in financial reporting.
23. Review with management, the Auditor and internal counsel, as appropriate, and external counsel, as necessary, and challenge, where necessary, the effect of financial, regulatory and accounting initiatives and related disclosure requirements, including the clarity and completeness of disclosures in the Company's financial reports and the context in which statements are made, and all material information presented with the financial statements, such as the business review and the Corporate Governance Statement relating to the audit and risk management.
24. Review matters that have come to the attention of the Committee through reports of management, legal counsel and others or through the Company's allegation

reporting hotline, that relate to the status of compliance and anticipated future compliance with financial reporting laws, regulations, internal policies and controls, and that may be expected to be material to the Company's financial statements.

25. Review major changes to the Company's auditing and accounting principles and practices as suggested by the Auditor, internal auditors or management.
26. Review with management and the Auditor any correspondence with regulators or governmental agencies and employee complaints, allegation hotline reports, notifications or published reports that could raise material issues regarding the Company's financial statements, accounting policies or internal controls.
27. If requested by the Board, review the content of the Company's management report and annual accounts and report its views to the Board regarding whether, taken as a whole, it is fair, balanced and understandable and provides necessary information for shareholders to assess the Company's performance, business model and strategy.
28. Review with the Company's General Counsel and Chief Compliance Officer all material legal and compliance matters that may have a material impact on the Company's financial statements.

#### **Internal Audit**

29. Advise the internal audit department in drawing up an annual audit plan, dealing with its internal organisation and method of working. In this internal audit plan, attention should be paid to the interaction with the external auditor.
30. Review, at least annually, the budget and the then current and future programs of the Company's internal audit department to assure that it contains resources necessary to complete the annual audit plan in accordance with appropriate professional standards for internal auditors and review summaries of formal audit reports issued by the internal audit department. Monitor and review the adequacy and effectiveness of the Company's internal quality procedures and controls relating to the finance and audit functions of the company and risk management systems regarding the financial reporting of the Company.
31. Review the appointment and replacement of the Vice President of Internal Audit (*senior internal auditor*).
32. Participate in the annual performance appraisal of the Vice President of Internal Audit and ensure that he/she reports on a functional basis to Company management and to the Committee.



33. Review and monitor management's responsiveness to the Vice President of Internal Audit's findings and recommendations. Meet with the Vice President of Internal Audit at least once a year without the presence of the management.

#### **Ethical and Legal Compliance**

34. Review with management, the internal auditors and the independent auditors the Company's policies and procedures regarding compliance with its internal policies, as well as applicable laws and regulations, with respect to maintaining books, records and accounts and a system of internal accounting controls in accordance with the laws, rules and regulations applicable to the Company, including the Dutch Corporate Governance Code.
35. Review with the Company's General Counsel and Chief Compliance Officer all material legal and compliance matters that may have a material impact on the Company's compliance policies and compliance program.
36. Establish, and review the adequacy and security of, procedures for (a) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls and auditing matters and (b) the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
37. Review the Company's procedures for detecting fraud, and any disclosures provided by the Chief Executive Officer or the Chief Financial Officer to the Committee regarding (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and (b) any fraud, including that which involves management or other employees who have a significant role in the Company's internal controls.
38. Investigate at its discretion any matter brought to its attention by reviewing the Company's books, records and facilities and interviewing members of management and/or employees and ensure appropriate follow-up action.
39. Review, along with the Environmental, Social and Governance Committee, the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.
40. Review with the Company's Chief Compliance Officer and General Counsel legal and compliance matters that may have a material impact on the financial statements, the Company's compliance policies and compliance program and any material reports or inquiries received from regulators or governmental agencies.

41. Review the appointment and any replacement of the Chief Financial Officer.

**Review of Controls**

42. Review the adequacy and effectiveness of the Company's internal financial controls and internal controls and risk management systems.
43. Review and discuss with management, the Vice President of Internal Audit and the Auditor any special audit steps adopted in light of material control deficiencies that could significantly affect the Company's financial statements, its information technology performance and its security threats.
44. Review and approve statements to be included in the Company's management report concerning internal controls and risk management.

**Reporting Responsibilities**

45. The Committee Chairperson to formally report to the Board on its proceedings and how it has discharged its duties and responsibilities above after each meeting, especially in relation to:
- (a) The outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the Committee was in that process;
  - (b) Significant issues relating to financial reporting and how these were addressed;
  - (c) The methods used to assess the effectiveness of the design and operation of the internal risk management and control systems;
  - (d) Its assessment of the effectiveness and independence of the internal and external audit process and information on the methods used to make this assessment;
  - (e) The way material risks and uncertainties that are relevant to the expectation of the Company's continuity for the period of twelve months after the preparation of the Board report have been analysed and discussed, along with a description of the most important findings;
  - (f) Significant issues relating to information technology systems and security matters, and how these were or will be addressed;
  - (g) Any matters communicated to it by the Auditor;

- (h) Its recommendation as to the appointment and/or reappointment of the Auditor; and
  - (i) Any other information which may be relevant to shareholders and/or any issues on which the Board requests the Committee's opinion.
46. In compiling the reports referred to in this section, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the Board's assessment of whether the Company is a going concern. The Committee (with the assistance of management) will prepare and adopt a report on its activities for incorporation in the Corporate Governance Statement in the Company's management report. The report to shareholders need not repeat information disclosed elsewhere in the Company's management report, but could provide cross-references to that information.

**Other**

47. Monitor the Chief Executive Officer and the other persons discharging managerial responsibilities with regard to (i) the funding of the Company, (ii) the application of information and communication technology by the Company, including risks relating to cybersecurity, and (iii) the Company's tax policy.
48. Review and approve of parent company guarantees to be entered into on behalf of the Company, including in favor of any direct or indirect affiliate of the Company in an aggregate amount of more than (i) USD 10 billion per year in the aggregate or (ii) USD 2 billion per parent company guarantee individually.

**General**

49. Annually review and evaluate its own performance and submit itself to the review and evaluation of the Board.
50. Annually review and reassess this Charter in light of the operations and responsibilities of the Committee and recommend any proposed changes to the Board for approval.
51. Review and assess the adequacy of policies, procedures and training with respect to major risk assessment and risk management in those specific areas as delegated to the Committee by the Board in fulfilling its oversight responsibilities relating to the Company's risk management. The Committee will review with management the steps taken to identify, assess, monitor and control such exposures.

52. Delegate to the Committee Chairperson, any one of its members or any sub-committee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. Each sub-committee will keep minutes and regularly report to the Committee.
53. Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's Articles of Association, the Board Rules or the Board.
54. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
55. Be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.
56. Give due consideration to the applicable laws, regulations and any published guidelines or recommendations regarding compensation of directors of listed/non-listed companies and formation and operation of any equity award plans, as appropriate.

Adopted on [●], 2021.