

SECOND SUPPLEMENT DATED 13 FEBRUARY 2026 TO THE DEBT ISSUANCE PROGRAMME  
PROSPECTUS DATED 5 SEPTEMBER 2025



**TOTALENERGIES SE,  
TOTALENERGIES CAPITAL,  
TOTALENERGIES CAPITAL INTERNATIONAL  
€40,000,000,000  
Euro Medium Term Note Programme  
Due from seven days from the date of original issue**

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the debt issuance programme prospectus dated 5 September 2025, as supplemented by the first supplement dated 31 October 2025 (the “**First Supplement**”) (together, the “**Debt Issuance Programme Prospectus**”), which has been prepared by TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International (each an “**Issuer**”, and together the “**Issuers**”, as the case may be) in relation to the €40,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). The Debt Issuance Programme Prospectus, as supplemented by this Second Supplement, constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/2019 as may be amended from time to time (the “**Prospectus Regulation**”). The Debt Issuance Programme Prospectus has been approved by the French *Autorité des marchés financiers* (the “**AMF**”) in France in its capacity as competent authority under the Prospectus Regulation and pursuant to the French *Code monétaire et financier*, and received AMF approval n° 25-0364 on 5 September 2025, and the First Supplement received AMF approval n° 25-0416 on 31 October 2025.

Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority in France pursuant to the Prospectus Regulation and pursuant to the French *Code monétaire et financier*. Unless the context otherwise requires, terms defined in the Debt Issuance Programme Prospectus shall have the same meaning when used in this Second Supplement.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into this Second Supplement and (b) any statement in, or incorporated by reference in the Debt Issuance Programme Prospectus, the statements referred to in (a) above will prevail.

This Second Supplement constitutes a supplement to the Debt Issuance Programme Prospectus for the purposes of Article 23.1 of the Prospectus Regulation and has been prepared for the purpose of:

- a. updating the section entitled “*Documents Incorporated by Reference*” of the Debt Issuance Programme Prospectus in order to incorporate by reference:
  - (i) the French language unaudited consolidated financial statements as at and for the fourth quarter and twelve-month period ended 31 December 2025 for TotalEnergies SE;
  - (ii) the French language press release dated 11 February 2026 entitled “*Résultats du quatrième trimestre et de l’année 2025*” published by TotalEnergies SE; and
- b. updating the cover page and the sections entitled “*Risk Factors*”, “*Description of TotalEnergies*”, “*Recent Developments*”, “*Subscription and Sale*”, “*Form of Final Terms for Senior Notes*”, “*Form of Final Terms for Deeply Subordinated Notes*” and “*General Information*” of the Debt Issuance Programme Prospectus.

Copies of this Second Supplement (a) may be obtained, free of charge, at the registered office of TotalEnergies during normal business hours, (b) will be available on the website of TotalEnergies ([www.totalenergies.com](http://www.totalenergies.com)), (c) will be available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and (d) will be available for collection free of charge on any weekday (Saturdays, Sundays and public holidays excepted) at the specified offices of the Fiscal Agent and each Paying Agent during normal business hours so long as any of the Notes are outstanding.

## TABLE OF CONTENTS

	<b>Page</b>
<b>COVER PAGE</b> .....	3
<b>RISK FACTORS</b> .....	4
<b>DOCUMENTS INCORPORATED BY REFERENCE</b> .....	6
<b>DESCRIPTION OF TOTAL ENERGIES</b> .....	22
<b>RECENT DEVELOPMENTS</b> .....	24
<b>SUBSCRIPTION AND SALE</b> .....	25
<b>FORM OF FINAL TERMS FOR SENIOR NOTES</b> .....	26
<b>FORM OF FINAL TERMS FOR DEEPLY SUBORDINATED NOTES</b> .....	27
<b>GENERAL INFORMATION</b> .....	28
<b>PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT</b> .....	30

## COVER PAGE

On the cover page, the paragraph entitled “*Important – UK PRIIPS Regulation / Prohibition of Sales to UK Retail Investors*” on page 3 of the Debt Issuance Programme Prospectus is hereby deleted and replaced in its entirety with the following:

**“IMPORTANT – UK PRIIPS REGULATION / PROHIBITION OF SALES TO UK RETAIL INVESTORS –** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a “**retail investor**” means a person who is neither: (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the “**POATRs**”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPS Regulation.”

## RISK FACTORS

1. The risk factor entitled “*The Senior Notes will be unsecured, and therefore an investor’s right to receive payments may be adversely affected*” in the sub-section entitled “*Risks relating to all Senior Notes issued under the Programme and to the structure of a particular issue of Senior Notes*” in the section “*Risk Factors relating to the Notes*” in the chapter “*Risk Factors*” of the Debt Issuance Programme Prospectus on page 25 is hereby deleted and replaced in its entirety with the following:

*“The Senior Notes will be unsecured, and therefore an investor’s right to receive payments may be adversely affected*

The Senior Notes will be unsecured. The Senior Notes are not subordinated to any of the relevant Issuer’s or Guarantor’s (as relevant) other debt obligations, and therefore they will rank equally with all such person’s other unsecured and unsubordinated indebtedness (save for certain mandatory exceptions provided by French law). There is no limitation on the relevant Issuer’s or the Guarantor’s ability to issue secured debt. As of 31 December 2025, \$8,699 million of TotalEnergies SE’s non-current financial debt was secured and as of the same date, each of TotalEnergies Capital and TotalEnergies Capital International had no secured indebtedness outstanding. If the relevant Issuer of the Senior Notes defaults on the Senior Notes or if the Guarantor defaults on the Guarantee, or after the bankruptcy, liquidation or reorganization of the relevant Issuer or the Guarantor, then, to the extent the relevant obligor has granted security over its assets, the assets that secure that entity’s debts will be used to satisfy the obligations under that secured debt before the obligor can make payment on the Senior Notes or the Guarantee, as applicable. There may only be limited assets available to make payments on the Senior Notes or the Guarantee in the event of an acceleration of the Senior Notes. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness (save for certain mandatory exceptions provided by French law). Therefore, the recovery of an investment in the Senior Notes following a default or after the bankruptcy, liquidation or reorganization of the relevant Issuer or the Guarantor will necessarily be less than that of a debt obligation secured over collateral which could have material consequences for the value of a Noteholder’s investment.”

