

**NON-BINDING TRANSLATION. ONLY THE FRENCH VERSION SHALL PREVAIL.**

## **TotalEnergies SE**

### **THE BOARD OF DIRECTORS**

#### **RULES OF PROCEDURE**

The Board of Directors of TotalEnergies SE<sup>1</sup> approved the following Rules of Procedure.

#### **1. ROLE OF THE BOARD OF DIRECTORS**

The Board of Directors is a collegial body that determines the course of the Corporation's business and oversees its implementation, in accordance with its corporate interest by taking into account the social and environmental challenges of its activity. With the exception of the powers and authority expressly reserved for shareholders and within the limits of the corporate purpose, the Board may address any issue related to the Corporation's operation and make any decision concerning the matters falling within its purview. Within this framework, the Board's duties and responsibilities include, but are not limited to, the following:

- appointing the executive directors<sup>2</sup> and supervising the handling of their responsibilities;
- striving to promote creation of long-term value by the Company;
- defining the Corporation's strategic orientations and, more generally, that of the Company;
- regularly reviewing, in relation with such strategic orientations, opportunities and risks such as financial, legal, operational, social and environmental risks as well as measures taken as a result;
- being informed of market developments, the competitive environment and the main challenges facing the Company, including with regard to social and environmental responsibility;
- approving investments or divestments being considered by the Company that exceed 3% of shareholders' equity as well as any significant transaction outside the announced strategy of the Company;
- reviewing information on significant events related to the Corporation's operations, in particular for investments and divestments involving amounts exceeding 1% of shareholders' equity;

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<sup>1</sup> TotalEnergies SE is referred to in these rules of procedure as the "Corporation" and collectively with all its direct and indirect subsidiaries as the "Company".

<sup>2</sup> The term "executive director" refers to the Chairman and Chief Executive Officer, if the Chairman of the Board of Directors is also responsible for the management of the Corporation; the Chairman of the Board of Directors and the Chief Executive Officer, if the two roles are carried out separately; and, where applicable, any Deputy Chief Executive Officers or Chief Operating Officers, depending on the organisational structure adopted by the Board of Directors.

- conducting any audits and investigations it deems appropriate. In particular, the Board, with the assistance of the Committees it has established, ensures that:
  - authority has been properly defined and that the various corporate bodies of the Corporation make proper use of their powers and responsibilities,
  - no individual is authorized to commit to pay or to make payments, on behalf of the Corporation, without proper supervision and control,
  - a system for preventing and detecting corruption and influence peddling is in place,
  - a non-discrimination and diversity policy within the Corporation and its Company exists and is implemented,
  - the internal control function operates properly and the statutory auditors are able to perform their mission satisfactorily, and
  - the Committees duly perform their responsibilities;
- approving the internal assessment procedure regarding ordinary agreements finalized under normal conditions as well as “regulated” agreements;
- ensuring the quality of the information provided to shareholders and financial markets through the financial accounts that it closes and the reports that it publishes, as well as when major transactions are completed;
- convening and setting the agenda for Shareholders’ Meetings or meetings of bond holders;
- ensuring that its composition as well as that of the Committees it establishes are balanced in terms of diversity (nationality, age, gender, skills and professional experience);
- preparing on an annual basis, according to criteria set by the Code of corporate governance to which the Corporation refers, the list of directors it deems to be independent amongst the directors other than the director representing employee shareholders and the director or directors representing employees who are not counted for the purpose of determining the proportion of independent directors within the Board of Directors as well as within its Committees; and
- appointing a Lead Independent Director under the conditions set out in article 7, when the Chairman of the Board of Directors is also the Chief Executive Officer pursuant to a decision by the Board of Directors.

## **2. OBLIGATIONS OF THE DIRECTORS OF TotalEnergies SE**

Before accepting a directorship, all candidates receive a copy of the Corporation’s Articles of Association and these Rules of Procedure. They must ensure that they have broad knowledge of the general and particular obligations related to their duty, especially the laws and regulations governing directorships in European companies (*Societas Europaea*)

registered in France, whose shares are listed in one or several regulated markets. They must also ensure that they are familiar with the guidelines set out in the Corporate Governance Code to which the Corporation refers.

