



# Notice of meeting

## Combined Shareholders' Meeting 2025

**Friday May 23, 2025, at 02:00 p.m.**

Tour Coupole

2 place Jean Millier - La Défense 6

92078 - Paris La Défense<sup>(1)</sup>



**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.

# Summary

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# Message

## from the Chairman and Chief Executive Officer

Dear Shareholder,

Our next Shareholders' Meeting will be held on Friday, May 23, 2025, at 2 p.m. in the Coupole building, home to TotalEnergies' headquarters in Paris La Défense.

I would be delighted to see you in attendance so you can take part in your Company's major decisions.

You may vote as of today by mail or online, a simple and secure system which was used for 90% of the votes cast in 2024. On May 23<sup>rd</sup>, you will also be able to watch the proceedings live on [totalenergies.com](https://totalenergies.com).

In light of the popularity of the platform used since 2021 and in keeping with our commitment to promoting meaningful shareholder dialogue, a new platform for submitting questions will be available on [totalenergies.com](https://totalenergies.com) from May 2 to May 16, 2025. You will be able to post your questions or comments, so we can more effectively take into account your expectations during preparations for the Shareholders' Meeting.

In 2024, TotalEnergies reaped the rewards of its integrated and balanced multi-energy strategy, combining profitable growth and sustainable development, being for the third year in a row the most profitable major with a ROACE of 14.8%, while also being the one investing the most in the energy transition with nearly \$5 billion invested in low-carbon energies in 2024, mainly in electricity and renewables. Additionally, TotalEnergies has significantly reduced its greenhouse gas emissions, notably exceeding the 2025 target for methane emission reduction from operated facilities



**Patrick POUYANNÉ**  
Chairman and Chief Executive Officer

a year ahead of schedule (-55% in 2024 compared to 2020), already among the lowest in the sector. In 2025, TotalEnergies is maintaining its course and further strengthening its emission reduction targets and objectives to lower the life cycle carbon intensity of the energy products sold.

With a view to foster shareholder dialogue on the Company's climate roadmap, the Board of Directors has decided to include on the agenda of the Shareholders' Meeting a formal item for debate (without a resolution to be put to shareholders' vote) on the Sustainability & Climate – 2025 Progress Report, which reports on the progress made in implementing the Company's ambition in terms of sustainable development and energy transition to carbon neutrality, and its 2030 targets in this area.

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

# Agenda of the Combined Shareholders' Meeting

- **Item put on the agenda (without a resolution submitted to the shareholders' vote) by the Board of Directors:** Presentation of the Sustainability & Climate – Progress Report 2025 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.

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

- Approval of the statutory financial statements for the fiscal year ended December 31, 2024
- Approval of the consolidated financial statements for the fiscal year ended December 31, 2024
- Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2024
- 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 Ms. Lise Croteau's term of office
- Appointment of Ms. Helen Lee Bouygues as director
- Appointment of Mr. Laurent Mignon as director
- Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association - approved by the Board of Directors\*
- Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association - not approved by the Board of Directors\*
- 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
- Setting of the amount of directors' aggregate annual compensation and 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 2024 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

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

- Delegation of authority to the Board of Directors, for a period of twenty-six 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
- 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' pre-emptive subscription right, reserved to members of a company or group savings plan

(\*) Resolutions 9 and A: in accordance with Article 11 of the Corporation's Articles of Association, since **only one seat** of director representing employee shareholders is to be filled, only the candidate who receives the highest number of votes and at least a majority of the votes will be appointed.

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 21, 2025 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 23, 2025 at 2:00 p.m. at the Tour Coupole, 2 place Jean Millier – La Défense 6, 92078 – Paris La Défense<sup>(1)</sup>.

- › 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](https://totalenergies.com) website between May 2 and May 16, 2025.

### 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. Cell phones will be placed in a sealed pouch and kept with you. Computers and tablets will be left in the luggage office.



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.

### 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 21, 2025 at 00:00 a.m. (Paris time) will be taken into account.



The Shareholders' Meeting will be streamed live at 2:00 p.m., **Friday May 23, 2025, on [totalenergies.com](https://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](https://totalenergies.com), under the heading **Investors/Annual Shareholders' Meetings**.

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](https://totalenergies.com) website, under the heading Shareholders/Shareholders' Meetings.

# 2] 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** 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** I wish to give proxy to the Chairman of the Meeting: select box C
- D** 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 of the form).
- 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 [ ] 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



**TotalEnergies SE**  
Société européenne au capital de 5 675 143 002,50 euros  
Siège social :  
2 place Jean Millier - La Défense 6  
92400 COURBEVOIE  
542 051 180 RCS NANTERRE

**ASSEMBLÉE GÉNÉRALE MIXTE**  
**Convoquée le vendredi 23 mai 2025 à 14 heures**  
Tour Coupole, 2 place Jean Millier  
La Défense 6, 92 400 Courbevoie

**COMBINED GENERAL MEETING**  
**to be held on Friday May 23th 2025 at 2:00 p.m.**  
At Tour Coupole, 2 place Jean Millier  
La Défense 6, 92 400 Courbevoie

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

Identifiant - Account: Vote simple  
Single vote

Nombre d'actions / Number of shares: Porteur  
Shareholder

Nombre de voix - Number of voting rights: Vote double  
Double vote

**A**  JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission / date 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

**B**  JE VOTE PAR CORRESPONDANCE // I VOTE BY POST

Cf. au verso (2) - See reverse (2)

Je vote **OU** à tous les projets de résolutions présentés ou approuvés par le Conseil d'Administration ou le Directeur ou la Directrice, à l'EXCEPTION de ceux que je signale en notifiant comme ceci [ ] l'une des cases "Non" ou "Abstention". // I vote **FOR** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this [ ], for which I vote No or Abstain.

|          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |           |                          |                          |
|----------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-----------|--------------------------|--------------------------|
|          | 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"/> |
|          | 11                       | 12                       | 13                       | 14                       | 15                       | 16                       | 17                       | 18                       | 19                       | 20                       |           | C                        | D                        |
| 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"/> |
|          | 21                       | 22                       | 23                       | 24                       | 25                       | 26                       | 27                       | 28                       | 29                       | 30                       |           | E                        | F                        |
| 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"/> |
|          | 31                       | 32                       | 33                       | 34                       | 35                       | 36                       | 37                       | 38                       | 39                       | 40                       |           | G                        | H                        |
| 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"/> |
|          | 41                       | 42                       | 43                       | 44                       | 45                       | 46                       | 47                       | 48                       | 49                       | 50                       |           | J                        | 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"/> |

Si les amendements ou des décisions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale au sein d'une case correspondante le cas échéant ou si je signale au sein d'une case correspondante le cas échéant.  
If amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.

Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting.  
Je n'abstiens. // I abstain from voting.  
Je donne procuration [cf. au verso verso (2)] à M. / Mlle ou M/Ms. Raison Sociale pour voter en mon nom. // I appoint [see reverse (2)] Mr. / Mrs or M/Ms. Corporate Name to vote on my behalf.

Pour être pris en considération, vos formulaires doivent parvenir au plus tard: // To be considered, this completed form must be returned no later than:

à la banque / to the bank sur 2<sup>ème</sup> communication / on 2nd notification sur 2<sup>ème</sup> communication / on 2nd notification

21 mai 2025 / May 21, 2025

**C**  JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**

See reverse (3)

**D**  JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée

M. / Mlle ou M/Ms. Raison Sociale / Mr. / Mrs or M/Ms. Corporate Name

Address / Address

**E**  **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.

Nom, prénom, adresse de l'actionnaire (des modifications de ces informations doivent être adressées à l'établissement concerné ainsi qu'au porteur des actions, à l'aide de ce formulaire). Cf. au verso (1)  
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 (1)

**F**  **Signature**

### 2 I 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 21, 2025 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 21, 2025 at 11:59 p.m. (Paris time).

# 2] 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 | 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>



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

- 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).

Internet portal with your usual access codes and click on the icon that appears on the line corresponding to your TotalEnergies shares.

### 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 22, 2025 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 22, 2025, 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 22, 2025, 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 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.

#### 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”.

## Voting rights limitation

Article 18 of the Articles of Association of TotalEnergies SE 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 Corporation's shares, on the basis of voting rights for either shares owned directly or indirectly, or shares for which the shareholder holds powers.

## 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:

## 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 21, 2025 at 00:00 a.m. (Paris time). Notifications must be emailed at: **holding.df-declarationdeparticipation@totalenergies.com**

## 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 31, 2025. 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 2024 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.

Société Générale Securities Services  
Service Assemblées Générales  
CS 30812  
F-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 3:00 p.m. (Paris time) on May 22, 2025.

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.

## Key figures and outlook

TotalEnergies is a global integrated energy company that produces and markets energies: oil and biofuels, natural gas, biogas and low-carbon hydrogen, 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 2024, TotalEnergies reported adjusted net income of \$18.3 billion and cash flow of \$29.9 billion in a softer environment mainly affected by a sharp decline in refining margins, after two exceptional years. 2024 IFRS net income was \$15.8 billion (€14.6 billion). The Company achieved nearly a 15% return on average capital employed in 2024, the best among the majors for the third consecutive year. TotalEnergies continued to implement its balanced growth strategy in a disciplined manner by investing \$17.8 billion in 2024, of which one third was in new Oil & Gas projects and \$4.8 billion in low-carbon energies, including \$3.9 billion in Integrated Power. With \$8 billion in share buybacks\*, payout reached 50% of cash flow. TotalEnergies ended the year 2024 with gearing<sup>(1)</sup> below 10%, highlighting the Company's strong financial health.

In 2024, TotalEnergies achieved five major projects start-ups (Mero-2 and Mero-3 in Brazil, Anchor in the United States, Fenix in Argentina and Tyra in Denmark) that support 2025 production growth of more than 3%. Exploration & Production generated adjusted net operating income of \$10 billion and cash flow of \$17 billion. During the year, the Company sanctioned major oil projects in Suriname, Brazil and Angola, driving an outstanding reserves replacement ratio (157%) and a proved reserves life index greater than 12 years as of December 31, 2024, reflecting the depth of TotalEnergies' Upstream portfolio. In 2024, TotalEnergies confirmed its low cost and low emission Oil & Gas model, with operating costs below \$5/boe and GHG emissions<sup>(2)</sup> and notably methane emissions down 3% and 15%, respectively, over the year. For full-year 2024, Integrated LNG segment generated adjusted net operating income and cash flow of \$4.9 billion. The Company enriched its portfolio in 2024 with the launch of Marsa LNG in Oman, Ubeta in Nigeria, the Sapura OMV acquisition in Malaysia and the acquisition of dry gas assets in the Eagle Ford basin in Texas. Moreover, TotalEnergies continued to successfully market its LNG volumes by signing several new medium-term sales contracts (6 Mt/ year) in Asia, mostly Brent-indexed.

(1) Refer to glossary pages 42-43. \* Including coverage of employees share grant plans.  
(2) Scope 1+2 of Oil and Gas operated activities.

**15.8<sup>B\$</sup>**

IFRS net income  
(TotalEnergies share)<sup>(1)</sup>

**29.9<sup>B\$</sup>**

Cash flow from  
operations excluding  
working capital  
(CFFO)<sup>(1)</sup>

**8.3 %**

Gearing ratio<sup>(1)</sup>  
as of December 31, 2024

**3.22/share**

Ordinary 2024  
dividend  
+7.0% compared to 2023

Full-year 2024 cash flow of the Integrated Power segment totaled \$2.6 billion, up 19% year-on-year and in line with annual Company guidance, and with a ROACE of 10%. Net electricity production increased 23% year-on-year to 41 TWh and contributed to reducing the average lifecycle carbon intensity of all energy products sold by the Company to its clients (-17% vs. 2015). During 2024, TotalEnergies continued to deploy its differentiated Integrated Power model in key targeted markets through strategic acquisitions: Quadra Energy and VSB that strengthen the Company's position in Germany, and gas-fired power plants in the United States and the United Kingdom that further enhance the Company's flexible generation capacity. Thanks to its portfolio, TotalEnergies anticipates growing power production to more than 50 TWh in 2025, equivalent to 10% of its hydrocarbon production. Full-year 2024, downstream adjusted net operating income was \$3.5 billion, down from 2023 levels due to a sharp decline (-44%) in European refining margins and downgraded operations in some units. Importantly, cash flow remained above \$6 billion, demonstrating the resilience of the Company's integrated Downstream model.

