



Notice of meeting

Combined Shareholders' Meeting 2024

Friday May 24, 2024, at 02:00 p.m.

Tour Coupole

2 place Jean Millier - La Défense 6

92078 - Paris La Défense⁽¹⁾



TotalEnergies

⁽¹⁾ Or in any other place in France deemed appropriate in view of the circumstances prevailing at the time of the Meeting. The set-up of this Shareholders' Meeting may be adjusted as a result of the surroundings conditions prevailing at the time of its holding and, where applicable, to the legal provisions relating thereto. Shareholders will have to comply with the specific measures applicable at the time of the Meeting which will then be indicated on the Company's website. Shareholders are invited to regularly consult the section dedicated to the Combined Shareholders' Meeting on the [totalenergies.com](https://www.totalenergies.com) website, under the heading Shareholders/Shareholders' Meetings.

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Message

from the Chairman and Chief Executive Officer

Dear Fellow Shareholders,

Our next Shareholders' Meeting will be held on Friday, May 24, 2024, at 2 p.m., in the Coupole building, home to TotalEnergies' headquarters in La Défense.

I would be delighted to see you in attendance so you can take part in your Company's major decisions and vote on the proposed resolutions. You may also vote as of today by mail or over the Internet via a simple, secure system, which was used for 86% of the votes cast in 2023. On the day of the Shareholders' Meeting, you will also be able to watch the proceedings live on totalenergies.com.

In light of the popularity of the platform used since 2021 and in keeping with our constant commitment to promoting meaningful shareholder dialogue, a new platform for submitting questions will be available on totalenergies.com from May 10 to 20, 2024 so we can more effectively take into account your expectations during preparations for the Shareholders' Meeting.

In 2023, in a complex environment, TotalEnergies drew on its balanced transition strategy combining growth in Oil & Gas, particularly LNG, and in Integrated Power to deliver strong results, in line with our objectives. TotalEnergies was the most profitable major for the second year in a row, with ROACE of 19% and gearing of 5% at end-2023. We confirmed the financial robustness of our business model while executing our transformation into a global multi-energy company and leading the energy transition, with more than \$5 billion invested in low-carbon energies.

Thanks to these results, in 2023 TotalEnergies pursued its ambition to become a major international player in the energy transition.

This ambition was demonstrated in 2023 by the significant progress made in reducing emissions – particularly methane emissions, which are already among the industry's lowest – and by a 13% reduction versus 2015 in the carbon intensity of energy products sold to our customers.

In view of the structural cash flow growth and share buybacks executed in 2023, corresponding to 5.9% of the share capital, the Board of Directors will propose at the Shareholders' Meeting the distribution of a final 2023 dividend of €0.79 per share, resulting in an increase of 7.1% for the ordinary 2023 dividend, compared to the ordinary 2022 dividend, to €3.01 per share.



Patrick POUYANNÉ
Chairman and Chief Executive Officer

The Board of Directors has also confirmed a shareholder return policy for 2024 of more than 40% of cash flow, which will combine an increase in interim dividends of 6.8% to €0.79 per share and \$2 billion share buybacks in the first quarter of 2024.

In accordance with the resolution approved by shareholders in May 2023 and as pledged by the Board of Directors, the Sustainability & Climate – 2024 Progress Report published on March 20, 2024 will be submitted for a consultative vote by shareholders for the fourth consecutive year.

2024 is a special year for TotalEnergies because we're celebrating 100 years of existence! TotalEnergies was founded in Iraq in 1924 as Compagnie Française des Pétroles, which literally means "the French oil company". It was tasked with carrying out a national oil strategy because its founders understood very early on the need to secure the country's energy supply. Providing our customers with the energy they need is still our primary purpose and constant commitment 100 years later.

We will continue our Company's transformation because we're convinced that our balanced multi-energy strategy combining profitable growth and sustainability is the right way forward for the decade ahead.

Together with the Board of Directors, I thank you again for your confidence and continued support.

Agenda of the Combined Shareholders' Meeting

I. Resolutions within the remit of the Ordinary Shareholders' Meeting

- Approval of the statutory financial statements for the fiscal year ended December 31, 2023
- Approval of the consolidated financial statements for the fiscal year ended December 31, 2023
- Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2023
- Authorization granted to the Board of Directors, for a period of eighteen months, to trade in the Corporation shares
- Agreements covered by Articles L. 225-38 et seq. of the French Commercial Code
- Renewal of Mr. Patrick Pouyanné's term as director
- Renewal of Mr. Jacques Aschenbroich's term as director
- Renewal of Mr. Glenn Hubbard's term as director
- Appointment of Mrs. Marie-Ange Debon as director
- Approval of the information relating to the compensation of executive and non-executive directors ("mandataires sociaux") mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code
- Approval of the compensation policy applicable to directors
- Approval of the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2023 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer
- Approval of the compensation policy applicable to the Chairman and Chief Executive Officer
- Opinion on the Sustainability & Climate – Progress Report 2024, reporting on the progress made in the implementation of the Corporation's ambition with respect to sustainable development and energy transition towards carbon neutrality and its related targets by 2030
- Appointment of Ernst & Young Audit, Statutory auditor in charge of certifying the sustainability information
- Appointment of PricewaterhouseCoopers Audit, Statutory auditor in charge of certifying the sustainability information

II. Resolutions within the remit of the Extraordinary Shareholders' Meeting

- Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the capital either by issuing ordinary shares and/or securities giving access to the Corporation's share capital or by incorporation of reserves, earnings or other, with maintenance of the shareholders' preemptive subscription right
- Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the capital, within the framework of a public offering, by issuing ordinary shares and/or transferable securities giving access to the Corporation's share capital, with cancellation of the shareholders' preemptive subscription right
- Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to issue, through an offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, ordinary shares and/or securities giving access to the share capital of the Corporation, resulting in a capital increase, with cancellation of the shareholders' preemptive subscription right
- Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a capital increase with cancellation of the shareholders' preemptive subscription right
- Delegation of powers granted to the Board of Directors, for a period of twenty-six months, to increase the capital by issuing ordinary shares and/or securities giving access to the Corporation's share capital in consideration for contributions in kind granted to the Corporation, with cancellation of the shareholders' preemptive subscription right
- Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to proceed to capital increases, with cancellation of the shareholders' preemptive subscription right, reserved to members of a company or group savings plan
- Delegation of authority to the Board of Directors, for a period of thirty-eight months, to grant Corporation free shares, existing or to be issued, for the benefit of the Company employees and executive directors, or some of them, which imply the waiver by shareholders of their pre-emptive subscription right for shares to be issued

How to take part and vote

As a shareholder of TotalEnergies SE, you may **vote by mail or give proxy or attend the Shareholders' Meeting in person**, as long as your shares are registered on May 22, 2024 at 00:00 a.m. (Paris time). In all cases, you may send your instructions by using the enclosed **printed form** or via **the Internet** by using the online **VOTACCESS platform**.

Additional information for shareholders who wish to attend the Shareholders' Meeting in person

The TotalEnergies SE Shareholders' Meeting will be held on Friday May 24, 2024 at 2 p.m. at the Tour Coupole, 2 place Jean Millier – La Défense 6, 92078 – Paris La Défense⁽¹⁾.

- > In order to be admitted to the Shareholders' Meeting and vote, **you must be in possession of an admission card**, obtained beforehand from Société Générale Securities Services, or from your usual bank. **You will be asked to show your admission card at the entrance and your personal I.D.**
- > Only the shareholders will have access to the site. No accompanying member will be allowed except for shareholders with a disability.
- > You can access the site as from 12.30 p.m.

In order to promote shareholder dialogue to which TotalEnergies is particularly committed, and to better take into account and respond to shareholders' expectations, a facility will be set up in advance of the Meeting that will allow shareholders to **ask questions** on a dedicated platform which will be accessible from totalenergies.com between **May 10 and May 20, 2024**.

NOTE



Security checks will take place at the entrance of the Tour Coupole. In particular, all luggages and bags -including handbags- will be checked by security officers and will be stored in the luggage office. No bags will be accepted in the room.



Assistance will be provided for people with special needs in order to facilitate their access to the sign-in area and Meeting room.



Sign language service in French will be available at the reception desk and in the Meeting room.

The Shareholders' Meeting will be streamed live at 2:00 p.m., **Friday May 24, 2024**, on totalenergies.com, heading: **Investors/Annual Shareholders' Meetings**



The Chairman will answer live as many questions as possible on the day of the Shareholders' Meeting.

The broadcast of the Shareholders' Meeting will also be available after the event on totalenergies.com, under the heading **Investors/Annual Shareholders' Meetings**.

NOTE

A shareholder who has already cast his/her vote by mail, sent a proxy or requested his/her admission card to the Meeting, may no longer opt for another means of participation. Irrespective of the choice of the shareholder, only the shares registered in shares accounts two business days prior to the Shareholders' Meeting, *i.e.*, May 22, 2024 at 00:00 a.m. (Paris time) will be taken into account.

If the shares are sold or transferred prior to this date, the vote by mail or by proxy by the seller will be cancelled for the number of shares sold or transferred and votes for such shares will, as a result, not be taken into account.

If the shares are sold or transferred after this date, the vote by mail or by proxy will remain valid and votes cast or proxies granted by the seller will be taken into account.

⁽¹⁾ Or in any other place in France deemed appropriate in view of the circumstances prevailing at the time of the Meeting. The set-up of this Shareholders' Meeting may be adjusted as a result of the surroundings conditions prevailing at the time of its holding and, where applicable, to the legal provisions relating thereto. Shareholders will have to comply with the specific measures applicable at the time of the Meeting which will then be indicated on the Company's website. Shareholders are invited to regularly consult the section dedicated to the Combined Shareholders' Meeting on the totalenergies.com website, under the heading Shareholders/Shareholders' Meetings.

3

Vote or take part / I use the printed form

If you prefer to use a printed form to request an admission card, vote by mail, give proxy to the Chairman or be represented by any natural person or legal entity, you need to fill out, sign, date and send the form appended to this document.


1 I select my options

- A** I wish to attend the Meeting in person: request an admission card by selecting box A
- B** Or I wish to vote by mail: select box B and follow the instructions. For resolutions submitted or approved by the Board of Directors, if you wish to vote «Against» or «Abstain», select the choices «No» or «Abs.». Otherwise, your vote will be considered as a «For» vote
- C** Or I wish to give proxy to the Chairman of the Meeting: select box C
- D** Or I wish to give power of attorney to a named person: select box D and fill in that person's details
- E** Whichever you choose, fill in or check your contact information. If you have a change to make, updates must be sent to the institution concerned and cannot be made using this form (see details on the back).
- F** Whatever your choice, please remember to date and sign the form

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

A



ASSEMBLÉE GÉNÉRALE MIXTE
Convocée le vendredi 24 mai 2024 à 14 heures
 Tour Coupole, 2 place Jean Millier
 La Défense 6, 92 400 Courbevoie

COMBINED GENERAL MEETING
to be held on Friday May 24th 2024 at 2:00 p.m.
 At Tour Coupole, 2 place Jean Millier
 La Défense 6, 92 400 Courbevoie

TotalEnergies SE
 Société européenne au capital de 5 967 116 185 euros
 Siège social :
 2 place Jean Millier - La Défense 6
 92400 COURBEVOIE
 542 051 180 RCS NANTERRE

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account:

Nombre d'actions / Number of shares:

Nominal / Registered:

Porteur / Bearer:

Vote simple / Single vote:

Vote double / Double vote:

Nombre de voix - Number of voting rights:

B JE VOTE PAR CORRESPONDANCE / I VOTE BY POST

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondante à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

	1	2	3	4	5	6	7	8	9	10		A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
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Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
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Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	31	32	33	34	35	36	37	38	39	40		G	H
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Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
	41	42	43	44	45	46	47	48	49	50		I	J
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
												K	
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>

C JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE / I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

D JE DONNE POUVOIR À : CE AU VERSO (E) / I HEREBY APPOINT: see reverse (E)

E

F

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
 CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Non, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné)
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (E)

Cadre & Signature

2 Send/return the form

- **If your shares are registered**, please send the form to Société Générale Securities Services using the prepaid envelope attached to this document.
- **If you hold bearer shares**, send the form to your financial intermediary, who will transfer it to the Shareholders' Meeting Department of Société Générale Securities Services' for centralization and processing.

Make sure your financial intermediary sends a certificate of participation with your form: the voting form sent by the owner of bearer shares is valid only if the certificate of participation is attached.

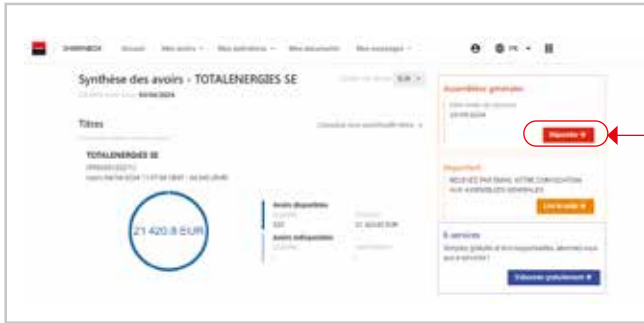
Société Générale Securities Services must receive the form no later than May 22, 2024 at 11.59 p.m. (Paris time) in accordance with Article R. 225-77 of the French Commercial Code. Mandates and revocations designating a representative, expressed by printed form, must be received no later than May 22, 2024 at 11.59 p.m. (Paris time).

Vote or take part / I preferably use the internet

In order to give your instructions on a simple and secure manner on the internet, you need to login into the secured VOTACCESS platform.

1 I log into VOTACCESS

› If your shares are registered (pure or administered), you can access the VOTACCESS platform via the Sharinbox website: <https://sharinbox.societegenerale.com>



› I ACCESS THE VOTACCESS SERVICE

<https://sharinbox.societegenerale.com>

- You just have to connect to the Sharinbox site with your access codes.

- You can find your login in the mail or e-mail sent to you by Société Générale Securities Services or with your email address if you have already activated your Sharinbox By SG Markets account. If you have forgotten your password, click on «Get your codes» on the Sharinbox homepage.

You will then have to follow the instructions in your personal space by clicking on the "Reply" button in the "Shareholders' General Meeting" frame on the home page, then click on "Participate". You will then automatically access the voting website.

In case of difficulty, you can contact **the Relationship Centre Nomilia customer at +33 (0)2 51 85 59 82** (non-surcharged number).

› If your shares are registered in bearer form,

it is up to you to check with your account-holding institution to find out whether it is connected or not to the VOTACCESS platform. If so, you just have to identify yourself on its Internet portal with your usual access codes and click on the icon that appears on the line corresponding to your TotalEnergies shares.

NOTE

If your account-holding institution is not connected to the VOTACCESS platform, the notice to appoint or revoke a proxy may nevertheless be completed electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, as described on page 8 of this document.

2 I select my options

Once connected, please follow the instructions on screen to require an admission card, vote by mail, give proxy to the Chairman or be represented by any individual or legal person of your choice.

› To request an admission card:

You can either print out the card yourself, in which case you have until 3:00 p.m. (Paris time) on May 23, 2024 to submit your request, or ask to have it sent by postal mail.

› To vote before the Shareholders' Meeting:

You have until the day before the Meeting to do so, *i.e.*, on May 23, 2024, at 3:00 p.m. (Paris time). In order to avoid possible technical issues with the VOTACCESS website, it is nonetheless advisable to vote well ahead of the last voting day.

› To appoint or revoke a representative:

Mandates designating or revoking a representative by electronic means must be received, in order to be validly taken into account, no later than the day before the Meeting, *i.e.*, on May 23, 2024, at 3:00 p.m. (Paris time).

It will not be taken into account the forms, nor the admission cards issued for a shareholder giving power of attorney to a third person on the back thereof, on the day of the Meeting.

NOTE

If you are a registered shareholder, you may request to receive your notice of meeting by email. Simply log into the Sharinbox website, and select "My account", then click on "Subscribe for free" in the section "E-Services/E-notices for general meetings".

Note in particular

Voting rights limitation

Article 18 of the Articles of Association of TotalEnergies SE also specifies that at Shareholders' Meeting, no shareholder may cast, individually or through an agent, more than 10% of the total number of votes attached to the Company's shares, on the basis of voting rights for either shares owned directly or indirectly, or shares for which the shareholder holds powers.

For further information Documents



In compliance with Article R. 225-73 of the French Commercial Code, the preliminary notice of this Meeting was published in the Bulletin des Annonces Légales Obligatoires (BALO) on March 29, 2024. The convening notice of this Shareholders' Meeting was published in the Bulletin des Annonces Légales Obligatoires (BALO) under the conditions provided for by the regulations in force. The Universal Registration Document 2023 and any other information relating to this Shareholders' Meeting are available on the **totalenergies.com website (Investors/Annual Shareholders' Meetings)**.

You can also obtain the documents referred to in Article R. 225-83 of the French Commercial Code by completing the form on the second last page and sending it to the address specified.

Use of electronic communications to give notice of the appointment or revocation of a shareholder's representative when the account-holding institution is not connected to the VOTACCESS platform

In compliance with the provisions of Article R. 225-79 of the French Commercial Code, a shareholder's representative can be appointed or revoked electronically, as follows:

- › If the account-holding institution of the holder of bearer shares is not connected to the VOTACCESS platform the shareholder must send an email to:

assemblees.generales@sgss.socgen.com

The email must include the following information: the company name, the date of the Shareholders' Meeting, the last and first name, address, and banking reference information of the shareholder, and the last and first name and, if possible, address of the shareholder's representative.

- › The shareholder must instruct the financial intermediary who manages his or her securities account to send written confirmation to:

Société Générale Securities Services
Service Assemblées Générales
CS 30812
44308 Nantes Cedex 3

- › **This email address can only be used to request the appointment or revocation of a representative. Any requests referring to other matters will not be taken into account and/or handled.**
- › In order for appointments or revocations of mandates expressed by electronic means to be validly taken into account, written confirmations must be received no later than the day before the Meeting, *i.e.* by 3 p.m. (Paris time) on May 23, 2024.

Declaration, prior to the Meeting, of participations linked to temporary ownership of shares (securities lending)

Pursuant to legal provisions, any legal entity or individual (with the exception of those described in paragraph IV-3 of Article L. 233-7 of the French Commercial Code) holding alone or together a number of shares representing more than 0.5% of the Corporation's voting rights pursuant to one or more temporary transfers or similar operations as described by Article L. 22-10-48 of the abovementioned Code is required to inform the Corporation and the French Financial Markets Authority (*Autorité des Marchés Financiers* - AMF) of the total number of shares temporarily held no later than the second business day preceding the Shareholders' Meeting at midnight, *i.e.*, May 22, 2024 at 00:00 a.m. (Paris time). Notifications must be emailed at:

holding.df-declarationdeparticipation@totalenergies.com

If no notification is sent, any share acquired under any of the above temporary transfer operations will be deprived of voting rights at the relevant Shareholders' Meeting and at any Shareholders' Meeting that may be held until such shares are transferred again or returned. This email must include the following information: the identity of the declarant, the identity of the assignor in a temporary transfer transaction, the nature of the transaction, the number of shares transferred in the transaction, and the voting agreement, if any. The information may be represented in the format recommended by the AMF in its instruction no 2011-04 dated February 2, 2011. The Corporation will publish the information received on its website.

Results 2023

Key figures and outlook


TotalEnergies is a global integrated energy company that produces and markets energies: oil and biofuels, natural gas and green gases, renewables and electricity.

Its more than 100,000 employees are committed to provide as many people as possible with energy that is more reliable, more affordable and more sustainable. Active in about 120 countries, TotalEnergies places sustainability at the heart of its strategy, its projects and its operations.