2. The risk factor entitled “*The Deeply Subordinated Notes and the related Coupons are deeply subordinated obligations of the Issuer*” in the sub-section entitled “*Risks relating to all Deeply Subordinated Notes issued under the Programme and to the structure of a particular issue of Deeply Subordinated Notes*” in the section “*Risk Factors relating to the Notes*” in the chapter “*Risk Factors*” of the Debt Issuance Programme Prospectus on page 31 is hereby deleted and replaced in its entirety with the following:

*“The Deeply Subordinated Notes and the related Coupons are deeply subordinated obligations of the Issuer*

In accordance with Condition 2.1 (*Deeply Subordinated Notes*) of the Terms and Conditions of the Deeply Subordinated Notes, the Issuer’s obligations under the Deeply Subordinated Notes and the related Coupons are direct, unconditional, unsecured and deeply subordinated obligations (*titres subordonnés de dernier rang*) of the Issuer and rank and will rank *pari passu* among themselves. Substantially all of the Issuer’s secured and unsecured debt will rank senior to the Deeply Subordinated Notes issued under the Programme. As of 31 December 2025, TotalEnergies had \$8,699 million of secured non-current financial debt and \$40,296 million of unsecured non-current financial debt.

In accordance with Condition 2.2 (*Payment on the Notes in the event of the liquidation of the Issuer*), in the event of any judgment rendered by any competent court declaring the judicial liquidation (*liquidation judiciaire*) of the Issuer, or in the event of a transfer of the whole of the business of the Issuer (*cession totale de l’entreprise*) subsequent to the opening of a judicial recovery procedure (*redressement judiciaire*), or in the event of the voluntary dissolution of the Issuer or if the Issuer is liquidated for any other reason (in all cases listed above, other than pursuant to a consolidation, amalgamation, merger or other reorganisation outside the context of an insolvency and where the resulting entity assumes the obligations of the Issuer under the Deeply Subordinated Notes and the related Coupons), the rights of Noteholders and Couponholders to payment under the Deeply Subordinated Notes and the related Coupons, as the case may be will be subordinated to the full payment of the unsubordinated creditors of the Issuer (including holders of Unsubordinated Obligations), of the ordinary subordinated creditors of the Issuer (including holders of Ordinary Subordinated Obligations), of lenders in relation to *prêts participatifs*, if any, granted to the Issuer and *titres participatifs*, if any, issued or to be issued by the Issuer, if and to the extent that there is still cash available for those payments. Thus, the Noteholders and Couponholders face a higher recovery risk than holders of unsubordinated and ordinary subordinated obligations of the Issuer. In the event of incomplete payment of unsubordinated creditors and subordinated creditors ranking ahead of the claims of the Noteholders and Couponholders, the obligations of the Issuer in connection with the Deeply Subordinated Notes and the related

Coupons shall terminate. The claims of the Noteholders and Couponholders under the Deeply Subordinated Notes and the related Coupons, as the case may be, are intended to be senior only to claims of shareholders. As of the date of this Debt Issuance Programme Prospectus, there are currently no other instruments of the Issuer that rank junior to the Deeply Subordinated Notes or the related Coupons other than the ordinary shares of the Issuer. The ranking of the Deeply Subordinated Notes may have a significant adverse effect on return and recovery by Noteholders of Deeply Subordinated Notes as compared to Noteholders of Senior Notes which could result in (i) a loss of all or a part of a Noteholder's investment in the event of a bankruptcy and (ii) more volatility in the market price of the Deeply Subordinated Notes as compared to Senior Notes issued under the Programme.”

## DOCUMENTS INCORPORATED BY REFERENCE

The chapter entitled “*Documents Incorporated by Reference*” of the Debt Issuance Programme Prospectus on pages 38 to 49 is hereby deleted and replaced in its entirety with the following:

“This Debt Issuance Programme Prospectus should be read and construed in conjunction with the sections referred to in the tables below included in the following documents which have been filed with the AMF and shall be deemed to be incorporated in, and to form part of, this Debt Issuance Programme Prospectus:

- (a) the sections referred to in the tables below:
  - (i) for TotalEnergies SE, the French language Universal Registration Document 2024 filed under reference D.25-0203 on 31 March 2025 (the “**TotalEnergies 2024 URD**”), containing the audited consolidated annual financial statements and the statutory auditors’ report thereon for the financial year ended 31 December 2024<sup>1</sup>  
  
([https://totalenergies.com/system/files/documents/totalenergies\\_document-enregistrement-universel-2024\\_2025\\_fr.pdf](https://totalenergies.com/system/files/documents/totalenergies_document-enregistrement-universel-2024_2025_fr.pdf))
  - (ii) for TotalEnergies SE, the French language Universal Registration Document 2023 filed under reference D.24-0215 on 29 March 2024 (the “**TotalEnergies 2023 URD**”), containing the audited consolidated annual financial statements and the statutory auditors’ report thereon for the financial year ended 31 December 2023<sup>2</sup>  
  
