

TOTAL S.A.

AUDIT COMMITTEE

RULES OF PROCEDURE

The Board of Directors of TOTAL S.A. (hereafter, the “Company”) has approved these rules of procedure of the Company’s Audit Committee (hereafter, the “Committee” or “Audit Committee”).

The members of the Audit Committee are directors of the Company and are, as such, obliged to uphold the rules of procedure of the Board of Directors of the Company as well as these rules of procedure.

I. DUTIES

To enable the Board of Directors of TOTAL S.A. to carry out its duties and, in particular, to ensure the reliability and clarity of information provided to shareholders and the market, the Audit Committee, acting under the responsibility of the Board of Directors, monitors matters relating to the preparation and control of accounting and financial information.

Notwithstanding the duties of the Board of Directors, the Audit Committee is tasked with the following missions in particular:

1) Regarding the statutory auditors:

- making a recommendation to the Board of Directors on the statutory auditors put before the Annual Shareholders’ Meeting for designation or renewal, following their selection procedure organized by General Management and enforcing the applicable regulations;
- monitoring the statutory auditors in the performance of their missions and, in particular, examining the additional report drawn up by the statutory auditors for the Committee, while taking account of the observations and conclusions of the High Council of statutory auditors (*Haut Conseil du Commissariat aux comptes*) further to the inspection of the auditors in question in application of the legal provisions, where appropriate;
- ensuring that the statutory auditors meet the conditions of independence as defined by the regulations, and analyzing the risks to their independence and the measures taken to mitigate these risks; to this end, examining all the fees paid by the Group to the statutory auditors, including for services other than the certification of the financial statements, and making sure that the rules applying to the maximum length of the term of the statutory auditors and the obligation to alternate are obeyed; and

- approving the delivery by the statutory auditors of services other than those relating to the certification of the financial statements, in accordance with the applicable regulations.

2) Regarding accounting and financial information:

- following the process to produce financial information and, where appropriate, formulating recommendations to guarantee its integrity, where appropriate;
- monitoring the implementation and the proper workings of a disclosures committee in the Company, and reviewing its conclusions;
- examining the assumptions used to prepare the financial statements, assessing the validity of the methods used to handle significant transactions and examining the parent company financial statements and annual, half-yearly, and quarterly Consolidated Financial Statements prior to their examination by the Board of Directors, after regularly monitoring the financial situation, cash position and off-balance sheet commitments;
- guaranteeing the appropriateness and the permanence of the accounting policies and principles chosen to prepare the statutory and Consolidated Financial Statements of the Company;
- examining the scope of the consolidated companies and, where appropriate, the reasons why companies are not included;
- examining the process to validate the proved reserves of the companies included in the scope of consolidation; and
- reviewing, if requested by the Board of Directors, major transactions contemplated by the Company.

3) Regarding internal control and risk management procedures:

- monitoring the efficiency of the internal control and risk management systems and of internal audits, in particular with regard to the procedures relating to the production and processing of accounting and financial information, without compromising its independence, and in this respect:
- checking that these systems exist and are deployed, and that actions are taken to correct any identified weaknesses or anomalies,
- examining the exposure to risk and significant off-balance sheet commitments,
- annually examining the reports on the work of the Group Risk Management Committee (formerly named Group Risk Committee) and the major issues for the Group,
- examining the annual work program of the internal auditors and being regularly informed of their work,
- reviewing significant litigation at least once a year,
- overseeing the implementation of the Group's Financial Code of Ethics,
- proposing to the Board of Directors, for implementation, a procedure for complaints or concerns of employees, shareholders and others, related to accounting, internal control or auditing matters, and monitoring the implementation of this procedure, and
- where appropriate, examining important operations in which a conflict of interests could have arisen.

The Audit Committee reports to the Board of Directors on the performance of its duties. It also reports on the results of the statutory auditors' mission concerning the certification of the financial statements, on how this mission contributed to the integrity of the accounting and financial information and its role in this process. It shall inform the Board of Directors without delay of any difficulties encountered.

