

# 2023 Insider Trading Policy

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## 1. Introduction

This insider trading policy (the “**Policy**”) serves to ensure compliance with the relevant obligations under securities laws, including MAR, the FMSA and the AMF Regulation, applicable to the Company, a Dutch public corporation (*naamloze vennootschap*) with ordinary shares listed on Euronext Paris, as relates to the trading (e.g. buying or selling) in Company Securities.

The Policy also sets forth pre-clearance trading and minimum shareholding requirements for members of the Company’s Board of Directors and members of the Company’s Executive Committee.

It is important that persons covered by the Policy understand what constitutes Inside Information and what may qualify as ‘insider trading’ in respect of Company Securities. Non-compliance with the Policy may result in disciplinary action which may include dismissal. Insider trading is also subject to severe administrative and criminal sanctions (See Section 6 – Disciplinary Actions and Penalties).

Capitalized terms have the meaning ascribed thereto in **Annex 1**.

**Any questions relating to the Policy may be directed to the Company’s Chief Legal Officer.**

## 2. Persons covered by the Policy

The Policy applies to (i) members of the Company’s Board of Directors; (ii) members of the Company’s Executive Committee (who together with members of the Board of Directors constitute the Company’s Persons Discharging Management Responsibilities or “PDMRs”); and (iii) all other Employees of the Company and its subsidiaries.

Prior to entering into any transaction involving Company Securities which transaction may include a purchase, a sale, the exercise of an option pursuant to a Company incentive award plan, a gift or inheritance, a pledge, the making of a contribution to a trust or any other transfer, a person subject to the Policy must carefully consider whether such transaction can be carried out in compliance with the terms of the Policy. Certain transactions in Company Securities are prohibited at all times under the Policy (See Section 10 – Other Trading Restrictions).

## 3. Inside Information

Inside information is information that is of a precise nature, and that has not been made public, and which relates, directly or indirectly, to the Company or its subsidiaries or to Company Securities, and which, if it were made public, would be likely to have a significant effect on the price of Company Securities (“**Inside Information**”).

Persons covered by the Policy who have Inside Information are prohibited from trading in Company Securities until such Inside Information is disclosed to the public or otherwise ceases to be Inside Information. (See Section 4 – No Trading when in Possession of Inside Information). Persons covered by the Policy who have Inside Information are prohibited from recommending or inducing third parties to trade in Company Securities until such Inside Information is made public or otherwise ceases to be Inside Information (See Section 5 – Tipping).

### Precise Information

Information is “precise” if it indicates a set of circumstances that exists or that may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect such set of circumstances or event may have on the price of Company Securities.

A set of circumstances or an event may be reasonably expected to come into existence if there is a realistic prospect of such set of circumstances or event occurring.

### Non-Public

Information is made public once it has been disclosed and made publicly available (e.g., by means of a press release) or filed with the relevant securities authority in accordance with the applicable Securities Laws including MAR.

Until such disclosure has occurred, information is to be regarded as “non-public.” In addition, even after public disclosure of the information, a reasonable period of time must lapse in order for the information to be deemed ‘non-public’.

A waiting period of two trading days following disclosure is accepted as being a reasonable period of time before Information can be deemed to be public.

## Significant Price Effect

Information, if it were made public, that would be likely to have a significant effect on the price of Company Securities is information that a reasonable person would attach importance to in making his or her investment decision to trade (purchase or sell) Company Securities.

## Examples of Inside Information

While not an exhaustive list, the following are examples of information that could be considered material (as having a significant effect on the price of Company Securities) and that could constitute Inside Information:

- (a) Projections of future earnings or losses;
- (b) Pending or proposed merger, acquisition, tender offer, or joint venture;
- (c) Pending or proposed acquisition or disposition of significant assets;
- (d) Information regarding major new products under development or new services;
- (e) Gain or loss of a significant customer or supplier;
- (f) Significant pricing changes;
- (g) Significant new technologies or discoveries;
- (h) Changes in auditors, or auditor notification that the Company may no longer rely on the auditors' audit report;
- (i) Impending bankruptcy or the existence of severe liquidity problems;
- (j) Significant financing transactions (e.g. new debt offerings), including significant increases or decreases in the amount of Company indebtedness;
- (k) major events regarding Company Securities (e.g., stock splits; changes in dividend policy; offering of additional securities; share-buyback programs; liquidity agreements; defaults; redemptions; or changes in rights of security holders);
- (l) Significant legal exposure due to actual, pending or threatened litigation;
- (m) Annual and half yearly financial results and quarterly updates; and
- (n) Changes in the Board of Directors, members of management bodies and senior executives.

