



# Notice of meeting

## Combined Shareholders' Meeting 2023

**Friday May 26, 2023, at 10:00 am**

Salle Pleyel

252, rue du Faubourg Saint-Honoré - 75008 Paris<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.

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Dear Fellow Shareholders,

Our next Shareholder's Meeting will be held on May 26, 2023, at 10 a.m., at Salle Pleyel in Paris.

I will be pleased to see you possibly in attendance so you can take part in your Company's major decisions and vote on the proposed resolutions. You may also vote as of today by mail or over the Internet via a simple, secure system used for 70% of the votes cast in 2022. On the day of the Shareholder's Meeting, you will be able to watch the proceedings live on [totalenergies.com](https://totalenergies.com).

In light of the popularity of the platform opened in 2022 and our ongoing commitment to promoting meaningful shareholder dialogue, a new platform for submitting questions will be available on [totalenergies.com](https://totalenergies.com) from May 5 to 19, 2023 so we can take your expectations into account before the Shareholder's Meeting.

2022 was an exceptional year in many ways, notably from a geopolitical standpoint, with the upheavals stemming from the war in Ukraine and their major impact on energy prices, especially gas. In this environment, TotalEnergies demonstrated the pertinence of its balanced strategy combining profitable growth and sustainable development, while achieving the highest profitability of all the majors<sup>(1)</sup>, with ROACE above 28% and gearing of 7% at end-2022. TotalEnergies also demonstrated the financial robustness of its business model while executing its transformation into a multi-energy company and investing the most of all the majors – \$4 billion in 2022 – to build the energy system of tomorrow.

TotalEnergies pursued its ambition to become a major player in the energy transition, committed to getting to net zero by 2050, together with society.

In 2022, this ambition was again manifested in significant progress in reducing emissions, in particular those of methane. Backed by these advances, TotalEnergies has decided to tighten its emissions-reduction targets, notably for its operated facilities through the implementation of an outstanding global energy efficiency programme. In addition, investments in low-carbon energies will amount to \$5 billion in 2023.

(1) The world's largest non-state-owned oil companies.



**Patrick POUYANNÉ**  
Chairman and Chief Executive Officer

Confident in the Company's strategy, the Board of Directors has confirmed the shareholder return policy for 2023 that aims to distribute 35-40% of the cash flow generated by the Company to its shareholders. This will combine a more than 7% increase in the interim dividend to €0.74 per share and share buybacks.

In addition, in accordance with the resolution approved by shareholders in May 2022 and as pledged by the Board of Directors, the Sustainability & Climate - 2023 Progress Report published on March 21, 2023, will be submitted for a consultative vote by shareholders.

The transformation of your Company is underway and we demonstrated in 2022 that our strategy is the right one for the next decade: more energy, less emissions, always more sustainable and profitable.

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

# Message

from the Chairman  
and Chief Executive Officer

## Agenda of the Combined Shareholders' Meeting

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

- Approval of the statutory financial statements for the fiscal year ended December 31, 2022
- Approval of the consolidated financial statements for the fiscal year ended December 31, 2022
- Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2022
- 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. Marie-Christine Coisne-Roquette's term as director
- Renewal of Mr. Mark Cutifani's term as director
- Appointment of Mr. Dierk Paskert as director
- Appointment of Ms. Anelise Lara as director
- Approval of the information relating to the compensation of executive and non-executive directors ("*mandataires sociaux*") mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code
- 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 2022 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer
- Approval of the compensation policy applicable to the Chairman and Chief Executive Officer
- Opinion on the Sustainability & Climate – Progress Report 2023, 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 and complementing this ambition

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

- Delegation of authority to the Board of Directors, for a period of thirty-eight months, to grant Corporation free shares, existing or to be issued, for the benefit of the Company employees and executive directors, or some of them, which imply the waiver by shareholders of their preemptive 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' preemptive subscription right, reserved to members of a company or group savings plan
- Elimination of double voting rights - Amendment to Article 18 of the Corporation's Articles of Association - Powers to carry out formalities

## Resolution presented pursuant to Article L. 225-105 of the French Commercial Code

- Resolution A (not approved by the Board of Directors): Shareholder resolution on targets for indirect Scope 3 emissions (advisory vote)

## How to take part and vote

As a shareholder of TotalEnergies SE, you may **vote by mail or give proxy or attend the Shareholders' Meeting in person**, as long as your shares are registered on May 24, 2023 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 next TotalEnergies SE Shareholders' Meeting will be held on Friday May 26, 2023 at 10 a.m. at the salle Pleyel, 252, rue du Faubourg Saint-Honoré in the 8<sup>th</sup> arrondissement in Paris<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 8:30 a.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) between **May 5 and May 19, 2023**.

### NOTE



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



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



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

### 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 24, 2023 at 00:00 am (Paris time) will be taken into account.

The Shareholders' Meeting will be streamed live at 10:00 am, **Friday May 26, 2023**, 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.

## Vote or take part / I use the printed form

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

### 1 I select my options

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

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

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

**A**



TotalEnergies SE  
 Société européenne au capital de 6 225 655 060 euros  
 Siège social :  
 2 place Jean Millier - La Défense 6  
 92400 COURBEVOIE  
 542 051 180 RCS NANTERRE

**ASSEMBLEE GENERALE MIXTE**  
 Convocée le vendredi 26 mai 2023 à 10 heures  
 Salle Pleyel, 252 rue du Faubourg Saint-Honoré  
 75008 Paris

**COMBINED GENERAL MEETING**  
 to be held on Friday May 26th 2023 at 10:00 a.m.  
 At Salle Pleyel, 252 rue du Faubourg Saint-Honoré  
 75008 Paris

**CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY**

Identifiant - Account  
 Nominatif Registered  
 Nombre d'actions Number of shares  
 Plutôt Bearer  
 Nombre de voix - Number of voting rights  
 Vote simple Single vote  
 Vote double Double vote

**B**

JE VOTE PAR CORRESPONDANCE // VOTE BY POST  
 Cf. au verso (2) - See reverse (2)

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

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
										Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signe un autre choix en noircissant la case correspondante.  
 In case 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 m'abstiens. / I abstain from voting.  
 - Je donne procuration (cf. au verso verso (2)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom.  
 I appoint (see reverse (2)) M., Mrs or Miss, Corporate Name to vote on my behalf.

Once the proxy is completed, your form must be returned no later than:

JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE  
 Cf. au verso (2)

JE DONNE POUVOIR A : Cf. au verso (2) pour me représenter à l'Assemblée  
 to represent me at the above mentioned Meeting  
 M. Mme ou Mlle, Raison Sociale / M., Mrs or Miss, Corporate Name

Adresse / Address

**C**

**D**

**E**

**F**

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

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (2)  
 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 (2)

Date & Signature

Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (sans admission card / voter par correspondance / pouvoir au président / pouvoir à représentation), votre vote automatiquement pourvu au Président de l'assemblée générale.  
 If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the general meeting.

à la banque / to the bank 26 mai 2023 / May 26, 2023

### 2 Send/return the form

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

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

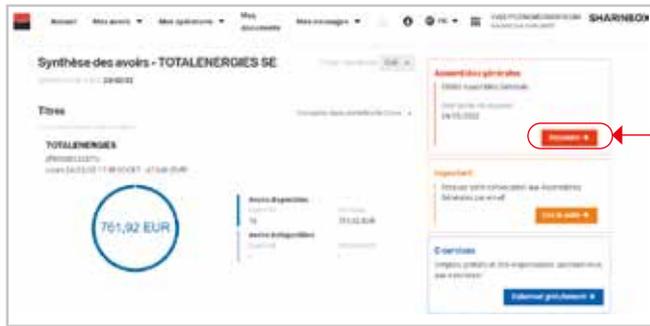
Société Générale Securities Services must receive the form no later than May 24, 2023 at 11.59 pm (Paris time) in accordance with Article R. 225-77 of the French Commercial Code. Mandates and revocations designating a representative, expressed by printed form, must be received no later than May 24, 2023 at 11.59 pm (Paris time).

## Vote or take part / I preferably use the internet

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

### 1 I log into VOTACCESS

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



#### › I ACCESS THE VOTACCESS SERVICE

<https://sharinbox.societegenerale.com>

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

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

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

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

#### › If your shares are registered in bearer form,

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

#### NOTE

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

### 2 I select my options

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

#### › To request an admission card:

You can either print out the card yourself, in which case you have until 3:00 pm (Paris time) on May 25, 2023 to submit your request, or ask to have it sent by postal mail, if your request is submitted before May 22, 2023.

#### › To vote before the Shareholders’ Meeting:

You have until the day before the Meeting to do so, i.e., on May 25, 2023, at 3:00 pm (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 25, 2023, at 3:00 pm (Paris time).

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

#### NOTE

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

## Note in particular

### Double voting rights and limitation

If registered shares have been held in your name for at least two consecutive years as at the date of the Shareholders' Meeting, you are entitled to double voting rights for each of your shares (Article 18 § 5 of the Articles of Association). This period shall not be considered as interrupted and eligibility for double voting rights shall not be lost if the registered shares are transferred to another registered shareholder in connection with a succession, the sharing by husband and wife of a joint estate, or an inter vivos disposition in favor of a spouse or a relative in the line of succession (Article 18 § 6 of the Articles of Association). Article 18 of the Articles of Association of TotalEnergies SE also specifies that at Shareholders' Meeting, no shareholder may cast, individually or through an agent, more than 10% of the total number of votes attached to the Company's shares, on the basis of single voting rights for either shares owned directly or indirectly, or shares for which the shareholder holds powers. However, in the case of double voting rights, this limit may be extended to 20%.

### 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 24, 2023. 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 2022 and any other information relating to this Shareholders' Meeting are available on the **totalenergies.com website (Investors/Annual Shareholders' Meetings)**.

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

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

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

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

**assemblees.generales@sgss.socgen.com**

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

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

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

- › **This email address can only be used to request the appointment or revocation of a representative. Any requests referring to other matters will not be taken into account and/or handled.**
- › In order for appointments or revocations of mandates expressed by electronic means to be validly taken into account, written confirmations must be received no later than the day before the Meeting, *i.e.* by 3 pm (Paris time) on May 25, 2023.

### 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 24, 2023 at 00:00 am (Paris time). Notifications must be emailed at:

**holding.df-declarationdeparticipation@totalenergies.com**

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

## Key figures and outlook

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

**Our more than 100,000 employees are committed to energy that is ever more affordable, cleaner, more reliable and accessible to as many people as possible. Active in close to 130 countries, TotalEnergies puts sustainable development in all its dimensions at the heart of its projects and operations to contribute to the well-being of people.**

In 2022, the Company generated \$45.7 billion of cash flow. IFRS net income was \$20.5 billion, including nearly \$15 billion in provisions related to Russia (for an adjusted net income of \$36.2 billion). Return on equity was 32% and return on capital employed was 28%, demonstrating the quality of its global portfolio.

The iGRP segment posted adjusted net operating income of \$2.9 billion and cash flow of \$3.1 billion, up 17% over the quarter, bringing annual results to \$12 billion and cash flow to \$11 billion. The Company took full advantage of its global LNG portfolio. The Integrated Power activity (covering the electricity and renewables business) generated \$1 billion of cash flow over the year, with production of 33 TWh up 57%, and nearly 17 GW of gross renewable capacity installed at the end of 2022. In order to provide shareholders with a better understanding of the growth strategy of LNG and electricity/renewables, the Board of Directors decided that from the first quarter 2023 iGRP's results will separately report the contributions of the Integrated LNG and Integrated Power activities.

Exploration & Production posted adjusted net operating income of \$3.5 billion and cash flow of \$5.0 billion in the fourth quarter, raising its strong full-year contribution to the Company's cash flow to \$26 billion in 2022. Two new discoveries, in Cyprus and Brazil, add to the discoveries already made in Namibia and Suriname in 2022. Downstream achieved historic performance in 2022 with \$8.9 billion in adjusted net operating income and \$10.1 billion in cash flow, supported by a refinery utilization rate of 82% that fully

20.5<sup>B</sup>\$



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

47.0<sup>B</sup>\$



Debt adjusted  
cash flow  
(DACF)<sup>(2)</sup>

7.0%



Gearing  
ratio<sup>(3)</sup>  
as of December 31, 2022

3.81



2022 ordinary and  
special dividends  
euros per share<sup>(4)</sup>

captured high refining margins. TotalEnergies continues to grow in petrochemicals with the launch of the Amiral project, a world-class integrated complex in Saudi Arabia.

In line with the policy announced in September 2022, TotalEnergies implemented a balanced cash allocation in 2022, between shareholders (37.2% payout), investments (\$16.3 billion or 36% of cash flow, including \$4 billion in low-carbon energies), and deleveraging (reducing net debt by \$12.2 billion, or 27% of cash flow) to end 2022 with gearing of 7%<sup>(3)</sup>. In addition, the Company has ensured balanced profit sharing with its employees (exceptional bonus of up to one month's salary<sup>(5)</sup> and wage increases taking into account the inflation rate observed in the various countries) and with its customers through rebates on various energy products to mitigate the increase in energy prices. Governments have also benefited from more than \$33 billion in taxes worldwide, more than double the amount in 2021, mostly paid to producing countries,

In view of the growth in structural cash flow forecast for 2023 and the share buybacks carried out in 2022 (5% of the share capital), the Board of Directors proposes to the Shareholders' Meeting the distribution of a final 2022 dividend of €0.74 per share, an increase of 6.5% for the ordinary 2022 dividend to €2.81 per share, plus the special dividend of €1 per share paid in December 2022. In addition, the Board of Directors confirmed a shareholder return policy for 2023 targeting a pay-out between 35-40%, which will combine an increase in interim dividends of more than 7% to €0.74 per share and share buybacks of \$2 billion in the first quarter.

(1) International Financial Reporting Standards. (2) DACF = Debt Adjusted Cash Flow (see (f) page 10). (3) Excluding lease commitments. (4) Subject to approval by the Shareholders' Meeting on May 26, 2023. (5) Paid to employees of all wholly-owned subsidiaries and to employees of subsidiaries in which the Corporation has a controlling interest of more than 50%, if agreed by their governance bodies and capped for high salaries.

