CODE OF CONDUCT
Total is one of the largest integrated oil and gas companies in the world, with activities in more than 130 countries. Its 100,000 employees put their expertise to work in every part of the industry — exploration and production of oil and natural gas, refining, chemicals, marketing and new energies. Total is working to help satisfy the global demand for energy, both today and tomorrow. www.total.com
Operating in more than 130 countries, including complex environments, our growth and long-term viability are based on three shared values that guide all our activities:

**Respect, Responsibility, Exemplary Conduct**

The Code of Conduct describes how we put these values into practice every day. It explains our commitments and expectations towards stakeholders and provides guidance for employees and everyone who works on our behalf.

**THE THREE FOLLOWING PRIORITY BUSINESS PRINCIPLES ARE ЕQUALLY CRITICAL TO OUR SUCCESS AS A RESPONSIBLE COMPANY:**

- Commitment to the highest levels of safety and security in our operations as well as protecting health and the environment.
- Compliance with the highest integrity standards, in particular by preventing corruption, fraud and anti-competitive practices.
- Respect for internationally recognized Human Rights standards.

In every business unit, management is in charge of instilling these values and ensuring that our business principles are respected.

You can contact the Group Ethics Committee on any concern related to the application of the Code of Conduct, in particular to help you make any sensitive decisions that may arise in the course of your work.

The Executive Committee and I are confident that each and every one of us will do business in line with the Code of Conduct. Working together, we will be able to build sustainable growth, create value for all our stakeholders and reinforce our commitment to better energy.

Patrick Pouyanné
Chief Executive Officer
WHAT IS THE CODE OF CONDUCT?

The Code of Conduct is a common reference document for all our managers and employees around the world as well as for all our different stakeholders: customers, suppliers and contractors, host countries, local communities, business partners and shareholders.

Managers have specific responsibilities:

- They are expected to refer to the Code of Conduct with their team members and make sure they understand it.
- They are responsible for creating a speak-up climate that will enable employees to discuss any issues.
- They must ensure that our business principles are implemented and respected.
- They must behave in an exemplary way that embodies our values.

All employees must understand and respect the business principles contained in our Code of Conduct.

Suppliers, contractors and business partners are expected to apply standards that are equivalent to ours, in particular towards their employees.
As a responsible industrial company, we are committed to supporting efficient and properly managed use of our energy sources and products. We take into account the needs of today’s consumers and the interests of future generations. We have an active policy of environmental stewardship that is an integral part of our sustainable development strategy and we provide regular and transparent reports. Where there is a difference between a legal requirement and our Code of Conduct, we seek to apply the higher standard. We respect all applicable national and international laws and norms

The following business principles are a reference point and go hand-in-hand with our goals of continued growth, benefiting shareholders, customers and employees whilst contributing to the economic and social development of the countries in which we operate.

We engage with international, governmental and non-governmental organizations in matters related to our operations and we are responsive to concerns expressed by them.

The Group Ethics Committee is responsible for the general oversight of the respect of the Code of Conduct within our operations.
OUR EMPLOYEES

We pay particular attention to employees’ working conditions, especially the respect for each individual.

We have confidence in the loyalty, motivation, competence and sense of responsibility of our managers and employees.

We believe our development depends on trust and respect between the Group and employees and amongst employees themselves.

All our staff must bring our values to life through the Total Attitude cornerstone behaviors: listening, mutual support, cross-functionality and boldness.

Employees must ensure that they carry out their daily activities in compliance with the Code of Conduct.

All employees have an annual appraisal during which objectives are set, performance and the respect of the Code of Conduct are assessed and career development, facilitated by appropriate training, is discussed.

We pay particular attention to employees’ working conditions, especially the respect for each individual, the absence of discrimination, freedom of association and collective bargaining, as well as the protection of their health and safety. No form of harassment is tolerated.

We respect the private lives and more specifically the personal data of all employees and other stakeholders.

We recruit personnel solely on the basis of our requirements and the specific capabilities of individual applicants.

Diversity is a decisive factor for our competitiveness, attractiveness and ability to innovate and adapt. We develop our employees’ professional skills and careers without any discrimination, whether based on origin, gender, age, disability, sexual orientation, gender identity or affiliation with a political, religious, union organization or minority group.

We include our employees in our development by initiating and facilitating the distribution of relevant information, by consultation and by engaging in ongoing dialogue.

