

TECHNIP ENERGIES N.V.

REMUNERATION POLICY

1 STATUS OF THIS REMUNERATION POLICY

This Remuneration Policy (the "**Remuneration Policy**") was approved by the general meeting of Technip Energies N.V. ("**Technip Energies**" or the "**Company**") on 15 February 2021 and took effect on 16 February 2021. The Remuneration Policy will continue to apply until the general meeting has approved an amendment to this policy upon a proposal of the board of the Company (the "**Board**").

2 LINK TO STRATEGY, LONG TERM VALUE CREATION AND SUSTAINABILITY; SOCIAL CONSENSUS

The Remuneration Policy aims to ensure that the Company can attract and retain the very best people across the globe, in an increasingly competitive environment. It focuses on delivering fair, responsible and transparent remuneration driving the achievement of the Company's long-term interests, sustainability and strategic objectives and on ensuring alignment between shareholder outcomes and director compensation in the short, medium and long term.

Via benchmarks by compensation consultants, based on relevant global, regional and local industry practice, also the social consensus will be taken into account when setting the remuneration. Furthermore, the ratio between the pay of the directors and the Company's employees will be taken into account to ensure social support for the compensation in accordance with the Company's remuneration objectives.

3 EXECUTIVE DIRECTORS

Base salary	
Purpose and link to strategy	To attract and retain exceptionally talented individuals who deliver superior operational performance in Technip Energies' businesses and create an environment that fosters the innovation necessary for continued growth of the long term value created by Technip Energies including revenues, earnings, and shareholder returns.
Operation	Normally reviewed annually and following a change in responsibilities with changes usually taking effect from March 1. The compensation committee of the Board (the " Compensation Committee ") considers the following parameters when setting and reviewing base salary levels: <ul style="list-style-type: none">• pay increases for other employees across Technip Energies' group;

	<ul style="list-style-type: none"> • economic conditions and governance trends; • the individual's performance, skills and responsibilities; • base salaries of companies of a similar size and international scope; and • market pay levels. <p>Salaries are normally paid in the currency of the Executive Director's home country.</p>
Maximum payment	<p>Salary increases will ordinarily be in line with increases awarded to employees of Technip Energies' group.</p> <p>The Compensation Committee has discretion to increase salary levels in appropriate circumstances such as where the nature or scope of the Executive Director's role or responsibilities changes or in order to be competitive at the median level of peer companies.</p> <p>Salary adjustments may also reflect wider market conditions in the geography in which the Executive Director is based.</p>
Performance assessment	<p>Overall performance against stated objectives of the Executive Director is considered annually by the Compensation Committee when setting the base salary.</p>
Pension and other retirement benefits	
Purpose and link to strategy	<p>Provides competitive post-retirement benefits, see further under "base salary – purpose and link to strategy".</p>
Operation	<p>Provision of market competitive retirement benefits that may vary based on the location in which the Executive Director is based.</p> <p>In addition to pension and other retirement benefits available to French employees in general, the Executive Directors may participate in a supplementary French defined contribution plan which provides for contributions equal to 8% of the gross compensation above four times and capped at eight times the annual French social security (<i>Sécurité sociale</i>) limit.</p>
Annual performance bonus	
Purpose and link to strategy	<p>Incentivizes achievement of Technip Energies' annual financial and strategic targets which may include, but are not limited to, ESG targets. Provides focus on key financial metrics and the Executive Director's contributions to Technip Energies' performance.</p>

Operation	<p>Performance measures and stretch targets are set annually in advance by the Compensation Committee by reference to the annual operating plan.</p> <ul style="list-style-type: none"> • The majority of the bonus will be based on financial performance. However, operational, strategic and individual targets may also be used. • 75% of the bonus will be based on business performance indicators comprising financial metrics, and 25% of the bonus will be based on an annual performance incentive comprising personal targets. • The award will usually be paid out in cash after the end of the financial year. • The Compensation Committee has discretion to amend the level of payment if it is not deemed to reflect appropriately the individual's contribution or the overall business performance. Any discretionary adjustments will be detailed in the following year's disclosure on remuneration. • The Compensation Committee has discretion to make other bonus payments on an exceptional basis when it considers this to be appropriate in the context of Company's and Executive Directors' performance, and when it is considered to be in the best interests of Technip Energies and its stakeholders.
Maximum payment	<ul style="list-style-type: none"> • No bonus will be paid for below threshold performance. • For "on-target" performance the bonus payout may be up to 100% of target value. • For maximum performance up to 200% of target value may be earned. <p>The Compensation Committee retains the discretion to increase the bonus target in circumstances it deems appropriate, such as for a change in market levels.</p>
Performance assessment	<p>Performance measures and stretch targets are set annually by the Compensation Committee by reference to the annual operating plan and renewed throughout the year by the Compensation Committee.</p> <p>The Compensation Committee has discretion to vary the weighting of these measures over the life of the Remuneration Policy.</p>