In view of the free cash flow growth<sup>(1)</sup> outlook and share buybacks executed in 2024 (5% of the share capital), the Board of Directors will propose at the Shareholders' Meeting to be held on May 23, 2025, the distribution of a final 2024 dividend of €0.85/share, resulting in an increase of 7% for the 2024 dividend to €3.22/share, compared to the 2023 dividend. Furthermore, the Board of Directors confirmed a shareholder return policy for 2025 targeting >40% CFFO payout, which will combine interim dividends increasing by 7.6% to €0.85/share and \$2 billion of share buybacks per quarter, a level which will be pursued under reasonable market conditions.

## 3 Results of TotalEnergies

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

|   | 2024   | 2023    | 2024 vs 2023 |
|---|--------|---------|--------------|
| Adjusted net operating income from business segments                      | 20,566 | 25,107  | - 18 %       |
| Net income (TotalEnergies share)  | 15,758 | 21,384  | - 26 %       |
| Adjusted net income (TotalEnergies share) <sup>(1)</sup>                  | 18,264 | 23,176  | - 21 %       |
| Fully-diluted weighted average shares (in millions)                       | 2,315  | 2,434   | - 5 %        |
| Adjusted fully-diluted earnings per share <sup>(2)</sup> (in \$)          | 7.77   | 9.40    | - 17 %       |
| Organic investments <sup>(1)</sup>  | 16,423 | 18,126  | - 9 %        |
| Acquisitions net of asset sales <sup>(1)</sup>                            | 1,406  | (1,289) | ns           |
| Net investments <sup>(1)</sup>  | 17,829 | 16,837  | + 6 %        |
| Cash flow from operations excluding working capital (CFFO) <sup>(1)</sup> | 29,917 | 35,946  | - 17 %       |
| Cash flow from operating activities                                       | 30,854 | 40,679  | - 24 %       |

(1) Refer to glossary pages 42-43.

(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                                   | 2024 | 2023  | 2024 vs 2023 |
|---|------|-------|--------------|
| Brent (\$/b)  | 80.8 | 82.6  | - 2 %        |
| Henry Hub (\$/Mbtu)   | 2.4  | 2.7   | - 9 %        |
| TTF (\$/Mbtu)   | 11.0 | 13.1  | - 16 %       |
| JKM (\$/Mbtu)   | 11.9 | 13.8  | - 14 %       |
| Average price of liquids (\$/b) <sup>(1) (2)</sup>              | 77.1 | 76.2  | + 1 %        |
| Consolidated subsidiaries                                       |      |       |              |
| Average price of gas (\$/Mbtu) <sup>(1) (2)</sup>               | 5.54 | 6.64  | - 16 %       |
| Consolidated subsidiaries                                       |      |       |              |
| Average price of LNG (\$/Mbtu) <sup>(1) (3)</sup>               | 9.80 | 10.76 | - 9 %        |
| Consolidated subsidiaries and equity affiliates                 |      |       |              |
| European Refining Margin Marker (ERM) <sup>(1) (4)</sup> (\$/t) | 39.5 | 71.0  | - 44 %       |

(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 market indicator for European refining, calculated based on public market prices (\$/t), uses a basket of crudes, petroleum product yields and variable costs representative of the European refining system of TotalEnergies.

## Greenhouse gas emissions<sup>(1)</sup>

| Scope 1+2 emissions (MtCO <sub>2</sub> e)         | 2024 | 2023 | 2024 vs 2023 |
|---|------|------|--------------|
| Scope 1+2 from operated facilities <sup>(2)</sup> | 34.3 | 34.6 | - 1 %        |
| of which Oil & Gas                                | 29.4 | 30.3 | - 3 %        |
| of which CCGT                                     | 4.9  | 4.3  | + 14 %       |
| Scope 1+2 - equity share                          | 46.4 | 48.9 | - 5 %        |

| Methane emissions (ktCH <sub>4</sub> )     | 2024 | 2023 | 2024 vs 2023 |
|--|------|------|--------------|
| Methane emissions from operated facilities | 29   | 34   | - 15 %       |
| Methane emissions - equity share           | 33   | 40   | - 18 %       |

(1) The six greenhouse gases in the Kyoto protocol, namely CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, HFCs, PFCs and SF<sub>6</sub>, with their respective GWP (Global Warming Potential) as described in the 2021 IPCC report. HFCs, PFCs and SF<sub>6</sub> are virtually absent from the Company's emissions or are considered as non-material and are therefore not counted. (2) Scope 1+2 GHG emissions of operated facilities are defined as the sum of direct emissions of greenhouse gases from sites or activities that are included in the scope of reporting (as defined in the Company's 2023 Universal Registration Document) and indirect emissions attributable to brought-in energy (electricity, heat, steam), excluding purchased industrial gases (H<sub>2</sub>).

## Adjusted net operating income from business segments

**Business segments adjusted net operating income was \$20,566 million in 2024, versus \$25,107 million in 2023,** linked to lower oil & gas prices and refining margins and to low market volatility impacting gas & LNG trading.

## Adjusted net income<sup>(1)</sup> (TotalEnergies share)

Adjusted net income (TotalEnergies share) is \$18,264 million, versus \$23,176 million in 2023.

The Company's average tax rate was 39.4% in 2024 versus 37.5% in 2023, notably due to a higher weight of Exploration & Production in the Company's results.

## Adjusted earnings (TotalEnergies share) per share

Adjusted diluted net earnings per share were \$7.77 in 2024, based on 2,315 million weighted average diluted shares, compared to \$9.40 in 2023.

As of December 31, 2024, the number of diluted shares was 2,270 million.

TotalEnergies repurchased 121 million shares for cancellation in 2024 for \$8 billion.

## Acquisitions – asset sales

Completed acquisitions were \$4,646 million in 2024, primarily related to Sapura OMV in Malaysia, interests in dry gas fields operated by Lewis Energy in the Eagle Ford in Texas, the acquisitions of a 20% interest from Lewis Energy Group in the Dorado (Eagle Ford) gas field in Texas, the German renewable energy aggregator Quadra Energy, 1.5 GW of flexible gas capacity in Texas, 1.3 GW of flexible gas capacity in the United Kingdom and interest in offshore wind in Germany in 2023 and in the Netherlands in 2024.

Completed divestments were \$3,240 million in 2024, primarily related to the farm down of renewable and flexible assets in the United States, the sale of a 50% interest in the West Burton plant in the United Kingdom, the closing of the sales of TotalEnergies EP Brunei, of TotalEnergies' interest in Total PARCO in Pakistan and of a minority interest in the Natref refinery in South Africa, the closing of the retail network transaction with Alimentation Couche-Tard in Belgium, Luxemburg and the Netherlands, the sale of a 15% interest in Absheron in Azerbaijan, the farm down of the Seagreen offshore wind farm in the United Kingdom, and the sale of petrochemical assets in Lavera, France.

## Net cash flow<sup>(1)</sup>

TotalEnergies' net cash flow was \$12,088 million in 2024 versus \$19,109 million in 2023, reflecting the \$6,029 million decrease in CFFO and the \$992 million increase in net investments to \$17,829 million in 2024.

\*These share buybacks include buybacks covering employee share grant plans.  
(1) Refer to glossary pages 42-43

| <b>Profitability</b> (in millions of dollars)             | <b>January 1, 2024<br/>December 31, 2024</b> | October 1, 2023<br>September 30, 2024 | January 1, 2023<br>December 31, 2023 |
|---|--|---------------------------------------|--------------------------------------|
| Return on average capital employed (ROACE) <sup>(1)</sup> | <b>14.8 %</b>                                | 14.6 %                                | 18.9 %                               |
| Return on equity (ROE)                                    | <b>15.8 %</b>                                | 16.6 %                                | 20.4 %                               |

| <b>2025 Sensitivities*</b>            | <b>Change</b>        | Estimated impact on adjusted net operating income | Estimated impact on cash flow from operations |
|---------------------------------------|----------------------|---|---|
| Dollar                                | <b>+/- 0.1 \$/€</b>  | +/- 0.1 G\$                                       | ~0 G\$  |
| Average liquids price**               | <b>+/- 10 \$/b</b>   | +/- 2.3 G\$                                       | +/- 2.8 G\$                                   |
| European gas price - TTF              | <b>+/- 2 \$/Mbtu</b> | +/- 0.4 G\$                                       | +/- 0.4 G\$                                   |
| European Refining Margin Marker (ERM) | <b>+/- 10 \$/t</b>   | +/- 0.4 G\$                                       | +/- 0.5 G\$                                   |

(1) Refer to glossary pages 42-43.

\* 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 2025. 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 70-80 \$/b Brent environment.

## 3 Results of business segments

| <b>Exploration &amp; Production</b>   | <b>2024</b> | 2023   | 2024 vs 2023 |
|---|-------------|--------|--------------|
| Hydrocarbon production (kboe/d)   | 1,947       | 2,034  | - 4 %        |
| Adjusted net operating income (M\$)   | 10,004      | 10,942 | - 9 %        |
| Cash flow from operations excluding working capital (CFFO) <sup>(1)</sup> (M\$) | 17,049      | 19,126 | - 11 %       |
| Cash flow from operating activities (M\$)                                       | 17,388      | 18,531 | - 6 %        |

In 2024, adjusted net operating income was \$10,004 million, down 9% year-on-year, mainly driven by lower oil and gas prices and by the impact of the disposal of the Canadian oil sands assets.

| <b>Integrated LNG</b>   | <b>2024</b> | 2023  | 2024 vs 2023 |
|---|-------------|-------|--------------|
| Hydrocarbon production for LNG (kboe/d)   | 487         | 449   | + 8 %        |
| Overall Liquefied Natural Gas Sales (Mt)  | 39.8        | 44.3  | - 10 %       |
| Adjusted net operating income (M\$)   | 4,869       | 6,200 | - 21 %       |
| Cash flow from operations excluding working capital (CFFO) <sup>(1)</sup> (M\$) | 4,903       | 7,293 | - 33 %       |
| Cash flow from operating activities (M\$)                                       | 5,185       | 8,442 | - 39 %       |

For Integrated LNG, adjusted net operating income was \$4,869 million in 2024, down 21% year-on-year, mainly due to lower average LNG selling prices and low market volatility during the first three quarters that impacted gas trading results.

| <b>Integrated Power</b>  | <b>2024</b> | 2023  | 2024 vs 2023 |
|--|-------------|-------|--------------|
| Net power production (TWh)<br>Solar, wind, hydroelectric and gas flexible capacities | 41.1        | 33.4  | + 23 %       |
| Adjusted net operating income (M\$)  | 2,173       | 1,853 | + 17 %       |
| Cash flow from operations excluding working capital (CFFO) <sup>(1)</sup> (M\$)      | 2,555       | 2,152 | + 19 %       |
| Cash flow from operating activities (M\$)  | 2,972       | 3,573 | - 17 %       |

Integrated Power adjusted net operating income were \$2,173 million in 2024 up 17% year-on-year and in line with growth in the business. These results demonstrate the relevance of the integrated model, with all segments of the value chain contributing to achieving annual guidance (> \$2.5 billion CFFO).

| <b>Refining &amp; Chemicals</b>   | <b>2024</b> | 2023  | 2024 vs 2023 |
|---|-------------|-------|--------------|
| Total refinery throughput (kb/d)  | 1,472       | 1,436 | + 2 %        |
| Adjusted net operating income (M\$)   | 2,160       | 4,654 | - 54 %       |
| Cash flow from operations excluding working capital (CFFO) <sup>(1)</sup> (M\$) | 3,760       | 5,853 | - 36 %       |
| Cash flow from operating activities (M\$)                                       | 3,808       | 7,957 | - 52 %       |

For Refining & Chemicals, adjusted net operating income was down, amounting to \$2,160 million in 2024, reflecting lower refining margins in Europe and the Rest of the World.

| <b>Marketing &amp; Services</b>   | <b>2024</b> | 2023  | 2024 vs 2023 |
|---|-------------|-------|--------------|
| Sales (kb/d)  | 1,342       | 1,375 | - 2 %        |
| Adjusted net operating income (M\$)   | 1,360       | 1,458 | - 7 %        |
| Cash flow from operations excluding working capital (CFFO) <sup>(1)</sup> (M\$) | 2,319       | 2,318 | -            |
| Cash flow from operating activities (M\$)                                       | 2,901       | 1,957 | + 48 %       |

Marketing & Services adjusted net operating income was \$1,360 million for the full-year 2024, down 7% year-on-year.

(1) Refer to glossary pages 42-43.

## TotalEnergies SE results and proposed dividend

Net income for TotalEnergies SE, the parent company, amounted to €15,275 million in 2024, compared to €11,232 million in 2023.