It is not necessary to be able to determine with a high level of certainty prior to completion of a transaction or occurrence of an event whether the share price would move upwards or downwards. An assessment must be made taking into account all circumstances at hand.

## 4. No Trading when in Possession of Inside Information

If a person covered by the Policy is in possession Inside Information, he or she is prohibited from trading, or attempting to trade, in Company Securities. A cancellation or amendment of a pre-existing order to trade in Company Securities is also considered trading.

Trading whilst in possession of Inside Information is considered to be "insider trading" and is subject to severe penalties (See Section 6 – Disciplinary Actions and Penalties).

The prohibition against insider trading does not apply if a person trades in discharge of an obligation that has become due in good faith (and not to circumvent the insider trading prohibition or for any other illegitimate reason) provided that:

- (a) the obligation results from an order already placed or an agreement previously concluded; or
- (b) the transaction is carried out to satisfy a legal or regulatory obligation that arose before the person covered by the Policy came into possession of the Inside Information.

## 5. Tipping

Persons in possession of Insider Information are prohibited from disclosing Inside Information to other persons (a practice known as "tipping") which includes recommending or inducing another person to engage in insider trading whilst in the possession of Insider Information. For a person having received a "tip", this would also include canceling or amending an order concerning Company Securities.

Disclosure of Inside Information is permitted where such disclosure is made in the normal exercise of employment, as part of professional duties, and where the recipient of such Inside Information is subject to a confidentiality obligation, irrespective of whether such confidentiality obligation is based on laws or regulations or on a specific agreement.

If the recipient of Inside Information knows or should know that the information is Inside Information or that the person who provided him or her the Insider Information was breaching a duty not to disclose such information or was providing the information for an improper purpose, the recipient of the Inside Information becomes subject to a duty to not trade in Company Securities and must abstain from disclosing such information while he or she is in possession of the Inside Information and until the Inside Information has been publicly disclosed or ceases to be Inside Information.

## 6. Disciplinary Action and Penalties

A person who engages in insider trading, unlawfully discloses Inside Information, or recommends to a third party to engage in insider trading may be subject to disciplinary action up to and including dismissal.

In addition, he or she may be subject to administrative sanctions and/or criminal prosecution as the AMF may impose a significant financial penalty (up to €100 million, 15% of the total consolidated annual turnover or ten times the amount of the trading gain). French criminal courts may also impose a fine of an equal amount as well as a prison term of up to five years.

## 7. Maintaining Confidentiality

Persons covered by the Policy who are in possession of Insider Information or Company sensitive or confidential information must exercise great care when speaking with any person, including other Company Employees who do not have a "need to know" such information.

Persons covered by the Policy are required to:

- (a) not verbally communicate on matters that relate to Inside Information in public spaces; and
- (b) ensure that Inside Information in physical documents and electronic media (including computers, tablets and mobile phones) is not accessible to persons that are not included on the Insider List (see Section 8 - Inside Information Committee).

If a person covered by the Policy inadvertently discloses Inside Information or discovers that a person, whether inside or outside the Company's group, has improperly shared Inside Information, such person must immediately report the facts to the Company's Chief Legal Officer.

## 8. Inside Information Committee

The Company's Inside Information Committee (the "**Committee**") is responsible for ensuring compliance with Securities Laws and the Policy.

The Committee consists of the Company's Chief Financial Officer, the Chief Legal Officer, the Senior Vice-President Communications and Public Affairs and the Vice-President, Investor Relations.

The Company's Chief Legal Officer, or a person designated by him or her, acts as the Committee Secretary.

The Committee is responsible for:

- (a) determining which information, and at which point in time such information, rises to the level of Inside Information;
- (b) determining whether the conditions for withholding public disclosure of Inside information, as provided by the Securities Laws, are satisfied and continue to be satisfied until such Inside Information is publicly disclosed or ceases to be Inside Information; and
- (c) managing the Insider List.

### The Insider List

The Company maintains and updates the the Insider List. The Insider List includes both permanent members and persons that are added to the list on an ad-hoc basis in respect of a specific project or event.

