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**AMENDMENT OF 8 OCTOBER 2012 TO THE TOTAL EUROPEAN WORKS COUNCIL
ESTABLISHMENT AGREEMENT OF 20 MARCH 2001, AMENDED ON 29 JUNE 2005**

Between:

TOTAL SA, represented by Mr. François VIAUD, Director of Human Resources

party of the first part

And

- **the European Trade Union Organisations:**

For CES:

- IndustriAll

European Trade Union: Mr. Sylvain LEFEBVRE

For CEC:

- FECCIA: Mr. Antonio PARANHOS NETO

- FECER: Mr. François PERNIOLA

- **the French representative Trade Union Organisations within the Group's scope:**

For CFDT: Mr. François PELEGRINA

For CFE-CGC: Mr. Khalid BENHAMMOU

For CGT: Mr. Charles FOULARD

For CGT/FO: Mr. Jean Yves SOUSLEYS

party of the second part

The following has been agreed:

INTRODUCTION

This amendment follows on from the provisions of the TOTAL EUROPEAN WORKS COUNCIL establishment agreement of 20 March 2001, amended on 29 June 2005 and its amendments of 21 June 2006, 28 March 2007 and 29 June 2009, concluded in the context of the provisions of article 13 of Directive 94/45/CE of 22 September 1994 (Elf Aquitaine agreement of 19 July 1991, amended by the amendments of 7 July 1994 and 2 February 1999 and TotalFina agreement of 6 September 1999).

It extends the role and prerogatives of the TOTAL EUROPEAN WORKS COUNCIL by:

- Voluntarily including the provisions relating to informing and consulting the body and defining transnational questions introduced by the European Directive of 6 May 2009 and its transposition into French law (order of 20 October 2011) which were not previously taken into account.
- Providing it with a Strategy Commission (Upstream/Holding Strategy Commission, Refining-Chemicals Strategy Commission, Supply-Marketing Strategy Commission) for each Group branch.
- Conferring new attributions to the Liaison Office, which becomes the Liaison and Accounts Office in this context: it is informed of short and medium-term budget forecasts at economic and industrial level and Group annual reviews and consolidated accounts at financial level.

To ensure better legibility, the agreement of 20 March 2001, amended on 29 June 2005 and its amendments were rewritten and this amendment thus replaces the provisions of these texts as of right and now constitutes the sole reference text.

ARTICLE 1 - SCOPE

The provisions of this amendment apply to Group companies located in the member states of the European Union and European Economic Area.

These companies are listed in appendix 1.

ARTICLE 2 - RESPONSIBILITIES

2-1. Missions

The purpose of the TOTAL EUROPEAN WORKS COUNCIL is to ensure the provision of information, exchange of views and, in the context of the provisions of article 2-3, consultation between Management and personnel representatives concerning, at European level:

- The Group's strategy and its competitive position.
- Its social, economic and financial position (Group budgets and consolidated accounts), employment developments, transfers of activities and any changes relative to structures.

The TOTAL EUROPEAN WORKS COUNCIL is also informed about matters relating to sustainable development, social and environmental responsibility and community policies concerning safety matters.

2-2. Scope of competence

The TOTAL EUROPEAN WORKS COUNCIL's competence covers transnational questions relative to:

- Either, the Group as a whole in its community dimension.
- Or, at least two Group companies located in different member States.

Also considered as transnational questions are questions, which, independently of the number of member States concerned, relate to a major strategic development decided by Group General Management, considering the magnitude of its impact for European personnel beyond the particular country in question.

The TOTAL EUROPEAN WORKS COUNCIL is an additional social-dialogue body, distinct from the national personnel representation bodies already in place. It can not affect their prerogatives or replace them.

2-3. Informing and consulting

If the general functioning or structure of the Group is significantly changed due to exceptional circumstances, the Management will implement an informing and consulting procedure as defined in Directive 2009/38/EC of 6 May 2009, anticipating the procedure as far upstream as possible in accordance with the provisions of Article 7-2, while complying with national legislation.

Definitions derived from Directive 2009/38:

- Information: transmission of data by the employer to the workers' representatives in order to allow the latter to familiarise themselves with the subject dealt with and examine it. The information procedure takes place at an appropriate time, in an appropriate manner and with an appropriate content, which, in particular, allows workers' representatives to proceed with an in-depth assessment of possible impact and, if necessary, prepare consultations with the competent body in the company or group of companies with a community dimension.
- Consultation: establishment of a dialogue and exchange of views between the workers' representatives and central management or any other more appropriate management level at a time, in a manner and with a content that allows workers' representatives, based on the information provided and within a reasonable period of time, to express an opinion concerning the proposed measures that are the subject of the consultation, without prejudice to management's obligations, that could be taken into account within a company or group of companies with a community dimension.

ARTICLE 3 - COMPOSITION OF THE EUROPEAN WORKS COUNCIL AND DISTRIBUTION OF PERSONNEL REPRESENTATIVE SEATS BY COUNTRY

3-1. Composition and distribution of seats

The TOTAL EUROPEAN WORKS COUNCIL consists of:

- On the one hand, Management representatives, i.e.:
 - The Group's Chief Executive Officer and/or a member of the Executive Committee (Comex).
 - Representatives of the Human Resources Department.
 - Any intervening party entrusted with presentation of a subject included on the agenda.

The Works Council is chaired by the Group's Chief Executive Officer or his/her representative.

- On the other hand, the personnel representatives:
 - 46 elected members and 46 replacement members.

In order to take staff numbers in the different European countries into account while, at the same time, guaranteeing representation of the major-establishment countries, the 46 seats are distributed as follows¹:

- One seat for each country with at least 150 employees.
- Distribution of remaining seats according to the number of employees in the country and according to the quota method.

The rule governing the distribution of seats for France is specified in appendix 3.

As far as possible, the Trade Union Organisations and personnel representatives make sure that distribution between socio-professional categories and between men and women is taken into account in the allocation of seats.

3-2. Development of the TOTAL EUROPEAN WORKS COUNCIL's scope

Should the scope of the Group change, the consequences are dealt with during the course of the following mandate, at the latest.

If a country joins the European Union during a mandate, the Management will examine, in collaboration with the Liaison and Accounts Office, the possibility of appointing a member to the TOTAL EUROPEAN WORKS COUNCIL if the Group company or companies present in the country meet the requirements. This member will be appointed in accordance with the provisions of Article 4 and can take part in the ordinary meetings of the TOTAL EUROPEAN WORKS COUNCIL as an observer.

At the time of each renewal, Management and the Trade Union Organisations agree on a new distribution of seats, taking into account the staff numbers and countries currently represented.

The Liaison and Accounts Office is informed if a country to which one or more seats have been allocated is no longer represented during the course of the mandate due to removal/withdrawal from the scope.

The Liaison and Accounts Office (specified in article 5) proposes allocation of the one or more vacant seats at the following ordinary meeting of the TOTAL EUROPEAN WORKS COUNCIL. In case of disagreement between the members of the Liaison and Accounts Office regarding the candidate(s), a vote is organized based on a simple majority.