THE GROUP’S COMMITMENTS
EMPLOYEES MUST ENSURE THAT THEY CARRY OUT THEIR DAILY ACTIVITIES IN COMPLIANCE WITH THE CODE OF CONDUCT

1. HUMAN RIGHTS
Employees’ vigilance and personal involvement regarding Human Rights in daily activities are essential. The Total Human Rights Guide provides detailed information on our commitments and expectations.

2. SAFETY, HEALTH, SECURITY, SOCIETAL AND ENVIRONMENTAL STANDARDS
Employees must be conscious in their daily activities of their personal responsibility, giving due consideration to the prevention of accidents, harm to health, environmental damage or adverse impacts on local communities. Employees are expected to understand internal standards as well as the impact of our operations and improve risk management.

3. REJECTION OF CORRUPTION, INCLUDING FACILITATION PAYMENTS, FRAUD, ANTICOMPETITIVE PRACTICES
The Group has a zero tolerance approach on these topics and adheres to the highest standards of integrity. Employees must build sound relationships with all stakeholders and prevent, identify and address situations that might cross the line. The Total Business Integrity Guide provides recommendations to comply with applicable rules and we expect employees to turn to their legal department and compliance teams for guidance.

4. DECLARATION OF CONFLICTS OF INTEREST
Employees are expected to disclose conflicts of interest, identifying and reporting existing or potential conflicts of interest allows risks to be managed. Employees can minimize potential conflicts of interest by:
- avoiding acquiring any interest in the business of a competitor, supplier or customer without their manager’s prior written approval
- not exercising any outside professional activity without first obtaining their manager’s written approval if employed by Total on a full-time basis.
Further guidance can be found in the Total Business Integrity Guide.

5. RESPECT OF CONFIDENTIALITY AND INTELLECTUAL & INDUSTRIAL PROPERTY
Employees may not disclose confidential information, whether verbally, in writing or electronically. They must also observe the rules governing intellectual and industrial property. This obligation remains even after an employee leaves the company.

6. AVOIDANCE OF INSIDER TRADING
Insider trading is a stock market offence concerning the use of privileged information, not yet made public, to buy or sell company shares or other securities. Employees are expected to contact their legal department in case of doubt.

7. USE OF IT AND COMMUNICATION RESOURCES
IT and communication resources are intended for professional use. Reasonable personal use may be tolerated in line with applicable legislation and internal rules.

8. INVOLVEMENT IN POLITICAL ACTIVITIES
We recognize our employees’ rights to take part as individuals in political activities. In that case, we expect our employees:
- to clearly indicate that they do not represent Total
- to inform their manager if their political activities might create a conflict of interest.

TOTAL’S ANSWER:
Respecting Human Rights is a key requirement for us, working as we do in varied, often complex environments. We have identified three areas that are relevant to our operations:

Human Rights in the workplace: within our sites, Human Rights concern employment and working conditions of employees as well as suppliers and contractors’ employees (for example rejection of discrimination and harassment, access to a minimum wage, freedom of association etc.).

Human Rights and local communities: due to the impact of our operations, special attention must be paid to the rights and concerns of local communities in countries where we work (for example, environmental protection, property rights or other relevant rights).

Human Rights and security: proportionate use of force, risk assessments and interactions with public and private forces in the context of the security of our personnel and sites ensure that the company is better integrated into the local environment.

The Total Human Rights Guide presents concrete examples of Human Rights challenges and provides guidelines. If you need advice, do not hesitate to contact your line manager, the legal department or the Ethics Committee.
OTHER STAKEHOLDERS

The Code of Conduct explains our commitments and expectations towards our stakeholders who are key to our long-term success.

CUSTOMERS

Total provides customers with quality products and services, and strives at all times to offer them good performance at competitive prices for their particular requirements.

We are attentive to our customers’ needs. We continuously monitor, assess and improve our products, services, technology and procedures to deliver quality, safety, energy efficiency and innovation at every stage of the development, production and distribution process.

SUPPLIERS AND CONTRACTORS

Total’s policy regarding suppliers and contractors is to respect each party’s interests with transparent and fairly negotiated contract terms. It is built on three pillars: dialogue, professionalism and respect of commitments.

WE EXPECT OUR SUPPLIERS:

➢ To adhere to principles equivalent to those in our Code of Conduct, which are specified in the Purchasing Fundamental Business Principles, and to accept to be audited.

➢ To make sure that their own suppliers and subcontractors respect equivalent principles to ours.

➢ To pay particular attention to their Human Rights standards and procedures, including their employees’ working conditions.

TOTAL’S ANSWER:

As suppliers, you expect us to have standards that are equivalent to yours. What are Total’s standards concerning integrity?