The Committee Secretary will notify the persons on the Insider List and apprise them of the trading prohibitions that apply to them until the earlier of (i) public disclosure of the Inside Information; or (ii) the Committee concluding that the facts underlying the determination of Inside Information no longer warrant such a determination (e.g., a material transaction being considered is abandoned).

The Committee has implemented a procedure to ensure that any person on the Insider List acknowledges in writing his or her Inside Information obligations and awareness of the penalties applicable to insider trading and unlawful disclosure of Inside Information.

## 9. Closed Periods

Closed periods (“**Closed Periods**”), also known as “blackout periods”, are periods during which PDMRs, and persons working on, or having knowledge of, the preparation of the Company’s financial statements for any annual or half-year financial results as well as of any quarterly update are prohibited from trading Company Securities.

The quarterly Closed Periods are determined by the Committee and begin at least 30 calendar days prior to the announcement of the Company’s annual or half-year financial results or quarterly updates, such announcement being made by the Company’s issuance of a press release relating to such annual or half-year financial results or quarterly updates.

The Closed Period ends, and trading in Company Securities becomes authorized, once trading opens on the Euronext Paris exchange the day after the Company’s press release for the annual or half-year financial results or quarterly update is issued.

The Committee may impose other Closed Periods as circumstances warrant, regardless of whether the relevant information at the time constitutes Inside Information.

Notwithstanding the expiry of a Closed Period, a person in possession of Inside Information is prohibited from trading in Company Securities.

## 10. Other Trading Restrictions

### Short-Swing Transactions

Persons covered by the Policy are prohibited from carrying out a transaction in Company Securities and, within six months thereafter, carrying out another transaction, if the second transaction is opposite to the first transaction or if the risk of the first transaction is thereby excluded or limited. This prohibition does not apply if the first transaction consists of the exercise of an option granted by the Company and the second transaction consists of the sale of the Company Security obtained by the exercise of the option.

Under exceptional circumstances or because of the characteristics of the trading involved, an authorization may be granted to carry out short swing transactions in Company Securities. Any such request for authorization is to be made in writing to the Company’s Chief Legal Officer.

### Short Selling, Derivative Transactions and Pledging

Persons covered by the Policy are prohibited from, directly or indirectly, speculating in Company Securities, including short selling, entering into derivative transactions such as selling or purchasing options (other than exercising share options granted by the Company), as well as borrowing against or otherwise pledging Company Securities.

## 11. Permitted Transactions

The receipt of restricted and/or performance share units and the vesting of such units are permitted transactions and exempt from the trading prohibitions under the Policy. The sale of shares carried out to satisfy tax withholding requirements upon such vesting are permitted transactions and exempt from the trading prohibitions under the Policy, provided such sale of shares occurs under a pre-agreed mechanism which does not allow any discretion for the company or the person involved.

## 12. Trading Pre-Clearance for PDMRs and Required Securities Filings

### Pre-clearance Trading Requirement

In order to trade in Company Securities, PDMRS and members of the Company’s Extended Executive Committee are required to request and obtain pre-clearance from the Company’s Pre-Clearance Officers.

A request for trading pre-clearance (in the form attached hereto as Annex 2 – Trading Pre-Clearance Request) must be sent to the Pre-Clearance Officers in advance of a proposed transaction in Company Securities. The trading pre-clearance request is to include the following information:

- (a) details of the proposed transaction, including the transaction type (e.g., open market, option exercise, gift or loan, transfers to charitable trusts);
- (b) number of Company Securities subject to the trade, expected transaction date and anticipated transaction price per Company Security; and
- (c) if applicable, the PDMR’s confirmation that, post transaction, his or her shareholding in Company shares will meet his or her minimum Company share ownership and retention requirement (See Section 13 – Minimum Shareholding Ownership and Retention Requirements).

A trade must be completed within five calendar days of the trading pre-clearance request having been granted by the Pre-Clearance Officers.

No later than one business day after the trade takes place, PDMRs are required to inform the Committee Secretary of the details of the transaction, including confirmation of the transaction type (e.g., open market, option exercise, gift or loan, transfers to charitable trusts), number of shares, transaction date and price per Company Security.