¹ Details in appendix 2

If this proposal is approved by two thirds of the members present at the ordinary meeting of the TOTAL EUROPEAN WORKS COUNCIL, the representative(s) appointed to these seats attend the meeting. If not, the seat(s) remain vacant.

3-3. Recognition of countries outside the European Union and the European Economic Area

Since the Group exercises its activities in numerous countries outside the European Union and the European Economic Area, the parties to this amendment agree to consider, upon renewal of the TOTAL EUROPEAN WORKS COUNCIL at the end of the next four-year mandate, the possibility of taking into account these countries in the operation of the body.

ARTICLE 4 - APPOINTMENT OF PERSONNEL REPRESENTATIVES

4-1. Conditions of appointment

Personnel representatives at the TOTAL EUROPEAN WORKS COUNCIL must fulfil all the following conditions:

- Be an employee of one of the Group's European companies falling within the scope defined in article 1 of the amendment.
- Hold, in theory, a personnel representation or trade union mandate within it.
- Have at least one year's length of service in the Group.

The personnel-representation mandate is not compatible with company-manager status or with exercise of this role by delegation with regard to the personnel.

4-2. Appointment procedures

Personnel representatives elected to the TOTAL EUROPEAN WORKS COUNCIL and their replacements are appointed in compliance with the rules or practises in force in each State.

Within each country, the Managements of subsidiary companies are represented by a "country coordinator," who is the Social Affairs Department's contact for any questions concerning appointment of personnel representatives.

Before the appointment of the personnel representatives provided for in paragraph 1 above, a list of the "country coordinators" is given to the Trade Union Organisations party to the amendment.

The Trade Union Organisations party to the amendment are informed of the list of "country coordinators" prior to appointment of personnel representatives, as specified in paragraph 1 above.

According to the practises of the country in question, the "country coordinator" brings together either the representatives of the Trade Union Organisations or the personnel representatives of subsidiaries employing more than 100 staff to invite them to appoint elected personnel representatives and their replacements to the TOTAL EUROPEAN WORKS COUNCIL.

If the number of candidates communicated to the "country coordinator" exceeds the number of seats to be filled, the Trade Union Organisations signatory to the amendment are informed to allow them to seek a joint solution. Failing that, the "country coordinator" organises a ballot open to all personnel representatives of the subsidiaries indicated in the paragraph above.

The names and contact details of the members of the TOTAL EUROPEAN WORKS COUNCIL are sent by the "country coordinators" to the Group's Social Affairs Department two months before the date of the first meeting of each mandate, at the latest.

4-3. Mandate period

The mandate period for a member of the TOTAL EUROPEAN WORKS COUNCIL is, in theory, four years starting on the date of the inaugural meeting, as specified in article 7.

4-4. Loss of mandate - departure from Group

Loss of the personnel or trade union representative mandate within the Group during the mandate period and departure from the Group lead to loss of the mandate as a member of the TOTAL EUROPEAN WORKS COUNCIL and replacement of the person in question by a replacement who becomes an elected member.

In this case, a new replacement is appointed for the remainder of the mandate by:

- The "country coordinator" for seats allocated to European countries outside France.
- The Trade Union Organisations for seats allocated to France.

ARTICLE 5 - LIAISON AND ACCOUNTS OFFICE

5-1. Attributions

The Liaison and Accounts Office ensures the continuity and consistency of the body by establishing the link between the members of the TOTAL EUROPEAN WORKS COUNCIL and the necessary contacts with Management.

To this end, the Liaison and Accounts Office:

- Prepares the TOTAL EUROPEAN WORKS COUNCIL's work with regard to budgets and consolidated accounts.
- Draws up the agenda for ordinary meetings and ensures that the TOTAL EUROPEAN WORKS COUNCIL's scope of intervention is complied with.
- Ensures coordination of the strategy commissions.
- Proposes the calling of extraordinary meetings of the TOTAL EUROPEAN WORKS COUNCIL, if and when necessary.
- Examines and approves the minutes of meetings.

5-2. Composition and distribution of seats

The Liaison and Accounts Office consists of:

- Management representatives, i.e.:
 - One or more representatives of the Human Resources Department.
 - At Management's request, any intervening party responsible for an item included on the agenda.
- Personnel representatives:
 - The Secretary of the TOTAL EUROPEAN WORKS COUNCIL.
 - 16 members from the TOTAL EUROPEAN WORKS COUNCIL (8 for France and 8 for the European countries other than France) of which an Assistant Secretary and 4 recorders from the commissions specified in article 6.

Seats for the European countries other than France are distributed according to the number of seats allocated to the EUROPEAN WORKS COUNCIL and according to the quota method².

The rule governing the distribution of seats for France is specified in appendix 3.

² Details in appendix 4

A replacement is appointed for each member of the Liaison and Accounts Office (with the exception of the Secretary and Assistant Secretary who replace each other in the case of absence).

An assistant may help the Secretary of the TOTAL EUROPEAN WORKS COUNCIL to take notes at meetings of the Liaison and Accounts Office. The latter is subject to the same confidentiality rules as members of the TOTAL EUROPEAN WORKS COUNCIL.

5-3. Appointment of Liaison and Accounts Office members

The Secretary and Assistant Secretary are elected by the members of the TOTAL EUROPEAN WORKS COUNCIL by simple majority.

Appointment of the other Liaison and Accounts Office members is subject to the approval of the Works Council.

If a Liaison and Accounts Office member leaves during the mandate period, he/she is replaced at the suggestion of the TOTAL EUROPEAN WORKS COUNCIL Secretary. As for the other Office members, this appointment is subject to approval at the next meeting of the TOTAL EUROPEAN WORKS COUNCIL.

5-4. Operation

The Liaison and Accounts Office meets quarterly and once during the first half of the year to prepare the TOTAL EUROPEAN WORKS COUNCIL's work on budget and consolidated accounts themes.

Each half-day meeting is preceded by a preparatory meeting in the morning.

The agenda for meetings is determined by mutual consent between the Management representative and the TOTAL EUROPEAN WORKS COUNCIL Secretary.

The Liaison and Accounts Office may, via the TOTAL EUROPEAN WORKS COUNCIL Secretary, request Management to organise additional Liaison and Accounts Office meetings with a special agenda.

5-5. Participation of the European Trade Union Federations

After obtaining Management's consent, each European Trade Union Federation signatory to this amendment may, as the need arises, appoint a representative to attend a Liaison and Accounts Office meeting if one of the items on the agenda has particular significance for his/her Federation.

ARTICLE 6 – COMMISSIONS

6-1. Strategy commissions

With a view to improving social dialogue at European level, the parties to this amendment have agreed to the setup of specific commissions for each Group branch in order to assist the TOTAL EUROPEAN WORKS COUNCIL in its attributions at strategic level.

