





**Exchange**). Provided the Conversion constituted a Recapitalization or resulted in a Section 1036 Exchange, the tax basis in each ordinary share of TotalEnergies received by a shareholder in exchange for an ADR pursuant to the Conversion is the same as the tax basis in such holder's ADR.

In addition, if TotalEnergies were to be classified as a passive foreign investment company ("**PFIC**") under Section 1297, then Sections 1291–1298 would be applicable, and could require the shareholder to make additional basis adjustments. Holders of TotalEnergies ordinary shares should consult their own tax advisors regarding the application of the PFIC rules.

**Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

Provided the Conversion constituted a Recapitalization or resulted in a Section 1036 Exchange, each holder's aggregate tax basis in its TotalEnergies ordinary shares remained the same immediately after the Conversion as such holder's aggregate basis in its ADRs immediately before the Conversion.

If an ADR holder held different blocks of ADRs (*i.e.*, ADRs acquired at different times or at different prices) at the time of the Conversion, such holder should consult its own tax advisor with respect to the determination of the tax bases in particular TotalEnergies ordinary shares held following the Conversion.

**Line 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Section 354, Section 358, and Section 368(a); Section 1036.

In addition, if TotalEnergies were to be classified as a PFIC under Section 1297, then Sections 1291–1298 would be applicable. Holders of TotalEnergies ordinary shares should consult their own tax advisors regarding the application of the PFIC rules.

**Line 18 – Can any resulting loss be recognized?**

Provided the Conversion constituted a Recapitalization or resulted in a Section 1036 Exchange, generally, no loss should be recognized by a shareholder as a result of the Conversion.

**Line 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Conversion was effective December 8, 2025. For a TotalEnergies shareholder whose taxable year is the calendar year, the reportable tax year is 2025, provided the Conversion constituted a Recapitalization or resulted in a Section 1036 Exchange.

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**TotalEnergies SE**  
**EIN: 98-0227345**  
**Attachment to Form 8937 – Part II**  
**Report of Organizational Actions Affecting Basis of Securities**

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The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”),<sup>1</sup> and includes a general summary regarding the application of certain United States (“U.S.”) federal income tax laws and regulations related to the effects of the Conversion (as defined below) on certain securities held by U.S. taxpayers. The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. You should consult your own tax advisor regarding the particular consequences of the Conversion to you, including the applicability and effect of all U.S. federal, state, local and foreign tax laws.

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**Line 14 – Describe the organizational action and, if applicable, the date of the action or the date against which shareholders’ ownership is measured for the action.**

Effective December 8, 2025, TotalEnergies SE (“TotalEnergies”) terminated its American Depositary Receipt (“ADR”) program. In connection with the termination, the ADRs were converted into TotalEnergies ordinary shares, which can be traded on the NYSE (the “Conversion”). Each ADR was exchanged for one ordinary share. The ordinary shares began trading on the NYSE on the conversion date, *i.e.*, on the same date as the termination date of the ADR program.

The TotalEnergies ordinary shares listed on Euronext and on the NYSE constitute a single, fully fungible class of shares. As a result, from the conversion date onward, shareholders (other than shareholders domiciled in France) may transfer their ordinary shares between the French market (where the primary central securities depository for the ordinary shares is Euroclear France) and the U.S. market (where the primary central securities depository for the ordinary shares is the Depository Trust Company), and vice versa. TotalEnergies ordinary shares are now listed on Euronext Paris, Euronext Brussels, the London Stock Exchange, and the NYSE.

**Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

It is possible that the Conversion might have been a non-event for U.S. federal income tax purposes, constituted a “reorganization” within the meaning of Section 368(a)(1)(E) (a “Recapitalization”), or resulted in an exchange described in Section 1036 (a “Section 1036”).

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<sup>1</sup> Unless otherwise specified herein, all “Section” references are to the Code.