



TO REQUEST CONTACT INFORMATION FOR THIS INDIVIDUAL, PLEASE
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ELIZABETH A. MATTHEWS

BOARD MEMBER, EXECUTIVE LEADER, AND GENERAL COUNSEL

Board Member, Executive Leader, and General Counsel familiar with working in an international/cross-cultural setting, with special expertise in corporate ethics and compliance programs, corporate transactions, human relations/employment matters, litigation/risk management, and intellectual property.

HIGHLIGHTS OF EXPERTISE

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|-------------------------|--------------------------------|------------------------|
| • Energy | • M&A and JV Transactions | • Compliance |
| • Strategic Planning | • Health, Safety & Environment | • Government Affairs |
| • Labor & Employment | • Intellectual Property | • Crisis Management |
| • Litigation Management | • Commercial Transactions | • Corporate Governance |

SELECTED ACCOMPLISHMENTS

- **Energy and Legal Expertise:** Deep knowledge of the Energy Industry and Energy Law, including Exploration & Production, Gas & Trading, Refining & Chemicals, Renewables, and Marketing & Services. Featured speaker at industry events.
- **Strategic Management:** Successfully restructured the Total U.S. Legal Department, centralizing services and achieving labor and cost synergies with a more productive and engaged workforce.
- **Industry Recognition:** Served as President and Board Member of the Women's Energy Network and honored with multiple awards including Houston Business Journal's 'Best Corporate Counsel Award' and Texas General Counsel Forum's 'Magna Stella Award for Best Corporate Counsel'.

PROFESSIONAL EXPERIENCE

TOTAL, Houston, TX

2013—Present

Deputy Managing Director, Executive Vice President, and General Counsel, 2018—Present

Vice President, General Counsel, and Corporate Secretary, 2013—2018

Executive leader and General Counsel, managing all legal support for French energy major Total within the U.S., reporting directly to the U.S. Country Chair. Total's U.S. businesses include exploration and production, renewable energy, refining and chemicals, gas and power, marketing and services, and trading and shipping, and employ over 6,700 people.

- **Executive Team:** Serve as the Deputy Country Chair and part of the U.S. Executive Team responsible for strategic direction and management of the company, driving corporate growth and innovation, and focusing on issues such as employee safety, digital transformation, talent management, and environmental and corporate social responsibility.
- **General Counsel:** Manage legal function with 40 professionals and ~\$20 million annual budget in support of all Total affiliates and operations in the United States.
 - Led the legal integration support for the \$9 billion acquisition of Anadarko Petroleum Corporation's African assets.
 - Supported formation of a joint venture involving construction of a \$1.7 billion ethane steam cracker, an existing polyethylene facility, and a new polyethylene unit.
 - Led divestiture of adhesives company, Bostik, and integration of specialty chemicals business, Total Cray Valley.
 - Managed a total of over 200 lawsuits with claims exceeding \$200 million.
 - Manage team that negotiated over 1,000 contracts and other legal documents with annual spend of ~\$800 million.
 - Serve as Chair of the U.S. Ethics Committee and Chief Integrity Officer responsible for anti-corruption/anti-trust compliance and fraud prevention programs.
 - Lead legal support on labor and employment matters including negotiation of collective bargaining agreements at refinery and response to union campaigns at chemical plant.
 - Supervise U.S. intellectual property portfolio of over 1,000 active domestic and foreign patents.
 - Lead team that provides legal support for all health, safety, and environment activities including class action lawsuits.
 - Manage legal support for corporate governance of all U.S. affiliates.

TOTAL, continued...

- Serve as the principal legal interface on federal and state government relations, garnering positive press for the Company's forward-thinking activity on climate change and the transition to "greener" energy.
- Founded and lead the first U.S. chapter of the Total Women's Network.

CHEVRON, Houston, TX**2002—2013*****Senior Counsel, Global Drilling and Completions, 2012—2013***

Provided legal guidance to Global Drilling and Completions Department and Global Upstream and Gas business unit with operations in Europe, Africa, the Middle East, central Asia and Asia Pacific.

- Served as lead company attorney for *Subsea Well Response Project*, a joint venture between nine major international energy companies to develop response capability for subsea well-control incidents.
- Drafted and negotiated complex contracts across a range of drilling and completions activities, including International Master Agreements and regional master contracts.
- Provided ongoing advice on compliance and risk exposure to business clients regarding applicable U.S. law and regulations including antitrust, conflict of interest, international trade, import/export rules, FCPA, corporate governance, data privacy, lobbying, anti-boycott and other compliance issues.

