

ELIZABETH A. MATTHEWS

Proven executive leader, businesswoman and strategist in legal, ethics/compliance, human resources, and governance areas. Significant experience working in an international/cross-cultural setting.

BOARD EXPERIENCE (CURRENT COMPANY AND AFFILIATED COMPANIES)

- Board Member, TotalEnergies Holding USA, 2013 – Present
- Board Member, TotalEnergies American Services, Inc., 2018 – Present
- Board Member, Fina Technology, Inc., 2013 – Present
- Board Member, TotalEnergies Petroleum and Refining USA Inc., 2013 – Present
 - Health and Welfare Benefits Administration Committee
 - Retirement Benefits Administration Committee
- Board Member, Legacy Site Services/Retia (TotalEnergies' U.S. environmental remediation company), 2013 – Present
- Board Member, TotalEnergies Washington D.C. Representative Office LLC (TotalEnergies' U.S. government affairs company), 2013 – Present

NONPROFIT BOARDS

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

Highlights of Expertise

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|-----------------|--------------------------------|------------------------|
| • Energy | • M&A and JV Transactions | • Ethics & Compliance |
| • Renewables | • Health, Safety & Environment | • Government Affairs |
| • Manufacturing | • Risk Management | • Crisis Management |
| • Chemicals | • Technology Strategy | • Corporate Governance |

Selected Accomplishments

- **Energy Expertise:** Deep knowledge of energy industry, including exploration and production, gas and power, trading, refining and chemicals, renewables (solar, wind and biofuels), and marketing and shipping. Featured speaker at industry events.
- **Strategic Management:** As member of senior executive team at TotalEnergies (US), have experience in corporate strategy, M&A, and evolving ESG/sustainability efforts.
- **Labor and Employment / Human Resources:** Almost a decade of experience supporting leading companies (including TotalEnergies, Chevron, the National Football League, Starbucks, and Home Depot) with labor and employment / human resources matters.
- **Ethics & Compliance:** Experience creating and leading ethics and compliance program as well as managing all investigations related to ethics and compliance complaints, including significant governmental inquiries.

- **International Experience:** Worked for over twenty years on matters (including negotiations, joint ventures, etc.) worldwide, including in Europe, the Middle East, Asia and Africa. Over eight years of experience working within a non-U.S. company, often transacting business in another language (French).
- **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

TOTALENERGIES, 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 TotalEnergies within the U.S., and serving as Deputy Managing Director for TotalEnergies’ U.S. businesses, which include exploration and production, renewable energy, refining and chemicals, gas and power, marketing and services, and trading and shipping, and employ over 7,000 people.

- **Executive Team:** Serve as the country Deputy Managing Director 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 succession planning, and environmental and corporate social responsibility.
- **General Counsel:** Manage legal function with approximately 40 professionals in support of all TotalEnergies affiliates and operations in the United States. Also serve as Corporate Secretary.
 - Advise on corporate strategy, business plans, acquisitions and joint ventures.
 - Accountable for overall risk management, including all liabilities and claims against or on behalf of the various TotalEnergies companies in the U.S.
 - Led the legal integration for the \$6B acquisition of Anadarko Petroleum Corporation’s African assets as well as the formation of a joint venture involving construction of a \$1.7B ethane steam cracker, and existing polyethylene facility and a new polyethylene unit. Also led divestiture of adhesives company, Bostik, and integration of specialty chemicals business, TotalEnergies Cray Valley.
 - Responsive for management of over 200 lawsuits with claims exceeding \$200 million.
 - Serve as Chair of the U.S. Ethics Committee and as Chief Integrity Officer responsible for anti-corruption/anti-trust compliance and fraud prevention programs as well as investigation and management of U.S. ethics complaints.
 - Lead legal support on labor and employment matters including negotiation of collective bargaining agreements at refineries and response to union campaigns at chemical plants.
 - Oversee legal protection for U.S. intellectual property, including portfolio of over 1,000 active 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.
 - 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 serve as executive sponsor for the TotalEnergies U.S. Diversity & Inclusion Committee and U.S. 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 the *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 exploration and production projects around the world.
- 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.

CHEVRON, continued...**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.

- 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 global employment litigation, counseling, and policy development.

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.

ADDITIONAL EXPERIENCE

AKIN, GUMP, STRAUSS, HAUER & FELD LLP , <i>Counsel</i> , Labor and Employment Litigation, 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

- Top 100 Most Influential Women in Energy, National Diversity Council, 2020
- 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
- Best Corporate Counsel Award, Houston Business Journal, 2016
- Magna Stella Award for Best Corporate Counsel, Texas General Counsel Forum, 2016