Code of Conduct
Our Values in Practice

Total
OUR AMBITION
Become the responsible energy major

OUR VALUES
Safety, Respect for Each Other, Pioneer Spirit, Stand Together and Performance-Minded
Given our presence in more than 130 countries, we operate in environments that can often prove complex. In that context, our values are the keystones that will let us achieve our collective ambition - to become the responsible energy major.

Two of those values, which we identify as core values, provide the cornerstone of our shared principles and our Code of Conduct: Safety and Respect for Each Other.

This document outlines our rules of conduct, the international standards to which we adhere and our consequent commitments to our stakeholders.

Each and every one of you has a responsibility to be familiar with our Code of Conduct, practice it in your day-to-day activities and convey its values in your dealings with those who work with and for us.

If, in the performance of your duties, you are confronted with a difficult decision or you suspect a violation of the rules set out in this document, the Ethics Committee is available to help you in the strictest confidentiality.

In order to become the responsible energy major, our conduct must be consistent with our values and above reproach in every aspect of our daily activities. Our stakeholders expect as much from a company such as ours. The Executive Committee and I are counting on your individual and collective engagement.

Patrick Pouyanné  
Chairman and Chief Executive Officer
**About the Code of Conduct**

**OUR CODE OF CONDUCT**

- **Is informed by our five values**, including our two core values (Safety and Respect for Each Other) that guide all our actions.
- **Describes the practices** to maintain with respect to safety, integrity, respect for human rights and other areas.
- **Lists the international standards** that Total applies.
- ** Defines our commitments** to our internal and external stakeholders.
- **Explains the role** of the Ethics Committee and describes the steps to follow when reporting an issue that violates the Code of Conduct or to request guidance.
- **Enumerates reference** texts available to everyone as a further resource.

**INTENDED USERS**

The Code of Conduct is a reference document intended for all our employees worldwide. Internally, our actions must demonstrate that the Code of Conduct is being observed and put into practice. Ignorance of the Code is no excuse.

Managers from every unit are responsible for disseminating the Code and ensuring it is understood and applied effectively. To do that, they must:

- Refer regularly to the Code of Conduct with their team members and make sure they fully understand it.
- Promote discussion to encourage employees to speak up and share any concerns they may have.
- Review the whistleblowing procedure with employees and direct them to the Ethics Committee when necessary.
- Ensure strict compliance with the Code of Conduct by the employees under their authority.
- Demonstrate exemplary conduct themselves.

Our Code of Conduct also applies to our suppliers of goods and services, setting out our expectations with regard to their behavior and ethical standards. They must apply standards equivalent to ours, particularly with regard to their employees, and remedy any shortcomings.

More broadly, this document is publicly communicated to all of our external stakeholders: host countries, local communities, customers, suppliers and contractors, business partners, and shareholders. It engages Total with regard to all of those stakeholders.
1 • OUR CODE OF CONDUCT & REFERENCE STANDARDS

- OUR REFERENCE STANDARDS
  - The most stringent standards

- OUR CODE OF CONDUCT, ROOTED IN OUR VALUES
  - Safety
  - Respect for Each Other
    - Integrity - Fraud and Corruption
    - Respect for Human Rights
    - Environment and Health

2 • THE CODE OF CONDUCT AND OUR EMPLOYEES

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  - Host Countries
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OUR CODE OF CONDUCT & REFERENCE STANDARDS
THE MOST STRINGENT STANDARDS

We comply with all national and international laws and standards governing our activities.

We abide by the OECD Guidelines for Multinational Enterprises as well as the principles of the United Nations Global Compact.

In the event of a conflict between legal standards and our Code of Conduct, we apply the more stringent standard.

Total maintains a dialogue with international, governmental and non-governmental organizations to address their concerns in fields related to our business.

As provided by legislation governing our activities and our internal guidance, failure to comply with these reference standards can result in sanctions.
In addition to those reference standards, we are united by five values:

- Safety
- Respect for Each Other
- Pioneer Spirit
- Stand Together
- Performance-Minded

These values are the principles that must guide everything we do.