Lead Attorney, Chevron Energy Technology Company, and Manager, Intellectual Property Asset Management, 2009—2012

Served as lead counsel and on Executive Management team for Chevron's global technology company. Also managed Company's global intellectual property asset management team. Supervised team of 28 professionals and managed \$10 million annual budget.

- Served on the Leadership Team, Personnel Development Committee, Contract Review Committee and Audit/Compliance Committee, as well as the Intellectual Property Governance Board.
- Successfully facilitated corporate reorganizations and joint ventures, including Marine Well Containment Company joint venture with ExxonMobil, Shell and ConocoPhillips.
- Served as the management sponsor for health, environment, and safety efforts, including community engagement, and legislative and regulatory advocacy.
- Advised executive team on all legal matters, including intellectual property, employment, compliance, commercial transactions, regulatory matters, litigation management, and strategic projects.
- Provided legal advice on issues arising from overseas technology centers in the U.K. and Australia.

Senior Counsel, Labor and Employment Law Practice Group, 2005—2008

Provided legal support to senior executives, business unit management and Human Resources regarding employment litigation, counseling, and policy development. Represented company before administrative agencies and in mediation of employment disputes. Managed employment litigation.

Counsel, Global Downstream and Chemicals Law Group, 2002—2005

Advised and represented global refining, supply, and trading clients on all legal matters including commercial transactions, HES, M&A, employment, compliance, regulatory, and litigation. Worked with counsel and clients across Europe, Africa and Asia Pacific. Assumed principal responsibility for providing legal support to Gulf Coast refineries on environmental and safety incidents, assisting with strengthening of process safety systems and crisis management responses.

REPRESENTATIVE CURRENT COMPANY AND AFFILIATE BOARDS

- FINA TECHNOLOGY, INC. (intellectual property/technology company), 2013 - Present
- RETIA USA LLC/Legacy Site Services (environmental remediation companies), 2013 – Present
- TOTAL Holdings USA, Inc. (holding company), 2013 - Present
- Total Petrochemicals and Refining USA, Inc. (downstream company), 2013 – Present
- TOTAL Washington, DC Representative Office LLC (government relations company), 2017 - Present

NON-PROFIT BOARDS

- Executive Member, National Advisory Board Member, Past President and Member of Board of Directors, Women's Energy Network, 2003—Present
- National Charity League, Founder and former President of the Texas Sage Chapter, 2014—2015
- Board Member and Member of Executive Committee, World Affairs Council of Houston, 2017—Present
- Executive Committee, Institute for Energy Law, 2019 - Present
- Board Member, Harvard Law School Association of Houston, 2016—Present
- Board Member and President of Houston Chapter, Texas General Counsel Forum, 2016—Present
- Board Member, American Hospital of Paris Foundation, 2019—Present
- Past President, American Petroleum Labor Lawyers' Association

ADDITIONAL EXPERIENCE

AKIN, GUMP, STRAUSS, HAUER & FELD LLP , <i>Counsel</i> , Labor and Employment Law Practice, Washington, D.C.	1998—2002
DICKSTEIN SHAPIRO LLP , <i>Associate</i> , Litigation, Washington, D.C.	1996—1998
THE HONORABLE EDMUND LUDWIG (U.S. District Court) , <i>Law Clerk</i> , Philadelphia, PA	1995—1996

EDUCATION & SKILLS

Harvard Law School, J.D. 1995

General Editor, *Harvard Civil Rights-Civil Liberties Law Review*
Board of Student Advisors legal research and writing instructor

Yale University, B.A. 1992

B.A. in Humanities and History, cum laude

National Taiwan Normal University - Mandarin Training Center, summer 1991

Summer program in Chinese language

Training: Water Survival, Helicopter Underwater Escape Training/Modular Egress Training Simulator,
Swing Rope/Personnel Transfer

Language: Proficient in French

AWARDS

- Best Corporate Counsel Award (small law department), *Houston Business Journal*, 2016
- Magna Stella Award for Best Corporate Counsel (small law department), *Texas General Counsel Forum*, 2016
- Breakthrough Women Award, *Greater Houston Women's Chamber of Commerce*, 2017
- Houston Top 50 General Counsel Award, *National Diversity Council*, 2017
- Woman on the Move Award, *Texas Executive Women*, 2017