



# Notice of meeting

Combined Shareholders'  
Meeting 2022

**Wednesday May 25, 2022, at 10:00 am**

Salle Pleyel

252, rue du Faubourg Saint-Honoré - 75008 Paris



**TotalEnergies**

# Summary

**1** Message  
from the Chairman and CEO  
—  
P. 03

**2** Agenda  
of the Combined  
Shareholders' Meeting  
—  
P. 04

**3** How to  
take part  
and vote  
—  
P. 05 - P. 08

**4** 2021 Results  
Key figures and outlook  
—  
P. 09 - P. 13

**5** Composition  
of the Board of Directors  
of TotalEnergies SE  
—  
P. 14 - P. 15

**6** Board of Directors' report  
on the proposed  
resolutions  
—  
P. 16 - P. 29

**7** Proposed  
resolutions  
—  
P. 30 - P. 40

# Message

from the Chairman and CEO

Dear Shareholder,

After two years of holding the Annual Shareholders' Meeting behind closed doors, we will at last be able to meet in person for our next Shareholders' Meeting which will take place on Wednesday, May 25, 2022, at 10 am at the Salle Pleyel in Paris. The hall has a capacity of 1,900 but this may be reduced if the health situation so requires.

You can also take part in the Shareholders' Meeting remotely. You can vote online using a simple, secure system, or by post. The meeting itself will be broadcast live via our website, [totalenergies.com](https://totalenergies.com)

In 2021, your support for the resolutions agreed by your Board of Directors and the high participation rate, with more than 500 questions submitted both beforehand and during the meeting, demonstrated the vitality of shareholder democracy at TotalEnergies. This year, from May 9 to 20, we will open a dedicated platform on [totalenergies.com](https://totalenergies.com) where you can submit your questions so that we can better take your expectations into account during the preparation of the Shareholders' Meeting.

Financially, 2021 was marked by an upturn in business driven by the global economic recovery. Our multi-energy model has proved its worth and has enabled us to benefit fully from this favorable environment. With a pre-dividend organic cash breakeven of less than \$25 per barrel (boe), a gearing under control at 15.3%, and an adjusted net income of \$18.1 billion, our 2021 results require us to maintain our budgetary discipline and to invest in profitable and sustainable projects in order to accelerate our transformation strategy.

In May 2021, 92% of shareholders approved TotalEnergies' ambition for sustainable development and energy transition towards net zero. Your Company has continued its development in electricity and renewables with over 10 GW of gross installed capacity at the end of 2021. Investment in this sector totaled 25% of overall investment, exceeding the initial target of 20% envisaged a year ago. In gas, a transition energy, LNG sales, second pillar of our profitable growth strategy, increased by 10% to 42 Mt and the Company took advantage of its integrated portfolio.

This strategy has allowed us to pursue the reduction in greenhouse gas emissions en route to our 2025 and 2030 greenhouse gas emissions targets.

At this year's Shareholders' Meeting, we will submit our Sustainability & Climate – 2022 Progress Report for your advisory vote. This report covers the



**Patrick POUYANNÉ**  
Chairman and Chief Executive Officer

implementation of our strategy and the progress we made in 2021. It also builds on the Company's ambition by setting targets to reduce methane and global Scope 3 oil emissions by 2030. In the report, TotalEnergies also sets out, for the first time, its 2050 vision for TotalEnergies Net Zero, together with society.

In this context, the Board of Directors has defined a shareholder return policy for 2022 that will combine a 5% increase in dividend payments with \$2 billion in share buybacks for the first half of 2022.

While preparing the Shareholders' Meeting, I am also thinking about the serious events taking place in Ukraine. I reaffirm our firmest condemnation of Russia's military aggression against Ukraine, which has tragic consequences for the Ukrainian population and threatens peace in Europe. In this context of strong geopolitical tensions, TotalEnergies outlined clear and responsible principles of conduct for managing its Russian activities: beyond ensuring strict compliance with current and future European sanctions, TotalEnergies decided to provide no further capital for the development of projects in Russia and initiated the gradual suspension of its activities, including the planned end of its activities related to Russian oil and petroleum products.

Despite this sad news, I remain confident that we can move forward and, together with our stakeholders, help shape the just transition to which our societies aspire. The transformation of our industrial model is underway and will continue to accelerate in the coming years to meet our objectives: more energies, less emissions, always more sustainable and profitable.

Thank you for your trust and loyalty.





### 3. Vote or take part I use the printed form

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

#### 1 I select my options

- A** I wish to attend the meeting in person: request an admission card by selecting box A
- B** Or I wish to vote by mail: select box B and follow the instructions. For resolutions submitted or approved by the Board of Directors, if you wish to vote «Against» or «Abstain», select the choices «No» or «Abstain». Otherwise, your vote will be considered as a «For» vote
- C** Or I wish to give proxy to the Chairman of the Meeting: select C
- D** Or I wish to give power of attorney to a named person: select 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

#### 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.

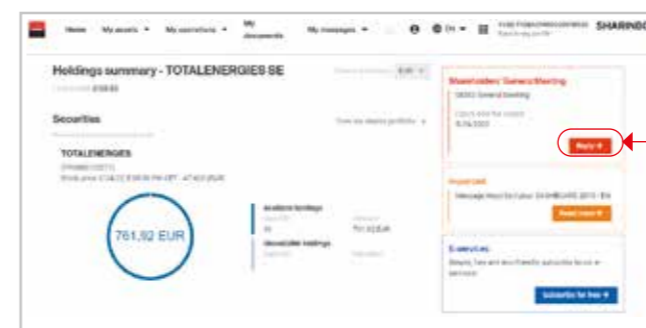
Make sure your financial intermediary sends a certificate of participation with your form: the voting form sent by the owner of bearer shares is only valid **if the certificate of participation is attached**.  
**Société Générale Securities Services must receive the form no later than May 23, 2022 in 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 23, 2022.**

### 3. 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. 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 "Participe". You will then automatically access the voting website.

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

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

#### NOTE

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

#### 2 I select my options

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

► To request an admission card: You can either print out the card yourself, in which case you have until 3:00 p.m. (Paris time) on May 24, 2022 to submit your request, or ask to have it sent by postal mail, if your request is submitted before May 20, 2022.

► To vote before the Shareholders' Meeting: You have until the day before the Meeting to do so, i.e. on May 24, 2022, 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 24, 2022, at 3:00 pm (Paris time).

It is reminded that any shareholder wishing to be represented must transmit his instructions to the issuer or his proxy, the centraliser, using the universal form by precisely indicating the identity of the proxy along with his full contact details.

Indeed, any mandate must have been received in order to be admissible, no later than May 23, 2022.

Thus, 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".



### 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 23, 2022. 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 2021 and any other information relating to this Shareholders' Meeting are available on the [totalenergies.com](https://www.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](mailto: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 others matters will not be taken into account and/or handled.**

► In order for appointments or revocations of mandates expressed by electronic means to be validly taken into account, written confirmations must be received no later than the day before the Meeting, *i.e.* by 3 p.m. (Paris time) on May 24, 2022.

### 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 of the number of shares temporarily held no later than the second business day preceding the Shareholders' Meeting at midnight, *i.e.* May 23, 2022 at 00:00 am (Paris time). Notifications must be emailed at:

[holding.df-declarationdeparticipation@totalenergies.com](mailto: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 n° 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 105,000 employees are committed to energy that is ever more affordable, cleaner, more reliable and accessible to as many people as possible. Active in more than 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 the fourth quarter, oil prices continued to rise, up 9% compared to the previous quarter, while gas prices in Europe and Asia, driven by increasing demand, hit all-time highs above \$30/Mbtu and sent European power prices to record levels. In this context, TotalEnergies' multi-energy model demonstrated its ability to take full advantage of the very favorable environment, particularly in the LNG and electricity sectors, with adjusted net income of \$6.8 billion and cash flow (DACF)<sup>(1)</sup> of \$9.8 billion.

In 2021, the Company generated cash flow (DACF)<sup>(1)</sup> of \$30.7 billion, up \$13 billion compared to 2020, and adjusted EBITDA<sup>(4)</sup> of \$42.3 billion. The Company reported adjusted net income of \$18.1 billion, representing a return on equity of 16.9% and a return on capital employed (ROACE) of nearly 14% for 2021, which demonstrates the quality of its portfolio and operations. IFRS net income was \$16 billion (€13.6 billion).

The integrated Gas, Renewables & Power (iGRP) segment reported adjusted net operating income of \$2.8 billion and cash flow of \$2.4 billion in the fourth quarter, bringing full-year results and cash flow to \$6.2 billion and \$6.1 billion, respectively. These historic results build on the globally integrated LNG portfolio, leveraging rising oil and gas prices and outperformance in the gas and LNG trading business. The profitable growth strategy in Renewables & Electricity continues with more than 10 GW of installed gross capacity and more than 6 million electricity customers at year-end 2021. The Renewables & Electricity business generated proportional adjusted EBITDA of \$1.4 billion over the year, above the target of \$0.8 billion, reflecting the last quarter's strong electricity markets. At the start of 2022, TotalEnergies secured an additional 2 GW of offshore wind projects with the award of a concession in Scotland, as part of the Scotwind tender.

(1) DACF = Debt Adjusted Cash Flow (see (f) page 10). (2) Excluding lease commitments. (3) Subject to approval by the Shareholders' Meeting on May 25, 2022.

(4) Adjusted EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) corresponds to the adjusted earnings before depreciation, depletion and impairment of tangible and intangible assets and mineral interests, income tax expense and cost of net debt, *i.e.*, all operating income and contribution of equity affiliates to net income.

**18.1 B\$**   
Adjusted net income (TotalEnergies share)

**30.7 B\$**   
Debt adjusted cash flow (DACF)<sup>(1)</sup>

**15.3%**   
Gearing ratio<sup>(2)</sup> as of December 31, 2021

**2.64**   
2021 dividend euros per share<sup>(3)</sup>

Exploration & Production benefited from higher oil and gas prices with adjusted net operating income of \$10.4 billion and was a strong contributor to the Company's net cash flow with \$12.2 billion. In line with its strategy to invest in low-cost and low-emission projects, TotalEnergies increased its presence in Brazil by entering the Atapu and Sépia giant fields, launched the Lake Albert Resource Development Project in Uganda, while divesting interests in mature assets.

Downstream posted solid results with \$3.5 billion in adjusted net operating income and cash flow of \$5.5 billion, or more than \$3 billion in net cash flow. High margins in petrochemicals and the return to pre-crisis results in Marketing & Services, despite sales volumes still impacted by Covid, offset European refining margins that remained low, due to the rise in energy costs.

The Company maintained capital discipline with net investments of \$13.3 billion, of which 25% was in Renewables & Electricity. TotalEnergies reported net cash flow of \$15.8 billion for the year, allowing it to continue to reduce its net debt with year-end gearing reduced to 15.3%, compared to 21.7% at year-end 2020, and buy back \$1.5 billion of shares, in line with the previously announced objective.

In accordance with the resolution approved by shareholders in May 2021 on TotalEnergies' ambitions for sustainable development and energy transition toward carbon neutrality, the Board of Directors will report on the progress made in implementing these ambitions at the Shareholders' Meeting on May 25, 2022. With this in mind, the Board of Directors adopted a 'Sustainability & Climate - Progress Report 2022', which was published and presented on March 24, 2022, during a Strategy, Sustainability & Climate investor meeting. This report will be submitted to a shareholder advisory vote at the Annual Shareholders' Meeting on May 25, 2022.