## Results of TotalEnergies

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

	2022	2021	2022 vs 2021
Sales	280,999	205,863	+36.4%
Adjusted net operating income from business segments <sup>(a)</sup>	38,475	20,209	+90%
Net income (TotalEnergies share)	20,526	16,032	+28%
Adjusted net income (TotalEnergies share) <sup>(a)</sup>	36,197	18,060	x 2
Fully-diluted weighted average shares (in millions) <sup>(b)</sup>	2,572	2,647	-3%
Adjusted fully-diluted earnings per share (in \$) <sup>(a) (c)</sup>	13.94	6.68	x 2.1
Organic investments <sup>(d)</sup>	11,852	12,675	- 6%
Net acquisitions <sup>(e)</sup>	4,451	632	x 7
Net investments <sup>(f)</sup>	16,303	13,307	+ 23%
Operating cash flow before working capital changes w/o financial charges (DACF) <sup>(g)</sup>	47,025	30,660	+53%
Cash flow from operations	47,367	30,410	+ 56%

(a) Adjusted results are defined as income using replacement cost, adjusted for special items, excluding the impact of changes for fair value.

(b) In 2020, the effect generated by the grant of TotalEnergies performance shares and by the capital increase reserved for employees (19,007,836 shares) was anti-dilutive. In accordance with IAS 33, the weighted-average number of diluted shares was therefore equal to the weighted-average number of shares. Based on fully diluted weighted-average number of common shares outstanding during the fiscal year.

(c) In accordance with IFRS norms, adjusted fully-diluted earnings per share is calculated from the adjusted net income less the perpetual subordinated bond.

(d) Organic investments = net investments, excluding acquisitions, assets sales and other transactions with non-controlling interests.

(e) Net acquisitions = acquisitions - assets sales - other transactions with non-controlling interests.

(f) Net investments = organic investments + net acquisitions.

(g) DACF = Debt Adjusted Cash Flow, is defined as operating cash flow before working capital changes and financial charges. Operating cash flow before working capital changes is defined as cash flow from operating activities before changes in working capital at replacement cost, excluding the mark-to-market effect of iGRP's contracts and including capital gain from renewable projects sale (effective first quarter 2020).

Market environment parameters	2022	2021	2022 vs 2021
Brent (\$/b)	101.3	70.9	+ 43%
Henry Hub (\$/Mbtu) <sup>(a)</sup>	6.5	3.7	+ 76%
NBP (\$/Mbtu) <sup>(b)</sup>	32.4	16.4	+ 97%
JKM (\$/Mbtu) <sup>(c)</sup>	33.8	18.5	+ 83%
Average price of liquids (\$/b) <sup>(d)</sup>	91.3	65.0	+ 41%
Average price of gas (\$/Mbtu) <sup>(d)</sup>	13.15	6.60	+ 99%
Average price of LNG (\$/Mbtu) <sup>(e)</sup>	15.90	8.80	+ 81%
Variable cost margin - Refining Europe, VCM <sup>(f)</sup> (\$/t)	94.1	10.5	x 9

(a) HH (Henry Hub), a pipeline located in Erath, Louisiana, USA, serves as the official delivery point for New York Mercantile Exchange (NYMEX) futures contracts. It is widely used as a price reference for natural gas markets in North America. The hub is operated by Sabine Pipe Line LLC and is connected to four intrastate and nine interstate pipelines, including the Transcontinental, Acadian and Sabine pipelines.

(b) NBP (National Balancing Point) is a virtual natural gas trading point in the United Kingdom for transferring rights in respect of physical gas and which is widely used as a price benchmark for the natural gas markets in Europe. NBP is operated by National Grid Gas plc, the operator of the UK transmission network.

(c) JKM (Japan-Korea Marker) measures the prices of spot LNG trades in Asia. It is based on prices reported in spot market trades and/or bids and offers of LNG collected after the close of the Asian trading day at 16:30 Singapore time.

(d) Consolidated subsidiaries.

(e) Consolidated subsidiaries and equity affiliates.

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

## Results 2022

### Adjusted net operating income from business segments

Segment adjusted net operating income was \$38,475 million in 2022, compared to \$20,209 million in 2021, due to higher oil and gas prices and refining margins.

### Adjusted net income (TotalEnergies share)

TotalEnergies' adjusted net income was \$36,197 million in 2022 compared to \$18,060 million in 2021. Adjusted net income excludes the after-tax inventory effect, non-recurring items and the impact of changes in fair value.

For the full-year 2022, these items amounted to -\$15,671 million, consisting mainly of -\$15.7 billion impairments and exceptional provisions, including -\$14.8 billion related to Russia and -\$1.0 billion related to the withdrawal from the North Platte project in the United States, -\$1.7 billion related to the impacts of the European Solidarity Contribution, of the Energy Profits Levy in the United Kingdom on deferred tax, and of the electricity generation infra-marginal income contribution in France, +\$1.4 billion capital gain on the partial sale of SunPower shares and the revaluation of the retained and consolidated share using the equity method, +\$1.1 billion of fair value change effects.

In 2022, the Company's effective tax rate was 40.9%, versus 37.9% in 2021, mainly due to the increase in the Exploration & Production tax rate, notably linked to the higher oil and gas prices. Income and production taxes amounted to \$33.0 billion, versus \$15.9 billion in 2021.

### Adjusted fully diluted earnings per share

Adjusted fully diluted earnings per share, based on 2,572 million fully diluted weighted-average shares, was \$13.94 in 2022 compared to \$6.68 in 2021.

As of December 31, 2022, the number of fully-diluted shares was 2,647 million.

As part of its shareholder return policy, as announced in October 2022, TotalEnergies repurchased in the fourth quarter 2022 34.7 million shares for \$2 billion for their cancellation. In 2022, 128.9 million shares were repurchased for cancellation, representing 4.92% of the share capital, for \$7.02 billion.

### Acquisitions – asset sales

Acquisitions were \$5,872 million for the full-year 2022 for the acquisition of an additional 4.08% of the Waha concessions in Libya, payments related to the award of the Atapu and Sépia production sharing contracts in Brazil, the acquisition of an interest in Clearway Energy Group and the bonus related to the New York Bight offshore wind concession in the United States.

Asset sales were \$1,421 million for the full-year 2022 related to the farm-downs in the Integrated Power business and the disposal of interests in Block 14 in Angola, SunPower's disposal of its Enphase shares, the partial disposal of the Landvisiau power generation plant in France, the sale of the interest in the Sarsang field in Iraq, and an additional payment related to the 2020 sale of interests in the CA1 offshore block in Brunei.

### Net cash flow

TotalEnergies' net cash flow<sup>(1)</sup> was \$29,426 million for 2022 compared with \$15,833 million in 2021, reflecting the \$16.6 billion increase in operating cash flow before working capital changes and the \$3.0 billion increase in net investments to \$16,303 million this year.

(1) Net cash flow = operating cash flow before working capital changes - net investments (including other transactions with non-controlling interests).

Profitability	January 1, 2022 December 31, 2022	October 1, 2021 September 30, 2022	January 1, 2021 December 31, 2021
Return on average capital employed (ROACE) <sup>(a)</sup>	28.2%	27.2%	13.9%
Return on equity (ROE)	32.5%	31.4%	16.9%

(a) Based on adjusted net operating income and average capital employed at replacement cost.

2023 sensitivities*	Change	Estimated impact on adjusted net operating income <sup>(a)</sup>	Estimated impact on cash flow from operations
Dollar	+/- 0.1 \$/€	+/- 0.1 G\$	~0 G\$
Average liquids price**	+/- 10 \$/b	+/- 2.5 G\$	+/- 3.0 G\$
European gas price - NBP***	+/- 2 \$/Mbtu	+/- 0.4 G\$	+/- 0.4 G\$
Variable cost margin, European refining (VCM)****	+/- 10 \$/t	+/- 0.4 G\$	+/- 0.5 G\$

(a) Adjusted results are defined as income using replacement cost, adjusted for special items, excluding the impact of changes for fair value.

\* Sensitivities are revised once per year upon publication of the previous year's fourth quarter results. Sensitivities are estimates based on assumptions about the TotalEnergies' portfolio in 2023. Actual results could vary significantly from estimates based on the application of these sensitivities. The impact of the \$-€ sensitivity on adjusted net operating income is essentially attributable to Refining & Chemicals.

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

\*\*\* NBP (National Balancing Point) is a virtual natural gas trading point in the United Kingdom for transferring rights in respect of physical gas and which is widely used as a price benchmark for the natural gas markets in Europe. NBP is operated by National Grid Gas plc, the operator of the UK transmission network.

\*\*\*\* This indicator represents TotalEnergies' average margin on variable cost for refining in Europe (equal to the difference between TotalEnergies European refined product sales and crude oil purchases with associated variable costs divided by volumes refined in tons).

## Results of business segments

<b>Integrated Gas, Renewables &amp; Power segment (iGRP)</b>	<b>2022</b>	2021	2022 vs 2021
Hydrocarbon production for LNG (kboe/d)	469	529	- 11%
Overall Liquefied Natural Gas Sales (Mt)	48.1	42.0	+ 15%
Net power production (TWh)*	33.2	21.2	+ 57%
Adjusted net operating income (M\$)	12,144	6,243	+ 95%
Operating cash flow before working capital changes (DACF)** (M\$)	10,754	6,124	+ 76%
Cash flow from operations*** (M\$)	9,670	827	x 11.7

iGRP's adjusted net operating income was \$12,144 million, up 95% year-on-year, thanks to its integrated LNG portfolio, in particular its regasification capacity in Europe, which positioned it to capture the benefit of the favorable pricing environment, and thanks to the growth of the Integrated Power business. Starting in the first quarter of 2023, iGRP results will be presented in two segments: Integrated LNG covering LNG production and trading activities as well as biogas and hydrogen activities, Integrated Power covering electricity generation, storage, trading, and B2B B2C gas and power marketing activities.

<b>Exploration &amp; Production segment</b>	<b>2022</b>	2021	2022 vs 2021
Hydrocarbon production (kboe/d)	2,296	2,290	—
Adjusted net operating income (M\$)	17,479	10,439	+ 67%
Operating cash flow before working capital changes (DACF)*** (M\$)	26,080	18,717	+ 39%
Cash flow from operations*** (M\$)	27,654	22,009	+ 26%

Exploration & Production adjusted net operating income was \$ 17,479 million in 2022, up 67% year-on-year, thanks to higher oil and gas prices.

<b>Refining &amp; Chemicals segment</b>	<b>2022</b>	2021	2022 vs 2021
Refined throughput (kb/d)	1,472	1,180	+ 25%
Variable cost margin - Refining Europe, VCM (\$/t)	94.1	10.5	x 9
Adjusted net operating income (M\$)	7,302	1,909	x 3.8
Operating cash flow before working capital changes (DACF)*** (M\$)	7,704	2,946	x 2.6
Cash flow from operations*** (M\$)	8,663	6,473	+ 34%

Adjusted net operating income for the Refining & Chemicals segment was \$7,302 million in 2022, up 3.8 times year-on-year, due to high refining margins in Europe and the United States and higher refinery utilization rates.

<b>Marketing &amp; Services segment</b>	<b>2022</b>	2021	2022 vs 2021
Total sales of petroleum products (kb/d)	1,468	1,503	- 2%
Adjusted net operating income (M\$)	1,550	1,618	- 4%
Operating cash flow before working capital changes (DACF)*** (M\$)	2,365	2,556	- 7%
Cash flow from operations*** (M\$)	3,124	2,333	+ 34%

Adjusted net operating income for the Marketing & Services segment was \$1,550 million for the full-year 2022, down 4% year-on-year, mainly impacted by the evolution of the €-\$ exchange rate.

\* Solar, wind, hydroelectric and combined-cycle gas turbine (CCGT) plants. \*\* Excluding financial charges, except those related to lease contracts, excluding the impact of contracts recognized at fair value for the sector and including capital gains on the sale of renewable projects. \*\*\* Excluding financial charges, except those related to leases.

## TotalEnergies SE results and proposed dividend

Net income for TotalEnergies SE, the parent company, was €7,835 million in 2022 compared to €6,868 million in 2021.

In view of the growth in structural cash flow forecast for 2023 and the share buybacks carried out in 2022 (5% of the share capital), the Board of Directors proposes to the Shareholders' Meeting the distribution of a final 2022 dividend of €0.74 per share, an increase of 6.5% for the ordinary 2022 dividend to €2.81 per share, plus the special dividend of €1 per share paid in December 2022.

In addition, the Board of Directors confirmed a shareholder return policy for 2023 targeting a pay-out between 35-40%, which will combine an increase in interim dividends of more than 7% to €0.74 per share and share buybacks of \$2 billion in the first quarter.



## Outlook

At the start of 2023, oil prices are moving between \$80-90 per barrel in an uncertain environment, where the possible worldwide economic slowdown could be counterbalanced by the recovery of China, global demand being expected to rise in 2023 to more than 100 Mb/day<sup>(1)</sup>. In this context, OPEC+ countries have shown their willingness to keep prices above \$80 per barrel. Refining margins in Europe, particularly for distillates, are expected to remain supported by the effects of the European embargo on Russian petroleum products from February 5, 2023.

The tensions on European gas prices seen in 2022 are expected to continue into 2023, as the limited growth in global LNG production is supposed to meet both higher European LNG demand to replace Russian gas received in 2022 and higher Chinese LNG demand.

Since December 31, 2022, the production related to TotalEnergies' participation in Novatek, of 0.3 Mboe/day<sup>(2)</sup> in 2022, is no longer consolidated. TotalEnergies expects its hydrocarbon production to increase by approximately 2% to 2.5 Mboe/day<sup>(2)</sup> in 2023, driven by three main start-ups planned for the year: Block 10 in Oman, Mero 2 in Brazil, and Absheron in Azerbaijan.

Continuing its growth momentum in LNG, TotalEnergies is strengthening its unique position in Europe in 2023 with the commissioning of two floating regasification terminals, the first of which, located in Lubmin, Germany, is already operational.

