

EU MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET –

Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**EU MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels. The Issuer is not a manufacturer for the purposes of the EU MIFID Product Governance Rules.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET –

Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of EU MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Final Terms dated 27 February 2025

TOTALENERGIES CAPITAL INTERNATIONAL

**Issue of EUR 1,000,000,000 3.160 per cent. Fixed Rate Notes due 3 March 2033
under the €40,000,000,000 Euro Medium Term Note Programme
Legal Entity Identifier (“LEI”): 549300U37G2I8G4RUG09**

unconditionally and irrevocably guaranteed by TOTALENERGIES SE

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Debt Issuance Programme Prospectus dated 10 September 2024 which received approval no. 24-396 from the French *Autorité des marchés financiers* (the “**AMF**”) on 10 September 2024 (the “**Debt Issuance Programme Prospectus**”), the first supplement to the Debt Issuance Programme Prospectus dated 8 November 2024 which received approval no. 24-478 from the AMF on 8 November 2024 and the second supplement to the Debt Issuance Programme Prospectus dated 13 February 2025 which received approval no. 25-035 on 13 February 2025 (together, the “**Supplements**”) 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**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Debt Issuance Programme Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Debt Issuance Programme Prospectus and the Supplements to the Debt Issuance Programme Prospectus. The Debt Issuance Programme Prospectus and the Supplements to the Debt Issuance Programme Prospectus are available for viewing on the website of the Issuer (www.totalenergies.com) and on the website of the AMF (www.amf-france.org).

1	(i)	Issuer:	TOTALENERGIES CAPITAL INTERNATIONAL
	(ii)	Guarantor:	TOTALENERGIES SE
2	(i)	Series Number:	139
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3		Specified Currency or Currencies:	Euro (“ EUR ”)
4		Aggregate Nominal Amount:	
	(i)	Series:	EUR 1,000,000,000
	(ii)	Tranche:	EUR 1,000,000,000
5		Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	(i)	Specified Denominations:	EUR 100,000
	(ii)	Calculation Amount:	EUR 100,000
7	(i)	Issue Date:	3 March 2025
	(ii)	Interest Commencement Date:	Issue Date
8		Maturity Date:	3 March 2033
9		Interest Basis:	3.160 per cent. Fixed Rate

		(further particulars specified below)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Call Options:	Make-whole Redemption by the Issuer Residual Maturity Call Option Clean-Up Call Option (further particulars specified below)
13	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date approval for issuance of Notes and Guarantee obtained:	Resolution of the Board of Directors of the Issuer dated 4 February 2025 and resolution of the Board of Directors of the Guarantor dated 11 December 2024
14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.160 per cent. per annum in arrear on each Interest Payment Date.
	(ii) Interest Payment Dates:	3 March in each year, commencing on 3 March 2026
	(iii) Fixed Coupon Amount:	EUR 3,160 per Calculation Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date:	3 March in each year
	(vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable
	PROVISIONS RELATING TO REDEMPTION	
17	Call Option	Not Applicable
18	Put Option	Not Applicable
19	Make-whole Redemption by the Issuer	Applicable Calculated to the Call Option Date
	(i) Reference Bond:	DBR 2.3% 02/15/33 (ISIN: DE000BU2Z007) (99.52% / 79.3 bps)
	(ii) Reference Screen Rate:	Bloomberg HP page for the Reference Bond (using the settings "Mid YTM" and "Daily")
	(iii) Make-whole Margin:	+15 bps

(iv)	Parties to be notified (if other than the Fiscal Agent the Make-whole Calculation Agent and the Quotation Agent)	Not Applicable
(v)	Make-whole Calculation Agent:	Citibank, N.A., London Branch
(vi)	Quotation Agent:	As per Conditions
(vii)	Reference Dealers:	As per Conditions
(viii)	Partial redemption:	Not Applicable
20	Residual Maturity Call Option:	Applicable
(i)	Call Option Date:	3 December 2032
(ii)	Residual Maturity Call Option Price:	As per Conditions
(iii)	Partial Redemption:	Not Applicable
21	Redemption following an Acquisition Event:	Not Applicable
22	Clean-up Call Option by the Issuer (Condition 5(h))	Applicable
(i)	Clean-up Call Percentage:	75.00 per cent.
(ii)	Clean-up Call Price:	EUR 100,000 per Calculation Amount
23	Final Redemption Amount of each Note:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount per Calculation Amount.
24	Early Redemption Amount Early Redemption Amount per Calculation Amount payable on redemption for taxation reasons or on event of default:	EUR 100,000 per Calculation Amount
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
25	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
26	New Global Note:	Yes
27	Financial Centre(s):	T2
28	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
29	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
30	Any applicable currency disruption:	Not Applicable

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:
Duly authorised

Signed on behalf of the Guarantor:

By:
Duly authorised

PART B — OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on Euronext Paris with effect from 3 March 2025.
- (ii) Estimate of total expenses related to admission to trading: EUR 10,000

2 RATINGS

- Ratings: The Notes to be issued have been rated:
- S&P: A+
- Moody's: Aa3
- Moody's and S&P are established in the European Union and registered under Regulation (EC) No. 1060/2009, as amended (the "**CRA Regulation**"). As such Moody's and S&P are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale" section in the Debt Issuance Programme Prospectus, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the offer.

4 YIELD

- Indication of yield: 3.160%
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

- ISIN Code: XS3015115408
- Common Code: 301511540
- CFI: See the website of the Association of National Numbering Agencies (**ANNA**) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- FISN: See the website of the Association of National Numbering Agencies (**ANNA**) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- Any clearing system other than Euroclear Bank SA/NV and Clearstream Banking, S.A., and the relevant identification number: Not Applicable
- Delivery: Delivery against payment
- Names and addresses of initial Paying Agent: Citibank, N.A., London Branch
13th Floor, Citigroup Centre
Canada Square

Canary Wharf
London E14 5LB
United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

6 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of the Managers: Banco Santander, S.A.
Mizuho Securities Europe GmbH
Société Générale
Standard Chartered Bank AG
UniCredit Bank GmbH
- (iii) Stabilisation Manager: Banco Santander, S.A.
- (iv) If non-syndicated, name of Dealer: Not Applicable
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable

7 USE AND ESTIMATED NET AMOUNT OF THE PROCEEDS

- (i) Use of proceeds: General corporate purposes
- (ii) Estimated net proceeds: EUR 998,200,000