



COMBINED SHAREHOLDERS' MEETING OF TOTAL S.A. ON MAY 29, 2020 RESOLUTION SUBMITTED TO SHAREHOLDERS VOTING RESULTS (Article R. 225-106-1 of the French Commercial Code)

In the context linked to the Covid-19 pandemic and the fight against its spread, the Company's Shareholders' Meeting held on May 29, 2020 at 10:00 am, at the registered office, under the chairmanship of Mr. Patrick Pouyanné, Chairman and Chief Executive Officer, without the physical presence of shareholders and other members and persons entitled to participate, in accordance with the provisions of the Ordinance n°2020-321 on March 25, 2020. No admission card was delivered. Shareholders were able to express their votes before the Meeting, under applicable legal and regulatory conditions.

Number of shares composing the share capital: 2,601,899,954

Number of shares with voting rights: 2,573,192,706

	Ordinary part			Extraordinary part		
	Shareholders	Shares	Votes	Shareholders	Shares	Votes
Shareholders present	-	-	-	-	-	-
Proxy to third parties	-	-	-	-	-	-
Proxy to the Chairman	15,242	23,423,101	31,099,553	15,218	23,281,267	30,840,938
Mail votes	11,001	1,598,627,654	1,714,371,035	10,971	1,598,623,764	1,714,364,005
Total	26,243	1,622,050,755	1,745,470,588	26,189	1,621,905,031	1,745,204,943

Quorum: 63.036%

Quorum: 63.030%

Ordinary Shareholders' Meeting	Votes cast						Abstention		State Adoption	
	Number of represented shares	Proportion of represented share capital (%)	Total number of votes cast	FOR		AGAINST		Number of votes		% of the total of voting rights
				Number of votes	% of votes cast	Number of votes	% of votes cast			
Resolution 1: Approval of the statutory financial statements for the fiscal year ended December 31, 2019	1,622,050,755	62.34%	1,738,443,218	1,733,879,549	99.74%	4,563,669	0.26%	7,027,370	0.40%	Adopted
Resolution 2: Approval of the consolidated financial statements for the fiscal year ended December 31, 2019	1,622,050,755	62.34%	1,738,440,295	1,733,863,006	99.74%	4,577,289	0.26%	7,030,293	0.40%	Adopted
Resolution 3: Allocation of earnings and declaration of dividend for the fiscal year ended December 31, 2019 – Option for the payment of the final 2019 dividend in shares	1,622,050,755	62.34%	1,744,210,198	1,710,826,951	98.09%	33,383,247	1.91%	1,260,390	0.07%	Adopted
Resolution 4: Authorization granted to the Board of Directors, for a period of eighteen months, for the purpose of trading in the Company's shares	1,622,050,755	62.34%	1,742,996,376	1,701,285,576	97.61%	41,710,800	2.39%	2,474,212	0.14%	Adopted
Resolution 5: Agreements covered by Articles L. 225-38 <i>et seq.</i> of the French Commercial Code	1,621,878,642	62.34%	1,743,390,373	1,742,776,737	99.96%	613,636	0.04%	1,821,284	0.10%	Adopted
Resolution 6: Renewal of Ms. Patricia Barbizet's term as director	1,622,050,755	62.34%	1,740,233,737	1,629,295,576	93.63%	110,938,161	6.37%	5,236,851	0.30%	Adopted
Resolution 7: Renewal of Ms. Marie-Christine Coisne-Roquette's term as director	1,622,050,755	62.34%	1,743,513,917	1,725,199,219	98.95%	18,314,698	1.05%	1,956,671	0.11%	Adopted
Resolution 8: Renewal of Mr. Mark Cutifani's term as director	1,622,050,755	62.34%	1,743,734,120	1,726,616,904	99.02%	17,117,216	0.98%	1,736,468	0.10%	Adopted
Resolution 9: Appointment of Mr. Jérôme Contamine as a director	1,622,050,755	62.34%	1,743,689,835	1,737,595,202	99.65%	6,094,633	0.35%	1,780,753	0.10%	Adopted
Resolution 10: Approval of the information relating to the compensation of executive and non executive directors (" <i>mandataires sociaux</i> ") mentioned in paragraph I of Article L. 225-37-3 of the French Commercial Code	1,622,050,755	62.34%	1,743,595,185	1,705,490,734	97.81%	38,104,451	2.19%	1,875,403	0.11%	Adopted
Resolution 11: Setting of the amount of directors' aggregate annual compensation and approval of the compensation policy applicable to directors	1,622,050,755	62.34%	1,743,546,735	1,727,718,961	99.09%	15,827,774	0.91%	1,923,853	0.11%	Adopted
Resolution 12: Approval of the fixed, variable and extraordinary components making up the total compensation and the in-kind benefits paid during the fiscal year 2019 or allocated for that year to Mr. Patrick Pouyanné, Chairman and Chief Executive Officer	1,622,050,755	62.34%	1,743,305,897	1,600,052,319	91.78%	143,253,578	8.22%	2,164,691	0.12%	Adopted
Resolution 13: Approval of the compensation policy applicable to the Chairman and Chief Executive Officer	1,622,050,755	62.34%	1,743,323,784	1,623,715,418	93.14%	119,608,366	6.86%	2,146,804	0.12%	Adopted

