

Board Nomination & Remuneration Committee Charter

TotalEnergies Marketing Kenya PLC

Validated by the board on 1 December 2022



TotalEnergies

Board Nomination and Remuneration Committee Charter

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Adopted by the Board of Directors on.....1.....day of.....DECEMBER..... 2022

Signed on behalf of the Board of Directors by

.....

CHAIRPERSON OF BOARD OF DIRECTORS

Board Nomination and Remuneration Committee Charter

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TOTALENERGIES MARKETING KENYA PLC

BOARD NOMINATION AND REMUNERATION COMMITTEE CHARTER

A. PREAMBLE AND LEGAL REQUIREMENTS

1. Legal Requirements

- i) Section 2.2.2 of the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 ("the Code"), expressly requires that *"The Board shall establish Committees to cover broad functions of the Company such as: Audit, Board Nomination, Risk Management, Remuneration, Finance, Investment and Governance"*.
 - ii) Section 2.2.3 of the CMA Code states that *"The Board shall establish a Nomination Committee consisting mainly of Independent and Non-Executive Board Members with the responsibility of proposing new nominees for appointment to the Board and for assessing the performance and effectiveness of the Directors of the Company"*.
 - iii) Section 2.9.2 (a) of the CMA Code expressly states that *"The Board of Directors shall set up an Independent Remuneration Committee or assign a mandate to a Nomination Committee or such other Committee executing the functions of a Nomination Committee, consisting mainly of Independent and Non-Executive Directors, to recommend to the Board the remuneration of the Executive and Non-Executive Directors and the structure of their compensation package"*.
2. In light of this requirement, the Board of Directors TotalEnergies Marketing Kenya PLC has established the Board Nomination and Remuneration Committee (BNRC) to review the required skills mix and expertise for the Directors, recommend appointments to the Board and to review the remuneration of the Board Members.
 3. The Board shall also establish and approve formal and transparent policies and procedures which shall guide the appointment and remuneration of Board Members that shall attract and retain Board Members.
 4. This Committee Charter on Nomination was initially approved on **25 June 2019**. Any amendment to this Committee Charter requires approval of the Board.

B. PURPOSE OF THE BOARD NOMINATION AND REMUNERATION COMMITTEE

The BNRC assists the Board of Directors of TotalEnergies Marketing Kenya PLC to review the required skills mix and expertise for the Directors, recommend appointments to the Board and to review the remuneration of the Board Members.

C. COMPOSITION OF THE COMMITTEE

1. The Board will nominate the Chairperson and the Members of the Nomination and Remuneration Committee.
2. The Committee will comprise of two (2) or more Directors as shall be determined by the Board so long as the membership of the Committee shall include a combination of

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Independent and Non-Executive Directors.

NOTE: The Executive and Alternate Directors cannot be appointed as Members of this Committee.

3. The Chairperson of the Nomination and Remuneration Committee shall be an Independent Director.
4. Only Members of the Committee shall have the right to attend Meetings of the Committee. The Committee may invite any Director or external professional advisers to attend its Meetings as and when appropriate.

D. ROLES OF THE NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors delegates the following roles to the Board Nomination and Remuneration Committee: -

1. Nomination Role

In respect the nomination role, the Board Nomination and Remuneration Committee shall:

- i) Set criteria and procedures for the nomination of Directors in line with statutory requirements and governance best practice and ensure that the Board has a succession plan for Directors who are due for retirement.
- ii) Evaluate and recommend to the Board candidates for Directorships to be considered for appointment by the shareholders.
- iii) Consider candidates for Directorships proposed by all the shareholders including the majority shareholders.
- iv) Consider only persons of calibre, credibility and who have the necessary skills and expertise to exercise independent judgement on issues that are necessary to promote the Company's objectives and performance in its area of business.
- v) Ensure that all Board Members receive a formal letter of appointment setting out their roles and responsibilities, time commitment required to serve on the Board.
- vi) On an annual basis and in line with the '**Board Skills Matrix**' (**Appendix I**), review the required skills mix and expertise that the Executive Directors as well as Independent and Non-Executive Directors bring to the Board and make disclosure of the same in its annual report.
- vii) Review and make recommendations on the re-election of Directors retiring by rotation.

