



This is a translation into English of the statutory auditor's review report on the half-yearly financial information issued in French and is provided solely for the convenience of English-speaking users. This report includes information relating to the specific verification of information given in the half-yearly management report. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

TotalEnergies Capital International

Period from January 1 to June 30, 2022

Statutory auditor's review report on the half-yearly financial information

ERNST & YOUNG Audit



TotalEnergies Capital International

Period from January 1 to June 30, 2022

Statutory auditor's review report on the half-yearly financial information

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting and in accordance with the requirements of Article L. 451-1-2 III of the French Monetary and Financial Code ("*Code monétaire et financier*"), we hereby report to you on:

- the review of the accompanying condensed half-yearly financial statements of TotalEnergies Capital International, for the period from January 1 to June 30, 2022;
- the verification of the information presented in the half-yearly management report.

These condensed half-yearly financial statements are the responsibility of the Board of Directors. Our role is to express a conclusion on these financial statements based on our review.

I. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France.

A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the condensed half-yearly financial statements do not comply with French rules and principles.

II. Specific verification

We have also verified the information presented in the half-yearly management report on the condensed half-yearly financial statements subject to our review.



We have no matters to report as to its fair presentation and consistency with the condensed half-yearly financial statements.

Paris-La Défense, August 3, 2022

The Statutory Auditor
French original signed by
ERNST & YOUNG Audit

Laurent Vitse

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**CONDENSED FINANCIAL STATEMENTS
AS OF 30 JUNE 2022**

- BALANCE SHEET AS OF 30 JUNE 2022
- INCOME STATEMENT AS OF 30 JUNE 2022
- CASH FLOW STATEMENT AS OF 30 JUNE 2022
- APPENDIX

**BALANCE SHEET
AS OF 30 JUNE 2022**

BALANCE SHEET AS OF 30 JUNE 2022

ASSETS	30-Jun-22			31-Dec-21	LIABILITIES	30-Jun-22	31-Dec-21
	Gross	Amortizations, depreciations and provisions	Net				
FIXED ASSETS					SHAREHOLDERS' EQUITY (note 3)		
FINANCIAL ASSETS (note 2)	32,178,200,076		32,178,200,076	30,928,033,333	Capital	300,000	300,000
Long-term loans	31,959,657,850		31,959,657,850	30,728,069,582	Reserves	46,803,677	31,718,799
Drawdowns on credit facilities	-		-	-	Legal Reserves	30,000	30,000
Accrued interests on long-term loans	218,542,226		218,542,226	199,963,751	Retained Earnings	46,773,677	31,688,799
Accrued interests on credit facilities	-		-	-	Income for fiscal year	8,214,236	15,084,878
SUB TOTAL I	32,178,200,076	-	32,178,200,076	30,928,033,333	SUB TOTAL I	55,317,913	47,103,677
CURRENT ASSETS					PROVISIONS		
RECEIVABLES	58,041,822		58,041,822	52,006,653	SUB TOTAL II	-	-
Current accounts and inter-company loans	56,287,099		56,287,099	49,841,633	LIABILITIES		
Related accounts receivable	-		-	1,527,370	Debenture loans and similar debt debentures (note 4)	32,176,733,841	30,926,173,746
Other receivables	-		-	-	Debenture loans after hedge swaps	31,959,657,850	30,728,069,582
Tax and social receivables	-		-	-	Accrued interests on debenture loans after swaps	217,075,991	198,104,164
Accrued income	1,754,723		1,754,723	637,650	Miscellaneous borrowings and financial debts	11,825	-
					Bank and security deposits	-	-
					Creditor current accounts	11,825	-
					Related accounts payables on miscellaneous financial liabilities	-	-
					Diverse liabilities	-	-
SUB TOTAL II	58,041,822	-	58,041,822	52,006,653	Operating liabilities	2,057,157	4,817,258
					Trade notes and account payables	1,896,167	-
					Tax and social liabilities	160,990	4,817,258
SUB TOTAL III					SUB TOTAL III	32,178,802,823	30,930,991,004
PREPAID EXPENSES III	-	-	-	-	PREPAID INCOME IV	2,121,162	1,945,305
TOTAL (I+II+III)	EUR 32,236,241,898	-	32,236,241,898	30,980,039,986	TOTAL (I+II+III+IV)	EUR 32,236,241,898	30,980,039,986