([https://totalenergies.com/system/files/documents/2024-03/totalenergies\\_document-enregistrement-universel-2023\\_2023\\_fr\\_pdf.pdf](https://totalenergies.com/system/files/documents/2024-03/totalenergies_document-enregistrement-universel-2023_2023_fr_pdf.pdf))
  - (iii) for TotalEnergies Capital, the French language audited annual non-consolidated financial statements and audit report for the financial year ended 31 December 2024 (the “**TotalEnergies Capital Financial Statements 2024**”)  
  
([https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies\\_totalenergies-capital-rapport-financier-annuel\\_2024\\_fr.pdf](https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies_totalenergies-capital-rapport-financier-annuel_2024_fr.pdf))
  - (iv) for TotalEnergies Capital, the audited annual non-consolidated financial statements and audit report for the financial year ended 31 December 2023 (the “**TotalEnergies Capital Financial Statements 2023**”)  
  
([https://totalenergies.com/sites/g/files/nytnzq121/files/documents/2024-07/TotalEnergies\\_Capital-2023-Financial-Report\\_en\\_pdf.pdf](https://totalenergies.com/sites/g/files/nytnzq121/files/documents/2024-07/TotalEnergies_Capital-2023-Financial-Report_en_pdf.pdf))
  - (v) for TotalEnergies Capital International, the French language audited annual non-consolidated financial statements and audit report for the financial year ended 31 December 2024 (the “**TotalEnergies Capital International Financial Statements 2024**”)  
  
([https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies\\_totalenergies-capital-international-rapport-financier-annuel\\_2024\\_fr.pdf](https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies_totalenergies-capital-international-rapport-financier-annuel_2024_fr.pdf))
  - (vi) for TotalEnergies Capital International, the audited annual non-consolidated financial statements and audit report for the financial year ended 31 December 2023 (the “**TotalEnergies Capital International Financial Statements 2023**”)  
  
([https://totalenergies.com/sites/g/files/nytnzq121/files/documents/2024-07/totalenergies\\_Capital-International-2023-Financial-Report\\_en\\_pdf.pdf](https://totalenergies.com/sites/g/files/nytnzq121/files/documents/2024-07/totalenergies_Capital-International-2023-Financial-Report_en_pdf.pdf))

---

<sup>1</sup> The English language translation of the TotalEnergies 2024 URD may be obtained without charge from the website of the Guarantor ([https://totalenergies.com/system/files/documents/totalenergies\\_universal-registration-document-2024\\_2025\\_en.pdf](https://totalenergies.com/system/files/documents/totalenergies_universal-registration-document-2024_2025_en.pdf))

<sup>2</sup> The English language translation of the TotalEnergies 2023 URD may be obtained without charge from the website of the Guarantor ([https://totalenergies.com/system/files/documents/2024-03/totalenergies\\_universal-registration-document-2023\\_2023\\_en\\_pdf.pdf](https://totalenergies.com/system/files/documents/2024-03/totalenergies_universal-registration-document-2023_2023_en_pdf.pdf))

- (vii) for TotalEnergies SE, the French language unaudited consolidated financial statements as at and for the fourth quarter and twelve-month period ended 31 December 2025 (the “**TotalEnergies Q4 and FY 2025 Financial Statements**”)<sup>3</sup>

([https://totalenergies.com/system/files/documents/totalenergies\\_etats-financiers-t4-2025\\_2026\\_fr.pdf](https://totalenergies.com/system/files/documents/totalenergies_etats-financiers-t4-2025_2026_fr.pdf))

- (viii) for TotalEnergies SE, the French language press release dated 11 February 2026 entitled “*Résultats du quatrième trimestre et de l’année 2025*” (the “**Q4 and FY 2025 Press Release**”)<sup>4</sup>

([https://totalenergies.com/system/files/documents/totalenergies\\_cp-resultats-t4-2025\\_2026\\_fr.pdf](https://totalenergies.com/system/files/documents/totalenergies_cp-resultats-t4-2025_2026_fr.pdf))

- (b) the terms and conditions of Notes issued under the Programme:

- (i) set out on pages 89 to 116 of the Debt Issuance Programme Prospectus dated 9 May 2018 which received visa no. 18-0165 from the AMF on 9 May 2018 (the “**2018 EMTN Conditions**”)

([https://prd-backoffice.totalenergies.com/sites/g/files/nytnzq121/files/documents/Total\\_EMTN\\_Base\\_Prospectus\\_2018.pdf](https://prd-backoffice.totalenergies.com/sites/g/files/nytnzq121/files/documents/Total_EMTN_Base_Prospectus_2018.pdf))

- (ii) set out on pages 81 to 102 of the Debt Issuance Programme Prospectus dated 20 May 2019 which received visa no. 19-215 from the AMF on 20 May 2019 (the “**2019 EMTN Conditions**”)

([https://prd-backoffice.totalenergies.com/sites/g/files/nytnzq121/files/documents/Total\\_EMTN\\_Base\\_Prospectus\\_2019.pdf](https://prd-backoffice.totalenergies.com/sites/g/files/nytnzq121/files/documents/Total_EMTN_Base_Prospectus_2019.pdf))

- (iii) set out on pages 50 to 77 of the Debt Issuance Programme Prospectus dated 9 June 2020 which received approval no. 20-247 from the AMF on 9 June 2020 (the “**2020 EMTN Conditions**”)

(<https://totalenergies.com/sites/g/files/nytnzq121/files/documents/2020-06/emtn-base-prospectus-june-2020.pdf>)

- (iv) set out on pages 55 to 120 of the Debt Issuance Programme Prospectus dated 10 September 2024 which received approval no. 24-396 from the AMF on 10 September 2024 (the “**2024 EMTN Conditions**” and together with the 2018 EMTN Conditions, the 2019 EMTN Conditions and the 2020 EMTN Conditions, the “**EMTN Previous Conditions**”)

([https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies\\_emtn-base-prospectus-september\\_2024\\_en\\_pdf.pdf](https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies_emtn-base-prospectus-september_2024_en_pdf.pdf)),

save that any statement contained in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Debt Issuance Programme Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Debt Issuance Programme Prospectus.