Having generated \$1 billion in cash flow in 2022, the Integrated Power business will continue to grow in 2023 with power generation expected to reach more than 40 TWh, a 30% increase year-on-year, benefiting from the full integration of Total Eren, leading to a comparable rise in cash flow. The implementation of an energy savings program will strengthen Downstream's competitiveness, allowing it to benefit from a favorable European refining environment.

In 2023, TotalEnergies expects net investments of \$16-18 billion, including \$5 billion dedicated to low-carbon energies.

Supported by the strength of the Company's balance sheet and its cash generation potential, the Board of Directors confirmed a shareholder return policy for 2023 targeting a cash pay-out of between 35% and 40% as well as the following cash flow allocation priorities:

- a sustainable ordinary dividend through cycles, that was not cut during the Covid crisis, and whose increase is supported by underlying cash flow growth,
- investments to support of a strategy balanced between the various energies,
- maintaining a strong balance sheet with a target rating at an "AA" level,
- buybacks to share surplus cash flow generated at high prices and possibly a special dividend in the event of very high prices.

For 2023, this shareholder return policy will combine a 7.2% increase to 0.74 € per share in interim dividends and share buybacks of \$2 billion planned for the first quarter.

(1) Mb: million barrels. (2) Mboe: million barrels of oil equivalent

## Composition of the Board of Directors of TotalEnergies SE

Directors in office as of December 31, 2022



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



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



**Mr. Jacques Aschenbroich**  
Independent director  
Chairman of the Board of Directors  
of Orange since May 2022



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



**Ms. Patricia Barbizet**  
Director  
Chairwoman of Temaris et Associés S.A.S.



**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**  
Lead Independent Director  
Independent director  
Chairwoman and Chief Executive Officer of  
Sonepar S.A.S. and of Colam Entreprendre S.A.S.



**Ms. Anne-Marie Idrac**  
Independent director



**Mr. Jérôme Contamine**  
Independent director



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



**Ms. Lise Croteau**  
Independent director



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



**Mr. Mark Cutifani**  
Independent director  
Chief Executive of Anglo American plc.  
until April 19, 2022



**Mr. Angel Pobo**  
Director representing employees

### Summary presentation of the Committees as of March 15, 2023

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

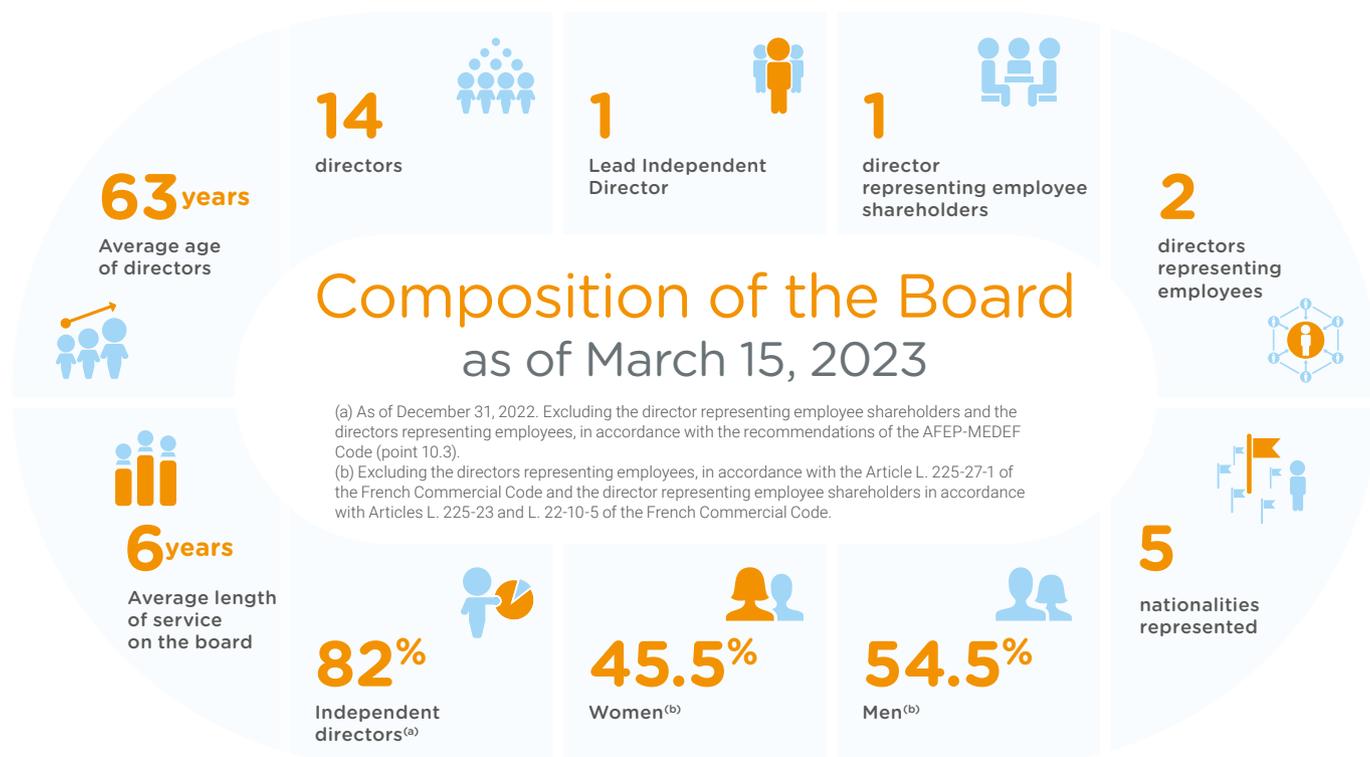
(a) Excluding director representing employee shareholders and directors representing employees in accordance with the recommendations of the AFEP-MEDEF Code (point 10.3).

(b) Director representing employees.

(c) Director representing employee shareholders.

\* Chairperson of the Committee.

\*\* Financial expert.



As of March 15, 2023	Personal information				Experience	Position on the Board				Participation in Board committees
	Age	Sex	Nationality	Number committees of shares	Number of directorships in publicly traded companies <sup>(a)</sup>	Independence <sup>(b)</sup>	Initial date of appointment	Expiry of term of office	Length of service on the Board	
Patrick Pouyanné Chairman and CEO	59	M		338,695	1		2015	2024	8	•
Jacques Aschenbroich	68	M		1,000	2	•	2021	2024	2	•
Patricia Barbizet	67	F		14,050	1		2008	2023	15	•
Marie-Christine Coisne-Roquette Lead Independent Director	66	F		5,000	1	•	2011	2023	12	•
Jérôme Contamine	65	M		10,553	2	•	2020	2023	3	•
Lise Croteau	62	F		1,100	2	•	2019	2025	4	•
Mark Cutifani	64	M		2,000	0	•	2017	2023	6	•
Romain Garcia-Ivaldi Director representing employees	34	M		178	0	n/a	2020	2023	3	•
Maria van der Hoeven	73	F		1,800	0	•	2016	2025	7	•
Glenn Hubbard	64	M		1,000	1	•	2021	2024	2	•
Anne-Marie Idrac	71	F		1,539	1	•	2012	2024	11	•
Emma de Jonge Director representing employee shareholders	59	F		184	0	n/a	2022	2025	1	•
Jean Lemierre	72	M		1,042	1	•	2016	2025	7	•
Angel Pobo Director representing employees	53	M		539	0	n/a	2020	2023	3	•

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

(b) As of December 31, 2022.





# 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, 2022, 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. Marie-Christine Coisne-Roquette and Mr. Mark Cutifani, as well as the appointment of two new directors, Ms. Anelise Lara and Mr. Dierk Paskert, to replace Ms. Patricia Barbizet and Mr. Jérôme Contamine whose term of office will expire at the end of the Shareholders' Meeting.

We also submit for your approval the information relating to the compensation of executive and non-executive directors ("*mandataires sociaux*"), as well as the setting of the amount of the directors' aggregate annual compensation and 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 2022 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer, as well as the approval of the compensation policy applicable to him.

Furthermore, it is proposed to issue a favorable opinion, in a consultative vote, on the Sustainability & Climate - Progress Report 2023, in which your Board of Directors reports to the Shareholders' Meeting on the progress made in implementing the Corporation's ambition in terms of sustainable development and energy transition towards carbon neutrality and its related targets by 2030, and complementing this ambition.

We also submit for your approval an authorization granted to your Board of Directors to grant Corporation free shares, and to delegate to it the competence to carry out capital increases reserved for employees who are members of a company or group savings plan.

Finally, it is proposed that you amend the Corporation's Articles of Association to eliminate double voting rights, so that all shareholders have as many voting rights as the number of shares they hold.

A total of **17 resolutions** are submitted by your Board of Directors to your Shareholders' Meeting for a vote.

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

# Resolutions within the remit of the Ordinary Shareholders' Meeting

### RESOLUTIONS **n°1** and **n°2**

#### Approval of the statutory financial statements and consolidated financial statements for the fiscal year ended December 31, 2022

The purpose of the **resolutions 1 and 2** is to approve respectively the statutory financial statements and the consolidated financial statements for the fiscal year ended December 31, 2022.

### RESOLUTION **n°3**

#### Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2022

The purpose of the **resolution 3** is to determine the allocation of earnings and declare a dividend for the fiscal year ended December 31, 2022.

It is proposed that you set and approve the distribution of a dividend of 3.81 euros per share for the fiscal year ended December 31, 2022, consisting of an ordinary dividend of 2.81 euros per share and an exceptional dividend of 1 euro per share.

##### On the 2022 ordinary dividend

We are reminding you that three interim dividends, each amounting to 0.69 euro per share, were paid in cash on October 3, 2022, January 12 and April 3, 2023. Consequently, the final dividend to be distributed for the fiscal year ended December 31, 2022 would be 0.74 euro per share. It would be detached from the share on Euronext Paris on June 21, 2023 and it would be paid in cash on July 3, 2023.

The total amount of the ordinary dividend for the fiscal year 2022 corresponding to 2.81 euros per share is expected to amount to 6,998,994,700.53 euros, *i.e.*:

- ▶ 3,456,270,988.41 euros, amount paid for the first and second interim dividends for the fiscal year 2022 (respectively 1,744,836,798.96 euros and 1,711,434,189.45 euros);
- ▶ 1,702,998,993.96 euros, maximum amount likely to be paid in respect of the third interim dividend for the fiscal year 2022; and
- ▶ 1,839,724,718.16 euros, amount likely to be paid to the maximum number of shares which would be entitled to the final dividend for the fiscal year 2022, *i.e.* 2,486,114,484 shares of which:
  - 2,490,262,024 shares composing the share capital of TotalEnergies SE as of February 7, 2023, reduced by treasury shares to be cancelled, amounting to 22,147,540 shares on February 28, 2023, and
  - 18,000,000 shares, maximum number of shares likely to be issued in respect of the capital increase reserved for employees decided by the Board of Directors at its meeting on September 22, 2022, whose indicative implementation date has been set for June 7, 2023, and giving right to the final dividend for the fiscal year 2022.

If, when the payment of the third interim dividend and the final dividend, the number of shares entitled to a dividend for the fiscal year ended December 31, 2022 is lower than the maximum number of shares likely to benefit from the dividend indicated due to the buyback by the Company of its own shares or following a capital increase reserved for employees lower than the maximum amount referred to above, the profit corresponding to the third interim and the final dividend that has not been paid for these shares shall be allocated to "retained earnings" account.

##### On the 2022 exceptional dividend

The total amount of the exceptional dividend for the 2022 financial year, corresponding to 1 euro per share, amounts to 2,496,993,984.00 euros. Taking into account the exceptional interim dividend of an amount of 1 euro per share, paid in cash on December 16, 2022 for a total amount of 2,496,993,984.00 euros, this exceptional dividend of 1 euro per share would not give rise to the payment of a balance.

Moreover, for shareholders who are natural persons domiciled in France for tax purposes, the three interim dividends, the interim dividend and the final dividends for the fiscal year ended December 31, 2022 are subject, at time of payment, to a non-definitive withholding tax at the rate of 12.8% as well as social security contributions of 17.2% on their gross amount, by way of an income tax advance payment.

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

However, at the general option<sup>(2)</sup> of the shareholder, the 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 chargeable against income tax for the year in which the dividend is received. If it exceeds the tax owing, it is refunded.

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

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

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

The amount of ordinary dividends distributed in respect of the three previous years is summarized below:

Fiscal Year	Type of coupon	Gross dividend per share (€)	Total dividend (€m)
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>	
2020	Interim <sup>(a)</sup>	0.66 <sup>(b)</sup> , 0.66 <sup>(c)</sup> , 0.66 <sup>(d)</sup>	6,948.1
	Final <sup>(a)</sup>	0.66	
	<b>Total</b>	<b>2.64</b>	
2019	Interim <sup>(a)</sup>	0.66 <sup>(b)</sup> , 0.66 <sup>(c)</sup> , 0.68 <sup>(d)</sup>	6,929.5
	Final <sup>(a)</sup>	0.68	
	<b>Total</b>	<b>2.68</b>	

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

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

#### RESOLUTION n°4

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

##### Use of the authorization previously granted by the Shareholders' Meeting

You authorized your Board of Directors to trade in the Corporation shares at the Shareholders' Meeting on May 25, 2022 (fourth resolution). Further to this authorization, your Corporation completed the following share buybacks:

- ▶ 94,158,798 TotalEnergies shares between May 25, 2022 and December 15, 2022, i.e. 3.60% of the share capital as of December 31, 2022. These shares were repurchased for a total amount of €5.1 billion, at an average unit price of €53.74, i.e. \$5.2 billion at the ECB exchange rate on the date of the share buybacks and were cancelled on February 7, 2023;
- ▶ 9,744,243 TotalEnergies shares between December 16, 2022 and December 30, 2022, for a global amount of €569.4 million at an average unit price of €58.43, with a view to cover the performance share plans approved by the Board of Directors; and
- ▶ 22,147,540 TotalEnergies shares between January 2, 2023 and February 24, 2023, i.e. 0.89% of the share capital as of February 28, 2023. These shares were repurchased, with a view to their cancellation, for a total amount of €1,295 million, at an average unit price of €58.49, i.e. \$1,392 million at the ECB exchange rate on the date of the share buybacks.