Extraordinary Shareholders' Meeting	Votes cast							Abstention		State Adoption
	Number of represented shares	Proportion of represented share capital (%)	Total number of votes cast	FOR		AGAINST		Number of votes	% of the total of voting rights	
				Number of votes	% of votes cast	Number of votes	% of votes cast			
Resolution 14: Approval of the conversion of the Company's corporate form through adoption of the European company corporate form and of the terms of the conversion plan - Adoption of the Articles of Association of the Company in its new European company corporate form - Amendment of the Articles of Association, in particular Articles 3 (amendment of the corporate purpose), 4 (registered office), 5 (extension of the duration of the Company), 11 (composition of the Board of Directors concerning in particular the directors representing employees), 12 (concerning the compensation of directors), 14 (concerning the powers of the Board of Directors, in particular to take into consideration the social and environmental challenges of the Company's activity) and notably to take account of the provisions of law No. 2019-486 of May 22, 2019 (PACTE law) - Powers to carry out formalities	1,621,905,031	62.33%	1,742,567,587	1,714,256,108	98.38%	28,311,479	1.62%	2,637,356	0.15%	Adopted
Resolution 15: Delegation of authority granted to the Board of Directors, for a period of twenty-six months, for the purpose of increasing the capital either by issuing ordinary shares and/or securities providing access to the Company's share capital or by capitalizing additional paid-in capital, reserves, earnings or other, maintaining shareholders' pre-emptive subscription rights	1,621,905,031	62.33%	1,743,182,395	1,639,169,765	94.03%	104,012,630	5.97%	2,022,548	0.12%	Adopted
Resolution 16: Delegation of authority granted to the Board of Directors, for a period of twenty-six months, for the purpose of increasing the capital, within the framework of a public offering, by issuing ordinary shares and/or securities providing access to the Company's share capital, with removal of shareholders' pre-emptive subscription rights	1,621,905,031	62.33%	1,743,155,247	1,632,258,646	93.64%	110,896,601	6.36%	2,049,696	0.12%	Adopted
Resolution 17: Delegation of authority granted to the Board of Directors, for a period of twenty-six months, for the purpose of issuing, through an offer set out in Article L. 411-2, 1° of the French Monetary and Financial Code, ordinary shares and/or securities providing access to the Company's share capital, implying a capital increase, with removal of shareholders' pre-emptive subscription rights	1,621,905,031	62.33%	1,743,092,325	1,582,015,758	90.76%	161,076,567	9.24%	2,112,618	0.12%	Adopted
Resolution 18: Delegation of authority granted to the Board of Directors, for a period of twenty-six months, for the purpose of increasing the number of shares to be issued in the event of a capital increase with removal of shareholders' pre-emptive subscription rights	1,621,905,031	62.33%	1,743,030,606	1,571,903,555	90.18%	171,127,051	9.82%	2,174,337	0.12%	Adopted

Extraordinary Shareholders' Meeting	Votes cast							Abstention		State Adoption
	Number of represented shares	Proportion of represented share capital (%)	Total number of votes cast	FOR		AGAINST		Number of votes	% of the total of voting rights	
				Number of votes	% of votes cast	Number of votes	% of votes cast			
Resolution 19: Delegation of authority granted to the Board of Directors, for a period of twenty-six months, for the purpose of increasing the capital by issuing ordinary shares and/or securities providing access to the Company's share capital by way of compensation of in-kind contributions granted to the Company, with removal of shareholders' pre-emptive subscription rights	1,621,905,031	62.33%	1,743,081,084	1,680,344,881	96.40%	62,736,203	3.60%	2,123,859	0.12%	Adopted
Resolution 20: Delegation of authority granted to the Board of Directors, for a period of twenty-six months, for the purpose of carrying out, in accordance with the terms and conditions laid down in Articles L. 3332-18 et seq. of the French Labor Code, capital increases, with removal of shareholders' pre-emptive subscription rights, reserved for members of a company or Group savings plan	1,621,905,031	62.33%	1,743,082,766	1,729,316,532	99.21%	13,766,234	0.79%	2,122,177	0.12%	Adopted
Resolution 21: Authorization granted to the Board of Directors, for a period of thirty-eight months, for the purpose of granting options to subscribe for or purchase shares in the Company, to certain employees and executive directors of the Group, entailing the waiver by shareholders of their pre-emptive subscription right to the shares issued following the exercise of subscription options	1,621,905,031	62.33%	1,743,008,142	1,664,633,235	95.50%	78,374,907	4.50%	2,196,801	0.13%	Adopted
Resolution A (not approved by the Board of Directors) Amendment of Article 19 – <i>Financial Year – Financial Statements</i> of the Articles of Association	1,621,904,885	62.33%	1,551,096,731	260,611,980	16.80%	1,290,484,751	83.20%	194,107,920	11.12%	Rejected

Registered shares for a period of at least two years carry double voting rights.

In accordance with Article R. 225-29-1 IV of the French Commercial Code, the compensation policies of Board members and of the Chairman and Chief Executive Officer for fiscal year 2020 as approved by the Shareholders' Meeting on May 29, 2020 (11th and 13th resolutions) are available on pages 169 and 184-189 respectively of the Universal Registration Document 2019 which can be downloaded on the website total.com/investors/publications-and-regulated-information/regulated-information/annual-financial-reports.