**INCOME STATEMENT
AS OF 30 JUNE 2022**

INCOME STATEMENT AS OF 30 JUNE 2022

EXPENSES	30-Jun-22	31-Dec-21	30-Jun-21	INCOME	30-Jun-22	31-Dec-21	30-Jun-21
OPERATING EXPENSES				OPERATING INCOME			
External expenses	283,252	1,448,963	87,977	Miscellaneous income	-	10,044	-
Taxes	-	-	-				
SUB TOTAL I	283,252	1,448,963	87,977	SUB TOTAL I	-	10,044	-
FINANCIAL EXPENSES				PRODUITS FINANCIERS			
Interests on debenture loans after swaps	409,371,424	759,252,178	376,931,297	Interests on long-term loans	417,785,679	774,657,398	385,064,445
Interests on NEU CP (ex Billets de Trésorerie)	-	-	-	Interests on credit facilities	-	-	47,894
Interests on borrowings	-	-	-	Interests on inter-company loans	-	-	-
Interests on current accounts	2,595,469	-	1,856,543	Interests on current accounts	150,546	2,131,735	-
Interests on bank and security deposits	-	-	-	Interests on bank and security deposits	-	-	-
Expenses on special rates' swaps	-	-	-	Income from dedicated swaps	-	-	-
Interests on dedicated swaps	-	-	-	Income on special rates' swaps	-	-	-
Other financial expenses	-	16,683,738	16,453,526	Other interests and similar income	-	-	-
Foreign exchange loss	-	-	-	Diverse financial interests	-	16,797,640	16,567,429
Diverse financial expenses	-	-	-	Foreign exchange income	5,354,106	4,524,165	1,124,939
SUB TOTAL II	411,966,893	775,935,916	395,241,366	SUB TOTAL II	423,290,332	798,110,938	402,804,707
EXTRAORDINARY EXPENSES	-	-	-	EXTRAORDINARY INCOME	-	-	-
SUB TOTAL III	-	-	-	SUB TOTAL III	-	-	-
INCOME TAX IV	2,825,950	5,651,225	2,021,164				
NET INCOME FOR THE PERIOD	8,214,236	15,084,878	5,454,199	NET LOSS FOR THE PERIOD	-	-	-
TOTAL	EUR 423,290,332	798,120,982	402,804,707	TOTAL	EUR 423,290,332	798,120,982	402,804,707

**CASH FLOW STATEMENT
AS OF 30 JUNE 2022**

TOTALENERGIES CAPITAL INTERNATIONAL

CASH FLOW STATEMENT

in thousands of euros

	30/06/2022	31/12/2021
OPERATING CASH FLOW		
Fiscal period income as of 31.12.2021		15,085
Fiscal period income as of 30.06.2022	8,214	
Decrease (increase) in working capital requirement	(2,456)	956
Net Operating Cash Flow	5,758	16,041
INVESTING CASH FLOW		
Increase in long-term loans	(214,844)	(200,357)
Repayment of long-term loans	1,734,455	3,030,934
Net Investment Cash Flow	1,519,611	2,830,577
FINANCING CASH FLOW		
Dividends paid		
Net loans issued	(1,417,246)	(2,607,658)
Changes in short-term financial liabilities	1,514	(150)
Changes in short-term receivables	(2,942)	(13,089)
Net Financial Cash Flow	(1,418,675)	(2,620,897)
Cash increase (decrease)	106,695	225,722
Impact on foreign exchange fluctuations	(106,695)	(225,722)
Cash at the beginning of the period	0	0
Cash at the end of the period	0	0

APPENDIX

APPENDIX

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Those interim financial statements were prepared with respect to the French National Accounting Board (*Conseil National de Comptabilité*) “recommendation n°99.R.01” dated 18th March 1999 and related to the interim financial statements. They do not include all the information usually required in the financial statements according to the French GAAP. However, they present a selection of notes describing significant facts and operations in order to understand the evolution in the financial statements and performance of the company that could have occurred since the last financial statement as of 31st December 2021.

SIGNIFICANT EVENTS

During the first semester of 2022, TotalEnergies Capital International continued its activity on debt capital markets through the repayment of maturing loans, as well as its activity of interest rate and currency risk management.

For long-term borrowings, TotalEnergies Capital International, along with TotalEnergies SE, TotalEnergies Capital and TotalEnergies Capital Canada, acts as a principal issuer under the EMTN programme (guaranteed by TotalEnergies SE), under a US SEC-Registered Shelf programme (guaranteed by TotalEnergies SE), under an AMTN programme in Australia (guaranteed by TotalEnergies SE). TotalEnergies Capital International can also issue on a stand-alone basis (guaranteed by TotalEnergies SE).

During the first semester of 2022, TotalEnergies Capital International did not issue any new debenture loan.

TotalEnergies Capital International’s issuance programmes have long-term and short-term ratings by Standard and Poor’s: A+/A-1, and by Moody’s: A1/P-1. These ratings were made possible thanks to TotalEnergies SE’s guarantee granted to these programmes.

TotalEnergies SE has a long-term and a short-term rating by Standard and Poor’s: A+/A-1 with a Stable outlook on the long-term rating, and by Moody’s: A1/P-1 with a Stable outlook on the long-term rating. On 18th February 2021, Standard and Poor’s downgraded TotalEnergies SE’s rating from A+ with a Negative outlook to A with a Stable outlook. On 20th December 2021, Standard and Poor’s revised TotalEnergies SE’s outlook from Stable to Positive on the long-term rating. On 30th June 2022, Standard and Poor’s upgraded TotalEnergies SE’s rating from A with a Positive outlook to A+ with a Stable outlook.