##### Summary of the authorization requested

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

Given that the authorization granted by the Shareholders' Meeting on May 25, 2022 is due to expire on November 26, 2023, we propose, in the **resolution 4** of this Meeting, that you authorize your Board of Directors to trade in the shares of the Corporation within the limit of a maximum purchase price set at **€100** per share.

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

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

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

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

As of February 28, 2023, out of the 2,490,262,024 shares outstanding, the Corporation held 32,070,009 shares directly. Consequently, the maximum number of shares that the Corporation could buy back is 216,956,193 shares and the maximum amount that the Corporation may spend to acquire such shares is €21,695,619,300.00 (excluding acquisition fees).

The authorization, that is the purpose of the **resolution 4**, would be granted for a period of **eighteen months** from the date of this Meeting and would cancel the unused portion of the authorization granted by the Shareholders' Meeting on May 25, 2022 (fourth resolution).

#### RESOLUTION n°5

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

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

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

### RESOLUTIONS

n°6

to

n°9

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

#### Renewal of the directorship of two directors

Upon the proposal of the Governance and Ethics Committee, your Board of Directors propose under **resolutions 6 and 7** to renew the directorships of Ms. Marie-Christine Coisne-Roquette and Mr. Mark Cutifani for a three-year term, to expire at the end of the Annual Shareholders' Meeting to be held in 2026 to approve the financial statements for the year ending December 31, 2025.



**Ms. Marie-Christine Coisne-Roquette**, a French national, has been a director of TotalEnergies SE since May 13, 2011. She has assumed the functions of Lead Independent Director since May 29, 2020. As it was the case for Mrs. Patricia

Barbizet in order to ensure the continuity with respect to the position of Lead Independent Director, the Board proposes to renew her mandate, it being specified that given her seniority on the Board, Mrs. Marie-Christine Coisne-Roquette will no longer be independent under the rules of the Afep-Medef Code and will thus no longer be able to assume the function of Lead Independent Director. Furthermore, the renewal of her mandate will allow her to continue to provide your Board of Directors with her international experience as an attorney and as a business executive, and of risk management, as well as her knowledge of the electrical equipment distribution sector.



**Mr. Mark Cutifani**, an Australian national, has been a director of TotalEnergies SE since May 26, 2017. He chairs the Compensation Committee. He will continue to provide your Board with his expertise in the industry and the cyclical economy

of raw materials, his international expertise and his experience as chief executive officer.

#### Appointment of two new directors

Upon the proposal of the Governance and Ethics Committee, your Board of Directors propose under **resolutions 8 and 9**, to appoint Mr. Dierk Paskert and Ms. Anelise Lara for a three-year term, to expire at the end of the Annual Shareholders' Meeting to be held in 2026 to approve the financial statements for the year ending December 31, 2025, in replacement of Mrs. Patricia Barbizet and Mr. Jérôme Contamine whose term of office will expire at the end of the Shareholders' Meeting.

In accordance with its wish to support the transformation of the Company by appointing a director with experience in electricity and renewables which came out from the last annual assessment on the Board functioning, the Board of Directors submits to you the appointment of **Mr. Dierk Paskert**. He was CEO of Encavis AG, a listed German renewable energy company, until the end of 2022. He held several positions at E.ON, a large German utility. Mr. Dierk Paskert, a German national, has extensive experience in the electricity and renewables business, which will contribute to the support provided by the Board for the transformation of the Company.

**Ms. Anelise Lara**, a Brazilian national, has a long experience in the Oil & Gas and Gas & Power sectors, which will usefully complement the various skills existing within the Board. Her knowledge of Brazil is also appreciable given the size of the Company's capital employed in that country, both in terms of oil and gas and renewable energies. She is also committed to promoting diversity by helping young women to progress in their careers.

The Board has concluded that Mr. Dierk Paskert and Ms. Anelise Lara are independent as defined by the Afep-Medef Code.

Your Board wishes to highlight that directors of TotalEnergies SE have various profiles. They are present, active and involved in the work of the Board of Directors and 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 led to take.

At the end of the Shareholders' Meeting on May 26, 2023, if the proposed resolutions are approved, your Board of Directors will comprise 14 members, with 7 nationalities represented (compared to 5 previously). The proportion of independent directors as defined by the Afep-Medef Code will be 82%, which is in line with the best standards, and the proportions of women and men, calculated excluding directors representing employees or employee shareholders, will be 45% and 55% respectively.

**RESOLUTIONS** n°10 to n°13**Compensation of the executive and non-executive directors (“mandataires sociaux”)****Approval of the information relating to the compensation of executive and non-executive directors (“mandataires sociaux”) mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code.**

In the **resolution 10**, your Board of Directors proposes that you approve, in accordance with Article L. 22-10-34 II of the French Commercial Code, the information relating to the compensation of executive and non-executive directors mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation’s 2022 Universal Registration Document (Chapter 4, points 4.3.1.2 and 4.3.2.1).

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

The purpose of **resolution 11** is to submit for your approval the maximum annual amount of compensation for the directors’ activity as well as 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 2022 Universal Registration Document (Chapter 4, point 4.3.1).

Your Board of Directors proposes to revise the amount of the maximum annual amount for the compensation of the activity of directors. However, your Board points out that the rules for allocating directors’ compensation and the payment procedures defined by your Board shall remain unchanged.

The cap of €1,750,000 set by the Shareholders’ Meeting on May 29, 2020 had been exceeded during fiscal year 2022 due to the number of meetings, which, given the high attendance rate of the directors, led to a reduction in the compensation to be paid to them (4.4%).

In addition, the proposed increase in the number of non-French directors on the Board (from 5 to 7) will result in an increase in travel allowances, which will be deducted from the overall cap of the directors’ compensation.

The current average annual compensation of the directors is at the top of the compensation for French listed companies, but is lower than that of the directors of other CAC40 companies such as Airbus, ArcelorMittal or Stellantis while the size and results of TotalEnergies can be compared to them.

Given these various elements, your Board proposes to increase the annual compensation package for directors from 1,750,000 euros to 1,950,000 euros (i.e., an increase of 11% compared to the current amount). Such amount could then be reviewed every two to three years depending in particular on inflation.

Consequently, your Board of Directors hereby proposes:

- deciding to set, as from the fiscal year 2023, the annual fixed amount provided 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 €1,950,000 per year, it being specified that this maximum annual amount for the compensation of the activity of directors shall be allocated between the directors strictly in accordance with the principles set by the Board’s Rules of Procedure and the compensation policy for directors; and,
- approving, 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 2022 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 2022 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer**

In the **resolution 12**, it is proposed, in accordance with Article L. 22-10-34 III 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 2022 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 2022 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, 2022 is conditional on this Shareholders Meeting’s approval of the components of the Chairman and Chief Executive Officer’s compensation under the conditions stipulated in Article L. 22-10-34 of the French Commercial Code.

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

In the **resolution 13**, your Board of Directors proposes that you approve, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Corporation’s Chairman and Chief Executive Officer, as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation’s 2022 Universal Registration Document (Chapter 4, point 4.3.2.2).

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

RESOLUTION

n°14

### **Opinion on the Sustainability & Climate – Progress Report 2023, 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 and complementing this ambition**

In accordance with the resolution approved by the shareholders in May 2022 on TotalEnergies' ambition for sustainable development and energy transition to carbon neutrality, your Board of Directors has committed to report to the Shareholders' Meeting on May 26, 2023 on the progress made in the implementation of this ambition.

In this context, your Board of Directors has adopted a Sustainability & Climate - Progress Report 2023, which was published on March 21, 2023. This report gives an account of the implementation of the strategy and the progress made in 2022 with regard to the objectives for 2030, and also completes the Corporation's ambition, in particular by setting some emissions reduction targets by 2025 and strengthening the worldwide Scope 1+2 emissions reduction targets by 2025 as well as the Scope 3 oil and carbon intensity targets by 2030.

In the **resolution 14**, it is proposed that you issue a favorable opinion, in a consultative vote, on the Sustainability & Climate - Progress Report 2023.

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

The Board of Directors is giving shareholders the opportunity to express their opinion on the implementation, since the 2021 Shareholders' Meeting, of the Corporation's ambition in terms of sustainable development and energy transition towards carbon neutrality and its related targets by 2030. As your Board explained to you previous years, this consultation responds to certain expectations expressed in this regard and contributes to the dialogue between the Corporation and its shareholders in an area of expertise specific to the Board of Directors. Your Board is thus assuming its responsibility for setting the Corporation's strategic direction, while at the same time seeking the opinion of the Corporation's shareholders in an area in which a draft resolution submitted by a shareholder would not be admissible.

Your Board naturally hopes that the Corporation's shareholders will support the implementation of the Corporation's ambition and the progress made in the framework of the strategic direction, which commits the Corporation's action. Your Board specifies that if the resolution is not adopted, it will discuss with the shareholders the reasons that led them, if any, not to support the proposed resolution and will inform them of the results of this process and the measures envisaged to take account of them.

Finally, your Board of Directors would like to remind you that the transformation strategy towards a multi-energy company is a long-term one and TotalEnergies' strategic orientations will need time to produce their full effects. During its annual strategic reviews, TotalEnergies SE's Board of Directors examines the relevance of its ambitions, the appropriateness of its strategy and its greenhouse gas reduction objectives in light of progress in international and national policies, new scenarios for decarbonization trajectories, advances in low-carbon technologies, actions taken by other sectors, including by its customers with its active support, and other developments in society in terms of energy transition and sustainable development. It will continue to report annually to the Annual Shareholders' Meeting on the progress made in implementing this ambition and will consult with it as necessary on the adaptation of its strategy and objectives.

# Resolutions within the remit of the Extraordinary Shareholders' Meeting

## RESOLUTION n°15

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

### Summary of the authorization requested

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

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

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

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

We request under **resolution 15** 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.

Furthermore, shares could also be granted to Company employees and non-executive directors ("mandataires sociaux") as part of a share capital increase completed pursuant to **resolution 16** of this Meeting or subsequent resolutions having the same purpose.

### Use of authorizations previously granted by the Shareholders' Meeting

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

	Extraordinary Shareholders' Meeting of June 1, 2018 (resolution 19)			Extraordinary Shareholders' Meeting of May 28, 2021 (resolution 16)
	Plan 2019	Plan 2020	Plan 2021	Plan 2022
Board of Directors' decision date / grant date	March 13, 2019	March 18, 2020	March 17, 2021 <sup>(1)</sup>	March 16, 2022
Number of shares initially granted by the Board	6,447,069	6,727,352	6,764,548 <sup>(1)</sup>	7,353,271
Types of shares granted	Existing shares previously purchased by the Company under share buyback programs			
Vesting rate	98.9%	100%	Plans currently vesting	

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

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. With regard to the 2019 to 2021 Plans, the beneficiaries are also required to hold these shares for a period of **two years** from the final grant date.

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

## Board of Directors' report on the resolutions

In addition, free shares were also granted under previous authorizations for the benefit of employees who subscribed to a capital increase reserved for employees ("ESOP") as a

deferred contribution on the following dates and in the following proportions:

	Extraordinary Shareholder Meeting 1 <sup>st</sup> June 2018 (Resolution 19)	
	ESOP 2019	ESOP 2020
Date of Board/attribution date	May 29, 2019	May 29, 2020
Number of free shares granted by the Board as deferred contribution	5,932	1,380

Since ESOP 2020 no rights to differed grant has been given. We request under **resolution 15** 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 15** would be granted for a period of **thirty-eight months** from the date of this Meeting and would render ineffective, up to the unused portion, the authorization granted by the Combined Shareholders' Meeting of May 28, 2021 (resolution 16).

### Ceiling

Ceiling	% of capital <sup>(1)</sup>	Number of shares <sup>(2)</sup>
Global ceiling	1%	24,902,620
Sub-ceiling for grant to executive directors of the Company	0.015%	373,539

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

(2) Based on share capital as of February 7, 2023.

The overall ceiling retained is identical to that approved by the Combined Shareholders' Meeting of May 28, 2021 (resolution 16). The maximum number of shares likely to be granted under this authorization, the share performance plans currently in

vesting and the existing share subscription option plan likely to be granted pursuant to the 21<sup>st</sup> resolution of the Combined Shareholders' Meeting of May 29, 2020 is presented below.

<b>Maximum number of shares likely to be granted by virtue of the authorizations (as of March 15, 2023)</b>	<b>64,432,068</b>	<b>2.59 %</b>
<i>including number of shares that could be granted pursuant to the present authorization</i>	24,902,620	1.0 %
<i>including number of shares already granted pursuant to previous authorizations and currently vesting as of March 15, 2023<sup>(1)</sup></i>	20,852,483	0.84 %
<i>including number of shares to be issued in case of exercise of all the share subscription options likely to be granted by virtue of the twenty-first resolution of the Extraordinary Shareholders' Meeting of May 29, 2020<sup>(2)</sup></i>	18,676,965	0.75 %

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

(2) This authorization will expire on July 29, 2023 and will not be renewed at the Shareholders' Meeting of May 26, 2023.

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.

The Board of Directors therefore proposes to include the objective of reducing methane emissions from operated facilities among the criteria for the allocation of performance shares to the Chairman and Chief Executive Officer, to all of the Company's senior executives and, more generally, to employees receiving performance shares. Since COP26 in Glasgow, methane emissions have been a priority for action by the signatory countries of the Paris Agreement. Methane is a greenhouse gas with a much higher warming power than CO<sub>2</sub> but with a short life span in the atmosphere. The Company, whose energy growth strategy is based in particular on liquefied natural gas, has already reduced its emissions by more than 50% from 2010 to 2020 and has proposed an ambitious plan to reduce its operated methane emissions by 50% by 2025 compared to 2020 and by 80% by 2030 with a view to moving towards zero methane emissions. These targets are more ambitious than those set by the signatory states of the Methane Pledge (-30% by 2030 vs. 2020) and are in line with the IEA's NZE scenario (-75% by 2030 vs. 2020 for the oil and gas industry). Moreover, these objectives are virtuous in that they contribute to an absolute reduction in the emissions of a greenhouse gas with significant warming power, without giving rise to any substitution effect, since the Company has physical control over methane emissions from its operated facilities. This award criterion is therefore entirely appropriate for involving the Company's employees in our efforts to fight global warming.

