

TOTAL S.A.

GOVERNANCE AND ETHICS COMMITTEE RULES OF PROCEDURE

The Board of Directors of TOTAL S.A. (hereafter referred to as the “Company” and, collectively with all its direct and indirect subsidiaries, as the “Group”) has approved the following rules of procedure of the Company’s Governance and Ethics Committee (hereafter, the “Committee”).

The members of the Committee are directors of the Company and therefore uphold the rules of procedure of the Board of Directors of TOTAL S.A.

The Committee is focused on:

- recommending to the Board of Directors the persons that are qualified to be appointed as directors, so as to guarantee the scope of coverage of the Directors’ competencies and the diversity of their profiles;
- recommending to the Board of Directors the persons that are qualified to be appointed as executive directors;
- preparing the Company’s corporate governance rules and supervising their implementation;
- ensuring compliance with ethics rules and examining any questions related to ethics and situations of conflicting interests; and
- reviewing matters regarding compliance as well as the prevention and detection of corruption and influence peddling.

I. DUTIES

The Committee’s duties include:

1. presenting recommendations to the Board of Directors for its membership and the membership of its committees, and the qualification in terms of independence of each candidate for Directors’ positions on the Board of Directors;
2. proposing annually to the Board of Directors the list of directors who may be considered as “independent directors”;
3. examining, for the parts within its remit, reports to be sent by the Board of Directors or its Chairman to the shareholders;

4. assisting the Board of Directors in the selection of the organisation of the governance of the Company as well as the selection and evaluation of the executive directors and examining the preparation of their possible successors including establishing a succession plan, including cases of unforeseeable absence;
5. recommending to the Board of Directors the persons that are qualified to be appointed as directors;
6. recommending to the Board of Directors the persons that are qualified to be appointed as members of a Committee of the Board of Directors;
7. proposing methods for the Board of Directors to evaluate its performance, and in particular preparing means of regular self-assessment of the workings of the Board of Directors, and the possible assessment thereof by an external consultant;
8. proposing to the Board of Directors the terms and conditions for allocating directors' fees and the conditions under which expenses incurred by the directors are reimbursed;
9. developing and recommending to the Board of Directors the corporate governance principles applicable to the Company;
10. preparing recommendations requested at any time by the Board of Directors or the general management of the Company regarding appointments or governance;
11. examining the conformity of the Company's governance practices with the recommendations of the Code of Corporate Governance to which the Company refers;
12. supervising and monitoring the implementation of the approach of the Company with regard to ethics, compliance, prevention and detection of corruption and influence peddling and, in this respect, ensuring that the necessary procedures are in place, including those for updating the Group's Code of Conduct and that this Code is disseminated and applied;
13. examining any questions related to ethics and potential situations of conflicting interests;
14. examining changes in the duties of the Board of Directors.

II. COMPOSITION

The Committee is made up of at least three directors designated by the Board of Directors. At least one half of the members must be independent directors.

Members of the Governance and Ethics Committee, other than the Company's executive directors, may not receive from the Company and its subsidiaries any compensation other than: (i) directors' fees paid for their services as directors and as members of the Committee, or, if applicable, as members of another committee of the Company's Board; (ii) compensation and pension benefits related to prior employment by the Company, or another Group company, which are not dependent upon future work or activities.

The term of office of the members of the Committee coincides with the term of their appointment as director. The term of office as a member of the Committee may be renewed at the same time as the appointment as director.

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

III. ORGANISATION OF ACTIVITIES

The Committee appoints its Chairman and its secretary. The secretary is a Company senior executive and may be the Secretary of the Board of Directors. The Lead Independent Director, if one is appointed, chairs the Committee.

The Committee deliberates when at least one-half of its members are present. A member of the Committee cannot be represented.

The Committee meets at least twice a year. It meets on an as-needed basis upon notice by its Chairman or by one-half of its members.

The Committee invites the Chairman of the Board or the Chief Executive Officer of the Company, as applicable, to present recommendations. The executive directors, whether they are members of the Committee or invited to its meetings, may not be present at deliberations concerning their own situation.

While maintaining the appropriate level of confidentiality for its discussions, the Committee may request from the Chief Executive Officer to be assisted by any senior executive of the Company whose skills and qualifications could facilitate the handling of an agenda item.

The Chairman of the Group Ethics Committee, who reports to the Chief Executive Officer, may be heard by the Governance and Ethics Committee at any time. He reports to this Committee each year on his activities and on the results of the ethics program implemented by the Company.

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

The proposals made by the Committee to the Board of Directors are adopted by a majority of the members present at the Committee meeting. The Chairman of the Committee casts the deciding vote if an even number of Committee members is present at the meeting.

The Committee can make proposals to the Board of Directors without meeting if all the members of the Committee so agree and sign each proposal.

The Lead Independent Director informs the Governance and Ethics Committee of his or her activities.

A written summary of Committee meetings is drawn up.

IV. REPORT

The Committee reports on its activities to the Board of Directors.

The Board of Directors periodically evaluates the performance of the Committee based on these rules of procedure and, if applicable, suggests ways of improving its performance.