

Final Terms dated 2 October 2017

TOTAL CAPITAL INTERNATIONAL

Issue of EUR 1,000,000,000 1.375 per cent. Guaranteed Notes due 4 October 2029
unconditionally and irrevocably guaranteed by Total S.A.
under the €35,000,000,000 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 5 May 2017 which received visa no. 17-184 from the *Autorité des marchés financiers* (the “AMF”) on 5 May 2017, and the First Supplement to the Debt Issuance Programme Prospectus dated 1 August 2017 which received visa no. 17-410 from the AMF on 1 August 2017 and the Second Supplement to the Debt Issuance Programme Prospectus dated 23 August 2017 which received visa no. 17-444 from the AMF on 23 August 2017 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended (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 the Paying Agent.

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|----|-----------------------------------|---|
| 1. | (i) Issuer: | Total Capital International |
| | (ii) Guarantor: | Total S.A. |
| 2. | (i) Series Number: | 118 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro (“ EUR ”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 1,000,000,000 |
| | (ii) Tranche: | EUR 1,000,000,000 |
| 5. | Issue Price: | 99.682 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | EUR 100,000 |
| | (ii) Calculation Amount: | EUR 100,000 |
| 7. | (i) Issue Date: | 4 October 2017 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 4 October 2029 |
| 9. | Interest Basis: | 1.375 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 8 February 2017 and of the Guarantor dated 20 September 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.375 per cent. per annum in arrear on each Interest Payment Date.
	(ii) Interest Payment Date(s):	4 October in each year commencing on 4 October 2018 up to and including the Maturity Date.
	(iii) Fixed Coupon Amount:	EUR 1,375.00 per Calculation Amount
	(iv) Broken Amount(s):	Not applicable
	(v) Day Count Fraction:	Actual/Actual-ICMA
	(vi) Determination Dates:	4 October 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 EUR 100,000 per Calculation Amount
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	Yes
23.	Financial Centre(s)	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: Antoine Larenaudie
Duly authorised signatory of Total Finance Corporate Services Limited

Signed on behalf of the Guarantor:

By: Antoine Larenaudie
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 October 2017.
- (ii) Estimate of total expenses related to admission to trading: EUR 13,825 (including AMF fees)

2. RATINGS

- Ratings: The Notes to be issued have been rated:
S&P: A+
Moody's: Aa3
- 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: See "Use of Proceeds" wording in the Debt Issuance Programme Prospectus
- (ii) Estimated net proceeds: EUR 994,920,000

5. YIELD

- Indication of yield: The yield in respect of the Notes is 1.404 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: XS1693818525
- Common Code: 169381852
- Any clearing system(s) other than Euroclear Not Applicable

Bank SA/NV and Clearstream Banking, SA
and the relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Citibank N.A., London Branch
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 of the Managers: **Joint Lead Managers**
Barclays Bank plc
Deutsche Bank AG, London Branch
Natixis
Société Générale
Banco Santander, S.A.
SMBC Nikko Capital Markets Limited

(iii) Stabilising Manager(s) (if any): Not Applicable

(iv) If non-syndicated, name of Dealer: Not Applicable

(v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D