Our two core values, Safety and Respect for Each Other, are reflected in our organizations, procedures and guidelines to provide practical guidance for upholding the Code of Conduct in our day-to-day actions.

SAFETY

Safety is the core component of an industrial company’s responsibility; it is also the foundation of its long-term viability. A company that is not safe or reliable is not a sustainable company. That means that we are uncompromising when it comes to Safety. Cost does not enter the equation, because Safety is a value that we respect above everything else.

Safety is a daily battle that is waged with humility and vigilance. We must never drop our guard. Accidents are not inevitable. Every accident, no matter how minor, can be avoided. All of us at Total, at every level of the organization, are mindful of our rules regarding safety, and rigorously observe those rules at all times. Each of us has a personal responsibility — and the personal authority — to step in when we observe a breach of those rules or feel a situation is unsafe.

In choosing our business partners, we give preference to those who can apply a policy equivalent to ours. Upholding our core value of Safety and putting it into practice at all times is essential for fulfilling our ambition to become the responsible energy major.

RESPECT FOR EACH OTHER

Respect for Each Other is a cornerstone of our collective principles and our way of demonstrating exemplary conduct. Respect for Each Other means listening to each other.

Respect for Each Other goes hand in hand with honesty, unwavering business integrity and, as a result, the rejection of corruption
and fraud in any form. It also means honoring the contracts and agreements we sign.

Respect for Each Other is respect for human rights. We are uncompromising on this point in our operations worldwide.

Respect for Each Other includes respect for the environment and health, consistent with our strategy of responsible, sustainable development.

Respect for Each Other means making people the core focus of our collective undertaking, valuing diversity and paying attention to the quality of employee dialogue within the company.

INTEGRITY – FRAUD AND CORRUPTION
We maintain a policy of zero tolerance for fraud of any kind, particularly bribery and corruption, influence peddling and violations of antitrust law.

We do not tolerate any form of corruption or influence peddling, defined as follows:

- Promising or granting a payment or benefit of any kind to a public official, private individual or company, either directly or indirectly (through a third party or intermediary), despite its illegality, in return for:
  - Performing, failing to perform, facilitating, delaying or expediting an action related to official or professional duties, or
  - Using undue influence to obtain a favorable decision or benefit of any kind from a public authority.

- Soliciting, accepting or receiving a payment or undue advantage of any kind in return for performing, failing to perform, facilitating, delaying or expediting an action related to official or professional duties.

Acts of corruption and influence peddling or violations of antitrust law shall render the culprits and the company alike liable to harsh disciplinary action, both civil and criminal, regardless of the country in which the fraudulent behavior occurred, in accordance with applicable laws and regulations. Total employees are invited to review our Anti-Corruption Compliance Program to ensure they are abiding by its principles at all times.

EXAMPLES OF UNACCEPTABLE BEHAVIOR

- Offering a payment or item of value (gifts, travel, hospitality, etc.) to a public official, a member of that official’s staff or family, or any person claiming to have influence with that official in return for the issuance of a government permit that is needed to start a project.

- Receiving a gift or hospitality of value from a supplier participating in a call for tenders that could affect the impartiality of the selection process.

- Engaging a person to represent Total without first:
  - Evaluating the risks posed by that relationship.
  - Defining and delimiting that person’s responsibilities.

This will help to ensure that, for example, the representative does not abuse his or her influence or promise or offer advantages of any kind to public officials to obtain an advantage in return.
RESPECT FOR HUMAN RIGHTS
All of us are required, collectively and individually, to uphold human rights.

The Universal Declaration of Human Rights
The United Nations Guiding Principles on Business and Human Rights
The Voluntary Principles on Security and Human Rights
The principles set forth in the fundamental conventions of the International Labour Organization (ILO)
We take action in three main areas:

- Human Rights in the Workplace

We take the necessary steps to ensure decent working conditions not only at our own sites, but also those of our high-risk suppliers. In particular, this includes a prohibition on forced labor and child labor, a commitment to non-discrimination and freedom of association, and a guarantee that any problems that arise can be reported to human resources staff.

- Human Rights and Local Communities

We identify, prevent and remedy any negative impact of our activities on local communities, such as noise and odor pollution. We establish mechanisms for registering complaints, and we maintain an ongoing dialogue with local stakeholders, enlisting the help of experts as needed.

