

KPMG Audit

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1/2, place des Saisons 92400 Courbevoie - Paris-La Défense 1 S.A.S. à capital variable

Total Capital International

Statutory auditors' report on the financial statements

Year ended 31 December 2015
Total Capital International
2, place Jean Millier
La Défense 6
92 400 Courbevoie
France
This report contains 23 pages



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This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders.

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

Total Capital International

Registered office: 2, place Jean Millier La Défense 6 92 400 Courbevoie

France

Share capital: €.300 000

Statutory auditors' report on the financial statements

Year ended 31 December 2015

To the Shareholders,

In compliance with the assignment entrusted to us your annual general meetings, we hereby report to you, for the year ended 31 December 2015, on:

- the audit of the accompanying financial statements of Total Capital International;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

1 Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves



performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2015 and of the results of its operations for the year then ended in accordance with French accounting principles.

2 Justification of our assessments

In accordance with the requirements of article L.823-9 of the French Commercial Code (Code de commerce), we bring to your attention the following matters.

Note 1 to the financial statements presents the accounting rules and methods applied to the currency transactions, rate and foreign exchange instruments and bond issues.

As part of our assessment of the accounting policies implemented by your company, we verified that the information presented in this note to the financial statements was appropriate and consistently applied.

These assessments were made as part of our audit of the financial statements, taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

3 Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to shareholders with respect to the financial position and the financial statements.

In accordance with French law, we inform you that, contrary to the requirements of article L.225-102-1 of the French Commercial Code ("Code de commerce"), your Company has not included in the management report of the Board of Directors all the information relating to



Total Capital International
Statutory auditors' report on the financial statements
10 february 2016

remunerations and benefits received by the directors and any other commitments made in their favour. Consequently, we cannot attest the accuracy and fair presentation of this information.

Paris La Défense, 10 February 2016

The statutory auditors French original signed by

KPMG Audit Département de KPMG S.A. **ERNST & YOUNG Audit**

Michel Piette
Partner

Yvon Salaün Partner

TOTAL CAPITAL INTERNATIONAL 2 PLACE JEAN MILLIER 92400 COURBEVOIE R.C.S. 479 858 854

FINANCIAL STATEMENTS AS OF 31 DECEMBER 2015

TOTAL	CAPITAL INTERNATIONAL
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•	BALANCE SHEET AS OF 31 DECEMBER 2015
•	INCOME STATEMENT AS OF 31 DECEMBER 2015
•	CASH FLOW STATEMENT AS OF 31 DECEMBER 2015
•	APPENDIX

BALANCE SHEET AS OF 31 DECEMBER 2015	L INTERNATIONAL	
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TOTAL CAPITAL INTERNATIONAL

BALANCE SHEET AS OF 31 DECEMBER 2015

		31-Dec-15	-	31-Dec-14			
ASSETS	Gross	Amortizations depreciations and provisions	Net		ыаысты	31-Dec-15	31-Dec-14
FIXED ASSETS					SHAREHOLDERS' EQUITY (note 4)		
FINANCIAL ASSETS (note 2)	22,813,794,475		22,813,794,475	19,565,344,505	Capital	300,000	300,000
Long-term loans Drawdowns on credit facilities Accupud interests on long-term loans Accupud interferss on long-term loans Accupud interferss on condit facilities	22,780,648,759 33,145,716	-	22,780,648,759	19,537,072,354 28,272,151	Reserves Legal Reserves Retained Earnings	1,038,798 30,000 1,008,798	739,099 30,000 709,099
					Income for fiscal year	6,020,998	3,581,698
SUB TOTAL I	22,813,794,475		22,813,794,475	19,565,344,505	SUB TOTAL I	7,359,796	4,620,797
			-		PROVISIONS		
					SUB TOTAL II		
CURRENT ASSETS		_			цавістеs		
					Debenture loans and similar debt debentures (note 5)	22,812,449,834	19,563,358,527
ACCOUNTS RECEIVABLE (note 3) Current accounts and Inter-company loans	7,422,166		7,422,166	5,570,565	Debenture loans after hedge swaps Accrued interests on debenture loans	22,780,648,759 31,801,075	19,537,072,354 26,286,173
Related accounts receivable Other receivables Accrued income / dedicated swaps					Miscellaneous borrowings and financial debts (note 6)	25,975	1,055,089
					Commercial Papers Security Deposits Creditor current accounts	25,975	1,055,084
					Related accounts payables / miscellaneous financial liabilities Accrued liabilities / dedicated swaps Miscellaneous creditors		io.
					Operating liabilities (note 7)	1,381,036	1,880,657
					Trade notes and accounts payable Tax and social labilities	100,000 1,281,036	559,094 1,321,563
SUB TOTAL II	7,422,166		7,422,166	5,570,565	SUB TOTAL III	22,813,856,845	19,566,294,273
PREPAID EXPENSES III					PREPAID INCOME IV		
TOTAL (I+II+III) EUR	22,821,216,641		22,821,216,641	19,570,915,070	TOTAL (I+IIHIII+IV) EUR	22,821,216,641	19,570,915,070

