



**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
January 31, 2009	2,371,815,645	2,339,339,716

A total number of 2,582,749,409 voting rights were attached to the 2,371,815,645 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

42,747,157 voting rights attached to the 42,747,157 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

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