

Supplementary report of the Board of Directors on the capital increase reserved for employees (TotalEnergies Capital 2025)

1. Final terms of the TotalEnergies Capital 2025 transaction

The Combined Shareholders' Meeting of May 24, 2024, in its twenty-second resolution, delegated, for a period of 26 months, to the Board of Directors its authority to decide on one or more capital increases reserved for employees and former employees who are members of a company or group savings plan in accordance with the provisions of Articles L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code, and, on the other hand, Articles L. 3332-18 and seq. of the French Labor Code.

At its meeting on October 30, 2024, the Board of Directors decided to use this delegation and to carry out a capital increase reserved for eligible employees and former employees of TotalEnergies. The Board also decided to pay an immediate contribution in the form of free share allocations.

Acting pursuant to the powers sub-delegated to him by the Board of Directors on October 30, 2024, the Chairman and Chief Executive Officer decided on April 29, 2025 to set (i) the subscription period from May 2 to May 15, 2025 inclusive and (ii) the subscription price at €42.50 per share.

Taking into account the subscription requests made by employees eligible for the offer, the Chairman and Chief Executive Officer, pursuant to the powers subdelegated by the Board of Directors, recorded on June 10, 2025 an increase in the Company's share capital of a nominal amount of €27,872,632.50 through the issue of 11,149,053 new shares with current dividend rights. The number of shares issued was thus increased from 2,270,057,201 to 2,281,206,254 and the amount of the Company's share capital from €5,675,143,002.50 to €5,703,015,635.

The total amount of equity resulting from this capital increase amounts to €449,345,020.00, i.e. a nominal amount of €26,432,060.00 and an issue premium of €422,912,960.00 corresponding to the subscription of new shares, and, a nominal amount of €1,440,572.50, corresponding to the issue of 576,229 shares as part of the immediate matching contribution in the form of free shares having been carried out by incorporation of reserves to the share capital.

2. Motivations for the TotalEnergies Capital 2025 operation

The Board of Directors has decided to carry out this capital increase as part of TotalEnergies' employee shareholding policy.

3. Choice of elements to calculate the issue price

The subscription price was set on April 29, 2025 at €42.50 per share. This price corresponds to the arithmetic average of the closing prices of the Company's shares on Euronext over the twenty trading days preceding the day of the decision to set the opening date of the subscription period, i.e. €53.02325, less a 20% discount and rounded up to the next tenth of a euro.

4. Impact of the issue on the shareholder's position

- *Impact of the issue of 11,149,053 shares on the Company's equity interest*

A shareholder owning 1% of the Company's share capital on February 10, 2025, the date of the last capital recognition correlative to the capital decrease, will see his share in the capital fall to 0.9951%, i.e. a decrease of 0.0049%.

- *Impact of the issue of 11,149,053 shares on the Company's shareholders' equity at the end of the last fiscal year*

A shareholder owning 1% of the Company's share capital prior to the issue would have had an equity interest in the Company of €593,635,489.48, or €24.76 per share, based on accounting data as of December 31, 2024. This share increases to €595,205,674.31, or €24.71 per share, after taking into account the increase in the Company's shareholders' equity for an amount of €449,345,020.

- *Impact of the issue of 11,149,053 shares on consolidated shareholders' equity (TotalEnergies share) at the end of the last fiscal year*

A shareholder owning 1% of the Company's share capital prior to the issue held a share in consolidated shareholders' equity (TotalEnergies share) of €1,134,449,898.93, or €47.31 per share, based on accounting data as of December 31, 2024 and a EUR/USD exchange rate of 1.0389 at that date. This share decreases to €1,133,376,934.55, or €47.05 per share after taking into account the increase in consolidated shareholders' equity (TotalEnergies share) for an amount of €449,345,020.

- *Theoretical impact of the issue of 11,149,053 shares on the current share price*

The amount of this issue, including issue premium, i.e. €449,345,020, represents 0.37% of the Company's market capitalization calculated on the basis of the share capital as of February 10, 2025 and an average share price of €53.02325 per share over the twenty trading days preceding the day of the Chairman and Chief Executive Officer's decision to set the opening date of the subscription period, i.e. April 29, 2025.

This operation has a theoretical impact of -0.117% on the share price.