

Nomination and Governance Committee Charter



TECHNIP
ENERGIES



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1. Purpose, responsibilities and definitions

- 1.1. The Nomination and Governance Committee (the “**Committee**”) is appointed by the board of directors (the “**Board**”) of Technip Energies N.V. (the “**Company**”). The Committee is responsible for assisting the Board with respect to the selection and appointment of members of the Board, the Board’s composition and governance and the Company’s corporate governance framework.
- 1.2. This charter sets out the internal organisation of the Committee and its responsibilities, all in accordance with the provisions of the Board Rules and the Articles of Association.
- 1.3. The Board has assigned to the Committee the responsibilities set out in Annex 1.
- 1.4. In this charter capitalised terms have the meaning set out in Annex 2.

2. Composition of the committee

2.1. Size of the Committee, appointment of Committee members

- 2.1.1. The Board determines the size of the Committee, provided that the Committee consists of at least three members.
- 2.1.2. Members of the Committee are appointed by the Board from among the Non-Executive Directors, upon the recommendation of the Committee, and can be removed from the Committee by the Board.

2.2. Qualifications

- 2.2.1. More than half of the members of the Committee must be independent within the meaning of provision 2.1.8 of the Code.
- 2.2.2. No action of the Committee will be invalid by reason of any Committee membership requirement not being met at the time such action is taken.

2.3. Committee Chair

- 2.3.1. The chair of the Board serves as chair of the Committee (the “**Committee Chair**”). The Committee Chair serves as the main contact for the Board in relation to the Committee’s responsibilities.
- 2.3.2. The Committee Chair will not be remunerated for his/her chairmanship or membership of the Committee.
- 2.3.3. The Committee Chair chairs the meetings of the Committee. If the Committee Chair is not present at the meeting, the members of the Committee present at the meeting designate one of them to serve as chair of that meeting.

3. Secretary

- 3.1. The Committee appoints and dismisses a secretary (the “**Secretary**”).
- 3.2. The Secretary:
 - (a) ensures that the proper procedures are followed and that any statutory obligations and any obligations under the Articles of Association, the Board Rules and this charter are complied with;
 - (b) facilitates the provision of information to the Committee; and
 - (c) supports the Committee Chair in the organisation of the Committee’s affairs, including the provision of information, meeting agendas, evaluation and training programmes.

4. Meetings of the committee and decision making

4.1. Convening meetings and agenda

- 4.1.1. At least four regularly scheduled Committee meetings are to be held each financial year.
- 4.1.2. Additional meetings of the Committee may be convened at the request of the Committee Chair, a majority of the members of the Committee, a majority of the members of the Board or the Executive Director.
- 4.1.3. Meetings are convened in writing at least five days in advance, unless such advance notice is waived by all members of the Committee, by, or on behalf of, the Committee Chair or, if the Committee Chair is absent or unable to act, any member of the Committee.
- 4.1.4. The Committee Chair will establish the agenda for the Committee meeting. In the event the Committee meeting is convened by someone other than the Committee Chair, then the agenda for such Committee meeting will be established in consultation with the chair for such meeting. The materials relating to the Committee meeting will be distributed to the members of the Committee and, at the discretion of the Committee Chair, others invited for such meeting sufficiently in advance of each meeting to allow for meaningful review of such materials. Members of the Committee are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.
- 4.1.5. Unless otherwise decided by the Committee Chair, all meeting materials prepared for the Committee will be available to all members of the Board.
- 4.1.6. Audio and/or video recording of the Committee meetings or proceedings of the Committee are prohibited.

4.2. Meeting location

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

4.3. Attendance

- 4.3.1. All Committee members are expected to attend all Committee meetings.
- 4.3.2. In the event a Committee member is unable to attend a Committee meeting, such member is to notify the Committee Chair and the Secretary in advance.
- 4.3.3. The Committee Chair may invite others to attend the Committee meetings.
- 4.3.4. The chair of the Board is entitled to attend all Committee meetings.

4.4. Quorum

- 4.4.1. A member of the Committee is deemed to be in attendance and represented at a Committee meeting by another member of the Committee holding a proxy in writing.
- 4.4.2. The Committee may adopt resolutions at a meeting only if the majority of the members of the Committee entitled to vote is present or represented at the meeting.
- 4.4.3. The chair of the meeting ensures that adopted resolutions are communicated without delay to members of the Committee not present at the meeting.

4.5. Adoption of resolutions

- 4.5.1. Each member of the Committee has one vote.
- 4.5.2. Where possible, the Committee 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.
- 4.5.3. If there is insufficient agreement on a proposed resolution during the meeting, the chair of the meeting may defer the proposal for further deliberation at a later Committee meeting or withdraw the proposal.
- 4.5.4. Where it is the responsibility of the Committee to review a specific matter and make a recommendation to the Board, such recommendation shall be the subject of a vote by the Committee. In the event the proposal to make a recommendation to the Board is not adopted unanimously, the Committee Chair will share the views of the dissenting members of the Committee with the Board.