3 commissions have been set up for this purpose:

- Upstream/Holding Strategy Commission.
 - Refining-Chemicals Strategy Commission.
 - Supply-Marketing Strategy Commission.
- Role

The purpose of the commissions is to make it possible to analyse and exchange views on the strategy within their scope in order to clarify and prepare the TOTAL EUROPEAN WORKS COUNCIL's work. The strategy covers the economic, financial and social aspects.

- Composition

Each commission consists of

- Management representatives, i.e.:
 - One or more representatives of the Management of the branch in question.
 - Representatives of the Human Resources Department.
- Personnel representatives whose number may vary for each commission in order to take branch staff numbers into account:
 - Upstream/Holding Strategy Commission: 17 members (including Secretary).
 - Refining-Chemicals Strategy Commission: 23 members (including Secretary).
 - Supply-Marketing Strategy Commission: 19 members (including Secretary).

Distribution of seats on the commissions is as follows³:

- The TOTAL EUROPEAN WORKS COUNCIL Secretary.
- 50% of representatives for France distributed according to the method indicated in appendix 2.
- 50% of representatives for the European countries other than France.

A seat is allocated for each major-establishment country that has at least 100 employees in the branch and one seat on the TOTAL EUROPEAN WORKS COUNCIL. If any seats remain after this distribution, a second distribution is carried out using the same method.

Members of the strategy commissions are, in theory, members of the TOTAL EUROPEAN WORKS COUNCIL.

If they meet the requirements of Article 4.1, employee representatives who hold an elected office or trade union mandate can also be members of the commissions, even if they are not members of the TOTAL EUROPEAN WORKS COUNCIL.

- Operation

The commissions meet twice a year to prepare the TOTAL EUROPEAN WORKS COUNCIL's work.

³ Distribution specified in appendix 5

Each half-day meeting is preceded by a preparatory meeting in the morning.

The agenda for meetings is determined by mutual consent between Management and the TOTAL EUROPEAN WORKS COUNCIL Secretary.

6-2. Sustainable development, social and environmental responsibility and safety commission

▪ Role

This Commission is a vehicle for exchange between Management representatives and Commission members on the following subjects:

- Sustainable development.
- Social and environmental responsibility.
- Safety.

▪ Composition

The Commission consists of:

- Management representatives, i.e.:
 - One representative of the Human Resources Department.
 - At Management's request, any intervening party entrusted with presentation of a subject included on the agenda.
- Personnel representatives, i.e.:
 - The 17 members of the Liaison and Accounts Office.
 - 1 member of each country present at the TOTAL EUROPEAN WORKS COUNCIL but not represented in the Liaison and Accounts Office.

▪ Operation

This Commission meets once a year for one day.

The members of the Commission have a preparatory half-day before the Commission meeting and a half-day for conclusion after it.

The agenda for this meeting is fixed by joint agreement between Management and the Secretary of the TOTAL EUROPEAN WORKS COUNCIL.

▪ TOTAL Foundation

The TOTAL Foundation covers 4 fields of activity related to social and environmental responsibility themes: solidarity in France, health at international level, culture and heritage, environment and biodiversity.

In this connection, to represent it at the Foundation, the TOTAL EUROPEAN WORKS COUNCIL proposes three candidates to the Chairman of the Foundation, each time its members are replaced, one of whom is appointed as the representative of the TOTAL EUROPEAN WORKS COUNCIL on the Board of Directors of the Foundation.

6-3. Commission recorders

A recorder is appointed for each Commission from among the Liaison and Accounts Office members; 2 recorders for France and 2 recorders for the European countries other than France.

They are elected by the members of the TOTAL EUROPEAN WORKS COUNCIL under the same conditions as the Secretary and the Assistant secretary.

The recorders present the Commissions' conclusions at ordinary meetings of the TOTAL EUROPEAN WORKS COUNCIL.

ARTICLE 7 - TOTAL EUROPEAN WORKS COUNCIL MEETINGS

7-1. Ordinary meeting

- Frequency of meetings

Ordinary meetings of the TOTAL EUROPEAN WORKS COUNCIL are held twice a year following notice of meeting issued by the Chairman.

Each ordinary meeting, which lasts one day, is preceded by a one-day preparatory meeting held the day before.

In the year when the members of the body are replaced, an inaugural meeting is organized, chaired by the Director of Human Resources. This half-day meeting marks the start of the mandate.

- Replacements

Replacements attend plenary and preparatory meetings in place of the elected member they represent if the latter is unable to attend. They receive the same documents that are sent or submitted to elected members.

In addition to the training courses specified in article 8-4 and in order to allow each replacement to acquire practical knowledge of the TOTAL EUROPEAN WORKS COUNCIL's operation, it is specified that he/she may attend a preparatory meeting for a plenary session during the course of a mandate.

This attendance may be exercised concomitantly when the personnel representatives and Trade Union Organisations organise it smoothly over time so that the preparatory meeting can be held under conditions that are acceptable to all parties.

The Secretary, in cooperation with the members of the TOTAL EUROPEAN WORKS COUNCIL and the Trade Union Organisations, coordinates the attendance of these replacements at the preparatory meeting. He/she sends the list of replacements attending the preparatory meeting to the Group Social Affairs Department 6 months before it is held.

7-2. Extraordinary meeting

In the event of exceptional circumstances, as defined in Article 2-3, a meeting of the Liaison and Accounts Office is called 24 hours before the start of the national informing/consulting procedures, or at the latest at the same time as these procedures.

At this meeting, the Management passes on the information needed to examine the situation to the members of the Liaison and Accounts Office. The Liaison and Accounts Office may then:

- express its opinion,
- or request a second meeting in order to benefit from additional time to examine the file, a meeting during which the Liaison and Accounts Office expresses its opinion,
- or, considering the importance of the file, request an extraordinary meeting of the TOTAL EUROPEAN WORKS COUNCIL, a meeting during which the TOTAL EUROPEAN WORKS COUNCIL expresses its opinion.

This procedure cannot be a prerequisite for the issue of opinions in the context of national procedures and cannot affect the prerogatives of the Management of the Group.

7-3. Organisation of meetings

The date and place of meetings will be chosen by the Chairman or his/her representative in consultation with the Secretary.

Debates in plenary and preparatory meetings and those of the Liaison Office are conducted in French and English and all languages necessary to ensure correct understanding by the participants.

7-4. Agenda

The agenda for meetings is established by the Liaison and Accounts Office in the context of the provisions specified in article 1. It is finalised and approved by the Secretary and the Chairman.

In the event of disagreement between the Secretary and the Chairman, a provisional agenda listing the points that are agreed upon is sent, under the Chairman's responsibility.

The agenda is drafted in French and English and sent to the TOTAL EUROPEAN WORKS COUNCIL elected and replacement members one month before the meeting.

7-5. Meeting minutes

Draft minutes of the discussions are drawn up by the Secretary and/or the Assistant Secretary based on the minutes drawn up by an outside body, within one month of receipt of these minutes.