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

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

With regard to the 2023 plan, the Board has decided to subject the final grant of performance shares to two conditions relating to the organic cash breakeven point before dividend and the evolution of greenhouse gases (GHG) emissions in addition to the Performance Conditions.

The Board will subsequently determine the performance conditions relating to the shares likely to be granted in 2024 and in 2025 to all beneficiaries, to ensure that they are challenging

and relevant based on the evolution of the economic, social and environmental challenges of the Company's activity.

We also remind you that in the case of a worldwide plan designed for all Company employees or of a grant to the Company employees and senior executives subscribing to the Corporation shares as part of a capital increase carried out pursuant to the **resolution 16** 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 or equity transactions carried out.

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 2023 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.

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

RESOLUTION

n°16

### **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 a capital increase 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 16** is to develop employee shareholding in the Company, allowing, where applicable, employees to subscribe for shares at a discounted price compared to the TotalEnergies share price.

We therefore request through this **resolution**:

- › on the one hand, that you delegate to your Board of Directors **the competence to decide** to increase the Corporation's share capital, on one or more occasions, within the limit, identical to the amount approved by the Combined Shareholders' Meeting on May 25, 2022, of **1.5%** of the share capital on the date of the meeting of the Board of Directors decides to issue (representing **37,353,930** shares on the basis of the share capital on February 28, 2023), it being specified that the amount of the share capital issued in respect of this **resolution 16** shall be deducted from the overall capital increases authorized by the Shareholders' Meeting on May 25, 2022 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, it being specified that this resolution may be used to implement leverage formulas.

We would also point out, that, in accordance to Article L. 3332-21 of the French Labor Code, this delegation would authorize TotalEnergies existing shares or shares to be issued by the Corporation to be 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 of TTE's shares on Euronext Paris during the twenty trading sessions preceding the date of the Board of Directors' meeting setting the opening date of the subscription period, reduced by a 30% discount.

The delegation that is the purpose of **resolution 16** 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 on May 25, 2022 (resolution 22).

**RESOLUTION** n°17

**Elimination of double voting rights - Correlative amendment to Article 18 of the Corporation's Articles of Association - Powers to carry out formalities**

The purpose of **resolution 17** is to submit for your approval the elimination of the double voting rights provided for in Article 18 of the Corporation's Articles of Association.

Your Board points out that Article 18 of the Articles of Association of TotalEnergies SE provides for double voting rights for registered shares paid-up in full that have been entered in the name of the same shareholder for at least two years.

Since the adoption of these double voting rights in 1992, more than 30 years ago, the situation has changed significantly. Today, the Corporation's shareholders are mainly international. Institutional investors, proxy advisory agencies and non-financial rating agencies are committed to the "one share,

one vote" governance principle and to the alignment between shareholders' economic exposure and their voting rights. TotalEnergies' peers (ExxonMobil, Shell, BP and Chevron) do not have double voting rights.

Consequently, your Board of Directors proposes that you decide, with effect from the end of this Shareholders' Meeting, in accordance with the option offered by Article L. 22-10-46 of the French Commercial Code, to eliminate the double voting right provided for in Article 18 of the Corporation's Articles of Association, so that at the end of this Shareholders' Meeting each share of the Corporation gives the right to one vote.

Paragraphs 5 *et seq.* of Article 18 of the Corporation's Articles of Association would thus be amended as follows:

Previous wording	New wording
<p><b>Article 18 – HOLDING SHAREHOLDERS’ MEETINGS – DECISIONS</b> (...) “Subject to the following provisions, each member of the Meeting is entitled to as many votes as he or she possesses or the number of shares for which he or she holds proxies.  However, a double voting right is granted, in the light of the share of the share capital they represent, to all registered shares paid up in full that have been entered in the name of the same shareholder for at least two years, as well as, in case of a capital increase by incorporation of reserves, profits or premiums on shares, to the registered shares that are allocated without charge to a shareholder in connection with previously existing shares for which he or she benefits from the said right. Any merger of the company would have no effect on the double voting right, which may be exercised within the absorbing company, if the latter's Articles of Association have created a similar right.  The double voting right shall terminate automatically in respect of shares that are converted to bearer form or are transferred. Nevertheless any transfer from registered share to registered share, due to inheritance ab intestate or testamentary inheritance, division of community property between spouses, or donation inter vivos to the benefit of the spouse or of relatives eligible to inherit shall not interrupt the period set above or shall retain the acquired right.  At Shareholders’ Meetings, no shareholder may cast, personally or via a proxy, in connection with the simple voting rights attached to the shares he or she holds directly or indirectly and in connection with the powers of attorney granted to him or her, more than 10% of the total number of voting rights attached to the Company's shares. However, if he or she also holds double voting rights, on an individual basis and/or by proxy, the above limit may be exceeded, solely taking account of the additional voting rights resulting therefrom, without all of the voting rights that he or she exercises being able to exceed 20% of the total number of voting rights attached to the Company's shares.</p>	<p><b>Article 18 – HOLDING SHAREHOLDERS’ MEETINGS – DECISIONS</b> (...) “Subject to the following provisions, each member of the Meeting is entitled to as many votes as he or she possesses or the number of shares for which he or she holds proxies.  <u>In accordance with the option offered by Article L.22-10-46 of the French Commercial Code, no double voting rights are attached to the Company's shares.</u>  At Shareholders’ Meetings, no shareholder may cast, personally or via a proxy, in connection with the simple voting rights attached to the shares he or she holds directly or indirectly and in connection with the powers of attorney granted to him or her, more than 10% of the total number of voting rights attached to the Company's shares.</p>

## Board of Directors' report on the resolutions

### Previous wording

For application of the above provisions:

- the total number of voting rights attached to the Company's shares taken into account is calculated on the date of the Shareholders' Meeting and is brought to the shareholders' attention at the opening of said Meeting,
- the number of voting rights held directly and indirectly is to be understood to include those that are attached to the shares held by a natural person on his or her own behalf, either on a personal basis or in connection with joint ownership, or held by a company, grouping, association or foundation, and including those that are attached to the shares held by a controlled company within the meaning of Article L. 233-3 of the French Commercial Code, by another company or by a natural person, association, grouping or foundation,
- for the voting rights cast by the Chairman of the Shareholders' Meeting, the voting rights attached to shares for which a power of attorney has been returned to the Company without any indication of a representative and which, individually, do not violate the prescribed limitations, are not taken into account for the above limits.

The limitations provided for in the above paragraphs have no effect on the calculation of the total number of voting rights, including double voting rights, attached to the Company's shares and which shall be taken into account for application of the legislative, regulatory and statutory provisions stipulating special obligations with reference to the number of voting rights existing in the Company or to the number of shares having voting rights.

In addition, the limitations provided for above shall lapse, without any need for a new decision by an Extraordinary Shareholders' Meeting, when a natural person or legal entity, acting alone or in concert with one or several natural persons or legal entities, comes to hold at least two-thirds of the total number of Company shares following a public offer for all of the Company's shares. In such a case, the Board of Directors would take note of the said lapse and carry out the related formalities concerning modification of the Articles of Association."

### New wording

For application of the above provision:

- the total number of voting rights attached to the Company's shares taken into account is calculated on the date of the Shareholders' Meeting and is brought to the shareholders' attention at the opening of said Meeting,
- the number of voting rights held directly and indirectly is to be understood to include those that are attached to the shares held by a natural person on his or her own behalf, either on a personal basis or in connection with joint ownership, or held by a company, grouping, association or foundation, and including those that are attached to the shares held by a controlled company within the meaning of Article L. 233-3 of the French Commercial Code, by another company or by a natural person, association, grouping or foundation,
- for the voting rights cast by the Chairman of the Shareholders' Meeting, the voting rights attached to shares for which a power of attorney has been returned to the Company without any indication of a representative and which, individually, do not violate the prescribed limitations, are not taken into account for the above limits.

The limitations provided for in the above paragraphs have no effect on the calculation of the total number of voting rights attached to the Company's shares and which shall be taken into account for application of the legislative, regulatory and statutory provisions stipulating special obligations with reference to the number of voting rights existing in the Company or to the number of shares having voting rights.

In addition, the limitations provided for above shall lapse, without any need for a new decision by an Extraordinary Shareholders' Meeting, when a natural person or legal entity, acting alone or in concert with one or several natural persons or legal entities, comes to hold at least two-thirds of the total number of Company shares following a public offer for all of the Company's shares. In such a case, the Board of Directors would take note of the said lapse and carry out the related formalities concerning modification of the Articles of Association."

## Resolution presented pursuant to Article L. 225-105 of the French Commercial Code

### **RESOLUTION A** (not approved by the Board of Directors)

#### Shareholder resolution on targets for indirect Scope 3 emissions (advisory vote)

#### Position of the Board of Directors on the shareholder resolution

In 2020, TotalEnergies unveiled its strategy of transformation into a multi-energy company, as well as its ambition to become a major player of the energy transition, committed towards carbon neutrality in 2050, together with society. This ambition has materialized, since then, by commitments, acts and concrete results and a regular reinforcement of the climate objectives of the Company.

The advisory resolution proposed by shareholders representing less than 1.4% of the capital of the Company invites the Board of Directors to “align its existing 2030 reduction targets covering the greenhouse gas (GHG) emissions of the use of its energy products (Scope 3) with the goal of the Paris Climate Agreement”. This draft advisory resolution implies that the “Scope 3” emissions could, as such, be aligned with the Paris Agreement through the sole will of the Company and that the strategy adopted by the Company would be insufficient in that respect. **The only way to implement the resolution would in fact be to reduce the marketing activities of the Company without gain for the planet’s climate, as other companies would substitute themselves to the Company to meet the energy demand of its clients and would therefore be contrary to the interests of the Company and its shareholders.**

#### **This resolution is simplistic and is not relevant**

The Board of Directors considers that this draft resolution suffers from significant methodological flaws, that it does not bring a solution to contribute to the global decrease in GHG emissions, that it is contrary to the interests of the Company, its shareholders and its clients, and that it raises governance issues even if, given that it is an advisory resolution, it deemed preferable to submit it to the Annual Shareholders’ Meeting.

#### **The proposed resolution, that focuses on the indirect GHG emissions (Scope 3), chooses the wrong target and does not bring a credible answer to the challenges of climate change**

The GHG Protocol standard classifies the GHG emissions of companies according to three perimeters, named “scopes” :

- › Scope 1, that regroups the emissions directly related to the company’s activities,
- › Scope 2, that accounts for the indirect emissions related to the production, by a third-party, of the electric or thermal energy used for the company’s activities,
- › Scope 3, that corresponds to the other indirect emissions.

The indirect emissions reported under Scope 3 by TotalEnergies related to the use of its products are the addition of the direct emissions named Scope 1 of the consumers of those products: the company’s customers who decide to use those products.

Under Scope 3, TotalEnergies notably reports the emissions related to the use by the clients of the products sold for final use, i.e. their combustion to obtain the energy they need. For example, emissions from jet fuel sold by the Company are

first recorded in the Scope 1 emissions of the airline that uses the fuel. They are also recorded in the Scope 3 indirect emissions of the aircraft’s engine manufacturer, the plane manufacturer, the airport and TotalEnergies as supplier of the energy.

In this sense, Scope 3 emissions are not cumulative, but overlapping. Only Scope 1 emissions are cumulative and allow to report on the actions taken regarding greenhouse gas emissions by each of the players who is directly responsible for the emissions.

An absolute reduction target for Scope 3 for a company like TotalEnergies, without customers themselves having targets for reducing the Scope 1 related to the use of energy products, is in reality not relevant in reducing global GHG emissions.

#### **The proposed resolution would be contrary to the interests of the Company, its shareholders and its clients**

By focusing on indirect greenhouse gases emissions related to the use of energy products that TotalEnergies sells to its customers (Scope 3), the adoption of this resolution would lead to holding the Company liable for these emissions, whereas the use of these products is the decision of its customers. As the Board of Directors of the Company has already pointed out, TotalEnergies is not involved in production and sale chain of the goods and equipment that consume energy or require energy for their making : TotalEnergies does not make airplanes, cars, cement or steel. The Company therefore cannot be held responsible for the reduction of emissions related to the use of products used by its customers.

Obviously, TotalEnergies acts to contribute to the transformation of its customers’ energy demand and thus to help its customers reduce their scope 1. Through its multi-energy strategy, TotalEnergies is adapting its offer to provide a wider range of energy products, included decarbonized products, for example by developing sustainable jet fuels, and supports its customers in their decarbonization plans. But it is the concerted actions of all the players in the energy value chain that can have a concrete impact on the global GHG emissions and that can bring a shift in the way energy is used: through public policies aimed at orienting energy consumption, sectoral initiatives of energy-consuming companies, technical and technological developments,...

Drastically reducing the global Scope 3 emissions in absolute value of a company like TotalEnergies, as the proposed resolution underpins, without an evolution of the overall structure of energy demand, would lead to direct that energy demand toward other suppliers, notably the national oil companies of producing countries. This strategy would have no effect on lowering global greenhouse gas emissions, and therefore no positive impact on climate. The implementation of this strategy would be bad for its shareholders, as the Company would have to sell its oil and gas products marketing activities to other operators.

## Board of Directors' report on the resolutions

The strategy would also be dangerous for our customers, insofar as it would not integrate the necessity to ensure a secure energy supply to meet the existing demand. Too abrupt a transition could destabilize the availability and the prices of oil and gas petroleum products and hinder the financial capacity necessary to lead the transition.