In 2023, TotalEnergies reported adjusted net income of \$23.2 billion and cash flow of \$35.9 billion. 2023 IFRS net income was \$21.4 billion (€19.8 billion), up 4% year-on-year. This year the Company once again achieved top tier 20% return on equity and 19% return on average capital employed. TotalEnergies invested \$16.8 billion, including 35% for low-carbon energies mainly in power. Ordinary dividends increased by 7.1% and the Company completed \$9 billion in buybacks of its shares, of which \$1.5 billion was linked to the Canadian asset disposals. The Company further reduced net debt, achieving 5% gearing⁽¹⁾, including a \$5 billion positive contribution of working capital. Payout increased to an attractive 46.0% in 2023. In addition, TotalEnergies ensured balanced profit sharing with its employees around the world and in particular in France (average 5% wage increase*, value sharing bonus* of at least €2k and support for employees in their energy transition**) and with its customers through rebates (€1.99 per liter price cap and renewal of the rebate on gas and power prices to private customers).

In the Oil & Gas business, total production increased 2% year-on-year (excluding Novatek), driven by strong LNG production growth of 9%, and Exploration & Production generated strong adjusted net operating income of \$10.9 billion and cash flow of \$19.1 billion. TotalEnergies' exploration successes continued in Namibia, Suriname, and Nigeria. The Company reports a reserves replacement ratio of 141% in 2023 and a proved reserves life index of 12 years as of December 31, demonstrating the strength of its project portfolio.

21.4^{Mds}\$
IFRS net income
(TotalEnergies share)

35.9^{Mds}\$ 
Cash flow from
operations excluding
working capital (CFFO)⁽¹⁾

5.0% 
Gearing ratio⁽¹⁾
as of December 31, 2023

3.01/share 
Ordinary 2023
dividend
+7.1% compared to 2022

Integrated LNG segment generated annual adjusted net operating income of \$6.2 billion and cash flow of \$7.3 billion, which is lower than the exceptional results in 2022 but higher than 2021 thanks to growth in its portfolio.

Integrated Power's cash flow totaled \$2.2 billion, which is more than double compared to 2022. This business segment achieved a ROACE ⁽¹⁾ of 9.8% in 2023, demonstrating the relevance of the Company's integrated business model. TotalEnergies announced several acquisitions, further enhancing its Integrated Power business model in the U.S. and in Europe: 1.5 GW of flexible CCGT capacity in Texas and a renewable energy aggregator (9 GW) and a battery storage developer (2 GW) in Germany.

Downstream's full-year 2023 adjusted net operating income of \$6.1 billion and cash flow of \$8.2 billion were supported by good availability in Europe and still attractive refining margins, although lower compared to historic levels in 2022.

In view of the structural cash flow growth and share buybacks executed in 2023 (5.9% of the share capital), the Board of Directors will propose at the Shareholders' Meeting to be held on May 24, 2024, the distribution of a final 2023 dividend of €0.79/share, resulting in an increase of 7.1% for the ordinary 2023 dividend, compared to the ordinary 2022 dividend, to €3.01/share. Furthermore, the Board of Directors confirmed a shareholder return policy for 2024 targeting >40% CFFO payout, which will combine an increase in interim dividends of 6.8% to €0.79/share and \$2 billion of share buybacks in the first quarter of 2024, which will remain the base level for quarterly buybacks in the current environment.

(1) Refer to glossary pages 51-52. * Applicable to employees covered by the Common Corpus of Employee Relations Agreements (SSC) i.e., around 14,000 employees in France. ** Applicable to employees of all fully owned companies in France and of companies in which TotalEnergies holds more than 50% in France, subject to agreement by their governing bodies.

Results of TotalEnergies

Key consolidated financial data in millions of dollars, except number of shares and %

	2023	2022	2023 vs 2022
Sales	237,128	280,999	- 16%
Adjusted net operating income from business segments	25,107	38,475	- 35%
Net income (TotalEnergies share)	21,384	20,526	+ 4%
Adjusted net income (TotalEnergies share) ⁽¹⁾	23,176	36,197	- 36%
Fully-diluted weighted average shares ⁽²⁾ (in millions)	2,434	2,572	- 5%
Adjusted fully-diluted earnings per share (in \$)	9.40	13.94	- 33%
Organic investments ⁽¹⁾	18,126	11,852	+ 53%
Net acquisitions ⁽¹⁾	(1,289)	4,451	ns
Net investments ⁽¹⁾	16,837	16,303	+ 3%
Cash flow from operations excluding working capital (CFFO) ⁽¹⁾	35,946	45,729	- 21%
Cash flow from operating activities	40,679	47,367	- 14%

(1) Refer to glossary pages 51-52.

(2) In accordance with IFRS rules, adjusted fully diluted earnings per share is calculated from the adjusted net income less the interest on the perpetual subordinated bonds.

Market environment parameters	2023	2022	2023 vs 2022
Brent (\$/b)	82.6	101.3	- 18%
Henry Hub (\$/Mbtu)	2.7	6.5	- 59%
NBP (\$/Mbtu)	12.6	32.4	- 61%
JKM (\$/Mbtu)	13.8	33.8	- 59%
Average price of liquids (\$/b) ^{(1) (2)} Consolidated subsidiaries	76.2	91.3	- 17%
Average price of gas (\$/Mbtu) ^{(1) (2)} Consolidated subsidiaries	6.64	13.15	- 50%
Average price of LNG (\$/Mbtu) ^{(1) (3)} Consolidated subsidiaries and equity affiliates	10.76	15.90	- 32%
Variable cost margin - Refining Europe, VCM ^{(1) (4)} (\$/t)	69.3	94.1	- 26%

(1) Does not include oil, gas and LNG trading activities, respectively. (2) Sales in \$ / Sales in volume for consolidated affiliates. (3) Sales in \$ / Sales in volume for consolidated and equity affiliates.

(4) This indicator represents the average margin on variable costs realized by TotalEnergies' European refining business (equal to the difference between the sales of refined products realized by TotalEnergies' European refining and the crude purchases as well as associated variable costs, divided by refinery throughput in tons).

Results 2023

Adjusted net operating income from business segments

Segments adjusted net operating income was \$25,107 million in 2023, compared to \$38,475 million in 2022, due to lower oil & gas prices and lower refining margins compared to the exceptional environment in 2022.

Adjusted net income⁽¹⁾ (TotalEnergies share)

Adjusted net income (TotalEnergies share) is \$23,176 million, versus \$36,197 million in 2022.

For the full-year 2023, the adjustment items to Net Income (TotalEnergies Share) amounted to (\$1,792) million, consisting mainly of:

- \$2.0 billion gain on asset sales, including the sale of our retail network in Germany and of our Canadian assets,
- (\$2.2) billion related to asset impairments, primarily related to upstream assets in Kenya and upstream mature assets in Congo, as well as Al Shaheen in Qatar for timing effect of taxes, the Yunlin offshore wind project in Taiwan, divestment projects of Naphtachimie to INEOS and the Natref refinery in South Africa, as well as client portfolios related to goodwills from gas & power marketing activities in Belgium, Spain, and France,
- (\$0.7) billion in inventory effects and effects of changes in fair value,
- (\$0.9) billion in other adjustments, notably the revaluation of Total Eren's previously held equity interest, the devaluation of the Argentine peso, the CCGT Infra-Marginal Income Contribution in France and the exceptional European solidarity contribution.

TotalEnergies' average tax rate was 37.5% in 2023 versus 40.9% in 2022, mainly due to the lower relative weight of Exploration & Production in Company results, in line with the evolution of oil and gas prices.

Adjusted earnings per share

Adjusted diluted net earnings per share were \$9.40 in 2023, based on 2,434 million weighted average diluted shares, compared to \$13.94 in 2022.

As of December 31, 2023, the number of diluted shares was 2,373 million.

As part of its shareholder return policy, TotalEnergies repurchased:

- 43.7 million shares for cancellation in the fourth quarter 2023 for \$2.9 billion,
- 142.6 million shares for cancellation in 2023 for \$9.0 billion.

Acquisitions – asset sales

Acquisitions were \$6,428 million in 2023, mainly related to the creation of a new joint venture with AGEL in India and the acquisition of 50% of Rönesans Enerji in Turkey, as well as the acquisition of the remaining 70.4% of Total Eren, a 20% interest in the SARB and Umm Lulu concession in the United Arab Emirates, the acquisition of a 6.25% stake in the NFE LNG project and 9.375% in NFS LNG project in Qatar, and a 34% stake in a joint venture with Casa dos Ventos in Brazil.

Divestments were \$7,717 million in 2023, due to the sale of our Canadian assets to ConocoPhillips and Suncor and the sale of our retail network in Germany to Alimentation Couche-Tard, as well as the sale of a 40% interest in Block 20 in Angola and a partial farm down in an offshore wind project off the coast of New York and New Jersey in the U.S.

Net cash flow⁽¹⁾

TotalEnergies' net cash flow was \$19,109 million in 2023 compared to \$29,426 million in 2022, reflecting the \$9,783 million decrease in CFFO and the \$534 million increase in net investments to \$16,837 million in 2023.

Profitability (in millions of dollars)	January 1, 2023	October 1, 2022	January 1, 2022
	December 31, 2023	September 30, 2023	December 31, 2022
Return on average capital employed (ROACE) ⁽¹⁾	18.9%	20.1%	28.2%
Return on equity (ROE)	20.4%	22.3%	32.5%

2024 Sensitivities*	Change	Estimated impact on adjusted net operating income	Estimated impact on cash flow from operations
Dollar	+/- 0,1 \$ per €	+0.1 B\$	~0 B\$
Average liquids price**	+/- 10 \$/b	+/- 2.3 B\$	+/- 2.8 B\$
European gas price - NBP / TTF	+/- 2 \$/Mbtu	+/- 0.4 B\$	+/- 0.4 B\$
European Refining Margin Marker (ERM)	+/- 10 \$/t	+/- 0.4 B\$	+/- 0.5 B\$

(1) Refer to glossary pages 51-52.

* Sensitivities are revised once per year upon publication of the previous year's fourth quarter results. Sensitivities are estimates based on assumptions about TotalEnergies' portfolio in 2024. Actual results could vary significantly from estimates based on the application of these sensitivities. The impact of the \$-€ sensitivity on adjusted net operating income is essentially attributable to Refining & Chemicals.

** In a 80 \$/b Brent environment.

Results of business segments

Exploration & Production	2023	2022	2023 vs 2022
Hydrocarbon production (kboe/d)	2,034	2,296	- 11%
Adjusted net operating income (M\$)	10,942	17,479	- 37%
Cash flow from operations excluding working capital (CFFO) ⁽¹⁾ (M\$)	19,126	26,080	- 27%
Cash flow from operating activities (M\$)	18,531	27,654	- 33%

Exploration & Production adjusted net operating income was \$10,942 million in 2023, down 37% year-on-year, mainly due to lower oil and gas prices.

Integrated LNG	2023	2022	2023 vs 2022
Hydrocarbon production for LNG (kboe/d)	449	469	- 4%
Overall Liquefied Natural Gas Sales (Mt)	44.3	48.1	- 8%
Adjusted net operating income (M\$)	6,200	11,169	- 44%
Cash flow from operations excluding working capital (CFFO) ⁽¹⁾ (M\$)	7,293	9,784	- 25%
Cash flow from operating activities (M\$)	8,442	9,604	- 12%

For full-year 2023, Integrated LNG adjusted net operating income was \$6,200 million, down 37% year-on-year (excluding Novatek), mainly due to the exceptional environment in 2022 linked to the energy crisis in Europe resulting from the Russia-Ukraine conflict.

Integrated Power	2023	2022	2023 vs 2022
Net power production (TWh)			
Solar, wind, hydroelectric and combined-cycle gas turbine (CCGT) plants	33.4	33.2	+ 1%
Adjusted net operating income (M\$)	1,853	975	+ 90%
Cash flow from operations excluding working capital (CFFO) ⁽¹⁾ (M\$)	2,152	970	x 2.2
Cash flow from operating activities (M\$)	3,573	66	x 54.1

Integrated Power adjusted net operating income was \$1,853 million in 2023, up 90% year-on-year, demonstrating the performance of its integrated business model along the power value chain: renewables, CCGT, trading, and B2B & B2C marketing.

Refining & Chemicals	2023	2022	2023 vs 2022
Total refinery throughput (kb/d) (includes refineries in Africa reported in the Marketing & Services segment)	1,436	1,472	- 2%
Adjusted net operating income (M\$)	4,654	7,302	- 36%
Cash flow from operations excluding working capital (CFFO) ⁽¹⁾ (M\$)	5,853	7,704	- 24%
Cash flow from operating activities (M\$)	7,957	8,663	- 8%

Refining & Chemicals adjusted net operating income was \$4,654 million in full-year 2023, down 36% year-on-year, due to the decrease in refining margins and refining throughput.

Marketing & Services	2023	2022	2023 vs 2022
Sales (kb/d) (excludes trading and bulk refining sales)	1,375	1,468	- 6%
Adjusted net operating income (M\$)	1,458	1,550	- 6%
Cash flow from operations excluding working capital (CFFO) ⁽¹⁾ (M\$)	2,318	2,365	- 2%
Cash flow from operating activities (M\$)	1,957	3,124	- 37%

Marketing & Services adjusted net operating income was \$1,458 million for the full-year 2023, down 6% year-on-year due to lower sales.

(1) Refer to glossary pages 51-52.

TotalEnergies SE results and proposed dividend

Net income for TotalEnergies SE, the parent company, amounted to €11,232 million in 2023, compared to €7,835 million in 2022.

In view of the structural cash flow growth and share buybacks executed in 2023 (5.9% of the share capital), the Board of Directors will propose at the Shareholders' Meeting to be held on May 24, 2024, the distribution of a final 2023 dividend of €0.79/share, resulting in an increase of 7.1% for the ordinary 2023 dividend, compared to the ordinary 2022 dividend, to €3.01/share. Furthermore, the Board of Directors confirmed a shareholder return policy for 2024 targeting >40% CFFO payout, which will combine an increase in interim dividends of 6.8% to €0.79/share and \$2 billion of share buybacks in the first quarter of 2024, which will remain the base level for quarterly buybacks in the current environment.

Outlook

At the start of 2024, Brent prices are navigating around 80 \$/b in an uncertain economic environment. Oil markets are facing geopolitical tensions in the Middle East on one hand and non-OPEC production growth balanced by OPEC+ policy on the other hand. According to the IEA, global oil demand is anticipated to grow 1.2 Mb/d in 2024, which is in line with the average annual demand growth rate during 2000-2023 of 1.2%/year.

LNG markets should remain in tension due to very limited LNG capacity additions expected in 2024 (2%) and growing demand thanks to lower LNG prices. TotalEnergies expects LNG sales above 40 Mt over the year. Given the evolution of oil and gas prices in recent months and the lag effect on price formulas, TotalEnergies anticipates that its average LNG selling price should be stable around \$10/Mbtu in the first quarter 2024.

First quarter 2024 expected hydrocarbon production should be above 2.4 Mboe/d due to the start-up of Mero 2 in Brazil and the disposals of Canadian upstream assets, effective during fourth quarter 2023. For 2024, TotalEnergies anticipates hydrocarbon production will grow 2% compared to 2023, excluding Canada. Production will benefit from several additional project start-ups, including Tyra in Denmark and Anchor in the U.S.



Full-year refining utilization rate is expected to increase to above 85% in 2024 with no major turnarounds planned.

Momentum continues in Integrated Power growth in 2024 with cash flow before working capital (CFFO) forecasted to increase to between \$2.5 and \$3 billion. The increase is supported by net electricity generation increase to >45 TWh in the context of renewables gross installed capacity increasing by ~6 GW to 28 GW.

In 2024, TotalEnergies expects net investments of \$17-18 billion, of which \$5 billion dedicated to Integrated Power.

Confident in the strong fundamentals of the Company, which celebrates its 100 year anniversary in 2024, the Board of Directors confirmed a shareholder return policy for 2024 targeting >40% CFFO payout, which will combine an increase in interim dividends of 6.8% to €0.79/share and \$2 billion of share buybacks in the first quarter of 2024, in line with the following cash flow allocation priorities:

- a sustainable ordinary dividend through cycles, that was not cut during the Covid crisis, and whose increase is supported by underlying cash flow growth,
- investments to support of a strategy balanced between the various energies,
- maintaining a strong balance sheet,
- buybacks to share surplus cash flow generated at high prices.

Composition of the Board of Directors of TotalEnergies SE

Directors in office as of December 31, 2023



Mr. Patrick Pouyanné
Chairman and Chief Executive Officer



Mr. Glenn Hubbard
Independent director
Russell L. Carson Professor of Finance and Economics, Columbia University, and Chairman of the Board, MetLife, Inc.



Mr. Jacques Aschenbroich
Independent director
Lead Independent Director
Chairman of the Board of Directors of Orange



Mrs. Anne-Marie Idrac
Independent director
Chairwoman of the Board of Directors by Sanef



Mrs. Marie-Christine Coisne-Roquette
Director
Chairwoman of Sonepar S.A.S. and of Colam Entreprendre S.A.S.



Mrs. Emma de Jonge
Director representing employee shareholders



Mrs. Lise Croteau
Independent director



Mrs. Anelise Lara
Independent director



Mr. Mark Cutifani
Independent director
Director and Executive Business Advisor



Mr. Jean Lemierre
Independent director
Chairman of the Board of Directors of BNP Paribas



Mr. Romain Garcia-Ivaldi
Director representing employees



Mr. Dierk Paskert
Independent director



Mrs. Maria van der Hoeven
Independent director



Mr. Angel Pobo
Director representing employees

Summary presentation of the Committees as of March 13, 2024

Audit Committee	Governance and Ethics Committee	Compensation Committee	Strategy & CSR Committee
5 members	5 members	4 members	6 members
75% independent members ^(a)	80% independent members	100% independent members ^(a)	60% independent members ^(a)
Maria van der Hoeven*	Jacques Aschenbroich*	Mark Cutifani*	Patrick Pouyanné*
Marie-Christine Coisne-Roquette	Marie-Christine Coisne-Roquette	Jacques Aschenbroich	Jacques Aschenbroich
Lise Croteau**	Mark Cutifani	Anne-Marie Idrac	Marie-Christine Coisne-Roquette
Romain Garcia-Ivaldi ^(b)	Anne-Marie Idrac	Angel Pobo ^(b)	Anne-Marie Idrac
Glenn Hubbard	Jean Lemierre		Emma de Jonge ^(c)
			Jean Lemierre

(a) Excluding director representing employee shareholders and directors representing employees in accordance with the recommendations of the AFEP-MEDEF Code (point 10.3).