Accepting a directorship creates an obligation to comply with applicable regulations relating in particular to the functioning of the Board of Directors, and with the ethical rules of professional conduct for directors as described in the Corporate Governance Code to which the Corporation refers. It also creates an obligation to comply with these rules of procedure and to uphold the Company's values as described in its Code of Conduct.

When directors participate in and vote at meetings of the Board of Directors, they are required to represent all of the Corporation's shareholders and to act in the interest of the Corporation as a whole.

## **2.1. INDEPENDENCE OF JUDGMENT**

Directors undertake to maintain, in all circumstances, the independence of their analysis, judgment, decision-making and actions as well as not to be unduly influenced, directly or indirectly, by other directors, particular groups of shareholders, creditors, suppliers or, more generally, any third party.

## **2.2. OTHER DIRECTORSHIPS OR FUNCTIONS**

Directors must keep the Board of Directors informed of any position they hold on the management team, board of directors or supervisory board of any other company, whether French or foreign, listed or unlisted. This includes any positions as a non-voting member (*censeur*) of a board. To this end, directors expressly undertake to promptly notify the Chairman of the Board of Directors, and the Lead Independent Director if one has been appointed, of any changes to the positions held, for any reason, whether appointment, resignation, termination or non-renewal.

## **2.3. PARTICIPATION IN THE BOARD'S WORK**

Directors undertake to devote the amount of time required to duly consider the information they are given and otherwise prepare for meetings of the Board of Directors and of the Committees of the Board of Directors on which they sit. They may request from the executive directors any additional information they deem necessary or useful to their duties. If they consider it necessary, they may request training on the Company's specificities, businesses and industry sector, its challenges in terms of social and environmental responsibility as well as any other training that may be of use to the effective exercise of their duties as directors.

Unless unable, in which case the Chairman of the Board shall be provided advance notice, directors are to attend all meetings of the Board of Directors, meetings of Committees of the Board of Directors on which they serve and Shareholders' Meetings.

The Chairman of the Board ensures that directors receive all relevant information concerning the Corporation, including that of a negative nature, particularly analyst reports, press releases and the most important media articles.

## **2.4. CONFIDENTIALITY**

Directors and any other person who attends all or part of any meeting of the Board of Directors or its Committees are under the strict obligation not to disclose any details of the proceedings.

All documents reviewed at meetings of the Board of Directors, as well as information conveyed prior to or during the meetings, are strictly confidential.

With respect to all non-public information acquired during the exercise of their functions, directors are bound, even after their functions have ceased, by professional secrecy not to divulge such information to outside parties of the Corporation and to employees of the Company. This obligation goes beyond the mere duty of discretion provided for by law.

Directors must not use confidential information obtained prior to or during meetings for their own personal benefit or for the benefit of anyone else, for whatever reason. They must take all necessary steps to ensure that the information remains confidential. Confidentiality and privacy are lifted when such information is made publicly available by the Corporation.

## **2.5. DUTY OF LOYALTY**

Directors must not take advantage of their office or duties to gain, for themselves or a third party, any monetary or non-monetary benefit.

They must notify the Chairman of the Board of Directors and the Lead Independent Director, if one has been appointed, of any existing or potential conflict of interest with the Corporation or any subsidiary of the Company, and they must refrain from participating in the vote relating to the corresponding resolution as well as from participating in any debates preceding such vote.

Directors must inform the Board of Directors of their participation in any transaction that directly involves the Corporation, or any subsidiary of the Company, before such transaction is finalized.

Directors must not assume personal responsibilities in companies or businesses having activities in competition with those of the Corporation or any subsidiary of the Company without first having informed the Board of Directors.

Directors undertake not to seek or accept from the Corporation, or from companies related to the Corporation, directly or indirectly, any advantages liable to be considered as being of a nature that may compromise their independence.

## **2.6. DUTY OF EXPRESSION**

Directors undertake to clearly express their opposition if they deem a decision being considered by the Board of Directors is contrary to the Corporation's corporate interest and they must endeavor to convince the Board of Directors of the pertinence of their position.

