

Board Rules



CONTENTS

1. Definitions and construction	1
2. Composition and responsibilities of the Board	1
3. Committees of the Board	2
4. Company secretary	3
5. Meetings of the Board and decision-making	3
6. Conflicts of interest	4
7. Whistle blowers, misconduct, irregularities and cybersecurity	5
8. Annual evaluation of Directors	6
9. Access to company information, advisers	6
10. Share ownership	6
11. Positions outside the company	6
12. Director orientation and continuing educating	7
13. Culture and code of conduct	7
14. Confidentiality	7
15. Miscellaneous	7
Annex 1 Definitions	9
Annex 2 Profile of the Board	10
Annex 3 General responsibilities of the Non-Executive Directors	12
Annex 4 Responsibilities of the Chair and the Vice-Chair	13

1. Definitions and construction

In these Rules capitalised terms have the meaning as set out in Annex 1.

2. Composition and responsibilities of the board

2.1. Composition

The Board prepares a profile of its size, composition, diversity and independence, taking into account the nature of the Business and the Board's activities. The current profile of the Board is set out in Annex 2.

2.2. Responsibilities of the Board

- 2.2.1. The Board has the powers, authorities and duties vested in it by and pursuant to the relevant laws of the Netherlands and the Articles of Association. In all its dealings, the Board focuses on sustainable long-term value creation by the Company and the Business, takes into account the impact the actions of the Company and the Business have on people and the environment and, to that end, considers the interests of all relevant stakeholders.
- 2.2.2. The Company and the Business shall be managed by or under the direction of the Board, including through one or more of its committees. The Directors are expected to spend the time and effort necessary to properly discharge their responsibilities. These include:
- (a) exercising their business judgment in good faith;
 - (b) acting in what they reasonably believe to be in the best interest of the Company and the Business;
 - (c) becoming and remaining well-informed about the Company, the Business and general business and economic trends affecting the Company and the Business; and
 - (d) ensuring that the Company and the Business are conducted so as to further sustainable long-term value creation by the Company and the Business.
- 2.2.3. The Board shall formulate a view on sustainable long-term value creation by the Company and the Business and shall approve and supervise the implementation of a strategy in line with its view.
- 2.2.4. In addition to the delegations described in the Articles of Associations and the Rules, the Directors may further allocate their responsibilities in writing.

2.3. Non-Executive Directors

- 2.3.1. The Non-Executive Directors shall be responsible for discussing and approving the strategy developed and proposed by the Chief Executive Officer and for the supervision of its implementation by the Chief Executive Officer. The Non-Executive Directors shall also be responsible for the supervision of the Chief Executive Officer's performance of duties and performance of the general management of the Company, and shall assist the Chief Executive Officer by providing advice and direction. With respect to the Company's general affairs and business, the Non-Executive Directors' responsibility is one of oversight. It is the responsibility of the Executive Directors and management to conduct the Company's operations and prepare documents, whether or not in cooperation with the Non-Executive Directors, in accordance with applicable laws and regulations, and of the Company's external statutory auditor to audit its financial statements. Therefore, subject to the fulfillment of his/her supervision and other duties set forth in the Articles of Association, the Rules or pursuant to applicable law, each Non-Executive Director is entitled to rely to the fullest extent permitted by law on the integrity of those persons and organisations within and outside the Company from whom such Non-Executive Directors receive information, and on the accuracy of the information so provided to such Non-Executive Directors by such persons or organisations.
- 2.3.2. Without prejudice to the provisions of article 2.3.1, the Non-Executive Directors are charged with carrying out, either by Board action or through Committees in accordance with the Committees charters, the general responsibilities set out in Annex 3.