In view of the free cash flow growth outlook and share buybacks executed in 2024 (5% of the share capital), the Board of Directors will propose at the Shareholders' Meeting to be held on May 23, 2025, the distribution of a final 2024 dividend of €0.85/share, resulting in an increase of 7% for the 2024 dividend to €3.22/share, compared to the 2023 dividend. Furthermore, the Board of Directors confirmed a shareholder return policy for 2025 targeting >40% CFFO payout, which will combine interim dividends increasing by 7.6% to €0.85/share and \$2 billion of share buybacks per quarter, a level which will be pursued under reasonable market conditions.

## Outlook

At the beginning of 2025, Brent prices remain volatile between \$70 and \$80/b, supported by the willingness of OPEC+ countries to balance oil markets that are facing strong supply growth from non-OPEC countries (US, Guyana, Brazil). According to the IEA, global oil demand is anticipated to grow by 1.1 Mb/d in 2025, up from a 0.8 Mb/d increase in 2024.

European gas prices increased at the end of 2024 and forward markets currently expect prices to be above \$13/Mbtu in the first quarter of 2025, supported by high winter consumption and rapid inventory declines in Europe in the context of the interruption of Russian imports via Ukraine. Gas markets should remain in tension in 2025 due to very limited expected capacity additions related to delays of some projects. TotalEnergies expects more than 40 Mt of LNG sales in 2025. Given the evolution of oil and gas prices in the recent months and the lag effect on price formulas, TotalEnergies anticipates its average LNG selling price will be above \$10/Mbtu in the first quarter 2025.

In 2025, TotalEnergies anticipates its hydrocarbon production will grow more than 3%, benefiting from the ramp-up of 2024 start-ups and production start-ups, notably Ballymore in the Gulf of Mexico and Mero-4 in Brazil.

First quarter 2025 hydrocarbon production is expected to be between 2.5 and 2.55 Mboe/d thanks to the ramp-up of 2024



start-ups and the closing of the acquisitions of SapuraOMV in Malaysia and of interests in the Eagle Ford shale gas play in Texas that occurred during the fourth quarter 2024.

The Integrated Power segment is expected to expand in 2025 supported by electricity production growth greater than 20% to reach an annual net electricity generation of more than 50 TWh. Cash flow before working capital (CFFO) is expected to be between \$2.5 and \$3 billion in 2025.

By combining hydrocarbon and electricity production growth, the Company expects to increase energy production by 5% in 2025. Integrated Power production will represent 10% of hydrocarbon production.

For 2025, TotalEnergies expects net investments of \$17 to \$17.5 billion, of which \$4.5 billion is dedicated to low carbon energies, mostly Integrated Power. Organic investments should amount to approximately \$17 billion, focused on core growth projects to achieve 2030 production targets, down from the \$18 billion guidance presented during the Strategy & Outlook in October 2024.

# 4] Composition of the Board of Directors of TotalEnergies SE

Directors in office as of December 31, 2024



**Mr. Patrick Pouyanné**  
Chairman and Chief Executive Officer



**Ms. Maria van der Hoeven**  
Independent director



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



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



**Ms. Marie-Christine Coisne-Roquette**  
Director  
Chairwoman of the Board of Sonepar S.A.S.  
and Permanent Representative of Colam  
Entreprendre S.A.S.



**Ms. Emma de Jonge**  
Director representing  
employee shareholders



**Ms. Lise Croteau**  
Independent director



**Ms. 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



**Ms. Marie-Ange Debon**  
Independent director  
Executive Chair (*Présidente du Directoire*) -  
Groupe Keolis



**Mr. Dierk Paskert**  
Independent director



**Mr. Romain Garcia-Ivaldi**  
Director representing employees



**Mr. Angel Pobo**  
Director representing employees

## Summary presentation of the Committees as of March 19, 2025

| Audit Committee                        | Governance and Ethics Committee | Compensation Committee                  | Strategy & CSR Committee               |
|--|---------------------------------|---|--|
| 5 members                              | 4 members                       | 4 members                               | 6 members                              |
| 75% independent members <sup>(a)</sup> | 75% independent members         | 100% independent members <sup>(a)</sup> | 60% independent members <sup>(a)</sup> |
| 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                   | Dierk Paskert                           | Marie-Christine Coisne-Roquette        |
| Romain Garcia-Ivaldi <sup>(b)</sup>    | Jean Lemierre                   | Angel Pobo <sup>(b)</sup>               | Emma de Jonge <sup>(c)</sup>           |
| Glenn Hubbard                          |                                 |   | Anelise Lara                           |
|  |                                 |   | Jean Lemierre                          |

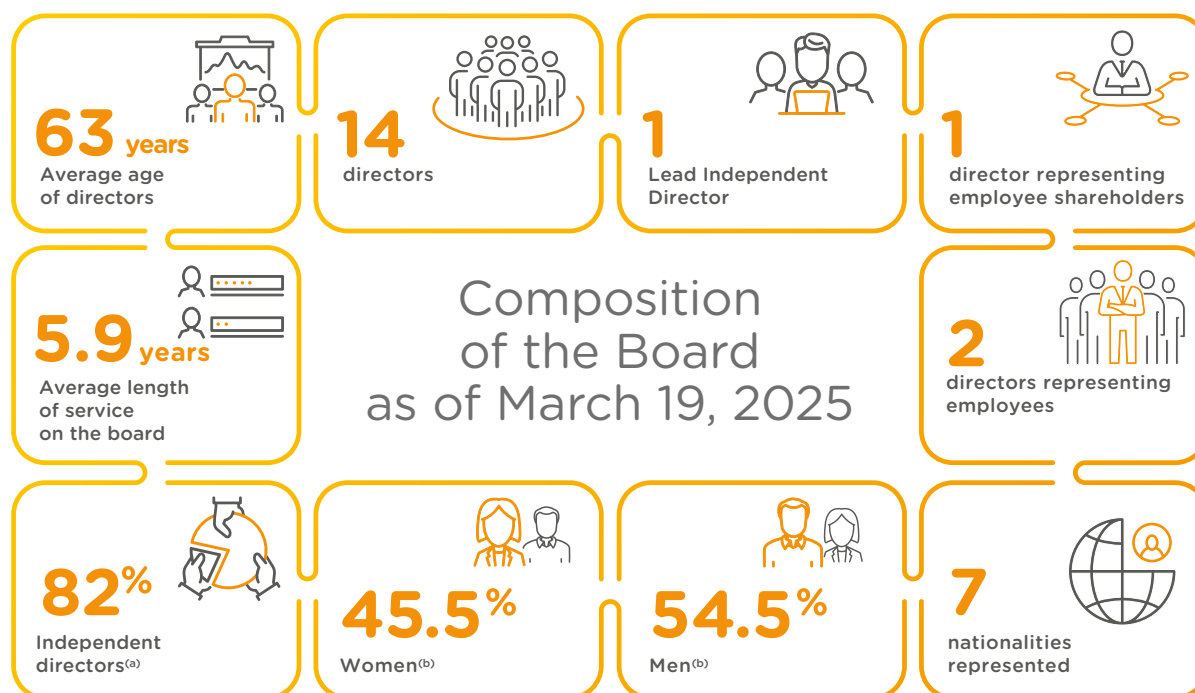
(a) Excluding the director representing employee shareholders and the directors representing employees, in accordance with the recommendations of the AFEP-MEDEF Code (point 10.3).

(b) Director representing employees.

(c) Director representing employee shareholders.

\* Chair of the Committee.

\*\* Financial expert.

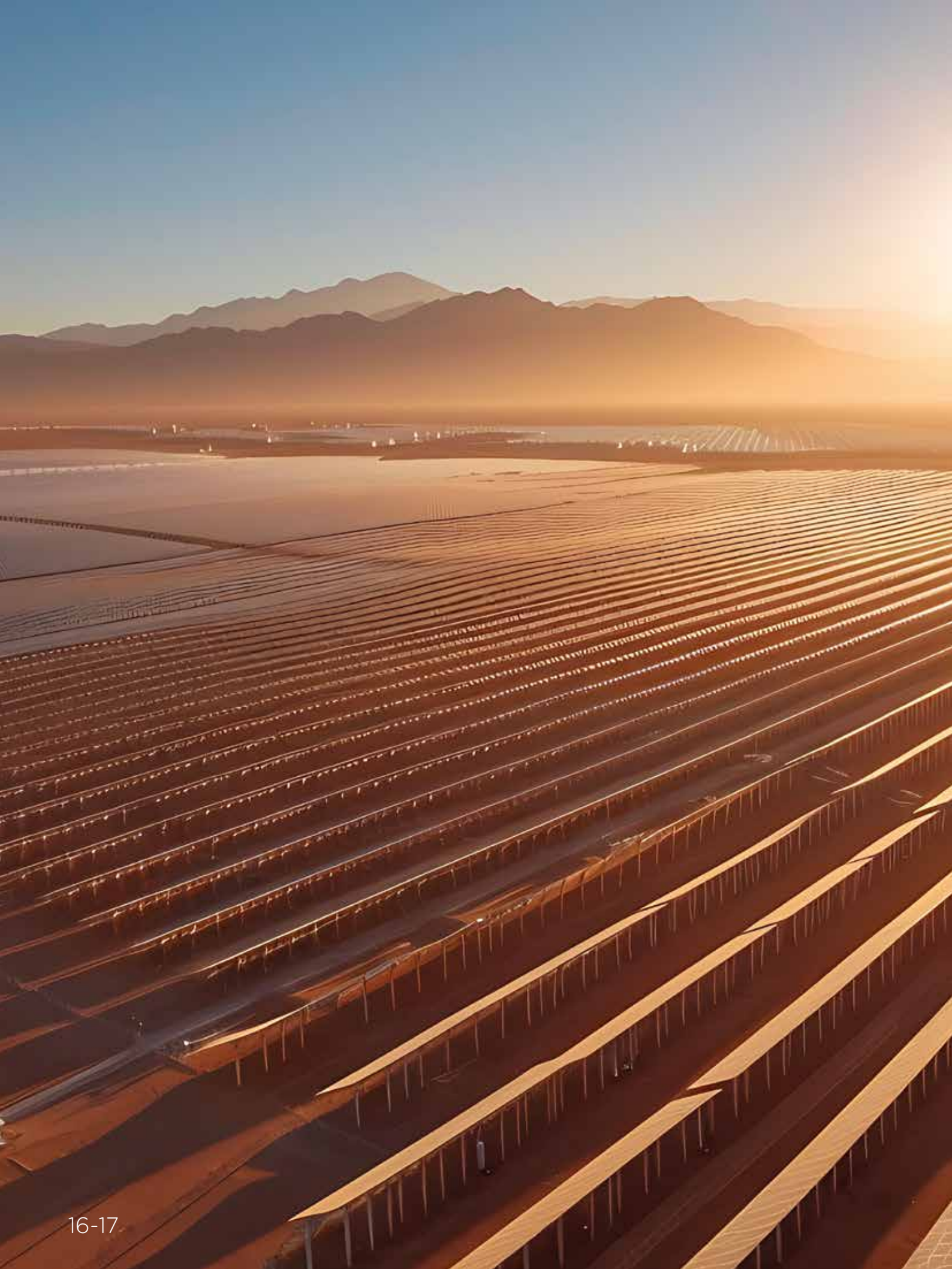


(a) As of December 31, 2024, excluding the director representing employee shareholders and the directors representing employees, in accordance with the recommendations of the AFEP-MEDEF Code (point 10.3).

