

Members of the Board

Mr. Thierry Desmarest

Chairman and Chief Executive Officer
(Director since 5/30/1995)
(Chairman since 5/31/1995)
(reappointed as Director and Chairman on 5/13/1998)

Lord Alexander of Weedon Q.C.

Chairman of The House of Lords Delegated Powers
and Deregulation Committee
(Director since 6/4/1996)
(reappointed on 5/11/1999)

Baron Albert Frère

Chairman of the Board of Directors
and Managing Director of Groupe Bruxelles Lambert SA
(Director since 1/14/1999)

L'Honorable Paul Desmarais

Chairman of the Executive Committee
of Power Corporation du Canada
(Director since 1/14/1999)

Mr. Yves Barsalou

Ex-Chairman of Caisse Nationale du Crédit Agricole
(Director since 3/22/2000)

Mr. Daniel Bouton

Chairman and Chief Executive Officer of Société Générale
(Director since 5/21/1997)
(reappointed on 5/25/2000)

Mr. Bertrand Collomb

Chairman and Chief Executive Officer of Lafarge
(Director since 3/22/2000)

Mr. Xavier Dupont

Chairman of Alfi-Convertix – Luxembourg Sicav
(Director since 3/22/2000)

Mr. Michel François-Poncet

Vice-Chairman of the Board of Directors of BNP-Paribas
(Director since 6/26/1987)
(reappointed on 5/11/1999)

Mr. Jacques Friedmann

Ex-Chairman of the Supervisory Board of AXA
(Director since 3/22/2000)

Baron John J. Goossens

Chairman of Belgacom
(Director since 5/11/1999)

Mr. Frédéric Isoard

Ex-Chairman of Elf Trading SA
(Director since 3/22/2000)

Mr. Bertrand Jacquillat

Professeur des Universités
Co-founder and Chairman of Associés en Finance
(Director since 6/4/1996)
(reappointed on 5/11/1999)

Mr. Antoine Jeancourt-Galignani

Chairman of Assurances Générales de France
(Director since 5/30/1994)
(reappointed on 5/25/2000)

Mrs. Anne Lauvergeon

Chairman and Chief Executive Officer of Cogema
(Director since 5/25/2000)

Mr. Michel Pébereau

Chairman and Chief Executive Officer of BNP-Paribas
(Director since 3/22/2000)

Mr. Thierry de Rudder

Managing Director of Groupe Bruxelles Lambert SA
and Electrafina
(Director since 1/14/1999)

Mr. Jürgen Sarrazin

Ex-Chief Executive Officer of Dresdner Bank
(Director since 3/22/2000)

Mr. Robert Studer

Ex-Chairman of the Board of Directors
of Union des Banques Suisses
(Director since 3/22/2000)

Mr. Serge Tchuruk

Chairman and Chief Executive Officer of Alcatel
(Director since 11/8/1989)
(reappointed on 5/31/1995)

Mr. Pierre Vaillaud

Ex-Chairman and Chief Executive Officer of Elf Aquitaine
and Technip
(Director since 3/22/2000)

All members of the Board of Directors are domiciled at the Head Office of TOTAL FINA ELF S.A. – 2, place de la Coupole - La Défense 6 – 92400 Courbevoie.

Auditors

Statutory Auditors

KPMG Audit

1, cours Valmy, 92923 Paris-la-Défense
Appointed on 5/13/1998 for a six-year term
R. Amirkhanian

Barbier Frinault et Autres - Arthur Andersen

41, rue Ybry, 92576 Neuilly-sur-Seine Cedex
Appointed on 5/21/1997 for a one-year term
Reappointed on 5/13/1998 for a six-year term
P. Macioce

Alternate Auditors

Cabinet Salustro Reydel

8, avenue Delcassé, 75378 Paris Cedex 08
Appointed on 6/20/1986
Reappointed on 5/13/1998 for a six-year term

M. Alain Grosmann

c/o Barbier Frinault et Autres
41, rue Ybry, 92576 Neuilly-sur-Seine Cedex
Appointed on 5/21/1997 for a one-year term
Reappointed on 5/13/1998 for a six-year term

Statutory auditors and alternate auditors were appointed for a period expiring on the date of the Shareholders' Meeting during which shareholders will be asked to approve the consolidated financial statements for the year ended 2003.

Appointments and remuneration committee

Members

Mr. Michel François-Poncet
Mr. Bertrand Collomb
Mr. Serge Tchuruk

Missions

To study and submit to the Board proposals concerning the appointment of new members and executive directors and on the latter's remuneration and stock option plans.

Audit committee

Members

Mr. Jacques Friedmann
Mr. Bertrand Jacquillat
Mr. Thierry de Rudder

Missions

To advise the Board on the quality of the accounts and on the internal auditing processes.