2.4. Chief Executive Officer

- 2.4.1. The Chief Executive Officer is primarily responsible for: (i) all day-to-day operations of the Company; (ii) development, proposal and implementation of the Company's strategy; and (iii) serving as the principal external spokesperson for the Company with analysts, investors, media and clients. All executive officers of the Company shall report to the Chief Executive Officer.
- 2.4.2. The Chief Executive Officer has the authority to adopt resolutions authorising the issuance of parent company guarantees in an amount not exceeding EUR 2 billion per parent company guaranty individually; provided that the aggregate sum of parent company guarantees issued under this authority shall not exceed EUR 10 billion during a given calendar year.
- 2.4.3. The Board may adopt and amend from time to time a delegation of authority matrix setting out authorisation thresholds for matters that require Board authorisation. The Chief Executive Officer has the authority to adopt resolutions regarding (i) the matters for which the Chief Executive Officer has been authorised pursuant to such delegation of authority matrix, pursuant to other provisions of the Rules or otherwise in writing, including but not limited to article 2.4.1 and (ii) the matters for which the members of the Company's senior management have been authorised pursuant to the delegation of authority matrix.
- 2.4.4. The responsibilities (including the power to sub-delegate such responsibilities) described in article 2.4 are delegated to the Chief Executive Officer. The Chief Executive Officer has the authority to adopt resolutions regarding the matters that fall within the responsibilities delegated to him/her.
- 2.4.5. The issuance of a parent company guarantee or entering into another document or instrument by the Company represented for that purpose by the Chief Executive Officer shall be deemed conclusive evidence of the Chief Executive Officer having adopted the relevant resolution on behalf of the Board if the Chief Executive Officer acted pursuant to the responsibilities delegated to him/her.
- 2.4.6. The Chief Executive Officer may grant executive officers and other employees the authority to represent the Company on a continuing basis.

2.5. Chair and Vice-Chair

- 2.5.1. The Board elects a Chair from among the Non-Executive Directors. The Board may designate one person from among its members who shall assume the responsibilities of the Vice-Chair. The Board may remove the Chair and/or Vice-Chair from such office, provided that such removal does not affect his/her term of appointment as a Non-Executive Director.
- 2.5.2. The Chair is primarily responsible for ensuring that the Board and its committees function properly.
- 2.5.3. The responsibilities of the Chair and the Vice-Chair are set out in Annex 4.
- 2.5.4. The Chair cannot be a former Executive Director and must be independent in accordance with provision 2.1.8 of the Code.
- 2.5.5. The Vice-Chair deputises for the Chair in the event that the position of Chair is vacant or if the Chair is unable to act.
- 2.5.6. The Vice-Chair shall act as point of contact for Directors concerning the functioning of the Chair.

3. Committees of the board

3.1. General

- 3.1.1. The Board may assign certain responsibilities to one or more permanent or ad hoc committees comprising two or more Directors.
- 3.1.2. Each committee shall have a written charter which shall periodically be reviewed by the Board.
- 3.1.3. The responsibilities described in the respective committee charters are delegated to the committee. The authority to adopt resolutions regarding the matters that fall within the committee's responsibilities have been delegated to the respective committee. Such resolutions will be considered to be a resolution of the Board.
- 3.1.4. Members of each committee are appointed by the Board from among the Non-Executive Directors, upon the recommendation of the Nomination and Governance Committee, and can be removed from a committee by the Board.
- 3.1.5. Without prejudice to the provision of article 3.1.4, the Chair is a member of and serves as the chair of the Nomination and Governance Committee. The Chair will not be remunerated for his/her chairmanship or membership of the Nomination and Governance Committee.

3.2. Permanent and ad hoc Committees

- 3.2.1. The Board has the following permanent committees:
 - (a) the Audit Committee;
 - (b) the Compensation Committee;
 - (c) the Nomination and Governance Committee; and
 - (d) the Sustainability Committee.
- 3.2.2. The Board may establish other permanent or ad hoc committees and provide specific remuneration to the members of such committees.

4. Company secretary

4.1. Duties and responsibilities

- 4.1.1. The Company Secretary assists the Board.
- 4.1.2. The Company Secretary:
- (a) ensures that the proper procedures are followed and that any statutory obligations and any obligations under the Articles of Association and the Rules are complied with;
 - (b) facilitates the provision of information to the Board; and
 - (c) supports the Chair in the organisation of the Board's affairs, including the provision of information, meeting agendas, evaluation and training programmes.