## 4. Results of TotalEnergies

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

	2021	2020	2021 vs 2020
Sales	205,863	140,685	+46%
Adjusted net operating income from business segments <sup>(a)</sup>	20,209	6,404	x3.2
Net income (TotalEnergies share)	16,032	(7,242)	ns
Adjusted net income (TotalEnergies share) <sup>(a)</sup>	18,060	4,059	x4.4
Fully-diluted weighted average shares (in millions)	2,647	2,621	+1%
Adjusted fully-diluted earnings per share (in \$) <sup>(a) (b)</sup>	6.68	1.43	x4.7
Organic investments <sup>(c)</sup>	12,675	10,339	+23%
Net acquisitions <sup>(d)</sup>	632	2,650	-76%
Net investments <sup>(e)</sup>	13,307	12,989	+2%
Operating cash flow before working capital changes w/o financial charges (DACF) <sup>(f)</sup>	30,660	17,635	+74%
Cash flow from operations	30,410	14,803	x2.1

(a) Adjusted results are defined as income using replacement cost, adjusted for special items, excluding the impact of changes for fair value.  
 (b) Based on fully diluted weighted-average number of common shares outstanding during the fiscal year. In accordance with IFRS norms, adjusted fully-diluted earnings per share is calculated from the adjusted net income less the perpetual subordinated bond.  
 (c) Organic investments = net investments, excluding acquisitions, assets sales and other transactions with non-controlling interests.  
 (d) Net acquisitions = acquisitions - assets sales - other transactions with non-controlling interests.  
 (e) Net investments = organic investments + net acquisitions.  
 (f) 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

	2021	2020	2021 vs 2020
Brent (\$/b)	70.9	41.8	+69%
Henry Hub (\$/Mbtu) <sup>(a)</sup>	3.7	2.1	+75%
NBP (\$/Mbtu) <sup>(b)</sup>	16.4	3.3	x4.9
JKM (\$/Mbtu) <sup>(c)</sup>	18.5	4.4	x4.2
Average price of liquids (\$/b) <sup>(d)</sup>	65.0	37.0	+76%
Average price of gas (\$/Mbtu) <sup>(d)</sup>	6.60	2.96	x2.2
Average price of LNG (\$/Mbtu) <sup>(e)</sup>	8.80	4.83	+82%
Variable cost margin - Refining Europe, VCM <sup>(f)</sup> (\$/t)	10.5	11.5	-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).

## 4. Results 2021

### Adjusted net operating income from business segments

Adjusted net operating income from the business segments was \$20,209 million in 2021, compared to \$6,404 million in 2020, due to higher oil and gas prices.

### Adjusted net income (TotalEnergies share)

Adjusted net income TotalEnergies share was \$18,060 million in 2021, compared to \$4,059 million in 2020, due to higher oil and gas prices.

Adjusted net income excludes the after-tax inventory effect, special items and the effects of changes in fair value. Total net income adjustments were -\$2,028 million for 2021, mainly comprised of -\$670 million for impairments, including -\$305 million for the withdrawal of TotalEnergies from Myanmar and -\$170 million for the loss on the sale of TotalEnergies' interest in Yucal Placer in Venezuela, as well as notably the -\$1,379 million loss on the sale of TotalEnergies' stake in Petrocedeno to PDVSA in Venezuela and the -\$177 million loss on the Utica sale in the United States, the -\$89 million impairment related to the end of the Qatargas 1 contract, restructuring charges related to the voluntary departure plan in France and Belgium, and a positive inventory effect of \$1,495 million for the year.

### Adjusted fully diluted earnings per share

Adjusted fully diluted earnings per share, based on 2,647 million fully diluted weighted-average shares, was \$6.68 in 2021 compared to \$1.43 in 2020.

As of December 31, 2021, the number of fully-diluted shares was 2,626 million.

As part of its shareholder return policy, TotalEnergies repurchased 30.7 million shares for cancellation in the fourth quarter 2021 for \$1.5 billion.

### Acquisitions – asset sales

Acquisitions were \$3,284 million in 2021, including the acquisition of Blue Raven Solar by SunPower in the United States, as well as notably the acquisition of a 20% interest for \$2 billion in Adani Green Energy Limited, the renewable project developer in India, the acquisition of Fonroche Biogaz in France, the interest in the Yunlin wind project in Taiwan and the 10% increase in the interest in the Lapa block in Brazil.

Asset sales were \$2,652 million in 2021, including the sale of TotalEnergies' interests in 7 mature non-operated offshore fields and the Cap Lopez oil terminal in Gabon and the sale of a 30% interest in TRAPIL in France, as well as the payment by GIP of more than \$750 million as part of the tolling agreement for the infrastructure of the Gladstone LNG project in Australia, the sale in France of a 50% interest in a portfolio of renewable projects with a total capacity of 285 MW (100%), the sale of the 10% stake in onshore block OML 17 in Nigeria, the price supplement related to the sale of Block CA1 in Brunei, the sale of the Lindsey refinery in the United Kingdom, the sale of interests in the TBG pipeline in Brazil, the sale of shares in Clean Energy Fuels Corp. and the sale of interests in Tellurian Inc. in the United States.

### Net cash flow

The TotalEnergies' net cash flow<sup>(1)</sup> was \$15,833 million in 2021 compared to \$2,708 million in 2020, reflecting the \$13.4 billion increase in operating cash flow before working capital changes and a \$318 million increase in net investments to \$13,307 million in 2021.

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

### Profitability

	January 1, 2021 December 31, 2021	October 1, 2020 September 30, 2021	January 1, 2020 December 31, 2020
Return on average capital employed (ROACE)	13.9 %	10.0%	4.0%
Return on equity (ROE)	16.9 %	12.0%	3.7%

### 2022 sensitivities\*

	Change	Estimated impact on adjusted net operating income	Estimated impact on cash flow from operations
Dollar	+/-0.1\$/€	+/-0.1B\$	~0B\$
Average liquids price**	+/-10\$/b	+/-2.7B\$	+/-3.2B\$
European gas price - NBP***	+/-10\$/Mbtu	+/-3.0B\$	+/-3.0B\$
Variable cost margin, European refining (VCM)****	+/-10\$/t	+/-0.4B\$	+/-0.5B\$

\* 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 2022. 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 60 \$/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).



## 4. Results of business segments

### Integrated Gas, Renewables & Power segment (IGRP)

	2021	2020	2021 vs 2020
Hydrocarbon production (kboe/d)	529	530	–
Overall Liquefied Natural Gas Sales (Mt)	42.0	38.3	+10%
Net power production (TWh)*	21.2	14.1	+50%
Adjusted net operating income (M\$)	6,243	1,778	x3.5
Operating cash flow before working capital changes (DACF) (M\$)	6,124	3,418	+79%
Cash flow from operations** (M\$)	827	2,129	-61%

Adjusted net operating income from the IGRP segment was \$6,243 million for the full-year 2021, a 3.5-fold increase from 2020, thanks to higher LNG prices and the very good performance of the gas, LNG and electricity trading activities.

### Exploration & Production segment

	2021	2020	2021 vs 2020
Hydrocarbon production (kboe/d)	2,290	2,341	-2%
Adjusted net operating income (M\$)	10,439	2,363	x4.4
Operating cash flow before working capital changes (DACF) (M\$)	18,717	9,684	+93%
Cash flow from operations** (M\$)	22,009	9,922	x2.2

Adjusted net operating income from Exploration & Production segment was \$10,439 million in 2021, more than four times higher than in 2020, thanks to the sharp increase in oil and gas prices.

### Refining & Chemicals segment

	2021	2020	2021 vs 2020
Refined throughput (kb/d)	1,180	1,292	-9%
Variable cost margin - Refining Europe, VCM (\$/t)	10.5	11.5	-9%
Adjusted net operating income (M\$)	1,909	1,039	+84%
Operating cashflow before working capital changes (DACF) (M\$)	2,946	2,472	+19%
Cash flow from operations** (M\$)	6,473	2,438	x2.7

Adjusted net operating income from the Refining & Chemicals segment increased 84% to \$1,909 million in 2021, compared to \$1,039 million in 2020. The increase is linked to the very good performance of petrochemicals and the increase in European and American refining margins, despite the increase in energy costs.

### Marketing & Services segment

	2021	2020	2021 vs 2020
Total sales (kb/d)	1,503	1,477	+2%
Adjusted net operating income (M\$)	1,618	1,224	+32%
Operating cash flow before working capital changes (DACF) (M\$)	2,556	2,180	+17%
Cash flow from operations** (M\$)	2,333	2,101	+11%

Adjusted net operating income for the Marketing & Services segment was \$1,618 million in 2021, up 32% year-on-year. These results are back to levels comparable to those of the pre-crisis period, despite a 19% drop in sales in 2021 compared to 2019 (most of which is linked to the strategy to arbitrage low margin sales).

\* Solar, wind, biogas, hydroelectric and combined-cycle gas turbine (CCGT) plants. \*\* Excluding financial charges, except those related to leases.

## 4. Results 2021

### TotalEnergies SE results and proposed dividend

Net income for TotalEnergies SE, the parent company, was 6,868 million euros in 2021, compared to 7,238 million euros in 2020.

In line with the policy announced in February 2021, the Board of Directors will propose at the Shareholders' Meeting to be held on May 25, 2022, the distribution of a final 2021 dividend of €0.66 per share, equal to the three 2021 interim dividends already declared.

In addition, the Board of Directors defined a return-to-shareholder policy for 2022 that will combine, on the one hand, an increase in interim dividends of 5% given the structural growth in cash flow generated by the LNG and electricity business, and, on the other hand, buybacks to share the surplus cash flow from high hydrocarbon prices. These share buybacks are expected to be \$2 billion for the first half of 2022.

### Outlook

The prices of oil rose above \$90 per barrel for the first time since 2014 at the beginning of 2022. This increase in price is driven by the global demand recovery and OPEC+ discipline in a context of constrained supply, given the low level of investment in hydrocarbons since 2015. It is exacerbated in the short term by low oil inventories. Prices could therefore remain at high levels, depending on the mobilization of OPEC+ production and the growth of unconventional oil production in the United States.

After reaching all-time highs in the fourth quarter 2021, gas prices have remained very high in Europe and Asia since the beginning of 2022, driven by geopolitical uncertainties in Europe despite a mild winter season. In this context, futures markets anticipate gas prices that may remain above \$20/Mbtu in 2022.

TotalEnergies anticipates 2022 hydrocarbon production growth of around 2%, driven by the start-ups of Mero 1 in Brazil and Ikike in Nigeria, the entry into the Atapu and Sépia PSCs in Brazil effective May 2022 but impacted by the sales of mature assets completed in 2021 as well as the exit from Myanmar effective July 2022.

Continuing the momentum that has been underway for several years, TotalEnergies is implementing its strategy of integrated growth in LNG, which will generate structural cash flow growth of \$1 billion in 2022. In addition, given the evolution of oil and gas prices in recent months and the lag effect on price formulas, TotalEnergies anticipates that its average LNG selling price should remain at a high level of at least \$12/Mbtu in the first half of 2022.

(1) TotalEnergies share (% interest) of EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) in Renewables & Electricity affiliates, regardless of consolidation method.



In Renewables & Electricity, TotalEnergies plans to have more than 16 GW of renewable gross capacity in operation by year-end 2022. Electricity generation will increase by more than 25% in 2022, representing a proportional adjusted EBITDA<sup>(1)</sup> of at least \$1.5 billion. To implement its profitable growth strategy in the electricity value chain, TotalEnergies will allocate, in 2022, \$3.5 billion of net investments to Renewables & Electricity, or 25% of its net investments.

Downstream will continue to strengthen its industrial competitiveness and invest in petrochemicals and in new markets, such as biofuels and electric mobility. In 2022, as part of its diversified portfolio, it is expected to contribute more than \$6 billion to the Company's cash flow, based on an assumption of \$25/t refining margins.

Confident in its ability to transform itself into a sustainable multi-energy company and increase the return to shareholders, the Company confirms its cash flow allocation priorities: investing in profitable projects to implement its transformation strategy, linking dividend growth to structural cash flow growth, maintaining a strong balance sheet and a long-term debt rating with a minimum "A" level by anchoring gearing below 20%, and allocating a share of the surplus cash flow from high hydrocarbon prices to share buybacks.

In accordance with this policy, TotalEnergies expects net investments of \$14-15 billion in 2022, of which 50% will be allocated to growth and 50% to maintaining the base of its activity.

