



**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 third supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the debt issuance programme prospectus dated 10 September 2024, as supplemented by a first Supplement dated 8 November 2024 (the “**First Supplement**”) and a second supplement dated 13 February 2025 (the “**Second Supplement**”) (such debt issuance programme prospectus together with the First Supplement and the Second Supplement, the “**Debt Issuance Programme Prospectus**”), which has been prepared by TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital International, (the “**Issuer**” or “**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 Third Supplement constitutes three base prospectuses 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 the debt issuance programme prospectus received AMF approval n° 24-0396 on 10 September 2024, the First Supplement received AMF approval n° 24-00478 on 8 November 2024, and the Second Supplement received AMF approval n° 25-0035 on 13 February 2025.

Application has been made for approval of this Third 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 Third Supplement.

To the extent that there is any inconsistency between (a) any statement in this Third Supplement or any statement incorporated by reference into this Third 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 Third 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 “*Risk Factors*” of the Debt Issuance Programme Prospectus;
- b. updating the section entitled “*Documents Incorporated by Reference*” of the Debt Issuance Programme Prospectus in order to incorporate by reference:
 - (i) the French language 2024 universal registration document (*document d’enregistrement universel*), containing the audited consolidated annual financial statements for TotalEnergies SE and the statutory auditors’ report thereon for the financial year ended 31 December 2024;
 - (ii) the French language audited non-consolidated annual financial statements for each of TotalEnergies Capital and TotalEnergies Capital International and the statutory auditors’ reports thereon for the financial year ended 31 December 2024;
 - (iii) the unaudited consolidated interim financial statements as at and for the three-month period ended 31 March 2025 for TotalEnergies SE and accompanying review report; and
- (b) updating the sections entitled “*Description of TotalEnergies*”, “*TotalEnergies Capital*”, “*TotalEnergies Capital International*”, “*Recent Developments*”, “*The Guarantee*” and “*General Information*” of the Debt Issuance Programme Prospectus.

Copies of this Third 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), (c) will be

available on the website of the AMF (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.

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RISK FACTORS

1. The section entitled “*Risk Factors relating to TotalEnergies’ business*” in the chapter “*Risk Factors*” of the Debt Issuance Programme Prospectus on pages 21 to 22 is hereby deleted and replaced in its entirety with the following:

“Risk Factors relating to TotalEnergies’ business

Please refer to pages 132 to 141 of the TotalEnergies 2024 URD which is incorporated by reference in this Debt Issuance Programme Prospectus. The aforementioned business risk factors also apply to TotalEnergies Capital and TotalEnergies Capital International insofar as each act as a finance company on behalf of TotalEnergies SE by issuing debt securities and/or commercial paper and the Notes issued by such Issuers in the Programme are unconditionally and irrevocably guaranteed by TotalEnergies SE pursuant to the terms of the Guarantee which provide that, if for any reason TotalEnergies Capital or TotalEnergies Capital International as the relevant Issuer does not pay any sum expressed to be payable by it under or in respect of a Note by the time, in the currency and on the date specified in the Conditions (whether on the normal due date, on acceleration or otherwise), the Guarantor shall pay that sum as if the Guarantor instead of TotalEnergies Capital or TotalEnergies Capital International were expressed to be the primary obligor in respect of such Note to the extent that each holder shall receive the same sum, in the same currency and at the same time as would have been receivable and applicable had such payment been made by the relevant Issuer in accordance with the provisions of the Terms and Conditions. Therefore, as a result of the foregoing, the risks factors herein stated to be attributable to TotalEnergies SE or TotalEnergies are likewise extendable to TotalEnergies Capital and TotalEnergies Capital International.

There are certain business risk factors that may affect the relevant Issuer’s or the Guarantor’s ability to fulfil their obligations under Notes issued under the Programme. These business risk factors are related to the operations, industry and the nature of TotalEnergies’ activities in general and accordingly by definition apply to Notes issued by TotalEnergies SE and or TotalEnergies Capital or TotalEnergies Capital International and guaranteed by TotalEnergies SE as the cash flows to service the Notes are almost all generated by TotalEnergies’ business activities.