4.6. Meeting minutes

The Secretary, or any other person designated by the Committee as the meeting secretary, prepares the minutes of the Committee meeting. The minutes are approved:

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

4.7. Adopting resolutions without holding a meeting (written resolutions)

4.7.1. The Committee may adopt resolutions without holding a meeting, provided all Committee members entitled to vote consent to adopting such resolutions without holding a meeting and such resolutions are adopted in writing.

4.7.2. Article 4.5. equally applies to adopting resolutions without holding a meeting.

4.8. Evidence of adopted resolutions

Committee resolutions are evidenced by a statement of the Committee Chair, a certificate of the Chief Executive Officer or the Chief Legal Officer, a written resolution referred to in article 4.7.1. or minutes of the meeting adopted in accordance with article 4.6.

5. Access to company information, advisers

5.1. Members of the Committee have unfettered access to the Company's senior management and may ask any questions and receive all information necessary to perform their responsibilities. Members of the Committee are to exercise judgment to ensure that their requests to management do not disrupt the business operations of the Company.

5.2. During regularly scheduled meetings, the Committee may meet with the Company's senior management, to discuss any matter that the Committee or senior management believe should be discussed in executive sessions.

5.3. The Committee has 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 Committee in fulfilling its responsibilities, and the authority to approve any related fees and expenses.

6. Reporting

6.1. Regular reporting to the Board

6.1.1. The Committee Chair provides the Board with a report of the Committee's business at the next Board meeting immediately following the relevant Committee Meeting.

6.1.2. The Committee may at all times make any recommendation to the Board it deems appropriate in relation to the Committee's responsibilities.

6.2. Annual report to the Board

The Committee reports to the Board on its activities prior to the finalisation of the Company's annual report for the relevant year. This report includes:

- (a) how the responsibilities of the Committee were carried out in the financial year;
- (b) the composition of the Committee;
- (c) the number of meetings of the Committee; and
- (d) the main items discussed at the Committee meetings.

7. Miscellaneous

7.1. Self-evaluation

As part of the annual evaluation of the members of the Board provided for in article 8. of the Board Rules the Committee evaluates its performance.

7.2. Review of this charter

The Committee reviews this charter annually and recommends any proposed changes to the Board.



ANNEXES

Annex 1

Nomination and Governance Committee – Responsibilities

1. Corporate governance

- 1.1. The Committee reviews and recommends for Board approval amendments to the Articles of Association, Board Rules, Committee Charters and the Company's other governance related policies.
- 1.2. The Committee reviews and monitors trends in corporate governance best practices and considers any corporate governance issues that may arise from time to time and, as may be required, makes appropriate recommendations to the Board for approval.
- 1.3. The Committee reviews and recommends for Board approval the corporate governance disclosures in the management report and other public disclosures by the Company.
- 1.4. The Committee advises the Board regarding corporate governance practices and the Company's corporate governance policies and assists the Board in implementing such practices and policies.

2. Nominations and succession planning

2.1. Directors nominations and succession planning

General

- 2.1.1. The Committee is responsible for monitoring and implementing a plan for the succession of members of the Board.
- 2.1.2. The Committee identifies director candidates who have qualifications aligned with the Board's profile and whose profiles satisfy the Board's diversity and inclusion objectives as included in the Company's diversity and inclusion policy. Furthermore, the Committee reviews and updates, as applicable, the Board's skills and experience matrix.
- 2.1.3. The Committee recommends for Board approval the candidates to be nominated by the Board for appointment by the General Meeting or the candidates to be appointed by the Board as temporary replacements to fill any vacancies on the Board.
- 2.1.4. In the director candidates selection process, the Committee considers the Board's current composition and profile and the profiles for individual directors, including relevant portfolio of experience, skills, independence, qualifications, as well as the perspective, background and contributions that the individual may bring to the Board taking into account the Company's strategy, technology focus as well as regulatory, geographic and market environment considerations.

Chief Executive Officer and Executive Director

- 2.1.5. If a new Executive Director is to be appointed, the Committee oversees the selection process for appointment and, after interviewing candidates, recommends the selected candidates for Board approval.
- 2.1.6. The Committee annually reviews succession plans for the Chief Executive Officer, including any emergency procedures for the Chief Executive Officer succession.

2.2. Selection and appointment of the Company's Executive Committee

- 2.2.1. The Committee oversees the Company's policies and processes regarding the selection, appointment and succession planning for members of the Executive Committee.
- 2.2.2. The Committee annually reviews succession plans for the Executive Committee.
- 2.2.3. The Committee meets periodically with the Chief Executive Officer to review professional development plans for members of the Executive Committee.