## 5. Composition of the Board of Directors of TotalEnergies SE

### Directors in office as of December 31, 2021

 <p><b>Mr. Patrick Pouyanné</b> Chairman and Chief Executive Officer</p>	 <p><b>Ms. Valérie Della Puppa Tibi</b> Director representing employee shareholders</p>
 <p><b>Mr. Jacques Aschenbroich</b> Independent director Chairman and Chief Executive Officer of Valeo until January 26, 2022. Chairman of the Board of Directors of Valeo since then</p>	 <p><b>Mr. Romain Garcia-Ivaldi</b> Director representing employees</p>
 <p><b>Ms. Patricia Barbizet</b> Director Chairwoman of Temaris et Associés S.A.S.</p>	 <p><b>Ms. Maria van der Hoeven</b> Independent director</p>
 <p><b>Ms. Marie-Christine Coisne-Roquette</b> Lead Independent Director Independent director Chairwoman and Chief Executive Officer of Sonepar S.A.S. and Colam Entreprendre SAS</p>	 <p><b>Mr. Glenn Hubbard</b> Independent director Russell L. Carson Professor of Finance and Economics, Columbia University, and Chairman of the Board, MetLife, Inc.</p>
 <p><b>Mr. Jérôme Contamine</b> Independent director</p>	 <p><b>Ms. Anne-Marie Idrac</b> Independent director</p>
 <p><b>Ms. Lise Croteau</b> Independent director</p>	 <p><b>Mr. Jean Lemierre</b> Independent director Chairman of the Board of directors of BNP Paribas</p>
 <p><b>Mr. Mark Cutifani</b> Independent director Chief Executive of Anglo American plc. until April 19, 2022</p>	 <p><b>Mr. Angel Pobo</b> Director representing employees</p>



### Composition of the Board as of March 16, 2022

(a) Excluding the director representing employee shareholders and the directors representing employees, in accordance with the recommendations of the AFEP-MEDEF Code (point 9.3).  
(b) Excluding the directors representing employees, in accordance with the Article L. 225-27-1 of the French Commercial Code and the director representing employee shareholders in accordance with Articles L. 225-23 and L. 22-10-5 of the French Commercial Code.

### Summary presentation of the Committees as of March 16, 2022

Audit Committee	Governance and Ethics Committee	Compensation Committee	Strategy & CSR Committee
5 members	4 members	3 members	6 members
75% independent members <sup>(a)</sup>	75% independent members	100% independent members <sup>(a)</sup>	60% independent members <sup>(a)</sup>
Maria van der Hoeven*	Marie-Christine Coisne-Roquette*	Mark Cutifani*	Patrick Pouyanné*
Patricia Barbizet	Patricia Barbizet	Marie-Christine Coisne-Roquette	Patricia Barbizet
Jérôme Contamine**	Anne-Marie Idrac	Valérie Della Puppa Tibi <sup>(c)</sup>	Marie-Christine Coisne-Roquette
Lise Croteau**	Jean Lemierre		Anne-Marie Idrac
Romain Garcia-Ivaldi <sup>(b)</sup>			Jean Lemierre
			Angel Pobo <sup>(b)</sup>

(a) Excluding director representing employee shareholders and directors representing employees in accordance with the recommendations of the AFEP-MEDEF Code (point 9.3).  
(b) Director representing employees.  
(c) Director representing employee shareholders.  
\* Chairperson of the Committee.  
\*\* Financial expert.

as of March 16, 2022	Personal information			Number of shares	Experience Number of directorships in publicly traded companies <sup>(a)</sup>	Independence	Position on the Board			Participation in Board committees
	Age	Sex	Nationality				Initial date of appointment	Expiry of term of office	Length of service on the Board	
Patrick Pouyanné Chairman and CEO	58	M		267,487	1		2015	2024	7	•
Jacques Aschenbroich	67	M		1,000	2	•	2021	2024	1	•
Patricia Barbizet	66	F		11,050	3		2008	2023	14	•
Marie-Christine Coisne-Roquette Lead Independent Director	65	F		4,559	2	•	2011	2023	11	•
Jérôme Contamine	64	M		10,275	2	•	2020	2023	2	•
Lise Croteau	61	F		1,100	4	•	2019	2022	3	•
Mark Cutifani	63	M		2,000	1	•	2017	2023	5	•
Valérie Della Puppa Tibi Director representing employee shareholders	53	F		30	0	n/a	2019	2022	3	•
Romain Garcia-Ivaldi Director representing employees	33	M		178	0	n/a	2020	2023	2	•
Maria van der Hoeven	72	F		1,500	1	•	2016	2022	6	•
Glenn Hubbard	63	M		1,000	2	•	2021	2024	1	•
Anne-Marie Idrac	70	F		1,539	3	•	2012	2024	10	•
Jean Lemierre	71	M		1,042	1	•	2016	2022	6	•
Angel Pobo Director representing employees	52	M		339	0	n/a	2020	2023	2	•

(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 19.



# 6

## Board of Directors' report on the proposed resolutions

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, 2021, the authorization to trade in the Corporation's shares, the agreements covered by Articles L. 225-38 *et seq.* of the French Commercial Code.

We also submit for your approval the renewal of the term as director of Ms. Lise Croteau, Ms. Maria van der Hoeven and Mr. Jean Lemierre, and the appointment of a new director representing employee shareholders, to replace Ms. Valérie Della Puppa Tibi, 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*"), and the approval of the compensation policy applicable to them, the approval of the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2021 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.

We also submit for your approval two resolutions to renew the firm Ernst & Young Audit as statutory auditor and to appoint the firm PricewaterhouseCoopers Audit as statutory auditor.

Furthermore, in accordance with the fourteenth resolution approved by the shareholders in May 2021, concerning TotalEnergies' ambition in terms of sustainable development and energy transition towards carbon neutrality, you are proposed to issue a favorable opinion, in a consultative vote, on the Sustainability & Climate - Progress Report 2022, in which your Board of Directors reports to the Shareholders' Meeting on the progress made in implementing this ambition.

Finally, we submit for your approval various financial delegations and authorizations, including resolutions delegating to your Board of Directors (i) the competence to issue securities (with maintenance or cancellation of subscription rights), (ii) the power to issue securities as consideration for contributions in kind granted to the Corporation, and (iii) the competence to carry out capital increases reserved for employees who are members of a company or group savings plan. You are also asked to authorize the Board of Directors to reduce the share capital by cancelling treasury shares.

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



# 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, 2021

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, 2021.

### RESOLUTION n°3

#### Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2021

The purpose of the **resolution 3** is to determine the allocation of earnings and declare a dividend for the fiscal year ended December 31, 2021.

It is proposed that you set and approve the distribution of a dividend of **2.64** euros per share for the fiscal year ended December 31, 2021. We are reminding you that three interim dividends, each amounting to 0.66 euro per share, were paid in cash on October 1, 2021, January 13 and April 1, 2022. Consequently, the final dividend to be distributed for the fiscal year ended December 31, 2021 would be 0.66 euro per share. It would be paid in cash on July 1, 2022 (ex-date June 21, 2022).

The total dividend for the fiscal year 2021 is expected to amount to 6,939,219,211.32 euros, i.e.:

- ▶ 3,462,205,041.90 euros, amount paid for the first and second interim dividends for the fiscal year 2021 (respectively 1,742,568,906.54 euros and 1,719,636,135.36 euros);
- ▶ 1,742,683,357.14 euros, maximum amount likely to be paid in respect of the third interim dividend for the fiscal year 2021; and
- ▶ 1,734,330,812.28 euros, amount likely to be paid to the maximum number of shares which would give right to the final dividend for the fiscal year 2021, i.e. 2,627,773,958 shares of which:
  - 2,609,763,803 shares composing the share capital of TotalEnergies SE as of February 9, 2022,
  - 10,155 shares, maximum number of shares likely to be issued in respect of the deferred contribution granted by the Board of Directors at its meeting on April 26, 2017 as part of the share capital increase reserved for employees in 2017 and whose vesting period expires on April 26, 2022,
  - 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 15, 2021, whose indicative implementation date has been set for June 8, 2022, and giving right to the final dividend for the fiscal year 2021.



If, when the payment of the third interim dividend and the final dividend, the number of shares giving right to a dividend for the fiscal year ended December 31, 2021 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 or following a capital increase reserved for employees of less 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 will be allocated to "retained earnings" account.

Moreover, for shareholders who are natural persons domiciled in France for tax purposes, the three interim and the final dividends for the fiscal year ended December 31, 2021 are 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<sup>(2)</sup> of the shareholder, dividends may be taxed at the progressive income tax rate. In this case, interim and the final dividends are eligible for the 40% allowance provided for in Article 158 3 2° of the French General Tax Code. The 12.8% non-discharging withholding tax is chargeable against income tax for the year in which the dividend is received. If it exceeds the tax owing, it is refunded.

Moreover, in accordance with the third paragraph of Article 117 quater of the French General Tax Code, natural persons belonging to a tax household whose reference taxable income for the penultimate year is less than 50,000 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 the dividends in respect of the three previous years is recalled below:

Fiscal Year	Type of coupon	Gross dividend per share (€)	Total dividend (€m)
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>	
2018	Interim <sup>(a)</sup>	0.64 <sup>(b)</sup> , 0.64 <sup>(c)</sup> , 0.64 <sup>(d)</sup>	6 687.0
	Final <sup>(a)</sup>	0.64	
	<b>Total</b>	<b>2.56</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 28, 2021 (fourth resolution). Further to this authorization, your Corporation completed the following share buybacks:

- ▶ 30,665,526 TotalEnergies shares between November 8, 2021 and December 22, 2021, i.e. 1.16% of the share capital as of December 31, 2021. These shares were repurchased for a total amount of €1.3 billion, at an average unit price of €43.14, i.e. \$1.5 billion at the ECB exchange rate on the date of the share buybacks and were cancelled on February 9, 2022;
- ▶ 5,558,668 TotalEnergies shares between February 11, 2022 and February 24, 2022, i.e. 0.21% of the share capital as of February 28, 2022. These shares were repurchased, with a view to their cancellation, for a total amount of €280.6 million, at an average unit price of €50.48, i.e. \$318 million at the ECB exchange rate on the date of the share buybacks; and
- ▶ 6,202,580 TotalEnergies shares between December 23, 2021 and January 7, 2022 for a total of €280.6 million, at an average unit price of €45.24, in order to cover the performance share plans approved by the Board of Directors.

##### 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%	€80	18 months	No

Given that the authorization granted by the Shareholders' Meeting on May 28, 2021 is due to expire on November 29, 2022, 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 **€80** 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, 2022, out of the 2,609,763,803 shares outstanding, the Corporation held 11,919,903 shares directly. Consequently, the maximum number of shares that the Corporation could buy back is 249,056,477 shares and the maximum amount that the Corporation may spend to acquire such shares is €19,924,518,160.00 (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 28, 2021 (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.



## 6. Board of Directors' report on the proposed resolutions

### RESOLUTIONS n°6 to n°9 and RESOLUTIONS A to C

#### Renewal of the directorship of three directors and appointment of the director representing employee shareholders

##### Renewal of directorship of three directors

Upon the proposal of the Governance and Ethics Committee, we propose under **resolutions 6, 7 and 8** to renew the directorships of Ms. Lise Croteau, Ms. Maria van der Hoeven and Mr. Jean Lemierre for a three-year term, to expire at the end of the Annual Shareholders' Meeting to be held in 2025 to approve the 2024 financial statements.



**Ms. Lise Croteau**, a Canadian national, has been a director of TotalEnergies SE since May 29, 2019. After serving as Executive Vice President and Chief Financial Officer of Hydro-Québec, one of the world's largest producers of hydroelectricity, Ms. Lise Croteau now uses her skills and knowledge of renewables and of the management of risks related to climate change in the service of the companies in which she sits as an independent director. Since 2018, she has been a director of Boralex, the Canadian leader in renewable energy, and since June 2019, a director of Québecor inc. Ms. Lise Croteau will continue to provide the Board of Directors and the Audit Committee with her expertise in this area.