Long-term incentive schemes	
Purpose and link to strategy	Incentivizes Executives Directors to deliver superior long-term returns to shareholders.
Operation	<p>Long-term incentives are granted under the Technip Energies Incentive Award Plan. This is an omnibus arrangement whereby a variety of award types may be granted, including: PSUs, RSUs, stock options, cash settled awards and share appreciation rights.</p> <p>Award grants may comprise:</p> <ul style="list-style-type: none"> • PSUs: an award of shares subject to performance conditions assessed over a period of 3 years. • RSUs: an award of shares that vest 3 years from grant. <p>The type and weighting of awards granted each year will be determined annually by the Compensation Committee at its discretion. A minimum of 70% will be performance-based.</p> <p>The Compensation Committee has discretion to vary the weighting of the performance measures over the life of this Remuneration Policy.</p> <p>To the extent permitted by applicable law, Executive Directors will be eligible for any dividends paid and accumulated on RSUs and PSUs during the performance or vesting period. No dividend equivalents will be payable on stock options.</p>
Maximum payment	The maximum grant date fair value of long-term incentive awards granted to Executive Directors per annum will be 3 times the sum of such Director's annual base salary and target annual bonus.
Performance Assessment (applicable to performance-based RSUs only)	<p>Long-term incentive awards except PSUs are not subject to achievement of performance targets other than vesting periods.</p> <p>For PSUs, the vesting of awards is linked to a range of performance measures that may include, but are not limited to:</p> <ul style="list-style-type: none"> • a growth measure (for example, net sales, EPS); • a measure of the Company's performance on environmental, social and governance matters; • a measure of efficiency (for example, operating margin, operating cash conversion, ROIC); and

	<ul style="list-style-type: none"> a measure of Technip Energies' relative performance in relation to its peers (for example, relative total shareholder return). <p>Measures and targets will be determined by the Compensation Committee annually at its discretion prior to grant and will be set out in the annual report on remuneration.</p> <p>The Compensation Committee has discretion to amend the performance conditions in exceptional circumstances if it considers it appropriate to do so. Any such amendments would be disclosed and explained in the following year's annual report on remuneration.</p>
All employee share scheme	
Purpose and link to strategy	To enable Executive Directors to participate in share purchase schemes applicable to all employees on the same basis as other employees, see further under long term incentive schemes – purpose and link to strategy.
Operation	While Technip Energies does not currently operate an employee share purchase scheme were it to do so during the term of the Remuneration Policy, Executive Directors would be eligible to participate in such a plan on the same terms as other eligible employees consistent with this policy.
Maximum payment	The maximum payment applicable will be as per the all employee plan terms and conditions.
Benefits and perquisites	
Purpose and link to strategy.	To provide market competitive benefits and to facilitate the performance of Executive Directors in their duties.
Operation	<p>Executive Directors are eligible to receive benefits, that may include, but are not limited to: financial planning, personal tax assistance, use of company cars, club memberships (primarily business related), medical, vision and dental benefits, sickness, death and dismemberment benefits, work related travel and security expenses for the Executive Director and spouse and matching charity contributions. Benefits may vary by location.</p> <p>The Compensation Committee has discretion to offer additional allowances or benefits to Executive Directors, if considered appropriate and reasonable. These may include relocation expenses, housing allowance and school fees where an Executive Director has to relocate from his/her home location as part of his/her duties.</p>

