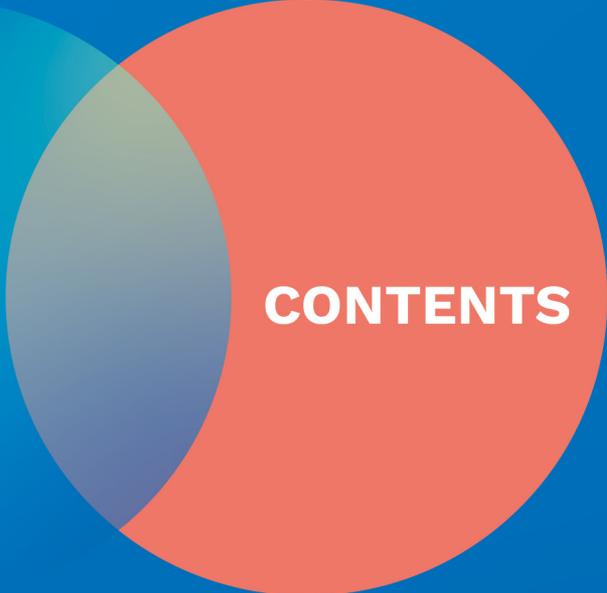


Related Party Transaction Policy

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1. Introduction

- 1.1. The Board of Directors (the “**Board**”) of Technip Energies N.V. (the “**Company**”) recognizes that Related Parties Transactions (as defined below) may cause prejudice to the Company and its shareholders and that adequate safeguards for the protection of the interests of the Company and its shareholders are of primary importance.
- 1.2. The purpose of this Related Party Transactions Policy (the “**Policy**”) is to provide protection for the interests of the Company and its shareholders who are not involved in the transaction as a Related Party (as defined below) and to assist the Board in reviewing and approving Related Party Transactions.
- 1.3. The provisions regarding Related Party Transactions, which are governed by the Dutch Corporate Governance Code 2022 (as may be amended from time to time, the “**Governance Code**”), are set out in Section 2. of the Policy. The provisions regarding Related Party Transactions, which are governed by the Dutch Civil Code (*Burgerlijk Wetboek*) (as may be amended from time to time, the “**Civil Code**”), are set out in Section 3. of the Policy.
- 1.4. The Policy applies to actual or potential Related Party Transactions as well as to the renewal (express or tacit) of, or any material change to, an existing Related Party Transaction.
- 1.5. Directors and Key Management Personnel (as defined below) are required to follow the process outlined by the Policy under the circumstances set forth below.
- 1.6. Capitalized terms not otherwise defined in the Policy shall have the meaning set forth below:
 - “**Chair**” means the Non-Executive Director designated as chair of the Board;
 - “**Director(s)**” means an Executive Director and/or one or more Non-Executive Directors;
 - “**Executive Director**” means a member of the Board appointed as executive director;
 - “**Group**” means the Company and its Subsidiaries from time to time, and “**Group Company**” means any of them;
 - “**Nomination and Governance Committee**” means the nomination and governance committee of the Board;
 - “**Non-Executive Director(s)**” means one or more members of the Board appointed as non-executive director;
 - “**Related Party(ies)**” means one or more Governance Code Related Parties or Civil Code Related Parties;
 - “**Related Party Transaction(s)**” means one or more Governance Code Related Party Transactions or Civil Code Related Party Transactions;
 - “**Subsidiary**” means a subsidiary in the meaning of section 2:24a of the Civil Code;
 - “**Transaction(s)**” means one or more transfers of resources, services or obligations regardless of whether a price is charged;
 - “**Vice-Chair**” means, as the case may be, the Non-Executive Director designated as vice-chair of the Board.

