



Paris, May 8, 2024

Additional information on the Board's decision of 25 April 2024 not to table a shareholders' consultative resolution

In the [press statement](#) and [Board of Directors' position on the draft shareholder resolution](#) of 26 April 2024, the Board of directors of TotalEnergies has already explained the reasons why it decided not to table an advisory shareholders' resolution asking the board to dissociate the Chairman and CEO roles.

In its engagement with proxy advisory firms and certain shareholders, certain questions have been asked to the Company, which have been clarified for the avoidance of doubt by Jacques Aschenbroich, Lead Independent Director

“Regarding the decision not to place a consultative resolution asking the Board to adopt a separation of the roles, the Board considers after due consideration of its legal implications under applicable law that the choice of the form of governance is the exclusive competence of the Board. **All the directors unanimously decided on it, except Mr. Pouyanné who did not take part to the vote.**

Whether on Governance or Sustainability-related topics, TotalEnergies is strongly committed to an effective shareholder dialogue, value the feedback received as it fosters and supports its decision-making process. **We would finally underline that the Board would and will add to the agenda any shareholder resolution that complies with French applicable Law.”**