Maximum payment	<p>The actual value of benefits and perquisites varies depending on the cost to the business and individual Executive Director's circumstances. The benefits package is set at a level that the Compensation Committee considers:</p> <ul style="list-style-type: none"> • provides an appropriate level of benefits depending on the role and individual circumstances; and • in line with comparable benefits in companies of a similar size and complexity in the market.
Legacy operations	
<p>The Compensation Committee has discretion to make any remuneration payments that would otherwise be outside of this Remuneration Policy if they were agreed to prior to this Remuneration Policy being enacted. The Compensation Committee also has discretion to make any remuneration payments that were agreed to prior to the relevant individual becoming an Executive Director. Such payments may include share based and cash based incentives and/or salary, benefits, pension and other payments.</p>	
Performance target selection	
<p>The performance targets for the annual bonus and long-term incentive plan are set each year prior to the grant date, taking into account: market practice at peer companies; practice within the wider group; and Technip Energies' strategic and financial business plan over the short and long-term.</p>	
Approach to recruitment remuneration	
<p>The Company's approach to recruitment remuneration is to pay no more than is necessary to attract appropriate candidates to the role.</p> <p>Where it is necessary to "buy out" an individual's awards from a previous employer, the Compensation Committee will seek to match the expected value of the awards and to grant awards that vest over a timeframe similar to those forfeited, with a commensurate reduction in quantum where the new awards will be subject to performance conditions that are not as robust as those on the awards given up. Where recruitment payments or awards are intended to replace pay forfeited by the individual, the value of such awards will not be limited to those limits set out elsewhere in the Remuneration Policy, but will be determined by the Compensation Committee at its discretion.</p> <p>The Compensation Committee may agree to relocation expenses and other associated expenses when negotiating the employment conditions.</p> <p>For an internal promotion, any outstanding incentive awards or bonuses may be permitted to continue, or be adjusted to reflect the new position.</p>	

The Compensation Committee has discretion to make payments of fees and base salary (or annual retainer) and make benefits or annual cash bonus provisions or payments in respect of any other component of remuneration (including the terms and conditions attaching thereto) outside of the limits set out elsewhere in the Remuneration Policy for Executive Directors to meet individual circumstances of recruitment or in connection with any merger and acquisition activity.

Compensation for loss of office

The Compensation Committee will seek to ensure that all payments for loss of office, including but not limited to, loss of office pursuant to involuntary termination, the Executive Director not being re-elected and resignation, are reasonable and in the long-term interests the Company, its stakeholders including the shareholders and the Company's business. The Compensation Committee will generally take into account the circumstances of the loss of office and performance of the Executive Director.

The Compensation Committee has the discretion to:

- pay legal fees, financial planning or outplacement costs;
- pay an annual bonus for the year of cessation;
- retain or accelerate vesting of outstanding long-term incentive awards; and
- continue taxable benefits and retirement benefits during the year of cessation.

Technip Energies believes that severance benefits provide important financial protection to Executive Directors in the event of involuntary termination, are consistent with the practices of peer companies, and are appropriate for the retention of executive talent.

Notwithstanding the above, Technip Energies intends to generally offer its Executive Directors severance benefits amounting to one year base salary.

Potential Payments upon Change in Control

Technip Energies may provide change in control benefits to ensure that Executive Directors have an incentive to continue to work in Technip Energies' best interest during the period of time when a change in control transaction is taking place and in order to ensure continuity of management. The benefits payable upon a change in control will be comparable to benefits offered to executive directors at peer companies.

Non-Compete Covenants

The Compensation Committee may apply a non-compete covenant to Executive Directors, which non-compete covenant may be compensated financially at 100% of annual base salary and annual performance bonus, and paid over a 12-month period.

It is intended that any new Executive Director would be retained on similar non-compete terms. Geographical scope and duration of the non-compete and financial compensation will be reviewed periodically by the Compensation Committee.

Adjustments to variable remuneration

Pursuant to Dutch law, the remuneration of Executive Directors may be reduced or Executive Directors may be obliged to repay (part of) their variable remuneration to the Company if certain circumstances apply.

In accordance with Dutch law, if, according to the principles of reasonableness and fairness, payment of a bonus would be unacceptable, the non-executive directors have the power to modify the level of the bonus to an appropriate level. For these purposes, a bonus means a non-fixed part of the remuneration, the award of which is wholly or partly dependent on the achievement of certain goals or the occurrence of certain circumstances.

In addition, the non-executive directors will have the authority under Dutch law to recover from an Executive Director any variable remuneration awarded on the basis of incorrect financial or other data. The non-executive directors may furthermore adjust the variable remuneration (to the extent that it is subject to reaching certain targets and the occurrence of certain events) to an appropriate level if payment of the variable remuneration were to be unacceptable according to the requirements of reasonableness and fairness.

Duration of contracts, notice periods

Executive Directors' contract will be for the period up to and including the date of the first annual general meeting of the Company following the date the contract is entered into, and ends automatically on that date without prior notice being required. If the Company's general meeting reappoints the Executive Director as Executive Director, the contract will be extended for the period of that reappointment and end automatically, without prior notice being required on the date of the first Company's annual general meeting after the Company's general meeting which resolved to reappoint the Executive Director.

The contracts will contain a three months' notice period for Technip Energies and the Executive Director.

