

## Special report on grant of free shares pursuant to Article L. 225-197-4 of the French Commercial Code

Ladies and Gentlemen,

In accordance with Article L. 225-197-4 of the French Commercial Code, we report to you on the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the same Code and bring to your attention the additional information required by this same article concerning the grant of free shares of the Company during the year 2025.

### TotalEnergies share plans grant

	2022 Plan	2023 Plan <sup>(a)</sup>	2024 Plan	2024 worldwide Plan	2025 Plan
<b>Date of the Shareholders' Meeting</b>	<b>05/28/2021</b>	<b>05/26/2023</b>	<b>05/24/2024</b>	<b>05/26/2023</b>	<b>05/24/2024</b>
<b>Date of Board meeting/grant date</b>	<b>03/16/2022</b>	<b>05/26/2023</b>	<b>05/24/2024</b>	<b>05/23/2024</b>	<b>03/19/2025</b>
Closing price on grant date	€45.540	€55.760	€65.990	€65.700	€58.810
Average purchase price per share paid by the Corporation	€61.25	n/a	n/a	n/a	n/a
Total number of performance shares granted, including to:	7,353,271	7,985,203	7,775,722	10,666,900	9,190,018
Executive and non-executive directors <sup>(b)</sup>	100,000	110,694	140,720	300	140,387
– <i>P. Pouyanné</i>	100,000	110,000	140,000	–	140,000
– <i>V. Della Puppa Tibi</i>	n/a	n/a	n/a	n/a	n/a
– <i>R. Garcia-Ivaldi</i>	–	350	360	100	–
– <i>E. de Jonge</i>	n/a	–	–	100	–
– <i>A. Pobo</i>	–	344	360	100	387
Definitive grant date, subject to the conditions set (end of the vesting period)	03/17/2025	05/27/2026	05/24/2027	05/24/2029	03/20/2028
Disposal possible from (end of the lock-up period)	03/17/2025	05/27/2026	05/24/2027	05/24/2029	03/20/2028
Vesting rate after determination of the performance conditions	85.4%	84.6%	n/a	n/a	n/a
<b>Number of performance shares granted:</b>					
– <i>Outstanding as of January 1, 2025</i>	7,148,245	7,878,108	7,762,851	10,329,400	–
– <i>Notified in 2025</i>	–	–	–	–	9,190,018
– <i>Cancelled in 2025</i>	(937,957)	(127,154)	(83,775)	(742,000)	(70,975)
– <i>Definitively granted in 2025<sup>(d)</sup></i>	(6,210,288)	(2,580)	(2,831)	(4,400)	(243)
<b>OUTSTANDING AS OF DECEMBER 31, 2025</b>	<b>–</b>	<b>7,748,374</b>	<b>7,676,245</b>	<b>9,583,000</b>	<b>9,118,800</b>

(a) Includes 37,000 performance shares granted on December 13, 2023, to 4 executives recruited in 2023 in accordance with the decision of the Board of Directors on December 13, 2023, and the Shareholders' Meeting on May 26, 2023. For these performance shares, the vesting period begins on December 13, 2023, and the final grant date is December 14, 2026, subject to the conditions set (end of the vesting period). The closing share price on the grant date was €61.36.

(b) List of executive and non-executive directors who had this status during fiscal year 2025. Ms. Valérie Della Puppa Tibi is a TotalEnergies SE employee and a TotalEnergies SE director representing employee shareholders since May 23, 2025. Mr. Garcia-Ivaldi is a TotalEnergies Renewables employee and a TotalEnergies SE director representing employees since June 9, 2020. Ms. de

Jonge is a TotalEnergies SE employee and a TotalEnergies SE director representing employee shareholders between May 25, 2022 and May 23, 2025. Mr. Pobo is a TotalEnergies SE employee and a TotalEnergies SE director representing employees since October 14, 2020.

(c) The number of performance shares granted to executive and non-executive directors includes performance shares granted to executive and non-executive directors (directors representing employees or directors representing employee shareholders) who had this quality at the grant date.

(d) Shares definitively granted include early grants following the death of the beneficiaries of shares for the respective plan.

## **Performance shares**

It is reminded that TotalEnergies shares, previously repurchased by the Company on the market, are definitively granted to their beneficiaries, at the end of a three-year vesting period. In addition, for plans granted before 2022, beneficiaries had to hold the shares that were granted to them at the end of the vesting period, for a two-year holding period.

The definitive grant is subject to the fulfillment of applicable presence and performance conditions. For senior executive beneficiaries, the performance conditions apply from the first performance share granted. For non-senior executive beneficiaries, the performance conditions do not apply to the first 150 performance shares granted but shall apply beyond this threshold.