(b) Excluding the directors representing employees in accordance with 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 19, 2025   | Personal information |     |   |                                 | Experience                             | Position on the Board       |                             |                        |                                | Participation in Board committees |
|--|----------------------|-----|---|---------------------------------|--|-----------------------------|-----------------------------|------------------------|--------------------------------|-----------------------------------|
|  | Age                  | Sex | Nationality   | Number of shares <sup>(a)</sup> | Number of directorships <sup>(b)</sup> | Independence <sup>(c)</sup> | Initial date of appointment | Term of office expires | Length of service on the Board |                                   |
| Patrick Pouyanné<br>Chairman and Chief Executive Officer     | 61                   | M   |  | 493,495                         | 1                                      |                             | 2015                        | 2027                   | 10                             | •                                 |
| Jacques Aschenbroich<br>Lead Independent Director            | 70                   | M   |  | 1,000                           | 2                                      | •                           | 2021                        | 2027                   | 4                              | •                                 |
| Marie-Christine Coisne-Roquette                              | 68                   | F   |  | 5,800                           | 1                                      |                             | 2011                        | 2026                   | 14                             | •                                 |
| Lise Croteau   | 64                   | F   |  | 1,100 <sup>(d)</sup>            | 2                                      | •                           | 2019                        | 2025                   | 6                              | •                                 |
| Mark Cutifani  | 66                   | M   |  | 2,000                           | 0                                      | •                           | 2017                        | 2026                   | 8                              | •                                 |
| Marie-Ange Debon   | 59                   | F   |  | 1,574                           | 1                                      | •                           | 2024                        | 2027                   | 1                              |                                   |
| Romain Garcia-Ivaldi<br>Director representing employees      | 36                   | M   |  | 178                             | 0                                      | n/a                         | 2020                        | 2026                   | 5                              | •                                 |
| Maria van der Hoeven   | 75                   | F   |  | 1,800                           | 0                                      | •                           | 2016                        | 2025                   | 9                              | •                                 |
| Glenn Hubbard  | 66                   | M   |  | 1,000                           | 1                                      | •                           | 2021                        | 2027                   | 4                              | •                                 |
| Emma de Jonge<br>Director representing employee shareholders | 61                   | F   |  | 1                               | 0                                      | n/a                         | 2022                        | 2025                   | 3                              | •                                 |
| Anelise Lara   | 63                   | F   |  | 1,000                           | 0                                      | •                           | 2023                        | 2026                   | 2                              | •                                 |
| Jean Lemierre  | 74                   | M   |  | 1,042                           | 1                                      | •                           | 2016                        | 2025                   | 9                              | •                                 |
| Dierk Paskert  | 63                   | M   |  | 1,200                           | 0                                      | •                           | 2023                        | 2026                   | 2                              | •                                 |
| Angel Pobo<br>Director representing employees                | 55                   | M   |  | 781                             | 0                                      | n/a                         | 2020                        | 2026                   | 5                              | •                                 |

(a) As of December 31, 2024. (b) Number of directorships held by the director at listed companies outside his or her group, including foreign companies, assessed in accordance with the recommendations of the AFEP-MEDEF Code, point 20. (c) As of December 31, 2024. (d) 100 TotalEnergies SE shares and 1,000 TotalEnergies SE ADS.





# Board of Directors' report on the **resolutions** submitted 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, 2024, 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 Ms. Lise Croteau, the appointment of Ms. Helen Lee Bouygues and of Mr. Laurent Mignon to replace Ms. Maria van der Hoeven and Mr. Jean Lemierre respectively, whose term of office will expire at the end of the Shareholders' Meeting, as well as the appointment of a new director representing employee shareholders to replace Ms. Emma de Jonge whose term of office will also 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*"), the setting of the amount of the directors' aggregate annual compensation 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 2024 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.

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

A total of **15 resolutions** are submitted by your Board of Directors to your Shareholders' Meeting for a vote.

Furthermore, your Board of Directors put an item at the agenda of your Shareholders' Meeting (without a resolution submitted to the shareholders' vote) on the presentation of the Sustainability & Climate - Progress Report 2025 reporting 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.

# Item to the agenda of the Shareholders' Meeting (without resolution submitted to the shareholders' vote)

On the occasion of the Shareholders' Meetings of 2023 and 2024, in response to advisory resolution projects submitted at the initiative of shareholders, the Board of Directors reaffirmed its strong commitment to shareholder dialogue and invited shareholders who wish to open a debate with the Board of Directors to submit an item to the agenda of the Shareholders' Meeting as provided for by the French Commercial Code, emphasizing that "this would be a better way to engage in dialogue with shareholders in the future".

In a context of major regulatory changes (CSRD) and controversies regarding the practice of Say on Climate through advisory resolutions, the Board of Directors conducted a review of the practices of its peers, market developments, and a consultation with shareholders and proxy advisors to gather their expectations regarding Say on Climate.

Following this review, the Board of Directors decided to include a formal item for debate (without a resolution submitted to shareholder vote) on the agenda of the Shareholders' Meeting on May 23, 2025, concerning the Sustainability & Climate 2025 Report, which reports 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.

The Board of Directors intends to make this practice of including an item on the agenda a permanent feature at future shareholders' meetings. In the event of a significant change in the strategy, a consultative vote by shareholders on the Sustainability & Climate strategy would be initiated by the Board of Directors.

## Resolutions within the remit of the ordinary Shareholders' Meeting

### RESOLUTIONS n°1 and n°2

#### Approval of the individual and consolidated financial statements for the year ended December 31, 2024

Resolutions n° 1 and 2 respectively aim to approve the individual financial statements and the consolidated financial statements for the year ended December 31, 2024.

### RESOLUTION n°3

#### Appropriation of profit and determination of the dividend for the year ended December 31, 2024

The purpose of resolution n° 3 is to determine the appropriation of profit and to set the dividend for the year ended December 31, 2024.

You are proposed to set and approve the distribution of an ordinary dividend for the year ended December 31, 2024 of €3.22 per share, representing an increase of 7% compared to the dividend of €3.01 per share for the year 2023.

We would like to remind you that three interim ordinary dividends, each amounting to €0.79 per share, were paid in cash on October 1, 2024, January 6 and April 1, 2025. As a result, the final ordinary dividend to be distributed for the year ended December 31, 2024 would be €0.85 per share. It would be detached from the share on Euronext Paris on June 19, 2025 and paid in cash on July 1, 2025.

The total amount of the dividend for the 2024 fiscal year would amount to €7,291,717,845.88, i.e.:

- ▶ €3,577,264,838.60, paid in respect of the first and second interim dividends for the 2024 fiscal year (€1,801,628,680.07 and €1,775,636,158.53 respectively);
- ▶ €1,781,909,070.58, the maximum amount that may be paid on April 1, 2025 as part of the third interim dividend for the 2024 fiscal year; and
- ▶ €1,932,543,936.70, an amount that may be paid to the maximum number of shares that could be entitled to the payment of the final dividend for the 2024 fiscal year, i.e. 2,273,581,102 shares corresponding to:
  - 2,397,679,661 shares making up the share capital of TotalEnergies SE on December 31, 2024, less treasury shares held for cancellation, i.e. 142,098,559 shares as of December 31, 2024, and
  - 18,000,000 shares, the maximum number of shares that may be issued under the capital increase reserved for employees decided by the Board of Directors on October 30, 2024, the indicative completion date of which has been set for June 10, 2025, and entitling the employee to the final dividend for the 2024 fiscal year.

If, at the time of payment of the third interim dividend and the final of the ordinary dividend, the number of shares eligible for the dividend for the fiscal year ended December 31, 2024 is less than the maximum number of shares eligible for the above-mentioned dividend, as a result of the Corporation's own share buybacks or as a result of capital increases reserved for employees that are lower than the maximum amount referred to above, the profit corresponding to the third interim dividend and the final of the dividend that has not been paid in respect of these shares will be allocated to the "Retained earnings after distribution" account.

In addition, as the regulations applicable on February 28, 2025 stand and subject to no amendment to them, it is specified that for shareholders who are natural persons domiciled in France for tax purposes, the three interim dividends on ordinary dividends and the final of the ordinary dividend for the fiscal year ended December 31, 2024 are subject, when they are paid, to a non-definitive withholding tax at the rate of 12.8% as well as to social security contributions of 17.2% on their gross amount, as an advance payment of income tax.

This withholding tax is deductible from the single flat-rate withholding tax due at the same rate of 12.8%, which constitutes a final tax under Article 200 A, 1 A 1° of the French General Tax Code<sup>(1)</sup>.

However, at the general option<sup>(2)</sup> of the shareholders, dividends may be taxed at the progressive income tax rate. In this case, the interim dividends and the balance of the dividend 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 of is deductible from the income tax of the year in which the dividend is received. If it exceeds the tax due, it is refunded.

In addition, in accordance with the third paragraph of Article 117 quarter of the French General Tax Code, natural persons belonging to a tax household whose reference tax 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 apply to be exempted from the non-discharging withholding tax of 12.8% under the conditions provided for in Article 242 quarter of the French General Tax Code.

The amount of ordinary and extraordinary dividends distributed for the three previous fiscal years as well as the amount of the dividend proposed to the Shareholders' Meeting for the 2024 fiscal year are set out below:

| Period | Nature of the dividend          | Gross dividend per share (in €)                                 | Total Dividend (in € million) |
|--------|---------------------------------|---|-------------------------------|
| 2024   | Interim <sup>(a)</sup>          | 0.79 <sup>(b)</sup> , 0.79 <sup>(c)</sup> , 0.79 <sup>(d)</sup> | 7,291.7 <sup>(e) (f)</sup>    |
|        | Final <sup>(a)</sup>            | 0.85 <sup>(e)</sup>   |                               |
|        | <b>Total</b>                    | <b>3.22<sup>(e)</sup></b>                                       |                               |
| 2023   | Interim <sup>(a)</sup>          | 0.74 <sup>(b)</sup> , 0.74 <sup>(c)</sup> , 0.74 <sup>(d)</sup> | 7,060.4                       |
|        | Final <sup>(a)</sup>            | 0.79  |                               |
|        | <b>Total</b>                    | <b>3.01</b>   |                               |
| 2022   | Ordinary Interim <sup>(a)</sup> | 0.69 <sup>(b)</sup> , 0.69 <sup>(c)</sup> , 0.69 <sup>(d)</sup> | 9,448.1                       |
|        | Exceptional <sup>(a)</sup>      | 1.00  |                               |
|        | Final <sup>(a)</sup>            | 0.74  |                               |
|        | <b>Total</b>                    | <b>3.81</b>   |                               |
| 2021   | Interim <sup>(a)</sup>          | 0.66 <sup>(b)</sup> , 0.66 <sup>(c)</sup> , 0.66 <sup>(d)</sup> | 6,869.3                       |
|        | Final <sup>(a)</sup>            | 0.66  |                               |
|        | <b>Total</b>                    | <b>2.64</b>   |                               |

(a) Amounts eligible for the 40% allowance benefiting natural persons resident for tax purposes in France, provided for in Article 158 3 2° of the French General Tax Code, in the event of an option for the progressive scale. (b) 1<sup>st</sup> instalment. (c) 2<sup>nd</sup> deposit. (d) 3<sup>rd</sup> instalment. (e) Subject to approval by the Annual Shareholders' Meeting on May 23, 2025. (f) The maximum amount that can be paid.

#### RESOLUTION n°4

#### **Authorization granted to the Board of Directors, for a period of eighteen months, to operate on the Corporation's shares**

#### **Use of the authorization previously granted by the General Meeting of Shareholders**

Following the decisions of the Board of Directors, the Corporation purchased 120,463,232 TotalEnergies shares during the 2024 financial year, including 46,460,722 TotalEnergies shares under the authorization granted by the Shareholders' Meeting of May 26, 2023, and 74,002,510 TotalEnergies shares under the authorization granted by the Shareholders' Meeting of May 24, 2024.

Furthermore, during the 2025 financial year, as of February 28, 2025, the Corporation purchased 22,697,036 TotalEnergies shares under the fourth resolution of the Shareholders' Meeting of May 24, 2024.

Thus, as of February 28, 2025, 96,699,546 TotalEnergies shares have been purchased under the fourth resolution of the Shareholders' Meeting of May 24, 2024, including 91,434,075 TotalEnergies shares purchased for cancellation and 5,265,471 TotalEnergies shares purchased to cover share grant plans decided by the Board of Directors using the authorizations granted by the Shareholders' Meeting.

Of these 91,434,075 TotalEnergies shares purchased for cancellation based on the fourth resolution of the authorization of the Shareholders' Meeting of May 24, 2024, 55,917,688 TotalEnergies shares were canceled on February 10, 2025, the balance of the 127,622,460 shares canceled on that date corresponding to shares purchased for cancellation under the fourth resolution of the Shareholders' Meeting of May 26, 2023.

(1) It should be noted, however, that the interim dividends and the balance are included in the reference tax income for the year in which they are received, serving as the basis for calculating the exceptional contribution on high incomes. This is due at a rate of 3% on the fraction of the reference tax 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 a rate of 4% above that.

A differential contribution on high incomes was introduced, for the same taxpayers, by the Finance Act for 2025 aimed at ensuring, in respect of income for the year 2025, a minimum tax of 20%.

(2) The taxpayer may opt, expressly and irrevocably before the deadline for his or her return and in a global manner in respect of all of his or her income as defined in Article 200 A 1 of the French General Tax Code, for the taxation of his or her income within the scope of the single flat-rate levy at the progressive income tax scale in accordance with Article 200 A, 2 of the French General Tax Code.

