

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Purpose of the Compensation Committee**

The Compensation Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Technip Energies N.V. (the "**Company**"). 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) Reviewing, evaluating and approving the agreements, plans, policies and programs of the Company to compensate the Company's non-executive directors and other persons discharging managerial responsibilities, including the Chief Executive Officer;
- (B) Consistent with the Company's equity plans, reviewing, evaluating and approving all awards by the Company of equity securities or equity derivatives to persons discharging managerial responsibilities and approving the number of equity securities or equity derivatives to be provided to the Chief Executive Officer to be allocated to all employees at the discretion of the Chief Executive Officer;
- (C) Annually preparing for publication on the Company's website a remuneration report in accordance with applicable laws and the Dutch Corporate Governance Code;
- (D) Reviewing and discussing with the Company's management the compensation-related disclosure to be included in the Company's management report and annual accounts and other required filings and determine whether to recommend to the Board that such disclosure be included in the management report and annual accounts in accordance with applicable rules and regulations;
- (E) Reviewing, evaluating and approving the Company's Remuneration Policy, and at least every four years and in case of change putting forward a clear and understandable proposal to the Board of a Remuneration Policy which will be subject to shareholder approval;
- (F) Reviewing, evaluating and approving the Company's proposals to shareholders on compensation matters, including advisory votes on the remuneration report ("**Say-on-Pay**");

- (G) Otherwise discharging the Board's responsibilities related to compensation of the Company's directors and persons discharging managerial responsibilities; and
- (H) 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 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 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 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 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 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 Company's independent registered public accounting firm may be invited to attend meetings at the request of the Committee Chairperson. 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, 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 in separate executive sessions to discuss any matter that the Committee or management believes should be discussed privately.

### **Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfil the purposes of the Committee. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

#### **Authority**

1. In its sole discretion, at the Company's expense, retain and determine funding for legal counsel, compensation consultants, as well as other experts and advisers (collectively, "**Compensation Advisers**"), including the authority to retain, approve the fees payable (within any budgetary constraint imposed by the Board) to, amend the engagement with, and terminate any Compensation Adviser, as it deems necessary or appropriate to fulfill its responsibilities.

### Executive Compensation

2. Exercise oversight over all matters of executive compensation policy. Review and approve the Company's executive compensation program in light of the Company's goals and objectives relative to executive compensation.
3. Review and select peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate positioning of the levels and mix of compensation elements.
4. Annually review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate at least annually the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's total compensation level, including base salary, target bonus percentages, annual bonus payments, salary range and long-term equity incentive awards, based on this evaluation. The Chief Executive Officer shall not be present during deliberations or voting on his or her compensation.
5. (i) Review and approve, for the Chief Executive Officer, all change in control agreements, service agreements or employment agreements, severance arrangements and the terms of any supplemental retirement plans and (ii) evaluate the compensation for other persons discharging managerial responsibilities.
6. Review, as needed with a Compensation Adviser, executive compensation matters and significant issues that relate to executive compensation.
7. Review and discuss with management the compensation related disclosure to be included in the Company's annual report and annual accounts, the remuneration report and other required filings and determine whether to recommend to the Board that such disclosure be included in the Company's Annual Report and Annual Accounts in accordance with applicable rules and regulations.
8. Prepare and adopt an annual report on its activities for incorporation in the Corporate Governance Statement within the Company's Annual Report.
9. Prepare the Company's proposals to shareholders on compensation matters, including the Say-on-Pay and recommend to the Board that the proposals be submitted to the General Meeting.

10. Following each Annual General Meeting, the Committee will review the results of the Say-on-Pay advisory vote, and consider whether to make any adjustments to the Company's compensation policies and practices.

#### Incentive and Equity Compensation

11. Review and approve the design of, determine targets for, and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. The General Meeting shall be given the opportunity to vote on equity compensation plans as required by law and the Company's Articles of Association.
12. Approve the terms and conditions of, and total awards to be made from, the Company's equity-based plans and make any other determinations necessary or advisable in the administration of such plans, including the approval of equity grants to all persons discharging managerial responsibilities.
13. Review the Company's policies relating to the recovery or clawback of incentive-based compensation, if the Board has adopted such policies.
14. Establish, and recommend to the Board for approval, policies with respect to "insider" trading, hedging and pledging of Company shares and periodically review compliance with such policies.
15. Review and approve management's summary of the Company's performance compared to the terms of compensation plans and equity-based plans and the total amounts to be paid to persons discharging managerial responsibilities thereunder.
16. Determine stock ownership guidelines for the Chief Executive Officer, other directors, persons discharging managerial responsibilities and monitor compliance with such guidelines.

#### Director Compensation

17. Annually, review and recommend to the full Board changes to compensation for the Chief Executive Officer, ensuring the compensation is appropriate and in line with the remuneration policy.
18. Annually, review the remuneration of non-executive directors, including retainer amounts, meeting and board chairperson fees, as applicable, committee chairperson fees and non-retainer equity grants and amounts, ensuring the compensation is appropriate and in line with the remuneration policy.

19. In accordance with the Dutch Civil Code requirements and associated regulations (as amended from time to time), prepare, review and recommend to the Board for approval: (i) at least every four years, a Remuneration Policy to be submitted to the General Meeting for approval; and (ii) an annual remuneration report to be included in the Company's Annual Report and submitted to an advisory shareholder vote. The Remuneration Policy will contain information on the Company's proposed forward-looking director compensation arrangements. The remuneration report will contain information on the Company's implementation of the remuneration policy in the previous fiscal year.
20. 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.
21. 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.
22. 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.
23. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed
24. 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.
25. 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.

Adopted on [●], 2021.