## Required Securities Filings with the AFM

PDMRs and a PDMR's Closely Associated Persons must make a filing with the AFM providing the AFM with the specifics of any completed transactions in Company Securities in the manner set forth in **Annex 3**.

PDMRs are required to inform the Committee Secretary of all persons that qualify as their Closely Associated Persons.

PDMRs must notify their Closely Associated Persons in writing of such persons' duty to notify the AFM not later than three business days following completion of a transaction in Company Securities. The PDMR is required to keep a copy of the notification.

The notification is to include an acknowledgement that the Closely Associated Persons are aware that he or she must also inform the Committee Secretary of any trade in Company Securities no later than one business day after a trade takes place.

## 13. Minimum Shareholding Ownership and Retention Requirements

### Non-Executive Directors

Non-Executive Directors are required to own at least 1,000 Company ordinary shares which requirement is to be met by the end of a Non-Executive Director's first year on the Board of Directors. Non-Executive Directors are requested to hold their shares in the register administered by the Company's share registrar in France (shares held "*au nominatif pur*"). The Committee Secretary can assist a Non-Executive Directors with the registration of his or her shares with the French register.

### Executive Director and Executive Committee Members

The Executive Director and the members of Executive Committee are required to own a minimum number of Company ordinary shares equal to a multiple of their gross base salary (excluding any short-term incentive bonus) as set forth below.

The ownership requirement is satisfied by holding Company ordinary shares, time-based restricted share units or shares held as part of an employee share ownership plan. Unexercised share options and performance share units are not taken into account for purposes of the share ownership calculation.

Position	Base Salary Multiple
Executive Director	3 times
Other Executive Committee member	2 times

The Executive Director and each member of the Executive Committee have five years from the date of his or her initial appointment to satisfy the applicable minimum share ownership requirement. The minimum share ownership requirement is to be satisfied as soon as practicable and, in any event, progressively on a prorata basis over the five-year period.

The Company will provide each member of the Board and of the Executive Committee with an annual statement setting forth his or her share ownership position and retention requirement.

The Executive Director and the members of the Executive Committee are requested to hold their shares *au nominatif pur*.

## 14. Miscellaneous

The Company's Chief Legal Officer may make any determination he or she determines to be appropriate with regard to the application and enforcement of the Policy.

The provisions of the Policy may be amended by a resolution of the Company's Board of Directors. Unless the announcement specifies otherwise, amendments to the Policy enter into force from the moment that they are announced.

The Policy is governed by Dutch law and makes reference to applicable French laws where appropriate.

Adopted on July 25, 2023, effective as of July 26, 2023.





**ANNEXES**

## Annex 1 Definitions

<b>Ad-hoc Insiders</b>	means Company Employees and other persons who are in possession of Inside Information in relation to a specific transaction, project or event and who are not Permanent Insiders.
<b>AFM</b>	means the <i>Autoriteit Financiële Markten</i> , the Dutch Securities regulator.
<b>AMF</b>	means the <i>Autorité des marchés financiers</i> , the French Securities regulator.
<b>AMF Regulation</b>	means the <i>règlement général</i> of the AMF, which sets forth, amongst other topics, the rules enacted by the AMF in respect of public securities issuers.
<b>Closed Period</b>	has the meaning ascribed thereto in Section 9.
<b>Closely Associated Person</b>	Means, in relation to a PDMR: <ul style="list-style-type: none"> <li><b>a.</b> a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;</li> <li><b>b.</b> a dependent child, in accordance with national law;</li> <li><b>c.</b> a relative who has shared the same household for at least one year on the date of the transaction concerned; or</li> <li><b>d.</b> a legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.</li> </ul>
<b>Committee</b>	means the Inside Information Committee set up under the Policy.
<b>Committee Secretary</b>	means the secretary of the Inside Information Committee.
<b>Company</b>	means Technip Energies N.V.
<b>Company Employees</b>	means a person working, whether under a contract of employment or otherwise performing tasks for the Company or one of its subsidiaries, including independent contractors ( <i>zelfstandigen zonder personeel</i> ).
<b>Company Securities</b>	means ordinary shares, options to purchase ordinary shares, restricted share units, performance share units, or any other type of security that the Company may issue, including but not limited to preferred shares, convertible debt and listed debt of the Company.
<b>FMSA</b>	means the Dutch Financial Markets Supervision Act ( <i>Wet op het financieel toezicht</i> ).
<b>Inside Information</b>	has the meaning ascribed thereto in Section 3.
<b>Insider List</b>	means the list of all persons who have access to Inside Information and who are working under a contract of employment or otherwise performing tasks through which they have access to Inside Information, such as advisers, accountants or credit rating agencies. The list includes two parts: a part comprising Permanent Insiders and the other part consisting of Ad-hoc Insiders.
<b>MAR</b>	means Market Abuse Regulation No. 596/2014 dated 16 April 2014.
<b>MAR 19 Form</b>	has the meaning ascribed thereto in Annex 3.
<b>Permanent Insiders</b>	means persons having access at all times to information which could be price sensitive and which may become Inside Information.
<b>PDMRs</b>	means the persons discharging managerial responsibilities as defined in article 3(25)(b) of MAR, being members of the Company's Board of Directors and members of the Company's Executive Committee.
<b>Policy</b>	has the meaning ascribed thereto in Section 1.
<b>Pre-Clearance Officers</b>	means the Company's Chief Legal Officer, the Company's Chief Executive Officer and the Company's Chief Financial Officer.
<b>Securities Laws</b>	means all securities laws applicable to the Company, including MAR, the FMSA and the AMF Regulation.