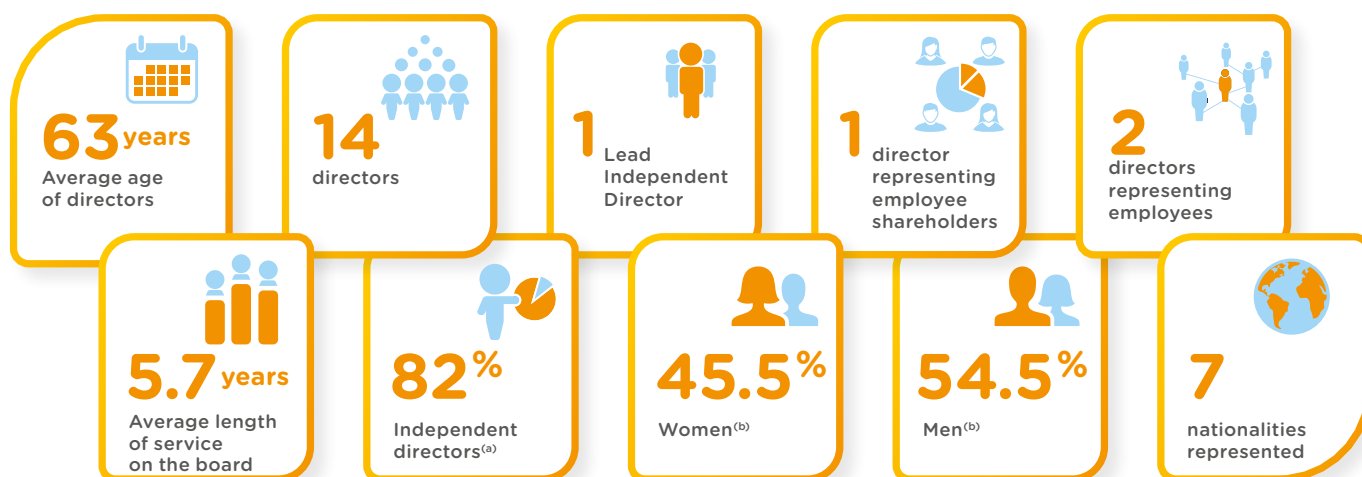
(b) Director representing employees.

(c) Director representing employee shareholders.

* Chairperson of the Committee.

** Financial expert.

Composition of the Board as of March 13, 2024



(a) As of December 31, 2023. Excluding the director representing employee shareholders and the directors representing employees, in accordance with the recommendations of the AFEP-MEDEF Code (point 10.3).

(b) Excluding the directors representing employees, in accordance with the Article L. 225-27-1 of the French Commercial Code and the director representing employee shareholders in accordance with Articles L. 225-23 and L. 22-10-5 of the French Commercial Code.

As of March 13, 2024	Personal information			Number of shares	Experience Number of directorships in publicly traded companies ^(a)	Position on the Board				Participation in Board committees
	Age	Sex	Nationality			Independence ^(b)	Initial date of appointment	Expiry of term of office	Length of service on the Board	
Patrick Pouyanné Chairman and CEO	60	M		410,695	1		2015	2024	9	•
Jacques Aschenbroich Lead Independent Director	69	M		1,000	2	•	2021	2024	3	•
Marie-Christine Coisne-Roquette	67	F		5,000	1		2011	2026	13	•
Lise Croteau	63	F		1,100	2	•	2019	2025	5	•
Mark Cutifani	65	M		2,000	0	•	2017	2026	7	•
Romain Garcia-Ivaldi Director representing employees	35	M		178	0	n/a	2020	2026	4	•
Maria van der Hoeven	74	F		1,800	0	•	2016	2025	8	•
Glenn Hubbard	65	M		1,000	1	•	2021	2024	3	•
Anne-Marie Idrac	72	F		1,539	1	•	2012	2024	12	•
Emma de Jonge Director representing employee shareholders	60	F		184	0	n/a	2022	2025	2	•
Anelise Lara	62	F		1,000	0	•	2023	2026	1	•
Jean Lemierre	73	M		1,042	1	•	2016	2025	8	•
Dierk Paskert	62	M		1,200	0	•	2023	2026	1	•
Angel Pobo Director representing employees	54	M		539	0	n/a	2020	2026	4	•

(a) Number of directorships held by the director in listed companies outside his or her group, including foreign companies, assessed in accordance with the recommendations of the AFEP-MEDEF Code, point 20.

(b) As of December 31, 2023.



6

Board of Directors' report on the **resolutions** proposed to the Shareholders' Meeting

Ladies and Gentlemen,

We have convened this Ordinary and Extraordinary Shareholders' Meeting in order notably to submit for your approval, the resolutions regarding the annual financial statements, the allocation of earnings and the setting of the dividend for the fiscal year ended December 31, 2023, the authorization to trade in the Corporation's shares, the agreements covered by Articles L. 225-38 *et seq.* of the French Commercial Code.

We also submit for your approval the renewal of the term as director of Mr. Patrick Pouyanné, Mr. Jacques Aschenbroich and Mr. Glenn Hubbard, as well as the appointment of Mrs. Marie-Ange Debon, to replace Mrs. Anne-Marie Idrac whose term of office will expire at the end of the Shareholders' Meeting.

We also submit for your approval the information relating to the compensation of executive and non-executive directors ("*mandataires sociaux*"), as well as the compensation policy applicable to them. In addition, we submit for your approval the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during

the fiscal year 2023 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer, as well as the approval of the compensation policy applicable to him.

Furthermore, it is proposed to issue a favorable opinion, in a consultative vote, on the Sustainability & Climate - Progress Report 2024, in which your Board of Directors reports to the Shareholders' Meeting on the progress made in implementing the Corporation's ambition in terms of sustainable development and energy transition towards carbon neutrality and its related targets by 2030.

Furthermore, two resolutions are also submitted for your approval to appoint your Statutory Auditors, Ernst & Young Audit and PricewaterhouseCoopers Audit, in charge of certifying the sustainability information.

Finally, we submit to your approval several financial authorizations, as well as an authorization to be given to the Board of Directors to grant free shares of your Corporation and to delegate to the competence to carry out capital increases reserved for employees who are members of a company or group savings plan.

A total of **23 resolutions** are submitted by your Board of Directors to your Shareholders' Meeting for a vote.

Board of Directors' report on the **resolutions**

Resolutions within the remit of the Ordinary Shareholders' Meeting

RESOLUTIONS **n°1** and **n°2**

Approval of the statutory financial statements and consolidated financial statements for the fiscal year ended December 31, 2023

The purpose of the **resolutions 1 and 2** is to approve respectively the statutory financial statements and the consolidated financial statements for the fiscal year ended December 31, 2023.

RESOLUTION **n°3**

Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2023

The purpose of the **resolution 3** is to determine the allocation of earnings and declare a dividend for the fiscal year ended December 31, 2023.

It is proposed that you set and approve the distribution of an ordinary dividend of €3.01 per share for the fiscal year ended December 31, 2023.

We are reminding you that three ordinary interim dividends, each amounting to €0.74 per share, were paid in cash on October 2, 2023, January 12 and April 3, 2024. Consequently, the final ordinary dividend to be distributed for the fiscal year ended December 31, 2023 would be €0.79 per share. It would be detached from the share on Euronext Paris on June 19, 2024 and it would be paid in cash on July 1, 2024.

The total amount of the ordinary dividend for the fiscal year 2023 corresponding to € 3.01 per share is expected to amount to €7,101,706,057.86, *i.e.*:

- €3,515,057,368.50, amount paid for the first and second interim dividends for the fiscal year 2023 (respectively €1,775,562,290.74 and €1,739,495,077.76);
- €1,727,841,326.88, maximum amount likely to be paid in respect of the third ordinary interim dividend for the fiscal year 2023; and
- €1,858,807,362.48, amount likely to be paid to the maximum number of shares which would be entitled to the final ordinary dividend for the fiscal year 2023, *i.e.* 2,352,920,712 shares of which:
 - 2,386,846,474 shares composing the share capital of TotalEnergies SE as of February 12, 2024, reduced by treasury shares to be cancelled, amounting to 51,925,762 shares as of February 29, 2024, and
 - 18,000,000 shares, maximum number of shares likely to be issued in respect of the capital increase reserved for employees decided by the Board of Directors at its meeting on September 21, 2023, whose indicative implementation date has been set for June 6, 2024, and giving right to the final ordinary dividend for the fiscal year 2023.

If, when the payment of the third interim dividend and the final ordinary dividend, the number of shares entitled to an ordinary dividend for the fiscal year ended December 31, 2023 is lower than the maximum number of shares likely to benefit from the aforementioned dividend due to the buyback by the Corporation of its own shares or following capital increases reserved for employees lower than the maximum amount referred to above, the profit corresponding to the third interim and the final dividend that will not be paid for these shares shall be allocated to "retained earnings" account.

Moreover, for shareholders who are natural persons domiciled in France for tax purposes, the three interim ordinary dividends and the final ordinary dividend for the fiscal year ended December 31, 2023 are subject, at time of payment, to a non-discharging withholding tax at the rate of 12.8% as well as social security contributions of 17.2% on their gross amount, by way of an income tax advance payment.

This withholding tax is chargeable against the single flat rate withholding tax due at the same rate of 12.8%, which constitutes a final taxation under Article 200 A, 1 A 1° of the French General Tax Code⁽¹⁾.

However, at the general option⁽²⁾ of the shareholder, the dividends may be taxed at the progressive income tax rate. In this case, the interim and the final dividends are eligible for the 40% allowance provided for in article 158 3 2° of the French General Tax Code. The 12.8% non-discharging withholding tax is chargeable against income tax for the year in which the dividend is received. If it exceeds the tax owing, it is refunded.

Moreover, in accordance with the third paragraph of Article 117 quater of the French General Tax Code, natural persons belonging to a tax household whose reference taxable income for the penultimate year is less than €50,000 for single, divorced, or widowed taxpayers and €75,000 for taxpayers subject to joint taxation, may request to be exempted from the 12.8% non-discharging withholding tax in accordance with the terms and conditions laid down in Article 242 quater of the French General Tax Code.

(1) However, it should be noted that the interim and final dividends are included in the reference taxable income for the year they are received serving as a basis for the calculation of the exceptional contribution income. This is due at the rate of 3% on the portion of the reference taxable income between €250,001 and €500,000 (for single, divorced or widowed taxpayers) or between €500,001 and €1,000,000 (for taxpayers subject to joint taxation) and at the rate of 4% above that level.

(2) Taxpayers may expressly and irrevocably opt for (before the deadline of their tax return and generally in respect of all their income defined in Article 200 A 1 of the French General Tax Code) the taxation of their income within the scope of application of the flat tax on the progressive income tax scale in accordance with Article 200 A, 2 of the French General Tax Code.

The amount of the ordinary and extraordinary dividends distributed in respect of the three previous financial years and the amount proposed to the Shareholders' Meeting for the 2023 fiscal year are recalled below:

Fiscal Year	Type of coupon	Gross dividend per share (€)	Total dividend (€M)
2023	Interim ^(a)	0.74 ^(b) , 0.74 ^(c) , 0.74 ^(d)	
	Final ^(a)	0.79 ^(e)	7,101.7 ^(e) (f)
	Total	3.01^(e)	
2022	Ordinary Interim ^(a)	0.69 ^(b) , 0.69 ^(c) , 0.69 ^(d)	
	Extraordinary ^(a)	1.00	9,448.1
	Final ^(a)	0.74	
Total	3.81		
2021	Interim ^(a)	0.66 ^(b) , 0.66 ^(c) , 0.66 ^(d)	
	Final ^(a)	0.66	6,869.3
	Total	2.64	
2020	Interim ^(a)	0.66 ^(b) , 0.66 ^(c) , 0.66 ^(d)	
	Final ^(a)	0.66	6,948.1
	Total	2.64	

(a) Amounts eligible for the 40% allowance benefiting individuals residing in France for tax purposes, provided for in Article 158 3 2° of the French General Tax Code, assuming they have opted for the progressive tax scale. (b) 1st interim dividend. (c) 2nd interim dividend. (d) 3rd interim dividend. (e) Subject to the approval of the Shareholders' Meeting of May 24, 2024. (f) Maximum amount likely to be paid.

RESOLUTION n°4

Authorization granted to the Board of Directors, for a period of eighteen months, to trade in the Corporation shares

Use of the authorization previously granted by the Shareholders' Meeting

You authorized your Board of Directors to trade in the Corporation shares at the Shareholders' Meeting on May 26, 2023 (fourth resolution). Further to this authorization, your Corporation completed the share buybacks of 111,352,468 TotalEnergies shares between May 26, 2023 and February 29, 2024 in order to cover performance share plans decided by the Board of Directors or to cancel them *i.e.* 4.76% of the share capital as of February 29, 2024. These shares were repurchased for a total amount of €6.6 billion, at an average unit price of €59.29, *i.e.* \$7.1 billion, at the ECB exchange rate on the date of the share buybacks. 32,455,303 and 25,405,361 of these shares were respectively cancelled on September 25, 2023 and on February 12, 2024.

Summary of the authorization requested

Nature	Ceiling as a % of the share capital	Maximum purchase price per share	Duration	Possibility of use in the case of a public offering
Authorization to trade in the shares of the Corporation	10%	€100	18 months	No

Given that the authorization granted by the Shareholders' Meeting on May 26, 2023 is due to expire on November 27, 2024, we propose, in the **resolution 4** of this Meeting, that you authorize your Board of Directors to trade in the shares of the Corporation within the limit of a maximum purchase price set at €100 per share.

The purchase, sale or transfer of such shares may be transacted by any means on regulated markets, multilateral trading facilities or over the counter, including the purchase or sale by block trades, in accordance with the regulations of the relevant market regulatory authorities. Such transactions may include the use of any financial derivative instrument traded on regulated markets, multilateral trading facilities or over the counter and implementing option strategies.

These operations would be carried out in accordance with Article L.22-10-62 of the French Commercial Code. The transactions may be carried out at any time, in accordance with the applicable regulations at the date of the transactions considered, except any public offer periods applying to the Corporation's share capital.

Pursuant to the provisions of Article L.22-10-62 of the French Commercial Code, the maximum number of shares that may be purchased under this authorization may not exceed **10%** of the total number of shares making up the share capital on the date this authorization is used. This limit of 10% is applicable to the share capital of the Corporation which may be adjusted as a result of transactions impacting the share capital after the date of this Meeting. Purchases made by the Corporation may not under any circumstances cause it to hold, either directly or indirectly through subsidiaries, more than 10% of the share capital.

Moreover, in accordance with the sixth paragraph of Article L.22-10-62 of the French Commercial Code, the number of shares acquired by the Corporation with a view to them subsequently being used for payment or exchange in the case of a merger, spin-off or contribution operation may not currently exceed 5% of its share capital.

As of February 29, 2024, out of the 2,386,846,474 outstanding shares, the Corporation held 56,950,697 shares directly. Consequently, the maximum number of shares that the Corporation could buyback is 181,733,950 shares and the maximum amount that the Corporation may spend to acquire such shares is €18,173,395,000.00 (excluding acquisition fees).

The authorization, that is the purpose of the **resolution 4**, would be granted for a period of **eighteen months** from the date of this Meeting and would cancel the unused portion of the authorization granted by the Shareholders' Meeting on May 26, 2023 (fourth resolution).

RESOLUTION n°5

Regulated agreements and undertakings referred to in Article L. 225-38 et seq. of the French Commercial Code

The purpose of the **resolution 5** is to submit for your approval the special report of the statutory auditors on regulated agreements and undertakings referred to in Article L. 225-38 et seq. of the French Commercial Code which mentions no new agreements.

Board of Directors' report on the **resolutions**

RESOLUTIONS

n°6

to

n°9

Renewal of the directorship of three directors and appointment of a new director

Renewal of the directorship of three directors

Your Board of Directors proposes under **resolutions 6, 7 and 8** to renew the directorships of Mr. Patrick Pouyanné, Mr. Jacques Aschenbroich and Mr. Glenn Hubbard that are to expire at the end of the Shareholders' Meeting, for a three-year term to expire at the end of the Annual Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026.

Your Board of Directors reminds you that, at its meeting held on September 21, 2023, and on the proposal of the Governance and Ethics Committee, it unanimously decided to propose the renewal of the term of office as Director of Mr. Patrick Pouyanné. Indeed, the discussions held by the Governance and Ethics Committee in the best interests of the Corporation - and after individual consultation of each Director by the Lead Independent Director - led the Board to decide unanimously and with conviction to continue to combine the functions of Chairman and Chief Executive Officer.

In the frame of the balanced governance implemented since 2015, it also unanimously decided to propose the renewal of the mandate of Mr. Jacques Aschenbroich, who has held the position of Lead Independent Director since May 2023. The Board of Directors deemed, during its evaluation, that Mr. Jacques Aschenbroich fully fulfills his role of Lead Independent Director and demonstrates great availability for the exercise of his missions.



Mr. Patrick Pouyanné has been Chief Executive Officer since October 22, 2014 and Chairman and Chief Executive Officer since December 19, 2015.

While reaffirming its support to the quality and the relevance of the strategy implemented since 2020, the Board of Directors considers as appropriate to ensure the continuity of the Company's governance and leadership. Since 10 years, Patrick Pouyanné has done an extraordinary work in steering TotalEnergies in a complex environment, delivering outstanding financial results and engaging the Company in the energy transition more quickly and consistently.

The Board of Directors unanimously looks forward to his continued leadership and his strategic vision to continue TotalEnergies' transition, with determination and consistency, relying on two pillars: Oil & Gas on the one hand, Electricity and Renewables on the other hand. This vision, which creates value in the medium and long term, and this strategic stability are an asset and a differentiating factor for TotalEnergies compared with its peers.

This management form of the Corporation is considered to be the most appropriate for dealing with the challenges and specificities of the energy sector, which is facing major transformations. More than ever, this context requires agility of movement, which the unity of command reinforces, by giving the Chairman and Chief Executive Officer the power to act and increased representation

of the Corporation in its strategic negotiations with States and partners of the Company.

The unity of the power to manage and represent the Corporation in a balance of powers context is also particularly well regulated by the Corporation's corporate Governance, with a Lead Independent Director having extensive powers.

The Lead Independent Director, who is necessarily independent and by right Chairman of the Governance and Ethics Committee, in accordance with the Rules of Procedure, has thus the possibility to request the Chairman and Chief Executive Officer to call a meeting of the Board of Directors on a given agenda. He may also request that the Chairman and Chief Executive Officer include additional items on the agenda of any meeting of the Board of Directors.

The Lead Independent Director is a preferred interlocutor for shareholders on issues for which the Board is in charge. He is thus in charge of the annual process of assessment of the functioning of the Board and also chairs the meetings of the Directors who do not hold executives or salaried positions.

The balance of power within the governance bodies, in addition to the independence of its members, is further strengthened by the full involvement of the directors, whose rate of participation in the work of the Board and its Committees is exemplary. The diversity of their skills and expertise also enables the Chairman and Chief Executive Officer to benefit from a wide range of contributions.



Mr. Jacques Aschenbroich, a French national, who has been a director (since May 28, 2021), is Lead Independent Director, Chairman of the Governance and Ethics Committee, member of the Compensation Committee and member of the Strategy & CSR Committee of TotalEnergies SE. In addition to his participation in a balanced governance of your Corporation, as mentioned above, the renewal of his term of office will allow him to continue to provide the Board of Directors with his experience as the head of a major industrial company and his skills in mobility, digital and governance. He was for 14 years, in charge of Valeo, one of the largest automotive equipment manufacturers in the world, and has been Chairman of Orange since May 2022, Chairman of the Governance Committee of BNP Paribas, after having been Chairman of the Research and Sustainable Development Committee of the Board of Directors of Veolia.



Mr. Glenn Hubbard, an American economist, has been a director of TotalEnergies SE since May 28, 2021 and member of the Audit Committee since May, 2023. The renewal of his term of office will allow him to continue to provide the Board of Directors with his knowledge of the American markets which is a highly valuable asset given the scale of capital committed in that country and the growing importance of the Company's North American shareholder base.

Appointment of a new director

Your Board of Directors propose under **resolution 9**, upon the proposal of the Governance and Ethics Committee, to appoint Mrs. Marie-Ange Debon as director, for a three-year term, to expire at the end of the Annual Shareholders' Meeting to be held in 2027 to approve the financial statements for the year ending December 31, 2026, in replacement of Mrs. Anne-Marie Idrac whose term of office will expire at the end of the Shareholders' Meeting.