**Ms. Maria van der Hoeven**, a Dutch national, has been a director of TotalEnergies SE since May 24, 2016. She chairs the Audit Committee. Ms. Maria van der Hoeven led the International Energy Agency (IEA) from 2011 to 2015 during a period of great change in the global energy economy, with, in particular, a focus on the consideration of climate change in energy policy. One of her main priorities has been the implementation of a new strategy to integrate the main emerging players of the energy sector of the 21<sup>st</sup> century. Another of her priorities was to extend energy services to the one billion people in the world who had no access to them. In recognition of the IEA's efforts to address the crisis of energy poverty, Maria van der Hoeven served on the advisory board of the UN Sustainable Energy for All initiative. She was named a Senior Fellow of the Clingendael International Energy Program in 2015. Her personal skills led to her appointment as Vice-Chair of the European Decarbonisation Pathways Initiative High-Level Experts Group of the European Commission, whose final report was published in November 2018. Maria van der Hoeven was also appointed as a member of the Global Commission on Economics and Climate and the Global Commission on the Geopolitics of Energy Transformation, an independent initiative launched at the IRENA Assembly in January 2018. Previously, Ms. van der Hoeven served as the Minister of Economic Affairs of the Netherlands from 2007 to 2010, during which time she influenced energy policy on the national, regional and global levels. Before



**Mr. Jean Lemierre**, a French national, has been a director of TotalEnergies SE since May 24, 2016. He is a member of the Governance and Ethics Committee and of the Strategy & CSR Committee.

Mr. Lemierre is the Chairman of BNP Paribas. As early as 2015, BNP Paribas committed to accelerate the energy transition by aligning its financing and investment activities with the conclusions of the Paris Agreement. In 2021, the group took another important step in the fight against global warming and the energy transition towards a more planet-friendly economy, by joining the Net-Zero Banking Alliance; this initiative brings together banks wishing to contribute to the financing of a "net zero" economy by 2050, in particular through strong commitments to align the greenhouse gas emissions generated by their lending and investment activities with a target of global carbon neutrality by 2050. In addition, Jean Lemierre has been the Vice-Chairman of the Paris Europlace Association since 2014, whose priorities include the promotion of sustainable and responsible finance. In this context, Paris Europlace's objective is to perpetuate and raise awareness of the Paris financial center's action in environmental and sustainable finance and to develop initiatives on the European and international levels in these various fields. As a result, Paris Europlace launched a new initiative "Paris Green & Sustainable Finance" in May 2016, which became "Finance for Tomorrow" in June 2017. This initiative aims to promote sustainable finance in France and internationally, by helping to redirect financial flows ("Shift the Trillions") towards a low-carbon and inclusive economy, consistent with the Paris Agreement. With his experience and competence in sustainable finance, Jean Lemierre will continue to contribute to the reflections of the Board of Directors and the Strategy & CSR Committee, of which he is a member, on these subjects.

becoming Minister of Economic Affairs, Maria van der Hoeven was Minister of Education, Culture and Science from 2002 to 2007. She was a member of the Board of Directors of Rocky Mountain Institute, an organization recognized in the field of the energy transition. Ms. van der Hoeven will continue to provide the Board of Directors and the Audit Committee with her knowledge of the energy sector.

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

After having noticed that, as of December 31, 2021, the Company's employees held, according to the Article L.225-102 of the French Commercial Code, participations representing 6.8% of the Corporation's share capital and the directorship of the director representing employee shareholders appointed by the Shareholders' Meeting on May 29, 2019 expires at the end of the Shareholders' Meeting, your Board of Directors propose, under **resolution 9** and **resolutions A, B and C**, to appoint a director representing employee shareholders.

You are proposed to choose among the following candidates:

- › **Ms. Emma de Jonge**, a Dutch national, was designated by the Supervisory Board of the collective investments fund (FCPE) TotalEnergies Actionnariat France (111.1 million TotalEnergies shares held, as of December 31, 2021 i.e. 4.2% of the Corporation's share capital) at the Supervisory Board meeting held on December 2, 2021 (**resolution 9**);
- › **Ms. Marina Delendik**, a Russian national, was designated by the Supervisory Board of the collective investments fund (FCPE) TotalEnergies INTL Capital (2.1 million TotalEnergies shares held, as of December 31, 2021) at the Supervisory Board meeting held on December 7, 2021 (**resolution A**);
- › **Mr. Alexandre Garrot**, a French national, was elected as a candidate by the employee shareholders with individual voting rights (23.3 million TotalEnergies shares held, as of December 31, 2021) as this candidate received the highest number of votes in the ballot counted on January 12, 2022, and reached the representative threshold equal to at least 5% of the shares held by the employees exercising their individual voting rights (**resolution B**);
- › **Ms. Agueda Marin**, a Spanish national, was designated by the Supervisory Board of the collective investments fund (FCPE) TotalEnergies Actionnariat International Capitalisation (38.8 million TotalEnergies shares held, as of December 31, 2021) at the Supervisory Board meeting on December 7, 2021 (**resolution C**).

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

After hearing the candidates by the Lead Independent Director, your Board of Directors decided to approve the application of Ms. Emma de Jonge, designated by the Supervisory Board of the collective investments fund (FCPE) TotalEnergies Actionnariat France. Ms. Emma de Jonge, a Dutch national, represents the Corporation's largest employee shareholding fund.

**Consequently, your Board of Directors decided, in accordance with Article 11 paragraph 20 of the Articles of Association, to approve the resolution 9 and to not approve resolutions A, B and C.**

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 25, 2022, if the proposed resolutions were approved, the Board of Directors would comprise 14 members, with 5 nationalities represented. The proportion of directors of each gender would be greater than 40% in accordance with the provisions of Article L. 225-18-1 of the French Commercial Code.

### 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 2021 Universal Registration Document (Chapter 4, points 4.3.1.2 and 4.3.2.1).

##### Approval of the compensation policy applicable to directors

The purpose of **resolution 11** is to submit for your approval the compensation policy applicable to Board's members of the Corporation, presented in the report on corporate governance covered by Article L.225-37 of the French Commercial Code and included in the Corporation's 2021 Universal Registration Document (Chapter 4, point 4.3.1).

Your Board points out that the rules for allocating directors' compensation and the payment procedures defined by your Board shall remain unchanged.

Consequently, your Board of Directors hereby proposes 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 2021 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 2021 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 2021 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 2021 Universal Registration Document (Chapter 4, point 4.3.2.1).

## 6. Board of Directors' report on the proposed resolutions

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, 2021 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 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 2021 Universal Registration Document (Chapter 4, point 4.3.2.2).

### **RESOLUTIONS n°14 and n°15**

#### **Mandates of the statutory auditors**

Your Board of Directors points out that the term of office of the statutory auditors is fixed by French law at six renewable fiscal years. The terms of office of the statutory auditors will expire at the end of the Shareholders' Meeting on May 25, 2022 called to approve the financial statements for the financial year 2021. The rotation rules for statutory auditors resulting from the European audit reform, and in particular the provisions of Article 41 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements for the statutory audit of public interest entities, authorize the renewal of the mandate of Ernst & Young Audit for a new term of 6 fiscal years, Ernst & Young Audit having been appointed as the Corporation's statutory auditor at the Shareholders' Meeting on May 14, 2004.

However, they do not allow the renewal of the mandate of KPMG S.A. insofar as, on the date of entry into force of Regulation (EU) No. 537/2014, i.e. June 16, 2014, KPMG had been the Corporation's Statutory Auditor for more than 20 years. As a result, a new statutory auditor, selected through a call for tenders, must be proposed for appointment by the Shareholders' Meeting on May 25, 2022.

The Audit Committee conducted an independent selection process which began at its meeting on October 8, 2019. At the end of this process, at its meeting on October 26, 2020, the Audit Committee recommended to your Board of Directors the appointment of PricewaterhouseCoopers Audit as Statutory Auditor in preference to Deloitte, noting that the appointment of PricewaterhouseCoopers Audit should enable a high level of audit quality to be maintained for the Corporation and the scope of consolidation.

The Audit Committee has also recommended to your Board of Directors that it proposes to the Shareholders' Meeting the renewal of the mandate of Ernst & Young as statutory auditor for a further six-year term; this appointment should also enable the Corporation and the scope of consolidation to maintain a

high level of audit quality. Your Board of Directors has approved these proposals which are submitted for your approval.

Therefore, it is proposed in the **resolution 14** to renew the mandate of Ernst & Young Audit as Statutory Auditor and, in the **resolution 15**, to appoint PricewaterhouseCoopers Audit as Statutory Auditor.

The terms of office of the Statutory Auditors will be for six financial years in accordance with Article L. 823-3 of the French Commercial Code.

### **RESOLUTION n°16**

#### **Opinion on the Sustainability & Climate – Progress Report 2022, 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 2021 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 25, 2022 on the progress made in the implementation of this ambition.

In this context, your Board of Directors has adopted a Sustainability & Climate - Progress Report 2022, which was published on March 24, 2022. This report gives an account of the implementation of the strategy and the progress made in 2021 with regard to the objectives for 2030, and also completes the Corporation's ambition, in particular by setting targets for the reduction of methane emissions and emissions linked to the use of petroleum products by our customers worldwide (Scope 3 Oil) by 2030, and by describing what the Company's activities would be like in 2050, reaching net carbon neutrality, together with society. This report also explains how the Corporation considers the International Energy Agency's Net Zero scenario in its ambition to move towards carbon neutrality, together with society.

In the **resolution 16**, it is proposed that you issue a favorable opinion, in a consultative vote, on the Sustainability & Climate - Progress Report 2022.

Your Board would like to remind you of 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 last year, 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' 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

### **Financial authorizations relating to the Corporation's share capital**

You granted the Board of Directors, at the Shareholders' Meeting on May 29, 2020, delegations of competence to complete capital increases. These financial delegations of competence and powers of expiring on July 29, 2022, we propose under **resolutions 17, 18, 19, 20, 21 and 22** to renew them, for a period of **twenty-six months**, as a replacement for the delegations previously granted.

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

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

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

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

In addition, you authorized your Board of Directors, during the Shareholders' Meeting on May 26, 2017, to reduce, on its sole decisions, the share capital by canceling treasury shares for a period of five years. This authorization expiring at the end of this Meeting, we propose in **resolution 23** to renew it, for a period of **five years**, as a replacement for this authorization.

### **Employee shareholding plans**

When the Extraordinary Shareholders' Meeting is called to vote on a draft resolution aiming to delegate to the Board of Directors its competence to complete a capital increase, the same Meeting must resolve on a draft resolution aimed at delegating authority to the Board of Directors for the purpose of completing a capital increase reserved to members of a company or group savings plan.



## 6. Board of Directors' report on the proposed resolutions

**Table summarizing the amounts of authorizations requested**

Nature of the operation	Ceiling in nominal amount, or in number of shares, or expressed in %, of the capital <sup>(a)</sup>	Resolutions	Expiry date and duration of the authorization granted to the Board of Directors
<b>Securities representing debt instruments providing access to a portion of the share capital</b>	<b>An aggregate ceiling for securities of €10bn</b>	<b>17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 21<sup>st</sup> resolutions</b>	July 25, 2024 <b>26 months</b>
<b>Issue of securities</b>	An aggregate ceiling of <b>€2.5bn<sup>(b)</sup></b> , or a maximum of <b>1 billion shares</b> issued <b>with preemptive subscription rights</b> , with the following being deducted from this amount:	<b>17<sup>th</sup> resolution</b>	July 25, 2024 <b>26 months</b>
	<b>1/</b> a specific ceiling of <b>€650m<sup>(c)</sup></b> , or a maximum of <b>260 million shares</b> , for issues <b>with cancellation of the preemptive subscription right</b> , including as consideration for shares tendered in a public exchange offer for securities meeting the conditions provided for in Article L. 22-10-54 of the French Commercial Code, from which are deducted:	<b>18<sup>th</sup> resolution</b>	July 25, 2024 <b>26 months</b>
	<b>1a/</b> a sub-ceiling of <b>€650m<sup>(c)</sup></b> of share capital, to issue, through an offer pursuant to Article L. 411-2 1° of the French Monetary and Financial Code, shares and securities resulting in a capital increase, <b>with cancellation of the shareholders' preemptive subscription right</b>	<b>19<sup>th</sup> resolution</b>	July 25, 2024 <b>26 months</b>
	<b>1b/</b> a sub-ceiling within the limit of <b>15% of the initial issue</b> completed under the 18 <sup>th</sup> or 19 <sup>th</sup> resolution	<b>20<sup>th</sup> resolution</b>	July 25, 2024 <b>26 months</b>
	<b>1c/</b> a sub-ceiling of <b>€650m<sup>(c)</sup></b> in consideration for contributions in kind contributions where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable	<b>21<sup>st</sup> resolution</b>	July 25, 2024 <b>26 months</b>
<b>2/</b> a specific ceiling representing <b>1.5%<sup>(d)</sup> of the share capital</b> on the date the Board decides the issue for capital increases reserved to employees who are members of a company or group savings plan	<b>22<sup>nd</sup> resolution</b>	July 25, 2024 <b>26 months</b>	
<b>Share capital reduction by canceling shares</b>	<b>10% of the number of shares</b> comprising the share capital of the Corporation, in accordance with Article L. 22-10-62 of the French Commercial Code	<b>23<sup>rd</sup> resolution</b>	<b>5 years<sup>(e)</sup></b>

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

(b) The number of shares whose creation is authorized by the 17<sup>th</sup> resolution of the Extraordinary Shareholders' Meeting on May 25, 2022 may not exceed **1 billion shares**, with a nominal value of €2.50, representing **38.32% of the share capital** as of February 28, 2022.