- Human Rights and Security

When security providers or government forces such as the army or police protect our employees and facilities, we verify that they are adequately trained and we report any incident to management.

OUR EXPECTATIONS FOR OUR SUPPLIERS OF GOODS AND SERVICES

With regard to our suppliers and service providers, we work in the interests of each party, in accordance with clear, fairly negotiated contract terms. We believe that lasting relationships are built on dialogue, professionalism and respect for our commitments, as well as shared standards. We therefore require all suppliers of goods and services to:

• Comply with our Fundamental Principles of Purchasing and ensure compliance by their own suppliers in turn. These principles, derived from our Code of Conduct, are the cornerstone of the long-term relationship we hope to forge with our suppliers.

• Take special care to comply with standards and procedures in the field of human rights, notably with regard to working conditions for their employees and those of their suppliers.

• Agree to be audited, to assess their compliance with these principles for purposes of continuous improvement.

“TOTAL ADHERES TO THE VOLUNTARY PRINCIPLES ON SECURITY AND HUMAN RIGHTS. HOW IS THAT REFLECTED IN YOUR DAILY ACTIVITIES?”

Protecting our employees and facilities is one of our top priorities. Public and private security providers are responsible for managing security risks while respecting the rights of local communities. We take all necessary steps to ensure compliance with the Voluntary Principles on Security and Human Rights. The Voluntary Principles encourage dialogue among governments, NGOs and businesses, and offer recommendations designed to help extractive industry operators protect and promote human rights when using public or private security providers.
Our security policy incorporates the Voluntary Principles and identifies five priorities:

- Establishing formal relations between affiliates and governments to arrange for the deployment of security forces in accordance with our principles.
- The transfer of equipment, which should occur only in exceptional circumstances and requires strict oversight.
- Audits of security providers’ recruitment procedures.
- Special training for security personnel.
- Reporting of incidents.

As provided by legislation governing our activities and by our company rules, failure to comply with these principles can result in legal and/or disciplinary sanctions.

To learn more, see our Human Rights Guide and our Human Rights Briefing Paper.

ENVIRONMENT AND HEALTH

Our proactive efforts to protect human health and the environment are consistent with our strategy of responsible, sustainable development, an area in which we provide regular, transparent reporting.

As a responsible business, we are committed to promoting efficient and wise use of our energy sources and products. We are attentive to changing consumer needs and expectations.

Given the nature and scope of our operations around the world, our employees and stakeholders may be exposed to a variety of health risks. As a responsible business, Total gives top priority to protecting health every day, wherever we operate. Likewise, it is up to each of us to be careful and vigilant in everything we do, to protect everyone’s health. We provide training and conduct employee awareness campaigns.

To learn more, see the Safety Health Environment Quality (SHEQ) Charter and the Golden Rules.
THE CODE OF CONDUCT & OUR EMPLOYEES
The Code of Conduct defines collective and individual values for employees at Total.

We are convinced that our development is intrinsically rooted in the confidence and respect that exists between Total and our employees and among the employees themselves. Every employee must ensure compliance with the Code of Conduct in their daily activities.
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TOTAL & OUR STAKEHOLDERS
Our values support our continued growth, for the benefit of our stakeholders — employees, shareholders, customers and suppliers alike — while helping to drive economic and social development in our host countries.

Therefore, the Code of Conduct defines Total’s commitments and expectations with regard to its stakeholders.

HOST COUNTRIES

We respect the environment and culture of our host countries.

We respect the sovereignty of host countries and refrain from intervening in or funding the political process. We reserve the right, as appropriate, to let governments know our positions on topics related to our operations, employees and shareholders, as well as our belief in the importance of upholding human rights.

LOCAL COMMUNITIES
We respect the rights of local communities by identifying, preventing and mitigating any impact on their environment and way of life and remedying the situation as needed. We systematically establish dialogue as early as possible to foster lasting relationships with those communities, and we are mindful of opportunities for community development.

We design and implement grievance procedures and corrective measures, particularly on behalf of vulnerable groups, including indigenous peoples.

