

Final Terms dated 24 June 2014

## TOTAL CAPITAL INTERNATIONAL

**Issue of AUD 100,000,000 3.75 per cent. Guaranteed Notes due 26 June 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 23 April 2014 which received visa no. 14-157 from the *Autorité des marchés financiers* (the “**AMF**”) on 23 April 2014 and the First Supplement to the Debt Issuance Programme Prospectus dated 13 May 2014 which received visa no. 14-192 from the AMF on 13 May 2014 (the “**Supplement**”) 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 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 as so supplemented. The Debt Issuance Programme Prospectus and the Supplement to the Debt Issuance Programme Prospectus are available for viewing at the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and during normal business hours at the offices of the Fiscal Agent and the Paying Agent.

- |           |      |                                   |                                     |
|-----------|------|-----------------------------------|-------------------------------------|
| <b>1.</b> | (i)  | Issuer:                           | Total Capital International         |
|           | (ii) | Guarantor:                        | Total S.A.                          |
| <b>2.</b> | (i)  | Series Number:                    | 90                                  |
|           | (ii) | Tranche Number:                   | 1                                   |
| <b>3.</b> |      | Specified Currency or Currencies: | Australian Dollars (“ <b>AUD</b> ”) |
| <b>4.</b> |      | Aggregate Nominal Amount:         |                                     |
|           | (i)  | Series:                           | AUD 100,000,000                     |
|           | (ii) | Tranche:                          | AUD 100,000,000                     |

<b>5.</b>	Issue Price:	101.610 per cent. of the Aggregate Nominal Amount
<b>6.</b>	(i) Specified Denominations:	AUD 2,000
	(ii) Calculation Amount:	AUD 2,000
<b>7.</b>	(i) Issue Date:	26 June 2014
	(ii) Interest Commencement Date:	Issue Date
<b>8.</b>	Maturity Date:	26 June 2019
<b>9.</b>	Interest Basis:	3.75 per cent. Fixed Rate (further particulars specified below)
<b>10.</b>	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.
<b>11.</b>	Change of Interest Basis:	Not Applicable
<b>12.</b>	Put/Call Options:	Not Applicable
<b>13.</b>	(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 28 May 2014 and of the Guarantor dated 11 February 2014.

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>14.</b>	<b>Fixed Rate Note Provisions:</b>	Applicable
	(i) Rate of Interest:	3.75 per cent. per annum payable in arrears on each Interest Payment Date
	(ii) Interest Payment Date(s):	26 June in each year commencing on 26 June 2015 / not adjusted
	(iii) Fixed Coupon Amount:	AUD 75 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	26 June in each year
	(vii) Business Day Convention	Not Applicable
	(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
<b>15.</b>	<b>Floating Rate Note Provisions:</b>	Not Applicable
<b>16.</b>	<b>Zero Coupon Note Provisions:</b>	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 Centres:** Sydney, London and New York City
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:** Not Applicable
26. **Any applicable currency disruption:** Not Applicable

## RESPONSIBILITY

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

Signed by Total Finance Corporate Services Limited on behalf of the Issuer:



By: Humbert de WENDEL  
Duly authorised signatory of Total Finance Corporate Services Limited

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 26 June 2014.
- (ii) Estimate of total expenses related to admission to trading: EUR 6,546 (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

1. Reasons for the offer: See "Use of Proceeds" wording in the Debt Issuance Programme Prospectus
2. Estimated net proceeds: AUD 99,760,000
3. Estimated total expenses: AUD 1,850,000 (comprising a combined management and underwriting commission of 0.225 per cent. and a selling concession of 1.625 per cent. of the Aggregate Nominal Amount).

### 5 Fixed Rate Notes only – YIELD

- Indication of yield: 3.394 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: XS1081434448
- Common Code: 108143444

WKN:	A1ZLCL
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> 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 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
<b>7 DISTRIBUTION</b>	
Method of distribution	Syndicated
If syndicated, names and addresses of Managers and underwriting commitments:	<p><b>Joint Lead Managers</b> Australia and New Zealand Banking Group Limited 28<sup>th</sup> Floor, 40 Bank Street Canary Wharf London E14 5EJ United Kingdom Underwriting Commitment: AUD 41,000,000</p> <p>CIBC World Markets plc 150 Cheapside London EC2V 6ET United Kingdom Underwriting Commitment: AUD 41,000,000</p> <p><b>Co-Lead Managers</b> Bank Vontobel AG Zürich Gotthardstrasse 43 CH-8022 Zürich Switzerland Underwriting Commitment: AUD 2,000,000</p> <p>Commonwealth Bank of Australia Senator House 85 Queen Victoria Street London EC4A 4HA United Kingdom Underwriting Commitment: AUD 2,000,000</p> <p>Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom</p>

Underwriting Commitment: AUD 2,000,000

HSBC Bank plc  
8 Canada Square  
London E14 5HQ  
United Kingdom

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

RBC Europe Limited  
Riverbank House  
2 Swan Lane  
London EC4R 3BF  
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:

24 June 2014

Stabilising Manager(s) (if any):

Not Applicable

If non-syndicated, name and address of Dealer:

Not Applicable

Total commission and concession:

1.85 per cent. of the Aggregate Nominal Amount consisting of a combined management and underwriting commission of 0.225 per cent. and a selling concession of 1.625 per cent.

U.S. Selling Restrictions:

Reg. S Compliance Category; TEFRA D

Non-exempt offer:

No 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

24 June 2014 (in the case of Austria, from 25 June 2014) until 26 June 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 24 June 2014 to 26 June 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 25 June 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 101.610 per cent. less a total commission and concession of 1.85 per cent. of the Aggregate Nominal Amount of the Notes (consisting of a combined management and underwriting commission of 0.225 per cent. and a selling concession of 1.625 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

Not Applicable



treatment of subscription rights not exercised:

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

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

None