II. COMPOSITION

The Committee is made up of at least three directors designated by the Board of Directors from among the directors qualified by the Board of Directors as being independent.

The director representing the employee shareholders or a director representing the employees may also be appointed as members of the Audit Committee by the Board of Directors.

In selecting the members of the Committee, the Board of Directors pays particular attention to their independence and their financial and accounting qualifications.

The Board of Directors appoints one of the members of the Committee to serve as the "financial expert" on the Committee.

Members of the Committee may not receive from the Company and its subsidiaries, either directly or indirectly, any compensation other than directors' fees paid for their services as directors or as members of one of the Committees established by the Board of Directors of the Company.

The term of office of the members of the Committee coincides with the term of their appointment as director. The term of office of members of the Committee may be renewed.

The Board of Directors can change the composition of the Committee at any time.

III. ORGANIZATION OF ACTIVITIES

The Committee appoints its Chairman, who must be selected from the Committee's independent directors. The appointment or renewal of the appointment of the Chairman of the Committee is submitted to the Board of Directors following consultation with the Governance and Ethics Committee. The Committee appoints its Secretary, who may be the Chief Financial Officer of the Company.

The Committee may validly meet only in the presence of at least half of its members. A member of the Committee cannot be represented.

Proposals submitted by the Committee to the Board of Directors are adopted by a simple majority of the members present at the meeting of the Committee. The Chairman of the Committee shall have a casting vote in the event of a tie.

The Committee may adopt proposals intended for the Board of Directors without meeting if all the members of the Committee so agree and sign each proposal.

The Committee meets at least seven times each year: each quarter to review in particular the statutory financial statements of the Company, and the annual and quarterly Consolidated Financial Statements, and at least on three other occasions to review matters not directly related to the review of the quarterly financial statements.

The Committee may also meet at the request of its Chairman, at least one half of its members, the Chairman and Chief Executive Officer, and, if the functions of Chairman of the Board of Directors and Chief Executive Officer are separate, the Chairman of the Board of Directors or the Chief Executive Officer.

The Committee's Chairman prepares the schedule of its meetings.

At each Committee meeting where the quarterly financial statements are reviewed, the Chief Financial Officer presents the Consolidated Financial Statements and the statutory financial statements of the Company, as well as the Group's financial position and, in particular, its liquidity, cash flow and debt situation. A memo describing risk exposure and off-balance sheet commitments is communicated to the Committee. This review of the financial statements includes a presentation by the statutory auditors underscoring the key points observed.

As part of monitoring the efficiency of the internal control and risk management systems, the Committee is informed of the work program of the Audit & Internal Control Division and its organization, on which it may issue an opinion. The Committee also receives a summary of the internal audit reports, which is presented at each Committee meeting where the quarterly financial statements are reviewed. The risk management processes implemented within the Group and updates to them are presented regularly to the Committee.

The Committee may meet with the Chairman and Chief Executive Officer or, if the functions are separate, the Chairman of the Board of Directors, the Chief Executive Officer, and, if applicable, any Deputy Chief Executive Officer of the Company. It may perform inspections and consult with managers of operating or non-operating departments, as may be useful in performing its duties. The Chairman of the Committee gives prior notice of such meeting to the Chairman and Chief Executive Officer and, if the functions of Chairman of the Board of Directors and Chief Executive Officer are separate, both the Chairman of the Board of Directors and the Chief Executive Officer. In particular, the Committee is authorized to consult with those involved in preparing or auditing the financial statements (Chief Financial Officer and principal Finance Department managers, Audit Department, Legal Department) by asking the Company's Chief Financial Officer to call them to a meeting.

The Committee consults with the statutory auditors, including at least once a year without any Company representative present. If it is informed of a substantial irregularity, it recommends to the Board of Directors all appropriate actions.

If it deems it necessary to accomplish its duties, the Committee may request from the Board of Directors the resources to make use of external assistance.

The Committee's Secretary prepares a written summary of Committee meetings, which is approved by the Committee's Chairman.

The Committee periodically evaluates its performance based on these rules of procedure and, if applicable, offers suggestions for improving its performance.