



**TOTAL**

**TOTAL S.A.**

**Statement in compliance with the article 223-16 of the General Regulation of the Financial Markets Authority (AMF- Autorité des Marchés Financiers)**

Date	Total number of shares	Number of voting rights exercisable at Shareholders' meetings
December 31, 2008	2,371,808,074	2,339,251,395

A total number of 2,582,664,758 voting rights were attached to the 2,371,808,074 underlying Total shares (referred to as "theoretical voting rights"), including:

- 200,662,536 voting rights attached to the 100,331,268 Total shares held by Total S.A. subsidiaries that cannot be exercised at shareholders' meetings pursuant to the provisions of the Article L.233-31 of the French Commercial Code, and
- 42,750,827 voting rights attached to the 42,750,827 Total shares held by Total S.A. that also cannot be exercised at shareholders' meetings pursuant to the provisions of the Articles L.225-111 and L.225-210 of the French Commercial Code.