2. Remuneration Role

In respect the remuneration role, the Board Nomination and Remuneration Committee shall:
-

- i) Formulate and review the remuneration policy and procedures of the Company that attract and retain Board Members.
- ii) On an annual basis review the remuneration of the Board Members for submission to the Board for approval.
- iii) Review and recommend to the Board for approval the Board Remuneration Report for

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inclusion in the Annual Reports.

E. GENERAL REQUIREMENTS, GUIDELINES AND PROCEDURES OF APPOINTING BOARD MEMBERS

1. Provisions of the Board Charter

i) Board Composition

The Board Charter stipulates as follows: -

- a) That the Board shall be **constituted to ensure effectiveness and value addition** to the Company. The Board and its Committees shall have appropriate **balance of skills, experience, independence and knowledge of the Company and its business**, to enable them to discharge their respective duties and responsibilities effectively. The Board shall be structured in a way that it has different skills and expertise within itself.
- b) That the Board shall be structured in such a way that; -
 - i) It has a proper understanding of, and competence to deal with, the current and emerging issues of the business;
 - ii) It exercises independent judgment;
 - iii) It encourages enhanced performance of the Company; and
 - iv) It can effectively review and challenge the performance of Management.

ii) Board Appointment

The Board Charter stipulates as follows: -

- a) Board appointment procedures shall be transparent, clearly documented and approved by the Board before they can be used. The procedures should be formal and a matter for the Board as a whole, assisted by the Nomination and Remuneration Committee.
- b) Shareholders are ultimately responsible for appointments to the Board and it is in their best interest to ensure that the Board is properly constituted. Information relating to those nominated for Board positions should be availed to shareholders in advance of any decision making. As the information is disseminated, the Company should ensure the use of a wide variety of communication channels to cater for shareholders diverse media consumption habits.
- c) To the extent that the duty is vested in General Meetings, the shareholders should ensure that only credible persons who can add value to the Company's business are elected to the Board of Directors.
- d) The appointment process should be well managed to ensure that a balanced mix of proficient individuals is attained and that each of those appointed is able to add value and bring independent judgment to bear in the decision-making process.
- e) All persons offering themselves for appointment as Board Members shall disclose any potential areas of conflict that may undermine their position or service as Director.
- f) Board Members shall receive formal letters of appointment setting out the main terms and conditions relative to their appointment, to ensure they understand the

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organization's expectations of them in terms of allocation of individual responsibilities.

2. TotalEnergies Marketing Kenya PLC as Part of a Global Organisation

- i) TotalEnergies Marketing Kenya PLC, a Listed Company on the Nairobi Securities Exchange, is a subsidiary of TotalEnergies Marketing Afrique, incorporated in France, with a shareholding of 94% and the ultimate Holding Company is TotalEnergies SE. TotalEnergies SE is listed on both Paris and New-York Stock Exchanges. With operations in more than 130 countries, TotalEnergies SE is a top-tier international oil and Gas Company and a Major Player in Low-Carbon Energies. TotalEnergies SE's activities are to discover, produce, transform, market and distribute energy in a variety of forms, to serve the end customer. TotalEnergies SE employs over 100,000 employees worldwide, representing 150 different nationalities, and nearly 31,000 in Africa. As part of this global organisation, TotalEnergies SE has out in place a number of policies, procedures and guidelines in the day-to-day operations, including financial and non-financial stewardships that all its affiliates and subsidiaries have to adhere to.
- ii) In this context, as the majority shareholder, TotalEnergies SE appoints the Chief Executive Officer (CEO) and other key positions within the organisation.
- iii) The career management system, through mobility, lies at the heart of the Human Resource Management Policy of TotalEnergies SE. The size and diversity of the organization and the trend towards longer careers in a changing environment mean that staff, especially managerial staff, must be mobile.
- iv) Mobility is guided by the following principles:
 - a) Anticipate the short, medium and long-term human resources needs of different jobs.
 - b) Take the abilities and aspirations of staff into consideration.
 - c) Obtain the best possible match between jobs and people. Ensure that positions are occupied for an average length of time compatible with the demands of the post concerned and the aspirations of employees.
 - d) Organise professional networking.
- v) Within this framework of principles, the career management policy is structured around the following key points:
 - a) Removal of barriers between jobs and sectors of activity.
 - b) Complete coverage of the activities between the Marketing & Services Branch.
 - c) Staff diversity: policy of internationalisation, feminisation, and diversification of profiles.
 - d) Implementation of a consistent integrated recruitment policy.
 - e) Consistency in compensation and training policies.
 - f) Making careers more attractive by outlining job-specific career paths.
 - g) Identification and management of staff with potential, to be able to prepare the taking over of key positions.
 - h) Identification and management of experts.