# 5] Board of Directors' report on the resolutions

## Summary of the requested authorization

| Nature   | Ceiling as a % of share capital | Maximum purchase price per share | Duration  | Possibility of use in the event of a public offer |
|--|---------------------------------|----------------------------------|-----------|---|
| Authorization to trade in the Corporation's securities | 10%                             | 100 euros                        | 18 months | No  |

As the authorization granted by the Shareholders' Meeting of May 24, 2024 expires on November 25, 2025, we propose to you, in **resolution n° 4** of this Meeting, to authorize your Board of Directors to operate on the Corporation's shares within the limit of a maximum purchase price set at **€100** per share.

The acquisition, sale or transfer of these shares may be carried out by any means on regulated markets, multilateral trading facilities or over-the-counter trading facilities, including by acquisition or disposal of blocks of shares, under the conditions authorized by the competent market authorities at the date of the transactions in question. In this context, these means include the use of any derivative financial instrument traded on regulated markets, multilateral trading or over-the-counter trading facilities and the implementation of optional strategies.

These interventions would be carried out within the framework of Article L. 22-10-62 of the French Commercial Code. The transactions may be carried out at any time, in compliance with the regulations in force on the date of the transactions in question, excluding periods of public offerings on the Corporation's 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 day of use of this authorization. This 10% limit applies to an amount of the Corporation's share capital which will, if necessary, be adjusted to take into account transactions affecting the share capital after this Meeting, and the acquisitions made by the Corporation may not under any circumstances lead it to hold, directly and indirectly through subsidiaries, more than 10% of the share capital.

In addition, 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 their subsequent delivery in payment or exchange in the context of a merger, demerger or contribution may not currently exceed 5% of its share capital.

As of February 28, 2025, among the 2,270,057,201 shares making up its share capital, the Corporation directly held 44,602,344 shares. As a result, the maximum number of shares that the Corporation would be able to buy back is 182,403,376 shares and the maximum amount that it would have to pay to acquire these shares is 18,240,337,600 euros (excluding acquisition costs).

The authorization subject to **resolution n° 4** would be granted for a period of **eighteen months** from the current Meeting and would be deprived of effect, up to the amount of the unused part, the authorization granted by the Shareholders' Meeting of May 24, 2024 (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 n° 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.

## RESOLUTIONS n°6] to n°9] and RESOLUTION A]

### Renewal of the directorship of one director and appointment of two new directors

#### Renewal of the directorship of Ms. Lise Croteau

Your Board of Directors proposes under **resolution n° 6** to renew the directorship of Ms. Lise Croteau that is 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 2028 to approve the financial statements for the year ending December 31, 2027.



**Ms. Lise Croteau**, a Canadian national, has been a director of TotalEnergies SE since May 29, 2019. After being Executive Vice President and Chief Financial Officer of Hydro-Québec, one of the world's largest producers of hydroelectricity, Ms. Lise Croteau provides your Board of Directors and its Audit Committee where she is an independent director with the benefit of her financial expertise and her skills and her knowledge in terms of renewables and risk management, particularly related to climate change. Since 2018, she has been a director of Boralex, a Canadian leader in renewable energies, and since June 2019, a director of Québecor inc.

#### Appointment of two new directors

Your Board of Directors propose under **resolutions n° 7 and 8**, upon the proposal of the Governance and Ethics Committee, to appoint Ms. Helen Lee Bouygues and Mr. Laurent Mignon as directors, for a three-year term, to expire at the end of the Annual Shareholders' Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027, to replace Ms. Maria van der Hoeven and Mr. Jean Lemierre respectively, whose terms of office will expire at the end of the Shareholders' Meeting.



Of Korean origin and American and French nationalities, residing in France since 2004, **Ms. Helen Lee Bouygues** holds a Bachelor of Arts, magna cum laude, from Princeton University in Political Science and a Master in Business Administration from Harvard Business School.

For over 25 years, she has been supporting the strategic transformation of leading French and international companies. Ms. Helen Lee Bouygues began her career in 1995 at J.P. Morgan, as partner in M&A at New York and Hong Kong. In 1997, she was appointed Director of Development at Pathnet, a telecommunications service provider based in Washington DC, then joined Cogent Communications in 2000, where she held the positions of Treasurer, Chief Operating Officer, and Chief Financial Officer until 2004. Helen Lee Bouygues was then appointed partner at Alvarez & Marsal in Paris, that she

left in 2010 to create her own consulting firm. She sold it in 2014 to McKinsey & Company, where she became a partner in charge of the Recovery and Transformation Services division. Ms. Helen Lee Bouygues has been *Operating Partner* within the *private equity* fund Ardian since 2024.

Ms. Helen Lee Bouygues was a director of numerous companies, holding various chair positions on board committees, particularly in the energy sector, (Lead Independent Director of Neoen SA until 2025, director of CGG (now Viridien SA)). Ms. Helen Lee Bouygues will bring to the Board her financial and strategic expertise and her extensive knowledge of the various challenges faced by businesses.



**Mr. Laurent Mignon**, a French national, a graduate from HEC and from the Executive Program at Stanford, is Group CEO of Wendel ("*Président du Directoire de Wendel*"). Due to the control of Bureau Veritas, a company that Wendel controls and consolidates through global integration, Mr. Mignon also acts as Chairman of the Board of Directors of Bureau Veritas as part of its activities for Wendel.

From 1986 to 1996, Mr. Laurent Mignon worked for Indosuez bank before joining Schroders in London, and then AGF (Assurances Générales de France) in 1997 as Chief Financial Officer, then Vice Chief Executive Officer in 2002 and Chief Executive Officer in 2006. From 2007 to 2009, he was Managing Partner at Oddo & Cie. From 2009 to 2022, Mr. Laurent Mignon carried out his functions within Groupe BPCE where he was Chief Executive Officer of Natixis and member of the Executive Board of BPCE from 2009 to May 2018, and Chairman of the Executive Board (*Président du Directoire*) of Groupe BPCE from May 2018 to December 2022, as well as Chairman of the Board of Directors of Natixis.

Mr. Laurent Mignon will bring to the Board his leading expertise in the banking and financial sector and the wealth of his experience in investments and general management of listed companies moreover, with a shareholder-centric background through its professional responsibilities. Throughout his career, he has successfully led the transformation and development of the companies he has managed, with a constant desire to create sustainable value.

The Governance and Ethics Committee has examined the situation of Mr. Laurent Mignon with regard to his mandates as Chairman of the Executive Board (*Président du Directoire*) of Wendel, as Chairman of the Board of Directors of Bureau Veritas and Board member of LVMH. It noted that Wendel is an investment company whose main purpose is to acquire and manage interests in companies. The responsibilities of Group CEO of Wendel include notably the monitoring of the portfolio companies, in particular Bureau Veritas, of which Wendel is the controlling shareholder (41% of voting rights) and that it fully consolidates. Bureau Veritas is the largest portfolio company of the Wendel Group, representing 77% of its consolidated net sales (FY 2024).

The number of directorships of Mr. Laurent Mignon in listed companies is compliant with the Afep-Medef Code (the Governance Code that the Company refers to) which provides

that "an executive officer should not hold more than two other directorships in listed corporations [...], outside of his or her group" and furthermore specifies in that such limit "does not apply to directorships held by an executive officer in subsidiaries and holdings, [...] of companies whose main activity is to acquire and manage such holdings". In compliance with the Afep-Medef Code, if he is appointed by the Shareholders' Meeting of TotalEnergies, Mr. Laurent Mignon will hold two mandates of directors outside the activity of the Wendel group of companies, the directorship in LVMH and the one in TotalEnergies.

Your Board attaches great importance to the availability, consistent attendance and meaningful contribution of its directors, as demonstrated by the very high rate of attendance at Board meetings (98% in 2024 and 97% in 2023) and by the compensation structure of directors, which is essentially based on attendance. In this context, Mr. Laurent Mignon has committed to a high level of attendance to the Board, and as the case may be, to the Board committee's meetings.

The Board of Directors points 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 23, 2025, if the proposed and agreed resolutions are approved, the Board of Directors will be composed of 14 members, including 8 French nationals and 6 non-French nationals. The proportion of independent directors in the meaning of the Afep-Medef Code will be 82%, which is at the level of the best standards, and the proportions of women and men, calculated excluding directors representing employees or employee shareholders, will be respectively 45.5% and 54.5%.

### **Appointment of the director representing the employee shareholders**

Your Board of Directors proposes under **resolution n°9 and resolution A**, to appoint a director representing employee shareholders, after stating, as of December 31, 2024, that the Company's employees held, in the meaning of Article L. 225-102 of the French Commercial Code, participations representing 7.71% of the Corporation's capital and that the directorship of the director representing employee shareholders appointed by the Shareholders' Meeting on May 25, 2022 expires at the end of the Shareholders' Meeting.

It is proposed to choose among the following candidates:

- **Ms. Valérie Della Puppa-Tibi**, a French national, was designated by the Supervisory Board of the collective investments fund (FCPE) TotalEnergies Actionnariat France (115.5 million TotalEnergies shares held as of December 31, 2024) at the Supervisory Board meeting on November 28, 2024 (**resolution 9**)

- **Ms. Hazel Clinton Fowler**, a British national, was designated by the Supervisory Board of the collective investments fund (FCPE) TotalEnergies Actionnariat International Capitalisation (42.2 million TotalEnergies shares held as of December 31, 2024) at the Supervisory Board meeting on December 5, 2024 (**resolution A**).

# 5] Board of Directors' report on the resolutions

In accordance with Article 11 of the Corporation's Articles of Association, the candidate for the position of director representing employee shareholders who receives the highest number of votes (and at least the majority of the votes) from the shareholders present or represented at the Ordinary Shareholders' Meeting will be designated as the director representing employee shareholders.

After the Chairman of the Governance and Ethics Committee interviewed the two candidates, your Board of Directors has decided to approve the candidacy of **Ms. Valérie Della Puppa-Tibi**, designated by the Supervisory Board of the collective investments fund (FCPE) TotalEnergies Actionnariat France.

In fact, her candidacy is presented by the collective investments fund (FCPE) TotalEnergies Actionnariat France (TAF), *i.e.*, the largest employee shareholding fund in terms of share of capital held (4.82% of the Corporation's capital as of December 31, 2024 compared to 1.76% of the capital for the collective investments fund (FCPE) TotalEnergies Actionnariat International Capitalisation (TAIC)). In addition, Ms. Valérie Della Puppa-Tibi was already a member of the Board of Directors from 2019 to 2022 and will therefore immediately be able to contribute fully to the work of the Board.

**Consequently, your Board of Directors has decided, in accordance with Article 11 paragraph 20 of the Articles of Association, to approve resolution no. 9 and not to approve resolution A.**

## 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 n°. 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 2024 Universal Registration Document (Chapter 4, points 4.3.1.2 and 4.3.2.1).

**Setting of the amount of the directors' aggregate annual compensation and approval of the compensation policy applicable to directors**

The purpose of **resolution n°. 11** is to submit for your approval the setting of the annual maximum amount of the compensation of the directors' activity and 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 2024 Universal Registration Document (Chapter 4, point 4.3.1).

The overall maximum annual envelope was last revised in 2023 to increase it from €1,750,000 to €1,950,000. The Board had specified that this ceiling could be revised every two or three years, particularly in light of inflation. From this perspective, between January 1, 2023, and January 1, 2025, the salary increase envelope for the common social base in France was around 8%.

The Board noted that the overall maximum envelope of €1,950,000 was exceeded by €33,500 for the compensation of directors for 2024 due to a large number of Board and Committee meetings and the high attendance of directors, which resulted in a 1.7% reduction in directors' compensation for 2024.

Furthermore, the annual compensation envelope for TotalEnergies directors ranks 5<sup>th</sup> among CAC40 companies that set a maximum envelope, and the average compensation of TotalEnergies directors for 2024 amounts to €150,000, ranking 6<sup>th</sup> in the CAC40.

In addition, the Board noted the increase in regulatory obligations applicable to companies and their directors, as well as the complexity of the environment in which the Company operates.

Given the aforementioned elements, the Board of Directors proposes to revise the maximum annual envelope for directors' compensation for their directorship from €1,950,000 to €2,150,000. This ceiling could then be reexamined every 2 to 3 years, particularly in light of inflation.

Furthermore, the Board has reviewed the allocation rules among directors, which have not been modified since 2017, and decided to increase the shares related to attendance at Board and Committee meetings by €500, with other distribution rules remaining unchanged.

Consequently, your Board of Directors proposes to:

- ▶ decide to set, starting from the 2025 fiscal year, the amount of the fixed annual sum provided for by Article L. 225-45 of the French Commercial Code that the Corporation can allocate to directors as compensation for their directorship, at €2,150,000 per fiscal year, specifying that this maximum annual envelope for directors' compensation would be allocated among the directors in accordance with the principles set by the Board's Rules of Procedure and the directors' compensation policy; and
- ▶ 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 corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in the Corporation's 2024 Universal Registration Document (Chapter 4, point 4.3.1).

