

Final Terms dated 28 February 2014

TOTAL CAPITAL INTERNATIONAL

**Issue of AUD 150,000,000 4.125 per cent. Guaranteed Notes due 4 March 2019
under the €20,000,000,000 Euro Medium Term Note Programme**

PART A - CONTRACTUAL TERMS

Any person making or intending to make an offer of the Notes may only do so:

- (i) in those Public Offer Jurisdictions mentioned in Paragraph 8 of Part B below, provided that such person is one of the persons mentioned in Paragraph 8 of Part B below and that such offer is made during the Offer Period specified for such purpose therein; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

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 and 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, the Second Supplement to the Debt Issuance Programme Prospectus dated 9 August 2013 which received visa no. 13-451 of the AMF on 9 August 2013, the Third Supplement to the Debt Issuance Programme Prospectus dated 8 November 2013 which received visa no. 13-597 of the AMF on 8 November 2013 and the Fourth Supplement to the Debt Issuance Programme Prospectus dated 18 February 2014 which received visa no. 14-045 of the AMF on 18 February 2014 (together, the “**Supplements**”) which together constitute a base prospectus for the purposes of 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. 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 as so supplemented. The Debt Issuance Programme Prospectus and the Supplements to the Debt Issuance Programme Prospectus are available for viewing at the website of the AMF (www.amf-france.org) and during normal business hours at the offices of the Fiscal Agent and the Paying Agent.

1.	(i)	Issuer:	Total Capital International
	(ii)	Guarantor:	Total S.A.
2.	(i)	Series Number:	86
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Australian Dollars (“ AUD ”)
4.		Aggregate Nominal Amount:	
	(i)	Series:	AUD 150,000,000

	(ii) Tranche:	AUD 150,000,000
5.	Issue Price:	101.208 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	AUD 2,000
	(ii) Calculation Amount:	AUD 2,000
7.	(i) Issue Date:	4 March 2014
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	4 March 2019
9.	Interest Basis:	4.125 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 Board approval for issuance of Notes and Guarantee obtained:	Board Resolutions of the Issuer dated 12 February 2014 and of the Guarantor dated 11 February 2014.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4.125 per cent. per annum payable in arrears on each Interest Payment Date
	(ii) Interest Payment Date(s):	4 March in each year commencing on 4 March 2015 / not adjusted
	(iii) Fixed Coupon Amount:	AUD 82.50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	4 March in each year
	(vii) Business Day Convention	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option	Not Applicable
18.	Put Option	Not Applicable

- 19. Final Redemption Amount of each Note** 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** As per Conditions
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default:

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):** Sydney, London, New York City and TARGET
- 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:** Not Applicable

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 4 March 2014.
- (ii) Estimate of total expenses related to admission to trading: EUR 8,100 (including AMF fees)

2. RATINGS

Ratings: The Notes to be issued have been rated:

S & P: AA-
Moody's: Aa1

Standard & Poor's Credit Market Services France SAS ("S&P") and Moody's Investors Services 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", 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" wording in the Debt Issuance Programme Prospectus
- (ii) Estimated net proceeds: AUD 148,999,500
- (iii) Estimated total expenses: AUD 2,812,500 (comprising a combined management and underwriting commission of 0.275 per cent. and a selling concession of 1.600 per cent. of the Aggregate Nominal Amount).

5. Fixed Rate Notes only – YIELD

Indication of yield: 3.855 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code: XS1039259327

Common Code: 103925932

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
13th Floor, Citigroup Center
Canada Square
Canary Wharf
London E14SLB
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

Method of distribution Syndicated

If syndicated, names and addresses of Managers and underwriting commitments: **Lead Manager**
RBC Europe Limited
Riverbank House
2 Swan Lane
London EC4R 3BF
United Kingdom
Underwriting Commitment: AUD 122,000,000

Senior Co-Lead Manager
Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom
Underwriting Commitment: AUD 4,000,000

Co-Lead Managers
Australia and New Zealand Banking Group Limited
28th Floor, 40 Bank Street
Canary Wharf
London E14 5EJ
United Kingdom
Underwriting Commitment: AUD 2,000,000

Bank Vontobel AG Zürich
Gotthardstrasse 43
CH-8022 Zürich
Switzerland
Underwriting Commitment: AUD 2,000,000

CIBC World Markets plc
150 Cheapside
London EC2V 6ET
United Kingdom
Underwriting Commitment: AUD 2,000,000

Commonwealth Bank of Australia
Senator House
85 Queen Victoria Street
London EC4A 4HA
United Kingdom
Underwriting Commitment: AUD 2,000,000

Coöperatieve Centrale Raiffeisen-Boerenleenbank
B.A. (Rabobank International)
Croeselaan 18
3521 CB UTRECHT
The Netherlands
Underwriting Commitment: AUD 2,000,000

Daiwa Capital Markets Europe Limited
5 King William Street
London EC4N 7AX
United Kingdom
Underwriting Commitment: AUD 2,000,000