### **TotalEnergies has a consistent and effective strategy to be a major player in the energy transition**

TotalEnergies' Board of Directors notes that it fully exercises its powers in defining the Company's priorities for the energy transition. For the third year in a row, the Board is consulting shareholders with regard to TotalEnergies' ambition for sustainability and the energy transition. The Sustainability & Climate - 2023 Progress Report, which will be submitted for an advisory vote at the next Annual Shareholders' Meeting, describes the implementation of the Company's strategy and the progress made in 2022 towards achieving its climate objectives for 2030. The report also enhances the Company's climate and sustainability ambition, notably by specifying – as pledged by the Company – the 2025 and 2030 targets for the main climate indicators and making a number of these targets more ambitious:

- › Concerning its Scope 1 & 2 emissions over which it has control at its operated facilities, the Company has set a new emissions target in absolute value of below 38Mt CO<sub>2</sub>e (Scope 1 + 2) by 2025 compared to 2015 (versus the previous target of less of 40Mt CO<sub>2</sub>e), thanks notably to a \$1 billion worldwide energy efficiency program for 2023-2024. The Company has also pledged to reduce these emissions by more than 40% by 2030 compared to 2015, in line with the objectives set by countries committed to carbon neutrality by 2050. As a reminder, the Company has already reduced by close to 30% the Scope 1 + 2 emissions from its Oil&Gas activities between 2015 and 2022.
- › TotalEnergies has strengthened its objectives of lowering the lifecycle carbon intensity of the energy mix sold to its customers from -20% to -25% by 2030 in relation to 2015, and -15% by 2025 (compared to -10% previously), thereby contributing to the reduction of its customers' Scope 1 emissions while selling them the energy they need and ensuring a secure energy supply. As a reminder, TotalEnergies has already reduced the lifecycle carbon intensity of its sales by 12% between 2015 and 2022, thanks to the growth in its sales of electricity and gas and the drop in sales of oil products.

TotalEnergies is thus leading its peers in terms of decarbonizing its energy sales.

- › TotalEnergies has also set ambitious methane emissions reduction objectives, aiming to tend towards “zero methane” with concrete emission reduction objectives of 50% by 2025 and 80% by 2030 compared to 2020, after reducing them by 50% from 2010 to 2020.

The continuation of this strategy is supported by a consistent investment policy. Our investments in 2022 have reached 16.3 G\$, including 4 G\$ in low-carbon energies. In 2023, we plan to invest 5 G\$ in them. For the years to come, the investments in low carbon energies will represent approximately 1/3 of our investments.

TotalEnergies thus has an assumed growth strategy in LNG due to the positive role of gas in energy transition, notably allowing coal substitution for power generation. The Company has assessed that its LNG sales, by substituting coal and fuel to produce electricity, have contributed to avoid approximately 70MT of CO<sub>2</sub>e in 2022 (Sustainability & Climate Report 2023, p.54).

### **The proposed resolution undermines good governance**

The advisory resolution proposed by some shareholders does not facially infringe on the Board of Directors' powers. However, if adopted, it would introduce some confusion in the governance of the Company since the proposed resolution would lead the Board of Directors to take into account a different strategy from that it adopted and that would not be in the interest of the shareholders.

Your Board of Directors notes that the provisions of the code of commerce applicable to the filing of a resolution by shareholders do not expressly allow to file an advisory resolution. The law expressly allows them, however, to file items (without vote) to trigger a debate at the Annual Shareholders' Meeting. This would be, in the future, a better way to engage in shareholder dialogue.

Without it being an endorsement by the Board of this manner of shareholder intervention for the future, the Board of Directors has nonetheless decided to add this proposed advisory resolution to the agenda, in the interest of a debate that an “item” would have also allowed, but not to approve it for the reasons mentioned above.

**Consequently, the Board of Directors of TotalEnergies SE invites its shareholders to cast votes against resolution A submitted by shareholders representing less than 1.4% of the capital of the Company.**







# Proposed resolutions

## 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, 2022)

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, 2022, 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, 2022)

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, 2022, as presented to them, as well as the transactions reflected in these accounts and summarized in these reports.

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

(Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2022)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders acknowledge that net earnings for the fiscal year ended December 31, 2022 amount to 7,834,869,974.06 euros and the available retained earnings are of 13,620,443,443.24 euros, and the distributable profit to be allocated amounts to 21,455,313,417.30 euros.

The Shareholders' Meeting, on the proposal of the Board of Directors, after having decided to set the 2022 ordinary dividend to €2.81 per share and the extraordinary dividend to €1 per share, decides to allocate the distributable profit for the year ended December 31, 2022, as follows:

Distributable profit	€21,455,313,417.30
Allocation to the legal reserve	— <sup>(a)</sup>
Ordinary dividend 2022	€6,998,994,700.53
Extraordinary dividend 2022	€2,496,993,984.00
Balance to be allocated to retained earnings	€11,959,324,732.77

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

## Proposed resolutions

### On the 2022 ordinary dividend

The total amount of the ordinary dividend for the fiscal year 2022 corresponding to 2.81 euros per share would amount to 6,998,994,700.53 euros, *i.e.*:

- ▶ 3,456,270,988.41 euros, amount paid for the first and second interim dividends for the fiscal year 2022 (respectively 1,744,836,798.96 euros and 1,711,434,189.45 euros);
- ▶ 1,702,998,993.96 euros, maximum amount likely to be paid in respect of the third interim dividend for the fiscal year 2022; and
- ▶ 1,839,724,718.16 euros, amount likely to be paid to the maximum number of shares which would be entitled to the final dividend for the fiscal year 2022, *i.e.* 2,486,114,484 shares of which:
  - 2,490,262,024 shares composing the share capital of TotalEnergies SE as of February 7, 2023, reduced by treasury shares to be cancelled, amounting to 22,147,540 shares on February 28, 2023, and
  - 18,000,000 shares, maximum number of shares likely to be issued in respect of the capital increase reserved for employees decided by the Board of Directors at its meeting on September 22, 2022, whose indicative implementation date has been set for June 7, 2023, and giving right to the final dividend for the fiscal year 2022.

It is specified that if, when the third interim dividend and the final dividend are paid, the number of shares giving right to a dividend for the fiscal year ended December 31, 2022 is less than the maximum number of shares likely to benefit from the dividend indicated, due to the buyback by the Corporation of its own shares and following a share capital increase reserved for employees of less than the maximum amount referred to above, the profit corresponding to the third interim and the final ordinary dividend that has not have been paid for these shares will be allocated to the "retained earnings" account.

Taking into account the three first interim dividends, each of an amount of €0.69 per share, paid in cash on October 3, 2022, January 12 and April 3, 2023 respectively, the final ordinary dividend to be distributed for the fiscal year ended December 31, 2022 is €0.74 per share. The ex-dividend date on Euronext Paris will be June 21, 2023 and the final dividend will be paid on July 3, 2023.

### On the 2022 exceptional dividend

The total amount of the exceptional dividend for the 2022 financial year, corresponding to 1 euro per share, amounts to 2,496,993,984.00 euros. Taking into account the exceptional interim dividend of an amount of 1 euro per share, paid in cash on December 16, 2022 for a total amount of 2,496,993,984.00 euros, this exceptional dividend of 1 euro per share would not give rise to the payment of a balance.

So, the dividend for the fiscal year ended December 31, 2022 is of 3.81 euros per share (ordinary dividend and extraordinary dividend).

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

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

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

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

The amount of the dividends distributed in respect of or the three previous years is recalled below:

Fiscal Year	Type of coupon	Gross dividend per share (€)	Total dividend (€m)
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>	
2020	Interim <sup>(a)</sup>	0.66 <sup>(b)</sup> , 0.66 <sup>(c)</sup> , 0.66 <sup>(d)</sup>	6,948.1
	Final <sup>(a)</sup>	0.66	
	<b>Total</b>	<b>2.64</b>	
2019	Interim <sup>(a)</sup>	0.66 <sup>(b)</sup> , 0.66 <sup>(c)</sup> , 0.68 <sup>(d)</sup>	6,929.5
	Final <sup>(a)</sup>	0.68	
	<b>Total</b>	<b>2.68</b>	

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

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

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

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

Upon presentation of the report by the Board of Directors and information appearing in the description of the program prepared pursuant to Articles 241-1 *et seq.* of the General Regulation (*règlement général*) of the French Financial Markets Authority (*Autorité des marchés financiers*), and voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby authorize the Board of Directors, with the possibility to sub-delegate

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

such authority under the terms provided for by French law, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code and of Regulation (EU) No. 596/2014 of April 16, 2014, on market abuse and of the General Regulation of the French Market Authority (*Autorité des marchés financiers*) AMF, to buy or sell shares of the Corporation within the framework of a share buyback program.

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

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

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

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

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

At February 28, 2023, out of the 2,490,262,024 shares outstanding, the Corporation held 32,070,009 shares directly. Under these circumstances, the maximum number of shares that the Corporation could buy back is 216,956,193 shares and the maximum amount that the Corporation may spend to acquire such shares is €21,695,619,300.00 (excluding acquisition fees).

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

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

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

This program may also be used by the Corporation to trade in its own shares, either on or off the market, for any other purpose that is authorized under the applicable law or any other permitted market practice that may be authorized at the date of the operations under consideration.

In case of transactions other than the abovementioned intended purposes, the Corporation will inform its shareholders in a press release.

According to the intended purposes, the treasury shares that are acquired by the Corporation through this program may, in particular, be:

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

While they are bought back and held by the Corporation such shares will be deprived of voting rights and dividend rights.

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

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

## 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. Marie-Christine Coisne-Roquette's term as director)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders, on the proposal of the Board of Directors, hereby renew Ms. Marie-Christine Coisne-Roquette's term as director for a period of three years, which will expire at the end of the

## Proposed resolutions

Shareholders' Meeting called in 2026 to approve the financial statements for the year ending December 31, 2025.

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

#### (Renewal of Mr. Mark Cutifani's term as director)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders, on the proposal of the Board of Directors, hereby renew Mr. Mark Cutifani's term as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2026 to approve the financial statements for the year ending December 31, 2025.

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

#### (Appointment of Mr. Dierk Paskert 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. Dierk Paskert as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2026 to approve the financial statements for the year ending December 31, 2025.

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

#### (Appointment of Ms. Anelise Lara 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. Anelise Lara as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2026 to approve the financial statements for the year ending December 31, 2025.

### 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 2022 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, as from the fiscal year 2023, the annual fixed 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 1,950,000 euros per year, 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 report on corporate governance covered by Article L.225-37 of the French Commercial Code and included in the Corporation's 2022 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 2022 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 III 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 2022 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 2022 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 2022 Universal Registration Document (Chapter 4, point 4.3.2.2).

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

#### (Opinion on the Sustainability & Climate – Progress Report 2023, 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 and complementing this ambition)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders, after having reviewed the Sustainability & Climate - Progress Report 2023 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 and complementing this ambition, hereby issue a favorable opinion on this report.

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

### 15<sup>th</sup> RESOLUTION

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

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

- 1° authorize the Board of Directors to grant free shares of the Corporation, existing or to be issued, on one or multiple occasions, in such proportions and at such times it shall deem fit, to beneficiaries that it shall define among the employees and executive directors ("*dirigeants mandataires sociaux*") of the Corporation or companies affiliated to the Corporation pursuant to Article L. 225-197-2 of the French Commercial Code and in accordance with the terms defined below;
- 2° decide that the Board of Directors shall determine the beneficiaries of such grants, the number of shares to be granted to each beneficiary, as well as the terms and, if applicable, the criteria for share grants;
- 3° decide that the maximum number of shares granted under this resolution shall not represent more than 1% of the Corporation's share capital existing as of the date when the Board of Directors resolves on the share grant;
- 4° decide that the maximum number of shares granted under this resolution to the executive directors ("*dirigeants mandataires sociaux*") of the Corporation shall not exceed 0.015% of the Corporation's share capital existing as of the date when Board resolves on the share grant;
- 5° decide that, with regard to the Corporation's executive directors, the definitive grant of all shares shall be subject to a presence condition within the Company and to the fulfillment of performance conditions to be:
  - (i) set by the Board of Directors based on several criteria including at least (a) the Total Shareholder Return of the 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 sixteenth resolution of this Shareholders' Meeting or subsequent resolutions with the same purpose which could possibly succeed this sixteenth 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 preemptive subscription rights in favor of the beneficiaries of the shares that have been granted pursuant to this resolution, and the corresponding capital increase being definitively completed solely by virtue of the definitive grant of the shares to the beneficiaries;
- 11° decide that the Board of Directors shall have all powers, including the power of sub-delegation, in accordance with the terms and conditions provided by law, to implement this authorization as permitted by law, in order to:
  - › determine whether to grant existing shares or shares to be issued,
  - › determine, in compliance with laws and regulations as of the date of the transactions contemplated and within the limit of this resolution, all the terms relating to the grant of shares, in particular the conditions under which such shares shall be granted (especially the presence and performance conditions), the categories of beneficiaries, the beneficiaries and the number of shares granted to each of them and the grant date,
  - › if applicable, increase the share capital by incorporating reserves or issuance premiums in order to issue and grant shares of the Corporation pursuant to this resolution and allocate, if applicable, the sums required

## Proposed resolutions

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 thirty-eight months from the date of this Meeting.

### 16<sup>th</sup> 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 25, 2022 Meeting in the seventeenth resolution;
- 2° reserve the subscription of shares to be issued to members of a company or group savings plan of the Corporation and French or foreign corporations related to it within the meaning of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code, including the members mentioned in Article L. 3332-2 of the French Labor Code, it being specified that this resolution may be used to implement leverage formulas;

3° authorize the Board of Directors to proceed with the free allocation to beneficiaries indicated above, of existing shares or shares to be issued:

- › as a contribution, within the limits provided for in Articles L. 3332-11 *et seq.* of the French Labor Code; and/or
- › in substitution for all or part of the discount referred to in paragraph 5° of this resolution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits pursuant to Article L. 3332-21 of the French Labor Code;

4° decide 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° decide 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° decide 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 to the effect of recording the completion of the capital increase(s), amend the Articles of Association 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.

