

Paris, 12 November 2024

## TotalEnergies SE

### **announces (i) the launch of a tender offer to repurchase part of its 2.5G€ Undated Deeply Subordinated Notes issued on 26 February 2015 and (ii) its intention to issue new deeply subordinated notes**

TotalEnergies SE (the “**Company**”) announces the launch of a tender offer (the “**Tender Offer**”) intended to repurchase its €2,500,000,000 Undated Non-Call 10 Year Deeply Subordinated Fixed Rate Resetable Notes with a first call date on 26 February 2025 (ISIN: XS1195202822) issued by the Company on 26 February 2015 (all of which are currently outstanding) and admitted to trading on Euronext Paris (the “**Notes**”) for cash up to a maximum aggregate principal amount expected to be equal to the aggregate principal amount of the New Notes (as defined herein) to be issued and to be announced as soon as reasonably practicable after the pricing of the New Notes, subject to the right of the Company to increase or decrease such amount in its sole and absolute discretion (the “**Maximum Acceptance Amount**”). The terms of the Tender Offer are as set out in the tender offer memorandum dated 12 November 2024 (the “**Tender Offer Memorandum**”). Pursuant to the Tender Offer, and subject to the conditions described in the Tender Offer Memorandum, the Company offers to purchase for cash the Notes validly tendered by Qualifying Holders prior to the Expiration Time, in an amount up to the Maximum Acceptance Amount and subject to the Tender Pro-Rating Factor (if any).

Today, the Company also announces its intention to issue, subject to market conditions, Euro denominated undated deeply subordinated fixed rate resettable notes in two tranches, one with a 5.25 year non-call period and the other with a 10 year non-call period (together, the “**New Notes**”) to be offered to qualified investors (including Qualifying Holders of the Notes who may receive priority on allocation as further described in the Tender Offer Memorandum).

The completion of the Tender Offer will depend on the satisfaction or waiver of the Financing Condition (as defined below) and the acceptance of any Notes validly tendered for purchase, which is in the sole and absolute discretion of the Company, and the Company reserves the absolute right not to accept any Notes validly tendered pursuant to the Tender Offer. “**Financing Condition**” shall mean the settlement of the issue of the New Notes in the sole determination and satisfaction of the Company.

The acceptance for purchase by the Company of Notes validly tendered pursuant to the Tender Offer is at the sole discretion of the Company and is subject, without limitation, to, and conditional upon, the Financing Condition. The Company is entitled to amend or waive the Financing Condition at its sole discretion.

The Tender Price payable for Notes validly submitted for tender and accepted for purchase by the Company pursuant to the Tender Offer is the Tender Price of 99.80 per cent of the principal amount of the Notes. The consideration payable to each Qualifying Holder in respect of Notes validly submitted for tender and accepted for purchase by the Company will be an amount in cash equal to the Tender Price multiplied by the aggregate principal amount of the Notes validly tendered by such Qualifying Holder and accepted for purchase by the Company plus the Accrued Interest Amount in respect of such Notes (rounded to the nearest €0.01, with €0.005 being rounded upwards).

The purpose of the Tender Offer is, amongst other things, to proactively manage the Company’s hybrid portfolio.

The Tender Offer will end at 17:00 hours CET on 19 November 2024 (the “**Expiration Time**”) and its results will be announced as soon as reasonably practicable on the day after the Expiration Time. The settlement of the Tender Offer is expected to be on 22 November 2024.

This announcement must be read in conjunction with the Tender Offer Memorandum. Capitalised terms used in this announcement and not otherwise defined herein shall have the meanings ascribed to them in the Tender Offer Memorandum.

### **Disclaimer**

*This announcement does not constitute a prospectus. This announcement is neither an offer to sell nor a solicitation of an offer to buy securities. The securities which are the subject of this publication were not offered to the public.*

*This announcement does not constitute an invitation to participate in the Tender Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.*

*Tenders of Notes for purchase pursuant to the Tender Offer will not be accepted from qualifying holders in any circumstances in which such offer or solicitation is unlawful. The Company does not make any recommendation as to whether or not qualifying holders should participate in the Tender Offer.*

### **United States**

*The Tender Offer is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States or to U.S. Persons as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the **Securities Act**) (each a **U.S. Person**) and the Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States of America (“U.S. holders” within the meaning of Rule 800(h) under the Securities Act). Accordingly, copies of the Tender Offer Memorandum, this announcement and any documents or materials related to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any such person. Any purported Tender Instruction in response to the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported Tender Instructions made by a person located or resident in the United States of America or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.*

*For the purposes of the above paragraph, **United States** means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.*

*Each Qualifying Holder of Notes participating in the Tender Offer will represent that it is not participating in the Tender Offer from the United States, that it is participating in the Tender Offer in accordance with Regulation S under the Securities Act and that it is not a U.S. Person or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Tender Offer from the United States and who is not a U.S. Person.*

### **France**

*The Tender Offer is being made, directly or indirectly in the Republic of France to qualified investors (investisseurs qualifiés) as defined in Article 2(e) of the Prospectus Regulation (as defined below), as amended, and Article L.411-2 of the French Code monétaire et financier as amended from time to time. The Tender Offer Memorandum and any other offering material relating to the Tender Offer may be*

*distributed in the Republic of France only to qualified investors. Neither the Tender Offer Memorandum, nor any other such offering material has been submitted for clearance to the French Autorité des marchés financiers (the “AMF”).*

*Please refer to the Tender Offer Memorandum for the other applicable jurisdictions.*

#### **New Notes**

*Nothing in this announcement constitutes an offer to sell or the solicitation of an offer to buy the New Notes in any jurisdiction.*

*Subject as set out therein, any investment decision to purchase any New Notes should be made solely on the basis of the debt issuance programme prospectus dated 10 September 2024 which received approval no. 24-396 from the AMF on 10 September 2024 (the “**Debt Issuance Programme Prospectus**”) and the supplement to the Debt Issuance Programme Prospectus dated 8 November 2024 which received approval no. 24-478 from the AMF on 8 November 2024 (the “**Supplement**”) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 as may be amended from time to time (the “**Prospectus Regulation**”) and the final terms of the New Notes, and no reliance is to be placed on any representations other than those contained in the Debt Issuance Programme Prospectus. Subject to compliance with all applicable securities laws and regulations, the Debt Issuance Programme Prospectus and (following the pricing of the New Notes) the relevant final terms will be available from the Dealer Managers (in their capacity as a joint lead managers in the context of the issue of the New Notes) on request.*

***Compliance information for the New Notes: MiFID II / UK MiFIR/ professionals/ECPs-only/No PRIIPs or UK PRIIPs KID*** – Manufacturer target market (MIFID II / UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail in EEA or UK.

*For further information, please refer to the Debt Issuance Programme Prospectus, the Supplement and the relevant final terms.*

*No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of such securities.*