## **2.7. TRANSACTIONS IN THE CORPORATION'S SECURITIES AND STOCK EXCHANGE RULES**

While in office, directors are required to hold the minimum number of registered shares of the Corporation as set by the Articles of Association.

Generally speaking, directors must act with the highest degree of prudence and vigilance when completing any personal transaction involving the financial instruments of the Corporation, its subsidiaries or affiliates that are listed or that issue listed financial instruments.

To that end, directors must comply with the following requirements:

1. Any shares or ADRs of the Corporation or its listed subsidiaries are to be held in registered form, either with the Corporation or its agent, or as administered registered shares with a French broker (or North American broker for ADRs), whose contact details are communicated by the director to the Secretary of the Board of Directors.
2. Directors shall refrain from directly or indirectly engaging in (or recommending engagement in) transactions involving the financial instruments (shares, ADRs or any other securities related to such financial instruments) of the Corporation or its listed subsidiaries or shareholding, or any listed financial instruments for which the director has insider information.

Inside information is precise information, which has not yet been made public, relating directly or indirectly, to one or more issuers of financial instruments or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of financial instruments related to them.

3. Any transaction in the Corporation's financial instruments (shares, ADRs or related financial instruments) is strictly prohibited during the thirty calendar days preceding the publication of its periodic results (quarterly, half-year or annual) as well as on the day of any such announcement.
4. Moreover, directors shall comply with the provisions under which performance shares may not be sold:
  - within thirty calendar days prior to the publication by the Corporation of a press release relating to the half-year and annual results, such publication constituting the announcement of an interim financial report or a year-end report within the meaning of the applicable regulations
  - as well as in the event of knowledge of inside information within the meaning of Article 7 of Regulation (EU) No 596/2014 on market abuse, and which has not been made public.
5. Directors are prohibited from carrying out transactions on any financial instruments related to the Corporation's share (Paris option market (MONEP), warrants, exchangeable bonds, etc.) and from buying on margin or short selling such financial instruments.

6. Directors are also prohibited from hedging the shares of the Corporation and any financial instruments related to them, and in particular:
  - Corporation shares that they hold; and, where applicable;
  - Corporation share subscription or purchase options;
  - rights to Corporation shares that may be awarded free of charge; and
  - Corporation shares obtained from the exercise of options or definitively granted.
7. Directors must make all necessary arrangements to declare, pursuant to the form and timeframe provided by applicable law, to the French securities regulator (*Autorité des marchés financiers*) and to the Financial Conduct Authority, as well as to the Secretary of the Board of Directors, any transaction involving the Corporation's securities conducted by themselves or by any other person to whom they are closely related.

### **3. FUNCTIONING OF THE BOARD OF DIRECTORS**

#### **3.1. BOARD MEETINGS**

The Board of Directors meets whenever circumstances require and at least every three months.

Prior to each Board meeting, the directors receive the agenda and, whenever possible, all other materials necessary to consider for the session.

Directors may be represented by another director at a meeting of the Board, provided that no director holds more than one proxy at any single meeting.

Whenever authorized by law, directors are considered present for quorum and majority purposes who attend Board meetings through video conferencing or other audiovisual means that are compliant with the technical requirements set by applicable regulations.

#### **3.2. DIRECTORS' COMPENSATION**

Within the limit of a ceiling set by the Shareholders' Meeting, the Board of Directors determines the directors' compensation based on a fixed portion as well as a variable portion that takes into account each director's actual participation in the work of the Board of Directors and its Committees together with, if applicable, the exercise of the duties of the Lead Independent Director.

The Chief Executive Officer or, if the functions are combined, the Chairman and Chief Executive Officer, does not receive any compensation for his participation in the work of the Board and its Committees.

### **3.3. SECRETARY OF THE BOARD OF DIRECTORS**

The Board of Directors, based on the recommendation of its Chairman, appoints a Secretary of the Board who assists the Chairman in organizing the Board's activities, and particularly in preparing the annual work program and the schedule of Board meetings.

The Secretary of the Board drafts the minutes of Board meetings, which are then submitted to the Board for approval.

The minutes of the Board meetings are drafted in French and executed by the Chairman of the meeting and at least one director. If the Chairman of the meeting is unable to attend, it is executed by at least two directors. Non-binding translations of extracts from the minutes may be drawn up into another language than French. However, only the minutes in French shall prevail.