HSBC Bank plc
8 Canada Square
London E14 5HQ
United Kingdom
Underwriting Commitment: AUD 2,000,000

KBC Bank NV
Havenlaan 2
B-1080 Brussels
Belgium
Underwriting Commitment: AUD 2,000,000

National Australia Bank Limited ABN 12 004 044 937
Level 2 88 Wood Street
London EC2V 7QQ
United Kingdom
Underwriting Commitment: AUD 2,000,000

The Toronto-Dominion Bank
60 Threadneedle Street
London EC2R 8AP
United Kingdom
Underwriting Commitment: AUD 2,000,000

Westpac Banking Corporation ABN 33 007 457 141
Camomile Court
23 Camomile Street
London EC3A 7LL
United Kingdom
Underwriting Commitment: AUD 2,000,000

Zürcher Kantonalbank
Bahnhofstrasse 9
CH-8001 Zurich
Switzerland
Underwriting Commitment: AUD 2,000,000

Date of Subscription Agreement:	28 February 2014
Stabilising Manager(s) (if any):	Not Applicable
If non-syndicated, name and address of Dealer:	Not Applicable
Total commission and concession:	1.875 per cent. of the Aggregate Nominal Amount consisting of a combined management and underwriting commission of 0.275 per cent. and a selling concession of 1.600 per cent.
U.S. Selling Restrictions:	Reg. S Compliance Category; TEFRA D
Non-exempt offer:	An offer of the Notes may be made by the Managers other than pursuant to Article 3(2) of the Prospectus Directive in Austria, Belgium, Germany and Luxembourg (“ Public Offer Jurisdictions ”) during the period from 28 February 2014 (in the case of Austria, from 3 March 2014) until 4 March 2014 (“ Offer Period ”). See further Paragraph 8 of Part B below.
Additional selling restrictions:	Not Applicable

8. TERMS AND CONDITIONS OF THE OFFER

The AMF has been asked to provide the competent authorities in each of Austria, Germany, Belgium and Luxembourg (the “**Public Offer Jurisdictions**”) with a certificate of approval attesting that the Debt Issuance Programme Prospectus has been drawn up in accordance with the Prospectus Directive. Copies of these Final Terms will be provided to the competent authorities in the Public Offer Jurisdictions.

The Issuer has agreed to allow the use of these Final Terms and the Debt Issuance Programme Prospectus by each of the Managers in connection with possible offers of the Notes to the public in the Public Offer Jurisdictions during the period from 28 February 2014 to 4 March 2014 (the “**Offer Period**”), provided that the Offer Period will not commence until publication of these Final Terms in accordance with the Prospectus Directive has occurred and provided further, however, that the Offer Period in Austria will not commence until the day after the filing of the issue terms with the Registration Office (*Meldestelle*) operated by *Oesterreichische Kontrollbank Aktiengesellschaft* has been duly made as required by the Austrian Capital Markets Act. It is expected that the Offer Period in Austria will commence on or about 3 March 2014.

Investors (as defined in the final paragraph on the second page of the Debt Issuance Programme Prospectus) intending to acquire or acquiring the Notes from any Offeror (as defined on the second page of the Debt Issuance Programme Prospectus) should, as indicated in the legend, make appropriate enquiries as to whether that Offeror is acting in association with the Issuer. Whether or not the Offeror is described as acting in association with the Issuer, the Issuer’s only relationship is with the Managers and the Issuer has no relationship with or obligation to, nor shall it have any relationship with or obligation to, an Investor, save as may arise under any applicable law or regulation.

The Issuer is only offering to and selling to the Managers pursuant to and in accordance with the terms of the Subscription Agreement. All sales to persons other than the Managers will be made by the Managers or persons to whom they sell, and/or otherwise make arrangements with. The Issuer shall not be liable for any offers and/or sales of Notes to, or purchases of Notes by, Investors at any time (including during the Offer Period) (other than in respect of offers and sales to, and purchases of Notes by, the Managers and only then pursuant to the Subscription Agreement) which are made by Managers or any Offeror in accordance with the arrangements in

place between any such Manager or Offeror and its customers. Any person selling Notes at any time during the Offer Period may not be a financial intermediary of the Issuer; any person selling Notes at any time after the Offer Period is not a financial intermediary of the Issuer.

Each of the Managers has acknowledged and agreed that for the purpose of offer(s) of the Notes the Issuer has passported the Debt Issuance Programme Prospectus into each of the Public Offer Jurisdictions and will not passport the Debt Issuance Programme Prospectus into any other European Economic Area Member State in connection with this issue of Notes; accordingly, the Notes may only be publicly offered in Public Offer Jurisdictions during the Offer Period or offered to qualified investors (as defined in the Prospectus Directive) or otherwise in compliance with Article 3(2) of the Prospectus Directive in any other European Economic Area Member State pursuant to and in accordance with the Debt Issuance Programme Prospectus and the Final Terms (without modification or supplement); and that all offers of Notes by it will be made only in accordance with the selling restrictions set forth in the Debt Issuance Programme Prospectus and the provisions of these Final Terms and in compliance with all applicable laws and regulations, provided that no such offer of Notes shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive (or supplement a prospectus pursuant to Article 16 of the Prospectus Directive) or to take any other action in any jurisdiction other than as described above.