## Annex 2 Trading Pre-Clearance Request

*Pre-Clearance E-mail Request for Directors, members of the Executive Committee and members of the Extended Executive Committee*

*This e-mail is to be sent to the Chief Legal Officer, the Chief Executive Officer and the Chief Financial Officer sufficiently in advance of any proposed transaction to trade in Company Securities.*

To: Chief Legal Officer

Cc: Chief Executive officer; Chief Financial Officer

Subject: Request for pre-clearance to trade in Company Securities in accordance with Technip Energies N.V.'s Insider Trading Policy (the "Policy").

I *[insert name]*, *[insert position]*, request clearance for the purchase, sale or other trade in Company Securities.

1. Details of the proposed transaction are as follows:

- (a) type (e.g., open market, option exercise, gift or loan, transfers to charitable trusts): \_\_\_\_\_
- (b) number of Company Securities subject to the trade: \_\_\_\_\_
- (c) expected transaction date: \_\_\_\_\_; and
- (d) anticipated transaction price per Company Security: \_\_\_\_\_

2. for PDMRs: after the transaction, my post-sale shareholding in Company shares will continue to meet the Company's minimum shareholding ownership and retention requirements (as set forth in Section 13 of the Policy).

I acknowledge that:

- I will only trade once I have received pre-clearance in writing from (i) the Chief Executive Officer; and (ii) either the Chief Executive Officer or the Chief Financial Officer; and
- the authorization, once granted, is for a period of five calendar days.

Sincerely,

## Annex 3 AFM Securities Filings

PDMRs and their Closely Associated Persons must provide the AFM with details of their trades in Company Securities in the manner set forth in this Annex.

### Filings by Members of the Board

- (a) A new member of the Board of Directors is required to file on the AFM's website (<https://www.loket.afm.nl>) his or her share and voting interest in Company shares within two weeks of his or her appointment. Upon his or her appointment to the Board, the Committee Secretary will assist the new member of the Board of Directors in securing an AFM filing login.
- (b) Each member of the Board of Directors is required to file on the AFM's website any change, in number and/or type, in his or her Company Securities and/or voting interest in the Company without delay and, in any event, within two business days from the date of the transaction.

A change in the type of interest will, for example, occur if an option is exercised and ordinary shares are acquired or if options expire out of the money. This also includes the granting and subsequent vesting of rights to obtain ordinary shares, restricted share units or performance share units.

Accurate and timely filing with the AFM is the responsibility of each member of the Board of Directors. The Committee Secretary will assist in preparing and making the AFM securities filing on behalf of the members of the Board of Directors.

### Filings by Members of the Executive Committee

Members of the Executive Committee must file for each transaction in Company Securities using the standard AFM notification form which can be obtained at the following address: <https://www.afm.nl/en/MAR19notification> (the "MAR 19 Form").