2.3. External Search Firms

The Committee engages any external search firms to assist with the identification and selection of director candidates for appointment to the Board and candidates for the Executive Committee. The Committee has the authority to approve the external search firm's fees and other retention terms.

3. Director independence

- 3.1. The Committee ensures that the Board and Committees satisfy the directors' independence requirements set by law, the Board Rules and the charters of the Board's committees and takes into consideration the director independence guidelines set by proxy advisors and the best practices set out in the Code.
- 3.2. The Committee reviews annually the relationships between the Company and each member of the Board and reports the results of its review to the Board, based on which the Board will make determinations as to the status of the independence of each member of the Board.
- 3.3. The Committee considers questions of potential conflicts of interest of members of the Board and senior management and recommends the appropriate resolution of any potential conflict including whether such member has an actual conflict of interest to the Board.



- 3.4. The Committee reviews a notification by a member of the Board that such member is considering accepting an appointment as executive officer or member of the board at another company. The Committee also reviews annually the external positions held by members of the Board.

4. Board and committees

4.1. Board and committee structure

- 4.1.1. The Committee reviews annually the number of members of the Board, the Board composition and its committee structure and recommends for Board approval any changes that may be required.
- 4.1.2. The Committee recommends annually to the Board candidates for membership on the committees of the Board, and candidates for chair for such committees.

4.2. Positions outside the Company

- 4.2.1. The Committee approves the acceptance of another (board) position, including positions on the committee of a board, or executive officer positions in other companies.
- 4.2.2. The Committee reviews a notification by a member of the Board regarding circumstances that may adversely reflect upon such member of the Board or the Company as referred to in article 11.1.5. of the Board Rules, and makes recommendations in that respect to the Board.

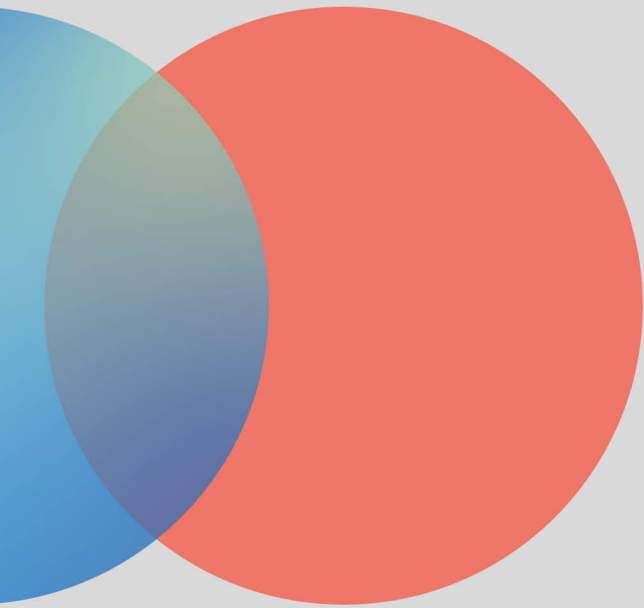
4.3. Board and committee performance evaluations and training

- 4.3.1. The Committee oversees the annual Non-Executive Director and committee performance evaluation process.
- 4.3.2. The Committee receives and reviews performance evaluations from all members of the Board and reports annually to the Board the results of the performance evaluations conducted by the Board and each of the members of the Board.
- 4.3.3. The Committee ensures that the chair of each committee reports to the chair of the Board the results of the committee's annual performance evaluation.
- 4.3.4. The Committee oversees the induction and orientation of new members of the Board and selects and monitors the annual training provided to members of the Board.

Annex 2

Nomination and Governance Committee – Definitions

- (a) “**Articles of Association**” means the Company's articles of association;
- (b) “**Board**” means the board of directors of Technip Energies N.V.;
- (c) “**Board Rules**” means the regulations referred to in article 7.1.6. of the Articles of Association;
- (d) “**Chief Executive Officer**” means the Company’s chief executive officer who is also an Executive Director;
- (e) “**Chief Financial Officer**” means the Company's chief financial officer;
- (f) “**Chief Legal Officer**” means the Company's chief legal officer;
- (g) “**Code**” means the Dutch Corporate Governance Code;
- (h) “**Committee**” has the meaning ascribed to it in article 1.1. of this charter;
- (i) “**Committee Chair**” has the meaning ascribed to it in article 2.3.1. of this charter;
- (j) “**Company**” has the meaning ascribed to it in article 1.1. of this charter;
- (k) “**Executive Director**” means the member of the Board appointed as executive director;
- (l) “**Non-Executive Director**” means a member of the Board appointed as non-executive director; and
- (m) “**Secretary**” has the meaning ascribed to it in article 3.1.1. of this charter.



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A company incorporated under the laws
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