You want to be perceived as a responsible company. What are you doing to improve the environmental performance of your products and services?

TOTAL’S ANSWER:

Our commitment to integrity requires each of us to play an active role in ensuring that we all behave in an exemplary way. Meeting our goals of integrity towards the company and in our business relationships means fighting all forms of corruption, rejecting fraud, avoiding and declaring conflicts of interest, complying with competition law and fulfilling our commitments. These expectations are mentioned in the Purchasing Fundamental Business Principles. To find out more about our integrity standards, you can also read the Total Business Integrity Guide, illustrating these topics with concrete cases and recommendations.
In conducting our operations, we respect the natural environment and the culture of host countries. Total respects the sovereignty of host countries and refrains from intervening in or funding the political processes. We reserve the right to express to governments, when necessary, our position concerning our operations, employees and shareholders and our belief in the importance of respecting Human Rights.

We respect the rights of communities by identifying, preventing and mitigating impacts in particular on their environment and way of life and, where appropriate, by providing remedy. We seek to establish dialogue and lasting relationships with these communities at a very early stage.

We design and implement effective local grievance mechanisms and remediation processes in particular towards vulnerable groups, including indigenous peoples.

**HOST COUNTRIES**

The Guiding Principles on Business and Human Rights as endorsed by the UN Human Rights Council in 2011 recognize States’ existing obligations to respect, protect and fulfill Human Rights.

Total is a member of the Voluntary Principles on Security and Human Rights. What does it imply?

**TOTAL’S ANSWER:**
Protecting our employees and facilities is one of our top priorities. Public and private security providers are responsible for managing security risks while ensuring that the rights of neighboring communities are respected.

This is why we take all necessary measures to ensure the respect of the Voluntary Principles on Security and Human Rights (VPShR). The VPShR promote dialogue between governments, NGOs and businesses and provide recommendations for extractive industries to uphold Human Rights when using public or private security providers.

We have integrated the VPShR into our Security Policy and five priority areas have been identified:
- establishment of formal relations between subsidiaries and States to organize the deployment of security forces in accordance with our principles
- transfer of equipment that should only occur on an exceptional basis and be strictly controlled
- verification of security companies’ recruitment procedures
- specific training
- reporting of incidents

In March 2012, we reaffirmed our commitment by becoming an official participant in the initiative.

**LOCAL COMMUNITIES**

Total undertakes operations that have social and environmental impacts at the local level and consults with the communities regularly.

Through our operations, we contribute to the social and economic development in countries where we operate.

We pay particular attention to development opportunities for local communities.

What is concretely put in place to ensure dialogue with local communities?

**TOTAL’S ANSWER:**
Our operations may raise various expectations from local communities in terms of employment, local development etc. Total has a Societal Directive that lists our main procedures regarding all our operations, for example regularly consult stakeholders, be familiar with the community context and introduce a societal action plan and governance system.

Local teams are trained to discuss such matters with the local communities and to implement projects that benefit both our activities and host communities. To support our teams in the field, we provide a range of tools like in-house guides on stakeholder dialogue or community grievance mechanisms. We also have implemented SrM+, a stakeholder management tool that helps to identify the views of external stakeholders through discussions with local communities and to develop a joint action plan that meets their expectations.

We reserve the right to express to governments, when necessary, our position concerning our operations, employees and shareholders and our belief in the importance of respecting Human Rights.

**HOST COUNTRIES**

In our operations, we contribute to the social and economic development in countries where we operate.

We pay particular attention to development opportunities for local communities.

We respect the rights of communities by identifying, preventing and mitigating impacts in particular on their environment and way of life and, where appropriate, by providing remedy. We seek to establish dialogue and lasting relationships with these communities at a very early stage.

We design and implement effective local grievance mechanisms and remediation processes in particular towards vulnerable groups, including indigenous peoples.

**LOCAL COMMUNITIES**

Total is a member of the Voluntary Principles on Security and Human Rights. What does it imply?

**TOTAL’S ANSWER:**
Protecting our employees and facilities is one of our top priorities. Public and private security providers are responsible for managing security risks while ensuring that the rights of neighboring communities are respected.

This is why we take all necessary measures to ensure the respect of the Voluntary Principles on Security and Human Rights (VPShR). The VPShR promote dialogue between governments, NGOs and businesses and provide recommendations for extractive industries to uphold Human Rights when using public or private security providers.