“What concrete steps do you take to engage with local communities?”

Our operations may raise various expectations from local communities in terms of employment, local development and more. We train local teams on how they can best discuss such matters with those communities. To support our personnel in the field, we provide a range of resources that includes:

• A Societal Directive that outlines the main procedures applicable to all of our operations, such as ongoing outreach to stakeholders, learning more about local communities and preparing a community engagement action plan and governance system.

• In-house guides on stakeholder dialogue and community grievance procedures.

• SRM+, a stakeholder management tool that is used to gather third-party input through discussions with local communities and develop a joint action plan that fulfills community expectations.
CUSTOMERS
We provide customers with quality products and services, and strive at all times to deliver optimal performance at a competitive price.

Attentive to our customers’ needs, we continuously monitor, assess and improve our products, services, technology and processes. Our goal is to deliver quality, safety, energy efficiency and innovation at every step in the development, production and distribution process.

We take steps to ensure the confidentiality of the data our customers entrust to us, in accordance with regulations governing privacy.

“TOTAL WANTS TO BE RECOGNIZED AS A RESPONSIBLE COMPANY. WHAT ARE YOU DOING TO IMPROVE THE ENVIRONMENTAL PERFORMANCE OF YOUR PRODUCTS, PARTICULARLY TO ADDRESS THE ISSUE OF CLIMATE CHANGE?”

We are accounting for the impact of climate change on developments in the energy sector, and we are adjusting the mix of energies we produce and sell to our customers. That means increasing our integration across the natural gas value chain and investing in low-carbon power generation and distribution as well as biomass, either for biofuel and biogas or through efforts to preserve forests to maintain carbon sinks.

In concrete terms, we aim to gradually reduce the carbon intensity of our energy product mix by 15% between 2015 and 2030 and by more than 25% by 2040. For that purpose, we have developed a carbon intensity indicator that calculates the lifetime greenhouse gas emissions of all the energy products we sell to our customers.

To find out more, read our Climate Report.

SUPPLIERS
With regard to suppliers and contractors, we work in the interests of each party, in accordance with clear, fairly negotiated contract terms. This relationship is based on three cornerstones: dialogue, professionalism and meeting commitments.

We choose suppliers that can conduct their business responsibly.
“AS SUPPLIERS, WE ARE REQUIRED TO APPLY STANDARDS EQUIVALENT TO YOURS. HOW DOES TOTAL PUT ITS COMMITMENT TO BUSINESS INTEGRITY INTO PRACTICE?”

Our commitment to business integrity requires that each of us play an active role in ensuring exemplary conduct by everyone. To meet our standards for business integrity both within Total and in our business relationships, we need to combat all forms of corruption, reject fraudulent practices, avoid and report conflicts of interest, comply with antitrust law and fulfill our commitments.

Those requirements are set out in our Fundamental Principles of Purchasing. For more information, including examples of the actions we take, see our Business Integrity Guide and our directive on the Fundamental Principles of Purchasing.

“WE HAVE PARTNERED WITH TOTAL ON A JOINT VENTURE. WHAT ARE YOUR REQUIREMENTS REGARDING SAFETY?”

We select industrial and business partners on the basis of their ability to comply with our Code of Conduct, in particular regarding safety, health, the environment and quality. We ask to be fully informed on the policies and procedures adopted by the joint venture and on how they are applied, and raise any concerns through the joint venture’s appropriate decision-making bodies. We also work with our partners to promote and support the joint venture’s adoption of safety policies and principles that are equivalent to our own.

BUSINESS PARTNERS
We apply the Code of Conduct in all joint ventures we control.

Otherwise, we do our utmost to ensure that the partner who controls the joint venture adheres to principles that are equivalent to those set out in our Code of Conduct.
SHAREHOLDERS
We strive to earn our shareholders’ confidence and provide them with a profitable, long-term investment. We maintain an ongoing and constructive dialogue with our shareholders through a variety of channels, and regularly provide full and transparent information. We are attentive to their expectations, concerns and questions on every subject. We comply with applicable stock market regulations and accurately report our operations in our financial statements.