### 17<sup>th</sup> RESOLUTION

**(Elimination of double voting rights - Amendment to Article 18 of the Corporation's Articles of Association - Powers to carry out formalities)**

The Shareholders' Meeting, deliberating pursuant to the *quorum* and majority requirements for extraordinary meetings, after having acknowledged the report of the Board of Directors:

- › decide, with effect from the end of this Shareholders' Meeting, in accordance with the option offered by Article L. 22-10-46 of the French Commercial Code, to eliminate the double voting right provided for in Article 18 of the Corporation's Articles of Association;

- › decide consequently to amend paragraphs 5 *et seq.* of Article 18 of the Corporation's Articles of Association as follows:

**"ARTICLE 18 - HOLDING SHAREHOLDERS' MEETINGS – DECISIONS**

(...)

"Subject to the following provisions, each member of the Meeting is entitled to as many votes as he or she possesses or the number of shares for which he or she holds proxies.

*In accordance with the option offered by Article L. 22-10-46 of the French Commercial Code, no double voting rights are attached to the Company's shares.*

At Shareholders' Meetings, no shareholder may cast, personally or via a proxy, in connection with the simple voting rights attached to the shares he or she holds directly or indirectly and in connection with the powers of attorney granted to him or her, more than 10% of the total number of voting rights attached to the Company's shares.

For application of the above provision:

- the total number of voting rights attached to the Company's shares taken into account is calculated on the date of the Shareholders' Meeting and is brought to the shareholders' attention at the opening of said Meeting,
- the number of voting rights held directly and indirectly is to be understood to include those that are attached to the shares held by a natural person on his or her own behalf, either on a personal basis or in connection with joint ownership, or held by a company, grouping, association or foundation,

and including those that are attached to the shares held by a controlled company within the meaning of Article L. 233-3 of the French Commercial Code, by another company or by a natural person, association, grouping or foundation,

- for the voting rights cast by the Chairman of the Shareholders' Meeting, the voting rights attached to shares for which a power of attorney has been returned to the Company without any indication of a representative and which, individually, do not violate the prescribed limitations, are not taken into account for the above limits.

The limitations provided for in the above paragraphs have no effect on the calculation of the total number of voting rights attached to the Company's shares and which shall be taken into account for application of the legislative, regulatory and statutory provisions stipulating special obligations with reference to the number of voting rights existing in the Company or to the number of shares having voting rights.

In addition, the limitations provided for above shall lapse, without any need for a new decision by an Extraordinary Shareholders' Meeting, when a natural person or legal entity, acting alone or in concert with one or several natural persons or legal entities, comes to hold at least two-thirds of the total number of Company shares following a public offer for all of the Company's shares. In such a case, the Board of Directors would take note of the said lapse and carry out the related formalities concerning modification of the Articles of Association."

- › Acknowledges consequently of the foregoing decisions that, at the end of this Shareholders' Meeting, each share of the Corporation will give the right to one vote.

The Shareholders' Meeting grants full powers to the bearer of an original, copy or extract of the minutes of this Shareholders' Meeting to accomplish all filing and publication formalities required by the law.

## Resolution presented pursuant to Article L. 225-105 of the French Commercial Code

Following the publication of the preliminary notice of the Corporation's Combined Shareholders' Meeting in the French *Bulletin des Annonces Légales Obligatoires* (Bulletin of Mandatory Legal Announcements or BALO) on March 24, 2023, shareholders holding together a number of shares in excess of the minimum required by Article R. 225-71 of the aforementioned Code requested, within the time frame required by applicable legal and regulatory provisions, the inclusion of a proposed resolution on the agenda of the Combined Shareholders' Meeting on May 26, 2023, reproduced below (Resolution A) with a description of the reasons attached to the request.

During its meeting on April 26, 2023, the Board of Directors decided to include the proposed resolution on the agenda of the Combined Shareholders' Meeting on May 26, 2023 but not to approve the proposed resolution for the reasons set out below:

### 1. Proposed resolution

#### RESOLUTION **A**

(not approved by the Board of Directors)

(Shareholder resolution on targets for indirect Scope 3 emissions (advisory vote))

By an advisory vote, shareholders support the Company, through the action of its Board of Directors, to align its existing 2030 reduction targets covering the greenhouse gas (GHG) emissions of the use of its energy products (Scope 3) with the goal of the Paris Climate Agreement: to limit global warming to well below 2°C above pre-industrial levels and to pursue efforts to limit the temperature increase to 1.5°C.

The strategy to achieve these targets is entirely up to the Board of Directors.

You have our support.

### 2. Supporting Statement

Whereas the world has declared to drive down greenhouse gas (GHG) emissions this decade, the energy transition from fossil fuels to renewables presents great opportunities for an integrated energy multinational.

We believe that TotalEnergies could lead and thrive in the energy transition by meeting the increasing demand for energy services while reducing GHG emissions to levels consistent with the global intergovernmental consensus specified by the Paris Climate Agreement.

Because the company's existing 2030 targets covering Scope 3 are not Paris-aligned, we support the company to advance these targets.

We, the shareholders, understand this support to be part of our fiduciary duty to secure the company's long-term interest and to protect all our assets in the global economy from devastating climate change; limiting global warming is essential to risk management and responsible stewardship of the economy.

Backing from investors determined to achieve the goal of Paris gained momentum since 2020 when 17% voted in favour of the first climate targets resolution ever filed in France by a group of institutional investors. In 2022, similar resolutions put to a vote by Follow This obtained up to 39% of support at other oil majors<sup>(1)</sup>. That same year at TotalEnergies, a board decision prevented a second binding resolution, worded identically to the first one, from being put to shareholders' vote.

Given the difficulties encountered by the shareholders in 2022 with the filing of the second resolution in advance of TotalEnergies' annual general meeting of 2022, the investors have decided this year to file a consultative resolution, which therefore does not impose anything on the company or its board of directors. By this consultative resolution, the investors express the wish that the company make the commitments mentioned hereafter.

#### Energy and climate crises

The current energy and climate crises can be addressed simultaneously by investing the windfall profits from high oil and gas prices in other energy sources<sup>(2)</sup>. Diversification of the energy supply fosters energy security by reducing dependency on oil and gas fields tied up in geo-political conflicts and reduces emissions to address the climate crisis simultaneously.

#### TotalEnergies

TotalEnergies has the engineering prowess, financial muscle, and global market-making capabilities to rapidly scale the transition to renewables. TotalEnergies demonstrated leadership as the first oil major, in 2020, to set an ambitious net-zero target for its scope 3 emissions in 2050<sup>(3)</sup>, concomitant to the first shareholder climate resolution put to a vote.

At the time of the filing of this resolution, TotalEnergies has set an absolute Scope 1 and 2 target of >-40% by 2030<sup>(4)</sup>, a target to reduce the 'Net carbon footprint of [its] sales products (Life-cycle carbon intensity)' by 25% by 2030<sup>(5)</sup>, and ultimately a net-zero target by 2050<sup>(6)</sup>.

According to TotalEnergies, the intensity target on its global scope 3 emissions seems to put the company on a pathway aligned with the IEA Announced Pledges Scenario (APS)<sup>(7)</sup>. The IEA writes that the APS scenario "*highlights the "ambition gap" that needs to be closed to achieve the goals agreed at Paris in 2015.*"<sup>(8)</sup> Therefore, TotalEnergies' global scope 3 intensity target is not aligned with the goals of the Paris Climate Agreement.

(1) Resolutions results | Follow This ([follow-this.org](https://www.followthis.org))

(2) IEA: "These windfalls gains provide a once-in-a-generation opportunity for oil and gas producing economies to fund the much-needed transformation of their economies, and for major oil and gas companies to do more to diversify their spending." [Record clean energy spending is set to help global energy investment grow by 8% in 2022 - News - IEA](#).

(3) 5<sup>th</sup> May 2020 [Joint statement from Total SA and Institutional investors](#).

(4) TotalEnergies - [Sustainability & Climate 2023 Progress Report](#), [totalenergies.com](https://www.totalenergies.com), page 43.

(5) *Ibid.*, page 44.

(6) *Ibid.*, page 11.

(7) *Ibid.*, page 44.

(8) IEA - [Understanding GEC Model scenarios](#), [iea.org](https://www.iea.org)

### Scope 3 in 2030

Setting Paris-aligned targets covering Scope 3 is paramount, because they account for over 90% of TotalEnergies' total Scope 1, 2, and 3 emissions<sup>(9)</sup>. Targets for 2030 are also crucial: the Intergovernmental Panel on Climate Change (IPCC) stated that "unless there are immediate, rapid and large-scale reductions in greenhouse gas emissions, limiting warming to close to 1.5°C or even 2°C will be beyond reach."<sup>(10)</sup>

Therefore, policymakers and institutional investors insist on emissions reductions by 2030.

Changes in demand are as critical as changes in supply, but customers can only change sufficiently when key systemic players like TotalEnergies offer alternatives at scale<sup>(11)</sup>.

### Large-scale reductions in absolute emissions by 2030

The company's current intensity target covering Scope 3 for 2030 is not yet Paris-aligned; it will not lead to large-scale (net) reductions in absolute emissions in this crucial decade.

TotalEnergies itself anticipates almost no change in absolute Scope 3 emissions by 2030 as a consequence of its intensity target; TotalEnergies' CDP (Carbon Disclosure Project) Climate Change response states that the "Lifecycle carbon intensity of energy products" will lead, in 2030, to a "% change anticipated in absolute scope 3 emissions" of "2.5"<sup>(12)</sup>.

The same observation can be made on the company's current absolute target covering scope 3 for 2030 as the Company's CDP Climate Change response states that the "target for 2030 of reducing its global Scope 3 emissions" will lead, in 2030, to a "Targeted reduction from base year (%)" of "3"<sup>(13)</sup>.

The Company may use whatever target(s) and metric(s) it deems best, as long as they lead to large-scale reductions in (net) absolute GHG emissions in line with the Paris Agreement by 2030. By doing so, shareholders would leave substantial latitude to the Board of Directors in the method to be used, while advising it to pursue overarching objectives that are both meaningful and realistic.

### Best interest of company and investors

A global integrated energy company like TotalEnergies can decrease emissions without ultimately shrinking business. It is in the company's best interest to pursue the opportunities the energy transition presents; this will also pre-empt risks of abrupt policy interventions, litigation, liability for the costs of climate change, disruptive innovation, and stranded assets.

According to Carbon Tracker, two-thirds of fossil fuel reserves must remain in the ground to stay within 1.5°C<sup>(14)</sup>.

Therefore, it's in the best interest of investors to support TotalEnergies to align its 2030 scope 3 targets with the goals of the Paris Agreement. Advancing this target will allow TotalEnergies to invest accordingly to drive down emissions, thereby safeguarding the long-term future of the company and the global economy.

You have our support.

(9) "About 90% of petroleum product emissions occur when those products are used." in *Reducing Scope 3 emissions, together with society* in the company's [Climate change-related challenges](#).

(10) IPCC: "The report [...] finds that unless there are immediate, rapid and large-scale reductions in greenhouse gas emissions, limiting warming to close to 1.5°C or even 2°C will be beyond reach." [Climate change widespread, rapid, and intensifying – IPCC – IPCC](#)

(11) Financial Times: "Maersk warns oil groups are holding back clean energy transition; Shipping company says more affordable green fuel must be offered by suppliers" [Maersk warns oil groups are holding back clean energy transition | Financial Times \(ft.com\)](#)

(12) TotalEnergies - Climate Change 2022: Target reference number: Int 2 – Lifecycle carbon intensity of energy products used by customers (page 27 of 80) [2022 TotalEnergies - Climate Change 2022 – totalenergies.com](#)

(13) TotalEnergies - Climate Change 2022: Target reference number: Abs 4 – Lifecycle carbon intensity of energy products used by customers (page 21 of 80) [2022 TotalEnergies - Climate Change 2022 – totalenergies.com](#)

(14) Carbon Tracker: "companies (...) are sitting on three times more coal, oil and gas reserves than can be burned without breaking the 1.5°C Paris climate target". [Exchanges carrying 3 times more carbon reserves than can be burned under Paris – Carbon Tracker Initiative](#)

# Information concerning the directors

whose renewal is proposed to the Shareholders' Meeting on May 26, 2023 (Resolutions 6 and 7)



## Marie-Christine Coisne-Roquette

Independent director –  
Lead Independent Director

Chairwoman of the Governance and Ethics Committee

Member of the Compensation Committee

Member of the Strategy & CSR Committee

Born on November 4, 1956 (French)

Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 13, 2011

Last reappointment: Annual Shareholders' Meeting on May 29, 2020

End of current term: Annual Shareholders' Meeting on May 26, 2023

Number of TotalEnergies shares held: 5,000 (as of December 31, 2022)

Business address: Sonepar, 25 rue d'Astorg, 75008 Paris, France

**Main function:** Chairwoman of Sonepar S.A.S. and of Colam Entreprendre S.A.S.

## Biography & Professional Experience

Ms. Coisne-Roquette has a Bachelor's Degree in English. A lawyer by training, with a French Masters' in law and a Specialized Law Certificate from the New York bar, she started her career as an attorney in 1981 at the Paris and New York bars, as an associate of Cabinet Sonier & Associés in Paris. In 1984, she became a member of the Board of Directors of Colam Entreprendre, a family holding company that she joined full time in 1988. As Chairwoman of the Board of Colam Entreprendre and the Sonepar Supervisory Board, she consolidated family ownership, reorganized the group structures and strengthened its shareholding base to sustain the group's growth strategy. Chairwoman and Chief Executive Officer of Sonepar as of 2002, Marie-Christine Coisne-Roquette became Chairwoman of Sonepar S.A.S. in 2016. At the same time, she heads Colam Entreprendre as its Chairwoman and Chief Executive Officer. Formerly a member of the Young Presidents' Organization (YPO), she served on the Executive Committee of MEDEF (France's main employers' association) for 13 years and was Chairwoman of its Tax Commission from 2005 to 2013. She was a member of the Economic, Social and Environmental Council from 2013 and 2015 and is currently a director of TotalEnergies SE.