It is then examined by the Liaison and Accounts Office. To make examination easier, the draft is translated into English and the languages of those members of the Liaison Office who do not have sufficient command of French or English. The draft, in French, is then submitted to the Chairman. The document is co-signed by the Secretary and the Chairman. The report is issued to all members in French.

Members of the European subsidiaries for which the document has been translated into another language, in the hypothesis mentioned in the preceding paragraph, also receive a version in their own language. In other cases, an English version will be attached to the French version of the document.

ARTICLE 8 - OPERATING RESOURCES

8-1. Operating costs

- Maintenance of pay

TOTAL EUROPEAN WORKS COUNCIL members' pay during EWC, Liaison and Accounts Office and Commissions meetings and during the time granted stipulated in this amendment is maintained by the Company to which they belong. These meetings are considered as working time and are paid as such. The same applies to the time spent in meetings by members of the Commissions who are not members of the TOTAL EUROPEAN WORKS COUNCIL.

- Travel expenses

Members' travel expenses are covered by the Company that employs them according to the practises and scales in force in the Company in question.

- Accommodation and meal expenses

The accommodation and meal expenses are covered by the member's company, according to normal practice and the scales in force in that company.

However, for each meeting, the Group Social Relations Department offers to reserve the hotel and restaurant for the members taking part in the meeting, and covers the resulting costs.

- Meetings costs and secretary

The Group Management covers the costs of holding the meetings of the TOTAL EUROPEAN WORKS COUNCIL, the Liaison and Accounts Office and the Commissions and, in particular, the cost of simultaneous translation.

For operating requirements, the Secretary or Assistant Secretary is authorised to use the resources of the Human Resources Department's secretariat.

8-2. Time granted to TOTAL EUROPEAN WORKS COUNCIL members

The Secretary has time-off rights that may extend to the equivalent of a full-time job with the possibility of travelling four times a year to countries represented at the TOTAL EUROPEAN WORKS COUNCIL.

Liaison and Accounts Office members have time-off rights amounting to four days a year with the possibility to travel twice a year to countries represented at the TOTAL EUROPEAN WORKS COUNCIL.

Elected members of the TOTAL EUROPEAN WORKS COUNCIL have time-off rights amounting to three days a year. These time-off rights can be exercised per full day or per half day.

These time-off rights can be used to attend a one-day meeting organised in Paris or Brussels by one of the signatory trade union organisations.

Exceptionally, if circumstances require, a second meeting could be organised under the same conditions with the consent of Management.

These time-off rights do not apply for preparatory, plenary and commission meetings and the meetings of the Liaison and Accounts Office and Commissions indicated in article 6.

8-3. Expert assistance

TOTAL EUROPEAN WORKS COUNCIL members may call upon the assistance of chartered accounts to accomplish their work subject to Management's consent regarding the scope and duration of the expert report.

The TOTAL EUROPEAN WORKS COUNCIL appoints an expert for the duration of the mandate during the establishment meeting specified in article 7-1 in order to assist it with subjects that are presented to it annually.

The members of the Liaison and Accounts Office may call upon the services of an expert in the context of the procedure indicated in article 7-2 to allow full assessment of the file presented within the European scope.

Experts may attend plenary meetings with Management's consent.

8-4. Training

- Legal, economic and social training

By virtue of a four-year mandate, elected and replacement members of the TOTAL EUROPEAN WORKS COUNCIL can benefit from a legal, economic and social training course lasting 5 days and aiming, in particular, to:

- Give them access to better knowledge of the TOTAL EUROPEAN WORKS COUNCIL's operation.
- Provide information regarding the different personnel representation methods in the countries represented at the TOTAL EUROPEAN WORKS COUNCIL.

These 5 days are divided up as follows:

- 2 days of training provided by a body approved by the European Trade Union Federations.
- 3 days of training provided by a body approved by the national trade union organisations.

The costs relating to these training courses are covered after the prior consent of Management has been obtained.

- Budgets and Accounts

The new elected and replacement members of the Liaison and Accounts Office can benefit from 2 days of training to give them an understanding of the budgets and accounts theme.

This training course is proposed by the Group Social Affairs Department in consultation with the Liaison and Accounts Office.

- Languages

Elected members and replacements wishing to make the effort to learn French or English benefit from adapted training.

8-5. Communication between TOTAL EUROPEAN WORKS COUNCIL members

- Tool

The parties to this amendment agree on the necessity to develop the "website" tool set up in the context of the amendment of 28 March 2007 to the European Works Council establishment agreement of 20 March 2001, amended on 29 June 2005.

To this end, the possibility of replacing this tool will be studied.

Progress of this project will be the subject of regular reports at Liaison and Accounts Office meetings.

- Translation costs

All translations necessary for exchanges between TOTAL EUROPEAN WORKS COUNCIL members as well as the minutes (Liaison and Accounts Office, Commissions etc.) are covered by the Management within the limit of an annual translation budget of €28,000.

The Secretary supervises use of this budget and sends invoices for translation services to the Social Affairs Department, which pays them.

At the prior request of the Secretary, in the event of exceptional circumstances requiring an increase in the number of translations, the Group Social Affairs Department examines the possibility of covering their cost.

ARTICLE 9 – CONFIDENTIALITY

TOTAL EUROPEAN WORKS COUNCIL members are bound by a confidentiality obligation in compliance with the provisions of Article 8 of Directive 2009/38/EC of 6 May 2009. In particular, they are therefore bound by Management to a duty of discretion with respect to information and data of a confidential nature.

Experts who assist them are bound to maintain strict and total confidentiality.

ARTICLE 10 – PROTECTION

During exercise of their mandate, TOTAL EUROPEAN WORKS COUNCIL members benefit from the same protection and guarantees as those granted to personnel representatives by the legislation or rules in force in their home company.

ARTICLE 11 - DURATION OF THE BODY

11-1. General principle

The TOTAL EUROPEAN WORKS COUNCIL is constituted for a period of 4 years starting on the date of the inaugural meeting, as specified in article 7.1.

11-2. Transitional period

The 2009-2013 mandates of the members of the TOTAL EUROPEAN WORKS COUNCIL expire in September 2013.

To take into account the 2009-2013 mandates and the composition of the EUROPEAN WORKS COUNCIL resulting from the present Amendment, the parties agree to fill the additional seats granted while maintaining those corresponding to the 2009-2013 mandates until September 2013.⁴

The members of the strategy commissions and the additional members of the Liaison and Accounts Office are appointed for the duration of the transitional period during a dedicated meeting.

The existing mandates (members of the TOTAL EUROPEAN WORKS COUNCIL, Secretary, Assistant Secretary, members of the Liaison Office) are not affected by the present Amendment and continue until their expiry in September 2013.

⁴ Details in appendix 6

A meeting will be organized at the end of this transitional period, to replace the members of the TOTAL EUROPEAN WORKS COUNCIL as specified in Article 7-1.

The distribution and appointment of the members of the TOTAL EUROPEAN WORKS COUNCIL each time the mandates are renewed is carried out in accordance with the provisions provided for herein, according to the workforce statistics (management scope) available at the time of renewal.