The performance conditions applicable to the plans being acquired in the 2025 financial year are as follows:

### **2025 Plan**

- For 25% of the shares, the Corporation's ranking against its peers (ExxonMobil, Shell, BP and Chevron) during the three vesting years (2025, 2026 and 2027) based on the Total Shareholder Return (TSR) of the year in question, the dividend being considered reinvested.
- For 25% of the shares, the Corporation's ranking against its peers (ExxonMobil, Shell, BP and Chevron) based on the annual variation in net cash flow per share expressed in dollars during the three vesting years (2025, 2026 and 2027).
- For 20% of the shares, the level reached by the pre-dividend organic cash breakeven with regard to the target set for the three vesting years (2025, 2026 and 2027). The pre-dividend organic cash breakeven is defined as the Brent price for which the operating cash flow before working capital changes (MBA) covers the organic investments<sup>1</sup>. The ability of the Company to resist to the variations of the Brent barrel price is measured by this parameter.

For each performance condition, the average of the three grant rates obtained (for the three fiscal years on which the performance conditions are assessed) is expressed as a percentage and capped at 100%.

- For 15% of the shares, the criterion of the change in methane emissions from operated facilities with regard to the achievement of the target to reduce these methane emissions set for 2027.
- For 15% of the shares, the criterion of the lifecycle carbon intensity of energy products sold to the Company's customers with regard to the achievement of the target to reduce this intensity set for 2027.

<sup>1</sup> Organic investments: net investments excluding acquisitions, asset sales and other non-controlling interests.

## 2024 Plan

- For 25% of the shares, the Company's ranking against its peers (ExxonMobil, Shell, BP and Chevron) based on Total Shareholder Return (TSR) during the three vesting years (2024, 2025 and 2026). The TSR in question is that of the last quarter of the year, the dividend being considered reinvested on the basis of the closing price on the ex-dividend date.
- For 25% of the shares, the Company's ranking against its peers (ExxonMobil, Shell, BP and Chevron) based on the annual variation in net cash flow per share expressed in dollars during the three vesting years (2024, 2025 and 2026).
- For 20% of the shares, the level reached by the pre-dividend organic cash breakeven with regards to the target set for the three vesting years (2024, 2025 and 2026). The pre-dividend organic cash breakeven is defined as the Brent price for which the operating cash flow before working capital changes (MBA) covers the organic investments. The ability of the Company to resist variations in the Brent barrel price is measured by this parameter.

For each performance condition, the average of the three grant rates obtained (for the three fiscal years on which the performance conditions are assessed) is expressed as a percentage and capped at 100%.

- For 15% of the shares, the criterion of the change in methane emissions from operated facilities with regards to the achievement of the target to reduce the methane emissions set for 2026.
- For 15% of the shares, the criterion of the lifecycle carbon intensity of the energy products sold to the Company's customers with regards to the achievement of the target to reduce this intensity set for 2026.

## 2023 Plan

- For 25% of the shares, the Company's ranking against its peers (ExxonMobil, Shell, BP and Chevron) based on the Total Shareholder Return (TSR) during the three vesting years (2023, 2024 and 2025). The TSR in question is that of the last quarter of the year, the dividend being considered reinvested based on the closing price on the ex-dividend date.
- For 25% of the shares, the Company's ranking against its peers (ExxonMobil, Shell, BP and Chevron) based on the annual variation in net cash flow per share expressed in dollars during the three vesting years (2023, 2024 and 2025).
- For 20% of the shares, the level reached by the pre-dividend organic cash breakeven with regards to the target set for the three vesting years (2023, 2024 and 2025). The pre-dividend organic cash breakeven is defined as the Brent price for which the operating cash flow before working capital changes (MBA) covers the organic investments. The ability of the Company to resist variations in the Brent barrel price is measured by this parameter.

For each performance condition, the average of the three grant rates obtained (for the three fiscal years on which the performance conditions are assessed) is expressed as a percentage and capped at 100%.

- For 15% of the shares, the criterion of the change in the greenhouse gas (GHG) emissions from operated facilities (Scope 1+2) with regards to the achievement of the target to reduce the GHG emissions set for 2025.

- For 15% of the shares, the criterion of the change in methane emissions from operated facilities with regards to the achievement of the target to reduce the methane emissions set for 2025.

## **2024 Worldwide plan**

To mark its 100th anniversary, the Board of Directors decided to proceed with an exceptional grant of shares to the employees of the Company<sup>2</sup> worldwide (excluding Chairman and Executive Officer). On May 23, 2024, the Board of Directors approved the grant of 100 free shares of the Company to each employee subject to the presence condition of five years from the grant date.