Offer Price:

The Issuer has offered and will sell the Notes to the Managers (and no one else) at the Issue Price of 101.208 per cent. less a total commission and concession of 1.875 per cent. of the Aggregate Nominal Amount of the Notes (consisting of a combined management and underwriting commission of 0.275 per cent. and a selling concession of 1.600 per cent.). The Managers will offer and sell the Notes to their customers in accordance with arrangements in place between each such Manager and its customers by reference to the Issue Price and market conditions prevailing at the time.

Conditions to which the offer is subject:

Offers of the Notes are conditional on their issue and are subject to such conditions as are set out in the Subscription Agreement. As between Managers and their customers offers of the Notes are further subject to such conditions as may be agreed between them and/or as is specified in the arrangements in place between them.

Time Period/Description of the application process:

A prospective Noteholder will purchase the Notes in accordance with the arrangements in place between the relevant Manager and its customers relating to the purchase of securities generally. Noteholders (other than Managers) will not enter into any contractual arrangements directly with the Issuer in connection with the offer or purchase of the Notes.

Description of possibility of reducing subscriptions and manner of refunding excess amount paid by applicants:

Not Applicable

Details of the minimum and/or maximum amount of application:	There are no pre-identified allotment criteria. The Managers will adopt allotment and/or application criteria in accordance with customary market practices and applicable laws and regulations and/or as otherwise agreed between them.
Details of the method and time limits for paying up and delivering the Notes:	The Notes will be sold by the Issuer to the Managers on a delivery versus payment basis on the Issue Date. Prospective Noteholders will be notified by the relevant Manager of their allocations of Notes and the settlement arrangements in respect thereof.
Manner in and date on which results of the offer are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Prospective Noteholders will be notified by the relevant Manager in accordance with the arrangements in place between such Managers and its customers. Any dealings in the Notes which take place will be at the risk of prospective Noteholders.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Consent of the Issuer to use the Debt Issuance Programme Prospectus during the Offer Period:	Not Applicable
Authorised Offeror(s) in the various countries where the offer takes place:	Not Applicable
Conditions attached to the consent of the Issuer to use the Debt Issuance Programme Prospectus:	Not Applicable

ANNEX –ISSUE SPECIFIC SUMMARY

This summary relates to the issue of AUD 150,000,000 4.125 per cent. Guaranteed Notes due 2019 by Total Capital International (the “Notes”) described in the Final Terms to which this summary is attached. This summary includes information contained in the summary to the debt issuance programme prospectus dated 18 April 2013 which received visa n°13-169 from 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, the Second Supplement to the Debt Issuance Programme Prospectus dated 9 August 2013 which received visa no. 13-451 of the AMF on 9 August 2013, the Third Supplement to the debt issuance programme prospectus dated 8 November 2013 which received visa no. 13-597 of the AMF on 8 November 2013 and the Fourth Supplement to the Debt Issuance Programme Prospectus dated 18 February 2014 which received visa no. 14-045 of the AMF on 18 February 2014 (the “**Debt Issuance Programme Prospectus**”) related to the Notes together with the relevant information from the Final Terms. Words and expressions which are defined in the Debt Issuance Programme Prospectus and the Final Terms shall have the same meanings where used in the following summary.

Summaries are made up of disclosure requirements known as “Elements” the communication of which is required by Annex XXII of the Regulation EC No 809/2004 of 29 April 2004 as amended by Commission Delegated Regulation (EU) No 486/2012 of 30 March 2012 and Commission Delegated Regulation (EU) No 862/2016 of 4 June 2012. These Elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding such Element. In this case a short description of the Element is included in the summary and marked as “Not Applicable”.

Section A - Introduction and warnings		
A.1	Introduction and warning	<p>This summary must be read as an introduction to the Debt Issuance Programme Prospectus and is provided as an aid to investors when considering whether to invest in the Notes, but is not a substitute for the Debt Issuance Programme Prospectus. Any decision to invest in the Notes should be based on a consideration by any investor of the Debt Issuance Programme Prospectus as a whole, including any documents incorporated by reference and any supplement from time to time. Where a claim relating to information contained in the Debt Issuance Programme Prospectus is brought before a court, the plaintiff may, under the national legislation of the Member State of the European Economic Area where the claim is brought, be required to bear the costs of translating the Debt Issuance Programme Prospectus or any supplement or document incorporated by reference before the legal proceedings are initiated. Following the implementation of the relevant provisions of the Prospectus Directive, civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Debt Issuance Programme Prospectus or it does not provide, when read together with the other parts of this Debt Issuance Programme Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p> <p>Words and expressions defined in “Terms and Conditions of the Notes” below shall have the same meanings in this summary.</p>