

**PROHIBITION OF SALES TO EUROPEAN ECONOMIC AREA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold, or otherwise made available to any retail investor in the European Economic Area. For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II, or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”). Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA, determined by the manufacturer(s), has led to the conclusion that, in relation to the type of clients criterion only: (i) the type of clients to whom the Notes are targeted is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ type of clients assessment) and determining appropriate distribution channels.

Final Terms dated 29 May 2019

**TOTAL CAPITAL INTERNATIONAL**  
**Issue of GBP 500,000,000 1.66 per cent. Guaranteed Notes due 22 July 2026**  
**under the €35,000,000,000 Euro Medium Term Note Programme**  
**Legal Entity Identifier (“LEI”): 549300U37G2I8G4RUG09**

**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 20 May 2019 which received visa no. 19-215 from the *Autorité des marchés financiers* (the “**AMF**”) on 20 May 2019 which constitutes a base prospectus for the purposes of Directive 2003/71/EC, as amended or superseded (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. 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. The Debt Issuance Programme Prospectus is available for viewing at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom and [www.total.com](http://www.total.com) and copies will be published on the AMF website at [www.amf-france.org](http://www.amf-france.org).

1	(i)	Issuer:	Total Capital International
	(ii)	Guarantor:	Total S.A.
2	(i)	Series Number:	125
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3		Specified Currency or Currencies:	GBP
4		Aggregate Nominal Amount of Notes:	GBP 500,000,000

	(i)	Series:	GBP 500,000,000
	(ii)	Tranche:	GBP 500,000,000
<b>5</b>		Issue Price:	99.999 per cent. of the Aggregate Nominal Amount
<b>6</b>	(i)	Specified Denominations:	GBP 100,000
	(ii)	Calculation Amount:	GBP 100,000
<b>7</b>	(i)	Issue Date:	31 May 2019
	(ii)	Interest Commencement Date:	Issue Date
<b>8</b>		Maturity Date:	22 July 2026
<b>9</b>		Interest Basis:	1.66 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:	Make-whole Redemption by the Issuer
			Residual Maturity Call Option
			(further particulars specified below)
<b>13</b>	(i)	Status of the Notes:	Senior
	(ii)	Status of the Guarantee:	Senior
<b>14</b>		<b>Fixed Rate Note Provisions</b>	Applicable
	(i)	Rate of Interest:	1.66 per cent. per annum in arrear on each Interest Payment Date.
	(ii)	Interest Payment Dates:	22 July in each year, from and including 22 July 2020
	(iii)	Fixed Coupon Amount:	GBP 1,660 per Calculation Amount
	(iv)	Broken Amount(s):	GBP 1,896.49 per Calculation Amount payable on the Interest Payment Date falling on 22 July 2020
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Determination Dates:	22 July in each year, from and including 22 July 2020
	(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**

<b>17</b>	<b>Call Option</b>	Not Applicable
<b>18</b>	<b>Put Option</b>	Not Applicable
<b>19</b>	<b>Make-whole Redemption by the Issuer</b>	Applicable
	(i) Reference Bond:	UKT 1.5 per cent. due July 2026 (ISIN: GB00BYZW3G56)
	(ii) Make-whole Margin:	0.15 per cent.
	(iii) Notice period:	As per Conditions
	(iv) Parties to be notified (if other than the Fiscal Agent the Make-whole Calculation Agent and the Quotation Agent)	Not Applicable
	(v) Make-whole Calculation Agent:	Société Générale
	(vi) Quotation Agent:	Société Générale
	(vii) Reference Dealers:	As per Conditions
<b>20</b>	<b>Residual Maturity Call Option:</b>	Applicable
	(Condition 5(f))	
	(i) Call Option Date:	22 April 2026
	(ii) Notice period:	As per Conditions
<b>21</b>	<b>Redemption following an Acquisition Event:</b>	Not Applicable
<b>22</b>	<b>Clean-up Call Option by the Issuer</b>	Not Applicable
<b>23</b>	<b>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>24</b>	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default:	GBP 100,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>25</b>	<b>Form of Notes:</b>	<b>Bearer Notes:</b>
		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>26</b>	<b>New Global Note:</b>	Yes
<b>27</b>	<b>Financial Centres:</b>	TARGET, New York, London
<b>28</b>	<b>Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):</b>	No.
<b>29</b>	<b>Details relating to Instalment Notes: amount of each instalment, date on which each payment is to</b>	Not Applicable

be made:

**30** Prohibition of Sales to EEA Retail Investors:                      Applicable

## **RESPONSIBILITY**

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

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

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 is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 31 May 2019.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,700

### 2 RATINGS

- Ratings: The Notes to be issued have been rated:
- S&P: A+
- Moody's: Aa3
- S&P Global Ratings Europe Limited ("**S&P**") and Moody's Deutschland GmbH ("**Moody's**") are established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (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 Markets 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 Fixed Rate Notes only – YIELD

- Indication of yield: 1.66 per cent. per annum
- 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: XS2004382136
- Common Code: 200438213
- CFI: Not Applicable
- FISN: Not Applicable
- Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A., 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  
13th Floor, Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB

Names and addresses of additional Paying Agent(s) (if any):	United Kingdom Not Applicable
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Intended to be held in a manner which would allow Eurosystem eligibility:	Yes
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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:	Société Générale  (the " <b>Settlement Manager</b> ")  Banco Santander, S.A.  BNP Paribas  Goldman Sachs International  J.P. Morgan Securities plc  RBC Europe Limited  (together with the Settlement Manager, the " <b>Joint Lead Managers</b> ")
(iii) Stabilising Manager(s) (if any):	Société Générale
(iv) If non-syndicated, name of Dealer:	Not Applicable
(v) U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D