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This report should be read in conjunction with and is construed in accordance with French law and professional standards applicable in France.*

## **Total Capital**

Period from January 1 to March 31, 2016

**Statutory auditors' review report on the condensed interim financial statements**

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Membre de la compagnie  
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Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## Total Capital

Period from January 1 to March 31, 2016

### Statutory auditors' review report on the condensed interim financial statements

To the Chief Executive Director,

In our capacity as statutory auditors of Total Capital and in accordance with your request, we have performed a review of the accompanying condensed interim financial statements of Total Capital for the period from January 1 to March 31, 2016.

Management is responsible for the preparation and presentation of these condensed interim financial statements. As they are not intended to be presented to the shareholders, they have not been approved by the board of directors. Our role is to express a conclusion on these condensed interim financial statements based on our review.

We conducted our review in accordance with professional standards applicable in France. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial statements are not prepared, in all material respects, in accordance with the accounting rules and principles applicable in France.

Paris-La Défense , April 26, 2016

The statutory auditors  
*French original signed by*

KPMG Audit

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**CONDENSED FINANCIAL STATEMENTS  
AS OF 31 MARCH 2016**

TOTAL CAPITAL

- BALANCE SHEET AS OF 31 MARCH 2016
- INCOME STATEMENT AS OF 31 MARCH 2016
- CASH FLOW STATEMENT AS OF 31 MARCH 2016
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TOTAL CAPITAL

**BALANCE SHEET  
AS OF 31 MARCH 2016**

TOTAL CAPITAL

( in Euros)

BALANCE SHEET AS OF 31 MARCH 2016

ASSETS	31-Mar-16		31-Dec-15	LIABILITIES	31-Mar-16	31-Dec-15
	Gross	Amortizations, depreciations and provisions				
<b>FIXED ASSETS</b>				<b>SHAREHOLDERS' EQUITY (note 3)</b>		
<b>FINANCIAL ASSETS (note 2)</b>				Capital	300,000	300,000
Long-term loans after swaps	6,187,689,467		6,187,689,467	Reserves	1,016,816	945,882
Drawdowns on credit facilities	1,485,958,266		1,485,958,266	Legal Reserves	30,000	30,000
Accrued interests on long-term loans after swaps	31,331,908		31,331,908	Retained Earnings	886,816	915,982
Accrued interests on credit facilities	2,000,267		2,000,267	Income for fiscal year	68,365	1,570,834
<b>SUB TOTAL I</b>	<b>7,706,979,908</b>		<b>7,706,979,908</b>	<b>SUB TOTAL I</b>	<b>1,385,181</b>	<b>2,816,816</b>
				<b>PROVISIONS</b>		
<b>CURRENT ASSETS</b>				<b>SUB TOTAL II</b>		
<b>ACCOUNTS RECEIVABLE</b>				<b>LIABILITIES</b>		
Current accounts and inter-company loans	856,402,183		856,402,183	Debtenture loans and similar debt debtentures (note 4)	7,706,417,197	9,481,685,458
Deposits and guarantees	56,273		56,273	Debtenture loans after hedge swaps	7,673,647,735	9,433,632,836
Related accounts receivable	703,750,000		703,750,000	Accrued interests on debtenture loans after swaps	32,769,462	48,052,622
Other receivables	33,795		33,795			
Accrued income / dedicated swaps	279,561		279,561	<b>Miscellaneous borrowings and financial debts</b>	<b>854,792,535</b>	<b>1,582,482,761</b>
Cash available	149,505,827		149,505,827	Commercial Papers		
	2,776,727		2,776,727	Deposits and security Deposits	260,600,000	448,800,000
				Creditor current accounts	443,069,659	956,787,982
				Related accounts payables on miscellaneous financial debts	118,171	145,650
				Accrued liabilities / dedicated swaps	149,504,705	178,789,129
				Dividends payable	1,500,000	
				<b>Operating liabilities</b>	<b>787,178</b>	<b>571,222</b>
				Trade notes and accounts payable	429,822	105,897
				Tax and social liabilities	357,356	465,325
<b>SUB TOTAL II</b>	<b>856,402,183</b>		<b>856,402,183</b>	<b>SUB TOTAL III</b>	<b>8,561,996,910</b>	<b>11,064,739,441</b>
<b>PREPAID EXPENSES III</b>				<b>PREPAID INCOME IV</b>		
<b>TOTAL (I+II+III)</b>	<b>8,563,382,091</b>		<b>8,563,382,091</b>	<b>TOTAL (I+II+III+IV)</b>	<b>8,563,382,091</b>	<b>11,067,556,258</b>
	EUR		EUR		EUR	EUR