Mrs. Marie-Ange Debon, a French national, is graduated from the French École des hautes études commerciales (HEC) and from the French École nationale de l'administration (ENA) and holds a master's degree in law. Chairwoman of the Keolis Group Executive Board, she has extensive experience acquired in administration and then in large international groups in the environmental and transport sectors and she will be able in particular to make the Board benefit from her skills in financial, regulatory and governance matters for large companies.

The Board of Directors would like to point out that the directors of TotalEnergies SE have different profiles. They are present, active and involved in the work of the Board of Directors and the Committees in which they participate. The complementarity of their professional experience and their skills are all assets for the quality of the deliberations of the Board of Directors in the context of the decisions it is called upon to make.

At the end of the Shareholders' Meeting on May 24, 2024, if the proposed resolutions are approved, your Board of Directors will comprise 14 members, with 7 nationalities represented. The proportion of independent directors as defined by the Afep-Medef Code will be 82%, which is in line with the best standards, and the proportions of women and men, calculated excluding directors representing employees or employee shareholders, will be 45% and 55% respectively.

RESOLUTIONS n°10 to n°13

Compensation of the executive and non-executive directors ("mandataires sociaux")

Approval of the information relating to the compensation of executive and non-executive directors ("mandataires sociaux") mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code.

In the **resolution 10**, your Board of Directors proposes that you approve, in accordance with Article L. 22-10-34 II of the French Commercial Code, the information relating to the compensation of executive and non-executive directors mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, points 4.3.1.2 and 4.3.2.1).

Approval of the compensation policy applicable to directors

The purpose of **resolution 11** is to submit for your approval the compensation policy applicable to Board's members of the Corporation, presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, point 4.3.1). This compensation policy is unchanged compared to the one approved by the 2023 Shareholders' Meeting.

Approval of the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2023 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer

In the **resolution 12**, it is proposed, in accordance with Article L. 22-10-34 II of the French Commercial Code, that you approve the fixed, variable and extraordinary components of the total compensation and the in-kind benefits paid during the fiscal year 2023 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer, as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, point 4.3.2.1).

Your Board of Directors reminds you that payment to the Chairman and Chief Executive Officer of the variable component due in respect of the fiscal year ended December 31, 2023 is conditional on this Shareholders Meeting's approval of the components of the Chairman and Chief Executive Officer's compensation under the conditions stipulated in Article L. 22-10-34 of the French Commercial Code.

Approval of the compensation policy applicable to the Chairman and Chief Executive Officer

In the **resolution 13**, your Board of Directors proposes that you approve, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Corporation's Chairman and Chief Executive Officer, as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, point 4.3.2.2).

Within the framework of the new term of office given to the Chairman and Chief Executive Officer, the Board reviewed the remuneration policy in the light of those applied within comparable companies on both the national and international markets with the aim of determining this remuneration policy for the duration of the new mandate. It decided to maintain unchanged the fixed compensation and the structure and amount of the variable compensation, and to re-evaluate the amount of shares subject to performance conditions. These amounts will remain unchanged for the duration of the term of office. In addition, the Board of Directors will ensure that the allocation of performance shares to employees evolves in a coherent manner, helping to align the interests of the Chairman and Chief Executive Officer and the Company's employees more closely with those of the shareholders.

Board of Directors' report on the **resolutions**

RESOLUTION n°14

Opinion on the Sustainability & Climate – Progress Report 2024, reporting on the progress made in the implementation of the Corporation's ambition with respect to sustainable development and energy transition towards carbon neutrality and its related targets by 2030

In accordance with the resolution approved by the shareholders in May 2022 on TotalEnergies' ambition for sustainable development and energy transition to carbon neutrality, your Board of Directors has committed to report annually to the Shareholders' Meeting on the progress made in the implementation of this ambition.

In this context, your Board of Directors has adopted a Sustainability & Climate - Progress Report 2024, which was published. This report gives an account of the implementation of the strategy and the progress made in 2023 with regard to the objectives for 2030. It notably reports on the results achieved in terms of reducing the Company's emissions and of its contribution to the energy transition in a just, orderly and equitable manner toward all its stakeholders.

In the **resolution 14**, it is proposed that you issue a favorable opinion, in a consultative vote, on the Sustainability & Climate - Progress Report 2024.

Your Board would like to remind you the framework of this consultation in order to respect the specific attributions of each of the corporate bodies, the Board having adopted the report submitted to you as part of its mission to define the Company's strategy.

The Board of Directors is giving shareholders the opportunity to express their opinion on the implementation, since the 2021 Shareholders' Meeting, of the Corporation's ambition in terms of sustainable development and energy transition towards carbon neutrality and its related targets by 2030. As your Board explained to you previous years, this consultation responds to certain expectations expressed in this regard and contributes to the dialogue between the Corporation and its shareholders in an area of expertise specific to the Board of Directors. Your Board is thus assuming its responsibility for setting the Corporation's strategic direction, while at the same time seeking the opinion of the Corporation's shareholders in an area in which a draft resolution submitted by a shareholder would not be admissible. Your Board naturally hopes that the Corporation's shareholders will support the implementation of the Corporation's ambition and the progress made in the framework of the strategic direction, which commits the Corporation's action. Your Board specifies that if the resolution is not adopted, it will discuss with the shareholders the reasons that led them, if any, not to support the proposed resolution and will inform them of the results of this process and the measures envisaged to take account of them.

Finally, your Board of Directors would like to remind you that the transition strategy towards an integrated energy company is a long-term one and TotalEnergies' strategic orientations will need time to produce their full effects. During its annual strategic reviews, TotalEnergies SE's Board of Directors examines the relevance of its ambitions, the appropriateness

of its strategy and its greenhouse gas reduction objectives in light of progress in international and national policies, new scenarios for decarbonization trajectories, advances in low-carbon technologies, actions taken by other sectors, including by its customers with its active support, and other developments in society in terms of energy transition and sustainable development. It will continue to report annually to the Annual Shareholders' Meeting on the progress made in implementing this ambition and will consult with it as necessary on the adaptation of its strategy and objectives.

RESOLUTIONS n°15 to n°16

Designation of the sustainability auditors

Following the transposition measures into the French Commercial Code of the provisions of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards the publication of sustainability information by companies, the Shareholders' Meeting of your Corporation is called to appoint one or more sustainability auditors in charge of the certification of the sustainability information that your Corporation will be required to publish, for the first time, in 2025 for the financial year 2024.

Within the framework of this new procedure, your Audit Committee has carried out a selection process which has led it to propose to your Board of Directors the designation, for the sustainability information certification of your Company, of your Statutory Auditors that are currently responsible for the audit of the financial information; these designations should ensure a high level of quality in the sustainability certification.

Your Board of Directors, under the **resolutions n°15 and 16**, therefore proposes that you appoint Ernst & Young Audit and PricewaterhouseCoopers Audit, the Statutory Auditors of your Company, to certify your Corporation's sustainability information for the remainder of their term of office as Statutory Auditors, *i.e.*, until the end of the Shareholders' Meeting called in 2028 to approve the financial statements for the fiscal year ending December 31, 2027.

Ernst & Young Audit and PricewaterhouseCoopers have each indicated in advance that they will accept the mandate that may be entrusted and have declared that they meet all the conditions required by law and regulations for the performance of this mandate.

Resolutions within the remit of the Extraordinary Shareholders' Meeting

Financial authorizations relating to the Corporation's share capital

You granted the Board of Directors, at the Shareholders' Meeting of May 25, 2022, delegations of competence to complete capital increases. These financial delegations of competence and powers expiring on July 25, 2024, we propose under **resolutions 17, 18, 19, 20 and 21** to renew them, for a period of **twenty-six months**, as a replacement for the delegations previously granted.

The purpose of these delegations of competence and powers related to share capital increases is to give the Board of Directors the necessary flexibility to complete the most appropriate financing transactions based on market conditions and the Corporation's needs, where applicable, in addition to bank or bond financing. These delegations would enable the issue of shares and securities providing access immediately or in the future to the Corporation's share capital, by maintaining or canceling shareholders' preemptive subscription rights, depending on the opportunities offered by the financial markets as well as the interests of the Corporation and its shareholders.

We are also reminding you that, by virtue of Article L. 225-132 of the French Commercial Code, the decision to issue securities providing access to the Corporation's share capital automatically entails the waiver by shareholders of their preemptive subscription right to the equity securities to which the securities that could be issued would give right, immediately and/or in the future, to the benefit of the holders of these securities.

The Board of Directors may not, except with the prior authorization of the Shareholders' Meeting, make use of these delegations of authority and powers as from the filing by a third party of a proposed public offer for the securities of the Corporation and until the end of the offer period.

In addition, you authorized the Board of Directors, during the Shareholders' Meeting of May 26, 2023, to grant for free Corporation's shares to employees and executive directors ("*dirigeants mandataires sociaux*") of the Company. We propose in **resolution 23** to renew it for a **38-month** period, as a replacement for this authorization.

Employee shareholding plans

As part of the Company's policy of developing employee shareholding, we propose in **resolution 22** to renew the delegation of competence granted to the Board of Directors to complete a capital increase reserved to members of a company or group savings plan, for a period of **twenty-six months**, as a replacement of the delegation previously granted.

Details of the use of previous authorizations granted to the Board of Directors can be found in the section "Delegations of authority and powers granted to the Board of Directors with respect to capital increases" of this brochure.

Board of Directors' report on the **resolutions**

Table summarizing the amounts of authorizations requested

Nature of the operation	Ceiling in nominal amount, or in number of shares, or expressed in %, of the capital ^(a)	Resolutions	Expiry date and duration of the authorization granted to the Board of Directors
Securities representing debt instruments providing access to a portion of the share capital	An aggregate ceiling for securities of €10bn	17th, 18th, 19th, and 21st resolutions	July 24, 2026 26 months
	An aggregate ceiling of €2.5bn^(b) , i.e. a maximum of 1 billion shares issued with preemptive subscription rights , with the following being deducted from this amount:	17th resolution	July 24, 2026 26 months
Issue of securities	1/ a specific ceiling of €575m^(c) of share capital, i.e. a maximum of 230 million shares , for issues with cancellation of the preemptive subscription right , including as consideration for shares tendered in a public exchange offer for securities meeting the conditions provided for in Article L. 22-10-54 of the French Commercial Code, from which are deducted:	18th resolution	July 24, 2026 26 months
	1a/ a sub-ceiling of €575m^(c) of share capital, to issue, through an offer pursuant to Article L. 411-2 1° of the French Monetary and Financial Code, shares and securities resulting in a capital increase, with cancellation of the shareholders' preemptive subscription right	19th resolution	July 24, 2026 26 months
	1b/ a sub-ceiling within the limit of 15% of the initial issue completed under the 18 th or 19 th resolution	20th resolution	July 24, 2026 26 months
	1c/ a sub-ceiling of €575m^(c) of share capital in consideration for contributions in kind where the provisions of Article L. 22 10 54 of the French Commercial Code are not applicable	21st resolution	July 24, 2026 26 months
	2/ a specific ceiling representing 1.5%^(d) of the share capital on the date the Board decides the issue of capital increases reserved to employees who are members of a company or group savings plan	22nd resolution	July 24, 2026 26 months
Grant of free shares to Company employees and to executive directors (" <i>dirigeants mandataires sociaux</i> ")	1% of the share capital on the date of the Board's decision to grant shares	23rd resolution	July 24, 2027 38 months

(a) The share capital is assessed on the date the Board decides to carry out the operation.

(b) The number of shares whose creation is authorized by the 17th resolution of the Extraordinary Shareholders' Meeting on May 24, 2024 may not exceed **1 billion shares**, with a nominal value of €2.50, representing **41.90% of the share capital** as of February 29, 2024.

(c) The number of shares whose creation is authorized by the 18th, 19th and 21st resolutions of the Extraordinary Shareholders' Meeting on May 24, 2024 may not exceed **230 million shares**, with a nominal value of €2.50, representing **9.64% of the share capital** as of February 29, 2024.

(d) i.e. **35,802,697 shares**, on the basis of the share capital as of February 29, 2024 divided into **2,386,846,474 shares**.

RESOLUTION n°17

Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the capital, either by issuing ordinary shares and/or securities providing access to the Corporation's share capital or by incorporation of reserves, earnings or other, with maintenance of the shareholders' preemptive subscription right.

Summary of the delegation of competence requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offer
Capital increase by issuing of shares and or securities or by incorporation of reserves, earnings or other	€2.5bn ^(a)	Maintained	26 months	No
Issue of securities representing debt instruments providing access to a portion of the share capital	€10bn ^(b)			

(a) Representing **one billion shares** of the Corporation with a unit nominal value of €2.50, or **41.90%** of the share capital as of February 29, 2024.

(b) Or its equivalent in any other currency on the issue date. This ceiling is common to the **17th, 18th, 19th and 21st resolutions.**

We request under **resolution 17**, and pursuant to Articles L. 225-129, L. 225-129-2 and L. 228-91 *et seq.* of the French Commercial Code, that you delegate to your Board of Directors the **competence to decide** one or more capital increases by issuing ordinary shares and/or securities giving access, immediately and/or in the future, to part your Corporation's share capital, **with maintenance of the shareholders' preemptive subscription right.**

This delegation of competence would enable the Corporation to complete capital increases, maintaining the shareholders' preemptive subscription right, primarily with a view to financing cash transactions, where applicable, in addition to bank or bond financing.

Capital increases implemented by virtue of this delegation may be completed by way of a cash contribution or incorporation of premiums, reserves, earnings or other whose capitalization shall

be authorized by law and the bylaws, in the form of grant of free shares or an increase in the nominal value of existing shares.

The maximum nominal amount of the capital increases that may be completed under the **resolution 17** may not exceed the aggregate ceiling of **two billion five hundred million euros**. Moreover, the total nominal amount of the capital increases that may be completed under **resolutions 18, 19, 20, 21, and 22** shall be deducted from this aggregate ceiling.

The delegation contemplated under **resolution 17** would be granted for a period of **twenty-six months** from the date of this Meeting and would render ineffective, up to the unused part, the delegation granted by the Combined Shareholders' Meeting on May 25, 2022 (resolution 17).

RESOLUTION n°18

Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the capital, within the framework of a public offer, by issuing ordinary shares and/or securities giving access to the Corporation's share capital, with cancellation of the shareholders' preemptive subscription right

Summary of the delegation of competence requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offer
Capital increase through a public offer	€575m ^(a)	Cancelled	26 months	No

(a) Representing **230 million shares** of the Corporation with a unit nominal value of €2.50, or **9.64%** of the share capital as of February 29, 2024.

We request under **resolution 18**, and pursuant to the provisions of the articles referred above and Articles L. 225-135, L. 22-10-52 et L. 22-10-54 of the French Commercial Code, that you delegate to your Board of Directors the **competence to decide** one or more capital increases by issuing ordinary shares and/or securities giving access, immediately and/or in the future, to part of the Corporation's share capital, **with cancellation of the shareholders' preemptive subscription right.**

For example, this resolution would allow the issue of securities of the Corporation in consideration for securities contributed

as part of a public exchange offer initiated by the Corporation for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code (public exchange offer for the shares of a company whose shares are admitted to trading on a regulated market of a State party to the agreement on the European Economic Area or member of the Organization for Economic Co-operation and Development). The nominal amount of the capital increase that may be decided in this case shall be deducted from the maximum nominal amount authorized by this resolution.

Board of Directors' report on the **resolutions**

It could also be used in issues of securities giving access to the capital or issues abroad. However, this resolution does not include the possibility to complete a capital increase through an offer provided for in Article L. 411-2 1° of the French Monetary and Financial Code among qualified investors or a restricted circle of investors.

We also request that you delegate to your Board of Directors the possibility to provide for a priority subscription period for the benefit of shareholders, whose minimum duration is set at three trading days in accordance with Article R. 22-10-51 of the French Commercial Code.

In addition, we hereby inform you that to date, in accordance with Article R. 22-10-32 of the French Commercial Code, the issue price of ordinary shares likely to be issued under this delegation would be at least equal to the weighted average of the prices quoted on Euronext Paris during the three trading sessions preceding the start of the public offering within the meaning of regulation (EU) No. 2017/1129 of June 14, 2017 less, where applicable, a maximum discount of 10%.

The total nominal amount of capital increases that may be completed immediately and/or in the future, under this resolution, may not exceed **five hundred and seventy-five million** euros, it being specified that the total nominal amount of these capital increases shall be deducted from the aggregate ceiling for capital increases authorized by this Meeting in the **resolution 17**.

The delegation contemplated under **resolution 18** would be granted for a period of **twenty-six months** from the date of this Meeting and would render ineffective, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting on May 25, 2022 (resolution 18).

RESOLUTION n°19

Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to issue, through an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code, ordinary shares and/or securities giving access to the Corporation's share capital, resulting in a capital increase, with cancellation of the shareholders' preemptive subscription right

Summary of the delegation of competence requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offering
Capital increase through the offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code	€575m ^(a)	Cancelled	26 months	No

(a) Representing **230 million** shares of the Corporation with a unit nominal value of €2.50, or **9.64%** of the share capital as of February 29, 2024.

We request under the **resolution 19**, and pursuant to the provisions of the forementioned articles, that you delegate to your Board of Directors the **competence to decide** one or more capital increases by issuing ordinary shares and/or securities giving access, immediately and/or in the future, to part of the Corporation's share capital, **with cancellation of the shareholders' preemptive subscription right, through an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code**.

This resolution would allow to complete capital increases to the benefit of qualified investors or a restricted circle of investors to facilitate the Corporation's access to capital thanks to more favorable conditions of issuance or when the speed of operations is key for their success.

In addition, we hereby inform you that to date, pursuant to Article R. 22-10-32 of the French Commercial Code, the issue price of ordinary shares that may be issued under this delegation would be at least equal to the weighted average of the prices quoted on Euronext Paris during the three trading sessions preceding the start of the public offering within the meaning of regulation (EU) No. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%.

The total nominal amount of capital increases likely to be carried out in accordance with this resolution may not exceed **five hundred seventy-five million** euros corresponding to the amount of the ceiling authorized in the **resolution 18** against which it shall be deducted.

The delegation contemplated under **resolution 19** would be granted for a period of **twenty-six months** from the date of this Meeting and would render ineffective, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting on May 25, 2022 (resolution 19).

RESOLUTION n°20
Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a capital increase with cancellation of the shareholders' preemptive subscription right
Summary of the delegation of authority requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offering
Capital increase in the event of excess demand	15% of the initial issue	Cancelled	26 months	No

We request under **resolution 20**, and in accordance with the provisions of Articles L. 225 135-1 and R. 225-118 of the French Commercial Code, that you delegate to your Board of Directors the **competence to increase the number of shares to be issued**, at the same price as that adopted for the initial issue, in case of excess demand.

In accordance with this resolution, your Board of Directors may, in the event of excess demand (if investor demand is higher than the amount initially offered), increase the number of shares to be issued in the case of a capital increase with cancellation of the shareholders' preemptive subscription right, within the time limits and limits stipulated by the regulations in

force on the issue date and completed under **resolutions 18 et 19**. We hereby inform you that the Board of Directors could decide to increase the number of shares to be issued within thirty days of the closing of the subscription and within the limit of **15% of the initial issue**, pursuant to Article R. 225-118 of the French Commercial Code.

The delegation contemplated under **resolution 20** would be granted for a period of **twenty-six months** from the date of this Meeting and would cancel, up to the unused part, the delegation granted by the Combined Shareholders' Meeting on May 25, 2022 (resolution 20).