TotalEnergies and its business are subject to various risks relating to changing competitive, economic, legal, political, social, industry, business and financial conditions. Its operations and profit could be affected mainly by:

- Climate challenges:
 - Pace of deployment of the energy transition, evolution of demand;
 - Risk of legal actions;
 - Financing of oil and gas reserves;
 - Operational risks relating to the effects of climate change and of extreme events;
 - Reputational risk; and
 - Risk of skill management and evolution of the professions;
- Market environment parameters:
 - Sensitivity of results to oil and gas prices, refining margins, exchange rates and interest rates;
- Risk relating to external threats:
 - Cybersecurity risks; and
 - Security risks;
- Geopolitics and developments in the world:
 - Protectionist measures affecting free trade and economic sanctions regimes;
 - Deterioration of operating conditions; and

- Regulatory developments;
- Risks relating to operations:
 - HSE: risk of major accident or damage to third parties and the environment;
 - Development of major projects;
 - Business ethics;
 - Integration of strategic acquisitions;
 - Supply chain management; and
 - Exposure to partnerships;
- Innovation:
 - Technological development and digital transformation.”

2. 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 26 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 March 2025, approximately \$8,684 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.”

3. 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 March 2025, TotalEnergies had

approximately \$8,684 million of secured non-current financial debt and \$37,174 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 40 to 53 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 2024¹

(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 2023²

(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)
 - (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)
 - (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)
 - (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)

¹ 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)

² 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)

- (vii) for TotalEnergies SE, the French language unaudited interim consolidated financial statements as at, and for the three-month period ended 31 March 2025 and accompanying report (the “**TotalEnergies Q1 2025 Financial Statements**”)³
- (https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies_totalenergies-SE-examen-limite-CAC_2025_fr.pdf)
- (viii) the press release dated 30 April 2025 entitled “First quarter 2025 results” (the “**Q1 2025 Press Release**”)
- (https://totalenergies.com/system/files/documents/totalenergies_communique-de-presse-resultats-1t25_2025.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)
- (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)
- (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**” and together with the 2017 EMTN Conditions, the 2018 EMTN Conditions, and the 2019 EMTN Conditions, the “**EMTN Previous Conditions**”)
- (<https://totalenergies.com/sites/g/files/nytnzq121/files/documents/2020-06/emtn-base-prospectus-june-2020.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.

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).

³ The English language translation of the TotalEnergies Q1 2025 Financial Statements may be obtained without charge from the website of the Guarantor (https://totalenergies.com/sites/g/files/nytnzq121/files/documents/totalenergies_totalenergies-SE-examen-limite-CAC_2025_fr.pdf).

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 Q1 2025 Financial Statements	Page Reference(s) in the Q1 2025 Press Release
3.	Risk Factors	132 to 141	N/A*	N/A*	N/A*
4.	Information about the issuer				
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 23 and 34 to 41
5.	Business overview				
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.	6-9, 72-131	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 Q1 2025 Financial Statements	Page Reference(s) in the Q1 2025 Press Release
5.1.2	The basis for any statements made by the issuer regarding its competitive position.	40-41, 43	N/A*	N/A*	N/A*
6.	Organisational structure				
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.	47-48, 541-569	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.	47-48	N/A*	N/A*	N/A*
9.	Administrative, management and supervisory bodies				
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"> • members of the administrative, management or supervisory bodies;. • partners with unlimited liability, in the case of a limited partnership with a share capital. 	190 to 208	N/A*	N/A*	N/A*
9.2	Administrative, management, and supervisory bodies' conflicts of interests 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*
10.	Major shareholders				

