



## **Governance charter for the Fondation d'entreprise TotalEnergies, TotalEnergies' French Corporate Foundation**

In the interest of transparency with its stakeholders and its founder, TotalEnergies SE, the Fondation d'entreprise TotalEnergies, TotalEnergies' French Corporate Foundation, has drawn up a governance charter.

This charter sets out the rules and principles that guide its action and that it intends to respect, as well as the conditions under which it will perform its work within the framework of the budget allocated to it by its founder, its bylaws and the community engagement priorities defined by the TotalEnergies company.

**Programs funded by the Fondation d'entreprise TotalEnergies are selected and implemented in accordance with the rules set out by the TotalEnergies company regarding anti-corruption and the prevention of conflicts of interest.**

- These rules are applicable not only to TotalEnergies company employees but also to members of the selection committees, members of the the Fondation d'entreprise TotalEnergies' Board of Directors and members of all other bodies that may be involved in setting priorities or making decisions regarding funds granted by the Fondation d'entreprise TotalEnergies.
- These members undertake to respect the rules of the TotalEnergies company with regard to preventing conflicts of interest. In particular, they do not take part in the decision-making process when it concerns organizations with which they are involved. Potential conflicts of interest must be reported so that they can be assessed.
- The Fondation d'entreprise TotalEnergies only works with partners that commit to respecting the company's anti-corruption principles. All agreements contain an anti-corruption clause and a "Combating corruption" appendix, which all partners agree to read and comply with.
- The due diligence process for third parties must be completed before a partnership is established in order to anticipate and address risks related to corruption. To this end, the Fondation d'entreprise TotalEnergies may send a questionnaire to the partner requesting certain documentation, including governance and accounting information. The Fondation d'entreprise TotalEnergies also informs partners of the need to identify any conflicts of interest that could arise among members of their governing bodies as a result of the partnership.

**Projects are selected for support from the Fondation d'entreprise TotalEnergies based on specific eligibility criteria.**

- The Fondation d'entreprise TotalEnergies exclusively supports projects (i) whose purpose is to advance the public interest; (ii) which are eligible for the tax and legal framework of corporate philanthropy in France; (iii) which are outside the commercial sphere and do not generate economic activity for TotalEnergies; and (iv) which are not intended to promote TotalEnergies' activities, products, services or brands.
- The Fondation d'entreprise TotalEnergies carries out its work under TotalEnergies' global program of citizenship initiatives, TotalEnergies Foundation.  
The projects that it supports must be in line with TotalEnergies Foundation's two guiding principles: to contribute to the development of the company's host communities and regions and, in particular, to support young people.  
They must focus on the TotalEnergies Foundation program's four priority areas, as enshrined in the Fondation d'entreprise TotalEnergies' bylaws: youth inclusion and education; road safety; climate and environment; and cultural dialogue and heritage.
- The Fondation d'entreprise TotalEnergies selects projects based on criteria established in the roadmap for each priority area, and may be assisted by a Steering Committee.
- It does not support faith-based organizations or projects, political parties, trade unions or private initiatives.
- It does not support individual projects or projects designed to further the cause of an individual.

**Decisions regarding the selection of projects to be supported by the Fondation d'entreprise TotalEnergies are auditable.**

- The selection is based on the annual budget that the founder allocates in compliance with the minimum amounts provided for in the schedule contained in the bylaws and in the budget that the Board of Directors of the Fondation d'entreprise TotalEnergies approves for each priority area.
- In order to be considered, project proposals must be submitted in writing.
- When submitted as part of a call for partners or projects, the Fondation d'entreprise TotalEnergies establishes a selection process that involves representatives from outside the company, chosen for their expertise in the area concerned.
- Outside calls for partners or projects, the selection process is based on a recommendation by the head of the priority area concerned to the Vice President TotalEnergies Foundation, who submits it for approval to the General Delegate of the Fondation d'entreprise TotalEnergies.
- When a project is rolled out in a single region, the company representative of that region is consulted and is a stakeholder in the decision-making process.
- For high-profile projects and/or projects whose funding spans several years and amounts to over €1 million per year, the Board of Directors of the Fondation d'entreprise TotalEnergies is informed.
- Approval is only final once the anti-corruption due diligence process is complete, where required.
- All approvals are formalized by a legally binding document signed by the parties (a philanthropy agreement or a commitment letter).  
Funds shall not be distributed without this document, which notably sets out the amounts to be paid and the payment schedule.  
Partnerships are made public once the agreements have been signed.

**The Fondation d'entreprise TotalEnergies strives to maximize the impact of its actions for target causes and, to this end, is committed to continuous improvement.**

- The projects it supports must have an impact measurement system in place or be willing to set one up.
- The Fondation d'entreprise TotalEnergies has implemented a process to improve its partners' impact measurement, and to assess its own impact.

**The Fondation d'entreprise TotalEnergies is attentive to the risk that the organizations it supports may become financially dependent.**

- Its contributions do not exceed 30% of the overall budget of the supported organization, unless a justified exception is made.
- It only permits beneficiary organizations to use a limited amount of its donations (up to 10%, unless a justified exception is made) for their internal management costs (overhead expenses).
- It encourages organizations to diversify their funding sources, provides them with assistance in doing so, and works to prepare them for the end of the contractually agreed funding.
- These provisions do not apply to organizations founded and controlled exclusively by TotalEnergies company entities.

**For third-party projects that it supports but does not directly operate, the Fondation d'entreprise TotalEnergies is not involved in scientific, artistic or educational decisions or content.**

- In collaboration with the involved partner, the Fondation d'entreprise TotalEnergies defines a partnership-specific governance system, the implementation of which is governed by the legal document signed by the parties.
- In cases where it is a stakeholder in the organization's governance, the Fondation d'entreprise TotalEnergies is particularly attentive to ensuring that this commitment is upheld.
- The same close attention is paid to this commitment in cases where the Fondation d'entreprise TotalEnergies provides its partner with non-financial support (e.g., strategic support).

**Any material consideration that may be granted to the Fondation d'entreprise TotalEnergies as part of philanthropy projects is made available to third-party public-interest initiatives as a priority. Such consideration may only benefit company employees through the Action! volunteering program.**

- If the implementation of retrocessions requires provisions or ancillary services for the partner, their cost is covered by the Fondation d'entreprise TotalEnergies and/or the third-party beneficiary.
- This consideration never exceeds the maximum French tax tolerance of 25% of the donation amount distributed as consideration for image and visibility benefits for the founder and, where applicable, material facilities.