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**INCOME STATEMENT  
AS OF 31 MARCH 2016**

**TOTAL CAPITAL**

( in Euros )

**INCOME STATEMENT AS OF 31 MARCH 2016**

	31-Mar-16	31-Dec-15	31-Mar-15	INCOME	31-Mar-16	31-Dec-15	31-Mar-15
<b>EXPENSES</b>							
<b>OPERATING EXPENSES</b>				<b>OPERATING INCOME</b>			
External expenses	421,613	2,711,925	812,838	Miscellaneous income			
Taxes		121					
<b>SUB TOTAL I</b>	<b>421,613</b>	<b>2,712,046</b>	<b>812,838</b>	<b>SUB TOTAL I</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>FINANCIAL EXPENSES</b>				<b>FINANCIAL INCOME</b>			
Interests on debenture loans after swaps	56,306,910	243,985,670	67,784,300	Interests on loans after swaps	23,224,969	98,187,799	26,764,138
Interests on commercial papers	217,410	110,922	976	Interests on long-term loans	31,746,818	134,857,261	37,099,975
Interests on Billets de Trésorerie				Interests on credit facilities	2,171,036	15,886,516	5,366,068
Interests on loans				Interests on inter-company loans			
Interests on current accounts	458	4,388	309	Interests on current accounts	227,715	175,641	9,399
Interests on deposits and security deposits	444,339	643,383	9,779	Interests on deposits and security deposits		465,646	
Interests on dedicated swaps	164,986,488	631,851,352	154,669,162	Income from dedicated swaps	164,985,303	631,750,347	154,637,293
Other financial expenses and swap points	70,383	305,474	77,148	Other interests, similar income and swap points	70,383	305,474	77,148
Foreign exchange loss		93,473	126,173	Foreign exchange income	62,068		45,470
Diverse financial expenses				Diverse financial income	61,857	435,403	
<b>SUB TOTAL II</b>	<b>222,025,988</b>	<b>876,994,662</b>	<b>222,667,847</b>	<b>SUB TOTAL II</b>	<b>222,550,149</b>	<b>882,064,087</b>	<b>223,999,491</b>
<b>EXTRAORDINARY EXPENSES</b>				<b>EXTRAORDINARY INCOME</b>			
<b>SUB TOTAL III</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>SUB TOTAL III</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>INCOME TAX IV</b>	<b>34,183</b>	<b>786,545</b>	<b>172,935</b>	<b>NET LOSS FOR THE FISCAL YEAR</b>			
<b>NET INCOME FOR THE PERIOD</b>	<b>68,365</b>	<b>1,570,834</b>	<b>345,871</b>	<b>TOTAL</b>	<b>222,550,149</b>	<b>882,064,087</b>	<b>223,999,491</b>



TOTAL CAPITAL

**CASH FLOW STATEMENT  
AS OF 31 MARCH 2016**

**CASH FLOW STATEMENT**

in thousand euros

	31-Mar-16	31-Dec-15
<b><u>OPERATING CASH FLOW</u></b>		
Fiscal period income as of 31.12.2015		1,571
Fiscal period income as of 31.03.2016	68	
Decrease (increase) of working capital requirement	(107)	658
<b>Net Operating Cash Flow</b>	<b>(39)</b>	<b>2,229</b>
<b><u>INVESTMENT CASH FLOW</u></b>		
Increase in long-term loans	55,080	(259,020)
Repayment of long-term loans	1,513,236	3,563,539
<b>Net Investment Cash Flow</b>	<b>1,568,316</b>	<b>3,304,519</b>
<b><u>FINANCING CASH FLOW</u></b>		
Dividends paid		(836)
Net loans issued	(1,491,309)	(3,353,543)
Changes in short-term financial liabilities	(728,692)	671,033
Changes in short-term receivables	728,826	(672,727)
<b>Net Financing Cash Flow</b>	<b>(1,491,175)</b>	<b>(3,356,073)</b>
Cash increase (decrease)	77,102	(49,325)
Impact of foreign exchange fluctuations	(77,102)	49,325
Cash at the beginning of the period	0	0
<b>Cash at the end of the period</b>	<b>0</b>	<b>0</b>

