

# **ARTICLES OF ASSOCIATION**

## **TotalEnergies Renewables**

***Société par actions simplifiée***  
(simplified joint stock company)

**with capital of 255 111 841 euros**

**Registered office: Tour CBX - 1 passerelle des Reflets**

**92400 Courbevoie**

**328 195 193 RCS Nanterre**

**Certified true copy of the original**

**[Signature]**  
**The President**  
**Mr Olivier JOUNY**

*Amended on 17 December 2021*

Timothy BAILLIE  
Expert Traducteur  
près la Cour d'Appel de Besançon  
ANGLAIS, FRANÇAIS, ESPAGNOL, PORTUGAIS

N° ne varietur *S/2410069A* Date **04 OCT. 2024**

The shareholders of **Total Energie Développement**, a company with share capital of 1,280,000 euros whose registered office is at 2, place de la Coupole, La Défense 6 - 92400 Courbevoie, registered in the Nanterre Trade and Companies Register under number 328 195 193, have decided to convert the company into a *Société par Actions Simplifiée* (simplified joint stock company) and have drawn up the following Articles of Association for said Company, which were unanimously approved by the Extraordinary General Meeting of 28 November 2002.

## PART I

### FORME – NAME – PURPOSE – REGISTERED OFFICE – TERM – FINANCIAL YEAR

#### Article 1 - Form

The Company is a *Société par Actions Simplifiée* (simplified joint stock company).

At any time, the Company may have several shareholders or a single shareholder ("the Sole Shareholder") without any change to its corporate form.

#### Article 2 - Name

The Company's name is: **TotalEnergies Renewables**.

All company documents intended for third parties must state the company name immediately preceded or followed by the words: *Société par Actions Simplifiée* or the initials S.A.S. and a statement of the share capital.

#### Article 3 - Corporate purpose

The company's purpose, whether directly or indirectly, in France and abroad, and in any form, is to carry out all activities relating to the energy sector and, in particular, to negotiate and acquire holdings in renewable energy projects, such as solar, wind, hydraulic or marine energy, alone or in combination with other energy sources such as gas, and to trade in solar solutions.

In general, the Company may, either alone or in association with third parties, engage in the following:

- any civil, administrative, commercial, industrial, financial, securities or real estate transactions directly or indirectly related to the above activities;
- the creation of existing or future companies or groupings, and the acquisition of interests in any existing or future companies or groupings directly or indirectly related to the above activities;
- and, more generally, any operations directly or indirectly related to the above activities.

Timothy BAILLI  
Expert Traducteur  
près la Cour d'Appel de Besançon  
ANGLAIS, FRANÇAIS, ESPAGNOL, PORTUGAIS

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#### **Article 4 - Registered office**

The registered office is at:

Tour CBX  
1 Passerelle des Reflets  
92400 Courbevoie

It may be transferred to any other location within the same *département* or an adjoining *département* by decision of the President, and to any other location by decision of the sole shareholder or the body of shareholders.

#### **Article 5 - Term**

The Company's term is 99 years from the date of its registration in the *Registre du Commerce et des Sociétés* (Trade and Companies Register), except in the event of its early dissolution or extension.

#### **Article 6 - Financial year**

The financial year runs from 1 January to 31 December each year.

### **PART II**

#### **SHARE CAPITAL - SHARES - TRANSFER OF SHARES**

#### **Article 7 - Capital**

The share capital is set at 255,111,841 euros.

It is divided into 970,007 fully paid-up shares, each with a par value of 263 euros.

#### **Article 8 - Changes in capital**

The share capital may be increased or reduced under conditions laid down by law by a unilateral decision of the sole shareholder or by a collective decision of the shareholders.

#### **Article 9 - Form of shares**

Shares issued by the Company must be in registered form.

They are recorded in an account opened by the Company in the shareholder's name under terms and conditions provided for by the law and regulations in force.