TOTAL CAPITAL I	INTERNATIONAL	
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	INCOME STATEMENT	
	AS OF 31 DECEMBER 2015	

TOTAL CAPITAL INTERNATIONAL

INCOME STATEMENT AS OF 31 DECEMBER 2015

EXPENSES	31-Dec-15	31-Dec-14	INCOME	31-Dec-15	31-Dec-14
			ODEDA TINO NICOME		
OPERALING EXPENSES (note 8)					
External expenses Taxes	1,965,961	2,965,124	Miscellaneous income		-
SUB TOTAL I	1,967,101	2,965,124	SUB TOTAL I		
FINANCIAL EXPENSES (note 9)			FINANCIAL INCOME (note 10)		
Interests on debenture loans after swaps	221,201,686	136,945,954			
Interests on commercial papers			Interests on long-term loans Interests on credit facilities	231,454,404	144,789,240
Interests on loans	,	Ī		3	Č
Interests on current accounts	364	5.c	Interests on current accounts Interests on bank deposits	מ. ה.	0.0
Interests on dedicated swaps			Income from dedicated swaps		
Other financial expenses Foreign exchange loss			Orner Interests and similar income Foreign exchange income	850,249	543,360
Diverse financial expenses			Diverse financial interests		
SUB TOTAL II	221,202,050	136,946,007	SUB TOTAL II	232,313,766	145,335,410
EXTRAORDINARY EXPENSES			EXTRAORDINARY INCOME		
SUB TOTAL III			SUB TOTAL III		
INCOME TAX IV	3,123,617	1,842,581			
NET INCOME FOR THE PERIOD	6,020,998	3,581,698	NET LOSS FOR THE FISCAL YEAR		
TOTAL	232,313,766	145,335,410	TOTAL EUR	232,313,766	145,335,410
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TOTAL CAPITAL	INTERNATIONAL	
		-
	CASH FLOW STATEMENT	
	AS OF 31 DECEMBER 2015	
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CASH FLOW STATEMENT

Cash at the end of the period

in thousands of euros

	31-Dec-15	31-Dec-14
DDEDATING CACUELOW		
PERATING CASH FLOW		
Fiscal period income as of 31.12.2014 Fiscal period income as of 31.12.2015	6,021	3,582
Decrease (increase) of working capital requirement	105	757
Net Operating Cash Flow	6,126	4,339
NVESTMENT CASH FLOW		
Increase in long-term loans	(4,439,271)	(8,890,079)
Repayment of long-term loans	3,463,083	
Net Investment Cash Flow	(976,188)	(8,890,079)
INANCING CASH FLOW		
Dividends paid	(3,282)	(800)
Net loans issued	975,621	8,888,013
Changes in short-term financial liabilities	(1,669)	1,541
Changes in short-term receivables	(1,187)	(3,318)
Net Financing Cash Flow	969,483	8,885,436
Cash increase (decrease)	(800)	(305)
Impact of foreign exchange fluctuations	800	305
Cash at the beginning of the period	0	C
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APPENDIX

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SIGNIFICANT EVENTS

In 2015, Total Capital International continued its activity on debt capital markets through various debt issuance programmes.

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

In 2015, Total Capital International issued debenture loans for 1 G USD (after swaps) under the EMTN programme, 71 M USD (after swaps) under the Australian programme guaranteed by Total S.A.

Total Capital International's issue programmes have a long term and a short term ratings by Standard and Poor's: AA-/A-1+ with a negative outlook (modified from stable on 22nd December 2014), and by Moody's: Aa1/P-1 with a stable outlook (modified from negative on 6th November 2014). These ratings were made possible thanks to TOTAL S.A.'s guarantee granted to these programmes.

On January, 22nd of 2016 Moody's announced a review for downgrade of the rating of the long term debt of Total SA, currently rated Aa1. In addition, Standard & Poors announced on February, 1st of 2016 that they placed under Negative Credit Watch the rating of the long term debt of Total SA, currently AA- (with a Negative outlook Since December, 22nd of 2014).