4 NON-EXECUTIVE DIRECTOR REMUNERATION POLICY

Non-Executive Directors Fees	
Purpose and link to strategy	Non-Executive Directors' compensation is designed to reward the time and talent required to serve on the board of a company of Technip Energies' size, complexity, and geographical spread. The Board seeks to provide sufficient flexibility in the form of compensation delivered to meet the needs of individuals who are located in different countries,

	while ensuring that a substantial portion of directors' compensation is linked to the long-term success of the Company.
Operation and maximum payment	<p>Non-Executive Directors may receive up to €450,000 annually in cash and grant date fair value of equity. The Board has the authority to pay less than that amount.</p> <p>Non-Executive Directors are compensated in both cash and restricted stock units which reflects practice amongst peer companies. Fees are reviewed periodically against market levels.</p> <p>The compensation may comprise the following elements: (i) annual retainer, (ii) annual equity grant, (iii) annual chair fee, (iv) annual lead director fee (if applicable), and (v) committee meeting fees.</p> <p>The Compensation Committee has the power to increase the value of compensation or alter the weighting of share awards and cash at its discretion, should this be considered appropriate. Where any discretion is exercised, the basis of this exercise should be disclosed in the remuneration report.</p>
Share ownership requirements	Five times annual retainer (over 5 years)
Performance assessment	None, although overall performance of the Non-Executive Director is considered by the Compensation Committee when setting fee levels.
Provisions to recover sums paid or the withholding of payments	Not applicable as only fixed remuneration is paid.
Other benefits	
<p>Each Non-Executive Director receives reimbursement for reasonable incidental expenses incurred in connection with the attendance at Board and meetings of committees of the Board.</p> <p>Non-Executive Directors do not participate in any employee benefit plans.</p>	
Share Ownership Requirements	
<p>To further align the interests of Non-Executive Directors with the interests of the Company's shareholders, each Non-Executive Director is expected to acquire and retain the Company's Ordinary Shares and/or RSUs having a value equal to at least five times the amount of each director's annual cash retainer. A Non-Executive Director has five years from his or her initial appointment date as a Non-Executive Director to meet this requirement. The ownership requirement is pro-rated over the five-year period.</p>	

The annual RSU grant vests after one year of service, and are settled in Ordinary Shares on a date following vesting and previously elected by the director. The RSUs are forfeited if a director ceases service on the Board prior to the vesting date of the RSUs, except in the event of death or disability. Unvested RSUs will be settled and are payable in Ordinary Shares upon the death or disability of a director or in the event of a change in control of the Company.

Non-executive Directors have the opportunity to elect the year in which they will take receipt of the equity grants from either (a) a period of 1 to 10 years from the grant date or (b) upon their separation from Board service. The elections are made prior to the beginning of the grant year and are irrevocable after 31 December of the year prior to grant.

Duration of contracts, notice periods

Non-Executive Directors' contract will be for the period up to and including the date of the first annual general meeting of the Company following the date the contract is entered into, and ends automatically on that date without prior notice being required. If the Company's general meeting reappoints the Non-Executive Director as Non-Executive Director, the contract will be extended for the period of that reappointment and end automatically, without prior notice being required on the date of the first Company's annual general meeting after the Company's general meeting which resolved to reappoint the Non-Executive Director

Prior to tendering his or her resignation as a non-executive director of Technip Energies, Non-Executive Director shall use reasonable endeavors to give at least one (1) month's advance notice in writing of the intended resignation, setting out therein the reasons for the proposed resignation.

5 PROCESS FOR ADOPTION, AMENDMENT AND IMPLEMENTATION OF THE REMUNERATION POLICY

The Company has a policy in respect of the remuneration of Executive Directors and Non-Executive Directors. This combined policy is, or these policies are adopted by the General Meeting at the proposal of the Board. A resolution to adopt a remuneration policy requires a simple majority of the votes cast.

The remuneration of the Executive Directors is determined by the Board in accordance with the remuneration policy adopted by the General Meeting. The remuneration of the Non-Executive Directors is determined by the non-executive directors. The powers of the Board and the non-executive directors can be delegated to the Compensation Committee.

In exceptional circumstances, the Board may decide to temporarily derogate from the Remuneration Policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability. Under such circumstances deviation of all each of the elements of the Remuneration Policy is possible. For the avoidance of doubt, the Board or Compensation Committee making using of its discretionary powers under this Remuneration Policy will not constitute a derogation from this Remuneration Policy.

Remuneration in the form of rights to subscribe for shares shall be granted with due observation of the conditions to the Board's authorisation to grant rights to acquire ordinary shares.