2. Reporting, Approving and Disclosing Governance Code Related Party Transactions

- 2.1. For purposes of this Section 2.:
 - “**Director's Interest Entity**” means a legal entity:
 - (a) in which a Director personally holds a material financial interest; or
 - (b) which has as a member of its management board or supervisory board, a person who is a Governance Code Close Family Member of a Director;
 - “**Governance Code Close Family Members**” means any one or more of the spouse, registered partner or other life companion, foster child or relatives by blood or marriage up to the second degree of a Director;
 - “**Governance Code Related Party**” means any of:
 - (a) a Director, a Director's Interest Entity or a Governance Code Close Family Member; or
 - (b) a holder of at least 10% of the Company's issued share capital;
 - “**Governance Code Related Party Transaction(s)**” means one or more Transactions entered into by the Company and a Governance Code Related Party that is of material significance to the Company or the Governance Code Related Party.
- 2.2. Potential Governance Code Related Party Transactions shall be reported in accordance with this Section 2. before any such Transaction is entered into.
- 2.3. Each Director shall report without delay to the Chair any potential Governance Code Related Party Transaction in respect of which the Director or any of such Director's Governance Code Close Family Members is a Governance Code Related Party or that the Director otherwise becomes aware of.

- 2.4. In case the Chair is a Governance Code Related Party to any potential Governance Code Related Party Transaction, the Chair shall report without delay such Governance Code Related Party Transaction to the Vice-Chair or, in the absence of a Vice-Chair, to the Nomination and Governance Committee.
- 2.5. The reporting Director shall provide all relevant information regarding the potential Governance Code Related Party Transaction available to the Director concerned, including, if applicable, the information relevant to the situation concerning the Director's Governance Code Close Family Member.
- 2.6. The Board decides whether a potential Governance Code Related Party Transaction qualifies as a Governance Code Related Party Transaction. A Director shall not participate in the deliberations and decision-making regarding a Governance Code Related Party Transaction relating to the Director concerned or to the Director's Governance Code Close Family Member.
- 2.7. Governance Code Related Party Transactions require the prior approval of the Board.
- 2.8. In determining whether to approve a Governance Code Related Party Transaction, the Board will take into account all factors that it deems appropriate, including:
 - (a) whether the Governance Code Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances;
 - (b) the approximate monetary value of the amount involved in the Governance Code Related Party Transaction;
 - (c) the extent and approximate monetary value of the amount of the Governance Code Related Party's interest in the Governance Code Related Party Transaction;
 - (d) the purpose of, and the potential benefits to the Company of, the Governance Code Related Party Transaction;
 - (e) if the Governance Code Related Party is a Director, a Director's Interest Entity or a Director's Governance Code Close Family Member, whether the Governance Code Related Party Transaction would impair the independence of the Director concerned;
 - (f) whether the Governance Code Related Party Transaction constitutes a deviation from best practice provision 2.7.4 or 2.7.5 of the Governance Code as applicable, and whether any such deviation is justified; and
 - (g) any other information regarding the Governance Code Related Party Transaction or the Governance Code Related Party that would be material to the Company and its shareholders.
- 2.9. Notwithstanding any other obligations under applicable reporting requirements, the Company shall disclose each Governance Code Related Party Transaction in its management report in accordance with best practice provision 2.7.4 or 2.7.5, as applicable, of the Governance Code.

3. Reporting, Approving and Disclosing Civil Code Related Party Transactions

- 3.1. For purposes of this Section 3.:

"Civil Code Close Family Member(s)" of a person, means any one or more family members who may be expected to influence, or be influenced by, that person in their dealings with the Company and include any of:

 - (a) that person's children, spouse or domestic partner;
 - (b) the children of that person's spouse or domestic partner; and
 - (c) the dependants of that person or that person's spouse or domestic partner.