“TOTAL’S PROJECTS MAY PRESENT RISKS IN TERMS OF RESPECT FOR HUMAN RIGHTS OR BUSINESS INTEGRITY. HOW DO YOU ENSURE ADHERENCE TO THE PRINCIPLES SET OUT IN YOUR CODE OF CONDUCT?”

Prior to any new investment in a challenging environment, we verify that we can comply with applicable laws and regulations and that our activities can be conducted in accordance with our Code of Conduct. We provide training to our employees to help them meet those requirements and have published several standards and documents, such as our Human Rights Guide and Business Integrity Guide. To ensure that our Code of Conduct is applied correctly, we ask independent third parties to perform ethical assessments of our activities. We also take part in international initiatives, including the Extractive Industries Transparency Initiative and the Voluntary Principles on Security and Human Rights.
THE CODE OF CONDUCT IN DAILY PRACTICE
Our Ethics Committee ensures compliance with the Code of Conduct and verifies that it is properly applied.

**The Ethics Committee**

The Ethics Committee works in close cooperation with the People & Social Responsibility Division and the Corporate Legal Division, and may request the assistance of any Total resources in carrying out its responsibilities.

The Ethics Committee is backed by an international network of Ethics Officers, who report to the Country Chairs and serve as a liaison in their respective countries for matters relating to ethics and the Code of Conduct.

The Ethics Committee may visit any Total site or affiliate. Ethical
assessments are conducted by third parties to verify adherence to our Code of Conduct, and the Chair of Total’s Ethics Committee follows up on the results of those assessments.

The Chair of the Ethics Committee reports regularly to the Executive Committee and to the Governance & Ethics Committee of the Board of Directors.

COMMITTEE COMPOSITION AND APPOINTMENT OF MEMBERS

The Ethics Committee comprises a Chair, appointed by the Chairman and CEO, and members representing Total’s main business segments. Members are appointed by the Executive Committee on the recommendation of the Chair of the Ethics Committee. All of the members are Total employees who collectively have broad experience of our different businesses and have demonstrated the necessary independence and freedom of judgment.

The Chair of Total’s Ethics Committee reports directly to the Chairman and Chief Executive Officer.
All of us must all take responsibility for applying the Code of Conduct. We encourage a culture of openness that allows everyone to express their concerns about the Code of Conduct.

To request advice or report a situation of which you are aware that may be a violation of our Code of Conduct, you have several options available and can choose the one you feel is most appropriate:

- Talk to your line manager.
- Contact the human resources manager for your unit.
- Contact your unit’s Ethics Officer or Compliance Officer.
- Present your concern to the Ethics Committee by writing to this address: ethics@total.com.

Do not hesitate to take action. The person you contact can direct you to the appropriate unit or department based on the nature of the issue you raise (safety, business integrity, human rights or any other ethics-related matter).

The information you provide will be treated with the utmost confidentiality. We do not tolerate reprisals of any kind against employees who voice concerns in good faith regarding compliance with the Code of Conduct.

External stakeholders may also contact the Ethics Committee if they have questions about our Code of Conduct’s implementation.

“How do I know when a situation poses an ethical problem?”

If you are unsure whether an action complies with our Code of Conduct, ask yourself the following questions:

- Is the action or decision legal?
- Is it free of any conflict of interest?
- What would happen if it were reported in the media?
- How would it be seen five years from now?
- Does it have a negative impact on stakeholders?

You can also read our related guides and documents (see “Helpful Resources”).
Helpful Resources

INTERNAL RESOURCES

Total’s ethics policies and rules and the procedure for referring concerns to the Ethics Committee are available on our intranet for employees and at our website: www.total.com

REPORTS

Human Rights Briefing Paper
This paper is based on the UN Guiding Principles Reporting Framework, published in February 2015. It identifies the salient human rights issues facing Total and how they are addressed.

Integrating Climate Into Our Strategy
Our climate report, first published in 2016, has three main objectives: to share our ambition for Total in 2035, which we are building using the International Energy Agency’s (IEA) 2°C scenario as a baseline; to describe how we are addressing the impact of that scenario in our decision-making; and to take stock of the actions we have already implemented and the initiatives we are currently undertaking.