An amendment is drawn up concerning this renewal to update Appendices 1, 2, 4, 5 and 6 to the present Amendment.

ARTICLE 12 - DURATION, RENEWAL AND REVISION

- Duration

This amendment is concluded for a period of five years starting on the date of its signature by TOTAL Group Management and the Trade Union Organisations.

The provisions specified in article 8-4 relative to legal, economic and social training are applicable as from the date of signature of this amendment. Members who will benefit from these training courses during the transitional period indicated in article 11 will not be able to apply for them during the following mandate.

The provisions relative to operation of the Strategy Commissions will be implemented as from January 2013.

- Renewal

At the end of this 5-year period associated with the transitional period specified in article 11, the TOTAL EUROPEAN WORKS COUNCIL is tacitly renewed for successive periods of four years unless it is terminated by one of the signatory parties three months before expiry of the current period.

- Revision

In the event of a significant change in legislation affecting the provisions of the present Amendment, the parties hereto agree to meet to examine the consequences.

ARTICLE 13 - COMPETENT JURISDICTIONS AND APPLICABLE LAW

All disputes concerning the interpretation or execution of this amendment fall within the scope of the competent French and European courts.

The French-language version of this amendment takes precedence over any other version that may exist in another language.

The legislation applicable to this amendment is French law.

ARTICLE 14 – DISCLOSURE

This amendment is submitted to DIRECCTE, Ile de France, the Registry of the Industrial Tribunal in NANTERRE and the European Commission in Brussels (Directorate-General for Employment, Social Affairs and Inclusion).

Drawn up in La Défense
on 8 October 2012

in 11 original copies

For TOTAL SA:

Mr. François VIAUD

European Trade Union Organisations:

For CES

For CEC

IndustriAll
European Trade Union

FECCIA

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For CGT: Mr. Charles FOULARD

For CGT/FO: Mr. Jean Yves SOUSLEYS

APPENDIX 1 - COMPANIES CONCERNED BY THIS AMENDMENT

Staff on 31/12/11

Country	Profit Centre	Subsidiaries	Sum of Total open-ended contracts Managerial staff	Sum of Total open-ended contracts Non- managerial staff	Sum of Total open- ended contracts	
Germany	Upstream	TOTAL ENERGIE GAS GmbH	14	3	17	
		SUNPOWER GmbH	10	33	43	
		TENESOL ALLEMAGNE	2	0	2	
	Refining-Chemicals	ATOTECH DEUTSCHLAND GMBH	283	595	878	
		BOSTIK GMBH (DEUTSCHLAND)	14	257	271	
		HUTCHINSON AACHEN	2	272	274	
		HUTCHINSON GmbH	48	238	286	
		MEM BAUCHEMIE GMBH	1	58	59	
		PETROFINA ZWEIGNIEDERLASSUNG DEUTSCHLAND	13	11	24	
		STOP CHOC GMBH & CO	12	63	75	
		TOTAL Raffinerie Mitteldeutschland GmbH	73	558	631	
		HUTCHINSON AEROSERVICES GmbH	0	3	3	
		HUTCHINSON AEROSERVICES INSTALLATION SERVICES GmbH	5	65	70	
		KTN KUNSTSTOFFTECHNIK NOTITZ GmbH	1	153	154	
		OLUTEX GmbH	2	191	193	
		Supply-Marketing	AS 24 GMBH	2	15	17
	MICHEL MINERALOLHANDEL GMBH (MMH)		5	17	22	
	MINERALOLWERK OSNABRUCK GMBH		5	21	26	
	TOTAL BITUMEN DEUTSCHLAND GMBH		24	97	121	
	TOTAL DEUTSCHLAND		353	353	706	
	TOTAL DEUTSCHLAND AUTOSERVICE GMBH		7	344	351	
	TOTAL MINERALOL GMBH		19	136	155	
	TYCZKA TOTALGAZ		28	305	333	
	TOTAL GLASS LUBRICANTS EUROPE GmbH		2	5	7	
	Total Germany				925	3793
	Austria	Refining-Chemicals	ATOTECH OSTERREICH GMBH (AUTRICHE)	2	13	15
BOSTIK GMBH (AUSTRIA)			1	3	4	
Supply-Marketing		AS 24 AUTRICHE	1	6	7	
		TOTAL AUSTRIA	3	15	18	
Total Austria			7	37	44	
Belgium	Upstream	PETROFINA SA (AMONT)	4	0	4	
		PETROFINA SA (GAZ & ENERGIES NOUVELLES)	1	0	1	
		SUNPOWER SYSTEMS BELGIUM SPRL	0	3	3	
		TENESOL BELGIQUE	2	0	2	
	Holding	TOTAL FINANCE GLOBAL SERVICES (TFGS)	19	6	25	
	Refining-Chemicals	BOSTIK BELUX SA-NV	8	14	22	
		FINA ANTWERP OLEFINS	235	418	653	
		PAULSTRA SILENTBLOC	0	1	1	
		PETROFINA SA (PETROCHIMIE)	250	69	319	
		PETROFINA SA (RAFFINAGE)	49	14	63	
		PETROFINA SA (SERVICES COMMUNS)	97	48	145	
		ROSIER SA	27	102	129	
	TOTAL PETROCHEMICALS FELUY SA	110	358	468		
	TOTAL PETROCHEMICALS RESEARCH FELUY	270	147	417		