"Civil Code Related Party" means a related party in the meaning of section 2:167 (2) of the Civil Code, being a related party in the meaning of the standards adopted by the International Accounting Standards Board and approved by the European Commission (International Accounting Standards 24 - Related Party Disclosures (IAS24)), which generally follows the description below:

 - (a) a person or a Civil Code Close Family Member of that person is related to the Company if that person has control, joint control, or significant influence over the Company or is a member of the Company's Key Management Personnel or Board;
 - (b) an entity is related to the Company if any of the following conditions applies: it is a parent, subsidiary, fellow subsidiary, associate, or joint venture of the Company, or an associate or joint venture of a Group Company, or a joint venture of an associate of the Company, a post-employment benefit plan for the benefit of employees of the Company or an entity related to the Company, or it is controlled or jointly controlled by a person identified in (a) above, or significantly influenced by, or has a member of its Key Management Personnel who is a Civil Code Related Party, or it provides, or any member of such entity's group provides, Key Management Personnel services to the Company.

The following persons or entities will in any event be considered a Civil Code Related Party:

 - (a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Company;

- (b) associates in which the Company has a significant influence or which have significant influence over the Company;
- (c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and Civil Code Close Family Members of any such individuals;
- (d) Key Management Personnel and Civil Code Close Family Members of any such person; and
- (e) enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d) or over which such a person is able to exercise significant influence, including enterprises owned by Directors or major shareholders of the Company and enterprises which have a member of their Key Management Personnel who is a Key Management Personnel of the Company or a Civil Code Close Family Member of such individual.

"Civil Code Related Party Transaction(s)" means one or more Transactions:

- (a) whereby information regarding the Transaction constitutes inside information as defined in Article 7(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on market abuse, as amended (the Market Abuse Regulation, MAR); and
- (b) entered into by the Company or a Subsidiary and a Civil Code Related Party.

A Transaction which, taken together with the other Transactions entered into during the course of the same financial year with the same Civil Code Related Party, meets the criteria referred to under (a) and (b) of this definition shall be deemed a Civil Code Related Party Transaction.

"Excluded Transactions" means, as relates to a Civil Code Related Party Transaction, one or more Transactions:

- (a) entered into between the Company and a Subsidiary;
- (b) relating to the remuneration of Directors, or certain elements thereof that are awarded or due pursuant to section 2:135 of the Civil Code; or
- (c) offered to all the Company's shareholders on the same terms, provided equal treatment of all shareholders and protection of the interests of the Company and its affiliated enterprise are ensured.

"Key Management Personnel" means, as relates to a Civil Code Related Party Transaction, those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) and senior management of that entity.

The Chief Executive Officer of the Company shall determine which of the Company's officers or employees constitute Key Management Personnel for the purposes of the Policy.