4.2. Appointment and dismissal

The Board appoints and dismisses the Company Secretary.

5. Meetings of the board and decision-making

5.1. Convening meetings and agenda

- 5.1.1. At least four regularly scheduled Board meetings are to be held each financial year.
- 5.1.2. Additional meetings of the Board may be convened at the request of the Chair, any three Directors jointly or an Executive Director.
- 5.1.3. Meetings are convened in writing at least five days in advance, unless such advance notice is waived by all members of the Board, by, or on behalf of, the Chair or an Executive Director, or if the Chair and all Executive Directors are absent or unable to act, any member of the Board.
- 5.1.4. The Chair will establish the agenda for the Board meeting. In the event the Board meeting is convened by someone other than the Chair, then the agenda for such Board meeting will be established in consultation with the chair for such meeting. The materials relating to the Board meeting will be distributed to the Directors and, at the discretion of the Chair, others invited for such meeting sufficiently in advance of each meeting to allow for meaningful review of such materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.
- 5.1.5. At every meeting of the Board, the Non-Executive Directors may meet in executive session without the presence of the Chief Executive Officer. Minutes of the non-executive sessions will not be prepared, unless decided otherwise by the majority of the Non-Executive Directors in attendance of such executive session.
- 5.1.6. Audio and/or video recording of the Board meetings or proceedings of the Board are prohibited.

5.2. Meeting location

- 5.2.1. Meetings of the Board are normally held at the Company's offices, but may also take place at other locations.
- 5.2.2. Board meetings may be held in person, by telephone, videoconference, or electronic communication, provided that all participants can hear each other simultaneously. Directors attending the meeting by telephone, videoconference or electronic communication are considered present at the meeting.

5.3. Attendance

- 5.3.1. All Directors are expected to attend all Board meetings.
- 5.3.2. In the event a Director is unable to attend a Board meeting, such member is to notify the Chair and the Company Secretary in advance.
- 5.3.3. The Chair may invite others to attend the Board meetings.
- 5.3.4. The external auditor may attend the Board meeting at which the external auditor's report on the audit of the financial statements is discussed.

5.4. Chair of the meetings of the Board

The Chair chairs the meetings of the Board. If the Chair is not present at the meeting, the Directors present at the meeting will designate one of them to serve as chair of that meeting.

5.5. Quorum

- 5.5.1. A meeting of the Board may only be held provided a majority of the Directors entitled to vote are present.
- 5.5.2. A Director is deemed to be in attendance and represented at a Board meeting by another Director holding a proxy in writing.
- 5.5.3. The Board may adopt resolutions at a meeting only if the majority of the Directors entitled to vote is present or represented at the meeting.
- 5.5.4. The chair of the meeting ensures that adopted resolutions are communicated without delay to Directors not present at the meeting

5.6. Adoption of resolutions

- 5.6.1. Each Director has one vote.
- 5.6.2. Where possible, the Board 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.
- 5.6.3. If there is insufficient agreement on a proposed resolution during a meeting, the chair of the meeting may defer the proposal for further deliberation at a later Board meeting or withdraw the proposal.

5.7. Meeting minutes

The Company Secretary or any other person designated as the meeting secretary prepares the meeting minutes. The minutes are adopted:

- (a) by a resolution adopted at the next Board meeting; or
- (b) by the chair and secretary of the particular meeting, after having consulted the Directors present at that meeting.

5.8. Adopting resolutions without holding a meeting

- 5.8.1. The Board may adopt resolutions without holding a meeting, provided all Directors entitled to vote consented to adopting such resolutions without holding a meeting and such resolutions are adopted in writing.
- 5.8.2. Article 5.6 equally applies to adopting resolutions without holding a meeting.

