

PRESS RELEASE

May 29, 2020

- **THE GROUP OF INVESTORS REASSERTS THAT TOTAL NEEDS TO ALIGN THE COMPANY'S OPERATIONS WITH THE OBJECTIVES OF THE PARIS AGREEMENT AND CALL FOR A DETAILED ACTION PLAN FROM TOTAL**
- **THE PURPOSE OF THE FIRST ENVIRONMENTAL RESOLUTION EVER PROPOSED IN FRANCE IS TO INVITE TOTAL TO GO FURTHER IN ITS AMBITIONS**
- **WE ARE ENCOURAGED BY THE 16.8% SUPPORT TO OUR PROPOSAL**
- **THE RESULTS SEND A CLEAR MESSAGE TO TOTAL THAT IT SHOULD ADOPT A NEW DETAILED ACTION PLAN WHICH INTEGRATES EMISSIONS REDUCTION TARGETS IN ABSOLUTE TERMS AND ON SCOPE 3**
- **WE WILL PURSUE OUR DIALOGUE WITH TOTAL AND ENCOURAGE FELLOW SHAREHOLDERS TO QUESTION TOTAL AND ITS BOARD ON THESE ISSUES**

On May 29, 2020, Total SA held its Annual General Meeting.

A good portion of the talks surrounded the Company's approach to sustainability and its environmental ambitions. As [previously mentioned](#), the group of 11 long-term investors representing ~1,36% of the capital was satisfied that its ongoing dialogue with Total, alongside engagement actions led by multiple stakeholders and the Climate Action 100+ coalition, has helped the group setting new ambitions.

However, we regret the lack of global absolute emission reduction targets and the lack of details on how these ambitions would impact the Company's business model. This is why, the group of investors is still convinced that Total SA's recent statement needs to be accompanied by an action plan that meets concrete and comprehensive objectives.

The first ever environmental shareholder proposal (*full text*¹) to be filed in France after a long-standing dialogue with the Company was submitted by the group, encouraging the oil and gas company, through amendments to the Company's bylaws, to align its operations with the objectives of the Paris Agreement and specify an action plan.

The proposal received 16.8% support despite against recommendations from the Board and major international Proxy Advisors. We will watch with interest the level of abstention that Total will communicate, as it is also used by shareholders to signal their concerns.

We are very satisfied by the level of support, which is even more significant by legal constraints under French laws be structured as an amendment to the Bylaws.

We regret that the French regulation is not yet providing a more-friendly solution, such as the possibility to file consultative proposals similar to the advisory Say-on-Pay resolutions introduced in the Code AFEP-MEDEF in 2014, so shareholders can voice their concerns or support on climate-related issues. [Advisory](#) proposals inciting Shell, BP and Equinor to align their objectives with the Paris Agreement were recently filed and facilitated a constructive debate. As companies need to align their strategy with the Paris Agreement, we hope the French government will provide investors with the necessary rights to push laggard companies. We will work with the FIR (French Sustainable Investment Forum) which is already advocating

for an easier process to file shareholder proposals in France, to also allow that environmental advisory proposals to be filed going forward.

We will also pursue our engagement with Total as well as fellow shareholders, which we encourage to contact us and question the Company and its Board on climate issues.

Please find the latest press releases:

- On April, 15th → [here](#)
- On May, 6th → [here](#)
- On May, 19th → [here](#)

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ⁱ Resolution A: Amendment of Article 19 – Financial Year – Financial Statements of the Articles of Association

The Shareholders, voting according to the quorum and majority conditions required for Extraordinary Shareholders' Meetings, after having reviewed the information contained in the description of the reasons included with the draft resolution and the report of the Board of Directors, hereby decides to amend Article 19 – Financial Year – Financial statements of the by-laws by adding a 3rd paragraph specifying the content of the management report prepared by the Board of Directors to the attention of the Shareholders' Meeting, with the first two paragraphs remaining unchanged.

"Article 19 – Financial year – Financial statements shall now be drafted as follows:

The financial year begins on January 1 and ends on December 31. At the end of each financial year, the Board of Directors draws up an inventory, an income statement and a balance sheet, as well as the notes supplementing them, and establishes a management report. It also establishes the Group's consolidated financial statements.

The management report shall contain, in addition to information on the Company's position and its activity during the past financial year and the other information required by the provisions of the laws and regulations in force, the Company's strategy as defined by the Board of Directors in order to align its activities with the objectives of the Paris Agreement, and in particular its Articles 2.1(a) and 4.1, specifying an action plan with intermediary stages to (I) set objectives for the reduction in absolute value, in the medium/long term, of the direct or indirect greenhouse gas (GHG) emissions of the Company's activities related to the production, conversion and purchase of energy products (Scope 1 and 2), and to the use by customers of the products sold for end use (Scope 3) and (II) the means implemented by the Company to achieve these objectives."