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Expert Traducteur  
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### **Article 10 - Rights and obligations attached to shares**

In addition to the voting rights conferred by law on a shareholder, each share entitles the holder to a share in the profits, reserves or assets of the Company in proportion to the proportion of the capital it represents.

The sole shareholder or shareholders bear losses only up to the amount of their contributions.

The rights and obligations attached to a share remain so attached, independent of any changes of ownership.

Ownership of a share automatically entails acceptance of the Articles of Association and the decisions of the shareholders.

Whenever it is necessary to own several shares in order to exercise any right, the owner or owners of individual shares, or of a smaller number of shares than that required, may only exercise this right on condition that they personally arrange for the pooling and, where applicable, the purchase or sale of the necessary shares.

### **Article 11 - Sale and transfer of shares**

Shares are freely transferable.

The transfer of shares is effected, with regard to the Company and third parties, by a transfer to the transferee's account, on production of a transfer order signed by the transferor or their authorised representative.

The transfer order is recorded on the date it is received in a signed and initialled register kept in chronological order, known as the "transfer register".

## **PART III**

### **COMPANY GOVERNANCE AND MANAGEMENT**

#### **Article 12 - President**

The Company is managed and administered by a President, who may or may not be a shareholder or employee, and who is under the age of sixty-five.

The President is appointed by the sole shareholder or, if there is more than one shareholder, by a decision of the shareholders acting by most of the shares making up the share capital.

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Expert Traducteur  
près la Cour d'Appel de Besançon  
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The President's term of office may be for a fixed or indefinite term. If it is for a fixed term, the President's term of office is renewable without limit.

The decision appointing the President lays down his term of office and the terms of his remuneration.

The President may be reimbursed for expenses incurred in the performance of his duties on behalf of the Company, subject to receipt of supporting documentation.

The President's term of office ends either on expiry of the term stipulated at the time of his appointment, by his resignation or dismissal *ad nutum*, by decision of the sole shareholder or, if there is more than one shareholder, by decision of the shareholders acting by a majority of the shares making up the share capital.

The President is not subject to any term limits.

The President represents the Company in dealings with third parties. He is vested with the broadest powers to act in all circumstances on behalf of the Company within the limits of the corporate purpose. He may, within the limits of his powers, grant delegated authority.

Works Council delegates, if any, shall exercise the rights defined in article 432-6 of the French Labour Code vis-à-vis the President, subject to the provisions of the following article.

### **Article 13 - President's Board**

1 - The sole shareholder or the group of shareholders may, at any time, by a decision taken by a majority of the shares making up the share capital, set up a President's Board consisting of between three and twelve members with the power to supervise the management of the Company, to examine corporate matters that do not fall within the scope of day-to-day business and to advise the President in all circumstances on the conduct of corporate affairs.

The President of the Company is ex officio Chair of the President's board.

The members of this Board, known as the "Advisers", are appointed by the sole shareholder / body of shareholders for a term of 3 years.

Any legal entity appointed to the President's Board must appoint a permanent representative who is subject to the same conditions and obligations and incurs the same civil and criminal liability as if he were a member of the Board in his own name.

2 - At any time of the year, it carries out the checks and controls it deems appropriate and may request any documents it deems useful for the performance of its duties.

The members of the President's Board meet whenever the interests of the Company so require, at the call of the President or of half of its members, at the place indicated by the person calling the meeting; they may be called by any means, including verbally.

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Expert Traducteur  
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ANGLAIS, FRANÇAIS, ESPAGNOL, PORTUGAIS

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They meet at least once a year to examine the accounts for the past financial year, the management report and the draft resolutions before they are submitted to the sole shareholder or the body of shareholders.

All other decisions may be taken by written or verbal consultation. The President's Board may only validly deliberate if at least half of its members are present or able to take part in the deliberations by any appropriate audiovisual means.

3 - Decisions of the President's Board are taken by a majority of members present or able to take part in the deliberations by any appropriate audiovisual means recognised as such by the President.

In the event of a tie, the President has the casting vote.