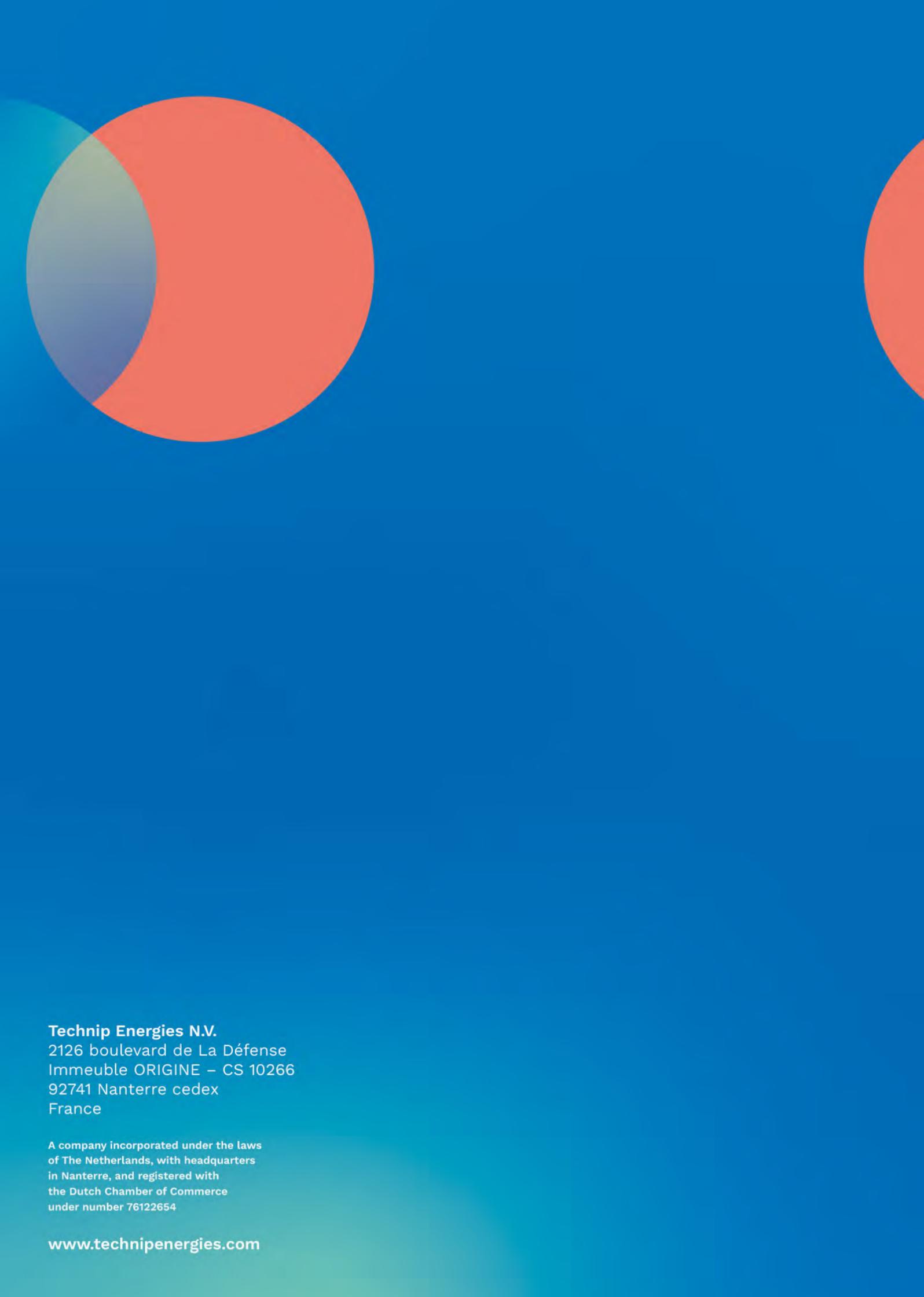
Filings by members of the Executive Committee must be completed within three business days of a transaction by submitting the MAR 19 Form to [melden@afm.nl](mailto:melden@afm.nl).

Accurate and timely filing with the AFM is the responsibility of each member of the Executive Committee. The Committee Secretary will assist in preparing and making the AFM securities filing on behalf of the members of the Executive Committee.

### Filings by Closely Associated Persons

A PDMR's Closely Associated Persons must file with the AFM each transaction in Company Securities using the MAR 19 Form within three business days of completion of the transaction. A copy of the form once filed by the Closely Associated Persons with the AFM is to be provided to the Company's Chief Legal Officer.





**Technip Energies N.V.**

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

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