RESOLUTION n°21
Delegation of powers granted to the Board of Directors, for a period of twenty-six months, to increase the capital by issuing ordinary shares and/or securities giving access to the share capital of the Corporation in consideration for contributions in kind granted to the Corporation, with cancellation of the shareholders' preemptive subscription right
Summary of the delegation of authority requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offering
Capital increase in consideration for contributions in kind	€575m ^(a)	Cancelled	26 months	No

(a) Representing **230 million** shares of the Corporation with a unit nominal value of €2.50. Or **9.64%** of the share capital as of February 29, 2024, it being specified that this ceiling may not exceed the legal limit set to date at 10% of the share capital on the date the Board decides to complete the operation.

We request under **resolution 21**, and pursuant to Article L. 22-10-53 of the French Commercial Code, that you delegate to your Board of Directors the **powers to decide** the issue of ordinary shares and/or securities giving access, immediately and/or in the future, to part of the Corporation's share capital in **consideration for contributions in kind granted to the Corporation** and consisting of equity securities and/or securities giving access to the share capital of third-party companies as part of external growth operations and where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable. These provisions relate to a public exchange offer for the shares of a company whose shares are admitted to trading on a regulated market of a State party to the agreement on the European Economic Area or member of the Organization for Economic Co-operation and Development.

The total nominal amount of capital increases likely to be carried out in accordance with this resolution may not exceed **five hundred and seventy-five million** euros corresponding to the amount of the ceiling authorized in the **resolution 18** against which it shall be deducted from.

The delegation contemplated under **resolution 21** would be granted for a period of **twenty-six months** from the date of this Meeting and would cancel, up to the unused part, the delegation granted by the Combined Shareholders' Meeting on May 25, 2022 (resolution 21).

Board of Directors' report on the **resolutions**

RESOLUTION n°22

Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to complete capital increases, with cancellation of shareholders' preemptive subscription rights, reserved to members of a company or group savings plan

Summary of the delegation of competence requested

Nature	Nominal ceiling	Shareholders preemptive subscription right	Duration	Possibility to make use in the case of a public offering
Members of a Company or group plan	1.5% of capital ^(a)	Cancelled	26 months	Yes

(a) Established as of the date the Board of Directors' decides to carry out the operation.

As the Shareholders' Meeting is called to vote on an authorization to grant free shares, including by way of a capital increase by consideration paid in cash, we submit, pursuant to the provisions of Article L. 225-129-6 of the French Commercial Code, a resolution for capital increases reserved for employees in accordance with the provisions, firstly, of Articles L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code, and, secondly, Articles L. 3332-18 *et seq.* of the French Labor Code.

The purpose of this **resolution 22** is to develop employee shareholding in the Company, allowing, where applicable, employees to subscribe for shares at a discounted price compared to the TotalEnergies share price.

We therefore request through this **resolution**:

- › on the one hand, that you delegate to your Board of Directors **the competence to decide** to increase the Corporation's share capital, on one or more occasions, within the limit, identical to the amount approved by the Combined Shareholders' Meeting on May 26, 2023, of **1.5%** of the share capital on the date of the meeting of the Board of Directors decides to issue (representing **35,802,697** shares based on the share capital as of February 29, 2024), it being specified that the amount of the share capital issued in respect of this resolution shall be deducted from the overall capital increases authorized in the resolution 17,
- › and on the other hand, that you **reserve the subscription of all the shares to be issued to the benefit of members of a company or group savings plan** of the Corporation and French and foreign companies within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, including the members mentioned in Article L. 3332-2 of the French Labor Code, it being specified that this resolution may be used to implement leverage formulas.

We would also point out, that, in accordance to Article L. 3332-21 of the French Labor Code, this delegation would authorize TotalEnergies existing shares or shares to be issued by the Corporation to be granted to the beneficiaries mentioned above, in the following cases:

- › in respect of the supplement that could be paid in accordance with the rule(s) of the company or group savings plan, within the limits provided for in Articles L. 3332-11 *et seq.* of the French Labor Code;
- › and/or as a substitute for all or part of the discount referred to in paragraph 5° of this resolution, it being understood that the benefit resulting from this grant may not exceed the legal or regulatory limits pursuant to Article L. 3332-21 of the French Labor Code.

The Board of Directors reminds you that this delegation will result in the cancellation of shareholders' preemptive subscription rights in favor of members of a company or group savings plan to which capital increases would be reserved, including the members mentioned in article L. 3332-2 of the French Labor Code.

The subscription price of the shares to be issued may not be less than the average of the last quoted prices of the TotalEnergies shares on Euronext Paris during the twenty trading sessions preceding the date of the Board of Directors' meeting setting the opening date of the subscription period, reduced by a 30% discount.

The delegation that is the purpose of **resolution 22** would be granted for a period of **twenty-six months** from the date of this Meeting and would cancel the unused portion of the delegation granted by the Extraordinary Shareholders' Meeting of May 26, 2023 (resolution 16).

RESOLUTION n°23

Delegation of authority to the Board of Directors, for a period of thirty-eight months, to grant Corporation free shares (existing or to be issued) for the benefit of the Company employees and executive directors ("*dirigeants mandataires sociaux*"), or to some of them, entailing the waiver by shareholders of their preemptive subscription right to the shares to be issued.

Summary of the authorization requested

Nature	Ceiling as a % of the share capital and duration	Possibility to make use in the case of a public offering	Presence and performance condition	Vesting period	Holding period
Share attribution	1% of capital ⁽¹⁾ 38 months	No	Yes ⁽²⁾	Yes 3 years	No ⁽³⁾

(1) As of the date of the Board of Directors' decision to grant shares. Sub-ceiling of 0.015% for the executive directors ("*dirigeants mandataires sociaux*").

(2) Regarding the presence condition, subject to the exceptions set forth in laws and regulations, and with respect to performance conditions, except for the shares granted to employees of the Company under worldwide plans or shares granted to non-senior executive employees.

(3) The Chairman and Chief Executive Officer is required to retain in registered form, until the end of his office, 50% of the shares that will be definitively granted to him.

We request under **resolution 23** to authorize the Board of Directors to grant Corporation shares to Company employees and executive directors ("*dirigeants mandataires sociaux*"), in accordance with the provisions of Articles L. 225-197-1 and L. 22-10-59 *et seq.* of the French Commercial Code. In the case of selective plans, the vesting of shares will be subject to presence and performance conditions as described below.

This authorization is part of the employee shareholding development policy implemented within the Company and aims to allow, on the basis of performance conditions linked

to the future development of the Company's results and to the implementation of its new strategic orientation, (i) to promote the participation of employees shareholding in the Corporation's share capital, (ii) to strengthen the sense of belonging in the Company and (iii) to further associate its employees in the Company's performance.

Furthermore, shares could also be granted to Company employees and non-executive directors ("*mandataires sociaux*") as part of share capital increases completed pursuant to **resolution 22** of this Meeting or subsequent resolutions having the same purpose.

Use of authorizations previously granted by the Shareholders' Meeting.

The Board of Directors has decided to grant performance shares at the following dates and proportions:

	Extraordinary Shareholders' Meeting of June 1, 2018 (resolution 19)		Extraordinary Shareholders' Meeting of May 28, 2021 (resolution 16)	Extraordinary Shareholders' Meeting of May 26, 2023 (resolution 15)	
	Plan 2020	Plan 2021	Plan 2022	Plan 2023	
Board of Directors' decision date / grant date	March 18, 2020	March 17, 2021 ⁽¹⁾	March 16, 2022	March 15, 2023 ⁽²⁾	December 13, 2023 ⁽³⁾
Number of shares initially granted by the Board	6,727,352	6,764,548 ⁽¹⁾	7,353,271	7,985,203	
Types of shares granted	Existing shares previously purchased by the Corporation under share buyback programs				
Vesting rate	100 %	92 %	Plans currently vesting		

(1) Pursuant to this authorization, the Board of Directors of March 17, 2021 decided to grant 6,764,548 performance shares. This grant took effect at the end of the Shareholders' Meeting of May 28, 2021.

(2) Pursuant to this authorization, the Board of Directors of March 15, 2023 decided to grant 7,948,203 performance shares. This grant took effect at the end of the Shareholders' Meeting of May 26, 2023.

(3) At its meeting of December 13, 2023, the Board of Directors granted 37,000 performance shares to 4 newly recruited executives who joined the Company after the Board of Directors' decision of March 15, 2023.

Pursuant to plan rules referred above, and subject to fulfillment with applicable presence and performance conditions, the shares shall be awarded at the end of a **three years** vesting period starting on their grant date. For Plans prior to 2022, the beneficiaries are also required to hold these shares for a period of **two years** from the final grant date.

The performance conditions applicable to performance share plans have evolved over time in order to remain challenging and relevant, in line with the evolution of the economic, social and environmental challenges of the Company's activity.

Board of Directors' report on the **resolutions**

In free shares were also granted under previous authorizations for the benefit of employees who subscribed to capital increases

reserved for employees ("ESOP") as a deferred contribution on the following dates and in the following proportions:

	Extraordinary Shareholders' Meeting June 1, 2018 (Resolution 19)	
	ESOP 2019	ESOP 2020
Date of Board / Grant date	May 29, 2019	May 29, 2020
Number of free shares granted by the Board as deferred contribution	5,932	1,380

Since ESOP 2020, no rights to differed grant has been given.

We request under **resolution 23** of this Meeting, to grant your Board of Directors a new authorization to grant TotalEnergies shares, existing or to be issued, to the benefit of employees, senior executives and executive directors ("*dirigeants mandataires sociaux*") of the Company.

The authorization covered by **resolution 23** would be granted for a period of **thirty-eight months** from the date of this Meeting and would render ineffective, up to the unused portion, the authorization granted by the Combined Shareholders' Meeting of May 26, 2023 (resolution 15).

Ceiling

Ceiling	% of capital ⁽¹⁾	Number of shares ⁽²⁾
Global ceiling	1%	23,868,464
Sub-ceiling for grant to executive directors of the Corporation	0.015%	358,026

(1) As of the date of the Board of Directors' decision to grant shares.

(2) Based on share capital as of February 12, 2024.

The overall ceiling retained is identical to that approved by the Combined Shareholders' Meeting of May 26, 2023 (resolution 15).

The maximum number of shares likely to be granted under this authorization, the share performance plans currently in vesting.

Maximum number of shares likely to be granted by virtue of the authorizations (as of March 13, 2024)	45,978,798	1.93%
including number of shares that could be granted pursuant to the present authorization	23,868,464	1.0%
including number of shares already granted pursuant to previous authorizations and currently vesting as of March 13, 2024 ⁽¹⁾	22,110,334	0.93%

(1) Corresponding to the number of shares initially granted under the 2021, 2022 and 2023 plans and the deferred employer contribution for the 2019 and 2020 ESOP.

The Corporation policy is to limit the dilutive effect of performance share plans by granting to beneficiaries on the acquisition date, treasury shares previously purchased under share buyback programs.

Presence and performance conditions

In the case of selective plans, the shares will be granted subject to presence conditions and performance conditions as set out below.

Performance shares granted to the Corporation **executive directors** (*"dirigeants mandataires sociaux"*) shall be subject to the fulfillment of performance conditions to be:

- › set by the Board of Directors on the basis of a number of criteria including at least (a) the Corporation's Total Shareholder Return compared to that of its peers, (b) the yearly variation in net cash flow per share expressed in US dollar compared to that of its peers and (c) the change in the methane emissions from operated facilities; and
- › assessed over a minimum period of three consecutive financial years.

For the **Company senior executives** (i.e. around two hundred and fifty people), the Board of Directors must make the definitive grant of all the shares subject to the fulfillment of performance conditions (i) which will include at least the aforementioned Performance Conditions, and (ii) assessed over a minimum period of three consecutive financial years.

Finally, for the **other beneficiaries**, the Board of Directors may make the final grant of all or part of the shares upon fulfillment of performance conditions (i) which shall be, as the case may be, the aforementioned Performance Conditions, and (ii) assessed over a minimum period of three consecutive financial years.

With regard to the 2024 plan, the Board has decided to subject the final grant of performance shares to two conditions relating to the organic cash breakeven point before dividend and the lifecycle carbon intensity of energy products sold to the Company's customers in addition to the Performance Conditions.

Thus, it is proposed to renew 4 of the 5 performance conditions of the 2023 plan while maintaining the same weightings and to replace the one relating to the change in the GHG emissions from operated facilities (Scope 1+2) by the criterion of the lifecycle carbon intensity of energy products sold to the Company's customers.

Indeed, the assessment of the annual variable compensation of the Chairman and Chief Executive Officer and of the majority of the senior executives of the Company already includes a criterion linked to the change in GHG emissions in absolute value on operated facilities (Scope 1+2). The lifecycle carbon intensity of energy products sold measures the average GHG emissions of energy products used by customers of the Company over their entire life cycle, from their production to their final use, per unit of energy. The results of this indicator are directly available in the annual publications of the Company.

The use of this new criterion allows long-term incentive compensation to be linked to the Company's ambition and the ultimate objective of the transition strategy: reduce the carbon content of energy products sold to the Company's customers for their use, while providing them with more energy. This criterion thus makes it possible to reflect the progress of the Company in the implementation of its transition strategy.

The Board will subsequently determine the performance conditions relating to the shares likely to be granted in 2025 and in 2026 to all beneficiaries, to ensure that they are challenging and relevant based on the evolution of the economic, social and environmental challenges of the Company's activity.

We also remind you that in the case of a worldwide plan designed for all Corporation employees or of a grant to the Company employees and senior executives subscribing to the Company shares as part of capital increases carried out pursuant to the **resolution 22** as submitted to this Meeting or subsequent resolutions with the same purpose, the definitive grant of shares will not be subject to performance conditions.

Subject to the completion of the performance conditions which will be set by the Board deciding the grant and depending on the categories of beneficiaries defined by this Board, in case of selective plan, the grant of performance shares will be final at the end of a minimal vesting period of **three years** starting from the Board of Directors' decision to grant shares.

The Board wishes to inform you that, in line with standard market practice, the performance shares granted to the beneficiaries will not be subject to a holding period. However, specific provisions presented in the section "Holding obligation and hedging of shares by the executive directors" will apply to executive directors (*"dirigeants mandataires sociaux"*), who must retain at least 50% of the shares that will be definitively granted to them until the end of their office.

The Board may adjust the number of shares granted during the vesting period, if deemed necessary, in order to protect the rights of beneficiaries, in accordance with applicable laws as a result of any financial transactions carried out in relation to the Company's equity.

The TotalEnergies shares granted may either be existing shares or shares to be issued by increasing the share capital.

The Board reminds you that, under Article L. 225-197-1 of the French Commercial Code, any capital increase resulting from the issuance of new shares granted would be completed by the incorporation of part of the profits, reserves or issue premiums and that such an increase in capital automatically implies the shareholders' waiver of their preemptive subscription rights for the benefit of the beneficiaries of the shares granted.

Holding obligation and hedging of shares by the executive directors (*"dirigeants mandataires sociaux"*)

The Rules of Procedure of the Board of Directors prohibit directors from hedging any shares in their possession or options that may have been granted to them. This provision applies to the Chairman and Chief Executive Officer.

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Board of Directors' report on the **resolutions**

In addition, we remind you that in accordance with Article L. 225-197-1 II of the French Commercial Code, the Board will either decide that the executive directors (*"dirigeants mandataires sociaux"*) of the Corporation may not sell their shares before they leave office or set the number of shares they are required to retain in registered form until such time. For the 2024 plan, the Chairman and Chief Executive Officer is now required to retain in registered form, until the end of his office, 50% of the shares which will be definitively granted to him at the end of the three-year acquisition period.

The Chairman and Chief Executive Officer is likely to be granted performance shares as part of the plans decided by the Board of Directors for the benefit of certain Company employees. These shares would be subject to the same terms and conditions than those applicable to other beneficiaries of share grant plans and to performance and holding conditions that apply specifically to them.







Proposed resolutions

presented by the Board of Directors

Resolutions within the remit of the Ordinary Shareholders' Meeting

1st RESOLUTION

(Approval of the statutory financial statements for the fiscal year ended December 31, 2023)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, upon presentation of the reports by the Board of Directors and the statutory auditors, the shareholders approve the statutory financial statements for the fiscal year ended December 31, 2023, as presented to them, as well as the transactions reflected in these accounts and summarized in these reports.

2nd RESOLUTION

(Approval of the consolidated financial statements for the fiscal year ended December 31, 2023)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, upon presentation of the reports by the Board of Directors and the statutory auditors, the shareholders approve the consolidated financial statements for the fiscal year ended December 31, 2023, as presented to them, as well as the transactions reflected in these accounts and summarized in these reports.

3rd RESOLUTION

(Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2023)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders acknowledge, considering the net earnings for the fiscal year ended December 31, 2023 amounting to €11,232,167,775.72 and the available retained earnings as of December 31, 2023, of €12,007,202,110.56, that the distributable profit to be allocated amounts to €23,239,369,886.28.

The Shareholders' Meeting, on the proposal of the Board of Directors, decides to distribute an ordinary dividend for the fiscal year 2023, of €3.01 per share and to allocate the distributable profit for the year ended December 31, 2023, as follows:

Distributable profit	€23,239,369,886.28
Allocation to the legal reserve	— ^(a)
2023 ordinary dividend	€7,101,706,057.86
Balance to be allocated to retained earnings	€16,137,663,828.42

(a) The amount of the legal reserve having reached the threshold of 10% of the share capital, no allocation is proposed.

Proposed resolutions

On the 2023 ordinary dividend

The total amount of the ordinary dividend for the fiscal year 2023 corresponding to €3.01 per share would amount to €7,101,706,057.86, i.e.:

- ▶ €3,515,057,368.50, amount paid for the first and second interim ordinary dividends for the fiscal year 2023 (respectively €1,775,562,290.74 and €1,739,495,077.76);
- ▶ €1,727,841,326.88, maximum amount likely to be paid in respect of the third interim ordinary dividend for the fiscal year 2023; and
- ▶ €1,858,807,362.48, amount likely to be paid to the maximum number of shares which would be entitled to the final ordinary dividend for the fiscal year 2023, i.e. 2,352,920,712 shares of which:
 - 2,386,846,474 shares composing the share capital of TotalEnergies SE as of February 12, 2024, reduced by treasury shares to be cancelled, amounting to 51,925,762 shares as of February 29, 2024, and
 - 18,000,000 shares, maximum number of shares likely to be issued in respect of the capital increase reserved for employees decided by the Board of Directors at its meeting on September 21, 2023, whose indicative implementation date has been set for June 6, 2024, and giving right to the final ordinary dividend for the fiscal year 2023.

It is specified that if, when the third interim dividend and the final ordinary dividend are paid, the number of shares giving right to an ordinary dividend for the fiscal year ended December 31, 2023 is less than the maximum number of shares likely to benefit from the aforementioned dividend, due to the buyback by the Corporation of its own shares and following a share capital increase reserved for employees of less than the maximum amount referred to above, the profit corresponding to the third interim and the final ordinary dividend that has not have been paid for these shares will be allocated to the "retained earnings" account.

Taking into account the three first interim ordinary dividends, each of an amount of €0.74 per share, paid in cash on October 2, 2023, January 12 and April 3, 2024 respectively, the final ordinary dividend to be distributed for the fiscal year ended December 31, 2023 is €0.79 per share. The ex-dividend date on Euronext Paris will be June 19, 2024 and the final dividend will be paid in cash on July 1, 2024.

For shareholders who are natural persons domiciled in France for tax purposes, incomes corresponding to dividends received since January 1, 2018 are subject, at time of payment, to a non-discharging withholding tax at the rate of 12.8%, as well as social security contributions of 17.2% on their gross amount, by way of an income tax advantage payment.

This withholding tax is chargeable against the single flat rate withholding tax due at the same rate of 12.8%, which constitutes a final taxation under Article 200 A, 1 A 1° of the French General Tax Code⁽¹⁾.