(c) The number of shares whose creation is authorized by the 18<sup>th</sup>, 19<sup>th</sup> and 21<sup>st</sup> resolutions of the Extraordinary Shareholders' Meeting on May 25, 2022 may not exceed **260 million shares**, with a nominal value of €2.50, representing **9.96% of the share capital** as of February 28, 2022.

(d) Or **39,146,457 shares**, on the basis of the share capital as of February 28, 2022 divided into **2,609,763,803 shares**.

(e) This authorization expires at the conclusion of the Shareholders' Meeting called in 2027 to approve the financial statements for fiscal year ending December 31, 2026.

The **resolutions 17 to 23** are explained below.

### RESOLUTION n°17

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

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

(a) Representing **1 billion shares** of the Corporation with a unit nominal value of 2.50 euros, or **38.32% of the share capital** as of February 28, 2022.

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

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

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

Capital increases implemented by virtue of this delegation may be completed by way of a cash contribution or incorporation

of reserves, earnings or other whose capitalization shall be authorized by law and the bylaws, in the form of allocation of shares or an increase in the nominal value of existing shares.

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

The delegation contemplated under **resolution 17** would be granted for a period of **twenty-six months** from the date of this Meeting and would render ineffective, up to the unused part, the delegation granted by the Combined Shareholders' Meeting on May 29, 2020 (resolution 15).

### RESOLUTION n°18

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

#### Summary of the delegation of competence requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offering
Capital increase through a public offer	€650m <sup>(a)</sup>	Cancelled	26 months	No

(a) Representing **260 million shares** of the Corporation with a unit nominal value of €2.50, or **9.96% of the share capital** as of February 28, 2022.

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

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

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

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

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

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

The delegation contemplated under **resolution 18** would be granted for a period of **twenty-six months** from the date of this Meeting and would render ineffective, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting on May 29, 2020 (resolution 16).

## 6. Board of Directors' report on the proposed resolutions

### RESOLUTION n°19

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

#### Summary of the delegation of competence requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offering
Capital increase through the offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code	€650m <sup>(a)</sup>	Cancelled	26 months	No

(a) Representing 260 million shares of the Corporation with a unit nominal value of €2.50, or 9.96% of the share capital as of February 28, 2022.

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

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

In addition, we hereby inform you that to date, pursuant to Article R. 22-10-32 of the French Commercial Code, the

issue price of ordinary shares that may be issued under this delegation would be at least equal to the weighted average of the prices quoted on Euronext Paris during the three trading sessions preceding the start of the public offering within the meaning of regulation (EU) No. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%.

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

The delegation contemplated under **resolution 19** would be granted for a period of **twenty-six months** from the date of this Meeting and would render ineffective, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting on May 29, 2020 (resolution 17).

### RESOLUTION n°20

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

#### Summary of the delegation of competence requested

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

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

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

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

The delegation contemplated under **resolution 20** would be granted for a period of **twenty-six months** from the date of this Meeting and would cancel, up to the unused part, the delegation granted by the Combined Shareholders' Meeting on May 29, 2020 (resolution 18).

### RESOLUTION n°21

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

#### Summary of the delegation of powers requested

Nature	Nominal ceiling	Shareholders' preemptive subscription right	Duration	Possibility to make use in the case of a public offering
Capital increase in consideration for contributions in kind	€650m <sup>(a)</sup>	Cancelled	26 months	No

(a) Representing 260 million shares of the Corporation with a unit nominal value of €2.50, or 9.96% of the share capital as of February 28, 2022, it being specified that this ceiling may not exceed the legal limit set to date at 10% of the share capital on the date the Board decides to complete the operation.

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

the agreement on the European Economic Area or member of the Organization for Economic Co-operation and Development.

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

The delegation contemplated under **resolution 21** would be granted for a period of **twenty-six months** from the date of this Meeting and would cancel, up to the unused part, the delegation granted by the Combined Shareholders' Meeting on May 29, 2020 (resolution 19).

### RESOLUTION n°22

**Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to complete capital increases, with cancellation of the shareholders' preemptive subscription right, 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 the share capital <sup>(a)</sup>	Cancelled	26 months	Yes

(a) Established on the date the Board decides to carry out the operation.

This Meeting having to resolve on delegations of competence to completed capital increases, 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 22** is to develop employee shareholding in the Company, allowing, where applicable, employees to subscribe for shares at a discounted price compared to the TotalEnergies share price.

We hereby 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 28, 2021, of **1.5%** of the share capital on the date of the Board of Directors decides to issue (representing **39,146,457** shares on the basis of the share capital as of February 28, 2022), it being specified that the amount of the share capital issued in respect of this **resolution 22** shall be deducted from the overall capital increases authorized by this Meeting (**resolution 17**),

▶ and the other hand, **that you reserve the subscription of all the shares to be issued to the benefit of the 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.



## 6. Board of Directors' report on the proposed resolutions

We would also point out that, in accordance with 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 would remind you that this delegation would require the cancellation of shareholders' preemptive subscription rights in favor of members of a company or group savings plan for whom the capital increases would be reserved, including the members mentioned in Article L. 3332-2 of the French Labor Code.

The subscription price of the shares to be issued may not be less than the average of the last quoted prices on Euronext Paris during the twenty trading sessions preceding the date of the Board of Directors' meeting setting the opening date of the subscription period, less a maximum discount of 20%.

The delegation that is the purpose of the **resolution 22** would be granted for a period of **twenty-six months** from the date of this Meeting and would cancel the unused portion of the delegation granted by the Extraordinary Shareholders' Meeting on May 28, 2021 (resolution 17).

### RESOLUTION n°23

#### Authorization granted to the Board of Directors, for a period of five years, to reduce the share capital by canceling treasury shares

You authorized the Board of Directors, at the Meeting on May 26, 2017 (resolution 13), on its sole decisions, to decrease the capital by canceling treasury shares. The maximum number of TotalEnergies shares that can be cancelled, under that authorization, was set at 10% of the total number of shares making up the share capital of the Corporation on the date of the operation, pursuant to Article L. 22-10-62 of the French Commercial Code.

Making use of this authorization, the Board of Directors has completed with the following cancellations:

Exercice	Board of Directors' decision date	Number of shares bought back and cancelled	Percentage of the share capital cancelled <sup>(a)</sup>
2022	February 9, 2022	30,665,526	1.16%
2021	February 8, 2021	23,284,409	0.88%
2019	December 11, 2019	65,109,435	2.44%
2018	December 12, 2018	44,590,699	1.66%

(a) Percentage of the share capital that the shares cancelled represented on the date of the operations.

That authorization given by the resolution 13 at the Meeting on May 26, 2017 expiring at the end of this Meeting, we propose under the **resolution 23** to authorize your Board of Directors to reduce, per periods of twenty-four months, the share capital by cancelling shares within the limit of 10 % of the capital existing on the date of cancellation, in order to give your Corporation maximum flexibility to implement its share buyback program, which objectives were explained under the **resolution 4** submitted to your approval.

This authorization would be given for a period of **five years** and would expire at the conclusion of the Shareholders' Meeting called in 2027 to approve the financial statements for fiscal year ending December 31, 2026.

# 7

## Proposed resolutions presented by the Board of Directors

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

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

(Approval of the statutory financial statements for the fiscal year ended December 31, 2021)

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, 2021, 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, 2021)

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, 2021, 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, 2021)

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, 2021 amount to 6,868,038,099.92 euros.

Given available retained earnings of 13,621,665,844.94 euros, the distributable profit to be allocated amounts to 20,489,703,944.86 euros.

The Shareholders' Meeting, on the proposal of the Board of Directors, decides to allocate the distributable profit for the year ended December 31, 2021, as follows:

Dividend	€6,939,219,211.32
Allocation to the legal reserve	— (a)
Balance to be allocated to retained earnings	€13,550,484,733.54
<b>Distributable profit</b>	<b>€20,489,703,944.86</b>

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



## 7. Proposed resolutions presented by the Board of Directors

The total dividend for the fiscal year 2021 would amount to 6,939,219,211.32 euros, *i.e.*:

- ▶ 3,462,205,041.90 euros, amount paid for the first and second interim dividends for the fiscal year 2021 (respectively 1,742,568,906.54 euros and 1,719,636,135.36 euros);
- ▶ 1,742,683,357.14 euros, maximum amount likely to be paid in respect of the third interim dividend for the fiscal year 2021; and
- ▶ 1,734,330,812.28 euros, amount likely to be paid to the maximum number of shares which would be entitled to the final dividend for the fiscal year 2021, *i.e.* 2,627,773,958 shares of which:
  - 2,609,763,803 shares composing the share capital of TotalEnergies SE as of February 9, 2022,
  - 10,155 shares, maximum number of shares likely to be issued under the deferred contribution granted by the Board of Directors at its meeting on April 26, 2017 as part of the share capital increase reserved for employees in 2017 and whose vesting period expires on April 26, 2022,
  - 18,000,000 shares, maximum number of shares likely to be issued under the capital increase reserved for employees decided by the Board of Directors at its meeting on September 15, 2021, for which the indicative completion date has been set as of June 8, 2022, and giving right to the final dividend for the fiscal year 2021.

Consequently, a dividend of 2.64 euros will accrue to each share giving right to a dividend.

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, 2021 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 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 €0.66 per share, paid in cash on October 1, 2021, January 13 and April 1, 2022 respectively, the final dividend to be distributed for the fiscal year ended December 31, 2021 is €0.66 per share. The ex-dividend date on Euronext Paris will be June 21, 2022 and the final dividend will be paid on July 1, 2022.

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 the three previous years is recalled below:

Fiscal Year	Type of coupon	Gross dividend per share (€)	Total dividend (€m)
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> , 0.66 <sup>(d)</sup>	6,929.5
	Final <sup>(a)</sup>	0.68	
	<b>Total</b>	<b>2.68</b>	
2018	Interim <sup>(a)</sup>	0.64 <sup>(b)</sup> , 0.64 <sup>(c)</sup> , 0.64 <sup>(d)</sup>	6,687.0
	Final <sup>(a)</sup>	0.64	
	<b>Total</b>	<b>2.56</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 such authority under the terms provided for by French law, pursuant to the provisions of Article L.22-10-62 of the French Commercial Code and of Regulation (EU) No. 596/2014 of April 16, 2014, on market abuse and of the General Regulation of the AMF, to buy or sell shares of the Corporation within the framework of a share buyback program.

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 €80 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, 2022, out of the 2,609,763,803 shares outstanding, the Corporation held 11,919,903 shares directly. Under these circumstances, the maximum number of shares that the Corporation could buy back is 249,056,477 shares and the maximum amount that the Corporation may spend to acquire such shares is €19,924,518,160.00 (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)

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, and voting under the conditions of *quorum* and majority required for the Ordinary Shareholders' Meetings, the shareholders hereby approve the special report of the statutory auditors, in which no new agreement is mentioned.

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

(Renewal of Ms. Lise Croteau's term 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. Lise Croteau's term as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2025 to approve the financial statements for the year ending December 31, 2024.

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

(Renewal of Ms. Maria van der Hoeven'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. Maria van der Hoeven's term as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2025 to approve the financial statements for the year ending December 31, 2024.

