

Effective as of 16 February 2021

Technip Energies N.V.

RELATED PARTY TRANSACTIONS POLICY

1 INTRODUCTION

- 1.1 The Board of Directors recognizes that transactions with related parties 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 is of importance.
- 1.2 The purpose of this policy is to provide for a procedure that prevents related parties from taking advantage of their position and provide adequate protection for the interests of the Company and its stakeholders.
- 1.3 This policy has been prepared with due observance of the requirements of Dutch law, the Code and the Company's articles of association. This policy shall be reviewed and amended when the developments so require.

2 DEFINITIONS

In this policy, capitalized terms have the meaning set out below.

" Board of Directors " means the board of directors of the Company;
" BW " means the Dutch Civil Code (<i>Burgerlijk Wetboek</i>);
" Chairman " means the Non-Executive Director designated as chairman of the Board of Directors;
" Close Family Member " means the spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree of a Director;
" Company " means Technip Energies N.V., a public limited liability company, with corporate seat in Amsterdam, the Netherlands;
" Code " means the Dutch Corporate Governance Code;
" Code Related Party " means (a) A Director, a Directors Interest Entity or a Close Family Member, and (b) a holder of at least 10% of the Company's issued share capital;
" Code Related Party Transaction " means any transaction entered into by the Company or a Subsidiary and a Code Related Party that is of material significance to the Company or the Code Related Party;
" Director " means an Executive Director or a Non-Executive Director

<p>"Directors Interest Entity" means a legal entity in which a Director holds a material financial interest;</p>
<p>"Excluded Transaction" means a transaction:</p> <ul style="list-style-type: none"> (a) entered into between the Company and a Subsidiary; (b) regarding the remuneration of Directors, or elements thereof that are awarded or due pursuant to section 2:135 BW; (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 is affiliated enterprise is ensured, or (d) entered into in the ordinary course of business and under normal market conditions;
<p>"Executive Director" means a member of the Board of Directors appointed as executive director;</p>
<p>"Material Transaction" means:</p> <ul style="list-style-type: none"> (a) a transaction entered into by the Company or a Subsidiary that meets the following criteria: <ul style="list-style-type: none"> (i) the transaction is not an Excluded Transaction; (ii) information regarding the transaction constitutes inside information as defined in article 7 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation, MAR); and (iii) the transaction is entered into with a Related Party; (b) a transaction that, taken together with the other transactions entered into in the course of the same financial year with the same party, meets the criteria referred to under (a);
<p>"Non-Executive Director" means a member of the Board of Directors appointed as non-executive director;</p>
<p>"Related Party" means a Code Related Party or a Statutory Related Party;</p>
<p>"Related Party Transaction" means a Code Related Party Transaction or a Statutory Related Party Transaction;</p>

"Statutory Related Party" means a related party in the meaning of section 2:167 (2) BW, 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 person or a close member of that person's family 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 of Directors.
- 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 it is controlled, jointly controlled, or significantly influenced or managed by a person who is a Statutory Related Party.

The following persons or entities will in any event be considered a Statutory 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 has 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 Close Family Members of any such individuals;
- (d) key management personnel (i.e., persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors and senior management of group companies) and Close Family Members of any such individual; 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 that have a member of key management in common with the Company.

"Statutory Related Party Transaction" means a Material Transaction with a Statutory Related Party;

"Subsidiary" means a subsidiary in the meaning of section 2:24a BW;

3 IDENTIFYING AND REPORTING RELATED PARTY TRANSACTIONS

- 3.1 Related Party Transactions must be reported in accordance with this Clause 3 before such transaction is entered into.
- 3.2 Related Party Transactions must be reported to the Chairman. In addition, a Director must report such Related Party Transaction to the other Directors.
- 3.3 The reporting Director shall provide all relevant information regarding the Related Party Transaction available to him, including, if applicable, the information relevant to the situation concerning his Close Family Member.
- 3.4 A Director shall not participate in the deliberations and decision-making regarding a Related Party Transaction relating to him or to a Close Family Member of his.
- 3.5 This clause 3 equally applies to potential Related Party Transactions. The Board of Directors decides whether a potential Related Party Transaction qualifies as Related Party Transaction.

4 APPROVAL OF RELATED PARTY TRANSACTIONS

- 4.1 Related Party Transactions, other than Statutory Related Party Transactions entered into by a Subsidiary require the approval of the Board of Directors. A Director shall not participate in the deliberations and decision-making regarding the approval of a Related Party Transaction relating to him or to a Close Family Member.
- 4.2 In determining whether to approve a Related Party Transaction, the Board of Directors will take into account, among other factors it deems appropriate:
- (i) whether the Related Party Transaction is on terms no less favourable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Party's interest, in the Related Party Transaction;
 - (ii) the approximate monetary value of the amount involved in the Related Party Transaction;
 - (iii) the approximate monetary value of the amount of the Related Party's interest in the Related Party Transaction;
 - (iv) the purpose of, and the potential benefits to the Company of the Related Party Transaction;
 - (v) if the Related Party is a Director or a Close Family Member, whether the Related Party Transaction would impair the independence of the Director concerned;

- (vi) in case of a Code Related Party Transaction, whether the transaction constitutes a deviation from best practice provision 2.7.4 or 2.7.5 of the Code as applicable as the transaction is not entered into on terms that are customary in the market, and whether such deviation is justified; and
- (vii) any other information regarding the Related Party Transaction or the Related Party that would be material to the Company and its stakeholders.

5 DISCLOSURE AND REPORTING

5.1 The Company shall publicly disclose each Statutory Related Party Transaction ultimately at the moment the Statutory Related Party Transaction is entered into. The public disclosure shall in any event include the following information:

- (i) the Statutory Related Party's name;
- (ii) the nature of the relationship with the Statutory Related Party;
- (iii) the date the Statutory Related Party Transaction is, or will be, entered into;
- (iv) the value of the Statutory Related Party Transaction;
- (v) such other information that is necessary for assessing whether the Statutory Related Party Transaction is reasonable and fair from the Company's perspective and from the perspective of the Company's shareholders that are not involved in the transaction as a Statutory Related Party; and
- (vi) if applicable, the information under (i)-(v) on the other transactions entered into in the course of the same financial year with the same party, which causes the Statutory Related Party Transaction to qualify as a Statutory Related Party Transaction.

5.2 Notwithstanding any other obligations under applicable reporting requirements to disclose Related Party Transactions in the Company's annual report, Code Related Party Transactions shall be disclosed in the Company's annual report in accordance with best practice provision 2.7.4 or 2.7.5, as applicable, of the Code.

6 PERIODIC REVIEW OF CERTAIN EXCLUDED TRANSACTIONS

6.1 The Board of Directors will periodically assess whether transactions that were considered Excluded Transactions on the ground that they were entered into in the ordinary course of business and under normal market conditions, indeed qualified as Excluded Transaction on this ground. In conducting this review, the Board of Directors may obtain information from the individual Directors, employees and external advisors of the Company.

6.2 This assessment will take place in the meetings in which the Board of Directors discusses the interim or annual financial statements, unless decided otherwise by the Chairman.