5.9. Evidence of adopted resolutions

Board resolutions can be evidenced by a statement of the Chair, a certificate of the Chief Executive Officer or the Chief Legal Officer, a written resolution as referred to in article 5.8.1 or minutes of the meeting adopted in accordance with article 5.7.

6. Conflicts of interest

6.1. Preventing conflicts of interest

- 6.1.1. Any conflict of interest between the Company and Directors must be prevented. The Board is responsible for dealing with any conflicts of interest that Directors or significant shareholders may have in relation to the Company.
- 6.1.2. Directors must avoid situations in which their personal interests conflict or possibly may conflict with the Company's interests, unless the matter has been authorised by the Board.
- 6.1.3. Directors must be alert to conflicts of interest and may not:
 - (a) compete with the Company;
 - (b) demand or accept substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
 - (c) provide unjustified advantages to third parties at the Company's expense; or
 - (d) take advantage of business opportunities that the Company is entitled to, for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

6.2. Definition

- 6.2.1 For purposes of the Rules, a “conflict of interest” means:
- (a) a direct or indirect personal conflict of interest within the meaning of article 2:129(6) BW; and
 - (b) any other situation which raises reasonable doubt about whether the Director concerned is solely guided in the decision-making process by the interests of the Company and the Business.
- 6.2.2 A conflict of interest may, for example, exist if the Company intends to enter into a transaction with a legal entity:
- (a) in which that Director personally has a material financial interest;
 - (b) whose management or supervisory board includes a member who has a family law relationship with that Director; or
 - (c) where that Director has a management or supervisory position.

6.3. Consequences

A Director may not participate in the Board’s or a committee’s deliberations and decision-making process on a subject where the Director is found to have a conflict of interest pursuant to article 6.5. The Director does not qualify as a Director entitled to vote in relation to that subject. If the Board is unable to adopt a resolution as a result of all Directors being unable to participate in the deliberations and decision-making process due to a conflict of interest, the resolution may nevertheless be adopted by the Board and the first sentence of this article 6.3. does not apply.

6.4. Obligation to report

A Director other than the Chair or Vice-Chair is required, without delay, to report any conflict of interest or potential conflict of interest to the Chair. The Chair is required, without delay, to report any conflict of interest or potential conflict of interest to the Vice-Chair or, in the absence of a Vice-Chair, to the other Directors. The Vice-Chair is required, without delay, to report any conflict of interest or potential conflict of interest to the Chair or, in the Chair’s absence, to the other Directors. The Director must provide all relevant information, including any relevant information concerning his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.

6.5. Determination of conflicts of interest

The Board decides whether a Director has a conflict of interest, without the Director concerned being present.

6.6. Approval and Disclosure

Transactions in which there is a conflict of interests shall be approved and disclosed in accordance with applicable law and the Code.

6.7. Loans and guarantees

The Company may not grant any personal loan, guarantee, or similar to a Director unless in the ordinary course of business and on terms applicable to the personnel as a whole, and after approval of the majority of the Non-Executive Directors being present or represented at the meeting where such grant is being discussed. No remission of loans are granted.

6.8. Related parties transactions policy

The Board shall adopt a policy on related party transactions as referred to in section 2:168 BW.

7. Whistle blowers, misconduct, irregularities and cybersecurity

- 7.1. The Chief Executive Officer informs the Chair without delay of any signs of actual or suspected material misconduct or irregularities within the Company and the Business. If the actual or suspected misconduct or irregularity pertains to the functioning of the Chief Executive Officer, employees may report this directly to the Chair.
- 7.2. The Board establishes a procedure for reporting actual or suspected irregularities within the Company and the Business. The procedure is published on the Company’s website. The Board ensures that employees have the opportunity to file a report without jeopardising their legal position.
- 7.3. The Board monitors the operation of the procedure for reporting actual or suspected misconduct or irregularities, appropriate and independent investigations into signs of misconduct or irregularities, and, if an instance of misconduct or irregularity has been discovered, an adequate follow-up of any recommendations for remedial actions.
- 7.4. The Board monitors the application of information and communication technology by the Company, including as it relates to cybersecurity and the associated risks.