(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.

## 7. Proposed resolutions presented by the Board of Directors

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

(Renewal of Mr. Jean Lemierre'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. Jean Lemierre's term as director for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2025 to approve the financial statements for the year ending December 31, 2024.

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

(Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association). Approved by the Board of Directors

Voting under the conditions of *quorum* and majority required for the Ordinary Shareholders' Meetings, the shareholders hereby appoint Ms. Emma de Jonge as director representing employee shareholders for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2025 to approve the financial statements for the year ending December 31, 2024.

### RESOLUTION A(\*)

(Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association). Not approved by the Board of Directors

Voting under the conditions of *quorum* and majority required for the Ordinary Shareholders' Meetings, the shareholders hereby appoint Ms. Marina Delendik as director representing employee shareholders for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2025 to approve the financial statements for the year ending December 31, 2024.

### RESOLUTION B(\*)

(Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association). Not approved by the Board of Directors

Voting under the conditions of *quorum* and majority required for the Ordinary Shareholders' Meetings, the shareholders hereby appoint Mr. Alexandre Garrot as director representing employee shareholders for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2025 to approve the financial statements for the year ending December 31, 2024.

### RESOLUTION C(\*)

(Appointment of a director representing employee shareholders in accordance with Article 11 of the Articles of Association). Not approved by the Board of Directors

Voting under the conditions of *quorum* and majority required for the Ordinary Shareholders' Meetings, the shareholders hereby appoint Ms. Agueda Marin as director representing employee shareholders for a period of three years, which will expire at the end of the Shareholders' Meeting called in 2025 to approve the financial statements for the year ending December 31, 2024.

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

### 10<sup>th</sup> RESOLUTION

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

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby approve, in accordance with Article L. 22-10-34 II of the French Commercial Code, the information mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2021 Universal Registration Document (Chapter 4, points 4.3.1.2 and 4.3.2.1).

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

(Approval of the compensation policy applicable to directors)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby approve, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy applicable to the Corporation's directors, as presented in the report on corporate governance covered by Article L. 225-37 of the French Commercial Code and included in the Corporation's 2021 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 2021 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 2021 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 2021 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 2021 Universal Registration Document (Chapter 4, point 4.3.2.2).

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

(Renewal of Ernst & Young Audit as statutory auditor)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby renew the term of office of Ernst & Young Audit (344 366 315 RCS Nanterre) as statutory auditor, for a period of six years, *i.e.*, until the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2027.

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

(Appointment of PricewaterhouseCoopers Audit as statutory auditor)

Voting under the conditions of *quorum* and majority required for Ordinary Shareholders' Meetings, the shareholders hereby appoint PricewaterhouseCoopers Audit (672 006 483 RCS Nanterre) as statutory auditor for a period of six years, *i.e.*, until the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2027, in succession to KPMG S.A. whose term of office is to expire at the end of this Shareholders' Meeting.

### 16<sup>th</sup> RESOLUTION

(Opinion on the Sustainability & Climate – Progress Report 2022, 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 2022 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 for the Extraordinary Shareholders' Meeting

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

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

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

- 1° delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its competence to decide on one or more capital increases by issuing, in France or abroad, in the proportions and at the times that it shall see fit, in euros, in foreign currencies or in any monetary unit established by reference to several currencies, ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation;
- 2° resolve, on the one hand, that the total nominal amount of the capital increases likely to be carried out in this way, immediately and/or in the future, in France or abroad, may

not exceed an overall ceiling of **two billion five hundred million euros**, *i.e.* **one billion** ordinary shares with a unit nominal value of 2.50 euros, a ceiling to which shall be added, where applicable, the nominal value of the shares to be issued to preserve, in accordance with the law, the rights of holders of securities giving access to the Corporation's share capital;

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

- ▶ the nineteenth resolution relating to the issue of ordinary shares and/or securities giving access to the Corporation's share capital through an offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code,



## 7. Proposed resolutions presented by the Board of Directors

- › the twentieth resolution relating to the possibility of increasing the number of shares to be issued in the event of a capital increase with cancellation of the shareholders' preemptive subscription right,
  - › the twenty-first resolution relating to the issue of ordinary shares and/or securities giving access to the capital of the Corporation in consideration for contributions in kind granted to the Corporation;
- further resolve, that the total nominal amount of debt securities giving access, immediately and/or in the future, to the share capital of the Corporation, likely to be issued by virtue of this resolution and under the eighteenth, nineteenth and twenty-first resolutions, may not exceed a ceiling of **ten billion** euros, or its equivalent in any other currency, on the date of the decision to issue;
- 3° resolve that the shareholders shall have, in proportion to the number of Corporation shares they own, a preemptive subscription right on an irreducible basis to the securities issued pursuant to this resolution. The Board of Directors may also grant shareholders the right to subscribe, on a reducible basis to a number of transferable securities greater than that which they may subscribe to on an irreducible basis, in proportion to the subscription right available to them and within the limit of their requests;
  - 4° resolve that if the subscriptions on an irreducible basis and, where applicable, reducible basis, have not absorbed the total issue of shares and/or securities as defined above, the Board of Directors may allocate at its discretion all or some of the unsubscribed securities, offer all or some of the unsubscribed securities to the public, or limit the capital increase to the amount of subscriptions subject to the provisions of Article L.225-134 I-1° of the French Commercial Code;
  - 5° acknowledge that, in accordance with Article L.225-132 of the French Commercial Code, the decision to issue securities giving access to the Corporation's share capital automatically entails the waiver by shareholders of their preemptive subscription right to equity securities to which the securities issued in accordance with this delegation would give right, immediately and/or in the future, for the benefit of the holders of these securities;
  - 6° resolve that, in accordance with Article L.225-130 of the French Commercial Code, the Board of Directors shall have the competence to decide one or more capital increases by incorporation of premiums, reserves, earnings or other, the capitalization of which shall be authorized by law and the Articles of Association, in the form of the free allocation of shares or an increase in the nominal value of existing shares. In this case, the fractional rights to shares will not be negotiable or transferable and the corresponding shares shall be sold, the sums resulting from the sale being allocated to the holders of the rights within the period provided for by the regulations;
  - 7° resolve that the Board of Directors shall have all powers, with the option of sub-delegation under the conditions provided for by law, to implement this resolution and, in particular, to:
    - › set the terms and conditions of the capital increases and set the dates, terms and conditions of the issues carried out pursuant to this resolution, determine the nature and characteristics of the securities giving access

- to the Corporation's share capital, the conditions for the allotment of equity securities to which these securities would give entitlement as well as the dates on which these allocation rights may be exercised,
- › set the opening and closing dates for subscriptions, the price, the vesting date for shares issued, the share release modalities, agree to time limits for their release,
  - › make any adjustments intended to consider the impact of transactions on the Corporation's share capital,
  - › charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each issuance,
  - › and, more generally, do all that will be useful or necessary and enter into all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and formalities to the effect of recording the completion of the capital increase(s), amend the Articles of Association accordingly, and carry out all formalities required for the admission to trading of the shares issued;
- 8° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

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

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

### 18<sup>th</sup> RESOLUTION

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

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

- 1° delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its competence to decide on one or more capital increases by issuing, in France or abroad, in the proportions and at the times that it shall determine, in euros, in foreign currencies or any monetary unit established by reference to several currencies, ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation;

- 2° resolve that the total nominal amount of the capital increases likely to be carried out immediately and/or in the future, may not exceed **six hundred and fifty million** euros, or **two hundred and sixty million** ordinary shares with a nominal unit value of 2.50 euros, it being specified that the nominal amount of these capital increases shall be deducted from the ceiling authorized by this Meeting in the seventeenth resolution;
- 3° further resolve, that the total nominal amount of securities representing debt securities giving access, immediately and/or in the future, to the Corporation's share capital, likely to be issued by virtue of this resolution and of the seventeenth, nineteenth and twenty-first resolutions, may not exceed a ceiling of **ten billion** euros, or its equivalent in any other currency, on the date of the decision to issue;
- 4° resolve, on the one hand, in accordance with Article L.225-135 of the French Commercial Code, to cancel the shareholders' preemptive subscription right to the securities issued pursuant to this resolution and, on the other hand, in accordance with Article L.22-10-51 of the French Commercial Code, to grant the Board of Directors the option of instituting a priority period for the benefit of shareholders, the terms of which it will set in accordance with the regulations in force on the date of the transactions considered to subscribe all or part of the securities to be issued;
- 5° acknowledge that, in accordance with Article L.225-132 of the French Commercial Code, the decision to issue securities giving access to the Corporation's share capital automatically entails the waiver by shareholders of their preemptive subscription right to equity securities to which the securities issued under this delegation would give right, immediately and/or in the future, for the benefit of the holders of these securities;
- 6° resolve that the issue price of the equity securities that may be issued by virtue of this delegation, immediately and/or in the future, shall be determined in accordance with the provisions of Article L.22-10-52 and Article R.22-10-32 of the French Commercial Code;
- 7° resolve that this delegation may be implemented within the framework of a public exchange offer initiated by the Corporation, in France or abroad, on securities meeting the conditions provided for in Article L.22-10-54 of the French Commercial Code. The total nominal amount of the capital increases carried out in this context will be deducted from the ceiling of **six hundred and fifty million** euros defined in paragraph 2° of this resolution;
- 8° resolve that the Board of Directors shall have all powers, with the option of sub-delegation under the conditions provided for by law, to implement this resolution and, in particular, to:
  - › set the terms and conditions of the capital increases and set the dates, terms and conditions of the issues carried out pursuant to this resolution, determine the nature and characteristics of the securities giving access to the Corporation's share capital, the conditions for the allotment of equity securities to which these securities would give entitlement as well as the dates on which these allocation rights may be exercised,

- › set the opening and closing dates for subscriptions, the price, the vesting date for shares issued, the shares release modalities, agree time limits for their release,
  - › make all the adjustments intended to take into account the impact of transactions on the Corporation's share capital,
  - › charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each issue,
  - › and, more generally, do all that will be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and formalities to the effect of recording the completion of the increase(s) of capital, amend the Articles of Association accordingly, carry out all formalities required for the admission to trading of the shares issued;
- 9° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

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

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

### 19<sup>th</sup> RESOLUTION

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

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

- 1° delegate to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, its competence to decide on one or more capital increases of the Corporation, in France and/or abroad, in the proportions and at the times that it sees fit, by an offer set referred to in Article L.411-2, 1° of the French Monetary and Financial Code, in euros, in foreign currencies or in any monetary unit established by reference to several currencies, of ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation;

## 7. Proposed resolutions presented by the Board of Directors

- 2° resolve that the total nominal amount of the capital increases likely to be carried out in this way immediately and/or in the future, may not exceed **six hundred and fifty million euros**, *i.e. two hundred and sixty million* ordinary shares of a nominal unit value of 2.50 euros, it being specified that the nominal amount of the capital increases carried out pursuant to this resolution will be deducted from the ceiling of **six hundred and fifty million euros** authorized by this Meeting in the eighteenth resolution;
- 3° further resolve, that the total nominal amount of securities representing debt securities giving access, immediately and/or in the future, to the share capital of the Corporation, likely to be issued pursuant to this resolution and under the seventeenth, eighteenth and twenty-first resolutions, may not exceed a ceiling of **ten billion euros**, or its equivalent in another currency, on the date of the decision to issue;
- 4° resolve to cancel the preemptive subscription right of the shareholders to ordinary shares and securities giving access to the share capital of the Corporation that may be issued under this delegation;
- 5° acknowledge that, in accordance with Article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the share capital of the Corporation automatically entails the waiver by shareholders of their preemptive subscription right to equity securities to which the securities issued under this delegation would give right, immediately and/or in the future, for the benefit of holders of these securities;
- 6° resolve that the issue price of the equity securities that may be issued by virtue of this delegation, immediately and/or in the future, shall be determined in accordance with the provisions of Article L. 22-10-52 and Article R. 22-10-32 of the French Commercial Code;
- 7° resolve that the Board of Directors shall have all powers, with the option of sub-delegation under the conditions provided for by law, to implement this resolution and, in particular, to:
- ▶ set the terms and conditions of the capital increase(s) and set the dates, terms and conditions of the issues carried out pursuant to this resolution, determine the nature and characteristics of the securities giving access to the share capital of the Corporation, the conditions for the allocation of equity securities to which these securities would give right as well as the dates on which these allocation rights may be exercised,
  - ▶ set the opening and closing dates for subscriptions, the price, the vesting date for shares issued, the shares release modalities, agree time limits for their release,
  - ▶ make all the adjustments intended to take into account the impact of transaction on the share capital of the Corporation,
  - ▶ charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, if necessary, deduct from this amount the sums necessary to take the legal reserve to one-tenth of the new share capital after each issue,
  - ▶ and, more generally, do all that may be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and formalities to the effect of recording the capital increase(s), amend the Articles of