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 Q1 2025 Financial Statements	Page Reference(s) in the Q1 2025 Press Release
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*
11.	Financial information concerning the issuer's assets and liabilities, financial position and profits and losses				
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	Change of accounting reference date 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	Accounting Standards 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	446-447	412-413	9	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 Q1 2025 Financial Statements	Page Reference(s) in the Q1 2025 Press Release
<p>11.1.4</p> <p>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.</p> <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>	N/A*	N/A*	N/A*	N/A*
<p>11.1.5</p> <p>Consolidated financial statements</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>	450 to 569	416 to 534	4 to 19	N/A*
<p>11.1.6</p> <p>Age of financial information</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>	457	423	N/A*	N/A*
<p>11.2</p> <p>Auditing of historical annual financial information</p>				
<p>11.2.1</p> <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>	450 to 454	416 to 420	2 to 3	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 Q1 2025 Financial Statements	Page Reference(s) in the Q1 2025 Press Release	
<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*
11.3	Legal and arbitration proceedings				
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), 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	153-154 and 639-640	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 Q1 2025 Financial Statements	Page Reference(s) in the Q1 2025 Press Release
	financial position or profitability, or provide an appropriate negative statement.				
12.	Material contracts				
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*	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.	Risk Factors	132 to 141 of the TotalEnergies 2024 URD	
11.	Financial information concerning the issuer's assets and liabilities, financial position and profits and losses		
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.	17-28	1-25
11.1.2	Change of accounting reference date 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	Accounting Standards 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, the financial	N/A* 23-24	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
	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>10</p> <p>20</p> <p>12</p> <p>23-28</p> <p>16-25</p>
11.1.5	<p>Consolidated financial statements</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>	<p>N/A*</p> <p>N/A*</p>
11.1.6	<p>Age of financial information</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>	<p>17-28</p> <p>N/A*</p>
11.2	<p>Auditing of historical annual financial information</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>17-19</p> <p>1-6</p> <p>N/A*</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.	Risk Factors	132 to 141 of the TotalEnergies 2024 URD	
11.	Financial information concerning the issuer's assets and liabilities, financial position and profits and losses		
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.	17-28	1-24
11.1.2	Change of accounting reference date 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	Accounting Standards 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	N/A* 23-24	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
standards are not equivalent to Regulation (EC) No. 1606/2002, the financial statements shall be restated in compliance with that Regulation.		
<p>11.1.4 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>23-28</p>	<p>10</p> <p>12</p> <p>16-24</p>
<p>11.1.5 Consolidated financial statements</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*
<p>11.1.6 Age of financial information</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*
<p>11.2 Auditing of historical annual financial information</p>		
<p>11.2.1 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>	17-19	1-6

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
	N/A*	N/A*
11.2.1a	N/A*	N/A*
11.2.2	N/A*	N/A*
11.2.3	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
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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

DESCRIPTION OF TOTALENERGIES

The chapter entitled “*Description of TotalEnergies*” of the Debt Issuance Programme Prospectus on pages 127 to 128 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.

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 2024

€5,994,199,152.50 consisting of 2,397,679,661 fully paid ordinary shares with a par value of €2.50 per share (including 149,529,818 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 March 2025, there has been no material change in the consolidated indebtedness of 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."

TOTALENERGIES CAPITAL

The sections entitled “Directors” and “Conflict of interest” in the chapter entitled “Description of TotalEnergies Capital” of the Debt Issuance Programme Prospectus on page 129 is hereby deleted and replaced in its entirety with the following:

“Directors

As at the date of this Debt Issuance Programme Prospectus, as supplemented, the directors of TotalEnergies Capital and their positions, business addresses and principal activities outside TotalEnergies are as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Principal Activities outside TotalEnergies</u>
Frédéric Agnès	Chairman	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None
Denis Toulouse	Director	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None
Elodie Tilmant	Director	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None
Gwénola Jan	Director	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None

Conflict of interest

To the knowledge of TotalEnergies Capital, there are no potential conflicts of interest between any duties to the issuing entity of the persons above and their private interests and or other duties.”

TOTALENERGIES CAPITAL INTERNATIONAL

The sections entitled “Directors” and “Conflict of interest” in the chapter entitled “Description of TotalEnergies Capital International” of the Debt Issuance Programme Prospectus on page 131 is hereby deleted and replaced in its entirety with the following:

“Directors

As at the date of this Debt Issuance Programme Prospectus, as supplemented, the directors of TotalEnergies Capital International, each of whose business address is 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France and their positions are as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Principal Activities outside TotalEnergies</u>
Gwénola Jan	Chairman	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None
Elodie Tilmant	Director	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None
Frédéric Agnès.....	Director	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None
Denis Toulouse.....	Director	2, place Jean Miller La Défense 6, 92400 Courbevoie, France	None

Conflict of interest

To the knowledge of TotalEnergies Capital International, there are no potential conflicts of interest between any duties to the issuing entity of the persons above and their private interests and or other duties.”