However, at the general option of the shareholder, dividends may be taxed at the progressive income tax rate. In this case, the interim and final dividends are eligible for the 40% allowance provided for in Article 158 3 2° of the French General Tax Code.

The 12.8% non-definitive withholding tax is chargeable against the income tax for the year in which the dividend is received. If it exceeds the tax owing, it is refunded.

Moreover, in accordance with the third paragraph of Article 117 quater of the French General Tax Code, natural persons belonging to a tax household whose reference taxable income is less than €50,000 for single, divorced or widowed taxpayers or €75,000 for taxpayers subject to joint taxation, may request to be exempted from the 12.8% non-discharging withholding tax in accordance with the terms and conditions provided for in Article 242 quater of the French General Tax Code.

The amount of the ordinary and extraordinary dividends distributed in respect of the three previous financial years and the amount of dividend proposed to the Shareholders' Meeting for the 2023 fiscal year is recalled below:

Fiscal Year	Type of coupon	Gross dividend per share (€)	Total dividend (€M)
2023	Interim ^(a)	0.74 ^(b) , 0.74 ^(c) , 0.74 ^(d)	7,101.7 ^(e) (f)
	Final ^(a)	0.79 ^(e)	
	Total	3.01^(e)	
2022	Ordinary Interim ^(a)	0.69 ^(b) , 0.69 ^(c) , 0.69 ^(d)	9,448.1
	Extraordinary ^(a)	1.00	
	Final ^(a)	0.74	
Total	3.81		
2021	Interim ^(a)	0.66 ^(b) , 0.66 ^(c) , 0.66 ^(d)	6,869.3
	Final ^(a)	0.66	
	Total	2.64	
2020	Interim ^(a)	0.66 ^(b) , 0.66 ^(c) , 0.66 ^(d)	6,948.1
	Final ^(a)	0.66	
	Total	2.64	

(a) Amounts eligible for the 40% allowance benefiting individuals residing in France for tax purposes, provided for in Article 158 3 2° of the French General Tax Code, assuming they have opted for the progressive tax scale.

(b) 1st interim dividend. (c) 2nd interim dividend. (d) 3rd interim dividend.

(e) Subject to the approval of the Shareholders' Meeting to be held on May 24, 2024

(f) Maximum amount likely to be paid.

4th RESOLUTION

(Authorization granted to the Board of Directors, for a period of eighteen months, to trade in the Corporation shares)

Upon presentation of the report by the Board of Directors and information appearing in the description of the program prepared pursuant to Articles 241-1 *et seq.* of the General Regulation (*règlement général*) of the French Financial Markets Authority (*Autorité des marchés financiers*), and voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby authorize the Board of Directors, with the possibility to sub-delegate such authority under the terms provided for by French law, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code and of Regulation (EU) No. 596/2014 of April 16, 2014, on market abuse and of the General Regulation of the AMF, to buy or sell shares of the Corporation within the framework of a share buyback program.

⁽¹⁾ It should be noted that the interim and final dividends are included in the reference tax income used as the basis of calculating of the exceptional contribution incomes. This is due at the rate of 3% on the fraction of the reference taxable income between €250,001 and €500,000 (for single, divorced or widowed taxpayers) or between €500,001 and €1,000,000 (for taxpayers subject to joint taxation) and at the rate of 4% beyond that.

The purchase, sale or transfer of such shares may be transacted by any means on regulated markets, multilateral trading facilities or over the counter, including the purchase or sale by block trades, in accordance with the regulations of the relevant market regulatory authorities. Such transactions may include the use of any financial derivative instrument traded on regulated markets and implementing option strategies.

These transactions may be carried out at any time, in accordance with the applicable rules and regulations at the date of the operations under consideration, except during any public offering periods applying to the Corporation's share capital.

The maximum purchase price is set at €100 per share.

In the case of a share capital increase by incorporation of reserves and free share grants or in the case of a stock-split or a reverse stock-split, this maximum price shall be adjusted by applying the ratio of the number of shares outstanding before the transaction to the number of shares outstanding after the transaction.

Pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, the maximum number of shares that may be bought back under this authorization may not exceed 10% of the total number of shares composing the capital as of the date on which this authorization is used. This limit of 10% is applicable to the share capital of the Corporation which will be adjusted as a result of transactions impacting the share capital after the date of the present meeting. Purchases made by the Corporation may under no circumstances result in the Corporation holding more than 10% of the share capital, either directly or indirectly through subsidiaries.

At February 29, 2024, out of the 2,386,846,474 outstanding shares, the Corporation held 56,950,697 shares directly. As a result, the maximum number of shares that the Corporation could buy back is 181,733,950 shares and the maximum amount that the Corporation would spend to acquire such shares is €18,173,395,000.00 (excluding acquisition fees).

The purpose of this share buyback program is to reduce the number of outstanding shares of the Corporation or to allow it to fulfill its engagements in connection with:

- ▶ convertible or exchangeable securities that may give holders rights to receive shares of the Corporation; and/or
- ▶ share purchase option plans, free share plans, employee shareholding plans, company savings plans or other share allocation programs for executive directors or employees of the Corporation or TotalEnergies' companies.

The purpose of buybacks may also be the implementation of the market practice accepted by the French Financial Markets Authority (*Autorité des marchés financiers*), i.e., support the secondary market or the liquidity of TotalEnergies shares by an investment services provider by means of a liquidity agreement compliant with the deontology charter recognized by the French Financial Markets Authority (*Autorité des marchés financiers*).

This program may also be used by the Corporation to trade in its own shares, either on or off the market, for any other purpose that is authorized under the applicable law or any other permitted market practice that may be authorized at the date of the operations under consideration. In case of transactions other than the abovementioned intended purposes, the Corporation will inform its shareholders in a press release.

According to the intended purposes, the treasury shares acquired could in particular be either:

- ▶ canceled, up to the legal limit of 10% of the total number of shares composing the capital on the date of the operation, per each 24-month period;
- ▶ granted for no consideration to the employees and to the executive directors of the Corporation or of TotalEnergies' companies;
- ▶ delivered to the beneficiaries of the Corporation's shares purchase options having exercised such options;
- ▶ sold to employees, either directly or through the intermediary of company employees savings funds;
- ▶ delivered following the exercise of rights attached to securities giving rights to the allocation of Corporation shares, either through redemption, conversion, exchange, presentation of a warrant or in any other manner; and
- ▶ used in any other way consistent with the purposes stated in this resolution.

The shares bought back and held by the Corporation will be deprived of voting rights and dividend rights.

This authorization is granted for an **18-month** period from the date of this Meeting. It renders ineffective, up to the unused portion, any previous authorization having the same purpose.

The Board of Directors is hereby granted full authority, with the right to sub-delegate such authority, to undertake all actions authorized by this resolution.

5th RESOLUTION

(Agreements covered by Articles L. 225-38 et seq. of the French Commercial Code)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, upon the presentation of the special report of the statutory auditors as set forth by Article L. 225-40 of the French Commercial Code concerning the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code, the shareholders hereby approve the special report of the statutory auditors, in which no new agreement is mentioned.

6th RESOLUTION

(Renewal of Mr. Patrick Pouyanné's term as director)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders, on the proposal of the Board of Directors, hereby renew Mr. Patrick Pouyanné's term as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

7th RESOLUTION

(Renewal of Mr. Jacques Aschenbroich's term as director)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders, on the proposal of the Board of Directors, hereby renew Mr. Jacques Aschenbroich's term as director for a period of three years,

Proposed resolutions

which will expire at the end of the Shareholders' Meeting called in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

8th RESOLUTION

(Renewal of Mr. Glenn Hubbard's term as director)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders, on the proposal of the Board of Directors, hereby renew Mr. Glenn Hubbard's term as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

9th RESOLUTION

(Appointment of Mrs. Marie-Ange Debon as director)

Voting under the conditions of *quorum* and majority required for the Ordinary Shareholders' Meetings, the shareholders, on the proposal of the Board of Directors, hereby appoint Mrs. Marie-Ange Debon as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

10th RESOLUTION

(Approval of the information relating to the compensation of executive and non-executive directors ("mandataires sociaux") mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby approve, in accordance with Article L. 22-10-34 II of the French Commercial Code, the information mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, points 4.3.1.2 and 4.3.2.1).

11th RESOLUTION

(Approval of the compensation policy applicable to directors)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby approve, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Corporation's directors, as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, point 4.3.1).

12th RESOLUTION

(Approval of the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2023 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby approve, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2023 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer, as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, point 4.3.2.1).

13th RESOLUTION

(Approval of the compensation policy applicable to the Chairman and Chief Executive Officer)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby approve, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Corporation's Chairman and Chief Executive Officer, as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2023 Universal Registration Document (Chapter 4, point 4.3.2.2).

14th RESOLUTION

(Opinion on the Sustainability & Climate – Progress Report 2024, reporting on the progress made in the implementation of the Corporation's ambition with respect to sustainable development and energy transition towards carbon neutrality and its related targets by 2030)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders, after having reviewed the Sustainability & Climate – Progress Report 2024 reporting on the progress made in the implementation of the Corporation's ambition with respect to sustainable development and energy transition towards carbon neutrality and its related targets by 2030, hereby issue a favorable opinion on this report.

15th RESOLUTION

(Appointment of Ernst & Young Audit, Statutory auditor in charge of certifying the sustainability information)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders appoint Ernst & Young Audit (344 366 325 RCS Nanterre) as Statutory auditor in charge of certifying the sustainability information, for the remainder of term of its office applicable to the financial statements audit, it being specified that Ernst & Young Audit

will be represented by a physical person who meets the conditions required to certify sustainability information in accordance with the conditions provided for in article L. 821-18 of the French Commercial Code. This term of office will expire at the end of the Shareholders' Meeting called in 2028 to approve the financial statements for the fiscal year ending December 31, 2027.

16th RESOLUTION

(Appointment of PricewaterhouseCoopers Audit, Statutory auditor in charge of certifying the sustainability information)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders appoint PricewaterhouseCoopers Audit (672 006 483 RCS Nanterre)

as Statutory auditor in charge of certifying the sustainability information, for the remainder of term of its office applicable to the financial statements audit, it being specified that PricewaterhouseCoopers Audit will be represented by a physical person who meets the conditions required to certify sustainability information in accordance with the conditions provided for in article L. 821-18 of the French Commercial Code. This term of office will expire at the end of the Shareholders' Meeting called in 2028 to approve the financial statements for the fiscal year ending December 31, 2027.

Resolutions within the remit of the Extraordinary Shareholders' Meeting

17th RESOLUTION

(Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the capital either by issuing ordinary shares and/or securities giving access to the Corporation's share capital or by incorporation of reserves, earnings or other, with maintenance of the shareholders' preemptive subscription right)

Voting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- 1° delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its competence to decide on one or more capital increases by issuing, in France or abroad, in the proportions and at the times that it shall see fit, in euros, in foreign currencies or in any monetary unit established by reference to several currencies, ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation;
- 2° resolve, on the one hand, that the total nominal amount of the capital increases likely to be carried out in this way, immediately and/or in the future, in France or abroad, may not exceed an overall ceiling of **two billion five hundred million euros**, *i.e.* **one billion** ordinary shares with a unit nominal value of 2.50 euros, a ceiling to which shall be added, where applicable, the nominal value of the shares to be issued to preserve, in accordance with the law, the rights of holders of securities giving access to the Corporation's share capital;

decide, on the other hand, that shall be deducted from this overall ceiling where applicable, the total nominal amount

of all capital increases likely to be carried out, immediately and/or in the future, by virtue of (i) the eighteenth resolution of this Meeting relating to the issue, within the framework of a public offering, of ordinary shares and/or securities giving access to the Corporation's share capital with cancellation of the shareholders' preemptive subscription right and (ii) the twenty-second resolution of this Meeting relating to the implementation of capital increases reserved for members of a company or group savings plan. In addition, on the total nominal amount of capital increases likely to be carried out pursuant to the eighteenth resolution below, shall be deducted, where applicable, the nominal amount of capital increases likely to be carried out pursuant to:

- › the nineteenth resolution relating to the issue of ordinary shares and/or securities giving access to the Corporation's share capital through an offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code,
- › the twentieth resolution relating to the possibility of increasing the number of shares to be issued in the event of a capital increase with cancellation of the shareholders' preemptive subscription right,
- › the twenty-first resolution relating to the issue of ordinary shares and/or securities giving access to the capital of the Corporation in consideration for contributions in kind granted to the Corporation.

further resolve, that the total nominal amount of debt securities giving access, immediately and/or in the future, to the share capital of the Corporation, likely to be issued by virtue of this resolution and under the eighteenth, nineteenth and twenty-first resolutions, may not exceed a ceiling of **ten billion euros**, or its equivalent in any other currency, on the date of the decision to issue;

- 3° resolve that the shareholders shall have, in proportion to the number of Corporation shares they own, a preemptive subscription right on an irreducible basis to the securities issued pursuant to this resolution. The Board of Directors

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may also grant shareholders the right to subscribe, on a reducible basis to a number of transferable securities greater than that which they may subscribe to on an irreducible basis, in proportion to the subscription right available to them and within the limit of their requests;

- 4° resolve that if the subscriptions on an irreducible basis and, where applicable, reducible basis, have not absorbed the total issue of shares and/or securities as defined above, the Board of Directors may allocate at its discretion all or some of the unsubscribed securities to the public, or limit the capital increase to the amount of subscriptions subject to the provisions of Article L. 225-134 I-1° of the French Commercial Code;
- 5° acknowledge that, in accordance with Article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the Corporation's share capital automatically entails the waiver by shareholders of their preemptive subscription right to equity securities to which the securities issued in accordance with this delegation would give right, immediately and/or in the future, for the benefit of the holders of these securities;
- 6° resolve that, in accordance with Article L. 225-130 of the French Commercial Code, the Board of Directors shall have the competence to decide one or more capital increases by incorporation of premiums, reserves, earnings or other, the capitalization of which shall be authorized by law and the bylaws of the Corporation, in the form of the free allocation of shares or an increase in the nominal value of existing shares. In this case, the fractional rights to shares will not be negotiable or transferable and the corresponding shares shall be sold, the sums resulting from the sale being allocated to the holders of the rights within the period provided for by the regulations;
- 7° resolve that the Board of Directors shall have all powers, with the option of sub-delegation under the conditions provided for by law, to implement this resolution and, in particular, to:
 - › set the terms and conditions of the capital increases and set the dates, terms and conditions of the issues carried out pursuant to this resolution, determine the nature and characteristics of the securities giving access to the Corporation's share capital, the conditions for the allotment of equity securities to which these securities would give entitlement as well as the dates on which these allocation rights may be exercised,
 - › set the opening and closing dates for subscriptions, the price, the vesting date for shares issued, the share release modalities, agree to time limits for their release,
 - › make any adjustments intended to consider the impact of transactions on the Corporation's share capital,
 - › charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each issuance,
 - › and, more generally, do all that will be useful or necessary and enter into all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and formalities to the effect

of recording the completion of the capital increase(s), amend the bylaws accordingly, and carry out all formalities required for the admission to trading of the shares issued;

- 8° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

This delegation is granted to the Board of Directors for a period of **twenty-six months** from the date of this Meeting.

The Board of Directors may not, except with prior authorization by of the Shareholders' Meeting, make use of this delegation of competence as from the filing by a third party of a proposed public offer for the Corporation's securities and until the end of the offer period.

18th RESOLUTION

(Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the capital, within the framework of a public offering, by issuing ordinary shares and/or transferable securities giving access to the Corporation's share capital, with cancellation of the shareholders' preemptive subscription right)

Voting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 22-10-52, L. 22-10-54 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- 1° delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its competence to decide on one or more capital increases by issuing, in France or abroad, in the proportions and at the times that it shall determine, in euros, in foreign currencies or any monetary unit established by reference to several currencies, ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation;
- 2° resolve that the total nominal amount of the capital increases likely to be carried out immediately and/or in the future, may not exceed **five hundred and seventy-five million** euros, or **two hundred and thirty million** ordinary shares with a nominal unit value of 2.50 euros, it being specified that the nominal amount of these capital increases shall be deducted from the ceiling authorized by this Meeting in the seventeenth resolution;
- 3° further resolve, that the total nominal amount of securities representing debt securities giving access, immediately and/or in the future, to the Corporation's share capital, likely to be issued by virtue of this resolution and of the seventeenth, nineteenth and twenty-first resolutions, may not exceed a ceiling of **ten billion** euros, or its equivalent in any other currency, on the date of the decision to issue;
- 4° resolve, on the one hand, in accordance with Article L. 225-135 of the French Commercial Code, to cancel the shareholders' preemptive subscription right to the securities issued pursuant to this resolution and, on the other hand, in accordance with Article L. 22-10-51 of the French Commercial Code, to grant

the Board of Directors the option of instituting a priority period for the benefit of shareholders, the terms of which it will set in accordance with the regulations in force on the date of the transactions considered to subscribe all or part of the securities to be issued;

- 5° acknowledge that, in accordance with Article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the Corporation's share capital automatically entails the waiver by shareholders of their preemptive subscription right to equity securities to which the securities issued under this delegation would give right, immediately and/or in the future, for the benefit of the holders of these securities;
- 6° resolve that the issue price of the equity securities that may be issued by virtue of this delegation, immediately and/or in the future, shall be determined in accordance with the provisions of Article L. 22-10-52 and Article R. 22-10-32 of the French Commercial Code;
- 7° resolve that this delegation may be implemented within the framework of a public exchange offer initiated by the Corporation, in France or abroad, on securities meeting the conditions provided for in Article L. 22-10-54 of the French Commercial Code. The total nominal amount of the capital increases carried out in this context will be deducted from the ceiling of **five hundred and seventy-five million** euros defined in paragraph 2° of this resolution;
- 8° resolve that the Board of Directors shall have all powers, with the option of sub-delegation under the conditions provided for by law, to implement this resolution and, in particular, to:
 - › set the terms and conditions of the capital increases and set the dates, terms and conditions of the issues carried out pursuant to this resolution, determine the nature and characteristics of the securities giving access to the Corporation's share capital, the conditions for the allotment of equity securities to which these securities would give entitlement as well as the dates on which these allocation rights may be exercised,
 - › set the opening and closing dates for subscriptions, the price, the vesting date for shares issued, the shares release modalities, agree time limits for their release,
 - › make all the adjustments intended to take into account the impact of transactions on the Corporation's share capital,
 - › charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each issue,
 - › and, more generally, do all that will be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and formalities to the effect of recording the completion of the increase(s) of capital, amend the bylaws accordingly, carry out all formalities required for the admission to trading of the shares issued;
- 9° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

This delegation is granted to the Board of Directors for a period of **twenty-six months** from the date of this Meeting. The Board of Directors may not, except with prior authorization by the Shareholders' Meeting, make use of this delegation

of competence from the filing by a third party of a proposed public offer for the Corporation's securities and until the end of the offer period.