Association accordingly and carry all formalities required for the admission to trading of the shares issued;

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

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

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

### 20<sup>th</sup> RESOLUTION

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

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

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

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

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

### 21<sup>st</sup> RESOLUTION

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

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

- 1° delegate to the Board of Directors the competence to increase the share capital, by issuing, in France or abroad, in the proportions and at the times it sees fit, ordinary shares of the Corporation and/or securities giving access by any means, immediately and/or in the future, to new or existing ordinary shares of the Corporation, with a view to remunerating contributions in kind granted to the Corporation and consisting of equity securities and/or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
- 2° resolve, on the one hand, that the total nominal amount of the capital increases likely to be carried out in this way, immediately and/or in the future, may not exceed, in addition to the legal limit of **10%** of the share capital assessed on the date of the decision to issue, **six hundred and fifty million euros** *i.e. two hundred and sixty million* ordinary shares with a nominal unit value of 2.50 euros and, on the other hand, that the nominal amount of the capital increases carried out under with this resolution shall be deducted from the ceiling of **six hundred and fifty million euros** authorized by this Meeting in the eighteenth resolution;
- 3° further resolve, that the total nominal amount of securities representing debt securities giving access, immediately and/or in the future, to the share capital of the Corporation, likely to be issued pursuant to this resolution and under the seventeenth, eighteenth and nineteenth resolutions, may not exceed a ceiling of **ten billion euros**, or its equivalent in another currency, on the date of the decision to issue;
- 4° acknowledge that, in accordance with the law, shareholders shall not have a preemptive subscription right to the securities issued in accordance with this delegation, the latter being intended to remunerate contributions in kind;
- 5° acknowledge that, in accordance with Article L. 225-132 of the French Commercial Code, the decision to issue securities giving access to the share capital of the Corporation automatically entails the waiver by shareholders of their preemptive subscription right to the equity securities to which the securities issued in accordance with this delegation would give right, immediately and/or in the future, for the benefit of the holders of these securities;
- 6° resolve that the Board of Directors shall have all powers to implement this resolution and, in particular, to:

- ▶ decide on any capital increase in consideration for contributions in kind and determine the corresponding securities to be issued,
  - ▶ set the list of securities provided, approve the report of the contribution auditor(s), approve the valuation of contributions and set the issue conditions for securities to be issued in consideration for the contributions in kind including, where applicable, the amount of the balance to be paid,
  - ▶ set all the terms and conditions of the transactions authorized in accordance with the conditions provided for in Article L. 22-10-53 of the French Commercial Code,
  - ▶ set the number of securities to be issued as consideration for the contributions in kind as well as the vesting date for shares to be issued,
  - ▶ charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each issue,
  - ▶ and, more generally, with the option of sub-delegation under the conditions provided for by law, do all that may be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and all formalities to the effect of recording the completion of the capital increase(s), amend the Articles of Association accordingly and carry out all formalities required for the admission to trading of the shares issued;
- 7° acknowledge that this delegation renders ineffective, up to the unused part, any previous delegation having the same purpose.

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

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

### 22<sup>nd</sup> RESOLUTION

**(Delegation of competence granted to the Board of Directors, for a period of twenty-six months, to carry out 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



## 7. Proposed resolutions presented by the Board of Directors

competence to decide one or more capital increases by issuing ordinary shares of the Corporation, in the proportions and at the times that it shall see fit, by an amount equal to **1.5%** of the share capital existing on the date of the meeting of the Board of Directors deciding to issue, it being specified that the amount of the share capital issued under this resolution shall be deducted from the aggregate ceiling authorized by this Meeting in the seventeenth resolution;

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

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

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

4° resolve to cancel, for the benefit of the beneficiaries mentioned in paragraph 2° of this resolution, the shareholders' preemptive subscription rights to the shares issued in by virtue of this resolution and to waive any right to the ordinary shares, the shareholders further waiving, in the event of the free allocation of shares pursuant to paragraph 3° of this resolution, any right to said shares including part of the reserves, earnings or premiums which would be incorporated into the capital of the Corporation;

5° resolve that the subscription price for the new shares may not be lower than the average of the last quoted prices during the twenty trading sessions preceding the day of the Board of Directors setting the opening date for subscriptions, less a discount of 20%;

6° resolve that the Board of Directors shall have all powers, with the option of sub-delegation, pursuant to the conditions provided for by law, to implement this resolution and, in particular, to:

- ▶ set the terms and conditions of the capital increase(s) and set the dates, terms and conditions of the issues carried out pursuant to this resolution,
- ▶ set the opening and closing dates for subscriptions, the price, the vesting date for issued securities, the share release modalities, agree time limits for their release,
- ▶ charge, if it deems it appropriate, the costs, duties and fees generated by the issues against the amount of the corresponding premiums and, where applicable, deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the share capital after each issue,
- ▶ and, more generally, do that will be useful or necessary and conclude all agreements or conventions, in particular to achieve the successful completion of the issues envisaged, perform all acts and all formalities for to the effect of recording the completion of the capital

increase(s), amend the 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.

### 23<sup>rd</sup> RESOLUTION

(Authorization granted to the Board of Directors, for a period of five years, to reduce the capital by canceling treasury shares)

Voting under the conditions of *quorum* and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, the shareholders:

1° authorize the Board of Directors to reduce, on its sole decisions, in one or more occasions the share capital by canceling shares in accordance with Article L.22-10-62 of the French Commercial Code;

2° set at 10 % of the shares comprising the share capital of the Corporation the maximum number of shares of the Corporation that may be canceled by virtue of this authorization, for periods of twenty-four months, it being specified that this limit applies to a number of shares which will be adjusted, if necessary, to take into account transactions affecting the share capital after this Meeting;

3° grant all powers to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, to implement this authorization, record the difference between the book value of the shares canceled and their nominal value to any reserve item and premiums, complete the formalities required to complete the capital reduction and subsequently amend the Articles of Association;

4° acknowledge that this authorization renders ineffective, up to the unused part, any previous authorization having the same purpose.

This authorization is granted for a period of **five years** and expires at the end of the Shareholders' Meeting convened in 2027 called to approve in 2027 the financial statements for fiscal year ending December 31, 2026.

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 2021

Type	Cap on par value, or number of shares or expressed as % of share capital	Use in 2021 by value or number of shares	Available balance as of 12/31/2021 by value or number of shares <sup>(a)</sup>	Date of the delegation of authority or authorization by the Extraordinary Shareholders' Meeting	Expiry date and term of authorization granted to the Board of Directors	
Maximum cap for the issuance of securities granting immediate or future rights to share capital	Securities representing debt securities giving rights to a portion of share capital	€10bn in securities	-	€10bn	May 29, 2020 (15 <sup>th</sup> , 16 <sup>th</sup> , 17 <sup>th</sup> and 19 <sup>th</sup> resolutions)	July 29, 2022 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:	28.59 million shares	€2.43bn (i.e. 971 million shares)	May 29, 2020 (15 <sup>th</sup> resolution)	July 29, 2022 26 months
		1/ a specific cap of €650 million, i.e. a maximum of 260 million shares for issuances without a preferential subscription right (with potential use of an extension clause), including in compensation with securities contributed within the scope of a public exchange offer, provided that they meet the requirements of Article L.22-10-54 of the French Commercial Code, from which can be deducted:	-	€650 million	May 29, 2020 (16 <sup>th</sup> and 18 <sup>th</sup> resolutions)	July 29, 2022 26 months
		1/a 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 29, 2020 (17 <sup>th</sup> and 18 <sup>th</sup> resolutions)	July 29, 2022 26 months
		1/b 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 29, 2020 (19 <sup>th</sup> resolution)	July 29, 2022 26 months
		2/ a specific cap of 1.5% of the share capital on the date of the Board decision for share capital increases reserved for employees participating in a Company savings plan	18 million shares <sup>(b)</sup>	21.6 million shares	May 28, 2021 (17 <sup>th</sup> resolution)	July 28, 2023 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	-	19.8 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	-	26.4 million shares <sup>(c)</sup>	May 28, 2021 (16 <sup>th</sup> resolution)	May 28, 2024 38 months	

(a) Based on share capital as of December 31, 2021, divided into 2,640,429,329 shares.

(b) The meeting of the Board of Directors on September 15, 2021 decided to proceed with a share capital increase in 2022 with a cap of 18,000,000 shares (subscription to the shares under this operation is planned for the second quarter of 2022, subject to the decision of the Chairman and Chief Executive Officer). As a result, the available balance under this authorization amounts to 21,606,439 shares as of December 31, 2021.

(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., 396,064 shares.

# Information concerning the directors

whose renewal is proposed to the Shareholders' Meeting on May 25, 2022 (Resolutions 6 to 8)



## Lise Croteau

### Independent director

Member of the Audit Committee

Born on May 5, 1960 (Canadian)

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

End of current term: Annual Shareholders' Meeting on May 25, 2022

Number of TotalEnergies shares held: 100

Number of TotalEnergies ADS held: 1,000 (as of December 31, 2021)

Business address:

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

### Main function:

Independent director

### Directorships and functions held

#### Directorships held at any company during fiscal year 2021

- Director of TotalEnergies SE\* and member of the Audit Committee
- Director of Québecor inc.\* since June 16, 2019
- Director of Québecor Média inc.\* since June 16, 2019



## Maria van der Hoeven

### Independent director

Chairwoman of the Audit Committee

Born on September 13, 1949 (Dutch)

Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 24, 2016

Last reappointment: Annual Shareholders' Meeting on May 29, 2019

End of current term: Annual Shareholders' Meeting on May 25, 2022

Number of TotalEnergies shares held: 1,500 (as of December 31, 2021)

Business address: Sadatdomein 31, 6229 HC Maastricht, The Netherlands

### Main function:

Independent director

### Directorships and functions held

#### Directorships held at any company during fiscal year 2021

- Director of TotalEnergies SE\* and, since May 28, 2021, Chairwoman of the Audit Committee
- Member of the Supervisory Board of Covra since January 2020 (Netherlands)
- Member of the Board of Trustees of Rocky Mountain Institute (USA) until October 30, 2021

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

- Member of the Board of Trustees of Rocky Mountain Institute (USA) until October 30, 2021
- Member of the Supervisory Board of Innogy SE\* until October 4, 2019

### Biography & Professional Experience

Ms. Croteau began her career as an auditor joining Hydro-Québec in 1986 where she held financial management and control position of increasing responsibility. From 2015 to 2018, she held the position of Executive Vice President and Chief Financial Officer of Hydro-Québec prior to retiring. A chartered professional accountant since 1984, Ms. Croteau holds a Bachelor's degree in Business Administration and in 2008 was named a Fellow of the Order of Chartered Professional Accountants of Québec in recognition of her contribution to the profession. Ms. Croteau has been an independent director of Boralex since 2018, the Chair of the Audit Committee since 2019 and a member of the Investment and Risk Management Committee since 2021. Boralex, listed in Toronto, is a Canadian leader in renewable energies with operations in wind, solar, hydroelectricity and storage. It also has operations in France, the United States and the United Kingdom. Since June 2019, Ms. Croteau has been a director on the Boards of Québecor inc. and Québecor Média inc. as well as a member of the Human Resources and Corporate Governance Committee. Québecor is a Canadian leader in the telecommunications, entertainment, news media and culture fields.

