

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

## **TotalEnergies SE**

### **COMPENSATION COMMITTEE**

#### **RULES OF PROCEDURE**

The Board of Directors of TotalEnergies SE (hereafter referred to as the “Corporation” and, collectively with all its direct and indirect subsidiaries, as the “Company”) has approved the following rules of procedure of the Corporation’s Compensation Committee (hereafter, the “Committee”).

The members of the Committee are directors of the Corporation and therefore uphold the rules of procedure of the Board of Directors of TotalEnergies SE.

The Committee is focused on:

- examining the executive compensation policies implemented by the Company and the compensation of members of the Executive Committee;
- evaluating the performance and recommending the compensation of each executive director; and
- preparing reports which the Corporation must present in these areas.

#### **I. DUTIES**

The Committee’s duties include in particular:

1. examining the main objectives proposed by the Corporation’s general management regarding compensation of the Company’s executive officers, including stock option and performance share grant plans as well as equity-based plans, and advising on this subject;
2. presenting recommendations and proposals to the Board of Directors concerning:
  - compensation, pension and life insurance plans, in-kind benefits and other compensation (including severance benefits) for the executive directors of the Corporation; in particular, the Committee proposes compensation structures that take into account the Corporation’s strategic orientations, objectives and earnings, market practices as well as one or more criteria related to social and environmental responsibility;
  - stock option and performance share grants, particularly grants of restricted shares to the executive directors;
3. examining the compensation of the members of the Executive Committee, including stock option and performance share grant plans as well as equity-based plans, pension and insurance plans and in-kind benefits;
4. preparing and presenting reports in accordance with these rules of procedure;
5. examining, for the parts within its remit, reports to be sent by the Board of Directors or its Chairman to the shareholders;

6. preparing recommendations requested at any time by the Chairman of the Board of Directors or the general management of the Corporation regarding compensation; and
7. at the request of the Chairman of the Board, examining all draft reports of the Corporation regarding compensation of the executive officers or any other matters within its competence.

## **II. COMPOSITION**

The Committee is made up of at least three directors designated by the Board of Directors. A majority of the members must be independent directors.

Members of the Compensation Committee may receive from the Corporation and its subsidiaries, either directly or indirectly only: (i) compensation due for their services as directors and as members of the Committee, or, if applicable, as members of another committee of the Corporation's Board of Directors; (ii) compensation and pension benefits related to prior employment by the Corporation, or another subsidiary of the Company, which are not dependent upon future work or activities.

The term of office of the members of the Committee coincides with the term of their appointment as director. The term of office as a member of the Committee may be renewed at the same time as the appointment as director.

However, the Board of Directors can change the composition of the Committee at any time.

## **III. ORGANISATION OF ACTIVITIES**

The Committee proposes its Chairman and the Board of Directors validates such proposition under the recommendation of the Governance and Ethics Committee. The Committee appoints its secretary who is a senior executive of the Corporation and may be the Secretary of the Board of Directors.

The Committee deliberates when at least one-half of its members are present. A member of the Committee cannot be represented.

The Committee meets at least twice a year. It meets on an as-needed basis upon notice by its Chairman or by one-half of its members.

The Committee invites the Chairman of the Board of Directors or the Chief Executive Officer, as applicable, to present recommendations. No executive directors may be present during the Committee's deliberations regarding his/her own situation. If the Chairman of the Board of Directors is not the Chief Executive Officer of the Corporation, the Chief Executive Officer may not be present during the Committee's deliberations regarding the situation of the Chairman of the Board of Directors.

While maintaining the appropriate level of confidentiality for its discussions, the Committee may request from the Chief Executive Officer to be assisted by any senior executive of the Corporation whose skills and qualifications could facilitate the consideration of an agenda item.

If it deems it necessary to accomplish its duties, the Committee may request from the Board of Directors the resources to contract external consultants.

The proposals made by the Committee to the Board of Directors are adopted by a majority of the members present at the Committee meeting. The Chairman of the Committee casts the deciding vote if an even number of Committee members is present at the meeting.

The Committee can adopt proposals intended for the Board of Directors without meeting if all the members of the Committee so agree and sign each proposal.

A written summary of Committee meetings is drawn up.

#### **IV. REPORT**

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

The Board of Directors periodically evaluates the performance of the Committee based on these rules of procedure and, if applicable, suggests ways of improving its performance.