Minutes are drawn up of each meeting and signed by the President and one Adviser or, if the President is unable to attend, by two Advisers. These minutes are immediately provided to the sole shareholder or to the shareholders by the President.

If a President's Board is set up in accordance with the provisions of this article, the Works Council delegates, if there is one, exercise the rights defined by article 432-6 of the French Labour Code vis-à-vis the President's Board.

#### **Article 14 - Managing Director**

On the recommendation of the President, the Sole Shareholder or the body of shareholders, as the case may be, appoints one or more Managing Directors.

The Managing Director(s) may be dismissed at any time by the sole shareholder or the body of shareholders, on the recommendation of the President; in the event of the President's resignation or dismissal, they retain their functions and powers until the appointment of the new President.

The Managing Director may or may not be a shareholder. He must be under sixty-five years of age.

The performance of his duties follows the same rules as those laid down for the President.

#### **Article 15 - Agreements between the Company and its managers**

If the Company is a sole shareholder company, the President and, where applicable, the Managing Directors, must report to the sole shareholder on any agreements entered into directly or through an intermediary between themselves and the Company, within one month of entering into such agreements.

The sole shareholder decides on this report. This decision is recorded in the register of decisions.

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If the Company has more than one shareholder, the President and, where applicable, the Managing Directors, must notify the Statutory Auditor(s) of any agreements entered directly or through an intermediary between themselves and the Company, within one month of entering into such agreements. The Statutory Auditor(s) present(s) a report on these agreements to the shareholders when the annual accounts are approved.

The shareholders rule on this report. This decision is recorded in the register of decisions.

Nevertheless, agreements that are not approved continue to have effect, with the person concerned and, where applicable, the President and Managing Directors, being responsible for bearing any consequences that may be detrimental to the Company.

These provisions do not apply to any agreements relating to day-to-day transactions and concluded under normal conditions.

Under penalty of nullity of the contract, the President and the Managing Directors of the Company are prohibited from taking out any loans from the Company in any form whatsoever, from obtaining from the Company an overdraft on a current account or otherwise, and from having their commitments to third parties guaranteed or endorsed by the Company.

## **Article 16 - Decisions of the sole shareholder or the body of shareholders**

### **A - Decisions of the sole shareholder**

The sole shareholder exercises the powers vested by law in the Company's shareholders when the Company has several shareholders. He may not delegate his powers.

The sole shareholder decides on the following transactions:

- approval of the annual accounts and allocation of profits;
- appointment and dismissal of the President and/or Managing Director(s);
- appointment of the Statutory Auditors;
- dissolution of the Company;
- capital increases and reductions;
- mergers, demergers and partial contributions of assets;
- any other amendments to the Articles of Association.

All other decisions are the responsibility of the President, subject to the powers granted to the President's Board, if one is created.

### **B - Collective decisions of the shareholders**

If the company has more than one shareholder, the only decisions that fall within the competence of the shareholders are those for which the law and these Articles of Association require a collective decision by the shareholders. All other decisions fall within the competence of the President, subject to the powers granted, where applicable, to the President's Board, if one is created.

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In this case, collective decisions of the shareholders are taken, either following written consultation with the President, or in a meeting, and give rise to the drafting of minutes of the decision signed by the President, all participating shareholders and the secretary, to which the shareholders' responses, if any, are attached.

The record of the decision states that all information and documents enabling shareholders to make an informed decision were provided in advance.

a) In the event of a written consultation, the President sends each shareholder the text of the resolution(s) proposed for approval, by fax, or by letter stating the date of receipt, or by registered letter with acknowledgement of receipt.

A shareholder who has not replied within fifteen days of receiving the letter is deemed to have approved the resolutions. The written consultation procedure is drawn up if a shareholder requests the Company, within eight days of receiving the resolutions, to put them on the agenda for a General Meeting.

b) In the event of a meeting, the President shall convene the meeting at least eight days before the date set for the meeting. The convening letters shall state the day, time and place of the General Meeting and the agenda. The meeting may be organised by videoconference or by any other appropriate means of telecommunication acknowledged as such by the President.