8. Annual evaluation of directors

- 8.1. The Chair is the main contact on behalf of the Board regarding the performance of Directors.
- 8.2. The Non-Executive Directors regularly, and at least annually, evaluate their own performance, the performance of the Non-Executive Directors individually, and the performance of the Chief Executive Officer without the Chief Executive Officer being present. The performance of the various committees is evaluated as well. In the performance of such evaluations, attention shall be paid to:
- (a) substantive aspects, conduct and culture, the interaction and collaboration among the Non-Executive Directors, and the interaction and collaboration with the Chief Executive Officer;
 - (b) past events from which lessons may be learned; and
 - (c) the desired profile, composition, competencies and expertise of the Board.
- The performance evaluations shall be undertaken periodically under the supervision of an external expert.
- 8.3. The Nomination and Governance Committee receives comments from all Directors and reports annually to the Board regarding the Board and its committees and recommendations for improvements in the overall performance of the Board and its committees.
- 8.4. A Director shall retire early in the event of inadequate performance, structural incompatibility of interests, and in other instances in which the majority of the Non-Executive Directors deems this necessary.

9. Access to company information, advisers

- 9.1. Directors have unfettered access to the Company's senior management and may ask any questions and receive all information necessary to perform their responsibilities. Directors are to exercise judgment to ensure that their requests to management do not disrupt the business operations of the Company.
- 9.2. During regularly scheduled meetings, the Board may meet with the Company's senior management, the Auditor and/or the Senior Internal Auditor to discuss any matter that the Board or senior management believe should be discussed in executive session.
- 9.3. The Board and the committees have 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 Board or the committee in fulfilling its responsibilities, and the authority to approve any related fees and expenses.

10. Share ownership

- 10.1. 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.
- 10.2. The Company may establish guidelines governing a Director's ownership of, and transactions in, securities, other than securities issued by the Company.

11. Positions outside the company

- 11.1. The Board has not adopted guidelines limiting or prohibiting Directors from serving on boards and/or committees of other organisations. However, the Nomination and Governance Committee may take into account the nature and time involved in a Director's service on other boards and/or committees in evaluating the suitability of candidates for appointment or re-appointment as Director.
- 11.2. Serving on other boards and/or committees should be consistent with the Company's conflict of interest policies, the Articles of Association and all applicable laws and regulations.
- 11.3. Before accepting board positions, including positions on the committee of a board, or executive officer positions in other companies, a Director must inform the Nomination and Governance Committee. A Director's other board or executive officer positions of Directors are discussed by the Board at least annually.
- 11.4. The acceptance of another board position, including positions on the committee of a board, or executive officer positions in other companies requires the approval of the Nomination and Governance Committee.
- 11.5. When a Director becomes aware of circumstances that may adversely reflect upon the Director or the Company, such Director should notify the Nomination and Governance Committee of such circumstances. The Nomination and Governance Committee shall consider the circumstances, and may in certain cases recommend that the Board request that the relevant Director submits his/her resignation from the Board if, for example, continuing on the Board by such individual would not be consistent with the criteria deemed necessary for continuing service on the Board.

12. Director orientation and continuing educating

The Company will provide an induction and orientation process for new Directors, including background material on the Company and the Business. As appropriate, the Company will provide Directors with the opportunity for additional sessions on matters relevant to the Company and the Business.

13. Culture and code of conduct

- 13.1. The Board is responsible for stimulating openness and accountability within the Company, and for creating a culture aimed at sustainable long-term value creation by the Company and the Business.
- 13.2. The Board discusses the adopted values for the Company and the Business that contribute to a culture focused on sustainable long-term value creation. The Board encourages behaviour that is keeping with the values, and propagates these values through leading by example.
- 13.3. The Board oversees the adoption of the Code of Conduct and monitors its effectiveness and the Company's compliance with the Code of Conduct.

14. Confidentiality

Each Director must treat all information and documentation obtained in connection with his/her position as Director with the necessary discretion, integrity and confidentiality.