To the extent that any of the documents incorporated by reference itself incorporates documents by reference, such documents shall not be deemed incorporated by reference herein. The non-incorporated parts of the documents incorporated by reference are either not relevant for investors or covered elsewhere in this Debt Issuance Programme Prospectus.

---

<sup>3</sup> The English language translation of the TotalEnergies Q4 and FY 2025 Financial Statements may be obtained without charge from the website of the Guarantor ([https://totalenergies.com/system/files/documents/totalenergies\\_accounts-q4-2025\\_2026\\_en.pdf](https://totalenergies.com/system/files/documents/totalenergies_accounts-q4-2025_2026_en.pdf)).

<sup>4</sup> The English language translation of the Q4 and FY 2025 Press Release may be obtained without charge from the website of the Guarantor ([https://totalenergies.com/system/files/documents/totalenergies\\_pr-results-q4-2025\\_2026\\_en.pdf](https://totalenergies.com/system/files/documents/totalenergies_pr-results-q4-2025_2026_en.pdf)).

All documents incorporated by reference in this Debt Issuance Programme Prospectus may be obtained, free of charge, at the offices of each Paying Agent set out at the end of this Debt Issuance Programme Prospectus during normal business hours and as long as any of the Notes are outstanding.

Copies of the documents incorporated by reference will be published on the website of TotalEnergies ([www.totalenergies.com](http://www.totalenergies.com)).

## INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTALENERGIES SE AND TOTALENERGIES

The following consolidated table cross-references the information incorporated by reference in this Debt Issuance Programme Prospectus with the main heading required under Annex 7 of the Commission Delegated Regulation (Registration Document for Wholesale Non-Equity Securities) supplementing the Prospectus Regulation.

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))		Page Reference(s) in the TotalEnergies 2024 URD	Page Reference(s) in the TotalEnergies 2023 URD	Page Reference(s) in the TotalEnergies Q4 and FY 2025 Financial Statements	Page Reference(s) in the Q4 and FY 2025 Press Release
<b>3.</b>	<b>Risk Factors</b>	132 to 141	N/A*	N/A*	N/A*
<b>4.</b>	<b>Information about the issuer</b>				
4.1	History and development of the issuer	10 to 11	N/A*	N/A*	
4.1.1	The legal and commercial name of the issuer.	47 and 443	N/A*	N/A*	N/A*
4.1.3	The date of incorporation and the length of life of the issuer, except where the period is indefinite.	47 and 443	N/A*	N/A*	N/A*
4.1.4	The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	47 and 443	N/A*	N/A*	N/A*
4.1.5	Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	N/A*	N/A*	N/A*	1 to 27
<b>5.</b>	<b>Business overview</b>				
5.1	Principal activities				
5.1.1	A brief description of the issuer's principal activities, stating the main categories of products sold and/or services performed.	6 to 9, 72 to 131	N/A*	N/A*	N/A*

<b>Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))</b>		<b>Page Reference(s) in the TotalEnergies 2024 URD</b>	<b>Page Reference(s) in the TotalEnergies 2023 URD</b>	<b>Page Reference(s) in the TotalEnergies Q4 and FY 2025 Financial Statements</b>	<b>Page Reference(s) in the Q4 and FY 2025 Press Release</b>
5.1.2	The basis for any statements made by the issuer regarding its competitive position.	40 to 41, 43	N/A*	N/A*	N/A*
<b>6.</b>	<b>Organisational structure</b>				
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	47 to 48, 541 to 569	N/A*	N/A*	N/A*
6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	47 to 48	N/A*	N/A*	N/A*
<b>9.</b>	<b>Administrative, management and supervisory bodies</b>				
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer: <ul style="list-style-type: none"> <li>• members of the administrative, management or supervisory bodies;</li> <li>• partners with unlimited liability, in the case of a limited partnership with a share capital.</li> </ul>	190 to 208	N/A*	N/A*	N/A*
9.2	<b>Administrative, management, and supervisory bodies' conflicts of interests</b>  Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	208 to 209	N/A*	N/A*	N/A*
<b>10.</b>	<b>Major shareholders</b>				

<b>Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))</b>		<b>Page Reference(s) in the TotalEnergies 2024 URD</b>	<b>Page Reference(s) in the TotalEnergies 2023 URD</b>	<b>Page Reference(s) in the TotalEnergies Q4 and FY 2025 Financial Statements</b>	<b>Page Reference(s) in the Q4 and FY 2025 Press Release</b>
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	432 to 433 and 445 to 446	N/A*	N/A*	N/A*
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	N/A*	N/A*	N/A*	N/A*
<b>11.</b>	<b>Financial information concerning the issuer's assets and liabilities, financial position and profits and losses</b>				
11.1	Historical financial information				
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.	450 to 569	416 to 534	N/A*	N/A*
11.1.2	<b>Change of accounting reference date</b>  If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter.	N/A*	N/A*	N/A*	N/A*
11.1.3	<b>Accounting Standards</b>  The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No. 1606/2002.  If Regulation (EC) No. 1606/2002 is not applicable, the financial information must be prepared in accordance with either: (a) a Member State's national accounting	446 to 447	412 to 413	N/A*	N/A*