A General Meeting must be called whenever a shareholder requests a written consultation.

Subject to any decisions requiring a unanimous vote, pursuant to Article L 227-19 of the French Commercial Code, or pursuant to the provisions of these Articles of Association requiring a specific majority, collective decisions are adopted by a majority of more than half of the shares making up the share capital.

Extraordinary resolutions to dissolve the Company, increase or reduce share capital, merge, demerge or partially transfer assets, and any other amendments to the Articles of Association, require a majority of two-thirds of the shares making up the share capital in order to be adopted.

Each shareholder has the right to participate in collective decisions, either in person or through a proxy. Each share carries one vote. Voting rights attached to shares are proportional to the capital they represent.

Decisions of the sole shareholder or the body of shareholders are recorded in a register that has been listed and initialled.

Copies or extracts of the minutes of its decisions are validly certified by the President or the Secretary of the Company, if one has been appointed.

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### **Article 17 - Annual accounts**

The President keeps proper accounts of the Company's transactions and prepares the annual accounts in accordance with law and business practice, after submitting them to the President's Board, as the case may be, and obtaining its opinion.

The President prepares the management report on the Company's situation during the past financial year, as well as on its foreseeable development, and the draft resolutions to be submitted for the approval of the sole shareholder or the General Meeting of Shareholders, after submitting them, as the case may be, to the President's Board and obtaining its opinion.

These documents are submitted each year to the sole shareholder or to the shareholders at a General Meeting within six months of the financial year end. They are also sent in advance to the Statutory Auditor for the certification, preparation and provision of his reports.

### **Article 18 - Allocation and distribution of profits**

If the accounts for the year, as approved, show that there is sufficient distributable profit, after deduction of 5% from the profit for the year, less any retained losses carried forward, to constitute the legal reserve, the sole shareholder or body of shareholders decide(s) to allocate it to one or more reserve accounts and decide on its allocation or use, to carry it forward or to distribute it.

Similarly, having established the existence of reserves at their disposal, the sole shareholder / body of shareholders may decide to distribute sums drawn from these reserves.


Losses, if any, are either charged to the Company's reserves or transferred to retained earnings.

## **PART IV**

### **STATUTORY AUDITORS**

### **Article 19 - Audit of accounts**

The Company is audited by one or more Statutory Auditors, appointed and carrying out their duties in accordance with the law.

Timothy BAILLE   
Expert Traducteur  
près la Cour d'Appel de Besançon  
ANGLAIS, FRANÇAIS, ESPAGNOL, PORTUGAIS  
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## PART V

### DISSOLUTION AND LIQUIDATION OF THE COMPANY

#### **Article 20 - Dissolution and liquidation**

The Company is dissolved in the circumstances set out in Article 1844-7 of the French Civil Code, as well as in the event of a merger into another Company, a merger with the creation of a new Company or a demerger.

If, on the date of dissolution, the Company has only one shareholder, the dissolution does not entail the Company's liquidation, but in the transfer of all its assets and liabilities to the sole shareholder under the conditions set out in Article 1844-5, paragraph 3, of the French Civil Code.

If, on the date of dissolution, the Company has more than one shareholder, the dissolution entails the Company's liquidation under conditions defined by law.

The powers of the President and the Managing Directors terminate with the Company's dissolution, except with regard to third parties for the completion of formalities to publish the dissolution. A liquidator shall be appointed under conditions provided by law

## PART VI

### DISPUTES

#### **Article 21 – Competence**

Any disputes relating to the Company's affairs that may arise during the Company's term or its liquidation shall be judged in accordance with the law and submitted to the jurisdiction of the competent courts of the registered office under conditions of ordinary law.

Timothy BAILLIE  
Translator under oath  
registered at the Besançon  
Court of Appeal (France)

Timothy BAILLIE  
Expert Traducteur  
près la Cour d'Appel de Besançon  
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