**Approval of the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2024 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer**

In the **resolution n°. 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 2024 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 2024 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, 2024 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 n°. 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 2024 Universal Registration Document (Chapter 4, point 4.3.2.2).

Your Board reminds you that, in the context of the renewal of the Chairman and Chief Executive Officer's term of office at the Shareholders' Meeting on May 24, 2024, and the setting of the Chairman and Chief Executive Officer's compensation policy, it announced that, for the entire duration of the new term (2024 to 2026), the annual base salary (1,550,000 EUR), the structure and amount of the annual variable component applicable during the previous term, as well as the allocation of performance shares per year (140,000), **will remain unchanged**.

## Resolutions within the remit of the Extraordinary Shareholders' Meeting

### RESOLUTION n°14

**Delegation of authority to the Board of Directors, for a period of twenty-six 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 <sup>(1)</sup><br>26 months       | No   | Yes <sup>(2)</sup>                 | Yes<br>3 years | No <sup>(3)</sup> |

(1) As of the date of this General Meeting. 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 n°. 14** 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 Corporation'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.

# 5 Board of Directors' report on the resolutions

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 n°. 15** 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:

|   | 2021 Plan  | 2022 Plan                    | 2023 Plan <sup>(1)</sup>     | 2024 Plan                    |
|---|--|------------------------------|------------------------------|------------------------------|
| Shareholders' Meeting date                      | June 1 <sup>st</sup> , 2018 (resolution 19)  | May 28, 2021 (resolution 16) | May 26, 2023 (resolution 15) | May 24, 2024 (resolution 23) |
| Board of Directors' decision date               | March 17, 2021   | March 16, 2022               | March 15, 2023               | May 24, 2024                 |
| Grant date                                      | May 28, 2021   | March 16, 2022               | May 26, 2023                 | May 24, 2024                 |
| Number of shares initially granted by the Board | 6,764,548  | 7,353,271                    | 7,985,203                    | 7,775,722                    |
| Types of shares granted                         | Existing shares previously purchased by the Corporation under share buyback programs |                              |                              |                              |
| Vesting rate                                    | 92%  | 85.40%                       | Plans currently vesting      |                              |

(1) At its meeting of December 13, 2023, the Board of Directors granted 37,000 additional 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.

To mark its 100<sup>th</sup> anniversary, the Board of Directors decided to proceed with an exceptional grant of shares to the employees of the Company<sup>(1)</sup> worldwide (excluding the Chairman and Chief Executive Officer). On May 23, 2024, the Board of Directors approved the grant of 100 free shares of the Corporation to each employee subject to the presence condition of five years from the grand date.

| 2024 Worldwide Plan                             |  |
|---|--|
| Shareholders' Meeting date                      | May 26, 2023 (resolution 15)   |
| Board of Directors' decision date               | May 23, 2024   |
| Grant date                                      | May 23, 2024   |
| Number of shares initially granted by the Board | 10,666,900   |
| Types of shares granted                         | Existing shares previously purchased by the Corporation under share buyback programs |

(1) TotalEnergies SE and the companies in which TotalEnergies SE holds more than 50% of the share capital and which are directly or indirectly controlled by TotalEnergies SE or under a joint control, with the exception of a limited number of companies co-managed with other oil players, as well as those registered or incorporated in a country under economic sanctions.

In addition, 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:

| ESOP 2020   |   |
|---|---|
| Shareholders' Meeting date  | June 1 <sup>st</sup> , 2018 (resolution 19) |
| Date of Board / Grant date  | May 29, 2020                                |
| Number of free shares granted by the Board as deferred contribution | 1,380                                       |

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

We request under **resolution n°. 14** 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*").

The authorization covered by **resolution n°. 14** 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 authorization granted by the Extraordinary Shareholders' Meeting of May 24, 2024 (resolution 23).

## Ceiling

| Ceiling   | % of capital <sup>(1)</sup> | Number of shares <sup>(2)</sup> |
|---|-----------------------------|---------------------------------|
| Global ceiling  | 1 %                         | 22,700,572                      |
| Sub-ceiling for grant to executive directors of the Corporation | 0.015%                      | 340,508                         |

(1) As of the date of this General Meeting.

(2) Based on share capital as of February 10, 2025.

The overall ceiling retained is identical to that approved by the Extraordinary Shareholders' Meeting of May 24, 2024 (resolution 23).

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

|  |                   |               |
|--|-------------------|---------------|
| <b>Maximum number of shares likely to be granted by virtue of the authorizations of free share grants (as of March 19, 2025)</b>               | <b>49,129,777</b> | <b>2.16 %</b> |
| <i>including number of shares that could be granted pursuant to the present authorization</i>  | 22,700,572        | 1.0 %         |
| <i>including number of shares already granted pursuant to previous authorizations and currently vesting as of March 19, 2025<sup>(1)</sup></i> | 26,429,205        | 1.16 %        |

(1) Corresponding to the number of shares initially granted under the 2023, 2024 plans, 2024 worldwide plan and the deferred employer contribution for the 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 **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) be 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 regards to the plan that was put in place in March 2025, the Board decided to subject the final grant of performance shares to, in addition to the Performance Conditions, two conditions relating to the pre-dividend organic cash breakeven and the lifecycle carbon intensity of energy products sold to the Company's customers as it had done for the 2024 plan.

## Board of Directors' report on the resolutions

The Board will determine the performance conditions relating to the shares that may be granted pursuant to this resolution, so that they are demanding and relevant in light of the evolution of the economic, social and environmental challenges of the Company's business.

We also remind you that in the case of a worldwide plan designed for all Company employees or of a grant to the Company employees and senior executives subscribing to the Corporation shares as part of capital increases carried out pursuant to the **resolution n°. 15** 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 Director's 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 Corporation's equity.

The 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 Procedures 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.

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 assign 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 2025 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.

## RESOLUTION n°15

### 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 |
|---|--------------------------------|--|-----------|--|
| Capital increase reserved to Members of a Company or group plan | 1.5% of capital <sup>(a)</sup> | 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 n° 15** 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 Extraordinary Shareholders' Meeting on May 24, 2024, of **1.5%** of the share capital on the date of the meeting of the Board of Directors decides to issue (representing **34,050,858** shares based on the share capital as of February 10, 2025), 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 by the Shareholders' Meeting of May 24, 2024 in its 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.

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 awarded 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 award 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 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% maximum discount.

The delegation that is the purpose of **resolution n° 15** 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 24, 2024 (resolution 22).





# Proposed resolutions

presented by the Board of Directors

## Resolutions within the remit of the Ordinary Shareholders' Meeting

### 1<sup>st</sup> RESOLUTION

**(Approval of the statutory financial statements for the fiscal year ended December 31, 2024)**

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, 2024, as presented to them, as well as the transactions reflected in these accounts and summarized in these reports.

### 2<sup>nd</sup> RESOLUTION

**(Approval of the consolidated financial statements for the fiscal year ended December 31, 2024)**

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, 2024, as presented to them, as well as the transactions reflected in these accounts and summarized in these reports.

### 3<sup>rd</sup> RESOLUTION

**(Appropriation of profit and determination of dividend for the year ended December 31, 2024)**

The Shareholders' Meeting, ruling under the conditions of *quorum* and majority required for ordinary shareholders' meetings, notes, given the profit for the fiscal year ended December 31, 2024, which amounts to €15,274,710,026.18 and the retained earnings as of December 31, 2024, of €16,178,960,260.55, that the distributable profit to be allocated amounts to €31,453,670,286.73.

The Shareholders' Meeting, upon the proposal of the Board of Directors, after deciding to set the ordinary dividend for the 2024 fiscal year at €3.22 per share, decides to allocate the distributable earnings for the year ended December 31, 2024, as follows:

|                                      |                    |
|--------------------------------------|--------------------|
| Distributable earnings               | €31,453,670,286.73 |
| Allocation to the legal reserve      | — <sup>(a)</sup>   |
| 2024 Ordinary Dividend               | €7,291,717,845.88  |
| Retained earnings after distribution | €24,161,952,440.85 |

(a) As the legal reserve has reached the threshold of 10% of the share capital, no allocation is proposed to it.

## On the 2024 ordinary dividend

The total dividend for the 2024 fiscal year would amount to €7,291,717,845.88, *i.e.*:

- €3,577,264,838.60, amount paid in respect of the first and second interim dividends for the 2024 fiscal year (€1,801,628,680.07 and €1,775,636,158.53 respectively);
- €1,781,909,070.58, the maximum amount that may be paid on April 1, 2025, as part of the third interim dividend for the 2024 fiscal year; and
- €1,932,543,936.70, an amount that may be paid to the maximum number of shares that could be entitled to the payment of the final dividend for the 2024 fiscal year, *i.e.* 2,273,581,102 shares corresponding to:
  - 2,397,679,661 shares making up the share capital of TotalEnergies SE on December 31, 2024, less treasury shares held for cancellation, *i.e.* 142,098,559 shares as of December 31, 2024, and
  - 18,000,000 shares, the maximum number of shares that may be issued under the capital increase reserved for employees decided by the Board of Directors on October 30, 2024, the indicative completion date of which has been set for June 10, 2025, and entitling the employee to the final dividend for the 2024 fiscal year.

It is specified that if, at the time of payment of the third interim dividend and the final ordinary dividend, the number of shares giving entitlement to an ordinary dividend for the fiscal year ended December 31, 2024 is less than the maximum number of shares eligible for the above-mentioned dividend, due to the Corporation's repurchase of its own shares and following a capital increase reserved for employees below the maximum amount referred to above, the profit corresponding to the third interim dividend and the final of the ordinary dividend that has not been paid in respect of these shares will be allocated to the "retained earnings" account.

As the first three interim ordinary dividends, each amounting to €0.79 per share, were paid in cash on October 1, 2024, January 6 and April 1, 2025, the final of the ordinary dividend to be distributed for the year ended December 31, 2024 would be €0.85 per share. It would be detached from the share on Euronext Paris on June 19, 2025 and paid in cash on July 1, 2025.

In addition, as the regulations applicable on February 28, 2025 stand and subject to no amendment to them, it is specified that for shareholders who are natural persons domiciled in France for tax purposes, the three interim dividends on ordinary dividend and the final of the ordinary dividend for the fiscal year ended December 31, 2024 are subject, when they are paid, to a non-definitive withholding tax at the rate of 12.8% as well as to social security contributions of 17.2% on their gross amount, as an advance payment of income tax.

This withholding tax is deductible from the single flat-rate withholding tax due at the same rate of 12.8%, which constitutes a final tax under Article 200 A, 1 A 1° of the French General Tax Code<sup>(1)</sup>.

(1) It should be noted, however, that the interim dividends and the balance are included in the reference tax income for the year in which they are received, serving as the basis for calculating the exceptional contribution on high incomes. This is due at a rate of 3% on the fraction of the reference tax 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 a rate of 4% above that.

A differential contribution on high incomes was introduced, for the same taxpayers, by the Finance Act for 2025 aimed at ensuring, in respect of income for the year 2025, a minimum tax of 20%.  
 (2) The taxpayer may opt, expressly and irrevocably before the deadline for his or her return and in a global manner in respect of all of his or her income as defined in Article 200 A 1 of the French General Tax Code, for the taxation of his or her income within the scope of the single flat-rate levy at the progressive income tax scale in accordance with Article 200 A, 2 of the French General Tax Code.

However, at the general option<sup>(2)</sup> of the shareholders, dividends may be taxed at the progressive income tax rate. In this case, the interim dividends and the balance of the dividend 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 deductible from the income tax of the year in which the dividend is received. If it exceeds the tax due, it is refunded.

In addition, in accordance with the third paragraph of Article 117 quarter of the French General Tax Code, natural persons belonging to a tax household whose reference tax 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 apply to be exempted from the non-discharging withholding tax of 12.8% under the conditions provided for in Article 242 quarter of the French General Tax Code.