We have integrated the VPShR into our Security Policy and five priority areas have been identified:
- establishment of formal relations between subsidiaries and States to organize the deployment of security forces in accordance with our principles
- transfer of equipment that should only occur on an exceptional basis and be strictly controlled
- verification of security companies’ recruitment procedures
- specific training
- reporting of incidents

In March 2012, we reaffirmed our commitment by becoming an official participant in the initiative.
We strive to earn the confidence of our shareholders, with the objective of providing them with a profitable and sustainable investment. We comply with applicable stock exchange regulations and report our activities accurately in our financial statements. We regularly provide full and transparent information to all shareholders. We maintain an ongoing and constructive dialogue with them through diverse communication channels. We are attentive to their expectations, concerns and questions on any subject.

BUSINESS PARTNERS

We apply our Code of Conduct whenever we control a joint venture. In other situations, we will make ongoing efforts so that the partner who controls the joint venture applies principles that are equivalent to our Code of Conduct.

TOTAL’S ANSWER: Total favors the selection of its industrial and business partners on the basis of their ability to comply with our business principles, in particular regarding safety, health, environment and quality. We seek to be fully informed on the policies and procedures adopted by the joint venture and on how these are applied, raising any concerns through the appropriate governing body of the joint venture. We also work with our joint venture partners to promote and support the adoption by the joint venture of policies and principles concerning safety that are equivalent to our own.

SHAREHOLDERS

We strive to earn the confidence of our shareholders, with the objective of providing them with a profitable and sustainable investment.

We comply with applicable stock exchange regulations and report our activities accurately in our financial statements.

We regularly provide full and transparent information to all shareholders. We maintain an ongoing and constructive dialogue with them through diverse communication channels. We are attentive to their expectations, concerns and questions on any subject.

TOTAL’S ANSWER: Prior to any new investment in a challenging environment, we ensure that we can comply with applicable legislation and regulations, and that we can run our operations in line with our Code of Conduct.

To help our employees respect our standards, we provide training and we have published several standards and documents like the Total Human Rights Guide and the Business Integrity Guide. To ensure compliance with our Code of Conduct, we ask an independent third party to carry out ethical assessments of our operations. We also take part in international initiatives, for example the Extractive Industries Transparency Initiative and the Voluntary Principles on Security and Human Rights.

Total’s projects can be exposed to specific risks in terms of Human Rights or integrity. How do you make sure you can apply the principles set out in your Code of Conduct?

TOTAL’S ANSWER: Total favors the selection of its industrial and business partners on the basis of their ability to comply with our business principles, in particular regarding safety, health, environment and quality. We seek to be fully informed on the policies and procedures adopted by the joint venture and on how these are applied, raising any concerns through the appropriate governing body of the joint venture. We also work with our joint venture partners to promote and support the adoption by the joint venture of policies and principles concerning safety that are equivalent to our own.
The Group Ethics Committee comprises a Chairman, appointed by the CEO and members from the main activities of the Group. Members are appointed by the Executive Committee on the recommendation of the Chairman of the Ethics Committee.

The members are Group employees who collectively have broad experience of the Group’s different businesses and have demonstrated the necessary independence and freedom of judgment.

The Chairman of the Group Ethics Committee reports directly to the Chief Executive Officer.

The Group Ethics Committee is responsible for the general oversight of the implementation of the Code of Conduct.

**SCOPE OF WORK**

- Ensures that the Code of Conduct is widely communicated and proposes any amendments it considers necessary.
- Listens to, supports and advises employees and other stakeholders.
- Makes recommendations to management on all ethical issues and draws their attention to any risks that activities could be challenged on ethical grounds.
- Can review, as necessary, communications relating to ethics in the Group, in particular with international, governmental and non-governmental organizations.
- Assists on request in preparing any specific local practices or policies.
- Advises the training departments on incorporating presentations of the Code of Conduct into training programs, in particular those for new recruits and management.

The Ethics Committee may request the assistance of any Group resources in carrying out its responsibilities, and works particularly closely with the Group Legal Department.

The Committee is entitled to visit any Group facility or subsidiary. Ethical assessments are performed by third parties to check the implementation of our business principles and the Chairman of the Group Ethics Committee follows-up on the results of these evaluations.

The Chairman of the Group Ethics Committee reports regularly to the Executive Committee and to the Governance & Ethics Committee of the Board of Directors.
SPEAKING-UP

We encourage a culture of openness where you can raise concerns and views concerning our Code of Conduct, confident that you will be supported by management.

We are all responsible for ensuring that the Code of Conduct is applied. We understand that you may need advice in order to make sure you are compliant with the Code of Conduct.

If you need guidance on any topic related to the Code of Conduct, contacting your line manager is usually the best option. If you feel more comfortable, ask the local Human Resources or other managers.