		TOTAL PETROCHEMICALS RESEARCH FELUY (RAFFINAGE)	9	15	24
		TOTAL RAFFINADERIJ ANTWERPEN	216	852	1068
	Supply-Marketing	AS 24 BELGIE NV	1	8	9
		AUTOPNEU SERVICE	0	99	99
		BELGIAN MOTORWAY SERVICE	0	242	242
		HUMBLET FROGNIEZ	0	3	3
		MOTORWAY SERVICE BELGIQUE	0	209	209
		PETROFINA SA (AMO)	3	0	3
		PETROFINA SA (DIR FONCT. ET SUPPORT)	1	0	1
		PETROFINA SA (MARKETING)	18	0	18
		PETROFINA SA (RAFFINAGE MARKETING)	11	0	11
		PETROFINA SA (SPECIALITES)	1	0	1
		SERVAUTO (BELGIQUE)	0	164	164
		TOTAL BELGIUM (MARKETING)	201	144	345
		TOTAL BELGIUM (SPECIALITES)	64	25	89
		TOTAL BELGIUM ERTVELDE	37	127	164
		TOTAL BELGIUM SCHOTEN	11	44	55
		Total Belgium	1645	3112	4757
Bulgaria	Supply-Marketing	TOTAL BULGARIA	0	9	9
		Total Bulgaria	0	9	9
Denmark	Refining-Chemicals	BOSTIK A/S (DANEMARK)	1	6	7
		TOTAL PETROCHEMICALS NORDIC	2	3	5
	Supply-Marketing	TOTAL DENMARK	5	20	25
		Total Denmark	8	29	37
Spain	Upstream	TENESOL HISPANIOLA	2	14	16
		SUNPOWERENERGY SYSTEMS SPAIN S.L.	26	67	93
	Refining-Chemicals	ATOTECH ESPANA	36	30	66
		BOSTIK SA (ESPAGNE)	4	46	50
		CATELSA CACERES	5	223	228
		CATELSA PARETS S.L.	5	37	42
		HUTCHINSON (PALAMOS)	24	260	284
		HUTCHINSON DEL CAUCHO - ARGANDA	9	373	382
		INTECSA (INDUSTRIAS TECNICAS DE LA ESPUMA)	11	72	83
		MANUFACTURAS GUIPUZCOANAS DEL CAUCHO (OYARZUN)	4	54	58
		TOTAL PETROCHEMICALS IBERICA	13	51	64
		VIBRACHOC SA (ESPAGNE)	3	12	15
		CCP COMPOSITES RESINS IBERICA, S.A.	15	49	64
	Supply-Marketing	AS 24 ESPANOLA	1	12	13
		QUIVA	2	4	6
		TOTAL ESPANA SA	104	59	163
		Total Spain	264	1363	1627
Estonia	Refining-Chemicals	BOSTIK ESTONIA	1	2	3
		Total Estonia	1	2	3
Finland	Refining-Chemicals	BOSTIK OY (FINLANDE)	1	10	11
		Total Finland	1	10	11
France	Upstream	CDF ENERGIE	15	10	25
		ELF EXPLORATION PRODUCTION -} EP	177	528	705
		ELF EXPLORATION PRODUCTION -} GAZ & ENERGIES NOUVELLES	3	10	13
		TENESOL	130	83	213
		TENESOL TECHNOLOGIE	14	79	93
		TOTAL ENERGIE GAZ	80	63	143
		TOTAL EXPLORATION & PRODUCTION FRANCE -} EP	34	456	490

	TOTAL EXPLORATION & PRODUCTION FRANCE -} GAZ & ENERGIES NOUVELLES	0	8	8
	TOTAL INFRASTRUCTURE GAZ FRANCE	105	232	337
	TOTAL RAFFINAGE MARKETING -} EP	1	32	33
	TOTAL SA-} GAZ & ENERGIES NOUVELLES	332	87	419
	TOTAL SA-}EP	3733	1018	4751
	TENESOL VENTE DU PARTICULIER	6	11	17
	SUNPOWER France SSA	2	12	14
Holding	CAMPUS (Bougival)	0	2	2
	ELF EXPLORATION PRODUCTION -} HOLDING	4	30	34
	SOBEGI	14	238	252
	TOTAL SA-}HOLDING	872	418	1290
Refining-Chemicals	ATOTECH FRANCE	23	16	39
	BARRY CONTROLS AEROSPACE SNC	5	12	17
	BOSTIK SA	192	627	819
	CAOUTCHOUCS MODERNES	12	290	302
	CRAY VALLEY SA	19	27	46
	ELF EXPLORATION PRODUCTION -} TRADING	1	0	1
	ESPA	20	174	194
	GPN	109	582	691
	GRATECAP SA	8	29	37
	HUTCHINSON FLEXIBLES AUTOMOBILE (HFA)	30	260	290
	HUTCHINSON POLYMERS SNC	4	21	25
	HUTCHINSON SANTE	8	19	27
	INDUSTRIELLE DESMARQUOY SNC	1	68	69
	J.P.R. (JOINT PRECISION RUBBER)	11	185	196
	JEHIER	21	156	177
	MONNOT ET CIE SARL	3	3	6
	ROSIER SA - FRANCE	4	3	7
	SIDEV	1	1	2
	SLMC (STE LANGUEDOCIENNE DE MICRON COULEURS)	0	1	1
	SOBELAGRO	1	2	3
	TECHLAM	33	32	65
	TOTAL PETROCHEMICALS FRANCE	361	1491	1852
	TOTAL RAFFINAGE MARKETING -}RAFFINAGE	820	3572	4392
	TOTAL SA-}CHIMIE	32	5	37
	TOTAL SA-}RAFFINAGE-MARKETING/RAFFINAGE	10	0	10
	TOTAL SA-}TRADING	105	41	146
	HUTCHINSON SA - Balzac	51	29	80
	HUTCHINSON SA - C.A. Chatellerault	23	75	98
	HUTCHINSON SA - Chalette	61	112	173
	HUTCHINSON SNC - Ingrandes sur Vienne	6	75	81
	HUTCHINSON SNC - Joué les Tours	70	537	607
	HUTCHINSON SNC - Levallois	15	4	19
	HUTCHINSON SNC - Moirans	19	141	160
	HUTCHINSON SNC - Montargis	139	958	1097
	HUTCHINSON SNC - Persan	18	162	180
	HUTCHINSON SNC - Sougé le Ganelon	32	625	657
	LE JOINT FRANCAIS SNC - Bezons	45	367	412
	LE JOINT FRANCAIS SNC - Château Gontier	33	438	471
	LE JOINT FRANCAIS SNC - Maizieres	0	30	30
	LE JOINT FRANCAIS SNC - Roubaix	7	57	64
	LE JOINT FRANCAIS SNC - Saint Briec	32	430	462
	PAULSTRA SNC - Chateaudun	74	511	585

	PAULSTRA SNC - Etrepagny	28	228	256
	PAULSTRA SNC - Lisses	35	186	221
	PAULSTRA SNC - Levallois	47	28	75
	PAULSTRA SNC - Ségré	41	732	773
	PAULSTRA SNC - Vierzon	10	223	233
	HUTCHINSON SNC - Pannes	1	18	19
	LES STRATIFIES SA	16	164	180
	SHMPP	2	25	27
	HUTCHINSON AEROSERVICES FRANCE SAS	9	38	47
	CCP COMPOSITES S.A	39	200	239
Supply-Marketing	ALVEA	53	452	505
	ARGEDIS	198	2043	2241
	AS 24 FRANCE	30	49	79
	CALDEO	47	306	353
	CHARVET SAS	31	354	385
	COMBUSTIBLES DE L'OUEST (C.D.L.O.)	47	319	366
	COMPAGNIE PETROLIERE DE L'EST (CPE)	41	388	429
	COMPAGNIE PETROLIERE DE L'OUEST (CPO)	44	320	364
	CPE - BARDOUT	3	41	44
	DMS (DCA MORY SHIPP)	54	373	427
	EGEDIS SAS	7	26	33
	EUROVAT	1	15	16
	LA MURE	32	228	260
	LUBRIFIANTS CHABAS	3	6	9
	NORMANPLAST	3	59	62
	PETROLE ET SYNTHESE (PS)	4	42	46
	PROSECA	159	1385	1544
	RAFFINERIES IMPERATOR	10	83	93
	RENAULT TRUCKS OILS	19	15	34
	SOBAD	2	8	10
	STELA	10	24	34
	STODIS (STOGAZ DISTRIBUTION)	21	106	127
	STOGAZ	5	52	57
	TLSA (TOTAL LUBRIFIANTS SERVICE AUTOMOBILES)	90	41	131
	TOTAL Additifs et Carburants Spéciaux	40	59	99
	TOTAL CORSE	5	5	10
	TOTAL LUBRIFIANTS	299	465	764
	TOTAL RAFFINAGE MARKETING -} AMO	196	62	258
	TOTAL RAFFINAGE MARKETING -}ASIE	30	0	30
	TOTAL RAFFINAGE MARKETING -}DIR FONCT ET SUPPORT	704	640	1344
	TOTAL RAFFINAGE MARKETING -}MARKETING	655	720	1375
	TOTAL RAFFINAGE MARKETING -}SPECIALITES	235	348	583
	TOTAL SA-}RAFFINAGE-MARKETING/AMO	10	0	10
	TOTAL SA-}RAFFINAGE-MARKETING/ASIE	3	0	3
	TOTAL SA-}RAFFINAGE-MARKETING/DIR FONCT ET SUPPORT	11	0	11
	TOTAL SA-}RAFFINAGE-MARKETING/MARKETING	16	0	16
	TOTAL SA-}RAFFINAGE-MARKETING/SPÉCIALITÉS	14	0	14
	TOTALGAZ SNC	122	422	544
	URBAINE DES PETROLES	20	27	47
	SMCL	1	7	8
	LES DOCKS DES PETROLES D'AMBES	11	38	49
Total France		11495	26855	38350