GUIDES

Human Rights Guide
This guide will help you understand and comply with Total’s policy on human rights. It supplements the Code of Conduct and other resources that we use as part of our due diligence process.

Practical Guide Dealing with Religious Questions within the Total Group
This guide offers concrete answers to questions employees may have about matters relating to religion at work, and encourages tolerance for the beliefs of others within a framework of respect for differences.

Business Integrity Guide
This guide defines our commitments with regard to business integrity. It focuses on five priorities:
- Fighting corruption.
- Rejecting fraud.
- Declaring conflicts of interest.
- Complying with antitrust law and fulfilling our commitments.

Human Rights Guide for M&A Legal Experts
This practical guide describes the role of legal experts, particularly those overseeing mergers and acquisitions (M&A), in ensuring Total’s compliance with our commitments to uphold human rights and address the negative impact of our activities.
**TRAINING**

- The Challenges of Business Ethics.
- Preventing Corruption.

You can view all of the training we provide on this topic at Click&Learn.

**MAIN POLICIES AND RULES**

- Anti-Corruption Compliance Program.
- Business Integrity Program.
- Fundamental Principles of Purchasing.
- Societal Policy (internal document).
- Addressing HSE Risks and Impact When Preparing a Merger or Acquisition.
- Rules of Procedure of the Board of Directors.

**CHARTERS**

- Safety Health Environment Quality Charter.
- Charter Regarding Indigenous and Tribal Peoples.
- Lobbying Ethics Charter.
- Financial Code of Ethics.
- Risk Management, Internal Control and Audit Charter.
- Guidelines for Users of IT and Communication Resources.

**EXTERNAL RESOURCES**

To learn more about our commitments, visit the websites of these international organizations:

- **The United Nations Global Compact**
  The Global Compact is a voluntary initiative in which thousands of companies are invited to submit an annual “Communication on Progress” on ten principles relating to human rights, labor standards, the environment and the fight against corruption.
  (http://www.unglobalcompact.org)

- **The UN Guiding Principles on Business and Human Rights**
  In 2011, the United Nations Human Rights Council endorsed a set of principles clarifying the human rights roles and responsibilities of states and businesses.

- **The International Labour Organization (ILO)**
  The ILO is a U.N. 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.
IPIECA

Founded in 1974, IPIECA is the global oil and gas industry association for environmental and social issues, helping the oil and gas industry improve its social and environmental performance by developing, promoting and sharing best practices. Its member-led working groups have published a variety of resources, including the Human Rights Training Tool as well as practical guides on integrating human rights into environmental, social and health impact assessments and conducting human rights due diligence. (http://www.ipieca.org)

PARTNERING AGAINST CORRUPTION INITIATIVE (PACI)

Total joined PACI in 2016. A World Economic Forum initiative, it is designed to serve as a platform for sharing experiences and best practices. PACI also leads cross-industry collaborative campaigns, working with business leaders, governments and international organizations. PACI currently has nearly 100 members.

The Extractive Industries Transparency Initiative (EITI)

The EITI is a coalition of extractive companies, governments and civil society working together to promote open and accountable management of natural resources. (http://eiti.org)

The OECD Guidelines for Multinational Enterprises

The OECD Guidelines are recommendations for responsible business conduct in areas such as employment and industrial relations, human rights, environment, information disclosure, combating bribery, competition and taxation. They have been reviewed several times since they were first adopted in 1976. The most recent update was approved in 2011. (http://www.oecd.org/daf/inv/mne/48004323.pdf)

The Voluntary Principles on Security and Human Rights

The Voluntary Principles on Security and Human Rights ("Voluntary Principles") is an initiative spearheaded by extractive industry, government and civil society representatives. It offers practical advice on how to assess risks and interact with public and private security forces to encourage respect for human rights. (http://www.voluntaryprinciples.org/)

CODE OF CONDUCT

Our Values in Practice
Total is a major energy player, which produces and markets fuels, natural gas and low-carbon electricity. Our 100,000 employees are committed to better energy that is safer, more affordable, cleaner and accessible to as many people as possible. Active in more than 130 countries, our ambition is to become the responsible energy major.