The Secretary of the Board is authorized to dispatch Board meeting minutes and to certify copies and extracts of the minutes.

The Secretary is responsible for all procedures pertaining to the functioning of the Board of Directors. These procedures are reviewed periodically by the Board.

All Board members may ask the Secretary for information or assistance.

### **3.4. EVALUATION OF THE FUNCTIONING OF THE BOARD**

The Board evaluates its functioning at regular intervals not exceeding three years. The evaluation is carried out under the supervision of the Lead Independent Director, if one has been appointed, or under the supervision of the Governance and Ethics Committee, with the assistance of an outside consultant. The Board of Directors also conducts an annual review of its practices.

## **4. ROLE AND AUTHORITY OF THE CHAIRMAN**

The Chairman represents the Board of Directors and, except under exceptional circumstances, has sole authority to act and speak on behalf of the Board of Directors.

The Chairman organizes and oversees the work of the Board of Directors and ensures that the corporate bodies operate effectively and in compliance with good governance principles. The Chairman coordinates the work of the Board of Directors and its Committees. The Chairman establishes the agenda for each Board meeting, including items suggested by the Chief Executive Officer.

The Chairman ensures that directors receive, in a timely manner and in a clear and appropriate format, the information they need to effectively carry out their duties.

In liaison with the general management, the Chairman is responsible for maintaining relations between the Board of Directors and the shareholders of the Corporation. The Chairman monitors the quality of information disclosed by the Corporation.

In close cooperation with the general management, the Chairman may represent the Corporation in high-level discussions with government authorities and major partners of the Company, both at a national and international level.

The Chairman is regularly informed by the Chief Executive Officer of significant events and situations relating to the Company, particularly with regard to strategy, organisation, monthly financial reporting, major investment and divestment projects and key financial transactions. The Chairman may ask the Chief Executive Officer or other senior executives of the Corporation, provided that the Chief Executive Officer is informed, to supply any information that may help the Board or its Committees to carry out their duties.

The Chairman may meet with the statutory auditors in order to prepare the work of the Board of Directors and the Audit Committee.

Every year, the Chairman reports to shareholders at the Shareholders' Meeting on the Board of Directors' work.

## **5. AUTHORITY OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer is responsible for the Corporation's overall management. He represents the Corporation in its relationships with third parties and chairs the Executive Committee. The Chief Executive Officer is vested with the broadest powers to act on behalf of the Corporation in all circumstances, subject to the powers that are, by law, restricted to the Board of Directors and to the Annual Shareholders' Meeting, as well as to the Corporation's corporate governance rules and in particular these rules of procedure of the Board of Directors. The Board of Directors decides on any limitations of the powers of the Chief Executive Officer.

The Chief Executive Officer is responsible for presenting the Company's results and prospects to shareholders and the financial community on a regular basis. At each meeting of the Board of Directors, the Chief Executive Officer presents an overview of significant events of the Company.

The Chief Executive Officer proposes to the Board of Directors who present it to the shareholders at the Shareholders' Meeting, the Management Report of the Corporation as well as the consolidated Management Report.

## **6. BOARD COMMITTEES**

The Board of Directors approved the creation of:

- an Audit Committee;
- a Governance and Ethics Committee;
- a Compensation Committee; and
- a Strategy & CSR Committee.



The roles and composition of each Committee are set forth in their respective rules of procedure, which have been approved by the Board of Directors.

The Committees perform their duties under the authority and for the benefit of the Board of Directors.

Each Committee reports on its activities to the Board of Directors.

## **7. LEAD INDEPENDENT DIRECTOR**

### **7.1. APPOINTMENT OF THE LEAD INDEPENDENT DIRECTOR**

When the functions of the Chairman of the Board and Chief Executive Officer are combined, the Board of Directors appoints a Lead Independent Director, on the recommendation of the Governance and Ethics Committee, among the directors considered to be independent by the Board of Directors.

The appointed Lead Independent Director holds this position while in office as director, unless otherwise decided by the Board of Directors, which may choose to terminate his duties at any time. If for any reason the director is no longer deemed to be independent, his or her position as Lead Independent Director will be terminated.