Greece	Upstream	SPWR SOLAR ENERGEIAKI HELLAS SINGLE MEMBER EPE	1	2	3
		TENESOL GRECE	2	0	2
	Supply-Marketing	TOTAL HELLAS SA	6	25	31
Total Greece			9	27	36
Hungary	Refining-Chemicals	ATOTECH OSTERREICH GMBH (HONGRIE)	1	2	3
	Supply-Marketing	AS 24 HONGRIE	1	7	8
		TOTAL HUNGARIA KFT	31	66	97
Total Hungary			33	75	108
Ireland	Refining-Chemicals	BOSTIK INDUSTRIES LTD (IRL)	11	48	59
Total Ireland			11	48	59
Italia	Upstream	TOTAL E&P ITALIA SPA (EXPLORATION)	52	25	77
		TENESOL ITALIE	4	3	7
		SUNPOWER ITALIA S.r.l.	12	52	64
	Refining-Chemicals	ATOTECH ITALIA SRL	11	29	40
		HUTCHINSON SRL (ITALIE)	29	66	95
		MYDRIN FINDLEY SRL (ITALIE)	10	28	38
		TOTAL PETROCHEMICALS ITALIA S.R.L	10	8	18
		CRAY VALLEY ITALIA S.R.L.	12	9	21
	Supply-Marketing	AS 24 ITALIA	1	4	5
Total Italia			141	224	365
Latvia	Refining-Chemicals	BOSTIK LATVIA	1	2	3
Total Latvia			1	2	3
Lithuania	Refining-Chemicals	ATOTECH-CHEMETA LITHUANIA, UAB	1	4	5
		BOSTIK LITUANIE	1	3	4
	Supply-Marketing	AS 24 Lituanie	1	9	10
Total Lithuania			3	16	19
Luxembourg	Supply-Marketing	MOTORWAY SERVICE LUXEMBOURG	0	188	188
		TOTAL LUXEMBOURG SA	25	19	44
Total Luxembourg			25	207	232
Malta	Upstream	SUNPOWER MALTA Ltd.	0	4	4
	Refining-Chemicals	PAMARGAN PROD LTD (MALTE)	2	121	123
Total Malta			2	125	127
Norway	Upstream	TOTAL E&P NORGE AS	230	28	258
	Refining-Chemicals	BOSTIK A/S (NORVEGE)	1	8	9
	Supply-Marketing	TOTAL NORGE AS	2	5	7
Total Norway			233	41	274
Netherlands	Upstream	TOTAL E&P NEDERLAND BV	130	87	217
		Refining-Chemicals	ATOTECH NEDERLAND BV	1	9
		BOSTIK BV	18	57	75
		BOSTIK NEDERLAND BV	23	34	57
		R A P L	1	16	17
		ROSIER NEDERLAND BV	15	78	93
		RAFFINERIE DE ZELANDE	112	286	398
	Supply-Marketing	FIWADO	0	50	50
		LUB INTERN. MARINE	2	0	2
		MAFINA/MET	0	24	24
		SERVAUTO NEDERLAND BV	0	1030	1030
		TOTAL LUBRICANTS PLANT BEVERWIJK BV	0	37	37
		TOTAL NEDERLAND NV (MARKETING)	123	56	179
Total Netherlands			425	1764	2189
Poland	Refining-Chemicals	ATOTECH POLAND	4	8	12
		BOSTIK POLSKA Sp. z o.o.	1	10	11
		TOTAL PETROCHEMICALS POLSKA	4	5	9
		HUTCHINSON POLAND - Lodz 1	22	262	284
		HUTCHINSON POLAND - Zywiec 1	13	603	616

		HUTCHINSON POLAND - Zywiec 2	14	331	345
		HUTCHINSON POLAND - Bielsko	10	230	240
		HUTCHINSON POLAND - Lodz 2	21	293	314
	Supply-Marketing	AS 24 POLSKA	1	16	17
		TOTAL POLSKA	32	73	105
Total Poland			122	1831	1953
Portugal	Refining-Chemicals	BORROCHAS DE PORTALEGRE	8	200	208
		BOSTIK UNIPESOAAL LDA (PORTUGAL)	3	9	12
		HUTCHINSON BORROCHAS DE PORTUGAL	14	180	194
		HUTCHINSON PORTO (VINCKE)	10	125	135
	Supply-Marketing	AS 24 PORTUGAL	1	6	7
Total Portugal			36	520	556
Romania	Refining-Chemicals	HUTCHINSON SRL (BRASOV)	6	565	571
	Supply-Marketing	AS 24 ROUMANIE	1	13	14
		TOTAL LUBRICANTS ROMANIA SA	14	69	83
		TOTAL ROMANIA SRL	1	0	1
Total Romania			22	647	669
United Kingdom	Upstream	TOTAL E&P UK Ltd	462	154	616
		TOTAL GAS AND POWER LTD	254	236	490
		SUNPOWER Corp. UK Ltd.	2	5	7
		TENESOL GRANDE-BRETAGNE	2	0	2
	Refining-Chemicals	ATOTECH UK	7	33	40
		BOSTIK LTD	128	352	480
		HUTCHINSON U.K.	3	2	5
		LE JOINT FRANCAIS U.K.	3	2	5
		PAMARGAN PRODS LTD (NEWTON)	1	67	68
		SOVEREIGN UK	5	64	69
		STOP CHOC LTD.	29	47	76
		TOTAL LINDSEY OIL REFINERY Ltd	178	392	570
		TOTAL PETROCHEMICALS UK LTD	27	67	94
		WETHERBY BUILDING PRODUCTS LTD	5	22	27
		CCP COMPOSITES UK Ltd	12	14	26
	Supply-Marketing	AS 24 FUEL CARD LTD	1	5	6
		TOTAL BITUMEN UK	23	42	65
		TOTAL UK LTD	164	60	224
Total United Kingdom			1306	1564	2870
Slovakia	Supply-Marketing	AS 24 Slovaquie	0	2	2
		TOTAL SLOVENSKO	1	5	6
Total Slovakia			1	7	8
Slovenia	Refining-Chemicals	ATOTECH SLOVENIJA D.D.	4	32	36
	Supply-Marketing	TOTAL ADRIA	2	2	4
Total Slovenia			6	34	40
Sweden	Refining-Chemicals	ATOTECH SKANDINAVIEN AB	4	8	12
		BOSTIK AB (SUEDE)	8	111	119
	Supply-Marketing	TOTAL SWEDEN	1	3	4
Total Sweden			13	122	135
Czech Republic	Refining-Chemicals	ATOTECH CZ a.s	5	52	57
		CRAY VALLEY CZECH	10	37	47
		HUTCHINSON SRO ROKYCANY	9	425	434
	Supply-Marketing	AS 24 TCHEQUIE	1	7	8
		TOTAL CESKA REPUBLIKA	7	46	53
Total Czech Republic			32	567	599
General Total			16767	43031	59798