3. Guidelines and Procedures of Nomination Board Members by TotalEnergies Marketing Kenya PLC

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Given the context of TotalEnergies Marketing Kenya PLC as described above, the following two distinct and separate processes for nomination of Board Members shall apply: -

i) Independent Directors

In line with the **procedure for nominating Independent Board Members** adopted by this Committee, the guiding principles for nominating and appointing the Independent Directors shall be as follows: -

- a) When a vacancy arises on the Board through natural attrition, resignation, rotation or in the event that an additional Director is to be appointed, the Committee shall consider the Board's needs in terms of skills, competencies and other diversity considerations and with due regard to any operational shifts within the Company and develop a profile of the required candidate.
- b) The Committee shall invite Board Members and other Stakeholders to submit to it profiles of interested potential Board Members. The Committee may also, where deemed necessary, approach any external consultants and recruitment firms to identify any potential candidates.
- c) The Committee shall review candidates' profiles and CVs to assess their capacity in line with the Company's Board Charter and select a minimum of three candidates whom it shall interview to gauge suitability for the position.
- d) In selecting the potential candidates, the Committee shall consider the following:
 - The skills, characteristics and experience required on the Board at that particular time and going forward with the objective of having a Board with diverse backgrounds and experience in business, government, legal, engineering, education, public service and any other relevant skills and/or competences;
 - Any important diversity consideration's ability to participate constructively in deliberations and willingness to exercise authority in a collective manner;
 - The Candidate's professional competencies, skills and experience including Board experience and relevance for the Board;
 - The nature of existing positions and relationships including board positions that may impact the potential candidate's ability to exercise independent judgment or present any potential conflicts of interest;
 - The number of existing Directorships held by the potential candidate, and in particular on the Boards of Listed Companies, as well as other commitments that may demand the potential candidate's attention;
 - High personal and professional integrity/ethics and sound business judgement.
- e) The selected candidates shall then be interviewed by the Committee with a view to identifying the right candidate for recommendation to the Board and ultimately to the shareholders.
- f) In interviewing potential candidates, the Committee shall seek to establish among others:
 - Interest in joining the Board;
 - Personal and professional integrity;
 - Willingness and ability to make the time commitment required of a Board Member;
 - Communication skills;
 - Ability to work harmoniously and constructively with other Directors and



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Management and contribute to the overall effectiveness of the Board;

- Desired Knowledge, experience and competence relevant to the Company's in business including financial literacy;
 - Analytical skills, ability to think strategically and challenge constructively;
 - Nature and extent of other commitments and appointments;
 - Understanding of what is expected of a Board Member;
 - Industry knowledge and other experience or skill that the candidate possesses including relations with key stakeholders including Government, industry or professional organisations and other business contacts;
 - General suitability of the candidate;
 - Keen awareness of the interests of the investing public and familiarity with basic accounting principles; and
 - Objectivity in carrying out his/her mandate without any conflict of interest.
- g) The Committee shall require the candidates to expressly disclose the nature and extent of other activities or appointments which may give rise to conflict of interests.
- h) Following the interview, the Committee shall make its recommendations to the Board.
- i) In the event that the vacancy to be filled is a casual vacancy, the Board shall be at liberty to make the appointment of the Director, and such Director shall be required to resign and offer himself or herself for election by the shareholders at the next General Meeting of the shareholders.
- j) In the event that the vacancy has arisen as a result of normal retirement or rotation, the Board shall present the candidates to the shareholders for election, including any sitting Directors who are due for rotation.
- k) The Board shall avail sufficient information to enable the shareholders make an informed choice, therefore all candidates offering themselves for election shall submit an updated profile and present themselves personally or be represented at the General Meeting of the shareholders.

NOTE: In sourcing for potential candidates and selecting candidates for appointment to the Board, the Committee shall be guided by the Company Rule on Appointment, Removal and Remuneration of Independent Directors (**CR-PROC-TKEN-GOUV-014-TKEN**).

ii) Executive and Non-Executive Directors proposed by the Majority Shareholder

- a) As soon as Management is aware of the proposed changes in Executive and Non-Executive Directors proposed by the majority shareholder, they should alert the Nomination and Remuneration Committee to convene, review and table their CVs.
- b) The Nomination and Remuneration Committee will meet and recommend to the Board for appointment.
- c) The Chairperson of the Nomination and Remuneration Committee will instruct the Company Secretary to liaise with the Chairperson of the Board to convene a Board Meeting for that purpose.
- d) The Board Members will convene and formally appoint the proposed Director(s) to the Board, to enable communication to the public and the Capital Market Authority.
- e) Nomination and appointment of Alternate Directors, if any, must comply with the

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provisions of Article 76 of the Articles of Association and the Alternate Director shall be channelled through the nomination process.