15. Miscellaneous

15.1. Miscellaneous

- 15.1.1. The Rules have been adopted by the Board pursuant to article 7.1.6 of the Articles of Association.
- 15.1.2. The Board may occasionally resolve not to comply with the Rules.
- 15.1.3. The Board may amend these Rules.
- 15.1.4. The Rules are posted on the Company's website.
- 15.1.5. If any provision of the Rules is held to be or becomes invalid (in each case either in its entirety or in part) that provision will, to the extent of its invalidity, be deemed not to form part of the Rules, but the validity of the remainder of the Rules will not be affected.

15.2. Governing law and jurisdiction

- 15.2.1. The Rules are governed exclusively by Dutch law.
- 15.2.2. Any disputes arising out of or in connection with the Rules, including disputes concerning their applicability will be resolved by the courts in Amsterdam, the Netherlands.



ANNEXES

Annex 1 Definitions

- (a) **“Audit Committee”** means the committee of the Board referred to in article 3.2.1(a);
- (b) **“Articles of Association”** means the Company's articles of association;
- (c) **“Board”** means the board of directors of Technip Energies N.V.;
- (d) **“Business”** means the enterprise affiliated with the Company and all entities included in the group (groep), within the meaning of article 2:24b BW) headed by it;
- (e) **“BW”** means the Dutch Civil Code (Burgerlijk Wetboek);
- (f) **“Chair”** means the Chair of the Board;
- (g) **“Chief Executive Officer”** means the Company's chief executive officer who is also an Executive Director;
- (h) **“Chief Legal Officer”** means the Company's chief legal officer;
- (i) **“Code”** means the Dutch Corporate Governance Code;
- (j) **“Code of Conduct”** means the code of conduct of the Company;
- (k) **“Company”** means Technip Energies N.V.;
- (l) **“Company Secretary”** means the company secretary appointed in accordance with article 4;
- (m) **“Compensation Committee”** means the committee of the Board referred to in article 3.2.1(b);
- (n) **“Director”** means an Executive Director or Non-Executive Director of the Company;
- (o) **“Executive Director”** means a Director of the Company appointed as executive director;
- (p) **“General Meeting”** means the corporate body that consists of shareholders and all other persons with meeting rights, or the meeting in which the shareholders and all other persons with meeting rights assemble;
- (q) **“Non-Executive Director”** means a Director of the Company appointed as non-executive director;
- (r) **“Nomination and Governance Committee”** means the committee of the Board referred to in article 3.2.1(c);
- (s) **“Rules”** means these regulations adopted by the Board pursuant to article 7.1.6 of the Articles of Association
- (t) **“Sustainability Committee”** means the committee of the Board referred to in article 3.2.1(d);
- (u) **“Vice-Chair”** means the Non-Executive Director with the title Vice-Chair, who may be appointed in accordance with article 2.5.1.

Annex 2

Profile of the Board

1. General

- 1.1. This profile was prepared and approved by the Board in accordance with article 2.1. of the Rules. This Profile will be evaluated on a regular basis and assessed in the light of changing situations and strategic changes taking place at the Company and its affiliated enterprises.
- 1.2. This profile sets out:
 - (a) the size of the Board;
 - (b) the desired expertise and background represented in the Board; and
 - (c) the desired independence of Non-Executive Directors.
- 1.3. The Board considers this profile when considering nominations of persons to be appointed as Directors.
- 1.4. This profile is posted on the Company's website.

2. Size, composition, diversity and independence

2.1. Size

The Board consists of the Chief Executive Officer and at least two Non-Executive Directors. The desired size of the Board would consist of a maximum of twelve (12) members, except in such circumstances where the Board would determine that a higher number of Board members would be required or appropriate.