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))	Page Reference(s) in the TotalEnergies 2024 URD	Page Reference(s) in the TotalEnergies 2023 URD	Page Reference(s) in the TotalEnergies Q4 and FY 2025 Financial Statements	Page Reference(s) in the Q4 and FY 2025 Press Release
standards for issuers from the EEA, as required by the Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No. 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No. 1606/2002, the financial statements shall be restated in compliance with that Regulation.				
11.1.4 Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following:  (a) the balance sheet;  (b) the income statement;  (c) the accounting policies and explanatory notes.	N/A*	N/A*	N/A*	N/A*
11.1.5 <b>Consolidated financial statements</b>  If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	450 to 569	416 to 534	1 to 13	N/A*
11.1.6 <b>Age of financial information</b>  The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.	457	423	N/A*	N/A*
11.2 <b>Auditing of historical annual financial information</b>				
11.2.1 The historical financial information must be independently audited. The audit report shall be prepared in accordance with	450 to 454	416 to 420	N/A*	N/A*

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))	Page Reference(s) in the TotalEnergies 2024 URD	Page Reference(s) in the TotalEnergies 2023 URD	Page Reference(s) in the TotalEnergies Q4 and FY 2025 Financial Statements	Page Reference(s) in the Q4 and FY 2025 Press Release	
<p>Directive 2006/43/EC and Regulation (EU) No 537/2014</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document:</p> <p>(a) a prominent statement disclosing which auditing standards have been applied.</p> <p>(b) an explanation of any significant departures from International Standards on Auditing.</p>	N/A*	N/A*	N/A*		
11.2.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	N/A*	N/A*	N/A*	N/A*
11.2.2	Indication of other information in the registration document which has been audited by the auditors.	N/A*	N/A*	N/A*	N/A*
11.2.3	Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited.	N/A*	N/A*	N/A*	N/A*
<b>11.3</b>	<b>Legal and arbitration proceedings</b>				
11.3.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware),	153 to 154 and 639 to 640	N/A*	N/A*	N/A*

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))	Page Reference(s) in the TotalEnergies 2024 URD	Page Reference(s) in the TotalEnergies 2023 URD	Page Reference(s) in the TotalEnergies Q4 and FY 2025 Financial Statements	Page Reference(s) in the Q4 and FY 2025 Press Release
	during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.			
<b>12.</b>	<b>Material contracts</b>			
12.1	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or an entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	N/A*	N/A*	N/A*

## INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTALENERGIES CAPITAL

The following consolidated table cross-references the information incorporated by reference in this Debt Issuance Programme Prospectus with the main heading required under Annex 7 of the Commission Delegated Regulation (Registration Document for Wholesale Non-Equity Securities) supplementing the Prospectus Regulation.

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))		Page Reference(s) in the TotalEnergies Capital Financial Statements 2024 (except for the Risk Factors)	Page Reference(s) in the TotalEnergies Capital Financial Statements 2023
3.	<b>Risk Factors</b>	132 to 141 of the TotalEnergies 2024 URD	N/A*
11.	<b>Financial information concerning the issuer's assets and liabilities, financial position and profits and losses</b>		
11.1	Historical financial information		
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.	17 to 28	1 to 25
11.1.2	<b>Change of accounting reference date</b>  If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter.	N/A*	N/A*
11.1.3	<b>Accounting Standards</b>  The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No. 1606/2002.  If Regulation (EC) No. 1606/2002 is not applicable, the financial information must be prepared in accordance with either: (a) a Member State's national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No. 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation	N/A*  23 to 24	N/A*  17

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))	Page Reference(s) in the TotalEnergies Capital Financial Statements 2024 (except for the Risk Factors)	Page Reference(s) in the TotalEnergies Capital Financial Statements 2023	
	(EC) No. 1606/2002, the financial statements shall be restated in compliance with that Regulation.		
11.1.4	<p>Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following:</p> <p>(a) the balance sheet;</p> <p>(b) the income statement;</p> <p>(c) the accounting policies and explanatory notes.</p>	<p>21</p> <p>20</p> <p>23 to 28</p>	<p>10</p> <p>12</p> <p>16 to 25</p>
11.1.5	<p><b>Consolidated financial statements</b></p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>	N/A*	N/A*
11.1.6	<p><b>Age of financial information</b></p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p>	17 to 28	N/A*
11.2	<p><b>Auditing of historical annual financial information</b></p>		
11.2.1	<p>The historical financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the</p>	<p>17 to 19</p> <p>N/A*</p>	<p>1 to 6</p> <p>N/A*</p>

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))		Page Reference(s) in the TotalEnergies Capital Financial Statements 2024 (except for the Risk Factors)	Page Reference(s) in the TotalEnergies Capital Financial Statements 2023
	<p>following information must be included in the registration document:</p> <p>(a) a prominent statement disclosing which auditing standards have been applied.</p> <p>(b) an explanation of any significant departures from International Standards on Auditing.</p>		
11.2.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	N/A*	N/A*
11.2.2	Indication of other information in the registration document which has been audited by the auditors.	N/A*	N/A*
11.2.3	Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited.	N/A*	N/A*

\* N/A means not applicable.

## INFORMATION INCORPORATED BY REFERENCE IN RELATION TO TOTALENERGIES CAPITAL INTERNATIONAL

The following consolidated table cross-references the information incorporated by reference in this Debt Issuance Programme Prospectus with the main heading required under Annex 7 of the Commission Delegated Regulation (Registration Document for Wholesale Non-Equity Securities) supplementing the Prospectus Regulation.

