

TOTAL S.A.
COMPENSATION 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 Compensation 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:

- examining the executive compensation policies implemented by the Group and the compensation of members of the Executive Committee;
- evaluating the performance and recommending the compensation of each executive director; and
- preparing reports which the Company must present in these areas.

I. DUTIES

The Committee’s duties include in particular:

1. examining the main objectives proposed by the Company’s general management regarding compensation of the Group’s executive officers, including stock option and restricted share grant plans as well as equity-based plans, and advising on this subject;
2. presenting recommendations and proposals to the Board of Directors concerning:
 - compensation, pension and life insurance plans, in-kind benefits and other compensation (including severance benefits) for the executive directors of the Company; in particular, the Committee proposes compensation structures that take into account the Company’s strategic orientations, objectives and earnings, market practices as well as one or more criteria related to social and environmental responsibility;
 - stock option and restricted share grants, particularly grants of restricted shares to the executive directors;
3. examining the compensation of the members of the Executive Committee, including stock option and restricted share grant plans as well as equity-based plans, pension and insurance plans and in-kind benefits;
4. preparing and presenting reports in accordance with these rules of procedure;
5. examining, for the parts within its remit, reports to be sent by the Board of Directors or its Chairman to the shareholders;

6. preparing recommendations requested at any time by the Chairman of the Board of Directors or the general management of the Company regarding compensation; and
7. at the request of the Chairman of the Board, examining all draft reports of the Company regarding compensation of the executive officers or any other matters within its competence.

II. COMPOSITION

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

Members of the Compensation Committee may not receive from the Company and its subsidiaries, either directly or indirectly, 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 of Directors; (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 proposes its Chairman and the Board of Directors validates such proposition under the recommendation of the Governance and Ethics Committee. The Committee appoints its secretary who is a Company senior executive and may be the Secretary of the Board of Directors.

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 of Directors or the Chief Executive Officer of the Company, as applicable, to present recommendations. No executive directors may be present during the Committee's deliberations regarding his own situation. If the Chairman of the Board of Directors is not the Chief Executive Officer of the Company, the Chief Executive Officer may not be present during the Committee's deliberations regarding the situation of the Chairman of the Board of Directors.

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 consideration of an agenda item.

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

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.