

## **TotalEnergies SE**

### **announces the Maximum Acceptance Amount for the tender offer for its €2,500,000,000 Undated Deeply Subordinated Notes issued on 26 February 2015 (ISIN: XS1195202822)**

On 12 November 2024, TotalEnergies SE (the “**Company**”) announced an invitation to the Qualifying Holders of its outstanding €2,500,000,000 Undated Non-Call 10 Year Deeply Subordinated Fixed Rate Resetable Notes with a first call date on 26 February 2025 issued on 26 February 2015 (ISIN: XS1195202822) (all of which are currently outstanding) and admitted to trading on Euronext Paris (the “**Notes**”) to tender their Notes for purchase by the Company for cash up to the Maximum Acceptance Amount (as defined herein), subject to the conditions described in the tender offer memorandum dated 12 November 2024 (the “**Tender Offer Memorandum**”) prepared by the Company (such invitation, the “**Tender Offer**”).

The Company now announces the Maximum Acceptance Amount for the Tender Offer.

The Tender Offer is being made on the terms and subject to the satisfaction or waiver of the Financing Condition and the other conditions contained in the Tender Offer Memorandum, and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

The Company successfully priced its dual tranche issuance of €1,250,000,000 Undated Non-Call 5.25 Year Deeply Subordinated Fixed Rate Resetable Notes and €1,250,000,000 Undated Non-Call 10 Year Deeply Subordinated Fixed Rate Resetable Notes (together, the “**New Notes**”). The Maximum Acceptance Amount (being the maximum aggregate principal amount of Notes the Company proposes (subject to the satisfaction or waiver of the Financing Condition) to accept for purchase pursuant to the Tender Offer) has been set by the Company at EUR 2,500,000,000. The acceptance of any Notes validly tendered for purchase by Qualifying Holders is at the absolute discretion of the Company and the Company reserves the absolute right not to accept any Notes validly tendered pursuant to the Tender Offer.

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

This announcement must be read in conjunction with 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.