19th RESOLUTION

(Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to issue, through an offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, ordinary shares and/or securities giving access to the share capital of the Corporation, resulting in a capital increase, with cancellation of the shareholders' preemptive subscription right)

Voting under the conditions of *quorum* and majority conditions required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code, the shareholders:

- 1° delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its competence to decide on one or more capital increases of the Corporation, in France and/or abroad, in the proportions and at the times that it sees fit, by an offer set referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, in euros, in foreign currencies or in any monetary unit established by reference to several currencies, of ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation;
- 2° resolve that the total nominal amount of the capital increases likely to be carried out in this way immediately and/or in the future, may not exceed **five hundred and seventy-five million** euros, *i.e.* **two hundred and thirty million** ordinary shares of a nominal unit value of 2.50 euros, it being specified that the nominal amount of the capital increases carried out pursuant to this resolution will be deducted from the ceiling of **five hundred and seventy-five million** euros authorized by this Meeting in the eighteenth resolution;
- 3° further resolve, that the total nominal amount of securities representing debt securities giving access, immediately and/or in the future, to the share capital of the Corporation, likely to be issued pursuant to this resolution and under the seventeenth, eighteenth and twenty-first resolutions, may not exceed a ceiling of **ten billion** euros, or its equivalent in another currency, on the date of the decision to issue;
- 4° resolve to cancel the preemptive subscription right of the shareholders to ordinary shares and securities giving access to the share capital of the Corporation that may be issued under this delegation;
- 5° acknowledge that, in accordance with Article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the share capital of the Corporation automatically entails the waiver by shareholders of their preemptive subscription right to equity securities to which the securities issued under this delegation would give right, immediately and/or in the future, for the benefit of holders of these securities;

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- 6° resolve that the issue price of the equity securities that may be issued by virtue of this delegation, immediately and/or in the future, shall be determined in accordance with the provisions of Article L. 22-10-52 and Article R. 22-10-32 of the French Commercial Code;
- 7° resolve that the Board of Directors shall have all powers, with the option of sub-delegation under the conditions provided for by law, to implement this resolution and, in particular, to:
- › set the terms and conditions of the capital increase(s) and set the dates, terms and conditions of the issues carried out pursuant to this resolution, determine the nature and characteristics of the securities giving access to the share capital of the Corporation, the conditions for the allocation of equity securities to which these securities would give right as well as the dates on which these allocation rights may be exercised,
 - › set the opening and closing dates for subscriptions, the price, the vesting date for shares issued, the shares release modalities, agree time limits for their release,
 - › make all the adjustments intended to take into account the impact of transaction on the share capital of the Corporation,
 - › charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, if necessary, deduct from this amount the sums necessary to take the legal reserve to one-tenth of the new share capital after each issue,
 - › and, more generally, do all that may be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and formalities to the effect of recording the capital increase(s), amend the bylaws accordingly and carry all formalities required for the admission to trading of the shares issued;
- 8° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

This delegation is granted to the Board of Directors for a period of **twenty-six months** from the date of this Meeting.

The Board of Directors may not, except with prior authorization by the Shareholders' Meeting, make use of this delegation of competence as from the filing by a third party of a proposed public offer for the securities of the Corporation and until the end of the offer period.

20th RESOLUTION

(Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to increase the number of shares to be issued in the event of a capital increase with cancellation of the shareholders' preemptive subscription right)

Voting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with the provisions of Articles L. 225-129-2, L. 225-135-1, and R. 225-118 of the French Commercial Code, the shareholders:

- 1° delegate to the Board of Directors, with the option of sub-delegation provided for by law, its competence to decide to increase the number of shares to be issued in the event of an issue, with cancellation of the preemptive subscription right of the shareholders, carried out pursuant to the eighteenth and nineteenth resolutions of this Meeting, at the same price as that adopted for the initial issue, within the time limits and thresholds provided by the regulations in force on the date of the decision to issue (in accordance with regulations currently in force, within thirty days of the closing of the subscription and within the limit of **15%** of the initial issue);
- 2° resolve that the amount of the capital increases likely to be carried out by virtue of this delegation shall be deducted from the ceiling for capital increases with cancellation of the shareholders' preemptive subscription right authorized by this Meeting in the eighteenth resolution;
- 3° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

This delegation is granted to the Board of Directors for a period of **twenty-six months** from the date of this Meeting.

The Board of Directors may not, except with the prior authorization of the Shareholders' Meeting, make use of this delegation of competence as from the filing by a third party of a proposed public offer for the securities of the Corporation and until the end of the offer period.

21st RESOLUTION

(Delegation of powers granted to the Board of Directors, for a period of twenty-six months, to increase the capital by issuing ordinary shares and/or securities giving access to the Corporation's share capital in consideration for contributions in kind granted to the Corporation, with cancellation of the shareholders' preemptive subscription right)

Voting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with the provisions of Article L. 22-10-53 of the French Commercial Code, the shareholders:

- 1° delegate to the Board of Directors the competence to increase the share capital, by issuing, in France or abroad, in the proportions and at the times it sees fit, ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation, with a view to remunerating contributions in kind granted to the Corporation and consisting of equity securities and/or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
- 2° resolve, on the one hand, that the total nominal amount of the capital increases likely to be carried out in this way, immediately and/or in the future, may not exceed, in addition to the legal limit of **10%** of the share capital assessed on the date of the decision to issue, **five hundred and seventy-five million euros** *i.e.* **two hundred and thirty million** ordinary

shares with a nominal unit value of 2.50 euros and, on the other hand, that the nominal amount of the capital increases carried out under with this resolution shall be deducted from the ceiling of **five hundred and seventy-five million** euros authorized by this Meeting in the eighteenth resolution;

- 3° further resolve, that the total nominal amount of securities representing debt securities giving access, immediately and/or in the future, to the share capital of the Corporation, likely to be issued pursuant to this resolution and under the seventeenth, eighteenth and nineteenth resolutions, may not exceed a ceiling of **ten billion** euros, or its equivalent in another currency, on the date of the decision to issue;
- 4° acknowledge that, in accordance with the law, shareholders shall not have a preemptive subscription right to the securities issued in accordance with this delegation, the latter being intended to remunerate contributions in kind;
- 5° acknowledge that, in accordance with Article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the share capital of the Corporation automatically entails the waiver by shareholders of their preemptive subscription right to the equity securities to which the securities issued in accordance with this delegation would give right, immediately and/or in the future, for the benefit of the holders of these securities;
- 6° resolve that the Board of Directors shall have all powers to implement this resolution and, in particular, to:
 - › decide on any capital increase in consideration for contributions in kind and determine the corresponding securities to be issued,
 - › set the list of securities provided, approve the report of the contribution auditor(s), approve the valuation of contributions and set the issue conditions for securities to be issued in consideration for the contributions in kind including, where applicable, the amount of the balance to be paid,
 - › set all the terms and conditions of the transactions authorized in accordance with the conditions provided for in Article L. 22-10-53 of the French Commercial Code,
 - › set the number of securities to be issued as consideration for the contributions in kind as well as the vesting date for shares to be issued,
 - › charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each issue,
 - › and, more generally, with the option of sub-delegation under the conditions provided for by law, do all that may be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and all formalities to the effect of recording the completion of the capital increase(s), amend the bylaws accordingly and carry out all formalities required for the admission to trading of the shares issued;
- 7° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

This delegation is granted to the Board of Directors for a period of **twenty-six months** from the date of this Meeting.

The Board of Directors may not, except with prior authorization by the Shareholders' Meeting, make use of this delegation of powers as from the filing by a third party of a proposed public offer for the securities of the Corporation and until the end of the offer period.

22nd RESOLUTION

(Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to proceed to capital increases, with cancellation of the shareholders' preemptive subscription right, reserved to members of a company or group savings plan)

Voting under the conditions of *quorum* and majority conditions required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with the provisions, on the one hand of Articles L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code, and, on the other hand, Articles L. 3332-18 *et seq.* of the French Labor Code, the shareholders:

- 1° delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its competence to decide one or more capital increases by issuing ordinary shares of the Corporation, in the proportions and at the times that it shall see fit, by an amount equal to **1.5%** of the share capital existing on the date of the meeting of the Board of Directors deciding to issue, it being specified that the amount of the share capital issued under this resolution shall be deducted from the aggregate ceiling authorized by this Meeting in the seventeenth resolution;
- 2° reserve the subscription of shares to be issued to members of a company or group savings plan of the Corporation and French or foreign corporations related to it within the meaning of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code, including the members mentioned in Article L. 3332-2 of the French Labor Code, it being specified that this resolution may be used to implement leverage formulas;
- 3° authorize the Board of Directors to proceed with the free allocation to beneficiaries indicated above, of existing shares or shares to be issued:
 - › as a contribution, within the limits provided for in Articles L. 3332-11 *et seq.* of the French Labor Code; and/or
 - › in substitution for all or part of the discount referred to in paragraph 5° of this resolution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits pursuant to Article L. 3332-21 of the French Labor Code;
- 4° resolve to cancel, for the benefit of the beneficiaries mentioned in paragraph 2° of this resolution, the shareholders' preemptive subscription rights to the shares issued in by virtue of this resolution and to waive any right to the ordinary shares, the shareholders further waiving, in the event of the free allocation of shares pursuant to paragraph 3° of this resolution, any right to said shares including part of the reserves, earnings or premiums which would be incorporated into the capital of the Corporation;

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- 5° resolve that the subscription price for the new shares may not be lower than the average of the closing prices of TotalEnergies share on Euronext during the twenty trading sessions preceding the day of the Board of Directors setting the opening date for subscriptions, less a discount of 30%;
- 6° resolve that the Board of Directors shall have all powers, with the option of sub-delegation, pursuant to the conditions provided for by law, to implement this resolution and, in particular, to:
- › set the terms and conditions of the capital increase(s) and set the dates, terms and conditions of the issues carried out pursuant to this resolution,
 - › set the opening and closing dates for subscriptions, the price, the vesting date for issued securities, the share release modalities, agree time limits for their release,
 - › charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the share capital after each issue,
 - › and, more generally, do that will be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and all formalities for to the effect of recording the completion of the capital increase(s), amend the bylaws accordingly and carry out all formalities required for the admission to trading of the issued shares;
- 7° acknowledge renders ineffective, up to the unused part, any previous delegation having the same purpose.

This delegation is granted to the Board of Directors for a period of **twenty-six months** from the date of this Meeting.

23rd RESOLUTION

(Delegation of authority to the Board of Directors, for a period of thirty-eight months, to grant Corporation free shares, existing or to be issued, for the benefit of the Company employees and executive directors, or some of them, which imply the waiver by shareholders of their pre-emptive subscription right for shares to be issued)

Voting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, upon presentation of the report of the Board of Directors and the special report of the statutory auditors, in accordance with the provisions of Articles L. 225-129-1, L. 225-197-1 *et seq.* and L. 22-10-59 of the French Commercial Code, the shareholders:

- 1° authorize the Board of Directors to grant free shares of the Corporation, existing or to be issued, on one or multiple occasions, in such proportions and at such times it shall deem fit, to beneficiaries that it shall define among the employees and executive directors ("*dirigeants mandataires sociaux*") of the Corporation or companies affiliated to the Corporation pursuant to Article L. 225-197-2 of the French Commercial Code and in accordance with the terms defined below;
- 2° decide that the Board of Directors shall determine the beneficiaries of such grants, the number of shares to be granted to each beneficiary, as well as the terms and, if applicable, the criteria for share grants;
- 3° decide that the maximum number of shares granted under this resolution shall not represent more than 1% of the Corporation's share capital existing as of the date when the Board of Directors resolves on the share grant;
- 4° decide that the maximum number of shares granted under this resolution to the executive directors ("*dirigeants mandataires sociaux*") of the Corporation shall not exceed 0.015% of the Corporation's share capital existing as of the date when Board resolves on the share grant;
- 5° decide that, with regard to the Corporation's executive directors, the definitive grant of all shares shall be subject to a presence condition within the Company and to the fulfillment of performance conditions to be:
- (i) set by the Board of Directors based on several criteria including at least (a) the Total Shareholder Return of the Company compared to that of its peers, (b) the annual variation in the Corporation's net cash flow per share expressed in US dollar compared to that of its peers, and (c) the change in the methane emissions from operated facilities, together the "Performance Conditions", and
 - (ii) assessed over a minimum period of three consecutive fiscal years;
- 6° decide that, with regard to Company senior executives, the definitive grant of all shares shall be subject to a presence condition within the Company and the fulfillment of performance conditions, with the exception of shares allocated to employees of the Company under worldwide plans or allocated to employees of the Company and non-executive directors ("*mandataires sociaux*") who have subscribed to shares as part of a capital increase carried out pursuant to the twenty-second resolution of this Shareholders' Meeting or subsequent resolutions with the same purpose which could possibly succeed this twenty-second resolution during the validity period of the authorization covered by this resolution. These performance conditions shall be (i) set by the Board of Directors based on several criteria, including at least the Performance Conditions mentioned in paragraph 5° (i) above, and (ii) assessed over a minimum period of three consecutive fiscal years;
- 7° decide that the definitive grant of all or some of the shares to other beneficiaries shall be subject to a presence condition within the Company, and may also be subject to fulfillment of performance conditions that shall be assessed over a minimum period of three consecutive fiscal years;
- 8° decide that the grant of shares to their beneficiaries shall be definitive at the end of a vesting period of at least of three years;
- 9° authorize the Board of Directors to provide for the definitive grant of shares prior to the end of the vesting period as well as to permit the free transfer of these shares in the event the beneficiary has a disability corresponding to the second or third categories defined by Article L. 341-4 of the French Social Security Code;

- 10°** authorize the Board of Directors to proceed with one or more capital increases by means of the capitalization of premiums, reserves or surpluses in order to grant shares under the conditions provided in this resolution and acknowledge that, where the shares to be issued are granted, this authorization shall imply that shareholders waive their pre-emptive subscription rights in favor of the beneficiaries of the shares that have been granted pursuant to this resolution, and the corresponding capital increase being definitively completed solely by virtue of the definitive grant of the shares to the beneficiaries;
- 11°** decide that the Board of Directors shall have all powers, including the power of sub-delegation, in accordance with the terms and conditions provided by law, to implement this authorization as permitted by law, in order to:
- › determine whether to grant existing shares or shares to be issued,
 - › determine, in compliance with laws and regulations as of the date of the transactions contemplated and within the limit of this resolution, all the terms relating to the grant of shares, in particular the conditions under which such shares shall be granted (especially the presence and performance conditions), the categories of beneficiaries, the beneficiaries and the number of shares granted to each of them and the grant date,
 - › if applicable, increase the share capital by incorporating reserves or issuance premiums in order to issue and grant shares of the Corporation pursuant to this resolution and allocate, if applicable, the sums required to pay up the shares from the reserves, surpluses or issuance premium at its election,
- › adjust, during the vesting period, if it deems necessary, the number of shares granted in order to protect the rights of the beneficiaries, in compliance with the laws and regulations in force as of the date of the transactions contemplated, based on potential Company equity transactions provided by law, it being specified that the shares, granted further of these adjustments, shall be deemed granted on the same date as that of the initial share grant; and
 - › more generally, take all useful and necessary measures and conclude any and all agreements or contracts to effect the closing of the transactions contemplated, as the case may be, to carry out any and all formalities to effect the share capital increases subsequent to the definitive grant of Corporation shares, to amend the articles of association accordingly, and to carry out any and all formalities required for the admission to list the issued shares;
- 12°** acknowledge that this authorization renders ineffective, up to the unused portion, any previous authorization with the same purpose.

This authorization is granted to the Board of Directors for a period of **thirty-eight months** from the date of this Meeting.

Information concerning the directors

whose renewal is proposed to the Shareholders' Meeting on May 24, 2024 (Resolutions 6 to 8)



Patrick Pouyanné

Chairman and Chief Executive Officer of TotalEnergies SE*

Chairman of the Strategy & CSR Committee

Born on June 24, 1963 (French)

Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 29, 2015

Last reappointment: Annual Shareholders' Meeting on May 28, 2021

End of current term: Annual Shareholders' Meeting on May 24, 2024

Number of TotalEnergies shares held: 410,695

Number of TotalEnergies Actionnariat

France collective investment fund units held: 13,091.5928 (as of December 31, 2023)

Business address: TotalEnergies SE,
2 place Jean Millier, La Défense 6,
92400 Courbevoie, France

Main function: Chairman and Chief Executive Officer of TotalEnergies SE*

Biography & Professional Experience

A graduate of École Polytechnique and a Chief Engineer of France's Corps des Mines, Mr. Pouyanné held, between 1989 and 1996, various administrative positions in the Ministry of Industry and other cabinet positions (technical advisor to the Prime Minister – Édouard Balladur – in the fields of the Environment and Industry from 1993 to 1995, Chief of staff for the Minister for Information and Aerospace Technologies – François Fillon – from 1995 to 1996). In January 1997, he joined TotalEnergies' Exploration & Production division, first as Chief Administrative Officer in Angola, before becoming Company representative in Qatar and President of the Exploration and Production subsidiary in that country in 1999. In August 2002, he was appointed President, Finance, Economy and IT for Exploration & Production. In January 2006, he became Senior Vice President, Strategy, Business Development and R&D in Exploration & Production and was appointed a member of the Company's Management Committee in May 2006. In March 2011, Mr. Pouyanné was appointed Deputy General Manager, Chemicals, and Deputy General Manager, Petrochemicals. In January 2012, he became President, Refining & Chemicals and a member of the Company's Executive Committee.

On October 22, 2014, he became Chief Executive Officer of TOTAL S.A. and Chairman of the Company's Executive Committee. On May 29, 2015, he was appointed by the Annual Shareholders' Meeting as director for a three-year term. The Board of Directors appointed him as Chairman of the Board of Directors as of December 19, 2015. Mr. Pouyanné thus became the Chairman and Chief Executive Officer. Following the renewal of Mr. Pouyanné's directorship at the Shareholders' Meeting on June 1, 2018 and then on May 28, 2021 for a three-year period, the Board of Directors renewed Mr. Pouyanné's term of office as Chairman and Chief Executive Officer for a period equal to that of his directorship.

Mr. Pouyanné is thus the Chairman and Chief Executive Officer of TotalEnergies SE.

On June 1, 2022, Mr. Pouyanné was appointed Chairman of the French association, Entreprises pour l'Environnement (EpE). Mr. Pouyanné has also been the Chairman of the Alliance pour l'Éducation – United Way association since June 2018, having accepted this office as Chairman and Chief Executive Officer of the Corporation. In addition, he has been a member of the Board of Directors of Capgemini (since May 2017), of the Board of Directors of École Polytechnique (since September 2018), of the Institut du Monde Arabe (since 2017) and of the foundation La France s'engage (since 2017). Mr. Pouyanné is an Officer of the Légion d'honneur.

Directorships and functions held

Directorships held at any company during fiscal year 2023

Within the Company

- Chairman and Chief Executive Officer of TotalEnergies SE* and Chairman of the Strategy & CSR Committee

Outside the Company

- Director of Capgemini S.E.* (since May 10, 2017), member of the Strategy & CSR Committee (until May 2022), member of the Ethics & Governance Committee and, since May 2022, Chairman of the Compensation Committee

Directorships that have expired in the previous five years

- None

Other positions held during fiscal year 2023

- Chairman of the l'Association Alliance pour l'Éducation – United Way (since June 2018)
- Chairman of the French business coalition Entreprises pour l'Environnement (EpE) (since June 1, 2022)
- Member of the Board of Directors of École Polytechnique (a public scientific, cultural and professional establishment under French law) (since September 2018)
- Member of the Board of Directors of the Institut Polytechnique de Paris (until May 2024)
- Member of the Board of Directors of AFEP (French Association of private companies) (since 2014)
- Member of the Board of Directors of the Institut du Monde Arabe (since 2017)
- Member of the Board of Directors of the La France s'engage foundation (since September 2017)

* Companies marked with an asterisk are listed companies

Information concerning the directors

whose renewal is proposed to the Shareholders' Meeting on May 24, 2024 (Resolutions 6 to 8)



Jacques Aschenbroich

**Independent director –
Lead Independent Director
Chairman of the Governance and Ethics
Committee**

Member of the Compensation Committee
Member of the Strategy & CSR Committee
Born on June 3, 1954 (French)
Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 28, 2021
End of current term: Annual Shareholders' Meeting on May 24, 2024
Number of TotalEnergies shares held: 1,000 (as of December 31, 2023)
Business address:
111 quai du Président Roosevelt,
92130 Issy Les Moulineaux, France
Main function: Chairman of the Board of Directors of Orange*

Biography & Professional Experience

As an engineer graduate of the Corps des Mines, Mr. Jacques Aschenbroich held several positions in the French administration and served in the Prime Minister's office in 1987 and 1988. He then pursued an industrial career in the Saint-Gobain group from 1988 to 2008. After having managed subsidiaries in Brazil and Germany, he became Managing Director of the Flat Glass division of Compagnie de Saint-Gobain and went on to become Chairman of Saint-Gobain Vitrage in 1996.