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

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

- Director of TVA Group Inc.\* until June 16, 2019

#### Other positions held during fiscal year 2021

None

### Biography & Professional Experience

Ms. van der Hoeven trained as a teacher, becoming a professor in economic sciences and administration then a school counselor. She subsequently headed the Adult Vocational Education Center in Maastricht for seven years, before leading the Limburg Technology Center. She was a member of the Dutch Parliament, served as Minister of Education, Culture and Science from 2002 to 2007, and was Minister of Economic Affairs of the Netherlands from 2007 to 2010. Ms. van der Hoeven was Executive Director of the International Energy Agency (IEA) from September 2011 to August 2015. During this period, she helped to increase the number of members of the Agency and emphasized the close link between climate and energy policy. In September 2015, Ms. van der Hoeven joined the Board of Trustees of Rocky Mountain Institute (USA) and in the spring of 2016, she became a member of the Supervisory Board of Innogy SE (Germany). Ms. van der Hoeven was Vice Chairwoman of the High-level Panel of the European Decarbonisation Pathways Initiative within the European Commission between 2016 and 2018. Since January 2020, she has been a member of the Supervisory Board of COVRA, a privately held Dutch company that serves as the central depository for radioactive waste in the Netherlands.

#### Other positions held during fiscal year 2021

- Member of the EAACN, European Audit Committee Leaders Network, since August 2021
- Member of the Supervisory Board of Erasmus Entrepren (Netherlands) since June 2021
- Special Advisor on energy literacy to the Secretary General of World Energy Council (WEC) since May 2021
- Member of the Board of Leaders pour la Paix (France) since January 2019
- Member of the International Advisory Panel on Energy in Singapore since January 2019
- Senior fellow in CIEP (Netherlands)



## Jean Lemierre

### Independent director

Member of the Governance and Ethics Committee

Member of the Strategy & CSR Committee

Born on June 6, 1950 (French)

Director of TotalEnergies SE since the Annual Shareholders' Meeting on May 24, 2016

Last reappointment: Annual Shareholders' Meeting on May 29, 2019

End of current term: Annual Shareholders' Meeting on May 25, 2022

Number of TotalEnergies shares held: 1,042 (as of December 31, 2021)

Business address:

BNP Paribas, 3 rue d'Antin 75002 Paris, France

### Main function:

Chairman of the Board of Directors of BNP Paribas\*

### Directorships and functions held

#### Directorships held at any company during fiscal year 2021

##### Within the BNP Paribas group

- Chairman of the Board of Directors of BNP Paribas\*
- Director of TEB Holding AS

##### Outside the BNP Paribas group

- Director of TotalEnergies SE\*, member of the Governance and Ethics Committee and of the Strategy & CSR Committee

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

None

### Biography & Professional Experience

Mr. Lemierre is a graduate of the Institut d'Études Politiques de Paris and the École Nationale d'Administration. He also has an undergraduate law degree. Mr. Lemierre held various positions at the French tax authority, including as Head of the Fiscal Legislation Department and Director-General of Taxes. He was then appointed as Cabinet Director at the French Ministry of Economy and Finance before becoming Director of the French Treasury in October 1995. Between 2000 and 2008, he was President of the European Bank for Reconstruction and Development (EBRD). He became an advisor to the Chairman of BNP Paribas in 2008 and has been Chairman of the Board of Directors of BNP Paribas since December 1, 2014. During his career, Mr. Lemierre has also been a member of the European Monetary Committee (1995-1998), Chairman of the European Union Economic and Financial Committee (1999-2000) and Chairman of the Paris Club (1999-2000). He later became a member of the International Advisory Council of China Investment Corporation (CIC) and the International Advisory Council of China Development Bank (CDB). He is currently Chairman of the Centre d'Études Prospectives et d'Informations Internationales (CEPII) and a member of the Institute of International Finance (IIF).

#### Other positions held during fiscal year 2021

- Member of the Board of Directors of AFEP (French association of private companies)
- Chairman of Centre d'Études Prospectives et d'Informations Internationales (CEPII)
- Member of the Institute of International Finance (IIF)
- Member of the International Advisory Board of Orange\*
- Member of the International Advisory Council of China Development Bank\* (CDB)
- Member of the International Advisory Council of China Investment Corporation (CIC)
- Member of the International Advisory Panel (IAP) of the Monetary Authority of Singapore (MAS)
- Vice-Chairman of Paris Europlace since 2014

\*For information relating to the offices held by directors, companies marked with an asterisk are listed companies.



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

whose appointment is proposed to the Shareholders' Meeting held on May 25, 2022  
of TotalEnergies SE (Resolutions 9, A, B and C)

## RESOLUTION n°9 approved by the Board of Directors



**Emma de Jonge**

59 years old (Dutch)  
Number of TotalEnergies shares held: 184  
Number of TotalEnergies Actionnariat France  
collective investment fund units held: 1,308.9347  
(as of December 31, 2021)

### Biography - Professional Experience

After obtaining a double degree in information systems and management at the University of Grenoble, Emma de Jonge began her career as a project manager and pre-sales support in the Cap Gémini group in 1987. She joined Elf Aquitaine in 1990, where she held several positions as project manager, buyer and internal consultant in the Refining Distribution IT Department. In 2004, as assistant to the SAP support manager for 150 subsidiaries of Total Marketing & Services, she managed relations with the subsidiaries' managers and supplier relations.

From 2010, Emma de Jonge worked primarily as a project manager and in change management in international contexts, in the Europe Card Development Department and then in the Governance Department of Total Marketing & Services. Since 2017, she has continued these activities as Head of Procure to Pay and then as project manager within TotalEnergies Global Procurement. Furthermore, Emma de Jonge holds the IFA-Science Po Corporate Director Certificate. She is a member of the European Works Council (since 2020) and an elected member of the Supervisory Board of the TotalEnergies Actionnariat France collective investment fund (since 2020).

**Directorships and functions held at any company during 2021 fiscal year:** none

**Directorships that have expired in the previous five years:** none

### Other position held during fiscal year 2021:

- Elected member of the CSE AGSH TotalEnergies Paris (since 2018)
- Elected member and deputy secretary of the CSEC AGSH TotalEnergies (since 2018)
- Member of the TotalEnergies European Works Council (since 2020)
- Elected member of the Supervisory Board of the TotalEnergies Actionnariat France collective investment fund (since 2020)

## RESOLUTION A not approved by the Board of Directors



**Marina Delendik**

38 years old (Russian)  
Number of TotalEnergies shares held: 164  
Number of TotalEnergies Actionnariat International  
Capitalisation collective investment fund units held: 994.4451  
Number of TotalEnergies Intl Capital collective investment fund units held: 41.7115 (as of December 31, 2021)

### Biography - Professional Experience

Marina Delendik is a graduate of the Faculty of Economics and Law of Moscow State Linguistic University (Russia) in International Law. She joined the Company in 2008 as a lawyer in TotalEnergies' Moscow branch office.

Since 2015, she has been a senior lawyer at the TotalEnergies EP Russie branch in Moscow. She specializes in shareholder law and provides legal support for major investment projects in TotalEnergies' Exploration & Production segment in Russia. She is also an elected member of the Supervisory Board of the TotalEnergies Intl Capital collective investment fund (since December 2020).

**Directorships and functions held at any company during 2021 fiscal year:** none

**Directorships that have expired in the previous five years:** none

### Other position held during fiscal year 2021:

- Elected member of the Supervisory Board of the TotalEnergies Intl Capital collective investment fund (since December 2020)

## RESOLUTION B not approved by the Board of Directors



**Alexandre Garrot**

34 years old (French)  
Number of TotalEnergies shares held: 809  
Number of TotalEnergies Actionnariat France  
collective investment fund units held: 1,237.1801  
Number of TotalEnergies France Capital + collective investment fund units held: 77.8054 (as of December 31, 2021).

### Biography - Professional Experience

Passionate about the energy sector and the associated challenges, after time spent in Asia in a Chinese energy start-up and research work on multidisciplinary teams, Alexandre Garrot joined the TotalEnergies teams in 2010.

Initially working for the Refining & Marketing and then Marketing & Services branches to drive forward innovative and digital projects, he has been working since 2017 in the strategy team of the Gas, Renewables & Power (GRP) branch. After managing the GRP economic intelligence and data strategy team, he became a senior economist to help structure the analysis of GRP's investments in 2020. Since 2019, he has been leading a reflection on the long-term organization of electricity markets and the resulting prices. Between 2017 and 2020, Alexandre Garrot was a member of the Board of Directors of Cédigaz, an association dedicated to the study of natural gas, and he is also a private investor in French start-ups.

He has a generalist training with a Civil Engineering degree from the Mines (Saint-Etienne, 2007) and a Master of Arts in Strategy in Design and Innovation from Brunel University (London, 2010). He is also certified in Data Science (Polytechnique, 2018) and Corporate Finance (HEC, 2021). By engaging in mentoring, he participates in the development of his peers.

**Directorships and functions held at any company during 2021 fiscal year:** none

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

- Board member of Cédigaz

**Other position held during fiscal year 2021:** none

## RESOLUTION C not approved by the Board of Directors



**Agueda Marin**

52 years old (Spanish)  
Number of TotalEnergies shares held: 3,298  
Number of TotalEnergies Actionnariat International  
Capitalisation collective investment fund units held: 524.27  
Number of TotalEnergies Intl Capital collective investment fund units held: 76.75 (as of December 31, 2021)

### Biography - Professional Experience

A graduate of the Polytechnic University of Madrid and the Higher School of Agricultural Engineering, Agueda Marin joined the Company in 1996. She was responsible for the development of Specialty Fluids in Spain and Portugal within TotalEnergies in Spain.

In 2003, she joined the Total Fluids team in France as market manager for the development of crop protection products at the international level. At the end of 2006, back in Spain, she took over human resources and internal communication, initially at the level of a subsidiary of TotalEnergies in Spain, then for the whole of Spain and Portugal with the creation of the Iberian Hub in 2017.

In 2018, she was appointed Head of Human Resources and Information Systems for the Iberian Hub and expanded her duties within the One Total One Country organization with the roles of Ethics officer, Talent Developer and Corporate Social Responsibility Coordinator, among others.

Since 2012, she was elected member of the Supervisory Board of the TotalEnergies Actionnariat International Capitalisation collective investment fund.

**Directorships and functions held at any company during 2021 fiscal year:** none

**Directorships that have expired in the previous five years:** none

### Other position held during fiscal year 2021:

- Elected member of the Supervisory Board of the TotalEnergies Actionnariat International Capitalisation collective investment fund













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 25, 2022, the documents and information indicated in Article R. 225-83 of the French Commercial Code.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2022 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 2021.





# 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

Belgium: 02 288 3309

the United Kingdom: 020 7719 6084

Germany: 30 2027 7700

other countries: +33 1 47 44 24 02

## Investor Relations Department

### TotalEnergies SE

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

**Email:** [ir@totalenergies.com](mailto:ir@totalenergies.com)

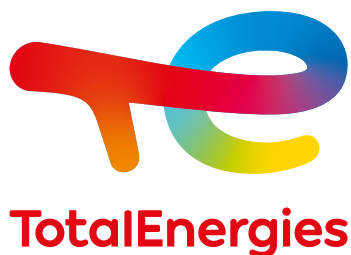
**Phone:** +33 (0)1 47 44 46 46

### TotalEnergies American Services Inc.

1201 Louisiana Street, Suite 1800  
Houston, TX 77002 - United States

**Email:** [ir.tx@totalenergies.com](mailto:ir.tx@totalenergies.com)

**Phone:** +1 (713) 483 - 5070



## TotalEnergies SE

Registered office:  
2, place Jean Millier  
92400 Courbevoie - France  
Share capital: €6,524,433,185.00  
RCS 542 051 180 Nanterre



## NOTICE OF MEETING - COMBINED SHAREHOLDERS' MEETING 2022

—  
**PRINTING:**  
Advence  
—  
**DESIGN AND PRODUCTION:**  
Advence Com

**PHOTO CREDITS:**  
@TotalEnergies /  
Renaud Khanh - TotalEnergies /  
Julien Lutt - CAPA Pictures /  
Laurent Pascal - CAPA Pictures /  
Cody Porche - Porche Aerial Imagery /  
Marc Roussel - TotalEnergies /  
All rights reserved TotalEnergies.