2.2. Composition

- 2.2.1. The desired composition of the Board is such that the requisite mix of specific experience, qualifications and skills is present in order to assure that the Board as a whole, has the necessary tools to perform its function effectively in light of the Company's business and structure.
- 2.2.2. In particular, the desired composition of the Board includes the following areas of expertise and backgrounds among its members:
 - (a) financial administration and accounting, and internal risk management and control systems;
 - (b) management strategy and risks inherent to the Business;
 - (c) management selection, recommendation and development;
 - (d) compliance, corporate governance, stock exchange rules and stakeholder management;
 - (e) experience in sustainable business practices and in corporate social responsibility matters; and
 - (f) developments in international markets and products in a field comparable with that in which the Company operates or which it is seeking to enter.
- 2.2.3. In evaluating director candidates, the Nomination and Governance Committee and the Board, as applicable, may also consider the following criteria as well as any other factor that they may deem relevant:
 - (a) independence and diversity in light of the future board composition and the expected business evolution;
 - (b) a candidate's expertise and experience in corporate management, such as serving as an officer or former officer of a large international publicly held company;
 - (c) a candidate's experience as a board member of another publicly held company;
 - (d) a candidate's professional and academic experience relevant to the Company's industry;
 - (e) the strength of a candidate's leadership skills;
 - (f) a candidate's experience in finance, accounting, executive compensation, large programs management, advanced processes and technologies, environment, health, safety, ethics, corporate governance, information technology and cyber security; and
 - (g) whether a candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable.

In addition, the Nomination and Governance Committee and the Board, as applicable, will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

2.3. Diversity and Inclusion

- 2.3.1. The Board adopts a diversity and inclusion policy for the Board, senior management and the Company's personnel. The policy shall in any case set specific, appropriate and ambitious targets in order to achieve the desired balance in gender diversity and in other aspects of diversity and inclusion for the Company.
- 2.3.2. The composition of the Board shall comply with the Company's diversity and inclusion policy.

2.4. Independence

- 2.4.1. The composition of the Board enables Non-Executive Directors to operate independently, including the ability to operate critically with one another, the Executive Directors, and any particular interests involved.
- 2.4.2. The composition of the Board meets the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the Code.

Annex 3

General responsibilities of the Non-Executive Directors

1. General responsibilities of the non-executive directors

1.1. General

- 1.1.1. The Non-Executive Directors supervise the policies, management and the general affairs of the Company and the Business, including the relations with shareholders. The Non-Executive Directors assist the Chief Executive Officer with advice on general policies related to the Company and the Business.
- 1.1.2. The Non-Executive Directors supervise how the Chief Executive Officer implements the Company's sustainable long-term value creation strategy. The Non-Executive Directors discuss and approve the Company's strategy developed and proposed by the Chief Executive Officer and supervise its implementation by the Chief Executive Officer and the principal risks associated therewith.
- 1.1.3. Non-Executive Directors are encouraged to attend General Meetings. The Chair, the committee chairs and candidate directors up for their initial appointment to the Board are expected to attend General Meetings.
- 1.1.4. Each Non-Executive Director follows an induction programme. This programme covers general financial, social and legal affairs, financial and sustainability reporting by the Company, specific aspects that are unique to the Company and the Business, the Company's culture, and the responsibilities of a Non-Executive Director.
- 1.1.5. The Non-Executive Directors conduct an annual review to identify the aspects with regard to which the Non-Executive Directors require training or education. Without limiting the generality of the foregoing, the Non-Executive Directors shall ensure that they receive appropriate training and education in the field of sustainability and digitalisation.
- 1.1.6. The responsibilities of the Non-Executive Directors include supervising and advising the Chief Executive Officer with respect to the following responsibilities of the Chief Executive Officer:
- (a) setting the Company's management agenda;
 - (b) enhancing the Company's performance;
 - (c) developing and proposing a general strategy, including the strategy for realising sustainable long-term value creation by the Company and the Business, and taking into account risks associated with the Business;
 - (d) determining and pursuing operational and financial objectives;
 - (e) structuring and managing internal business control systems;
 - (f) overseeing the Company's financial reporting processes;
 - (g) ensuring the Company's compliance with applicable laws and regulations;
 - (h) ensuring compliance with and maintaining the Company's corporate governance structure;
 - (i) ensuring publication by the Company of any information required by applicable laws and regulations;
 - (j) preparing the Company's annual report, the annual budget and significant capital expenditures;
 - (k) handling corporate social responsibility issues;
 - (l) ensuring that internal procedures are established and maintained ensuring that all relevant information is made known to the Board in a timely fashion;
 - (m) developing a procedure for reporting actual or suspected misconduct or irregularities, and taking appropriate follow-up action on the basis of these reports; and
 - (n) discussing the items reported on by the Audit Committee under Best Practice provision 1.5.3 of the Code.
- 1.1.7. In addition, the responsibilities of the Non-Executive Directors include:
- (a) adopting the Company's policies for the composition of the Board;
 - (b) selecting and nominating individuals for appointment by the General Meeting as Director;
 - (c) proposing the remuneration policy for adoption by the General Meeting, determining the remuneration for the Executive Directors and acting as corporate body in the meaning of article 7.4.2 of the Articles of Association to determine the remuneration for the non-executive directors;
 - (d) selecting and nominating for appointment by the General Meeting of the Company's external auditor;
 - (e) dealing with conflicts of interest regarding Directors and significant shareholders in relation to the Company; and
 - (f) providing the external auditor with a general idea of the content of the reports that relate to the external auditor's performance.
- 1.1.8. The Board and each Non-Executive Director are responsible for obtaining any information that the Board or an individual Non-Executive Director require to properly exercise its responsibilities.