All members of the Ethics Committee are committed to protect confidentiality and personal data. We will not tolerate retaliation against employees who raise concerns in good faith. External stakeholders can also contact the Ethics Committee for any questions on the implementation of our Code of Conduct.

How can I decide if a situation raises ethical issues?

TOTAL’S ANSWER:
When facing a question about the respect of our values, you can first ask yourself:

- Is the action/decision legal?
- Is it free from personal interest?
- Does it have a negative impact on stakeholders?
- How would it read in a newspaper article?
- How would it be judged in five years’ time?

You can also read our guides and other documents (see the section “To find out more”).

You can always seek advice by contacting the Ethics Committee:

ethics@total.com
This Guide facilitates the understanding and application of Total’s Human Rights policy. It complements the Code of Conduct and other resources used by Total in its due diligence process.

The Total ethics policies are presented on the Group intranet site for employees and on the Corporate website www.total.com

**HUMAN RIGHTS GUIDE**
This Guide facilitates the understanding and application of Total’s Human Rights policy. It complements the Code of Conduct and other resources used by Total in its due diligence process.

**BUSINESS INTEGRITY GUIDE**
This Guide spells out the Group’s integrity standards which are expressed as five key priorities: the fight against corruption, the rejection of fraudulent practices, the declaration of conflicts of interest, the respect of competition law and fulfilling commitments.

The Total ethics policies are presented on the Group intranet site for employees and on the Corporate website www.total.com

| CHARTERS |
|-----------------|-----------------|-----------------|-----------------|
| Safety, Health, Environment, Quality Charter |
| Security Charter |
| Indigenous and Tribal Peoples Charter |
| Lobbying Ethics Charter |
| Financial Code of Ethics |
| Risk Management, Internal Control and Audit Charter |
| Usage Charter for the IT and Communication Resources |

<table>
<thead>
<tr>
<th>MAIN POLICIES, DIRECTIVES AND RULES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Compliance Policy and Program (internal document)</td>
</tr>
<tr>
<td>Safety Golden Rules</td>
</tr>
<tr>
<td>Purchasing Fundamental Business Principles</td>
</tr>
<tr>
<td>Societal Policy (internal document)</td>
</tr>
<tr>
<td>Rules of Procedures of the Board of Directors</td>
</tr>
</tbody>
</table>

**SIGNATURE OF A GLOBAL AGREEMENT WITH INDUSTRIALL GLOBAL UNION**

In January 2015, Total strengthened its commitment as a responsible employer by signing a global agreement with IndustriALL Global Union. This global union represents 50 million workers in 140 countries.

TO FIND OUT MORE — EXTERNAL RESOURCES

Consult the websites of these international organizations to find out more about Total’s commitments.

**The EITI** is an initiative that gathers extractive industries, states and civil society representatives to increase the transparency of transactions between governments and the oil and mining industries.

[www.eiti.org](http://www.eiti.org)

**The Global Oil & Gas Industry Association for Environmental and Social Issues** helps the oil and gas industry to improve its social and environmental performance by developing, promoting and sharing best practices.

Through its members-led working groups, a number of tools have been published, for instance the Human Rights Training Toolkit or practical guides on how to integrate Human Rights into environmental, social and health impacts assessments or concerning Human Rights due diligence.

[www.ipieca.org](http://www.ipieca.org)

**The UN Global Compact** is an initiative that brings together thousands of businesses that are invited to issue an annual Communication on Progress related to ten principles on Human Rights, labor standards, the environment and the fight against corruption.

[www.unglobalcompact.org](http://www.unglobalcompact.org)

**The VPSHR** is an initiative that brings together extractive industries, states and civil society representatives to provide concrete guidance regarding risk assessment and interactions with public and private security forces.

[www.voluntaryprinciples.org](http://www.voluntaryprinciples.org)

**The OECD Guidelines for Multinational Enterprises** are a set of recommendations for companies in areas such as employment, Human Rights, environment, information disclosure, combating bribery, competition, and taxation. The Guidelines have been updated several times since they were first adopted in 1976. The last review was approved in 2011.


**The ILO** is a UN agency that issues international conventions and standards to promote rights at work, encourage decent employment opportunities, enhance social protection and strengthen dialogue on work-related issues.


**The United Nations Guiding Principles on Business and Human Rights** (UNGuidPR) were endorsed by the Human Rights Council in 2011 and give practical guidance on how businesses should respect human rights. These principles are used around the world to promote respect for human rights.

see you at

www.total.com