

Final Terms dated 17 November 2014

**TOTAL CAPITAL INTERNATIONAL**

**Issue of EUR 1,000,000,000 Floating Rate Guaranteed Notes due 19 March 2020**  
**unconditionally and irrevocably guaranteed by Total S.A.**  
**under the €20,000,000,000 Euro Medium Term Note Programme**

**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 23 April 2014 which received visa no. 14-157 from the *Autorité des marchés financiers* (the “**AMF**”) on 23 April 2014, 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 Second Supplement to the Debt Issuance Programme Prospectus dated 7 August 2014 which received visa no. 14-455 from the AMF on 7 August 2014 and the Third Supplement to the Debt Issuance Programme Prospectus dated 6 November 2014 which received visa no. 14-590 from the AMF on 6 November 2014 (together, the “**Supplements**”) 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 as so supplemented. The Debt Issuance Programme Prospectus and the Supplements are available for viewing on 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.

- |    |      |                                   |  |
|----|------|-----------------------------------|--|
| 1. | (i)  | Issuer:                           | Total Capital International  |
|    | (ii) | Guarantor:                        | Total S.A.   |
| 2. | (i)  | Series Number:                    | 102  |
|    | (ii) | Tranche Number:                   | 1  |
| 3. |      | Specified Currency or Currencies: | Euro (“ <b>EUR</b> ”)  |
| 4. |      | Aggregate Nominal Amount:         |  |
|    | (i)  | Series:                           | EUR 1,000,000,000  |
|    | (ii) | Tranche:                          | EUR 1,000,000,000  |
| 5. |      | Issue Price:                      | 100.000 per cent. of the Aggregate Nominal Amount                          |
| 6. | (i)  | Specified Denominations:          | EUR 100,000  |
|    | (ii) | Calculation Amount:               | EUR 100,000  |
| 7. | (i)  | Issue Date:                       | 19 November 2014   |
|    | (ii) | Interest Commencement Date:       | Issue Date   |
| 8. |      | Maturity Date:                    | The Specified Interest Payment Date falling on or nearest to 19 March 2020 |
| 9. |      | Interest Basis:                   | 3-month EURIBOR + 0.3 per cent. per annum Floating 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 of Board approval for issuance of Notes and Guarantee obtained: | Board Resolutions of the Issuer dated 28 May 2014 and of the Guarantor dated 22 October 2014   |

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

- |            |   |  |
|------------|---|--|
| <b>14.</b> | <b>Fixed Rate Note Provisions</b>   | Not Applicable   |
| <b>15.</b> | <b>Floating Rate Note Provisions</b>  | Applicable   |
|            | (i) Interest Period(s):   | As per the Conditions  |
|            | (ii) Specified Interest Payment Dates:  | 19 March, 19 June, 19 September and 19 December in each year, subject to adjustment in accordance with the Business Day Convention set out in paragraph 15(v) below  |
|            | (iii) First Interest Payment Date:  | 19 March 2015  |
|            | (iv) Interest Period Date:  | Not Applicable   |
|            | (v) Business Day Convention:  | Modified Following Business Day Convention   |
|            | (vi) Business Centre(s):  | Not Applicable   |
|            | (vii) Manner in which the Rate(s) of Interest is/ are to be determined:   | Screen Rate Determination  |
|            | (viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): | Not Applicable   |
|            | (ix) Screen Rate Determination:   |  |
|            | – Reference Rate:   | 3-month EURIBOR provided that the Reference Rate for the first Interest Period (being the period beginning on (and including) the Issue Date and ending on (but excluding) the First Interest Payment Date) shall be the rate, as calculated by the Calculation Agent on the first Interest Determination Date, by means of linear interpolation as described below, using the 3-month EURIBOR (the “ <b>Preceding Rate</b> ”) and the 6-month EURIBOR (the “ <b>Following Rate</b> ”) each obtained on the first Interest Determination Date: |

|  |       |   |
|--|-------|---|
|  | (i)   | by subtracting the Preceding Rate from the Following Rate;  |
|  | (ii)  | multiplying the result of (i) above by the fraction calculated by dividing the actual number of days from (and including) the Issue Date to (but excluding) 19 March 2015 by 360; |
|  | (iii) | adding the Preceding Rate to the final result of (ii); and  |
|  | (iv)  | expressed as a percentage rounded to the nearest 0.001 per cent. (with 0.0005 being rounded upwards).   |
| – Interest Determination Date(s):  |       | Two (2) TARGET Business Days prior to the first day of each Interest Period   |
| – Relevant Screen Page:  |       | Reuters page EURIBOR01  |
| (x) ISDA Determination:  |       | Not Applicable  |
| (xi) Margin(s):  |       | +0.3 per cent. per annum  |
| (xii) Minimum Rate of Interest:  |       | Zero (0) per cent.  |
| (xiii) Maximum Rate of Interest:   |       | Not Applicable  |
| (xiv) Day Count Fraction:  |       | Actual/360  |
| <b>16. Zero Coupon Note Provisions</b>   |       | Not Applicable  |
| <b>PROVISIONS RELATING TO REDEMPTION</b>   |       |   |
| <b>17. Call Option</b>   |       | Not Applicable  |
| <b>18. Put Option</b>  |       | Not Applicable  |
| <b>19. 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     |
| <b>20. Early Redemption Amount</b>   |       |   |
| Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default: |       | As per the Conditions   |
| <b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>  |       |   |
| <b>21. Form of Notes</b>   |       | 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     |
| <b>22. New Global Note</b>   |       | Yes   |
| <b>23. Financial Centre(s)</b>   |       | 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   | 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 19 November 2014.
- (ii) Estimate of total expenses related to admission to trading: EUR 9,600 (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", 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: EUR 998,700,000

### 5 HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters.

### 6 OPERATIONAL INFORMATION

ISIN Code: XS1139316555

Common Code: 113931655

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: 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 of the Joint Lead Managers: | BNP Paribas<br>HSBC Bank plc<br>Merrill Lynch International |
| (iii) | Stabilising Manager(s) (if any):                 | BNP Paribas   |
| (iv)  | If non-syndicated, name of Dealer:               | Not Applicable  |
| (v)   | U.S. Selling Restrictions:                       | Reg. S Compliance Category 2; TEFRA D                       |