On 24th March 2021, Moody’s revised TotalEnergies SE’s rating from Aa3 with a Negative outlook to A1 with a Stable outlook.

ENVIRONMENT

Despite the progress made with the COVID-19 vaccination campaign in developing countries, new variant outbreaks make it them less effective, maintain uncertainty and compel some regions to take new restrictive sanitary measures, particularly in East Asia. Following the invasion of Ukraine ordered by Vladimir Putin in February 2022, the United States and European Union have announced a package of sanctions

against Russia. The additional pressure on commodity prices is contributing to the already high inflation. Some European countries have adopted budgetary measures to fight the inflationary surge and central banks have put in place restrictive monetary policies such as rate hikes and tapering.

NOTE 1: ACCOUNTING RULES

Accounting rules and methods used for interim accounts are the same as the ones used for Year End 2021 accounts.

GENERAL PRINCIPLES

The balance sheet and income statement are established in accordance with the provisions of French law and in compliance with generally accepted accounting principles used by corporations.

ACCOUNTING RULES AND METHODS

The long- and medium-term financing transactions within the company TotalEnergies are recorded as financial assets according to their face value.

✓ Currency transactions

Given its financial activities and the significant amount of its foreign currency inflows and outflows, TotalEnergies Capital International uses multi-currency accounting, as financial institutions do.

Therefore, at closing, TotalEnergies Capital International does not use translation adjustment accounts but revaluates balance sheet and off-balance sheet entries whose impact is recorded in the income statement (unrealized foreign exchange gains and losses).

The revaluation of long-term off-balance sheet items in foreign currencies is recorded in the balance sheet as the financial derivative instruments with which they match (debenture loans).

The revaluation of short-term off-balance sheet items in foreign currencies is recorded under “revenue receivables from the revaluation of off-balance sheet foreign exchange positions” or “expenses payables for the revaluation of off-balance sheet foreign exchange positions.”

The foreign exchange positions are converted into euros based on the exchange rate at the end of the fiscal year.

✓ **Interest Rate and Currency Financial Instruments**

Outstanding transactions involving forward financial instruments are recognized as off-balance sheet liabilities. They consist primarily of interest rate and currency swap agreements negotiated for hedging purposes in order to manage TotalEnergies Capital International's exposure to fluctuations in interest rates and foreign exchange rates.

The interest differentials along with the premium and discount points associated with these swaps or forward contracts are recorded, prorated over the period, in the income statement as financial expenses or income over the life of the items that they hedge.

A provision will be booked for possible losses relating to transactions where the accounting standards for hedging are not respected.

✓ **Debenture loans**

Debenture loans converted into US dollars or euros through individually paired swaps at issuance are shown after swaps in the balance sheet and in the income statement. They are converted at the closing rate on the date of the accounts statement. The profits and losses resulting from the conversion at the closing rate of the currency debenture loans and swaps are recorded in the income statement under the heading: Foreign Exchange Profits and Losses.

✓ **Presentation of interests on swaps hedging debenture loans**

Interests on debenture loans are presented net of swaps. This presentation allows consistency between the profit and loss statement and the balance sheet (debenture loans are presented after their revaluation for foreign exchange variations on associated swaps) and enables a direct assessment of the overall cost of debt. On the balance sheet, accrued interests on debenture loans are also disclosed net of accrued interests on swaps.

NOTE 2: FINANCIAL ASSETS

Financial assets of TotalEnergies Capital International are comprised of long-term loans in US dollars with TotalEnergies Finance for an amount of 24,799 M EUR and with TotalEnergies SE for an amount of 7,160 M EUR.

NOTE 3: CHANGE IN SHAREHOLDERS' EQUITY

in thousands of euros

2021	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2020	POSITION AS OF 31/12/2021
Share capital	300		300
Legal reserve	30		30
Retained earnings	27,862	3,827	31,689
Income for fiscal year 2020	3,827	(3,827)	-
Dividend distribution			15,085
Income as of 31/12/2021			15,085
TOTAL SHAREHOLDERS' EQUITY	32,019	-	47,104

in thousands of euros

2022	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2021	POSITION AS OF 30/06/2022
Share capital	300		300
Legal reserve	30		30
Retained earnings	31,689	15,085	46,774
Income for fiscal year 2021	15,085	(15,085)	-
Dividend distribution			-
Income as of 30/06/2022			8,214
TOTAL SHAREHOLDERS' EQUITY	47,104	-	55,318

NOTE 4: DEBENTURE LOANS AND SIMILAR DEBENTURES

During the first semester of 2022, TotalEnergies Capital International did not issue any new debenture loan. Reimbursement of debenture loans at maturity during that same period were 1,000 M USD and 400 M GBP in nominal value.

NOTE 5: OFF-BALANCE SHEET COMMITMENTS

Derivative financial instruments – interest rate risk management

During the first semester of 2022, no interest rate swap and/or cross-currency swap matching a new debenture loan were put in place. Two interest rate and cross-currency swaps, with exchange of notional amounts matching a 400 M GBP debenture loan repaid during that period, matured for an amount of 606 M USD.