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))		Page Reference(s) in the TotalEnergies Capital International Financial Statements 2024 (except for the Risk Factors)	Page Reference(s) in the TotalEnergies Capital International Financial Statements 2023
3.	<b>Risk Factors</b>	132 to 141 of the TotalEnergies 2024 URD	N/A*
11.	<b>Financial information concerning the issuer's assets and liabilities, financial position and profits and losses</b>		
11.1	Historical financial information		
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year.	17 to 28	1 to 24
11.1.2	<b>Change of accounting reference date</b>  If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter.	N/A*	N/A*
11.1.3	<b>Accounting Standards</b>  The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No. 1606/2002.  If Regulation (EC) No. 1606/2002 is not applicable, the financial information must be prepared in accordance with either: (a) a Member State's national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No. 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No. 1606/2002,	N/A*  23 to 24	N/A*  17

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))	Page Reference(s) in the TotalEnergies Capital International Financial Statements 2024 (except for the Risk Factors)	Page Reference(s) in the TotalEnergies Capital International Financial Statements 2023	
	the financial statements shall be restated in compliance with that Regulation.		
11.1.4	<p>Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following:</p> <p>(a) the balance sheet;</p> <p>(b) the income statement;</p> <p>(c) the accounting policies and explanatory notes.</p>	<p>21</p> <p>20</p> <p>23 to 28</p>	<p>10</p> <p>12</p> <p>16 to 24</p>
11.1.5	<p><b>Consolidated financial statements</b></p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>	N/A*	N/A*
11.1.6	<p><b>Age of financial information</b></p> <p>The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.</p>	10	N/A*
11.2	<p><b>Auditing of historical annual financial information</b></p>		
11.2.1	<p>The historical financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014</p>	17 to 19	1 to 6

Information incorporated by reference (pursuant to Annex 7 of the Commission Delegated Regulation (Registration Document for wholesale non-equity securities))		Page Reference(s) in the TotalEnergies Capital International Financial Statements 2024 (except for the Risk Factors)	Page Reference(s) in the TotalEnergies Capital International Financial Statements 2023
	Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document: (a) a prominent statement disclosing which auditing standards have been applied; (b) an explanation of any significant departures from International Standards on Auditing.	N/A*	N/A*
11.2.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	N/A*	N/A*
11.2.2	Indication of other information in the registration document which has been audited by the auditors.	N/A*	N/A*
11.2.3	Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited.	N/A*	N/A*

\* N/A means not applicable.

#### INFORMATION INCORPORATED BY REFERENCE IN RELATION TO EMTN PREVIOUS CONDITIONS

The EMTN Previous Conditions are incorporated by reference in this Debt Issuance Programme Prospectus for the purpose only of further issues of Notes to be consolidated and form a single series with Notes already issued pursuant to the relevant EMTN Previous Conditions.

EMTN Previous Conditions	Debt Issuance Programme Prospectus dated
2018 EMTN Conditions	9 May 2018: Pages 89 to 116

2019 EMTN Conditions	20 May 2019: Pages 81 to 107
2020 EMTN Conditions	9 June 2020: Pages 50 to 77
2024 EMTN Conditions	10 September 2024: Senior Notes: Pages 55 to 92 Deeply Subordinated Notes: Pages 93 to 120

## DESCRIPTION OF TOTALENERGIES

The chapter entitled “*Description of TotalEnergies*” of the Debt Issuance Programme Prospectus on pages 123 to 124 is hereby deleted and replaced in its entirety with the following:

“For a description of the TotalEnergies, see pages 6 to 9, 10 to 11 and 72 to 131 of the TotalEnergies 2024 URD incorporated by reference into this Debt Issuance Programme Prospectus.

### History and development

TotalEnergies SE is a French European company (*Societas Europaea* or SE) originally incorporated on 28 March 1924 as a *société anonyme* (limited company) which converted into a European company on 16 July 2020. Its corporate existence is through 28 March 2119, unless otherwise extended in accordance with applicable law.

TotalEnergies SE’s history started in 1924 with the creation of the *Compagnie française des Pétroles* (CFP), which began its oil production activities in the Middle East at this time. Over the years, TotalEnergies SE has diversified its activities and opened sites around the world by positioning itself in the gas, refining and petrochemical segments and the distribution of petroleum products, solar power, sustainable biofuels and electricity. In early 1999, the company took over PetroFina S.A. and in early 2000 it took over Elf Aquitaine. Since the repeal in 2002 of the decree of 13 December 1993 that established a golden share of Elf Aquitaine held by the French government, there are no longer any agreements or regulatory provisions governing shareholding relationships between TotalEnergies SE and the French government.

With a presence in 120 countries, TotalEnergies SE is a broad energy company that produces and markets fuels, natural gas and electricity. TotalEnergies’ model of value creation is based on integration across the energy value chain, from exploration and production of oil, gas and electricity to energy distribution to the end customer, and including refining, liquefaction, petrochemicals, trading, and energy transportation and storage. As of 31 December 2024, TotalEnergies’ organization is centred around five business segments: Exploration & Production, Integrated LNG, Integrated Power, Refining & Chemicals and Marketing & Services.

The company’s corporate name is TotalEnergies SE, effective as of 28 May 2021 upon the adoption of a resolution at the annual general meeting of shareholders to change the name from TOTAL SE to TotalEnergies SE.

TotalEnergies SE’s registered office is 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.

Its telephone number is +33 1 47 44 45 46 and the website address is [www.totalenergies.com](http://www.totalenergies.com).

TotalEnergies SE is registered in France at the Nanterre Trade Register under the registration number 542 051 180.

### Strategy

TotalEnergies’ *raison d’être* is to supply to as many people as possible a more affordable, more available and cleaner energy. As a supporting component of society’s evolutions, energy is a fundamental resource for economic, social and human development, which currently faces a twofold challenge: satisfying the energy needs of an ever-growing world population while reducing global warming. TotalEnergies’ *raison d’être* is rooted in that challenge. TotalEnergies’ intention in becoming a broad energy company is to help meet that challenge in a responsible way.