Annex 4

Responsibilities of the Chair and the Vice-Chair

1. Responsibilities of the chair and the vice-chair

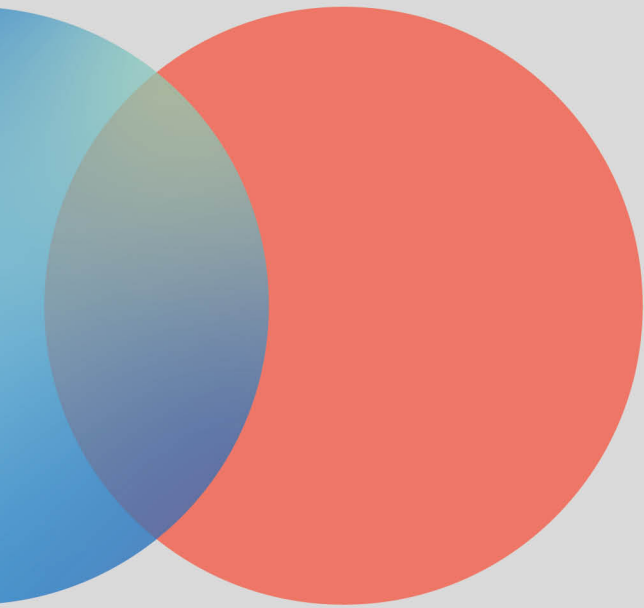
1.1. Chair

In addition, to the Chair's responsibilities set out elsewhere in the Rules, the Chair is primarily responsible for ensuring that:

- (a) the Non-Executive Directors receive all information that is necessary for the proper performance of their responsibilities in a timely fashion;
- (b) there is sufficient time for deliberation and decision-making by the Board;
- (c) the Board and its committees function properly;
- (d) the performance of individual Directors is assessed at least annually;
- (e) the Directors follow their induction programme;
- (f) the Directors follow their education or training programme;
- (g) the Board performs activities in respect of culture;
- (h) the Board ensures that any material misconduct and irregularities, or suspicion thereof, are reported to the Board without delay;
- (i) the General Meeting proceeds in an orderly and efficient manner;
- (j) effective communication with shareholders is assured; and
- (k) the Non-Executive Directors are involved closely, and at an early stage, in any merger or takeover process.

1.2. Vice-Chair

The Board may elect a Vice Chair. The Vice-Chair, if applicable, deputises for the Chair in the event that the position of Chair is vacant (*ontstentenis*) or if the Chair is unable to act (*belet*).



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