Interest rates and currency transactions were concluded by empowered entities of Total S.A. in association with the development of the financial activities of Total Capital International, towards the Group as well as the market.

Note 1: ACCOUNTING RULES GENERAL PRINCIPLES

The balance sheet and income statement are established in accordance with the provisions of French law and in compliance with generally accepted accounting principles used by corporations.

ACCOUNTING RULES AND METHODS

The long- and medium-term financing transactions within the Total group are recorded as financial assets according to their face value.

✓ Currency transactions

Given Total Capital International's financial activities and the significant amount of its foreign currency inflows and outflows, Total Capital International uses multi-currency accounting, as financial institutions do.

Therefore, at closing, Total Capital International does not use translation adjustment accounts but revaluates balance sheet and off-balance sheet entries whose impact is recorded in the income statement.

The revaluation of long-term off-balance sheet items in foreign currencies is recorded in the balance sheet as the financial derivative instruments with which they match (debenture loans).

The revaluation of short-term off-balance sheet items in foreign currencies is recorded under "revenue receivables from the revaluation of off-balance sheet foreign exchange positions" or "expenses payables for the revaluation of off-balance sheet foreign exchange positions."

The foreign exchange positions are converted into euros based on the exchange rate at the end of the fiscal year.

✓ Interest Rate and Currency Financial Instruments

Outstanding transactions involving forward financial instruments are recognized as off-balance sheet liabilities. They consist primarily of interest rate and currency swap agreements negotiated for hedging purposes in order to manage Total Capital International's exposure to fluctuations in interest rates and foreign exchange rates.

The interest differentials along with the premiums or discounts associated with these swaps or forward contracts are recorded, prorated over the period, in the income statement as financial expenses or income over the life of the items that they match.

A provision will be booked for possible losses relating to transactions where the accounting standards for hedging are not respected.

✓ Debenture loans

Debenture loans converted into US dollars or euros through individually paired swaps are shown after swaps in the balance sheet and in the income statement. They are converted at the closing rate on the date of the account statement. The profits and losses resulting from the conversion at the closing rate of the currency borrowings and currency swaps are recorded as revenue under the heading: Foreign Exchange Profits and Losses.

✓ Presentation of interests on swaps hedging debenture loans

Interests on debenture loans are presented net of swaps. This presentation establishes consistency between the profit and loss statement and the balance sheet (Debenture loans were presented after their reevaluation for foreign exchange

TOTAL CAPITAL INTERNATIONAL
variations on associated swaps) and enables a direct assessment of the final cost of debt. On the balance sheet, accrued interests on debenture loans are also disclosed net of accrued interests on swaps.

Note 2: FINANCIAL ASSETS

Financial fixed assets of Total Capital International are only comprised of long-term loans in US dollars with Total Finance for an amount of € 19.283 billions and with Total S.A. For an amount of € 3.498 billions.

a) Changes in financial assets

in thousands of euros

FINANCIAL ASSETS	POSITION AT THE OPENING OF FISCAL YEAR	INCREASES ACQUISITIONS CONTRIBUTIONS	DECREASES DISPOSALS	GROSS VALUE AT CLOSING
Long-term loans Accrued interests on long-term loans	19,537,072 28,272	6,675,721 35,811	3,432,145 30,937	22,780,649 33,146
TOTAL	19,565,344	6,711,532	3,463,082	22,813,795

b) Financial assets repayment schedule

in thousands of euros

	GROSS AMOUNT	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	MORE THAN 5 YEARS
Long-term loans Accrued interests on long-term loans	22,780,649 33,146	1,240,272 33,146		12,256,962
TOTAL	22,813,795	1,273,418	9,283,415	12,256,962

Note 3: RECEIVABLES

100% of the accounts receivable are loans with Total Treasury amounting to ${\it \in 7.422}$ million.

Detail of Accounts Receivable

in thousands of euros

	GROSS AMOUNT	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	MORE THAN 5 YEARS
Current accounts and inter-company loans Accrued interest (inter-company loans, current accounts) Other receivables Accrued income on swaps and forward transactions	7,422	7,422		
TOTAL	7,422	7,422		

Note 4: SHAREHOLDERS' EQUITY

a) Changes in Shareholders' Equity

in thousands of euros

2014	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2013	POSITION AS OF 31 December 2014
Share capital Legal reserve Retained eamings Income for fiscal year 2013 Dividend distribution Income as of 31 December 2014	300 30 175 1,334	534 (1,334) 800	300 30 709 0 3,582
TOTAL SHAREHOLDERS' EQUITY	1,839	0	4,621

in thousands of euros

			III tilousalius of curos
2015	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2014	POSITION AS OF 31 December 2015
Share capital Legal reserve Retained earnings Income for fiscal year 2014 Dividend distribution Income as of 31 December 2015	300 30 709 3,582	300 (3,582) 3,282	300 30 1,009 0 6,021
TOTAL SHAREHOLDERS' EQUITY	4,621	0	7,360

b) Structure of the Share Capital

Total Capital International comprises 30,000 shares with a face value of € 10 each, held as follows:

