

Combined General Meeting of May 24, 2016

Approval of resolutions proposed by the Board of Directors

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TOTAL S.A.
Capital : 6 196 891 032,50 €
542 051 180 R.C.S. Nanterre

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Paris, May 24, 2016 - The Annual Shareholders' Meeting of Total was held on May 24, 2016, under the chairmanship of Patrick Pouyanné. The Shareholders adopted all resolutions recommended by the Board of Directors, including:

- Approval of the 2015 financial statements and payment of a 2015 dividend of €2.44 per share;
- The option for shareholders to receive the final 2015¹ dividend and any 2016 interim dividends in cash or in new shares of the Company;
- Election of Mrs. Maria van der Hoeven and Mr. Jean Lemierre, and re-election of Mr. Gérard Lamarche, to three-year terms as Directors;
- Election of Mrs. Renata Perycz for a three-year term as the employee shareholders representative on the Board of Directors;
- Renewal of the terms of the statutory auditors and one of the two alternate auditors, and appointment of a new alternate auditor;
- Various delegations of authority and financial authorizations granted to the Board of Directors.

The full results of the votes will be available on Total's corporate website total.com in the coming days.

The Shareholders' Meeting was also an opportunity for Chairman and CEO Patrick Pouyanné, Lead Independent Director Patricia Barbizet, and Chief Financial Officer Patrick de La Chevardière, to report the Group's 2015 performance, new corporate governance, and outlook to the 3200 shareholders present.

Patrick de La Chevardière confirmed the Group's resilience despite a highly volatile environment in 2015, based on the strength of its integrated model, the operational excellence of its business segments and strong discipline in investments and operating costs.

¹ The remaining dividend for 2015 will be detached on June 6, 2016 and the payment date is set for June 23, 2016.

Mrs. Patricia Barbizet described Total's new corporate governance, following the combination of the roles of Chairman and CEO and her appointment as Lead Independent Director. She commented on the activities of the Board and its four Committees, and outlined its high proportion of women and independent directors. Following the Shareholders' Meeting, the Board of Directors consists of 54% women and 45% international members.

Finally, Patrick Pouyanné presented the Group's outlook. In the current volatile economic environment, he reiterated Total's strong commitment to lowering its breakeven by focusing on the four pillars of safety, operational excellence, cost discipline and priority to cash generation. He also detailed the Group's ambition over the next 20 years to become a responsible energy player by providing reliable and affordable energy to the greatest number of people, while aiming to gradually reduce the carbon intensity of its energy mix, notably through growth in gas and renewable energy. As decided by the Board of Directors on March 15, 2016, the *Integrating Climate Into our Strategy* report was also published and made available to all shareholders.

The Annual Shareholders' Meeting was also an opportunity to pay special tribute to Thierry Desmarest, whose term of office expired at the Annual Meeting after 21 years as a Board member, including 15 years as Chairman. His exceptional efforts in raising Total to its position as fourth among international oil and gas companies were acknowledged.

About Total

Total is a global integrated energy producer and provider, a leading international oil and gas company, and the world's second-ranked solar energy operator with SunPower. Our 96,000 employees are committed to better energy that is safer, cleaner, more efficient, more innovative and accessible to as many people as possible. As a responsible corporate citizen, we focus on ensuring that our operations in more than 130 countries worldwide consistently deliver economic, social and environmental benefits. total.com