All persons offering themselves for appointment as Directors shall disclose any potential area of conflict that may undermine their position or service as Director.

F. GENERAL GUIDELINES AND PROCEDURES FOR REMUNERATING BOARD MEMBERS

1. Provisions of the Articles of Association of the Company

The Articles of Association of the Company states that: -

- i) Directors' remuneration may be determined only by the Company at a General Meeting.
- ii) A Director's remuneration may take any form; and include any arrangements in connection with the payment of a retirement benefit to or in respect of that Director.
- iii) Directors' remuneration accrues from day to day.
- iv) On Directors' expenses the Company may pay any travelling, accommodation and other expenses properly incurred by Directors in connection with their attendance at Meetings of Directors or Committees Meetings; General Meetings; or separate meetings of the holders of any class of shares or of debentures of the Company; or when they exercise of their powers and the discharge of their responsibilities in relation to the Company.

2. Provisions of the Board Charter

The Board Charter stipulates as follows: -

- i) Develop appropriate staffing and remuneration policy including the appointment of the Managing Director and the senior staff, particularly the Finance Director, operations Director and the Company Secretary as may be applicable.
- ii) The Board shall establish and approve formal and transparent remuneration policies and procedures that attract and retain Board Members.

3. Guiding Principles for Remunerating Board Members

- i) The Board of Directors has assigned the Board Nomination and Remuneration Committee the mandate of reviewing the Remuneration Policy of the Board Members and recommending to the Board for approval the remuneration structure of the Non-Executive Directors on an annual basis to ensure that remuneration of Non-Executive Directors shall be competitive and in line with remuneration for other Non-Executive Directors in the same industry.
- ii) **Independent Directors** are paid a fixed annual Directors' fee and sitting allowances for attending Board and Committee meetings as determined by the Board and approved by the Shareholders at the Annual General Meeting. The fees of Independent Directors are market-based and frequently market tested.

In addition, the Company caters for expenses incurred by Independent Directors when attending the Company business. This may range from reimbursement of costs, provision of per diems or paying for any expenses which may be incurred by a Director



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when undertaking business duty.

iii) **Executive Directors** (including Alternate Directors) are remunerated in accordance with the Company's Staff Remuneration Policy since the Executive Directors have employment contracts with the Company. The remuneration to the Executive Directors is based on the following: -

- The established salary scale i.e., the basic salary, pensions and other benefits.
- The annual objectives set at the beginning of the year.
- A performance assessment carried out to determine the bonus and increment

In case they are seconded to the Company by their employment entity of origin (ex. TotalEnergies France for French employees or TotalEnergies Gestion Internationale SA for non-French), the costs are recharged monthly to the Company. The recharged amount is then converted to local currency, processed in the Company's payroll and tax computed and paid.

- iv) **Non-Executive Directors** are drawn from the Group's Senior Staff Members and are not remunerated for Board's Meeting attendance. Their payroll costs are not recharged to the Company.
- v) The Board Nomination and Remuneration Committee shall also review and recommend to the Board for approval the Board Remuneration Report for inclusion in the Annual Reports
- vi) The Directors' Remuneration shall retroactively be approved by shareholders in Annual General Meetings.

NOTE: In remunerating the Directors, the Committee shall be guided by the Company Rule on Appointment, Removal and Remuneration of Independent Directors (**CR-PROC-TKEN-GOUV-014-TKEN**).

G. COMMITTEE MEETINGS AND PROCEDURES

1. Proceedings of the Committee Meetings

- i) The Board through the Nomination and Remuneration Committee shall meet at least once annually to:
- a) Review the required skills mix and expertise that the Directors as well as bring to the Board and propose to the Board the disclosure of same to be included in the annual report.
 - b) Assess the performance and effectiveness of the Directors of the Company. A standard and dedicated assessment form will be used and will be controlled by the Company Secretary. The result of the assessment will be reported to the Board.
 - c) To propose nominations to the Board.
 - d) To review the remuneration of the Board Members.
- ii) At least five (5) days' notice (inclusive of the date of service and the date of the meeting) of all Committee Meetings shall, unless waived by all Committee Members, be given in manner hereinafter mentioned to all Committee Members.

