

Final Terms dated 21 March 2014

TOTAL CAPITAL INTERNATIONAL

**Issue of Euro 850,000,000 2.50 per cent. Guaranteed Notes due March 2026
unconditionally and irrevocably guaranteed by Total S.A.
under the €20,000,000,000 Euro Medium Term Note Programme
due from seven days from the date of original issue**

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 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, 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 and the Fifth Supplement to the Debt Issuance Programme Prospectus dated 14 March 2014 which received visa no.14-080 of the AMF on 14 March 2014 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 and the Supplements to the Debt Issuance Programme Prospectus. The Debt Issuance Programme Prospectus and the Supplements to the Debt Issuance Programme Prospectus are available for viewing on the website of the AMF (www.amf-france.org) and during normal business hours at the offices of the Fiscal Agent and Paying Agent.

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| 1. | (i) | Issuer: | Total Capital International |
| | (ii) | Guarantor: | Total S.A. |
| 2. | (i) | Series Number: | 89 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Euro (“EUR”) |
| 4. | | Aggregate Nominal Amount of Notes: | |
| | (i) | Series: | EUR 850,000,000 |
| | (ii) | Tranche: | EUR 850,000,000 |
| 5. | | Issue Price: | 99.133 per cent. of the Aggregate Nominal Amount |
| 6. | (i) | Specified Denominations: | EUR 100,000 |
| | (ii) | Calculation Amount: | EUR 100,000 |
| 7. | (i) | Issue Date: | 25 March 2014 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 25 March 2026 |

9.	Interest Basis:	2.50 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 12 February 2014 and of the Guarantor dated 11 February 2014
14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.50 per cent. per annum payable annually in arrear on each Interest Payment Date.
	(ii) Interest Payment Dates:	25 March in each year from, and including, 25 March 2015 to, and including, the Maturity Date, not adjusted
	(iii) Fixed Coupon Amount:	EUR 2,500 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	25 March 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
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:

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

As per the Conditions

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:

Yes

23. Financial Centres:

New York City and London

**24. Talons for future Coupons or Receipts to
be attached to Definitive Notes (and dates
on which such Talons mature):**

Not Applicable

**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

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext
Paris of the Notes described herein pursuant to the €20,000,000,000 Euro Medium Term Note
Programme of Total, Total Capital, Total Capital Canada and Total Capital International.

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 25 March 2014.

(ii) Estimate of total expenses related to admission to trading: EUR 13,200 (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 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: The net proceeds from the issue of the Notes will be used to finance the general corporate needs of the Issuer.

(ii) Estimated net proceeds: EUR 840,760,500

5. YIELD

Indication of yield: The yield in respect of this issue of the Notes is 2.585 per cent. per annum calculated on the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code: XS1048519679

Common Code: 104851967

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. 13th 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:	Yes Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the eurosystem either upon issue or at any or all times during their life; such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

7. DISTRIBUTION

(i) Method of distribution:	Syndicated
(ii) If syndicated, names and addresses of Managers:	Credit Suisse Securities (Europe) Limited One Cabot Square London E14 4QJ United Kingdom Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom HSBC Bank plc 8 Canada Square London E14 5HQ United Kingdom
Date of Subscription Agreement:	21 March 2014
Stabilising Manager(s) (if any):	Deutsche Bank AG, London Branch
If non-syndicated, name and address of Dealer:	Not Applicable
U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D