TOTAL S.A.	29,994	shares representing	99.98%
DIRECTORS	6	shares representing	0.02%

NOTE 5: DEBENTURE LOANS AND SIMILAR DEBT DEBENTURES

The debenture loans are shown below first before conversion into Euros mainly with floating rate. They are redeemed at maturity.

As of 31/12/2015							As of 31/12/2	014
NOMINAL IN SPECIFIC CURRENCY (in thousands)	CURRENCY	DETAIL.	IN THOUSAND OF EUROS	LESS THAN A YEAR in thousand of euros	BETWEEN 1 AND 5 YEARS in thousand of euros	MORE THAN 5 YEARS in thousand of euros	NOMINAL IN SPECIFIC CURRENCY (in thousands)	IN THOUSAND OF EUROS
950,000 100,000		EXISTING AS OF 31/12/2014 100 M AUD 4,00%	637,712 67,128,		402,766	234,947 67,128	960,000	640,6
200,000	CAD	EXISTING AS OF 31/12/2014	132,310		132,310		200,000	142,2
800,000 200,000		EXISTING AS OF 31/12/2014 200 M CHF 0,500%	738,348 184,587			738,348 184,587	800,000	665,3
5,600,000	EUR	EXISTING AS OF 31/12/2014	5,600,000		1,300,000	4,300,000	5,600,000	5,600,00
575,000 250,000 150,000		EXISTING AS OF 31/12/2014 250 M GBP 2,250% 150 M GBP 2,250%	783,432 340,623 204,374		783,432	340,623 204,374	575,000	738,2
1,000,000 1,472,000	HKD	EXISTING AS OF 31/12/2014 1472 M HKD 3,088%	118,517 174,457			118,517 174,457	1,000,800	106,19
2,650,000	NOK	EXISTING AS OF 31/12/2014	275,956	62,460	213,475		2,650,000	293,0
300,000	NZD	EXISTING AS OF 31/12/2014	188,407		188,407		300,000	193,23
12,635,000	l .	EXISTING AS OF 31/12/2014	11,605,585	1,148,158	5,635,161	4,822,265	12,635,000	10,406,88
TOTAL		<u> </u>	21,051,434	1,210,639	8,655,551	11,185,245		18,785,8

Asset New York 1,210,639 8,655,551

Most of the debenture loans have been swapped from fixed to floating rate into USD or EUR in order to match financing needs resulting from long term loans and drawdowns on credit facilities. The impacts of revaluation of swaps are shown below.

	As of 31/12/2015			As of 31/12/2014		
	IN THOUSAND OF EUROS	LESS THAN A YEAR in thousand of euros	BETWEEN 1 AND 5 YEARS in thousand of euros	MORE THAN 5 YEARS in thousand of euros	NOMINAL IN SPECIFIC CURRENCY	IN THOUSAND OF EUROS
Total debenture loans before hedge swaps	21,051,434		8,656,551	11,185,245		18,785,800
Impact of revaluation of hedge swaps	1,729,214	29,633	627,864	1,071,717		751,272
Total debenture loans after hedge swaps	22,780,649	1,240,272	9,283,415	12,256,962		19,537,072
Interest accrued / debenture loans after swaps (1)	31,801	31,801			_	26,266
TOTAL	22,812,450	1,272,073	9,283,415	12,256,962		19,563,358

(1) among which accrued interest net of swaps associated to bonds

Note 6: MISCELLANEOUS BORROWINGS AND FINANCIAL DEBTS

Repayment schedule for miscellaneous borrowings and financial debts

				in thousands of euros
31-Dec-15	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	INCLUDING MORE THAN 5 YEARS	31-Dec-14
26	26			1,055
26	26			1,055
	31-Dec-15	31-Dac-15 LESS THAN A YEAR 26 26	31-Dec-15 LESS THAN A PETWEEN 1 AND 5 YEARS 26 26 26	YEAR (EARS) 26 26

Note 7: OPERATING LIABILITIES

Repayment schedule for operating liabilities

Repayment schedule for operating liabilities					in thousands of euros
	31-Dec-15	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	INCLUDING MORE THAN 5 YEARS	31-Dec-14
Trade notes and accounts payable Taxes and social obligations	100 1,281	100 1,281			559 1,322
TOTAL LIABILITIES	1,381	1,381			1,881

