

**CHARTER OF THE
ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose of the Environmental, Social and Governance Committee

The Environmental, Social and Governance 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) Advising and making recommendations to the Board regarding corporate governance and Environmental, Social, and Governance ("ESG") practices and assisting the Board in implementing those practices;
- (B) Monitoring 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;
- (C) Identifying individuals qualified to become Board members, consistent with the composition profile for the Board and the diversity policy and recommending director nominees to the Board for appointment by the General Meeting or for appointment by the Board as temporary replacement to fill vacancies on the Board;
- (D) Recommending members of the Board to serve on each committee of the Board;
- (E) Leading the Board in the annual performance evaluation of the Board and its committees; and
- (F) 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 or direct the Company 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 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 Dutch Corporate Governance Code.

After the initial appointment by the Board, members of the Committee and its Chairperson (the "**Committee Chairperson**") shall be selected by the Board upon the recommendation of the 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 or 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:

Corporate Governance and Compliance

1. Review and recommend to the Board for approval changes to the Company's Articles of Association, Board Rules, Committee Charters, board profile and the diversity policy.
2. Consider any corporate governance issues that arise from time to time and develop appropriate recommendations to the Board.
3. Review and monitor trends and developments in corporate governance best practices to assist the Committee in carrying out its duties.
4. Review the corporate governance disclosures in the Company's annual report and other public disclosures.
5. Review reports from the Chief Compliance Officer, other members of management, and external advisors (as requested) that the Company is in compliance with applicable legal requirements and the Company's Code of Conduct. Advise 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.
6. 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.

7. Review in conjunction with the Audit Committee the Company's systems and controls for the prevention of bribery and unethical misconducts, and receive reports on non-compliance.
8. Set guidelines for reporting allegations of violations of the Code of Conduct or applicable laws, including a system for accepting anonymous allegation reports, and provide protection to an employee who reports such information.
9. Review with the General Counsel and the Vice President of Internal Audit the adequacy of policies and procedures dealing with conflicts of interest, disclosure of inside information and related-party transactions.
10. Prepare, manage and oversee the periodical assessment of the performance of individual Directors by the Board.

Director Nominations

11. Draw up a plan for the succession of Board members.
12. Identify individuals qualified to become Board members consistent with the composition profile for the Board and the diversity policy and recommend to the Board the persons to be nominated by the Board for appointment as director by the General Meeting or for appointment by the Board as temporary replacement to fill any vacancies on the Board.
13. Establish and review the need for any changes to criteria for Board membership and selection of new directors, including relevant portfolio of experience, skills, independence, qualifications, perspective, background and contributions that the director brings to the Board considering the Company's strategy and its regulatory, geographic and market environment. An important component of the Board is the diversity of its members including background, skills, experience, expertise, gender, race, international awareness and cultural sensitivity.
14. Identify, recruit, screen, interview and select candidates for new directors, as necessary, to fill vacancies or the additional needs of the Board, and consider management's and shareholders' recommendations for director candidates.
15. Retain and dismiss any recruiting firm to be used to identify director candidates. The Committee shall have sole authority to approve the recruiting firm's fees and other retention terms.

Director Independence

16. Implement the director independence standards required by law and the Dutch Corporate Governance Code.
17. Review annually the relationships between the Company and each director and report the results of its review to the Board to determine which directors satisfy the applicable independence standards.
18. Consider questions of possible conflicts of interest of Board members and persons discharging managerial responsibilities and determine the appropriate resolution of the possible conflict or related party disclosure, including waiver of the potential conflict or approval of the disclosed related party transaction.
19. Review and approve all executive appointments of members of the Board to the boards of directors of other publicly traded or private companies to ensure no conflict of interest arises from such participation.

Board and Committee Structure

20. Review annually to assess the need for any changes in the number, charter and composition of the Board and its committee structure.
21. Ensure that the chairperson of each committee reports to the chairperson of the Board about the respective committee's annual evaluation of its performance and evaluation of its charter.
22. Recommend annually to the Board candidates for membership on the committees of the Board, and candidates for chairperson for such committees.

Board and Committee Performance Evaluations and Training

23. Receive and review comments from all Board members and report annually to the Board with an assessment of the performance of the Board, its committees and its members.
24. Monitor the orientation and training needs of Board members and recommend action to the Board concerning such orientation and training needs where appropriate.

Executive Officer Nominations and Succession Planning

25. Review recommendations of the Board for persons discharging managerial responsibilities of the Company.

26. Meet periodically with the Chief Executive Officer to review his/her recommendations and evaluations of potential successors, along with a review of development plans recommended for succession candidates and others in the senior management group.
27. Annually review management's succession plans for the Chief Executive Officer and other persons discharging managerial responsibilities, taking into account the challenges and opportunities facing the Company, and the skills and expertise, including any emergency procedures for Chief Executive Officer succession.
28. Review the appointment and replacement of the Chief Compliance Officer. Participate in the annual performance appraisal of the Chief Compliance Officer and ensure that he/she reports on a functional basis to Company management but also has free and complete access to the Committee at any time and is accountable to the Committee.

ESG Matters

29. Review the Company's policies, programs, and strategies related to environmental stewardship, responsible investment, corporate citizenship, human rights, human capital management, ESG risk management, and other ESG matters, as well as other social and public matters of significance to the Company.
30. Review and suggest modifications to the Company's global strategy in relation to ESG matters, as proposed by the Company's Chief Executive Officer, to the Board (including consideration of policies and practices consistent with that strategy where appropriate).
31. Review and monitor the development and implementation of targets, standards, metrics or methodologies that the Company may establish from time to time to assess and track the ESG performance of the Company, including any environmental, social, or community projects undertaken by the Company and any related actions with respect to its employees, communities, and other stakeholders, taking into account the impact of such performance and actions on the reputation of the Company and their consistency with the Company's ESG strategy.
32. Review the Company's public disclosures with respect to ESG matters, including any ESG disclosures for inclusion in the Company's annual report and other documents which are intended to be disclosed to the public and/or the Company's shareholders, and the Company's engagement with stakeholders, including any proposals, concerns and other ESG issues that shareholders wish to bring to the Company.

General

33. Annually review and evaluate its own performance and submit itself to the review and evaluation of the Board.
34. 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.
35. 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.
36. 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.
37. Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
38. 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.
39. Give due consideration to the laws, regulations and any published guidelines, including but not limited to the listing requirements of Euronext, the Dutch Corporate Governance Code, and any other applicable rules, as appropriate.
40. 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.