



**TOTAL**  
COMMITTED TO BETTER ENERGY

# PREVENTION AND FIGHT AGAINST CORRUPTION

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# Introduction

## INTEGRITY AT TOTAL

In all the countries where Total operates, the Group is committed to establishing high quality long-term relationships with its stakeholders, based on a culture of responsibility and integrity.

Two founding documents, the **Code of Conduct** and the **Business Integrity Guide** apply to all employees.

Total's **Code of Conduct**, a founding document, promotes the **three main business principles** adopted by Total:

- ▶ Highest levels of safety, security, protection of health and environment,
- ▶ Integrity,
- ▶ Respect of Human Rights.

The **Business Integrity Guide** describes the Group's commitment to integrity, including the fight against corruption. It provides guidelines to be followed in order to prevent corruption: stay vigilant to unusual situations, inform business contacts of Total's Code of Conduct...

In order to affirm its commitment to integrity, Total has developed several compliance programs.



## WHAT IS A COMPLIANCE PROGRAM?

A compliance program is a prevention tool aimed at organizing and implementing actions, means and procedures necessary for the company's compliance with regulations.

A compliance program might be composed of all or part of the following 7 pillars:



## WHAT IS CORRUPTION ?

### **Active corruption involves:**

- ✓ promising, giving or granting,
- ✓ **directly** or **indirectly** (through a third party, an intermediary...),
- ✓ an **undue advantage** (whatever the form: a payment, a gift, a favor...),
- ✓ to a **public officer** or a **private person** (natural or legal),
- ✓ in order for him/her to:
  - **perform an undue action** relating to his/her duties,
  - **abstain from performing** an action relating to his/her duties, or
  - **perform a due action, that he/she had refused to perform in the first place, in the hope of obtaining an undue advantage.**

**Passive corruption** involves receiving, accepting or soliciting an advantage that meets the same criteria.

**Both forms of corruption are severely punished.**

# The Anti-Corruption Compliance Program

The Code of Conduct asserts the Group's position on the prevention and fight against corruption and sets forth a "zero tolerance" principle.

Total's Executive Committee has therefore decided to implement a specific "**Anti-Corruption Compliance**" Program. It aims at preventing corrupt practices by reinforcing employee's vigilance and by providing them with the tools necessary to detect and treat red flags.

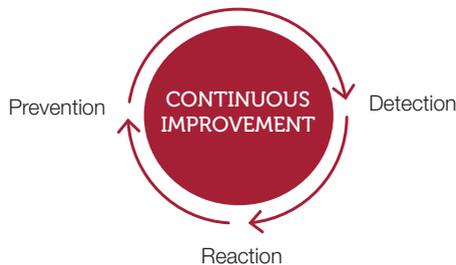
In the Group, a team of specialists dedicated to Anti-Corruption Compliance is in charge of **implementing this program**, ensuring the policies and procedures that constitute the program are deployed, **monitoring its effectiveness** and **providing assistance** to every employee.

This anti-corruption organization is composed of:

- ▶ A **Corporate Compliance function** headed by the **Chief Compliance Officer**,
- ▶ **Branch Compliance Officers**, more particularly in charge of deploying and implementing the Program throughout their respective Branches and the Holding and,
- ▶ A global network of more than 350 **Compliance Officers** in charge of implementing the Program locally.

**The Anti-Corruption Committee (COMCAC)**, which brings together the Chief Compliance Officer and the Branch Compliance Officers, enables the coordination of the actions aimed at preventing and combating corruption.

Together they implement the Anti-Corruption Compliance Program, based on the following axes:



## PREVENTION THE MANAGEMENT COMMITMENT AND INVOLVEMENT

In addition to the tone at the top from the Group's governance bodies, it is expected from all managers that they promote the Program and **act as examples**. They must therefore renew the zero tolerance message on a regular basis and remind the employees of their role in implementing the program.



### Tone at the top

“We renew our commitment to work against corruption in all its forms”

*Patrick Pouyanné, December 2<sup>nd</sup> 2014*

## THE ANTI-CORRUPTION REFERENTIAL

Total has implemented internal norms aimed at ensuring that its business practices are in compliance with its Code of Conduct as well as anti-corruption regulations. They are based on the **Anti-Corruption Compliance Policy** establishing the scope and organization of the Anti-Corruption Compliance Program.