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- iii) The Committee Chairperson shall approve the agenda for the Committee's Meeting, and any Member may suggest items for consideration. Briefing materials shall be provided to the Committee Members in advance of meetings as soon as practicable.
- iv) The Minutes of Meetings shall be prepared by the Secretary of the Committee for approval by the Chairperson and the other Members of the Committee. Once approved, the Secretary shall keep the Minutes of the Committee Meetings which are at the disposal of the Members of the Boards of Directors.
- v) The Committee may source for external professional advice and may invite professionals with the relevant experience to attend its Meetings and guide the Committee on specific matters.

2. Attendance at Committee Meetings

- i) Meetings of the Committee may be held physically or by electronic means or other communication facilities that permits all participants to communicate adequately during the Meeting, allows for simultaneous communication, is capable of being recorded and permits Members to exchange opinions and to establish the BNRC's recommendations, conclusions and comments.
- ii) Where a Committee Member is unable to be physically present at any Committee Meeting, the Committee may make provisions for electronic participation or other communication facilities that permits all participants to communicate adequately during the Meeting, allows for simultaneous communication and is capable of being recorded.
- iii) A Member of the Committee wishing to attend a Meeting via electronic means shall notify the Chairperson of the Committee reasonably in advance of the Committee Meeting.
- iv) A Member shall be deemed to be present at any Committee Meeting if he is able to hear and understand the proceedings of the Meeting and be heard by all present by way of a telephone or other suitable means of communication and such Committee Member indicates his willingness for the Meeting to proceed on that basis.
- v) A quorum of at least three (3) Committee Members present is required for a Committee Meeting to take place. A Committee Member shall be required to attend at least 75 per cent of the scheduled Committee Meetings either physically or by electronic means.

H. REPORTING RESPONSIBILITIES

- 1. The Chairperson of the Committee shall report to the Board at the first Board Meeting following the last Committee Meeting on the activities and recommendations of the Committee.
- 2. The Chairperson of the Committee shall escalate/report risks, any significant matters/issues arising from the discussions of the Committee to the Chairperson of the Board as may be necessary.
- 3. The Committee shall report annually to the Shareholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by rule.

I. OUTSIDE INTERESTS, DISCLOSURES AND CONFLICTS

- 1. Each Committee Member is required to disclose to the Chairperson and the Committee Secretary, as appropriate, any matter which may give rise to a potential or actual conflict



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- with the interests of the Company as soon as practicable after becoming aware of the matter.
2. In case a Committee Member is not physically present during Committee Meetings, he/she shall declare his/her conflict of interests, if any, via email or virtually or by teleconference.
 3. The Secretary shall maintain a register of conflict of interest for Committee Members and each Member shall sign the register of conflict of interest accordingly.

J. INDUCTION, TRAINING AND DEVELOPMENT

The Committee shall ensure that new Members receive adequate orientation to understand the Committee's responsibilities and, for existing Members, ongoing training, where appropriate and as discussed with the Committee.

K. COMMITTEE PERFORMANCE EVALUATION

The Committee shall conduct an annual self-evaluation of its terms of reference to ensure that it is operating effectively and recommend any changes it considers necessary to the Board for approval.

L. CHARTER REVIEW

Review the charter at least annually and, in any event, not more than two (2) years so as to update it as needed to respond to new risk-oversight needs and any changes in regulatory or other requirements. Thereafter, the Charter shall be submitted to the full Board for approval.

M. COMPOSITION

The Composition of the Board Nomination and Remuneration Committee as validated by the Board of Directors is as follows: -

1. Mr. Joseph Karago – Chairman
2. Mr. Olagoke Aluko - Member
3. Mr. Guillame Navez – Member
4. Mr. Eric Fanchini – Managing Director
5. Mr. Lawrence Gichatha – Finance Manager
6. Mr. John Maonga – Company Secretary

The Managing Director and the Finance Director/Manager shall attend by invitation.

APPENDIX I: BOARD SKILLS MATRIX

A. Introduction

This Board Skills Matrix ("Matrix") provides a guide as to the skills, knowledge, experience, personal attributes and other criteria appropriate that TotalEnergies Marketing Kenya PLC ("the Company") has or is looking to achieve in its Board membership.