**APPENDIX 2 - DISTRIBUTION OF SEATS BY COUNTRY
TOTAL EUROPEAN WORKS COUNCIL**

Country	Staff on open-ended contracts 31/12/11	1 seat for each country > 150 employees	Rest of staff	Distribution of the 33 remaining seats on a proportional basis	Distribution on a proportional basis - rounded off	Total number of seats
Germany	4718	1	4568	2,63	3	4
Austria	44					
Belgium	4757	1	4607	2,66	3	4
Bulgaria	9					
Denmark	37					
Spain	1627	1	1477	0,85	1	2
Estonia	3					
Finland	11					
France	38350	1	38200	22,03	22	23
Greece	36					
Hungary	108					
Ireland	59					
Italy	365	1	215	0,12	0	1
Latvia	3					
Lithuania	19					
Luxembourg	232	1	82	0,05	0	1
Malta	127					
Norway	274	1	124	0,07	0	1
Netherlands	2189	1	2039	1,18	1	2
Poland	1953	1	1803	1,04	1	2
Portugal	556	1	406	0,23	0	1
Romania	669	1	519	0,30	0	1
United Kingdom	2870	1	2720	1,57	2	3
Slovakia	8					
Slovenia	40					
Sweden	135					
Czech Republic	599	1	449	0,26	0	1
TOTALS	59798	13	57209	33,00	33	46

APPENDIX 3 - DISTRIBUTION OF THE FRENCH SUBSIDIARIES' SEATS

The French subsidiaries' seats at the TOTAL EUROPEAN WORKS COUNCIL, Liaison and Accounts Office and Strategy Commissions are distributed according to the rules and in the following order:

- One seat for each Group Trade Union Coordinator.
- The other seats are distributed by college on the basis of the respective number of members elected to the Works Councils or Establishment Committees of the French companies in the Group according to the quota method.

It is agreed to retain three colleges:

- Workers and employees (first college).
- Supervisors and technicians (second college).
- Engineers and managers (third college).

Each of these colleges is obtained by grouping the colleges that exist for the election of Works Councils and Establishment Committees.

TOTAL EUROPEAN WORKS COUNCIL WORKS COUNCIL members are appointed by the Trade Union Organisations taking into account the colleges defined above as far as possible.

Following these procedures and in compliance with the data available on 31/12/11, the distribution of seats for France is as follows:

Trade Union Organisations	European Works Council	Liaison and Accounts Office	Upstream/Holding Strategy Commission	Refining-Marketing Strategy Commission	Supply-Marketing Strategy Commission
CFDT	6	2	2	3	2
CFE-CGC	6	2	2	3	2
CFTC	1	1	1	1	1
CGT	6	2	2	3	3
CGT-FO	3	1	1	1	1
SICTAME - UNSA	1	0	0	0	0
	23	8	8	11	9

**APPENDIX 4 - DISTRIBUTION OF SEATS BY COUNTRY
LIAISON AND ACCOUNTS OFFICE**

Country	Number of seats at the TEWC	Allocation by quota method	Allocation by quota method (1st distribution)	Allocation by quota method (2nd distribution)	Number of seats at the LAO	Number of seats for European countries excl. France
France	23				8	8
Germany	4	1,39	1	1	2	
Belgium	4	1,39	1	1	2	
Spain	2	0,70		1	1	
Italy	1	0,35			0	
Luxembourg	1	0,35			0	
Norway	1	0,35			0	
Netherlands	2	0,70		1	1	
Poland	2	0,70		1	1	
Portugal	1	0,35			0	
Romania	1	0,35			0	
UK	3	1,04	1		1	
Czech Rep.	1	0,35			0	
Total	46	8,00	3	5	16	

APPENDIX 5 - DISTRIBUTION OF SEATS BY COUNTRY STRATEGY COMMISSIONS

	Upstream/Holding Commission	Refining-Chemicals Commission	Supply-Marketing Commission
Germany		1	2
Austria			
Belgium		2	2
Bulgaria			
Denmark			
Spain	1	1	1
Estonia			
Finland			
France	8	11	9
Greece			
Hungary			
Ireland			
Italy	1	1	
Latvia			
Lithuania			
Luxembourg			1
Malta			
Norway	2		
Netherlands	2	1	1
Poland		1	1
Portugal		1	
Romania		1	
United Kingdom	2	1	1
Slovakia			
Slovenia			
Sweden			
Czech Republic		1	
Secretary	1	1	1
Total	17	23	19

Theoretical number of seats per country (due to appointment of the recorder)

APPENDIX 6 - TRANSITIONAL PERIOD

Countries represented at the TOTAL EUROPEAN WORKS COUNCIL	Seats 2009-2013	Amendment seats	Transitional period (11/2012 - 09/2013)	Development
Germany	4	4	4	idem
Belgium	4	4	4	idem
Spain	3	2	3	idem
France CFDT	6	6	6	idem
France CFE-CGC	5	6	6	+1
France CFTC	1	1	1	idem
France CGT	5	6	6	+1
France CGT-FO	2	3	3	+1
France SICTAME - UNSA	0	1	1	+1
Italy	0	1	1	+1
Luxembourg	1	1	1	idem
Norway	1	1	1	idem
Netherlands	3	2	3	idem
Poland	1	2	2	+1
Portugal	1	1	1	idem
Romania	1	1	1	idem
UK	4	3	4	idem
Czech Republic	1	1	1	idem
Hungary	1	0	1	idem
	44	46	50	

Countries keeping the same number of seats during the transitional period