This Policy is supplemented by Rules, each addressing a specific risk:

- ▶ **The Representatives dealing with Public Officials Rule** aims at avoiding a situation where a third party acts with Public Officials on behalf and/or in the name of Total to grant them undue advantages as a compensation for undue favors.
- ▶ **The Purchasing and Sales Rule** aims at mitigating corruption risks linked to such transactions.
- ▶ **The Gifts, hospitality, entertainment, travel, ... sponsorship Rule** provides a framework for ensuring that gifts, hospitality etc. offered or received by the Group's employees cannot constitute or be perceived as constituting illicit acts.
- ▶ **The Acquisitions/Divestments - Formation and/or Entry into a JV Rule** aims at ensuring the compliance of these transactions with anti-corruption regulations in order to avoid, for example, that Total acquires assets affected by corruption.
- ▶ **The Joint-Ventures Rule** aims at avoiding a situation where acts of corruption are committed within a JV in which Total holds an interest.
- ▶ **The Conflict of Interest Rule** aims at raising the awareness of employees on situations that might present a risk of conflict of interest and in which a person or an entity might for example be unduly favored at the detriment of Total's interests because of such person's or entity's links with an employee.

## DUE DILIGENCE PROCESS “KNOW YOUR PARTNER”

The anti-corruption referential provides a due diligence process that must be followed, **according to the corruption risks, before contracting** with a third party (supplier, representative, business partner, acquisition of or divestment from a company...).

This process allows for certain **searches/checks** (shareholders of the third party, ultimate beneficiaries, ...) and is composed of several steps:

- ▶ **The risks analysis:** enables to identify the risks linked with the considered activity and to adapt the following steps;
- ▶ **The due diligence steps** that may for example include: sending a questionnaire to be filled in by the considered contracting third party, using an external provider to collect information on this third party, reviewing information provided by the said third party as part of a data room, etc.
- ▶ If the relationship with the third party is carried on, **the implementation of appropriate mitigation measures** based on the information obtained during the previous steps.

## AWARENESS RAISING AND TRAINING ACTIONS

Total launches, on a regular basis, **communication actions** on anti-corruption (posters, intranet publications, event to commemorate the United Nations Anti-Corruption Day...). The intranet sites of the Group and Branches enable employees to access the latest information, improve their knowledge on Total policies and download booklets, norms and other tools and documents.

Besides, an e-learning available to all employees in more than a dozen languages, is compulsory for all executives, and **specific training sessions** are also provided to managers, Compliance Officers and employees considered as more exposed (finance, purchasing and sales, business development, etc.)

Information on our Anti-Corruption Compliance Program is published and made available to third parties on Total's website. According to the needs, awareness actions are also provided to third parties, for example suppliers.

## DETECTION CONTROLS AND AUDITS

Questions and controls on compliance and integrity have been added to the Group Audit Referential and in questionnaires on the application of SOX mechanisms.

In addition, the Compliance function establishes its own audits program according to the risks. These audits may use the skills of external providers (lawyers, accountants...).

## ALERTS

Every employee should alert on any fact that might constitute a behavior contrary to the principles of the Code of Conduct, for example, a case of corruption.

In order to do so they can contact:

- ▶ their hierarchy who must report any incident to the entity's Compliance Officer,
- ▶ the Compliance Officer or Ethics Officer for their entity or Branch,
- ▶ the Group Ethics Committee through the email address : [ethics@total.com](mailto:ethics@total.com) (also available to third parties).

## REPORTING

Processes have been created in order to implement a **periodic information reporting** from entities and affiliates to the Branches and the Group. Periodic reports on the deployment and implementation of the Anti-Corruption Compliance Program are also presented to the Executive Committee and the Audit Committee of the Board together with recommendations to reinforce the program, if applicable.

## REACTION INVESTIGATIONS AND DISCIPLINARY ACTIONS

Total expects its employees and stakeholders to adhere to the values of the Code of Conduct.

Any suspicion of practices contrary to the Group's integrity standards is immediately investigated in order to stop same, if proven. Employees who have been proven, after reviewing all relevant facts, to have offered, accepted or benefited from corruption will be held liable and will be subject to disciplinary actions, up to dismissal. The entity's general management may decide to take legal action after a case by case analysis of the situation.

## UPDATE OF THE PROGRAM BASED ON FEEDBACKS

Total's Anti-Corruption Compliance Program has been conceived to adapt to new risks posed by the Group's activities and environment. The various information reporting channels (periodic reporting, audit reports...) are used as bases for reflection in order to improve the compliance processes, training plans and tools.

**The goal is a continuous improvement of the Program.**

*This document is for informative purpose only. It presents a brief description of Total's Anti-Corruption Compliance Program as of the date of its publication. It is not a substitute for the Group's reference documents on anti-corruption compliance.*

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Energy drives progress where it is readily available. Two of the biggest challenges in building a responsible energy future are ensuring access for all and using energy wisely.

This is the environment in which we conduct our business. With operations in more than 130 countries, we are a leading international oil and gas company. We produce, refine and market oil, manufacture petrochemicals. We are also a world-class natural gas operator and rank second in solar energy with SunPower. Demonstrating their commitment to better energy, our 100,000 employees help supply our customers worldwide with safer, cleaner, more efficient and more innovative products that are accessible to as many people as possible. We work alongside our stakeholders to ensure that our operations consistently deliver economic, social and environmental benefits.



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