

Final Terms dated 18 September 2013

**TOTAL CAPITAL**

as Issuer

**TOTAL S.A.**

as Guarantor

**Issue of CNY 1,065,000,000 3.75 per cent. Notes due 2018**

**under**

**TOTAL S.A.**

*(incorporated as a société anonyme in the Republic of France)*

**TOTAL CAPITAL**

*(incorporated as a société anonyme in the Republic of France)*

**TOTAL CAPITAL CANADA LTD.**

*(incorporated as a corporation in Alberta, Canada)*

**TOTAL CAPITAL INTERNATIONAL**

*(incorporated as a société anonyme in the Republic of France)*

**€20,000,000,000**

**Euro Medium Term Note Programme**

**Due from seven days from the date of original issue**

**HSBC**

as Dealer

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Debt Issuance Programme Prospectus dated 18 April 2013 which received visa no. 13-169 from the *Autorité des marchés financiers* (the "**AMF**") on 18 April 2013, the First Supplement to the Debt Issuance Programme Prospectus dated 2 May 2013 which received visa no. 13-193 from the AMF on 2 May 2013 and the Second Supplement to the Debt Issuance Programme Prospectus dated 9 August 2013 which received visa no. 13-451 from the AMF on 9 August 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended by Directive 2010/73/EC (the "**2010 PD Amending Directive**") (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Debt Issuance Programme Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Debt Issuance Programme Prospectus, the First Supplement to the Debt Issuance Programme Prospectus and the Second Supplement to the Debt Issuance Programme Prospectus. The Debt Issuance Programme Prospectus, the First Supplement to the Debt Issuance Programme Prospectus and the Second Supplement to the Debt Issuance Programme Prospectus are available for viewing at [www.total.com](http://www.total.com) and copies may be obtained from Total S.A., 2 place Jean Millier, La Défense 6, 92078 Paris La Défense Cedex.

1.	(i)	Issuer	Total Capital
	(ii)	Guarantor	Total S.A.
2.	(i)	Series Number:	82
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Chinese Yuan (" <b>CNY</b> ")
4.		Aggregate Nominal Amount of Notes:	
	(i)	Series:	CNY 1,065,000,000
	(ii)	Tranche:	CNY 1,065,000,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	CNY 1,000,000
	(ii)	Calculation Amount:	CNY 1,000,000
7.	(i)	Issue Date:	24 September 2013
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	Interest Payment Date falling on or nearest to 24 September 2018
9.		Interest Basis:	3.75 per cent. Fixed Rate (further particulars specified below)
10.		Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.

11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee	Senior
	(iii) Date of Board approval for issuance of Notes and Guarantee obtained:	Board Resolutions of the Issuer dated 19 December 2012 and of the Guarantor dated 12 February 2013
14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	3.75 per cent. per annum payable semi-annually in arrear on each Interest Payment Date.
	(ii) Interest Payment Date(s):	24 March and 24 September in each year adjusted in accordance with the Business Day Convention specified in paragraph 14(vii) below.
	(iii) Fixed Coupon Amount:	Not Applicable
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/365 (Fixed)
	(vi) Determination Dates:	Not Applicable
	(vii) Business Day Convention:	Modified Following Business Day Convention
	(viii) Business Centre:	Paris
	(ix) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent	Not Applicable
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17.	<b>Call Option</b>	Not Applicable
18.	<b>Put Option</b>	Not Applicable
19.	<b>Final Redemption Amount of each Note</b>	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount per Calculation Amount.

**20. Early Redemption Amount**

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default: CNY 1,000,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 21. Form of Notes:** **Bearer Notes**  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 22. New Global Note:** No
- 23. Financial Centre(s):** Not Applicable
- 24. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** No
- 25. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:** Not Applicable
- 26. Any applicable currency disruption/fallback provisions:** As per Condition 6(h)

**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: **Humbert de Wendel**

Duly authorised



Signed on behalf of the Guarantor:

By: **Humbert de Wendel**

Duly authorised



## PART B - OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on Euronext Paris with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading:

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
S & P: AA-  
Moody's: Aa1
- Standard & Poor's Rating Services ("**S&P**") and Moody's Investors Service Ltd ("**Moody's**") are established in the European Union and registered under Regulation (EC) No 1060/2009, as amended by Regulation (EC) No 513/2011 (the "**CRA Regulation**"). As such, S&P and Moody's are included in the list of credit rating agencies published by the European Securities and Market Authority on its website in accordance with the CRA Regulation.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale" in the Debt Issuance Programme Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus
- (ii) Estimated net proceeds:
- (iii) Estimated total expenses:

### 5 YIELD

- Indication of yield: The yield in respect of the issue of the Notes is 3.75 per cent., calculated on the basis of the Issue Price on the Issue Date. It is not an indication of future yield.

## 6 OPERATIONAL INFORMATION

ISIN Code:	XS0972738800
Common Code:	097273880
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	Citibank N.A., London Branch 13 <sup>th</sup> Floor, Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No

## 7 DISTRIBUTION

(i) Method of distribution	Non syndicated
(ii) If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
(iii) Date of Subscription Agreement:	18 September 2013
(iv) Stabilising Manager(s) (if any):	The Hongkong and Shanghai Banking Corporation Limited
(v) If non-syndicated, name and address of Dealer:	The Hongkong and Shanghai Banking Corporation 1 Queen's Road Central Hong Kong
(vi) Total commission and concession:	
(vii) U.S. Selling Restrictions:	Reg. S Category2; TEFRA D