Note 8: OPERATING EXPENSES

in thousands of euros

	3.	1-Dec-15		31-Dec-14			
	Affiliated Corporations	Others	Total	Affiliated Corporations	Others	Total	
External expenses Taxes Other charges	1,413	553 1	1,966 1	1,962	1,003	2,965	
TOTAL	1,413	554	1,967	1,962	1,003	2,965	

Note 9: FINANCIAL EXPENSES

in thousands of euros

	31	-Dec-15	31-Dec-14			
	Affiliated Corporations	Others	Total	Affiliated Corporations	Others	Total
Interest on debenture loans after swaps (1) Interests on Loans Interests on Current Accounts Interests on Bank deposits Interests on dedicated Swaps Other expenses Foreign exchange losses (2) Diverse financial expenses	(203,438)	424,640	221,202	(166,290) .	303,236	136,946
TOTAL	(203,438)	424,640	221,202	(166,290)	303,236	136,946

Note 10: FINANCIAL INCOME

in thousands of euros

	3′	1-Dec-15			31-Dec-14	
	Affiliated Corporations	Others	Total	Affiliated Corporations	Others	Total
Interests on long-term loans Interests on credit facilities	231,454		231,454	144,789		144,789
Inter-company loans Interests on current accounts Interests on Bank deposits Income from dedicated swaps	9		9	3		3
Other Interests and similar income Net Foreign exchange profits (2) Other income Diverse financial interests		850	850		543	543
TOTAL	231,463	850	232,313	144,792	543	145,335

- (1) Expenses and incomes from swaps associated with debenture loans are related to interests from these debentures. They are presented after netting.
- (2) The foreign exchange profits and losses break up as follows:

in thousands of euros

	31-Dec-15	31-Dec-14
Foreign exchange losses	(2,759,763)	(901,347)
Foreign exchange profits	2,760,613	901,891
TOTAL	850	543

Note 11: OFF-BALANCE SHEET COMMITMENTS

a) Portfolio of derivative financial instruments

The off-balance sheet commitments for derivative financial instruments are shown below.

These amounts establish the notional commitment without reflecting an underlying loss or gain.

in thousands of euros
31-Dec-14
after TOTAL 31-Dec-15 2017 MANAGEMENT OF INTEREST RATE RISK TOTAL. 2016 2019 Swaps / hedging fixed interest bond issues * Notional amount 17,186,129 1,210,639 3,207,676 128,636 1,838,043 10,801,135 15,168,320 Swaps / hedging floating interest bond issues * Notional amount 374,710 1,300,000 1,653,062 1,674,710 Long-term cross-currency swaps Fixed interest rate lending swaps Notional amount Variable interest rate lending swaps Notional amount Interest rate swaps Fixed interest rate lending swaps Notional amount Variable interest rate lending swaps Notional amount

^{*} Cross-currency swaps and interest-rate swaps matched to bonds

						in thou	sands of euros
	31-Dec-15						31-Dec-14
MANAGEMENT OF FOREIGN EXCHANGE RISK	TOTAL	2016	2017	2018	2019	2020 and after	TOTAL
Foreign exchange swaps Notional amount Forward currency contracts Notional amount							

b) Market valuation of derivative financial instruments

As of 31 December 2015, the details of the market valuation of derivative financial instruments are as follows:

	thousands of euros			
	31-Dec-15	31-Dec-14		
Swaps hedging bond issues Short-term interest rate swaps Classic interest rate swaps Goward currency financiat instruments	(1,401,846) :	(401,576)		

^(*) The market value of the swaps is "ex coupon".

c) Other off-balance sheet commitments

in thousands of euros

Category commitment	31-Dec-1	5	31-Dec-14		
5 3	Affiliated corporations	Others	Affiliated corporations	Others	
Commitments given -Credit facilities granted -Drawdowns on credit facilities					
-Non-utilised credit facilities Commitments received					
-Credit facilities allocated -Drawdowns on credit facilities -Non-utilised credit facilities					

NOTE 12: CONSOLIDATION

Total Capital International's accounts are fully consolidated into the financial statements of the TOTAL S.A. Group.

NOTE 13: FISCAL INTEGRATION

Total Capital International, a subsidiary of TOTAL S.A., is included in the fiscal integration of TOTAL S.A.

NOTE 14: STAFF AND MANAGEMENT BODIES

Total Capital International benefits from the technical and administrative assistance of staff from TOTAL S.A. and does not pay any remuneration to the members of the Board of Directors.