As Senior Vice-President of Compagnie de Saint-Gobain from October 2001 to December 2008, he managed the flat glass and high-performance materials sectors as from January 2007 and, as the Vice-Chairman of Saint-Gobain Corporation and General Delegate to the United States and Canada, he directed the operations of the group in the United States as from September 1, 2007. He was also a director of Esso SAF until June 2009.

Mr. Jacques Aschenbroich was appointed Director and Chief Executive Officer of Valeo in March 2009 and then Chairman and Chief Executive Officer of Valeo, positions he held from February 2016 to January 26, 2022. Following the change in the Valeo Group's governance, he remained the Chairman of the Board of Directors of Valeo from January 26, 2022 until December 31, 2022, when Mr. Jacques Aschenbroich left the Chairmanship and the Board of Directors of Valeo.

In May 2022, Jacques Aschenbroich was appointed Chairman of the Board of Directors of Orange.

Directorships and functions held

Directorships held at any company during fiscal year 2023

- Chairman of the Board of Directors of Orange* since May 2022
- Director of TotalEnergies SE*, Lead Independent Director since May 26, 2023, chairman of the Governance and Ethics Committee, member of the Compensation Committee and, since May 26, 2023, member of the Strategy & CSR Committee
- Director of BNP Paribas*, Chairman of the Corporate Governance, Ethics, Nominations and CSR Committee, and member of the Financial Statements Committee

Directorships that have expired in the previous five years

- Chairman of the Board of Directors of Valeo* until December 31, 2022 and Chief Executive Officer of Valeo until January 26, 2022
- Director of Veolia Environnement*, Chairman of the Comité de recherche, innovation et développement durable and member of the Comité des comptes et de l'audit until May 28, 2021
- Chairman of Valeo Finance, Valeo S.p.A. (Italy) and Valeo (UK) Limited (United Kingdom)

Other positions held during fiscal year 2023

- Chairman of the Board of Directors of the École nationale supérieure des mines ParisTech
- Co-Chair of the Franco-Japanese Business Club
- Vice-Chairman of the Institut de la Finance Durable

* Companies marked with an asterisk are listed companies

Information concerning the directors

whose renewal is proposed to the Shareholders' Meeting on May 24, 2024 (Resolutions 6 to 8)



Glenn Hubbard

Independent director

Member of the Audit Committee

Born on September 4, 1958 (American)

Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 28, 2021

End of current term: Annual Shareholders' Meeting on May 24, 2024

Number of TotalEnergies shares held: 1,000 (as of December 31, 2023)

Business address: 572 Kravis Hall, 665 West 130th Street, New York, NY 10027, United States

Main function : Russell L. Carson Professor of Finance and Economics, Columbia University and Chairman of the Board, MetLife, Inc.

Biography & Professional Experience

Mr. Glenn Hubbard obtained in 1983 a PhD in Economics at Harvard University. After graduation, he joined Northwestern University as Assistant Professor of Economics, where he stayed for five years. In 1988 he joined Columbia University, where he continues to teach today. Since then, he has been a visiting professor at Harvard's Kennedy School of Government and Harvard Business School as well as The University of Chicago. In 1991, Glenn Hubbard was appointed Deputy Assistant Secretary for Tax Policy at the United States Department of the Treasury. In 1993, he joined the Federal Reserve Bank of New York's Panel of Economic Advisors, a position he vacated in 2001 when he became Chairman of the United States Council of Economic Advisers (CEA). He also served as Chair of the Economic Policy Committee of the Organization for Economic Cooperation and Development (OECD) as well as a Member of the White House National Economic Council, National Security Council, and the President's Council on Science and Technology. He stepped down as Chair of the CEA in 2003, returning to Columbia University. In 2007, he also rejoined the Panel of Economic Advisors for the Federal Reserve Bank of New York, a position he maintained for 10 years. In 2004, he joined the Boards of Dex Media, KKR Financial Corporation, and Automatic Data Processing (ADP), positions he held for many years. In 2004, he was named Dean of Columbia Business School (Columbia University's graduate school of business), keeping this position until 2019. In 2007, Glenn Hubbard joined the Board of MetLife, Inc. where he continues to serve today after being named Lead Independent Director in 2017 and Chairman in 2019.

Directorships and functions held

Directorships held at any company during fiscal year 2023

- Chairman of the Board of MetLife, Inc.*
- Director of BlackRock Fixed Income Funds
- Director of TotalEnergies SE* and, since May 26, 2023, member of the Audit Committee

Directorships that have expired in the previous five years

- Director of Automatic Data Processing until November 2020

Other positions held during fiscal year 2023

- Russell L. Carson Professor of Finance and Economics, Columbia University
- Co-Chair, Committee on Capital markets Regulation
- Board Member of Resources for the Future

* Companies marked with an asterisk are listed companies

Information concerning the director

whose appointment is proposed to the Shareholders' Meeting on May 24, 2024 (Resolution 9)



Marie-Ange Debon

Born on May 18, 1965 (French)
 Number of TotalEnergies shares held: 1,530
 (as of April 26, 2024)
 Business address: 34 avenue Leonard de Vinci,
 Courbevoie

Main function: Executive Chair (Présidente
 du Directoire), Groupe Keolis

Biography & Professional Experience

Born in 1965, Marie-Ange Debon is graduate from the French Ecole des Hautes Etudes Commerciales (HEC) and from the French Ecole Nationale de l'Administration (ENA).

She has been Chairwoman of the Keolis Group Executive Board since August 2020. Prior to joining Keolis, she held a number of positions in both the public and private sectors: *auditeur*, then *conseiller référendaire à la Cour des comptes* from 1990 to 1994, then *directrice générale adjointe* at France 3 from 1994 to 1998. She then joined the Thomson/Technicolor group as Deputy CFO, before becoming Corporate Secretary. In 2008, she joined the Suez group as Corporate Secretary and became General Manager of the International Division in 2013, then General Manager for France from 2018 to 2020.

Directorships and functions held

Directorships held at any company during fiscal year 2023:

Within the Keolis group:

- Executive Chair (Présidente du Directoire) of Groupe Keolis

Outside the Keolis group:

- Director and Chairwoman of the Audit Committee of Technip Energies until May 6, 2024
- Director and Chairwoman of the Audit and Accounts Committee of Arkema

Directorships that have expired in the previous five years:

- Director of La Française des jeux

Other functions held during fiscal year 2023:

- Chairwoman of the UTP (Union des transports publics et ferroviaires)
- Member of the bureau and director of MEDEF International

DELEGATIONS OF AUTHORITY and POWERS granted to the Board of Directors with respect to share CAPITAL INCREASES and AUTHORIZATION FOR SHARE CANCELLATION

Table compiled in accordance with Article L. 225-37-4, 3° of the French Commercial Code summarizing the use of delegations of authority and powers granted to the Board of Directors with respect to share capital increases during fiscal year 2023

Type	Cap on par value, or number of shares or expressed as % of share capital	Use in 2023 by value or number of shares	Available balance as of 12/31/2023 by value or number of shares ^(a)	Date of the delegation of authority or authorization by the Extraordinary Shareholders' Meeting	Expiry date and term of authorization granted to the Board of Directors	
Maximum cap for the issuance of securities granting immediate or future rights to share capital	Securities representing debt securities giving rights to a portion of share capital	–	€10bn	May 25, 2022 (17 th , 18 th , 19 th and 21 st resolutions)	July 25, 2024 26 months	
	Share capital par value	An overall cap of €2.5bn (i.e., a maximum of 1,000 million shares issued with a preemptive subscription right), from which can be deducted:	26 million shares	€2.435 bn (i.e., 974 million shares)	May 25, 2022 (17 th resolution)	July 25, 2024 26 months
		1/ a specific cap of €650 million, i.e. a maximum of 260 million shares for issuances without a preferential subscription right (with potential use of an extension clause), including in compensation with securities contributed within the scope of a public exchange offer, provided that they meet the requirements of Article L. 22-10-54 of the French Commercial Code, from which can be deducted:	–	€650 million	May 25, 2022 (18 th and 20 th resolutions)	July 25, 2024 26 months
		1a/ a sub-cap of €650 million with a view to issuing, through an offer as set forth in Article L. 411-2-1 of the French Monetary and Financial Code, shares and securities resulting in a share capital increase, without a shareholders' preemptive subscription right	–	€650 million	May 25, 2022 (19 th and 20 th resolutions)	July 25, 2024 26 months
		1b/ a sub-cap of €650 million through in-kind contributions when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable	–	€650 million	May 25, 2022 (21 st resolution)	July 25, 2024 26 months
	2/ a specific cap of 1.5% of the share capital on the date of the Board decision for share capital increases reserved for employees participating in a Company savings plan	18 million shares ^(b)	18.2 million shares	May 26, 2023 (16 th resolution)	July 26, 2025 26 months	
Stock options granted to Company employees and to executive directors	0.75% of share capital on the date of the Board decision to grant options	–	–	May 29, 2020 (21 st resolution)	Expired on July 29, 2023	
Performance shares granted to Company employees and to executive directors	1% of share capital on the date of the Board decision to grant the shares	8.0 million shares	16.1 million shares ^(c)	May 26, 2023 (15 th resolution)	July 26, 2026 38 months	

(a) Based on share capital as of December 31, 2023, divided into 2,412,251,835 shares.

(b) The meeting of the Board of Directors on September 21, 2023 decided to proceed with a share capital increase in 2024 with a cap of 18,000,000 shares (subscription to the shares under this operation is planned for the second quarter of 2024, subject to the decision of the Chairman and Chief Executive Officer). As a result, the available balance under this authorization amounts to 18,183,777 shares as of December 31, 2023.

(c) The number of shares that may be granted under the 15th resolution of the Extraordinary Shareholders' Meeting held on May 26, 2023 may not exceed 1% of the share capital on the date of the Board of Directors' decision. In addition, the shares granted pursuant to the presence and performance conditions to the Executive Directors under the 15th resolution of the Extraordinary Shareholders' Meeting held on May 26, 2023, may not exceed 0.015% of the capital existing on the date of the Board meeting that decided on the grant, i.e., 361,837 shares based on share capital as of December 31, 2023.

Adjusted EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) is a non-GAAP financial measure and its most directly comparable IFRS measure is Net Income. It refers to the adjusted earnings before depreciation, depletion and impairment of tangible and intangible assets and mineral interests, income tax expense and cost of net debt, i.e., all operating income and contribution of equity affiliates to net income. This indicator can be a valuable tool for decision makers, analysts and shareholders alike to measure and compare the Company's profitability with utility companies (energy sector).

Adjusted net income (TotalEnergies share) is a non-GAAP financial measure and its most directly comparable IFRS measure is Net Income (TotalEnergies share). Adjusted Net Income (TotalEnergies share) refers to Net Income (TotalEnergies share) less adjustment items to Net Income (TotalEnergies share). Adjustment items are inventory valuation effect, effect of changes in fair value, and special items. This indicator can be a valuable tool for decision makers, analysts and shareholders alike to evaluate the Company's operating results and to understand its operating trends by removing the impact of non-operational results and special items.

Adjusted net operating income is a non-GAAP financial measure and its most directly comparable IFRS measure is Net Income. Adjusted Net Operating Income refers to Net Income before net cost of net debt, i.e., cost of net debt net of its tax effects, less adjustment items. Adjustment items are inventory valuation effect, effect of changes in fair value, and special items. Adjusted Net Operating Income can be a valuable tool for decision makers, analysts and shareholders alike to evaluate the Company's operating results and understanding its operating trends, by removing the impact of non-operational results and special items and is used to evaluate the Return on Average Capital Employed (ROACE) as explained below.

Capital Employed is a non-GAAP financial measure. They are calculated at replacement cost and refer to capital employed (balance sheet) less inventory valuations effect. Capital employed (balance sheet) refers to the sum of the following items: (i) Property, plant and equipment, intangible assets, net, (ii) Investments & loans in equity affiliates, (iii) Other non-current assets, (iv) Working capital which is the sum of: Inventories, net, Accounts receivable, net, other current assets, Accounts payable, Other creditors and accrued liabilities (v) Provisions and other non-current liabilities and (vi) Assets and liabilities classified as held for sale. Capital Employed can be a valuable tool for decision makers, analysts and shareholders alike to provide insight on the amount of capital investment used by the Company or its business segments to operate. Capital Employed is used to calculate the Return on Average Capital Employed (ROACE).

Cash Flow From Operations excluding working capital (CFFO) is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow from operating activities. Cash Flow From Operations excluding working capital is defined as cash flow from operating activities before changes in working capital at replacement cost, excluding the mark-to-market effect of Integrated LNG and Integrated Power contracts, including capital gain from renewable projects sales and including organic loan repayments from equity affiliates.

This indicator can be a valuable tool for decision makers, analysts and shareholders alike to help understand changes in cash flow from operating activities, excluding the impact of working capital changes across periods on a consistent basis and with the performance of peer companies in a manner that, when viewed in combination with the Company's results prepared in accordance with GAAP, provides a more complete understanding of the factors and trends affecting the Company's business and performance. This performance indicator is used by the Company as a base for its cash flow allocation and notably to guide on the share of its cash flow to be allocated to the distribution to shareholders.

Debt adjusted cash flow (DACF) is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow from operating activities. DACF is defined as Cash Flow From Operations excluding working capital (CFFO) without financial charges. This indicator can be a valuable tool for decision makers, analysts and shareholders alike because it corresponds to the funds theoretically available to the Company for investments, debt repayment and distribution to shareholders, and therefore facilitates comparison of the Company's results of operations with those of other registrants, independent of their capital structure and working capital requirements.

Free cash flow after Organic Investments is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow from operating activities. Free cash flow after Organic Investments, refers to Cash Flow From Operations excluding working capital minus Organic Investments. Organic Investments refer to Net Investments excluding acquisitions, asset sales and other transactions with non-controlling interests. This indicator can be a valuable tool for decision makers, analysts and shareholders alike because it illustrates operating cash flow generated by the business post allocation of cash for Organic Investments.

Gearing is a non-GAAP financial measure and its most directly comparable IFRS measure is the ratio of total financial liabilities to total equity. Gearing is a Net-debt-to-capital ratio, which is calculated as the ratio of Net debt excluding leases to (Equity + Net debt excluding leases). This indicator can be a valuable tool for decision makers, analysts and shareholders alike to assess the strength of the Company's balance sheet.

Net acquisitions is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow used in investing activities. Net Acquisitions refer to acquisitions minus assets sales (including other operations with non-controlling interests). This indicator can be a valuable tool for decision makers, analysts and shareholders alike because it illustrates the allocation of cash flow used for growing the Company's asset base via external growth opportunities.

Net cash flow is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow from operating activities. Net cash flow refers to Cash Flow From Operations excluding working capital minus Net Investments. Net cash flow can be a valuable tool for decision makers, analysts and shareholders alike because it illustrates cash flow generated by the operations of the Company post allocation of cash for Organic Investments and Net Acquisitions (acquisitions - assets sales - other operations with non-controlling interests). This performance indicator corresponds to the cash flow available to repay debt and allocate cash to shareholder distribution or share buybacks.

Glossary

Net investments is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow used in investing activities. Net Investments refer to Cash flow used in investing activities including other transactions with non-controlling interests, including change in debt from renewable projects financing, including expenditures related to carbon credits, including capex linked to capitalized leasing contracts and excluding organic loan repayment from equity affiliates. This indicator can be a valuable tool for decision makers, analysts and shareholders alike to illustrate the cash directed to growth opportunities, both internal and external, thereby showing, when combined with the Company's cash flow statement prepared under IFRS, how cash is generated and allocated for uses within the organization. Net Investments are the sum of Organic Investments and Net Acquisitions each of which is described in the Glossary.

Organic investments is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow used in investing activities. Organic investments refers to Net Investments, excluding acquisitions, asset sales and other operations with non-controlling interests. Organic Investments can be a valuable tool for decision makers, analysts and shareholders alike because it illustrates cash flow used by the Company to grow its asset base, excluding sources of external growth.

Payout is a non-GAAP financial measure. Payout is defined as the ratio of the dividends and share buybacks to the Cash Flow From Operations excluding working capital. This indicator can be a valuable tool for decision makers, analysts and shareholders as it provides the portion of the Cash Flow From Operations excluding working capital distributed to the shareholder.

Return on Average Capital Employed (ROACE) is a non-GAAP financial measure. ROACE is the ratio of Adjusted Net Operating Income to average Capital Employed at replacement cost between the beginning and the end of the period. This indicator can be a valuable tool for decision makers, analysts and shareholders alike to measure the profitability of the Company's average Capital Employed in its business operations and is used by the Company to benchmark its performance internally and externally with its peers.



Consult all the documents available on the totalenergies.com website

heading: Investors / Annual Shareholders' Meetings

(as indicated in Article R. 225-83 of the French Commercial Code)

It is however possible for you to receive these documents by mail with the below request.

I the undersigned,

Last Name _____ First Names _____

Mailing address _____

Postal code _____ City _____

in my capacity as shareholder of **TotalEnergies SE**

hereby request the Corporation to send me, at no charge to me and prior to the Combined Shareholders' Meeting on May 24, 2024, the documents and information indicated in Article R. 225-83 of the French Commercial Code.

Signed at _____, on _____ 2024 Signature :

Note : in accordance with the provisions of Article R. 225-88 paragraph 3 of the French Commercial Code, any shareholder in possession of registered shares may, by a single request, obtain from the Corporation the documents and information referred to under Article R. 225-83 of the French Commercial Code on the occasion of each Meeting held subsequently to the Meeting designated above.

MAIL TO Société Générale Securities Services – Service Assemblées Générales
CS 30812 – 44308 Nantes Cedex 3

Detailed information concerning the TotalEnergies' activities, the statutory accounts, the consolidated accounts, the Management's report, as well as other regulatory information are regrouped in the Universal Registration Document of TotalEnergies SE for 2023.



CONTACTS

Individual Shareholder Relations Department

TotalEnergies SE

2 place Jean Millier

Arche Nord – Coupole / Regnault

92078 Paris La Défense Cedex

France (postal address)

Email: shareholders@totalenergies.com

Phone helpdesk from Monday to Friday from 9:00 a.m. to 12:30 p.m. and 1:30 to 5:00 p.m., Paris time):

From France: **0 800 039 039** Toll-free from any land line

From other countries: +33 1 47 44 24 02

Investor Relations Department

TotalEnergies SE

2 place Jean Millier

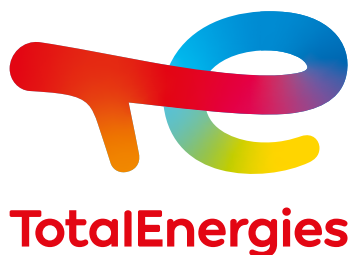
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TotalEnergies SE

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Share capital: 5,967,116,185.00 €

RCS 542 051 180 Nanterre



[totalenergies.com](https://www.totalenergies.com)

NOTICE OF MEETING - COMBINED SHAREHOLDERS' MEETING 2024

—
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—
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