

TotalEnergies SE

Statutory Auditors' report on the issuance of shares and various securities, with preferential subscription rights maintained and/or cancelled

General Meeting of May 29, 2026 – Resolutions No. 14, 15, 16, 17, 18 and 19

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

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TotalEnergies SE

2, place Jean Millier
La Défense 6
92400 Courbevoie

To the General Meeting of TotalEnergies SE,

In our capacity as Statutory Auditors of your Company and in accordance with the assignment provided for by Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposals to delegate to the Board of Directors the authority to carry out various issuances of shares and/or securities, transactions on which you are called to vote.

Based on its report, your Board of Directors proposes:

- to delegate to it, with power to sub-delegate under the conditions set by law, for a period of twenty-six months, the authority to decide on the following transactions and to set the final terms and conditions of such issuances, and, as the case may be, to cancel your preferential subscription rights:
 - issuance with preferential subscription rights maintained (14th resolution) of ordinary shares and/or securities which are equity securities granting access, by any means, immediately and/or in the future, to new or existing ordinary shares of the Company;
 - issuance with cancellation of preferential subscription rights by way of a public offering (15th resolution), other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*), of ordinary shares and/or securities which are equity securities granting access, by any means, immediately and/or in the future, to new or existing ordinary shares of the Company:
 - it being specified that, in accordance with Article L. 22-10-52, paragraph 1, of the French Commercial Code, your Board of Directors proposes that you authorise it to freely set the issue price of the equity securities to be issued under the 15th resolution;
 - issuance with cancellation of preferential subscription rights by way of public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, and within the legal limit of 30% of the share capital per year (16th resolution), of ordinary shares and/or securities which are equity securities granting access, by any means, immediately and/or in the future, to new or existing ordinary shares of the Company;

- it being specified that, in accordance with Article L. 22-10-52, paragraph 1, of the French Commercial Code, your Board of Directors proposes that you authorise it to freely set the issue price of the equity securities to be issued under the 16th resolution;
- issuance, in the event of a public exchange offer initiated by your Company (18th resolution), of ordinary shares and/or securities which are equity securities granting access, by any means, immediately and/or in the future, to new or existing ordinary shares of the Company;
- to delegate to it, for a period of twenty-six months, the powers necessary to carry out an issuance of ordinary shares and/or securities which are equity securities granting access, by any means, immediately and/or in the future, to new or existing ordinary shares of the Company, in order to remunerate contributions in kind made to the Company and consisting of equity securities and/or securities granting access to the share capital (19th resolution), within the limit of 10% of the share capital.

The aggregate nominal amount of capital increases that may be carried out immediately or in the future may not, under the 14th resolution, exceed 50% of the share capital existing as at the date of the meeting of the Board of Directors deciding the issuance, under the 14th, 15th, 16th, 17th, 18th, 19th and 20th resolutions, it being specified that the nominal amount of capital increases that may be carried out, immediately or in the future, may not exceed the sub-ceiling of 10% of the share capital existing as at the date of the meeting of the Board of Directors deciding the issuance, under the 15th, 16th, 18th and 19th resolutions.

The aggregate nominal amount of securities representative of debt instruments that may be issued may not exceed a ceiling of ten billion euros under the 14th, 15th, 16th, 18th and 19th resolutions.

These ceilings take into account the additional number of securities to be created in connection with the implementation of the delegations referred to in the 15th and 16th resolutions, under the conditions set out in Article L. 225-135-1 of the French Commercial Code, should you adopt the 17th resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to report on the fairness of the numerical information drawn from the accounts, on the proposal to cancel preferential subscription rights and on certain other information relating to these transactions, included in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidance of the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) applicable to this assignment. These procedures consisted in verifying the content of the Board of Directors' report relating to these transactions and the methods used to determine the issue price of the equity securities to be issued.

As the Board of Directors' report does not specify the methods used to determine the issue price of the equity securities to be issued under the 15th and 16th resolutions—consistent with the option provided by Article L. 22-10-52, paragraph 1, of the French Commercial Code to allow the Board of Directors to freely set the price, we have no matters to report on the terms and conditions of these delegations.

Furthermore, as this report does not specify the methods used to determine the issue price of the equity securities to be issued in connection with the implementation of the 14th, 18th and 19th resolutions, we are unable to report on the selection of the elements used to calculate such issue price.

As the final terms and conditions under which the issuances will be carried out have not been determined, we cannot report on them and, consequently, on the proposal to cancel preferential subscription rights submitted to you in the 15th and 16th resolutions.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue a further report, where applicable, when these delegations are used by your Board of Directors in the event of an issuance of securities which are equity securities granting access to other equity securities or entitling their holders to the allocation of debt securities, in the event of an issuance of securities granting access to equity securities to be issued, and in the event of an issuance of shares with cancellation of preferential subscription rights.

Neuilly-sur-Seine and Paris-La Défense, April 14, 2026

The Statutory Auditors
French original signed by

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