The Lead Independent Director, if one is appointed, chairs the Governance and Ethics Committee.

### **7.2. DUTIES OF THE LEAD INDEPENDENT DIRECTOR**

The Lead Independent Director's duties include:

#### **1. Convening meetings of the Board of Directors – Meeting Agenda**

The Lead Independent Director may request that the Chairman and Chief Executive Officer call a meeting of the Board of Directors to discuss a given agenda.

He may request that the Chairman and Chief Executive Officer include additional items on the agenda of any meeting of the Board of Directors.

#### **2. Participation in the work of the Committees**

If not a member of the Compensation Committee, the Lead Independent Director is invited to attend meetings and participates in the work of the Compensation Committee relating to the annual review of the executive directors' performance and recommendations regarding their compensation.

### **3. Acting as Chairperson of Board of Directors' meetings**

When the Chairman and Chief Executive Officer is unable to attend all or part of a meeting of the Board of Directors, the Lead Independent Director chairs the meeting. In particular, he or she chairs those Board meetings the proceedings of which relate to the evaluation of the performance of the executive directors and the determination of their compensation, which take place in their absence.

### **4. Evaluation of the functioning of the Board of Directors**

The Lead Independent Director manages the evaluation process relating to the functioning of the Board of Directors and reports on this evaluation to the Board of Directors.

### **5. Prevention of conflicts of interest**

Within the Governance and Ethics Committee, the Lead Independent Director organizes the performance of due diligence in order to identify and analyze potential conflicts of interest within the Board of Directors. He informs the Chairman and Chief Executive Officer of any conflicts of interest identified as a result and reports to the Board of Directors on these activities.

Pursuant to the obligation to declare conflicts of interest set out in article 2.5 of these Rules, any director affected by an existing or potential conflict of interest must inform the Chairman and Chief Executive Officer and the Lead Independent Director.

### **6. Monitoring of the satisfactory functioning of the Board and compliance with the Rules of Procedure**

The Lead Independent Director ensures compliance with the rules of the Corporate Governance Code to which TotalEnergies SE refers and with the Rules of Procedure of the Board of Directors. He or she may make any suggestions or recommendations that he deems appropriate to this end.

He or she ensures that the directors are in a position to carry out their tasks under optimal conditions and that they have sufficient information to perform their duties.

With the agreement of the Governance and Ethics Committee, the Lead Independent Director may hold meetings of the directors who do not hold executive or salaried positions on the Board of Directors. He reports to the Board of Directors on the conclusions of such meetings.

### **7. Relationships with Shareholders**

The Chairman and Chief Executive Officer and the Lead Independent Director are the shareholders' dedicated contacts on issues that fall within the remit of the Board.

When a shareholder approaches the Chairman and Chief Executive Officer in relation to such issues, the latter may seek the opinion of the Lead Independent Director before responding appropriately to the shareholder's request.

When the Lead Independent Director is approached by a shareholder in relation to such issues, he or she must inform the Chairman and Chief Executive Officer, providing his or her opinion, so that the Chairman and Chief Executive Officer may respond appropriately to the request. The Chairman and Chief Executive Officer must inform the Lead Independent Director of the response given.

With the consent of the Chairman of the Board of Directors, the Lead Independent Director may represent the Board of Directors at meetings with the shareholders of the Corporation on matters of corporate governance.

### **7.3 RESOURCES, CONDITIONS OF OFFICE AND ACTIVITY REPORT**

The Chairman and Chief Executive Officer must regularly update the Lead Independent Director on the Corporation's activities.

The Lead Independent Director has access to all of the documents and information necessary for the performance of his or her duties.

The Lead Independent Director may consult the Secretary of the Board and use the latter's services in the performance of his or her duties.

Under the conditions set out in article 3.2 of these Rules and those established by the Board of Directors, the Lead Independent Director may receive additional compensation for the duties entrusted to him or her.

The Lead Independent Director must report annually to the Board of Directors on the performance of his or her duties. During Annual Shareholders' Meetings, the Chairman and Chief Executive Officer may invite the Lead Independent Director to report on his or her activities.

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