## Directorships and functions held

### Directorships held at any company during fiscal year 2022

#### Within the Sonepar group

- Chairwoman of Colam Entreprendre S.A.S.
- Permanent Representative of Colam Entreprendre S.A.S., Chairwoman of Sonepar S.A.S.
- Director of Sonepack S.A.S. since mid-2020
- Chairwoman of Développement Mobilier et Industriel (S.A.S.)
- Managing Partner of Ker Coro (société civile immobilière)

#### Outside the Sonepar group

- Director of TotalEnergies SE\*, Lead Independent Director, Chairwoman of the Governance and Ethics Committee, member of the Compensation Committee and of the Strategy & CSR Committee
- Director of EssilorLuxottica\*

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

- Chief Executive Office of Sonepack S.A.S. until mid-2020
- Chairwoman of CMI until June 2020
- Member of the Supervisory Board of Akuo Energy S.A.S. (until June 2020)
- Legal representative of Sonepar S.A.S., co-manager of Sonedis (société civile) until October 29, 2018

### Other positions held during fiscal year 2022

- Director at FONDACT
- Director at the Fondation Recherche Alzheimer
- Member of the Board of Directors of AFEP (French association of private companies)
- Vice Chair of the Board of Directors of the Association Nationale des Sociétés par Actions (ANSA)
- Member of the Bureau and director of MEDEF International

\* Companies marked with an asterisk are listed companies

# Information concerning the directors

whose renewal is proposed to the Shareholders' Meeting on May 26, 2023 (Resolutions 6 and 7)



## Mark Cutifani

### Independent director

Chairman of the Compensation Committee  
 Born on May 2, 1958 (Australian)  
 Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 26, 2017  
 Last reappointment: Annual Shareholders' Meeting on May 29, 2020  
 End of current term: Annual Shareholders' Meeting on May 26, 2023  
 Number of TotalEnergies shares held: 2,000 (as of December 31, 2022)  
 Business address: 19 Oxshott Rise, Cobham, KT11 2RW, United Kingdom

**Main function:** Chief Executive of Anglo American plc.\* until April 19, 2022

### Biography & Professional Experience

Mr. Cutifani is a Director and Executive Business Advisor after retiring from Anglo American plc. in June 2022. He has more than 46 years of experience in the mining industry in various parts of the world, covering a broad range of products. He was previously the Chief Executive Officer of AngloGold Ashanti Limited. Before joining AngloGold Ashanti, Mr. Cutifani was COO responsible for global nickel business at Vale. Prior to that, he held various management roles at Normandy Group, Sons of Gwalia, Western Mining Corporation, Kalgoorlie Consolidated Gold Mines and CRA (Rio Tinto).

Mr. Cutifani has a degree in Mining Engineering (with honors) from the University of Wollongong in Australia. He is a Fellow of the Royal Academy of Engineering, the Australasian Institute of Mining and Metallurgy and the Institute of Materials, Minerals and Mining in the United Kingdom.

Mr. Cutifani received an honorary doctorate from the University of Wollongong in Australia in 2013 and an honorary doctorate from Laurentian University in Canada in 2016.

### Directorships and functions held

#### Directorships held at any company during fiscal year 2022

- Director of TotalEnergies SE\* and Chairman of the Compensation Committee
- Senior Independent Non-Executive Director – Laing O'Rourke (Private) since September 1, 2022

#### Within the Anglo American group

- Director and Chief Executive of Anglo American plc.\* until April 19, 2022
- Non-executive director of Anglo American Platinum Limited until May 12, 2022
- Chairman of De Beers plc. until May 12, 2022
- Chairman of De Beers Investments plc. until May 12, 2022

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

- Director and Chief Executive of Anglo American plc.\* until April 19, 2022
- Non-executive director of Anglo American Platinum Limited until May 12, 2022
- Chairman of De Beers plc. until May 12, 2022
- Chairman of De Beers Investments plc. until May 12, 2022

#### Other positions held during fiscal year 2022

- Chairman of Board of Trustees – Power of Nutrition since July 2022
- Non-Executive Director – Development Partner Institute since August 2022
- Chair – International Advisory Committee for Global Foundation since July 2022
- Member of International Advisory Committee
- AUSIMM since October 2022

\* Companies marked with an asterisk are listed companies

# Information concerning the directors

whose appointment is proposed to the Shareholders' Meeting on May 26, 2023 (Resolutions 8 and 9)



## Dierk Paskert

Born on April 29, 1961 (German)

Number of TotalEnergies shares held: 1,200 as of March 14, 2023

**Business address:** Bockumer Str. 56, 40489 Duesseldorf, Germany

**Main function:** Independent director

## Biography & Professional Experience

Mr. Dierk Paskert obtained a PhD in Economics at Münster University in 1990. Having made his first professional steps in Investment Banking with Trinkaus Samuel Montague and West Merchant Bank, he started his industrial career in VEBA Group from 1995 onwards. With VEBA Group focusing entirely on power and gas and turning into E.ON, he became Senior Vice-President for Corporate Development at E.ON AG in 2003. He was *inter alia* responsible to further internationalize the gas business (Ruhrgas), to integrate the power and gas activities downstream and to develop the first renewable strategy of E.ON. In 2008 he joined the Board of E.ON-Energie and directed the Transmission and

Distribution Grid business in Germany, Czech, Hungary, Slovakia, Romania and Bulgaria. In 2012, he was asked by the German Industry Association to found and manage Resource Alliance, a Joint-Venture of 16 German Industrial Companies focusing on supply of critical raw materials.

From 2017 until end of 2022, he was appointed CEO of Encavis AG, a M-Dax listed Independent Power Producer (IPP) from Renewable Energy Sources. He was Member of the Executive Risk Committee. Whilst growing the production portfolio to > 4 GW and focusing on Power Purchase Agreements as well as Traded Markets, he introduced in particular a risk management system coping with the growing merchant exposure of the company in Renewable Energy.

## Directorships and functions held

### Directorships held at any company during fiscal year 2022

- Member of the Board of Management and Chief Executive Officer Encavis AG (until December 31, 2022)
- Member of the Administrative Board KAEFER SE&Co
- Member of the Board of Directors The Mobility House AG, Member of the Risk Committee, Member of the Strategy Committee
- Member of the Supervisory Board Intilion AG
- Member of the Board of Directors Pexapark AG (until January 11, 2023)
- Member of the Advisory Board East-Energy GmbH

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

- Member of the Board of Management and Chief Executive Officer Encavis AG (until December 31, 2022)
- Member of the Board of Directors Pexapark AG (until January 11, 2023)

**Other positions held during fiscal year 2022:** None

# Information concerning the directors

whose appointment is proposed to the Shareholders' Meeting on May 26, 2023 (Resolutions 8 and 9)



## Anelise Quintão Lara

Born on May 24, 1961 (Brazilian)

Number of TotalEnergies shares held: 1,000 as of March 10, 2023

**Business address:** Instituto Brasileiro de Petróleo e Gás

Avenida Almirante Barroso, 52 – 26º andar - Centro, Rio de Janeiro - RJ, Brasil - CEP: 20031-918

**Main function:** Independent director

### Biography & Professional Experience

Mrs. Anelise Lara is a chemical engineer with an MSc in Petroleum Engineering and a Ph.D. in Earth Sciences from "Université Pierre et Marie Curie," France. She was also certified in ESG Competent Boards Program, including climate change risks, in 2021. Mrs. Lara has 37 years of experience in the energy industry. In 1986, she joined Petrobras, the most important company in the energy segment in Brazil. She began her career in the Research and Development Center. In 2003, she joined the Exploration and Production Department as General Manager for the Reservoir Team at the corporate level. In 2011, after the first pre-salt discoveries, she was appointed General Manager for pre-salt development projects. Then in 2013, she was invited to become the Director of the Libra Joint Project Team. In 2016, she was appointed as Head of M&A, responsible for a portfolio of more than 40 projects of divestments and strategic partnerships in Brazil and abroad. During this period, Mrs. Lara was also a member

### Directorships and functions held

#### Directorships held at any company during the fiscal year 2022

- Board Member of Mubadala Capital Downstream Brazil, since March 2022
- Board Member of Trident Energy since April 2022
  - Member of the ESG Committee
  - Member of the Technical Committee
- Advisory Board Member for Ultrapar\*, since September 2022

of the Company's Investment Committee. In 2019, she was appointed as Chief Executive Officer for Refining, Natural Gas, and Power, responsible for the strategic, risk management, HSE, and operational results of Refining, Gas & Power areas, covering the areas of refining, biofuels, petrochemicals, fertilizers plants, distribution and transportation of natural gas, regas terminals, and thermal power plants. She left Petrobras in January 2021.

Mrs. Lara served as President of the Society of Petroleum Engineers (SPE) – Brazil Section from 2005 to 2008. She also joined the International Board of SPE from 2014 until 2017 as Regional Director for Latin America and Caribe. She also served as Chair of the Brazilian Petroleum Institute (IBP) from 2019 to 2021. Mrs. Lara volunteers for the cause of D&I (diversity and inclusion). She is a board member of WILL (Women Leadership in Latin America) and has already mentored many young women interested in working in the energy segment.

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

- Chief Executive Officer for Refining, Natural Gas, and Power of Petrobras until January 2021
- Chair of the Brazilian Petroleum Institute until March 2021

#### Other positions held during the fiscal year 2022

- Board Member of IBP (Brazilian Petroleum Institute)
- Board member of WILL (Women Leadership in Latin America)

\* Companies marked with an asterisk are listed companies

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

Table compiled in accordance with Article L. 225-37-4, 3° of the French Commercial Code summarizing the use of delegations of authority and powers granted to the Board of Directors with respect to share capital increases during fiscal year 2022

Type	Cap on par value, or number of shares or expressed as % of share capital	Use in 2022 by value or number of shares	Available balance as of 12/31/2022 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	May 25, 2022 (17 <sup>th</sup> , 18 <sup>th</sup> , 19 <sup>th</sup> and 21 <sup>st</sup> resolutions)	July 25, 2024 26 months	
	Share capital par value	An overall cap of €2.5bn (i.e., a maximum of 1,000 million shares issued with a preemptive subscription right), from which can be deducted:	18 million shares	€2.455 bn (i.e., 982 million shares)	May 25, 2022 (17 <sup>th</sup> resolution)	July 25, 2024 26 months
		1/ a specific cap of €650 million, i.e. a maximum of 260 million shares for issuances without a preemptive subscription right (with potential use of an extension clause), including in compensation with securities contributed within the scope of a public exchange offer, provided that they meet the requirements of Article L. 22-10-54 of the French Commercial Code, from which can be deducted:	–	€650 million	May 25, 2022 (18 <sup>th</sup> and 20 <sup>th</sup> resolutions)	July 25, 2024 26 months
		1a/ a sub-cap of €650 million with a view to issuing, through an offer as set forth in Article L. 411-2-1 of the French Monetary and Financial Code, shares and securities resulting in a share capital increase, without a shareholders' preemptive subscription right	–	€650 million	May 25, 2022 (19 <sup>th</sup> and 20 <sup>th</sup> resolutions)	July 25, 2024 26 months
		1b/ a sub-cap of €650 million through in-kind contributions when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable	–	€650 million	May 25, 2022 (21 <sup>st</sup> resolution)	July 25, 2024 26 months
	2/ a specific cap of 1.5% of the share capital on the date of the Board <sup>(c)</sup> decision for share capital increases reserved for employees participating in a Company savings plan	18 million shares <sup>(b)</sup>	21.3 million shares	May 25, 2022 (22 <sup>nd</sup> resolution)	July 25, 2024 26 months	
Stock options granted to Company employees and to executive directors	0.75% of share capital on the date of the Board decision to grant options	–	19.6 million shares	May 29, 2020 (21 <sup>st</sup> resolution)	July 29, 2023 38 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	7.4 million shares	18.8 million shares <sup>(c)</sup>	May 28, 2021 (16 <sup>th</sup> resolution)	July 28, 2024 38 months	

(a) Based on share capital as of December 31, 2022, divided into 2,619,131,285 shares.

(b) The meeting of the Board of Directors on September 22, 2022 decided to proceed with a share capital increase in 2023 with a cap of 18,000,000 shares (subscription to the shares under this operation is planned for the second quarter of 2023, subject to the decision of the Chairman and Chief Executive Officer). As a result, the available balance under this authorization amounts to 21,286,969 shares as of December 31, 2022.

(c) The number of shares that may be granted under the 16<sup>th</sup> resolution of the Extraordinary Shareholders' Meeting held on May 28, 2021 may not exceed 1% of the share capital on the date of the Board of Directors' decision. In addition, the shares granted pursuant to the presence and performance conditions to the Executive Directors under the 16<sup>th</sup> resolution of the Extraordinary Shareholders' Meeting held on May 28, 2021, may not exceed 0.015% of the capital existing on the date of the Board meeting that decided on the grant, i.e., 392,869 shares based on share capital as of December 31, 2022.



## 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 26, 2023, the documents and information indicated in Article R. 225-83 of the French Commercial Code.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2023 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.

If the shareholder wishes to take advantage of this service, he/she must so specify on the present request.

**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 2022.



# CONTACTS

## Individual Shareholder Relations Department

### TotalEnergies SE

2 place Jean Millier  
Arche Nord – Coupole / Renault  
92078 Paris La Défense Cedex  
France (postal address)

**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

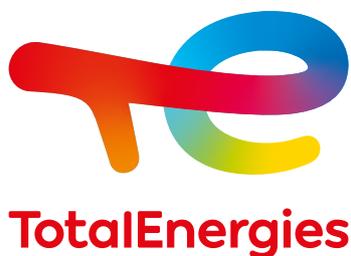
## Investor Relations Department

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## TotalEnergies SE

Registered office:  
2, place Jean Millier  
92400 Courbevoie - France  
Share capital: 6,225,655,060.00 €  
RCS 542 051 180 Nanterre



## NOTICE OF MEETING - COMBINED SHAREHOLDERS' MEETING 2023

—  
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