TotalEnergies’ strategy consists in transforming itself into a broad energy company by profitably growing its energy production, particularly from liquefied natural gas and electricity, the two fastest growing energy markets, to create long-term value for shareholders.

In particular, TotalEnergies’ strategy calls for:

- expanding its presence across the value chain for natural gas, renewable gas and hydrogen;
- pursuing further growth in the renewables market, expanding its power generation and distribution capacity alike;
- focusing on the most resilient oil projects, meaning those with the lowest breakeven point, and prioritizing value over volume while ensuring that its capex allocation is consistent with its climate ambition, as well as adapting refining capacity and sales to changing demand, particularly in Europe, and increasing its biofuels production and sales; and

- investing in two major carbon sink solutions: natural carbon sinks and carbon capture and storage (CCS), as well as R&D programmes to develop negative emissions technologies.

## **Share capital**

### *Share capital as of 31 December 2025*

€5,516,463,857.50 consisting of 2,206,585,543 fully paid ordinary shares with a par value of €2.50 per share (including 63,702,529 treasury shares).

### *Features of the shares*

There is only one class of shares, par value €2.50. The shares are in bearer or registered form at the shareholder's discretion. The shares are in book-entry form and registered in an account.

## **Indebtedness**

Since 31 December 2025, there has been no material change in the consolidated indebtedness of the Guarantor, except that on 13 January 2026, TotalEnergies Capital USA, LLC issued \$1,500,000,000 principal amount of 4.248% notes due 2031, \$1,250,000,000 principal amount of 4.569% notes due 2033 and \$750,000,000 principal amount of 4.857% notes due 2036, in each case guaranteed by the Guarantor.

## **Objects and purposes of TotalEnergies SE**

The direct and indirect purpose of the company is to conduct all activities relating to production and distribution of all forms of energy, including electricity from renewable energies; search for and extract mining deposits, and particularly hydrocarbons in all forms, and to perform manufacturing, refining, transportation, processing and trading in said materials, as well as their derivatives and by-products; and conduct all activities relating to the chemicals sector in all of its forms, as well as all activities relating to the rubber sector. The complete details of the company's corporate purpose are set forth in Article 3 of the by-laws."

## RECENT DEVELOPMENTS

On page 129 of the Debt Issuance Programme Prospectus, the chapter entitled “*Recent Developments*” is supplemented as follows:

**“TotalEnergies proposes a dividend of 3.40€/share for fiscal year 2025, a 5.6% increase**

**Paris, February 11<sup>th</sup>, 2026** - The Board of Directors met on February 10, 2026, and decided to propose at the Shareholders’ Meeting to be held on May 29, 2026, the dividend distribution of 3.40 €/share for fiscal year 2025, a 5.6% increase compared to the dividend for fiscal year 2024 of 3.22 €/share.

The final dividend for fiscal year 2025 would be 0.85 €/share, identical to the three interim dividends for fiscal year 2025 previously decided by the Board of Directors.

Subject to the Shareholders’ Meeting approval, the final dividend will be detached and paid in cash, according to the following timetable:

	<u>Euronext</u>	<u>NYSE</u>
Ex-dividend date <sup>1</sup>	June 30, 2026	June 30, 2026
Payment date <sup>2</sup>	July 2, 2026	July 2, 2026

<sup>1</sup> As a reminder, the record date for shares listed on the NYSE is June 30, 2026

<sup>2</sup> The applicable EUR/USD exchange rate will be the WM/Refinitiv Intra-Day spot rate published at 2:00 p.m. (Paris time) on July 15, 2026. The amount of the interim dividend in USD will be made available on the TotalEnergies website (<https://totalenergies.com/investors/shares-and-dividends/dividends>). To ensure orderly dividend payment across both markets, a transfer freeze period between the two markets will be in effect from June 29, 2026 at 3:00 p.m. (New-York time) until the opening of the Euronext market on July 2, 2026.”

## SUBSCRIPTION AND SALE

Paragraph “*Prohibition of sales to UK Retail Investors*” of chapter entitled “*Subscription and Sale*” of the Debt Issuance Programme Prospectus on page 156 is hereby deleted and replaced in its entirety with the following:

### “**Prohibition of sales to UK Retail Investors**”

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Debt Issuance Programme Prospectus as completed by the applicable Final Terms in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision the expression “retail investor” means a person who is neither of the following:

- (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; nor
- (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs.”

## FORM OF FINAL TERMS FOR SENIOR NOTES

Paragraph “*Prohibition of sales to UK Retail Investors*” of chapter entitled “*Form of Final Terms for Senior Notes*” of the Debt Issuance Programme Prospectus on page 159 is hereby deleted and replaced in its entirety with the following:

**“PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a “**retail investor**” means a person who is neither (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the “**POATRs**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”

## FORM OF FINAL TERMS FOR DEEPLY SUBORDINATED NOTES

Paragraph “*Prohibition of sales to UK Retail Investors*” of chapter entitled “*Form of Final Terms for Deeply Subordinated Notes*” of the Debt Issuance Programme Prospectus on page 175 is hereby deleted and replaced in its entirety with the following:

**“PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a “**retail investor**” means a person who is neither (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the “**POATRs**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”

## GENERAL INFORMATION

1. Paragraph (1) “*Consents, Approvals and Authorisations in connection with the Programme*” of chapter entitled “*General Information*” of the Debt Issuance Programme Prospectus on page 191 is hereby deleted and replaced in its entirety with the following:

“Each of TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International has obtained all necessary consents, approvals and authorisations in France in connection with the update of the Programme and the issuance of Notes under the Programme and (in respect of Senior Notes issued by TotalEnergies Capital and TotalEnergies Capital International) the guarantees relating to the Notes and the Programme.