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The template is designed to capture the skills of the current Board, assist in the recruitment of future Directors if necessary and provide guidance for the Board in its succession planning. The Board is a skills-based Board comprising Directors who collectively have the skills, knowledge and experience to effectively govern and direct the Company. The skills and attributes required of Company Directors can be broadly categorised as follows: -

- governance skills (that is, skills directly relevant to performing the Board's key functions);
- industry skills (that is, skills relevant to the industry or sector in which the Company predominantly operates);
- personal attributes or qualities that are generally considered desirable to be an effective Director.

In addition, the Board as a whole should also encompass desirable diversity in aspects such as gender, age, or different perspectives relative to the skills and attributes noted above.

B. Use of Matrix

Prior to initiating a search for a new Board member, these areas of capability are reviewed in light of the Company's strategy and the prevailing and expected market conditions. The collective capability of the current Board is assessed against requirements and the search then focuses on finding a Board member who will best complement the current mix of capability on the Board. This Matrix is also used to select induction, development and education activities for the Board and to articulate the on-going relevance of a Board member's expertise prior to recommending re-election of that Board member. The skill areas in this Matrix will be reviewed at least annually to ensure that they remain aligned with the Company's stage of development and strategic direction.

C. Leadership, Governance, and Innovation skills

Skill area	Description	Importance of Skill
Leadership & Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the Company.	Essential
Corporate Governance	Experience in providing accountability and transparency and protecting shareholder interests	Essential
Financial Performance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none">• analyse key financial statements• critically assess financial viability and performance• contribute to strategic financial planning• oversee budgets and the efficient use of resources• oversee funding arrangements and accountability	Essential
Risk and compliance oversight	Ability to identify key risks in a wide range of areas including on-line and retail industry developments, legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.	Essential

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Information technology strategy and governance	Knowledge and experience in the strategic use and governance of information management and information technology, including personal information privacy and security risk management.	Desirable
Executive management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> • appoint and evaluate the performance of the CEO and senior executive managers. • oversee strategic human resource management including workforce planning. 	Essential
Board experience	Experience as a Director of a Company with an understanding of Company compliance requirements, including reporting and shareholder meeting requirements	Desirable
Commercial experience	A broad range of commercial/business experience	Essential
Mergers & acquisitions experience	Experience in mergers and acquisitions transactions.	Desirable
Environmental, Social and Governance skills and experience	<ul style="list-style-type: none"> • Knowledge of the Company's ESG aspects of the business which underpin sustainability. • Experience in assessing environmental compliance and overseeing responsible, long term value creation. 	Essential Desirable
Energy Mix	Experience in developing, implementing, and assessing the operating plan and business strategy, and providing customers with safe, reliable, and affordable energy	Desirable

D. Legal and Regulatory environment

Skill area	Importance of Skill
Knowledge of the code of corporate governance for issuers of securities (Compliance to CMA guidelines)	Desirable
experience in the legal and regulatory environment applicable for the oil industry- <i>experience is important in overseeing a business in a regulated industry</i>	Desirable

E. Industry skills

Skill area	Importance of Skill
Knowledge in the areas of the Company's businesses	Desirable
Experience in the business streams of any Company in the oil industry	Desirable

F. Personal attributes

Attribute	Description
Integrity (ethics)	A commitment to: -



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	<ul style="list-style-type: none"> • understanding and fulfilling the duties and responsibilities of a Director, and maintaining knowledge in this regard through professional development • putting the Company's interests before any personal interests • being transparent and declaring any activities or conduct that might be a potential conflict • maintaining Board confidentiality
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain broad stakeholder support for the Board's decisions
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily understand key issues, and develop innovative approaches and solutions to problems
Leader	Leadership skills including the ability to: - <ul style="list-style-type: none"> • appropriately represent the organisation • set appropriate Board and Company culture • make and take responsibility for decisions and actions

G. Diversity and non-skills-based criteria

Criteria	Description
Gender	Gender representation should be sought for the Board to reflect the Company's gender diversity policy.
Geographic and cultural diversity	Where possible, diversity on the Board should be reflective of the Company's geographic and cultural footprint.
Age	Some age diversity should be sought among Directors to bring different generational perspectives to the Board's deliberations.
Previous Board experience	The Board should collectively comprise Directors who demonstrate competence and experience at Board level and/or who have completed formal training in Directorship/governance

*****END*****



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