The amount of ordinary and extraordinary dividends distributed for the previous three fiscal years as well as the amount of the dividend proposed at the Shareholders' Meeting for the 2024 fiscal year are set out below:

| Period | Nature of the dividend          | Gross dividend per share (in €)                                 | Total Dividend (in € million) |
|--------|---------------------------------|---|-------------------------------|
| 2024   | Interim <sup>(a)</sup>          | 0.79 <sup>(b)</sup> , 0.79 <sup>(c)</sup> , 0.79 <sup>(d)</sup> | 7,291.7 <sup>(e)</sup> (f)    |
|        | Final <sup>(a)</sup>            | 0.85 <sup>(e)</sup>   |                               |
|        | <b>Total</b>                    | <b>3.22<sup>(e)</sup></b>                                       |                               |
| 2023   | Interim <sup>(a)</sup>          | 0.74 <sup>(b)</sup> , 0.74 <sup>(c)</sup> , 0.74 <sup>(d)</sup> | 7,060.4                       |
|        | Final <sup>(a)</sup>            | 0.79  |                               |
|        | <b>Total</b>                    | <b>3.01</b>   |                               |
| 2022   | Ordinary Interim <sup>(a)</sup> | 0.69 <sup>(b)</sup> , 0.69 <sup>(c)</sup> , 0.69 <sup>(d)</sup> | 9,448.1                       |
|        | Exceptional <sup>(a)</sup>      | 1.00  |                               |
|        | Final <sup>(a)</sup>            | 0.74  |                               |
|        | <b>Total</b>                    | <b>3.81</b>   |                               |
| 2021   | Interim <sup>(a)</sup>          | 0.66 <sup>(b)</sup> , 0.66 <sup>(c)</sup> , 0.66 <sup>(d)</sup> | 6,869.3                       |
|        | Final <sup>(a)</sup>            | 0.66  |                               |
|        | <b>Total</b>                    | <b>2.64</b>   |                               |

(a) Amounts eligible for the 40% allowance benefiting persons resident for tax purposes in France, provided for in Article 158 3 2° of the French General Tax Code, in the event of an option for the progressive scale.

(b) 1<sup>st</sup> interim. (c) 2<sup>nd</sup> interim. (d) 3<sup>rd</sup> interim.

(e) Subject to approval by the Annual Shareholders' Meeting on May 23, 2025.

(f) The maximum amount that can be paid.

## 4<sup>th</sup> RESOLUTION

### (Authorization given to the Board of Directors, for a period of eighteen months, to operate on the Corporation's shares)

The Shareholders' Meeting, acting in accordance with the *quorum* and majority conditions required for ordinary general meetings, after having considered the report of the Board of Directors and the information contained in the description of the program drawn up in accordance with Articles 241-1 and following the General Regulations of the Autorité des Marchés Financiers, authorises the Board of Directors, with the option of sub-delegation under the conditions provided

for by law, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, European Regulation (EU) N°. 596/2014 of April 16, 2014 on market abuse, and the General Regulation of the Autorité des Marchés Financiers, to buy or sell shares of the Corporation in the context of the implementation of a share buyback program.

The acquisition, sale or transfer of these shares may be carried out by any means on regulated markets, multilateral trading facilities or over-the-counter (OTC), including by acquisition or disposal of blocks of shares, under the conditions authorized by the relevant market authorities. In this context, these means include the use of any derivative financial instrument traded on regulated markets and the implementation of optional strategies.

These transactions may be carried out at any time, in compliance with the regulations in force on the date of the transactions in question, excluding periods of public offerings on the Corporation's capital.

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

In the event of a capital increase by capitalization of reserves and free allocation of shares or in the event of a split or consolidation of the Corporation's shares, this maximum price will be adjusted by a multiplier equal to the ratio of the number of shares making up the capital before the transaction and the number 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 purchased under this authorization may not exceed 10% of the total number of shares making up the share capital on the day of use of this authorization. This 10% limit applies to an amount of the Corporation's share capital which will, if necessary, be adjusted to take into account the transactions that have affected the share capital after this Meeting, as the acquisitions made by the Corporation may not under any circumstances lead it to hold, directly or indirectly through subsidiaries, more than 10% of the share capital.

As of February 28, 2025, among the 2,270,057,201 shares making up its share capital, the Corporation directly held 44,602,344 shares. As a result, the maximum number of shares that the Corporation may buy back is 182,403,376 shares and the maximum amount that it would have to pay to acquire these shares is 18,240,337,600 euros (excluding acquisition fees).

The objective of this share buyback program will be to reduce the Corporation's capital or to enable it to meet obligations related to:

- ▶ debt securities convertible or exchangeable into shares of the Corporation; or
- ▶ stock option programs, free share allocation plans, employee share ownership plans or company savings plans, or other share allocations to executive officers or employees of the Corporation or a TotalEnergies company.

The purpose of the buybacks could also be to implement the market practice accepted by the Autorité des Marchés Financiers, namely the stimulation of the secondary market or the liquidity of the Corporation's shares by an investment services provider under a liquidity contract in accordance with the code of ethics recognized by the Autorité des Marchés Financiers.

This program would also be intended to allow the Corporation to transact, on the stock exchange or off-market, in its shares within the framework of any other purpose authorized by the regulations in force or any other market practice accepted or which would become authorized on the date of the transactions in question. In the event of transactions carried out outside the objectives mentioned above, the Corporation will inform its shareholders by means of a press release.

Depending on these objectives, the treasury shares acquired could be either:

- ▶ cancelled within the legal limit of 10% of the total number of shares making up the share capital on the date of the transaction, per twenty-four month period;
- ▶ granted free of charge to employees and executive officers of the Corporation or of TotalEnergies companies;
- ▶ granted to the beneficiaries of stock options of the Corporation in the event of exercise;
- ▶ transferred to employees, directly or through employee savings funds;
- ▶ remitted following the exercise of rights attached to securities entitled to the allocation of shares of the Corporation by redemption, conversion, exchange, presentation of a warrant or in any other way; and
- ▶ used in any other manner consistent with the objectives set out in this resolution.

The shares repurchased and retained by the Corporation will be deprived of voting rights and will not be eligible for the payment of the dividend.

This authorization is given for a period of **eighteen months** from the date of this meeting. It deprives of effect, to the extent of the unused part, any previous authorization with the same purpose.

All powers are conferred on the Board of Directors, with the option of sub-delegation, to ensure the execution of this authorization.

## 5<sup>th</sup> 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.

## 6<sup>th</sup> RESOLUTION

### (Renewal of Ms. Lise Croteau's term of office)

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 Ms. Lise Croteau's term as director for a period of three years, which 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.

## 6] Proposed resolutions

### 7<sup>th</sup> RESOLUTION

#### (Appointment of Ms. Helen Lee Bouygues 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 Ms. Helen Lee Bouygues as director for a period of three years, which 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.

### 8<sup>th</sup> RESOLUTION

#### (Appointment of Mr. Laurent Mignon 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 Mr. Laurent Mignon as director for a period of three years, which 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.

### 9<sup>th</sup> RESOLUTION\*

#### (Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association)

##### *Approved by the Board of Directors*

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 Ms. Valérie Della Puppa-Tibi as director representing employee shareholders for a period of three years, which 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.

### RESOLUTION A]\*

#### (Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association)

##### *Not approved by the Board of Directors*

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 Ms. Hazel Clinton Fowler as director representing employee shareholders for a period of three years, which 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 9 and A:** in accordance with Article 11 of the Corporation's Articles of Association, since only one seat of director representing employee shareholders is to be filled, only the candidate who receives the highest number of votes and at least a majority of the votes will be appointed.

### 10<sup>th</sup> 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 2024 Universal Registration Document (Chapter 4, points 4.3.1.2 and 4.3.2.1).

### 11<sup>th</sup> RESOLUTION

#### (Setting of the amount of directors' aggregate annual compensation and approval of the compensation policy applicable to directors)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders

- hereby decide to set, from fiscal year 2025, the amount of the fixed annual amount provided for by Article L. 225-45 of the French Commercial Code that the Corporation may allocate to directors by way of compensation for their activity, at €2,150,000 per fiscal year, and
- 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 2024 Universal Registration Document (Chapter 4, point 4.3.1).

### 12<sup>th</sup> RESOLUTION

#### (Approval of the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2024 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 2024 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 2024 Universal Registration Document (Chapter 4, point 4.3.2.1).

### 13<sup>th</sup> 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 2024 Universal Registration Document (Chapter 4, point 4.3.2.2).

## Resolutions within the remit of the Extraordinary Shareholders' Meeting

### 14<sup>th</sup> RESOLUTION

**(Delegation of authority to the Board of Directors, for a period of twenty-six months, to grant Corporation free shares, existing or to be issued, for the benefit of the Corporation 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 of this General Meeting;
- 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 of this General Meeting;
- 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 Corporation 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 fifteenth resolution of this Shareholders' Meeting or subsequent resolutions with the same purpose which could possibly succeed this fifteenth 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;

## Proposed resolutions

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 Corporation 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 **twenty-six months** from the date of this Meeting.

### 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 the May 24, 2024 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;
- 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;
- 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.

# Information concerning the director

whose renewal is proposed to the Shareholders' Meeting on May 23, 2025 (Resolution 6)



## Lise Croteau

### Independent director

Member of the Audit Committee

Born on May 5, 1960 (Canadian)

Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 29, 2019

Last reappointment: Annual Shareholders' Meeting on May 25, 2022

End of current term: Annual Shareholders' Meeting on May 23, 2025

Number of TotalEnergies shares held: 100

Number of TotalEnergies ADS held: 1,000 (as of December 31, 2024)

Business address: 580 Chemin de la Réserve, Mont-Tremblant, Québec, J8E 3L8, Canada

**Main function:** Independent director

## Biography & Professional Experience

Ms. Croteau began her career in 1982 as an auditor within the audit firms, today Raymond Chabot Grant Thornton, then Deloitte, and she joined Hydro-Québec in 1986 where she held positions of control, of risk management and of financial management of increasing responsibility.

From 2015 to 2018, she held the position of Executive Vice President and Chief Financial Officer of Hydro-Québec prior to retiring.

A chartered professional accountant since 1984, Ms. Croteau holds a Bachelor's degree in Business Administration and in 2008 was named a Fellow of the Order of Chartered Professional Accountants of Québec in recognition of her contribution to the profession and for her collaboration in the development of Canadian accounting standards for derivatives.

Her functions within Hydro-Québec have enabled her in particular to develop significant expertise in risk management from 2008, as she has been in charge of risk management, responsible for the company's risk portfolio drawn up as part of the annual exercise of the company's long-term strategic planning. In this context, she had in particular to identify, quantify and monitor risk trends and means of mitigation.

Ms. Croteau was also in charge of market risk management activities, and "Middle Office" credit of Hydro-Québec's market activities for energy transactions on Northeast American markets, debt management and management of the company's employee pension fund.

Ms. Croteau has been an independent director of Boralex since 2018, the Chair of the Audit Committee since 2019 and a member of the Investment and Risk Management Committee since 2021. Boralex, listed in Toronto, is a Canadian leader in renewable energies with operations in wind, solar, hydroelectricity and storage. It also has operations in France, the United States and the United Kingdom.

Since June 2019, Ms. Croteau has been a director on the Boards of Québecor inc. and Québecor Média inc. as well as a member of the Human Resources and Corporate Governance Committee and of the Audit and Management Risks Committee since May 2022, when she was also appointed director of the Board of Directors of Vidéotron and member of the Audit and Management Risks Committee. Québecor is a Canadian leader in the telecommunications, entertainment, news media and culture fields.

## Directorships and functions held

### Directorships held at any company during fiscal year 2024

- Director of TotalEnergies SE\* and member of the Audit Committee
- Director of Québecor inc.\* since June 16, 2019, member of the Human Resources and Corporate Governance Committee and member of the Audit and Management Risks Committee since May 12, 2022; director of Québecor Média inc. since June 16, 2019, member of the Human Resources and Corporate Governance Committee and member of the Audit and Management Risks Committee since May 12, 2022 and director and member of the Audit and Management Risks Committee of Vidéotron (Québecor's wholly-owned subsidiary) since May 12, 2022

- Director of Boralex\* since 2018, Chairwoman of the Audit Committee since 2019 and member of the Investment and Risk Management Committee since 2021

### Directorships that have expired in the previous five years

None

### Other positions held during fiscal year 2024

None

\* Companies marked with an asterisk are listed companies

# Information concerning the directors

whose appointment is proposed to the Shareholders' Meeting on May 23, 2025 (Resolution 7)



## Helen Lee Bouygues

53 years old (American and French nationalities)  
Number of TotalEnergies shares held: 1,000  
(as of April 18, 2025)

## Biography & Professional Experience

Of Korean origin, of American and French nationalities, and residing in France since 2004, **Ms. Helen Lee Bouygues** holds a Bachelor of Arts, magna cum laude, from Princeton University in Political Science and a Master in Business Administration from Harvard Business School.

