

(ISIN: XS1195202822)

PARIS--(BUSINESS WIRE)--

TotalEnergies SE (the "Company") (Paris:TTE) (LSE:TTE) (NYSE:TTE) announces the final results of its invitation to holders of its €2,500,000,000 Undated Non-Call 10 Year Deeply Subordinated Fixed Rate Resettable 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") to tender their Notes for purchase by the Company for cash (the "Tender Offer").

The Tender Offer was announced on 12 November 2024 and was made on the terms and subject to the conditions contained in the tender offer memorandum dated 12 November 2024 prepared by the Company, as updated by the announcement from the Company on 12 November 2024 (together the "Tender Offer Memorandum"), and is subject to the offer restrictions described in 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.

The Expiration Time for the Tender Offer was 17:00 hours CET on 19 November 2024.

The Company confirms that the issue of the New Notes settled yesterday, and therefore the Financing Condition has been satisfied.

As at the Expiration Time, the Company had received and accepted for purchase valid tenders of €1,418,419,000 in aggregate nominal amount of the Notes.

The Settlement Date in respect of the Notes accepted for purchase pursuant to the Tender Offer is expected to be 22 November 2024. Following settlement of the Tender Offer and cancellation of the relevant Notes accepted for purchase pursuant to the Tender Offer, €1,081,581,000 in aggregate nominal amount of the Notes will remain outstanding.

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.

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.

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