TotalEnergies shares, previously repurchased by the Company on the market, are definitively granted to their beneficiaries, at the end of a five-year vesting period from the date of grant and are not subject to performance conditions.

## **TotalEnergies shares granted to each executive and non-executive director during fiscal year 2025 (grant made on March 19, 2025 by decision of the Board of Directors of TotalEnergies SE)**

	Plan N° and date	Number of shares granted during the fiscal year	Valuation of shares (in €) <sup>(a)</sup>	Acquisition date	Date of transferability
<b>Patrick Pouyanné</b> Chairman and Chief Executive Officer	2025 Plan 03/19/2025	140,000	5,401,760.00 <sup>(a)</sup>	03/20/2028	03/20/2028
<b>Valérie Della Puppa Tibi</b> Director representing employee shareholders since May 23, 2025	2025 Plan 03/19/2025	n/a	n/a	n/a	n/a
<b>Romain Garcia-Ivaldi</b> Director representing employees since June 9, 2020	2025 Plan 03/19/2025	–	–	–	–
<b>Emma de Jonge</b> Director representing employee shareholders until May 23, 2025	2025 Plan 03/19/2025	–	–	–	–
<b>Angel Pobo</b> Director representing employees since October 14, 2020	2025 Plan 03/19/2025	387	14,932.01 <sup>(a)</sup>	03/20/2028	03/20/2028
<b>Total</b>		<b>140,387</b>	<b>5,416,692.01</b>		

<sup>2</sup> TotalEnergies SE and the companies in which TotalEnergies SE holds more than 50% of the share capital and which are directly or indirectly controlled by TotalEnergies SE or under a joint control, with the exception of a limited number of companies co-managed with other oil players, as well as those registered or incorporated in a country under economic sanctions.

- (a) 2025 performance shares valuation in accordance with IFRS 2 and taking into account an award rate hypothesis of 80% at the end of the vesting period, this amount corresponds to the shares granted in 2025, valued on the basis of a unit fair value of 48.23 euros. This fair value was calculated in accordance with IFRS 2 on the grant date of the plan, i.e., March 19, 2025, on the basis of a closing price of the TotalEnergies share on that date of 58.81 euros.

**TotalEnergies performance shares granted in fiscal year 2025 to each of the 10 employees (other than executive and non-executive directors<sup>3</sup>) receiving the largest number of performance shares granted (grant on March 19, 2025 by decision of the Board of Directors of TotalEnergies SE)**

Employee's name	Number of shares
Jean-Pierre SBRAIRE	44,000
Namita SHAH	42,000
Bernard PINATEL	40,000
Stéphane MICHEL	37,500
Helle KRISTOFFERSEN	36,000
Nicolas TERRAZ	33,000
Aurélien HAMELLE	27,000
Pierre BANG	21,000
Bertrand BLAISE	20,000
Nolwenn DELAUNAY	16,500

**TotalEnergies shares definitively granted to each executive and non-executive director in fiscal year 2025**

Executive and non-executive directors	Plan N° and date	Number of shares that became transferable during the year
<b>Patrick Pouyanné</b> Chairman and Chief Executive Officer	2022 Plan 03/16/2022	85,400
<b>Valérie Della Puppa Tibi</b> Director representing employee shareholders since May 23, 2025		n/a
<b>Romain Garcia-Ivaldi</b> Director representing employees since June 9, 2020		–
<b>Emma de Jonge</b> Director representing employee shareholders until May 23, 2025		–
<b>Angel Pobo</b> Director representing employees since October 14, 2020		–

<sup>3</sup> On the initial grant date.

**TotalEnergies shares definitively granted during 2025 to each of the 10 employees (other than executive and non-executive directors<sup>4</sup>) receiving the largest number of performance shares of TotalEnergies SE**

<b>Employee's name</b>	<b>Number of shares granted 2022 Plan</b>
Namita SHAH	28,182
Bernard PINATEL	27,328
Jean-Pierre SBRAIRE	25,620
Helle KRISTOFFERSEN	23,058
Stéphane MICHEL	18,788
Nicolas TERRAZ	17,080
Karine BOISSY-ROUSSEAU	13,664
Carole LE GALL	12,810
Kevin MCLACHLAN	12,810
Jacques-Emmanuel SAULNIER	12,085

**Breakdown of TotalEnergies performance share by category of beneficiary granted in 2025**

<b>2025 Plan</b>	<b>Number of beneficiaries</b>	<b>Number of notified shares</b>	<b>Percentage</b>
Executive officers	9	421,500	5%
Senior executives	249	1,789,800	19%
Other employees	12,998	6,978,718	76%
<b>Total</b>	<b>13,256</b>	<b>9,190,018</b>	<b>100%</b>

<sup>4</sup> On the definitive grant date.