For over 25 years, she has been supporting the strategic transformation of leading French and international companies. Ms. Helen Lee Bouygues began her career in 1995 at J.P. Morgan, as partner in M&A at New York and Hong Kong. In 1997, she was appointed Director of Development at Pathnet, a telecommunications service provider based in Washington DC, then joined Cogent Communications in 2000, where she held the positions of Treasurer, Chief Operating Officer, and Chief Financial Officer until 2004. Helen Lee Bouygues was then appointed partner at Alvarez & Marsal in Paris, that she left in 2010 to create her own consulting firm. She sold it in 2014 to McKinsey & Company, where she became a partner in charge of the Recovery and Transformation Services division. Ms. Helen Lee Bouygues has been Operating Partner within the private equity fund Ardian since 2024.

Ms. Helen Lee Bouygues was a director of numerous companies, holding various chair positions on board committees, particularly in the energy sector (Lead Independent Director of Neoen SA until March 20, 2025, director of CGG (now Viridien SA) until 2024). Ms. Helen Lee Bouygues will bring to the Board her financial and strategic expertise and her extensive knowledge of the various challenges faced by businesses.

## Directorships and functions held

### Directorships and functions held at any company during 2024 fiscal year

- President of LB Associés
- Lead Director, member of the Audit Committee and member of the Governance and CSR Committee of Neoen SA\* (until March 20, 2025)
- Board member, Chairwoman of the audit committee (*comité des comptes*) and member of the Compensation committee of Burelle SA\*
- Board member, member of the Audit Committee, Chairwoman of the Compensation Committee of Latecoere SA\* (until April 2024)
- Board member of Atos SA\* (until June 2024)
- Board member and Chairwoman of the Audit Committee of Fives S.A.S.
- Board member, member of the Audit Committee and Chairwoman of Investment Committee of Viridien SA\* (until September 2024)
- Board member and member of the Audit Committee of Guarantee Trust Holding Company PLC\* (until March 2025)
- Board member of Galeries Lafayette SA

### Directorships that have expired in the previous five years

- Chairwoman of the Board of Directors of Conforama S.A.
- Member of the Supervisory Board of Arvella Investments S.A.S.

\* Companies marked with an asterisk are listed companies

# Information concerning the directors

whose appointment is proposed to the Shareholders' Meeting on May 23, 2025 (Resolution 8)



## Laurent Mignon

61 years old (French nationality)  
Number of TotalEnergies shares held:  
1,000 (as of April 30, 2025)

## Biography & Professional Experience

**Mr. Laurent Mignon**, a French national, a graduate from HEC and from the Executive Program at Stanford, has been Chairman of the Executive Board (*Président du Directoire*) of Wendel since December 2, 2022 and Chairman of the Board of Directors of Bureau Veritas, a company that Wendel controls and fully consolidates.

From 1986 to 1996, Mr. Laurent Mignon worked for Indosuez bank before joining Schroders in London, and then AGF (Assurances Générales de France) in 1997 as Chief Financial Officer, then Vice Chief Executive Officer in 2002 and Chief Executive Officer in 2006. From 2007 to 2009, he was Managing Partner at Oddo & Cie. From 2009 to 2022, Mr. Laurent Mignon carried out his functions within Groupe BPCE where he was Chief Executive Officer of Natixis and member of the Executive Board of BPCE from 2009 to May 2018, and Chairman of the Executive Board (*Président du Directoire*) of Groupe BPCE from May 2018 to December 2022, as well as Chairman of the Board of Directors of Natixis.

Mr. Laurent Mignon will bring to the Board his leading expertise in the banking and financial sector and the wealth of his experience in investments and general management of listed companies, moreover, with a shareholder-centric background through its professional responsibilities. Throughout his career, he has successfully led the transformation and development of the companies he has managed, with a constant desire to create sustainable value.

## Directorships and functions held

### Directorships and functions held at any company during 2024 fiscal year

- Chairman of the Executive Board of Wendel SE\*
- Director and member of the Performance Audit Committee of LVMH Moët Hennessy Louis Vuitton SE\*
- Chairman of the Board of Directors and member of the Strategy Committee of Bureau Veritas SE\*
- Censor of Oddo BHF SCA
- Director of Institut de la Finance Durable
- Chairman of LMIGNON Conseil SAS

### Directorships that have expired in the previous five years

- Director of Arkema
- Director of AROP (Association pour le Rayonnement de l'Opéra National de Paris)
- Chairman, Association Française Bancaire (AFB) Association Française des Etablissements de Crédit et des Entreprises d'investissement
- Chairman of BPCE SA
- Vice-Chairman of the Board of Bureau Veritas SA
- President of CE Holding Participations SAS
- Director of CNP Assurances SA
- Chairman of the Board of Directors of Crédit Foncier SA
- Censor of Fédération Bancaire Française (FBF)
- Chairman of the Board of Directors of Fimalac SE
- Chairman of the Board of Directors of Natixis SA
- Director of Sopassure SA
- Director, Peter J. Solomon Company, LP (United States)

\* Companies marked with an asterisk are listed companies

# Information concerning the candidates for the position of director representing employee shareholders

whose appointment is proposed to the Shareholders' Meeting held on May 23, 2025  
(Resolution 9)

Resolution 9 approved by the Board of Directors



## Valérie Della Puppa-Tibi

56 years old (French nationality)  
Number of TotalEnergies shares held: 30  
Number of TotalEnergies Actionnariat France  
collective investment fund units held:  
963.8 (as of April 24, 2025)

### Biography - Professional Experience

Graduated of the Institut Universitaire de Technologie de Sceaux (Paris XI) in International Trade, Ms. Della Puppa-Tibi entered the Company in 1989. She held several positions in international logistics at the Lub Marine entity of the subsidiary Lubrifiants. In parallel, Ms. Della Puppa-Tibi studied at the Conservatoire des Arts et Métiers (International Trade curriculum - Marketing, International Trade, Commodity Markets courses) as well as languages (English, Spanish and Italian). In 2002, she joined the Réseau France as a contract pilot for the maintenance of service stations. In 2011, Ms. Della Puppa-Tibi joined the Procurement Division of the Marketing Refining as e-procurement manager then Lead Buyer at the creation of Total Global Procurement in 2017.

Ms. Della Puppa-Tibi has been a member of the European Committee since 2017 and an elected member of the Supervisory Board of the FCPE TotalEnergies Actionnariat France since 2018. She was also a Director representing employee shareholders on the TotalEnergies Board of Directors from 2019 to 2022.

### Directorships and functions held

#### Directorships and functions held at any company during 2024 fiscal year

- Elected member of the TotalEnergies AGSH Paris Work Council (*Comité Social et Economique*)
- Elected member of the TotalEnergies AGSH Central Work Council (*Comité Social et Economique Central*)
- Member of the European Committee of TotalEnergies
- TotalEnergies AGSH Paris union representative
- Member of the Human Resources Commission of the TotalEnergies AGSH Central Work Council (*Comité Social et Economique Central*)
- Elected member of the Supervisory Board of the FCPE TotalEnergies Actionnariat France
- Deputy director to IG-CREA (Elf Aquitaine pension fund)
- Titular representative on the joint Committee of IG-CREA

#### Directorships that have expired in the previous five years

- Director representing employee shareholders on the TotalEnergies Board of Directors (2019 to 2022)

# Information concerning the candidates for the position of director representing employee shareholders

whose appointment is proposed to the Shareholders' Meeting held on May 23, 2025  
(Resolution A)

Resolution A not approved by the Board of Directors



## Hazel Clinton Fowler

51 years old (British nationality)  
Number of TotalEnergies shares held: 4,968  
Number of TotalEnergies Actionnariat International Capitalisation collective investment fund units held: 3,227.87 (as of April 16, 2025)

### Biography - Professional Experience

Hazel Clinton Fowler became a graduate of Robert Gordons University in Human Resource Management in 2000 whilst working within the Technology and Oil Services Sector in HR roles both domestic and overseas. Hazel Clinton Fowler joined the TotalEnergies company in 2006. She has held several positions in the Human Resource domain including operational roles in the E&P Branches in UK, Malaysia, Australia and latterly as the Manager of specialist areas including Remuneration, Shares, Employment Tax, Employee Benefits and International Assignee Management. Under the One TotalEnergies One Country approach her team is providing services to EP, MS, GRP, Hutchinson, and RC Branches in the UK. She will also take into her team Pension Services in the UK later in 2025. She continues to enhance her knowledge in areas such as employment law, employee investments to support her professional offering.

Hazel Clinton Fowler has been an elected titular member of the International Supervisory Boards of TotalEnergies Actionnariat International Capitalisation Fund (TAIC) from 2018 and TotalEnergies International Capital+ (TIC) Fund until its maturity in 2024.

### Directorships and functions held

#### Directorships and functions held at any company during 2024 fiscal year

- Elected titular member of the International Supervisory Board of TotalEnergies Actionnariat International Capitalisation Fund (TAIC)

### Directorships that have expired in the previous five years

- Elected titular member of the International Supervisory Board of TotalEnergies International Capital+ (TIC) Fund

## DELEGATIONS OF AUTHORITY and POWERS granted to the Board of Directors with respect to CAPITAL INCREASES and CANCELLATION OF SHARES OF THE CORPORATION CURRENTLY IN EFFECT

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 currently in effect

| Type  | Cap on par value, or number of shares or expressed as % of share capital  | Use in 2024 by value or number of shares  | Available balance as of 12/31/2024 by value or number of shares <sup>(a)</sup> | 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 in securities   | -  | €10bn   | May 24, 2024 (17 <sup>th</sup> , 18 <sup>th</sup> , 19 <sup>th</sup> and 21 <sup>st</sup> resolutions) | July 24, 2026<br>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:   | Capital increase with preemptive subscription right:<br>-                      | €2.455 bn (i.e., 982 million shares)  | May 24, 2024 (17 <sup>th</sup> resolution)   | July 24, 2026<br>26 months |
|   |   | 1/a specific cap of €575 million, i.e. a maximum of 230 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: | -  | €575 million  | May 24, 2024 (18 <sup>th</sup> and 20 <sup>th</sup> resolutions)                                       | July 24, 2026<br>26 months |
|   |   | 1a/ a sub-cap of €575 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   | -  | €575 million  | May 24, 2024 (19 <sup>th</sup> and 20 <sup>th</sup> resolutions)                                       | July 24, 2026<br>26 months |
|   |   | 1b/ a sub-cap of €575 million through in-kind contributions when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable   | -  | €575 million  | May 24, 2024 (21 <sup>st</sup> resolution)   | July 24, 2026<br>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 | Maximum of 18 million shares <sup>(b)</sup>   | 18.0 million shares  | May 24, 2024 (22 <sup>nd</sup> resolution)  | July 24, 2026<br>26 months   |                            |
| 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   | 7.8 million shares  | 16.2 million shares <sup>(c)</sup>   | May 24, 2024 (23 <sup>rd</sup> resolution)  | July 24, 2027<br>38 months   |                            |

(a) Based on share capital as of December 31, 2024, divided into 2,397,679,661 shares. (b) The meeting of the Board of Directors on October 30, 2024 decided to proceed with a share capital increase in 2025 with a cap of 18,000,000 shares (the capital increase is scheduled for the second quarter of 2025, subject to implementation by the Chairman and Chief Executive Officer). (c) The shares granted pursuant to the presence and performance conditions to the Executive Directors under the 23<sup>rd</sup> resolution of the Extraordinary Shareholders' Meeting held on May 24, 2024, may not exceed 0.015% of the capital existing on the date of the Board meeting that decided on the grant, i.e., 359,651 shares based on share capital as of December 31, 2024.

**Acquisitions net of assets sales** is a non-GAAP financial measure and its most directly comparable IFRS measure is Cash flow used in investing activities. Acquisitions net of assets sales 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.

**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 cash flow (or free 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.

**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 Acquisitions net of assets 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](https://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 23, 2025, the documents and information indicated in Article R. 225-83 of the French Commercial Code.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2025 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 2024.



# CONTACTS

## Individual Shareholder Relations Department

### TotalEnergies SE

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Arche Nord – Coupole / Regnault  
92078 Paris La Défense Cedex  
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**Email:** [shareholders@totalenergies.com](mailto: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

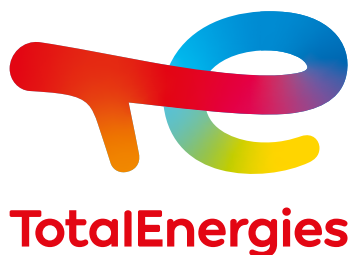
## Investor Relations Department

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## NOTICE OF MEETING - COMBINED SHAREHOLDERS' MEETING 2025

—  
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## TotalEnergies SE

Registered office:  
2, place Jean Millier  
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