THE GUARANTEE

The second paragraph of the chapter entitled “*The Guarantee*” of the Debt Issuance Programme Prospectus on page 211 is hereby deleted and replaced in its entirety with the following:

“For a description of the Guarantor, 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.”

GENERAL INFORMATION

1. Paragraph 5 “*No Material Adverse Change*” of the chapter entitled “*General Information*” of the Debt Issuance Programme Prospectus on page 214 is hereby deleted and replaced in its entirety with the following:

“5. No Material Adverse Change

Except as disclosed in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no material adverse change in the prospects of TotalEnergies SE on a consolidated basis since its last published audited financial statements, being 31 December 2024.

Except as disclosed in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no material adverse change in the prospects of TotalEnergies Capital since its last published audited financial statements, being 31 December 2024.

Except as disclosed in the documents incorporated by reference in this Debt Issuance Programme Prospectus, there has been no material adverse change in the prospects of TotalEnergies Capital International since its last published audited financial statements, being 31 December 2024.”

2. Paragraph 6 “*Significant change in the financial performance of TotalEnergies*” of the chapter entitled “*General Information*” of the Debt Issuance Programme Prospectus on page 214 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 March 2025.”

3. Paragraph 7 “*Significant change in the Issuers’ financial position*” of the chapter entitled “*General Information*” of the Debt Issuance Programme Prospectus on pages 214 to 215 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, 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 March 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, 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.”

4. Paragraph 17 “*Statutory auditors of the Issuers*” of the chapter entitled “*General Information*” of the Debt Issuance Programme Prospectus on pages 216 to 217 is hereby deleted and replaced in its entirety with the following:

“17. Statutory auditors of the Issuers

The auditors of TotalEnergies SE are Ernst & Young Audit and PricewaterhouseCoopers Audit, of Tour First, 1, place des Saisons, TSA 14444, 92037 Paris-La-Défense Cedex and 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex,

respectively. They have audited and expressed unqualified opinions in the audit reports they have issued on the consolidated financial statements of TotalEnergies SE as of and for the years ended 31 December 2023 and 31 December 2024. They have expressed an unqualified conclusion in the review report they have issued on the financial information for the three-month period ended 31 March 2025. The French auditors carry out their duties in accordance with the professional standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the *Compagnie Nationale des Commissaires aux Comptes* (“CNCC”) professional body.

The auditors of TotalEnergies Capital are Ernst & Young Audit, of Tour First, 1, place des Saisons, TSA 14444, 92037 Paris-La-Défense Cedex. They have audited and expressed unqualified opinions in the audit reports they have issued on the financial statements of TotalEnergies Capital as of and for the years ended 31 December 2023 and 31 December 2024. The French auditors carry out their duties in accordance with the professional standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.

The auditors of TotalEnergies Capital International are Ernst & Young Audit, of Tour First, 1, place des Saisons, TSA 14444, 92037 Paris-La-Défense Cedex. They have audited and expressed unqualified opinions in the audit reports they have issued on the financial statements of TotalEnergies Capital International as of and for the years ended 31 December 2023 and 31 December 2024. The French auditors carry out their duties in accordance with the professional standards applicable in France (“*Normes d’Exercice Professionnel*”) and are members of the CNCC professional body.”

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD 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 Third 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, 924000 Courbevoie, France
Duly represented by: Denis Toulouse
on 27 May 2025

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 Third 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, 924000 Courbevoie, France
Duly represented by: Denis Toulouse
On 27 May 2025

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 Third 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, 924000 Courbevoie, France
Duly represented by: Denis Toulouse
On 27 May 2025

This Third Supplement has been approved on 27 May 2025 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Third Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129. 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 Third Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Third Supplement obtained the following approval number: n°25-183.