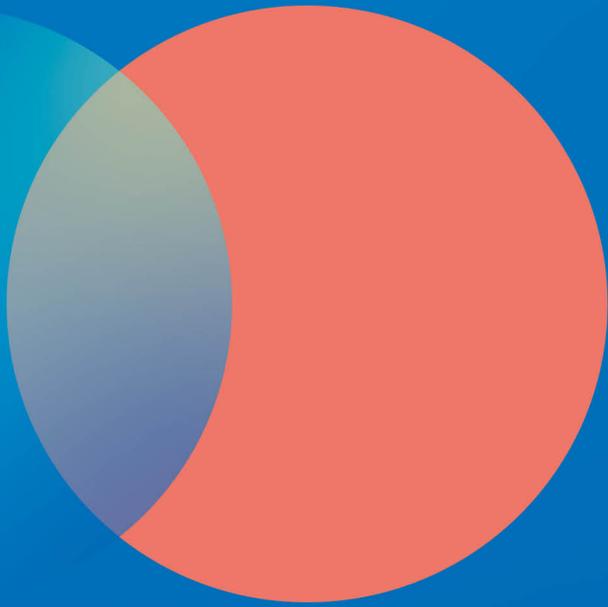
- 3.2. Each Director or Key Management Personnel shall report without delay to the Chair any potential Civil Code Related Party Transaction in respect of which the Director or Key Management Personnel or any of such person's Civil Code Close Family Members is a Civil Code Related Party or that the Director or Key Management Personnel otherwise becomes aware of in accordance with this Section 3. before such Transaction is entered into.
- 3.3. In case the Chair is a Civil Code Related Party to any potential Civil Code Related Party Transaction, the Chair shall report without delay such Civil Code Related Party Transaction to the Vice-Chair or, in the absence of a Vice-Chair, to the Nomination and Governance Committee.
- 3.4. The reporting Director or Key Management Personnel shall provide all relevant information regarding the potential Civil Code Related Party Transaction available to the Director or Key Management Personnel of the Company concerned, including, if applicable, the information relevant to the situation concerning the Director's or Key Management Personnel's Civil Code Close Family Member.
- 3.5. The Board decides whether a potential Civil Code Related Party Transaction qualifies as a Civil Code Related Party Transaction. A Director shall not participate in the deliberations and decision-making regarding a Civil Code Related Party Transaction relating to the Director or to the Director's Civil Code Close Family Member.
- 3.6. Civil Code Related Party Transactions that were not entered into in the normal course of business or under normal market conditions require the prior approval of the Board. For the avoidance of doubt, this requirement does not apply to Excluded Transactions nor to Civil Code Related Party Transactions entered into by a Subsidiary.
- 3.7. In determining whether to approve a Civil Code Related Party Transaction, the Board will take into account all factors that it deems appropriate, including:
 - (a) whether the Civil Code Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances;
 - (b) the approximate monetary value of the amount involved in the Civil Code Related Party Transaction;
 - (c) the extent and approximate monetary value of the amount of the Civil Code Related Party's interest in the Civil Code Related Party Transaction;
 - (d) the purpose of, and the potential benefits to the Company of, the Civil Code Related Party Transaction;
 - (e) if the Civil Code Related Party is a Director or a Director's Civil Code Close Family Member, whether the Civil Code Related Party Transaction would impair the independence of the Director concerned; and
 - (f) any other information regarding the Civil Code Related Party Transaction or the Civil Code Related Party that would be material to the Company and its shareholders.

- 3.8. The Company shall publicly disclose each Civil Code Related Party Transaction that was not entered into in the normal course of business or under normal market conditions no later than the time such Civil Code Related Party Transaction is entered into. For the avoidance of doubt, this requirement does not apply to Excluded Transactions.
- 3.9. The public disclosure referred to above shall in any event include the following information:
- (a) the Civil Code Related Party's name;
 - (b) the nature of the relationship with the Civil Code Related Party;
 - (c) the date of the Civil Code Related Party Transaction;
 - (d) the value of the Civil Code Related Party Transaction;
 - (e) such other information as is necessary for assessing whether the Civil Code Related Party Transaction is reasonable and fair from the Company's perspective and from the perspective of the Company's shareholders who are not involved in the transaction as a Civil Code Related Party; and
 - (f) if applicable, the information under (a) up to and including (e) of this Article 3.9, regarding other transactions entered into during the course of the same financial year with the same Civil Code Related Party, which cause the Transaction to qualify as a Civil Code Related Party Transaction.
- 3.10. The Board will periodically assess whether Civil Code Related Party Transactions that were neither approved nor disclosed pursuant to this Section 3. on the ground that they were entered into in the ordinary course of business and under normal market conditions, meet those conditions. In conducting this review, the Board may consult with and request information from the individual Directors or members of the Company's Key Management Personnel, employees and external advisors of the Company.
- 3.11. The assessment described in Article 3.10 will take place in the meetings in which the Board discusses the interim or annual financial statements of the Company, unless decided otherwise by the Chair.

4. Miscellaneous

- 4.1. The Policy was adopted by the Board on February 15, 2021, with effect from February 16, 2021, and was amended by the Board and is effective as of the date below. It is complementary to the Company's articles of association and Board rules.
- 4.2. The Policy may be amended by a resolution of the Board. Unless the announcement specifies otherwise, amendments to the Policy enter into force from the moment that they are announced.
- 4.3. The Policy is governed by Dutch law.

Adopted on October 31, 2023, effective as of October 31, 2023.



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A company incorporated under the laws
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