- (i) For the purpose of the giving of the guarantees, Patrick Pouyanné (*Président Directeur Général*) (who in turn delegated to Jean-Pierre Sbraire (*Directeur financier*), Arnaud Le Foll (*Directeur financier adjoint*) and Denis Toulouse (*Trésorier*)) of TotalEnergies SE benefits from an authority granted by the *Conseil d'Administration* of TotalEnergies SE dated 17 December 2025, to grant guarantees up to a maximum aggregate amount of €100 billion which authority will expire on 31 December 2026.
- (ii) Any issue of Notes by each of TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International under the Programme will, to the extent that such Notes constitute *obligations* under French law, require the prior authorisation of its *Conseil d'Administration*, unless its *Statuts* grant such power to the shareholders' meeting or the latter decides to exercise such power. The relevant *Conseil d'Administration* may in turn sub-delegate its powers to any member of the *Conseil d'Administration*, the *Président Directeur Général* or, subject to the approval of the *Président Directeur Général*, one or several *directeurs généraux délégués*. Authorisations have been obtained to issue obligations subject to (A) an overall maximum global aggregate limit affecting all three companies, being (i) in respect of TotalEnergies SE, up to €15 billion (such authority to expire on 31 December 2026), (ii) in respect of TotalEnergies Capital, up to €16 billion (such authority to expire on 31 December 2026), and (iii) in respect of TotalEnergies Capital International, up to €16 billion (such authority to expire on 31 December 2026) and (B) a maximum limit per issue affecting all three companies, being (i) in respect of TotalEnergies SE, up to €5 billion, (ii) in respect of TotalEnergies Capital, up to €5 billion, and (iii) in respect of TotalEnergies Capital International, up to €5 billion. To the extent that Notes do not constitute *obligations* under French law, their issue will fall within the general authority of the *Président Directeur Général* of either TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International or any other authorised official of either TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International acting by delegation.

Any issue of Notes may also be the object of a decision (*décision*) to issue by the *Président Directeur Général* of either TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International or any other authorised official of either TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International acting by delegation in accordance with article L.228-40 of the French *Code de commerce*.

2. Paragraph 6 “*Significant change in the financial performance of TotalEnergies*” of chapter entitled “*General Information*” of the Debt Issuance Programme Prospectus on page 192 is hereby deleted and replaced in its entirety with the following:

### “6. Significant change in the financial performance of TotalEnergies

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no significant change in the financial performance of TotalEnergies since the end of the last financial period for which financial information has been published, being 31 December 2025.

3. Paragraph 7 “*Significant change in the Issuers' financial position*” of chapter entitled “*General Information*” of the Debt Issuance Programme Prospectus on page 192 is hereby deleted and replaced in its entirety with the following:

#### **“7. Significant change in the Issuers’ financial position**

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus, and except that on 13 January 2026, TotalEnergies Capital USA, LLC issued \$1,500,000,000 principal amount of 4.248% notes due 2031, \$1,250,000,000 principal amount of 4.569% notes due 2033 and \$750,000,000 principal amount of 4.857% notes due 2036, in each case guaranteed by TotalEnergies SE, there has been no significant change in the financial position of TotalEnergies SE on a consolidated basis since the end of the last financial period for which financial information has been published, being 31 December 2025.

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no significant change in the financial position of TotalEnergies Capital since the end of the last financial period for which financial information has been published, being 31 December 2024.

Except as disclosed in this Debt Issuance Programme Prospectus and in the documents incorporated by reference in this Debt Issuance Programme Prospectus, and except that on 3 March 2025, TotalEnergies Capital International issued EUR 1,000,000,000 principal amount of 3.160% notes due 2033, EUR 850,000,000 principal amount of 3.499% notes due 2037 and EUR 1,300,000,000 principal amount of 3.852% notes due 2045 and that on 1 July 2025, TotalEnergies Capital International issued EUR 1,000,000,000 principal amount of 3.075% notes due 2031, EUR 1,100,000,000 principal amount of 3.647% notes due 2035 and EUR 900,000,000 principal amount of 4.060% notes due 2040, there has been no significant change in the financial position of TotalEnergies Capital International since the end of the last financial period for which financial information has been published, being 31 December 2024.”

## **PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT**

To the best of TotalEnergies SE's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import and TotalEnergies SE accepts responsibility accordingly.

### **TOTALENERGIES SE**

2, place Jean Millier, La Défense 6, 92400 Courbevoie, France  
Duly represented by: Denis Toulouse  
on 13 February 2026

To the best of TotalEnergies Capital's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import and TotalEnergies Capital accepts responsibility accordingly.

### **TOTALENERGIES CAPITAL**

2, place Jean Millier, La Défense 6, 92400 Courbevoie, France  
Duly represented by: Denis Toulouse  
On 13 February 2026

To the best of TotalEnergies Capital International's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import and TotalEnergies Capital International accepts responsibility accordingly.

### **TOTALENERGIES CAPITAL INTERNATIONAL**

2, place Jean Millier, La Défense 6, 92400 Courbevoie, France  
Duly represented by: Denis Toulouse  
On 13 February 2026



This Second Supplement has been approved on 13 February 2026 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129, as amended.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129, as amended. Approval does not imply verification of the accuracy of this information by the AMF.

This approval is not a favourable opinion on the Issuers and on the quality of the Notes described described in this Second Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Second Supplement obtained the following approval number: n°26-025.