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**APPENDIX**

TOTAL CAPITAL

## APPENDIX

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## TOTAL CAPITAL

Those interim financial statements were prepared with respect to the French National Accounting Board (Conseil National de Comptabilité) "recommendation n°99.R.01" dated 18 march 1999 and related to the interim financial statements. They do not include all the information usually required in the financial statements according to the French GAAP. However, they present a selection of notes describing significant facts and operations in order to understand the evolution in the financial statements and performance of the company that could have occurred since the last financial statement as of 31st December 2015.

### **SIGNIFICANT EVENTS**

In the first quarter of 2016, Total Capital continued its activity on debt capital markets through various commercial paper issuances, together with a management of interest rate risk.

For short-term borrowings, Total Capital can issue under Commercial Papers programmes (US CP, EURO CP, GBP CP and CAD CP) and under a Billets de Trésorerie programme.

For long-term borrowings, Total Capital can issue along with TOTAL S.A., Total Capital Canada and Total Capital International as issuer under the EMTN programme in Europe (guaranteed by TOTAL S.A.), under a US SEC Registered Shelf programme in the United States (guaranteed by TOTAL S.A.) and under an AMTN programme in Australia (guaranteed by TOTAL S.A.). Total Capital can also issue on a stand-alone basis (guaranteed by TOTAL S.A.) on the Swiss market.

In the first quarter of 2016, Total Capital did not issue any debenture loan.

Total Capital's issue programmes have a long term and a short term ratings by Standard and Poor's: A+/A-1 with a negative outlook, and by Moody's: Aa3/P-1 with a stable outlook. These ratings were made possible thanks to TOTAL S.A.'s guarantee granted to these programmes.

On April, 8<sup>th</sup> Moody's, following a complete review of the oil sector, decided to downgrade the rating of the long term debt of Total from Aa1 to Aa3 with a stable perspective.

In addition, Standard & Poors decided on February, 22<sup>nd</sup> to downgrade the rating of the long term debt of Total from AA- to A+ and the short term debt from A-1+ to A-1. The long term debt has a negative perspective.

In addition to its financial activities, Total Capital concluded currency and interest rate transactions, with TOTAL S.A. affiliates as well as with external counterparties.

### **Note 1: ACCOUNTING RULES**

Accounting rules and methods used for interim accounts are the same as the ones used for Year End 2015 accounts.

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**Note 2: FINANCIAL ASSETS**

Financial assets consist exclusively of loans and drawings of credit lines for the Group companies. No grant was made during the period.

**Note 3 : CHANGES IN SHAREHOLDERS' EQUITY**

in thousand euros

2015	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2014	POSITION AS OF 31/12/2015
Share capital	300		300
Legal reserve	30		30
Retained earnings	616	300	916
Income for fiscal year 2014	1,136	-1,136	
Dividend distribution		836	
Income as of 31 December 2015			1,571
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>2,082</b>	<b>0</b>	<b>2,817</b>

2016	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2015	POSITION AS OF 31/03/2016
Share capital	300		300
Legal reserve	30		30
Retained earnings	916	71	987
Income for fiscal year 2015	1,571	-1,571	
Dividend distribution		1,500	
Income as of 31 March 2016			68
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>2,817</b>	<b>0</b>	<b>1,385</b>

**NOTE 4: DEBENTURE LOANS AND SIMILAR DEBT DEBENTURES**

No debenture loans were issued during the period.

Repayments of debenture loans matured amount in nominal value to 150 M AUD, 1000 M USD and 650 M CHF.

**Note 5 : OFF-BALANCE SHEET COMMITMENTS**

*Derivative financial instruments - interest rate risk management*

Cross-currency swaps expired during the period with an exchange of the notional amount of currency of 150 M AUD, 650 M CHF and 114 M EUR against a notional amount of 114 M EUR, 422 M EUR and 150 M USD. Moreover interest rate swaps with a notional amount of 2 500 M USD also expired during the period. These hedge instruments were all backed by loans repaid during the period.